

ResponsiveEd

Board of Directors Meeting

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November 19, 2021

ResponsiveEd

Texas Charters

Board of Directors Meeting

...

November 19, 2021

**NOTICE OF MEETING
RESPONSIVE EDUCATION SOLUTIONS
TEXAS CHARTERS
BOARD OF DIRECTORS
REGULAR MEETING**

Date: November 19, 2021
Time: 10:30 a.m.
Place: Responsive Education Solutions (“ResponsiveEd”) Corporate Offices
1301 Waters Ridge Dr.
Lewisville, TX 75057
Charters: Texas College Preparatory Academies (T)
Premier High Schools (P)

A. Call to Order (Announcement by the President as to the presence of a quorum that the meeting has been duly called, and the notice of the meeting has been posted for the time and in the manner required by law.)

B. Public Comment (Any person who wishes to address the Board during the Public Comment portion of the Agenda must list their name and identify the agenda item on the sign-up sheet provided outside the Board meeting room. The sign-up sheet will remain posted until five (5) minutes prior to the start of the meeting. Each speaker who signs up to address the Board during the Public Comment portion of the agenda may speak for up to (2) minutes. If there are no comments, the Board will proceed to other business. Please be advised that Board Meetings are meetings open to the public, not public meetings.)

C. Presentation of the 2020-2021 Annual Financial Management Report (FIRST)

D. Consent Items

Finance

1. Consider approving the payment of bills from 7/1/2021 – 9/30/2021. (T)(P)
2. Consider approving the 2020-2021 budget amendments. (T)(P)
3. Consider approval to open a new bank account with Regions Bank. (T)(P)

Facilities

4. Consider approving district lease agreements for Texas College Preparatory Academies and Premier High Schools. (T)(P)
5. Consider approving the sale of property located in Denton, Texas. (T)

TEA Governance

6. Consider approving the submission of 2022-2023 and 2023-2024 expansion amendment requests to the TEA for Texas College Preparatory Academies and for Premier High Schools. (T)(P)
7. Consider approving the submission of non-expansion amendments to the TEA for Texas College Preparatory Academies and Premier High Schools revising the charter holder Articles of Incorporation and Bylaws. (T)(P)

8. Consider approving the submission of non-expansion amendments to the TEA for Texas College Preparatory Academies and Premier High Schools to delegate purchasing and and contracting approval authority as specified by board approved policy.(T)(P)
 - 9 Consider approving the submission of waivers for 19 TAC 100.1033(b)(9)(A)(iii). (T)
 10. Consider approving the growth analysis plan required for TEA expansion. (T)(P)
 11. Approve the local remote learning synchronous and asynchronous plans. (T)(P)
- Other**
12. Approve the minutes from the board meeting held on August 27, 2021.
 13. Consider approving district contracts. (T)(P)

E. Separate Items

1. Consider approving the 2020-2021 Annual Financial and Compliance Reports. (T)(P)
2. Consider approving the 2021-2022 budget amendments. (T)(P)
- ~~3. Consider approving renewal of line of credit with Regions Bank. (T)(P)~~
4. Consider approving the purchase, and finance of property located in Bastrop, Texas. (T)

F. Discussion Items

1. Consider the sale of property located in Schertz, Texas. (T)
2. Consider the purchase of property located in DeSoto, Texas. (P)

G. Adjourn

If, during the course of the meeting, discussion of any item on the agenda should be held in a closed meeting, the Board of Trustees will conduct a closed meeting in accordance with the Texas Open Meetings Act, Government Code, Chapter 551, Subchapters D and E. Before any closed meeting is convened, the presiding officer will publicly identify the section or sections of the Act authorizing the closed meeting. All final votes, actions, or decisions will be taken in open meeting.

2020-2021 Annual Financial Management Report (FIRST)

Premier High Schools, 072801
Financial Accountability Report, November 19, 2021
per TAC §109.1005

1) Financial Management Performance Ratings - TAC §109.1005(b)[1] (as established in TAC §109.1002)

2020-21 Financial Accountability Rating - Covering Fiscal Year 2019-2020

Status		Indicator	TEA Indicator Description	Score
P	†1	1	Was the complete annual financial report (AFR) and charter school financial data submitted to TEA within 30 days of the November 27 or January 28 deadline depending on the charter school's fiscal year end date of June 30 or August 31, respectively?	YES
P	†1	2	Was there an unmodified opinion in the AFR on the financial statements as a whole? (The American Institute of Certified Public Accountants (AICPA) defines unmodified opinion. The external independent auditor determines if there was an unmodified opinion.)	YES
	†1	3	Was the charter school in compliance with the payment terms of all debt agreements at fiscal year end? (If the charter school was in default in a prior fiscal year, an exemption applies in following years if the charter school is current on its forbearance or payment plan with the lender and the payments are made on schedule for the fiscal year being rated. Also exempted are technical defaults that are not related to monetary defaults. A technical default is a failure to uphold the terms of a debt covenant, contract, or master promissory note even though payments to the lender, trust, or sinking fund are current. A debt agreement is a legal agreement between a debtor (person, company, etc. that owes money) and their creditors, which includes a plan for paying back the debt.)	YES
P	†1 †2	4	Did the charter school make timely payments to the Teachers Retirement System (TRS), Texas Workforce Commission (TWC), Internal Revenue Service (IRS), and other government agencies?	YES, Ceiling not activated
P	†1 †2	5	Was the total net asset balance in the Statement of Financial Position for the charter school greater than zero? (If the charter school's change of students in membership over 5 years was 7 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 7 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 7 percent increase in 5 years.)	YES, Ceiling not activated
P	†2	6	Was the average change in total net assets over 3 years less than a 25 percent decrease or did the current year total net asset balance exceed 75 days of operational expenditures $[(\text{total expenditures less depreciation})/365] * 75$ days?	Passed
		7	Was the number of days of cash on hand and current investments for the charter school sufficient to cover operating expenses? The calculation will use expenses, excluding depreciation.	10
		8	Was the measure of current assets to current liabilities ratio for the charter school sufficient to cover short-term debt?	10

Status		Indicator	TEA Indicator Description	Score
		9	Did the charter school's revenues equal or exceed expenses, excluding depreciation? If not, was the charter school's number of days of cash on hand greater than or equal to 40 days? The calculation will use expenses, excluding depreciation. For government charter schools, pension expense will be excluded.	5
		10	Did the charter school average less than a 10 percent variance (90%-110%) when comparing budgeted revenues to actual revenues for the last 3 fiscal years?	10
		11	Was the ratio of long-term liabilities to total assets for the charter school sufficient to support long-term solvency? (If the charter school's change of students in membership over 5 years was 7 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 7 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 7 percent increase in 5 years.)	10
		12	Was the debt service coverage ratio sufficient to meet the required debt service?	10
		13	Did the charter school have a debt-to-capitalization percentage that was reasonable for the charter school to continue operating?	5
		14	Was the charter school's administrative cost ratio equal to or less than the threshold ratio?	8
		15	Did the charter school not have a 15 percent decline in the students to staff ratio over 3 years (total enrollment to total staff)? (If the student enrollment did not decrease, the charter school will automatically pass this indicator.)	0
		16	Was the charter school's actual average daily attendance (ADA) within 10 percent of the charter school's annual estimated ADA?	0
	†2	17	Did the comparison of Public Education Information Management System (PEIMS) data to like information in the charter school's AFR result in a total variance of less than 3 percent of all expenses by function?	Passed
	†2	18	Did the external independent auditor report that the AFR was free of any instance(s) of material weaknesses in internal controls over financial reporting and compliance for local, state, or federal funds? (The AICPA defines material weakness.)	Passed
		19	Did the external independent auditor indicate the AFR was free of any instance(s) of material noncompliance for grants, contracts, and laws related to local, state, or federal funds? (The AICPA defines material noncompliance.)	10
		20	Did the charter school post the required financial information on its website in accordance with Government Code, Local Government Code, Texas Education Code, Texas Administrative Code and other statutes, laws and rules that were in effect at the charter school's fiscal year end?	5
	†2	21	Did the charter school serve students that reside within its approved geographic boundaries?	Not being scored
				83 Score*

†1: must pass 1, 2, 3, 4 and 5

†2: ceiling indicator

*Maximum possible points: 100. Rating system was modified by TEA from 2020 FIRST Rating

Rating Issued: B – Above Standard

1) **TAC §109.1001(o)(1)(B)(i): Copy of the Superintendent's Current Employment Contract**

A copy of the superintendent's current employment contract at the time of the School FIRST hearing is to be provided.

2) **TAC §109.1001(o)(1)(B)(ii): Summary Schedule of Superintendent and Board Reimbursements and Credit Card Expenses**

The Charter does not incur expenses for the Superintendent and Board members. These expenses are covered by the non-profit organization and are available upon request.

3) **TAC §109.1001(o)(1)(B)(iii): Summary Schedule of Compensation or Fees Received by Superintendent from Another School District**

*** There is no compensation or fees to report in this section ***

4) **TAC §109.1001(o)(1)(B)(iv): Summary Schedule of Gifts Received by Officers and Board Members of \$250 or More in the Aggregate**

*** There are no gifts to report in this section ***

5) **TAC §109.1001(o)(1)(B)(v): Summary Schedule of Business Transactions with the School District by Board Member**

*** There are no business transactions to report in this section ***

PRIOR YEAR: 2019-20 Financial Accountability Rating - Covering Fiscal Year 2018-2019

Status		Indicator	TEA Indicator Description	Score
P	†1	1	Was the complete annual financial report (AFR) and charter school financial data submitted to TEA within 30 days of the November 27 or January 28 deadline depending on the charter school's fiscal year end date of June 30 or August 31, respectively?	YES
P	†1	2A	Was there an unmodified opinion in the AFR on the financial statements as a whole? (The American Institute of Certified Public Accountants (AICPA) defines unmodified opinion. The external independent auditor determines if there was an unmodified opinion.)	YES
		2B	Did the external independent auditor report that the AFR was free of any instance(s) of material weaknesses in internal controls over financial reporting and compliance for local, state, or federal funds? (The AICPA defines material weakness.)	-
P	†1	3	Was the charter school in compliance with the payment terms of all debt agreements at fiscal year end? (If the charter school was in default in a prior fiscal year, an exemption applies in following years if the charter school is current on its forbearance or payment plan with the lender and the payments are made on schedule for the fiscal year being rated. Also exempted are technical defaults that are not related to monetary defaults. A technical default is a failure to uphold the terms of a debt covenant, contract, or master promissory note even though payments to the lender, trust, or sinking fund are current. A debt agreement is a legal agreement between a debtor (person, company, etc. that owes money) and their creditors, which includes a plan for paying back the debt.)	YES
P	†1	4	Did the charter school make timely payments to the Teachers Retirement System (TRS), Texas Workforce Commission (TWC), Internal Revenue Service (IRS), and other government agencies?	YES
P	†1	5	Was the total net asset balance in the Statement of Financial Position for the charter school greater than zero? (If the charter school's change of students in membership over 5 years was 10 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 10 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 10 percent increase in 5 years.)	YES
		6	Was the number of days of cash on hand and current investments for the charter school sufficient to cover operating expenses? The calculation will use expenses, excluding depreciation. For government charter schools, pension expense will be excluded.	10
		7	Was the measure of current assets to current liabilities ratio for the charter school sufficient to cover short-term debt?	10

Status		Indicator	TEA Indicator Description	Score
		8	Was the ratio of long-term liabilities to total assets for the charter school sufficient to support long-term solvency? (If the charter school's change of students in membership over 5 years was 10 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 10 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 10 percent increase in 5 years.)	10
		9	Did the charter school's revenues equal or exceed expenses, excluding depreciation? If not, was the charter school's number of days of cash on hand greater than or equal to 40 days? The calculation will use expenses, excluding depreciation. For government charter schools, pension expense will be excluded.	10
		10	Was the debt service coverage ratio sufficient to meet the required debt service?	10
		11	Was the charter school's administrative cost ratio equal to or less than the threshold ratio?	6
		12	Did the charter school not have a 15 percent decline in the students to staff ratio over 3 years (total enrollment to total staff)? (If the student enrollment did not decrease, the charter school will automatically pass this indicator.)	0
		13	Did the comparison of Public Education Information Management System (PEIMS) data to like information in the charter school's AFR result in a total variance of less than 3 percent of all expenses by function?	10
		14	Did the external independent auditor indicate the AFR was free of any instance(s) of material noncompliance for grants, contracts, and laws related to local, state, or federal funds? (The AICPA defines material noncompliance.)	10
		15	Did the charter school not receive an adjusted repayment schedule for more than one fiscal year for an over-allocation of Foundation School Program (FSP) funds as a result of a financial hardship?	10
				86 Score*

†1: must pass 1, 3, 4, 5 and 2A

*Maximum possible points: 100. Rating system was modified by TEA from 2015 FIRST Rating

Rating Issued: B – Above Standard

1) **TAC §109.1001(o)(1)(B)(i)**: Copy of the Superintendent's Current Employment Contract

A copy of the Superintendent's current employment contract is available on the website of the Non-Profit Organization.

2) **TAC §109.1001(o)(1)(B)(ii)**: Summary Schedule of Superintendent and Board Reimbursements and Credit Card Expenses

The Charter does not incur expenses for the Superintendent and Board members. These expenses are covered by the non-profit organization and are available upon request.

3) **TAC §109.1001(o)(1)(B)(iii)**: Summary Schedule of Compensation or Fees Received by Superintendent from Another School District

*** There is no compensation or fees to report in this section ***

4) **TAC §109.1001(o)(1)(B)(iv)**: Summary Schedule of Gifts Received by Officers and Board Members of \$250 or More in the Aggregate

*** There are no gifts to report in this section ***

5) **TAC §109.1001(o)(1)(B)(v)**: Summary Schedule of Business Transactions with the School District by Board Member

*** There are no business transactions to report in this section ***

Texas College Preparatory Academies, 221801
Financial Accountability Report, November 19, 2021
per TAC §109.1005

1) Financial Management Performance Ratings - TAC §109.1005(b)(1) (as established in TAC §109.1002)

2020-21 Financial Accountability Rating - Covering Fiscal Year 2019-2020

Status		Indicator	TEA Indicator Description	Score
P	†1	1	Was the complete annual financial report (AFR) and charter school financial data submitted to TEA within 30 days of the November 27 or January 28 deadline depending on the charter school's fiscal year end date of June 30 or August 31, respectively?	YES
P	†1	2	Was there an unmodified opinion in the AFR on the financial statements as a whole? (The American Institute of Certified Public Accountants (AICPA) defines unmodified opinion. The external independent auditor determines if there was an unmodified opinion.)	YES
	†1	3	Was the charter school in compliance with the payment terms of all debt agreements at fiscal year end? (If the charter school was in default in a prior fiscal year, an exemption applies in following years if the charter school is current on its forbearance or payment plan with the lender and the payments are made on schedule for the fiscal year being rated. Also exempted are technical defaults that are not related to monetary defaults. A technical default is a failure to uphold the terms of a debt covenant, contract, or master promissory note even though payments to the lender, trust, or sinking fund are current. A debt agreement is a legal agreement between a debtor (person, company, etc. that owes money) and their creditors, which includes a plan for paying back the debt.)	YES
P	†1 †2	4	Did the charter school make timely payments to the Teachers Retirement System (TRS), Texas Workforce Commission (TWC), Internal Revenue Service (IRS), and other government agencies?	YES, Ceiling not activated
P	†1 †2	5	Was the total net asset balance in the Statement of Financial Position for the charter school greater than zero? (If the charter school's change of students in membership over 5 years was 7 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 7 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 7 percent increase in 5 years.)	YES, Ceiling not activated
P	†2	6	Was the average change in total net assets over 3 years less than a 25 percent decrease or did the current year total net asset balance exceed 75 days of operational expenditures $[(\text{total expenditures less depreciation})/365] \times 75$ days?	Passed
		7	Was the number of days of cash on hand and current investments for the charter school sufficient to cover operating expenses? The calculation will use expenses, excluding depreciation.	10
		8	Was the measure of current assets to current liabilities ratio for the charter school sufficient to cover short-term debt?	10

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		10	Did the charter school average less than a 10 percent variance (90%-110%) when comparing budgeted revenues to actual revenues for the last 3 fiscal years?	10
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		16	Was the charter school's actual average daily attendance (ADA) within 10 percent of the charter school's annual estimated ADA?	5
	†2	17	Did the comparison of Public Education Information Management System (PEIMS) data to like information in the charter school's AFR result in a total variance of less than 3 percent of all expenses by function?	Failed
	†2	18	Did the external independent auditor report that the AFR was free of any instance(s) of material weaknesses in internal controls over financial reporting and compliance for local, state, or federal funds? (The AICPA defines material weakness.)	Passed
		19	Did the external independent auditor indicate the AFR was free of any instance(s) of material noncompliance for grants, contracts, and laws related to local, state, or federal funds? (The AICPA defines material noncompliance.)	10
		20	Did the charter school post the required financial information on its website in accordance with Government Code, Local Government Code, Texas Education Code, Texas Administrative Code and other statutes, laws and rules that were in effect at the charter school's fiscal year end?	5
	†2	21	Did the charter school serve students that reside within its approved geographic boundaries?	Not being scored
				89 Score*

†1: must pass 1, 2, 3, 4 and 5

†2: ceiling indicator

*Maximum possible points: 100. Rating system was modified by TEA from 2020 FIRST Rating

Rating Issued: B – Above Standard

1) **TAC §109.1001(o)(1)(B)(i): Copy of the Superintendent's Current Employment Contract**

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5) **TAC §109.1001(o)(1)(B)(v): Summary Schedule of Business Transactions with the School District by Board Member**

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PRIOR YEAR: 2019-20 Financial Accountability Rating - Covering Fiscal Year 2018-2019

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P	†1	2A	Was there an unmodified opinion in the AFR on the financial statements as a whole? (The American Institute of Certified Public Accountants (AICPA) defines unmodified opinion. The external independent auditor determines if there was an unmodified opinion.)	YES
		2B	Did the external independent auditor report that the AFR was free of any instance(s) of material weaknesses in internal controls over financial reporting and compliance for local, state, or federal funds? (The AICPA defines material weakness.)	-
P	†1	3	Was the charter school in compliance with the payment terms of all debt agreements at fiscal year end? (If the charter school was in default in a prior fiscal year, an exemption applies in following years if the charter school is current on its forbearance or payment plan with the lender and the payments are made on schedule for the fiscal year being rated. Also exempted are technical defaults that are not related to monetary defaults. A technical default is a failure to uphold the terms of a debt covenant, contract, or master promissory note even though payments to the lender, trust, or sinking fund are current. A debt agreement is a legal agreement between a debtor (person, company, etc. that owes money) and their creditors, which includes a plan for paying back the debt.)	YES
P	†1	4	Did the charter school make timely payments to the Teachers Retirement System (TRS), Texas Workforce Commission (TWC), Internal Revenue Service (IRS), and other government agencies?	YES
P	†1	5	Was the total net asset balance in the Statement of Financial Position for the charter school greater than zero? (If the charter school's change of students in membership over 5 years was 10 percent or more, then the charter school passes this indicator.) (New charter schools that have a negative net asset balance will pass this indicator if they have a 10 percent growth in students year over year until it completes its fifth year of operations. After the fifth year of operations, the calculation changes to the 10 percent increase in 5 years.)	YES
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		10	Was the debt service coverage ratio sufficient to meet the required debt service?	10
		11	Was the charter school's administrative cost ratio equal to or less than the threshold ratio?	10
		12	Did the charter school not have a 15 percent decline in the students to staff ratio over 3 years (total enrollment to total staff)? (If the student enrollment did not decrease, the charter school will automatically pass this indicator.)	0
		13	Did the comparison of Public Education Information Management System (PEIMS) data to like information in the charter school's AFR result in a total variance of less than 3 percent of all expenses by function?	10
		14	Did the external independent auditor indicate the AFR was free of any instance(s) of material noncompliance for grants, contracts, and laws related to local, state, or federal funds? (The AICPA defines material noncompliance.)	10
		15	Did the charter school not receive an adjusted repayment schedule for more than one fiscal year for an over-allocation of Foundation School Program (FSP) funds as a result of a financial hardship?	10
				88 Score*

†1: must pass 1, 3, 4, 5 and 2A

*Maximum possible points: 100. Rating system was modified by TEA from 2015 FIRST Rating

Rating Issued: B – Above Standard

1) **TAC §109.1001(o)(1)(B)(i)**: Copy of the Superintendent's Current Employment Contract

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4) **TAC §109.1001(o)(1)(B)(iv)**: Summary Schedule of Gifts Received by Officers and Board Members of \$250 or More in the Aggregate

*** There are no gifts to report in this section ***

5) **TAC §109.1001(o)(1)(B)(v)**: Summary Schedule of Business Transactions with the School District by Board Member

*** There are no business transactions to report in this section ***

Consent Items

1. Payment of Bills

RESPONSIVE EDUCATION SOLUTIONS

PREMIER HIGH SCHOOLS

Check Register

Checks Dated from 7/1/2021 to 9/30/2021

Check Amount Range \$50,000.00 to \$999,999,999.99

Check Date	Check No.	Vendor Key	Vendor Name	Entry Status	Amount
9/24/2021	164202	TEGRITY 000	TEGRITY CONTRACTORS INC	R	504,426.08
8/6/2021	162631	TEGRITY 000	TEGRITY CONTRACTORS INC	R	449,530.46
9/3/2021	163505	TEGRITY 000	TEGRITY CONTRACTORS INC	R	438,789.38
7/23/2021	162196	GPD CONS000	GPD CONSTRUCTION II LLC	R	160,968.82
9/3/2021	163396	EP REMOD000	EP REMODELING SERVICES LLC	R	135,162.50
8/20/2021	163036	TEGRITY 000	TEGRITY CONTRACTORS INC	R	131,386.03
9/17/2021	163938	STAPLES 002	STAPLES INC	R	121,137.98
8/20/2021	162963	GPD CONS000	GPD CONSTRUCTION II LLC	R	114,455.86
7/2/2021	161535	BLUE LEA000	BLUE LEARNING	R	96,993.00
9/3/2021	163345	BLUE LEA000	BLUE LEARNING	R	79,925.04
9/24/2021	164135	FLORIDA 002	FLORIDA VIRTUAL SCHOOL	R	71,358.00
9/10/2021	163560	DTK FACI000	DTK FACILITY SERVICES LLC - SERVICES	R	67,524.24
9/17/2021	163867	GOOGLE L000	GOOGLE LLC	R	67,029.24
8/20/2021	162960	EP REMOD000	EP REMODELING SERVICES LLC	R	64,920.00
9/10/2021	163582	GOOGLE L000	GOOGLE LLC	R	62,242.00
9/17/2021	163854	EP REMOD000	EP REMODELING SERVICES LLC	R	55,748.50
Total Checks:					<u>\$2,621,597.13</u>

RESPONSIVE EDUCATION SOLUTIONS

TEXAS COLLEGE PREPRATORY ACADEMIES

Check Register

Checks Dated from 7/1/2021 to 9/30/2021

Check Amount Range \$50,000.00 to \$999,999,999.99

Check Date	Check No.	Vendor Key	Vendor Name	Entry Status	Amount
7/2/2021	161720	TEGRITY 000	TEGRITY CONTRACTORS INC	R	2,298,315.90
9/3/2021	163505	TEGRITY 000	TEGRITY CONTRACTORS INC	R	1,718,562.20
8/6/2021	162631	TEGRITY 000	TEGRITY CONTRACTORS INC	R	1,513,354.09
7/23/2021	162255	TEGRITY 000	TEGRITY CONTRACTORS INC	R	646,397.15
8/20/2021	163036	TEGRITY 000	TEGRITY CONTRACTORS INC	R	525,252.91
9/10/2021	163560	DTK FACI000	DTK FACILITY SERVICES LLC - SERVICES	R	234,911.41
9/24/2021	164174	PREFERRE000	PREFERRED MEAL SYSTEMS, INC	R	198,103.96
8/27/2021	163141	EDMENTUM000	EDMENTUM INC	R	163,182.43
7/2/2021	161694	SINGAPOR000	SINGAPORE MATH, INC	R	149,960.00
9/17/2021	163938	STAPLES 002	STAPLES INC	R	141,994.93
7/2/2021	161535	BLUE LEA000	BLUE LEARNING	R	135,840.00
7/16/2021	161985	STAPLES 003	STAPLES TECHNOLOGY SOLUTIONS	R	128,745.00
7/16/2021	162013	WORKTEXA000	WORKTEXAS TRAINING CENTER	R	124,724.88
9/10/2021	163661	PREFERRE000	PREFERRED MEAL SYSTEMS, INC	R	123,274.24
7/16/2021	161865	DTK FACI000	DTK FACILITY SERVICES LLC - SERVICES	R	107,027.09
8/9/2021	162684	ELECTRO 001	ELECTRO COOLING SERVICE LLC	R	100,000.00
9/3/2021	163472	STAPLES 002	STAPLES INC	R	99,476.44
7/30/2021	162278	ACCELERA002	ACCELERATE LEARNING, INC.	R	93,894.96
7/30/2021	162461	TXU ENER000	TXU ENERGY	R	87,250.62
9/3/2021	163447	PREFERRE000	PREFERRED MEAL SYSTEMS, INC	R	87,192.97
9/24/2021	164217	TXU ENER000	TXU ENERGY	R	86,144.26
8/27/2021	163065	APEX ALL000	APEX ALLIANCE LLC	R	80,231.34
9/24/2021	164132	EP REMOD000	EP REMODELING SERVICES LLC	R	78,067.46
8/6/2021	162472	ACCELERA002	ACCELERATE LEARNING, INC.	R	77,614.02
9/24/2021	164166	PEACOCK 000	PEACOCK GENERAL CONTRACTOR INC	R	77,582.94
8/20/2021	163044	TXU ENER000	TXU ENERGY	R	75,090.01
9/10/2021	163645	LONE STA002	LONE STAR COLLEGE SYSTEM	R	74,148.82
7/30/2021	162367	EP REMOD000	EP REMODELING SERVICES LLC	R	68,300.00
9/17/2021	163867	GOOGLE L000	GOOGLE LLC	R	67,029.23
7/1/2021	161286	LONE STA002	LONE STAR COLLEGE SYSTEM	R	66,902.70
8/1/2021	162064	LONE STA002	LONE STAR COLLEGE SYSTEM	R	66,902.70
7/30/2021	162350	CORE KNO000	CORE KNOWLEDGE	R	66,898.90
9/3/2021	163468	SINGAPOR000	SINGAPORE MATH, INC	R	64,543.10
9/3/2021	163345	BLUE LEA000	BLUE LEARNING	R	62,895.96
9/10/2021	163582	GOOGLE L000	GOOGLE LLC	R	62,242.01
7/23/2021	162219	METLIFE 000	METLIFE	R	59,985.84
9/24/2021	164197	STEWART 001	THE STEWART ORGANIZATION, INC.	R	58,309.42
8/27/2021	163221	PARENTSQ000	PARENTSQUARE INC	R	58,050.00
7/2/2021	161709	STAPLES 003	STAPLES TECHNOLOGY SOLUTIONS	R	57,802.91
8/6/2021	162606	SCHOOL S000	SCHOOL SPECIALTY LLC	R	56,560.09
9/24/2021	164125	DTK FACI000	DTK FACILITY SERVICES LLC - SERVICES	R	54,670.14
7/23/2021	162261	TEXTBOOK001	TEXTBOOK WAREHOUSE LLC	R	53,075.05
9/24/2021	164202	TEGRITY 000	TEGRITY CONTRACTORS INC	R	52,606.39
7/2/2021	161593	DTK FACI001	DTK FACILITY SERVICES LLC - SUPPLIES	R	51,323.56
9/1/2021	162863	LONE STA002	LONE STAR COLLEGE SYSTEM	R	75,427.70
Total Checks:					<u>\$10,329,865.73</u>

2. 2020-21 Budget Amendments

PREMIER HIGH SCHOOLS
FINAL BUDGET AMENDMENT
FISCAL YEAR 2020-21
November 19, 2021

Object	Description	Current Budget	Budget Amendment	Amended Budget
5700	Local Revenue	\$ 63,476	\$ -	\$ 63,476
5800	State Revenue	\$ 60,332,860	\$ -	\$ 60,332,860
5900	Federal Revenue	\$ 21,673,761	\$ -	\$ 21,673,761
	Net Revenue Budget Increase (Decrease)	<u>\$ 82,070,096</u>	<u>\$ -</u>	<u>\$ 82,070,096</u>

Function	Description	Current Budget	Budget Revision	Adjusted Budget
TO:				
31	Guidance, Counseling, Evaluation Services	\$ 506,601	\$ 48,524	\$ 555,125
53	Data Processing Services	\$ 1,121,570	\$ 111,290	\$ 1,232,860
		\$ 1,628,171	\$ 159,815	\$ 1,787,985
FROM:				
11	Instruction	\$ 43,031,932	\$ (159,815)	\$ 42,872,117
		\$ 43,031,932	\$ (159,815)	\$ 42,872,117
NO CHANGE:				
12	Instructional Resources and Media Services	\$ 39,900	\$ -	\$ 39,900
13	Curriculum and Instructional Staff Development	\$ 4,688,831	\$ -	\$ 4,688,831
21	Instructional Leadership	\$ 1,790,050	\$ -	\$ 1,790,050
23	School Leadership	\$ 9,022,725	\$ -	\$ 9,022,725
32	Social Work Services	\$ 39,900	\$ -	\$ 39,900
33	Health Services	\$ 899,952	\$ -	\$ 899,952
34	Student (Pupil) Transportation	\$ 93,289	\$ -	\$ 93,289
35	Food Services	\$ 1,144,911	\$ -	\$ 1,144,911
36	Extracurricular Activities	\$ 96,998	\$ -	\$ 96,998
41	General Administration	\$ 3,245,134	\$ -	\$ 3,245,134
51	Facilities Maintenance and Operations	\$ 7,873,697	\$ -	\$ 7,873,697
52	Security and Monitoring Services	\$ 901,661	\$ -	\$ 901,661
61	Community Services	\$ 1,025,849	\$ -	\$ 1,025,849
71	Debt Service	\$ 375,943	\$ -	\$ 375,943
81	Fund Raising	\$ 1,560,027	\$ -	\$ 1,560,027
		\$ 32,798,867	\$ -	\$ 32,798,867
	Net Expense Budget Increase (Decrease)	<u>\$ 77,458,969</u>	<u>\$ -</u>	<u>\$ 77,458,969</u>
	Net Surplus (Deficit) Budget Increase (Decrease)	<u>\$ 4,611,127</u>	<u>\$ -</u>	<u>\$ 4,611,127</u>

PREMIER HIGH SCHOOLS
FINAL BUDGET AMENDMENT
FISCAL YEAR 2020-21
November 19, 2021

Notes by Function:

11	Move funds to Guidance, Counseling, & Evaluation Services and Data Processing.	\$ (159,815)
	Total Function 11 Modifications	\$ (159,815)
31	Additional funds for Guidance, Counseling, & Evaluation Services.	\$ 48,524
	Total Function 31 Modifications	\$ 48,524
53	Additional funds for Data Processing Services.	\$ 111,290
	Total Function 53 Modifications	\$ 111,290
Net Expense Budget Increase (Decrease)		\$ -

TEXAS COLLEGE PREPARATORY ACADEMIES

FINAL BUDGET AMENDMENT

FISCAL YEAR 2020-21

November 19, 2021

Object	Description	Current Budget	Budget Amendment	Amended Budget
5700	Local Revenue	\$ 2,414,135	\$ -	\$ 2,414,135
5800	State Revenue	\$ 146,088,926	\$ -	\$ 146,088,926
5900	Federal Revenue	\$ 17,863,591	\$ -	\$ 17,863,591
	Net Revenue Budget Increase (Decrease)	<u>\$ 166,366,652</u>	<u>\$ -</u>	<u>\$ 166,366,652</u>

Function	Description	Current Budget	Budget Revision	Adjusted Budget
TO:				
41	General Administration	\$ 7,075,799	\$ 700,010	\$ 7,775,809
53	Data Processing Services	\$ 2,448,997	\$ 299,280	\$ 2,748,277
		<u>\$ 9,524,796</u>	<u>\$ 999,289.77</u>	<u>\$ 10,524,086</u>
FROM:				
11	Instruction	\$ 95,279,306	\$ (999,290)	\$ 94,280,016
		<u>\$ 95,279,306</u>	<u>\$ (999,290)</u>	<u>\$ 94,280,016</u>
NO CHANGE:				
12	Instructional Resources and Media Services	\$ 58,234	\$ -	\$ 58,234
13	Curriculum and Instructional Staff Development	\$ 6,432,513	\$ -	\$ 6,432,513
21	Instructional Leadership	\$ 3,353,869	\$ -	\$ 3,353,869
23	School Leadership	\$ 15,303,965	\$ -	\$ 15,303,965
31	Guidance, Counseling, Evaluation Services	\$ 749,979	\$ -	\$ 749,979
32	Social Work Services	\$ 38,850	\$ -	\$ 38,850
33	Health Services	\$ 2,263,508	\$ -	\$ 2,263,508
34	Student (Pupil) Transportation	\$ 15,715	\$ -	\$ 15,715
35	Food Services	\$ 3,851,995	\$ -	\$ 3,851,995
36	Extracurricular Activities	\$ 1,257,367	\$ -	\$ 1,257,367
51	Facilities Maintenance and Operations	\$ 13,983,952	\$ -	\$ 13,983,952
52	Security and Monitoring Services	\$ 1,444,997	\$ -	\$ 1,444,997
61	Community Services	\$ 1,279,184	\$ -	\$ 1,279,184
71	Debt Service	\$ 6,390,074	\$ -	\$ 6,390,074
81	Fund Raising	<u>\$ 1,258,959</u>	<u>\$ -</u>	<u>\$ 1,258,959</u>
		<u>\$ 57,683,161</u>	<u>\$ -</u>	<u>\$ 57,683,161</u>
	Net Expense Budget Increase (Decrease)	<u>\$ 162,487,262</u>	<u>\$ 0</u>	<u>\$ 162,487,262</u>
	Net Surplus (Deficit) Budget Increase (Decrease)	<u>\$ 3,879,390</u>	<u>\$ (0)</u>	<u>\$ 3,879,390</u>

TEXAS COLLEGE PREPARATORY ACADEMIES

FINAL BUDGET AMENDMENT

FISCAL YEAR 2020-21

November 19, 2021

Notes by Function:

11	Move funds to General Administration and Data Processing Services.	\$ (999,290)
	Total Function 11 Modifications	\$ (999,290)
41	Additional funds for General Administration.	\$ 700,010
	Total Function 41 Modifications	\$ 700,010
53	Additional funds for Data Processing Services.	\$ 299,280
	Total Function 53 Modifications	\$ 299,280
Net Expense Budget Increase (Decrease)		\$ -

3. New Bank Account

Our increased size has placed limitations on the ability of our current bank, Independent Bank, to provide the level and array of services we want and expect. In 2022, we plan to move our Depository Account from Independent Bank to Regions Bank and will request this change at a future board meeting. In preparation for this change, we are requesting authorization to open an operating and payroll account which will allow us to activate them and prepare our systems for this change.

**RESPONSIVE EDUCATION SOLUTIONS
RESOLUTION TO APPROVE NEW BANK ACCOUNT**

WHEREAS, Responsive Education Solutions (“ResponsiveEd”), a Texas 501(c)(3) nonprofit corporation, seeks to increase the choice of learning opportunities;

THEREFORE, BE IT RESOLVED that the ResponsiveEd Board of Directors (“Board”) approves the opening of a new depository bank account with Regions Bank.

By _____ to _____ majority vote of members of the Board, this resolution was (Check one.) ____ approved ____ disapproved at a lawfully called meeting on November 19, 2021, and as indicated by their signatures below.

Ben Klingenstein, President

Date

Marvin L. Reynolds, D. Ed., Vice President

Date

Kent Sparks, Secretary

Date

Charles Cook

Date

Lance Losey

Date

Joe DeProspero

Date

4. Lease Agreements

Summary of Lease Agreements

1. Premier High School - Lubbock

Address: 5302 Avenue Q, Lubbock, Texas 79412

Landlord: Briercroft Shopping Center LLC

Term: April 1, 2022 - June 30, 2027

Cost: Lease Commencement to 3/31/2022 Zero (\$0) Rent + Zero (\$0) Triple Nets
04/01/2022 - 07/31/2022 \$25,000.00/mo. Gross+ Zero (\$0) NNN
08/01/2022 - 12/31/2024 \$5.50/sf + NNN (\$8,462.21/mo. + NNN)
01/01/2025 -06/30/2027 \$5.75/sf + NNN (\$8,846.85/mo. + NNN)

2. Premier High School - Canyon - 1st Amendment

Address: 3404 4th Avenue, Canyon, Texas 79015- Building A & B

Landlord: Amends tenant's address.

Term: April 1, 2021 - June 30, 2026

Cost: April 1, 2021 - June 30, 2026 - \$6820
July 1, 2026- June 30, 2031- \$5890 +NNN

3. Fallbrook Classical Academy - 1st Amendment

Address: 12512 Walters Road, Houston, Texas 77014

Landlord: Fallbrook Baptist Church

Term: July 1, 2021 – June 30, 2024

Cost: The Base Monthly Rent amount due shall be equal to the greater of:
(a) the per student Average Daily Attendance ("ADA") as documented on the most current Public Education Information Management System ("PEIMS") report, multiplied by Seventy-Seven Dollars (\$77.00) per student;
or
(b) Nineteen Thousand, Two Hundred Fifty Dollars (\$19,250.00).

4. Austin Classical Academy - 5th Amendment

Address: 1504 E. 51st Street, Austin, Texas, 78723

Landlord: Life Family, Inc.

Term: July 1, 2021 - May 31, 2022

Cost: \$15,000 /mo.

5. The Woodlands Classical Academy - 6th Amendment

Address: 3232 College Park Drive, The Woodlands, Texas

Landlord: Lone Star College-University

Term: July 1, 2021 - June 30, 2024

Cost: Base Monthly Rent - \$30,073.51/mo.

5. Sale of Property

Denton

Pennsylvania @ Teasley Lane in Denton, TX

2013: Purchased 10.11 acres for \$1,600,000

2014: Sold 4.38 acres to Lifeline Church for \$1,025,000

Balance of \$575,000 was allocated to the vacant land 5.73 acres

2021: Purchase contract pending for 5.73 acres, \$650,000

6. Expansion

TEA Expansion Amendments

Texas College Preparatory Academies				
Location	Brand	Year Opening	Grade Level	Need For Expansion
Expand Geographic Boundaries		2022-2023		We request to expand our Geographic Boundaries to serve more students in our virtual school program.
iSchool High- Lone Star College - Creekside	iSchool	2022-2023	9-12	Due to the expected growth, ResponsiveEd and Lone Star College are exploring the possibilities of a school partnership at the Lone Star College-Creekside campus. ResponsiveEd has partnered with Lone Star College for the past nine years and launched three Early College High Schools on the Lone Star College Campuses in The Woodlands, Astascosita, and Houston areas.
Austin West	Founders	2022-2023	K-5	ResponsiveEd proposes to launch a Founders Classical Academy in West Austin in August of 2022. Average daily attendance goals will begin at 163 students in grades K - 4 in Year 1 and will increase each year to a maximum ADA of 661 students in grades K - 8 in Year 5.
Allen	Founders	2022-2023	K-12	The population growth in the McKinney- Allen areas has increased by 63% in the last 4 years. We have a strong demand for our Founders Classical Academies as demonstrated by the waiting list at Frisco of 1062 students, and the waiting list at Prosper of 732 students. We propose to open a new Founders Classical Academy in the McKinney- Allen area.
Quest Collegiate Academy K-5 University Park	Quest	2023-2024	K-5	Develop a K-5 Quest elementary that would feed into iSchool Junior High / High School. There is demand in the Houston area for a college preparatory model that focuses on academic mastery while utilizing blended learning. The students at this campus will be preparing to attend one of our iSchool campuses in the Houston area.
North Fort Worth	K-8	2023-2024	K-8	ResponsiveEd will open a new campus serving students in grades K-8; although, it will initially serve students in grades K-2, and 6.
West Houston	Founders	2023-2024	K-12	The Cy-Fair area has seen population growth of more than 55,000 between 2014 and 2018, according to the census. Growth increased by 10.5% over that timeframe, outpacing the rate of growth in both Harris County and the state of Texas, which have growth by 7.8% and 6.9%, respectively. We want to offer families in this area an option for Classical Education

Premier High Schools

Location	Brand	Year Opening	Grade Level	Need For Expansion
Expand Geographic Boundaries		2022-2023		We request to expand our Geographic Boundaries to serve more students in our virtual school program.
Dallas (Desoto)	PHS -CSP I	2022-2023	9-12	Awarded a Federal Charter Schools Program Grant for Replication and Expansion for a dropout recovery school.
Wichita Falls	PHS -CSP II	2022-2023	9-12	Awarded a Federal Charter Schools Program Grant for Replication and Expansion for a dropout recovery school.
Ft. Worth - North	PHS	2022-2023	9-12	With the support of the Fort Worth Education Partnership, ResponsiveEd will serve at-risk youth through a new Premier High School in Fort Worth (grades 9-12).
Wimberley	PHS	2022-2023	6-12	We request to open a new Premier High School to increase the educational opportunities for students in the Wimberly area. We are discussing options with another charter in the area.
Houston #4	PHS	2023-2024	9-12	Awarded a Federal Charter Schools Program Grant for Replication and Expansion for a dropout recovery school.
Longview	PHS	2023-2024	9-12	We request to open a new Premier High School to increase the educational opportunities for students in the Longview area. We have located a former college facility that will allow us to expand into the Longview area.

7. Revision to Articles of Incorporation & Bylaws

RESPONSIVE EDUCATION SOLUTIONS
RESOLUTION TO AMEND THE CORPORATION'S ARTICLES OF
INCORPORATION AND BYLAWS

WHEREAS, the Board desires to modify, by amendment, its current open-enrollment charters, i.e., Premier High Schools and Texas College Preparatory Academies (collectively referred to herein as the “Charters”); and

WHEREAS, the Board desires to modify, by amendment, its articles of incorporation and corporate bylaws incorporated in and made of part of the Charters; and

WHEREAS, 19 Texas Administrative Code § 100.1033(a) states that a charter “may be revised with the consent of the charter holder by written amendment approved by the commissioner of education . . .;” and

WHEREAS, the Texas Business Organizations Code authorizes the corporation’s Board of Directors to amend its bylaws; and

WHEREAS, under 19 Texas Administrative Code § 100.1033(c), the charter holder may request an amendment permitting delegation of certain powers or duties pursuant to 19 Texas Administrative Code § 100.1101(c) to another person; and

WHEREAS, under 19 Texas Administrative Code § 100.1033(c) a charter amendment request must be made in or attached to a written resolution adopted by the governing body of the charter holder and signed by the members voting in favor of it;

NOW, THEREFORE, the Board of Directors of Responsive Education Solutions, the charter-holder of the Charters, at a lawfully called meeting of the Board, held in compliance with the Texas Open Meetings Act, do hereby adopt the following amendments to the Articles of Incorporation and the Bylaws of the corporation;

BE IT HEREBY RESOLVED:

1. That the Articles of Incorporation of Responsive Education Solutions be amended as provided in the proposed revisions to the Articles attached as Exhibit A;
2. That the Bylaws of Responsive Education Solutions be amended as provided in the proposed revisions to the Bylaws attached as Exhibit B;
3. That the charters of Responsive Education Solutions be amended in conformity with the above-mentioned proposed revisions to the Articles of Incorporation and the Bylaws of Responsive Education Solutions;

4. That charter amendment requests be submitted to the Texas Education Agency to effectuate the above-mentioned proposed revisions to the Articles of Incorporation and Bylaws of Responsive Education Solutions.

PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF RESPONSIVE EDUCATION SOLUTIONS ON THIS, THE 19TH DAY OF NOVEMBER 2021.

Ben Klingenstein, President

Date

Marvin L. Reynolds, D. Ed., Vice President

Date

Kent Sparks, Secretary

Date

Charles Cook

Date

Lance Losey

Date

Joe DeProspero

Date

EXHIBIT A

EXHIBIT A

SECOND RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS

The name of the filing entity is Responsive Education Solutions as shown in the current records of the Texas Secretary of State. The filing entity is a Nonprofit Corporation, organized under the Nonprofit Corporations Chapter of the Texas Business Organizations Code (the “Act”). The filing number issued to the filing entity by the Texas Secretary of State is 148606001 and the original date of formation of the filing entity is April 3, 1998.

AMENDMENTS TO CERTIFICATE OF FORMATION

This Second Restated Certificate of Formation makes new amendments to the Restated Certificate of Formation. Each added, altered, or deleted provision is identified below. The full text of each amended provision is contained in the Amended and Restated Certificate of Formation below:

The previous Article I has been amended.

The previous Article II has been amended. The full text of the amended provision is now contained in Article III.

The previous Article III has been deleted.

The previous Article IV has been amended. The full text of the amended provision is now contained in Article V and Article VIII.

The previous Article V has been amended. The full text of the amended provision is now contained in Article VI.

The previous Article VI has been amended. The full text of the amended provision is now contained in Article II.

The previous Article VII has been amended.

The previous Article VIII has been amended. The full text of the amended provision is now contained in Article IV.

The previous Article IX has been amended.

The previous Article X has been amended.

Articles XI, XII, and XIII have been added.

STATEMENT OF APPROVAL

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the Certificate of Formation and the Restated Certificate of Formation have been approved in the manner required by the Code and by the governing documents of the entity.

REQUIRED STATEMENTS

This Second Restated Certificate of Formation, which follows below, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the Restated Certificate of Formation. This Second Restated Certificate of Formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

ARTICLE I

Name

The name of the corporation is ResponsiveEd Texas (the “Corporation”). ResponsiveEd Texas shall have the right to operate under any number of appropriately applied for assumed names.

ARTICLE II

Registered Office and Agent

The address of the registered office of the Corporation is 1301 Waters Ridge Drive, Lewisville, Texas, 75057-6022, and the registered agent at such address is Chris Baumann. The Board of Directors may change the registered office or agent at its discretion.

ARTICLE III

Nonprofit Corporation

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or

making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, exclusively for nonprofit educational purposes. Any of such assets not so disposed of, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Purposes

The Corporation is organized and shall be exclusively operated for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

- (a) To implement educational concepts to enhance the learning experience of students in educational environments and train teachers in the implementation of innovative educational concepts.
- (b) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.
- (c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (d) To promote, encourage, and foster any other similar charitable or educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (e) To exercise all rights and powers conferred by the laws of the State of Texas upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income,

principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in this Second Restated Certificate of Formation and the Bylaws of the Corporation.

- (f) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE VI

Membership

The Corporation shall have no members.

ARTICLE VII

Board of Directors

Power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The Board shall consist of not less than three (3) persons. The number of directors may be increased or decreased by the Board of Directors, by amending this Second Restated Certificate of Formation, or by amending the Bylaws, either of which shall have the same force and effect, provided that the number of directors shall not be less than three (3). As of the adoption of this Second Restated Certificate of Formation, the following are the members of the Board of Directors:

Chuck Cook
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Joe DeProspero
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Ben Klingenstein
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Lance Losey
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Marvin Reynolds
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Kent Sparks
1301 Waters Ridge Drive
Lewisville, Texas, 75057

All future members of the Board of Directors shall be elected in the manner prescribed in the Bylaws.

ARTICLE VIII

POWERS

Except as otherwise provided in this Second Restated Certificate of Formation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE IX

Restrictions, Requirements, and Limitations

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in this Second Restated Certificate of Formation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in this Second Restated Certificate of Formation or state law, the Corporation shall have no power to:

- (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the

Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

- (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.
 - (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
 - (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
 - (5) Have objectives that characterize it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
 - (6) Distribute its assets on dissolution other than for one or more exempt purposes.
 - (7) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
 - (8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation’s primary exempt purposes.
 - (9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation’s charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (b) In the event the Corporation is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X
Indemnification

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required, to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to satisfy this Article.

ARTICLE XI
Construction

All references in this Second Restated Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE XII
Amendment

This Second Restated Certificate of Formation may not be amended in any way without the approval of a majority of the members of the Board of Directors and filing with the Texas Secretary of State.

ARTICLE XIII
Effectiveness of Filing

This document becomes effective when the document is filed by the Texas Secretary of State. The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

SIGNED this ____ day of _____, 2021.

Ben Klingenstein, President

APPROVAL

The undersigned, as Secretary of the Board of the Directors of the Corporation, hereby certifies that this Restated Certificate of Formation was approved by the Corporation's Board of Directors on _____, 2021.

Kent Sparks, Secretary

EXHIBIT B

EXHIBIT B

AMENDED AND RESTATED BYLAWS OF RESPONSIVEED TEXAS

A Texas Nonprofit Corporation

ARTICLE I BOARD OF DIRECTORS

1.01. General Authority

The business of ResponsiveEd Texas (the “Corporation”) shall be managed by a board of directors (“Board”). The powers and duties of the Board in its capacity as the Board for the Charter Schools (defined below), shall be exercised by the Board of the Corporation acting as a body corporate in meetings posted in compliance with the Texas Open Meetings Act (Texas Government Code Chapter 551), including the following powers and duties:

- (a) final authority to hear or decide employee grievances, citizen complaints, or parental concerns;
- (b) final authority to adopt or amend the budget of the open-enrollment charter schools authorized pursuant to the Charter Renewal Contracts for Texas College Preparatory Academies (CDN 221801) and Premier High Schools (CDN 072801) (hereinafter the “Charter Schools”) or to authorize the expenditure or obligation of state funds or the use of public property;
- (c) final authority to direct the disposition or safekeeping of public records, except that the Board of Directors may delegate this function to any person, subject to the Board’s superior right of access to, control over, and possession of such records;
- (d) final authority to adopt policies governing the Charter Schools’ operations; (e) final authority to approve audit reports under Tex. Educ. Code §44.008(d); or
- (f) initial or final authority to select, employ, direct, evaluate, renew, non-renew, terminate, or set compensation for the superintendent, or as applicable, the administrator serving as the education leader or chief executive officer of the Charter Schools.

1.02. Appointment of Directors; Number of Terms

The Board shall appoint directors to vacancies or new Directorships as and when required at any meeting of the Board duly called for such purpose. The number of directors shall not be less than three (3) and otherwise shall be the number determined by the Board from time to time. Any director appointed to hold office after the adoption of these Amended and Restated Bylaws (“Bylaws”) shall hold office for an initial term of two (2) years, with a minimum six (6) month break in service required before a director may serve a subsequent term. Thereafter, each subsequent term held by any director shall be for a term of three (3) years and until his/her

successor is elected or appointed, or unless he/she resigns, dies, becomes incapacitated, or is removed by the Board. Any director holding office prior to the adoption of these Bylaws shall hold office for a term of three (3) years. A director whose term has expired may be appointed to succeed himself/herself. A director may then be reappointed for an unlimited number of terms. A director's term shall not be extended or shortened beyond the term for which the director was appointed by an amendment of these Bylaws or other Board action.

1.03. Removal of Directors

The Board may remove a director, other than the Founder/CEO, with or without cause by an affirmative vote of the majority of the directors of the Board then in office (not merely a quorum), excluding the vote of the director subject to removal. Any director removed by this Section 1.03 shall also be removed as a board officer of the Corporation. The Founder/CEO may only be removed for good cause by an affirmative vote of two-thirds of the directors of the Board then in office (not merely a quorum), excluding the vote of the Founder/CEO. "Good Cause" for the purposes of removal of the Founder/CEO as a director of the Board shall have the same meaning as the Founder/CEO's then current employment contract.

1.04. Resignation of Directors

A director may resign at any time by written notification to the President or Secretary of the Board. The resignation shall take effect at any time specified therein, and if no time is specified, at the time of its receipt. The acceptance of a resignation by the President or Secretary shall not be necessary to make it effective. Any director who is absent without notice to the Board specifying the reason for the absence for more than two (2) consecutive meetings of the Board in any fiscal year shall be deemed to have resigned in accordance with this Section 1.04 of these Bylaws, unless the Board acts affirmatively to retain the director.

1.05. Vacancies

Any vacancy occurring in the Board or any vacancy to be filled by an increase in the number of directors shall be filled by action of the Board unless the Board has determined to reduce the number of directors and for this reason appoints no successor.

1.06. Compensation

Directors as such shall not receive any stated salaries for their services, except that, by resolution of the Board, any director may be reimbursed for reasonable expenses incurred in attending any regular or special meeting of the Board, and may be indemnified for expenses incurred by him/her in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such director, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

1.07. Meetings

Meetings of the Board shall be held at such place and time as designated from time to time by the Board or the Member, and in accordance with state law. Directors shall normally attend meetings of the Board in person. Unless otherwise determined by the Board, regular meetings shall be held as deemed necessary.

Meetings of the Board as the Board for the Charter Schools, shall be conducted in accordance with the provisions of the Texas Education Code and Texas Open Meetings Act, including the following:

(a) Closed Session. The Board may meet in a meeting closed to the public to deliberate on those matters specified in the Texas Open Meetings Act as proper for closed meetings, including but not limited to consultation with attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaint against an employee (unless the student or employee respectively requests an open meeting).

(b) Emergency Meetings. In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.

(c) Meetings Using Videoconference. Meetings may also be conducted by video conference call, provided a presiding officer of the board is present at one location, audio and video is simultaneously available to the participants and the public, and other prerequisites and requirements of the Texas Open Meetings Act are met.

(d) Video and Audio Recording of Meeting. In accordance with the Texas Open Meetings Act, the Corporation shall make a video and audio recording of each regularly scheduled or special called meeting of the Board and shall make the recording available on the Corporation's website not later than seven (7) days after the date of the meeting. The Corporation shall maintain an archived recording of the meeting on the Internet for not less than two (2) years after the date the recording was first made available.

(e) Posting of Notice. At no time shall a quorum of the Board meet to deliberate any issue or business of the Corporation without posting notice of a meeting as set forth in these Bylaws and in accordance with the Texas Open Meetings Act.

1.08. Annual Meeting

An annual meeting of the Board shall be held each year on a date set by the Board. Notice of the annual meeting shall be given in the same manner as a regular meeting.

1.09. Regular Meetings

The Board President, in consultation with the CEO, shall determine the time and place for the holding of regular meetings of the Board and the agenda for such meetings. The agenda shall identify all matters to be presented to and considered by the Board.

1.10. Special Meetings

Special meetings of the Board may be called by or at the request of the CEO, the Board President, or a majority of the Board of Directors then in office (not merely a quorum). The Board President, in consultation with the CEO, shall determine the time and place for the holding of special meetings of the Board. Notice of the special meeting shall be given in the same manner as regular meetings except in cases of emergency meetings, notice of which shall be in accordance with

applicable state law.

1.11. Notice of Meetings; Waiver by Attendance

Notice of all meetings of the Board shall be made in accordance with applicable state law. Notice of regular meetings of the Board is not required to be sent to each director. No later than ten (10) days and no earlier than sixty (60) days (inclusive of the date of the meeting) before the date of any special meeting of the Board, the Secretary of the Board, or any other officer of the Board, shall cause a written notice setting forth the time, place, and purposes of the meeting to be delivered personally, to be sent by facsimile, or by email, or to be deposited in the mail, with postage paid, addressed to each director of record at his/her last address (including email or facsimile number) as it appears in the Corporation's records. Attendance of a director at a meeting constitutes a waiver of notice, unless the director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

1.12. Public Notice of Meetings.

Public notice of all meetings of the Board as the Board of the Charter Schools, and of all committees authorized by the Board in such capacity, shall be given pursuant to and as required by the Texas Open Meetings Act. Pursuant thereto, notice of all meetings of the Board, as the Board of the Charter Schools, except as otherwise permitted by state law or these Bylaws, will be posted as described below at least 72 hours before the time of the meeting.

(a) Posting of Notice. Notice to the public of any meeting shall be posted at the administrative offices of the Charter Schools in a location convenient to the public at least 72 hours before the time of such meeting.

(b) Emergency Notice. Emergency meetings as allowed under the Texas Open Meetings Act may be posted up to one (1) hour before such a meeting. At such an emergency meeting, the Board may only address the matter requiring the emergency action. The notice must identify the nature of the emergency and the urgent public necessity requiring emergency action.

(c) Internet Posting. Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Charter School's internet website, if any, concurrently with the notice posted at the administrative offices of the Charter Schools as described above in subsection (a).

(d) Closed Session. The agenda shall clearly state whether the Board intends to convene in a closed session, and shall identify separately each matter to be deliberated by the Board of Directors in the closed session and whether the Board of Directors may take action on any such matter upon returning to the open session of the meeting. The Secretary shall note the times in the open session that the Board of Director convenes to and adjourns from the closed session.

1.13. Quorum

The Board President must be present at a meeting in order for a quorum to be determined unless the Board President has died, is incapacitated, or has waived this requirement as evidenced in writing. In addition, unless otherwise specified in these Bylaws, a majority of the total number of directors of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further

notice.

1.14. Action Taken at Meetings

Any business may be transacted, and any corporate action taken, that has been properly placed on an agenda at any annual, regular, or special meeting of the Board at which a quorum is present and which has received, except as otherwise provided by law or these Bylaws: (i) the vote of a majority of a quorum of the directors, and (ii) the affirmative vote of the Board President in order to pass. Business shall not require the affirmative vote of the Board President in order to pass if the Board President has been removed as an officer of the Board. Voting on all questions may be by voice vote. A roll call vote on any motion or resolution may be requested by any director. In the event of a tie-vote, the vote of the Board President shall be the tie-breaking vote in order to avoid deadlock.

1.15. Resolutions and Minutes

All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in the corporate records.

1.16. Fundamental Actions Requiring Greater Vote

In accordance with Section 22.164 of the Texas Business Organization Code, the following actions of the Board are fundamental actions that shall require the affirmative vote of the majority of directors of the Board then in office:

- (a) amendment of a certificate of formation,
- (b) voluntary winding up under Chapter 11,
- (c) a revocation of a voluntary decision to wind up under Chapter 11.151,
- (d) a cancellation of an event requiring winding up under Chapter 11.152
- (e) a reinstatement under Section 11.202,
- (f) a distribution plan under Section 22.305,
- (g) a plan of merger under Subchapter F,
- (h) a sale of all or substantially all of the assets of the Corporation,
- (i) a plan of conversion under Subchapter F, or
- (j) a plan of exchange under Subchapter F.

ARTICLE II OFFICERS

2.01. Officers

The officers of the Board shall be a President, a Vice-President, and a Secretary, and such other officers that the Board may from time to time appoint.

2.02. Election, Term and Vacancies

Officers shall be appointed by the Board each year at the annual meeting or at any other meeting of the Board called for such purposes, and each officer shall serve for a three (3) year term and until his/her successor is elected. Any board officer may be appointed by the Board to succeed

himself/herself. The Board shall elect a person to fill any vacancy that occurs in any Board office to fulfill the unexpired duration of the term.

2.03. Removal

Any officer may be removed by the Board with or without cause, at any time by the affirmative vote of the Board whenever in its judgment the best interest of the Corporation would be served thereby.

2.04. President

The President of the Board of Directors shall preside at all meetings of the Board. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board to so act, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board by these Bylaws or by statute to some other officer, employee, or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

2.05. Vice-President

In the absence of the President or in the event of his/her absence, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions on the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

2.06. Secretary

The Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

ARTICLE III COMMITTEES

3.01. Generally

Designated committees may be established by the Board to perform the duties and functions assigned or delegated in furtherance of Board objectives and as permitted by applicable law. Any committee may include one or more directors from the Board. The Board or its designee will appoint the members, officers, or others to committee positions. The rules of procedure of any committee may be set by the Board. Any committee may be abolished, or any committee member removed, for any reason and at any time by majority vote of a quorum of the Board of the Corporation at a duly called and noticed meeting.

3.02. Notice

Written notice of the time, place, and agenda of all committee meetings will be given by the

committee chair in the same manner as notices given for regular Board meetings. Each committee will keep and deliver a copy of minutes of its proceedings to the Secretary of the Board and will report briefly on its activities at each Board meeting where scheduled.

ARTICLE IV CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

4.01. Contracts

The Board may authorize any officer or administrator of the Corporation to execute and deliver any contract or instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

4.02. Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or administrator, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Secretary of the Corporation.

4.03. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select and in accordance with applicable law.

4.04. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. The Board may refuse any gift if it deems such refusal to be in the best interest of the Corporation.

4.05. Disposition of Assets Upon Dissolution

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. 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 any member, director, or officer of the Corporation. On liquidation or dissolution, all properties, assets, and obligations will be distributed or paid over to an organization dedicated to charitable and educational purposes that is tax-exempt pursuant to Internal Revenue Code Section 501(c)(3) as amended, or as otherwise required by state and federal law.

ARTICLE V MISCELLANEOUS

5.01. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board. All such records will be made available for inspection as required by applicable law. Upon leaving office, each Director, officer or agent of the Corporation shall also transfer to the President or Secretary or his or designee, any information that is written, produced, collected, assembled, or maintained in connection with the transaction of official business of the Charter Schools, and located on any device (including without limitation, a personal cell phone device).

5.02. Annual Reports

In addition to such other reports and information as may be required by the Texas Education Code and the interpretive administrative regulations, and the Texas Business Organization Code, the Board of Directors shall have the financial and programmatic operations of the Charter Schools audited annually by a certified public accountant licensed by the Texas State Board of Public Accountancy and registered as a provider of public accounting services, and the Board shall review, approve and file a copy of the annual audit report with the Texas Education Agency (TEA) no later than 150 days after the end of the fiscal year for which the audit is made.

5.03. Fiscal Year

The Board may select the fiscal year of the Corporation, subject to the requirements of any applicable law that might define the fiscal year. The fiscal year of the Corporation shall end on June 30th of each year.

5.04. Corporate Seal

The Board may adopt a corporate seal in such form as it deems appropriate.

5.05. Indemnification

- a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for criminal acts, gross negligence, bad faith or willful misconduct in the performance of his duty to the corporation except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- b. The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create presumption that:

- (i) the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation or (ii) the person had reasonable cause to believe that his/her conduct was unlawful.
- c. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this section.
- d. The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- e. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this section.
- f. Indemnification under this section is subject to any and all prohibitions, restrictions and limitations imposed by law.

ARTICLE VI CONFLICTS OF INTEREST

6.01. Ethics, and Conflict of Interest and Nepotism Policy.

The Corporation and the Board shall comply with the Ethics, Conflict of Interest, and Nepotism Policy attached hereto and incorporated herein by reference as **Exhibit A** to these Bylaws.

6.02. Affiliated Transactions

An otherwise valid and enforceable contract or transaction between the Corporation and one or more directors or officers, directly or indirectly, shall not be void or voidable if any one of the following conditions is satisfied:

- a. the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the Board of Directors, and the Board in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of the majority of the disinterested directors; or
- b. the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board of Directors.

Interested directors may be included in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction. The interested director shall have an opportunity to address the Board prior to the discussion and vote by the Board without the interested director's presence. In accordance with Texas law and Commissioner of Education rule, a transaction with a current or former Director or officer of the Corporation, who served within 5 years of the transaction, may require an independent appraisal, audit and prior notice to the Texas Education Agency for review and approval prior to entering into such a transaction.

6.03. Loans

No loans or grants will be made by the Corporation to its directors, officers, employees, or committee members. Directors who vote for or assent to, and any officer who participates in, the making of a loan to a director or officer will jointly and severally be liable to the Corporation for the amount of the loan until it is repaid.

6.04. Independent Compensation Committee

As necessary, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. No disqualified person (as defined in the Internal Revenue Code and related regulations) or control person shall serve on this committee. The committee shall be elected by a vote of the Board of Directors. The Independent Compensation Committee shall recommend the compensation of all disqualified employees' compensation in writing to the Board of Directors. In doing so, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information.

ARTICLE VII AMENDMENTS; COMPLIANCE WITH LAWS

7.01. Power to Amend Bylaws

These Bylaws may be amended, repealed, or added to, or new Bylaws may be adopted, by the same action that is required for all decisions of the Board.

7.02. Interpretation and Compliance with Laws

These Bylaws are subject to and governed by, and should be read to comply with, any applicable federal or state laws and regulations applicable to the Corporation and the Certificate of Formation of the Corporation and any amendments thereto, including without limitation the charter contracts with the State of Texas for the Charter Schools.

ADOPTED this ____th day of ____, 2021.

By: _____
Name: Ben Klingenstein
Title: President of the Board of Directors

CERTIFICATION

The undersigned, as Secretary of the Board of the Corporation, hereby certifies that these Bylaws were adopted and made effective by the Board of the Corporation at a meeting held on November_, 2021.

By: _____

Name: Kent Sparks

Title: Secretary of the Board of Directors

Attachment A to the ResponsiveEd Texas Bylaws

Ethics, Conflict of Interest and Nepotism Policy

Preamble

The Board of Directors (collectively, the “Board” or the “Directors,” and individually a “Director”) of ResponsiveEd Texas (the “Corporation” or “ResponsiveEd Texas”) is committed to maintaining the highest legal and ethical standards in the conduct of the business of the Corporation, and to protecting the integrity and reputation of the school campuses operated under Premier High Schools and Texas College Preparatory Academies (the “Schools”), the Board, and all ResponsiveEd Texas employees, volunteers, and programs.

The Directors and Officers (as defined below) shall exercise their duties honestly, in good faith, and with a high standard of diligence and care. Accordingly, the Directors and Officers shall ensure that they (1) do not compromise their independence of judgment, (2) preserve confidence and trust in the organization and the Board, and (3) protect and fulfill the mission of ResponsiveEd Texas. As such, this Policy will assist Directors and Officers as they identify actual or potential conflicts of interest, and with a procedure to address conflicts which may arise.

SEC. 1.7.1. ETHICAL PRINCIPLES.

Sec. 1.7.1.1. Personal and Professional Integrity.

Directors and Officers shall conduct themselves in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest, as set forth below.

Sec. 1.7.1.2. Financial Stewardship.

As a tax-exempt public charity, ResponsiveEd Texas shall expend funds and record those expenditures in a manner that advances the charitable and educational mission and objectives of ResponsiveEd Texas, and not the private interests of Directors or Officers.

Sec. 1.7.1.3. Public Accountability.

ResponsiveEd Texas shall provide comprehensive and timely information in accordance with applicable state and federal law, and shall be responsive to reasonable requests for information about its activities. Additionally, informational data about ResponsiveEd Texas, such as IRS Form 990, audited financial statements and Annual Financial and Compliance Report, shall be made available to the public in accordance with applicable state and federal law.

Sec. 1.7.1.4. Accuracy and Retention of Records.

ResponsiveEd Texas will create and maintain records that satisfy operational and legal requirements, including federal, state and local laws.

Sec. 1.7.1.5. Political Activities.

As a 501(c)(3) tax-exempt public charity, ResponsiveEd Texas shall not engage in political activities. Directors and Officers shall not use their relationship with ResponsiveEd Texas to promote or oppose

political candidates or parties, or to create the appearance that ResponsiveEd Texas endorses or opposes a political candidate or party for elected office.

Sec. 1.7.1.6. Endorsements and Use of the ResponsiveEd Texas or its Schools Name and Affiliation.

ResponsiveEd Texas and the Schools' names, logos, marks, letterhead, or other intellectual property may not be used by any person to endorse or gain support for a cause without prior authorization in writing from the Directors.

Sec. 1.7.1.7. Questions, Concerns or Reports of Violations.

Should a Director or Officer believe a colleague is violating the obligations or expectations of this Policy, or is otherwise acting in an illegal or unethical manner, it is his or her duty to report the matter to the President of the Board of Directors, or the Superintendent, as appropriate.

SEC. 1.7.2. CONFLICTS OF INTEREST.

Sec. 1.7.2.1. Statement on State Law.

ResponsiveEd Texas and its Officers and Directors shall comply with state law governing conflicts of interest among charter school and charter holder board members and officers, as described in Chapter 12 of the Texas Education Code, and 19 TAC §§ 100.1131–100.1135, including, but not limited to the following:

Sec. 1.7.2.1.1. Employees Serving on the Board

- (1) Directors and Officers of ResponsiveEd Texas shall comply with Local Government Code, Chapter 171 in the manner provided by the conflict of interest provisions described in 19 TAC §§ 100.1131–100.1135. (*See below.*)
- (2) Officers of ResponsiveEd Texas are defined by the Commissioner of Education to be persons charged with the duties of, or acting as a Superintendent, a Central Administration Officer, a Campus Administration Officer, or a Business Manager, regardless of whether the person is an employee or contractor of the charter holder, the school, a management company, or any other person; or a volunteer working under the direction of the charter holder, the school, or a management company. A charter holder employee or independent contractor engaged solely in non-charter activities for the charter holder is not an “officer” of ResponsiveEd Texas.
- (3) The Superintendent is a person (or persons) directly responsible to the governing body of the charter holder for supervising one or more Central Administration Officers, Campus Administration Officers, and/or Business Managers.
- (4) A Central Administration Officer for is a person charged with the duties of, or acting as, a Chief Operating Officer, Director, or assistant Director of ResponsiveEd Texas, including one or more of the following functions:
 - (A) assuming administrative responsibility and leadership for the planning, operation, supervision, or evaluation of the education programs, services, or facilities of the Board, for

- appraising the performance of the ResponsiveEd Texas staff;
 - (B) assuming administrative authority or responsibility for the assignment or evaluation of any of the personnel of ResponsiveEd Texas, including those employed by a management company;
 - (C) making recommendations to the Board or to ResponsiveEd Texas regarding the selection of personnel, including those employed by a management company;
 - (D) recommending the termination, non-renewal, or suspension of an employee or officer of ResponsiveEd Texas, including those employed by a management company; or recommending the termination, non-renewal, suspension, or other action affecting a management contract;
 - (E) managing the day-to-day operations of ResponsiveEd Texas, as its administrative manager;
 - (F) preparing or submitting a proposed budget to the charter holder or charter school (except for developing budgets for a School campus, if this is a function performed by a Campus Administration Officer under the terms of the open-enrollment charter);
 - (G) preparing recommendations for policies to be adopted by the Board, or overseeing the implementation of adopted policies, except for legal services provided by an attorney licensed to practice law in this state, or public accountancy services provided by a certified public accountant licensed to practice public accountancy in this state;
 - (H) developing, or causing to be developed, appropriate administrative regulations to implement policies established by the Board, except for legal services provided by an attorney licensed to practice law in this state, or public accountancy services provided by a certified public accountant licensed to practice public accountancy in this state;
 - (I) providing leadership for the attainment of student performance in the ResponsiveEd Texas Schools based on the indicators adopted under TEC §§ 39.053–39.054; or
 - (J) organizing the central administration of ResponsiveEd Texas.
- (5) A Campus Administration Officer for ResponsiveEd Texas is a person charged with the duties of, or acting as, a principal or assistant principal of a charter school campus, including one or more of the following functions:
- (A) approving teacher or staff appointments for a charter school campus, unless this function is performed by a Central Administration Officer under the terms of the open-enrollment charter;
 - (B) setting specific education objectives for a charter school campus, unless this function is performed by a Central Administration Officer under the terms of the open-enrollment charter;
 - (C) developing budgets for a School campus, unless this function is performed by a Central Administration Officer under the terms of the open-enrollment charter;
 - (D) assuming the administrative responsibility or instructional leadership, under the supervision

of a Central Administration Officer, for discipline at a charter campus;

(E) assigning, evaluating, or promoting personnel assigned to a charter school campus, unless this function is performed by a Central Administration Officer under the terms of the open-enrollment charter; or

(F) recommending to a Central Administration Officer the termination or suspension of an employee assigned to a charter school campus, or recommending the non-renewal of the term contract of such an employee.

(6) A Business Manager is a person charged with managing the finances of ResponsiveEd Texas.

(7) **Also Excluded from the Board.** Except as otherwise provided by law, a person who receives “compensation or remuneration” (as defined by law and herein) from the Corporation holding the open-enrollment charter may not serve on the Board, with the following exceptions:

(A) If each charter school operated by the charter holder has received a satisfactory accountability rating, as defined by applicable law, for at least two of the preceding three school years, ResponsiveEd Texas employees may serve on the Board, as described below, and as provided by law.

(B) If the charter holder has operated at least one charter school which reported attendance that occurred prior to September 2, 2001, but no charter school operated by the charter holder has received a sufficient number of substantive ratings to determine whether it has received a satisfactory rating for at least two of the preceding three school years, then ResponsiveEd Texas employees may serve on the governing body of the charter holder, as provided by law.

(C) An employee may serve as a Director if: (i) only employees of the charter school, and not employees of the charter holder, serve on the Board; (ii) the compensation or remuneration received by that Director is limited to salary, bonuses, benefits, or other compensation received pursuant to the employment relationship with ResponsiveEd Texas; (iii) ResponsiveEd Texas employees do not constitute a quorum of the Board or any committee of the Board; and (iv) all employees serving on the Board comply with all applicable conflict of interest provisions required by law.

Sec. 1.7.2.1.2. Conflicts Requiring an Affidavit and Abstention from Voting

The following circumstances shall be deemed a Conflict of Interest (as defined below), and the Director or Officer shall, in addition to the procedures set forth in Section 1.7.2.3 (Conflict of Interest Procedures), take the following action:

(1) If a Director or Officer has a substantial interest in a business entity or in real property, the Director or Officer shall file, before a vote, decision, or other action on any matter involving the business entity or the real property, an affidavit stating the nature and extent of the interest, and shall abstain from further participation in the matter if:

(A) In the case of a substantial interest in a business entity, the vote, decision, or other action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public; or

(B) In the case of a substantial interest in real property, it is reasonably foreseeable that a vote,

decision, or other action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public.

- (2) The affidavit described above is filed with the Secretary of the Board of Directors.
- (3) The Director or Officer filing the affidavit shall abstain from further participation in the matter requiring the affidavit. A Director or Officer filing the affidavit shall abstain from further participation in the matter requiring the affidavit unless a majority of the Board is composed of persons who are likewise required to file, and who do file affidavits of similar interests on the same official action.

Sec. 1.7.2.1.3. Separate Vote on Budget Item

The Directors shall take a separate vote on any budget item specifically dedicated to a contract with a business entity in which a Director has a substantial interest. Abstention is required, except as provided above and in 19 TAC § 100.1133(c), otherwise the affected Director may not participate in that separate vote. The affected Director may vote on a final budget if: (1) the affected Director has complied with the above-stated requirements; and (2) the matter in which the affected Director is concerned has been resolved.

Sec. 1.7.2.2. Statement on Federal Law.

ResponsiveEd Texas and its Officers and Directors shall comply with the federal regulations regarding private benefit and excess benefit transactions as described in Section 4958 of the Internal Revenue Code and 26 CFR § 53.4958 (the “federal tax rules”) when it is contemplating entering into a transaction or arrangement that may benefit the private interest of a Director or Officer or other individual deemed to be a disqualified person under the federal tax rules. A “disqualified person” includes Directors and Officers, and any person who is in a position to exercise substantial influence over the affairs of the corporation. A “disqualified person” includes Family (as defined below) of the disqualified person.

Sec. 1.7.2.2.1. Interested Person

Any Director or Officer, employee, or member of a committee with powers delegated by the Board who has a direct or indirect Interest, as defined below, is an “Interested Person.”

- (1) A person has an “Interest” if the person has, directly or indirectly, through business, investment, or Family:
 - (A) an ownership or investment interest, directly or indirectly, in any entity with which ResponsiveEd Texas has a transaction or arrangement;
 - (B) a compensation arrangement with ResponsiveEd Texas, or with any entity or individual with which ResponsiveEd Texas has a transaction or arrangement; or
 - (C) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ResponsiveEd Texas is negotiating a transaction or arrangement.
- (2) “Compensation” is defined to include direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

- (3) A person has an “Interest” if the person has a substantial interest in a business entity or a substantial interest in real property as described in Section 1.7.2.1.2 above.

Sec. 1.7.2.2.2. Interested Person with Conflict of Interest

An Interested Person shall have a Conflict of Interest (as defined below) only if the Board or the appropriate committee determines that a Conflict of Interest exists in accordance with the procedures set forth below.

Sec. 1.7.2.3. Conflict of Interest Procedures

Sec. 1.7.2.3.1. Duty of Prior Disclosure

In connection with any actual or potential conflict of interest, an Interested Person shall disclose the existence of the Interest in writing to the Board as soon as he or she has knowledge of it, and the Board shall give such Interested Person the opportunity to disclose all material facts related thereto to the Board or designated committee considering the proposed transaction or arrangement. Such written disclosure shall be made part of and set forth in the Board minutes. In any event, the disclosure of any actual or potential conflict of interest by an Interested Person should occur prior to any consideration of the proposed transaction by the Board.

- (1) **Transaction Not Subject to Board Action.** An Interested Person with any actual or potential conflict of interest with respect to a transaction or arrangement that is not the subject of Board action shall disclose to the President of the Board or Superintendent, any such Interest. Such disclosure shall be made as soon as the Interest is known to the Interested Person.
- (2) **Untimely Disclosure.** If an Interested Person fails to disclose the Interest before the Board acts on a transaction as to which a Director has an Interest, then the Interested Person shall promptly submit a written statement to the Board setting forth all material facts regarding the Interest, along with an explanation concerning the untimely nature of the notice.
- (3) **Failure to Disclose.** If the Board has reasonable cause to believe that an Interested Person failed to disclose an Interest, the Board shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. After hearing the Interested Person’s explanation, and conducting such investigation as may be warranted under the circumstances, the Board may determine that the Interested Person failed to disclose an actual Conflict of Interest. In such event, the Board shall vote on the appropriate corrective action.

Sec. 1.7.2.3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the Interest and all material facts related thereto, the Interested Person *shall leave the meeting of the Board or designated committee while a determination is made by disinterested Directors as to whether a conflict of interest (“Conflict of Interest”) exists.* No Director shall vote on any matter in which he or she has a Conflict of Interest.

Sec. 1.7.2.3.3. Vote by Disinterested Directors

- (1) **Nonparticipation of Directors with Conflict.** A Director who has a Conflict of Interest shall neither vote nor participate in, nor be permitted to hear the Board’s discussion of the matter,

except to disclose material facts and to respond to questions. Such Director shall not attempt to exert his or her influence with respect to the matter, either before, during, or outside of the Board meeting.

- (2) **Action by Disinterested Directors.** If the Board concludes that a Conflict of Interest exists, the Board shall determine by voting whether the transaction should be authorized, approved or ratified. The vote shall be conducted as follows:

(A) Except as otherwise permitted by law, Directors with a Conflict of Interest shall leave the room in which the meeting is conducted.

(B) Except as otherwise allowed by law, and as set forth in Section 1.7.2.1.2(3), a majority of the disinterested Directors, without regard to any quorum requirement, must vote affirmatively for the transaction to be authorized, approved or ratified. However, a transaction cannot be authorized, approved or ratified by a single Director.

- (3) **Vote Not Disallowed by Presence of Directors with a Conflict.** The presence of, or a vote cast by, a Director with a Conflict of Interest in a transaction does not affect the validity of a vote regarding the transaction if the transaction is otherwise authorized, approved or ratified, as prescribed herein.

- (4) **Circumstances in Which Comparability Data is Necessary.** If the transaction involves compensation for services of a Director, an Officer, or other individual deemed to be a disqualified person (as defined above) under the federal tax rules, or if the transaction involves the transfer of property or other benefit to a Director, Officer, or other individual deemed to be a disqualified person under the federal tax rules, the disinterested Directors or committee must determine that the value of the economic benefit provided by ResponsiveEd Texas Texas to the Interested Person or Persons does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data ("Comparability Data").

(A) When considering the comparability of compensation for example, the relevant data which the Board or committee may consider includes, but is not limited to, the following: (i) compensation levels paid by similarly-situated schools; (ii) the availability of similar services within the same geographic area; (iii) current compensation surveys compiled by independent firms; and (iv) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as compensation, the relevant factors include but are not limited to: (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

(B) Based on the Comparability Data, the Board or committee shall determine, by a majority vote of the disinterested Directors or committee members, whether the transaction or arrangement is fair and reasonable to ResponsiveEd Texas. In conformity with the above determination, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

(C) If such a transaction or arrangement is approved by the Board or committee, the Comparability Data and the approval shall be made part of the Board minutes in accordance with Section 1.7.2.3.4 (**Documentation**) below.

Sec. 1.7.2.3.4. Documentation

The Board Secretary shall keep accurate minutes reporting:

- (1) **Interest Disclosed; Determination of Conflict of Interest.** That the Interested Person(s) disclosed the Interest and the Board determined whether a Conflict of Interest exists. The minutes should include:
 - (A) The name(s) of the person(s) who disclosed or otherwise were found to have an Interest in connection with an actual or possible conflict of interest, the nature of the Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's or committee's decision as to whether a Conflict of Interest in fact existed.
 - (B) The names of the persons who were present for discussions and votes relating to the Conflict of Interest, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
 - (C) A completed Affidavit of Abstention complying with Local Government Code Chapter 171 and 19 TAC §§ 100.1131-1134..
- (2) **Nonparticipation of Directors with Conflict.** That the Director or Directors with an Interest or a Conflict of Interest left the room and did not participate in the determination of whether a Conflict of Interest exists or the vote regarding the transaction or arrangement;
- (3) **Comparability Data.** The Comparability Data considered and relied upon by the Board in its consideration of the transaction or arrangement; and
- (4) **Vote of Disinterested Directors.** That the remaining disinterested Directors reviewed the Transaction and voted upon it, and the result of their vote.

Sec. 1.7.2.4. Compensation.

- (1) A Director who receives compensation, directly or indirectly, from ResponsiveEd Texas for services is precluded from voting on matters pertaining to that Director's compensation.
- (2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ResponsiveEd Texas for services is precluded from voting on matters pertaining to that member's compensation.
- (3) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ResponsiveEd Texas either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (4) Except with respect to Board decisions regarding a *bona fide* class or category of employees pursuant to Government Code § 573.062(b), a voting member of the Board or any committee whose jurisdiction includes compensation matters is precluded from voting on personnel matters (including matters related to compensation) concerning a person related within the third degree by consanguinity or within the second degree by affinity (as defined below and as specified by Government Code § 573.002).

Sec. 1.7.2.5. Definitions.

The following terms shall have the following meaning:

- (1) **Director or Officer.** A member of the governing body of a charter holder, a member of the governing body of a charter school, or an officer of a charter school. An officer means a person charged with the duties of, or acting as, a Superintendent, a Central Administration Officer, a Campus Administration Officer, or a Business Manager, regardless of whether the person is an employee or contractor of a charter holder, charter school, management company, or any other person; or a volunteer working under the direction of a charter holder, charter school, or management company. A charter holder employee or independent contractor engaged solely in non-charter activities for the charter holder is not an “officer of a charter school.” 19 TAC §100.1001(16).
- (2) **Business entity.** A sole proprietorship, partnership, firm, corporation, holding company, joint-stock company, receivership, trust, agency, political subdivision, or any other entity recognized by law.
- (3) **Substantial interest in Business Entity.** A person has a substantial interest in a business entity if:
(1) the person owns 10% or more of the voting stock or shares of the business entity or owns either 10% or more or \$15,000 or more of the fair market value of the business entity; or (2) funds received by the person from the business entity exceed 10% of the person’s gross income for the previous year.
- (4) **Substantial interest in real estate.** A person has a substantial interest in real estate, if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.
- (5) **Substantial interest through a relative or family member.** A Director or Officer is considered to have a substantial interest if a person related to the Director or Officer within the third degree by consanguinity or the third degree by affinity (as defined below) has a substantial interest under **Sec. 1.6.2.5(iii)** above. 19 TAC § 100.1132(d).
- (6) **Family.** Family means a disqualified person’s spouse, siblings, spouses of siblings, ancestors, children, grandchildren, great grandchildren, and spouses of children, grandchildren, and great grandchildren.

SEC. 1.7.3. NEPOTISM.

Sec. 1.7.3.1. Nepotism Generally Prohibited.

A Director or Officer may not hire, select, appoint, confirm the appointment of, or vote for the hiring, selection, appointment, or confirmation of an individual who is to be directly or indirectly compensated from public funds or fees of office, if:

- (1) The person is related to the Director or Officer by consanguinity (blood) within the third degree or by affinity (marriage) within the second degree (as defined below); or
- (2) The Director or Officer holds the appointment or confirmation authority as a member of a local board and the person is related to another member of the Board by blood or marriage within a

prohibited degree. Government Code §§ 573.002, 573.041.

Sec. 1.7.3.2. Independent Contractors.

The nepotism law governs the hiring of an individual, whether the individual is hired as an employee or as an independent contractor.

Sec. 1.7.3.3. Payment to Prohibited Person.

A Director or Officer may not approve an account or draw or authorize the drawing of a warrant or order to pay the compensation of an ineligible person if the Director or Officer knows the person is ineligible. Government Code § 573.083; 19 TAC § 100.1116.

Sec. 1.7.3.4. Relation by Consanguinity.

Two persons are related to each other by consanguinity (blood) if one is a descendant of the other or if they share a common ancestor. An adopted child is considered to be a child of the adoptive parents for this purpose. Government Code § 573.022.

Sec. 1.7.3.5. Third Degree of Consanguinity.

An individual's relatives within the third degree by consanguinity are the individual's:

- (1) Parent or child (first degree);
- (2) Brother, sister, grandparent, or grandchild (second degree); and
- (3) Great-grandparent, great-grandchild, aunt or uncle (who is a sibling of a parent of the person), nephew or niece (who is a child of a brother or sister of the person) (third degree). Government Code 573.023.

Note: There is no distinction under the nepotism statute between half-blood and full-blood relations. Thus, half-blood relationships fall within the same degree as those of the full blood. *See* Exhibit B.

Sec. 1.7.3.6. Relation by Affinity.

Two persons are related to each other by affinity (marriage) if they are married to each other, or if the spouse of one of the persons is related by consanguinity to the other person. The ending of a marriage by divorce, or the death of a spouse ends relationships by affinity created by that marriage unless a child of the marriage is living, in which case the marriage is considered to continue as long as a child of that marriage lives. This provision applies to a Board member or Officer only until the youngest child of the marriage reaches the age of 21 years. Government Code § 573.024.

Sec. 1.7.3.7. First Degree of Affinity.

A husband and wife are related to each other in the first degree by affinity. For other relationships, the degree of affinity is the same as the degree of the underlying relationship by consanguinity. For example, if two persons are related to each other in the second degree by consanguinity, the spouse of one of the

persons is related to the other person in the second degree by affinity.

Sec. 1.7.3.8. Second Degree of Affinity.

If two individuals are related to each other in the second degree by consanguinity, the spouse of one of the individuals is related to the other individual in the second degree by affinity.

Sec. 1.7.3.9. Third Degree of Affinity.

An individual's relatives within the third degree of affinity are:

- (1) Anyone related by consanguinity to the person's spouse within the first or second degree; and
- (2) The spouse of anyone related to the person by consanguinity within the first or second degree. Government Code § 573.025.

Sec. 1.7.3.10. Existing Employees/Continuous Employment.

The nepotism prohibitions do not apply to the appointment of a person to a position if the person is employed in the position immediately before the election or appointment of the Director or Officer to whom the person is related in a prohibited degree, and that prior employment is continuous for at least:

- (1) Thirty days, if the Director or Officer is appointed; or
- (2) Six months, if the Director or Officer is elected. Government Code § 573.062(a).
- (3) A person who was not restricted or prohibited under Education Code 12.1055 as it existed before September 1, 2013, from being employed by ResponsiveEd Texas and who was employed by ResponsiveEd Texas before September 1, 2013, is considered to have been in continuous employment as provided by Government Code § 573.062(a), and is not prohibited from continuing employment with ResponsiveEd Texas. Education Code § 12.1055(d).

Sec. 1.7.3.11. Continuous Employment Exception.

For purposes of calculating the appropriate date for the applicability of the continuous-employment exception, a superintendent with final authority to select personnel is an appointed Director or officer. *Atty. Gen. Op. GA-177 (2004)*. If an employee continues in a position under this exception, the Director or Officer to whom the employee is related in a prohibited degree may not participate in any deliberation or voting on the appointment, reappointment, employment, reemployment, change in status, compensation, or dismissal of the employee, if the action applies only to the employee and is not taken regarding a *bona fide* class or category of employees. Government Code § 573.062(b). A "change in status" includes a reassignment within an organization, whether or not a change in salary level accompanies the reassignment. *Atty. Gen. Op. JC-193 (2000)*. For an action to be "taken with respect to a *bona fide* category of employees," the officeholder's action must be based on objective criteria, which do not allow for the preference or discretion of the officeholder. *Atty. Gen. Op. DM-46 (1991)*.

The nepotism prohibitions do not apply to appointment or employment of a substitute teacher. Government Code § 573.061.

Sec. 1.7.3.12. Retired Teachers.

A teacher who has retired from a full-time, certified teacher position has broken his or her employment with ResponsiveEd Texas, and does not qualify for the continuous employment exception to the nepotism laws. *Atty. Gen. Op. JC-442 (2001)*.

Sec. 1.7.3.13. Trading Prohibited.

A Director or Officer may not hire, select, appoint, confirm the appointment of, or vote for the hiring, selection, appointment, or confirmation of an individual to a charter position in which the individual's services are under the Director or Officer's direction or control if:

- (1) The person is related to another Director or Officer within the prohibited degree; and
- (2) The appointment would be carried out, in whole or in partial consideration for the other Director or Officer's hiring, selecting, appointing, confirming, or voting for an individual who is related to the first Director or Officer within a prohibited degree. Government Code § 573.044.

Sec. 1.7.3.14. Source of Funding Irrelevant.

The rules against nepotism apply to employees paid with public funds, regardless of the source of those funds. Thus, the rules apply in the case of a teacher paid with funds from a federal grant. *Atty. Gen. L.A. No. 80 (1974)*.

Sec. 1.7.3.15. Nepotism Exceptions.

The nepotism exceptions described in 19 TAC § 100.1115 also apply. Notwithstanding an exception, a Director or Officer related in a prohibited degree may not participate in any deliberation or voting on the appointment, reappointment, or confirmation of same, employment, reemployment, change in status, compensation, or dismissal of an individual, unless the action is taken regarding a *bona fide* class or category of employees.

Sec. 1.7.3.16. Enforcement of Nepotism Prohibitions.

In accordance with state law, a Director or Officer who violates the nepotism regulations shall be removed from office by the Board of Directors. A failure to remove is a material charter violation.

- (1) Removal must be in accordance with the Articles and Bylaws of the Corporation and in accordance with the terms of the charter and other state and federal law.
- (2) A Director or Officer violating the nepotism laws may also be removed by the Attorney General and may be subject to criminal and other penalties.

Sec. 1.7.3.17. Delegation of Hiring Authority.

The Board may delegate final authority to select ResponsiveEd Texas personnel to the Superintendent, Human Resources Director, or other designated Officer.

If such authority is designated to the Superintendent, the Superintendent is a "public official" for purposes of Chapter 573, Government Code, with respect to a decision made under that delegation of authority. Education Code § 11.1513(f). As such, if the Superintendent has been delegated final authority to select

ResponsiveEd Texas personnel, the Superintendent may not hire, select, appoint, confirm the appointment of, or vote for the hiring, selection, appointment, or confirmation of an individual who is to be directly or indirectly compensated from public funds or fees of office, if:

- (1) The person is related to the Superintendent by consanguinity (blood) within the third degree or by affinity (marriage) within the second degree; or
- (2) The person is related to a Board member by blood or marriage within a prohibited degree. Government Code §§ 573.002, 573.041.

An individual who is related to the Superintendent within the relevant level or consanguinity (blood) or by affinity (marriage) and was employed by ResponsiveEd Texas before September 1, 2013 is considered to have been in continuous employment as provided by Government Code § 573.062(a), and is not prohibited from continuing employment with ResponsiveEd Texas.

Notwithstanding the above, each Director remains subject to Chapter 573, Government Code with respect to all ResponsiveEd Texas employees. Education Code §§ 11.1513(f), 12.1055.

SEC. 1.7.4. CONFIDENTIALITY.

Sec. 1.7.4.1. No Improper Disclosure.

A Director and Officer shall exercise care not to disclose Confidential Information. Confidential Information is information deemed confidential by law, and any information not generally known or publicly available, or that ResponsiveEd Texas maintains as confidential, proprietary, restricted, or otherwise as not to be disclosed generally, and any information that the Board or ResponsiveEd Texas otherwise determines or deems as Confidential Information.

Sec. 1.7.4.2. No Use of Information for Personal Benefit.

A Director shall not use ResponsiveEd Texas property, Confidential Information, or the status of his or her position to solicit business for others, or in any other manner obtain a private financial, social or political benefit.

SEC. 1.7.5. DISCLOSURE AND ANNUAL REVIEW.

Sec. 1.7.5.1. New Directors and Officers.

Each new Director and Officer shall review a copy of this Policy and shall complete the Annual Statement of Disclosure and Compliance.

Sec. 1.7.5.2. Periodic Review.

To ensure that ResponsiveEd Texas operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (i) whether compensation arrangements and benefits are reasonable based on competent survey information, and are the result of arm's length bargaining; (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to ResponsiveEd Texas's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in

inurement, impermissible private benefit or in an excess benefit transaction.

Sec. 1.7.5.3. Annual Review.

Each Director and Officer shall annually complete the Annual Statement of Disclosure and Compliance. The Board shall treat completed Annual Statements of Disclosure and Compliance as Confidential Information.

Sec. 1.7.5.4. Applicable Law.

This Policy is supplemental to and does not replace federal, state or local laws governing conflicts of interest applicable to charter schools and charitable organizations. When in conflict, the applicable law shall control.

8. Purchasing & Contracting Authority

**RESPONSIVE EDUCATION SOLUTIONS
RESOLUTION TO DELEGATION PURCHASING AND CONTRACTING AUTHORITY BY
BOARD POLICY**

WHEREAS, the Board desires to modify, by amendment, its current open-enrollment charters, i.e., Premier High Schools and Texas College Preparatory Academies (collectively referred to herein as the “Charters”); and

WHEREAS, the Board desires to delegate by board approved policy, purchasing and contracting authority as specified in board approved policy for the Charters;

WHEREAS, 19 Texas Administrative Code § 100.1033(a) states that a Charter “may be revised with the consent of the charter holder by written amendment approved by the commissioner of education ...;” and

WHEREAS, 19 Texas Administrative Code § 100.1033(b)(14) states that a delegation amendment "permits a charter holder to delegate, pursuant to § 100.1101(c)...the powers or duties of the governing body of the charter holder to any other person or entity...;" and

WHEREAS, under 19 Texas Administrative Code § 100.1033(c) a charter amendment request must be made in or attached to a written resolution adopted by the governing body of the charter holder and signed by the members voting in favor of it; and

NOW, THEREFORE, the Board of Directors of Responsive Education Solutions, the charter holder of the Charters, at a lawfully called meeting of the Board, held in compliance with the Texas Open Meetings Act, do hereby ratify and adopt the following Resolutions:

BE IT HEREBY RESOLVED THAT:

1. Purchasing and contracting authority shall be delegated according to board approved policy and as specified in the board approved policy attached as Exhibit A;
2. That the Charters of Responsive Education Solutions be amended in conformity with the above-mentioned proposed delegation in accordance with board approved policy; and
3. That charter amendment requests be submitted to the Texas Education Agency to effectuate the above-mentioned delegation of authority in accordance with

**PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF
DIRECTORS OF RESPONSIVE EDUCATION SOLUTIONS ON THE 19th DAY OF
NOVEMBER 2021.**

Ben Klingenstein, President

Marvin L. Reynolds, D. Ed., Vice President

Kent Sparks, Secretary

Charles Cook

Lance Losey

Joe DeProspero

9. Waiver

TEXAS COLLEGE PREPARATORY ACADEMIES
RESOLUTION TO WAIVE 19 TAC §100.1033(b)(9)(A)(iii)

WHEREAS, Responsive Education Solutions (“ResponsiveEd”), a Texas 501(c)(3) nonprofit corporation, is the charter holder for Texas College Preparatory Academies (“TCPA”);

WHEREAS, Board of Directors of TCPA (“Board”) seeks to increase the choice of learning opportunities for students;

THEREFORE, BE IT RESOLVED that the ResponsiveEd Board of Directors (“Board”) of the Texas College Preparatory Academies charter district requests a waiver of 19 TAC §100.1033(b)(9)(A)(iii), *“the most recent district rating for the charter school is “academically acceptable” and the most recent campus rating for at least 90% of the campuses operated under the charter school is “academically acceptable” as defined by §100.1001(26) of this title;”* in order to submit an expansion amendment to add a campus or campuses.

By _____ to _____ majority vote of members of the Board, this resolution was (Check one.) ___ approved ___ disapproved at a lawfully called meeting on November 19, 2021, and as indicated by their signatures below.

Ben Klingenstein, President

Date

Marvin L. Reynolds, D. Ed., Vice President

Date

Kent Sparks, Secretary

Date

Charles Cook

Date

Lance Losey

Date

Joe DeProspero

Date

10. Growth Analysis Plan

11. Local Remote Learning Plans

ResponsiveEd®

Synchronous and Asynchronous Plan – PHS

Under SB 15, a school in the Premier High School District may decide to provide a local remote learning option for a limited number of students. If so, Local Remote Learning may be delivered via synchronous instruction, asynchronous instruction, or a combination.

Grade level(s) for which District may offer Local Remote Learning option:
<input checked="" type="checkbox"/> 7 <input checked="" type="checkbox"/> 8 <input checked="" type="checkbox"/> 9 <input checked="" type="checkbox"/> 10 <input checked="" type="checkbox"/> 11 <input checked="" type="checkbox"/> 12

Instructional Schedule: Description of the structure of your synchronous and asynchronous schedule.

9-12 grade students will interact with core content areas regularly throughout the week, similar to how they would if attending at a “Brick and Mortar” setting. Blocks of instructional time will be approximately 1 hour, allowing specific schools some flexibility to adjust scheduling based on student needs, teacher loads, and class offerings. Dedicated time within each block will be given to synchronous instruction, asynchronous follow up and independent study, small group support, and one-on-one tutoring. Learning breaks will be built into the day to account for lunch, recess (where applicable), and independent study/practice. Schools will communicate a weekly schedule with grade-specific content and learning expectations to be completed. Both synchronous & asynchronous instruction will be included in the weekly schedules. Example schedules are shown below.

Sample Daily Schedule

	Monday	Tuesday	Wednesday	Thursday	Friday
8:30 am	Daily Class Meeting and Weekly Goals	Daily Class Meeting and Weekly Goals	Daily Class Meeting and Weekly Goals	Daily Class Meeting and Weekly Goals	Daily Class Meeting and Weekly Goals
9:00 am	Math // CTE	ELA // CTE	Math // CTE	ELA // CTE	Math // CTE
9:30 am	Independent Study and 1:1	Independent Study and 1:1	Independent Study and 1:1	Independent Study and 1:1	Independent Study and 1:1

10:00 am Session 2	ELA // CTE	Math // CTE	ELA // CTE	Math // CTE	ELA // CTE
10:30 am	Independent Study Student Support Unit Testing	Independent Study Student Support Unit Testing	Independent Study Student Support Unit Testing	Independent Study Student Support Unit Testing	Independent Study Student Support Unit Testing
11:30 am	Teacher Office hours: Connect with At-home learners - Daily Goal Review; Student progress, 1-on-1 support/tutoring	Teacher Office hours: Connect with At-home learners - Daily Goal Review; Student progress, 1-on-1 support/tutoring	Teacher Office hours: Connect with At-home learners - Daily Goal Review; Student progress, 1-on-1 support/tutoring	Teacher Office hours: Connect with At-home learners - Daily Goal Review; Student progress, 1-on-1 support/tutoring	Teacher Office hours: Connect with At-home learners - Daily Goal Review; Student progress, 1-on-1 support/tutoring
11:00-12:30 am	Independent Study Student Support Makeup ELA/Math Unit Testing	Independent Study Student Support Makeup ELA/Math Unit Testing	Independent Study Student Support Makeup ELA/Math Unit Testing	Independent Study Student Support Makeup ELA/Math Unit Testing	Independent Study Student Support Makeup ELA/Math Unit Testing

All schools choosing to offer a Local Remote Learning option will be required to do so in accordance with the district's synchronous and asynchronous plans, committing to a minimum of 240 minutes of daily learning across all subjects for grades 9-12.

Student eligibility for Local Remote Learning

Student was In-person (more than 50%) during the 2020-21 School Year

- The student earned a C or higher in each of the core subjects (mathematics, science, ELAR, and social studies) taken during the 2020-21 School Year
- The student achieved satisfactory performance on each STAAR/EOC assessment taken during the 2020-21 School Year

Student was Remote or Virtual (more than 50%) during the 2020-21 School Year

- The student earned a C or higher in each of the core subjects (mathematics, science, ELAR, and social studies) taken during the 2020-21 School Year
- The student achieved satisfactory performance on each STAAR/EOC assessment taken during the 2020-21 School Year
- The student had 10 percent or fewer unexcused absences during the preceding school year in total for all instructional methods offered, (on-campus, remote synchronous and remote asynchronous).

A student's continued eligibility for Local Remote Learning will be dependent upon attendance and academic performance.

Local Remote Learning students must:

- Agree to be online at the scheduled attendance taking time.
- Commit daily to 240 minutes of learning and associated school work.
- Interact daily with the instructor via virtual meeting, email, or phone conversation.
- Set academic goals to be reviewed at the start and end of every week.
- Complete and submit all work by agreed upon dates.
- Complete all assessments associated with the curriculum and state requirements.

Program Considerations

Considerations	Explanation
What are the expectations for daily student interaction with academic content?	<p>Students are expected to have daily interactions with the academic content. Teachers will work directly with each student to identify weekly goals and review schedules for synchronous, recorded, and supplemental support available by day and subject. Student goals will include details on subject matter, resources, support videos and/or materials, scheduled times for live instruction, and pages to be completed in paper-based independent study.</p> <p>Asynchronous learners will work at a minimum pace established and monitored by the teacher, with an opportunity to work ahead with the support and approval of the teacher. Additionally, asynchronous learners may prioritize subject completion so long as the student is able to keep up with their studies in all content areas. This will be at the discretion of the teacher and may be subject to the student's ability to complete work at a mastery performance level.</p> <p>Students will follow a class schedule similar to what they would experience if attending school in person. Some in-class sessions may be recorded and posted online so that students who were unable to attend the live session will be able to view the lesson at their determination. Asynchronous learners will be required to turn in all assignments by the due dates.</p>
How will you ensure all student groups and grade levels will have the opportunity to engage in approx. a full day of academic content every day?	<p>All student expectations for learning are detailed in the student's goal sheet, collaboratively determined with the teacher. Specific student work will vary based on a specific student's remaining graduation requirements, but grade level learning will parallel expectations students would receive in a "Brick and Mortar" setting. Each weekly goal sheet will detail subject matter, assignments, projects, and/or work completion requirements. Asynchronous learners will complete either paper-based or online assignments during each instructional day. Teachers will monitor progress towards completion of units with an emphasis on mastery. Communication may include both synchronous & asynchronous engagements. The teacher's focus during those times will be to check for learning, completion of work, progress and pace, and offer tutoring/support/enrichment.</p>
What are the expectations for teacher/student interactions?	<p>Teachers will interact with students daily.</p> <p>Teachers will evaluate student progress during daily interactions.</p> <p>Teachers will gauge quality of learning, completion of work, pace, and progress through content during daily interactions</p> <p>Teachers may schedule follow-up calls, tutoring, or other forms of remediation/support based on the daily interaction.</p> <p>Weekly schedules will promote synchronous and asynchronous learning via the Sample schedule provided. Asynchronous learning schedules will include daily opportunities for students to interact with their teacher by way of synchronous learning periods, calls, text exchanges, and teacher office hours.</p>

<p>How will teacher/student interactions be differentiated for students with additional learning needs?</p>	<p>Learning periods allow for individual and small group instruction, as well as time for teachers to connect with at-home learners. A teacher is responsible for coordinating their at-home contacts based on the synchronous needs for 1-on-1 and individual support while live student-teacher interaction is occurring. Once synchronous learning is complete, students may proceed to follow-up independent work while the teacher makes contact with asynchronous learners. Additionally, teachers have daily built-in office hours that they may use to provide individual contact with specific students who require additional learning opportunities. Teachers will also coordinate supplemental assistance with other educational professionals to ensure all student needs are met. And, as with ‘Brick and Mortar’ instruction, teachers will adapt/adjust/alter learning plans as they deem appropriate.</p> <p>The learning periods are designed to allow teachers to differentiate learning opportunities and activities to meet the needs of gifted and advanced learners, as well as support other learners with remediation, supplemental instruction, and/or tutoring.</p>
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Curricular Material: List of possible Synchronous and Asynchronous materials that may be used with students. All materials listed are TEKS aligned.

Subject/ Course	Instructional Materials	Progress Monitoring and Assessment	What resources are included to support students with disabilities?	What resources are included to support ELs?
<p>Math Instructional Materials (7-12)</p>	<p>Bright Thinker Study Island</p>	<p>Quizzes and assessment</p> <p>Ongoing diagnostic analytics</p> <p>End of unit assessments</p>	<p>Differentiation supports are embedded within the curriculum.</p> <p>Accommodations and/or modifications are identified in the student’s individualized education plan (IEP).</p> <p>Related services for SPED, 504, and dyslexia students are continued and coordinated between teacher and specialist.</p>	<p>ESL teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance with the practices in “Brick and Mortar” settings, ESL teachers will continue to monitor student well-being associated with their LPAC goals and objectives.</p> <p>Additional resources include: 9 -12: FEV tutor</p>
<p>ELA Instructional Materials (7-12)</p>	<p>Bright Thinker Study Island No Red Ink (9-12)</p>	<p>Quizzes and assessment</p> <p>Ongoing diagnostic analytics</p> <p>End of unit assessments</p>	<p>Differentiation supports are embedded within the curriculum.</p> <p>Accommodations and/or modifications are identified in the student’s individualized education plan (IEP).</p> <p>Related services for SPED, 504, and dyslexia students are continued and coordinated between teacher and specialist.</p>	<p>ESL teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance with the practices in “Brick and Mortar” settings, ESL teachers will continue to monitor student well-being associated with their LPAC goals and objectives.</p> <p>Additional resources include: 9 -12: FEV tutor</p>

ResponsiveEd – Local Remote Learning Plan - PREMIER HIGH SCHOOLS

Science Instructional Materials (7-12)	Bright Thinker Study Island	Quizzes and assessment Ongoing diagnostic analytics End of unit assessments	Differentiation supports are embedded within the curriculum. Accommodations and/or modifications are identified in the student's individualized education plan (IEP). Related services for SPED, 504, and dyslexia students are continued and coordinated between teacher and specialist.	ESL teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance with the practices in "Brick and Mortar" settings, ESL teachers will continue to monitor student well-being associated with their LPAC goals and objectives. Additional resources include: 9 -12: FEV tutor
Social Studies Instructional Materials (7-12)	Bright Thinker Study Island	Quizzes and assessment Ongoing diagnostic analytics End of unit assessments	Differentiation supports are embedded within the curriculum. Accommodations and/or modifications are identified in the student's individualized education plan (IEP). Related services for SPED, 504, and dyslexia students are continued and coordinated between teacher and specialist.	ESL teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance with the practices in "Brick and Mortar" settings, ESL teachers will continue to monitor student well-being associated with their LPAC goals and objectives. Additional resources include: 9 -12: FEV tutor

Please note: StudyIsland is an online program that is easy to use in a remote setting. It will not need to be adapted for use in an asynchronous environment. All printable materials will be adapted for use through the weekly goals sheets collaboratively determined by students with teachers.

BrightThinker requires no adaptation for asynchronous learning due to its' independent study design.

Additionally: Khan Academy (all subjects 7-12) are promoted for at-home support for students and families.

<p>How will materials be designed or will be adapted for synchronous and asynchronous instruction, ensuring coherence and retention of knowledge?</p>	<p>ResponsiveEd already utilizes an Independent Study Curriculum that is TEKS aligned, called BrightThinker. The pedagogy of Bright Thinker’s highly successful precision mastery-based model informs and creates a perfect environment for personalized learning. Each unit ensures high-quality education experiences for students in grades 7-12. With both online and printed materials in core and elective subjects, BrightThinker is available to students with or without internet connectivity. It is TEKS aligned and utilized successfully in many schools across Texas.</p> <p>7-12 curriculum, work packets, and asynchronous supports may include Texas Home Learning Phase 3.0 resources (depending on availability at the time of school opening).</p> <p>Weekly goals sheets will detail the subject matter, corresponding pages to review and complete, and provide resources for independent learning. Teachers will use the existing curriculum and may supplement asynchronous learning with additional materials and content.</p> <p>As with “Brick and Mortar” instruction, student learning for special populations will include collaboration with Special Education and English Language Learner teachers. These specialists will continue to provide guidance and support to students.</p>
<p>What additional supports (in addition to resources listed above) will be provided for students with disabilities and ELs?</p>	<p>Special Education Special education teachers and other special ed staff will continue to provide services as outlined in each student’s IEP. SPED teachers will work with general education teachers to modify and coordinate schedules so that students benefit from synchronous learning opportunities while still receiving their supplemental services. All staff will follow the COVID guidelines for masks, shields, distancing, and sanitization for in-person interactions, and employ tech supported exchanges with students when applicable.</p> <p>Special education teachers are expected to continuously monitor students’ progress in both synchronous and asynchronous learning environments in order to determine adjustments/revisions/changes to instructional methodologies. In accordance with their practices in “Brick and Mortar” settings, special education teachers and other special ed staff will continue to monitor student well-being associated with their IEP goals and objectives.</p> <p>ESL ESL teachers will continue to provide services as outlined in each student’s LPAC. ESL teachers will work with homeroom teachers to modify and coordinate schedules so that students benefit from synchronous learning opportunities while still receiving their supplemental services. All staff will follow the COVID guidelines for masks, shields, distancing, and sanitization for in-person interactions, and employ tech supported exchanges with students when applicable.</p>

Attendance

- Schools are required to set a standard time for taking daily attendance, based on the specific attendance routines already in place at individual schools.
- Schools are required to provide at least 240 instructional minutes for a full day of attendance, or 120 instructional minutes for a half-day of attendance.
- The daily instructional minutes need not be consecutive.

Student Progress: Tracking student engagement and progress in the synchronous/asynchronous environment.

Component from Rubric	Explanation
What is the expectation for daily student engagement?	<p>Students are expected to engage daily in learning as outlined in the weekly schedule. Additionally, teachers may require specific students to participate during scheduled office hours, or a student may take advantage of small group/ individual tutoring at the end of every learning block. Ultimately, every student is expected to demonstrate mastery of the content detailed each week. Student engagement will ultimately be evident in each students' ability to demonstrate proficiency through completion of work, successful assessments, and/or the teacher's review of the student's progress during their daily check-ins.</p>
What is the system for tracking daily student engagement?	<p>Student engagement will be tracked daily through (1) daily participation in synchronous learning, (2) submission of work completion and assignments, (3) teacher contact with asynchronous learners, and (4) assessment of mastery.</p> <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities as outlined in their weekly schedule. 2. Completed work, assignments, and/or other demonstrations of learning will be submitted for feedback. A student's demonstration of effort will be an indicator of their engagement. 3. Teachers will make regular contact with asynchronous learners to monitor progress, answer questions, provide support, and ensure student pace, work completion, and mastery. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and at the completion of each unit. Successful demonstration of content mastery will be an indicator of their engagement. <p>Student engagement will be documented in the District LMS.</p>
How are the expectations for daily student engagement consistent with progress that would occur in an on- campus environment?	<p>Student engagement is consistent with on-campus expectations in 4 ways: (1) daily participation in learning, (2) work completion, (3) teacher interaction, and (4) assessment of mastery.</p> <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities similarly to daily school attendance requirements. 2. Students are expected to complete all assigned work similar to given in-class and homework assignments. 3. Students are expected to interact with teachers (at student or teacher's initiation) similar to interactions in a traditional class setting. 4. Students will be expected to demonstrate mastery on all assignments, quizzes, tests, etc., similar to in-school requirements.

<p>What is the system for tracking student academic progress?</p>	<p>Student Academic Progress will be tracked through: (1) daily participation in synchronous learning where time for practice and assessment are prioritized within every learning block, (2) submission of work completion and assignments, (3) teacher contact with asynchronous learners to review work completion, progress, and support needed, and (4) formal assessment of mastery.</p> <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities as outlined in their weekly schedule. There is time during each learning block for student practice and informal teacher assessment. 2. Completed work, assignments, and/or other demonstrations of learning will be submitted for feedback. Teachers will grade student work and keep track of proficiency in gradebook. 3. Teachers will make regular contact with asynchronous learners to monitor progress, answer questions, provide support, and ensure student pace, work completion, and mastery. Asynchronous learners will submit work in accordance with expectations for all other students. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and upon completion of each unit. Teachers will grade student assessments and record in the gradebook.
<p>What is the system for providing regular (at least weekly) feedback to all students on progress?</p>	<p>Students may receive feedback in any or all of 5 primary ways: (1) daily feedback during synchronous learning blocks where time for practice and assessment are prioritized within every hour, (2) weekly grading of submitted work and assignments, (3) daily teacher contact with asynchronous learners to give feedback on work completion and progress, (4) grading formal assessment of mastery (as appropriate), and (5) throughout student-teacher discussions during office hours or tutoring blocks.</p> <ol style="list-style-type: none"> 1. Students may receive individual feedback during synchronous learning opportunities (each learning block has time dedicated to student practice and informal assessment, where teachers are able to work in small groups and individually with students). 2. Students may receive feedback on completed work, assignments, and/or other demonstrations of learning. Teachers will grade student work and provide feedback similar to how they would in “Brick and Mortar” settings. 3. Teachers may provide feedback during regular contact with asynchronous learners. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and upon completion of each unit. Teachers will provide feedback based on each student’s level of achievement. 5. Teachers will hold office hours where students may interact with teachers, providing individual feedback on performance and learning. Tutoring blocks may be added to the weekly schedule in order to meet the ongoing needs of small groups of students.

Implementation: Supports for educators and families to implement effective remote synchronous/asynchronous instruction.

PHS provides ongoing and continuous professional development on a variety of topics every year. The emergence of remote learning has resulted in additional training to help facilitate effective instruction via tech supported platforms.

Component from Rubric	Explanation
<p>How will both initial and ongoing, job-embedded educator development opportunities occur?</p>	<p>The district’s teaching force spans generations, bringing both experience and enthusiasm. Expectedly, a teacher’s tech savviness does not necessarily correlate to their age or skill. Like professionals in any industry, teachers come with a mixed set of abilities and knowledge beyond their professional expertise.</p> <p>Given that, we offer a range of training to help bridge tech gaps for teachers both familiar and unfamiliar with the practices associated with teaching remotely.</p>

	<p>LMS: Teachers may receive training in our Learning Management System, detailing the options for student contact, gradebook, and work submission. Both synchronous and asynchronous learners can access the LMS through a variety of devices.</p> <p>Video platforms: Teachers may receive training on Google Meets, Zoom, or another video platform for which synchronous learning may take place. Understanding how to effectively use the features and functionality increases engagement, and ultimately learning. The district uses the Google platform for email and calendar, so Meets is a natural part of the suite. However, Zoom has become more prevalent based on the perceived likability and usability.</p> <p>The district employs Content Directors in every core subject. They provide school-specific professional development based on a school's improvement plan. They will work with Campus Directors to identify and provide ongoing professional development throughout the year.</p>
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Sample educator professional development schedule:

Name/Date/Location	Brand	Campus	Audience	Notes
Buzz Training	PHS	ALL	All Campus Administrators, those who will need to edit content and Teachers	LMS training
ESL Coordinator Training	PHS	ALL	ESL Coordinators from all Campuses	Education for August start Meeting student needs with remote and hybrid Synchronous & Asynchronous learning
New Campus Director Training	PHS	ALL	All New Campus Leaders who have not yet received Training	Leadership and instruction for August start Synchronous & Asynchronous learning
New/Returning Secretary Training	PHS	ALL	New and Returning Secretaries from each Campus	Online systems, records, and LMS overview
Special Education Training	PHS	ALL		Education for August start Meeting student needs with remote and hybrid Synchronous & Asynchronous learning
Child Nutrition Program Training (CNP)	PHS	ALL	Those who perform as CNP Coordinator	Meeting student needs with remote and hybrid

SAMPLE PD PATHWAY – Back to school Training for Teachers on Remote/Asynchronous Learning

Training Pathway: Trainers // Support Trainers // Product Experts	
<p>Core Google Applications - Estimated Time: 3.5 hours.</p> <p>Agenda:</p> <ul style="list-style-type: none"> <input type="checkbox"/> <u>Classroom & Forms - 1.5 hours</u> <ul style="list-style-type: none"> <input type="checkbox"/> Creating <input type="checkbox"/> Assignments / Announcements <input type="checkbox"/> People Tab / Inviting Parents <input type="checkbox"/> Class Resources <input type="checkbox"/> Settings / Notifications <input type="checkbox"/> Forms: Creation and Sharing <input type="checkbox"/> <u>Meet & Calendar (aka Hangouts) - 1 hour</u> <ul style="list-style-type: none"> <input type="checkbox"/> Creating / Joining / Session Options <input type="checkbox"/> Adding/Removing Google Meet <input type="checkbox"/> Recording <input type="checkbox"/> Chat (Quick Meet) <input type="checkbox"/> Creating / Sharing / Editing <input type="checkbox"/> Grid View <input type="checkbox"/> <u>Docs & Sheets - 1 hour</u> <ul style="list-style-type: none"> <input type="checkbox"/> Sharing <input type="checkbox"/> Live Edits <input type="checkbox"/> Tools and Format 	<p>Google: District Support Contacts</p> <p><i>Senior Product Expert:</i></p> <p><i>Jeri Campbell, Technology Instructor</i></p> <p><i>Product Experts:</i></p> <p><i>Kevin Nichols, Regional Director</i></p> <p><i>Amanda Marlin</i></p> <p>Docs and Sheets Videos</p> <p>Classroom and Forms Videos</p> <p>Meet and Calendar Videos</p>
<p>Student Management and Remote/Asynchronous Learning - Estimated Time: 3 hours</p> <p>Agenda:</p> <ul style="list-style-type: none"> <input type="checkbox"/> <u>Genius - 1.5 hours</u> <ul style="list-style-type: none"> <input type="checkbox"/> Reports <input type="checkbox"/> Student Module/Communication <input type="checkbox"/> Flags <input type="checkbox"/> <u>Buzz - 1.5 hours</u> <ul style="list-style-type: none"> <input type="checkbox"/> Viewing Content <input type="checkbox"/> Unit Testing <input type="checkbox"/> Providing Feedback <input type="checkbox"/> Using the Clipboard 	
<p>Remote Teaching Tools for Asynchronous Learning - Estimated Time: 3.5 hours</p> <p>Agenda:</p> <ul style="list-style-type: none"> <input type="checkbox"/> <u>Slides & Screencastify ~ 1 hour</u> <ul style="list-style-type: none"> <input type="checkbox"/> Creating / presentation / sharing <input type="checkbox"/> Recording options <input type="checkbox"/> <u>Zoom Meetings ~ 1 hour</u> <ul style="list-style-type: none"> <input type="checkbox"/> Creation / Settings / Recording <input type="checkbox"/> Breakout Rooms <input type="checkbox"/> Removing Google Meet option <input type="checkbox"/> <u>Engagement and Creative Tools (non-standard) ~ 1.5 hours</u> <ul style="list-style-type: none"> <input type="checkbox"/> Google voice using gmail 	

<input type="checkbox"/> Google add-ons <input type="checkbox"/> Best practices	
Programs Unique to Campus/Student Groups - Estimated Time: 1.5 hours Agenda: <ul style="list-style-type: none"> <input type="checkbox"/> <u>Naviance ~ 1.5 hours</u> <ul style="list-style-type: none"> <input type="checkbox"/> Student login/staff login <input type="checkbox"/> TBD <input type="checkbox"/> TBD <input type="checkbox"/> Resources 	Naviance: District Support Contacts <i>Senior Product Expert: Amanda Marlin, District CCMR Counselor Product Expert: Assigned Regional Counselor (Varies by Region)</i>

Local Remote *Synchronous* Learning Overview:

Students who are logged in at the teacher’s documented official attendance time are marked present for that day. (A student who is found later to have participated synchronously or asynchronously but was not present during the official attendance taking time, is considered absent for purposes of synchronous attendance for that day.)

The student’s camera must be turned on, and the teacher must see the student in order to mark the student present. Schools must maintain and provide instructional schedules to students that show the number of minutes each day students are expected to engage.

Time students spend participating in work-based learning opportunities (internships, externships, apprenticeships, and mentorships) can be included in the daily instructional minute.

Local Remote Synchronous Learning also allows students who are taking career and technical education (CTE) courses to continue teacher-led instruction and would generate CTE funding.

Special education students who are coded appropriately can participate and receive special education services in Local Remote Synchronous Learning, unless their individualized education programs (IEPs) reflect that the services must be provided on-campus.

Note: All schools must follow the guidelines in the district’s Synchronous Learning Plan while offering Local Remote Synchronous Learning.

Local Remote *Asynchronous* Learning

Schools must maintain documentation of daily attendance by each student as measured through:

- Daily progress in the learning management system (LMS); or
- Daily check-in via teacher-student interactions; or
- Work completion and/or submission of assignments.

A student can demonstrate attendance by any of the three methods listed above at any time during a scheduled school day. However, teacher availability and hours for contact may be defined and regulated by the school.

All schools offering a Local Remote Asynchronous Learning option must post:

- the instructional schedule that demonstrates 240 instructional minutes, by grade if unique to different levels;
- expectations for progress monitoring; and
- guidelines, office hours, or options for students to receive support from a teacher.

Note: All schools must follow the guidelines in the district’s Asynchronous Learning Plan while offering Local Remote Synchronous Learning.

Local Remote Learning - A Combination of *Synchronous* and *Asynchronous*

A school may offer a combination of Local Remote Synchronous and Asynchronous Learning by combining the required elements detailed above.

Local Remote Learning Professional Development

<p>How will professional development experiences develop educator content knowledge to support internalizing the asynchronous curriculum and analyzing and responding to data?</p>	<p>Professional development for teachers on synchronous/asynchronous learning and data analysis may be delivered in any or all of 5 primary ways: (1) time within the school day during the weekly/monthly schedule, (2) early release or before/after school staff meeting time dedicate to PD, (3) person-specific development at the direction of the principal or in collaboration with a teacher, (4) district sponsored/provided training, and/or (5) Teacher-identified PD.</p> <ol style="list-style-type: none"> 1. School builds in time for shared teacher planning and collaboration in weekly or monthly intervals. Additionally, Professional Learning Communities, Response to Intervention, and leadership team meetings are scheduled for school-level, grade-level, and individual student support. PD may be identified and prioritized based on the discussions held during these meetings. 2. Many schools utilize early release or before/afterschool time for staff development. A move to include asynchronous learning will not impact the dedicated time in the school calendars for professional development. Schools will continue to use this time (whether in person or virtually) to provide PD to their staff. 3. A primary role of the Campus Director is to supervise and evaluate each member of their staff. Online observations will occur and school leaders will continue to identify areas for teacher development. This will include practices aimed at improving teacher support for asynchronous learning. 4. As outlined above, the district’s Professional Development Department offers a wide range on PD throughout the year, constantly adding content based on system needs and teacher demand. The department has offered virtual training, in-person training, and recently added module training through an LMS. 5. Teachers often describe themselves as lifelong learners. Nothing exemplifies that more than their ability to self-select PD and improve their own practice. This is encouraged and supported within the district.
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Communication and support for families

Component from Rubric	Explanation
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<p>How will you communicate the expectations for asynchronous instruction to families?</p>	<p>Communication with families on synchronous/asynchronous learning may occur through effort in 5 areas: (1) direct communication via text messaging and email, (2) School Facebook and website pages, (3) Direct phone calls to families, (4) Virtual school meetings through telephone town halls or video platform, and (5) direct mail.</p> <ol style="list-style-type: none"> 1. The district utilizes Parent Square for family communication and the Google platform for email. Both are available through various forms of technology, including cell phones. Synchronous/asynchronous learning expectations for the week can be accessed through either method. 2. Each school has its own Facebook page and website. Teachers may use either to communicate regularly with families, and the school will post announcements and current info regularly. 3. Teachers will communicate directly with synchronous/asynchronous learners via phone calls. 4. Each school has the ability to hold virtual meetings with specific groups of parents. Asynchronous learners and their families can participate in virtual telephone or video meetings to receive information and ask questions related to the learning experience. 5. Traditional mailing of materials (as needed) and report cards will continue during a learner's period of asynchronous instruction. <p>Although asynchronous learning may be the result of a student's lack of internet access to available technology, all families (and most students) have a smartphone. An effort to utilize cell phone technology for asynchronous learners has been made. Additionally, families and students can directly contact the school at any time.</p>
<p>What are the expectations for family engagement/support of students?</p>	<p>The district values the home-school partnership that has been proven to positively impact student learning.</p> <p>Families will be expected to support the synchronous/asynchronous learning environment through efforts in 4 areas: (1) Stay informed, (2) Prioritize student learning at home, (3) Respond to school and/or teacher communications, and (4) Communicate with the school as needs arise.</p> <ol style="list-style-type: none"> 1. Families will be expected to regularly monitor school websites, Facebook pages, and teacher instruction platforms. Although older learners may be able to work independently, many learners will need the support of parents and families to assist in clarifying work expectations. 2. Families are expected to dedicate time and space to student learning. The at-home environment must be conducive to independent work. A list of "Setting up a space for students to work at home" will be shared with all families. 3. The district and school asks all families to respond to communications in a timely fashion. As the circumstances regarding at-home and at-school learning are subject to possible changes. 4. The district and school asks families to communicate their needs to the school in a timely fashion. The school's ability to improve the asynchronous learning environment is dependent upon meeting the needs of the learners. Improvement, adjustments, and individual differentiation is a high priority.
<p>What additional supports, training, and/or resources will be provided for families who may need additional support?</p>	<p>Information on the district and school website</p> <p>The district and school will continually update families through their websites as to changes to the school's operation. Given the fluctuating circumstances associated with COVID-19, up to date information and links to the CDC, State announcements, and local public health offices will be maintained.</p> <p>Technology and hotspots</p> <p>A Chromebook and/or hotspot will be provided to any family in need. Recognizing that internet and signal strength may be an issue in some parts of the state, paper-based curriculum will be available to families who are unable to utilize technology.</p> <p>School office contact</p> <p>Although school may not be able to function in the building, school office staff will still receive and return calls. Families will be able to utilize the community resources available to them when school is open even if they are choosing (or forced) to learn remotely.</p> <p>Family training</p>

	The district and schools will work individually with families who require assistance understanding how to work the technology, interpret the weekly schedules, or understand the independent study units. Asynchronous learners can access supports through any of the ways described in the sections above.
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ResponsiveEd®

Synchronous and Asynchronous Plan – TCPA

Under SB 15, a school in the Texas College Preparatory Academies School District may decide to provide a local remote learning option for a limited number of students. If so, Local Remote Learning may be delivered via synchronous instruction, asynchronous instruction, or a combination.

Grade level(s) for which District may offer Local Remote Learning option:												
<input checked="" type="checkbox"/> K	<input checked="" type="checkbox"/> 1	<input checked="" type="checkbox"/> 2	<input checked="" type="checkbox"/> 3	<input checked="" type="checkbox"/> 4	<input checked="" type="checkbox"/> 5	<input checked="" type="checkbox"/> 6	<input checked="" type="checkbox"/> 7	<input checked="" type="checkbox"/> 8	<input checked="" type="checkbox"/> 9	<input checked="" type="checkbox"/> 10	<input checked="" type="checkbox"/> 11	<input checked="" type="checkbox"/> 12

Instructional Schedule: Description of the structure of your synchronous and asynchronous schedule.

9-12 grade students will interact with their course load (dependent upon graduation plan/requirements) regularly throughout the week, similar to how they would if attending at a “Brick and Mortar” setting. Blocks of instructional time will be approximately ½ hour, allowing specific schools some flexibility to adjust scheduling based on student needs and teacher scheduling. Dedicated time within each day will be given to asynchronous learners with independent study, support, and one-on-one tutoring. Morning and afternoon schedules are designed to support student independence and add flexibility to the school alternative education environment (adjusted for at-home learners). Schools will work with each student to determine weekly goals based on their specific course load. Both synchronous & asynchronous learning opportunities will be available in the weekly schedules. The 240 minute minimum requirements for grades 7-12 is met. Example schedules are shown below.

Sample Daily Schedule

Time	Student Activity	Synchronous/ Asynchronous
60 min	Learning Block 1	Combination of synchronous and asynchronous
60 min	Learning Block 2	Combination of synchronous and asynchronous
60 min	Learning Block 3	Combination of synchronous and asynchronous
60 min	Learning Block 4	Combination of synchronous and asynchronous

Sample 1 Hour Learning Block Outline

Time	Student Activity	Synchronous/ Asynchronous
2-10 min	Introduction to Learning Objective Vocabulary Review of previously taught materials Guiding questions	Synchronous (asynchronous learning expectations for this period communicated through weekly schedule to families)
20-30 min	Lesson Warm-up Presentation Practice Assessment	Synchronous (asynchronous opportunities through recorded lessons, videos, and/or provided support resources in weekly schedule to families)
20-30 min	Assignment of follow-up work Independent study Small group instruction One-on-one	Teacher may use this time to either: -Work independently or in small groups with students -Contact asynchronous learners to answer questions and monitor progress -Reteach material

All schools choosing to offer a Local Remote Learning option will be required to do so in accordance with the district's synchronous and asynchronous plans, committing to a minimum of 240 minutes of daily learning across all subjects for Kindergarten through 12th grade.

Student eligibility for Local Remote Learning

Student was In-person (more than 50%) during the 2020-21 School Year

- The student earned a C or higher in each of the core subjects (mathematics, science, ELAR, and social studies) taken during the 2020-21 School Year
- The student achieved satisfactory performance on each STAAR/EOC assessment taken during the 2020-21 School Year

Student was Remote or Virtual (more than 50%) during the 2020-21 School Year

- The student earned a C or higher in each of the core subjects (mathematics, science, ELAR, and social studies) taken during the 2020-21 School Year
- The student achieved satisfactory performance on each STAAR/EOC assessment taken during the 2020-21 School Year
- The student had 10 percent or fewer unexcused absences during the preceding school year in total for all instructional methods offered, (on-campus, remote synchronous and remote asynchronous).

A student's continued eligibility for Local Remote Learning will be dependent upon attendance and academic performance.

Local Remote Learning students must:

- Agree to be online at the scheduled attendance taking time.
- Commit daily to 240 minutes of learning and associated school work.
- Interact daily with the instructor via virtual meeting, email, or phone conversation.
- Set academic goals to be reviewed at the start and end of every week.
- Complete and submit all work by agreed upon dates.
- Complete all assessments associated with the curriculum and state requirements.

Program Considerations

Considerations	Explanation
What are the expectations for daily student interaction with academic content?	<p>Students are expected to have daily interactions with the academic content. Families will receive a weekly schedule outlining learning to occur by day and subject. Schedules may include details on subject matter, resources, support videos and/or materials, scheduled times for live instruction, and paper-based independent study.</p> <p>Asynchronous learners will work at a minimum pace established and monitored by the teacher, with an opportunity to work ahead of the synchronous learners with support of the teacher. Additionally, asynchronous learners may prioritize subject completion so long as the student is able to keep up with their studies in all content areas. This will be at the discretion of the teacher and may be subject to the student's ability to complete work at a mastery performance level.</p>
How will you ensure all student groups and grade levels will have the opportunity to engage in approx. a full day of academic content every day?	All student expectations for learning are detailed in the weekly schedules. Specific student work will vary by School, but grade level learning will parallel expectations students would receive in a "Brick and Mortar" setting. Each weekly outline will detail subject matter, assignments, projects, and/or work completion requirements. Asynchronous learners will complete equivalent paper-based assignments during each instructional day. Teachers will monitor progress towards completion of units with an emphasis on mastery. Communication may include both synchronous & asynchronous engagements. The teacher's focus during those times will be to check for learning, completion of work, progress and pace, and offer tutoring/support/enrichment.
What are the expectations for teacher/student interactions?	Teachers will interact with student daily. Weekly schedules will promote synchronous learning via the Sample schedule provided. Asynchronous learning will include daily opportunities for students to interact with their teacher by way of synchronous learning periods, calls, text exchanges, and teacher office hours.
How will teacher/student interactions be differentiated for students with additional learning needs?	Every learning block allows for individual and small group instruction. Additionally, teachers have daily built-in office hours that they may use to provide individual contact with specific student who require additional learning opportunities. Teachers will also coordinate supplemental assistance with other educational professionals to ensure all student needs are met. And, as with 'Brick and Mortar' instruction, teachers will adapt/adjust/alter learning plans as they deem appropriate.

Curricular Material: List of possible Synchronous and Asynchronous materials that may be used with students

Grade level(s)	Subject/ Course	Technology resources and curriculum (Based on school, may include any of the following)
K-12	Math	Math in Focus, Singapore Math (Dimensions), Savvas Math (Digits), Pearson Geometry, Algebra, and Pre-cal.
	ELAR	Spalding, Well Ordered Language/Writing Rhetoric, Riggs Institute, Access Literacy Notebooks, Grammar Revolution, Shurley Grammar, Frog Street, Study Island, No red tape, Bright Thinker, Pearson (3-5), Learning A to Z, and HMH Into Reading and Into Literature.
	Science	STEMscopes, Delta Education, and CPO New Science,
	Social studies	Core Knowledge and Memoria Press
	Other	Cambridge Latin, Wheelock's Latin, and Texas Home Learning materials.

<p>How will materials be designed or will be adapted for synchronous and asynchronous instruction, ensuring coherence and retention of knowledge?</p>	<p>ResponsiveEd already utilizes an Independent Study Curriculum called, BrightThinker. The pedagogy of BrightThinker's highly successful precision mastery-based model informs and creates a perfect environment for personalized learning. Each unit ensures a high-quality education experience for students in grades 3-12. With both online and printed materials in core and elective subjects, BrightThinker is available to students with or without internet connectivity. It is TEKS aligned and utilized successfully in many schools across Texas.</p> <p>K-2 curriculum, work packets, and synchronous/asynchronous supports may include Texas Home Learning resources.</p> <p>Additionally, many schools utilize several programs from publishers (such as Pearson and Houghton-McGraw-Hill) that offer student consumables and online learning options. Weekly schedules will detail the subject matter, corresponding pages to review and complete, and provide resources for independent learning. Teachers will use the existing curriculum and may supplement synchronous/asynchronous learning with additional materials and content.</p> <p>As with "Brick and Mortar" instruction, student learning for special populations will include consultation with Special Education and English Language Learner teachers. These specialists will continue to provide guidance and support to students.</p>
<p>What additional supports (in addition to resources listed above) will be provided for students with disabilities and ELs?</p>	<p>Special Education</p> <p>Special education teachers will continue to provide services as outlined in each student's IEP. SPED teachers will work with homeroom teachers to modify and coordinate schedules so that students benefit from synchronous learning opportunities while still receiving their supplemental services. All staff will follow the COVID guidelines for masks, shields, distancing, and sanitization for in-person interactions, and employ tech supported exchanges with students when applicable.</p> <p>Special education teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance to their practices in "Brick and Mortar" settings, special education teachers will continue to monitor student well-being associated with their IEP goals and objectives.</p> <p>ESL</p> <p>ESL teachers will continue to provide services as outlined in each student's LPAC. ESL teachers will work with homeroom teachers to modify and coordinate schedules so that students benefit from synchronous learning opportunities while still receiving their supplemental services. All staff will follow the COVID guidelines for masks, shields, distancing, and sanitization for in-person interactions, and employ tech supported exchanges with students when applicable.</p> <p>ESL teachers are expected to review their caseloads every week in order to determine adjustments/revisions/changes to their schedules. In accordance with their practices in "Brick and Mortar" settings, ESL teachers will continue to monitor student well-being associated with their LPAC goals and objectives.</p> <p>Emphasis:</p> <ul style="list-style-type: none"> - teachers will collaborate to ensure lessons are designed to meet the needs of students - teachers will utilize the instructional materials to support student learning that are complementary to the materials used in the general education setting (When possible) - teachers will communicate progress and feedback to families as outlined in the student's plan

Attendance

- Schools are required to set a standard time for taking daily attendance, based on the specific attendance routines already in place at individual schools.
- Schools are required to provide at least 240 instructional minutes for a full day of attendance, or 120 instructional minutes for a half-day of attendance.
- The daily instructional minutes need not be consecutive.

Student Progress: Tracking student engagement and progress in the synchronous/asynchronous environment.

Component from Rubric	Explanation
What is the expectation for daily student engagement?	Students are expected to engage daily in synchronous/asynchronous learning as outlined in the weekly schedule. Additionally, teachers may require specific students to participate during scheduled office hours, or a student may take advantage of small group/ individual tutoring at the end of every learning block. Ultimately, every student is expected to demonstrate mastery of the content detailed each week. Evidence of student engagement will ultimately be evident in each students' ability to demonstrate proficiency.
What is the system for tracking daily student engagement?	Student engagement will be tracked through (1) daily participation in synchronous/asynchronous learning via attendance of LMS login, (2) submission of work completion and assignments, (3) teacher contact with synchronous/asynchronous learners, and (4) assessment of mastery. <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities as outlined in their weekly schedule. 2. Completed work, assignments, and/or other demonstrations of learning will be submitted for feedback. A student's demonstration of effort will be an indicator of their engagement. 3. Teachers will make regular contact with synchronous/asynchronous learners to monitor progress, answer questions, provide supports, and ensure student pace, work completion, and mastery. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and at the completion of each unit. Successful demonstration of content mastery will be an indicator of their engagement.
How are the expectations for daily student engagement consistent with progress that would occur in an on- campus environment?	Student engagement is consistent with on-campus expectations in 4 ways: (1) daily participation in learning, (2) work completion, (3) teacher interaction, and (4) assessment of mastery. <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities similarly to daily school attendance requirements. 2. Students are expected to complete all assigned work similar to given in-class and homework assignments. 3. Students are expected to interact with teachers (at student or teacher's initiation) similar to interactions in a traditional class setting. 4. Students will be expected to demonstrate mastery on all assignments, quizzes, tests, etc., similar to in-school requirements.

<p>What is the system for tracking student academic progress?</p>	<p>Student Academic Progress will be tracked through: (1) daily participation in synchronous learning where time for practice and assessment are prioritized within every learning block, (2) submission of work completion and assignments, (3) teacher contact with synchronous and asynchronous learners to review work completion, progress, and support needed, and (4) formal assessment of mastery.</p> <ol style="list-style-type: none"> 1. Students are expected to participate in all synchronous learning opportunities as outlined in their weekly schedule. There is time during each learning block for student practice and informal teacher assessment. 2. Completed work, assignments, and/or other demonstrations of learning will be submitted for feedback. Teachers will grade student work and keep track of proficiency in the gradebook. 3. Teachers will make regular contact with synchronous and asynchronous learners to monitor progress, answer questions, provide supports, and ensure student pace, work completion, and mastery. Asynchronous learners will submit work in accordance with expectations for all other students. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and upon completion of each unit. Teachers will grade student assessments and record in the gradebook.
<p>What is the system for providing regular (at least weekly) feedback to all students on progress?</p>	<p>Students may receive feedback in any or all of 5 primary ways: (1) daily feedback during synchronous learning blocks where time for practice and assessment are prioritized within every hour, (2) grading of submitted work and assignments, (3) teacher contact with synchronous and asynchronous learners to give feedback on work completion and progress, (4) grading formal assessment of mastery, and (5) throughout student-teacher discussions during office hours.</p> <ol style="list-style-type: none"> 1. Students may receive individual feedback during synchronous learning opportunities (each learning block has time dedicated to student practice and informal assessment, where teachers are able to work in small groups and individually with students). 2. Students may receive feedback on completed work, assignments, and/or other demonstrations of learning. Teachers will grade student work and provide feedback similar to how they would in “Brick and Mortar” settings. 3. Teachers may provide feedback during regular contact with synchronous/asynchronous learners. 4. Synchronous and asynchronous learners will participate in a variety of assessments throughout and upon completion of each unit. Teachers will provide feedback based on each student’s level of achievement. 5. Teacher will hold office hours where student may interact with teachers, providing individual feedback on performance and learning.

Implementation: Supports for educators and families to implement effective remote synchronous/asynchronous instruction.

TCPA provides ongoing and continuous professional development on a variety of topics every year. The emergence of remote learning has included several training to help facilitate effective instruction via tech supported platforms. Some trainings that are specific to supporting synchronous and asynchronous instruction:

Component from Rubric	Explanation
<p>How will both initial and ongoing, job-embedded educator development opportunities occur?</p>	<p>The district’s teaching force spans generations, bringing both experience and enthusiasm. Expectedly, a teacher’s tech savviness does not necessarily correlate to their age or skill. Like professionals in any industry, teachers come with a mixed set of abilities and knowledge beyond their professional expertise.</p> <p>Given that, we offer a range of training to help bridge tech gaps for teachers both familiar and unfamiliar with the practices associated with teaching remotely.</p>

	<p>LMS: Teachers may receive training in our Learning Management System, detailing the options for student contact, gradebook, and work submission. Both synchronous and asynchronous learners can access the LMS through a variety of devices.</p> <p>Video platforms: Teachers may receive training on Google Meets, Zoom, or another video platform for which synchronous learning may take place. Understanding how to effectively use the features and functionality increases engagement, and ultimately learning. The district uses the Google platform for email and calendar, so Meets is a natural part of the suite. However, Zoom has become more prevalent based on the perceived likability and usability.</p> <p>The district employs Content Directors in every core subject. They provide school-specific professional development based on a school's improvement plan. They will work with Campus Directors to identify and provide ongoing professional development throughout the year.</p>
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Local Remote *Synchronous* Learning Overview:

Students who are logged in at the teacher's documented official attendance time are marked present for that day. (A student who is found later to have participated synchronously or asynchronously but was not present during the official attendance taking time, is considered absent for purposes of synchronous attendance for that day.)

The student's camera must be turned on, and the teacher must see the student in order to mark the student present. Schools must maintain and provide instructional schedules to students that show the number of minutes each day students are expected to engage.

Time students spend participating in work-based learning opportunities (internships, externships, apprenticeships, and mentorships) can be included in the daily instructional minute.

Local Remote Synchronous Learning also allows students who are taking career and technical education (CTE) courses to continue teacher-led instruction and would generate CTE funding.

Special education students who are coded appropriately can participate and receive special education services in Local Remote Synchronous Learning, unless their individualized education programs (IEPs) reflect that the services must be provided on-campus.

Note: All schools must follow the guidelines in the district's Synchronous Learning Plan while offering Local Remote Synchronous Learning.

Local Remote *Asynchronous* Learning

Schools must maintain documentation of daily attendance by each student as measured through:

- Daily progress in the learning management system (LMS); or
- Daily check-in via teacher-student interactions; or
- Work completion and/or submission of assignments.

A student can demonstrate attendance by any of the three methods listed above at any time during a scheduled school day. However, teacher availability and hours for contact may be defined and regulated by the school.

All schools offering a Local Remote Asynchronous Learning option must post:

- the instructional schedule that demonstrates 240 instructional minutes, by grade if unique to different levels;
- expectations for progress monitoring; and
- guidelines, office hours, or options for students to receive support from a teacher.

Note: All schools must follow the guidelines in the district’s Asynchronous Learning Plan while offering Local Remote Synchronous Learning.

Local Remote Learning - A Combination of *Synchronous* and *Asynchronous*

A school may offer a combination of Local Remote Synchronous and Asynchronous Learning by combining the required elements detailed above.

Local Remote Learning Professional Development

<p>How will professional development experiences develop educator content knowledge to support internalizing the asynchronous curriculum and analyzing and responding to data?</p>	<p>Professional development for teachers on synchronous/asynchronous learning and data analysis may be delivered in any or all of 5 primary ways: (1) time within the school day during the weekly/monthly schedule, (2) early release or before/after school staff meeting time dedicate to PD, (3) person-specific development at the direction of the principal or in collaboration with a teacher, (4) district sponsored/provided training, and/or (5) Teacher-identified PD.</p> <ol style="list-style-type: none"> 1. School builds in time for shared teacher planning and collaboration in weekly or monthly intervals. Additionally, Professional Learning Communities, Response to Intervention, and leadership team meetings are scheduled for school-level, grade-level, and individual student support. PD may be identified and prioritized based on the discussions held during these meetings. 2. Many schools utilize early release or before/afterschool time for staff development. A move to include asynchronous learning will not impact the dedicated time in the school calendars for professional development. Schools will continue to use this time (whether in person or virtually) to provide PD to their staff. 3. A primary role of the Campus Director is to supervise and evaluate each member of their staff. Online observations will occur and school leaders will continue to identify areas for teacher development. This will include practices aimed at improving teacher support for asynchronous learning. 4. As outlined above, the district’s Professional Development Department offers a wide range on PD throughout the year, constantly adding content based on system needs and teacher demand. The department has offered virtual training, in-person training, and recently added module training through an LMS. 5. Teachers often describe themselves as lifelong learners. Nothing exemplifies that more than their ability to self-select PD and improve their own practice. This is encouraged and supported within the district.
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Communication and support for families

Component from Rubric	Explanation
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<p>How will you communicate the expectations for asynchronous instruction to families?</p>	<p>Communication with families on synchronous/asynchronous learning may occur through effort in 5 areas: (1) direct communication via text messaging and email, (2) School Facebook and website pages, (3) Direct phone calls to families, (4) Virtual school meetings through telephone town halls or video platform, and (5) direct mail.</p> <ol style="list-style-type: none"> 1. The district utilizes Parent Square for family communication and the Google platform for email. Both are available through various forms of technology, including cell phones. Synchronous/asynchronous learning expectations for the week can be accessed through either method. 2. Each school has its own Facebook page and website. Teachers may use either to communicate regularly with families, and the school will post announcements and current info regularly. 3. Teachers will communicate directly with synchronous/asynchronous learners via phone calls. 4. Each school has the ability to hold virtual meetings with specific groups of parents. Asynchronous learners and their families can participate in virtual telephone or video meetings to receive information and ask questions related to the learning experience. 5. Traditional mailing of materials (as needed) and report cards will continue during a learner's period of asynchronous instruction. <p>Although asynchronous learning may be the result of a student's lack of internet access to available technology, all families (and most students) have a smartphone. An effort to utilize cell phone technology for asynchronous learners has been made. Additionally, families and students can directly contact the school at any time.</p>
<p>What are the expectations for family engagement/support of students?</p>	<p>The district values the home-school partnership that has been proven to positively impact student learning.</p> <p>Families will be expected to support the synchronous/asynchronous learning environment through efforts in 4 areas: (1) Stay informed, (2) Prioritize student learning at home, (3) Respond to school and/or teacher communications, and (4) Communicate with the school as needs arise.</p> <ol style="list-style-type: none"> 1. Families will be expected to regularly monitor school websites, Facebook pages, and teacher instruction platforms. Although older learners may be able to work independently, many learners will need the support of parents and families to assist in clarifying work expectations. 2. Families are expected to dedicate time and space to student learning. The at-home environment must be conducive to independent work. A list of "Setting up a space for students to work at home" will be shared with all families. 3. The district and school asks all families to respond to communications in a timely fashion. As the circumstances regarding at-home and at-school learning are subject to possible changes. 4. The district and school asks families to communicate their needs to the school in a timely fashion. The school's ability to improve the asynchronous learning environment is dependent upon meeting the needs of the learners. Improvement, adjustments, and individual differentiation is a high priority.
<p>What additional supports, training, and/or resources will be provided for families who may need additional support?</p>	<p>Information on the district and school website</p> <p>The district and school will continually update families through their websites as to changes to the school's operation. Given the fluctuating circumstances associated with COVID-19, up to date information and links to the CDC, State announcements, and local public health offices will be maintained.</p> <p>Technology and hotspots</p> <p>A Chromebook and/or hotspot will be provided to any family in need. Recognizing that internet and signal strength may be an issue in some parts of the state, paper-based curriculum will be available to families who are unable to utilize technology.</p> <p>School office contact</p>

	<p>Although school may not be able to function in the building, school office staff will still receive and return calls. Families will be able to utilize the community resources available to them when school is open even if they are choosing (or forced) to learn remotely.</p> <p>Family training The district and schools will work individually with families who require assistance understanding how to work the technology, interpret the weekly schedules, or understand the independent study units. Asynchronous learners can access supports through any of the ways described in the sections above.</p>
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12. Minutes

MINUTES
Texas College Preparatory Academies (“TCPA”)
Premier High Schools (“PHS”)

Date: August 27, 2021

Time: 10:30 a.m.

Location: 1301 Waters Ridge Drive, Lewisville, Texas 75057

Meeting Type: Regular

Attendees: Ben Klingenstein, President; Marvin Reynolds, Vice President (via video conference); Kent Sparks, Secretary; Chuck Cook, CEO/Board Member; and Joe DeProspero, Board Member.

Lance Losey, Board Member was absent.

Board President, Ben Klingenstein, called the meeting to order at 10:58 a.m.

1. Executive Report

Anthony Edwards, Executive Vice President of School Expansion & Innovation and Lynn Tompkins, Vice President of Construction & Real Estate provided the board with an update on 2021-22 new school openings and enrollment.

2. Consent Items

Motion: Ben Klingenstein moved to approve consent item 1-9 as presented.

Second: Kent Sparks

Vote: 5-0 in favor

Finance

1. Consider approving the payment of bills from 4/1/2021-6/30/2021. (T)(P)

Facilities

2. Consider approving district lease agreements for Texas College Preparatory Academies and Premier High Schools. (T)(P)
3. Consider approving construction costs at Founders Classical Academy - Schertz. (T)

TEA Governance

4. Consider approving the submission of non-expansion amendments to the TEA for Texas College Preparatory Academies and for Premier High Schools. (T)(P)
5. Consider approval to appoint Robert Davison as primary request submitter designee/alternate. (T)(P)
6. Consider approving the 2021-2022 school calendars. (T)(P)
7. Consider approving the submission of waivers for TEC §28.0211(a-1)(1) and TEC §28.0211(n). Related to HB4545

Other

8. Approve the minutes from the board meeting held on June, 11, 2021.
9. Consider approving district contracts. (T)(P)

3. Separate Items

a. Health and Safety Guidelines

Motion: Joe DeProspero moved to approve the updates to the Health and Safety Guidelines including the approval of 5 extra days of sick time for staff members that have received a positive COVID test. (TCPA) (PHS)

Second: Marvin Reynolds

Vote: 5-0 in favor

b. Non-Expansion Amendment

Motion: Ben Klingenstein moved to approve the submission of a non expansion amendment to the TEA for the transfer of non-state funds and assets to 501(c)(3) ResponsiveEd USA. (TCPA) (PHS)

Second: Joe DeProspero

Vote: 5-0 in favor

c. Optional Flexible School Day Program

Motion: Ben Klingenstein moved to approve the Optional Flexible School Day Program. (TCPA) (PHS)

Second: Marvin Reynolds

Vote: 5-0 in favor

4. Closed Session

The Board went into closed session at 11:41 a.m. pursuant to Texas Government Code §551.074 to deliberate Level IV Parent/Student Grievances.

The Board reconvened into Open Session at 12:18 p.m. and took action on the following items that they discussed in Closed Session.

a. Consider Level IV Parent/Student. (§551.074)

Motion: Joe DeProspero moved to uphold the level three grievance decision.

Second: Kent Sparks

Vote: 5-0 in favor

Board President, Ben Klingenstein, adjourned the meeting at 12:21 p.m.

Ben Klingenstein, President

Date

Kent Sparks, Secretary

Date

13. District Contracts

Summary of District Contracts

Contracts over 150K or 15 months Require Board Approval and Interlocal Agreements

1. PowerSchool

Scope: Provide license software for Application, Enrollment and Lottery System used for TCPA & PHS.

Term: July 2021 – June 2022

Cost: \$162,587.39

2. Cotton Commercial USA, Inc.

Scope: General contractor for repair & restoration services provided at Huntsville Classical Academy.

Term: July 2021 – July 2023

Cost: \$200,580.00

3. Learning A-Z

Scope: Learning A-Z provides users with access to a rich collection of teaching resources through its collection of websites (the "Service"): Raz-Kids, and Writing A-Z.

Term: August 2021 – August 2022

Cost: \$99,083.75

4. Region 14 - Master Interlocal Agreement

Scope: Texas Teacher Evaluation & Support System {T-TESS} & Texas Principal Evaluation & Support System {T -PESS} Training

Term: September 2021 - August 31, 2022

Cost: \$1,330.00

5. SchoolMint

Scope: Provide license software for Application, Enrollment and Lottery System used for TCPA & PHS. This new system will replace Powerschool for Applications, Enrollment and Lottery but this year there will be an overlap until the 21-22 is completed with PowerSchool.

Term: September 15, 2021 – September 22, 2022

Cost: \$189,630.00

Separate Items

1. Annual Financial & Compliance Report

**RESPONSIVE EDUCATION
SOLUTIONS**

Consolidated Financial Report for the Year Ended

June 30, 2021

RESPONSIVE EDUCATION SOLUTIONS

Annual Financial Report
For the Year Ended June 30, 2021

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CERTIFICATE OF BOARD

TEXAS COLLEGE PREPARATORY ACADEMIES
DISTRICT NUMBER: 221801

AND

PREMIER HIGH SCHOOLS
DISTRICT NUMBER: 072801

FEDERAL EIN: 75-2748762

We, the undersigned, certify that the attached financial reports of Responsive Education Solutions were reviewed and ___ approved ___ disapproved for the year ended June 30, 2021, at a meeting of the Governing Body of such charter school on the ____ day of _____, 2021.

Signature of Board Secretary

Signature of Board President

If the auditor's report was disapproved, the reason(s) therefore is/are (attach list if necessary):



INDEPENDENT AUDITOR'S REPORT

Board of Directors
Responsive Education Solutions
Lewisville, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of Responsive Education Solutions (a nonprofit organization), which comprise the statement of financial position as of June 30, 2021, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Responsive Education Solutions as of June 30, 2021, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

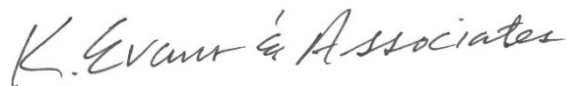
Other Matters

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the School's basic financial statements. The schedule of expenditures of federal awards is presented for purposes of additional analysis as required by Title 2 U.S. *Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and audit Requirements for Federal Awards*, and is also not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 8, 2020, on our consideration of Responsive Education Solutions' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Responsive Education Solutions' internal control over financial reporting and compliance.



K. Evans & Associates, CPAs
Frisco, TX
November 3, 2021

FINANCIAL STATEMENTS

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RESPONSIVE EDUCATION SOLUTIONS

Statement of Financial Position

June 30, 2021

ASSETS**Current Assets:**

Cash and Cash Equivalents	\$ 168,506,551
Due from State and Federal Agencies	40,651,477
Other Receivables	120,809
Receivables from Other Charters	403,385
Inventory	235,568
Prepaid Expenses	1,134,276
Total Current Assets	<u>211,052,066</u>

Property & Equipment:

Land	56,164,046
Buildings & Improvements	215,382,207
Vehicles	288,919
Furniture & Equipment	10,870,973
Leasehold Improvements	2,775,441
Library Books & Media	288,863
Construction in Progress	22,597,531
Accumulated Depreciation	(29,261,183)
Total Net Property & Equipment	<u>279,106,797</u>

Other Assets:

Other Assets	9,344,974
Total Other Assets	<u>9,344,974</u>

TOTAL ASSETS \$ 499,503,837

LIABILITIES & NET ASSETS**Current Liabilities:**

Accounts Payable	\$ 10,077,353
Other Payables	18,353,067
Accrued Wages & Other Benefits Payable	9,934,322
Accrued Expenses	5,809,350
Current Portion of Long Term Debt	3,141,203
Deferred Revenues	103,544
Total Current Liabilities	<u>47,418,839</u>

Long-Term Liabilities:

Bonds Payable	285,570,000
Notes Payable	2,952,357
Premium on Bonds Payable	24,869,689
Total Long-Term Liabilities	<u>313,392,046</u>

Net Assets:

Without Donor Restrictions	61,004,005
With Donor Restrictions	77,688,947
Total Net Assets	<u>138,692,952</u>

TOTAL LIABILITIES & NET ASSETS \$ 499,503,837

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Statement of Activities
For the Year Ended June 30, 2021

	Without Donor Restrictions	With Donor Restrictions	Total
REVENUE & OTHER SUPPORT			
Local Support:			
Revenue from Local Sources	\$ 12,502,533	\$ -	\$ 12,502,533
Total Local Support	<u>12,502,533</u>	<u>-</u>	<u>12,502,533</u>
State Program Revenues			
State Foundation Program	-	194,462,690	194,462,690
Other State Aid	-	11,460,961	11,460,961
Total State Program Revenues	<u>-</u>	<u>205,923,651</u>	<u>205,923,651</u>
Federal Program Revenues			
Breakfast Program	-	879,015	879,015
National School Lunch	-	1,877,189	1,877,189
Donated Commodities	-	190,366	190,366
Title I, Part A	-	4,117,041	4,117,041
IDEA-Part B Formula	-	1,523,585	1,523,585
Title II, Part A	-	320,635	320,635
Public Charter Schools	-	-	-
Title III, Part A, ELA	-	252,015	252,015
Title IV Part A, CSP Grant #1	-	2,976,046	2,976,046
Title IV Part A, CSP Grant #2	-	2,371,691	2,371,691
LEP Summer School	-	219,748	219,748
Academic Enrichment	-	85,315	85,315
5929 COVID-19 ESSER I	-	1,926,720	1,926,720
5929 COVID-19 CRF PPRP	-	1,183,810	1,183,810
Other Federal Programs	-	279,605	279,605
Total Federal Program Revenues	<u>-</u>	<u>18,202,781</u>	<u>18,202,781</u>
Net Assets Released from Restrictions	<u>226,518,000</u>	<u>(226,518,000)</u>	<u>-</u>
Total Revenue & Other Support	<u>239,020,533</u>	<u>(2,391,568)</u>	<u>236,628,965</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONSStatement of Activities (*Continued*)

For the Year Ended June 30, 2021

	Without Donor Restrictions	With Donor Restrictions	Total
EXPENSES			
Program Services:			
11 Instruction	121,890,274	-	121,890,274
12 Instructional Resources & Media Svcs	7,158	-	7,158
13 Curriculum Dev. & Instr Staff Dev.	4,272,139	-	4,272,139
21 Instructional Leadership	6,129,434	-	6,129,434
23 School Leadership	20,516,087	-	20,516,087
31 Guidance, Counseling & Eval Svcs	1,973,101	-	1,973,101
32 Social Work Services	15	-	15
33 Health Services	1,784,505	-	1,784,505
34 Student (Pupil) Transportation	7,327	-	7,327
35 Food Services	4,198,794	-	4,198,794
36 Cocurricular/Extracurricular Activities	686,401	-	686,401
41 General Administration	19,311,427	-	19,311,427
51 Plant Maintenance & Operations	17,909,229	-	17,909,229
52 Security & Monitoring Services	822,828	-	822,828
53 Data Processing Services	5,059,752	-	5,059,752
71 Debt Service	7,260,679	-	7,260,679
81 Fundraising	3,486,539	-	3,486,539
Total Expenses	<u>215,315,689</u>	<u>-</u>	<u>215,315,689</u>
Change in Net Assets from Operations	23,704,844	(2,391,568)	21,313,276
61 Community Services	10,601,004	-	10,601,004
Increase/(decrease) in Net Assets	<u>13,103,840</u>	<u>(2,391,568)</u>	<u>10,712,272</u>
Gain (Loss) on Disposal of Fixed Asset	736,481	-	736,481
Net Assets, Beginning of Year	<u>47,163,684</u>	<u>80,080,515</u>	<u>127,244,199</u>
Net Assets, End of Year	<u>\$ 61,004,005</u>	<u>\$ 77,688,947</u>	<u>\$ 138,692,952</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONSStatement of Cash Flows
For the Year Ended June 30, 2021

Cash Flows from Operating Activities:	
Cash from Local Sources	\$ 38,993,454
Cash from State Programs	170,146,573
Cash from Federal Programs	13,328,382
Cash Paid to Suppliers	(49,636,534)
Cash Paid to Employees	(121,718,158)
Cash Paid for Interest	(5,042,682)
Net Cash Provided by/(Used in) Operating Activities	<u>46,071,035</u>
Cash Flows from Investing Activities:	
Purchase of Property & Equipment	(80,964,228)
Cash Proceeds on Disposal of Capital Assets	29,491,538
Net Cash Provided by/(Used in) Investing Activities	<u>(51,472,690)</u>
Cash Flows from Financing Activities:	
Proceeds from New Debt	187,714,295
Principal Payments on Debt	(88,662,019)
Net Cash Provided by/(Used in) Financing Activities	<u>99,052,276</u>
Net Increase/(Decrease) in Cash	93,650,621
Cash at Beginning of Year	<u>74,855,930</u>
Cash at End of Year	<u>\$ 168,506,551</u>

Reconciliation of Change in Net Assets to Net Cash Provided by/(Used in) Operating Activities

Change in Net Assets	\$ 10,712,272
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by/(Used in) Operating Activities:	
Depreciation	7,119,722
Gain on Disposal of Capital Assets	(736,481)
(Increase)/Decrease in Operating Assets	
Due from State and Federal Agencies	(7,972,261)
Other Receivables	1,009,893
Receivables from Other Charters	(403,385)
Inventory	(37,334)
Prepaid Expenses	(2,229,286)
Other Assets	(8,128,715)
Increase/(Decrease) in Operating Liabilities	
Accounts Payable	6,361,779
Other Payables	18,211,543
Accrued Wages and Benefits Payable	(128,623)
Accrued Expenses	2,631,322
Deferred Revenue	100,305
Bond Premium	19,560,284
Net Adjustments	<u>35,358,763</u>
Net Cash Provided by/(Used in) Operating Activities	<u>\$ 46,071,035</u>

The notes to the financial statements are an integral part of this statement.

NOTES TO THE FINANCIAL STATEMENTS

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Activities

Responsive Education Solutions, Inc. a Texas non-profit corporation (The Organization), is recognized as an organization exempt from federal income taxes under 501(c)(3) of the Internal Revenue Service. The Organization is authorized to operate open enrollment charter schools (The Schools) in the states of Texas and Arkansas through the following agencies: The Texas Education Agency – Office of the Commissioner, and the Arkansas Department of Education Charter Authorizing Panel.

The Organization provides curricula and operates schools for students in grades K-12 doing business as Classical Academies, Quest Collegiate Academies and Founders Classical Academies, high schools for grades 9-12 doing business as Premier High Schools and iSchool High, online schools for grades 3-12 doing business as iSchool Virtual Academies of Texas, and an autism school (Foundation School for Autism), as well as school administrative services.

ResponsiveEd Holdings, LLC (Holdings) is a Texas single member limited liability company formed on September 11, 2020. Holdings is a wholly-owned subsidiary of the Organization. The IRS considers Holdings to be a disregarded entity and therefore is considered exempt from federal income taxation. Holdings was formed for the purpose of owning and maintaining real property to be leased to the Organization for the operation of the Organization's charter schools.

Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Financial Accounting Standards Board is the accepted standard setting body for establishing not-for-profit accounting and financial reporting principles. The accounting system is organized under the *Special Supplement to Financial Accounting and Reporting – Nonprofit Charter Schools Chart of Accounts*, a module of the Texas Education Agency Financial Accountability Resource Guide. The significant accounting policies are as follows:

To ensure observance of limitations and restrictions placed on the use of resources available to the School, the accounts are maintained in accordance with the principles of fund accounting during the year. Resources for various purposes are classified into funds according to their nature and purposes. Separate accounts are maintained for each fund; however, the accompanying statements of financial position and of activities focus on the organization as a whole and reports the amounts of its total assets, liabilities, net assets and changes in net assets in accordance with the Financial Accounting Standards Board.

The statement of financial position reports the amounts of each of three classes of net assets: temporarily restricted, unrestricted net assets and permanently restricted net assets (currently zero).

- Temporarily restricted net assets result from contributions and other inflows of assets that are limited by donor-imposed stipulations that can be fulfilled and removed by actions of the School pursuant to those stipulations.

When a donor restriction expires, that is, when a stipulated purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Accounting Policies *(continued)*

- Unrestricted net assets are the remaining part of the School's net assets that is neither permanently restricted nor temporarily restricted by donor-imposed stipulations. Property and equipment are included in unrestricted net assets.
- Permanently restricted net assets result from contributions and other inflows of assets that are required to be maintained in perpetuity with only the income to be used for the School's activities due to donor-imposed restrictions.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and cash equivalents are comprised of cash on hand and in banks including highly liquid investments with original maturities of three months or less.

Fixed Assets and Depreciation

All assets acquired with a value of \$5,000 or greater are recorded as fixed assets and are valued at cost or estimated cost. Donated assets are reported at the fair market value at the time of acquisition. Depreciation of building improvements and equipment is provided over the estimated useful lives of the assets on a straight-line basis.

Revenues

Each school's revenues from the State of Texas available school fund are earned based on reported attendance.

Contributions received are recognized as revenue in the period received and are reported as either restricted or unrestricted support.

- Contributions with donor-imposed restrictions are reported as restricted support. Restricted support increases temporarily restricted net assets.
- Contributions without donor-imposed restrictions are reported as unrestricted support. Unrestricted support increases unrestricted net assets.

Government grant contracts that are entered into by the Organization are recognized as revenue when services are rendered or when expenses in connection with those services are incurred.

Donated Goods and Services

Donated goods and services that can be measured and meet certain other requirements are recorded in the financial statements as in-kind contributions and expenses of a like amount.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Sick Leave, Personal Leave and Vacation

All employees earn five days of paid sick leave annually. However, unused balances are not paid at termination. Therefore, there is no liability accrued on the financial statements. All employees earn two days of paid personal leave per year that is paid no later than the last paycheck of the school year. Therefore, there is no liability accrued on the financial statements. Accrued wages payable includes an accrual for accumulated liability for employee vacation time.

Estimates

In preparation of the financial statements and in conformity with generally accepted accounting principles, management's estimated useful lives of asset classes were used in the calculation of depreciation.

Functional Allocation of Expenses

The expense of the various programs and other activities has been presented on a functional basis in the statement of activities. Accordingly, certain expenses and supporting service costs have been allocated among the various programs.

Basis of Consolidation

The General-Purpose financial statements are presented on an entity-wide consolidated basis including operations of the Organization not affiliated with any certain charter operation. Certain intercompany transactions are eliminated in the consolidation process because including them would make the overall financial statement presentation misleading.

INVENTORY

On June 30, 2021, the Organization had on hand curriculum inventory of original costs totaling \$235,568.

<u>Entity</u>	<u>Curriculum</u>
501(c)(3)	<u>\$ 235,568</u>
Totals	<u><u>\$ 235,568</u></u>

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

CAPITAL ASSETS

The Charters and 501(c)(3) had the following capital asset activity in 2021:

	Balance at 6/30/20	Additions	Retirements	Balance at 6/30/21
TCPA				
Land	\$ 33,360,801	\$ 9,152,527	\$ -	\$ 42,513,328
Buildings & Improvements	151,936,233	22,195,728	-	174,131,961
Vehicles	17,471	-	-	17,471
Furniture & Equipment	7,552,526	84,332	-	7,636,858
Leasehold Improvements	782,780	30,302	-	813,082
Licenses & Media	210,177	-	-	210,177
Construction in Progress	11,549,132	17,669,943	(8,886,236)	20,332,839
Total Historical Cost	205,409,120	49,132,832	(8,886,236)	245,655,716
Less:				
Accumulated Depreciation	(16,074,858)	(5,417,146)	-	(21,492,004)
Total TPCA Capital Assets	\$ 189,334,262	\$ 43,715,686	\$ (8,886,236)	\$ 224,163,712
Premier				
Land	\$ 3,078,328	\$ 2,220,127	\$ -	\$ 5,298,455
Buildings & Improvements	11,306,516	8,746,971	-	20,053,487
Vehicles	-	15,000	-	15,000
Furniture & Equipment	2,134,957	151,902	(20,150)	2,266,709
Leasehold Improvements	1,047,555	874,940	-	1,922,495
Construction in Progress	3,535,841	3,793,029	(6,336,107)	992,763
Total Historical Cost	21,103,197	15,801,969	(6,356,257)	30,548,909
Less:				
Accumulated Depreciation	(3,597,795)	(1,070,369)	-	(4,668,164)
Total Premier Capital Assets	\$ 17,505,402	\$ 14,731,600	\$ (6,356,257)	\$ 25,880,745
501(c)(3)				
Land	\$ 6,045,100	\$ 6,225,103	\$ (3,917,940)	\$ 8,352,263
Buildings & Improvements	20,588,808	10,445,262	(9,837,311)	21,196,759
Vehicles	211,148	45,300	-	256,448
Furniture & Equipment	842,464	141,856	(16,914)	967,406
Leasehold Improvements	39,864.00	-	-	39,864
Licenses & Media	78,686	-	-	78,686
Construction in Progress	401,366.00	1,347,443	(476,880)	1,271,929
Total Historical Cost	28,207,436	18,204,964	(14,249,045)	32,163,355
Less:				
Accumulated Depreciation	(3,169,106)	(632,207)	700,298	(3,101,015)
Total 501(c)(3) Capital Assets	\$ 25,038,330	\$ 17,572,757	\$ (13,548,747)	\$ 29,062,340
Grand Total Historical Cost	254,719,753	83,139,765	(29,491,538)	308,367,980
Grand Total Accum Depreciation	(22,841,759)	(7,119,722)	700,298	(29,261,183)
Grand Total Net Capital Assets	\$ 231,877,994	\$ 76,020,043	\$ (28,791,240)	\$ 279,106,797

Depreciation expense for the year ended June 30, 2021 was \$7,119,722.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

DEFINED BENEFIT PENSION PLAN

Employee Retirement Plan

Plan Description – The School participates in a cost-sharing multiple employer defined benefit pension that has a special funding situation. The plan is administered by the Teacher Retirement System of Texas (TRS). TRS's defined benefit pension plan is established and administered in accordance with the Texas Constitution, Article XVI, Section 67 and Texas Government Code, Title 8, Subtitle C. The pension trust fund is a qualified pension trust under Section 401(a) of the Internal Revenue Code. The Texas legislature establishes benefits and contribution rates within the guidelines of the Texas Constitution. The pension's Board of Trustees does not have the authority to establish or amend benefit terms.

All employees of public, state-supported educational institutions in Texas who are employed for one-half or more of the standard workload and who are not exempted from membership under Texas Government Code, Title 8, Section 822.002 are covered by the system.

Pension Plan Fiduciary Net Position - Detail information about the Teacher Retirement System's fiduciary net position is available in a separately issued Annual Comprehensive Financial Report (ACFR) that includes financial statements and required supplementary information. That report may be obtained on the Internet at <https://www.trs.texas.gov/Pages/about/publications.aspx> ; by writing to TRS at 1000 Red River Street, Austin, TX, 78701-2698, or by calling (512) 542-6592.

Benefits Provided – TRS provides service and disability retirement, as well as death and survivor benefits, to eligible employees (and their beneficiaries) of public and higher education in Texas. The pension formula is calculated using 2.3 percent (multiplier) times the average of the five highest annual creditable salaries times years of credited service to arrive at the annual standard annuity, except for members who are grandfathered, when the three highest annual salaries are used. The normal service retirement is at age 65 with 5 years of credited service or when the sum of the member's age and years of credited service equals 80 or more years. Early retirement is at age 55 with 5 years of service credit or earlier than 55 with 30 years of service credit. There are additional provisions for early retirement if the sum of the member's age and years of service credit total at least 80, but the member is less than age 60 or 62 depending on date of employment, or if the member was grandfathered in under a previous rule. There are no automatic post-employment benefit changes; including automatic COLAs. Ad hoc postemployment benefit changes, including ad hoc COLAs can be granted by the Texas Legislature as noted in the Plan description above.

Texas Government Code section 821.006 prohibits benefit improvements, if as a result of the particular action, the time required to amortize TRS' unfunded actuarial liabilities would be increased to a period that exceeds 31 years, or, if the amortization period already exceeds 31 years, the period would be increased by such action.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

DEFINED BENEFIT PENSION PLAN *(continued)*

In May 2019, the 86th Texas Legislature approved the TRS Pension Reform Bill (Senate Bill 12) that provides for gradual contribution increases from the state, participating employers and active employees to make the pension fund actuarially sound. This action causing the pension fund to be actuarially sound, allowed the legislature to approve funding for a 13th check in September 2019. All eligible members retired as of December 31, 2018 received an extra annuity check in either the matching amount of their monthly annuity of \$2,000, whichever was less.

Contributions – Contribution requirements are established or amended pursuant to Article 16, section 67 of the Texas Constitution which requires the Texas legislature to establish a member contribution rate of not less than 6% of the member's annual compensation and a state contribution rate of not less than 6% and not more than 10% of the aggregate annual compensation paid to members of the system during the fiscal year.

Employee contribution rates are set in state statute, Texas Government Code 825.402. The TRS Pension Reform Bill (Senate Bill 12) of the 86th Texas Legislature amended Texas Government Code 825.402 for member contributions and increased employee and employer contribution rates for fiscal years 2020 through 2025.

	2020	2021
Member	7.70%	7.70%
Non-Employer Contributing Entity (State)	7.50%	7.50%
Employers	7.50%	7.75%
Employer Contributions	\$ 4,158,328	4,696,999

As the non-employer contributing entity for public education, the State of Texas contributes to the retirement system an amount equal to the current employer contribution rate times the aggregate annual compensation of all participating members of the pension trust fund during that fiscal year reduced by the amounts described below which are paid by the employers. The School is required to pay the employer contribution rate in the following instances:

- On the portion of the member's salary that exceeds the statutory minimum for members entitled to the statutory minimum under Section 21.402 of the Texas Education Code.
- During a new member's first 90 days of employment.
- When any part or all of an employee's salary is paid by federal funding sources, a privately sponsored source, from non-educational and general, or local funds.
- When the employing School is a public junior college or junior college district, the employer shall contribute to the retirement system an amount equal to 50 percent of the state contribution rate for certain instructional or administrative employees and 100 percent of the state contribution rate for all other employees.

In addition to the employer contributions listed above, there are two additional surcharges an employer is subject to:

- When employing a retiree of the Teacher Retirement System the employer shall pay both the member contribution and the state contribution as an employment after retirement surcharge.
- All public schools, charter schools and regional education service centers must contribute 1.5 percent of the member's salary beginning in fiscal year 2020, gradually increasing to 2 percent in fiscal year 2025.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

DEFINED BENEFIT PENSION PLAN *(continued)*

Actuarial Assumptions - The total pension liability in the August 31, 2019, actuarial valuation was determined using the following actuarial assumptions:

Valuation Date	August 31, 2019
Actuarial Cost Method	Individual Entry Age Normal
Asset Valuation Method	Market Value
Single Discount Rate	7.25%
Long-Term Expected Investment Rate of Return	7.25%
Municipal Bond Rate	2.33%
Inflation Rate	2.30%
Last year ending August 31 in projection period (100 years)	2119
Salary Increases	3.05% to 9.05% including inflation
Benefit Changes during the year	None
Ad hoc Post-Employment Benefit Changes	None

The actuarial methods and assumptions used in the determination of the total pension liability are the same assumptions used in the actuarial valuation as of August 31, 2019. For a full description of these assumptions please see the actuarial valuation report dated November 14, 2019.

Discount Rate – A single discount rate of 7.25% was used to measure the total pension liability. The single discount rate was based on the expected rate of return on pension plan investments of 7.25%. The projection of cash flows used to determine the single discount rate assumed that contributions from active members, employers and the non-employer contributing entity will be made at the rates set by the legislature during the 2019 session. It is assumed that future employer and state contributions will be 8.50% of payroll in fiscal year 2020 gradually increasing to 9.55% of payroll over the next several years. This includes all employer and state contributions for active and rehired retirees.

Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

DEFINED BENEFIT PENSION PLAN *(continued)*

The long-term rate of return on pension plan investments is 7.25%. The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimates ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of geometric real rates of return for each major asset class included in the System's target asset allocation as of August 31, 2020 are summarized as follows:

Asset Class	Target Allocation (a) %	Long-Term Expected Geometric Real Rate of Return (b)	Expected Contribution to Long-Term Portfolio Return
Global Equity			
U.S.	18.0%	3.9%	0.99%
Non-U.S. Developed	13.0%	5.1%	0.92%
Emerging Markets	9.0%	5.6%	0.83%
Private Equity	14.0%	6.7%	1.41%
Stable Value			
Government Bonds	16.0%	-0.7%	-0.05%
Absolute Return	0.0%	1.8%	0.00%
Stable Value Hedge Funds	5.0%	1.9%	0.11%
Real Return			
Real Assets	15.0%	4.6%	1.02%
Energy & Natural Resources	6.0%	6.0%	0.42%
Commodities	0.0%	0.8%	0.00%
Risk Parity			
Risk Parity	8.0%	3.0%	0.30%
Leverage			
Cash	2.0%	-1.5%	-0.03%
Asset Allocation Leverage	-6.0%	-1.3%	0.08%
Inflation Expectation			2.00%
Volatility Drag(c)			0.67%
Total	100.0%		7.33%

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

HEALTH CARE COVERAGE

Employees of the Organization are covered by a group insurance plan with TRS Active Care. The Organization pays the employee's premium (contribution varies based on years of service) and the employee pays the premiums for dependent coverage through payroll deductions through a Cafeteria Plan. See Note 6 for a summary of Section 125 Cafeteria Plan coverage.

SECTION 125 CAFETERIA PLAN

The Organization has adopted a "cafeteria plan" within the meaning of Section 125(a) of the Internal Revenue Code which allows employees to choose among certain "tax free" benefits in lieu of taxable compensation. The choices include medical insurance premium, dental and vision insurance premium, cancer insurance premium, disability insurance premium, voluntary term life insurance premium and accidental death & dismemberment (AD&D) insurance premium among others. The company pays \$21.38 towards the dental premium and a percentage for dependent coverage, and \$1.90 toward the life premium and the AD&D premium. The employees' portion of the costs to provide any of these benefits are paid by the employees from payroll deductions.

DUE FROM STATE

At June 30, 2021, the Organization was to receive \$40,651,477 in entitlements as follows:

Federal Grant Revenue	\$ 4,874,399
State Revenue	<u>35,777,078</u>
Total Due From State	<u>\$ 40,651,477</u>

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements For the Year Ended June 30, 2021

OPERATING LEASES

The following is a summary of operating lease obligations and terms for the year ended June 30, 2021:

Campus	Original Lease Commence Date	Lease Expires	Base Rent	NNN (OpExp) per Lease	T.I. (Reimb)	Gross Rent	Portable: Rent to Vendor not LL	Total Gross Rent w Portable
Austin - Mueller	7/1/2012	12/31/2021	\$15,000.00			\$15,000.00		\$15,000.00
Austin - Wells Branch	8/1/2017	6/30/2023	\$21,486.46	\$8,594.58	-\$2,083.33	\$27,997.71		\$27,997.71
Austin - South	7/23/2002	7/31/2022	\$16,136.00	\$5,622.84		\$21,758.84		\$21,758.84
Austin - TASA Office	12/1/2015	12/31/2021	\$1,127.50	\$325.00		\$1,452.50		\$1,452.50
Bastrop	6/14/2021	7/31/2022	\$7,000.00			\$7,000.00		\$7,000.00
Beaumont	8/15/2011	6/30/2024	Greater of: \$65 ADA for 1-200 \$70 ADA for 201+ OR \$2,000.00			\$11,500.00		\$11,500.00
Beaumont Portables (3)	6/17/2021	7/17/2024					\$2,680.50	\$2,680.50
Bentonville (NWACA)	7/15/2019	6/30/2023	\$13,998.55			\$13,998.55		\$13,998.55
Brenham Miracle Farm	9/1/2009	Ongoing	\$0.00			\$0.00		\$0.00
Canyon	estimated 7/1/2021	6/30/2026	\$6,820.00			\$6,820.00		\$6,820.00
Conroe (Temp)	7/1/2021	6/30/2022	\$7,500.00			\$7,500.00		\$7,500.00
Corpus Christi	1/11/2021	6/30/2026	\$19,800.00			\$19,800.00		\$19,800.00
Clay Academy	7/1/2010	6/30/2025	\$24,480.00			\$24,480.00		\$24,480.00
Dallas Southeast	6/18/2021	6/30/2027	\$5,000.00			\$5,000.00		\$5,000.00
Dayton	7/1/2013	6/30/2022	1-70 ADA \$40 71-80 ADA \$50 81-100 ADA \$60 100+ ADA \$65 or \$2,000/mo min.			\$6,204.00		\$6,204.00
Del Rio Portable		6/13/2022					\$1,100.00	\$1,100.00
Denton	8/1/2014	6/30/2023	\$9,180.00	\$930.00		\$10,110.00		\$10,110.00
Denton Portables (3)		7/13/2022					\$2,850.00	\$2,850.00
Edinburg	7/1/2012	7/31/2021	\$11,500.00			\$11,500.00		\$11,500.00
El Paso - Eastpointe	7/31/2020	6/30/2025	\$8,500.00	\$3,250.00		\$11,750.00		\$11,750.00
El Paso	7/1/2020	6/30/2023	ADA Greater of \$65.00/per ADA or \$7,500.00			\$20,501.00		\$20,501.00
El Paso - Mesa	7/1/2008	6/30/2023	\$9,095.83	\$2,822.08		\$11,917.91		\$11,917.91
Fort Worth	6/16/2008	6/30/2023	\$9,427.00	\$3,665.52		\$13,092.52		\$13,092.52
Ignite Comm. School Fort Worth	8/1/2020	6/30/2026	\$5,000.00			\$5,000.00		\$5,000.00
Garland	7/1/2014	6/30/2024	\$23,275.00	\$1,275.00		\$24,550.00		\$24,550.00
Corinth	7/26/2018	7/31/2022	\$1,000.00			\$1,000.00		\$1,000.00
Eastex-Jensen	7/1/2019	3/30/2024	Greater of \$16000.00 or \$75.00 per ADA			\$16,000.00		\$16,000.00
Houston - Hobby	1/8/2021	6/30/2026	\$25,000.00	\$3,341.50		\$28,341.50		\$28,341.50
Houston - North (at Fallbrook)	6/1/2019	6/30/2022	\$7,750.00			\$7,750.00		\$7,750.00
Houston - Champions	4/1/2021	6/30/2026	\$8,040.83	\$2,460.50	\$(1,754.36)	\$8,746.97		\$8,746.97
Fallbrook	7/1/2016	6/30/2021	Greater of: \$75 ADA or \$15,000.00 min.			\$21,155.40		\$21,155.40

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements For the Year Ended June 30, 2021

OPERATING LEASES (continued)

Houston - North Gallery Furniture	7/15/2020	6/30/2023	Greater of: \$75 ADA or \$6,500.00 min.			\$6,500.00		\$6,500.00
LSC - Atascocita	7/1/2021	6/30/2031	(see notes)	\$8,645.00	(credit to Rent)	\$8,645.00		\$8,645.00
LSC - University Park	8/22/2011	6/30/2024	\$27,245.62		\$8,184.69	\$35,430.31		\$35,430.31
LSC - University Park Visitors Center	7/1/2021	6/30/2031	(see notes)	\$7,055.37	(credit to Rent)	\$7,055.37		\$7,055.37
Westchase	9/18/2019	7/31/2024	greater of \$20,000 or ≤ 300 ADA @ \$80. per >300 but ≤ 600 ADA @ \$65.00 per >600 ADA @ \$60.00 per			\$20,000.00		\$20,000.00
Humble	7/1/2013	6/30/2023	Greater of: \$73.00 ADA or \$2,000.00			\$19,578.60		\$19,578.60
Huntsville	2/10/2020	6/30/2023	\$8,983.33	\$1,182.50		\$10,165.83		\$10,165.83
QCA - Jasper	7/1/2009	6/30/2024	Greater of: \$70.00 ADA or \$4,000.00 Min.			\$6,993.00		\$6,993.00
Lubbock	8/1/2009	6/30/2023	\$14,830.75			\$14,830.75		\$14,830.75
Permian Basin	7/2/2013	6/30/2023	\$16,061.11	\$7,281.89	\$4,798.49	\$28,141.49		\$28,141.49
Midland	8/18/2020	6/30/2026	\$6,765.00	\$2,032.50		\$8,797.50		\$8,797.50
New Braunfels	11/1/2009	6/30/2022	\$8,492.56	\$3,442.20		\$11,934.76		\$11,934.76
Palmview	7/1/2009	6/30/2022	\$11,500.00	\$500.00		\$12,000.00		\$12,000.00
Palmview Portable	7/17/2020	7/6/2022					\$908.40	\$908.40
Pasadena	7/15/2013	6/30/2024	Greater of: \$75 ADA or \$16,000 min			\$16,000.00		\$16,000.00
Pflugerville	7/15/2015	6/30/2023	\$11,505.00	\$1,805.14		\$13,310.14		\$13,310.14
Pharr	7/1/2009	7/31/2021	\$8,640.13			\$8,640.13		\$8,640.13
San Angelo	3/5/2018	6/30/2023	\$5,625.00	\$1,275.00	\$4,589.39	\$10,713.53		\$10,713.53
San Antonio - Windcrest	7/1/2015	6/30/2023	\$14,522.08	\$3,275.46		\$17,797.54		\$17,797.54
San Antonio RD Office	8/24/2018	8/31/2021	\$888.00	\$30.00		\$918.00		\$918.00
San Antonio - Ingram	4/19/2017	6/30/2024	\$13,596.56	\$1,646.17		\$15,242.73		\$15,242.73
Foundation School of Autism - San Antonio	2/1/2011	6/30/2025	\$6,677.91	\$5,651.25		\$12,329.16		\$12,329.16
San Juan	8/1/2008	6/30/2024	\$17,066.67			\$17,066.67		\$17,066.67
Springdale	9/23/2020	6/30/2026	\$10,500.00			\$10,500.00		\$10,500.00
Texarkana	7/1/2016	6/30/2024	\$10,000.00		\$1,870.69	\$11,870.69		\$11,870.69
LSC - University Center The Woodlands	8/1/2013	7/31/2024	\$29,953.51		\$1,398.88	\$31,352.39	\$120.00	\$31,472.39
The Woodlands	8/15/2010	6/30/2022	\$30,030.00			\$30,030.00		\$30,030.00
QCA - Whitewright	estimated 7/1/2021	6/30/2026	Greater of: \$65 ADA or \$1,000 min			\$0.00		\$0.00
Whitewright Portables (2)	6/1/2021	5/31/2022				\$0.00	\$1,760.00	\$1,760.00

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

OPERATING LEASES *(continued)*

Future Minimum Lease Payments

Future minimum lease payments under the leases above are as follows:

06/30/22	9,195,488
06/30/23	7,818,946
06/30/24	5,094,561
06/30/25	2,862,515
Thereafter	5,144,945
Total	<u>\$ 30,116,455</u>

OTHER PAYABLES

The detail of Other Payable are for various items and are miscellaneous in nature.

Description	TCPA	Premier	501(c)(3)	ISD Ptrshp Beaumont	ISD Ptrshp Snyder	Total
Other Misc. Payables	\$ 90,074	\$ -	\$ 18,102,456	\$ 159,297	\$ 1,240	\$ 18,353,067
Totals	<u>\$ 90,074</u>	<u>\$ -</u>	<u>\$ 18,102,456</u>	<u>\$ 159,297</u>	<u>\$ 1,240</u>	<u>\$ 18,353,067</u>

COMMITMENTS AND CONTINGENCIES

The Organization receives funds through federal programs which are governed by various rules and regulations of the grantor. Expenses charged to the grant program are subject to audit and adjustment by the grantor agency. In the opinion of management, there are no contingent liabilities relating to compliance with rules and regulations governing the grants; therefore, no provision has been made in the accompanying financial statements for such contingencies.

ECONOMIC DEPENDENCY

During the year, the Schools received the majority of its revenues from the Texas Education Agency and the Federal Government through a Charter Agreement. The loss of this Charter Agreement would have a material effect on the ability of the Schools to continue to provide the current level of services to its students.

FUNCTION 61 EXPENSES

Function 61 (Community Services) expenses includes a donation of Net Assets Without Donor Restrictions totaling \$10,000,000 to ResponsiveEd USA as a part of a restructure of the ResponsiveEd business. The remaining \$601,004 relates to after school care and other activities outside of regular education services.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

NOTES PAYABLE

On June 1, 2015, the School issued Series 2015A and 2015B Education Revenue Bonds with a par amount of \$52,150,000 and \$11,815,000 respectively. A portion of the proceeds were used to pay off all existing bank debt of TCPA and Premier at North Star Bank and Bank of America. The remaining proceeds are being used for the construction and updating of educational facilities. The bonds were issued at a premium of \$2,032,953 with an initial interest rate of 5% and 2% respectively, and a term of 30 years.

On August 1, 2016, the School issued Series 2016 Education Revenue Bonds with a par amount of \$63,820,000. The proceeds are being used for the construction and updating of educational facilities. The bonds were issued at a premium of \$4,209,649 with an initial interest rate of 5% and a term of 30 years.

The Organization purchased a building in Lewisville, TX with an original mortgage amount of \$3,504,124. The monthly payment of \$28,306 includes interest at the rate of 5.25% with a term of fifteen years.

The Organization purchased land and a building at 700 Parker Square in Flower Mound, Texas with a mortgage of \$2,295,000 payable in monthly payments of \$18,541 including interest at 5.25% with a term of fifteen years.

On October 26, 2018, a line of credit was obtained, it has an aggregate amount not to exceed \$81,500,000, and will mature December 1, 2021. Advances are limited to once per month and must be a minimum of \$100,000. Funds are NOT to be used for working capital, but only for the construction, renovation, or acquisition of new educational facilities. Interest payments (at a rate equal to the index rate (LIBOR + 1.25%)) are due monthly, commencing June 1, 2019. At June 30, 2021, the line of credit balance was zero.

During the fiscal year ending June 30, 2021, Responsive Education Holdings, LLC, the wholly owned subsidiary of Responsive Education Solutions, issued Series 2020A and 2020B Revenue bonds with a par amount of \$17,395,000 and \$2,460,000 respectively. A portion of the bonds were used to payoff three real estate loans in Arkansas.

During the fiscal year ending June 30, 2021, the school issued Series 2021A and 2021B Revenue bonds with a par amount of \$134,805,000 and \$14,830,000 respectively. A portion of the bonds were used to payoff the outstanding line of credit in the amount of \$73,130,095.

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

NOTES PAYABLE (continued)

Long Term Debt activity for the year ended June 30, 2021 was as follows:

	Balance at 6/30/20	Additions	Retirements	Balance 06/30/21	Current Portion
TCPA					
Series 2015A Education Rev Bonds	\$ 50,070,000	\$ -	\$ (1,115,000)	\$ 48,955,000	\$ 1,170,000
Series 2015B Education Rev Bonds	11,290,000	-	(275,000)	11,015,000	285,000
Series 2016 Education Rev Bonds	60,120,000	-	(1,265,000)	58,855,000	1,290,000
Series 2021A Education Rev Bonds	-	134,805,000	-	134,805,000	-
Series 2021B Bonds	-	14,830,000	-	14,830,000	-
Line of Credit	54,905,800	18,224,295	(73,130,095)	-	-
Sub-Total	176,385,800	167,859,295	(75,785,095)	268,460,000	2,745,000
Premium on Bonds Payable	5,309,405	19,823,427	(263,142)	24,869,690	-
Total TCPA	<u>\$ 181,695,205</u>	<u>\$ 187,682,722</u>	<u>\$ (76,048,237)</u>	<u>\$ 293,329,690</u>	<u>\$ 2,745,000</u>
501(c)(3)					
Independent Bank (Lakeway)	\$ 2,221,398	\$ -	\$ (236,463)	\$ 1,984,935	\$ 241,461
Independent Bank (700 Parker Sq)	1,514,703	-	(151,079)	1,363,624	154,742
Independent Bank (Little Rock, Rahling Road)	4,011,535	-	(4,011,535)	-	-
Independent Bank (Little Rock, Land)	2,425,000	-	(2,425,000)	-	-
Bank of Arkansas (Bentonville)	6,052,847	-	(6,052,847)	-	-
Series 2020A Bonds*	-	17,395,000	-	17,395,000	-
Series 2020B Bonds*	-	2,460,000	-	2,460,000	-
Total 501c3	<u>\$ 16,225,483</u>	<u>\$ 19,855,000</u>	<u>\$ (12,876,924)</u>	<u>\$ 23,203,559</u>	<u>\$ 396,203</u>
Long Term Debt Totals	<u>\$ 197,920,688</u>	<u>\$ 207,537,722</u>	<u>\$ (88,925,161)</u>	<u>\$ 316,533,249</u>	<u>\$ 3,141,203</u>

*Bond obligation resides in Responsive Education Holdings, wholly owned subsidiary of Responsive Education Solutions.

Future debt requirements are as follows:

June 30,	Principal	Interest	Total
2022	3,141,203	9,464,841	\$ 12,606,044
2023	6,216,344	10,213,513	16,429,856
2024	6,763,735	10,026,501	16,790,236
2025	6,987,331	9,814,380	16,801,711
2026	7,207,196	9,583,970	16,791,166
2027-2031	39,728,858	43,230,772	82,959,630
2032-2036	47,175,000	34,176,200	81,351,200
2037-2041	57,443,892	24,244,813	81,688,705
2042-2046	64,545,000	13,847,251	78,392,251
2047-2051	43,560,000	5,130,400	48,690,400
2052	8,895,000	163,025	9,058,025
	<u>\$ 291,663,559</u>	<u>\$ 169,895,665</u>	<u>\$ 461,559,224</u>

NET ASSETS WITH DONOR RESTRICTIONS

At June 30, 2021, the Organization had net assets with donor restrictions of \$77,688,947. These funds represent funds that are restricted as to their expendability in certain Federal, State and Local programs. The funds are not free to be expended in any way the Organization desires. The restricted funds at year end are as follows:

State and Federal Programs	<u>\$ 77,688,947</u>
Total	<u>\$ 77,688,947</u>

RESPONSIVE EDUCATION SOLUTIONS

Notes to Financial Statements
For the Year Ended June 30, 2021

NET ASSETS WITHOUT DONOR RESTRICTIONS

As part of a restructure of the ResponsiveEd business, Responsive Education Solutions will donate the Net Assets Without Donor Restrictions designated below, under the schedule of Net Assets Without Donor Restrictions, to ResponsiveEd USA over the next 3-5 years. During the fiscal year ended June 30, 2021, Responsive Education Solutions donated \$10,000,000 of these Net Assets Without Donor Restriction, as designated in this same schedule. The purpose of this donation is to enable ResponsiveEd to strengthen and expand the educational programs of the entire organization.

501(c)(3) Net Assets Without Donor Restrictions, June 30 2021

501c3 Net Assets Without Donor Restriction at June 30, 2020	\$	20,245,764
Net Increase(decrease) for the Year ended June 30, 2021	\$	<u>(1,475,644)</u>
501c3 Net Assets Without Donor Restriction at June 30, 2021	\$	18,770,120
Donation of Net Assets Without Donor Restriction	\$	<u>(10,000,000)</u>
501c3 Net Assets Without Donor Restriction at June 30, 2021	\$	<u><u>8,770,120</u></u>

CASH DEPOSIT RISK

The Organization's bank holds collateral to insure bank deposit balances of all state and federal funds that exceed Federal Deposit Insurance Corporation (FDIC) limits. At June 30, 2021, local fund deposit balances were fully covered by FDIC insurance and collateralization held by the bank.

ADMINISTRATIVE FEES

For the year ended June 30, 2021, TCPA paid \$19,864,642 and Premier paid \$7,886,855 in administrative fees to Responsive Education Solutions, Inc., the 501(c)(3) charter holder. The fees are unrestricted in nature to the 501(c)(3). These numbers have been eliminated from the combined Statement of Activities on pages 6 & 7.

CHARTER MANAGEMENT FEES

A charter management agreement between Responsive Education Solutions and Blue Learning, a related 501(c)(3) organization, and approved by Texas Education Agency, became effective November 1, 2020. Under the terms of the agreement a percentage of the administrative fees received by Responsive Education Solutions are paid to Blue Learning for administrative services and other supporting services provided by Blue Learning. The charter management fees paid by Responsive Education Solutions to Blue Learning for the year ended June 30, 2021 amounted to \$9,130,211.

SUBSEQUENT EVENTS

The School has evaluated subsequent events through November 3, 2021, the date which the financial statements were available to be issued.

COMBINING SCHEDULES

RESPONSIVE EDUCATION SOLUTIONS

Statement of Financial Position by Entity

June 30, 2021

	Texas College Preparatory Academies	Premier High Schools	501(c)(3)
ASSETS			
Current Assets:			
Cash and Cash Equivalents	\$123,744,428	\$ 19,393,963	\$ 23,778,122
Due from State and Federal Agencies	30,357,826	9,794,945	498,706
Other Receivables	10,061	377	136,735
Intercompany Receivables (Payables)	-	-	-
Receivables from Other Charters	-	-	403,385
Inventory	-	-	235,568
Prepaid Expenses	224,228	668,584	241,464
Total Current Assets	<u>154,336,543</u>	<u>29,857,869</u>	<u>25,293,980</u>
Property & Equipment:			
Land	42,513,328	5,298,455	8,352,263
Building & Improvements	174,131,961	20,053,487	21,196,759
Vehicles	17,471	15,000.00	256,448
Furniture & Equipment	7,636,858	2,266,709	967,406
Leasehold Improvements	813,082	1,922,495	39,864
Library Books & Media	210,177	-	78,686
Construction in Progress	20,332,839	992,763	1,271,929
Accumulated Depreciation	<u>(21,492,004)</u>	<u>(4,668,164)</u>	<u>(3,101,015)</u>
Total Property & Equipment	<u>224,163,712</u>	<u>25,880,745</u>	<u>29,062,340</u>
Other Assets:			
Other Assets	<u>8,057,525</u>	<u>240,994</u>	<u>1,046,455</u>
Total Other Assets	<u>8,057,525</u>	<u>240,994</u>	<u>1,046,455</u>
Total Assets	<u>\$386,557,780</u>	<u>\$ 55,979,608</u>	<u>\$ 55,402,775</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Statement of Financial Position by Entity

June 30, 2021

(Continued)

<i>501(c)(3) continued</i>		
<u>ISD Partnership Beaumont</u>	<u>ISD Partnership Snyder</u>	<u>Total</u>
\$ 177,261	\$ 1,412,777	\$168,506,551
-	-	40,651,477
-	(26,364)	120,809
-	-	-
-	-	403,385
-	-	235,568
-	-	1,134,276
<u>177,261</u>	<u>1,386,413</u>	<u>211,052,066</u>
-	-	56,164,046
-	-	215,382,207
-	-	288,919
-	-	10,870,973
-	-	2,775,441
-	-	288,863
-	-	22,597,531
-	-	<u>(29,261,183)</u>
<u>-</u>	<u>-</u>	<u>279,106,797</u>
-	-	9,344,974
<u>-</u>	<u>-</u>	<u>9,344,974</u>
<u>\$ 177,261</u>	<u>\$ 1,386,413</u>	<u>\$499,503,837</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Statement of Financial Position by Entity

June 30, 2021

(continued)

	Texas College Preparatory Academies	Premier High Schools	501(c)(3)
LIABILITIES & NET ASSETS			
Current Liabilities:			
Accounts Payable	\$ 6,016,973	\$ 1,194,879	2,489,673
Other Payables	90,074	-	18,102,456
Accrued Wages Payable	6,400,767	2,067,278	1,377,186
Accrued Benefits Payable	273,495	105,057	(289,461)
Accrued Expenses	4,970,944	801,634	36,772
Current Portion of Long Term Debt	2,745,000	-	396,203
Deferred Revenue	-	-	108,539
Total Current Liabilities	<u>20,497,253</u>	<u>4,168,848</u>	<u>22,221,368</u>
Long-Term Liabilities:			
Line of Credit	-	-	-
Bonds Payable	265,715,000	-	19,855,000
Notes Payable	-	-	2,952,357
Premium on Bonds Payable	24,869,689	-	-
Total Long Term Liabilities	<u>290,584,689</u>	<u>-</u>	<u>22,807,357</u>
Net Assets:			
Without Donor Restrictions	32,680,632	18,520,949	8,770,120
With Donor Restrictions	42,795,206	33,289,811	1,603,930
Total Net Assets	<u>75,475,838</u>	<u>51,810,760</u>	<u>10,374,050</u>
Total Liabilities & Net Assets	<u>\$ 386,557,780</u>	<u>\$ 55,979,608</u>	<u>\$ 55,402,775</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Statement of Financial Position by Entity

June 30, 2021

(continued)

<i>501(c)(3) continued</i>		
<u>ISD Partnership Beaumont</u>	<u>ISD Partnership Snyder</u>	<u>Total</u>
\$ -	\$ 375,828	\$ 10,077,353
159,297	1,240	18,353,067
-	-	9,845,231
-	-	89,091
-	-	5,809,350
-	-	3,141,203
-	(4,995)	103,544
<u>159,297</u>	<u>372,073</u>	<u>47,418,839</u>
-	-	-
-	-	285,570,000
-	-	2,952,357
-	-	24,869,689
<u>-</u>	<u>-</u>	<u>313,392,046</u>
17,964	1,014,340	61,004,005
-	-	77,688,947
<u>17,964</u>	<u>1,014,340</u>	<u>138,692,952</u>
<u>\$ 177,261</u>	<u>\$ 1,386,413</u>	<u>\$ 499,503,837</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Statement of Activities by Entity
For the Year Ended June 30, 2021

	Texas College Preparatory Academies		
	Without Donor Restrictions	With Donor Restrictions	Total
REVENUE & OTHER SUPPORT			
Local Support:			
5729 Service to Other Districts	\$ -	\$ -	\$ -
5742 Interest Income	338,803	-	338,803
5743 Rent Income	29,863	-	29,863
5744 Gifts & Bequests	341,472	-	341,472
5747 ERate Refund	67,351	-	67,351
5748 Curriculum Sales	-	-	-
5749 Other Revenue	1,868,944	-	1,868,944
5751 Food Service Fees	26,663	-	26,663
5752 Athletics Revenue	-	-	-
5753 Cocurricular Activities	39,251	-	39,251
5755 Enterprising Services Revenue	15,074	-	15,074
5759 Cocurricular Enterprising Services	20,005	-	20,005
5769 Admin Fee Revenues	-	-	-
Total Local Support	<u>2,747,426</u>	<u>-</u>	<u>2,747,426</u>
State Program Revenues:			
5811 Per Capita Apportionment	-	6,081,627	6,081,627
5812 State Foundation Program	-	138,223,702	138,223,702
5819 Other State Foundation	-	85,381	85,381
5829 Instructional Materials Allotment	-	2,116,658	2,116,658
5831 Other State Revenue	-	-	-
Total State Program Revenues	<u>-</u>	<u>146,507,368</u>	<u>146,507,368</u>
Federal Program Revenues:			
5921 Breakfast Program	-	760,247	760,247
5922 National School Lunch	-	1,720,601	1,720,601
5923 Donated Commodities	-	140,998	140,998
5929 Title I, Part A	-	2,050,319	2,050,319
5929 IDEA-Part B Formula	-	834,030	834,030
5929 Title II, Part A	-	245,899	245,899
5929 Title III, Part A, ELA	-	141,829	141,829
5929 Title IV Part A, CSP Grant #1	-	1,159,805	1,159,805
5929 Title IV Part A, CSP Grant #2	-	-	-
5929 LEP Summer/Other Federal Programs	-	219,748	219,748
5929 Academic Enrichment	-	-	-
5929 COVID-19 ESSER I	-	1,144,252	1,144,252
5929 COVID-19 CRF PPRP	-	772,370	772,370
5929 Other Federal Programs	-	205,710	205,710
Total Federal Program Revenues	<u>-</u>	<u>9,395,808</u>	<u>9,395,808</u>
Net Assets Released from Restrictions	<u>156,997,050</u>	<u>(156,997,050)</u>	<u>-</u>
Total Revenue & Other Support	<u>\$ 159,744,476</u>	<u>\$ (1,093,874)</u>	<u>\$ 158,650,602</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS
Statement of Activities by Entity *(continued)*
For the Year Ended June 30, 2021

Premier High Schools			501(c)(3)	
Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions
\$ -	\$ -	\$ -	\$ 352,070	\$ -
118,968	-	118,968	122,785	-
-	-	-	2,827,569	-
29,307	-	29,307	3,175	-
89,582	-	89,582	14,731	-
-	-	-	681,834	-
123,180	-	123,180	29,300,380	-
67	-	67	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
361,104	-	361,104	33,302,544	-
-	2,291,904	2,291,904	-	-
-	56,238,988	56,238,988	-	-
-	70,875	70,875	-	-
-	814,516	814,516	-	-
-	-	-	-	-
-	59,416,283	59,416,283	-	-
-	118,768	118,768	-	-
-	156,588	156,588	-	-
-	49,368	49,368	-	-
-	2,066,722	2,066,722	-	-
-	689,555	689,555	-	-
-	74,736	74,736	-	-
-	110,186	110,186	-	-
-	356,876	356,876	-	1,459,365
-	1,918,360	1,918,360	-	453,331
-	-	-	-	-
-	85,315	85,315	-	-
-	782,468	782,468	-	-
-	411,440	411,440	-	-
-	73,895	73,895	-	-
-	6,894,277	6,894,277	-	1,912,696
67,608,254	(67,608,254)	-	1,912,696	(1,912,696)
\$ 67,969,358	\$ (1,297,694)	\$ 66,671,664	\$ 35,215,240	\$ -

RESPONSIVE EDUCATION SOLUTIONS
Statement of Activities by Entity *(continued)*
For the Year Ended June 30, 2021

	501(c)(3) continued		
	ISD Partnership Beaumont	ISD Partnership Snyder	501c3 Total
REVENUE & OTHER SUPPORT			
Local Support:			
5729 Service to Other Districts	\$ 2,360,699	\$ 1,482,256	\$ 4,195,025
5742 Interest Income	-	-	122,785
5743 Rent Income	-	-	2,827,569
5744 Gifts & Bequests	-	-	3,175
5747 ERate Refund	-	-	14,731
5748 Curriculum Sales	-	-	681,834
5749 Other Revenue	-	-	29,300,380
5751 Food Service Fees	-	-	-
5752 Athletics Revenue	-	-	-
5753 Cocurricular Activities	-	-	-
5755 Enterprising Services Revenue	-	-	-
5759 Cocurricular Enterprising Services	-	-	-
5769 Admin Fee Revenues	-	-	-
Total Local Support	<u>2,360,699</u>	<u>1,482,256</u>	<u>37,145,499</u>
State Program Revenues:			
5811 Per Capita Apportionment	-	-	-
5812 State Foundation Program	-	-	-
5819 Other State Foundation	-	-	-
5829 Instructional Materials Allotment	-	-	-
5831 Other State Revenue	-	-	-
Total State Program Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Federal Program Revenues:			
5921 Breakfast Program	-	-	-
5922 National School Lunch	-	-	-
5923 Donated Commodities	-	-	-
5929 Title I, Part A	-	-	-
5929 IDEA-Part B Formula	-	-	-
5929 Title II, Part A	-	-	-
5929 Title III, Part A, ELA	-	-	-
5929 Title IV Part A, CSP Grant #1	-	-	1,459,365
5929 Title IV Part A, CSP Grant #2	-	-	453,331
5929 LEP Summer/Other Federal Programs	-	-	-
5929 Academic Enrichment	-	-	-
5929 COVID-19 ESSER I	-	-	-
5929 COVID-19 CRF PPRP	-	-	-
5929 Other Federal Programs	-	-	-
Total Federal Program Revenues	<u>-</u>	<u>-</u>	<u>1,912,696</u>
Net Assets Released from Restrictions	-	-	-
Total Revenue & Other Support	<u>\$ 2,360,699</u>	<u>\$ 1,482,256</u>	<u>\$ 39,058,195</u>

RESPONSIVE EDUCATION SOLUTIONS

Statement of Activities by Entity *(continued)*

For the Year Ended June 30, 2021

TOTAL		
Without Donor Restrictions	With Donor Restrictions	Total
\$ 4,195,025	\$ -	\$ 4,195,025
580,556	-	580,556
2,857,432	-	2,857,432
373,954	-	373,954
171,664	-	171,664
681,834	-	681,834
31,292,504	-	31,292,504
26,730	-	26,730
-	-	-
39,251	-	39,251
15,074	-	15,074
20,005	-	20,005
-	-	-
40,254,029	-	40,254,029
-	8,373,531	8,373,531
-	194,462,690	194,462,690
-	156,256	156,256
-	2,931,174	2,931,174
-	-	-
-	205,923,651	205,923,651
-	879,015	879,015
-	1,877,189	1,877,189
-	190,366	190,366
-	4,117,041	4,117,041
-	1,523,585	1,523,585
-	320,635	320,635
-	252,015	252,015
-	2,976,046	2,976,046
-	2,371,691	2,371,691
-	219,748	219,748
-	85,315	85,315
-	1,926,720	1,926,720
-	1,183,810	1,183,810
-	279,605	279,605
-	18,202,781	18,202,781
226,518,000	(226,518,000)	-
\$ 266,772,029	\$ (2,391,568)	\$ 264,380,461

RESPONSIVE EDUCATION SOLUTIONS
Statement of Activities by Entity *(continued)*
For the Year Ended June 30, 2021

	Texas College Preparatory Academies		
	Without Donor Restrictions	With Donor Restrictions	Total
EXPENSES			
11 Instruction	\$ 89,095,751	\$ -	\$ 89,095,751
12 Instructional Resources & Media Services	7,093	-	7,093
13 Curriculum Dev. & Instructional Staff Dev.	6,326,078	-	6,326,078
21 Instructional Leadership	3,288,002	-	3,288,002
23 School Leadership	13,489,650	-	13,489,650
31 Guidance, Counseling & Evaluation Services	745,738	-	745,738
32 Social Work Services	15	-	15
33 Health Services	1,250,381	-	1,250,381
34 Student (Pupil) Transportation	-	-	-
35 Food Services	3,596,051	-	3,596,051
36 Cocurricular/Extracurricular Activities	757,158	-	757,158
41 General Administration	7,775,809	-	7,775,809
51 Plant Maintenance & Operations	13,038,915	-	13,038,915
52 Security & Monitoring Services	529,815	-	529,815
53 Data Processing Services	2,748,277	-	2,748,277
71 Debt Service	6,263,334	-	6,263,334
81 Fundraising	1,201,969	-	1,201,969
Total Expenses	150,114,036	-	150,114,036
Change in Net Assets from Operations	9,630,440	(1,093,874)	8,536,566
61 Community Services	475,961	-	475,961
Increase/(decrease) in Net Assets	9,154,479	(1,093,874)	8,060,605
Gain (Loss) on Disposal of Fixed Asset	78,369	-	78,369
Net Assets, Beginning of Year	23,447,784	43,889,080	67,336,864
Net Assets, End of Year	\$ 32,680,632	\$ 42,795,206	\$ 75,475,838

RESPONSIVE EDUCATION SOLUTIONS

Statement of Activities by Entity *(continued)*

For the Year Ended June 30, 2021

Premier High Schools			501(c)(3)	
Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions
\$ 29,048,212	\$ -	\$ 29,048,212	1,406,332	\$ -
65	-	65	-	-
2,643,751	-	2,643,751	1,097,281	-
1,541,941	-	1,541,941	4,897,348	-
6,862,307	-	6,862,307	565,489	-
555,125	-	555,125	662,345	-
-	-	-	-	-
462,026	-	462,026	71,726	-
7,327	-	7,327	-	-
690,590	-	690,590	183,678	-
3,465	-	3,465	-	-
3,023,656	-	3,023,656	18,391,933	-
4,662,702	-	4,662,702	3,755,743	-
243,555	-	243,555	48,107	-
1,232,860	-	1,232,860	4,271,336	-
118,132	-	118,132	879,213	-
1,107,643	-	1,107,643	1,118,465	-
52,203,357	-	52,203,357	37,348,996	-
15,766,001	(1,297,694)	14,468,307	(2,133,756)	-
124,887	-	124,887	10,000,000	-
15,641,114	(1,297,694)	14,343,420	(12,133,756)	-
-	-	-	658,112	-
2,879,835	34,587,505	37,467,340	20,245,764	1,603,930
\$ 18,520,949	\$ 33,289,811	\$ 51,810,760	\$ 8,770,120	\$ 1,603,930

RESPONSIVE EDUCATION SOLUTIONS
Statement of Activities by Entity *(continued)*
For the Year Ended June 30, 2021

	501(c)(3) continued		
	ISD Partnership Beaumont	ISD Partnership Snyder	Total
EXPENSES			
11 Instruction	\$ 2,146,881	\$ 193,098	\$ 3,746,311
12 Instructional Resources & Media Services	-	-	-
13 Curriculum Dev. & Instructional Staff Dev.	31,245	82,372	1,210,898
21 Instructional Leadership	15,354	28,958	4,941,660
23 School Leadership	306,616	141,590	1,013,695
31 Guidance, Counseling & Evaluation Services	9,893	-	672,238
32 Social Work Services	-	-	-
33 Health Services	372	-	72,098
34 Student (Pupil) Transportation	-	-	-
35 Food Services	-	-	183,678
36 Cocurricular/Extracurricular Activities	420	-	420
41 General Administration	347,601	11,059	18,750,593
51 Plant Maintenance & Operations	21,192	4,332	3,781,267
52 Security & Monitoring Services	1,351	-	49,458
53 Data Processing Services	-	-	4,271,336
71 Debt Service	-	-	879,213
81 Fundraising	58,462	-	1,176,927
Total Expenses	<u>2,939,387</u>	<u>461,409</u>	<u>40,749,792</u>
Change in Net Assets from Operations	(578,688)	1,020,847	(1,691,597)
61 Community Services	156	-	10,000,156
Increase/(decrease) in Net Assets	<u>(578,844)</u>	<u>1,020,847</u>	<u>(11,691,753)</u>
Gain (Loss) on Disposal of Fixed Asset	-	-	658,112
Net Assets, Beginning of Year	<u>596,808</u>	<u>(6,507)</u>	<u>22,439,995</u>
Net Assets, End of Year	<u>\$ 17,964</u>	<u>\$ 1,014,340</u>	<u>\$ 11,406,354</u>

RESPONSIVE EDUCATION SOLUTIONSStatement of Activities by Entity *(continued)*

For the Year Ended June 30, 2021

TOTAL		
Without Donor Restrictions	With Donor Restrictions	Total
\$ 121,890,274	\$ -	\$121,890,274
7,158	-	7,158
10,180,727	-	10,180,727
9,771,603	-	9,771,603
21,365,652	-	21,365,652
1,973,101	-	1,973,101
15	-	15
1,784,505	-	1,784,505
7,327	-	7,327
4,470,319	-	4,470,319
761,043	-	761,043
29,550,058	-	29,550,058
21,482,884	-	21,482,884
822,828	-	822,828
8,252,473	-	8,252,473
7,260,679	-	7,260,679
3,486,539	-	3,486,539
<u>243,067,185</u>	<u>-</u>	<u>243,067,185</u>
23,704,844	(2,391,568)	21,313,276
10,601,004	-	10,601,004
<u>13,103,840</u>	<u>(2,391,568)</u>	<u>10,712,272</u>
736,481	-	736,481
<u>47,163,684</u>	<u>80,080,515</u>	<u>127,244,199</u>
<u>\$ 61,004,005</u>	<u>\$ 77,688,947</u>	<u>\$138,692,952</u>

RESPONSIVE EDUCATION SOLUTIONS

Statement of Cash Flows by Entity For the Year Ended June 30, 2021

	Texas College Preparatory Academies	Premier High Schools	501(c)(3)	TOTAL
Cash Flows from Operating Activities:				
Cash from Local Sources	\$ 2,658,996	\$ 360,727	\$ 35,973,731	\$ 38,993,454
Cash from State Programs	118,911,000	51,235,573	-	170,146,573
Cash from Federal Programs	6,634,350	5,280,042	1,413,990	13,328,382
Cash Paid to Suppliers	(15,395,573)	(16,436,995)	(17,803,966)	(49,636,534)
Cash Paid to Employees	(79,104,075)	(26,200,177)	(16,413,906)	(121,718,158)
Cash Paid for Interest	(4,706,044)	-	(336,638)	(5,042,682)
Net Cash Provided by/(Used in) Operating Activities	<u>28,998,654</u>	<u>14,239,170</u>	<u>2,833,211</u>	<u>46,071,035</u>
Cash Flows from Investing Activities:				
Purchase of Capital Assets	(48,976,092)	(16,297,907)	(15,690,229)	(80,964,228)
Cash Proceeds from Disposal of Capital Assets	8,886,236	6,356,257	14,249,045	29,491,538
Net Cash Provided by/(Used in) Investing Activities	<u>(40,089,856)</u>	<u>(9,941,650)</u>	<u>(1,441,184)</u>	<u>(51,472,690)</u>
Cash Flows from Financing Activities:				
Proceeds from New Debt	167,859,295	-	19,855,000	187,714,295
Payments on Debt	(75,785,095)	-	(12,876,924)	(88,662,019)
Net Cash Provided by/(Used in) Financing Activities	<u>92,074,200</u>	<u>-</u>	<u>6,978,076</u>	<u>99,052,276</u>
Net Increase/(Decrease) in Cash	80,982,998	4,297,520	8,370,103	93,650,621
Cash at Beginning of Year	<u>42,761,430</u>	<u>15,096,443</u>	<u>16,998,057</u>	<u>74,855,930</u>
Cash at End of Year	<u>\$ 123,744,428</u>	<u>\$ 19,393,963</u>	<u>\$ 25,368,160</u>	<u>\$ 168,506,551</u>

Reconciliation of Change in Net Assets to Net Cash Provided by/(Used in) Operating Activities

Change in Net Assets	\$ 8,060,605	\$ 14,343,420	\$ (11,691,753)	10,712,272
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by/(Used in) by Operating Activities:				
Depreciation	5,417,146	1,070,369	632,207	7,119,722
Amortization	-	-	-	-
(Gain)/Loss on Disposal of Assets	(78,369)	-	(658,112)	(736,481)
(Increase)/Decrease in Operating Assets				
Due from State and Federal Agencies	(5,817,737)	(1,702,618)	(451,906)	(7,972,261)
Other Receivables	468,896	422,050	118,947	1,009,893
Receivables from Other Charters	708,461	(404,645)	(707,201)	(403,385)
Inventory	-	-	(37,334)	(37,334)
Prepaid Expenses	170,432	(360,513)	(2,039,205)	(2,229,286)
Other Assets	(6,070,828)	(16,985)	(2,040,902)	(8,128,715)
Increase/(Decrease) in Operating Liabilities				
Accounts Payable	3,279,115	476,366	2,606,298	6,361,779
Other Payables	86,574	-	18,124,969	18,211,543
Due to State	-	-	-	-
Accrued Wages and Benefits Payable	908,589	(228,398)	(808,814)	(128,623)
Retainage Payable	-	-	-	-
Accrued Expenses	2,305,486	640,124	(314,288)	2,631,322
Deferred Revenue	-	-	100,305	100,305
Bond Premium	19,560,284	-	-	19,560,284
Net Adjustments	<u>20,938,049</u>	<u>(104,250)</u>	<u>14,524,964</u>	<u>35,358,763</u>
Net Cash Provided by/(Used in) Operating Activities	<u>\$ 28,998,654</u>	<u>\$ 14,239,170</u>	<u>\$ 2,833,211</u>	<u>\$ 46,071,035</u>

REQUIRED TEA SCHEDULES

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RESPONSIVE EDUCATION SOLUTIONS

Statement of Expenses by Entity
For the Year ended June 30, 2021

	Texas College Preparatory Academies	Premier High Schools	Total
EXPENSES & OTHER LOSSES			
6100 Payroll Costs	\$ 85,778,337	\$28,372,512	\$ 114,150,849
6200 Professional & Contracted Services	17,414,824	8,886,861	26,301,685
6300 Supplies & Materials	12,734,039	4,560,190	17,294,229
6400 Other Operating Costs	28,399,463	10,390,549	38,790,012
6500 Debt Expense	6,263,334	118,132	6,381,466
	<u>\$ 150,589,997</u>	<u>\$52,328,244</u>	<u>\$ 202,918,241</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Schedule of Capital Assets by Entity
For the Year ended June 30, 2021

	Texas College Preparatory Academies			
	Ownership Interest			Total
	Local	State	Federal	
CAPITAL ASSETS				
1100 Cash	\$ -	\$ 123,744,428	\$ -	\$ 123,744,428
1510 Land	-	42,513,328	-	42,513,328
1520 Buildings & Improvements	-	174,131,961	-	174,131,961
1521 Construction in Progress	-	20,332,839	-	20,332,839
1531 Vehicles	-	17,471	-	17,471
1539 Furniture & Equipment	-	7,636,858	-	7,636,858
1550 Leasehold Improvements	-	813,082	-	813,082
1569 Licenses & Media	-	210,177	-	210,177
Total Capital Assets	<u>\$ -</u>	<u>\$ 369,400,144</u>	<u>\$ -</u>	<u>\$ 369,400,144</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS
Schedule of Capital Assets by Entity (*Continued*)
For the Year ended June 30, 2021

Premier High Schools			
Ownership Interest			
Local	State	Federal	Total
\$ -	\$ 19,393,963	\$ -	\$ 19,393,963
-	5,298,455	-	5,298,455
-	20,053,487	-	20,053,487
-	992,763	-	992,763
-	15,000	-	15,000
-	2,266,709	-	2,266,709
-	1,922,495	-	1,922,495
-	-	-	-
<u>\$ -</u>	<u>\$ 49,942,872</u>	<u>\$ -</u>	<u>\$ 49,942,872</u>

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Budgetary Comparison Schedule by Charter

For the Year ended June 30, 2021

	Texas College Preparatory Academies			
	Budgeted Amounts		Actual	Variance
	Original	Final	Amounts	Pos/(Neg) from Final Budget
REVENUE & OTHER SUPPORT				
Local Support:				
5700 Revenue from Local Sources	\$ 7,069,189	\$ 2,414,135	\$ 2,747,426	\$ 333,291
Total Local Revenue	7,069,189	2,414,135	2,747,426	333,291
State Program Revenue:				
5800 State Program Revenue	144,270,679	146,088,926	146,507,368	418,442
Total State Revenue	144,270,679	146,088,926	146,507,368	418,442
Federal Program Revenue:				
5900 Federal Program Revenue	15,764,184	17,863,591	9,395,808	(8,467,783)
Total Federal Revenue	15,764,184	17,863,591	9,395,808	(8,467,783)
Total Revenue & Other Support	167,104,052	166,366,652	158,650,602	(7,716,050)
EXPENSES				
11 Instruction	91,405,798	94,280,016	89,095,751	5,184,265
12 Instructional Resources & Media	44,980	58,234	7,093	51,141
13 Curriculum & Instructional Staff Dev.	6,749,857	6,432,513	6,326,078	106,435
21 Instructional Leadership	3,339,398	3,353,869	3,288,002	65,867
23 School Leadership	15,525,785	15,303,965	13,489,650	1,814,315
31 Guidance, Counseling & Evaluation	810,243	749,979	745,738	4,241
32 Social Work	38,850	38,850	15	38,835
33 Health Services	2,192,597	2,263,508	1,250,381	1,013,127
34 Student (Pupil) Transportation	15,715	15,715	-	15,715
35 Food Services	3,793,975	3,851,995	3,596,051	255,944
36 Cocurricular/Extracurricular Activities	247,346	1,257,367	757,158	500,209
41 General Administration	7,308,027	7,775,809	7,775,809	-
51 Plant Maintenance & Operations	13,681,088	13,983,952	13,038,915	945,037
52 Security & Monitoring Services	1,029,030	1,444,997	529,815	915,182
53 Data Processing Services	2,377,120	2,748,277	2,748,277	-
61 Community Services	911,177	1,279,184	475,961	803,223
71 Debt Service	5,971,991	6,390,074	6,263,334	126,740
81 Fundraising	724,391	1,258,959	1,201,969	56,990
Total Expenses	156,167,368	162,487,263	150,589,997	11,897,266
Change in Net Assets	10,936,684	3,879,389	8,060,605	4,181,216
Gain (Loss) on Disposal of Fixed Asset	-	-	78,369	78,369
Net Assets, Beginning of Year	67,336,864	67,336,864	67,336,864	-
Net Assets, End of Year	\$ 78,273,548	\$ 71,216,253	\$ 75,475,838	\$ 4,259,585

The notes to the financial statements are an integral part of this statement.

RESPONSIVE EDUCATION SOLUTIONS

Budgetary Comparison Schedule by Charter *(continued)*
For the Year ended June 30, 2021

Premier High Schools			
Budgeted Amounts		Actual Amounts	Variance Pos/(Neg) from Final Budget
Original	Final		
\$ 2,463,708	\$ 63,476	\$ 361,104	\$ 297,628
<u>2,463,708</u>	<u>63,476</u>	<u>361,104</u>	<u>297,628</u>
59,390,284	60,332,860	59,416,283	(916,577)
<u>59,390,284</u>	<u>60,332,860</u>	<u>59,416,283</u>	<u>(916,577)</u>
17,920,829	21,673,761	6,894,277	(14,779,484)
<u>17,920,829</u>	<u>21,673,761</u>	<u>6,894,277</u>	<u>(14,779,484)</u>
79,774,821	82,070,097	66,671,664	(15,398,433)
39,994,829	42,872,117	29,048,212	13,823,905
39,900	39,900	65	39,835
4,623,775	4,688,831	2,643,751	2,045,080
1,732,683	1,790,050	1,541,941	248,109
8,718,173	9,022,725	6,862,307	2,160,418
575,506	555,125	555,125	-
39,900	39,900	-	39,900
862,972	899,952	462,026	437,926
93,289	93,289	7,327	85,962
1,144,911	1,144,911	690,590	454,321
45,887	96,998	3,465	93,533
3,453,449	3,245,134	3,023,656	221,478
7,428,228	7,873,697	4,662,702	3,210,995
658,725	901,661	243,555	658,106
1,121,570	1,232,860	1,232,860	-
718,031	1,025,849	124,887	900,962
209,457	375,943	118,132	257,811
1,459,190	1,560,027	1,107,643	452,384
<u>72,920,475</u>	<u>77,458,969</u>	<u>52,328,244</u>	<u>25,130,725</u>
6,854,346	4,611,128	14,343,420	(40,529,158)
-	-	-	-
37,467,340	37,467,340	37,467,340	-
<u>\$ 44,321,686</u>	<u>\$ 42,078,468</u>	<u>\$ 51,810,760</u>	<u>\$ (40,529,158)</u>

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COMPLIANCE AND INTERNAL CONTROL

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INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL
REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON
AN AUDIT OF FINANCIAL STATEMENTS PERFORMED
IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Directors
Responsive Education Solutions
Lewisville, Texas

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Responsive Education Solutions (a nonprofit organization), which comprise the statement of financial position as of June 30, 2021, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 3, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Responsive Education Solutions' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Responsive Education Solutions' internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

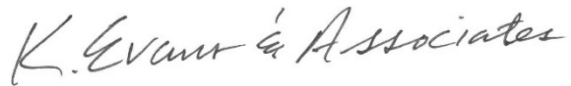
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Responsive Education Solutions' financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "K. Evans & Associates".

K. Evans & Associates, CPAs
Frisco, TX
November 3, 2021



INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM
AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

Board of Directors

Responsive Education Solutions

Lewisville, Texas

Report on Compliance for Each Major Federal Program

We have audited Responsive Education Solutions' compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of Responsive Education Solutions' major federal programs for the year ended June 30, 2021. Responsive Education Solutions' major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of Responsive Education Solutions' major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Responsive Education Solutions' compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Responsive Education Solutions' compliance.

Opinion on Each Major Federal Program

In our opinion, Responsive Education Solutions, complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2021.

Other Matters

The results of our auditing procedures disclosed no instances of noncompliance, which are required to be reported in accordance with the Uniform Guidance. Our opinion on each major federal program is not modified with respect to these matters.

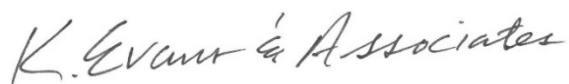
Report on Internal Control over Compliance

Management of the Responsive Education Solutions is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Responsive Education Solutions' internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Responsive Education Solutions' internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.v3

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



K. Evans & Associates, CPAs
Frisco, TX
November 3, 2021

RESPONSIVE EDUCATION SOLUTIONS

Schedule of Findings and Questioned Costs
For the Year Ended June 30, 2021

SECTION I - SUMMARY OF AUDITOR'S RESULTS**Financial Statements**

Type of Auditor's Report Issued:	Unmodified
Internal Control Over Financial Reporting:	
Material weaknesses identified?	No
Significant deficiencies identified that are not considered to be material weaknesses?	No
Noncompliance Material to Financial Statements Noted?	No

Federal Awards

Internal Control Over Major Programs:	
Material weaknesses identified?	No
Significant deficiencies identified that are not considered to be material weaknesses?	No
Type of Auditor's Report Issued on Compliance for Major Programs:	Unmodified
Any audit findings disclosed that are required to be reported in accordance with Uniform Guidance	No
Identification of Major Programs:	
Title I, Part A	84.010A
Covid ESSER I	84.425D
Covid ESSER II	84.425D
Dollar Threshold Used to Distinguish Between Type A and Type B Programs:	\$750,000
Auditee Qualified as Low-Risk Auditee?	Yes

RESPONSIVE EDUCATION SOLUTIONS

Schedule of Expenditures of Federal Award
For the Year Ended June 30, 2021

	<u>Federal Assistance Listing Number</u>	<u>Pass-Through Entity Identifying Number</u>	<u>Federal Expenditures</u>
U.S. DEPARTMENT of EDUCATION			
Passed Through State Department of Education			
Title I, Part A Program	84.010A	S010A180043	\$ 4,117,041
IDEA-B Formula	84.027A	H027A180008	1,523,585
Title II, Part A Program	84.367A	S367A180041	320,635
Title III, Part A, LEP	84.365A	S365A180043	252,015
Title IV, Part A, Subpart 1	84.424A	S424A180045	5,627,342
COVID-19 ESSER I	84.425D	S425D200042	1,926,720
COVID-19 CRF PPRP	84.425D	S425D200042	1,183,810
LEP Summer School	84.369A		219,748
Academic Enrichment	84.424A		85,315
Total U.S. Department of Education			<u>15,256,211</u>
U.S. DEPARTMENT of AGRICULTURE			
Passed Through State Department of Agriculture			
School Breakfast/National School Lunch Programs	10.553 & 10.555	2018IN109946	<u>2,946,570</u>
Total U.S. Department of Agriculture			<u>2,946,570</u>
Total Expenditures of Federal Awards			<u>\$ 18,202,781</u>

2. 2021-22 Budget Amendments

RESPONSIVE EDUCATION SOLUTIONS
REVISED 2021-22 BUDGET RECAP

	Texas College Preparatory Academies				Premier High Schools				Headquarters				Responsive Education Solutions	
	Brick & Mortar	Virtual	Total	Per ADA	Brick & Mortar	Virtual	Total	Per ADA	501c3	1882 Partnerships - Snyder ISD	1882 Partnerships - Fehrl Price	Total	Consolidated	Per ADA
<i>Campus Refined ADA</i>	14,380	465	14,845		3,580	1,540	5,120			-	320	320	20,285	
Total Local Revenue	\$ 430,750	\$ -	\$ 430,750	29	\$ -	\$ -	\$ -	-	\$ 4,788,963	\$ 786,256	\$ 2,464,000	\$ 8,039,219	\$ 8,469,969	418
Total State Revenue	\$ 138,318,957	\$ 4,937,478	\$ 143,256,435	9,650	\$ 40,553,816	\$ 16,388,623	\$ 56,942,439	11,122	\$ -	\$ -	\$ -	\$ -	\$ 200,198,874	9,869
Total Federal Revenue	\$ 4,127,282	\$ -	\$ 4,127,282	278	\$ 1,074,594	\$ -	\$ 1,074,594	210	\$ -	\$ -	\$ -	\$ -	\$ 5,201,876	256
<i>Total ESSER II Revenue</i>	\$ 2,943,582	\$ -	\$ 2,943,582	198	\$ 1,689,727	\$ -	\$ 1,689,727	330	\$ -	\$ -	\$ -	\$ -	\$ 4,633,309	228
<i>Total ESSER III Revenue</i>	\$ 8,263,584	\$ -	\$ 8,263,584	557	\$ 4,743,608	\$ -	\$ 4,743,608	926	\$ -	\$ -	\$ -	\$ -	\$ 13,007,192	641
Total Administrative Revenue	\$ -	\$ -	\$ -	-	\$ -	\$ -	\$ -	-	\$ 29,482,282	\$ -	\$ -	\$ 29,482,282	\$ 1,253,470	62
Total Charter Revenue	\$ -	\$ -	\$ -	-	\$ -	\$ -	\$ -	-	\$ 9,500,000	\$ -	\$ -	\$ 9,500,000	\$ -	-
Blue Learning Donation*									\$ 5,500,000			\$ 5,500,000	\$ 5,500,000	271
Total Revenue	\$ 154,084,155	\$ 4,937,478	\$ 159,021,633	10,712	\$ 48,061,745	\$ 16,388,623	\$ 64,450,368	12,588	\$ 49,271,245	\$ 786,256	\$ 2,464,000	\$ 52,521,501	\$ 238,264,690	11,746
Expenses														
Total Payroll	\$ 80,852,464	\$ 2,688,169	\$ 83,540,633	5,628	\$ 18,714,022	\$ 8,428,726	\$ 27,142,749	5,301	\$ 20,147,733	\$ -	\$ 1,824,363	\$ 21,972,096	\$ 132,655,477	6,540
Total Contracted Services	\$ 18,835,842	\$ 788,810	\$ 19,624,652	1,322	\$ 9,523,376	\$ 1,233,732	\$ 10,757,108	2,101	\$ 23,811,059	\$ -	\$ 405,021	\$ 24,216,080	\$ 54,597,840	2,692
Total Supplies & Materials	\$ 11,241,325	\$ 115,114	\$ 11,356,439	765	\$ 2,864,660	\$ 425,563	\$ 3,290,223	643	\$ 2,324,918	\$ -	\$ 174,784	\$ 2,499,702	\$ 17,146,364	845
Total Other Operating Costs	\$ 11,379,804	\$ 217,517	\$ 11,597,321	781	\$ 3,502,560	\$ 156,059	\$ 3,658,619	715	\$ 2,005,135	\$ -	\$ 49,575	\$ 2,054,710	\$ 17,310,650	853
Total Debt	\$ 7,750,695	\$ -	\$ 7,750,695	522	\$ 628,764	\$ -	\$ 628,764	123	\$ 308,614	\$ -	\$ -	\$ 308,614	\$ 8,688,073	428
Total Administrative Fee	\$ 17,946,081	\$ 1,086,244	\$ 19,032,325	1,282	\$ 5,590,990	\$ 3,605,497	\$ 9,196,487	1,796	\$ -	\$ -	\$ -	\$ -	\$ -	-
Total Charter Expense	\$ 4,000,000	\$ -	\$ 4,000,000	269	\$ 4,000,000	\$ 1,500,000	\$ 5,500,000	1,074	\$ -	\$ -	\$ -	\$ -	\$ -	-
Total Expenses	\$ 152,006,211	\$ 4,895,854	\$ 156,902,065	10,569	\$ 44,824,372	\$ 15,349,577	\$ 60,173,950	11,753	\$ 48,597,459	\$ -	\$ 2,453,743	\$ 51,051,202	\$ 230,398,404	11,358
Net Surplus (Deficit)	\$ 2,077,944	\$ 41,624	\$ 2,119,568	143	\$ 3,237,373	\$ 1,039,046	\$ 4,276,418	835	\$ 673,786	\$ 786,256	\$ 10,257	\$ 1,470,299	\$ 7,866,286	388

* Estimated discretionary donation from Blue Learning to support ResponsiveEd's mission to provide hope to students through educational options. The amount, if any, will be finalized by the Blue Learning board prior to the end of FY2022.

RESPONSIVE EDUCATION SOLUTIONS

ESSER Grant Analysis

			FY 2021-2022	FY 2022-2023
	ESSER II	ESSER II at 80%	50%	50%
Texas College Preparatory Academies	\$ 7,358,955	\$ 5,887,164	\$ 2,943,582	\$ 2,943,582
Premier High Schools	\$ 4,224,317	\$ 3,379,454	\$ 1,689,727	\$ 1,689,727
ESSER II Totals	\$ 11,583,272	\$ 9,266,618	\$ 4,633,309	\$ 4,633,309
		ESSER III	50%	50%
Texas College Preparatory Academies		\$ 16,527,168	\$ 8,263,584	\$ 8,263,584
Premier High Schools		\$ 9,487,216	\$ 4,743,608	\$ 4,743,608
ESSER III Totals		\$ 26,014,384	\$ 13,007,192	\$ 13,007,192

RESPONSIVE EDUCATION SOLUTIONS
2021-22 BUDGET RECAP

	Texas College Preparatory Academies				Premier High Schools				Headquarters				Responsive Education Solutions	
	<u>Brick & Mortar</u>	<u>Virtual</u>	<u>Total</u>	<u>Per ADA</u>	<u>Brick & Mortar</u>	<u>Virtual</u>	<u>Total</u>	<u>Per ADA</u>	<u>501c3</u>	<u>1882</u> <u>Partnerships -</u> <u>Snyder ISD</u>	<u>1882</u> <u>Partnerships -</u> <u>Fehl Price</u>	<u>Total</u>	<u>Consolidated</u>	<u>Per ADA</u>
<i>Campus Refined ADA</i>	15,977	2,000	17,977		4,621	1,060	5,681			540	320	860	24,518	
Total Local Revenue	\$ 404,797	\$ -	\$ 404,797	23	\$ -	\$ -	\$ -	-	\$ 4,788,963	\$ 1,350,000	\$ 2,464,000	\$ 8,602,963	\$ 9,007,760	367
Total State Revenue	\$ 153,563,981	\$ 19,330,109	\$ 172,894,090	9,618	\$ 50,600,482	\$ 11,028,592	\$ 61,629,074	10,848	\$ -	\$ -	\$ -	\$ -	\$ 234,523,164	9,565
Total Federal Revenue	\$ 4,127,282	\$ -	\$ 4,127,282	230	\$ 1,074,590	\$ -	\$ 1,074,590	189	\$ -	\$ -	\$ -	\$ -	\$ 5,201,872	212
Total Administrative Revenue	\$ -	\$ -	\$ -	-	\$ -	\$ -	\$ -	-	\$ 34,510,158	\$ -	\$ -	\$ 34,510,158	\$ 1,253,473	51
Total Charter Revenue	\$ -	\$ -	\$ -	-	\$ -	\$ -	\$ -	-	\$ 6,400,000	\$ -	\$ -	\$ 6,400,000	\$ -	-
Blue Learning Donation*									\$ 5,500,000			\$ 5,500,000	\$ 5,500,000	224
Total Revenue	\$ 158,096,060	\$ 19,330,109	\$ 177,426,169	9,870	\$ 51,675,072	\$ 11,028,592	\$ 62,703,664	11,037	\$ 51,199,121	\$ 1,350,000	\$ 2,464,000	\$ 55,013,121	\$ 255,486,269	10,420
Expenses														
Total Payroll	\$ 87,357,704	\$ 8,706,085	\$ 96,063,790	5,344	\$ 21,846,099	\$ 5,571,039	\$ 27,417,138	4,826	\$ 19,802,498	\$ 286,164	\$ 1,824,363	\$ 21,913,025	\$ 145,393,952	5,930
Total Contracted Services	\$ 18,985,635	\$ 1,707,269	\$ 20,692,904	1,151	\$ 10,387,660	\$ 1,167,986	\$ 11,555,646	2,034	\$ 26,637,374	\$ -	\$ 436,521	\$ 27,073,895	\$ 59,322,445	2,420
Total Supplies & Materials	\$ 11,532,150	\$ 532,165	\$ 12,064,315	671	\$ 3,089,471	\$ 278,080	\$ 3,367,551	593	\$ 2,333,168	\$ 118,788	\$ 156,784	\$ 2,608,740	\$ 18,040,606	736
Total Other Operating Costs	\$ 11,240,553	\$ 285,050	\$ 11,525,603	641	\$ 3,552,913	\$ 132,292	\$ 3,685,205	649	\$ 2,010,135	\$ 35,000	\$ 36,075	\$ 2,081,210	\$ 17,292,018	705
Total Debt	\$ 7,750,695	\$ -	\$ 7,750,695	431	\$ 628,764	\$ -	\$ 628,764	111	\$ 308,614	\$ -	\$ -	\$ 308,614	\$ 8,688,073	354
Total Administrative Fee	\$ 19,703,403	\$ 4,252,624	\$ 23,956,027	1,333	\$ 6,874,366	\$ 2,426,292	\$ 9,300,658	1,637	\$ -	\$ -	\$ -	\$ -	\$ -	-
Total Charter Expense	\$ 805,665	\$ 2,031,116	\$ 2,836,781	158	\$ 2,796,107	\$ 767,112	\$ 3,563,219	627	\$ -	\$ -	\$ -	\$ -	\$ -	-
Total Expenses	\$ 157,375,805	\$ 17,514,310	\$ 174,890,115	9,729	\$ 49,175,380	\$ 10,342,801	\$ 59,518,181	10,477	\$ 51,091,789	\$ 439,952	\$ 2,453,743	\$ 53,985,484	\$ 248,737,094	10,145
Net Surplus (Deficit)	\$ 720,255	\$ 1,815,799	\$ 2,536,054	141	\$ 2,499,692	\$ 685,791	\$ 3,185,483	561	\$ 107,333	\$ 910,048	\$ 10,257	\$ 1,027,638	\$ 6,749,175	275

* Estimated discretionary donation from Blue Learning to support ResponsiveEd's mission to provide hope to students through educational options. The amount, if any, will be finalized by the Blue Learning board prior to the end of FY2022.

RESPONSIVE EDUCATION SOLUTIONS

2021-22 REVISED BOARD BUDGET

PREMIER HIGH SCHOOLS

Budgeted ADA		5,120						
	Revenue	Local	State	Federal	Total	Per ADA	% of Budget	
5700	Local & Intermediate Revenue	-	-	-	-	-	-	0.0%
5800	State Revenue	-	56,942,439	-	56,942,439	11,122	-	100.0%
5900	Federal Revenue	-	-	\$ 1,074,594	1,074,594	210	-	100.0%
7900	Other Gains & Revenue	-	-	-	-	-	-	0.0%
Total Revenue		\$ -	\$ 56,942,439	\$ 1,074,594	\$ 58,017,033	\$ 11,331	100.0%	

EXPENSES

11	- Instruction	-	26,527,953	-	26,527,953	5,181	44.1%	
12	- Instructional Resources And Me	-	42,000	-	42,000	8	0.1%	
13	- Curriculum Development And Ins	-	4,083,872	-	4,083,872	798	6.8%	
21	- Instructional Leadership	-	2,417,834	-	2,417,834	472	4.0%	
23	- School Leadership	-	8,289,363	-	8,289,363	1,619	13.8%	
31	- Guidance, Counseling, Evaluati	-	568,377	-	568,377	111	0.9%	
32	- Social Work Services	-	42,000	-	42,000	8	0.1%	
33	- Health Services	-	279,469	-	279,469	55	0.5%	
34	- Student (Pupil) Transportation	-	80,980	-	80,980	16	0.1%	
35	- Food Services	-	20,000	1,074,590	1,094,590	214	1.8%	
36	- Extracurricular Activities	-	41,220	-	41,220	8	0.1%	
41	- General Administration	-	5,496,261	-	5,496,261	1,073	9.1%	
51	- Facilities Maintenance And Ope	-	6,984,094	-	6,984,094	1,364	11.6%	
52	- Security And Monitoring Servic	-	302,816	-	302,816	59	0.5%	
53	- Data Processing Services	-	1,786,346	-	1,786,346	349	3.0%	
61	- Community Services	-	42,000	-	42,000	8	0.1%	
71	- Debt Service	-	628,764	-	628,764	123	1.0%	
81	- Fund Raising	-	1,466,010	-	1,466,010	286	2.4%	
82	- Facilities Acquisition And Con	-	-	-	-	-	0.0%	
99	- Undistributed	-	-	-	-	-	0.0%	
Total Expenses			\$ -	\$ 59,099,360	\$ 1,074,590	\$ 60,173,950	\$ 11,753	100.0%
Net Surplus (Deficit)			\$ -	\$ (2,156,921)	\$ 4	\$ (2,156,917)	\$ (421)	

Brick & Mortar

Campus Refined ADA	3,580
Career & Tech Education FTE	472
Special Ed FTE	84
Special Ed Mainstream ADA	219
LEP Bilingual ADA	377
Early Education Allotment ADA	8
Dyslexia ADA	87

Virtual

Campus Refined ADA	1,540
Career & Tech Education FTE	-
Special Ed FTE	91
Special Ed Mainstream ADA	189
LEP Bilingual ADA	86
Early Education Allotment ADA	-
Dyslexia ADA	141

RESPONSIVE EDUCATION SOLUTIONS

2021-22 REVISED BOARD BUDGET

TEXAS COLLEGE PREPARATORY ACADEMIES

Budgeted ADA 14,845

Revenue	Local	State	Federal	Total	Per ADA	% of Budget
Local & Intermediate Revenue						
5700 Local & Intermediate Revenue	\$ 430,750	-	-	430,750	29	100.0%
State Revenue						
5800 State Revenue	-	143,256,435	-	143,256,435	9,650	100.0%
Federal Revenue						
5900 Federal Revenue	-	-	4,127,282	4,127,282	278	100.0%
Other Gains & Revenue						
7900 Other Gains & Revenue	-	-	-	-	-	0.0%
Total Revenue	\$ 430,750	\$ 143,256,435	\$ 4,127,282.00	\$ 147,814,467	\$ 9,957	100.0%

EXPENSES

11 - Instruction	-	84,825,623	-	84,825,623	5,714	54.1%
12 - Instructional Resources And Me	-	48,000	-	48,000	3	0.0%
13 - Curriculum Development And Ins	-	6,001,329	-	6,001,329	404	3.8%
21 - Instructional Leadership	-	3,303,191	-	3,303,191	223	2.1%
23 - School Leadership	-	16,471,605	-	16,471,605	1,110	10.5%
31 - Guidance, Counseling, Evaluati	-	641,605	-	641,605	43	0.4%
32 - Social Work Services	-	48,000	-	48,000	3	0.0%
33 - Health Services	-	2,255,594	-	2,255,594	152	1.4%
34 - Student (Pupil) Transportation	-	14,967	-	14,967	1	0.0%
35 - Food Services	-	85,545	4,127,282	4,212,827	284	2.7%
36 - Extracurricular Activities	-	173,652	-	173,652	12	0.1%
41 - General Administration	-	8,578,072	-	8,578,072	578	5.5%
51 - Facilities Maintenance And Ope	-	16,345,421	-	16,345,421	1,101	10.4%
52 - Security And Monitoring Servic	-	721,772	-	721,772	49	0.5%
53 - Data Processing Services	-	2,770,197	-	2,770,197	187	1.8%
61 - Community Services	430,751	48,000	-	478,751	32	0.3%
71 - Debt Service	-	7,750,695	-	7,750,695	522	4.9%
81 - Fund Raising	-	2,260,765	-	2,260,765	152	1.4%
82 - Facilities Acquisition And Con	-	-	-	-	-	0.0%
99 - Undistributed	-	-	-	-	-	0.0%
Total Expenses	\$ 430,751	\$ 152,344,032	\$ 4,127,282	\$ 156,902,065	\$ 10,569	100.0%

Net Surplus (Deficit) \$ (0.68) \$ (9,087,597) \$ - \$ (9,087,598) \$ (612)

Brick & Mortar

Campus Refined ADA	14,380
Career & Tech Education FTE	191
Special Ed FTE	213
Special Ed Mainstream ADA	284
LEP Bilingual ADA	1,530
Early Education Allotment ADA	2,843
Dyslexia ADA	400

Virtual

Campus Refined ADA	465
Career & Tech Education FTE	-
Special Ed FTE	4
Special Ed Mainstream ADA	10
LEP Bilingual ADA	2
Early Education Allotment ADA	-
Dyslexia ADA	13

RESPONSIVE EDUCATION SOLUTIONS

2021-22 REVISED BOARD BUDGET

501c3

<i>REVENUE</i>		Total
5700	Local & Intermediate Revenues	
5742	- Temp Dep & Invest (Interest)	199,908
5743	- Rent Revenue	1,824,000
5747	- ERate Refunds	25,220
5748	- Curriculum Sales	178,962
5749	- Other Revenue	2,560,873
Total Local & Intermediate Revenues		\$ 4,788,963
7000	Intracompany Administrative Revenue	
7297	- Charter Revenue	9,500,000
7299	- Administration Fee - TCPA	19,032,325
7299	- Administration Fee - Premier	9,196,487
7299	- Administration Fee - Arkansas	883,870
7299	- Administration Fee - 1882 Partnership	369,600
Total Intracompany Administrative Revenue		\$ 38,982,282
Blue Learning Donation*		5,500,000
Total Dividend		\$ 5,500,000
Total Revenue		\$ 49,271,245
 <i>EXPENSES</i>		
6100	Payroll Costs	
6119	- Salaries/Wages-Teachers & Prof	12,730,554
6129	- Salaries/Wages-Support Staff	4,908,395
6138	- Incentive Allowance	322,285
6141	- Soc Sec/Medicare	279,566
6142	- Group Insurance	996,010
6143	- Workers' Comp	62,182
6145	- Unemployment Compensation	144,099
6146	- Teachers Retirement/Trs Care	704,641
Total Payroll Costs		\$ 20,147,733

6200	Professional & Contracted Services	
6211	- Professional Svcs - Legal	22,975
6212	- Professional Svcs - Audit	35,000
6219	- Professional Services	103,065
6221	- Staff Tuition & Related Fees	5,000
6239	- Education Service Ctr Services	18,240
6244	- Contract Maint & Repair-Janito	165,479
6246	- Contract Maint & Repair-Landsc	144,000
6249	- Contracted Maint & Repair	764,387
6255	- Telephone Base Charges	255,804
6257	- Data Services, Internet, Etc	56,036
6259	- Utilities	281,509
6268	- Rentals/Leases - Facilities	21,624
6269	- Rentals/Leases	130,347
6291	- Consulting Services	232,503
6299	- Misc Contracted Services	21,575,090
Total Professional & Contracted Services		\$ 23,811,059
6300	Supplies & Materials	
6311	- Gasoline & Other Fuels	20,987
6317	- Supplies-M&O-Janitorial/Cleani	35,420
6319	- Supplies - Maint / Op	161,500
6321	- Curriculum-Textbooks	2,158
6329	- Reading Materials	39,107
6339	- Testing Materials	19,275
6342	- Non-Food	-
6398	- General Supplies-It-Hdwr	562,490
6399	- General Supplies	1,483,981
Total Supplies & Materials		\$ 2,324,918
6400	Other Operating Costs	
6411	- Travel & Subsistence-Employee	753,195
6419	- Travel & Subsistence - Non-Emp	2,555
6429	- Insurance & Bonding Costs	329,744
6449	- Depreciation Expense	491,985
6462	- Student Attendance Incentive	-
6466	- Graduation And Eoy Awards	-
6495	- Dues	57,297
6499	- Misc Operating Cost	370,359
Total Other Operating Costs		\$ 2,005,135
6500	Debt	
6523	- Interest Expenses (Debt)	308,614
Total Debt		\$ 308,614
Total Expenses		\$ 48,597,459
Net Surplus (Deficit)		\$ 673,786

* Estimated discretionary donation from Blue Learning to support ResponsiveEd's mission to provide hope to students through educational options. The amount, if any, will be finalized by the Blue Learning board prior to the end of FY2022.

RESPONSIVE EDUCATION SOLUTIONS

2021-22 REVISED BOARD BUDGET

1882 Partnerships

Fehl Price Campus (Beaumont ISD) and Snyder Junior High (Snyder ISD)

		Budgeted ADA		-	320	320
<i>REVENUE</i>		Snyder ISD	Fehl Price	Total		
5700	Local & Intermediate Revenues					
5729		786,256	2,464,000			3,250,256
5742	- Temp Dep & Invest (Interest)	-	-			-
5743	- Rent Revenue	-	-			-
5747	- ERate Refunds	-	-			-
5748	- Curriculum Sales	-	-			-
5749	- Other Revenue	-	-			-
Total Local & Intermediate Revenues		\$ 786,256	\$ 2,464,000	\$		3,250,256
7000	Intracompany Administrative Revenue					
7299	- Administration Fee - TCPA					-
7299	- Administration Fee - Premier					-
7299	- Administration Fee - Arkansas					-
7299	- Administration Fee - 1882 Partnership					-
Total Intracompany Administrative Revenue		\$ -	\$ -	\$		-
Total Revenue		\$ 786,256	\$ 2,464,000	\$		3,250,256
<i>EXPENSES</i>						
6100	Payroll Costs					
6112	- Salaries/Wages-Substitutes	-	26,400			26,400
6119	- Salaries/Wages-Teachers & Prof	-	1,498,786			1,498,786
6129	- Salaries/Wages-Support Staff	-	98,369			98,369
6138	- Incentive Allowance	-	-			-
6141	- Soc Sec/Medicare	-	25,906			25,906
6142	- Group Insurance	-	90,280			90,280
6143	- Workers' Comp	-	5,729			5,729
6145	- Unemployment Compensation	-	13,826			13,826
6146	- Teachers Retirement/Trs Care	-	65,067			65,067
Total Payroll Costs		\$ -	\$ 1,824,363	\$		1,824,363
6200	Professional & Contracted Services					
6211	- Professional Svcs - Legal	-	-			-
6212	- Professional Svcs - Audit	-	-			-
6219	- Professional Services	-	5,000			5,000
6221	- Staff Tuition & Related Fees	-	-			-
6244	- Contract Maint & Repair-Janito	-	-			-
6246	- Contract Maint & Repair-Landsc	-	-			-
6249	- Contracted Maint & Repair	-	-			-
6255	- Telephone Base Charges	-	900			900
6257	- Data Services, Internet, Etc	-	-			-
6259	- Utilities	-	-			-
6268	- Rentals/Leases - Facilities	-	-			-
6269	- Rentals/Leases	-	4,780			4,780
6291	- Consulting Services	-	-			-
6299	- Misc Contracted Services	-	394,341			394,341
Total Professional & Contracted Services		\$ -	\$ 405,021	\$		405,021

6300	Supplies & Materials				
6311	- Gasoline & Other Fuels	-	-	-	-
6317	- Supplies-M&O-Janitorial/Cleani	-	1,520	1,520	
6319	- Supplies - Maint / Op	-	-	-	
6321	- Curriculum-Textbooks	-	46,801	46,801	
6329	- Reading Materials	-	1,170	1,170	
6339	- Testing Materials	-	5,950	5,950	
6342	- Non-Food	-	-	-	
6398	- General Supplies-It-Hdwr	-	11,400	11,400	
6399	- General Supplies	-	107,943	107,943	
Total Supplies & Materials		\$	-	\$	174,784
				\$	174,784
6400	Other Operating Costs				
6411	- Travel & Subsistence-Employee	-	10,000	10,000	
6419	- Travel & Subsistence - Non-Emp	-	2,500	2,500	
6429	- Insurance & Bonding Costs	-	2,500	2,500	
6449	- Depreciation Expense	-	-	-	
6462	- Student Attendance Incentive	-	-	-	
6466	- Graduation And Eoy Awards	-	2,000	2,000	
6495	- Dues	-	1,600	1,600	
6499	- Misc Operating Cost	-	30,975	30,975	
Total Other Operating Costs		\$	-	\$	49,575
				\$	49,575
6500	Debt				
6523	- Interest Expenses (Debt)	-	-	-	
6529	- Interest Expenses (Other)	-	-	-	
6599	- Other Debt Fees				-
Total Debt		\$	-	\$	-
Total Expenses		\$	-	\$	2,453,743
Net Surplus (Deficit)		\$	786,256	\$	10,257
				\$	796,513

PREMIER HIGH SCHOOLS

BUDGET AMENDMENT #1

FISCAL YEAR 2021-22

November 19, 2021

ADA	Description	Current Budget	Budget Adjustment	Budget Amendment & Revision	Adjusted Budget
	Campus ADA	5,681.00	0.00	(561.00)	5,120.00
	Net ADA Budget Increase (Decrease)	<u>5,681.00</u>	<u>0.00</u>	<u>(561.00)</u>	<u>5,120.00</u>
Object	Description	Current Budget	Budget Amendment	Budget Amendment & Revision	Adjusted Budget
5700	Local Revenue	\$ -	\$ -	\$ -	\$ -
5800	State Revenue	\$ 61,629,074	\$ -	\$ (4,686,635)	\$ 56,942,439
5900	Federal Revenue	\$ 1,074,590	\$ -	\$ 4	\$ 1,074,594
	Net Revenue Budget Increase (Decrease)	<u>\$ 62,703,664</u>	<u>\$ -</u>	<u>\$ (4,686,631)</u>	<u>\$ 58,017,033</u>
Function	Description	Current Budget	Budget Transfer	Budget Amendment & Revision	Adjusted Budget
11	Instruction	\$ 30,073,443	\$ (36,622)	\$ (3,508,869)	\$ 26,527,953
12	Instructional Resources and Media Services	\$ 44,675	\$ (2,150)	\$ (525)	\$ 42,000
13	Curriculum and Instructional Staff Development	\$ 3,142,617	\$ (12,540)	\$ 953,795	\$ 4,083,872
21	Instructional Leadership	\$ 1,604,907	\$ -	\$ 812,927	\$ 2,417,834
23	School Leadership	\$ 8,465,393	\$ 84,260	\$ (260,290)	\$ 8,289,363
31	Guidance, Counseling, & Evaluation Services	\$ 265,296	\$ -	\$ 303,081	\$ 568,377
32	Social Work Services	\$ 44,675	\$ (1,700)	\$ (975)	\$ 42,000
33	Health Services	\$ 328,267	\$ (4,500)	\$ (44,298)	\$ 279,469
34	Student (Pupil) Transportation	\$ 86,137	\$ 980	\$ (6,137)	\$ 80,980
35	Food Services	\$ 1,164,294	\$ 350	\$ (70,054)	\$ 1,094,590
36	Extracurricular Activities	\$ 48,373	\$ (700)	\$ (6,453)	\$ 41,220
41	General Administration	\$ 3,701,642	\$ -	\$ 1,794,619	\$ 5,496,261
51	Facilities Maintenance and Operations	\$ 6,722,279	\$ (116,870)	\$ 378,684	\$ 6,984,094
52	Security and Monitoring Services	\$ 322,099	\$ 12,393	\$ (31,676)	\$ 302,816
53	Data Processing Services	\$ 1,231,241	\$ -	\$ 555,105	\$ 1,786,346
61	Community Services	\$ 44,675	\$ 624	\$ (3,299)	\$ 42,000
71	Debt Service	\$ 668,804	\$ -	\$ (40,040)	\$ 628,764
81	Fund Raising	\$ 1,559,366	\$ 77,500	\$ (170,856)	\$ 1,466,010
	Net Expense Budget Increase (Decrease)	<u>\$ 59,518,181</u>	<u>\$ 1,026</u>	<u>\$ 654,743</u>	<u>\$ 60,173,950</u>
	Net Surplus (Deficit) Budget Increase (Decrease)	<u>\$ 3,185,483</u>	<u>\$ (1,026)</u>	<u>\$ (5,341,374)</u>	<u>\$ (2,156,917)</u>

PREMIER HIGH SCHOOLS

BUDGET AMENDMENT #1

FISCAL YEAR 2021-22

November 19, 2021

Notes by Function:

11	Move funds from Instruction.	\$ (3,545,491)
	Total Function 11 Modifications	\$ (3,545,491)
12	Move funds from Instructional Resources and Media Services.	\$ (2,675)
	Total Function 12 Modifications	\$ (2,675)
13	Additional funds for Curriculum and Instructional Staff Development.	\$ 941,255
	Total Function 13 Modifications	\$ 941,255
21	Additional funds for Instructional Leadership.	\$ 812,927
	Total Function 21 Modifications	\$ 812,927
23	Move funds from School Leadership.	\$ (176,029)
	Total Function 23 Modifications	\$ (176,029)
31	Additional funds for Guidance, Counseling, & Evaluation Services.	\$ 303,081
	Total Function 31 Modifications	\$ 303,081
32	Move funds from Social Work Services.	\$ (2,675)
	Total Function 32 Modifications	\$ (2,675)
33	Move funds from Health Services.	\$ (48,798)
	Total Function 33 Modifications	\$ (48,798)
34	Move funds from Student (Pupil) Transportation.	\$ (5,157)
	Total Function 34 Modifications	\$ (5,157)
35	Move funds from Food Services.	\$ (69,704)
	Total Function 35 Modifications	\$ (69,704)
36	Move funds from Extracurricular Activities.	\$ (7,153)
	Total Function 36 Modifications	\$ (7,153)
41	Additional funds for General Administration.	\$ 1,794,619
	Total Function 41 Modifications	\$ 1,794,619
51	Additional funds for Facilities Maintenance and Operations.	\$ 261,815
	Total Function 51 Modifications	\$ 261,815
52	Move funds from Security and Monitoring Services.	\$ (19,283)
	Total Function 52 Modifications	\$ (19,283)
53	Additional funds for Data Processing Services.	\$ 555,105
	Total Function 53 Modifications	\$ 555,105
61	Move funds from Community Services.	\$ (2,675)
	Total Function 61 Modifications	\$ (2,675)
71	Move funds from Debt Service.	\$ (40,040)
	Total Function 71 Modifications	\$ (40,040)
81	Move funds from Fund Raising.	\$ (93,356)
	Total Function 81 Modifications	\$ (93,356)
Net Expense Budget Increase (Decrease)		\$ 655,769

TEXAS COLLEGE PREPARATORY ACADEMIES

BUDGET AMENDMENT #1

FISCAL YEAR 2021-22

November 19, 2021

ADA	Description	Current Budget	Budget Adjustment	Budget Amendment & Revision	Adjusted Budget
	Campus ADA	17,977.00	0.00	(3,132.00)	14,845.00
	Net ADA Budget Increase (Decrease)	<u>17,977.00</u>	<u>0.00</u>	<u>(3,132.00)</u>	<u>14,845.00</u>

Object	Description	Current Budget	Budget Amendment	Budget Amendment & Revision	Adjusted Budget
5700	Local Revenue	\$ 404,797	\$ -	\$ 25,953	\$ 430,750
5800	State Revenue	\$ 172,894,090	\$ -	\$ (29,637,655)	\$ 143,256,435
5900	Federal Revenue	\$ 4,127,282	\$ -	\$ -	\$ 4,127,282
	Net Revenue Budget Increase (Decrease)	<u>\$ 177,426,169</u>	<u>\$ -</u>	<u>\$ (29,611,702)</u>	<u>\$ 147,814,467</u>

Function	Description	Current Budget	Budget Transfer	Budget Amendment & Revision	Adjusted Budget
11	Instruction	\$ 97,869,733	\$ 946,179	\$ (13,990,289)	\$ 84,825,623
12	Instructional Resources and Media Services	\$ 41,676	\$ -	\$ 6,324	\$ 48,000
13	Curriculum and Instructional Staff Development	\$ 7,213,532	\$ (6,820)	\$ (1,205,384)	\$ 6,001,329
21	Instructional Leadership	\$ 3,793,724	\$ -	\$ (490,533)	\$ 3,303,191
23	School Leadership	\$ 17,782,719	\$ 99,945	\$ (1,411,059)	\$ 16,471,605
31	Guidance, Counseling, & Evaluation Services	\$ 862,173	\$ (20,886)	\$ (199,682)	\$ 641,605
32	Social Work Services	\$ 41,676	\$ -	\$ 6,324	\$ 48,000
33	Health Services	\$ 2,794,701	\$ 9,000	\$ (548,107)	\$ 2,255,594
34	Student (Pupil) Transportation	\$ 15,214	\$ -	\$ (247)	\$ 14,967
35	Food Services	\$ 4,282,287	\$ -	\$ (69,460)	\$ 4,212,827
36	Extracurricular Activities	\$ 217,805	\$ 879	\$ (45,032)	\$ 173,652
41	General Administration	\$ 9,053,769	\$ -	\$ (475,697)	\$ 8,578,072
51	Facilities Maintenance and Operations	\$ 16,647,015	\$ (1,306,927)	\$ 1,005,333	\$ 16,345,421
52	Security and Monitoring Services	\$ 729,168	\$ 105,104	\$ (112,500)	\$ 721,772
53	Data Processing Services	\$ 2,915,249	\$ -	\$ (145,052)	\$ 2,770,197
61	Community Services	\$ 453,147	\$ 300	\$ 25,303	\$ 478,751
71	Debt Service	\$ 7,878,487	\$ -	\$ (127,792)	\$ 7,750,695
81	Fund Raising	\$ 2,298,040	\$ 172,200	\$ (209,475)	\$ 2,260,765
	Net Expense Budget Increase (Decrease)	<u>\$ 174,890,115</u>	<u>\$ (1,026)</u>	<u>\$ (17,987,024)</u>	<u>\$ 156,902,065</u>
	Net Surplus (Deficit) Budget Increase (Decrease)	<u>\$ 2,536,054</u>	<u>\$ 1,026</u>	<u>\$ (11,624,678)</u>	<u>\$ (9,087,598)</u>

TEXAS COLLEGE PREPARATORY ACADEMIES

BUDGET AMENDMENT #1

FISCAL YEAR 2021-22

November 19, 2021

Notes by Function:

11	Move funds from Instruction.	\$ (13,044,110)
	Total Function 11 Modifications	\$ (13,044,110)
12	Additional funds for Instructional Resources and Media Services.	\$ 6,324
	Total Function 12 Modifications	\$ 6,324
13	Move funds from Curriculum and Instructional Staff Development.	\$ (1,212,204)
	Total Function 13 Modifications	\$ (1,212,204)
21	Move funds from Instructional Leadership.	\$ (490,533)
	Total Function 21 Modifications	\$ (490,533)
23	Move funds from School Leadership.	\$ (1,311,114)
	Total Function 23 Modifications	\$ (1,311,114)
31	Move funds from Guidance, Counseling, & Evaluation Services.	\$ (220,568)
	Total Function 31 Modifications	\$ (220,568)
32	Additional funds for Social Work Services.	\$ 6,324
	Total Function 32 Modifications	\$ 6,324
33	Move funds from Health Services.	\$ (539,107)
	Total Function 33 Modifications	\$ (539,107)
34	Move funds from Student (Pupil) Transportation.	\$ (247)
	Total Function 34 Modifications	\$ (247)
35	Move funds from Food Services.	\$ (69,460)
	Total Function 35 Modifications	\$ (69,460)
36	Move funds from Extracurricular Activities.	\$ (44,153)
	Total Function 36 Modifications	\$ (44,153)
41	Move funds from General Administration.	\$ (475,697)
	Total Function 41 Modifications	\$ (475,697)
51	Move funds from Facilities Maintenance and Operations.	\$ (301,594)
	Total Function 51 Modifications	\$ (301,594)
52	Move funds from Security and Monitoring Services.	\$ (7,396)
	Total Function 52 Modifications	\$ (7,396)
53	Move funds from Data Processing Services.	\$ (145,052)
	Total Function 53 Modifications	\$ (145,052)
61	Additional funds for Community Services.	\$ 25,603
	Total Function 61 Modifications	\$ 25,603
71	Move funds from Debt Service.	\$ (127,792)
	Total Function 71 Modifications	\$ (127,792)
81	Move funds from Fund Raising.	\$ (37,275)
	Total Function 81 Modifications	\$ (37,275)
Net Expense Budget Increase (Decrease)		\$ (17,988,050)

4. Property Purchase



Founders Classical Academy - Bastrop



Founders Classical Academy - Bastrop

The proposed campus, Founders Classical Academy of Bastrop, will be located in the Bastrop area in Bastrop ISD, one of the fastest growing school districts in Texas (Texas Education Agency, 2020-21).

The latest demographic study completed for Bastrop ISD is projecting an increase of 409 students between 2021 and 2026 and an enrollment increase of 497 students between 2021 and 2031. More than four hundred families have expressed an interest in attending Founders Classical Academy of Bastrop.

Data was evaluated from households within an 18-minute drive from the city center demonstrating the total population is projected to grow by more than 1,516 (4.8%) residents before the end of 2024. The total number of households is expected to increase by more than 647 (5.6%) before the end of 2024.

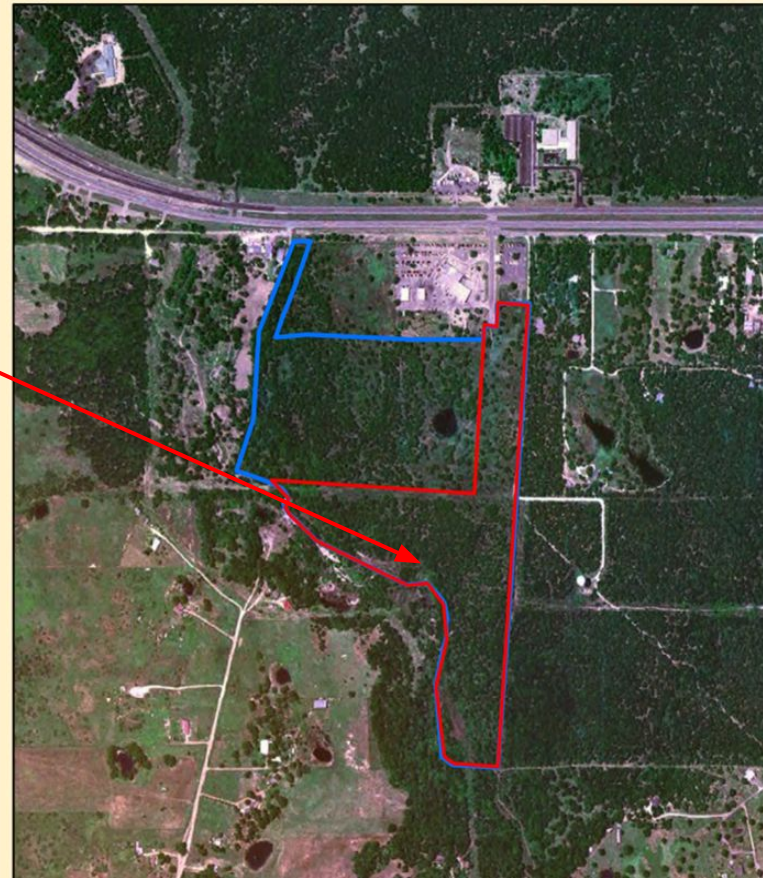


Founders Classical Academy

Purchase 33 acres adjacent to future housing development.

Requesting Board Approval

\$1,500,000 For Property



**TEXAS COLLEGE PREPARATORY ACADEMIES
RESOLUTION TO APPROVE THE PURCHASE, AND FINANCE, OF
PROPERTY LOCATED IN BASTROP, TEXAS**

WHEREAS, Responsive Education Solutions (“ResponsiveEd”), a Texas 501(c)(3) nonprofit corporation, seeks to increase the choice of learning opportunities for students;

THEREFORE, BE IT RESOLVED that the ResponsiveEd Board of Directors (“Board”) for Texas College Preparatory Academies (221801) approves the purchase, and financing of property located at in Bastrop, Texas, in the amount of \$1,500,000.00.

FURTHER RESOLVED, that the Board, does hereby authorize and empower by and through either: (a) Robert Davison, Chief Operating Officer, or (b) Charles Cook, Chief Executive Officer, to execute documents on behalf of ResponsiveEd.

By _____ to _____ majority vote of members of the Board, this resolution was (Check one.) ____ approved ____ disapproved at a lawfully called meeting on November 19, 2021, and as indicated by their signatures below.

Ben Klingenstein, President

Date

Marvin L. Reynolds, D. Ed., Vice President

Date

Kent Sparks, Secretary

Date

Charles Cook

Date

Lance Losey

Date

Joe DeProspero

Date

Discussion Items

1. Schertz, TX

Schertz

12470 Woman Hollering Rd.

2016: Purchased 26 acres at 8453 E. FM 1518 North, Schertz, TX

Purchased 9 acres at 12470 Woman Hollering Rd., Schertz, TX

Purchase Price: \$5,990,277 for both properties.

2020: TXDot purchased a small portion for an easement at \$108,750

2021: Listed 12470 Woman Hollering Rd. for sale at \$831,233

2. Desoto, Texas



Premier High School-Desoto

DeSoto is a suburb of Dallas in the southwest portion of Dallas county.

61,922: Expected Population of Desoto in 2022

9.26%: Population Growth 2017- 2022

**4,791: Projected Number of Students
Ages 15-17 in 2022**

74.9%: Economically Disadvantaged





Premier High School - Desoto

921 West Belt Line Rd., Desoto

15,300 sf Free Standing Building

2.5 acres

Building Has Sprinklers

Full Commercial Kitchen

Playground or Basketball Area





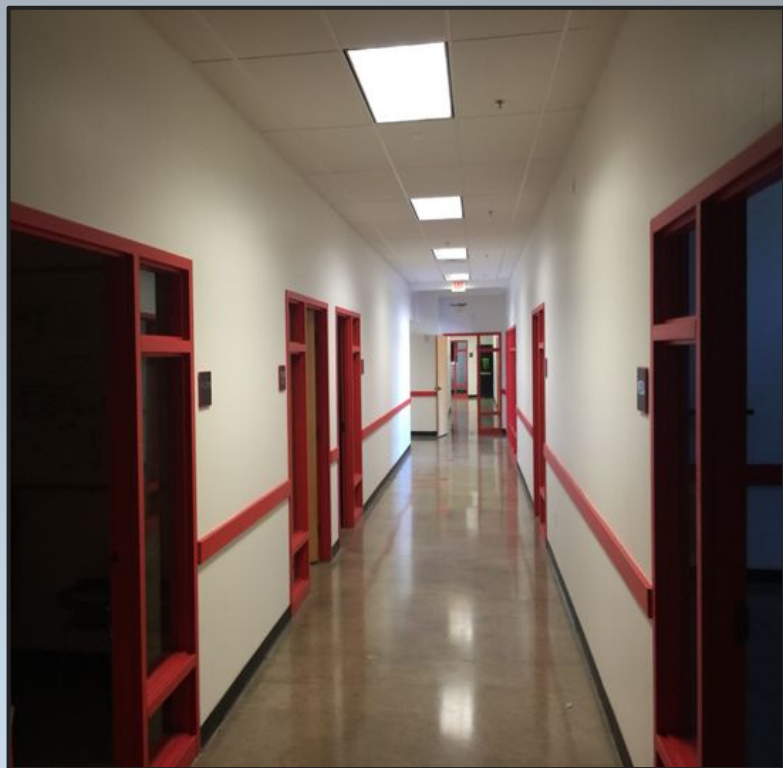


Premier High School - Desoto





Premier High School - Desoto





Premier High School - Desoto

The campus, if approved, would be a recipient of a federally funded CSP grant in the amount of \$1,447,922 to serve educationally disadvantaged students. Estimating \$700,000 in TI

Negotiated Building Price: \$3,309,000.00

Requesting Board Approval

\$4,000,000 for Building & Tenant Improvements

