

Mailed Distribute at meeting

REGULAR MEETING
September 14, 2016
10:00 a.m.
Board Room
200 Kalmus Drive, Costa Mesa, CA

ORANGE COUNTY BOARD OF EDUCATION
AGENDA

WELCOME

CALL TO ORDER

STATEMENT OF PRESIDING OFFICER: For the benefit of the record, this Regular Meeting of the Orange County Board of Education is called to order.

INVOCATION

Pastor Ryan Miller
For His Glory Community Church

PLEDGE OF ALLEGIANCE

ROLL CALL

INTRODUCTIONS

(*)AGENDA

Regular Meeting of September 14, 2016 - adoption

(*)MINUTES

Regular Meeting of August 3, 2016 – approval

PUBLIC COMMENTS

(30 minutes)

TIME CERTAIN

10:30 a.m.

1. Charter Submission(s) – Kelly Gaughran, Administrator, Charter Schools will facilitate

CONSENT CALENDAR

(*)

2. Approve granting of a diploma to the students listed from Alternative, Community, and Correctional Education Schools and Services, Alternative Education Division

STAFF RECOMMENDATIONS

- (*) 3. Adopt Resolution # 25-16 in support of October 23-29, 2016, as Orange County’s Red Ribbon Week campaign, and encourage all community members to promote alcohol, tobacco, and other drug prevention education programs and activities, and send copies of this resolution to school districts in Orange County

- (*) 4. Approve apportionment of Federal Forest Reserve receipts in the amount of \$62,832.58

- (*) 5. Approve the material revisions to Unity Middle College High School charter concerning the start date of the school which was approved for 2016-17. Unity Middle College High School is requesting a 2017-18 opening.

- (*) 6. Approve the material revisions to Oxford Preparatory Academy (OPA) charter school petition and bylaws removing the sole statutory member and terminating all business contracts between Edlighten and OPA

TIME CERTAIN (continue)

- 11:00 a.m. 7. OCDE Charter Petition Review Team Recommendation – Global Business Academy - Kelly Gaughran, Administrator, Charter Schools, will facilitate

Discussion Format:

Global Business Academy (10 minutes)

Public Comments Global Business Academy (30 minutes)

Staff Report

Board Questions

- (*) 8. Adopt the OCDE charter petition review team’s recommendation regarding the Global Business Academy charter school petition. Staff is recommending Option Three.

OPTION ONE: Approve the charter petition. This action would result in the charter petition being approved as written.

OPTION TWO: Conditionally approve the charter petition. This action would result in the charter petition being conditionally approved and requiring the execution of an Agreement that addresses the issues outlined in the Staff Report and Proposed Findings of Fact.

OPTION THREE: Deny the charter petition.

12:00 p.m.

Board Lunch Break

- 9. Orange County Department of Education Charter Petition Review Team Recommendation – Orange County Workforce Innovation High School – Kelly Barnes

Discussion Format:

Orange County Board of Education Approved Agreement Template

Orange County Workforce Innovation High School petitioners have requested several changes to the template language in the proposed agreement. These changes impact the sections regarding the following:

- Liability of each party,
- The process for changes or addition of facilities,
- The dispute resolution process for facilities issues, and
- Governance issues as identified in the conditions approved in the staff report

(*)

- 10. Approve the Agreement between the Orange County Board of Education and Orange County Workforce Innovation High School and designate the Associate Superintendent to sign the Agreement on behalf of OCBE

CLOSED SESSION

CONFERENCE WITH LEGAL COUNSEL-ANTICIPATED LITIGATION

Significant Exposure to Litigation against the Orange County Board of Education and Orange County Superintendent of Schools pursuant to Government Code section 54956.9(b)(one potential case)

CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION

Whitley v. Orange County Department of Education, Case No. 30-2016-00848471-CU-JR-CJC

Government Code section 54956.9(a)

BOARD RECOMMENDATIONS

(*)

- 11. Approve resolution #24-16, an Oppose Position on Proposition 64: Marijuana Legalization (Williams and Lindholm)

INFORMATION ITEMS

BOARD DISCUSSION ITEMS

-A discussion of the marketing and enrollment practices of Epic Charter School and when a Notice of Violation or Notice of Non-Compliance should be issued (Boyd)

ANNOUNCEMENTS

- Superintendent
- Associate Superintendent

COMMUNICATION/INFORMATION/DISCUSSION

- Legislative Updates
- CSBA Update
- CCBE Update
- NSBA Update
- Capitol News Update
- School Services Update

BOARD MEMBER COMMENTS

EXECUTIVE COMMITTEE REPORT

MEETING LOCATIONS

Primary Location:

OCDE Board Room
200 Kalmus Dr., Costa Mesa, CA 92626

Alternative Location:

Northwest Hair Restoration
1201 Pacific Ave Suite 1910, Tacoma, WA 98402

PUBLIC COMMENTS (15 minutes)

ADJOURNMENT



Nina Boyd
Assistant Secretary, Board of Education

Next Regular Board Meeting: Wednesday, October 5, 2016 at 10:00 a.m. The meeting will be in the Board Room at 200 Kalmus Drive, Costa Mesa, CA.

Individuals with disabilities in need of copies of the agenda and/or the agenda packet or in need of auxiliary aides and services may request assistance by contacting Darou Sisavath, Board Clerk at (714) 966.4012.

(*) Printed items included in materials mailed to Board Members

MINUTES
Regular Meeting
August 3, 2016

ORANGE COUNTY BOARD OF EDUCATION
MINUTES

CALL TO ORDER

The Regular Meeting of the Orange County Board of Education was called to order at 10:05 a.m., August 3, 2016 in the Board Room, 200 Kalmus Drive, Costa Mesa, California.

INVOCATION

Pastor Stephanie Lape
St. Paul Lutheran Church, Fullerton

PLEDGE OF ALLEGIANCE

Trustee Beckie Gomez

ROLL CALL

Present:
David Boyd
Linda Lindholm
Rebecca "Beckie" Gomez

Absent:
Jack Bedell
Ken Williams

INTRODUCTIONS

There were no introductions of staff

AGENDA

Motion by Boyd, seconded by Gomez, and carried by a vote of 3-0 (Williams and Bedell absent) to approve the agenda of the August 3, 2016 board meeting with one amendment, removing item #7 regarding material revisions for Orange County Academy of Arts and Sciences

MINUTES

Motion by Gomez, seconded by Boyd, and carried by a vote of 3-0 (Williams and Bedell absent) to approve the minutes from the July 13, 2016 board meeting

Board member joins meeting

Trustee Williams joins the board meeting at 10:14 a.m.

PUBLIC COMMENTS

- David Pruyne – Fountain Valley
- Gloria Pruyne – Fountain Valley
- Susi Khan – Yorba Linda
- Linda Cone – Yorba Linda
- David Whitley – Irvine

INTRODUCTIONS

Trustee Williams introduced Tim Kristedja, a medical student and intern from Chapman University

Recess Regular Board Meeting Motion by Williams, seconded by Boyd, and carried by a vote of 4-0 (Bedell absent) to recess the Board of Education Regular Meeting to hold the meeting of the Facilities Corporation

Reopened Regular Board Meeting Motion by Williams, seconded by Boyd, and carried by a vote of 4-0 (Bedell absent) to reopen the Board of Education Regular Meeting

CONSENT CALENDAR

Motion by Williams, seconded by Gomez, and carried by a vote of 4-0 (Bedell absent) to approve the Consent Calendar

2. Approve granting of a diploma to the students listed from Alternative, Community, and Correctional Education Schools and Services, Alternative Education Division
3. Accept the 4th Quarter Report on Williams Uniform Complaints for OCDE student programs for the period of April 1 – June 30, 2016

Board member joins meeting Trustee Bedell joins the board meeting at 10:46 a.m.

STAFF RECOMMENDATIONS

6. President Lindholm and staff notified the Board that Global Business Academy requested and was granted an extension to the September 14th board date. The Board will receive the staff recommendation for Global Business Academy on September 14, 2016.
8. Motion by Williams, seconded by Boyd, and carried by a vote of 5-0 to approve the agreement between the Orange County Board of Education and Scholarship Prep and designate the Associate Superintendent to sign the Agreement on behalf of OCBE

BOARD RECOMMENDATIONS

10. Motion by Bedell, seconded by Boyd, and carried by a vote of 5-0 to approve Board member assignments for the 2016-17 fiscal year

BOARD DISCUSSION ITEMS

-California Healthy Kids Survey - discussed

TIME CERTAIN (continue)

1. Text A Tip Presentation – Christine Olmstead, Assistant Superintendent, Instructional Services facilitated
-presentation conducted by Sergeant Todd Russ and Deputy Brian Gunsolley

Recess The Board took a recess from 11:35 a.m. to 11:50 a.m.

4. Interdistrict Appeal Hearing (closed) – Student #07132016I001 – Placentia-Yorba Linda Unified School District to Fullerton Joint Union High School District

The Board went into closed session from 12:21 p.m. to 12:34 p.m.

Motion by Boyd, seconded by Bedell, and carried by a vote of 4-1 (Lindholm voted no) to deny the appeal and uphold the decision of the school district

Dr. Jami Parsons, Manager, Instructional Services Division, facilitated the hearing.

5. Charter Submission – There were no charter submissions.

Recess

The Board took a recess from 12:37 p.m. to 12:40 p.m.

BOARD DISCUSSION ITEMS

- Political Activities of School Officers and Employees – California Education Code Section 7054
- Proposition 64 Opposition – marijuana legalization (Ron Wenkart has been requested to work with Dr. Ken Williams on the two items above)

INFORMATION ITEMS

ANNOUNCEMENTS

Superintendent

- Summer at the Center – July 29th
- Safe Schools Conference – July 20th through July 22nd
- Sandy Hook Elementary reopened end of July
- AP Annual Conference in Anaheim

Associate Superintendent

- The next board meeting is on September 14, 2016 at 10:00 a.m.
 - The submission deadline is August 31, 2016
- OCDE Acceptable Use policies

Recess

The Board recessed the board meeting at 12:37 p.m. and reconvened at 4:01 p.m. for the Public Hearing on Textbooks and Instructional Materials.

STAFF RECOMMENDATIONS

Public Hearing – Textbooks and Instructional Materials, Renee Hendrick, Associate Superintendent, Administrative Services facilitated

9. Motion by Williams, seconded by Gomez, and carried by a vote of 3-0 (Lindholm and Boyd absent) to adopt resolution #22-16 stating that each pupil of the county office has available textbooks and instructional materials in each subject that are consistent with the content and cycles of the curriculum

framework adopted by the State Board and in accordance with the procedures as established. Adopted resolution will be posted on the Orange County Department of Education website and will be distributed as requested.

ADJOURNMENT

On a motion duly made, and seconded, the Board meeting of August 3, 2016, was declared ended at 4:03 p.m.



Nina Boyd
Assistant Secretary, Board of Education

Linda Lindholm
President, Board of Education

Next Regular Board Meeting, Wednesday, September 14, 2016, 10:00 a.m. - The meeting will be held in the Board Room at 200 Kalmus Drive, Costa Mesa, CA.

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ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: August 15, 2016
TO: Nina Boyd, Associate Superintendent
FROM: Laura Strachan, Assistant Superintendent Alternative Education
Byron Fairchild, Director Alternative Education
SUBJECT: Granting of Diplomas

The students listed on the attached pages have been certified for graduation by the Custodian of Records or their designee for the Division of Alternative Education of the Orange County Department of Education. These students have met the standards of proficiency in basic skills prescribed by the governing board in accordance with Education Code 51412. It is requested that the Board approve the granting of a diploma to these students.

RECOMMENDATION:

Approve granting of a diploma to the students listed from Alternative, Community, and Correctional Education Schools and Services, Alternative Education Division.

LS:sl

Pages 10-11 removed (CONFIDENTIAL STUDENT INFORMATION)



ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: September 14, 2016
TO: Nina Boyd, Associate Superintendent
FROM: Nicole Savio-Newfield, Administrator
Division of Community and Student Support Services
SUBJECT: RESOLUTION # 25-16, ORANGE COUNTY RED RIBBON WEEK

Orange County schools typically hold Red Ribbon Week campaigns during one of the last two weeks of October. The Orange County Department of Education will recognize Red Ribbon Week as October 23-29, 2016.

The Orange County Health Care Agency's 2016 Red Ribbon Week theme is, "Grow Like A Tree & 'Leaf' Drugs Behind!" This youth-developed theme supports the week-long campaign which provides multiple opportunities for students, parents, teachers and community members to join together to address alcohol, tobacco, and other drug related issues or concerns in their communities.

RECOMMENDATION:

Adopt Resolution # 25-16 in support of October 23-29, 2016, as Orange County's Red Ribbon Week campaign, and encourage all community members to promote alcohol, tobacco, and other drug prevention education programs and activities, and send copies of this resolution to school districts in Orange County.

**RESOLUTION OF THE BOARD OF EDUCATION
ORANGE COUNTY, CALIFORNIA
September 14, 2016**

RED RIBBON WEEK, OCTOBER 23-29, 2016

WHEREAS, the Orange County Board of Education, the Orange County Superintendent of Schools and other local organizations acknowledge October 23-29, 2016 as Orange County's RED RIBBON WEEK campaign; and

WHEREAS, it is imperative that schools and communities launch unified and visible prevention education programs and activities to eliminate the use of alcohol, tobacco, and other drugs by youth; and

WHEREAS, parents, youth, government, business, law enforcement, schools, faith-based and community organizations, and the general public will demonstrate their commitment to drug-free communities by displaying red ribbons during this week-long campaign; and

WHEREAS, the California State Board of Education encourages the commitment of time and resources to ensure the success of the RED RIBBON WEEK campaign and year-round prevention education efforts.

NOW, THEREFORE, BE IT RESOLVED, that the Orange County Board of Education adopts Resolution No. 25-16 in support of October 23-29, 2016 as Orange County's RED RIBBON WEEK campaign and encourages all community members to promote alcohol, tobacco, and other drug prevention and education programs.

AYES:
NOES:
ABSENT:

STATE OF CALIFORNIA, COUNTY OF ORANGE

I, Linda Lindholm, President of the Orange County Board of Education, hereby certify that the foregoing Resolution was duly and regularly adopted by the said Board at a regular meeting thereof held on the 14th day of September, 2016, and passed by _____ vote of said Board members present.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 14th day of September, 2016.

Linda Lindholm, President
Orange County Board of Education

ORANGE COUNTY DEPARTMENT OF EDUCATION

BOARD AGENDA ITEM

DATE: September 14, 2016
TO: Al Mijares
FROM: Renee Hendrick, Associate Superintendent
SUBJECT: Apportionment of Federal Forest Reserve Receipts

Funds are received each year from the United States Government from forest reserves to be used by school districts of the County within or adjacent to a United States Forest Reserve. Section 2300 of the Education Code indicates that upon approval of the County Board of Education, the County Superintendent of Schools may retain 15% of the funds and shall apportion 85% of these funds to such school districts.

The following apportionment is based on the same proportion of land of the Cleveland National Forest that exists in the component district:

Capistrano Unified	2.80%	\$ 1,759.31
Orange Unified	31.52%	19,804.83
Rancho Santiago Community College	15.77%	9,908.70
South OC Community College	12.57%	7,898.06
Saddleback Valley Unified	22.34%	14,036.80
Orange County Department of Education	<u>15.00%</u>	<u>9,424.89</u>
Total	100.00%	\$ 62,832.58

RECOMMENDATION:

Approve apportionment of Federal Forest Reserve receipts in the amount of \$62,832.58

ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: August 29, 2016
TO: Nina Boyd, Associate Superintendent
FROM: Kelly Gaughran, Administrator, Charter Schools
Aracely Chastain, Coordinator, Charter Schools
SUBJECT: Unity Middle College High School charter – Material Revision

DESCRIPTION:

On February 10, 2016, the Orange County Board of Education approved Unity Middle College High School. The charter school had a start date of August 15, 2016. Due to unforeseen changes in the construction timeline of the school site, the lead petitioner is requesting a material revision to their charter to begin operations in Fall 2017.

RECOMMENDATION:

Approve the material revisions to Unity Middle College High School charter concerning start date of school.

Enclosures



July 18, 2016

Dr. Erin Craig
Unity Middle College High School
960 North Tustin Street #239
Orange, CA 92867

Re: Material Revision Changes for Unity Middle College High School

Dear Orange County Department of Education,

On July 18, 2016 Unity Middle College High School submitted to OCDE the requested documents for a material revision for:

(a) A change to the opening date (or start date) of the school to Fall 2017.

The reason for the change of start date is due to unforeseen significant changes in the construction timeline as determined by the landlord. These changes without reason, lack of available alternatives, and permit timelines made it impossible to open Unity MCHS by September 30, 2016. Please note that the revised budget is included, there is no change to Executive Director, and no change to board members.

Feel free to contact me through email or phone with any questions.

Respectfully,

Erin Craig, Ed.D.
Founding Executive Director
Unity Middle College High School
ecraig@unityhigh.org
714-642-6624



ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: August 5, 2016
TO: Nina Boyd, Associate Superintendent
FROM: Kelly Gaughran, Administrator, Charter Schools
SUBJECT: Oxford Preparatory Academy charter school – Material Revisions

DESCRIPTION:

On December 16, 2015, the Orange County Board of Education approved Oxford Preparatory Academy (OPA). On August 2, 2016, a request was submitted by the Executive Director of OPA for two material revisions as follows:

- Remove Edlighten as the Sole Statutory Member of Oxford Preparatory Academy Corporation. The OPA Board has approved the change in structure to its bylaws, subject to the Orange County Board of Education’s approval of this material revision.
 - Terminate all business contracts between Edlighten and OPA.
-

RECOMMENDATION:

Approve the material revisions to OPA charter school petition and bylaws removing the sole statutory member and terminating all business contracts between Edlighten and OPA.

Enclosures



Oxford Preparatory Academy Charter Schools

23001 La Palma Avenue Suite 210 • Yorba Linda CA 92887
Office: (714) 692-2125 • FAX: (714) 692-2102 • www.oxfordchampions.com

Barbara Black, Executive Director

August 2, 2016

Kelly Gaughran
Orange County Department of Education
200 Kalmus Drive
Costa Mesa, CA 92626

Dear Ms. Gaughran:

In accordance with our obligations under Education Code section 47604.3, enclosed are the documents you requested when we spoke in person on June 21, 2016, which reflect the removal of Edlighten Learning Solutions (“Edlighten”) as the sole statutory member of the Oxford Preparatory Academy corporation (“OPA”) as well as the termination of all service contracts between Edlighten and OPA. OPA’s Board decided in April and May of this year that it would be better served by taking these functions in-house. As you may recall, OPA’s charter originally identified only A+ Charter Management Solutions as its back office service provider.

Your July 27, 2016 letter asks OPA to present a redlined version of its Saddleback Valley charter to reflect these changes as material revisions, but we note that the amendment to OPA’s bylaws and termination of the contracts do not require any actual editing, nor do they reflect any material revision to the charter. Indeed, OPA has amended its bylaws 7 times in the past 6 years without any changes to its charters. As for the contract termination, there is only one place in the charter where any of the school’s contracts with its service providers are mentioned, on p. 145:

ADMINISTRATIVE SERVICES

...

A. Accounting and Business Services

The Oxford Preparatory Academy Board of Directors will oversee the work of the back office services provider and consultants, who handle business functions while working collaboratively with OPA, including, but not limited to: government financial reporting, general accounting, payroll, accounts payable/receivable, budget development assistance, and attendance reporting. The provider and consultants will also assist OPA staff and the Board of Directors on business issues that could arise during the year. The provider and consultants will assist with monitoring the annual budget providing monthly financials and cash flow projections.

OPA currently works with A+ Charter Management Solutions, Inc. as its back office services provider, until such time that OPA provides its own financial/business services. All financial reporting, including budgets, ADA reports, and retirement reporting, will be implemented in accordance with state law and regulations.

The Board of Directors currently contracts with a non-profit public benefit corporation which provides the Charter School with services and technical assistance that may include: leadership and professional staff development; marketing; grant applications; facilities assistance; data analysis; charter petitions and related documents; and human resources and business.

Thus, although your letter asks for us to present a redlined version of the charter to “remov[e] Edlighten as the Sole Statutory Member from the Oxford Preparatory Academy (OPA) charter school petition,” there is no such language in the charter for us to redline. Rather, this corporate



Board of Directors

Bob Kuhnert, Chairman – Albert Chang, Vice-Chairman – Dr. Greg Maddex, Secretary – Robert G. Lehmyer, Treasurer – Michael Delgado, Member



change is reflected in the bylaws, which we have enclosed. There are no charter elements to be revised.

We received with your letter a copy of the County's new policy on material revisions, but as we discussed with you in June, this document was created by the County *after* the OPA Board approved the changes terminating the Edlighten relationship.

We have enclosed for the County's information a copy of: Resolution of OPA's Board of Directors revising OPA bylaws to remove sole member and minutes of that meeting; Resolution of the Board of Directors of Edlighten approving the change; revised OPA bylaws; mutually-executed Termination Agreement ending services contract between OPA and Edlighten and minutes of the OPA Board meeting approving the Termination Agreement.

As background, we first learned of the Chino Valley Unified School District's ("CVUSD") concerns about Edlighten when CVUSD denied OPA Chino Valley's renewal in March. The denial findings were based largely on Edlighten. So, to address CVUSD's concerns and alleviate any confusion, on April 11, 2016 the OPA Board of Directors voted to remove the sole statutory membership link between OPA and Edlighten as allowed by Corporations Code section 5150(a). As required by Corporations Code section 5342, Edlighten's Board likewise agreed to remove the sole statutory membership link. Importantly, you should know that the OPA Board viewed the termination as having no practical consequences as Edlighten had never exercised any of its statutory membership powers.

For years, Edlighten did provide a bundle of services for OPA schools under a contract that we provided to the County. However, like the sole statutory member relationship, we learned there was concern and confusion about this contractual business relationship too. So in May 2016, Edlighten proposed terminating its contractual relationship with OPA, and the OPA Board agreed. As of June 17, 2016, all OPA schools receive the services formerly provided by Edlighten from a combination of other vendors and in-house OPA employees.

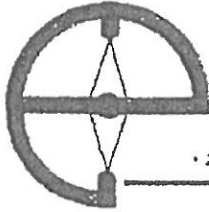
We want to reiterate there have been no actual changes to the charter itself and no changes to the way our classrooms operate day-to-day since our charter was approved by the County. However, the OPA Board ended its relationship with Edlighten because we believe it is in the best interests of our kids to simplify and clear up any confusion or misperceptions. We have truly worked hard to address all concerns and questions that have been raised about our schools, and we value our relationship with you and the County Board as we head into our inaugural year of OPA – Saddleback Valley.

Please let me know if there is anything else you need at this time.

Regards,



Barbara Black, Executive Director



Edlighten Learning Solutions

• 23001 La Palma Avenue, Suite 200, Yorba Linda, California 92887 • Office: 714-692-2184 • FAX: 714-692-2102 •

May 24, 2016

Oxford Preparatory Academy
23001 La Palma Avenue, Suite 200
Yorba Linda, CA 92887

Attn: Board of Directors

Re: Termination of Agreements between Oxford Preparatory Academy and Edlighten Learning Solutions, Inc.

Ladies and Gentlemen:

Edlighten was formed to support OPA Chino Valley and other OPA charter schools, and the success of OPA Chino Valley and its students is of paramount importance to Edlighten.

Edlighten Learning Solutions, Inc. ("Edlighten") understands that various stakeholders in Oxford Preparatory Academy ("OPA") Chino Valley have expressed concerns regarding the business relationships between OPA and Edlighten and that such concerns may be impeding the renewal of the OPA Chino Valley charter petition. Edlighten believes that the non-renewal of the OPA Chino Valley charter petition would be severely detrimental to the faculty, staff and students of OPA Chino Valley. Edlighten desires to avoid that result.

In order to mitigate any concerns regarding the business relationships between OPA and Edlighten as much as possible and to facilitate the renewal of OPA Chino Valley's charter petition, Edlighten proposes to terminate the contractual agreements between OPA and Edlighten effective as of the close of business on June 17, 2016, or such other date on or before June 30, 2016, as may be mutually agreeable to the parties.

If you are agreeable to this proposal, Edlighten requests that OPA waive all contractually - required notices of termination and enter into a Termination Agreement with Edlighten substantially in the form enclosed with this letter.

Sincerely,

Michael Red
Chairman of the Board

TERMINATION AGREEMENT

This Termination Agreement (this “**Agreement**”) is made and entered into as of May 26, 2016 between OXFORD PREPARATORY ACADEMY, a California nonprofit public benefit corporation (“**OPA**”), and EDLIGHTEN LEARNING SOLUTIONS, INC., a California nonprofit public benefit corporation (“**Edlighten**”), with respect to the following:

RECITALS

A. OPA and Edlighten are parties to the following agreements between them:

1. Affiliation Agreement dated as of August 14, 2012, as amended by a First Amended Affiliation Agreement dated as of December 9, 2015 (as amended, the “**Affiliation Agreement**”).

2. Master Agreement for Management Services dated as of September 7, 2012, as amended by a First Amended Master Agreement for Management Services dated as of December 11, 2012, by an amendment dated as of August 28, 2013, by a Second Amended Master Agreement for Management Services dated as of June 12, 2014, and by a Third Amended Master Agreement for Management Services dated as of June 12, 2014 (as amended, the “**Management Services Agreement**”).

3. Master Agreement for Provision of Personnel Services dated as of September 7, 2012, as amended by a First Amended Master Agreement for Provision of Personnel Services dated as of December 9, 2015 (as amended, the “**Personnel Services Agreement**”).

B. Following the execution of the Affiliation Agreement, OPA and Edlighten mutually agreed to remove Edlighten as the sole statutory member of the OPA corporation (as the term member is defined in section 5056 of the Nonprofit Corporation Law of California). This mutual agreement was evidenced by OPA’s adoption, with Edlighten’s approval, of OPA’s Seventh Amended Bylaws effective as of April 11, 2016.

C. OPA and Edlighten desire to terminate the Affiliation Agreement, the Management Services Agreement, and the Personnel Services Agreement and (collectively, the “**Existing Agreements**”) by mutual consent upon the terms set forth herein.

AGREEMENT

In consideration of the foregoing recitals, the mutual promises contained herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree:

1. Representations and Warranties.

(a) OPA represents and warrants to Edlighten that this Agreement has been duly authorized, executed and delivered by OPA and that this Agreement constitutes the legal, valid and binding agreement of OPA enforceable against OPA in accordance with its terms.

(b) Edlighten represents and warrants to OPA that this Agreement has been duly authorized, executed and delivered by Edlighten and that this Agreement constitutes the legal, valid and binding agreement of Edlighten enforceable against Edlighten in accordance with its terms.

2. Termination of Existing Agreements. OPA and Edlighten waive any requirement of advance notice of termination of the Existing Agreements. The Existing Agreements are hereby terminated as of the close of business on [June 17,] 2016 (the "**Termination Date**").

3. Cessation of Obligations under Existing Agreements. Effective on the Termination Date, all rights and obligations of OPA and Edlighten under the Existing Agreements shall cease, provided that the following obligations of the parties (the "**Surviving Obligations**") shall continue following the Termination Date:

(a) OPA shall pay all amounts due to Edlighten under the Management Services Agreement for services rendered through the Termination Date at the rate and in accordance with the terms set forth in the Management Services Agreement, provided that the amount due to Edlighten for services rendered to OPA during OPA's fiscal year ending June 30, 2016, shall be ten percent (10%) of OPA's revenue for such fiscal year times a percentage equal to the number of days from June 30, 2015, through the Termination Date divided by 366.

(b) Edlighten shall pay all amounts due to OPA under the Personnel Services Agreement for services rendered by OPA employees through the Termination Date at the rate and in accordance with the terms set forth in the Employee Services Agreement.

4. Miscellaneous.

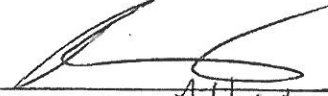
(a) There are no agreements, understandings, commitments, representations or warranties with respect to the subject matter hereof except as expressly set forth in this Agreement. This Agreement supersedes all prior oral or written negotiations, understandings and agreements with respect to the subject matter hereof.

(b) This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. A signature delivered by electronic transmission shall be deemed a valid signature to this Agreement.

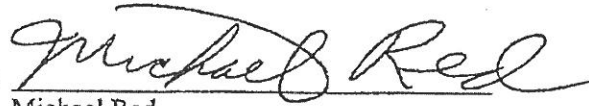
(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the day and year first above written.

OXFORD PREPARATORY SCHOOLS,
a California nonprofit public benefit corporation

By: 
~~Bob Kubnert~~ Albert S. Chang
Acting Chairman, Board of Directors

EDLIGHTEN LEARNING SOLUTIONS, INC.,
a California nonprofit public benefit corporation,

By: 
Michael Red
Chairman, Board of Directors

RESOLUTION NO. 2016-001

**RESOLUTION OF THE BOARD OF DIRECTORS OF EDLIGHTEN LEARNING SOLUTIONS
WAIVING 45 DAYS NOTICE PURSUANT TO CORPORATIONS CODE SECTION 5342 AND
APPROVING THE SEVENTH AMENDED BYLAWS OF OXFORD PREPARATORY ACADEMY
TO TERMINATE THE SOLE STATUTORY MEMBERSHIP OF EDLIGHTEN LEARNING
SOLUTIONS**

WHEREAS, Edlighten Learning Solutions is a nonprofit public benefit corporation that is tax exempt under section 501(c)(3) of the Internal Revenue Code and whose charitable purposes are to provide charter school services and to support Oxford Preparatory Academy ("OPA"), which operates California charter schools;

WHEREAS, on 8-14-12 and 9-7-12 respectively, OPA and Edlighten Learning Solutions approved an amendment to the OPA Bylaws that named Oxford Preparatory Academy Schools (now named Edlighten Learning Solutions ("Edlighten")) as the sole statutory member of OPA, as the term "member" is defined in Section 5056 of the California Corporations Code;

WHEREAS, as the sole statutory member of OPA, Edlighten has never controlled the governance of any OPA charter schools;

WHEREAS, even though Edlighten's rights as the sole statutory member of OPA have always been limited as described in Corporations Code section 5056, this Board of Directors understands there has recently been confusion and misperceptions about who controls the OPA charter schools;

WHEREAS, in an effort to dispel any confusion about who controls the OPA charter schools, this Board of Directors now desires to approve the amendment of OPA's Bylaws to terminate Edlighten's sole statutory membership in OPA;

WHEREAS, pursuant to Corporations Code sections 5056, 5342 and Section XVII of OPA's Bylaws, as the sole statutory member of OPA, Edlighten is required to approve any amendment to the OPA Bylaws that would terminate Edlighten's sole statutory membership;

WHEREAS, Section 5342 of the California Corporations Code also requires that, before an amendment to a corporation's bylaws which would terminate all memberships or any class of memberships is adopted, a nonprofit public benefit corporation shall give written notice to its member not less than 45 nor more than 90 days prior to any vote by the member on the amendment; however 45 days written notice is not required to be given if the member receives written notice prior to the member's vote and signs a written waiver of 45 days notice; and

WHEREAS, on April 8, 2016, OPA provided written notice to Edlighten describing the effect of the amendment of the Bylaws, and now, Edlighten's Board of Directors desires to provide written waiver of 45 days notice; and

WHEREAS, this Board of Directors understands that pursuant to Corporations Code section 5342(f), approval by OPA and Edlighten of the amendment of the Bylaws as described herein shall terminate Edlighten's member rights.

NOW, THEREFORE, this Board of Directors of Edlighten does hereby find, resolve and order as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. This Board of Directors has received written notice that the OPA Board of Directors will consider amendment of the bylaws of OPA to terminate the sole statutory membership of Edlighten, and this Board of Directors hereby waives the 45 days notice required by Corporations Code section 5342.

Section 3. The Seventh Amended Bylaws of OPA, which terminate Edlighten's sole statutory membership in OPA and which are attached hereto as Exhibit A, are hereby approved in all respects.

Section 4. The Secretary of this Board, or the Chief Financial Officer/Treasurer of Edlighten, or the duly delegated representatives of any of the foregoing (each an "Authorized Officer"), acting alone or together, is(are) hereby authorized and directed to take or a cause to be taken all such other actions as may be required to fulfill the purposes of the foregoing resolutions.

SECRETARY'S CERTIFICATE

I, Patti Ricci, Secretary of the Board of Directors of Edlighten Learning Solutions, a California nonprofit public benefit corporation, County of Orange, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a regular meeting of the Board of Directors of Edlighten Learning Solutions which was duly and regularly held on April 10, 2016, at which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present; and at such meeting such resolutions were adopted by the following vote:

AYES: 3

NOES: 0

ABSTAIN: 0

ABSENT: 0

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand on April 10, 2016.

Patti Ricci

Patti, Ricci, Secretary of the Board of Directors of
Edlighten Learning Solutions

Exhibit A

**SEVENTH AMENDED BYLAWS OF
OXFORD PREPARATORY ACADEMY
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Oxford Preparatory Academy.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 23001 La Palma Avenue, Suite 200-201, Yorba Linda, CA 92887. The Board of Directors ("Board") may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also in the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the corporation.

The corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular

includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI MEMBERS

Section 1. MEMBERS. The corporation shall not have any members.

Section 2. ASSOCIATES. Nothing in this Article 6 shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer by amendment of its articles of incorporation or these bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law of California, upon any person who does not have the right to vote for the election of directors, on a disposition of substantially all of the corporation's assets, on the merger or dissolution of it, or on changes to its articles of incorporation or bylaws, but no such person shall be a member within the meaning of Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

Section 3. AUTHORITY VESTED IN BOARD OF DIRECTORS. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights that would otherwise vest in the members shall best in the Board.

ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities

and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Approve personnel policies and monitor their implementation; to appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county; conduct its activities in or outside California.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than three (3) and no more than seven (7), unless changed by amendments to these bylaws. All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). All directors shall be nominated and elected by the existing Board of Directors.

Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws for four (4) years and until a successor director has been designated and qualified. Terms for the initial Board of Directors shall be staggered as drawn by lot with two (2) seats serving a two (2) year term and three (3) seats serving a three (3) year term.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERM. Each director shall hold office for four (4) years and until a successor director has been designated and qualified, unless otherwise removed from office in accordance with these bylaws.

Section 6. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Board's authorization.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause or by a vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by nomination and election of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board or (b) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the corporation. The Board of Directors may also designate that a meeting be held at any place within the boundaries of one of the local school districts that have authorized a charter petition to be operated by Oxford Preparatory Academy which has been designated in

the notice of the meeting. Oxford Preparatory Academy shall post agenda and shall establish teleconferencing at each of its school sites so that parents at each of its schools can participate in Oxford Preparatory Academy Board meetings in a convenient manner. Oxford Preparatory Academy will hold at least half of its regular Board meetings within the boundaries of Chino Valley Unified School District. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed; and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code), The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 16. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 17. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the President is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the manner:

Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.

- a. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

- b. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 19. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 20. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of California;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers. Directors shall be entitled to the reimbursement of actual and necessary expenses incurred when conducting the corporation's

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

business.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

The Board may also create one or more advisory committees composed of directors and non- directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 24. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation, at the Board's direction, may also have a Chairman of the Board. The corporation may also have, at the discretion of the Board, such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen every two (2) years by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. In the absence of the Chairman, the Secretary shall preside at Board of Directors meetings.

Section 9. PRESIDENT. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, and subject to President's contract of employment, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the directors present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

The Secretary shall implement Brown Act training and serve as a liaison to the Chartering Agency on issues related to policy and records.

Section 11. VICE-PRESIDENTS. If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. TREASURER. The treasurer shall oversee or cause to be overseen all books, records of accounts, and business transactions; oversee all deposits and disbursements of money and valuables; oversees the formation and function of annual audit committee findings and reporting; and serve as a liaison to the Chartering Agency on issues related to fiscal matters,

ARTICLE IX CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors that have a material financial interest).

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest.

**ARTICLE XI
LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

**ARTICLE XII
INDEMNIFICATION**

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

**ARTICLE XIII
INSURANCE**

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

**ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS**

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation shall keep:

- a. Adequate and correct books and records of account;

- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XV INSPECTION RIGHTS

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XVI REQUIRED REPORTS

Section 1. **ANNUAL REPORTS.** The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the corporation's fiscal year, that report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized

officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving; in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the corporation's Articles of Incorporation, or any laws.

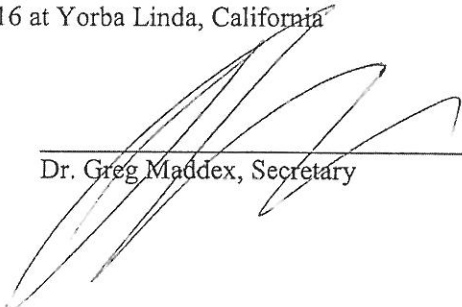
ARTICLE XVIII FISCAL YEAR

FISCAL YEAR OF THE CORPORATION. The fiscal year of the corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Oxford Preparatory Academy, a California nonprofit public benefit corporation; that these bylaws, consisting of 13 pages (including this certificate), are the bylaws of this corporation as adopted by the Board of Directors on April 11, 2016, and that these bylaws have not been amended or modified since that date.

Executed on April 27, 2016 at Yorba Linda, California



Dr. Greg Maddex, Secretary

Revised/Approved: December 6, 2010
January 10, 2012
August 14, 2012
June 29, 2015
July 21, 2015
April 11, 2016

Oxford Preparatory Academy Special Meeting of the Board of Directors

April 11, 2016
MINUTES

I. PRELIMINARY

A. **CALL TO ORDER**

The meeting was called to order at 6:10 pm

The regular meeting of the Board of Directors was held at the OPA-Chino campus located at 5862 C Street, Chino, California. The teleconference of the Board of Directors was held at the OPA-South Orange County (SOC) campus located at 23000 Via Santa Maria, Mission Viejo, California and Villa Zaccardi Hotel located at Circonvallazione Gianicolense 226, Rome, Italy.

1. **Roll Call**

Members	Present	Absent
Bob Kuhnert, Chairman	X	
Albert Chang, Vice Chairman	X	
Dr. Greg Maddex, Secretary	X	
Robert Lehmeier, Treasurer	X	
Mike Delgado, Member	X	

2. **Public Announcement of Reason for Closed Session**

Vice-Chairman Chang announced reason for closed session regarding Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(2).): (1 matter)

3. **Public Comments on Closed Session Items**

There were no public comments on closed session items.

4. **Closed Session**

Vice-chairman Chang adjourned to closed session at 6:19 p.m. for discussion and possible action regarding Conference with Legal Counsel – Anticipated Litigation.

B. **RECONVENE TO REGULAR OPEN MEETING – Immediately Following Closed Session**

1. **Report Closed Session Action**

Vice-Chairman Chang reconvened the special meeting of the Board of Directors at 7:09 pm. The Board of Directors met in closed session from 6:19 p.m. to 7:09 p.m. There was no action taken that required public disclosure.

2. **Pledge of Allegiance**

Vice-Chairman Chang led the Pledge of Allegiance

3. **Approval of Agenda**

Moved (Kuhnert), second (Lehmeier), motion carried by a vote of 5-0 to approve the agenda for the special meeting of the Board of Directors for April 11, 2016 as presented. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeier, Albert Chang, Mike Delgado, Bob Kuhnert

NOES: 0

ABSTAIN: 0

ABSENT: 0

C. COMMUNICATIONS**1. Comments from the Board**

Bob Kuhnert commented that he was happy to be back, to have his driver's license reinstated and thanked staff and students for their cards and support over the last year after his stroke.

Bob Lehmeier commented that he had participated in the recent Saddleback lottery and stated that it was a great experience to see how happy the families were when their child's name was drawn. He commented on his on-going support of OPA and the program that it offers students.

Albert Chang commented on the hard work that administration and faculty do at OPA and that the findings by Superintendent Joseph were unfounded. He shared that the Board of Directors looked closely at all budget and financial decisions, always with what is best for the students in mind. He shared that the time and supervision by the Board of Directors is all voluntary, that Board Members believe in the educational program that OPA provides, that he was a parent of a former CHAMPION, and that they would all continue to work hard for the students and families of OPA.

Mike Delgado commented on his background that led him to be an OPA Board Member and his passion about ensuring that the educational program provided at the two campuses continues for the students of Chino Valley.

Dr. Maddex had no comments.

2. Comments from the Executive Director

Executive Director, Barbara Black commented on her reaction to the recent vote by the Chino Valley Unified School District to deny Chino Valley's petition for renewal. She shared Mr. Joseph's basis for denial was unfounded, shared her comments made to the Chino Champion Newspaper were not printed, and discussed OPA's next steps with the San Bernardino County Board of Education. Mrs. Black shared that the successful program at OPA was disregarded at the CVUSD hearing and the district's desire to bring back OPA students and more importantly, have the revenue brought back to the school district was a defining issue. Mrs. Black thanked the Board for their ongoing support of OPA and their love of children, especially during these rough times.

D. COMMENTS FROM THE AUDIENCE ON ITEMS NOT ON THE AGENDA

Julie Collier, a parent from the South Orange County campus shared her support of OPA, and commented on the Charter 101 classes that she had provided for parents at both campuses following the Chino Valley Board Meeting petition denial.

E. PRESENTATIONS**1. Edlighten Learning Solutions**

A PowerPoint presentation regarding the support Edlighten Learning Solutions provides to OPA staff and students.

2. Introduction of New Staff

Monica Power, Managing Director of OPA, introduced Mary Kathryn Gottbrecht as the new Dean of OPA-Saddleback Valley School, Nicholas Sessions as the new Administrator of Assignment at OPA-SOC, and Denise Pascoe as the new Chancellor for OPA-SOC campus beginning the 2016-2017 school year.

F. ITEMS SCHEDULED FOR CONSENT

Moved (Kuhnert), Second (Lehmeyer), motion carried by a vote of 5-0 to approve items scheduled for consent. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Albert Chang, Mike Delgado, Bob Kuhnert

NOES: 0

ABSTAIN: 0

ABSENT: 0

- II.F.1 Minutes of Regular Meeting of March 9, 2016
- II.F.2 Submission of the Oxford Preparatory Academy-Chino Valley charter renewal petition to the San Bernardino County Board of Education
- II.F.3 Revised Anti-Discrimination, Unlawful Harassment, Unlawful Retaliation, Intimidation, and Bullying Policies
- II.F.4 Revised Oxford Preparatory Academy Certificated Professor Compensation Plan
- II.F.5 Revised Oxford Preparatory Academy Classified Employee Compensation

G. ITEMS SCHEDULED FOR DISCUSSION/ACTION

1. Approve the El Dorado County Charter Special Education Local Plan Area (SELPA) Local Education Agency Assurances in Accordance with Federal and State Laws and Regulations as Part of Oxford Preparatory Academy – Saddleback Valley’s Application and Agreement for Participation in SELPA Membership and Local Education Agency (LEA) status.

Moved (Maddex), second (Kuhnert), motion carried by a vote of 5-0 to approve El Dorado County Charter Special Education Local Plan Area (SELPA) Local Education Agency Assurances in Accordance with Federal and State Laws and Regulations as Part of Oxford Preparatory Academy-Saddleback Valley’s Application and Agreement for Participation in SELPA Membership and Local Education Agency (LEA) status. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang, Bob Kuhnert

NOES: 0

ABSTAIN: 0

ABSENT: 0

2. Approve Resolution Approving the Amended Bylaws of Oxford Preparatory Academy to Terminate the Sole Statutory Membership of Edlighten Learning Solutions

Moved (Kuhnert), second (Lehmeyer), motion carried by a vote of 5-0 to approve Resolution 2016-003 Approving the Amended Bylaws of Oxford Preparatory Academy to Terminate the Sole Statutory Membership of Edlighten Learning Solutions. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang, Bob Kuhnert

NOES: 0

ABSTAIN: 0

ABSENT: 0

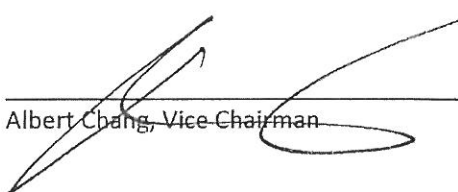
V. ADJOURNMENT

Moved (Kuhnert), Second (Lehmeyer), motion carried by a vote of 5-0 to adjourn the meeting for April 11, 2016. The vote was taken by roll call.

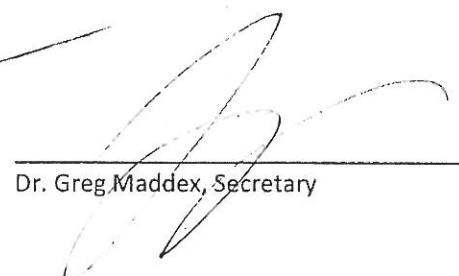
Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang, Bob Kuhnert
NOES: 0
ABSTAIN: 0
ABSENT: 0

Albert Chang adjourned the regular meeting of the Board of Directors for March 9, 2016 at 8:22 p.m.



Albert Chang, Vice Chairman



Dr. Greg Maddex, Secretary

Reported by: Jennifer Laddaga, Coordinator of Administrative Services

RESOLUTION NO. 2016-003

**RESOLUTION OF THE BOARD OF DIRECTORS OF OXFORD
PREPARATORY ACADEMY APPROVING THE 7TH AMENDED
BYLAWS OF OXFORD PREPARATORY ACADEMY TO TERMINATE
THE SOLE STATUTORY MEMBERSHIP OF EDLIGHTEN LEARNING
SOLUTIONS**

WHEREAS, Oxford Preparatory Academy (“OPA”) is a nonprofit public benefit corporation that is tax exempt under section 501(c)(3) of the Internal Revenue Code and whose charitable purposes are to oversee, manage, operate, advise, guide, direct, promote, support and hold charters or contracts for one or more public charter schools;

WHEREAS, OPA does operate, manage and govern the following charter schools: OPA – Chino Valley, OPA – South Orange County, and OPA – Saddleback (opening in 2016-17);

WHEREAS, on August 14, 2012, OPA approved an amendment to the OPA Bylaws that named Oxford Preparatory Academy Schools (now named Edlighten Learning Solutions (“Edlighten”)) as the sole statutory member of OPA, as the term “member” is defined in Section 5056 of the California Corporations Code;

WHEREAS, as stated in Edlighten’s Articles of Incorporation, Edlighten’s charitable purposes are to support OPA and provide charter school services;

WHEREAS, because Edlighten was created to support OPA, this Board of Directors approved Edlighten as the sole statutory member of OPA in order to create a corporate affiliation between OPA and Edlighten;

WHEREAS, as the sole statutory member of OPA, Edlighten has never exercised any control over the governance of any OPA charter schools;

WHEREAS, even though Edlighten’s rights as the sole statutory member of OPA have always been limited as described in Corporations Code section 5056, it has recently come to the attention of this Board of Directors that Edlighten’s role as the sole statutory member of OPA has caused confusion and misperceptions about Edlighten’s role regarding the governance of the OPA charter schools;

WHEREAS, to allay any confusion regarding governance of the OPA charter schools, this Board of Directors now desires to amend its Bylaws to terminate Edlighten’s sole statutory membership in OPA;

WHEREAS, pursuant to Corporations Code sections 5056, 5342 and Section XVII of OPA’s Bylaws, as the sole statutory member of OPA, Edlighten is required to approve any amendment to the OPA Bylaws that would terminate Edlighten’s sole statutory membership;

WHEREAS, Section 5342 of the California Corporations Code also requires that, before an amendment to a corporation's bylaws which would terminate all memberships or any class of memberships is adopted, a nonprofit public benefit corporation shall give written notice to its member not less than 45 nor more than 90 days prior to any vote by the member on the amendment; however 45 days written notice is not required to be given if the member receives written notice prior to the member's vote and signs a written waiver of 45 days notice; and

WHEREAS, on April 8, 2016, OPA provided written notice to Edlighten describing the effect of the amendment of the Bylaws, and on April 10, 2016, Edlighten's Board of Directors approved a resolution providing written waiver of 45 days notice and approving amendment of the Bylaws to terminate Edlighten's sole statutory membership in OPA; and

WHEREAS, pursuant to Corporations Code section 5342(f), approval by OPA and Edlighten of the amendment of the Bylaws as described herein shall terminate Edlighten's member rights.

NOW, THEREFORE, this Board of Directors of OPA does hereby find, resolve and order as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. The Seventh Amended Bylaws of OPA, which terminate Edlighten's sole statutory membership in OPA and which are attached hereto as Exhibit A, are hereby adopted, authorized and approved in all respects.

Section 3. The Secretary of this Board, or the Chief Executive Officer or Chief Financial Officer/Treasurer of OPA, or the duly delegated representatives of any of the foregoing (each an "Authorized Officer"), acting alone or together, is (are) hereby authorized and directed to take or a cause to be taken all such other actions as may be required to fulfill the purposes of the foregoing resolutions.

Section 4. This resolution shall take effect immediately upon its adoption.

SECRETARY'S CERTIFICATE

I, Greg Maddex, Secretary of the Board of Directors of Oxford Preparatory Academy, a California nonprofit public benefit corporation, County of San Bernardino, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a special meeting of the Board of Directors of Oxford Preparatory Academy which was duly and regularly held on April 11, 2016, at which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present; and at such meeting such resolutions were adopted by the following vote:

AYES: 5

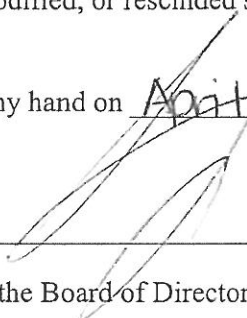
NOES: 0

ABSTAIN: 0

ABSENT: 0

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand on April 27, 2016.



Secretary of the Board of Directors of
Oxford Preparatory Academy

Exhibit A
Seventh Amended Bylaws of OPA

Oxford Preparatory Academy

Special Meeting of the Board of Directors

May 26, 2016
MINUTES

I. PRELIMINARY

A. CALL TO ORDER

The meeting was called to order at 7:04 pm

The special meeting of the Board of Directors was held at the OPA-Chino campus located at 5862 C Street, Chino, California. The teleconference of the Board of Directors was held at the OPA-South Orange County (SOC) campus located at 23000 Via Santa Maria, Mission Viejo, California and 3571 East Sunset Rd., Las Vegas, Nevada.

1. Roll Call

Members	Present	Absent
Bob Kuhnert, Chairman		x
Albert Chang, Vice Chairman	x	
Dr. Greg Maddex, Secretary	x	
Robert Lehmeier, Treasurer	x	
Mike Delgado, Member	x	

2. Pledge of Allegiance

Vice-Chairman Chang led the Pledge of Allegiance.

3. Public Announcement of Reason for Closed Session

Vice-Chairman Chang announced reason for closed session regarding Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(2).): (1 matter)

4. Public Comments on Closed Session Items

There were no public comments on closed session items.

5. Closed Session

Vice-chairman Chang adjourned to closed session at 7:09 p.m. for discussion and possible action regarding Conference with Legal Counsel – Anticipated Litigation.

B. RECONVENE TO SPECIAL OPEN MEETING – Immediately Following Closed Session

1. Report Closed Session Action

Vice-Chairman Chang reconvened the special meeting of the Board of Directors at 7:55 pm. The Board of Directors met in closed session from 7:09 p.m. to 7:55 p.m. There was no action taken that required public disclosure.

2. Approval of Agenda

Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve the agenda for the special meeting of the Board of Directors for May 26, 2016 as presented. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeier, Albert Chang, Mike Delgado

NOES: 0

ABSTAIN: 0

ABSENT: Bob Kuhnert

C. COMMUNICATIONS**1. Comments from the Board**

Bob Lehmeyer had no comments.

Albert Chang commented that the parents are the most important supporters at this time and he asked them to please continue to do everything you can help ensure the OPA Chino Valley renewal.

Mike Delgado thanked the parents in the audience for attending.

Dr. Maddex thanked the parents for their fortitude through the OPA Chino Valley renewal challenges.

2. Comments from the Executive Director

Executive Director, Barbara Black commented that OPA students were rapidly approaching the end of the school year, that State testing was being finished up this week, and that many of the OPA eighth graders would be leaving soon for Washington DC. Mrs. Black remembered those that had made the ultimate sacrifice for our country, as we approach Memorial Day and wished everyone in attendance a Happy Memorial Day Weekend.

D. COMMENTS FROM THE AUDIENCE ON ITEMS NOT ON THE AGENDA

There were no comments from the audience regarding items not on the agenda.

E. PRESENTATIONS**1. Educator Effectiveness Grant Spending Plan**

Nick Califato shared a brief update regarding the Educator Effectiveness Grant public hearing.

F. ITEMS SCHEDULED FOR CONSENT

Moved (Maddex), Second (Delgado), motion carried by a vote of 4-0 to approve items scheduled for consent. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Albert Chang, Mike Delgado

NOES: 0

ABSTAIN: 0

ABSENT: Bob Kuhnert

I.F.1 Minutes of Special Meeting of May 10, 2016**G. ITEMS SCHEDULED FOR DISCUSSION/ACTION****1. Approve Termination Agreement between Edlighten Learning Solutions and Oxford Preparatory Academy**

Mike Churchill, Edlighten Board Member, spoke to the Board in favor of the Board approving the Termination Agreement. He read a statement that stated that Edlighten has always been about the kids. He shared that the termination of services was proposed by Edlighten to remove any confusion in regards to OPA-Chino Valley's appeal petition.

Will Kolbow, OPA Parent, shared with the Board his concern about what the plan is to replace the services that Edlighten had provided. Monica Power responded to the speaker and Board of Directors that OPA would be hiring new staff to fill in the spaces that Edlighten staff had previously provided.

Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve the Termination Agreement between Edlighten Learning Solutions and Oxford Preparatory Academy. The vote was taken by roll call.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang.
 NOES: 0
 ABSTAIN: 0
 ABSENT: Bob Kuhnert

2. Approve Board Resolution 2016-005 approving the provision of STRS and PERS retirement reporting by the Orange County Department of Education for Oxford Preparatory Academy-South Orange County; approving the submission of a Charter School CalSTRS Activation packet reflecting the change in reporting structure including approval of the Employer Paid Member Contributions Resolution; and approving related actions thereto

Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-005 Approving Board Resolution 2016-005 approving the provision of STRS and PERS retirement reporting by the Orange County Department of Education for Oxford Preparatory Academy-South Orange County; approving the submission of Charter Schools CalSTRS Activation packet reflecting the change in reporting structure including approval of the Employer Paid Member Contributions Resolution; and approving related actions thereto.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
 NOES: 0
 ABSTAIN: 0
 ABSENT: Bob Kuhnert

3. Approve Board Resolution 2016-006 Authorizing Oxford Preparatory Academy-Saddleback Valley to participate in STRS and PERS; approving the submission of a Charter School CalSTRS Activation packet including approval of the Employer Paid Member Contributions Resolution; authorizing the submission of a School Applicant Questionnaire and supporting documents to CalPERS; and approving the provision of STRS and PERS retirement reporting services from the Orange County Department of Education; and approving related actions thereto

Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-006 authorizing Oxford Preparatory Academy-Saddleback Valley to Participate in STRS and PERS, approving the submission of a Charter School CalSTRS Activation packet including approval of the Employer Paid Member Contributions Resolution; authorizing the submission of a School Applicant Questionnaire and supporting documents to CalPERS; and approving the provision of STRS and PERS retirement reporting services from the Orange County Department of Education; and approving related actions thereto.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
 NOES: 0
 ABSTAIN: 0
 ABSENT: Bob Kuhnert

4. Approve Board Resolution 2016-007 Allowing the Orange County Department of Education to Issue Funds to Oxford Preparatory Academy-Saddleback Valley via Electronic Funds Transfer (EFT)

Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-007 allowing Orange County Department of Education to Issue Funds to Oxford Preparatory Academy-Saddleback Valley via Electronic Funds Transfer (EFT.)

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
NOES: 0
ABSTAIN: 0
ABSENT: Bob Kuhnert

5. **Approve Board Resolution 2016-008 Establishing a Charter Schools Enterprise Fund for Oxford Preparatory Academy-Saddleback Valley**
Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-008 Establishing a Charter Schools Enterprise Fund for Oxford Preparatory Academy-Saddleback Valley.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
NOES: 0
ABSTAIN: 0
ABSENT: Bob Kuhnert

6. **Approve Board Resolution 2016-009 Authorizing the Opening of One New Bank Account on Behalf of the Corporation and Other Actions Related Thereto**
Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-009 Authorizing the Opening of One New Bank Account on Behalf of the Corporation and Other Actions Related Thereto.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
NOES: 0
ABSTAIN: 0
ABSENT: Bob Kuhnert

7. **Approve of Board Resolution 2016-010 Establishing a District Number for Oxford Preparatory Academy-Saddleback Valley by the Orange County Department of Education**
Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-010 Establishing a District Number for Oxford Preparatory Academy-Saddleback Valley by the Orange County Department of Education.

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
NOES: 0
ABSTAIN: 0
ABSENT: Bob Kuhnert

8. **Approve of Board Resolution 2016-011 Executing a Loan Agreement with the California School Finance Authority and Oxford Preparatory Academy-Saddleback Valley**
Moved (Maddex), second (Delgado), motion carried by a vote of 4-0 to approve Resolution 2016-011 for a Chartering Authority or Incorporated Charter School Approval of a Loan from the State of California Charter School Revolving Loan Fund Program for Oxford Preparatory Academy-Saddleback Valley (OPA-SV.)

Roll Call Vote:

AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang
NOES: 0
ABSTAIN: 0
ABSENT: Bob Kuhnert

II. ADJOURNMENT

Moved (Maddex), Second (Delgado), motion carried by a vote of 4-0 to adjourn the meeting for May 26, 2016. The vote was taken by roll call.

Roll Call Vote:

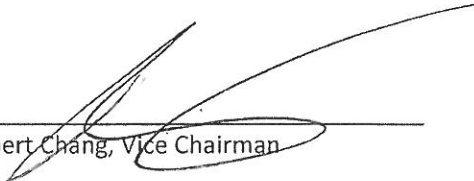
AYES: Dr. Greg Maddex, Bob Lehmeyer, Michael Delgado, Albert Chang

NOES: 0

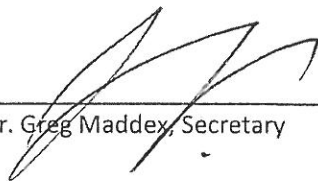
ABSTAIN: 0

ABSENT: Bob Kuhnert

Albert Chang adjourned the special meeting of the Board of Directors for May 26, 2016 at 8:15 p.m.



Albert Chang, Vice Chairman



Dr. Greg Maddex, Secretary

Reported by: Jennifer Laddaga, Coordinator of Administrative Services

ADMINISTRATIVE SERVICES

"The manner in which administrative services of the school are to be provided." Education Code § 47605(g)

The Board of Directors will set the Charter School's administrative and fiscal policy. OPA's Executive Director will ensure that the educational philosophy and mission will be implemented. The Principal (Chancellor) will oversee the day-to-day operation of the school. Oxford Preparatory Academy has contracted with an experienced back office service provider and consultant to work in conjunction with our Business Services and/or Human Resources/Payroll Departments to perform all day-to-day administrative functions.

A. Accounting and Business Services

The Oxford Preparatory Academy Board of Directors will oversee the work of the back office services provider and consultants, who handle business functions while working collaboratively with OPA, including, but not limited to: government financial reporting, general accounting, payroll, accounts payable/receivable, budget development assistance, and attendance reporting. The provider and consultants will also assist OPA staff and the Board of Directors on business issues that could arise during the year. The provider and consultants will assist with monitoring the annual budget providing monthly financials and cash flow projections.

~~OPA currently works with A+ Charter Management Solutions, Inc. as its back office services provider, until such At this time, that OPA provides its own financial/business services. All financial reporting, including budgets, ADA reports, and retirement reporting, will be are implemented in accordance with state law and regulations.~~

~~The Board of Directors currently contracts with a non-profit public benefit corporation which provides the Charter School with At this time, OPA provides its own services and technical assistance that may include: leadership and professional staff development; marketing; grant applications; facilities assistance; data analysis; charter petitions and related documents; and human resources and business.~~

B. Criteria for Contract Services

Oxford Preparatory Academy will ensure that all contractors perform in accordance with the terms, conditions, and specifications of their contracts or purchase orders. Oxford Preparatory Academy approves only responsible contractors possessing the ability to perform successfully under the terms and conditions of a proposed procurement, and in compliance with conflict of interest laws referenced herein. Consideration will be given to matters such as contractor integrity, compliance with public policy, record of past performance, and financial and technical resources.



ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: August 29, 2016
TO: Nina Boyd, Associate Superintendent
FROM: Kelly Gaughran, Administrator, Charter Schools
Aracely Chastain, Coordinator, Charter Schools
SUBJECT: Global Business Academy

BACKGROUND:

The Orange County Board of Education has three options for action regarding the Global Business Academy charter petition:

1. **OPTION ONE:** Approve the charter petition. This action would result in the charter petition being approved as written.
2. **OPTION TWO:** Conditionally approve the charter petition. This action would result in the charter petition being conditionally approved and requiring the execution of an Agreement that addresses the issues outlined in the Staff Report and Proposed Findings of Fact.
3. **OPTION THREE:** Deny the charter petition.

RECOMMENDATION:

Adopt the Orange County Department of Education's Charter Schools Unit staff recommendation to deny the Global Business Academy charter school petition (Option Three)



Memorandum

August 29, 2016

To: Members, Orange County Board of Education

From: Orange County Department of Education Charter Schools Unit

Re: Staff Report and Proposed Findings of Fact and Recommendation,
Global Business Academy

The following is a summary of the review conducted by Orange County Department of Education (OCDE) staff of the Global Business Academy (GBA) charter school petition presented on appeal following action by the governing board of the Capistrano Unified School District, and constitute the findings of fact required by the Charter Schools Act.

In addition to analysis of the written petition and information provided at the public hearing, a clarification meeting took place on July 14, 2016 with representatives from GBA to address specific questions. After the clarification meeting, petitioners were granted the opportunity to submit additional information to correct budget deficiencies and address concerns regarding the educational program.

Based on information gathered throughout the review process, OCDE staff is recommending denial of the Global Business Academy charter school petition. There is substantial information illustrating that the petitioners are demonstrably unlikely to successfully implement the program and the petition does not contain reasonably comprehensive descriptions of the required elements in the charter petition for purposes of Education Code Section 47605(b)(2). This report contains findings of fact reflecting the most serious areas of concern and does not include items deemed less significant. Following are the statutory factors that guide the recommendation for denial.

SYNOPSIS OF REVIEW RECOMMENDING DENIAL¹

- I. The petitioners are demonstrably unlikely to implement successfully the program presented in the petition.
- II. The petition does not contain reasonably comprehensive descriptions of the required elements of a charter petition.

¹The legal basis for the reviewed items include the Family Educational Rights and Privacy Act (FERPA), 20 U.S.C. §1232g; Individuals with Disabilities Education Act (IDEA), 20 U.S.C. §1400 *et seq.*; Section 504 of the Rehabilitation Act of 1973 (Section 504), 29 U.S.C. §794; California Education Code §§47605, 47607, 52052, 49010 *et seq.*; Title V, California Code of Regulations §11967.5.1.

I. The petitioners are demonstrably unlikely to implement successfully the program presented in the petition.

A. Procedural Concerns

On June 8, 2016, the Board voted to accept the appeal of the GBA charter school petition. It remains the opinion of the Board’s attorney that that the Board does not have the jurisdiction to hear the appeal because charter schools can only appeal a denial, and GBA was not formally denied by the Capistrano Unified School District. During the public hearing, the attorney for the petitioners stated that after board action to approve GBA, the petitioners could seek legal action for validation of the OCBE action to hear the GBA appeal. Petitioners stated that if OCBE approves the GBA charter appeal, GBA will file legal action in Orange County Superior Court to validate the OCBE’s action to hear the appeal and agree that they must receive a positive final decision prior to commencing operations. The petitioner would be solely responsible to cover the cost of the validation proceeding estimated at \$5,000 to \$10,000.

B. Curriculum, Instruction and Professional Development

1. Multiple references to partnerships with the University of California, Irvine (UCI) can be found throughout the petition for a variety of services, including curriculum development and course design (pages 10, 14, 42, 55, 57 and 62); teacher professional development and training (pages 15, 20, 45, 76, 77 and 79); parent trainings (pages 13 and 15); Gifted Students Network/GATE program (pages 98 and 100); and entrepreneurships (pages 7, 32, 36 and 38). During the clarification meeting, petitioners confirmed that they would be working with UCI for only one program in the petition to provide mentoring and resources to support entrepreneurship. Statements throughout the petition, such as those noted below, may be misconstrued by prospective parents and students to indicate that UCI is, and will continue to be, involved in the curriculum development, course design, teacher professional development, parent trainings and GATE program of GBA, when that is not the case. Removing all references to unconfirmed UCI supported programs or partnerships contained within the charter petition, and revising the petition to clarify how those programs would be delivered without the assistance of UCI, would change the proposed education program in the original charter as submitted to Capistrano Unified School District.

- “Offering on-going teacher development and parent training partnered with UC Irvine: UC Irvine teacher development and parent training program focuses on helping both groups best serve the evolving needs of 6-12 students.” (page 15)
- “We have worked with UCI in order to create a curriculum based on UC/CSU eligible [sic].” (page 42)
- “Our partnership with UCI affords us teacher development opportunities not only with the regular curriculum but also with the GATE program.” (page 45)

- “GBA high school academic courses have been designed with the aid of University of California, Irvine as meeting the UC/CSU A-G eligibility requirements.” (page 62)
 - “Our partnership with University of California, Irvine affords our teachers and staff the advantage of being trained by top educators at UCI.” (page 77)
 - “The responsibilities of UCI will include providing training for professional development/PLC sessions as well as provide teacher feedback in regard to implementation of the common instructional strategies.” (page 79)
2. During the clarification meeting, petitioners were unable to describe adequately how curriculum development and instructional materials selection would take place without the support of UCI. Petitioners stated that they would hire teachers during the planning year to develop the curriculum scope and sequence as well as vetting instructional materials for copyright infringement, social compliance and alignment to state standards. The cost of hiring teachers for this work is not included in the budget. Petitioners later submitted that “teachers hired by GBA will be working on a volunteer basis to help develop the scope and sequence prior to starting full time employment with GBA for fall 2017.” It is unclear how the school will obtain such volunteerism and relying on volunteers for this critical function shows unlikelihood of success.
 3. The petition indicates that all courses will utilize the Flipped Classroom Model with teachers employing the Understanding by Design method. During the clarification meeting, petitioners were unable to explain adequately how professional development in these areas would occur without the services of UCI and indicated that the principal would provide training and oversight. In the clarification meeting, staff learned that the principal has received no formal training in the Understanding by Design method and there is concern that school leadership does not fully understand how to implement this type of program.

C. Financial and Operational Plan

The petitioners presented an unrealistic financial and operational plan for the proposed charter school. GBA was given the opportunity to submit a revised budget addressing areas of concern. In review of the most recent budget submitted by GBA, the charter school fails to account for significant expenses, remains in serious jeopardy of having inadequate cash flow, and may not have enough funds to operate. State and federal revenues do not cover all of the costs associated with the programs proposed by GBA and the costs that GBA would incur for providing the services described in the charter petition are either not included in the budget or may be significantly greater than projected. These omissions and unrealistic projections raise concerns that the petitioner is unfamiliar with the content of the petition and the requirements of law that would apply to the proposed charter school.

1. The budget in its totality does not appear viable. If Average Daily Attendance comes in below projections, a significant financial problem could arise since the reserves for GBA are below the recommended amount for economic uncertainties.
2. The original budget submitted allocated \$550 per student for textbooks and instructional materials (\$300 textbooks; \$250 other books, instructional materials and supplies). The revised budget submitted by petitioner reduced that amount to \$50 per student. The charter petition lists over 30 textbooks as well as indicating that other instructional materials will be purchased as requested by teachers. In subsequent correspondence, petitioner stated that no textbooks would be needed with the Acellus online program. The Acellus program offers curriculum for the four core subjects only (English, mathematics, science and history/social science) and the budget of \$50 per student for all other materials needed to provide the instructional model presented in the petition including textbooks, novels, lab equipment and manipulatives does not appear adequate. This lack of funding may lead to pupil fee violations.
3. Staff verified that Acellus does not provide Mandarin as a foreign language option, which is a requirement for all students, and there are no funds allocated for Mandarin language course instructional materials.
4. The instructional materials budget does not account for materials needed for high school electives described in the petition such as digital and studio art, music, ceramics and photography. This lack of funding may lead to pupil fee violations.
5. The petition lists credit recovery programs, including four to six weeks of summer school, online classes and evening community college courses (pages 58, 62 and 87), however the original budget submitted has no funds allocated for these programs and the revised budget accounts for summer school teacher stipends only.
6. The cost of hiring teachers to develop curriculum is not included in the budget and petitioners indicated that the charter school would rely on teachers to work on a volunteer basis to develop the curriculum and vet/select instructional materials. Without employment contracts or other written agreements, there is no guarantee that the work will be completed and there are concerns about possible future wage claims. There is no money allotted in the budget to pay teachers or consultants for these functions should the work not be completed by volunteers.
7. Expenses for Special Education do not appear adequate based on the number of students.
8. The budget for transportation does not appear to allocate enough funds, which would consist of costs for special education and student activities presented in the petition including internships, field trips, athletics and service learning.
9. The petition describes at length the importance of competitive athletics and GBA's commitment to providing the opportunity for all students to participate in an athletics

program (page 69). However, the budget only allots funds for physical education instruction. During the clarification meeting, petitioners stated that they would rely on fundraising to provide athletics, however no pledge letters are included in the petition. This lack of planning and funding may lead to pupil fee violations.

10. The original budget submitted did not account for all of the positions described in the petition, including a Director of Human Resources (page 210), Director of Special Education (pages 162 and 175), Coordinator of Athletics (page 162 and 176), Attendance Coordinator (page 122) and GATE Coordinator (page 99). During the clarification meeting, petitioners stated that they would not hire, or delay the hiring of some of the positions and would rely on the executive director, principal and teachers to oversee those responsibilities for the first three years of the charter. Later, the petitioner stated that the executive director would be responsible for all duties associated with these positions for the first three years of the charter. In subsequent written communications, the petitioner stated that they would hire a part-time employee or consultant to fill the role of Director of Special Education.

II. The petition does not contain reasonably comprehensive descriptions of each of the specified elements

A. Educational Program

1. The petition and information from the clarification meeting does not clearly articulate how English Learners (ELs) will learn English in general, typically in separate, designated English Language Development (ELD) classes, or how ELs will learn the discipline-specific language needed to fully participate in core content classes (integrated ELD).
2. Mandarin is a graduation requirement for all GBA students, including English learners and student's whose first language is not Mandarin. There is concern that requiring English Learners and Long Term English Learners (students not fluent in their native language) to take Chinese as their foreign language would impede their ability to become proficient in English, which is a state requirement.
3. There is no flexibility to the Mandarin graduation requirement for students who transfer during their high school years. Students would be required to take Mandarin even if they had previously taken a different foreign language to meet UC/CSU eligibility requirements.

B. Governance

1. As submitted, Bylaws and Articles of Incorporation are not consistent with the Charter Schools Act regarding material revisions and do not contain language pertaining to ensuring parent access and representation. Drafts of the Bylaws and Articles of Incorporation submitted after the clarification meeting did not adequately address these areas.
2. The petition failed to provide legal assurance of compliance with the Political Reform Act.

3. The petition does not include all areas that must be covered in required complaint processes for students and employees, including due process requirements under Section 504 and the process for Uniform Complaint Procedures. Although petitioners submitted additional draft language for Section 504 procedures after the clarification meeting, the petition does not contain reasonably comprehensive descriptions for these areas.

CONCLUSION

The Orange County Board of Education has three options for action regarding the charter petition:

1. Option One: Approve the charter petition as written.
2. Option Two: Approve the charter petition with conditions. This action would result in the charter petition being approved with conditions, and require the execution of an Agreement to address the issues outlined in the Staff Report and Proposed Findings of Fact, include language regarding the proposed validating action to be initiated and completed by petitioner, and address the operational relationship of the parties.
3. Option Three: Deny the charter petition.

The Orange County Department of Education Charter Schools Unit staff recommends that the Orange County Board of Education deny (Option 3) the Global Business Academy charter school petition.

**RESOLUTION AND WRITTEN FINDINGS
OF THE ORANGE COUNTY BOARD OF EDUCATION
TO APPROVE THE PETITION FOR A CHARTER SCHOOL
BY GLOBAL BUSINESS ACADEMY**

WHEREAS, the Legislature has enacted the Charter Schools Act of 1992, Education Code section 47600 et seq.;

WHEREAS, Education Code section 47605(j)(1) states that if the governing board of a school district denies a petition for charter school, a petitioner may elect to submit the petition to the county board of education;

WHEREAS, the county board of education is required to review the petition on appeal pursuant to Education Code section 47605(b);

WHEREAS, Section 47605(b) states that the county board is required to grant the charter if it is satisfied that granting the charter is consistent with sound educational practice;

WHEREAS, the county board of education cannot deny a petition for the establishment of a charter school unless it makes written factual findings specific to the particular petition setting forth specific facts stating the reasons for the denial of the charter petition;

WHEREAS, on June 8, 2016, the Orange County Board of Education (“Board”) received a petition from Global Business Academy (“Petition”) appealing the action on its Petition by the Governing board of the Capistrano Unified School District on March 23, 2016;

WHEREAS, charter schools, as part of the California public school system and subject to the laws governing public agencies generally, are subject to the provisions of the Ralph M. Brown Act (Government Code section 54950 et seq.), the requirements of conflict of interest laws, including, but not limited to, Government Code section 1090 et seq., 1126, and 87100 et seq., and the California Public Records Act (Government Code section 6250 et seq);

WHEREAS, charter schools are subject to the requirements of federal law, including, but not limited to, the Every Student Succeeds Act, 20 U.S.C. §6301 et seq. and the Individuals with Disabilities Education Act, 20 U.S.C. §1400 et seq.;

WHEREAS, the law requires that the County Board of Education obtain information regarding the operation and potential impacts of the proposed charter school;

WHEREAS, the Board has obtained, reviewed and analyzed all information received with respect to the petition, including information related to the operation and potential impacts of the proposed charter school;

WHEREAS, the Board held a public hearing on the Petition on July 13, 2016, and received public comment thereon; and

WHEREAS, in reviewing charter school petitions the Board is guided by the intent of the Legislature that charter schools are and should become an integral part of the California educational system, and that establishment of charter schools should be encouraged; and

WHEREAS, the Board, at its regular meeting of September 14, 2016, reviewed and considered the petition and all appropriate information received with respect to the petition, including the petition submitted to the Capistrano Unified School District, the written findings of the Governing Board of the Capistrano Unified School District, a rebuttal to the District's written findings submitted by the lead petitioner, and a Staff Report prepared by members of OCDE staff.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the petition for a charter school by Global Business Academy.

BE IT FURTHER RESOLVED that the Board approves the Petition with the understanding that Global Business Academy will work with OCDE staff to enter into an Agreement that addresses the operational relationship between the School, the Board and OCDE by January 1, 2017. The terms of this Resolution are severable.

STATE OF CALIFORNIA)
COUNTY OF ORANGE)
_____)

I, Darouny Phouangvankham, Clerk of the Orange County Board of Education, do hereby certify that the foregoing Resolution was duly passed, approved and adopted by the Orange County Board of Education at a regular meeting thereof held on the 14th day of September, 2016, and that it was so adopted by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

BY:

Clerk of the Orange County Board of
Education

**RESOLUTION AND WRITTEN FINDINGS
OF THE ORANGE COUNTY BOARD OF EDUCATION
TO CONDITIONALLY APPROVE
THE PETITION FOR A CHARTER SCHOOL
BY GLOBAL BUSINESS ACADEMY**

WHEREAS, the Legislature has enacted the Charter Schools Act of 1992, Education Code section 47600 et seq.;

WHEREAS, Education Code section 47605(j)(1) states that if the governing board of a school district denies a petition for charter school, a petitioner may elect to submit the petition to the county board of education;

WHEREAS, the county board of education is required to review the petition on appeal pursuant to Education Code section 47605(b);

WHEREAS, Section 47605(b) states that the county board is required to grant the charter if it is satisfied that granting the charter is consistent with sound educational practice;

WHEREAS, the county board of education cannot deny a petition for the establishment of a charter school unless it makes written factual findings specific to the particular petition setting forth specific facts stating the reasons for the denial of the charter petition;

WHEREAS, on June 8, 2016, the Orange County Board of Education (“Board”) received a petition from Global Business Academy (“Petition”) appealing the action of the Governing Board of Capistrano Unified School District regarding its Petition on March 23, 2016;

WHEREAS, charter schools, as part of the California public school system and subject to the laws governing public agencies generally, are subject to the provisions of the Ralph M. Brown Act (Government Code section 54950 et seq.), the requirements of conflict of interest laws, including, but not limited to, Government Code section 1090 et seq., 1126, and 87100 et seq., and the California Public Records Act (Government Code section 6250 et seq);

WHEREAS, charter schools are subject to the requirements of federal law, including, but not limited to, the Every Student Succeeds Act, 20 U.S.C. §6301 et seq. and the Individuals with Disabilities Education Act, 20 U.S.C. §1400 et seq.;

WHEREAS, the law requires that the County Board of Education obtain information regarding the operation and potential impacts of the proposed charter school;

WHEREAS, the Board has obtained, reviewed, and analyzed all information received with respect to the petition, including information related to the operation and potential impacts of the proposed charter school;

WHEREAS, the Board held a public hearing on the Petition on July 13, 2016, and received public comment thereon; and

WHEREAS, in reviewing charter school petitions the Board is guided by the intent of the Legislature that charter schools are and should become an integral part of the California educational system, and that establishment of charter schools should be encouraged; and

WHEREAS, the Board reviewed and considered the petition and all appropriate information received with respect to the petition, including the petition submitted to the Capistrano Unified School District, the written findings of the Governing Board of the Capistrano Unified School District, a rebuttal to the District's written findings submitted by the lead petitioner, and a Staff Report prepared by members of the OCDE staff.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby adopts the findings and recommendations, including issues, set forth in the attached Staff Report and Proposed Findings of Fact dated August 29, 2016, which is attached hereto and integrated herein by this reference, and the Board further finds as follows:

- (1) The petitioners are demonstrably unlikely to successfully implement the program set forth in the Petition unless petitioners comply with conditions to address the findings as specified in the Staff Report and Proposed Findings of Fact.
- (2) The Petition as written does not contain reasonably comprehensive descriptions of certain required elements set forth in Education Code section 47605, subdivisions (b)(5)(A-P) unless petitioners comply with conditions to address the findings as specified in the Staff Report and Proposed Findings of Fact.

BE IT FURTHER RESOLVED that the Board conditionally approves the Petition on the basis of the findings herein adopted and subject to conditions to address the findings as specified in the Staff Report and Proposed Findings of Fact. To satisfy the conditions, Petitioner and the Board must fully execute an Agreement that addresses all of the conditions, as well as addressing the operational relationship between the School, the Board, and OCDE, no later than the Board’s regularly scheduled meeting in May 2017. The terms of this Resolution are severable. Should it be determined that one or more of the findings is invalid, the remaining findings and the board action shall remain in full force and effect. Each finding is, in and of itself, a sufficient basis for the conditional approval. If any of the conditions are not met, the Board shall rescind the conditional approval and the Petition will be deemed denied as of September 14, 2016, the date of the Board’s action on the Petition.

STATE OF CALIFORNIA)
 COUNTY OF ORANGE)
 _____)

I, Darouny Phouangvankham, Clerk of the Orange County Board of Education, do hereby certify that the foregoing Resolution was duly passed, approved and adopted by the Orange County Board of Education at a regular meeting thereof held on the 14th day of September, 2016, and that it was so adopted by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

BY:

 Clerk of the Orange County Board of
 Education

**RESOLUTION AND WRITTEN FINDINGS
OF THE ORANGE COUNTY BOARD OF EDUCATION
TO DENY THE PETITION FOR A CHARTER SCHOOL
BY GLOBAL BUSINESS ACADEMY**

WHEREAS, the Legislature has enacted the Charter Schools Act of 1992, Education Code section 47600 et seq.;

WHEREAS, Education Code section 47605(j)(1) states that if the governing board of a school district denies a petition for charter school, a petitioner may elect to submit the petition to the county board of education;

WHEREAS, the county board of education is required to review the petition on appeal pursuant to Education Code section 47605(b);

WHEREAS, Section 47605(b) states that the county board is required to grant the charter if it is satisfied that granting the charter is consistent with sound educational practice;

WHEREAS, the county board of education cannot deny a petition for the establishment of a charter school unless it makes written factual findings specific to the particular petition setting forth specific facts stating the reasons for the denial of the charter petition;

WHEREAS, on June 8, 2016, the Orange County Board of Education (“Board”) received a petition from Global Business Academy (“Petition”), appealing the action of the Governing Board of Capistrano Unified School District regarding its petition on March 23, 2016;

WHEREAS, charter schools, as part of the California public school system and subject to the laws governing public agencies generally, are subject to the provisions of the Ralph M. Brown Act (Government Code section 54950 et seq.), the requirements of conflict of interest laws, including, but not limited to, Government Code section 1090 et seq., 1126, and 87100 et seq., and the California Public Records Act (Government Code section 6250 et seq.);

WHEREAS, charter schools are subject to the requirements of federal law, including, but not limited to, the Every Student Succeeds Act, 20 U.S.C. §6301 et seq., the Family Educational Rights and Privacy Act, 20 U.S.C. §1232g, and the Individuals with Disabilities Education Act, 20 U.S.C. §1400 et seq.;

WHEREAS, the law requires that the County Board of Education obtain information regarding the operation and potential impacts of the proposed charter school;

WHEREAS, the Board has obtained, reviewed and analyzed all information received with respect to the petition, including information related to the operation and potential impacts of the proposed charter school;

WHEREAS, the Board held a public hearing on the Petition on July 13, 2016;

WHEREAS, in reviewing charter school petitions the Board is guided by the intent of the Legislature that charter schools are and should become an integral part of the California educational system, and that establishment of charter schools should be encouraged; and

WHEREAS, the Board, at its regular meeting of September 14, 2016, reviewed and considered the petition and all appropriate information received with respect to the petition, including the petition submitted to the Capistrano Unified School District, the written findings of the Governing Board of the Capistrano Unified School District, a rebuttal to the District's written findings submitted by the lead petitioner, and a Staff Report prepared by members of OCDE staff.

WHEREAS, the Board specifically notes that this Resolution does not include findings relative to every defect in the Petition submitted, but is limited to the most significant issues, which as set forth in the Staff Report and Proposed Findings of Fact are legally sufficient to support the Board's denial of the charter petition,

NOW, THEREFORE, BE IT RESOLVED that the Board hereby adopts the findings and conclusions set forth in the attached Staff Report and Proposed Findings of Fact dated August 29, 2016, which is attached hereto and incorporated herein by this reference, and the Board further finds as follows:

(1) The Petitioners are demonstrably unlikely to successfully implement the program set forth in the Petition;

(2) The Petition does not contain reasonably comprehensive descriptions of certain required elements set forth in Education Code section 47605, subdivisions (b)(5)(A-P).

BE IT FURTHER RESOLVED that the Board denies the Petition on the basis of the findings herein adopted. The terms of this Resolution are severable. Should it be determined that one or more of the findings is invalid, the remaining findings and the denial of the Petition shall remain in full force and effect. Each finding is, in and of itself, a sufficient basis for the denial.

STATE OF CALIFORNIA)
COUNTY OF ORANGE)
_____)

I, Darouny Phouangvankham, Clerk of the Orange County Board of Education, do hereby certify that the foregoing Resolution was duly passed, approved and adopted by the Orange County Board of Education at a regular meeting thereof held on the 14th day of September, 2016, and that it was so adopted by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

BY:

Clerk of the Orange County Board of
Education

ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: September 6, 2016

TO: Nina Boyd, Associate Superintendent

FROM: Kelly Gaughran, Administrator
Aracely Chastain, Coordinator

SUBJECT: Orange County Workforce Innovation High School – Agreement approval

DESCRIPTION:

On December March 3, 2016, the Orange County Board of Education approved the Orange County Workforce Innovation High School (OCWIHS) charter school petition with conditions. OCWIHS will begin operations on September 19, 2016. On August 30, 2016, OCWIHS requested that the Agreement for Charter Policy #400-12 that addresses the operational relationship between OCWIHS, OCBE and Orange County Department of Education be agendaized for action and discussion prior to taking the Agreement to the OCWIHS Board.

RECOMMENDATION:

Approve the Agreement between the Orange County Board of Education and Orange County Workforce Innovation High School and designate the Associate Superintendent to sign the Agreement on behalf of OCBE.

Enclosures

**AGREEMENT
BETWEEN
ORANGE COUNTY BOARD OF EDUCATION
AND
WESTERN EDUCATIONAL CORPORATION
FOR THE OPERATION OF
ORANGE COUNTY WORKFORCE INNOVATION HIGH SCHOOL**

This Agreement is made and entered into this **14** of **September, 2016** by and between the Orange County Board of Education ("Board") and Western Educational Corporation, a nonprofit public benefit corporation operating the Orange County Workforce Innovation High School Charter School (hereinafter collectively referred to as "Charter School").

Hereinafter, the Board and Charter School shall be collectively referred to as "the parties," and the Board-designated staff of the Orange County Superintendent of Schools ("County Superintendent") shall be referred to as "OCDE."

I. INTRODUCTORY PROVISIONS

- A. The Board approved the petition of Charter School for a five-year period beginning on **July 1, 2016** through **June 30, 2021**, with specific conditions placed upon opening and operations, including entering into this Agreement.
- B. Western Educational Corporation is a California non-profit public benefit corporation that will operate the Charter School. Charter School shall ensure that at all times throughout the term of this charter, the terms and conditions of any agreement between Charter School and a third party, as well as the Articles of Incorporation and Bylaws of Western Educational Corporation as they pertain to Orange county Workforce Innovation High School, are and remain consistent with the Charter School's Act, all applicable laws and regulations, provisions of the charter, and this Agreement.
- C. The purpose of this Agreement is to set forth the responsibilities of the parties with respect to the operational relationship between Charter School, the Board, and OCDE; to address those matters that require clarification; and to outline the parties' agreements governing their respective fiscal and administrative responsibilities and their legal relationships. Provisions of this Agreement that augment the provisions of the charter shall not be considered inconsistent with the charter.

II. TERM OF AGREEMENT

- A. This Agreement is effective from the date upon which it is approved by the parties for the term of the charter, shall be reviewed at least annually but no later than **October 1**, and may be amended at any time with written mutual agreement of the parties. The parties agree that this document may be amended as required by applicable laws and regulations.
- B. Any modification of this Agreement must be in writing, and such amendments may only be submitted to the Board upon the approval of Charter School's board, and will take effect only if approved by the Board. Likewise, modifications to any appendices, exhibits, or materials incorporated herein by reference may only take effect if approved by the Board and agreed upon by Charter School except where necessary to comply with changes in law or implementing regulations.

- C. The approved Agreement continues in existence until Charter School voluntarily closes or its charter is non-renewed or revoked and closure procedures are completed, as determined by the Board and Charter School, after which the Agreement automatically expires. This Agreement is subject to termination during the charter term or during any subsequent renewal as specified by law or as otherwise set forth in this Agreement.

III. FULFILLING CHARTER TERMS

A. Governance

1. Charter School acknowledges and agrees it shall comply with all applicable laws and regulations as they may be amended or added during the term of the charter, including the Public Records Act, Political Reform Act, all applicable conflict of interest laws, federal and state nondiscrimination laws and regulations, and prohibitions against unauthorized student fees.

B. Educational Program

1. Local Control and Accountability Plan: Charter School shall comply with all applicable laws and regulations related to the Local Control Funding Formula, as they may be amended from time to time, which include the requirement that Charter School submit a Local Control and Accountability Plan (LCAP), using the template adopted by the State Board of Education, to OCDE on or before **July 1** of each applicable year. Charter School shall annually update its actions to achieve the goals identified in the charter.
2. Annual Assessment of Students: Charter School shall comply with all state and federal student assessment requirements. Charter School shall test independent of OCDE and shall comply with state requirements for participation and administration of all state-mandated tests. Charter School hereby grants authority to the State of California to provide a copy of all test results from Charter School directly to OCDE as well as Charter School.
3. Independent Study: Any independent study program operated by Charter School shall comply with all applicable laws and regulations regarding independent study. ~~Charter School may on a case-by-case basis, use short-term independent study contracts for students who receive prior approval for absences due to travel or extended illness. Any such independent study will be limited to occasional, incidental instances of extended absences and must be fully compliant with all independent study.~~
4. Family Educational Rights and Privacy Act (FERPA): Charter School, its officers and employees will comply with FERPA at all times. Charter School will authorize OCDE to access educational records maintained by Charter School, in accordance with FERPA, and provide notice in Charter School policies and Parent/Student Handbook.

C. Fiscal Operations

1. Charter School will be directly funded in accordance with Education Code section 47630 et seq. Charter School's general-purpose entitlement will be calculated in accordance with Education Code section 47633 et seq. The parties recognize the authority of Charter School to pursue additional sources of funding.
2. The parties agree that OCDE is not responsible to provide funding in lieu of property taxes to Charter School.
3. Charter School shall establish a fiscal plan for repayment of any loans received by Charter School on behalf of Charter School. It is agreed that OCDE shall receive written

notice of all loans sought for Charter School in excess of five percent (5%) of total budget that are not scheduled to be repaid within the fiscal year, and repayment of loans shall be the sole responsibility of Charter School. In no event shall the Board and/or OCDE have any obligation for repayment of such loans.

4. Fiscal Agent

- a. The parties agree that neither the Board nor OCDE shall act as fiscal agent for Charter School. It is agreed that the Charter School shall be solely responsible for all fiscal services such as payroll, purchasing, attendance reporting, and completion and submission of state budget forms, but may contract with OCDE for such services by way of a separate written contract.
- b. Charter School is responsible for establishing the appropriate funds or accounts in the Orange County Treasury for Charter School and for making the necessary arrangements for Charter School's participation in the State Teachers' Retirement System, the Public Employees Retirement System, or social security. Charter School will provide OCDE with documentation that it has arranged to provide these services. Nothing in this paragraph shall be interpreted to mean that Charter School must maintain all funds in the County Treasury. If funds are not maintained in the County Treasury, they must be deposited with a federally insured bank or credit union. Charter School acknowledges and agrees that under this provision, any bank records are subject to disclosure to OCDE.

5. Student Attendance Accounting and Reporting

- a. No later than **September 30, 2016**, Charter School will submit proposed attendance accounting procedures, including software, for review and comment by OCDE. Charter School shall utilize commercially available attendance accounting software.

6. Oversight Fees

- a. Charter School will be charged an annual oversight fee not to exceed one percent (1%) of the revenue received by Charter School in accordance with Education Code section 47613. The oversight fee will be calculated on the LCFF base grant, supplemental grant and concentration grant funding provided at the First Principal Apportionment (P-1). The amount will be calculated in April of each year based upon first principal apportionment (P-1) data for ninety five percent (95%) of the estimated total. The calculation will also include an adjustment for the preceding year based upon final revenue for that year.
- b. Payment Schedule: Charter School shall pay to County Superintendent its actual oversight costs not to exceed one percent (1%) of the LCFF base grant, supplemental grant, and concentration grant revenue received by Charter School ("Oversight Fee") in two equal payments during each Fiscal Year: (1) First Payment - fifty percent (50%) of the Oversight Fee will be paid on or about **January 15**; and (2) Second Payment - the remaining fifty percent (50%) plus any adjustment necessary to the First Payment, will be paid on or about **June 15**. County Superintendent will bill Charter School for the Oversight Fee that is due and Charter School shall make payment within thirty (30) days from the date of receipt of the bill, or thirty-two (32) days from the date of the bill. If County Superintendent does not receive the payment within the above-specified timeframe, Charter School hereby authorizes County Superintendent to transfer the payment from Charter School account to County Superintendent's account upon expiration of the thirty (30) days from the receipt of the bill or thirty-two (32) days from the date of the bill.

- c. Charter School will use all revenue received from the state and federal sources only for the educational services specified in the charter and this Agreement for the students enrolled and attending Charter School. Other sources of funding must be used in accordance with applicable state and federal statutes, and the terms or conditions, if any, of any grant or donation. Notwithstanding this provision, Charter School may temporarily loan funds between schools that it operates pursuant to a resolution approved by its Board of Directors that specifies the duration and interest rate of the loan and understands and agrees to provide access to records of Charter School, not just those directly related to Charter School, upon request from OCDE in accordance with Education Code section 47604.3.

7. Insurance and Liability

- a. Charter School will provide certificates of insurance coverage to OCDE prior to opening and annually thereafter. The certificates shall indicate that the Board, County Superintendent, and OCDE have each been endorsed as an additional insured under the coverage and shall include a provision that the coverage will be primary and will not participate with nor be excess over any valid and collectible insurance or program of self-insurance carried or maintained by the Board, County Superintendent or OCDE. Exhibit A, Insurance Coverage and Policies, indicates the minimum insurance requirements and is incorporated by reference herein. The herein Charter School shall forward any written notice to OCDE of any modification, change or cancellation of any of the above insurance coverage. OCDE may request to see evidence of insurance coverage during site visits. It shall be expressly understood that the coverage and limits referenced herein shall not in any way limit the liability of Charter School. In addition, Charter School shall assure that its vendors have adequate insurance coverage for the goods and/or services provided to Charter School to protect the interests of Charter School as well as OCDE, OCBE and the County Superintendent.
- b. Charter School shall hold harmless, defend, and indemnify the Board, the County Superintendent, and OCDE, its officers, agents, and employees, from every liability, claim, or demand (including settlement costs and reasonable attorneys' fees) which may be made by reason of: 1) any injury to volunteers; and 2) any injury to person or property sustained by any person, firm or Charter School caused by any act, neglect, default or omission of Charter School, its officers, employees or agents, including any claims for any contractual liability resulting from third party contracts with Charter School's vendors, contractors, partners or sponsors. In cases of such liabilities, claims or demands, Charter School, at its own expense and risk, shall defend all legal proceedings which may be brought against it and/or the Board, the County Superintendent or OCDE, its officers and employees, and satisfy any resulting judgments up to the required Agreements that may be rendered against any of them. Notwithstanding the foregoing: (a) any settlement requiring the Board, the County Superintendent or OCDE to admit liability or to pay any money will require the prior written consent of the Board, the County Superintendent or OCDE, as applicable; and (b) the Board, County Superintendent and/or OCDE may join in the defense with its counsel at its own expense.
- c. Charter School understands and agrees that its employees, contractors, subcontractors and agents shall not be considered officers, employees or agents of the Board, the County Superintendent or OCDE, and are not entitled to benefits of any kind or nature normally provided to OCDE employees. Charter School further assumes the full responsibility for acts and/or omissions of its employees, agents or contractors as they relate to the services to be provided under the charter and this

Agreement. Charter School shall assume full responsibility for payment of all federal, state and local taxes or contributions, including unemployment insurance (as applicable), social security and income tax withholding with respect to employees of Charter School.

- d. Inquiries or Requests for Information: Charter School shall immediately inform OCDE regarding any third-party inquiries by a government and/or regulatory agency.

D. Human Resources

1. STRS and PERS Reporting Requirements: Charter School shall accept and assume sole financial responsibility for any and all STRS and PERS reporting fines and penalties, including any and all financial consequences from the implementation of regulations, or any other action, that renders employees of Charter School ineligible to participate in a governmental defined-benefit retirement plan.

E. Contracts

1. Charter School shall ensure that all contracts for goods and services comply with the criteria noted in Title V, section 11967.5.1. Charter School shall comply with bidding requirements tied to receipt of any state, federal or grant funds that require compliance with more stringent bidding or purchasing requirements. Additionally, Charter School shall specify how prompt responses to reasonable inquiries for records and information regarding implementation of the contract will be provided to OCDE in accordance with Education Code section 47604.3.
2. A letter of assurance from Charter School that it will make every effort to ensure that the vendor complies with all reasonable inquiries by OCDE for records and information related to this contract.
3. Charter/Education Management Contracts: The Charter School currently utilizes the services of an administrative and back office services company, which the Parties acknowledge is not currently functioning as a charter/education management organization (C/EMO). Should the Charter School seek to enter into any C/EMO contract, the Board will review and must approve the C/EMO contract prior to Charter School entering into the contract.

F. Facilities Agreement

1. No later than **August 1, 2016**, Charter School will provide a written signed agreement, lease or other similar document indicating Charter School's right to use the principle school site identified in the charter, and any ancillary facilities identified by Charter School, for at least the first year of Charter School's operation, and evidence that the facility will be adequate for Charter School's needs. A pre-opening site visit will be conducted by OCDE prior to opening of Charter School. Once open, Charter School may change facilities only with prior approval of the Board, which shall, and which shall not be unreasonably withheld. Exhibit B indicates provisions for Charter School leased facilities, resource centers and partnership locations and is incorporated by reference herein. Following an approved revision to the charter, OCDE will, without unreasonable delay, conduct a site visit of a new or changed Charter School facility prior to students attending the new facilities. Under extraordinary circumstances (e.g., a change of facilities necessitated by fire, natural disaster or inhabitability) the parties may waive the pre-opening site visit.

G. Zoning and Occupancy

1. Charter School shall provide OCDE with a Certificate of Occupancy issued by the applicable permitting agency, allowing Charter School to use and occupy the site, prior to opening, unless Charter School is located at a public school site provided pursuant to Proposition 39 or other facilities use agreement with a school district. In lieu of the zoning certification, Charter School can provide OCDE with evidence that zoning ordinances have been overridden by the school district in which the facility is located or by another entity authorized to override zoning ordinances pursuant to current or future state law. The facility must meet all applicable health and fire code requirements and zoning laws, in accordance with Education Code section 47610. An OCDE site review of Charter School's facilities will confirm, through documentation maintained by Charter School, that the facilities are clean, safe, American Disabilities Act (ADA) and Section 504 of the Rehabilitation Act compliant, and have the necessary local approvals to operate. If Charter School moves or expands to another facility during the term of this charter, Charter School shall provide a Certificate of Occupancy to OCDE for each facility before the school is scheduled to open or operate in the facility or facilities. If Charter School ever seeks facilities from a school district in which it intends to locate (or is located) under Education Code section 47614 (Proposition 39), it will follow applicable statute and regulations regarding submission of such a request to the school district. Notwithstanding any language to the contrary in this charter, the interpretation, application and enforcement of this provision are not subject to the Dispute Resolution Process outlined in the charter. The parties agree should a dispute arise under this section, to meet to attempt to resolve any concerns within ten calendar days of the dispute.

H. Charter-Specific Provisions

Prior to commencing operations and no later than September 30, 2016, Charter School shall submit documentation to OCDE to verify the conditions in Exhibit B, which is incorporated by reference herein, are fully met.

IV. SEVERABILITY

If any provision or any part of this Agreement is for any reason held to be invalid and/or unenforceable, or contrary to public policy or statute, the remainder of this Agreement shall not be affected thereby and shall remain valid and fully enforceable.

V. NON-ASSIGNMENT

No portion of this Agreement or the Charter petition approved by the Board may be assigned to another entity without the prior written approval of the Board.

VI. WAIVER

A waiver of any provision or term of this Agreement must be in writing and signed by both parties. Any such waiver shall not constitute a waiver of any other provision of this Agreement. All parties agree that neither party to this Agreement waives any of the rights, responsibilities and privileges established by the Charter Schools Act of 1992.

VII. NONDISCRIMINATION

The parties recognize and agree that in addition to complying with all nondiscrimination requirements of the Charter Schools Act, including agreement that the Charter School shall not charge tuition, shall be nonsectarian, and pursuant to Education Code section 200 the School shall be open to all students. In addition to these nondiscrimination provisions,

Charter School shall not discriminate against applicants or employees on the basis of any characteristics or categories protected by state or federal law. Charter School acknowledges and agrees that it shall comply with all applicable federal and state nondiscrimination laws and regulations as they may be amended.

VIII. NOTIFICATION

All notices, requests and other communications under this Agreement shall be in writing and mailed to the proper addresses as follows:

To OCDE at:
Nina Boyd, Associate Superintendent
200 Kalmus Drive, P.O. Box 9050
Costa Mesa CA, 92628-9050

To Western Educational Corporation/Orange County Workforce Innovation High School at:
Bill Toomey, Executive Vice President - Chief Academic Officer
505 N. Euclid Street Ste. 100
Anaheim, CA 92802

IX. INTEGRATION

This Agreement contains the entire Agreement of the parties with respect to the matters covered hereby, and supersedes any oral or written understandings or agreements between the parties with respect to the subject matter of this Agreement. No person or party is authorized to make any representations or warranties except as set forth herein, and no Agreement, statement, representation or promise by any party hereto which is not contained herein shall be valid or binding. The undersigned acknowledges that she/he has not relied upon any warranties, representations, statements or promises by any of the parties herein or any of their agents or consultants except as may be expressly set forth in this Agreement. The parties further recognize that this Agreement shall only be modified in writing by the mutual agreement of the parties.

X. ORDER OF PRECEDENCE

The parties further acknowledge and agree that, unless otherwise noted in this Agreement, any inconsistency in the charter shall be resolved by giving precedence in the following order:

- a) The Charter and Agreement.
- b) Documents incorporated by reference to the Agreement, including Exhibit A, Exhibit B and the redlined changes to the charter petition to reflect the Board's specific conditions required in the charter petition.
- c) The bylaws and articles of incorporation of the nonprofit public benefit corporation operating or acting as the charter school, as applicable.

For Western Educational Corporation /
Orange County Workforce Innovation High School:

For the Board:

Date: _____

Date: _____

EXHIBIT A

INSURANCE COVERAGE AND POLICIES

The Charter School, at its sole cost and throughout the charter term, shall procure and maintain in effect each insurance listed below. All required insurance, and if self-insurance will be provided, must contain coverage that complies, at a minimum, with the following requirements:

1. Property Insurance for replacement value, if offered by the insurance carrier, including coverage for all assets listed in Charter School's property inventory and consumables. If full replacement value coverage is not available, Charter School shall procure property insurance in amounts as close to replacement value as possible and sufficient to protect the school's interests.
2. General Commercial Liability with at least \$2,000,000 per occurrence and \$5,000,000 in total general liability insurance, providing coverage for negligence, errors and omissions/educators legal liability, Fire Legal Liability, of Charter School, its governing board, officers, agents, employees, and/or students. The deductible per occurrence for said insurance shall not exceed \$20,000 for any and all losses resulting from negligence, errors and omissions of Charter School, its governing board, officers, agents, employees, and/or students.
3. Workers' Compensation insurance in accordance with the California Labor Code, adequate to protect Charter School from claims under Workers' Compensation Acts, which may arise from Charter School's operation, with statutory limits. The Workers' Compensation Insurance coverage must also include Employers Liability coverage with limits of \$1,000,000/\$1,000,000/\$1,000,000.
4. Commercial Auto Liability, including Owned, Leased, Hired, and Non-owned, coverage with limits of \$1,000,000 Combined Single Limit per Occurrence if the Charter School does not operate a student bus service. If the Charter School provides student bus services, the required coverage limit is \$5,000,000 Combined Single Limit per Occurrence.
5. Crime Insurance or Fidelity Bond coverage to cover all Charter School employees who handle, process, or otherwise have responsibility for Charter School's funds, supplies, equipment or other assets. Minimum amount of coverage shall be \$50,000 per occurrence, with no self-insured retention.
6. Professional Educators Errors and Omissions liability coverage with minimum limits of \$3,000,000 per occurrence and \$3,000,000 general aggregate.
7. Sexual Molestation and Abuse coverage with minimum limits of \$3,000,000 per occurrence and \$3,000,000 general aggregate. Coverage may be held as a separate policy or included by endorsement in the Commercial General Liability or the Errors and Omissions Policy.
8. Employment Practices Legal Liability coverage with limits of \$3,000,000 per occurrence and \$3,000,000 general aggregate.
9. Excess/umbrella insurance with limits of not less than \$10,000,000 is required of all high schools and any other school that participates in competitive interscholastic or intramural sports programs.

EXHIBIT B

CHARTER SCHOOL SPECIFIC PROVISIONS

1. Conditions

- A. Prior to commencing operations and no later than September 30, 2016, Charter School shall submit board-approved Bylaws for Western Educational Corporation, the nonprofit organization that will operate the charter school, which clarify the following items:
 - a) Role and powers/authority of the sole member;
 - b) Requirements for membership;
 - c) Brown Act compliance;
 - d) Locations and number of regular board meetings per year;
 - e) Obligations under the Political Reform Act;
 - f) Statement that Bylaws shall be consistent with the Charter and the Charter Schools Act.

2. Charter School Leased Facilities/Resource Centers/Partnership Locations

- A. Temporary/Short Term Locations: For temporary or short term locations, defined as locations that will be used no longer than approximately four (4) to eight (8) months, Charter School shall provide OCDE with written notice of the location, duration of use, and purpose prior to commencing operations, and OCDE will conduct a site visit prior to students attending the temporary or short term location.
- B. Mobile Facility: Charter School operates a mobile facility. Charter School shall ensure that the mobile facility is properly maintained and insured at all times, that any Charter School employee or agent operating the mobile facility is properly licensed, and Charter School shall provide a schedule of current mobile facility locations is provided to OCDE on a monthly basis to enable appropriate monitoring.

ORANGE COUNTY BOARD OF EDUCATION

BOARD AGENDA ITEM

DATE: September 14, 2016

TO: Nina Boyd, Associate Superintendent

FROM: Ken Williams, D.O., Trustee, District 3
Linda Lindholm, Trustee, District 5

SUBJECT: Resolution #24-16
Opposition to State Proposition 64: Marijuana Legalization

RECOMMENDATION:

Approve resolution #24-16, an Oppose Position on Proposition 64: Marijuana Legalization (Williams and Lindholm)

LEGISLATIVE POSITION

Proposition 64: Marijuana Legalization - Initiative Statute on 2016 November Election

POSITION: Support Oppose

SUMMARY OF BILL

- Legalizes marijuana under state law, for use by adults 21 or older.
- Designates state agencies to license and regulate marijuana industry.
- Imposes state excise tax of 15% on retail sales of marijuana, and state cultivation taxes on marijuana of \$9.25 per ounce of flowers and \$2.75 per ounce of leaves.
- Exempts medical marijuana from some taxation.
- Establishes packaging, labeling, advertising, and marketing standards and restrictions for marijuana products.
- Prohibits marketing and advertising marijuana directly to minors.
- Allows local regulation and taxation of marijuana.
- Authorizes resentencing and destruction of records for prior marijuana convictions.

REASONS FOR Opposition to State Proposition 64

(After the Center for Tobacco Control Research and Education analysis, Phillip R. Lee Institute for Health Policy Studies School of Medicine, University of California, San Francisco <http://escholarship.org/uc/item/4qg8k9wz#page-1>)

1. Although tobacco use is legal in California under certain conditions, its use is not socially accepted and prevalence is falling.
2. Recreational marijuana use is currently illegal under current state and federal laws and would become legal under Prop 64 in the state of California.
3. Marijuana is a toxic substance with great abuse potential.
4. Prop 64 creates new businesses with minimal protections for the public that are unlikely to prevent public health harms caused by the growing marijuana industry.
5. The tobacco industry has been considering entering the marijuana business since 1969.
6. There is documented evidence that marijuana use and secondhand exposure poses health risks, include an increased risk for cancer, heart attack, stroke, reproductive toxicity, respiratory impairment, long-lasting detrimental changes in brain function, and increased risk for addiction. As marijuana use increases it is likely that the understanding of these disease links will become more detailed and extensive.
7. Evidence from tobacco and alcohol control demonstrates that without a strong public health framework, a wealthy and politically powerful marijuana industry will develop and use its political clout to manipulate regulatory frameworks and thwart public health efforts to reduce use and profits.
8. The California Legislative Analyst's Office, in its fiscal impact estimate reports on the proposed initiatives, failed to consider the economic impact of marijuana legalization on increasing health costs in California.

9. The regulatory licensing authorities defined in the pending marijuana legalization initiatives are agencies whose primary goals are to create a competitive marketplace for businesses, not protect public health.
10. The marijuana advisory committees created in the initiatives contain marijuana industry representatives, so are unlikely to prioritize public health over maximizing business potential.
11. Without broad-based media campaigns aimed at the general public (not just youth), California is at risk of reversing years of progress on tobacco control as well as increasing the potential health costs associated with legalizing marijuana.
12. The marijuana tax in the initiatives may not cover the regulatory and public health costs of legalizing marijuana and may require taxpayers to subsidize the adverse consequences and health-related costs associated with increased marijuana use and secondhand exposure, caused by the new marijuana industry, just as they now do for tobacco.
13. The initiatives do not provide adequate funding or time to conduct scientific research to gain a comprehensive understanding of the evolving adverse health effects of legalizing marijuana on population health that can be used to modernize regulation as understanding of these effects improves.
14. The advertising and marketing restrictions in the initiatives will not prevent targeting underage persons (defined as under age 21) or other vulnerable populations.
15. The proposed warning label is based on ineffective warnings on alcohol products and ignores the extensive research on the effectiveness of using plain or dissuasive tobacco product packaging to reduce and prevent tobacco use.
16. The marijuana product safety and testing standards will be based on voluntary codes established by industry organizations not independent public health agencies, so could compromise public health for the sake of business.

I, **Linda Lindholm**, President of the Board of Education of Orange County, California, hereby certify that the foregoing Position was duly and regularly adopted by the said Board at a regular meeting thereof held on the 14th day of September 2016 and passed by a _____ vote of said Board Members present.

IN WITNESS THEREOF, I have hereunto set my hand and seal on the 14th day of September 2016.

Linda Lindholm, President
Orange County Board of Education

**RESOLUTION OF THE BOARD OF EDUCATION
ORANGE COUNTY, CALIFORNIA**

A Resolution Opposing Proposition 64: Marijuana Legalization

WHEREAS, although tobacco use is legal in California under certain conditions, its use is not socially accepted and prevalence is falling; and

WHEREAS, recreational marijuana use is currently illegal under current state and federal laws and would become legal under Prop 64 in the state of California; and

WHEREAS, marijuana is a toxic substance with great abuse potential; and

WHEREAS, Prop 64 creates new businesses with minimal protections for the public that are unlikely to prevent public health harms caused by the growing marijuana industry; and

WHEREAS, the tobacco industry has been considering entering the marijuana business since 1969; and

WHEREAS, there is documented evidence that marijuana use and secondhand exposure poses health risks, include an increased risk for cancer, heart attack, stroke, reproductive toxicity, respiratory impairment, long-lasting detrimental changes in brain function, and increased risk for addiction. As marijuana use increases it is likely that the understanding of these disease links will become more detailed and extensive; and

WHEREAS, evidence from tobacco and alcohol control demonstrates that without a strong public health framework, a wealthy and politically powerful marijuana industry will develop and use its political clout to manipulate regulatory frameworks and thwart public health efforts to reduce use and profits; and

WHEREAS, the California Legislative Analyst's Office, in its fiscal impact estimate reports on the proposed initiatives, failed to consider the economic impact of marijuana legalization on increasing health costs in California; and

WHEREAS, the regulatory licensing authorities defined in the pending marijuana legalization initiatives are agencies whose primary goals are to create a competitive marketplace for businesses, not protect public health; and

WHEREAS, the marijuana advisory committees created in the initiatives contain marijuana industry representatives, so are unlikely to prioritize public health over maximizing business potential; and

WHEREAS, without broad-based media campaigns aimed at the general public (not just youth), California is at risk of reversing years of progress on tobacco control as well as increasing the potential health costs associated with legalizing marijuana; and

WHEREAS, the marijuana tax in the initiatives may not cover the regulatory and public health costs of legalizing marijuana and may require taxpayers to subsidize the adverse consequences and health-related costs associated with increased marijuana use and secondhand exposure, caused by the new marijuana industry, just as they now do for tobacco; and

WHEREAS, the initiatives do not provide adequate funding or time to conduct scientific research to gain a comprehensive understanding of the evolving adverse health effects of legalizing marijuana on population health that can be used to modernize regulation as understanding of these effects improves; and

WHEREAS, the advertising and marketing restrictions in the initiatives will not prevent targeting underage persons (defined as under age 21) or other vulnerable populations; and

WHEREAS, the proposed warning label is based on ineffective warnings on alcohol products and ignores the extensive research on the effectiveness of using plain or dissuasive tobacco product packaging to reduce and prevent tobacco use; and

WHEREAS, the marijuana product safety and testing standards will be based on voluntary codes established by industry organizations not independent public health agencies, so could compromise public health for the sake of business; and

NOW, THEREFORE BE IT RESOLVED, the Orange County Board of Education hereby declares an Oppose Position on Proposition 64: Marijuana Legalization in the state of California.

AYES:

NOES:

ABSENT:

STATE OF CALIFORNIA, COUNTY OR ORANGE

I, Linda Lindholm, President of the Board of Education of Orange County, California, hereby certify that the foregoing Resolution was duly and regularly adopted by the said Board at a regular meeting thereof held on the 14th day of September 2016 and passed by a vote of _____.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 14th day of September 2016.

Linda Lindholm, President
Orange County Board of Education