16

Application Coversheet

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Great Hearts Academies Dallas
Proposed Eighteenth Generation Charter School Name

Great Hearts America Texas
Name of Sponsoring Entity

Note: If the sponsoring entity is a 501(c)(3) nonprofit organization, the name must appear exactly as it appears in the Articles of Incorporation or any amendments thereto.

The sponsoring entity is a (Check only one.):

☒ 501(c)(3) nonprofit organization ☐ Governmental Entity ☐ College or University

Chairperson of Governing Body of Sponsoring Entity: Peter Bezanson

CEO of Sponsoring Entity: Peter Bezanson

CEO/Superintendent of Proposed Charter School: Peter Bezanson

Board Member Who Attended an Applicant Conference: Peter Bezanson Date of Conference: 01-16-2013

Applicant Mailing Address (This address will be used for contact regarding this application.):
3102 N. 56th St., Suite 300, Phoenix, AZ 85018

Physical Address of Proposed Administrative Offices (if different from above):

Number of Campuses Being Requested: 4

Physical Address of Each Proposed Campus (Please include street address, city, state, zip, and county.). If the specific address is unknown at this time, please provide the county and general location of the proposed campus:

Dallas County, Northeast Dallas, West Dallas, Irving, Fort Worth, Plano

Contact Name: Peter Bezanson Contact E-mail Address: pbezanson@greatheartsaz.org

Contact Phone #: 4803309727 Contact Fax #: 6024387242

State maximum enrollment and check all grade levels to be served for each school year.
By Year 3, at least one grade in which the state assessments are administered must be offered.

Year 1: Maximum Enrollment: 608
☐ Pre-K3 ☐ Pre-K4 ☒ K ☒ 1 ☒ 2 ☒ 3 ☒ 4 ☒ 5 ☒ 6 ☒ 7 ☒ 8 ☒ 9 ☐ 10 ☐ 11 ☐ 12

Year 2: Maximum Enrollment: 867
☐ Pre-K3 ☐ Pre-K4 ☒ K ☒ 1 ☒ 2 ☒ 3 ☒ 4 ☒ 5 ☒ 6 ☒ 7 ☒ 8 ☒ 9 ☒ 10 ☐ 11 ☐ 12

Year 3: Maximum Enrollment: 1545
☐ Pre-K3 ☐ Pre-K4 ☒ K ☒ 1 ☒ 2 ☒ 3 ☒ 4 ☒ 5 ☒ 6 ☒ 7 ☒ 8 ☒ 9 ☒ 10 ☒ 11 ☐ 12

Year 4: Maximum Enrollment: 2477
☐ Pre-K3 ☐ Pre-K4 ☒ K ☒ 1 ☒ 2 ☒ 3 ☒ 4 ☒ 5 ☒ 6 ☒ 7 ☒ 8 ☒ 9 ☒ 10 ☒ 11 ☒ 12

Year 5: Maximum Enrollment: 3440
☐ Pre-K3 ☐ Pre-K4 ☒ K ☒ 1 ☒ 2 ☒ 3 ☒ 4 ☒ 5 ☒ 6 ☒ 7 ☒ 8 ☒ 9 ☒ 10 ☒ 11 ☒ 12

I certify that I have the authority to submit this application and that all information contained herein is complete and accurate, realizing that any misrepresentation could result in disqualification from the application process or revocation after award. In accordance with TEC §12.120, I further certify that no members of the governing body of the sponsoring entity or of the proposed charter school or any officers or employees of the proposed school have been convicted of a misdemeanor involving moral turpitude or of any felony. I understand that incomplete applications will not be considered.

(BLUE INK) Signature of Chief Executive Officer of Sponsoring Entity	02-25-2013 Date	Peter Bezanson Printed Name
(BLUE INK) Signature of Application Preparer	02-15-2013 Date	Peter Bezanson Printed Name

With what company is the application preparer associated? Great Hearts America - Texas

Was preparer paid? ☐ Yes ☒ No

SAS 539-13
RFA 701-13-101

Great Hearts America -Texas
Open Enrollment Charter Application

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GreatHearts
classical education. revolutionary schools

Applicant Checklist

Great Hearts Academies - Dallas	Great Hearts America - Texas
Proposed Eighteenth Generation Charter School Name	**Name of Sponsoring Entity**

This checklist MUST be completed and submitted as part of the application to ensure that the applicant has provided all of the information required by the RFA.

Application

- ☒ Application Coversheet
- ☒ Table of Contents
- ☒ Applicant Checklist *(this document)*

☒ Attended Applicant Information Session:

Date: 01-16-2013

Board Member Who Attended: Peter Bezanson

Application Sections *(All questions in each section must be answered completely.)*

- ☒ 1. Statement of Need
- ☒ 2. Vision of the School
- ☒ 3. Community Support
- ☒ 4. Educational Plan
- ☒ 5. Special Needs Students and Programs
- ☒ 6. Geographic Boundary
- ☒ 7. Admissions and Enrollment Policies
- ☒ 8. Governance
- ☒ 9. Human Resources Information
- ☒ 10. Business Plan

Attachments A - X

- ☒ A. Published Notice of Public Hearing
- ☒ B. Synopsis of Public Hearing
- ☒ C. Special Education Assurances and Development of Policies and Procedures
- ☒ D. Notarized Biographical Affidavits
- ☒ E. 501(c)(3) Determination Letter from IRS
- ☒ F. Articles of Incorporation and All Amendments
- ☒ G. Bylaws of the Sponsoring Entity and All Amendments
- ☒ H. Organizational Chart
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- ☒ J. Audit Report
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- ☒ M. Documentation Verifying All Sources of Funding
- ☒ N. Documentation Verifying All Sources of Funding NOT Requiring Repayment
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- ☒ T. Negotiated Lease Agreement(s), Deed(s) to Property, Earnest Money Contract(s), or Purchase Agreement(s)
- ☒ U. Bilingual Education/ESL, Section 504, and Dyslexia Assurances
- ☒ V. General Application of Assurances for Federal Programs
- ☒ W. Special Assurances Document
- ☒ X. State Board of Education Disclosure of Campaign Contributions Form

The CEO of the sponsoring entity acknowledges the following:

- ☒ 1. The application and 5 copies submitted are printed single-sided and at least one copy has been retained for the organization's records.
- ☒ 2. Applications must be received by Document Control at the Texas Education Agency by the stated deadline in the Request for Application in order to be considered.
- ☒ 3. All submissions become the property of the Texas Education Agency and will not be returned.

Peter Bezanson	Peter Bezanson
Name of Application Preparer (Typed)	**Name of CEO of Sponsoring Entity (Typed)**
Signature of Application Preparer 2/22/13 **Date**	**Signature of CEO of Sponsoring Entity** 2/22/13 **Date**

SAS 539-13
RFA 701-13-101

1. Statement of Need

a) Discuss why members of the sponsoring entity believe that the proposed school is needed and why they believe that sufficient demand exists to make the school viable.

Throughout the United States, there is a clear need to better prepare students for success in college. For the Class of 2011, only 25% of all high school graduates who took the ACT are considered "college ready" in all core content areas. Texas is slightly below the national average at 24%. This is all the more apparent in the Dallas/Fort Worth area. In Dallas County only 13% of public school students who start ninth grade graduate four years later academically ready for higher education.

Schools delivering liberal arts, college preparatory education have proven very effective at preparing students for college and beyond. A large body of research shows rigorous curricula content and the study of classical and modern languages, fine arts and the great books and ideas of Western Culture significantly increases vocabulary, English Language proficiency and higher levels of literacy, even with low-level readers. Several studies also indicate students in comprehensive, liberal arts environments develop stronger learning strategies, experience greater cognitive growth, higher-order thinking and improved communication and social skills, as compared to their peers in non-liberal arts learning environments. Students in these programs also have higher average SAT scores.

In Dallas, there are private schools and a handful of charter schools that provide some form of classical, liberal arts education. Schools like the West Dallas Community School, the Cambridge School of Dallas, Coram Deo Academy charge tuition and/or have admissions standards as private schools and are thus not accessible to all families who may desire a classical liberal arts education for their children. The liberal arts and college prep charter options, like Pegasus Charter School, Williams Preparatory, and Peak Preparatory, have significant waitlists and none provide the comprehensive program that Great Hearts currently offers to over 6,000 students in Arizona and would like to begin offering to the students of the Dallas/Fort Worth metroplex.

NOTE: Throughout the application the following definitions apply when referencing the various parts of the Great Hearts corporate entity:

<u>Great Hearts Academies</u>

- Arizona based 501c3 Charter Management Organization delivering a classical, liberal arts education to over 6,000 students at 16 schools throughout the greater Phoenix metroplex. Great Hearts Arizona has a successful track record of surpassing the best public and private school options in academic outcomes,

student moral formation, and comprehensive extra-curricular activities. Great Hearts Academies is sometimes referred to as Greats Hearts Arizona.

Great Hearts America

- National not-for-profit organization established as a platform to expand the impact of the Great Hearts classical, liberal arts education model.

Great Hearts America – Texas

- Most often referred to as Great Hearts Texas, was organized to serve as the charter holder for all Great Hearts schools in Texas. Great Hearts Texas has a sole corporate member (Great Hearts America), as permitted by the Texas Business Organizations Code. This nonprofit corporate structure is intended to maintain the integrity of the Great Hearts educational model while also allowing for local input. The Great Hearts Texas Board of directors will include members from Texas. Some members will also serve on the Great Hearts America Board of Directors. Great Hearts Texas has responsibility for the operation of all Great Hearts academies in Texas.

Great Hearts academies

- Any and all schools operated by a Great Hearts entity. Sometimes referred to as Great Hearts schools.

b) Explain how the charter school model will enhance the academic outcomes for students.

Great Hearts is experienced and successful at operating public and comprehensive college preparatory schools, and is well positioned to expand its impact to communities and families across the greater Dallas/Fort Worth metropolitan area.

The Great Hearts model delivers a classical, liberal arts education that prepares students for success in college and beyond. In addition to high academic standards, all Great Hearts Academies aim to graduate thoughtful leaders of character that will contribute to a more philosophical, humane, and just society.

Great Hearts has a track record of successfully implementing public college preparatory programs across diverse communities and populations of students. Great Hearts operates schools in urban, suburban, and rural communities with student populations that vary greatly across socio-economic spectrums. In Arizona, 32% of Great Hearts students are minority status, and most of those minority students are Hispanic or African-American. At some Great Hearts campuses the majority of students qualify for free or reduced lunch. As a network of public schools, Great Hearts provides access to

all students who apply, without regard to incoming academic ability or economic status. Additionally, Great Hearts understands the placement of special education students cannot be predetermined and will offer a full continuum of special education services.

Great Hearts serves approximately 6,200 students in 15 schools in the Phoenix metropolitan area. At these schools, nearly 100% of students take the SAT or the ACT with an average of score of 1836 on the SAT and 27.4 on the ACT. For the sake of comparison, the average SAT score in Texas is 1446 with 58% of eligible students taking the exam. The average ACT score in Texas is 20.8 with 36% of eligible students taking the exam. The national average on the SAT is 1498 and the national average on the ACT is 21.1.

In Arizona, the Arizona Instrument to Measure Standards (AIMS) test is administered to students in grades 3-8. In each of these grade levels, Great Hearts schools outperform the state in terms of pass rates (those who Meet or Exceed on the AIMS test for a given subject, i.e. math or reading). Below is a table displaying average network-wide pass rates for Great Hearts against the AZ state averages for each subject and grade tested.

Grade	Reading - Percentage Proficient (Great Hearts/AZ)	Math - Percentage Proficient (Great Hearts/AZ)	Science - Percentage Proficient (Great Hearts/AZ)
3	89/75	76/69	Not Tested
4	89/75	Not Tested	85/63
5	95/78	83/63	Not Tested
6	94/80	82/61	Not Tested
7	97/84	85/62	Not Tested
8	92/71	85/56	91/67

Great Hearts has been successful at producing these types of outcomes largely due to its commitment to academic and moral excellence. All Great Hearts academies embody a culture of high expectations, in part, by challenging students both academically and morally. There are only limited electives at a K-12 Great Hearts school, and no ability for a student to "opt out" of academic rigor. In addition to high academic standards, Great Hearts also has the goal of graduating "great-hearted" young men and women who possess a sense of destiny and purpose that is directed to the service of the greater good.

The commitment to excellence does not stop with student expectations. Great Hearts also places a high priority on selecting school leaders who excel at setting the vision of excellence and leading staff toward it. We go to great lengths to recruit and hire

teachers with a deep understanding of their respective subject areas and the ability to inspire their students towards lofty goals. Including parents as full partners in this process is also an essential part of the GHA model. To further ensure success, Great Hearts uses a centralized approach to school support services (business operations, development, professional development, recruiting, etc.) that allows school leadership to focus exclusively on the academic and cultural elements of running an academy.

Great Hearts will attain similar outcomes in the Dallas/Fort Worth area by making the Great Hearts academic model and culture of excellence available and broadly accessible to all families who wish to enroll. Great Hearts Texas seeks to deliver public, liberal arts education across numerous and diverse communities throughout the greater Dallas metropolitan area.

The following research and articles were referenced in the above section:

Achilles, Nye, Zaharias & Fulton, 1993
Adams, 1996
Albanese, 1987
Andrade 1989
Armstrong & Rogers 1997
Black, 1993

Borman et al., 2006
Burton, Horowitz & Abeles, 1999
Catterall, 1999
Cooper, 1987
Core Knowledge Foundation, 2004
Curtain & Dahlberg, 2004

Effective School Practices, Volume 15 Number 1, Winter 1995-6
Engelmann, 2007

Genesse, 1987
Kretschmer & Kretschmer 1989
LaFleur, 1981
Latham, 1998
MacIver, Stringfield, & McHugh, 2000
Macro, 1981
Masciantonio, 1982
Mavrogenes, 1977
Mosse, 1982
National Reading Panel, 2000
Nye, Zaharias, & Fulton, 1994
Oreck, Baum & McCartney, 1999
Profile of College Bound Seniors, 1997
Rafferty 1986
Saunders 1998
Schieffer et al., 2002
Schubnell, 1996
Seidel et al., 1999
Sparks, Ganschow, Fluharty and Little, 1995
Sparks et al., 1996

Stringfield, Datnow, Borman & Rachuba, 1999
Sussman, 1978
Taylor & Kimball, 2000
Wedman & Waigant, 2004
White, 1988
Word, Johnston, & Bain, 1990
www.act.org/readiness/2012
http://www.act.org/newsroom/data/2011/pdf/profile/Texas.pdf

2. Vision of the School

a) Provide a succinct long-term vision for the proposed school.

The vision of Great Hearts Texas is to deliver an academically rigorous, classical, liberal arts education to students throughout Texas (the first Great Hearts Texas school is slated to open in San Antonio in 2013 or 2014 after a successful Generation 17 charter application).

Great Hearts will prepare its graduates for success in the most highly selective colleges and universities in the nation, and to be leaders who will help to create a more philosophical, humane, and just society. Great Hearts' public academies will surpass the best public and private school options in academic outcomes, student moral formation, and comprehensive extra-curricular participation.

The ultimate goal of each academy is to graduate "great-hearted" young men and women who possess a sense of destiny and purpose that is directed to the service of the greater good. By engaging in an intense and formative dialogue with the Great Books and Ideas of Western Culture and by conversing with peers and teachers who are committed to truth, beauty and goodness, students come to understand more fully what it means to be a human being.

Each Great Hearts academy will provide this comprehensive, liberal arts education in a public setting, without admission requirements. All students are welcome, regardless of incoming academic ability, socio-economic, or special education background.

As demonstrated through Great Hearts' initial market studies, attendance at Informational Meetings, and interest list sign-ups, it is evident that parents throughout the greater Dallas/Fort Worth metropolitan area would like to have access to this type of education for their children. Over time, the goal is make the Great Hearts classical, liberal arts education model available to any family that believes it is the right environment for them. In an effort to meet that goal, Great Hearts seeks to develop and operate a network of primary, middle, and high schools across numerous and diverse communities throughout the greater Dallas/Fort Worth Metroplex.

b) Discuss the educational philosophy and pedagogy of the proposed school, as well as the innovations that will distinguish this school from other schools in the area where the school or schools will be located.

Philosophy

Great Hearts Texas believes that every student can excel. As human beings, we are equal in that we all have the capacity to learn and grow. But this equality *in* capacity cannot be confused with equality *of* capacity, and certainly not with equality of academic results. Students may not learn at the same speed, but they all will complete the same rigorous course sequence.

The Great Hearts Texas key philosophical pillars include:

1. The greatest number of our students benefit when the **intellectual and moral bar is set high** in the classroom. Lowering expectations is an act of misguided sympathy, not of love and mercy.
2. **Thoughtful depth** about a subject is preferable to broad or rapid "coverage." Our goal is to shape minds and souls, not to cover material quickly.
3. While students do learn at different paces, we believe that true education (as the formation of the soul) is a matter of development over time and within a stable community. In short, we give our students **individualized attention, but within a common, compulsory, one-track curriculum**.
4. Children and teenagers have the **capacity and desire to be trained in all the arts and sciences**. We do not believe they should focus on a narrow course of specialized study which offers only a partial fulfillment of their many capacities and hopes.
5. Great Hearts academies that are established in traditionally underserved communities culminate in a high school experience and curriculum that is identical to all Great Hearts network schools. While making necessary modifications to the curriculum to bridge the achievement gap for elementary school students who enter the academy below grade level, we seek to remain consistent with Great Hearts' **classical values**, and yet also create a more regimented learning environment that is focused on acquiring **foundational knowledge**.

Great Hearts Texas believes academic accomplishment is a natural byproduct of a preparatory school culture that first values integrity, personal responsibility, and thoughtful self-reflection. Each Great Hearts academy strives to create an environment in which durable character, and the open search for it, is thus modeled and highly regarded.

Pedagogy

The K-5 curriculum at Great Hearts seeks to lay the intellectual and moral foundation that our students will continue to build upon for the rest of their lives. Great Hearts uses the Core Knowledge sequence to this end as well as a sequential phonics program (such as Riggs) and Singapore math. Touchpebbles and Touchstones are used to prime our youngest scholars for the rigorous coursework and dialectic setting of high school Humane Letters.

Great Hearts Academy 6-12 courses will be taught employing the Socratic Method, which develops thinking, speaking, and reading skills. This pedagogy is incorporated within the curriculum as a method to increase student involvement. With the Socratic Method, students are actively involved in discovering truths, rather than primarily being informed through lectures in class or readings in textbooks. The teacher's responsibility is to create the right questions for discussion. Students find the answers within their reading and reflective activities.

Innovations

Great Hearts Texas' primary goal is to graduate many thoughtful leaders of character who will contribute to a more philosophical, humane, and just society. To reach this goal, each child must freely discern his or her unique character and destiny during the thirteen-year program. Liberal education should bring each student to ask: what amongst the array of offerings and invitations spread before me in the future do I find meaningful? Graduates will then apply that confident self-understanding for a greater good beyond themselves.

The following features are essential to a Great Hearts Texas charter school:

A Core Liberal Arts Curriculum: A Great Hearts Academy requires a common and rigorous sequence of courses for all students; there are limited electives. The sequence in math, science, foreign language, fine arts, and the perennial and timeless humanities exceeds the state standards in duration and content. All students graduate as critical thinkers, coherent writers, and confident speakers. All students who graduate are eligible for admissions to the finest colleges and universities in the nation.

An Academy Ethos: A community of students working together in pursuit of the school's lofty vision is an essential feature of a Great Hearts Academy. Students are invited and exhorted to create a community of scholarship, leadership, and service in their classrooms, in extracurricular activities, and in their relationships with peers and teachers. These academies strive to foster friendships of the noblest sort: friendships marked by a common love of the true, the good, and the beautiful, in which students enrich and dignify each other through their work together. The schools value character and leadership highly, recognizing at the same time that these good habits of virtue cannot simply be taught, but must be modeled, reflected upon, and experienced through immersion. Students also profess an honor code that upholds academic integrity, and wear uniforms.

Small Size: A Great Hearts Academy is small, and individual classes are small as well. This limited size guarantees the availability of the individual attention, both academic and personal, that students need to do their best. The overall student-to-teacher ratio on campus is around 15:1, further safeguarding against the anonymity too common to "big box" schools.

A Professionally Diverse and Uniquely Qualified Faculty: The teachers come from a variety of backgrounds: traditionally trained public school teachers, technical and professional fields, from private or non-traditional school teaching, and from academia (college teaching, graduate schools). Of central importance are the teacher's own love of learning and knowledge of academic subject matter. The teacher must be fundamentally Socratic in his/her approach to students. His/her teaching activity is aimed at eliciting new thoughts and ideas in the learners, and not simply at filling them with information. He/she must fully embrace the school's vision of community, of learning, and of leadership.

Visible Leadership: The head of a Great Hearts Academy must possess the virtues of the best teachers and administrators by overseeing all the functions of the school-

academic, social, fiscal, and physical. He/she mentors and collaborates with the teachers, and is open to learning alongside the school's students. The head of school is a model of collegiality, fairness, clarity, responsibility, and a love of learning.

Family Involvement: Like students and teachers, the parents are invited to embrace and participate in the school's academic and ethical vision. Parents love and pursue the true, the good, and the beautiful, and they support and inspire their children to do the same. As the central adult role models and teachers in their own children's lives, parents can apprehend the greater significance of the school's vision, and the long-lasting value of such an education, and they can support their daughters and sons in their journey towards it. Volunteerism, though certainly not required, is vital to the school's prosperity.

c) Provide three to five core values or beliefs, with succinct explanations, to guide the operation of the proposed school.

- A Great Hearts school has a unified, coherent, and **intentional culture**. Individual classrooms are not spaces for private cultures that are detached from the community of the school. Our school culture is a reflective space in which students can study the high culture of the West free from the distractions of pop culture and postmodern media.

- In keeping with our belief that **habits of personal order cultivate habits of intellectual order**, faculty performance is grounded in thoughtful and well planned lessons, orderly classrooms, timely and meaningful evaluation/correction of student work, Socratic engagement of students, and attentive performance of assigned campus duties.

- We **study our Western heritage** and believe that our cultural inheritance is unique and primary to us by virtue of our being Americans. We believe that in order for students to become culturally literate citizens they must share certain specific knowledge based in the study of the humanities, the sciences, and the fine arts.

- Our **core curriculum requires a common and rigorous sequence of courses for all students**; there are limited electives. The sequence in math, science, foreign language, fine arts, and the humanities exceeds the state requirements in duration and content. All students graduate as critical thinkers, coherent writers, and confident speakers.

- A **vibrant athletic department**, and the competitive aspiration, physical health, and camaraderie of our students, is an essential complement to our academic communities.

d) List business and fiscal risk factors, with brief explanations, that could jeopardize the viability of the proposed school. Also, list success factors, again with brief explanations, that the sponsoring entity believes outweigh the risks.

As is the case with all charter schools, the most common fiscal risks are enrollment and potential future funding fluctuations. The majority of the economic forecasting for all Great Hearts academies is based on enrollment projections and per student funding from the State of Texas. Therefore, charter school budgets are at risk when enrollment goals are not met and/or funding levels decrease.

The most important factor related to enrollment risk is the level of demand for quality school choices. As mentioned early is this application, Great Hearts feels strongly that parent demand for public and comprehensive college preparatory schools throughout the Dallas/Fort Worth area is very high. This is evidenced by the high number of high school graduates not prepared for college and the relative lack of educational options to address this challenge.

However, Great Hearts understands that even highly motivated parents can be deterred by long drive times. Charter schools that are not strategically located increase their enrollment risk, even when there is substantial demand within the broader community. That is why Great Hearts is fully committed to a thorough evaluation of all real estate options, across a diverse set of communities, to make each location as convenient as possible for parents.

Parent decision making is also influenced by the quality of the school facility. Again, enrollment risk can increase if parents feel the facility is not adequate, even if the school is well located. Understanding this, Great Hearts is also committed to providing high quality facilities that create sound learning environments and ample opportunity for extracurricular activities, including sports. In addition to classrooms and administrative office space, Great Hearts Texas will strive to provide facilities that include full gymnasiums and football/soccer fields.

Finding the right location and developing a quality facility can be challenging and potentially impact enrollment and fiscal performance. However, Great Hearts has a track record of mitigating those risks through the successful development of school sites, as evidenced by the enrollment data at current Great Hearts academies. Great Hearts' academies average 3.6 applications for every seat available; all schools currently in operation are full with waiting lists.

Finally, Great Hearts Texas understands that future funding levels are not guaranteed. In order to be financially responsible, prudent management of resources and reserves is required. Great Hearts believes in a disciplined approach to fiscal management and has a successful track record in this regard. Current Great Hearts' academies operate with budgeted operating surpluses of 5% of revenues and cash flow objectives of 2½ months of expenses at any given time.

3. Community Support

a) Describe the community where the school will be located and provide reasons for choosing the location. Include the types of resources available in the community.

Great Hearts Texas seeks to open its first Dallas area school in the Northeast area of Dallas (roughly defined by the area in between the North Tollway, I30 and the 635 Loop). Not only is parent demand for a comprehensive college preparatory program high, but this location also provides ample access from surrounding Dallas communities. Great Hearts Texas is also considering the communities of West Dallas, Irving, Fort Worth and Plano as locations for schools 2, 3 or 4.

As mentioned earlier in this application, Great Hearts Texas seeks to make a public, classical, and liberal arts education available and broadly accessible to all families who wish to enroll throughout the Dallas/Fort Worth area. Great Heart Texas understands that proximity influences parent decision making and, therefore, plans to operate campuses in strategic locations that minimize drive times. Over time, Great Hearts Texas aims to keep drive times to 15 minutes for all families who wish to attend a Great Hearts Academy. Working towards that goal, Great Hearts Texas plans to open four schools in the greater Dallas/Fort Worth metropolitan area over the next five years. Similar to the portfolio of Great Hearts in Arizona, Great Hearts Texas will serve several communities, each with unique and diverse demographics, with some schools serving majority Free and Reduced Lunch qualifying students. Each new academy will be named Great Hearts – "insert community name".

During the application process, Great Hearts has made inroads with several like-minded foundations and organizations in the area that will be useful in implementing and advancing the Great Hearts Texas vision and mission in Dallas. These include: The Dallas Institute, the University of Dallas, the West Dallas Community School, the Washington Society, The Athena Foundation, and the Texas Charter School Association.

b) Briefly analyze the competition in the area for the same students. Describe the methods that the proposed school will use to recruit and retain students.

Great Hearts Texas enrollment goals may seem rather ambitious, however, the total number of students eventually attending a Great Hearts academy compared to the total number students in the Dallas/Fort Worth area is extremely low. Four Great Hearts schools equates to approximately 3,500 students. There are approximately 1,000,000 K-12 students (Source: US Census) in the greater Dallas/Fort Worth area, which means the total number of students eventually attending a Great Hearts Academy represents 0.35% of the Dallas/Fort Worth K-12 market share.

To provide context as to why Great Hearts Texas feels this is attainable, it's helpful to compare the Dallas/Fort Worth enrollment goals to the current performance of Great

Hearts in Arizona. The first Great Hearts Academy opened in Phoenix in 2003 serving about 100 students. There are now 16 Great Hearts Academies serving 6,200 students across several diverse communities throughout the Phoenix metropolitan area. There are almost 720,000 students (source: US Census) in the greater Phoenix area which means that 0.86% of them are enrolled in a Great Hearts Academy. Based on the enrollment trend over the last few years and number of applications for new enrollment (3.6 applications for every seat available) the Great Hearts market share in the Phoenix area is on track to hit 1.03% for the 2013/14 school year and 1.14% in 2014/15.

Based on the need for public and comprehensive college preparatory schools in Texas, the number of students in the area, and the performance of Great Hearts Academies in a comparable market, Great Hearts Texas believes a market share goal of 0.35% in the Dallas/Fort Worth area is very attainable.

Public charter schools with a strong college readiness emphasis, like Williams Preparatory Academy and Peak Preparatory Academy, are booming in Dallas. While these academies send high percentages of their high school graduates to college, their K-12 programs are saturated with waitlists of 765 and 943 respectively. Those families looking to best prepare their children for success in college and beyond may end up having to spend upwards of $16,000 a year to enroll in a private classical school such as Cambridge of Dallas. This fact ends up precluding a level of educational quality to families in the community unable to afford tuition.

Great Hearts Texas will implement a student recruitment strategy that is designed to create broad awareness and provide parents with ample opportunities to gather the information they need to determine if a Great Hearts Academy is the right choice for their children. Marketing initiatives with broad reach will be used to create awareness across diverse communities throughout the Dallas/Fort Worth metroplex. Such initiatives include, but are not limited to, television and radio advertisements, direct mail, outdoor advertising, and internet/social media campaigns.

All marketing initiatives encourage parents to attend open house events and visit websites. From there, parents can begin the process of asking questions and learning about the Great Hearts academic program, culture, and application process. Great Hearts Texas recognizes choosing a school is an important decision and is committed to working with all interested parents towards the goal of understanding the Great Hearts model and making the right decision for their children.

Great Hearts Texas understands there is an enormous amount of trust involved when a parent chooses to partner with Great Hearts in the education of their child. It is the goal of Great Hearts Texas to continuously earn that trust, and retain students year after year, through excellent academic outcomes and strong partnerships with the families we serve. As of the December 2012, network-wide year-to-date retention was at 96%.

c) Provide information on the manner in which community groups have been involved and will continue to be involved in the charter school planning process. Include descriptions of the community groups and the type of services they will provide.

Great Hearts Texas consulted with a diverse group of community members and organizations in the Dallas/Fort Worth area to ensure that issues in planning the school were considered from multiple perspectives and that questioning, challenging, constructive feedback, monitoring, and authentically useful comments were, and will continue to be, an integral part of the planning process.

Great Heart Texas developed relationships and continues to work with the following Dallas/Fort Worth organizations:

- The West Dallas Community School
  - Private classical school serving low income students, they will be involved in the planning process and assist us in developing a strategy to make sure we reach out to all demographics of students with our classical curriculum and school program
- The University of Dallas
  - One of the top classical teacher training programs in the country and one of the primary teacher recruiting centers for Great Hearts nationally, we have deep partnerships with UD and they are providing assistance with some of the founding teaching team, parent outreach (to their faculty), and academic recommendations
- The Dallas Institute
  - Teacher training center and school reform think-tank, a number of Great Hearts teachers have gone through their training programs, they have excellent connections with public school districts and they will act as connector to them, as well as a bridge to community leaders, policy makers, and potential donors, site of first open house
- The Washington Society
  - Another professional development opportunity for teachers, potential source of family outreach, and another communications conduit to the community
- The Athena Foundation
  - Another local organization providing classical liberal arts continuing education for teachers, professional and personal ties to the founder
- The Texas Charter School Association
  - Provides resources, professional development and networking opportunities

Great Hearts Texas has also communicated with and/or sought participation and advice from the Arlington Classical Academy (classical charter school in Arlington), school

leadership and staff at classical schools in the area, the home school network, and the office of Dallas Mayor Mike Rawlings, and Irving Mayor Beth Van Duyne.

Great Hearts Texas held public hearing-community open house in central Dallas in January to gauge interest. Over 120 parents interested in in the Great Hearts classical, liberal arts education model attended the open house event. The parents asked thoughtful questions and engaged in meaningful dialog with officials from Great Hearts Texas. Great Hearts Texas will continue to communicate and follow up with these parents, and others, as the charter application process progresses.

d) Submit, as **Attachment A**, a copy of the published notice of public hearing, clearly showing the name of the newspaper and date of publication. The notice should include the proposed school name, the sponsoring entity name, date, time, place of meeting, and the names of sponsoring entity board members..

Attachment A contains a copy of the published notice of public hearing published in the Dallas Morning News on Sunday, January 20, 2013.

e) Submit, as **Attachment B**, a synopsis of the public hearing held to discuss the proposed charter school plan. The synopsis must identify presenters, provide a summary of their comments, and a list of questions from participants with responses provided by the presenters. Do **not** include slides of the presentation or a transcript of the proceedings. Additionally, provide the number of community members, not affiliated in any way with the sponsoring entity or the proposed charter school, who attended the public hearing.

Attachment B contains a synopsis of the public hearing held to discuss the proposed charter school plan. 108 community members attended the event. A transcript of the questions posed by the audience and the responses by sponsoring entity members is also provided, per request.

4. Education Plan

a) Describe the educational programs to be offered, including special education and bilingual education/English as a second language (BE/ESL). Clearly explain in succinct terms the specific curricular programs that the school, if authorized, will provide to students and the ways in which the charter staff, board members, and others will use these programs to maintain high expectations for the continuous improvement of student performance. Clearly state how the Texas Essential Knowledge and Skills (TEKS) will be incorporated into the classroom instruction and assessment.

In addition, specifically address each of the following:

- **Describe the manner in which the science curriculum will meet the laboratory and field investigation requirements as follows:**
  - **80% for student Kindergarten and grade one;**
  - **60% for students in grades two and three;**
  - **50% for students in grades four and five; and**
  - **40% for students in grades six through twelve.**

- **Describe the educational program and the setting that will be used to offer courses to meet the requirements for physical education.**
- **Describe the educational program and the setting that will be used to offer courses to meet the requirements in fine arts, health education, technology applications, and, to the extent possible, languages other than English.**

Great Hearts Arizona has proven that its academic program and culture of achievement is scalable and that it can deliver on its academic achievement goals. Great Hearts Arizona currently operates 15 high quality schools that serve over 6,200 children.

Great Hearts Texas intends to build on this record of success and is in the process of adapting the Great Hearts curriculum to maintain the liberal arts focus while meeting and/or exceeding Texas state standards. Each grade level will incorporate the Texas Essential Knowledge and Skills (TEKS).

In preparation for our entry into Texas, we analyzed the Great Hearts Texas K-12 curriculum to assure that each grade level incorporates the *Texas Essential Knowledge and Skills (TEKS).* We recognize that a thorough understanding of the tested TEKS and how they are tested on STAAR is essential for student success in the classroom, on state assessments, and as reflected in the state and federal accountability systems.

Consistent with a growing national consensus on the need to provide a more clearly articulated K–12 education program that focuses on fewer skills and addresses those skills in a deeper manner, Great Hearts Academies requires a common and rigorous sequence of courses for all students; there are only limited electives and only in the junior and senior year of high school. The sequence in math, science, foreign language, fine arts, and the perennial and timeless humanities meets or exceeds Texas requirements in duration and content.

The Great Hearts Educational Program

The primary goal of Great Hearts Texas is to graduate thoughtful leaders of character who will contribute to a more philosophical, humane, and just society. To reach this goal, each student must freely discern his or her unique character and destiny during the program. Graduates will then apply that confident self-understanding for the greater. Each academy strives to create an environment in which durable character, and the open search for it, is modeled and highly regarded. Great Hearts believes that academic accomplishment is a natural byproduct of a preparatory school culture that first values integrity, personal responsibility, and thoughtful self-reflection.

The following features are essential to the Great Hearts Texas model:

A Core Liberal Arts Curriculum: A Great Hearts Academy requires a common and rigorous sequence of courses for all students; there are limited electives. The sequence in math, science, foreign language, fine arts, and the perennial and timeless humanities exceeds the state standards in duration and content. All students graduate as critical thinkers, coherent writers, and confident speakers. All students who graduate are eligible for admissions to the finest colleges and universities in the nation.

An Academy Ethos: A community of students working together in pursuit of the school's lofty vision is an essential feature of a Great Hearts Academy. Students are invited and exhorted to create a community of scholarship, leadership, and service in their classrooms, in extracurricular activities, and in their relationships with peers and teachers. These academies strive to foster friendships of the noblest sort: friendships marked by a common love of the true, the good, and the beautiful, in which students enrich and dignify each other through their work together. The schools value character and leadership highly, recognizing at the same time that these good habits of virtue cannot simply be taught, but must be modeled, reflected upon, and experienced through immersion. Students also profess an honor code that upholds academic integrity, and wear uniforms.

Small Size: A Great Hearts Academy is small, and individual classes are small as well. This limited size guarantees the availability of the individual attention, both academic and personal, that students need to do their best. The overall student-to-teacher ratio on campus is around 15:1, further safeguarding against the anonymity too common to "big box" schools.

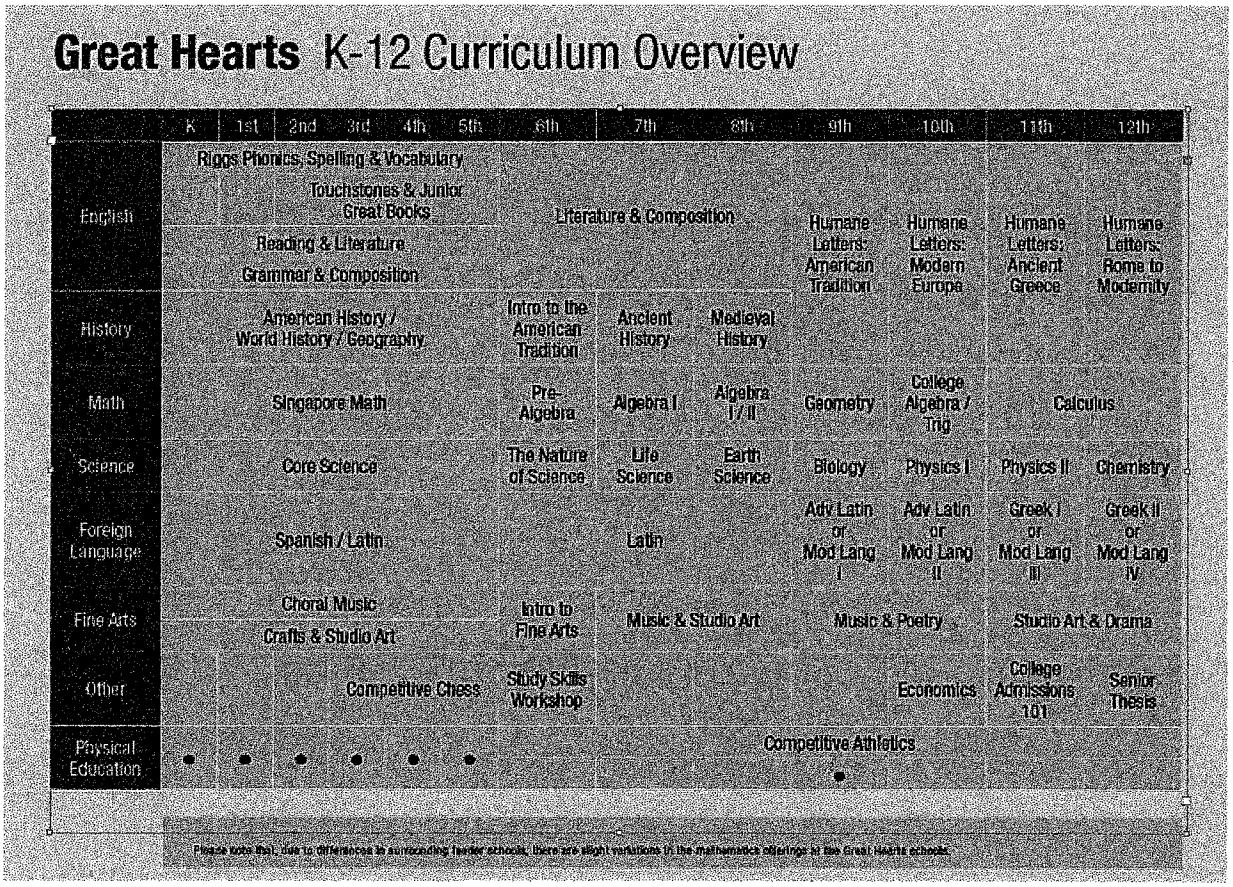
A Professionally Diverse and Uniquely Qualified Faculty: The teachers come from a variety of backgrounds: traditionally trained public school teachers, technical and professional fields, from private or non-traditional school teaching, and from academia (college teaching, graduate schools). Of central importance are the teacher's own love of learning and knowledge of academic subject matter. The teacher must be fundamentally Socratic in his/her approach to students. His/her teaching activity is aimed at eliciting new thoughts and ideas in the learners, and not simply at filling them with information. He/she must fully embrace the school's vision of community, of learning, and of leadership.

Visible Leadership: The head of a Great Hearts Academy must possess the virtues of the best teachers and administrators by overseeing all the functions of the school-academic, social, fiscal, and physical. He/she mentors and collaborates with the teachers, and is open to learning alongside the school's students. The head of school is a model of collegiality, fairness, clarity, responsibility, and a love of learning.

Family Involvement: Like students and teachers, the parents are invited to embrace and participate in the school's academic and ethical vision. Parents love and pursue the true, the good, and the beautiful, and they support and inspire their children to do the same. As the central adult role models and teachers in their own children's lives, parents can apprehend the greater significance of the school's vision, and the long-lasting value of such an education, and they can support their daughters and sons in their journey towards it. Volunteerism, though certainly not required, is vital to the school's prosperity.

Please note the following program overview for Great Hearts Texas. Where necessary, modifications to this program will be made to meet Texas laws, incoming student achievement level, and community interests.

The overview of the Great Hearts K-12 Curriculum follows:



The Great Hearts Primary School Curriculum (K-5)

The comprehensive, research-based core curriculum is balanced between English, history, science, mathematics, foreign language, and fine arts. The curriculum has been used successfully since 2001 at Ridgeview Classical Schools in Fort Collins, Colorado, a public charter school that is consistently ranked among the top public and charter schools in Colorado and the nation. For example, *U.S. News & World Report* ranked Ridgeview Classical Schools as 15th in the country, fourth U.S. charter school, and fourth open-enrollment high school in the nation. Great Hearts Arizona has proven that using this academic program and culture of achievement generates high academic outcomes and that this success is scalable. . Great Hearts Texas intends to follow suit.

English: Students in grades K-5 will study Riggs phonics, spelling and vocabulary; directed reading and literature; and grammar and composition. In kindergarten through third grade, students cover Riggs Level 1, 2 and 3. Starting in third grade and extending into fourth grade, students study Harvey's Grammar. In fifth grade, students begin their study of middle school grammar with Warriner's. The study of great children's literature and Socratic discussion of that literature is a key instructional tool. Students begin with rudimentary Aesop's fables and leveled readers at the kindergarten level, before moving on to classic children's stories like "Alice in Wonderland," "Robin Hood," "The Phantom

Tollbooth," "Gulliver's Travels," "King Arthur," "Narrative of the Life of Frederick Douglass," "Pollyanna," "Rip Van Winkle," "Robin Hood," "Robinson Crusoe" and many others. Many texts are read in their original form, but some are edited to be grade-level accessible.

Riggs Phonics, Spelling and Vocabulary: The Riggs method is a multisensory language arts program that establishes high literacy in primary-grade students and helps correct learning disorders. The core of this program is "The Writing & Spelling Road to Reading & Thinking," which begins by teaching the formation of letters via dictated instruction, along with the relationships between sounds and letters, which will lead to understanding of the standard English spelling system. The sound-letter relationships are taught as "explicit" phonics without words, pictures or names of letters, an approach that was recommended by "Becoming a Nation of Readers," a landmark 1985 federal study of reading research. By placing phonics instruction first, completing it quickly and making it multisensory to address multiple learning styles, children rapidly begin to spell, write and read with understanding. The fast pace of Riggs, which helps establish independence, is challenging for students in the primary grades.

In multisensory Riggs instruction, students see the symbol, hear the sound the teacher says, repeat the sound, and write the symbol based on dictated instructions. Thus, students use their stronger learning senses while teachers can remedy the weak ones. Additional methodologies in Riggs are:

a) Direct Instruction Techniques: demonstrating, working with the teacher, practicing to mastery.
b) Dictation: Dictation is faster and more effective in developing cognitive skills than copying or completing worksheets.
c) Socratic Instruction: Teachers ask rather than tell, which encourages students to think and analyze.
d) Parsing and Diagramming: Students learn grammar and syntax through composition and by parsing (naming the properties of the parts of speech) and diagramming (deconstructing a sentence graphically into the parts of speech).
e) Appropriate Sequencing: Students build from one skill to another, starting with speech and oral comprehension. They are given a limited number of concepts at one time and practice these in various ways until they achieve mastery.

As a complete language arts method, Riggs helps children master phonics, letter formation, alphabetic principle, letter-sound awareness, correct spelling, fluent reading, oral and print comprehension, vocabulary, pronunciation, composition, analytical thinking, and auditory-visual-verbal-motor cognitive development.

Riggs is designed to be supplemented by vocabulary-rich literature, which will be provided by the Core Knowledge reading lists.

Touchpebbles and Touchstones: These programs expose young readers to great literature and develop their ability to discuss it respectfully, guided by the teacher. This approach trains students for a Socratic environment in high school, which is a feature of

Great Hearts academies. Students in Touchpebbles (grades 2-3) and Touchstones (grades 4-5) will develop students' abilities to analyze what they read in literature, express their ideas effectively through speaking, listen to others, and evaluate others' ideas with civility.

Modern Languages: The school's Spanish-language curriculum is an immersion-based six-year program. Students learn the grammar and vocabulary of Spanish so they can read, analyze, and discuss great works of Spanish literature. Through literature, the students can experience Spanish in its finest and most beautiful presentation, as well as learning more about the cultures and histories of Spanish-speaking peoples. For this reason, all classes are conducted entirely in Spanish, and students are required to participate frequently so they can build the communication skills needed to interact with literary texts in Spanish.

History: Students will take American History, World History and Geography. American history is emphasized at every grade level, with a different global emphasis at each grade level.

Math: Students at Great Hearts Texas classical academies will take six years of Singapore mathematics: All kindergarten students will enter in Singapore K or Singapore 1, and all fifth-grade students will graduate having completed Singapore 5 or Singapore 6.

Science: All science classes taught at Great Hearts Academies will meet the laboratory and field investigation requirements for all grades. Our implementation of the Core knowledge science curriculum in grades K – 5 is a hands-on experience. Students actively engage in qualitative and quantitative observation, measuring, counting and collecting while learning about plants, animals, insects, habitats, weather, matter, physical change, elements, compounds, light, sound, and electricity, just to name a few topics. Students in grades 6-12 engage in a deeper exploration of the physical and natural world. Labs and field investigations are designed to solidify a true and lasting comprehension of Natural, Life and Earth Sciences, Biology, Chemistry and Physics.

Fine Arts: Each student will take six years of fine arts, which will include choral music, plus crafts and studio art at all grade levels. In kindergarten through second grade, the emphasis is on introducing students to master works in art and music. In the third grade, a special emphasis is placed on American Indian, Roman, and Byzantine art. In fourth grade, students study the art of the middle ages, Islamic, Chinese, and African art. In fifth grade, the emphasis is on Renaissance art, 19th century American art, Japanese art, and American spirituals.

The curriculum will be supplemented with experiences outside the classroom that are designed to enhance students' understanding and appreciation for the lessons of the core courses. Each grade level will have at least one major field trip per year.

Prep Curriculum (6-12)

Core Curriculum: Great Hearts will employ one of the most well-known core curriculum concepts as its main instructional methodology, which has four characteristics:

1. Solid - Although ideas come and go, there is a body of lasting knowledge that is to be taught to all children.

2. Sequenced: Children learn new knowledge by building on what they already know.

3. Specific - The course outlines clearly specify what is important in language/arts, history/geography, math, science, and the fine arts. This presents the answers to "what our children need to know."

4. Shared - This builds on the belief that cultural diversity depends on shared knowledge. The Core Curriculum is standard across the Great Hearts Academy network, ensuring that the approach is tested, comprehensive, and reliable.

Socratic Seminar Method: The Greek philosopher Socrates was convinced that the surest way to attain reliable knowledge was through the practice of disciplined conversation, which he called dialectic. A Socratic Seminar is a method to try to understand information by creating dialectic in regards to a specific information source. In a Socratic Seminar, participants seek deeper understanding of complex ideas in the material through rigorously thoughtful dialogue, rather than by memorizing bits of information. A Socratic Seminar opens with a question either posed by the leader or solicited from participants as they acquire more experience in seminars. An opening question has no right answer; instead, it reflects a genuine curiosity on the part of the questioner. A good opening question leads participants back to the text as they speculate, evaluate, define, and clarify the issues involved. Responses to the opening question generate new questions from the leader and participants, leading to new responses. In this way, the line of inquiry in a Socratic Seminar evolves on the spot rather than being pre-determined by the leader. In a Socratic Seminar, the leader plays a dual role as leader and participant. The seminar leader consciously demonstrates habits of mind that lead to a thoughtful exploration of the ideas in the text by keeping the discussion focused on the text, asking follow-up questions, helping participants clarify their positions when arguments become confused, and involving reluctant participants while restraining their more vocal peers.

The Great Books: Although some lecture and textbook reading are incorporated as part of each class, the main focus of all humanities classes is the Great Books program, where the focus is on shared inquiry and active learning of the Great Ideas as expressed in the Western canon. The teacher acts as a guide in this process, asking key questions that will lead the learners to individual and communal discoveries of information, concepts, and skills. The Academy believes this to be the most effective method of teaching, since through this approach the students are primarily responsible for their own learning. Such responsibility serves to both increase student interest in the topics studied and promote long-term retention of the material covered.

Mathematics: Beginning in middle school, students begin to address mathematical concepts by using numerical analysis, first mastering the operations of addition, subtraction, multiplication, and division using whole numbers, fractions, decimals and

percents before moving toward symbolic language and beginning to understand math as more than just rote memorization of algorithms. In the later middle school grades, students expand their mathematical models to the coordinate plane and begin to understand functions. In addition to linear and quadratic functions, students study exponential, logarithmic, polynomial, rational, and radical functions. Students begin to use the graphing calculator as a tool to solve real world problems graphically and algebraically. Discrete mathematic topics of probability, statistics, sequences and series are studied. The middle school studies end with proof by induction.

In the High School honors curriculum, students build an axiomatic system of definitions, postulates and theorems in order to write well developed proofs of geometric ideas. Students continue their advanced study of functions, with a new emphasis on trigonometric functions. Conic sections and analytic geometry are also foci. Finally, students examine limits, derivatives, and integrals in a full two year exploration of Calculus.

Science: The Great Hearts Academies Science program is a seven-year curriculum which draws the students into an intense observation and exploration of the physical and natural world via a cultivation of their innate curiosity and sense of wonder. We believe that the fields of science are "fruitful ground" for the development of reasoning abilities, as well as an igniting of true passion for the intellectual (and physical) exploration of one's environment. Students will learn to speak and write intelligently about even very complex processes and events, and will gain familiarity with the "language" of science. To this end, the curriculum emphasizes Socratic questioning, guided research, and student interpretation (versus simple recall of memorized facts). Labs in all the courses are designed to solidify a true and long-lasting comprehension of the phenomena studied, and improve the students' own powers of discernment and analysis. Finally, the students will be challenged to see the thematic connections that exist between all of the science courses/disciplines (e.g. forms/changes of energy, properties of matter, cycles, organization in systems), and genuinely perceive the value of a multi-faceted approach to observing and describing the world. While the science courses at Great Hearts Academies certainly have as a primary goal clear and logical thinking about scientific topics, we also work to develop in the student a profound appreciation for the inherent beauty of science and nature.

Middle School Humanities (Literature and Composition, History): The Middle School Humanities curriculum trains students to develop their skills in the four essential modes of communication – reading, writing, speaking, and listening. Additionally, and as importantly, students use their study of history and literature to develop skills of comprehension and analysis. As preparation for Humane Letters courses in the high school years, Middle School Humanities classes give students the chance to vigorously inquire into works of literature and history. Classroom discussions encourage careful reference to the words of the writer, as students and teacher comment critically on those words, as well as the words of others in the class. Each member of the class should strive to express ideas with clarity and precision, and look for the same in others. The

study and discussion of the written word in some of its most powerful expressions will improve the level at which each student speaks and writes.

In the Literature and Composition classes, students read great works of literature and discuss them in Socratically-led classes. The literary selections allow for exploration of great themes such as heroism, honor, justice, and friendship. Selections span the centuries, from Tales of Greek Heroes to contemporary masterpieces such as To Kill a Mockingbird. Students in the middle school English classes build their writing skills through a series of activities beginning with elements of grammar and moving toward the five paragraph essay. The 6th grade curriculum focuses primarily on vocabulary, sentences and individual paragraphs, but by the end of 8th grade, students will have written several five-paragraph essays based on analysis of the literary works read during the year. 8th grade students must also pass a timed writing test to demonstrate that they are ready for the rigors of the Humane Letters curriculum beginning in 9th grade.

The Middle School History curriculum encompasses, in three years' time, European history from Pre-history through the Renaissance, and American history from pre-revolutionary to the present day. For students to understand and appreciate the world they inhabit, a sense of this historical heritage is crucial. Although other cultures have had significant impact on modern Western society, the 7th grade Ancient History and the 8th grade Medieval History curricula explore the civilizations that have most directly shaped the intellectual and cultural milieu of the Western world. The 6th grade American History course, builds upon the introduction to early American history likely experienced in the 5th grade, and deals most immediately with the concepts and events that have shaped and continue to shape the world as it is today.

Humane Letters: The Great Hearts Humane Letters curriculum is a high school program in which students are trained in the habits of rational thought about the humanities—history, literature, and philosophy. Although students read primary texts central to the Western tradition, the subject matter of the course is not simply the books on the reading lists, but rather thinking itself. In short, the purpose of Humane Letters is to train students in how to think clearly and critically. Humane Letters trains students in habits of thought by demanding that they engage in three fundamental activities: reading, speaking, and writing. The work of Humane Letters begins with critical, active reading of history, literature, and philosophy from the best of what the Western tradition has to offer. The emphasis is on reading primary rather than secondary texts. The analytical approach taken to these primary texts is primarily a "new critical" approach: the primary text as a self-enclosed document speaks for itself. Secondary source material, whether of a historical, biographical, or literary nature, is extremely limited in order to promote the students' approaching the text without preconceptions and in order to avoid undermining the main focus of Humane Letters: discussing the primary text at hand.

In Humane Letters, the readings are arranged thematically by grade level. The 9th grade addresses American history, American literature, and some key philosophical documents central to the American tradition, including The Declaration of Independence,

The Constitution of the United States, some of The Federalist Papers, and important Supreme Court cases. The 10th grade addresses the modern European tradition, including European history from the Late Middle Ages to the end of World War II, four important works of political philosophy, and six works of literature from the period. The 11th grade focuses primarily on some of the key literary and philosophical contributions of the Greeks to Western Civilization. Shakespeare's Hamlet and a few selections of the Old Testament of the Bible complete the 11th grade reading curriculum. The 12th grade curriculum is the most diverse in its presentation of literary and philosophical works stretching from the founding of the Roman Empire to the 19th century. There is no formal history component included in the 11th and 12th grade curricula. The essay writing skills taught and practiced throughout all four years are progressive and cumulative. The practice of Socratic discussion, however, remains the same throughout all four years of high school: it differs only according to the texts used and the insights of the student participants.

Classical Languages: The Great Hearts classical languages curriculum is a seven-year program in which Latin I, II, and III are mandatory in the sixth through eighth grades, and the Advanced Latin and Greek classes are elected by students as a four year high school Classics Track in language. It is the mission of the Classics Department to generate enthusiasm for and promote the scholastic benefits of learning the languages and literature of the Ancient Romans and Greeks which have had such a profound impact upon English and Western culture. There are many reasons that elementary and intermediate Latin classes are mandatory for our junior high students: learning an inflected language provides the opportunity for increased skill in memorization and attention to detail; it approaches grammar from another perspective—one which usually helps cement the comprehension and correct usage of English grammar; it enriches their vocabulary and understanding of derivations; it gives additional exposure to Classical culture, ancient history, and influential literature which will serve them well in other classes, especially Humane Letters. Note: all Classics students take the annual National Latin Exam, and have the opportunity to participate in a number of other classical-focused National tests, contests and events.

Senior Thesis: The culminating project for Great Hearts students will be the senior thesis. At the beginning of senior year, the student selects a field of inquiry from the curriculum—literature, philosophy, math, science, the arts—and then selects a faculty member to act as his or her thesis advisor. The thesis is an exploration of one of the "Six Great Ideas" of humanity summarized as Truth, Beauty, Goodness, Justice, Liberty, and Equality. The first semester involves the selection of readings, directed study, note taking, and conversation with the advisor. The second semester involves the writing of the thesis in sections, with the advisor offering feedback and guidance at each successive stage. The thesis is not a research paper, and it does not attempt to prove a specific point. Rather, the senior is asked to logically develop and assertively present his or her own philosophy on a topic of personal interest derived from the chosen texts. The thesis culminates with the senior defending his or her final draft in front of a committee of three faculty members.

College Preparation: All juniors and seniors will participate in College Admissions 101, which meets three times per semester for two hours during the school day. The college counselor orients the junior class to the college admissions process; the course includes discussions, lectures, and small group work. The curriculum is constructed by each counselor according to the group needs, but the topics are generally the same: college testing, applications, essay writing, interviews, discovering what they want in a college, what makes a good fit, college visits, etc. Students are regularly given assignments to complete out of class that require a great deal of reflection on personal preferences and interests. The goal of College Admissions 101 is to prepare juniors for the admissions cycle and to support seniors as they go through the cycle. Outside of College Admissions 101, every junior meets with the college counselor individually to discuss their needs and concerns. Counselors monitor whether students are on track to register and take the Scholastic Aptitude Test (SAT) and American College Test (ACT), answer general questions, and arrange for college representatives to visit the Great Hearts campus.

Great Hearts also operates SAT, PSAT, and ACT preparation classes that meet on Saturdays during the time leading up to each of these tests.

Health Education Requirements: The TEKS requirements for health education will be facilitated in the K-12 curriculum through units focused on health behaviors, health information, influencing factors and personal and interpersonal skills in P.E., discussions of behavior, Truth and the Good during Touchpebble or Touchstone discussions, and through the science sequence of Core Knowledge in K-5; for grades 6-12, TEKS requirements will be addressed in units in 6th grade introduction to science, 7th grade life science, 9th grade biology, and 9th grade P.E. Topics of moral and healthy behavior and personal and interpersonal interaction will be addressed via classroom and seminar discussions in grades 6-12 (viz. Literature and Composition and humane letters).

Fine Arts Requirements: Fine Arts education is integral to the Greats Hearts experience throughout all grades. In kindergarten through second grade, the emphasis is on introducing students to master works in art and music. In the third grade, a special emphasis is placed on American Indian, Roman, and Byzantine art. In fourth grade, students study the art of the middle ages, Islamic, Chinese, and African art. In fifth grade, the emphasis is on Renaissance art, 19th century American art, Japanese art, and American spirituals. Beginning in 6th grade, students enter a seven-year fine arts curriculum that presents the language of beauty as manifested in the principle aesthetic of Western Culture; the visual arts, music, poetry, and drama. This comprehensive approach provides students with a broad unifying structure to organize expected knowledge and skills through perception, creative expression and performance, historical and cultural heritage, and critical evaluation.

Technology Applications Requirements: The Great Hearts curriculum will address the technical applications requirement in a cross-curricular and interdisciplinary manner throughout the K-12 curriculum. Students will have access to designated school computers to allow development of skills such as touch-typing, digital citizenship, and research. All students will be expected to demonstrate the necessary skills as identified

in TEKS, appropriate to their grade level via assigned group and individual projects and other assignments.

Physical Education Requirements: Every Great Hearts student will participate in Physical Education classes and competitive athletics during their time at Great Hearts, including taking a physical education class in high school that meets the requirements for graduation. Physical education at Great Hearts will complement the intellectual rigor of the classroom by instilling in students the equally important component of living an active and healthy lifestyle. All lessons and activities will follow Texas Essential Knowledge and Skills requirements, with appropriate equipment, for each grade level, while also reinforcing the virtues and character-building focus of the Great Hearts curriculum, emphasizing fair play, honesty, integrity, and sportsmanship in an age-appropriate and friendly competitive atmosphere.

Extracurricular Activities:

Athletics Program: Competitive athletics are an essential to a Great Hearts Academy. Each Great Hearts school offers, at a minimum, the following sports at the middle and high school level: tackle football, cross country, volleyball, basketball, soccer, track and field, baseball, and softball.

Competitive Chess: Students in grades 3-5 will participate in competitive chess. Students begin their study using Chess for Children before moving into more advanced chess strategy books. Students compete in all-school tournaments.

Other Clubs: Each Great Hearts Academy is a vibrant comprehensive preparatory school, with extensive extracurricular offerings. Such typically include: Orchestra, Honors Choir, Philosophy Club, Chess Club, Hiking Club, Environmental Club, Speech and Debate, Fencing, Strategic Games Club, Latin Club, etc.

Special Needs Students and Programs

Great Hearts Texas Board of Directors understands the placement of special education students cannot be predetermined and all Great Hearts' academies will offer a full continuum of special educational services. All children with disabilities enrolled in Great Hearts, including children with disabilities who are homeless or wards of the State, and children with disabilities attending private schools or who are home schooled, and who are in need of special education and related services are identified, located, and evaluated.

A free appropriate public education (FAPE) will be available to all children. Great Hearts Texas will make the determination that a child is eligible for special education and related services on an individual basis by a properly constituted ARD committee. Special education teachers will meet all state and federal certification requirements.

The Headmaster will sign the required special education assurance statement and will have special education policies and procedures that comply with all federal and state requirements in place upon opening. Upon approval of the Texas Open Enrollment Charter Application, the Great Hearts will electronically submit the board approved

policies and procedures through the online Legal Framework website. The special education policy and procedures will be developed using a variety of resources including Region 20 ESC and special education consultants with a documented history of success. The charter school's Board of Directors will ensure that it will comply with all state and federal requirements. Special Education Certified Instructional Staff (appropriately certified in the State of Texas) will be recruited and employed or contracted to provide services as required by the ARD committee meeting for each special education eligible student. The special education endorsed teacher will be available to develop, participate and implement the IEP.

A full array of services with appropriately certified personnel will be available as required by ARD committee decision. Paraprofessionals who have received additional special education training with SBEC certification may be used by the school to carry out responsibilities, supervised by the special education certified teacher. These paraprofessionals may work individually with a student or to provide instruction according to the IEP's of students to work with small groups of students on tasks or in conjunction with lesson plans determined by the special education certified teacher.

Related service personnel will be appropriately certified and/or licensed personnel providing related services to special education students such as physical therapy, occupational therapy, speech therapy, music therapy, counseling services or mobility services. They will be recruited and contracted to provide services on an "as-needed" basis as determined by the ARD committee.

Dyslexia and Other Related Disorders

The Great Hearts Texas Board of Directors will ensure that procedures for identifying a student with dyslexia or a related disorder and for providing appropriate instructional services to the student are implemented at the charter school.

Bilingual English as a Second Language

The Great Hearts Texas Board of Directors will ensure that procedures for identifying a student with Limited English Proficiency (LEP) and for providing appropriate instructional services to the student by a state certified ESL teacher are implemented at the charter school. Great Hearts understands all academies must follow state law concerning bilingual/ESL and may be required to offer bilingual classes in accordance with TEA, Chapter 29.

Great Hearts Texas will provide English Language Instruction through the development of Individual Language Learner Plans (ILLP) created for each English Language Learner (ELL) and implemented in the Mainstream Classroom. ILLP must meet scheduling and time allocations. The ILLP will be written after consultation with the LPAC team comprising of parent/guardian, classroom English/language arts teacher, ELL coordinator and a site administrator. The plan will be signed by all parties on the team and will be made available to the classroom teacher for implementation in the general education setting. A copy of such plan will be placed in the student's ELL and cumulative files for documentation, compliance, and accountability purposes, and for review by other classroom teachers of the English language learner. All ELLs are to be provided with appropriate daily English language development and instruction.

b) Describe how the teaching methods to be used will provide a rigorous and relevant academic program and state the reasons for choosing them, explaining how the methods enhance student learning and promote high expectations for all students. Include information about materials, strategies, techniques, procedures, and differentiated instruction to be used to meet the needs of the student population, including students above and below grade level, with disabilities, and requiring BE/ESL services, and clearly state the number of instructional hours per day that will be afforded to students.

Teaching Methods, Materials, Strategies, Techniques and Procedures

Direct Instruction: Though primarily employed at the K-5 level, all classes at Great Hearts utilize Direct Instruction methods, wherein the delivery of content comes principally from the instructor of the course. This is the primary delivery at the K-5 level, where desks are organized traditionally, in rows facing forward, and teacher-driven instruction is employed with much more frequency than group work or project work.

Socratic Method: All courses, but especially at the middle and high school level, incorporate the Socratic Method, which develops thinking, speaking, and reading skills. It is incorporated within the curriculum as a method to increase student involvement. With the Socratic Method, students are actively involved in *discovering* truths, rather than being informed through lectures in class or readings in textbooks. The teacher's responsibility is to create the right questions for discussion. Students find the answers within their reading and reflective activities.

The Greek philosopher Socrates was convinced that the surest way to attain reliable knowledge was through the practice of disciplined conversation, which he called dialectic. A Socratic Seminar is a method to try to understand information by creating dialectic in regards to a specific information source. In a Socratic Seminar, participants seek deeper understanding of complex ideas in the material through rigorously thoughtful dialogue, rather than by memorizing bits of information. A Socratic Seminar opens with a question either posed by the leader or solicited from participants as they acquire more experience in seminars. An opening question has no right answer; instead, it reflects a genuine curiosity on the part of the questioner. A good opening question leads participants back to the text as they speculate, evaluate, define, and clarify the issues involved. Responses to the opening question generate new questions from the leader and participants, leading to new responses. In this way, the line of inquiry in a Socratic Seminar evolves on the spot rather than being pre-determined by the leader. In a Socratic Seminar, the leader plays a dual role as leader and participant. The seminar leader consciously demonstrates habits of mind that lead to a thoughtful exploration of the ideas in the text by keeping the discussion focused on the text, asking follow-up questions, helping participants clarify their positions when arguments become confused, and involving reluctant participants while restraining their more vocal peers.

Great Books: Although lecture and textbook reading are incorporated as parts of many courses, the main focus of all humanities classes is the Great Books program, where the focus is on shared inquiry and active learning of the Great Ideas as expressed in the Western canon. The teacher acts as a guide in this process, asking key questions that will lead the learners to individual and communal discoveries of information, concepts,

and skills. The Academy believes this to be the most effective method of teaching, since through this approach the students are primarily responsible for their own learning. Such responsibility serves to both increase student interest in the topics studied and promote long-term retention of the material covered.

Materials, strategies, techniques, and procedures to be used to meet the needs of students with disabilities and those requiring BE/ESL services.

Assessment personnel will be appropriately certified and/or licensed to provide assessment and evaluation services to special education students through assessment, scoring, report writing and attendance in ARD meetings. Assessment personnel will be recruited and contracted to provide services on an "as-needed" basis as determined by the ARD committee.

The charter school will provide a full continuum of services for students who are served through special education according to the needs described in the student's ARD document. Services may include the following instructional arrangements:

Mainstream class: The general curriculum is addressed for students in this setting with accommodations and/or modifications as determined by the ARD committee. The special education certified teacher monitors student progress and consults with the regular classroom teacher to ensure that academic progress is being made. In the event that progress is deterred, the special education teacher schedules an ARD committee meeting to review the student's program.

Resource class: Students whose educational plan requires modification in the general curriculum are assigned to this class by the ARD committee for specific subject areas requiring specialty services or materials to address the student's handicapping condition. Students receive instruction by the certified special education teacher in this setting for the amount of time established in the ARD meeting.

Content mastery: Students whose handicapping condition indicates a possible need for special assistance in completing assignments from the general education classroom attend the resource class as designated by the ARD committee. This includes administration of an exam orally or with open book, or other modifications that would disturb the learning environment of the regular classroom; it also includes provision of specialty materials or services that allow a special education student to be successful in the general curriculum.

An incoming student's IEP will be reviewed within 30 school days. The special education coordinator at the school will contact the previous school and records will be requested. Until records are received a temporary ARD is scheduled and the previous school services are replicated as deemed appropriate by the temporary ARD Committee.

Temporary goals and objectives are determined based on all available data pending receipt of records from the previous school. A review ARD is held within 30 school days, where the most recent FIE is reviewed by the committee and a determination of instructional setting, goals, objectives, and accommodation/modifications is made. If the coordinator receives a FIE that is out of date, or if it is impossible to obtain a copy of the FIE from the previous school within a 30 school day time period, the parent will be

notified, consent will be obtained, notice will be provided and the student will be re-evaluated by the school evaluation staff.

Materials, strategies, techniques, and procedures to be used to meet the needs of the student population, including students with disabilities and those requiring BE/ESL services, will be peer reviewed and the number of instructional hours per day that will be afforded to students is based on the students IEP and for ESL services English proficiency level and Texas state law.

c) Describe the planned academic assessment program, including the process to be used to determine baseline achievement levels of students and the methods of measurement to be used.

Initial assessment begins only after students are fully enrolled in the Academy. Baseline tests in writing, reading, and mathematics are used by the faculty to identify areas of proficiency/deficiency of individual students as well as any overall challenges for the entering class. Test results allow our teachers to gear their instruction to the appropriate level and to anticipate challenges, as well as to create academically balanced sections. Academic counseling will be offered for any student who transfers to the school as a high school student in order to advise each transfer student of the appropriate preparation for the curriculum. Tests used include baseline Stanford 10, Singapore Math placement tests, middle school math readiness tests, and DIBELS reading level tests.

To maintain a constant pulse of student achievement and readiness for high-stakes or state standardized testing, Great Hearts utilizes and trains faculty on predictive and benchmark testing programs such as GALILEO. GALILEO allows for teachers to diagnose at the beginning of the year the strengths and weaknesses of individual students in core subject areas against state standards, and provide actionable data for remediation purposes. Regular benchmark testing throughout the year will ensure progress toward individual student goals as identified by the teacher, working in conjunction with the headmaster.

The process of assessment is ongoing as student-based evidence guides our instruction. Additional measures of progress follow:

Homework: Homework is an essential part of preparatory studies and as such is a primary source for the assessment/evaluation of student progress. Homework is a time of quiet concentration in which the student truly makes the subject his or her own, and regular assignments reserve class time for instruction, discussion, dialogue and the collective pursuit of truth. Although study habits of individual students vary widely, students should be prepared for homework each night. High school students should expect up to three hours of homework a night, middle school students should expect two hours of homework a night and primary school students up to an hour and a half by 5th grade.

Student Evaluation: We place great emphasis on our method of student evaluation that includes a rigorous analysis of all aspects of a student's work including participation, attitude, homework, quizzes, and tests. For the first quarter of each semester, faculty

produce a half-sheet document for each course for each student that indicates an overall grade and objective breakdown of different evaluative areas along with a narrative summary of the student's progress. At the end of each semester, faculty produce a one-page document for each course for each student that offers a detailed narrative of the student's achievements in categories such as sense of wonder and depth of inquiry, attitude, participation, essays, tests, quizzes, homework, special projects, and presentations. It is our explicit intention to de-emphasize letter grades in our community of learners, and we believe that the narrative method of assessment allows us to evaluate the whole student in a meaningful and individual way.

Parent-Student-Teacher Conferences: At mid-year, the evaluation will also include a conference with the parent and the student's teachers. 11th and 12th graders are required to attend the conferences and engage in substantial self-assessment. 10th graders are encouraged to attend and participate. The emphasis of the parent-student-teacher conference will be on discussion of strengths, areas of interest, accomplishments, and specific areas for improvement. Great Hearts Texas will encourage parents to attend all parent-student-teacher conferences but understands parents cannot be required to attend.

Final Assessment/Evaluation: The final level of assessment/evaluation of student progress and effectiveness of the curriculum will be accomplished through the administration and review of results from STAAR and end of course exams.

d) If applicable, describe strategies to ensure that the educational program will effectively prepare students to enter kindergarten on or above grade level including a successful transition plan from prekindergarten.

Pre-K will not be offered.

e) Describe strategies to be used to prepare all students to meet state graduation requirements, including students with disabilities and those requiring BE/ESL services.

As referenced in previous sections, Great Hearts uses evidence based practices and teaching strategies. All Great Hearts Texas teachers will utilize curriculum based measurements such as homework checks, daily pop quizzes, weekly cumulative quizzes or exams, unit tests and cumulative semester exams. Additionally, review of individual performance from daily homework checks allows the teacher to determine student progress on a daily basis. An instructional plan is designed to address concepts and objectives that are not mastered by individual students. Great Hearts teachers use a variety of systems to follow-up when a student is not making expected progress. Initially, the teachers provide tutoring (individual and group tutoring) in math, writing, and study strategies to that end. There is a one-on-one tutoring system set up to provide more intensive tutoring as well. If the student does not respond initially, teachers issue "deficiency notices" midway through each quarter to provide parents and students feedback and concrete instructions for how to remediate their lack of progress. For students who do not respond to these initial systems and receive multiple deficiency notices, the academy holds parent-teacher conferences at the end of the first quarter to

develop and communicate strategies and possible interventions for the student to apply in the second quarter. For students who do not respond to this additional support and focus, the academy has a Student Study Team procedure that is intended to provide further and more structured interventions to aid in the students' progress. At the outcome of the Student Study Process the teacher of a struggling student decides if they want to adjust the interventions to continue to support the student, pursue accommodations provided under a section 504 plan, or propose a Multidisciplinary Evaluation Team meeting to decide whether additional data is needed to make a determination about special education eligibility. If the student has 504 protections and a 504 accommodation plan and is still not making adequate progress, the 504 team meets to decide if the accommodations need to be adjusted, or if referral to a Multidisciplinary Evaluation team is warranted. If the student is receiving special education and related services and is not making progress the IEP team reconvenes to discuss whether additions or modifications are needed to the educational program.

For students who transfer in to a Great Hearts academy behind their grade level due to a lack of instruction or due to a different pace of instruction at their previous school, Great Hearts Texas will use computer programs and sites like Assessment and Learning in Knowledge Spaces (ALEKS) to provide remedial instruction for students who do not present with any learning differences.

The delivery of the Great Hearts curriculum based on the TEKS will be used to prepare students to meet graduation requirements:

1. Written Curriculum – The written curriculum is based on the TEKS. The Great Hearts Academies scope and sequences and other written materials are aligned with the TEKS will be used to determine and support what is taught.

2. Tested Curriculum – The tested curriculum are the segments of the curriculum tested by the Texas state mandated tests, STAAR, benchmark assessments, and teacher made assessments that are aligned with the TEKS.

Taught Curriculum – The taught curriculum is the curriculum implemented by Great Hearts Academy teachers to ensure mastery of the essential knowledge and skills. Teaching of the curriculum is based on promising practices that are supported by research and are aligned to the TEKS.

f) Discuss the academic and enrichment support that will be provided to engage or reengage students in school.

All teachers are required to tutor multiple times a week, before and after school. In addition, special "labs" exist for group tutoring in the areas of K-5 Phonics, K-12 mathematics, foreign language, and writing. Working with students one-on-one or in small groups is the most efficient and effective way for teacher to re-engage struggling students in the academic life of the Academy.

Furthermore, extracurricular activities, including an academically geared after school program exists as a more comprehensive support system. All extracurricular programs will be offered at a free or reduced rate for students that qualified for free and reduced lunch through NSLP.

Finally, Great Hearts provides special spring and summer readiness classes for new students and students with academic deficiencies.

g) Discuss the instructional strategies to be used to target college and/or career readiness.

Greats Hearts' successfully prepares students for the most selective colleges and universities by implementing its comprehensive college preparatory model and maintaining high expectations with students, parents, staff and leadership. This success is evidenced by the high performance of current and recent Great Hearts students, including high SAT/ACT scores, National Merit success and the high percentage of graduates attending college (see table below).

	Great Hearts Academies Class of 2012	**National Average**
SAT Average	1837	1498
ACT Average	27.4	21.1
National Merit Recognition	17%	<1%
National Merit Finalist/Scholar	7%	<1%
Attending College	100%	Not Reported
Accepted to More/Most Selective Colleges	60%	Not Measured

In addition to implementing a program specifically designed to prepare students for college, Great Hearts Texas uses assessments and indicators, such as PSAT/SAT scores, to identify students potentially behind in their college readiness. In some cases, especially for transfer students, differentiated instruction is offered to students that need additional help, but Great Hearts has found that a strong liberal arts K-9 program virtually guarantees that all Great Hearts high school students are on track to be college ready by graduation, and that most of them are ready for advanced college level work at the most selective colleges and universities in the United States.

Additionally, all juniors and seniors will participate in College Admissions 101, which meets at least three times per semester for two hours during the school day. The college counselor orients the junior class to the college admissions process, and the course includes discussions, lectures, and small group work. The curriculum is constructed by each counselor according to the group needs, but the topics are generally the same:

college testing, applications, essay writing, interviews, discovering what they want in a college, what makes a good fit, college visits, etc. Students are regularly given assignments to complete out of class that require a great deal of reflection on personal preferences and interests. The goal of College Admissions 101 is to prepare juniors for the admissions cycle and to support seniors as they go through the cycle. Outside of College Admissions 101, every junior meets with the college counselor individually to discuss their needs and concerns. Counselors monitor whether students are on track to register and take the SAT and ACT, answer general questions, and arrange for college representatives to visit the Great Hearts campus.

Finally, Great Hearts also operates SAT, PSAT, PLAN, and ACT preparation classes that meet on Saturdays during the time leading up to each of these tests.

h) If the sponsoring entity has not committed to serving a minimum of 100 students at all times, explain fully why such a number is not optimum and/or attainable.

Great Hearts Texas has committed to serving more than 100 students at each of its campuses at all times.

i) State the maximum teacher-to-student ratio to be maintained by the proposed school and the rationale for maintaining this ratio.

The widely cited research review: The classic Meta-analysis on the relationship of class size and achievement (Glass & Smith, 1978) points to the correlation between small class sizes and academic achievement. The authors collected and summarized nearly 80 studies of the relationship of class size with academic performance that yielded over 700 class-size comparisons on data from nearly 900,000 students. A primary conclusion drawn from this material is that reduced class size can be expected to produce increased academic achievement. The effectiveness of small classes is also reported in another study "The Long Effects of Small Classes in the Early Grades: Lasting Benefits in Mathematics Achievement at Grade 9" (Hedges, 2001), which again illustrates that small classes are effective because they provide opportunities for more individualized instruction. The study shows that with small classes, teachers can identify and remedy incipient problems among students at risk for low achievement.

Based on the research and the success of small classes at its sister schools, the Great Hearts academy program places two full time teachers in every K-5 classroom for an average student-to-teacher ratio of 15:1, not including specialized teachers such as art and music. In grades 6-9, classes are taught by one teacher with an average class size is of 25 (maximum of 28). Grades 10-12 are also taught with one teacher with an average classroom size of 22 (maximum 23). However, because the Great Hearts model employs more teachers than classrooms (to provide scheduled planning periods during each day), the actual teacher to student ratio is 16:1.

j) Describe any unique curricular experiences to be offered by the proposed school, including extracurricular activities (e.g. athletics, clubs, and organizations), that will be offered.

The Great Hearts Primary School Curriculum (K-5)

The comprehensive, research-based core curriculum is balanced between English, history, science, mathematics, foreign language, and fine arts. The curriculum has been used successfully since 2001 at Ridgeview Classical Schools in Fort Collins, Colorado, a public charter school that is consistently ranked among the top public and charter schools in Colorado and the nation. For example, *U.S. News & World Report* ranked Ridgeview Classical Schools as 15th in the country, fourth U.S. charter school, and fourth open-enrollment high school in the nation. Great Hearts Arizona has proven that using this academic program and culture of achievement generates high academic outcomes and that this success is scalable. . Great Hearts Texas intends to follow suit.

English: Students in grades K-5 will study Riggs phonics, spelling and vocabulary; directed reading and literature; and grammar and composition. In kindergarten through third grade, students cover Riggs Level 1, 2 and 3. Starting in third grade and extending into fourth grade, students study Harvey's Grammar. In fifth grade, students begin their study of middle school grammar with Warriner's. The study of great children's literature and Socratic discussion of that literature is a key instructional tool. Students begin with rudimentary Aesop's fables and leveled readers at the kindergarten level, before moving on to classic children's stories like "Alice in Wonderland," "Robin Hood," "The Phantom Tollbooth," "Gulliver's Travels," "King Arthur," "Narrative of the Life of Frederick Douglass," "Pollyanna," "Rip Van Winkle," "Robin Hood," "Robinson Crusoe" and many others. Many texts are read in their original form, but some are edited to be grade-level accessible. .

Riggs Phonics, Spelling and Vocabulary: The Riggs method is a multisensory language arts program that establishes high literacy in primary-grade students and helps correct learning disorders. The core of this program is "The Writing & Spelling Road to Reading & Thinking," which begins by teaching the formation of letters via dictated instruction, along with the relationships between sounds and letters, which will lead to understanding of the standard English spelling system. The sound-letter relationships are taught as "explicit" phonics without words, pictures or names of letters, an approach that was recommended by "Becoming a Nation of Readers," a landmark 1985 federal study of reading research. By placing phonics instruction first, completing it quickly and making it multisensory to address multiple learning styles, children rapidly begin to spell, write and read with understanding. The fast pace of Riggs, which helps establish independence, is challenging for students in the primary grades.

In multisensory Riggs instruction, students see the symbol, hear the sound the teacher says, repeat the sound, and write the symbol based on dictated instructions. Thus, students use their stronger learning senses while teachers can remedy the weak ones. Additional methodologies in Riggs are:

f) Direct Instruction Techniques: demonstrating, working with the teacher, practicing to mastery.

g) Dictation: Dictation is faster and more effective in developing cognitive skills than copying or completing worksheets.
h) Socratic Instruction: Teachers ask rather than tell, which encourages students to think and analyze.
i) Parsing and Diagramming: Students learn grammar and syntax through composition and by parsing (naming the properties of the parts of speech) and diagramming (deconstructing a sentence graphically into the parts of speech).
j) Appropriate Sequencing: Students build from one skill to another, starting with speech and oral comprehension. They are given a limited number of concepts at one time and practice these in various ways until they achieve mastery.

As a complete language arts method, Riggs helps children master phonics, letter formation, alphabetic principle, letter-sound awareness, correct spelling, fluent reading, oral and print comprehension, vocabulary, pronunciation, composition, analytical thinking, and auditory-visual-verbal-motor cognitive development.

Riggs is designed to be supplemented by vocabulary-rich literature, which will be provided by the Core Knowledge reading lists.

Touchpebbles and Touchstones: These programs expose young readers to great literature and develop their ability to discuss it respectfully, guided by the teacher. This approach trains students for a Socratic environment in high school, which is a feature of Great Hearts academies. Students in Touchpebbles (grades 2-3) and Touchstones (grades 4-5) will develop students' abilities to analyze what they read in literature, express their ideas effectively through speaking, listen to others, and evaluate others' ideas with civility.

Modern Languages: The school's Spanish-language curriculum is an immersion-based six-year program. Students learn the grammar and vocabulary of Spanish so they can read, analyze, and discuss great works of Spanish literature. Through literature, the students can experience Spanish in its finest and most beautiful presentation, as well as learning more about the cultures and histories of Spanish-speaking peoples. For this reason, all classes are conducted entirely in Spanish, and students are required to participate frequently so they can build the communication skills needed to interact with literary texts in Spanish.

History: Students will take American History, World History and Geography. American history is emphasized at every grade level, with a different global emphasis at each grade level.

Math: Students at Great Hearts Texas classical academies will take six years of Singapore mathematics: All kindergarten students will enter in Singapore K or Singapore 1, and all fifth-grade students will graduate having completed Singapore 5 or Singapore 6.

Science: Students will take six years of core science. The curriculum is a general science curriculum, but with specific areas of focus at each grade level. For example, astronomy is a particular area of focus in first and third grade. Electricity and magnetism are emphasized in first, second and fourth grades. Human body systems and anatomy are emphasized at every grade level.

Fine Arts: Each student will take six years of fine arts, which will include choral music, plus crafts and studio art at all grade levels. In kindergarten through second grade, the emphasis is on introducing students to master works in art and music. In the third grade, a special emphasis is placed on American Indian, Roman, and Byzantine art. In fourth grade, students study the art of the middle ages, Islamic, Chinese, and African art. In fifth grade, the emphasis is on Renaissance art, 19th century American art, Japanese art, and American spirituals.

The curriculum will be supplemented with experiences outside the classroom that are designed to enhance students' understanding and appreciation for the lessons of the core courses. Each grade level will have at least one major field trip per year.

Prep Curriculum (6-12)

Core Curriculum: Great Hearts will employ one of the most well-known core curriculum concepts as its main instructional methodology, which has four characteristics:

- Solid - Although ideas come and go, there is a body of lasting knowledge that is to be taught to all children.
- Sequenced: Children learn new knowledge by building on what they already know.
- Specific - The course outlines clearly specify what is important in language/arts, history/geography, math, science, and the fine arts. This presents the answers to "what our children need to know."
- Shared - This builds on the belief that cultural diversity depends on shared knowledge. The Core Curriculum is standard across the Great Hearts Academy network, ensuring that the approach is tested, comprehensive, and reliable.

Socratic Seminar Method: The Greek philosopher Socrates was convinced that the surest way to attain reliable knowledge was through the practice of disciplined conversation, which he called dialectic. A Socratic Seminar is a method to try to understand information by creating dialectic in regards to a specific information source. In a Socratic Seminar, participants seek deeper understanding of complex ideas in the material through rigorously thoughtful dialogue, rather than by memorizing bits of information. A Socratic Seminar opens with a question either posed by the leader or solicited from participants as they acquire more experience in seminars. An opening question has no right answer; instead, it reflects a genuine curiosity on the part of the questioner. A good opening question leads participants back to the text as they speculate, evaluate, define, and clarify the issues involved. Responses to the opening question generate new questions from the leader and participants, leading to new

responses. In this way, the line of inquiry in a Socratic Seminar evolves on the spot rather than being pre-determined by the leader. In a Socratic Seminar, the leader plays a dual role as leader and participant. The seminar leader consciously demonstrates habits of mind that lead to a thoughtful exploration of the ideas in the text by keeping the discussion focused on the text, asking follow-up questions, helping participants clarify their positions when arguments become confused, and involving reluctant participants while restraining their more vocal peers.

The Great Books: Although some lecture and textbook reading are incorporated as part of each class, the main emphasis of all humanities classes is the Great Books program, where the focus is on shared inquiry and active learning of the Great Ideas as expressed in the Western canon. The teacher acts as a guide in this process, asking key questions that will lead the learners to individual and communal discoveries of information, concepts, and skills. The Academy believes this to be the most effective method of teaching, since through this approach the students are primarily responsible for their own learning. Such responsibility serves to both increase student interest in the topics studied and promote long-term retention of the material covered.

Mathematics: Beginning in middle school, students begin to address mathematical concepts by using numerical analysis, first mastering the operations of addition, subtraction, multiplication, and division using whole numbers, fractions, decimals and percentages before moving toward symbolic language and beginning to understand math as more than just rote memorization of algorithms. In the later middle school grades, students expand their mathematical models to the coordinate plane and begin to understand functions. In addition to linear and quadratic functions, students study exponential, logarithmic, polynomial, rational, and radical functions. Students begin to use the graphing calculator as a tool to solve real world problems graphically and algebraically. Discrete mathematic topics of probability, statistics, sequences and series are studied. The middle school studies end with proof by induction.

In the High School curriculum, students build an axiomatic system of definitions, postulates and theorems in order to write well developed proofs of geometric ideas. Students continue their advanced study of functions, with a new emphasis on trigonometric functions. Conic sections and analytic geometry are also foci. Finally, students examine limits, derivatives, and integrals in a full two year exploration of Calculus.

Science: The Great Hearts Academies Science program is a seven-year curriculum which draws the students into an intense observation and exploration of the physical and natural world via a cultivation of their innate curiosity and sense of wonder. We believe that the fields of science are "fruitful ground" for the development of reasoning abilities, as well as an igniting of true passion for the intellectual (and physical) exploration of one's environment. Students will learn to speak and write intelligently about even very complex processes and events, and will gain familiarity with the "language" of science. To this end, the curriculum emphasizes Socratic questioning, guided research, and student interpretation (versus simple recall of memorized facts). Labs in all the courses are designed to solidify a true and long-lasting comprehension of the phenomena

studied, and improve the students' own powers of discernment and analysis. Finally, the students will be challenged to see the thematic connections that exist between all of the science courses/disciplines (e.g. forms/changes of energy, properties of matter, cycles, organization in systems), and genuinely perceive the value of a multi-faceted approach to observing and describing the world. While the science courses at Great Hearts Academies certainly have as a primary goal clear and logical thinking about scientific topics, we also work to develop in the student a profound appreciation for the inherent beauty of science and nature.

Middle School Humanities (Literature and Composition, History): The Middle School Humanities curriculum trains students to develop their skills in the four essential modes of communication – reading, writing, speaking, and listening. Additionally, and as importantly, students use their study of history and literature to develop skills of comprehension and analysis. As preparation for Humane Letters courses in the high school years, Middle School Humanities classes give students the chance to vigorously inquire into works of literature and history. Classroom discussions encourage careful reference to the words of the writer, as students and teacher comment critically on those words, as well as the words of others in the class. Each member of the class should strive to express ideas with clarity and precision, and look for the same in others. The study and discussion of the written word in some of its most powerful expressions will improve the level at which each student speaks and writes.

In the Literature and Composition classes, students read great works of literature and discuss them in Socratically-led classes. The literary selections allow for exploration of great themes such as heroism, honor, justice, and friendship. Selections span the centuries, from Tales of Greek Heroes to contemporary masterpieces such as To Kill a Mockingbird. Students in the middle school English classes build their writing skills through a series of activities beginning with elements of grammar and moving toward the five paragraph essay. The 6th grade curriculum focuses primarily on vocabulary, sentences and individual paragraphs, but by the end of 8th grade, students will have written several five-paragraph essays based on analysis of the literary works read during the year. 8th grade students must also pass a timed writing test to demonstrate that they are ready for the rigors of the Humane Letters curriculum beginning in 9th grade.

The Middle School History curriculum encompasses, in three years' time, European history from Pre-history through the Renaissance, and American history from pre-revolutionary to the present day. For students to understand and appreciate the world they inhabit, a sense of this historical heritage is crucial. Although other cultures have had significant impact on modern Western society, the 7th grade Ancient History and the 8th grade Medieval History curricula explore the civilizations that have most directly shaped the intellectual and cultural milieu of the Western world. The 6th grade American History course, builds upon the introduction to early American history likely experienced in the 5th grade, and deals most immediately with the concepts and events that have shaped and continue to shape the world as it is today.

Humane Letters: The Great Hearts Humane Letters curriculum is a high school program in which students are trained in the habits of rational thought about the humanities—history, literature, and philosophy. Although students read primary texts central to the Western tradition, the subject matter of the course is not simply the books on the reading lists, but rather thinking itself. In short, the purpose of Humane Letters is to train students in how to think clearly and critically. Humane Letters trains students in habits of thought by demanding that they engage in three fundamental activities: reading, speaking, and writing. The work of Humane Letters begins with critical, active reading of history, literature, and philosophy from the best of what the Western tradition has to offer. The emphasis is on reading primary rather than secondary texts. The analytical approach taken to these primary texts is primarily a "new critical" approach: the primary text as a self-enclosed document speaks for itself. Secondary source material, whether of a historical, biographical, or literary nature, is extremely limited in order to promote the students' approaching the text without preconceptions and in order to avoid undermining the main focus of Humane Letters: discussing the primary text at hand.

In Humane Letters, the readings are arranged thematically by grade level. The 9th grade addresses American history, American literature, and some key philosophical documents central to the American tradition, including The Declaration of Independence, The Constitution of the United States, some of The Federalist Papers, and important Supreme Court cases. The 10th grade addresses the modern European tradition, including European history from the Late Middle Ages to the end of World War II, four important works of political philosophy, and six works of literature from the period. The 11th grade focuses primarily on some of the key literary and philosophical contributions of the Greeks to Western Civilization. Shakespeare's Hamlet and a few selections of the Old Testament of the Bible complete the 11th grade reading curriculum. The 12th grade curriculum is the most diverse in its presentation of literary and philosophical works stretching from the founding of the Roman Empire to the 19th century. There is no formal history component included in the 11th and 12th grade curricula. The essay writing skills taught and practiced throughout all four years are progressive and cumulative. The practice of Socratic discussion, however, remains the same throughout all four years of high school: it differs only according to the texts used and the insights of the student participants.

Classical Languages: The Great Hearts classical languages curriculum is a seven-year program in which Latin I, II, and III are mandatory in the sixth through eighth grades, and the Advanced Latin and Greek classes are elected by students as a four year high school Classics Track in language. It is the mission of the Classics Department to generate enthusiasm for and promote the scholastic benefits of learning the languages and literature of the Ancient Romans and Greeks which have had such a profound impact upon English and Western culture. There are many reasons that elementary and intermediate Latin classes are mandatory for our junior high students: learning an inflected language provides the opportunity for increased skill in memorization and attention to detail; it approaches grammar from another perspective—one which usually helps cement the comprehension and correct usage of English grammar; it enriches

their vocabulary and understanding of derivations; it gives additional exposure to Classical culture, ancient history, and influential literature which will serve them well in other classes, especially Humane Letters. Note: all Classics students take the annual National Latin Exam, and have the opportunity to participate in a number of other classical-focused National tests, contests and events.

Senior Thesis: The culminating project for Great Hearts students will be the senior thesis. At the beginning of senior year, the student selects a field of inquiry from the curriculum—literature, philosophy, math, science, the arts—and then selects a faculty member to act as his or her thesis advisor. The thesis is an exploration of one of the "Six Great Ideas" of humanity summarized as Truth, Beauty, Goodness, Justice, Liberty, and Equality. The first semester involves the selection of readings, directed study, note taking, and conversation with the advisor. The second semester involves the writing of the thesis in sections, with the advisor offering feedback and guidance at each successive stage. The thesis is not a research paper, and it does not attempt to prove a specific point. Rather, the senior is asked to logically develop and assertively present his or her own philosophy on a topic of personal interest derived from the chosen texts. The thesis culminates with the senior defending his or her final draft in front of a committee of three faculty members.

College Preparation: All juniors and seniors will participate in College Admissions 101, which meets three times per semester for two hours during the school day. The college counselor orients the junior class to the college admissions process; the course includes discussions, lectures, and small group work. The curriculum is constructed by each counselor according to the group needs, but the topics are generally the same: college testing, applications, essay writing, interviews, discovering what they want in a college, what makes a good fit, college visits, etc. Students are regularly given assignments to complete out of class that require a great deal of reflection on personal preferences and interests. The goal of College Admissions 101 is to prepare juniors for the admissions cycle and to support seniors as they go through the cycle. Outside of College Admissions 101, every junior meets with the college counselor individually to discuss their needs and concerns. Counselors monitor whether students are on track to register and take the Scholastic Aptitude Test (SAT) and American College Test (ACT), answer general questions, and arrange for college representatives to visit the Great Hearts campus.

Great Hearts also operates SAT, PSAT, and ACT preparation classes that meet on Saturdays during the time leading up to each of these tests.

Extracurricular Activities:

Athletics Program: Competitive athletics are an essential to a Great Hearts Academy. Each Great Hearts school offers, at a minimum, the following sports at the middle and high school level: tackle football, cross country, volleyball, basketball, soccer, track and field, baseball, and softball.

Competitive Chess: Students in grades 3-5 will participate in competitive chess. Students begin their study using Chess for Children before moving into more advanced chess strategy books. Students compete in all-school tournaments.

Other Clubs: Each Great Hearts Academy is a vibrant comprehensive preparatory school, with extensive extracurricular offerings. Such typically include: Orchestra, Honors Choir, Philosophy Club, Chess Club, Hiking Club, Environmental Club, Speech and Debate, Fencing, Strategic Games Club, Latin Club, etc.

k) Describe plans to provide personal attention and guidance to all students.

Great Hearts curriculum and methods of instruction are rigorous and meets the needs of all students. We strive to provide an environment that allows every student to achieve academically. Accommodations and modifications are made to the curriculum to allow for full access and successful completion of the program. When necessary, this includes one-on-one interventions and differentiated instruction. The K-5 model of two full time teachers in every classroom and the use of academic deans and college counselors in middle and high school is instrumental to this personalized approached.

l) If the proposed school will offer a gifted and talented program, describe it.

Great Hearts curriculum and methods of instruction are rigorous and meets the needs of gifted students. A separate gifted and talented program will not be offered at the school.

m) Describe any plans to partner with other public or private agencies for the provision of student activities.

Like Great Hearts Arizona, Great Hearts Texas will have comprehensive after school programs including an extended academic program, fine arts and academic clubs, and competitive sports. Great Hearts has no plans to partner with any other public or private agencies for provision of student activities, but will do so if necessary to offer the full array of after school programs.

n) Describe any strategies to be used that will enhance parental or community involvement in the educational opportunities of the students.

Great Hearts considers its parents to be partners, collaborators, and supporters. Parents are the best advocates for the needs of their children. Parents will be drawn to Great Hearts primarily for its new public school model, combining a core liberal arts curriculum with an academy ethos, a professionally diverse and uniquely qualified faculty, small class and school size, visible leadership and a strong encouragement and opportunity for family involvement.

The Great Hearts Texas governing board will operate on the belief that parents play a critical role in ensuring their children's academic success. A policy analysis by Cato Institute reveals "that parental involvement in a child's education is a strong predictor of student achievement: typically, the more involved the parent, the better off the child."

Great Hearts will establish many ways to support parent involvement: Family nights and conferences will be designed as mechanisms to invite parents into the school. Newsletters, quarterly reports and the school data reports will be used to frequently communicate with parents. Parents will have many opportunities to communicate with their son's or daughter's teachers, so that parents can develop an understanding of the school's expectations for forming habits of learning in a rigorous, liberal arts program. Also, parents will be encouraged to contact the teachers to share important information on how their child approaches the curriculum at home, and report if a student is experiencing difficulty. Throughout the year, parents will be involved in numerous conferences at which they will discuss their child's academic progress and develop plans to continue building the student's skills both at school and at home. Great Hearts students will invest a great deal in their education, and thus teachers and parents need to be unanimous in their support of them and to each another.

To involve parents further, the Great Hearts Texas Board of Directors and school administration will create the Parent Organization to provide volunteer services such as the hot lunch program, facilitate communication, organize social activities such as back-to-school events and open houses, and raise funds to benefit the students and teachers of Great Hearts. All parents or guardians of students at Great Hearts will automatically be members. The Parent Organization will establish by-laws, elect leaders annually, and meet monthly during the school year. Based on Parent Organizations at other Great Hearts schools, we anticipate that the Great Hearts Dallas Parent Organization will be very active in supporting the students and school. Parents also will reach out to all new parents, offering to mentor them and answer any questions they have about Great Hearts and its policies and procedures. Great Hearts understands that, in accordance with 19 Texas Administrative Code (TAC) §100.1151, a criminal history background check must be conducted on any individual that volunteers to work with students in any capacity.

Great Hearts will send frequent newsletters to all parents that detail recent developments and the opportunities available to them to participate in the establishment and governance of the school.

Great Hearts Texas will participate in Great Hearts America's annual survey of parents' satisfaction and will solicit as many responses as possible from parents. Among other things, the satisfaction survey asks parents how informed they feel about their children's performance and how to help them; whether or not they feel invited to participate in the school's activities and at what level; and how empowered they feel in addressing any issues and concerns they might have. The school's ultimate goal in assessing parental satisfaction will be 100% re-enrollment of its students. The Great Hearts Texas board will be given a detailed report of the results of this survey and will be empowered to act on those results.

Parents will be members of the governing board of Great Hearts Texas. They will be involved in policy-making, determining and implementing the school's mission, providing

support to the school administrator, participating in the planning process and effective management of school resources, determining and monitoring the school's programs and services, enhancing the school's image, and assessing the school's and headmaster's performance.

o) Describe any plans for program evaluation and explain the ways in which results will be used to improve instructional programs for all students.
Ongoing Curriculum Development and Evaluation Process

The Great Hearts plan for implementing the TEKS includes building capacity for all teachers and provides adequate time for implementation, monitoring, and evaluation of the curriculum. Great Hearts' ongoing curriculum-development process will provide ample opportunities for reflection and revision so that the curriculum is updated, improved and aligned to the standards regularly. Each spring, a committee reviews Great Hearts curriculum; the committee includes representatives from Great Hearts lead office staff, headmasters and master teachers from across the Great Hearts network of schools. The review includes student achievement data; surveys of teachers, parents, and students; changes in state standards; changes in any other relevant requirements, such as the Great Books program.

In addition, the central staff of Great Hearts Texas will perform an annual summative site visit to each of its campuses during the first quarter of the school year. The purpose of the visit is to assess the quality of the faculty, program and school culture to ensure that academies are consistent with the standards and mission of a Great Hearts academy. Site team members identify and learn about the strengths particular strengths of the academy observed and best practices to be shared with other academies across the network. The leaders of the site team will meet with the Headmaster of the school to discuss the team's observations, its suggestions for the Headmaster, and foci for the year.

p) Other than the indicators of the state accountability rating and accreditation systems, identify and discuss specific measurable indicators in each of the following areas:

a. **Student progress over time**
b. **Student engagement (e.g. attendance, continuous enrollment in school);**
c. **Readiness for postsecondary success.**

Student progress over time

Just after the start of school, faculty will administer readiness tests in math, reading, and writing to identify areas of proficiency or deficiency of individual students as well as any overall challenges for the entering class. Test results will allow teachers to gear their instruction to the appropriate level and to anticipate challenges, as well as to create academically balanced class sections.

In the first year Great Hearts Dallas will strive for an overall pass rate of 80% in grades 3-8 on the reading, writing, and math sections of STAAR and increase by 10% in year two. By year three, Great Hearts will have an overall passing rate of over 90% for these

subjects on the STAAR. In addition, Great Hearts will also pursue measurable student achievement goals on the Stanford 10 test. In grade 5 we will look for a National Percentile Rank (NPR) of 60 or better, an NPR of 70 or better in grade 8, and an NPR of 80 or better by grade 12.

Homework is an essential part Great Hearts approach, and thus will be a primary source for the assessment and evaluation of student progress. Kindergarten students will average 15 to 30 minutes per evening, rising to one to one-and-a-half hours for fifth-graders, two hours a night for 8th graders, and three hours a night for all high school students.

Benchmark tests based on the TEKS results will enable teachers to place students in achievement-level groups, and regular assessments will enable them to move to higher or lower-level groups. Students will take summer school catch-up classes to move those who enter Academy below grade level up to grade level during their first year-and-a-half in the school.

Student engagement (i.e. attendance, continuous enrollment in school)

Goal 1: Average daily attendance will be 95% of average daily membership.

Goal 2: The attrition rate at each Great Hearts Texas school will be less than 7% annually from Day 1 through Day 180.

Student attendance and retention is strong at all current Great Hearts schools in Arizona. Great Hearts Texas seeks to mitigate the risks of controllable attrition following the Great Hearts Arizona model. At most Great Hearts schools, retention is well over 93% annually, and daily attendance averages over 95%.

Readiness for postsecondary success

Great Hearts Texas schools are designed for students to obtain maximum success upon high school graduation. Therefore, Great Hearts sets lofty goals for students on standardized tests such as the SAT and ACT and matriculation into colleges and universities.

These goals include:

- 90% 11th and 12th graders of meeting the minimum college readiness SAT score of 1550.
- Average SAT scores for 11th and 12th graders 20% higher than the national average.
- Average ACT scores for 11th and 12th graders 20% higher than national average.
- 100% of graduates attending college.
- 60% of students accepted into "More or Most Selective Colleges" as defined by *US World and News Report*

q) Outline goals for students and describe methods used to measure success toward each goal.

STAAR Performance Objectives

Great Hearts Texas students in grades 3-8 will meet the following state accountability performance objectives on the STAAR test:

Performance Objectives	2013-14	2014-15	Measurement
X% of all 3rd-8th students will meet the "pass score" standard on the reading /or ELA section of STAAR	80%	90%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades
X% of all 3rd-8th students will meet the "commended performance score" standard on the reading /or ELA section of STAAR	25%	35%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades
X% of grades 4th and 7th grade students will meet the "pass score" standard on the writing section of STAAR	80%	85%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades
X% of grades 4th and 7th grade students will meet the "commended performance score" standard on the writing section of STAAR	25%	35%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades
X% of 3rd-8th students will meet the "pass score" standard on the math section of STAAR	80%	90%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades
X% of 3rd-8th students will meet the "commended performance score" standard on the math section of STAAR	25%	35%	STAAR, STAAR L, STAAR Alternative, Benchmark Tests, Unit Tests, Teacher Grades

End of course performance objectives follow:

Performance Objectives	2013-14	2014-15	Measurement
X % of 9th grade students will meet the "pass score" standard on the Algebra 1, English 1, Biology and World Geography end of course exams.	80%	90%	STAAR EOC, STAAR L EOC, STAAR Alternative EOC
X% of 9th grade students will meet	25%	35%	Subject specific

Performance Objectives	2013-14	2014-15	Measurement
the "commended performance score" standard on the Algebra 1, English 1, Biology and World Geography end of			STAAR EOC, STAAR L EOC, STAAR Alternative EOC
X% of 10th grade students will meet the "pass score" standard on the Geometry, English II, Chemistry and World History end of course exams.	80%	90%	Subject specific STAAR EOC, STAAR L EOC, STAAR Alternative EOC
X% of the grade 10 students will meet the "commended performance score" standard on the Geometry, English II, Chemistry and World History end of course exams.	25%	35%	Subject specific STAAR EOC, STAAR L EOC, STAAR Alternative EOC

As grades levels are added, all Great Hearts Texas high school students will take 12 STAAR **end-of-course** assessments developed in the following foundation subjects:

Math	English	Science	Social Studies
Algebra I	English I (R & W)	Biology	World Geography
Geometry	English II (R & W)	Chemistry	World History
Algebra II	English III (R& W)	Physics	U.S. History

In addition to state accountability expectations, Great Hearts has the following academic goals:

1. By 5th grade, 100% students will be reading above grade level
2. By the end of the school year, 90% of all fifth graders will pass the Great Hearts Pre-Algebra Readiness Test
3. By the end of the school year, 90% of all eighth graders will pass the Advanced Algebra Readiness Test
4. SAT and ACT averages for 11th graders will be 20% or more above national averages.
5. 100% of graduates will attend college.

5. Special Needs Students and Programs

Submit, as Attachment C, the Special Education Assurances and Development of Policies and Procedures.

Please see **Attachment C** for the Special Education Assurances and Development of Policies and Procedures.

6. Geographic Boundary

a. **List the school districts from which the proposed charter school will accept students. If the charter school will accept students from only a portion of a school district or districts, state exactly what the boundary will be.** *Do not list the charter schools located within the designated geographic boundary.*

The school districts from which Great Hearts Texas will accept students are provided below. Great Hearts Texas will not have a transfer policy.

Allen ISD	Eagle Mountain - Saginaw ISD	Little Elm ISD
Anna ISD	Everman ISD	Lovejoy ISD
Argyle ISD	Fort Worth ISD	Mansfield ISD
Arlington ISD	Frisco ISD	McKinney ISD
Azle ISD	Garland ISD	Melissa ISD
Birdville ISD	Godley ISD	Mesquite ISD
Burleson ISD	Grand Prairie ISD	Northwest ISD
Carroll ISD	Grapevine-Colleyville ISD	Plano ISD
Carrollton-Farmers Branch ISD	Highland Park ISD	Prosper ISD
Castleberry ISD	Hurst-Euless-Bedford ISD	Red Oak ISD
Celina ISD	Irving ISD	Richardson ISD
Cedar Hill ISD	Joshua ISD	Rockwall ISD
Coppell ISD	Keller ISD	Springtown ISD
Crowley ISD	Kennedale ISD	Royse City ISD
Dallas ISD	Lake Dallas ISD	Sunnyvale ISD
Denton ISD	Lake Worth ISD	White Settlement ISD
Desoto ISD	Lancaster ISD	Wylie ISD
Duncanville ISD	Lewisville ISD	

b. **If the proposed charter school will have a "transfer policy" in accordance with 19 TAC, §100.1207(f) (e.g. it will admit students who reside outside of the primary geographic boundary just described), once all eligible applicants who reside within the primary geographic boundary have submitted a timely application and have been enrolled, the school may accept transfer students if it hereby adopts a transfer policy. If the charter elects to have a transfer policy, list the school districts from which the proposed charter school will accept transfer students. Do not list the charter schools located within the designated geographic boundary.**

Great Hearts Texas **will not** have a transfer policy.

7. Admissions and Enrollment Policies

a. **Specify the period (both the beginning and ending dates) during which applications for admission will be accepted. TEC, §12.117, requires that a charter school establish a reasonable application deadline for the submission of applications for admission. The application period should not be "year-**

round" or extend for most of the year.

All applicants will be admitted to the Great Hearts Texas academies to the extent that capacity exists. Each year, school administration will announce an open enrollment period for the following year, sometime during the period between November 1 and March 31, and advertise it to the larger local community.

b. **Describe the procedures to be followed in conducting a lottery when a grade or class is oversubscribed. Under federal law, a charter school must admit students through a random selection process if the number of applications for a grade or class exceeds the number of available spaces. If the number of applications does not exceed the number of available spaces, a lottery is not required.**

If, during any open enrollment period, there are more completed applications than there are available openings for a particular grade, a public, random lottery will be held to determine the order for offering admission. All applications received during the open enrollment period are given equal weight in the lottery process. Results of the lottery are sent to applicants within two weeks following the lottery

Applicants will not be denied admission based on limited proficiency in English as a second language or on any special education disability.

c. **If the charter school will exempt from the lottery returning students, the siblings of returning students, and/or the children of the school's founders and staff (so long as the total number of students allowed constitutes only a small percentage of the total enrollment) as permitted by the federal non-regulatory guidance on the charter school program, state the categories of applicants that will be exempted. Note that students who attended a private school before it became a public charter school are not to be considered "returning students" and may not be given priority in admission to the charter school. Also note that the federal guidance allows only the siblings of currently enrolled students and children of the founders and staff as long as it comprises only a small percentage of the enrollment.**

Returning students, siblings of current students and children of Great Hearts Texas founders and staff are granted preferential enrollment.

d. **Specify the approximate date on which a lottery will be conducted if required.**

The lottery will be conducted on or around April 10th.

e. **State whether a waiting list will be developed for the applicants who were not admitted through the lottery. If a waiting list will be used, describe the process.**

The lottery will order students randomly for each grade level. After all spots are filled, if more applications remain than there are open spots, the remaining applications will be waitlisted in the order generated randomly.

f. **If the school will accept applications that are submitted outside of the designated application period, describe how the school will treat such applications.**

After the application deadline, pupils for any remaining slots or from a waiting list will be accepted in chronological order and added to any existing waitlist.

g. **Provide the non-discrimination statement that will be included in the proposed school's admissions policy. TEC, §12.111(a)(6) requires that a charter school's admissions policy include a statement that the school will not discriminate in admissions based on gender, national origin, ethnicity, religion, disability, academic ability, athletic ability or artistic ability or the district the child would otherwise attend.**

Great Hearts Texas will not discriminate in admissions based on gender, national origin, ethnicity, religion, disability, academic ability, athletic ability or artistic ability or the district the child would otherwise attend.

h. **If the proposed school will specialize in performing arts, discuss whether applicants will be required to demonstrate artistic ability for admission to the school. TEC, §12.111(a)(6) permits a charter school specializing in performing arts to have an admissions policy that requires a student to demonstrate artistic ability. In addition, TEC, §12.1171 permits a charter school specializing in one or more performing arts to require an applicant to audition for admission to the school. 19 TAC, §100.1207 has the administrative rules clarifying the statutory changes that allow a school specializing in performing arts to hold auditions.**

The proposed academy will not specialize in performing arts.

i. **State whether the school will exclude from admission students with documented histories of any of the types of misconduct listed in TEC, §12.111(6). TEC, §12.111(a)(6) authorizes a charter school to exclude a student who has a documented history of a criminal offense, a juvenile court adjudication, or discipline problems under TEC Subchapter A, Chapter 37. Note that TEC, §12.131 requires that the governing body of an open-enrollment charter school adopt a code of conduct for its district or for each campus.**

Great Hearts Texas will adopt a code of conduct for each campus as required by TEC, §12.131 requires upon notification of approval. Students with documented histories of any of the types of misconduct listed in TEC, §12.111(6). TEC, §12.111 will be excluded from admission.

j. **Describe the manner in which the proposed school will admit students under TEC, §25.001. Include the information that an applicant must provide in order to establish eligibility for admission. Note that applicants may not be required to provide transcripts or other academic records until after they are offered admission and are enrolling.**

Except in cases of misconduct described in (g) above, admission at Great Hearts Texas is lottery based and is dependent on the submittal of an application with grade level and contact information. There are no other requirements.

k. Describe the manner in which the proposed school will enroll students under TEC, §25.002 and 19 TAC, §129.1. Include the information that an enrolling student must provide beyond what is required by TEC, §25.002. Note that a student may not be precluded from enrolling due to the charter school's failure to receive information required by TEC, §25.002.

Upon enrollment, Great Hearts Texas families will be required to provide the name of the sending institution. Additionally, Great Hearts Texas will ask parents to provide unofficial copies of student data. Great Hearts will contact the sending institution to secure student data. No student will be precluded from enrolling should the send institution fail to provide the requested student information.

8. Governance

An applicant shall meet the following governing standards and any failure to maintain ongoing compliance will be considered a material violation of the charter contract, if awarded, and may be grounds for revocation.

TEC, §12.120 states, "A person may not serve as a member of the governing body of a charter holder, as a member of the governing body of an open-enrollment charter school, or as an officer or employee of an open-enrollment charter school if the person has been convicted of a felony or a misdemeanor involving moral turpitude...."

Charter schools must check the criminal history (through the Texas Department of Public Safety) of each person who intends to serve as an employee in any capacity, a member of the governing body of the charter holder, a member of the governing body of the charter school, and any person who files, in writing, an intention to serve as a volunteer. See 19 TAC, §100.1151. ***Please note that the Application Coversheet on page 23 requires the CEO of the sponsoring entity and the application preparer to certify that no members of the governing body of the sponsoring entity or of the proposed charter school nor any officers or employees of the proposed school have been convicted of a misdemeanor involving moral turpitude or of any felony.***

A history of bankruptcy of a member of the governing body of the sponsoring entity or the proposed charter school or of an officer of the proposed school may be relevant to the SBOE's evaluation of the application. The Biographical Affidavit Form that must be completed by each member of the governing body of the sponsoring entity or the proposed school and each identified officer of the proposed school contains questions regarding bankruptcy history.

Governing Body of the Sponsoring Entity

The governing body of a charter holder has the primary responsibility for implementing the public school program authorized by the open-enrollment charter and ensuring the

performance of the students enrolled in its charter schools in accordance with the Texas Education Code. See 19 TAC, §100.1101.

Note: *Family members who are related within the third degree of consanguinity or third degree of affinity are prohibited from serving together on a charter holder or charter school board. In addition, no family member within the third degree of consanguinity or third degree of affinity of any charter holder board member, charter school board member, or school officer shall receive compensation in any form from the charter school, the charter holder, or any management company that operates the charter school unless exempted by TEC §12.1054 (a)(2) or TEC §12.1055*

Members of the governing body of a charter holder will be required to undergo training as provided in 19 TAC, §100.1102.

Records of an open-enrollment charter school and records of a charter holder that relate to an open-enrollment charter school are government records for all purposes under state law. See TEC, §12.1052.

a) List the members of the governing body of the sponsoring entity. Submit, as part of Attachment D, a notarized biographical affidavit for each member of the governing body of the sponsoring entity. Biographical affidavits must be notarized within 90 days of the due date of the application.

The members of the governing body of the sponsoring entity are listed below:

1. Peter Bezanson, President
2. Dan Scoggin, Vice President
3. Ward Huseth, Secretary/Treasurer

Attachment D contains a notarized biographical affidavit for each member of the governing body of the sponsoring entity.

b) If the sponsoring entity is an out-of-state organization, state whether or not a majority of the members of the governing body of the sponsoring entity reside within 50 miles of the proposed charter school's designated geographic boundary (as described in response to item "a" in Section 7 Geographic Boundary). Note that if a majority of the members do not reside within 50 miles of the proposed school's designated geographic boundary, the SBOE's approval of the charter will be contingent upon the sponsoring entity's establishing a secondary governing body (a governing body of the charter school) that is made up entirely of members who reside within 50 miles of the proposed school's designated geographic boundary. Also note that even if a secondary governing body is established as required, Texas law requires the governing body of the sponsoring entity to meet in a location accessible to the public when deliberating charter related matters. See Tex. Att'y Gen. Op. No. JC-0487 (2002); Tex. Att'y Gen. Op. No. JC-0053 (1999) at pp. 5-6. The applicant should consult its own legal counsel about these requirements.

Great Hearts Texas will be an in-state organization. Currently, there are three board members and they do not reside within 50 miles of the proposed school's designated geographic boundary. Additional governing board members will be elected who

reside within 50 miles of the proposed school's designated geographic boundary. Great Hearts Texas will seat a majority of the board members within 50 miles of the proposed school's designated geographic boundary. The Great Hearts Texas governing body will meet in a location accessible to the public when deliberating charter related matters.

c) **Submit, as Attachment E, the 501(c)(3) determination letter from the Internal Revenue Service (IRS) or a statement that this is not necessary because the sponsoring entity is an institution of higher education or a governmental entity. A potential applicant without a determination letter may have difficulty obtaining one in time for the application due date. The IRS controls this process, and it is often lengthy.**

Attachment E contains the 501(c)(3) determination letter from the Internal Revenue Service (IRS). The original 501(c)(3) determination letter was filed under the name Sister Creek Center for the Liberal Arts. A Restated Certificate of Formation with New Amendments for Sister Creek Center for the Liberal Arts, a non profit coprporation, was filed on February 17, 2012. See **Attachement F** for the amendments to the entity name, address and purpose of the non profit coproration and the amended by laws are found in **Attachment G.**

d) **Submit, as Attachment F, the original Articles of Incorporation filed with the Texas Secretary of State, or the state of incorporation, any Restated Articles of Incorporation, and any Articles of Amendment. If the sponsoring entity has amended its original Articles of Incorporation and does not submit both the original Articles of Incorporation and all of the documents reflecting the amendments, this will result in this item being considered incomplete and the removal of the application from the process. If incorporated after January 1, 2006, substitute with Certificate of Formation and Certificate of Filing. If the sponsoring entity does not submit both the Certificate of Formation and Certificate of Filing, this will result in this item being considered incomplete and the removal of the application from the process. Comparable documents must be submitted if the sponsoring entity is a nonprofit corporation incorporated in another state. If the sponsoring entity is an institution of higher education or a governmental entity, the entity should submit a statement that this requirement is inapplicable.**

Attachment F contains the original Articles of Incorporation filed with the Texas Secretary of State any Restated Articles of Incorporation, and any Articles of Amendment.

A Restated Certificate of Formation with New Amendments for Sister Creek Center for the Liberal Arts, a non profit coprporation, was filed on February 17, 2012. The entity name, address and purpose of the non profit coproration have been amended to the following:

1. Texas Non Profit Entity Name: Great Hearts America — Texas
2. Registered Office of the Coorporation Address: Great Hearts—Texas, 350 N. St. Paul Street, Suite 2900, Dallas Texas, 75201-4234

3. Purpose: A tax emempt organization severing grade K-12 public education. The character of affairs of this organization follow:

    a) To operate public charter schools; To develop each student's academic potential, personal character and leadership qualities through academically rigorous and content-rich educational program grounded in the classical tradition; and
    b) To strive to give every student the education he or she deserves and needs.

4. By Laws: Amended by laws are found in **Attachment G.**

e) Submit, as Attachment G, a complete copy (originals and any amendments) of the bylaws of the sponsoring entity. If the sponsoring entity is an institution of higher education or a governmental entity, the entity should submit a statement that this requirement is inapplicable.

Attachment G contains a complete copy (originals and any amendments) of the bylaws.

f) State the approximate date on which the sponsoring entity was incorporated or established.

The entity name, address, by laws and purpose of the non profit corporation have been amended Great Hearts America - Texas.

A Restated Certificate of Formation with New Amendments for Sister Creek Center for the Liberal Arts established in 2002, a non profit corpporation, was filed on February 17, 2012 on behalf of Great Hearts America - Texas. No assets transferred in the reformation process.

g) Describe the purpose for which the sponsoring entity was established.

The sponsoring entity was established to provide public education for grades K-12.

h) Describe the activities in which the sponsoring entity has been engaged in the past and in which it is currently engaged. Agency staff will review the franchise tax status on the website of the State of Texas Comptroller's Office. See http://www.window.state.tx.us/taxinfo/franchise/.

A Restated Certificate of Formation with New Amendments for Sister Creek Center for the Liberal Arts established in 2002, a non profit corpporation, was filed on February 17, 2012 on behalf of Great Hearts America — Texas. Sister Creek Center for the Liberal Arts was established for the purpose of serving public education.

Great Hearts America - Texas is a tax emempt organization serving grade K-12 public education. The character of affairs of this organization follow:

a) To operate public charter schools; To develop each student's academic potential, personal character and leadership qualities through academically rigorous and content-rich educational program grounded in the classical tradition; and
b) To strive to give every student the education he or she deserves and needs.

i) Disclose whether the sponsoring entity has operated a private daycare, private school, public daycare, or public school.

Great Hearts America - Texas has not previously operated any schools. Great Hearts Academies in Arizona currently operates fifteen schools in metropolitan Phoenix.

j) Discuss any litigation in which the sponsoring entity has been involved.

There is no known litigation.

k) Disclose whether the sponsoring entity has been sanctioned by any state regulatory agency.

There are no known state sanctions.

l) Describe the initial incorporators of the sponsoring entity, including their names and professional backgrounds.

Dan Scoggin, Ph.D., is the founding chief executive officer of Great Hearts Academies in Arizona, a network of excelling charter schools dedicated to serving the families of metropolitan Phoenix with a classical, prep school education that is public and tuition-free. In 2004, Dr. Scoggin authored the Great Hearts business plan and secured its initial grant funding from local and national donors. He has since overseen the network's growth from 300 students at one school to 6,200 students at 16 academies across the Valley. Dr. Scoggin attended Santa Clara University in California as an English literature major and spent his junior year abroad at the University of Durham in England. While completing his Ph.D. in English literature at the Claremont Graduate University, he taught at Harvey Mudd College, The Phoenix Institute at the University of Notre Dame, Mesa Community College, and coached basketball at Pomona College. He is a 2008-2009 Piper Fellow and recently attended the Executive Education Program at Stanford University.

Peter Bezanson, Ph.D., the Great Hearts Academies chief academic officer, has worked in the Great Hearts family since 2001, beginning as a teacher of philosophy and mathematics at Tempe Preparatory Academy. He is the primary academic leader for Great Hearts, reporting directly to the CEO. He is responsible for maintaining the core liberal arts values of the network and the constant improvement of the curriculum and instructional practices. With the CEO, he recruits, develops, trains and mentors Academy headmasters. He co-authored the Great Hearts Academies business plan, as well as the strategic business plan and data analysis plan for the Arizona Charter Schools Association. Dr. Bezanson received his B.A. in mathematics and philosophy from St. John's College and his M.A. and Ph.D. in

philosophy from the University of Iowa. Dr. Bezanson is also the Vice President of the Arizona State Board for Charter Schools, the main charter authorizer in Arizona.

Ward Huseth, Great Hearts Academies Chief Financial Officer, began working for Great Hearts Academies in January 2012. Prior to his coming to Great Hearts, from 2009 to 2011, he was the Chief Financial Officer for the industry leading Charter School Growth Fund. Before that, he was a VP and divisional CFO for Knowledge Learning Corporation from 2004 to 2008. Mr. Huseth obtained a CPA license in 1999 (inactive) and graduated with a degree in Business Administration from the University of Wisconsin Whitewater.

m) Discuss any plans for further recruitment of organizers of the proposed school.

Great Hearts Texas will recruit Dallas and San Antonio community members to this board, bringing expertise in areas of school law, community relations, business, and education.

n) Describe the methods to be used to inform charter school parents, students, and employees about procedures for receiving and responding to complaints. Note that under 19 TAC, §100.1033(c)(6)(C), the governing body of a charter holder shall not delegate final authority to hear or decide employee grievances, citizen complaints, or parental concerns.

Procedures for receiving and responding to complaints from charter school parents, students, and employees are listed in the school and employee handbooks. Procedural safeguards are established pursuant to Texas law. Great Hearts Texas will not delegate its authority to hear or decide employee grievances, citizen complaints, or parental concerns.

o) Describe the following elements of the governance structure of the governing body of the sponsoring entity. Although some of the information requested below might be addressed by the sponsoring entity's Articles of Incorporation, bylaws, or other documents, please provide the information requested below:

1) the officer positions designated;

The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer and such other officers, including Assistant Secretary, as from time to time, may be determined by the Board. The election of any officer of the Corporation shall not of itself create contract rights in the office.

The President shall recommend to the Board for its approval such additional corporate officers as may be necessary to the business of the Corporation, who shall perform such duties and responsibilities as may be prescribed by the President.

2) the manner in which officers are selected and removed from office;

The officers shall be elected by the Board at the annual meeting of the Board of Directors, and each office shall serve for a one (1) year term and until his or her successor is elected. Any officer may be elected to succeed him or herself.

Any officer elected by the Board may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the voting Directors then in office. The officer in question shall not vote on the question of removal, but may be present at the meeting and may be counted in determining the presence of a quorum. Such removal shall not prejudice the contract rights, if any, of the person so removed.

3) **the manner in which members of the governing body are selected and removed from office;**

All Directors must be annually appointed or reappointed by the Member, according to the regulations outlined in Section 2 above. Directors may be removed by the Member according to Section 4 below.

Any of the Directors may be removed with or without cause, by decision of the Member. A Director who is removed in accordance with this section shall also be deprived of status as an officer of the Corporation. Any Director who is absent from more than three (3) consecutive meetings of a Board meeting in any fiscal year may be removed automatically, unless the Member acts affirmatively to retain the Director. A Director may resign at any time by written notification to the Corporation at its principal office, or to the Corporation's statutory agent, with a copy to the Member. Unless otherwise specified in the notice, said notice shall be effective upon receipt thereof by the Corporation.

4) **the manner in which vacancies on the governing body are filled;**

The Member shall appoint such additional Directors or replacement Directors as it deems necessary. A person appointed as a Board member to fill an unexpired term on the Board of less than one (1) year shall hold office until the next annual meeting of the Board or until his or her successor is appointed.

5) **the term for which members of the governing body serve; and**

There shall be not less than three (3) or more than seven (7) Directors. The number of Directors may be increased or decreased in accordance with Section 3 of this Article, but in no case shall the number of Directors be less than three (3). Each Director shall serve for a one (1) year term and until his or her successor is appointed. A Director whose term has expired may be appointed to succeed him or herself.

6) **whether the terms are to be staggered.**

The terms are not staggered.

Other Governance

If at some point, the charter holder plans to enter into an agreement with a management company, the contract for services must be approved by the commissioner of education at least 30 calendar days prior to any performance or payments under the contract. See 19 TAC, §100.1155.

***Describe the extent to which any private entity, including any management company, other nonprofit group, other governmental agency and/or any other educational organization will be involved in the operation of the charter school. Identify any members of the governing board or officers of the charter school who are affiliated with all such* entities.**

There are no known conflicts.

Governing Body of the Charter School (if different from the governing body of the sponsoring entity) Some charter holders choose to delegate some powers or duties of the governing body of the charter holder to a governing body of the charter school. Non-delegable duties are listed in 19 TAC, §100.1033(c)(6)(C). Members of the governing body of a charter school will be required to undergo training as defined by 19 TAC, §100.1102.

p) If a governing body of the charter school exists, list the members.

The Governing Body of the Charter School is not different from the governing body of the sponsoring entity.

q) *If a governing body of the charter school exists, describe the powers or duties delegated to it by the governing body of the charter holder.* *Non-delegable duties are listed in 19 TAC, §100.1033(c)(6)(C).*

Submit, as part of Attachment D, a notarized biographical affidavit for each member of the governing body of the charter school. Biographical affidavits must be notarized within 90 days of the due date of this application.

The Governing Body of the Charter School is not different from the governing body of the sponsoring entity.

r) *Describe the following elements of the governance structure of the governing body of the charter school:*

1) **The officer positions designated:**
2) **the manner in which officers are selected and removed from office;**
3) **the manner in which members of the governing body are selected and removed from office;**
4) **the manner in which vacancies on the governing body are filled;**
5) **the term for which members of the governing body serve; and**
6) **whether the terms are to be staggered.**

The Governing Body of the Charter School is not different from the governing body of the sponsoring entity.

s) Describe the extent to which any private entity, including any management company, other nonprofit group, other governmental agency and/or any other educational organization will be involved in the operation of the charter school. List any members of the governing board or officers of the charter school who are affiliated with all such entities.

As the sole member of Great Hearts Texas, Great Hearts America operates the first school in Texas, Great Hearts Academy--San Antonio. Great Hearts America also oversees Great Hearts Arizona, which operates 15 high performing schools in Arizona. Great Hearts America was created, and now serves as, the platform for expanding the Great Hearts model beyond Arizona.

9. Human Resources Information

a. Submit, as Attachment H, the sponsoring entity's organizational chart.

The Great Hearts Texas Organizational Chart is found in **Attachment H**.

b. Describe how the charter holder board will maintain responsibility for and oversight of:

Great Hearts Texas is focused on delivering high quality outcomes for all students, teachers and families. The school-based staff will be held accountable to the headmaster, the headmaster to the Superintendent/CEO, The Superintendent/CEO to the Board of Directors, and the Board to Texas Education Agency, for the indicators on the next page:

Indicator	Responsibilities	Evaluation
Student and school performance;	Headmaster: Will provide charter school instructional performance reports to the Superintendent/CEO for review. Sufficient progress must be noted each year for the Board of Directors to find a favorable review. Assistant Headmaster, Head of Lower School and Dean of Students: Will provide the Headmaster with reports of the effectiveness of instructional practices. These indicators shall include STAAR results and testing on the formative campus-based tests and norm reference tests. Sufficient progress must be noted each year for continued employment. Director of Operations: N/A	Instructional management; school organization and AEIS and campus performance objectives, and student performance
Management and administrative	Headmaster: Student, parent and teacher satisfaction surveys will be conducted annually. Survey results will be reported to the Superintendent/CEO and Board of Directors. Elements to be included in surveys are	Management of administrative, fiscal

Indicator	Responsibilities	Evaluation
practices;	satisfaction with academy program, school operations, facility management, instructional practices, reporting progress, discipline, communication, and safety. Responses will be considered during annual review. Assistant Headmaster, Head of Lower School and Dean of Students: Student, parent and teacher satisfaction surveys will be conducted annually. Survey results will be reported to the Headmaster. Elements to be included in surveys are satisfaction with academy program, school operations, facility management, instructional practices, reporting progress, discipline, communication, and safety. Responses will be considered during annual review. Director of Operations: Elements of the survey will include school operations, facility management and safety. Responses will be considered during the annual review.	and facilities; personnel management; school or organization morale
Student attendance and accounting reporting requirements;	Headmaster: Will review and certify attendance data and report results bi-annually to the Superintendent/CEO and Board of Directors regarding accuracy. Inaccurate reports submitted to TEA will be considered during the annual evaluation. Director of Operations: Will prepare and submit attendance data and report results bi-annually to the Headmaster regarding accuracy. Inaccurate reports submitted to TEA will be considered during the annual evaluation. Assistant Headmaster, Head of Lower School and Dean of Students: Will review attendance data submitted by the attendance staff regarding accuracy. Inaccurate reports submitted to TEA will be considered during the annual evaluation.	Management of Administrative and fiscal responsibilities
Compliance with generally accepted accounting principles and generally accepted standards of fiscal manageme	Headmaster: Will verify that all financial documents are in accordance with GASB 34 and the defined state accountability system for charter schools. Accountability will be evidenced by the financial reports provided to the Superintendent/CEO and Board of Directors and the Headmaster and reflected in the Director of Operations annual review. The AEIS rating regarding financial reporting will also be considered each year as a dependent factor on continued employment. Director of Operations: Will utilize, maintain, and	Management of administrative and fiscal responsibilities

Indicator	Responsibilities	Evaluation
nt;	prepare financial documents that are in accordance with GASB 34 and the defined state accountability system for charter schools. His/her signature on documents submitted to the board and to the state will signify accuracy and ethical reporting of information. Accountability will be evidenced by the financial reports provided to the Superintendent/CEO and Board of Directors and the Headmaster and reflected in the Director of Operations annual review. The AEIS rating regarding financial reporting will also be considered each year as a dependent factor on continued employment. Assistant Headmaster, Head of Lower School and Dean of Students: Will provide the campus staff a structure for purchasing supplies and materials through purchase order requests. His/Her signature will be required on all PO's to ensure adequate tracking of fund requests. Submission of weekly time sheets for campus staff will be required for continued employment. The administrators listed will present all POs to the Director of Operations for approval.	
Compliance with special education and bilingual education/ English as a second language (BE/ESL) program requirements;	Headmaster: a) Provide policies and procedures to the Superintendent/CEO and Board of Directors for approval. b) Budget for and hire certified staff to provide services. c) Budget for professional development for all teachers. Assistant Headmaster, Head of Lower School and Dean of Students: a) Establish the participants of the ARD and/or LPAC committees. b) Provide for professional development activities for all teachers. c) Implement service for identified special education and ESL students. d) Participate in program evaluations. e) Evaluate special education and ESL instructional staff. f) Review STAAR, norm reference tests, state tests for ESL, SDAA, and LDAA to determine efficiency and effectiveness of program implementation. Director of Operations: a) Meet designated spending thresholds for	Instructional management of school

Indicator	Responsibilities	Evaluation
	designated funds for direct services for students. b) Code revenues and expenditures with appropriate program intent codes. c) Report revenues and expenditures accurately to PETMS. d) Retain documentation for external auditor.	
Financial accounting reporting requirements, including grant reporting requirements;	Headmaster: Will ensure that Director of Operation's report(s) include all necessary information, meet state and federal guidelines and are submitted within acceptable timelines. Assistant Headmaster, Head of Lower School and Dean of Students: Code purchase orders requesting funds to appropriate funding codes. Director of Operations: Will provide a calendar to the Headmaster that includes all grant expenditures requirements to be reported to the Superintendent/CEO and Board of Directors. The Director of Operations will also be held accountable for the results of the external audit. Exceptions noted by external auditor will be reported to the Superintendent/CEO and Board of Directors and the Headmaster and will be considered during the annual review.	Management of administrative and fiscal responsibilities
Reporting requirements, including those through the Public Education Information Management System (PEIMS);	Headmaster: Will be held accountable for all required charter school reports including certifying the PEIMS data for the charter school after each submission and submitting final reports to the Superintendent/CEO and Board of Directors. Failure to respond in a timely fashion will be addressed during the evaluation process conducted annually by the Superintendent/CEO and Board of Directors. Assistant Headmaster, Head of Lower School and Dean of Students: Will be held accountable to the Headmaster for all required campus level reports. Failure to respond in a timely fashion will be addressed during the evaluation process conducted by the Headmaster. Director of Operations: All charter school reports including PEIMS submission will be the responsibility of the Director of Operations. The Director of Operations will submit board-approved budgets to the PEIMS coordinator for the Fall submission and actual for the Spring submission. Fatal and warnings will be corrected to ensure accuracy in reporting. The	Management of administrative and fiscal responsibilities

Indicator	Responsibilities	Evaluation
	Headmaster will review the reports generated by Edit+ after each submission for timeliness and accuracy. The information will be considered during the annual review for the charter school after each submission and submitting Edit+ reports to the Headmaster. Failure to respond in a timely fashion will be addressed during the evaluation process conducted annually by the Headmaster.	
Reporting annual school and student performance to students, parents, and the public;	Headmaster: Will be responsible for providing AEIS information to the Superintendent/CEO and Board of Directors to disseminate information. Assistant Headmaster, Head of Lower School and Dean of Students: After the AEIS is approved for dissemination by the Superintendent/CEO and Board of Directors, the school will provide a copy of the school's report card to every parent with 30-days of board approval. Director of Operations: N/A	AEIS and campus performance objectives; school or community relations
Distributing to parents information related to the qualifications of each teacher of the program, including any professional or educational degree held by each teacher, a statement of any certification under Subchapter B, Chapter 21, held by each teacher, and any	Headmaster: Will ensure accurate annual reports regarding professional staff qualifications and notifications according to TEC are distributed in a timely manner. Assistant Headmaster, Head of Lower School and Dean of Students: Will be responsible for disseminating accurate information regarding qualifications of each professional employee to parents annually within the first six weeks of school. The report to the parents will include the name of the professional and a list of educational degrees, certification, and qualifications. If an employee is found to be inappropriately certified or uncertified as defined by TEC and is assigned to a classroom for more than 30 consecutive days, written notification will be delivered to each parent or guardian of each student enrolled in that classroom. Director of Operations: N/A	Personnel management

Indicator	Responsibilities	Evaluation
relevant experience of each teacher.		

TEC, §12.120 states, "A person may not serve as a member of the governing body of a charter holder, as a member of the governing body of an open-enrollment charter school, or as an officer or employee of an open-enrollment charter school if the person has been convicted of a felony or a misdemeanor involving moral turpitude. . ."

An employee of an open-enrollment charter school who qualifies for membership in the Teacher Retirement System of Texas shall be covered under the system to the same extent a qualified employee of a school district is covered. For each employee of the school covered under the system, the school is responsible for making any contribution that otherwise would be the legal responsibility of a school district. See TEC, §12.1057.

TEC, §12.1059 states, "A person may not be employed by or serve as a teacher, librarian, educational aide, administrator, or counselor for an open-enrollment charter school unless the person has been approved by the agency following a review of the person's national criminal history record information as provided by Section 22.0832."

Charter schools must check the criminal history (through the Texas Department of Public Safety) of each person who intends to serve as an employee in any capacity, a member of the governing body of the charter holder, a member of the governing body of the charter school, and any person who files, in writing, an intention to serve as a volunteer. See 19 TAC, §100.1151.

School Officers

"School officer" is defined in TEC, §12.1012, as a principal, director, other chief operating officer, assistant principal, assistant director, or a person charged with managing the finances of an open-enrollment charter school. Some charter holders choose to delegate some powers or duties of the governing body of the charter holder to various school officers. Non-delegable duties are listed in 19 TAC, §100.1033(c)(6)(C). Charter school officers will be required to undergo training as provided in 19 TAC, §§100.1103-100.1105.

c. Submit, as part of Attachment D, a notarized biographical affidavit for each school officer. A sample of the biographical affidavit form is included in Appendix II. The actual form that must be completed is an online form that is located at http://www.tea.state.tx.us/index.aspx?id=3475. Biographical affidavits must be notarized within 90 days of the due date of this application.

Attachment D contains a statement about the notarized biographical affidavit for each Great Hearts Texas administrative officer.

d. Submit as Attachment I, a Supplemental Human Resources Information Form for each officer position. Note that some duties cannot be delegated by the governing body of the charter holder to a school officer. Non-delegable duties are listed in 19 TAC, §100.1033(c)(6)(C).

Attachment I contains a Supplemental Human Resources Information Form for each officer position.

A sample of the Supplemental Human Resources Information Form is included in Appendix III. The actual form that must be completed is an online form that is located at http://www.tea.state.tx.us/index.aspx?id=3475. A Supplemental Human Resources Information Form must be completed for the CEO/superintendent, financial officer, principal, assistant principal, director, assistant director, and any other administrative position that the proposed charter anticipates filling.

General salary information for specific school districts and for the state as a whole may be found at http://ritter.tea.state.tx.us/adhocrpt/Standard_Reports.html, under the section entitled Staff Reports. Specific salary information may be purchased from the Texas Association of School Boards at https://www.tasb.org/apps/tasbstore/storeCategory.cfm?cat=3.

Note that charter schools may not compensate an individual in excess of the fair market value of the services rendered. The fair market value of the services rendered is based on the individual's education, experience, prior salary history, job duties actually performed, and what a typical person with similar skills, experience, and job duties would earn. See 19 TAC, §100.1022(c)(2)(B)(i).

e. Describe professional development opportunities that will be offered to school officers.

Professional development opportunities will be offered to all school officers according to state statute and identified local needs. At a minimum, all school officers will comply with the training required in 19 TAG §§100.1103-100.1105 for their respective positions.

Professional development curriculum will be provided by a TEA Certified Trainer. Additionally, the charter school will take advantage of all training that is offered by the Charter School Resource Center, the Region 20 Education Service Center, and other opportunities that will advance knowledge and skills in the identified areas.

The Headmaster and/or other designated school officers will obtain American Red Cross training and certification for first aid, cardiopulmonary resuscitation (CPR), and automated external defibrillation (AED).

f. Explain the method(s) and timelines that will be used to evaluate school officers; designate the responsible party for the evaluations.

All administrative personnel will be evaluated in accordance with provisions of Chapter 150, Subchapter BB, Texas Education Code, §21.354 and §39.054. These domains will be organized into an evaluation system. All administrative staff will meet with their supervisors at the beginning of the year to set performance objectives for

each established domain, and will meet twice during the year to assess progress in meeting those objectives.

The domains and descriptors used to evaluate each administrator in a school district will include the following:

Instructional management of Texas academic excellence indicators, and campus performance objectives: The academy administrator promotes improvement of instruction through activities such as the following: monitoring student achievement and attendance; diagnosing student needs; helping teachers design learning experiences for students; encouraging the development and piloting of innovative instructional programs; and facilitating the planning.

School or organization morale: The academy administrator fosters a positive school or organization morale through activities such as the following: assessing and planning improvement of the school, school district, or community environment; reinforcing excellence; promoting a positive, caring climate of learning; and using effective communication skills.

School or organization improvement: The academy administrator promotes leadership in efforts to improve the school or organization through activities such as the following: collaborating in the development and articulation of a common vision of improvement; encouraging appropriate risk-taking; and ensuring continuous renewal of curriculum, policies, and methods.

Personnel management: The academy administrator manages personnel effectively through activities such as the following: delegating appropriately; recognizing exemplary performance of teachers and staff; encouraging personal and professional growth and leadership among the staff; complying with applicable personnel policies and rules; securing the necessary personnel resources to meet objectives; and evaluating the job performance of assigned personnel.

Management of administrative, fiscal, and facilities functions: The academy administrator manages administrative, fiscal, and facilities functions responsibly through activities such as the following: obtaining Superintendent/CEO and Board based input for fiscal or financial analysis; compiling reasonable budgets and cost estimates; ensuring that facilities are maintained and upgraded as necessary; and managing a broad range of school operations (for example, attendance, accounting, payroll, transportation).

Student management: The academy administrator promotes positive student conduct through activities such as the following: helping students develop a sense of self-worth; developing and communicating guidelines for student conduct; ensuring rules are observed uniformly; disciplining students for misconduct in an effective and fair manner; supporting collaboration by working with faculty; and encouraging the participation of students and parents.

School or community relations: The academy administrator promotes a positive tone for school or community relations through activities such as the following: fostering collaborative educational efforts among members of the total school community; articulating the school mission and needs to the community; seeking support for

school programs; and involving himself or herself in community activities that foster rapport between the school district and the larger community.

Professional growth and development: The academy administrator provides leadership in professional growth and development through activities such as the following: participating actively in professional associations; conducting himself or herself in an ethical and professional manner; disseminating ideas and information to other professionals; and seeking and using evaluative information for improvement of performance.

School board relations: The Headmaster promotes and supports a positive relationship with the school district board of trustees through activities such as the following: meeting the board's needs for information; interacting with board members in an ethical, sensitive, and professional manner; demonstrating competence in written and verbal communications to the board; and recommending policies to the board to enhance teaching and learning.

Teachers and Other Instructional Staff

Federal law requires that charter school teachers in core academic subjects (English, reading or language arts, mathematics, science, foreign languages, civics and government, economics, arts [theater arts, dance, music, and art], history, and geography) have a bachelor's degree and demonstrate competency in the core academic subject area(s) assigned. See the No Child Left Behind (NCLB) bulletins for further information regarding required teacher qualifications at http://www.tea.state.tx.us/index4.aspx?id=4261&menu_id=798.

Charter school teachers assigned to teach subjects that are not considered core academic subjects under the NCLB must meet the state law minimum requirement of a high school diploma. Furthermore, state law and rule require charter school teachers assigned to teach special education, bilingual education, and English as a second language to be appropriately certified.

g. Submit as Attachment I, a Supplemental Human Resources Information Form for all teacher and other instructional staff positions. A sample of the Supplemental Human Resources Information Form is included in Appendix III. The actual form that must be completed is an online form that is located at http://www.tea.state.tx.us/index.aspx?id=3475.

A Supplemental Human Resources Information Form must be completed for the positions of teacher, educational aide, counselor, librarian, and any other staff position that the proposed school anticipates filling during the staffing process.

Attachment I contains a Supplemental Human Resources Information Form for all teacher and other instructional staff positions.

h. Describe professional development opportunities that will be offered to teachers and other instructional staff.

During the summer our professional development begins with the mentoring of new teachers by master teachers and curriculum consultants through a series of meetings covering curriculum progression and pedagogy. Our K-5 teachers also attend 2-week curricular trainings specific to our Riggs, Core Knowledge, and Singapore Math curricula.

New Faculty Orientation and The Great Hearts Summit

In addition to academy orientations, which cover philosophical and procedural details of the faculty handbook as well as engage in philosophical seminars, Great Hearts presents a three day New Faculty Orientation for all faculty and staff recently hired. Sessions range from philosophical and literary discussion seminars to information sessions familiarizing teachers with network-wide curricular resources available to them. We also provide lectures on philosophical underpinnings and practical implementation of grading/evaluation and an orientation to what it means to provide a classical, liberal arts education that studies the best of Western culture. Finally, teachers attend more subject and grade-level specific breakout sessions with their appropriate master teachers and curriculum consultants.

At the end of New Faculty Orientation, all teachers (both new and returning) come together for a one-day summit that holds seminars and large-hall lecture on a particular topic for an area of the curriculum.

In-Services

Several times a semester, in-services take place both at the academy level and the network-wide level. All in-services highlight the importance of the community of teachers and their leading role as life-long learners. The gatherings take place during an afternoon after an early release of the students. Academy seminars explore classic works in philosophy and literature that bear on the fundamental questions of human existence in addition to studies in sciences, mathematics, and fine arts. At the network level, the faculty either gather within their subject areas and share best practices or come together for activities similar to the Summit. In the spring of 2012, the network was treated to a performance by the renowned Phoenix Chorale to listen to a full-fledged program ranging from Baroque to modern contemporary choral pieces.

Ad Fiendum and Academy Scholarships

In addition to the local academy professional development opportunities held, both the academies and Great Hearts have developed a program from personal professional development and set aside resources in order for faculty members to take part. Great Hearts produces a magazine of professional development opportunities that span across the disciplines taught at the academies, especially highlighting free programs and will help faculty apply for these programs. Academies also allocate professional development money and give awards through an application system. Faculty may use an award during a summer to participate in a seminar, visit a laboratory, conduct a specific research project, or study with a master teacher at another institution. It is not essential that the course of study aided by the grant fit directly within the applicant's teaching duties for the following year,

but the grant should support a project directly related to one or more aspects of the academy's curriculum.

Great Hearts has also developed the Professional Growth Initiative, which has the purpose of promoting long-term professional growth for the academy faculty/staff who have established a strong teaching/work record at the Academy and are committed to remaining at the Great Hearts Academy after completing a program. The program also assists employees in attending academic and professional conferences during the school year. The Initiative will fund ongoing graduate study of four credits per semester or summer session for an approved graduate program.

Summer Institute

Finally, Great Hearts has also developed a Summer Institute for Teachers that allow faculty to participate in one-week seminars and delve deeply into subject matter from the liberal arts. Last year's course offering included a seminar on Aristotle's Nicomachean Ethics and a philosophical/pedagogical exploration of what it means to lead a Socratic seminar, among others.

Observation:

In addition to being surrounded by philosophical principles and practical advice on how to teach, our faculty receive concrete development through a significant series of observations by headmasters/master teachers, curriculum consultants, and peers.

Master/lead teacher

The Master Teachers at the academy work closely with the Headmaster in overseeing and helping to develop elements of the curriculum of the school. They work closely with other faculty to help them develop their teaching practices, and may observe and evaluate other teachers in their field. Appointed to a two-year service by the Headmaster, the Master Teachers must be veteran faculty who are both observed masters of their own subject matter, and a patient teacher and leader on the campus. The Master Teachers will be passionate and active learners, modeling the philosophies and standards of the Academy. They must adhere to and offer an exemplary model of the philosophies and policies of *Faculty Job Description, Faculty Handbook, and Family Handbook* as well as assist other faculty in accomplishing the goals of both the referenced documents and the specific goals listed on Faculty Observation/Evaluation forms.

A treasured aspect of the community of teachers and learners is the opening of our classrooms to one another. To facilitate dialogue about the craft of being a Great Hearts teacher, the Headmaster (and master teacher as applicable/directed by the Headmaster) will visit each teacher's classrooms in the subject area once a semester. In turn, the teacher should visit another teacher's classroom once a semester. Teachers who are new to the network of schools can expect to be visited by the Headmaster within the first quarter, and teachers who teach in two subject areas (say science and the fine arts) will be visited in both classes. After his/her visit, the Headmaster will schedule a meeting at which the colleagues may discuss teaching methods and content observed in both classrooms. The Headmaster will also show the teacher a narrative of the observation (see the forms below) and then

the two will set measurable classroom goals for the teacher to keep in mind. Goals may range from improving the presentation of a specific curricular matter to methods of questioning students. Please note that even veteran teachers find it valuable to set classroom goals. Teaching is a profession in which continual growth and self-reflection are essential.

Points of observation/evaluation cover a range of issues, but often focus on academic content/tone, the use of the Socratic method, proper evaluation of and rapport with students, passion for the material, and classroom management.

Curriculum Consultants

Further, in addition to the presence of master teachers at each academy, the network coordinates with a team of curriculum consultants across the network to observe, evaluate, and mentor new teachers in the various disciplines, especially at newer schools that might not have master/lead teachers in each subject area. Great Hearts commissions these individuals according to the needs of each academy. These observations typically last for a full day and include debriefing meetings both with the new teachers and with the headmaster in order to focus on particular goals for each teacher.

Portfolios

Beginning in their first year, faculty members develop a portfolio of materials as a way for teachers, master teachers, and the Headmaster communicate about curriculum and teaching methods. Portfolios include documents such as syllabi/course overviews, essay assignments and tests, and examples of graded work. These portfolios both provide an opportunity for master teachers to review new teachers' materials and a way to share best practices and resources.

i. Explain the method(s) and timelines that will be used to evaluate teachers and other instructional staff. Designate the responsible party for the evaluations.

Monitoring and Evaluation by Headmaster

All teachers will be formally evaluated by the headmaster at least once per semester in their first and second years teaching at Great Hearts Texas (though they are informally observed with far greater frequency). The evaluation will consist of a classroom observation, a follow-up meeting between the teacher and the headmaster, and a written evaluation by the headmaster. Headmaster's evaluations will be tied to meeting school goals and individual objectives for the students and are reflected in the evaluation rubric that is ultimately used to determine annual performance-based bonus.

Teachers' Portfolios

The written evaluations are kept in the teacher's portfolios, along with samples of the teaching materials that the individual teachers create for their classes. These samples are submitted to the headmaster throughout the year and are shared

among the faculty to improve curriculum and instruction. They are also used as dynamic assessment used to assure that student progress is understood and monitored. The documents in the teaching portfolios are used as a means for evaluating the teachers' implementation of Great Hearts Texas' curricular philosophy and TEKS.

The Great Hearts curriculum and common core standards are aligned to the TEKS and will be evident in high STAAR and Stanford 10 scores in the first and subsequent years. Great Hearts' curriculum is modeled after the other successful schools in the Great Hearts network of schools, which have a proven track record of outstanding student achievement.

PEIMS Coordinator, Student Attendance Staff, and Other Staff

j. **Submit as Attachment I, a Supplemental Human Resources Information Form for the PEIMS coordinator, the student attendance staff position, and any other staff positions.**

A Supplemental Human Resources Information Form must be completed for the PEIMS coordinator, student attendance staff, and any other staff positions that the proposed school anticipates filling during the staffing process.

Attachment I contains a Supplemental Human Resources Information Form for the PEIMS coordinator/the student attendance staff position.

k. **Describe professional development opportunities that will be offered to the PEIMS coordinator, student attendance staff, and any other staff not already addressed.**

Great Hearts will access professional development for the PEIMS coordinator and student attendance staff from Region 10, Dallas.

l. **Explain the method(s) and timelines that will be used to evaluate the PEIMS coordinator, student attendance staff, and any other staff not already addressed. Designate the responsible party for the evaluations.**

The Headmaster, Superintendent, and Board of Directors will assess the performance of the PEIMS Coordinator and/ or student attendance staff on a yearly basis. The timely submittal of accurate reports will be the primary focus of the assessment.

10. Business Plan and Financial Standards

a. **Provide evidence of financial competency and sustainability by providing evidence of an appropriate business plan which includes:**
   i. **A brief narrative of the growth plan for the first five years of operation of the proposed school that matches all projections included in the budget**

and considers the potential expansion of competition in the area for the same student population.

ii. **A list of risk factors, with brief explanations, that could jeopardize the viability of the proposed school; and**

iii. **A list of success factors, with brief explanations, that the proposed school founders have analyzed and determined will outweigh the risks**

a. Great Hearts America – Texas and Dallas Growth Plan.

Great Hearts America – Texas is committed to opening four K-12 schools in the Dallas region within the next five years, and will locate those schools across the metropolitan area. In keeping with Great Hearts' model in Phoenix – where the end goal of expansion is to have a Great Hearts Academy within a 15-minute drive of any portion of the metropolitan area. The intent is to leave no region of the Dallas metropolitan area underserved by a Great Hearts Academy.

Year	Number of Schools	Projected Total Enrollment
1 (2014-15)	1	0
2 (2015-16)	1	608
3 (2016-17)	2	867
4 (2017-18)	3	1,545
5 (2018-19)	4	2,477

Site locations for each school will be based on parent interest and availability of facilities, with the first schools located where the demand is greatest. By the time the network is built out, however, the entire Metro Dallas/Fort Worth area will be geographically served by Great Hearts Academies.

Great Hearts Arizona has successfully operated charter schools in the Phoenix area since 2002, replicating its academy model across an array of geographical and socioeconomic settings throughout the Phoenix metropolitan area, including successful adaptations to its model in order to serve traditionally underserved populations and English Language Learners. Student attendance and retention is strong at all current Great Hearts schools – at most, retention is well over 90 percent annually; daily attendance averages over 95 percent.

Great Hearts Texas will be supported by its parent corporation, Great Hearts America, and share resources with its sister corporation, Great Hearts Arizona, as it develops organizational capacity to support its proposed schools in Dallas.

As is the case with all charter schools, the most common fiscal risks are enrollment and potential future funding fluctuations. The majority of the economic forecasting for all Great Hearts academies is based on enrollment projections and per student funding from the State of Texas. Therefore, charter school budgets are at risk when enrollment goals are not met and/or funding levels decrease.

The most important factor related to enrollment risk is the level of demand for quality school choices. As mentioned early is this application, Great Hearts feels strongly that parent demand for public and comprehensive college preparatory schools throughout the Dallas/Fort Worth area is very high. This is evidenced by the high number of high school graduates not prepared for college and the relative lack of educational options to address this challenge.

However, Great Hearts understands that even highly motivated parents can be deterred by long drive times. Therefore, charter schools that are not strategically located increase their enrollment risk, even when there is substantial demand within the broader community. That is why Great Hearts is fully committed to a thorough evaluation of all real estate options, across a diverse set of communities, to make each location as convenient as possible for parents.

Parent decision making is also influenced by the quality of the school facility. Again, enrollment risk can increase if parents feel the facility is not adequate, even if the school is well located. Understanding this, Great Hearts is also committed to providing high quality facilities that create sound learning environments and ample opportunity for extracurricular activities, including sports. In addition to classrooms and administrative office space, Great Hearts Texas will strive to provide facilities that include full gymnasiums and football/soccer fields.

Finding the right location and developing a quality facility, can be challenging and potentially impact enrollment and fiscal performance. However, Great Hearts has a track record of mitigating those risks through the successful development of school sites, as evidenced by the enrollment data at current Great Hearts academies. Great Hearts' academies averages 3.6 applications for every seat available; all schools currently in operation are full with waiting lists.

Finally, Great Hearts Texas understands that future funding levels are not guaranteed. In order to be financially responsible, prudent management of resources and reserves is required. Great Hearts believes in a disciplined approach to fiscal management and has a successful track record in this regard. Current Great Hearts' academies operate with budgeted operating surpluses of 5% of revenues and cash flow objectives of 2½ months of expenses at any given time.

b. Discuss the sources of funding used by the sponsoring entity to start up its operations.

Great Hearts Texas has already received pledges totaling $3.25 million from three Texas foundations. In addition, Great Hearts has been a portfolio member of the Charter School Growth Fund for several years and has received a term sheet indicating an additional amount of startup and CMO-scaling grants from the national philanthropic organization.

c. Submit, as Attachment J, a copy of the most recent unqualified audit report if the sponsoring entity has been in existence at least a year.

If an audit report is not available, provide one of the following:

An unaudited financial statement consisting of:

- **an unaudited statement of financial position,**
- **an unaudited statement of activities, and**
- **an unaudited statement of cash flows (The unaudited financial statements must include a notarized acknowledgement signed by the board chair and chief financial officer of the sponsoring entity attesting to the accuracy and completeness of the information provided.)**

Notes: *The structure of the required financial statements must be in the format provided in the most recent version of the Financial Accountability System Resource Guide, Special Supplement-Charter Schools (Module 10) found at http://www.tea.state.tx.us/index4.aspx?id=1222. The chair of the sponsoring entity is the highest ranking official of the entity, regardless of the term used by the entity to designate this official. The chief financial officer (CFO) is the person who oversees the finances of the sponsoring entity, regardless of the term used by the entity to designate this official. The unaudited financial statement must contain all three statements and both required signatures and must be notarized, or this attachment will be considered incomplete, resulting in the removal of the application from the process.*

Attachment J contains a statement that no documents are being filed. Since the sponsoring entity, Great Hearts America – Texas, did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations for more than a year. As such and as required, Great Hearts America – Texas is submitting the following unaudited statements consisting of:

- an unaudited statement of financial position,
- an unaudited statement of activities, and
- an unaudited statement of cash flows

d. Discuss any changes in current assets of the sponsoring entity since the date of the most recent audit report submitted as Attachment J. (Current Asset – Those assets which are reasonably expected to be realized in cash or sold/consumed within a year or within the normal operating cycle of the entity)

Attachment J contains a statement that no documents are being filed. Since the sponsoring entity, Great Hearts America – Texas, did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations for more than a year. As such and as required, Great Hearts America – Texas is submitting unaudited statements as of Dec. 31, 2012 and Feb. 28, 2013:

As shown on the statement of position as of Feb. 28, 2013 the sponsoring entity has $1,381,250 in current assets.

e. **Discuss any changes in current liabilities of the sponsoring entity since the date of the most recent audit report submitted as Attachment J. (Current Liabilities - Obligations whose liquidation is reasonably expected to require the use of existing resources properly classified as current assets or obligations that are due on demand or will be due on demand within one year)**

Attachment J contains a statement that no documents are being filed. Since the sponsoring entity, Great Hearts America – Texas, did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations for more than a year. As such and as required, Great Hearts America – Texas is submitting unaudited statements as of Dec. 31, 2012 and Feb. 28, 2013:

As shown on the statement of position as of Feb. 28, 2013 the sponsoring entity has $13,185 in current liabilities.

f. **Disclose any liens, litigation history, and/or any sanctions from any local, state and/or federal regulatory agency against the sponsoring entity. For the purpose of this application "litigation" includes civil suits, bankruptcy proceedings, and any administrative process in which an agency of the federal, state or local government has taken adverse licensing or disciplinary action. "Sponsoring entity" includes any organization, whether incorporated or not, to which the sponsoring entity is successor in interest; any organization, whether incorporated or not, which the sponsoring entity has purchased; and, any organization, whether incorporated or not, for which the sponsoring entity has taken possession of substantially all assets previously possessed by that organization.**

There are no liens, litigation history, and/or any sanctions from any local, state and/or federal regulatory agency against Great Hearts Texas.

g. **List any open-enrollment charters already held by the sponsoring entity.**

Great Hearts America – Texas currently holds a Generation 17 charter for Great Hearts Academies – San Antonio.

h. **Submit, as Attachment K, a credit report of the sponsoring entity. If the sponsoring entity was incorporated after January 1, 2011, it is not required to provide a credit report and may instead provide a statement that, "No documents are being provided because the sponsoring entity was incorporated after January 1, 2011". A statement of not applicable will result in**

this item being considered incomplete and the removal of the application from the process. If the entity was incorporated prior to January 1, 2011, and there is no credit history, a response from one of the credit rating agencies must be attached indicating the entity has no credit history.

Attachment K contains a credit report for the sponsoring entity. Since Great Hearts America – Texas did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations long enough to create a credit history. However, we have included a credit report for The Sister Creek Center for the Liberal Arts because Great Hearts America – Texas filed a Restated Certificate of Formation with the Secretary of State of Texas on February 21, 2012 to take over the dormant not-for-profit entity.

i. **Submit, as Attachment L, a copy of the most recently filed (IRS) Form 990. Note: Small tax-exempt organizations whose annual gross receipts are normally $25,000 or less may be required to electronically submit Form 990-N, also known as the e-Postcard, unless they choose to file a complete Form 990 or Form 990-EZ. If the applicant submits the e-Postcard to the IRS, provide, in Attachment L, a copy of the information that was provided to the IRS. A copy of the submitted information can be located on the IRS website at "Annual Electronic Filing Requirements for Small Exempt Organizations – Form 990-N (e-Postcard)" or www.irs.gov/app/ePostcard/. If a Form 990 is not available, provide a statement that explains why a Form 990 (990-N) is not available. A statement of not applicable will result in this item being considered incomplete and the removal of the application from the process.**

Attachment L contains a Form 990. The fiscal year end for the sponsoring entity is December 31st. Accordingly, the most recent fiscal year for which a tax return is to have been filed as of this application, as required by the Internal Revenue Service, is for the tax year 2011. Great Hearts America – Texas, did not have any financial transactions prior to November 6th 2012 and accordingly filed Form 990N (i.e. the IRS form for tax-exempt organizations not required to file form 990 or 990-EZ) for the year ended December 31, 2011 under the name of entity on file with the IRS at the time of filing (The Sister Creek Center for the Liberal Arts).

The entity filed a Restated Certificate of Formation with the Secretary of State of Texas on February 21, 2012 in which it officially changed its name to Great Hearts America – Texas. The entity retained the Employer Identification Number (Tax ID) of 43-1973126 and its previously determined tax exempt status. Under IRS guidance, the organization reported such changes to its organizing document by filing a mid-year Form 990 during 2012 (see Schedule O and related attachments in the attached Form 990). Under IRS rules, Great Hearts America – Texas will file its Form 990 for the fiscal year ended December 31, 2012 no later than May 15, 2013 unless an appropriate extension is filed.

Current Operations of Sponsoring Entity

j. If non-charter programs are currently operated by the sponsoring entity, describe whether, and if so how, these non-charter programs will relate to the charter school.

Great Heart Texas does not operate any non-charter programs.

k. If there are plans to begin operating any non-charter programs within the next two years, describe whether these non-charter programs will relate to the charter school. Describe how the charter school will maintain separate administrative, business, financial, payroll, personnel and other records.

Great Heart Texas does not plan to operate any non-charter programs.

Start Up of Charter School Operations

l. Provide a statement describing the projected amounts of start-up funding. The statement must identify the amount of each source of funds and the specific source of funding (i.e., private donor, charitable foundation, local government, state/federal agency). Charter school applicants should be aware that the fiscal year of the charter school should end on August 31. Through a grant application process, federal funds may be available for up to 18 months of post-award planning and up to two years of implementation. However, start-up funds are available for no more than three years. Actual funding depends on the number of eligible charters, the completion of a successful competitive charter grant application, and the continuation of funds from the United States Department of Education. Start-up funding is not to be used for budget purposes, and, if awarded, will not be available to the sponsoring entity until the contract for charter has been executed, a county-district number has been assigned, and a grant application has been completed and negotiated. The federal funds may then only be accessed after a request for reimbursement has been submitted. Generally, the federal funds may not be received until after the charter holder has demonstrated that it has incurred an expenditure that represents an allowable cost pursuant to the requirements of the federal award.

Great Hearts Texas has $3.25M in revenues for start-up funding. Funds pledged are to be used for the creation of Great Hearts Texas, the district office that will oversee operations in San Antonio and Dallas.

Charitable Foundation	Total Funding	Start-Up Funding
The Brackenridge Foundation	$1,000,000	$225,000
The Ewing Halsell Foundation	$2,000,000	$1,000,000
The Area Foundation	$250,000	$250,000
Total	**$3,250,000**	**$1,474,000**

m. Submit, as Attachment M, documentation (e.g., letters of credit, loan agreements, notices of grant awards, documentation of any other sources of

funding that will *must be repaid*) verifying all nongovernmental sources of funding. These sources of funding/credit must *not* be included in the start-up budget.

Attachment M provides a statement that no such sources of funding are available to report at this time.

n. **Submit, as Attachment N, documentation (e.g., letters from donors that will *not* be repaid, notices of grant awards, documentation of any other sources of funding that will *not* require repayment) verifying all nongovernmental sources of funding.**

Attachment N contains documentation (i.e., letters of credit, letters from donors, loan agreements, notices of grant awards, etc.) verifying all sources of funding that do not require repayment. Funds pledged are to be used for the creation of Great Hearts Texas, the district office that will oversee operations in San Antonio and Dallas.

o. **Describe the process by which the annual budget of the charter school will be adopted.**

The headmaster and Superintendent/CEO will develop a school budget based on Texas law and the needs of the school program. Pursuant to Texas School Law, the annual school budget will be adopted no later than the month of July prior to the school year.

p. **Submit, as Attachment O, a start-up budget; the electronic version of this template can be found at http://www.tea.state.tx.us/index.aspx?id=3475. A sample can be seen in Appendix IV. Note that only this start-up budget template will be accepted for the purposes of this application. To complete the start-up budget template, use the Special Supplement To Financial Accounting and Reporting, Nonprofit Charter School Chart of Accounts which may be found at http://www.tea.state.tx.us/index4.aspx?id=1222. The start-up budget must include the period between the date that the charter is awarded by the State Board of Education and the date that the proposed charter school will begin operations. The start-up budget must identify all sources of funding and anticipated expenses. The private or local sources of funding must be supported by the documentation included in Attachment M. The revenues and expenses for each entry in the budget template must be supported with written calculations indicating how the amounts were derived. (For example, 3 teachers @ $30,000 annual salary = $90,000 salaries or wages entered to line 6119. These written calculations should be attached following the printout of the completed start-up budget template).**

Attachment O contains a start-up budget.

q. **Submit, as Attachment P, a budget for the first year of operations.**

Attachment P contains a budget for the first year of operations.

r. Submit, as Attachment Q, a combined five-year budget that summarizes revenues and expenses. The combines five years also contain cumulative amounts and percentages.

Attachment Q contains a combined five-year budget summarizing revenues and expenses.

Start-Up Timeline

Upon approval of the charter application and signing of the charter contract, the following timeline for actions will become effective with specific dates:

By February 28, 2014 (Planning Stage)
- Finalize the Governing Board and engage the members into the active agenda
- Develop Student Handbooks
- Further research curriculum materials and make improvements
- Develop personnel policy and procedures handbook
- Start implementing Phase Two of the marketing plan

By March 3, 2014 (Planning Stage)
- Locate a facility and plan on any necessary improvements
- Finalize and sign facility lease agreement
- The Governing Board finalizes and adopts all policies and procedures
- Implement Marketing Strategy - hold community meetings with school Headmaster and
- School Board members and start enrollment of students

By June 30, 2014 (End of Planning Stage - School Opens)
- Recruit faculty and staff and secure support services, such as fiscal support (accounting, budget, payroll, banking,
- auditing, purchasing), insurance, staff benefits, telecommunications, legal advice,
- custodial service, etc. and engage new faculty and staff members into implementation of the school plan
- Formalize the instructional program. Select and purchase instructional materials, choose materials for assessing student achievement, and plan professional development
- Sign contracts with all outside vendors and service providers
- Purchase and set up software and technology systems for front office, student records, and state reporting
- Collect and verify and submit student counts to Arizona Department of Education, School Finance Division
- Establish and maintain regular monthly meeting of the Governing Board
- Continue enrollment of students

During July (School Opens – Final Preparations for First Day of School)
- First Professional In-Service
- Delivery of all equipment, books, supplies, instructional materials
- Implementation of school plan and continue enrollment of students
- Concentrate on marketing campaign and enrollment of students

- Each teacher prepares her/his classroom for first day of school
- Prepare the school for the first day of school

Start-Up Expenses with Assumptions

The start-up budget submitted as **Attachment O** reflects the start-up plan. The Start-Up Budget reflects planning activities in the pre-opening period of Great Hearts Academies – Dallas. The start-up budget reflects all pre-opening activities that would make the new school an effectively functioning educational unit and supports the timeline of the program. The start-up budget is well balanced and the start-up expenses will not exceed the start-up funds.

Management Company and Other Contracted Services

s. Describe the manner in which an annual audit of the financial and programmatic operations of the program is to be conducted.

Great Hearts will undergo an end-of-year independent audit annually to the satisfaction of all requirements outlined in the charter contract by the charter authorizer.

t. Identify any organization(s) and/or individual(s) that will provide financial accounting, payroll, and/or tax accounting services for the proposed charter school.

To date, Great Hearts America - Texas has not entered into any agreements or understandings with financial or accounting service vendors.

The financial accounting, payroll, and tax accounting services for Great Hearts America—Texas will initially be donated by the finance staff of Great Hearts Academies, Inc., a non-profit organization serving fifteen charter schools in Arizona. No terms have been negotiated to date between Great Hearts America – Texas and Great Hearts Academies, Inc. However if a negotiated service agreement is entered into, we would expect that the terms will be relatively consistent with past practices of Great Hearts Academies, Inc. whereby the charter school will pay for professional services associated with back office administrative services (e.g. accounting, payroll, etc.) as a percentage of the schools state aid received (typically between 7.5 and 10%).

Great Hearts America - Texas has engaged Padgett, Stratemann & Co., L.L.P. , a qualified independent tax and accounting firm to perform its audit for the most recent fiscal year end after considering multiple firms through a competitive bid process. Great Hearts America – Texas may also decide to engage a qualified firm to assist in the preparation of IRS Form 990 tax filings in the future. Great Hearts Academies, Inc. has historically engaged Fester & Chapman, P.C. (Phoenix, AZ) to assist in the preparation of IRS Form 990 filings and Great Hearts America – Texas would consider hiring them as well through a competitive bid process.

u. Discuss the qualifications of the organization(s) and/or individual(s). Include a list of any current or former clients that were charter schools.

Great Hearts Academies, Inc. has been supporting charter schools since 2002 and has the requisite staffing and expertise to deliver financial services, including a team of school accountants, accounts payable staff, a payroll department (which interfaces with ADP, a national leader in payroll services) and a grants administrator.

Padgett, Stratemann & Co., L.L.P. has several Texas-based charter schools in their portfolio of clients. Current or former clients include such respected charter schools as KIPP San Antonio.

v. Submit, as Attachment R, a copy of the negotiated service agreement(s) with any organization(s) and/or individual(s) that will provide financial accounting, payroll, and/or tax accounting services for the proposed charter school. If the charter school intends to enter into such an agreement, and if the agreement is not available on the date that the application is submitted, include a letter of agreement or understanding outlining the terms negotiated to date. If the charter holder does not intend to enter into such an agreement, state this in the attachment. A statement of not applicable will result in this item being considered incomplete and the removal of the application from the process.

Attachment R contains a statement regarding negotiated service agreement(s) with any organization(s) and/or individual(s) that will provide financial accounting, payroll, and/or tax accounting services for the proposed charter school.

The day to day financial accounting, payroll, and tax accounting services for Great Hearts America—Texas will initially be donated by the finance staff of Great Hearts Academies, Inc., a non-profit organization serving fifteen charter schools in Arizona. No terms have been negotiated to date between Great Hearts America – Texas and Great Hearts Academies, Inc. However if a negotiated service agreement is entered into, we would expect that the terms will be relatively consistent with past practices of Great Hearts Academies, Inc. whereby the charter school will pay for professional services associated with back office administrative services (e.g. accounting, payroll, etc.) as a percentage of the schools state aid received (typically between 7.5 and 10%).

Great Hearts America - Texas has engaged Padgett, Stratemann & Co., L.L.P., a qualified independent tax and accounting firm to perform an initial audit for the stub period since the entity began operations in 2012 through the period ending December 31, 2012 after considering multiple firms through a competitive bid process. A copy of the engagement letter is included in **Attachment R.** Great Hearts America – Texas may also decide to engage a qualified firm to assist in the preparation of IRS Form 990 tax filings in the future. Great Hearts Academies, Inc. has historically engaged Fester & Chapman, P.C. (Phoenix, AZ) to assist in the preparation of IRS Form 990 filings and Great Hearts America – Texas would consider hiring them as well through a competitive bid process.

Otherwise, Great Hearts America - Texas has not entered into any agreements or understandings with financial or accounting service vendors.

w. Indicate whether the charter holder will adopt the provisions of Texas Education Code (TEC), Chapter 44, Subchapter B, as the process for awarding a contract for the construction, repair, or renovation of a structure, road, highway, or other improvement or addition to real property. If so, the provisions of TEC, Chapter 44, Subchapter B, will control in lieu of Subchapter B, Chapter 271, Texas Local Government Code.

Great Hearts will adopt Code (TEC), Chapter 44, Subchapter B, as the process for awarding a contract for the construction, repair, or renovation of a structure, road, highway, or other improvement or addition to real property.

Financial Accounting System

The financial accounting software must enable the proposed charter school to comply with the requirements discussed in the Special Supplement To Financial Accounting and Reporting, Nonprofit Charter School Chart Of Accounts. (An electronic copy of the supplement is located at http://www.tea.state.tx.us/index4.aspx?id=1222.)

x. Identify and discuss the capabilities of the financial accounting software (i.e., the complete name of the software application and the software version) that the proposed charter school will use.

Include information about the following aspects of the software: the ability to track asset, liability, net asset, revenue and expense data; the ability to record and maintain the budget, including amendments, approved by the governing body of the sponsoring entity; the ability to record and maintain information regarding outstanding liabilities; and the ability to submit financial accounting data to be included in the Public Education Information Management System (PEIMS). If the applicant is aware that data will need to be exported to another software application (e.g., Lotus, MS Excel, MS Access) to be prepared for PEIMS submission, discuss the process that will be used to export the data.

Great Hearts Texas will employ industry leading nonprofit accounting software that is more than just a mechanism for capturing transactions and preparing standard financial reports. Our financial software (Blackbaud's Financial Edge *version 7.82*) allows us to adopt a business-oriented approach toward managing organizational finances, increasing our efficiency and giving us the tools we need to succeed in today's challenging education funding climate.

The Financial Edge software is designed to:

- Maintain the highest level of accountability
- Save time and money by streamlining our daily operations and administrative tasks
- Provide the intelligence we need to make strategic decisions to drive organizational growth

The Financial Edge gives an entire record to view financial activity, budgets, grant reimbursements, supporting documents, and a history of changes. The Financial Edge also transforms traditional accounting data into decision-making power by utilizing online dashboards for budget managers. It helps our professionals make smart strategic decisions, achieve the highest level of fiscal transparency and accountability, and evaluate the performance of every initiative or department in real-time with a click of the mouse. The Financial Edge has the ability to submit financial accounting data to be included in the Public Education Information Management System (PEIMS) and export data to several other software applications.

Student Attendance Accounting

The student attendance accounting software must enable the proposed charter school to comply with the requirements discussed in the Student Attendance Accounting Handbook. For further information, refer to http://www.tea.state.tx.us/index2.aspx?id=7739&menu_id=645&menu_id2=789.

y. Identify the student attendance accounting software (i.e., the complete name of the software application and the software version) that the proposed charter school will use, and discuss the software's ability to produce the required reports and track student-related data required in PEIMS.

Great Hearts Academies is registered with Tyler Technologies Schoolmaster District Edition (Version 1.80a) that pulls enrollment, average daily attendance, and average daily membership reports. This software is fully compliant with the related data requirements for PEIMS.

Facility Management

z. Provide the physical address of the facility to be used by the proposed charter school and describe the facility.

The facility for Great Hearts Texas' first school in Dallas has not yet been secured.

aa. Describe how the facility is currently used or how it was used in the past.

The facility for Great Hearts Texas' first school in Dallas has not yet been secured.

bb. Explain why the site will be a suitable facility for the proposed charter school.

The facility for Great Hearts Texas' first school in Dallas has not yet been secured.

cc. Discuss plans to ensure that school facilities are accessible to disabled persons.

The facility for Great Hearts Texas' first school in Dallas has not yet been secured. Great Hearts Texas will make the facility accessible to disabled person to comply Federal ADA requirements.

dd. Discuss the necessity of renovating and/or repairing the facility to ensure compliance with applicable building and/or occupancy codes and to make the facility ready for school operations. Identify the dollar amounts of any renovations and repairs.

Upon selection of a facility, Great Hearts Texas will renovate the facility in Dallas to ensure compliance with applicable building and/or occupancy codes and to make the facility ready for school operations.

ee. Submit, as Attachment S, the certificate of occupancy or equivalent certificate showing that the facility is appropriate for school use that has been issued by the appropriate governing entity (i.e. local, county, or state authority having jurisdiction for the facility.) If a certificate of occupancy is not yet available, so state and provide an assurance that a certificate of occupancy will be obtained and submitted to TEA before serving students. A statement of not applicable will result in this item being considered incomplete and the removal of the application from the process.

Attachment S contains a statement of assurance that a certificate of occupancy will be obtained and submitted to TEA before serving students.

ff. Discuss any progress, partnership developments or future steps towards the acquisition of a facility and/or land.

Great Hearts Texas is in the process of securing the services of a commercial realty company to begin prospecting for the proposed facility and land needed to established the new school. Upon notification of receiving the charter, Great Hearts will work with the commercial realty company to secure an adequate facility.

gg. Submit, as Attachment T, a copy of the negotiated lease agreement(s), deed(s) to property, earnest money contract, or purchase agreement(s), as applicable. If none of these documents are available on the date that the application is submitted, include a letter of agreement or understanding outlining the terms negotiated to date or a statement that no lease, deed to property, or purchase agreement has been negotiated. Any agreements or statements submitted must be signed by all parties involved in the transaction. If a location has not been identified, a statement noting this should be included. A statement of not applicable will result in this item being considered incomplete and the removal of the application from the process.

Attachment T contains a statement indicating that the location has not been identified and that no lease, deed to property, or purchase agreement has been negotiated.

hh. Identify the individuals who negotiated the lease or purchase of the facility on behalf of the lessor or seller and the sponsoring entity. Note any relationships or business affiliations between the individuals identified above.

Great Hearts is in the process of securing the services of a commercial realty company to begin prospecting for the proposed facility and land needed to

established the new school. There are no known relationships or business affiliations.

ii. Identify all other organizations or individuals that will be using the facility in addition to the proposed charter school.

No other organization will be utilizing the facility.

Transportation and Food Service

jj. Describe provisions for transportation for students served by the charter school. Pursuant to federal law, the school must provide transportation to students eligible for special education and related services as required by their Individualized Education Program (IEP).

Great Hearts Texas will provide transportation for students eligible for special education and related services will be made available if approved by the ARD committee and required by a student's Individualized Education Program (IEP).

kk. Describe provisions for food service, if any, for students served by the charter school, including plans for free or reduced lunch and breakfast programs. If 10% of the students qualify for free or reduced breakfast, the school is required by Texas Education Code §33.901 to provide a breakfast program for those students. For additional information, refer to http://www.squaremeals.org.

Great Hearts Texas will provide food service for students served by the charter school, including plans for free or reduced lunch and breakfast programs. The contract for outside food services will be bid out pursuant to Texas Public Law.

Attachment A

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Auctions Inside

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- Saturday Autos *Al Día*
- Aldiatx.com
- Saturday *Briefing*
- Friday *neighborsgo*
- Online photos & additional text

Pets
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- *The Dallas Morning News*
- Pets website
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- Aldiatx.com
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- Friday *neighborsgo*
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Garage Sales
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Real Estate
Starting at $119.00
- *The Dallas Morning News*
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The Dallas Morning News dallasnews.com

al día aldiatx.com

briefing

neighborsgo neighborsgo.com The Dallas Morning News

*Based on a monthly avg. 2011 Release to Scarborough report

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Notices - Business

Great Hearts Academies - Dallas Informational Meeting Monday, Jan. 21, 6:30-7:30, at the Dallas Institute – 2719 Routh Street, Dallas, TX 75201. The sponsoring entity Great Hearts America - Texas invite you and your family to learn about its plan to open an open enrollment classical, liberal arts public charter school, Great Hearts Academies Dallas, USA in Dallas, TX in fall 2014. Board members: Peter Bezanson, president; Dan Scoggin, vice president; Ward Huseth, secretary/treasurer.

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$1,000 cash reward, no questions asked, for return of mens cashmere overcoat, leather gloves and car keys. Coat was stolen from a restaurant in Addison on Tuesday evening January 8th. An inferior coat of the same color was left in it's place. 615-738-0517

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Eclectic mix of furnishings, Louis Philipe daybed, Bernhart sofa, Royal Crown Derby "Avesbury", Lalique stemware, mens clothes, kitchen misc, lots & lots of holiday decor, linens, patio furniture, work out equipment, garage misc.
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The Jewel Box ESTATE SALE
January 19th & 20th
Saturday & Sunday 10:00 to 4:00
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Estate Sales

8927 San Fernando Way Sunday 1/20, 10-5p East Lake Pet Orphanage has another estate sale! House is for lease, everything must go! Entire house contents priced to sell! Neat rattan furnishings, solid wood shelving unit w/ adjustable shelves, cool dishes, lots of silverplate serving pieces, beautiful wood buffet, sofa table, coffee tables, fashionable clothes, shoes, linens, bunk beds, beautiful exotic shell collection, brass bed, TVs, cedar chest, IKEA table and chairs, books, kids stuff, small scale accent tables, beautiful handmade pottery, lovely glass, original art. All proceeds help homeless pets!

Estate Sales

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Antique Consignments — We BUY and ACCEPT consignments of French, Italian, English & Asian Antiques, All Accessories, Furn, Imported Rugs, Art, Lighting, Mirrors, Porcelain, Crystal, Period, Primitive & Gothic pieces. Please e-mail pictures to: service@antiquestop.com or bring your pictures to our store location at 3400 Preston Rd Ste 205 Plano, TX (75093). For additional info call: (972) 312-1501.

Estate Sales

HUGE ESTATE SALE 2509 Green Oak Dr., Carrollton, Saturday 1/19, 9:00 am: 7ft pool table $450; Dinette Set $225; 48" round dining set $1000; Graco Magnum LTS 17 paint sprayer $350; Ashley futon - $100; 2 floral sofas $150 each, toys, glass bathroom mirrors, ceiling fans, misc.

HUGE HUGE EXCITING ESTATE SALE Entire Victorian Home, 1114 Broadway Minden La Incl: Southern Red River Campaign Naval Battle pnting, Tubular wf clock, Geo.MahogSecretaire, 2 EARLY Sq. portraits, Pottier & Stymus Ren. Rev. tall back bed, HUGE Roll top desk, 2 SUPERB French mantel clocks, brnz chandelier, Am.Emp Armoire, HUNDREDS of lots of GREAT smalls, John Hulse windor, STERLING and s/p, incl TIFFANY & Gorham, Coca Cola cooler, Audubon prints, cds & hiboy, Seth Thomas calendar clock, legal bookcase, d-end dr table, sofas, Confederate memorabilia, all kinds collectibles, cut glass, brnze chandelier, OLD Oriental Rugs, Chinese porcelain, 2 Texas bluebonnet pntngs, N.O. memorabilia & collectibles AND MUCH MORE. FRI. & SAT J.25 & 26 8AM-5PM SUN J27 NOON-5PM PRICED TO SELL INC. THE APPRAISAL GROUP (504) 282-7611 NO EARLY BIRDS, PLEASE

Plano- 2728 Browning Dr, Fri & Sat 10-5, Sun 12-5. Estate & deconstruction sale Includes complete kitchen, pool equip, solar heating system and more. See www.24-7estatesales.com for info & pics.

Roanoke, 1600 Mesa Butte Ct@ Hwy114 near southlake, Jan 19th& 20th. Will sell indv items or obo for entire 10x15 unit furniture, desk, chairs, ladders, grill, tools, mower, AC unit 817-917-8016 birdsey@att.net

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JUMBLE THAT SCRAMBLED WORD GAME by David L. Hoyt and Jeff Knurek

Unscramble these six Jumbles, one letter to each square, to form six ordinary words.

MAYCER

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(Answers tomorrow)

Saturday's Jumbles: GUILT MERCY INHALE INFANT
Answer: To Noah Webster, creating a dictionary was - "MEANING-FULL"

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school and three hours for high school per night.

5. What is the school day and school year?

   Students will receive 6.5 hours of instruction per day. The school year will mirror the typical public district school year, going 180 days, exceeding the minimum requirement for instructional hours in core subjects, and celebrating all federal and national holidays.

6. Do you teach Greek?

   Greek is offered in the high school. Our ancient language track begins in middle school with Latin. After three years of Latin, going into 9th grade, a student may opt to continue with advance studies in Latin, begin Greek, or choose a modern language such as Spanish, French or German.

7. Are classes self-contained at the K-5 level?

   Students will stay in the same classroom the entire day with a lead teacher and assistant or apprentice teacher as an aide. Students may leave for physical education, fine arts, science, and to eat lunch in the cafeteria.

8. Is the lottery procedure set by the state or by the school?

   Adhering to state regulations, Great Hearts uses a computerized lottery system. After the lottery, a waitlist for each grade is created based on date of application.

9. What after school activities do you have besides sports?

   We have a variety of non-athletic extracurricular activities beginning with our Athenaeum program in the archway and middle school grades. These are on-site after-school offerings including programs like yoga, ballroom dancing, speech and drama, cooking, and chess. High school clubs outside of varsity athletics can range from improv troupes, jazz band, and computer club. Students with ideas for new clubs are welcome to submit proposals to the headmaster.

10. Do any GH schools use a block schedule?

    Great Hearts does not use block scheduling. There may be a schedule switch of fine arts and poetry at the end of a semester for the prep school.

11. If students stay with the same section, how do you deal with dominant personalities vs. timid personalities?

    Cohort sectioning is designed so that through the course of the year students get to

know one another on a more personal level than just classmates. Teachers too will also get to know these cohorts well and know which students work well together and which don't. And suggestions can be made in the following year or mid-year if necessary. The overarching idea is that in the course of their Great Hearts prep academy years, a student will have been in a cohort with every student in his or her class.

12. How do you evaluate faculty?

    The headmaster will meet with faculty to give feedback from peer observations and headmaster observations of classes throughout the year. Teachers and headmaster alike will be evaluated in a yearly family satisfaction survey normally disseminated in the spring.

13. How are teachers' contracts structured?

    Teachers starting out will be given one-year contracts with salaries based on experience. During the spring they will be asked to sign an intent to return form.

14. Is there tenure?

    There is currently no tenure track for faculty.

15. What is your application and hiring process for teachers?

    There is an online application that feeds into a centralized database. Each year our talent department, in conjunction with headmasters, will vet and interview candidates for openings for the following school year.

16. How do you handle discipline?

    Families and students are made aware of disciplinary policies in our family handbook. A dean of discipline or headmaster will resolve matters requiring their attention, notify parents, and take any necessary action regarding detention, in- or out of school suspensions, or in the most extreme cases, expulsion.

17. What is your teacher turn-over rate?

    A Great Hearts school might lose anywhere from 10-15% of its faculty.

18. Who's eligible geographically to attend the school?

    Great Hearts is open enrollment, so there are no geographic boundaries, no admission requirement, so it all depends on whether the commute to and from school makes sense for them. That said, we plan to replicate here what we've done in Phoenix, studying the

markets to find viable spots to open more locations to better serve the Dallas community.

19. What is GH philosophy on the use of technology?

    Great Hearts is not anti-technology but it is not emphasized in the day to day classwork. Teachers will be using document cameras or smartboards during their lessons, and students will be asked to do things like powerpoint presentations or printed drafts of essays, but philosophically, technology is more often a barrier to the meaningful human interactions of daily life and we look to foster a culture that embraces conversation and the mutual pursuit of exploring and sharing ideas.

20. Are you able to keep I-phones, etc. out of the classrooms?

    Great Hearts has a strict no cell phones in class policy. Students are allowed to use them at certain times (say before or after school) and in designated locations, but must remain off and stored in lockers during the school day. IF a student needs to contact mom or dad they are able to request use of the front desk landline.

21. How do you do faculty development?

    The Great Hearts central office will schedule two network-wide professional development in-services during the school year. At the school level, headmasters determine a regular faculty meeting schedule along with master teachers in each department meeting with colleagues to discuss curriculum, classroom management, etc. Great Hearts also has a New Faculty Orientation every summer before start of school and an all-faculty summit during which various professional development break out sessions are held. There is a summer institute that teachers may sign up for as well as announcements for various external opportunities provided by the talent department.

22. Do your teachers need to be certified?

    According to the charter laws teachers do not need to be certified, and in fact the majority of Great Hearts faculty are not. They are however what we call highly qualified, meaning they meet a certain set of criteria such as coming from a Great Books university, having prior teaching experience, or certain credit hours in a given subject.

23. How do you make your campuses safe?

    Safety is the top priority on campus. The first thing is we make sure that everyone is where they ought to be, whether it is during school or after school, no one is ever idle in the halls. All visitors must sign in at the front desk, state their business, receive identification badges and then sign out before they leave. We hold regular fire drill and

lock down exercises, and make sure every aspect of our building is up to code.

24. Have you ever hired security guards during the day?

    We've never felt that that was a necessary course of action at any of our schools.

25. How do you bring kids who are below grade level up to where they should be?

    Students who are identified as below grade level will be closely monitored by various metrics including benchmark testing along with their peers through programs like GALILEO, as well as before and after school tutoring.

26. Do you have help for students with learning disabilities?

    We have a full array of exceptional student services, with qualified professionals working with students under IDEA or with a 504.

27. Do you read any theological works?

    At the core of our curriculum are the Great Books of the Western canon, and so Judeo-Christian literature is taken as an integral part of our heritage. That said, we embrace the fact that we are also a public school and approach a religious text, such as the Bible, as we would a work of literature, meant to be critically examined and analyzed, its profoundest ideas explored.

28. Do you read the Book of Job?

    Upper school students will read selections from the Old and New Testament. Job would be read as a work of literature, in the context of a public school setting.

29. How do you get athletic facilities in the start-up years?

    A big part of the Athletic director's role is ensuring that we have the capacity to provide our student-athletes with the best facilities available. He or she is in charge of renting fields for practices and games if there is not one located on the campus, using their allotted budget to get the necessary equipment for coaches and teams and created the most positive experience for our students as possible.

30. Do teachers have extracurricular duties?

    All of our teachers will have an extracurricular or school duty on campus, whether it is advising a club, coaching a varsity or junior high sport or directing morning and afternoon traffic.

31. How are the schools funded?

Great Hearts receives state funding, however, at a fraction of what traditional public school districts receive. In Arizona it's a gap of about $1500, and so we ask our families to contribute through a community investment and tax credit. By meeting our fiscal goals we can ensure a top-quality education, talented faculty and staff, and small class sizes. We also reach out to local and national philanthropist and grant foundations looking to support quality charter schools

Sponsoring Entity: Great Hearts America - Texas

Proposed Charter School Name: Great Hearts Academies - Dallas

Eighteenth Generation Charter Application
Special Education Assurances and Development of Policies and Procedures

Pursuant to the Individuals with Disabilities Education Improvement Act (IDEA 2004) Section 613 (a) (1), each charter school must have on file with the Texas Education Agency (TEA) a plan that provides assurances that it has in effect policies, procedures and programs consistent with State policies and procedures governing special education. Charter schools are required to develop plans using the online Legal Framework for the Child-Centered Process following the guidance below. Posting plans on the Legal Framework is not required, but is strongly encouraged.

Electronic Submission
Region 18 Education Service Center (ESC) in coordination with other ESCs provides leadership to the State in the electronic development of charter policies and procedures through the online **Legal Framework for the Child-Centered Process Phase IV: "Charting the Course"** (Legal Framework-Phase IV) at **http://framework.esc18.net/**.

Applicant Assurance Statement
The sponsoring entity's CEO must sign the assurance statement below certifying that the proposed charter school will have in place upon opening the above-described special education policies and procedures. Once the contract is issued and a county district number is assigned, the charter holder will develop its policies and procedures through the online Legal Framework.

Future Updates to Policies and Procedures
Charters will use the Legal Framework for developing and submitting updated policies and procedures assurances in the future. Guidance from ESCs on updates to policies and procedures will be ongoing.

Technical Assistance
For questions concerning or information about the electronic submission of charter policies and procedures, please consult with your regional ESC special education contact at **http://www.tea.state.tx.us/special.ed/escinfo/contact.html**.

Assurance Statement

By signing below, the sponsoring entity assures that the proposed charter school will have in place prior to opening policies and procedures that ensure implementation of IDEA 2004 and *all* federal regulations, Texas laws, State Board of Education (SBOE) rules, and commissioner's rules concerning students with disabilities receiving special education services and further assures that any future amendments to the regulations, laws, and rules will be incorporated into policies and procedures and implemented by the charter school.

Peter Bezanson

Printed Name of Sponsoring Entity Board Chair

02-27-2013

Signature of Sponsoring Entity Board Chair
(must sign in blue ink)

Date

SAS 539-13
RFA 701-13-101

Eighteenth Generation Open-Enrollment Charter Applicant Biographical Affidavit (MUST BE TYPED and NOTARIZED)

Check all that apply:

☒ Member of the governing body of the sponsoring entity

☒ Member of the governing body of the charter school

☐ School officer: _____ (State position as defined in TEC, §12.1012.)

Full Name of Sponsoring Entity Great Hearts America - Texas

Full Name of Proposed Charter School Great Hearts Academies - Dallas

In connection with the above-named organization and charter school application, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any questions fully.)

IF ANSWER IS "NO" OR "NONE", SO STATE.

1. Full Name (Initials Not Acceptable) Daniel Paul Scoggin

2. Have you ever had your name changed or used another name? ☐ Yes ☒ No

   If yes, give reason for the change: no

   Maiden name (if female): none

   Other names used at any time: none

3. Current home address: 3106 E. Lexington, Gilbert, AZ 85234

   If you are a member of the governing body of the sponsoring entity and the sponsoring entity is an out-of-state organization, do you reside within 50 miles of the geographic boundary of the proposed charter school?

   ☐ Yes ☒ No ☐ N/A (because I am not a member of the governing body of the sponsoring entity or the sponsoring entity is based in Texas).

4. Current home telephone number: 480-756-9644

5. Education: Dates, Names, Locations and Degrees

   College: 8/87-6/91, Santa Clara University, Santa Clara, CA, B.A. English Literature

   Graduate Studies: 8/91-5/98, Claremont Graduate University, Claremont, CA, M.A. and Ph.D English Literature

   Others: _____

6. List membership(s) in professional societies and associations:

none

7. List complete employment record, including self-employment (up to and including present jobs, positions, directorates or officerships) for the past 10 years including dates, employers, addresses and positions held:

1/2004-present: Great Hearts Academies, 3102 N. 56th St., Phoenix, AZ 85018, founding Chief Executive Officer

8/98-12/2003: Tempe Preparatory Academy, 1251 E. Southern Ave., Tempe, AZ: Headmaster and teacher

8. List all businesses or organizations of which you are a partner or in which you have a majority interest:

none

9. List all previous experience with charter schools. Include open-enrollment schools and/or campus or program charters including dates, charter schools/charter holders, addresses and positions held:

I am the charter holder for 15 open-enrollment charters, all in Metro Phoenix: Veritas Prep (2002), Chandler Prep (2004), Mesa Prep (2006), Glendale Prep (2007), Scottsdale Prep (2007), Teleos Prep (2008), Archway Chandler (2009), Anthem Prep (2009), Archway Veritas (2010), Archway Scottsdale (2010), Trivium Prep (2010), Archway Trivium (2010), North Phoenix Prep (2011), Archway North Phoenix (2011), and Maryvale Prep (2011)

10. List all previous experience with any charter school management company including dates, management company, address and position held:

Since January 2004 to present, I am the founding Chief Executive Officer of Great Hearts Academies, an Arizona not-for-profit Charter Management Organization, address: 3102 N. 56th St., Phoenix, AZ.

11. List any professional, occupational, or vocational licenses issued by any public or governmental licensing agency or regulatory authority which you presently hold or have held in the past. State date license was issued, issuer of license, date terminated, reasons for termination:

I have a State of AZ level one fingerprint clearance card issued in 2004 and renewed on 1/04.2012, card [redacted]

12. During the last 10 years, have you ever been refused a professional, occupational or vocational license by any public or governmental licensing agency or regulatory authority, or has such license held by you ever been suspended or revoked?

○ Yes ◉ No

If yes, give details:

none

13. Will you be employed by or contract with the sponsoring entity, the charter school, or the managment company of the school?

○ Yes ◉ No If so, please state the compensation you expect to receive.

Also explain any other compensation you expect to receive for service on the governing body of the sponsoring entity.

none

14. Is any relative within the third degree of consanguinity (i.e., your parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) or within the third degree of affinity (i.e., your spouse or your spouse's parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) a member of the governing body of the sponsoring entity or of the governing body of the charter school?

○ Yes ◉ No

If so, give details:

none

15. Will any relative(s) within the third degree of consanguinity or affinity (See definitions in Question 14 above.) be employed by or receive any compensation or remuneration from the sponsoring entity, charter school, or the management company of the charter school?

○ Yes ◉ No

If so, give details:

none

16. Have you ever been convicted of a misdemeanor involving moral turpitude; a felony; an offense listed in TEC 37.007(a); or an offense listed in Article 62.01(5) Code of Criminal Procedure?

○ Yes ◉ No

If so, give details:

none

17. Have you ever been adjudged bankrupt? ○ Yes ◉ No If so, please provide the following information.

Number of times adjudged bankrupt: no

Date of each bankruptcy judgment: none

Description of the circumstances surrounding each bankruptcy:

none

18. Have you ever been an officer, director, trustee, investment committee member, key employee, or controlling stockholder of any business, which, while you occupied any such position or capacity with respect to it, became insolvent, declared bankruptcy, or was placed under supervision or in receivership, rehabilitation, liquidation or conservatorship?

○ Yes ◉ No

If so, give details:

none

Dated and signed this 22nd *day of* February, 2013.
I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

(Signature of Affiant)

VERIFICATION

State of Arizona

County of Maricopa

On this day, Dan Scoggin (name of affiant) appeared before me the undersigned notary public and deposed that he/she executed the above instrument and that the statements and answers contained therein are true and correct to the best of his/her knowledge and belief.

Subscribed and sworn to before me this 22 day of February, 2013.

Maria Carmen Mioni
(Notary Public)

(SEAL)
Maria Carmen Mioni
Notary Public - Arizona
Maricopa County
My Comisission Expires
January 22, 2016

My commission expires Jan. 22, 2016

Attachment D

Eighteenth Generation Open-Enrollment Charter Applicant Biographical Affidavit (MUST BE TYPED and NOTARIZED)

Check all that apply:

☒ Member of the governing body of the sponsoring entity

☒ Member of the governing body of the charter school

☐ School officer: _____ (State position as defined in TEC, §12.1012.)

Full Name of Sponsoring Entity Great Hearts America - Texas

Full Name of Proposed Charter School Great Hearts Academies - Dallas

In connection with the above-named organization and charter school application, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any questions fully.)

IF ANSWER IS "NO" OR "NONE", SO STATE.

1. Full Name (Initials Not Acceptable) Peter David Bezanson

2. Have you ever had your name changed or used another name? ☐ Yes ☒ No

   If yes, give reason for the change: none

   Maiden name (if female): none

   Other names used at any time: none

3. Current home address: 9425 N Arroya Vista Dr W Phoenix, AZ 85028

   If you are a member of the governing body of the sponsoring entity and the sponsoring entity is an out-of-state organization, do you reside within 50 miles of the geographic boundary of the proposed charter school?

   ☐ Yes ☒ No ☐ N/A (because I am not a member of the governing body of the sponsoring entity or the sponsoring entity is based in Texas).

4. Current home telephone number: 480-330-9727

5. Education: Dates, Names, Locations and Degrees

   College: 1990 - 1994, St. John's College, Annapolis MD and Santa Fe NM, B.A. in Liberal Arts

   Graduate Studies: 1995 - 2005, University of Iowa, Iowa City, IA, M.A. and Ph.D. in Philosophy

   Others: none

6. List membership(s) in professional societies and associations:

none

7. List complete employment record, including self-employment (up to and including present jobs, positions, directorates or officerships) for the past 10 years including dates, employers, addresses and positions held:

1998-present -- Mesa Community College, 1833 West Southern Ave., Mesa, AZ 85202, Adjunct Professor
2005-present -- Great Hearts Academies, 3102 N 56th St., Phoenix, AZ 85018, Chief Academic Officer
1998-2005 -- Tempe Preparatory Academy, 1251 East Southern Avenue Tempa, AZ 85282, Teacher
2012-present -- Scottsdale Preparatory Academy, 16537 N. 92nd St. Scottsdale, AZ 85260, Headmaster

8. List all businesses or organizations of which you are a partner or in which you have a majority interest:

n/a

9. List all previous experience with charter schools. Include open-enrollment schools and/or campus or program charters including dates, charter schools/charter holders, addresses and positions held:

Currently serve as Vice President for the Arizona State Board for Charter Schools

Currently serve as Director for: Archway Classical Academy--Veritas, Archway Classical Academy--Chandler, Archway Classical Academy--Scottsdale, Anthem Preparatory Academy, and Teleos Preparatory Academy

Previously served as Director for: Chandler Preparatory Academy, Scottsdale Preparatory Academy, Candeo School

10. List all previous experience with any charter school management company including dates, management company, address and position held:

2005-Present, Great Hearts Academies, 3102 N. 56th St. Phoenix, AZ, 85018, Chief Academic Officer

11. List any professional, occupational, or vocational licenses issued by any public or governmental licensing agency or regulatory authority which you presently hold or have held in the past. State date license was issued, issuer of license, date terminated, reasons for termination:

State of AZ Level One Fingerprint clearance card, [redacted], expires 01/12/2016

12. During the last 10 years, have you ever been refused a professional, occupational or vocational license by any public or governmental licensing agency or regulatory authority, or has such license held by you ever been suspended or revoked?

○ Yes ◉ No

If yes, give details:

none

13. Will you be employed by or contract with the sponsoring entity, the charter school, or the managment company of the school?

○ Yes ◉ No If so, please state the compensation you expect to receive.

Also explain any other compensation you expect to receive for service on the governing body of the sponsoring entity.

none

14. Is any relative within the third degree of consanguinity (i.e., your parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) or within the third degree of affinity (i.e., your spouse or your spouse's parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) a member of the governing body of the sponsoring entity or of the governing body of the charter school?

○ Yes ◉ No

If so, give details:

none

15. Will any relative(s) within the third degree of consanguinity or affinity (See definitions in Question 14 above.) be employed by or receive any compensation or remuneration from the sponsoring entity, charter school, or the management company of the charter school?

○ Yes ◉ No

If so, give details:

none

16. Have you ever been convicted of a misdemeanor involving moral turpitude; a felony; an offense listed in TEC 37.007(a); or an offense listed in Article 62.01(5) Code of Criminal Procedure?

○ Yes ◉ No

If so, give details:

none

17. Have you ever been adjudged bankrupt? ○ Yes ◉ No If so, please provide the following information.

Number of times adjudged bankrupt: none

Date of each bankruptcy judgment: none

Description of the circumstances surrounding each bankruptcy:

none

18. Have you ever been an officer, director, trustee, investment committee member, key employee, or controlling stockholder of any business, which, while you occupied any such position or capacity with respect to it, became insolvent, declared bankruptcy, or was placed under supervision or in receivership, rehabilitation, liquidation or conservatorship?

○ Yes ◉ No

If so, give details:

none

Dated and signed this 25 *day of* February, 2013

I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

(Signature of Affiant)

VERIFICATION

State of Arizona

County of Maricopa

On this day, Peter Bezanson (name of affiant) appeared before me the undersigned notary public and deposed that he/she executed the above instrument and that the statements and answers contained therein are true and correct to the best of his/her knowledge and belief.

Subscribed and sworn to before me this 25 day of Feb, 2013.

Maria Carmen Mioni
(Notary Public)

(SEAL)
Maria Carmen Mioni
Notary Public - Arizona
Maricopa County
My Comission Expires
January 22, 2016

My commission expires Jan. 22, 2016

Eighteenth Generation Open-Enrollment Charter Applicant Biographical Affidavit
(MUST BE TYPED and NOTARIZED)

Check all that apply:

☒ Member of the governing body of the sponsoring entity

☒ Member of the governing body of the charter school

☐ School officer: _____ (State position as defined in TEC, §12.1012.)

Full Name of Sponsoring Entity Great Hearts America - Texas

Full Name of Proposed Charter School Great Hearts Academies - Dallas

In connection with the above-named organization and charter school application, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any questions fully.)

IF ANSWER IS "NO" OR "NONE", SO STATE.

1. Full Name (Initials Not Acceptable) Ward Ryan Huseth

2. Have you ever had your name changed or used another name? ☐ Yes ☒ No

   If yes, give reason for the change: none

   Maiden name (if female): none

   Other names used at any time: none

3. Current home address: 5850 N 74th Place, Scottsdale AZ 85250

   If you are a member of the governing body of the sponsoring entity and the sponsoring entity is an out-of-state organization, do you reside within 50 miles of the geographic boundary of the proposed charter school?

   ☐ Yes ☒ No ☐ N/A (because I am not a member of the governing body of the sponsoring entity or the sponsoring entity is based in Texas).

4. Current home telephone number: 303-478-5186

5. Education: Dates, Names, Locations and Degrees

   College: September 1991 - December 1995; University of Wisconsin - Whitewater, Whitewater, WI: BBA in Accounting

   Graduate Studies: none

   Others: none

6. List membership(s) in professional societies and associations:

Member of American Institute of Certified Public Accountants
Former Member of Colorado Society of Certified Public Accountants
Former Member of Wisconsin Institute of Certified Public Accountants

7. List complete employment record, including self-employment (up to and including present jobs, positions, directorates or officerships) for the past 10 years including dates, employers, addresses and positions held:

1/2012-present: Great Hearts Academies, Phoenix, AZ: Chief Financial Officer
4/2009-12/2011: Charter School Growth Fund, Broomfield, CO: CFO and Investment Partner
7/2004-9/2008: Knowledge Learning Corporation, Littleton, CO: VP of Finance/CFO - School Partnerships (2005-2008) and Corporate Director of Financial Planning & Analysis (2004-2005)
12/2000-6/2004: ECollege.com, Denver, CO; Corporate Controller and Chief Accounting Officer (2001-2004) and Assistant Controller (2000-2001)

8. List all businesses or organizations of which you are a partner or in which you have a majority interest:

none

9. List all previous experience with charter schools. Include open-enrollment schools and/or campus or program charters including dates, charter schools/charter holders, addresses and positions held:

1/2012-present: Great Hearts Academies, Phoenix, AZ: Chief Financial Officer

4/2009 - Dec. 2011: Charter School Growth Fund, Broomfield, CO, CFO and Investment Partner

10. List all previous experience with any charter school management company including dates, management company, address and position held:

1/2012-present: Great Hearts Academies, Phoenix, AZ: Chief Financial Officer

4/2009 - Dec. 2011: Charter School Growth Fund, Broomfield, CO, CFO and Investment Partner

11. List any professional, occupational, or vocational licenses issued by any public or governmental licensing agency or regulatory authority which you presently hold or have held in the past. State date license was issued, issuer of license, date terminated, reasons for termination:

Certified Public Account License from the state of Colorado in July 1990, however license is currently inactive

12. During the last 10 years, have you ever been refused a professional, occupational or vocational license by any public or governmental licensing agency or regulatory authority, or has such license held by you ever been suspended or revoked?

○ Yes ◉ No

If yes, give details:

none

13. Will you be employed by or contract with the sponsoring entity, the charter school, or the managment company of the school?

○ Yes ◉ No If so, please state the compensation you expect to receive.

Also explain any other compensation you expect to receive for service on the governing body of the sponsoring entity.

none

14. Is any relative within the third degree of consanguinity (i.e., your parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) or within the third degree of affinity (i.e., your spouse or your spouse's parent, grandparent, great-granparent, child, grandchild, great-grandchild, sibling, aunt, uncle, niece, nephew) a member of the governing body of the sponsoring entity or of the governing body of the charter school?

○ Yes ◉ No

If so, give details:

none

15. Will any relative(s) within the third degree of consanguinity or affinity (See definitions in Question 14 above.) be employed by or receive any compensation or remuneration from the sponsoring entity, charter school, or the management company of the charter school?

○ Yes ◉ No

If so, give details:

none

16. Have you ever been convicted of a misdemeanor involving moral turpitude; a felony; an offense listed in TEC 37.007(a); or an offense listed in Article 62.01(5) Code of Criminal Procedure?

○ Yes ◉ No

If so, give details:

None

17. Have you ever been adjudged bankrupt? ○ Yes ◉ No If so, please provide the following information.

Number of times adjudged bankrupt:	No
Date of each bankruptcy judgment:	No

Description of the circumstances surrounding each bankruptcy:

None

18. Have you ever been an officer, director, trustee, investment committee member, key employee, or controlling stockholder of any business, which, while you occupied any such position or capacity with respect to it, became insolvent, declared bankruptcy, or was placed under supervision or in receivership, rehabilitation, liquidation or conservatorship?

○ Yes ◉ No

If so, give details:

None

Dated and signed this 22 *day of* February, 2013.
I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

(Signature of Affiant)

VERIFICATION

State of Arizona

County of Maricopa

On this day, Ward Huseth (name of affiant) appeared before me the undersigned notary public and deposed that he/she executed the above instrument and that the statements and answers contained therein are true and correct to the best of his/her knowledge and belief.

Subscribed and sworn to before me this 22 day of February, 2013.

Maria Carmen Mioni
(Notary Public)

(SEAL)
Maria Carmen Mioni
Notary Public - Arizona
Maricopa County
My Comisission Expires
January 22, 2016

My commission expires Jan. 22, 2016

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: OCT 17 2003

THE SISTER CREEK CENTER FOR THE
LIBERAL ARTS
C/O RICHARD E GOLDSMITH
MATTHEWS AND BRANSCOMB PLC
112 E PECAN STE 1100
SAN ANTONIO, TX 78205-0000

Employer Identification Number:
43-1973126
DLN:
17053168040013
Contact Person:
TERRY W BREWER ID# 31227
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31
Foundation Status Classification:
509(a)(1)
Advance Ruling Period Begins:
June 12, 2002
Advance Ruling Period Ends:
December 31, 2006
Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and

Letter 1045 (DO/CG)

contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally $25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling

period, you should file Form 990 for each year in your advance ruling period that you exceed the $25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of $20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed $10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding $1,000,000 in any year, the penalty is $100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding $1,000,000 shall not exceed $50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Letter 1045 (DO/CG)

THE SISTER CREEK CENTER FOR THE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosure(s):
Form 872-C

Letter 1045 (DO/CG)

COMPTROLLER OF PUBLIC ACCOUNTS

P.O. BOX 13528
AUSTIN, TX 78711-3528

November 12, 2003

Mr. Richard E. Goldsmith
Matthews and Branscomb
112 East Pecan, Suite 1100
San Antonio, Texas 78205

Dear Mr. Goldsmith:

Effective June 12, 2002, *The Sister Creek Center for the Liberal Arts* is exempt from Texas franchise tax and sales and use tax as a 501(c)(3) organization. The exemption does not extend to hotel occupancy tax.

We have assigned Texas Taxpayer Identification Number 1-43-1973126-2 to the organization. Please reference this number in correspondence with us. The assignment of the taxpayer number does not mean the corporation is permitted to collect or remit Texas taxes. Exempt organizations must collect taxes on most of their sales. Please give our Tax Assistance section a call at 1-800-252-5555 if you need a sales tax permit.

The sales tax exemption extends to goods and services purchased for use by your organization. The exemption does not apply if the purchase is for the personal benefit of an individual or private party, or is not related to the organization's exempt purpose. For more information, please see our publication # 96-122, *Exempt Organizations – Sales and Purchases.*

The enclosed exemption certificate can be issued instead of paying tax when buying taxable items related to the exempt purpose of the organization. The exemption certificate does not need a taxpayer identification number to be valid, but you may provide your Texas Taxpayer Identification Number if the seller requests it. Make as many copies of the exemption certificate as you need.

Changes to the organization's registered agent and registered office address must be filed with the Texas Secretary of State. The changes can be made online at http://www.sos.state.tx.us/corp/sosda/index.shtml or you can download the forms and instructions from http://www.sos.state.tx.us/corp/nonprofit.shtml. You can also contact them at corpinfo@sos.state.tx.us or by calling (512) 463-5582. It is important to maintain current registered agent information, because this is how we will contact you if we have reason to believe that your organization no longer qualifies for exemption.

Our goal is to provide you with prompt, professional service. Please take a moment to complete the enclosed survey. If it is more convenient, you may complete the survey on-line at http://aixtcp.cpa.state.tx.us/surveys/tpsurv.

If you have any questions, write to us at exempt.orgs@cpa.state.tx.us, or call us toll-free at 1-800-531-5441, extension 5-0252. Also, our publications, exemption certificates and other helpful information are online at http://www.window.state.tx.us/taxinfo/exempt.

Sincerely,

Peter Kevin Hudson

Peter Kevin Hudson
Exempt Organizations Section

Attachment F

SISTER CREEK CENTER

1507 Spanish Oaks
San Antonio, Texas 78213
210-525-0222 (tel. & fax)
210-323-3156 (cell)
Email: [redacted]

FAX

DATE: February 18, 2012 Total # pages: 10

TO: Bill Fisher Fax #: 210-226-8395
Cox & Smith

FROM: Jim Judson

RE: Sister Creek Center & Great Hearts Texas documents

Attached please find signed documents — Restated Certificate of Formation and Consent in Lieu of Meeting.

James M. Judson
Executive Director

Form 414 **(Revised 05/11)** Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Restated Certificate of Formation With New Amendments**	This space reserved for office use.

Entity Information

The name of the filing entity is:

THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- ☐ For-profit Corporation
- ☒ Nonprofit Corporation
- ☐ Cooperative Association
- ☐ Limited Liability Company
- ☐ Professional Corporation
- ☐ Professional Limited Liability Company
- ☐ Professional Association
- ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 8000931332

The date of formation of the filing entity is: June 12, 2002

Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

Identification of New Amendments

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- ☒ The entity name has been amended.
- ☒ The registered agent name or registered office address has changed.
- ☒ The purpose of the entity has been amended.
- ☐ The period of duration of the entity has been amended.
- ☐ A general partner has withdrawn or been admitted to the limited partnership.

Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

☒ **Other changes.** The certificate of formation has been amended as follows:

☒ **Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

Article Twelve - Added to include a provision on Discrimination.

☒ **Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

Article One - Amended to change Name
Article Four - Amended to reflect changes to the purpose of the Corporation
Article Five - Amended to add a Member
Article Six - Amended to change the article from Restrictions to Prohibited Transactions
Article Seven - Amended to change the article on Dissolution and Liquidation
Article Eight - Amended to change the Registered Office and Registered Agent
Article Nine - Amended to name current Board of Directors
Article Ten - Amended to change the article from Limitation on Liability of Directors to Liability and Indemnification
Article Eleven - is amended and replaced by a new Article Eleven concerning Discrimination

☐ **Delete** Each of the provisions identified below are deleted from the certificate of formation.

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

The restated certificate of formation, which is attached to this form, 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. The attached 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.

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is filed by the secretary of state.

B. [ ] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. [ ] This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent in the restated certificate of formation 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 under the provisions of law governing the entity to execute the filing instrument.

Date: February 16, 2012

PRESIDENT

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS,

James M. Judson

Signature of authorized person

JAMES M. JUDSON

Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

ATTACHMENT TO AMENDED AND RESTATED CERTIFICATE OF FORMATION OF THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

ARTICLE ONE
NAME

The name of the filing entity is GREAT HEARTS AMERICA—TEXAS (the "Corporation").

ARTICLE TWO
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES

This Corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary or educational purposes, as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law). In furtherance of its exempt purpose, the Corporation will 1) administer property donated to the Corporation for charitable, scientific, literary or educational purposes; 2) distribute the donated property and the income from the property to or on behalf of qualified organizations and persons for charitable, scientific, literary or educational purposes; and 3) do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation. The character of affairs of the Corporation will be:

A. To operate public charter schools in Texas;

B. To develop each student's academic potential, personal character and leadership qualities through an academically rigorous and content-rich educational program grounded in the classical tradition; and

C. To strive to give every student the education he or she deserves and needs.

ARTICLE FIVE
MEMBERSHIP

The Corporation will have one member. The Corporation's sole member will be Great Hearts America, an Arizona nonprofit corporation.

ARTICLE SIX
PROHIBITED TRANSACTIONS

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, or organizations organized and operated for a profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes or as otherwise permitted by State law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No part of the activities of the Corporation funded with state funds shall be used for lobbying as defined by Texas law. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or (2) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or 3) as otherwise prohibited by Texas law applicable to open-enrollment charter holders or charter schools.

ARTICLE SEVEN
DISSOLUTION AND LIQUIDATION

Upon the dissolution or liquidation of this Corporation, assets of the Corporation that are considered public property under Texas law will be distributed in accordance with Texas law and under the Commissioner of Education's supervision. For remaining assets, the board of directors will, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Federal tax code) or will be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed will be disposed of by a court of competent jurisdiction of the county in which 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 EIGHT
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 350 N. St. Paul Street, Suite 2900, Dallas, TX 75201-4234 and the name of its initial registered agent at the address is C T Corporation Systems."

1. The amendment changes Article Nine of the Certificate of Formation by eliminating the reference to the initial directors. The article is amended to read as follows:

ARTICLE NINE
DIRECTORS

The management of the affairs of the Corporation is vested in the Board of Directors. The names and addresses of the members of the Board of Directors of the Corporation in February 2012 are:

Peter Bezanson
9425 N. Arroya Vista Drive
Phoenix, AZ 85028

Daniel P. Scoggin
3106 E. Lexington Avenue
Gilbert, AZ 85234

Ward Huseth
3501 E. Camelback Road, Apt. #120
Phoenix, AZ 85018

ARTICLE TEN
LIABILITY AND INDEMNIFICATION

The personal liability of any director of the Corporation to the Corporation or its members or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Texas Business Organizations Code and Texas Education Code as amended from time to time. The Corporation will indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the Corporation. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE ELEVEN
DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, relation, physical handicap or disability or any other legal protected classification under applicable law.

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS, a Texas nonprofit corporation

Date Signed: February 16, 2012

JAMES M. JUDSON, President

373080\3\February 16, 2012
110115.001

THE SISTER CREEK CENTER FOR THE LIBERAL ARTS,
a Texas nonprofit corporation

Consent in Lieu of Meeting of Directors

The undersigned, being all of the Directors of **THE SISTER CREEK CENTER FOR THE LIBERAL ARTS**, an Texas nonprofit corporation (the "Corporation"), hereby consent, in accordance with the provisions of the Texas Business Organizations Code in lieu of a meeting of the Board of Directors of the Corporation (the "Directors"), to the adoption of the following resolutions:

> WHEREAS, the Directors deem it necessary to confirm a change in the Corporation's name and certain other changes to the Corporation's Certificate of Incorporation;
>
> WHEREAS, the Directors deem it necessary to confirm their election of new Directors;
>
> WHEREAS, the Corporation's bylaws provide that the Certificate of Incorporation may be amended and new Directors appointed by a 2/3 vote of the Directors;
>
> NOW THEREFORE IT IS RESOLVED:
>
> RESOLVED, that the Restated Certificate of Formation With New Amendments to the Articles of Incorporation, in substantially the same form as presented, is hereby ratified and approved by a unanimous vote of the Board of Directors.
>
> FURTHER RESOLVED, that the President of the Corporation is hereby authorized, empowered and directed to perform such acts and execute and deliver the instruments and documents as may be necessary or appropriate in order to carry out the purpose of the foregoing resolutions.
>
> RESOLVED, that the following named persons are hereby elected to serve as the Directors to serve until the next annual meeting of the Directors or until their successors are duly elected and qualified:

Peter Bezanson
Daniel P. Scoggin
Ward Huseth

This consent shall be effective February 17, 2012 and shall be filed in the minute book of the Corporation.

Sara Gay Judson
Sara Gay Judson, Director

James M. Judson
James M. Judson, Director

Christopher Charles Karcher
Christopher Charles Karcher, Director

James Lazarus, Director

1739806 IVFebruary 15, 2012
110115 001

AMENDED AND RESTATED BYLAWS OF GREAT HEARTS AMERICA—TEXAS

formerly known as THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

ARTICLE I

The name of this school will be GREAT HEARTS AMERICA—TEXAS, a Texas nonprofit corporation.

ARTICLE II
PURPOSE

Great Hearts America—Texas (the "Corporation") is a tuition-free charter public school in one or more locations throughout the state that will enable students to: (1) acquire critical reasoning and communication skills; and (2) explore the cultural and scientific achievements at the heart of the liberal arts and sciences. The Corporation will promote a curriculum emphasizing personal integrity, creative imagination, community service, and a lifelong quest for learning. The Corporation will not deny admission based on ethnicity, national origin, gender, income level, disability, religion, academic ability, artistic ability, athletic ability or the public school district that the child would otherwise attend under Texas law, or any other factors prohibited by law. The Corporation may deny admission to a student with a documented history of criminal offense, a juvenile court adjudication or discipline problems under Texas Education Code Subchapter A, Chapter 37.

ARTICLE III
MEMBER

The Corporation will have one member, Great Hearts America, an Arizona nonprofit corporation ("Great Hearts—America" or "Member"). The Member will have all the authority set forth in the Corporation's Articles of Incorporation (the "Articles of Incorporation") and these Bylaws.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors of the Corporation, ("Board") will be responsible for the adoption and implementation of policy for the Corporation and for the management, operation and accountability of the charter school in all locations. Without limiting the Board's authority, the following powers and duties must generally be exercised by the Board, acting as a body corporate in meetings posted in compliance with Texas Government Code Chapter 551:

•Final authority to hear or decide employee grievances, citizen complaints or parental concerns;
•Final authority to adopt or amend the budget of the charter holder or the charter school;
•Final authority to authorize the expenditure or obligation of state funds or the use of public property;
•Final authority to direct the disposition or safekeeping of public records;
•Final authority to adopt policies governing charter school operations;
•Final authority to approve audit reports under Texas Education Code § 44.008(d); and
•Initial or final authority to select, employ, direct, evaluate, renew, non-renew, terminate, or set compensation for any chief executive officer or officers.

Section 2. Number and Election Term. There will be not less than three (3) or more than seven (7) Directors. The number of Directors may be increased or decreased in accordance with Section 3 of this Article, but in no case will the number of Directors be less than three (3). Each Director will serve for a one (1) year term and until his or her successor is appointed. A Director whose term has expired may be appointed to succeed him or herself.

Section 3. Additional Directors and Vacancies. The Board will appoint such additional Directors or replacement Directors as it deems necessary, subject to the Member's approval, which approval will not be unreasonably withheld, conditioned or delayed. A person appointed as a Board member to fill an unexpired term on the Board of less than one (1) year will hold office until the next annual meeting of the Board or until his or her successor is appointed.

Section 3A. Appointment and Removal of Board Members. All Directors must be annually appointed or reappointed according to the provisions of section 3 above. Directors may be removed as set forth in Section 4 below.

Section 4. Removal and Resignation. Any of the Directors may be removed with or without cause by the Board, subject to the Member's approval, which approval the Member may not unreasonably withhold, condition or delay. A Director who is removed in accordance with this section will also be deprived of his or her status as an officer of the Corporation. Any Director who is absent from more than three (3) consecutive meetings of a Board meeting in any fiscal year may be removed automatically, unless the Board acts affirmatively to retain the Director. A Director may resign at any time by written notification to the Corporation at its principal office, or to the Corporation's statutory agent. Unless otherwise specified in the notice, the notice will be effective upon receipt by the Corporation.

Section 5. Compensation. Directors will serve without compensation for their services as Directors, although they may be reimbursed for all necessary and reasonable expenses of attending meetings and otherwise performing their duties.

Section 6. Quorum. A quorum will consist of a majority of the Board members then in office. Unless otherwise specified in these Bylaws or the Articles of Incorporation, every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present will be regarded as the act of the Board. Each Director will have one (1) vote.

Section 7. Annual Meeting. The annual meeting of the Board of Directors will be held in June of each calendar year or such other month as will be determined by the Board. At the annual meeting, the incumbent Directors will transact such business as may be properly brought before the meeting. If for any reason an annual meeting is not held on the day set forth above, a deferred annual meeting will be thereafter called and held in lieu thereof, at which the same proceedings may be conducted.

Section 8. Regular Meetings. Regular meetings of the Board will be held at least once a quarter each calendar year, on the campus of Corporation, or such other time or place as the Board by resolution may determine.

Section 9. Special Meetings. Special meetings of the Board may be held at any time or place upon the call of the President or the Vice President or at the written request of three (3) Directors or the Member.

Section 10. Notice of Meetings to Directors. Not less than 72 hours nor more than thirty (30) days (inclusive of the date of meeting) before the date of any meeting of the Board, the Secretary of the Corporation, or any other officer of the Corporation, will cause a written notice setting forth the time, place, and general purposes of the meeting to be delivered personally, to be sent by facsimile, or by e-mail, or to be deposited in the mail, with first class or airmail postage prepaid, addressed to each Director of record at his or her last address (including e-mail) or facsimile number as it appears in the Corporation's records. Notice that is mailed to a Director must be deposited in the mail no less than three (3) days (exclusive of the date of the meeting) before the date of the meeting. Such notice will also be given to the Member in the same manner as notice to the Directors.

Section 11. Public Notice of Meetings. Public notice of all meetings of the Board, of the Executive Committee, of the Member (when transacting business concerning the Corporation) and of all committees authorized by the Board (collectively, the "Applicable Meetings" and singly an "Applicable Meeting") will be given pursuant to and as required by the Texas Open Meetings Act, referred to as the "Open Meetings Act"), for so long as the Open Meetings Act applies to charter schools. Notice of all the Applicable Meetings, except as otherwise provided by state law, regulation, the Articles on Incorporation, 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 Applicable Meeting will be posted at the Corporation's administrative offices in a location convenient to the public at least 72 hours before the time of such meeting.

(b) Emergency Notice: Emergency meetings as may be allowed under the Texas Open Meetings Act may be posted up to two hours before the meeting.

(c) Internet Posting: Notice and the agenda of all meetings of the Board of Directors will also be posted on the Corporation's internet website, if any, concurrently with the notice posted at the Corporation's administrative

offices, or as otherwise required and authorized by the Texas Open Meetings Act.

(d) Closed Meetings: The agenda will clearly state whether the Board intends to convene in a closed meeting, and will identify separately each matter to be deliberated by the Board in the closed meeting and whether the Board may take action on the identified matter upon returning to the open meeting. The Secretary will note the times in the open meeting that the Board convenes to and adjourns from the closed meeting.

(e) Agenda: At each regular meeting of the Board, the Board will establish the order of business in an Agenda approved by the President and as presented in the notice of the meeting. However, the President may modify the order of business. The agenda will identify all matters to be presented to and considered by the Board. Matters not disclosed in the agenda and the meeting notice available to the public will not be deliberated or be considered by the Board, except as permitted by the Open Meetings Act.

Section 12. Open Meetings Act. The Corporation and the Board will comply in all respects with the Open Meetings Act.

Section 13. Governing Rules. The Directors may adopt, from time to time, rules to govern the conduct of their meetings. The rules will be binding, unless and until changed by a majority vote.

Section 14. Minutes. A written record of the discussions and decisions reached at each meeting of the Board in the form of minutes will be made, and will, upon approval by the Board at a legally-convened public meeting, be made a part of the records of the Corporation. The minutes will comply with the requirements set forth in the Open Meetings Act, Texas Education Code and other applicable Texas law.

ARTICLE V
OFFICERS

Section 1. Designation of Titles. The officers of the Corporation will be a President, a Vice President, and a Secretary and other officers, including Assistant Secretary, as from time to time, may be determined by the Board. The election of any officer of the Corporation will not of itself create contract rights in the office.

Section 2. Election and Term. The officers will be elected by the Board at the annual meeting of the Board of Directors, and each office will serve for a one (1) year term and until his or her successor is elected. Any officer may be elected to succeed him or herself.

Section 3. Removal of Officers. Any officer elected by the Board may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the voting Directors then in office. The officer in question will not vote on the question of removal, but may be present at the meeting and may be counted in determining the presence of a quorum.

Section 4. Vacancies. Any vacancy occurring in any office of the Corporation may be filled for the unexpired duration of the term by the Board.

Section 5. President. The President, subject to the direction of the Board, will have general charge of the business affairs and property of the Corporation and general supervision of its officers and agents. In general, he or she will perform all duties incident to the office of President, will see that all orders and resolutions of the Board and the Member are carried into effect, and will preside at meetings of the Board.

Section 6. Vice President. The Vice President, subject to the direction of the Board, will act for the President in his or her absence or incapacity and will have other duties as may be assigned to him or her by the Board.

Section 7. Secretary. The Secretary will attend all meetings of the Board and record all votes and proceedings of the Board in a book to be kept for that purpose, and will perform like duties for all committees of the Board, as necessary. He or she will give, or cause to be given, notice of the meetings to Directors and the Member and will perform such other duties as may, from time to time, be prescribed by the Board or the President, under whose supervision he or she will act. He or she will have custody of the seal of the Corporation, and authority to affix the same to any instrument requiring it, and, when affixed, the seal may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature.

Section 8. Other Officers. .The President will recommend to the Board for its approval such additional officers as may be necessary to the business of the Corporation, who will perform such duties and responsibilities as may be prescribed by the President.

ARTICLE VI
COMMITTEES

Section 1. Standing Committees. The Board may, in its discretion, authorize such standing committees and advisory boards as it deems appropriate. Membership on standing committees and advisory boards will be determined by the Board. The principal matters relating to that committee's or advisory board's areas of responsibility are for the purpose of making recommendations to the Board. Another purpose is to advise and make recommendations to the Board on any matters pertaining to the policy of the Corporation that may be requested from the Board. The chairmanship of each standing committee or advisory board will be determined by the Board. It will be the responsibility of the chairmen of standing committees and advisory boards to notify members of meetings. However, no quorum will be required in order for a standing committee or advisory board to meet or to act. Chairmen of standing committees and

advisory boards will decide whether or not minutes of a committee or advisory board meeting are to be recorded. The President will be an ex-officio member of all standing committees and advisory boards, except committees or advisory boards where he or she is specifically designated as a voting member by the Board.

Section 2. Special Committees. Special committees may be appointed and discharged by the Board for special tasks as circumstances warrant. A special committee will be limited to the accomplishment of the task for which it was created and will have no power to act except as specifically conferred by the Board. Upon the completion of the task for which appointed, the special committee will l be discharged.

Section 3. Extent of Authority. No committee may exercise the authority of the Board in filling vacancies on any committee of the Board.

ARTICLE VII
SOLICITATION, ACCEPTANCE AND INVESTMENT OF FUNDS

Section 1. Solicitation and Borrowing of Funds. The Corporation may solicit contributions or borrow funds from any persons or corporations as the Directors deem appropriate, upon terms and conditions consistent with the provisions of the Articles of Incorporation and subject to the provisions of Sections 2 and 3 below.

Section 2. Acceptance of Funds. The Corporation may, upon prior, written approval from the Member (which approval will not be unreasonably withheld, conditioned or delayed), accept contributions, grants, and gifts from any persons, partnerships, corporations, government entities, or other entities upon such terms and conditions consistent with the provisions of the Articles of Incorporation and these Bylaws.

Section 3. Borrowing Funds. The Corporation may, upon the prior written approval from the Member (which approval will not be unreasonably withheld, conditioned or delayed), borrow funds for capital improvement, operations or other uses which the Board deems reasonably necessary and consistent with the provisions of the Articles of Incorporation and these Bylaws.

Section 4. Investment of Funds. The board will direct all investments of the Corporation's funds subject to the Member's periodic review and in accordance with Texas law.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Non-Liability for Debts. The private property of the Directors and Officers will be exempt from execution or the liability of any debts of the Corporation, and no Director or Officer will be liable or responsible for any debts or liabilities of the Corporation.

Section 2. **Indemnification.** Each Director, Officer, employee, and agent of the Corporation will be indemnified by the Corporation to the fullest extent permitted by law, as provided in the Articles of Incorporation.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation will commence on July 1 of each year and end on June 30.

ARTICLE X
AMENDMENT

The Bylaws and the Articles of Incorporation may be amended by the Member, in consultation with the Board and subject to the Board's final, written approval.

ARTICLE XI
CONFLICT OF INTEREST

Section 1. **Definitions.**

(a) "Conflict of Interest" - A conflict of interest occurs when a Director places himself or herself in a position where his or her personal financial interests or those of his or her family are or may be antagonistic to his or her fiduciary duty to the Corporation.

(b) "Family" - Includes, but is not limited to, grandparents, parents, spouses, partners, children, aunts, uncles, siblings, in-laws, and other relatives of a similar degree of closeness.

Section 2. **Reporting and Disqualifications.** Directors will report possible conflicts of interest to the President, or if the President is the interested individual, to a Vice-President. The President (or Vice-President) will make a full report to the Board prior to any action on the transaction by the Corporation. Upon report of a possible conflict, the Board will conduct an investigation and determine whether a conflict of interest does exist and whether it is substantial. If the Board determines that a substantial conflict of interest exists, the interested individual will not vote on the transaction presenting the conflict. The interested individual may vote only if the Board determines that no conflict exists or the conflict is not substantial. No investigation or determination by the Board will be required if the interested individual voluntarily agrees to refrain from voting on the transaction presenting the potential conflict of interest. The interested individual may be counted in determining the presence of a quorum.

Section 3. **Valid Transactions.** Any transaction undertaken by the Corporation in which a Director or member of his or her family has a financial interest, will be valid, notwithstanding the presence of the interested person at any meeting at which the transaction is acted upon, if the procedures outlined in Section 2 of this Article have been complied with prior to the meeting.

ARTICLE XII
MISCELLANEOUS

Section 1. The Corporation may establish categories of support so that persons who regularly contribute may receive due recognition for the continuing support of the Corporation.

Section 2. It will be the policy of the Corporation to cooperate with other individuals, agencies, and organizations sharing its goals in whole or substantial part so as to avoid needless duplication of effort and to make maximum use of limited resources.

Section 3. **Prohibition Regarding Lending.** The Corporation will specifically not lend money or use its credit to assist its Directors, whether or not employees or officers.

Section 4. These Bylaws of the Corporation will supplement the Articles of Incorporation, and will provide for and govern the basic operation of the Corporation.

Section 5. The Corporation will not be authorized to issue memberships.

Section 6. The Corporation will comply in all respects with the Open Meetings Act, the Texas Public Information Act and other law applicable to Texas' open-enrollment charter schools chartered to corporations which qualify under § 501(c)(3) of the Internal Revenue Code.

GREAT HEARTS AMERICA—TEXAS

By: _____ Date: _____

3731541.2\February 2, 2012
110115.3

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

The Sister Creek Center for the Liberal Arts
800093132

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 02/21/2012

Effective: 02/21/2012

Hope Andrade
Secretary of State

126A GreatHearts

Form 414 (Revised 05/11) Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512/463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Restated Certificate of Formation With New Amendments**	This space reserved for office use. **FILED** **In the Office of the Secretary of State of Texas** FEB 21 2012 **Corporations Section**

Entity Information

The name of the filing entity is:

THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, omit the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- ☐ Forprofit Corporation
- ☒ Nonprofit Corporation
- ☐ Cooperative Association
- ☐ Limited Liability Company
- ☐ Professional Corporation
- ☐ Professional Limited Liability Company
- ☐ Professional Association
- ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 800093332

The date of formation of the filing entity is: June 12, 2002

Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

Identification of New Amendments

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- ☒ The entity name has been amended.
- ☒ The registered agent name or registered office address has changed.
- ☒ The purpose of the entity has been amended.
- ☐ The period of duration of the entity has been amended.
- ☐ A general partner has withdrawn or been admitted to the limited partnership.

Identification of New Amendments (continued)
(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

☒ **Other changes.** The certificate of formation has been amended as follows:

☒ **Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

Article Twelve - Added to include a provision on Discrimination.

☒ **Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

Article One - Amended to change Name
Article Four - Amended to reflect changes to the purpose of the Corporation
Article Five - Amended to add a Member
Article Six - Amended to change the article from Restrictions to Prohibited Transactions
Article Seven - Amended to change the article on Dissolution and Liquidation
Article Eight - Amended to change the Registered Office and Registered Agent
Article Nine - Amended to name current Board of Directors
Article Ten - Amended to change the article from Limitation on Liability of Directors to Liability and Indemnification
Article Eleven - is amended and replaced by a new Article Eleven concerning Discrimination

☐ **Delete** Each of the provisions identified below are deleted from the certificate of formation.

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

The restated certificate of formation, which is attached to this form, 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. The attached 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.

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is filed by the secretary of state.

B. [ ] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: ____________________

C. [ ] This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: ____________________

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent in the restated certificate of formation 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 under the provisions of law governing the entity to execute the filing instrument.

Date: February 16, 2012

PRESIDENT

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS,

James M. Judson

Signature of authorized person

JAMES M. JUDSON

Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

ATTACHMENT TO AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

ARTICLE ONE
NAME

The name of the filing entity is GREAT HEARTS AMERICA—TEXAS (the "Corporation").

ARTICLE TWO
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES

This Corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary or educational purposes, as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law). In furtherance of its exempt purpose, the Corporation will 1) administer property donated to the Corporation for charitable, scientific, literary or educational purposes; 2) distribute the donated property and the income from the property to or on behalf of qualified organizations and persons for charitable, scientific, literary or educational purposes; and 3) do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation. The character of affairs of the Corporation will be:

A. To operate public charter schools in Texas;

B. To develop each student's academic potential, personal character and leadership qualities through an academically rigorous and content-rich educational program grounded in the classical tradition; and

C. To strive to give every student the education he or she deserves and needs.

ARTICLE FIVE
MEMBERSHIP

The Corporation will have one member. The Corporation's sole member will be Great Hearts America, an Arizona nonprofit corporation.

ARTICLE SIX
PROHIBITED TRANSACTIONS

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, or organizations organized and operated for a profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes or as otherwise permitted by State law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No part of the activities of the Corporation funded with state funds shall be used for lobbying as defined by Texas law. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or (2) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or 3) as otherwise prohibited by Texas law applicable to open-enrollment charter holders or charter schools.

ARTICLE SEVEN
DISSOLUTION AND LIQUIDATION

Upon the dissolution or liquidation of this Corporation, assets of the Corporation that are considered public property under Texas law will be distributed in accordance with Texas law and under the Commissioner of Education's supervision. For remaining assets, the board of directors will, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Federal tax code) or will be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed will be disposed of by a court of competent jurisdiction of the county in which 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 EIGHT
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 350 N. St. Paul Street, Suite 2900, Dallas, TX 75201-4234 and the name of its initial registered agent at the address is C T Corporation Systems."

1. The amendment changes Article Nine of the Certificate of Formation by eliminating the reference to the initial directors. The article is amended to read as follows:

ARTICLE NINE
DIRECTORS

The management of the affairs of the Corporation is vested in the Board of Directors. The names and addresses of the members of the Board of Directors of the Corporation in February 2012 are:

Peter Bezanson
9425 N. Arroyo Vista Drive
Phoenix, AZ 85028

Daniel P. Scoggin
3106 E. Lexington Avenue
Gilbert, AZ 85234

Ward Huseth
3501 E. Camelback Road, Apt. #120
Phoenix, AZ 85018

ARTICLE TEN
LIABILITY AND INDEMNIFICATION

The personal liability of any director of the Corporation to the Corporation or its members or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Texas Business Organizations Code and Texas Education Code as amended from time to time. The Corporation will indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the Corporation. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE ELEVEN
DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, relation, physical handicap or disability or any other legal protected classification under applicable law.

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS, a Texas nonprofit corporation

Date Signed: February 16, 2012

JAMES M. JUDSON, President

[illegible] February 16, 2012
110115 001

GREAT HEARTS AMERICA-TEXAS,
a Texas nonprofit corporation

Consent in Lieu of Meeting of the Sole Member and the Directors

The undersigned, being the sole Member and all of the Directors of **GREAT HEARTS AMERICA-TEXAS**, a Texas nonprofit corporation (the "Corporation"), in accordance with the provisions of the Texas Business Organizations Code and in lieu of a meeting of the Member and the Corporation's Board of Directors, hereby consent to the adoption of the following resolutions:

1. RESOLVED: That the Certificate of Incorporation, as amended by the Restated Certificate of Formation With New Amendments filed with the Texas Secretary of State on February 21, 2012, be and hereby is adopted and that a copy of the Certificate of Incorporation be filed in the Corporation's minute book (the "Minute Book").

2. RESOLVED: That the set of proposed Bylaws for the Corporation presented herewith be and hereby are adopted as the Bylaws of the Corporation and that the original of these same Bylaws be filed in the Minute Book.

3. RESOLVED: That the fiscal year of the Corporation for all accounting purposes, income tax purposes, reports to public agencies and all other purposes usually recognized in connection with the meaning of the term "fiscal year" shall end on June 30 of each year.

4. RESOLVED: That the following named persons are elected to the offices stated beside their respective names to hold that office until their successors have been duly elected:

Peter Bezanson	President
Daniel P. Scoggin	Vice President
Ward Huseth	Secretary/Treasurer

5. RESOLVED: That a bank account in the name of the Corporation be opened at BBVA Compass and that the checks of the Corporation on said account be signed by the following named persons:

Peter Bezanson, Ward Huseth and Daniel P. Scoggin

RESOLVED FURTHER: That the resolution or resolutions required by the bank for the opening of the bank account, and the signing of checks as set forth herein be and the same is hereby considered as passed.

RESOLVED FURTHER: That the Secretary is hereby authorized to certify the passage of these resolutions, as required by the bank.

6. RESOLVED: That the President be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation and to reimburse all such expenses as incurred on behalf of the Corporation.

7. RESOLVED, that any actions taken by President or Secretary prior to the date of the foregoing resolutions adopted hereby are within the authority conferred thereby and are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

8. RESOLVED: That Great Hearts America, the Corporation's sole member be reimbursed for out-of-pocket expenses in establishing the Corporation's business presentation to the Corporation's officers of adequate documentation, the reimbursement to be made at such time as the Corporation has adequate funds to for the expenses.

9. RESOLVED: That the officers of the Corporation be, and they hereby are further authorized and empowered to do any and all other and further things and matters, of every nature whatsoever, which such officers, in their sole and unlimited discretion, shall deem necessary or proper for the purpose of effectuating and carrying out the intent and purposes of the resolutions herein adopted, looking towards the completion of all acts and matters in connection with the full organization and operation of the Corporation; and

10. RESOLVED FURTHER: That all acts and things heretofore done for and on behalf and in the name of the Corporation by the Corporation's sole member, GREAT HEARTS AMERICA, and the law firm of UDALL, SHUMWAY & LYONS, P.L.C. be, and the same hereby are, ratified and affirmed in each, all and every respect.

This consent shall be effective February 21, 2012 and shall be filed in the minute book of the Corporation.

GREAT HEARTS AMERICA, an Arizona nonprofit corporation

By: _____
Daniel P. Scoggin, President

_____
PETER BEZANSON, Director

_____
WARD HUSETH, Director

_____
DANIEL P. SCOGGIN, Director

3739807.2\February 21, 2012
110115.003

THE SISTER CREEK CENTER FOR THE LIBERAL ARTS,
a Texas nonprofit corporation

Consent in Lieu of Meeting of Directors

The undersigned, being all of the Directors of **THE SISTER CREEK CENTER FOR THE LIBERAL ARTS**, an Texas nonprofit corporation (the "Corporation"), hereby consent, in accordance with the provisions of the Texas Business Organizations Code in lieu of a meeting of the Board of Directors of the Corporation (the "Directors"), to the adoption of the following resolutions:

> WHEREAS, the Directors deem it necessary to confirm a change in the Corporation's name and certain other changes to the Corporation's Certificate of Incorporation;
>
> WHEREAS, the Directors deem it necessary to confirm their election of new Directors;
>
> WHEREAS, the Corporation's bylaws provide that the Certificate of Incorporation may be amended and new Directors appointed by a 2/3 vote of the Directors;
>
> NOW THEREFORE IT IS RESOLVED:
>
> RESOLVED, that the Restated Certificate of Formation With New Amendments to the Articles of Incorporation, in substantially the same form as presented, is hereby ratified and approved by a unanimous vote of the Board of Directors.
>
> FURTHER RESOLVED, that the President of the Corporation is hereby authorized, empowered and directed to perform such acts and execute and deliver the instruments and documents as may be necessary or appropriate in order to carry out the purpose of the foregoing resolutions.
>
> RESOLVED, that the following named persons are hereby elected to serve as the Directors to serve until the next annual meeting of the Directors or until their successors are duly elected and qualified:

Peter Bezanson
Daniel P. Scoggin
Ward Huseth

This consent shall be effective February 17, 2012 and shall be filed in the minute book of the Corporation.

Sara Gay Judson
Sara Gay Judson, Director

James M. Judson
James M. Judson, Director

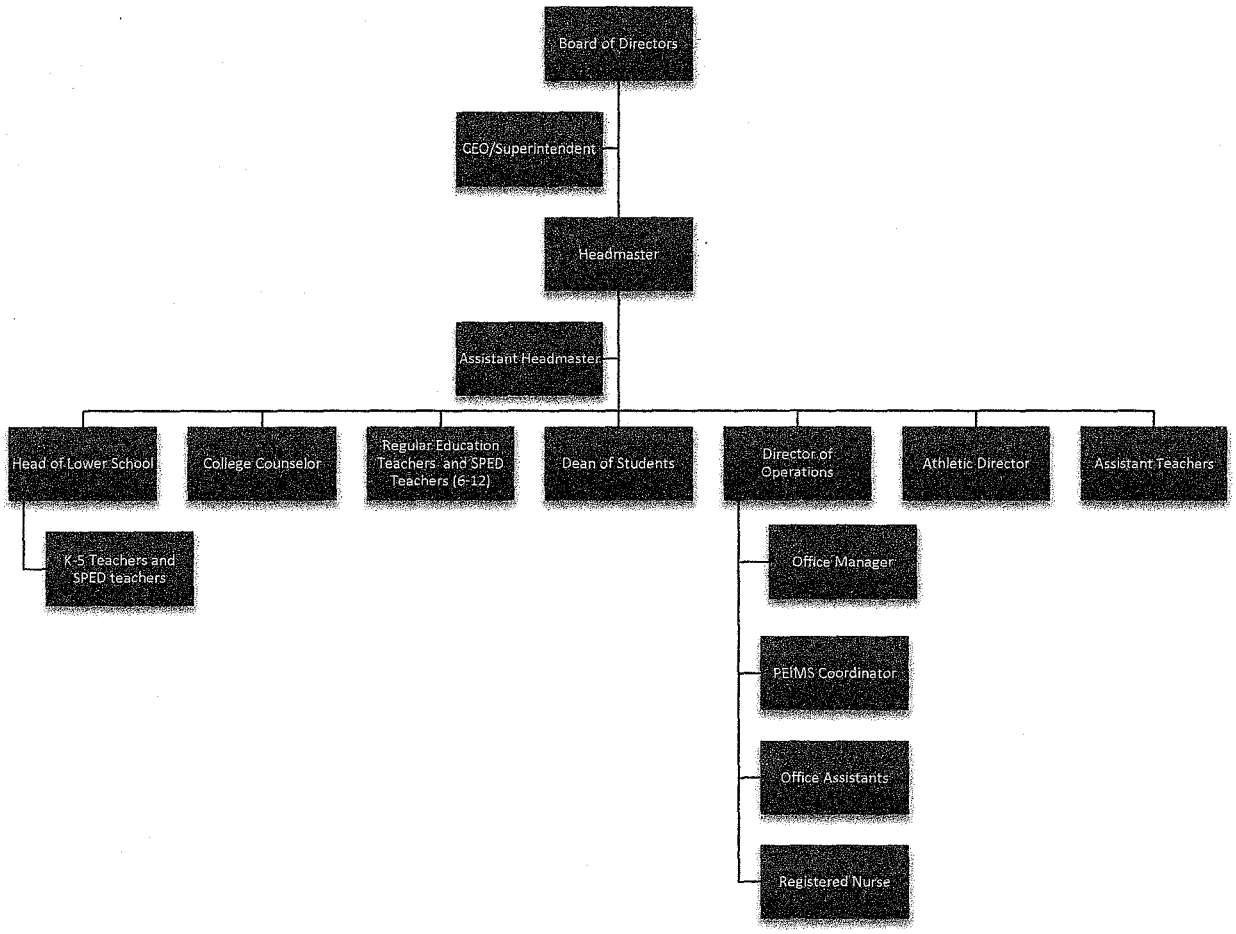
Christopher Charles Katcher
Christopher Charles Katcher, Director

James Lazarus, Director

3739806 (February 15, 2012
110115 001)

ATTACHMENT H – Great Hearts America Texas

Organization Chart for To Scale K-12 in Dallas



Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: CEO/Superintendent Reports to: Charter Holder Board of Directors

Salary Range: $135,000-$200,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

Cell allowance / cell phone

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: 3+ years teaching experience required; school leadership experience

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$250,003-$270,000
Fort Worth ISD	220905	Fort Worth	83,109	$250,003-$270,000
Arlington ISD	220901	Arlington	64,703	$242,050-$347,834

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: CEO/Superintendent Reports to: Charter Holder Board of Directors

Job Duties: List up to 10 key duties this individual will perform.

1. Hires, supervises, directs, and evaluates all central office staff/functions
2. Ensures constant improvement of central office services to schools
3. Develops and manages the corporate budget and business plan
4. Recruits, hires, mentors/supervises and evaluates all Heads of School, ensuring achievement of academy/network goals
5. Oversees the strategic expansion of current and future school sites
6. Reports on a quarterly basis to executive board on the status of the corporation, adherence to the milestones/business plan
7. Works closely with Board officers to expand the Board of Directors in influence and talent
8. Serves as the primary spokesperson for the corporation to all external entities
9. Manages and expands the Great Hearts brand at regional and national levels
10.

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Head of Lower School Reports to: Headmaster

Salary Range: $60,000-$100,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: Teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$78,800-$99,300
Fort Worth ISD	220905	Fort Worth	83,109	$72,100-$112,468
Arlington ISD	220901	Arlington	64,703	$70,154-$100,818

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Head of Lower School Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Provide leadership and administration for the lower school designed to maximize student growth and achievement
2. Develop and administer lower school routine, coordinating all activities therein
3. Participate in the selection of new teaching and staff personnel
4. Provide the Headmaster with reports and regular updates on the effectiveness of instructional practices
5. Observe, counsel, and motivate professional staff toward increased performance measures, including regular, ESL, SPED
6. Provide campus level reports in a timely and accurate fashion to the Headmaster
7. Facilitate communication and interaction of faculty, staff, parents, and community members
8. Maintain a standard of student behavior designed to command respect and minimize school/classroom interruptions
9. Plan, conduct, or facilitate appropriate training and development opportunities for faculty and staff
10. Work with Headmaster and board of directors to meet charter targets

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Regular Education Teacher Reports to: Headmaster/Head of Lower School

Salary Range: $30,000-$60,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: Teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$47,100-$74,291
Fort Worth ISD	220905	Fort Worth	83,109	$45,200-$75,258
Arlington ISD	220901	Arlington	64,703	$45,876-$68,276

SAS 539-13
RPA 701-13-101

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Regular Education Teacher Reports to: Headmaster/Head of Lower School

Job Duties: List up to 10 key duties this individual will perform.

1. Plan, prepare, and deliver instructional activities that facilitate active learning experiences
2. Develop schemes of work and lesson plans aligned with philosophy of Great Hearts Academies
3. Establish and communicate clear objectives for all learning activities
4. Provide differential learning experiences as appropriate to meet students' varying needs
5. Participate in school and faculty meetings, including professional development activities
6. Communicate regularly with school leadership and other faculty to maximize instructional and organizational activities
7. Communicate necessary information to students and parents regarding students progress and student needs
8. Enhance classroom learning by closely following developments in subject area, teaching resources, and methods
9. Maintain clear and accurate records of student performance, attendance, behavioral issues, and classroom events
10.

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Assistant Headmaster Reports to: Headmaster

Salary Range: $50,000-$80,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$67,200-$80,100
Fort Worth ISD	220905	Fort Worth	83,109	$62,400-$97,382
Arlington ISD	220901	Arlington	64,703	$63,902-$91,930

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Assistant Headmaster Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Work closely with the Headmaster to apply the standard policies and regulations of Great Hearts Academies
2. Make recommendations to the Headmaster regarding the hiring, retention, development, and assignment of faculty and staff
3. Organize and promote professional development opportunities for school personnel
4. Help coordinate annual and midyear orientation activities for faculty and students
5. Maintain a safe and orderly environment of the school through the establishment and maintenance of standards of conduct
6. Assist the Headmaster in oversight and guidance of all direct-report personnel, facilitating communication and interactions
7. Provide campus staff a structure for purchasing supplies and materials, as well as submitting weekly time sheets
8. Facilitate student, parent, and teacher annual surveys regarding program, operations, facilities, practices, discipline
9. Oversee required student testing and align with established targets, state standards, and best practices
10.

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Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Assistant Teacher Reports to: Headmaster

Salary Range: $20,000-$30,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: Teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$19,551-$38,743
Fort Worth ISD	220905	Fort Worth	83,109	$20,200-$31,420
Arlington ISD	220901	Arlington	64,703	$14,231-$21,255

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Assistant Teacher Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Assists the teacher in all classroom and student-related activities to enhance learning and developmental growth
2. Plans with and assists the teacher in preparing materials and supplies in advance for activities
3. Shares in the development and implementation of lesson plans with the teacher
4. Attends all training opportunities and staff meetings
5. Observes children to detect signs of illness, injury, emotional distress, learning disorder, or other needs and reports to teacher
6. Assists teacher in maintaining classroom order and structure
7. Assists in classroom management and organization through record keeping, file maintenance, and parental communications
8. Assumes the teacher's role when teacher's absence is required, assisting substitute or temporary personnel as needed
9.
10.

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Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Athletic Director Reports to: Headmaster

Salary Range: $50,000-$80,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$55,200-$121,900
Fort Worth ISD	220905	Fort Worth	83,109	$86,200-$133,968
Arlington ISD	220901	Arlington	64,703	$81,482-$109,952

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Athletic Director Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Provide management and oversight of all school-related athletic programs
2. Hire, supervise, and coordinate coaches and athletic staff
3. Schedule all competition for inter-varsity teams with consideration given to travel time, academic calendar, and competition
4. Verify that all athletes are medically cleared, have insurance, have been released by parents, and have signed conduct form
5. Communicate with Headmaster regarding team needs, team funding, and related concerns
6. Verify that all athletes are academically eligible to compete and provide remediation where appropriate
7. Respond to all parent concerns and calls related to athletics. Respond promptly to staff concerns and e-mails
8. Assure that all Great Hearts teams are in compliance with safety codes and equipment regulations
9. Assume responsibility for support details for all teams, including referees, transportation, and rescheduling
10. Serve as liaison between coaches, athletes, parents, community members and press outlets

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Eighteenth Generation Open-Enrollment Charter Application
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: College Counselor Reports to: Headmaster

Salary Range: $35,000-$50,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: prior school admissions experience or career services experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts will not have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$48,441-$78,661
Fort Worth ISD	220905	Fort Worth	83,109	$62,400-$97,382
Arlington ISD	220901	Arlington	64,703	$51,000-$74,111

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: College Counselor Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Developing college workshops for parents
2. Providing individual parent counseling to answer questions about high school curriculum, college acceptance, the application
3. One-on-one advising on college choices and options, students evaluate their interests for an initial selection of college major
4. Educating upperclassmen on application process through required group workshops
5. Processing college application paperwork and writing letters of recommendation for admissions or scholarships
6. Networking with colleges, including travel to schools and hosting admissions reps; activity in NACAC
7. Researching and advertising summer study, internships, and scholarship opportunities
8. Publishing a "College Corner" newsletter or other regular communication to all families
9. Coordinating and administering PSAT and PLAN tests (PSAT – sophomores/juniors, PLAN – sophomores)
10. Maintaining school-wide college test stats, college acceptance data, scholarship tracking, etc

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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Dean of Students Reports to: Headmaster

Salary Range: $50,000-$80,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$90,00-$6121,900
Fort Worth ISD	220905	Fort Worth	83,109	$62,400-$97,382
Arlington ISD	220901	Arlington	64,703	$63,902-$91,930

SAS 539-13
RFA 701-13-101

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Dean of Students Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Manages student supervision issues and enforces school behavioral expectations
2. Counsels students and parents about all school, district, and state policies
3. Works with staff and parents to develop student behavioral expectations
4. Facilitates annual student satisfaction surveys and communicates results to Headmaster and Board
5. Serves as a resource to faculty in dealing with classroom management issues regarding student behavior
6. Assists in the planning, developing, and implementing of individual student behavior plans
7. Develops programs to promote positive student behavior as well as intervention strategies
8. Maintains records and provides required campus level reports to Headmaster
9. Confers appropriate consequences for behavior including detention, in-school suspension, and out-of-school suspension
10. Provides or designates providers for oversight of extra-curricular and athletic events

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Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Director of Operations Reports to: Headmaster

Salary Range: $50,000-$80,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts will not have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$67,200-$87,100
Fort Worth ISD	220905	Fort Worth	83,109	$62,400-$97,382
Arlington ISD	220901	Arlington	64,703	$63,902-$91,930

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Director of Operations Reports to: Headmaster

Job Duties: List up to 10 key duties this individual will perform.

1. Manage maintenance, custodial, grounds, food service, supply and transportation activities for efficiency and compliance
2. Ensure all activities conform to district, state, and federal guidelines where applicable
3. Prepare and submit accurate attendance data and report results bi-annually to Headmaster
4. Communicate effectively with all members of the school district and community
5. Assist in budget development and budget monitoring and control procedures
6. Utilize, maintain, and prepare financial documents accurately and ethically
7. Assume responsibility for all charter school reports and external audits
8.
9.
10.

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Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Headmaster Reports to: CEO

Salary Range: $70,000-$125,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

cell allowance/cell phone

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: 3+ years teaching experience required; school leadership experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts will not have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$90,000-$121,900
Fort Worth ISD	220905	Fort Worth	83,109	$86,200-$133,968
Arlington ISD	220901	Arlington	64,703	$91,300-$123,205

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Headmaster Reports to: CEO

Job Duties: List up to 10 key duties this individual will perform.

1. Applies the standard policies and regulations of a Great Hearts academy and those established by the local Board
2. Develops, at the direction of the Board, policies and procedures for the effective functioning of the school
3. Administers and manages the annual budget as finally adopted by the Board
4. Recruits, hires, supervises, and annually evaluates faculty and staff
5. Provides for and directs professional development opportunities for the staff
6. Advertises, recruits, interviews, and enrolls students in the school
7. Runs an annual orientation program for all teachers
8. Provides for the safe and orderly environment of the school by establishing and maintaining standards of conduct
9. Supervises the maintenance and development of the school buildings and grounds
10.

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Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: K-5 Teacher Reports to: Headmaster/Head of Lower School

Salary Range: $30,000-$60,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: Teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts will not have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$47,100-$74,291
Fort Worth ISD	220905	Fort Worth	83,109	$45,200-$75,258
Arlington ISD	220901	Arlington	64,703	$45,876-$68,276

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: K-5 Teacher Reports to: Headmaster/Head of Lower School

Job Duties: List up to 10 key duties this individual will perform.

1. Plan, prepare, and deliver instructional activities that facilitate active learning experiences
2. Develop schemes of work and lesson plans aligned with philosophy of Great Hearts Academies
3. Establish and communicate clear objectives for all learning activities
4. Establishes and maintains standards of student behavior needed to achieve a functional learning atmosphere
5. Participate in school and faculty meetings, including professional development activities
6. Creates an effective environment for learning through functional and attractive displays, bulletin boards, and interest centers
7. Communicate with parents through conferences and other means to discuss students' progress and interpret school program
8. Enhance classroom learning by closely following developments in subject area, teaching resources, and methods
9. Evaluates students' academic and social growth, keeps appropriate records, and prepares progress reports
10.

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Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Office Assistant Reports to: Director of Operations

Salary Range: $20,000-$30,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree preferred

Experience Required: none

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$22,862-$30,369
Fort Worth ISD	220905	Fort Worth	83,109	$22,800-$34,437
Arlington ISD	220901	Arlington	64,703	$18,998-$34,628

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Office Assistant Reports to: Director of Operations

Job Duties: List up to 10 key duties this individual will perform.

1. Supports full range of office activities as directed by office manager
2. Directs mail, checks, supplies, messages, etc. for the purpose of disseminating materials to appropriate parties
3. Coordinates the maintenance and/or repair of office equipment for the purpose of ensuring good working order
4. Monitors students referred to office for illness, discipline, etc. for the purpose of ensuring their safety and welfare
5. Orients new personnel, students, and substitutes to effectively assimilate them into site operations
6. Performs record keeping and clerical functions for the purpose of supporting office manager and other designated personnel
7. Responds to inquiries of students, staff, other educational institutions and/or the public, providing information and direction
8. Maintains a variety of files, documents, and records to document and provide reliable information relative to student records
9. Attends meetings, as requested, to receive and/or convey information
10.

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Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Office Manager Reports to: Director of Operations

Salary Range: $30,000-$50,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required

Experience Required: Office manager experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$22,868-$51,414
Fort Worth ISD	220905	Fort Worth	83,109	$30,100-$53,582
Arlington ISD	220901	Arlington	64,703	$25,321-$53,503

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Office Manager Reports to: Director of Operations

Job Duties: List up to 10 key duties this individual will perform.

1. Manages the operation of the school office. Greets parents, students, and visitors entering the office and provides assistance
2. Maintains professional office standards while answering phones, screening calls, and handling mail
3. Provides secretarial assistance to the Headmaster and other administrators
4. Maintains records and files for staff and student information
5. Arranges for assignment and release of substitute personnel; greets and directs substitutes as required
6. Requisitions, receives, accounts for, and distributes school supplies and materials
7. Maintains school office files in an organized and confidential manner
8. Acts as first contact point for visitors, phone contacts, and the general public, serving as liaison to necessary contact person
9. Performs a variety of front office duties and special projects as assigned
10.

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Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
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Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: PEIMS Coordinator Reports to: Director of Operations

Salary Range: $25,000-$40,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required

Experience Required: Teaching experience preferred

Certification Required: none

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$47,100-$74,291
Fort Worth ISD	220905	Fort Worth	83,109	$48,200-$78,258
Arlington ISD	220901	Arlington	64,703	$53,994-$82,464

Eighteenth Generation Open-Enrollment Charter Application
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ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: PEIMS Coordinator Reports to: Director of Operations

Job Duties: List up to 10 key duties this individual will perform.

1. Manage the collection, incorporation, and formation of all data required for PEIMS submission
2. Collaborate with school, office manager, and others to collect, organize and format date required for timely PEIMS reports
3. Provide accurate information through editing, reports, and verification
4. Prepare and submit by computer complete PEIMS data in TEA prescribed format to education service center for processing
5. Validate date submitted to TEA and submit corrections in a timely manner
6. Ensure charter staff training and support for processing PEIMS data
7. Receive and distribute PEIMS-related information for ESC and TEA, including updates to PEIMS data standards
8. Validate and record results according to charter guidelines
9. Identify deficiencies in sources documents and relay them to originator for collection
10. Ensure appropriate staff receives edits and reports for analysis, verification, and corrections

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Registered Nurse Reports to: Director of Operations

Salary Range: $20,000-$35,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: 2-3 years clinical or school health services experience preferred

Certification Required: Registered Nurse in the state of Texas

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$19,551-$38,743
Fort Worth ISD	220905	Fort Worth	83,109	$27,700-$43,178
Arlington ISD	220901	Arlington	64,703	$15,340-$22,734

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Registered Nurse Reports to: Director of Operations

Job Duties: List up to 10 key duties this individual will perform.

1. Addresses health needs of students, assisting in implementing the school health program and providing appropriate care
2. Administers first aid and medications to students according to district policy and procedures
3. Assists and participates in the implementation of the communicable disease program and mandates screenings
4. Communicates with faculty, staff, and parents regarding health care needs and concerns of students
5. Maintains and updates medical emergency cards and health records as required for legal and professional standards
6. Maintains health room and work areas for the the purpose of providing adequate supplies and a safe, sanitary environment
7. Records and reports incidents (e.g. fights, suspected child abuse, etc.) for the purpose of maintaining the safety of students
8. Provides care and reports incidents while adhering to applicable laws, school policies, and professional procedures
9. Supervises students referred for illness and/or injury and communicates with parents/guardians, and school leaders as needed
10.

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

Attachment I

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Special Education Teacher Reports to: Headmaster/Head of Lower School

Salary Range: $30,000-$60,000

List any other potential form of remuneration (i.e., car allowance, cell phone, memberships, travel or housing allowance, etc...) to be given to the individual in this position. In none, please state N/A.

none

Proposed Location (City and County): Dallas, Dallas County

Number of Students anticipated in year one: 610 In year five: 993

Minimum Qualifications Required:

Education Required: Bachelor's degree required, advanced degree preferred

Experience Required: Teaching experience preferred

Certification Required: Cross-Categorical Special Education fully certified in accordance to state and federal laws.

Complete the following using information gathered from three different traditional districts comparable in size, student make-up, and location. A traditional district is identified by the abbreviation ISD or CISD. County district numbers may be accessed on line through the Texas Education Directory found at http://mansfield.tea.state.tx.us/TEA.AskTED.Web/Forms/Home.aspx. Additionally, traditional districts **will not** have an eight as the fourth digit in the county district number (CDN).

Name of District	CDN	Located in (City)	# of Students Served	Salary Range
Dallas ISD	057905	Dallas	157,575	$47,100-$74,291
Fort Worth ISD	220905	Fort Worth	83,109	$48,200-$78,258
Arlington ISD	220901	Arlington	64,703	$47,106-$71,944

Eighteenth Generation Open-Enrollment Charter Application
Supplemental Human Resources Information Form
(MUST be typed)

ANY areas left blank will result in the application being deemed "INCOMPLETE" during the review process.

Enter the name of the sponsoring entity: Great Hearts America - Texas

Enter the name of the proposed charter school: Great Hearts Academies - Dallas

Position: Special Education Teacher Reports to: Headmaster/Head of Lower School

Job Duties: List up to 10 key duties this individual will perform.

1. Provide educational services to special education students
2. Prepare student education plans in consultation with parents and IEP guidelines
3. Develop schemes of work and lesson plans aligned with special education needs and the philosophy of Great Hearts
4. Design instruction, both individual and group, which parallels the general education curriculum
5. Participate in school and faculty meetings, including professional development activities
6. Monitor student progress, participate in review and revision of IEP, as appropriate
7. Assist other professional staff in diagnosis of learning disorders, development of planned remediation, and student evaluation
8. Communicate necessary information to parents and students regarding student progress and student needs
9. Maintain clear and accurate records of student performance and submit reports as required
10. Articulate curriculum between and among students

If a charter is awarded, this document becomes part of the original application. Changes to this information must be documented in the minutes of an open meeting of the charter holder board.

ATTACHMENT J

February 27, 2013

Ward Huseth
Great Hearts America - Texas
c/o Great Hearts Academies, Inc.
3102 N. 56th Street
Suite 300
Phoenix, AZ 85018

To Whom It May Concern:

Since the sponsoring entity, Great Hearts America – Texas, did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations for more than a year. As such and as required, Great Hearts America – Texas is submitting the following unaudited statements consisting of:

- an unaudited statement of financial position,
- an unaudited statement of activities, and
- an unaudited statement of cash flows

Please note that the unaudited financial statements also include a notarized acknowledgement signed by the board chair, the president and the chief financial officer of the sponsoring entity attesting to the accuracy and completeness of the information provided.

The sponsoring entity, Great Hearts America – Texas, filed a Restated Certificate of Formation with the Secretary of State of Texas on February 21, 2012 and is in the process of completing its first independent audit of its financial statements. Please see the attached engagement letter from Padgett, Stratemann & Co., L.L.P. , a qualified independent tax and accounting firm in Texas, to perform the audit for the most recent fiscal year end (December 31, 2012).

Sincerely,

Ward Huseth
Chief Financial Officer
Great Hearts America - Texas

CORPORATE ACKNOWLEDGMENT

IN WITNESS WHEREOF, the parties hereto have executed this Attachment J by their authorized individuals on the day, month and year indicated below, attesting to the accuracy and completeness of the information provided.

Great Hearts America - Texas

By: _____
Dr. Dan Scoggin
Its: Board Chairman

By: _____
Dr. Peter Bezanson
Its: President

By: _____
Mr. Ward Huseth
Its: Chief Financial Officer

STATE OF ARIZONA)
)ss.
County of Maricopa)

On this, the 27 day of February, 2013, before me, the undersigned officers, personally appeared:

Dan Scoggin who acknowledges himself to be the Board Chairman
Peter Bezanson who acknowledges himself to be the President
Ward Huseth who acknowledges himself to be the Chief Financial Officer

of Great Hearts America - Texas, a Texas corporation, and that, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation, by himself as such officer.

My commission expires:

Maria Carmen Mioni
Notary Public

Maria Carmen Mioni
Notary Public - Arizona
Maricopa County
My Comisission Expires
January 22, 2016

Attachment J

Great Hearts America - Texas

Statements of Financial Position (unaudited)

As of December 31, 2012 and February 28, 2013

	12/31/2012	2/28/2013
Assets		
Current assets		
Cash	$ -	$ 381,250
Pledge Receipts Due from Great Hearts Academies (AZ)	250,798	-
Pledge Receivable - current	1,000,000	1,000,000
Total current assets	1,250,798	1,381,250
Pledge Receivable- Long term	1,000,000	1,000,000
Total assets	$ 2,250,798	$ 2,381,250
Current liabilities		
Due to Great Hearts Academies (AZ)	$ -	$ 13,185
Deferred Revenue	-	-
Total current liabilities	-	13,185
Net assets	2,250,798	2,368,065
Total liabilities and net assets	$ 2,250,798	$ 2,381,250

Great Hearts America - Texas

Statements of Activities (unaudited)
For the Period February 17, 2012 through December 31, 2012
and for the Period January 1, 2013 through February 28, 2013

	2/17/2012 - 12/31/2012	1/1/2013 - 2/28/2013
Revenue		
Philanthropic Contributions	2,256,250	125,000
Total Revenue	**$ 2,256,250**	**$ 125,000**
Expense		
Salaries & Payroll Taxes	-	-
Travel	5,452	5,806
Professional Services		550
Professional Conferences		1,378
Total Operating Expense	**5,452**	**7,733**
Change in Net Assets	**$ 2,250,798**	**$ 117,267**

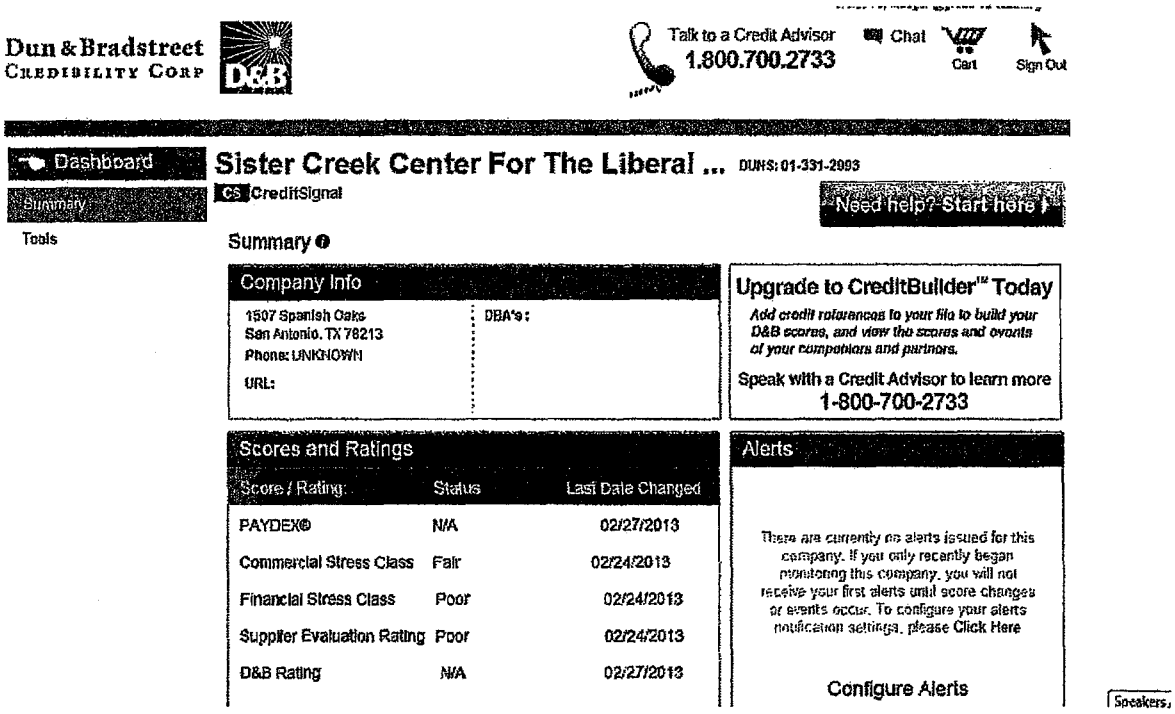
Great Hearts America - Texas

Statements of Cash Flows (unaudited)
For the Period February 17, 2012 through December 31, 2012
and for the Period January 1, 2013 through February 28, 2013

	2/17/2012 - 12/31/2012	1/1/2013 - 2/28/2013
Cash flows from operating activities:		
Changes in net assets (deficit)	$ 2,250,798	$ 117,267
Adjustment to reconcile change in net assets to net cash provided by operating activities:		
Changes in:		
Pledge Receipts Due from Great Hearts Academies (AZ)	(250,798)	263,983
Pledges Receivable	(2,000,000)	
Deferred revenue	-	
Net cash provided by operating activities	-	381,250
Net increase in cash	-	381,250
Cash, beginning of the period	-	-
Cash, end of the period	$ -	$ 381,250

Attachment K

Since Great Hearts America – Texas did not have any financial transactions prior to November 6th 2012, it effectively has not been in operations long enough to create a credit history. However, since Great Hearts America – Texas filed a Restated Certificate of Formation with the Secretary of State of Texas on February 21, 2012 to take over a dormant not-for-profit entity called Sister Creek Center for the Liberal Arts, we have included the following credit report below.



Dun & Bradstreet
Credibility Corp

Talk to a Credit Advisor
1.800.700.2733

Chat Cart Sign Out

Dashboard
Summary
Tools

Sister Creek Center For The Liberal ... DUNS: 01-331-2993

CS CreditSignal

Need help? Start here

Summary

Company Info

1507 Spanish Oaks
San Antonio, TX 78213
Phone: UNKNOWN
URL:

DBA's:

Upgrade to CreditBuilder℠ Today

Add credit relevance to your file to build your D&B scores, and view the scores and events of your competitors and partners.

Speak with a Credit Advisor to learn more
1-800-700-2733

Scores and Ratings

Score / Rating:	Status	Last Date Changed
PAYDEX®	N/A	02/27/2013
Commercial Stress Class	Fair	02/24/2013
Financial Stress Class	Poor	02/24/2013
Supplier Evaluation Rating	Poor	02/24/2013
D&B Rating	N/A	02/27/2013

Alerts

There are currently no alerts issued for this company. If you only recently began monitoring this company, you will not receive your first alerts until score changes or events occur. To configure your alerts notification settings, please Click Here

Configure Alerts

Speakers,

990 FORM

PAGE 181 - 191 = 11 PAGES

UNDER SECTION 6103 & 6104 OF U.S. CODE TITLE 26

11 PAGES HAVE BEEN WITHHELD

Form **990-N**
Department of the Treasury
Internal Revenue Service

Electronic Notice (e-Postcard)

for Tax-Exempt Organizations not Required To File Form 990 or 990-EZ

OMB No. 1545-2085

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 1/1/2011, and ending 12/31/2011.

B Check if applicable
☐ Terminated, Out of Business
☑ Gross receipts are normally $50,000 or less

C Name of organization: SISTER CREEK CENTER FOR THE LIBERAL ARTS
d/b/a:

% Great Hearts America-J Judson
3102 N 56th St Suite 300
Phoenix, AZ, US, 85018

D Employer Identification Number
43-1973126

E Website:

F Name of Principal Officer: James M Judson

3102 N 56th St Suite 300
Phoenix, AZ, US, 85018

Privacy Act and Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws.

The organization is not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of the Form 990-N is covered in Code section 6104.

The time needed to complete and file this form and related schedules will vary depending on individual circumstances. The estimated average times is 15 minutes.

Note: This image is provided for your records only. Do NOT mail this page to the IRS. The IRS will not accept this filing via paper. You must file your Form 990-N (e-Postcard) electronically.

This Form 990-N (e-Postcard) was accepted by the IRS on 5/12/2012.

Form 414 (Revised 05/11) Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Restated Certificate of Formation With New Amendments**	This space reserved for office use.

Entity Information

The name of the filing entity is:

THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- ☐ For-profit Corporation
- ☒ Nonprofit Corporation
- ☐ Cooperative Association
- ☐ Limited Liability Company
- ☐ Professional Corporation
- ☐ Professional Limited Liability Company
- ☐ Professional Association
- ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 8000931332

The date of formation of the filing entity is: June 12, 2002

Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

Identification of New Amendments

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- ☒ The entity name has been amended.
- ☒ The registered agent name or registered office address has changed.
- ☒ The purpose of the entity has been amended.
- ☐ The period of duration of the entity has been amended.
- ☐ A general partner has withdrawn or been admitted to the limited partnership.

Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

☒ **Other changes.** The certificate of formation has been amended as follows:

☒ **Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

Article Twelve - Added to include a provision on Discrimination.

☒ **Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

Article One - Amended to change Name
Article Four - Amended to reflect changes to the purpose of the Corporation
Article Five - Amended to add a Member
Article Six - Amended to change the article from Restrictions to Prohibited Transactions
Article Seven - Amended to change the article on Dissolution and Liquidation
Article Eight - Amended to change the Registered Office and Registered Agent
Article Nine - Amended to name current Board of Directors
Article Ten - Amended to change the article from Limitation on Liability of Directors to Liability and Indemnification
Article Eleven - is amended and replaced by a new Article Eleven concerning Discrimination

☐ **Delete** Each of the provisions identified below are deleted from the certificate of formation.

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

The restated certificate of formation, which is attached to this form, 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. The attached 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.

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is filed by the secretary of state.

B. [ ] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. [ ] This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent in the restated certificate of formation 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 under the provisions of law governing the entity to execute the filing instrument.

Date: February 16, 2012

PRESIDENT

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS,

James M. Judson

Signature of authorized person

JAMES M. JUDSON

Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

ATTACHMENT TO AMENDED AND RESTATED CERTIFICATE OF FORMATION OF THE SISTER CREEK CENTER FOR THE LIBERAL ARTS

ARTICLE ONE
NAME

The name of the filing entity is GREAT HEARTS AMERICA—TEXAS (the "Corporation").

ARTICLE TWO
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES

This Corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary or educational purposes, as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law). In furtherance of its exempt purpose, the Corporation will 1) administer property donated to the Corporation for charitable, scientific, literary or educational purposes; 2) distribute the donated property and the income from the property to or on behalf of qualified organizations and persons for charitable, scientific, literary or educational purposes; and 3) do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation. The character of affairs of the Corporation will be:

A. To operate public charter schools in Texas;

B. To develop each student's academic potential, personal character and leadership qualities through an academically rigorous and content-rich educational program grounded in the classical tradition; and

C. . To strive to give every student the education he or she deserves and needs.

ARTICLE FIVE
MEMBERSHIP

The Corporation will have one member. The Corporation's sole member will be Great Hearts America, an Arizona nonprofit corporation.

ARTICLE SIX
PROHIBITED TRANSACTIONS

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, or organizations organized and operated for a profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes or as otherwise permitted by State law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No part of the activities of the Corporation funded with state funds shall be used for lobbying as defined by Texas law. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or (2) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and/or 3) as otherwise prohibited by Texas law applicable to open-enrollment charter holders or charter schools.

ARTICLE SEVEN
DISSOLUTION AND LIQUIDATION

Upon the dissolution or liquidation of this Corporation, assets of the Corporation that are considered public property under Texas law will be distributed in accordance with Texas law and under the Commissioner of Education's supervision. For remaining assets, the board of directors will, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Federal tax code) or will be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed will be disposed of by a court of competent jurisdiction of the county in which 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 EIGHT
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 350 N. St. Paul Street, Suite 2900, Dallas, TX 75201-4234 and the name of its initial registered agent at the address is C T Corporation Systems."

1. The amendment changes Article Nine of the Certificate of Formation by eliminating the reference to the initial directors. The article is amended to read as follows:

ARTICLE NINE
DIRECTORS

The management of the affairs of the Corporation is vested in the Board of Directors. The names and addresses of the members of the Board of Directors of the Corporation in February 2012 are:

Peter Bezanson
9425 N. Arroyo Vista Drive
Phoenix, AZ 85028

Daniel P. Scoggin
3106 E. Lexington Avenue
Gilbert, AZ 85234

Ward Huseth
3501 E. Camelback Road, Apt. #120
Phoenix, AZ 85018

ARTICLE TEN
LIABILITY AND INDEMNIFICATION

The personal liability of any director of the Corporation to the Corporation or its members or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Texas Business Organizations Code and Texas Education Code as amended from time to time. The Corporation will indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the Corporation. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE ELEVEN
DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, relation, physical handicap or disability or any other legal protected classification under applicable law.

By: THE SISTER CREEK CENTER FOR THE LIBERAL ARTS, a Texas nonprofit corporation

Date Signed: February 16, 2012

JAMES M. JUDSON, President

37399804 3\February 16, 2012
110115 003

ATTACHMENT M

There are no such sources of funds to report at this time.

Attachment N

San Antonio Area Foundation
Where Giving and Community Connect

December 7, 2012

Daniel Scoggin, Ph.D.
CEO
Great Hearts America-Texas
3102 N. 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dr. Scoggin:

The San Antonio Area Foundation enables our donors to effectively achieve their philanthropic goals. It is my pleasure to inform you that the San Antonio Area Foundation has approved this $250,000.00 grant to Great Hearts America-Texas from the ***High Performing Charter School Fund*** of the San Antonio Area Foundation to support the opening of San Antonio's first Great Heart's charter school in 2013.

When communicating to the public regarding this grant, please identify it as "A grant from the ***High Performing Charter School Fund*** of the *San Antonio Area Foundation.*"

If you have any questions, please feel free to contact us. Best wishes for continued success.

Sincerely,

Dennis E. Noll
President/Chief Executive Officer

Enclosures

c: Victoria Ricco (w/o enc.)
c: Jackie Moczygemga (w/o enc.)

201236737

cf NATIONAL STANDARDS™ Confirmed in Compliance with National Standards for U.S. Community Foundations

303 East Pearl Parkway, Suite 114 • San Antonio, Texas 78215 • p: 210.225.2243 • f: 210.225.1980 • www.saafdn.org

San Antonio Area Foundation
Where Giving and Community Connect

November 1, 2012

Dr. Daniel Scoggin
Chief Executive Officer
Great Hearts Academies
3102 N. 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dr. Scoggin:

I am delighted to confirm that the Board of the San Antonio Area Foundation has approved a contingent $250,000 grant to Great Hearts Texas from the Foundation's High Performing Charter School Fund. The grant will be distributed in 2012 upon the award of a charter by the Texas Board of Education for Great Hearts and is to be used toward startup costs to open schools in San Antonio, Texas.

None of the funds provided in this grant may be used, directly or indirectly, for the purpose of participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

I look forward to seeing you at the charter interview in Austin on Friday.

Sincerely,

Dennis E. Noll

GEORGE W. BRACKENRIDGE FOUNDATION
119 TAYLOR STREET
SAN ANTONIO, TEXAS 78205
TEL (210) 223-6075 • FAX (210) 226-1715
WWW.BRACKENRIDGEFOUNDATION.ORG

January 1, 2013

Dr. Peter Bezanson, President
Great Hearts America—Texas
3102 N. 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dr. Bezanson:

On behalf of the George W. Brackenridge Foundation, I am delighted to enclose the first installment, $125,000, of the $1,000,000 pledge to Great Hearts America – Texas.

The relevant grant restrictions are:

(1) Great Hearts America—Texas must maintain its 501c3 status and

(2) Funds may not be used for any political campaign purposes, to carry on propaganda or otherwise attempt to influence in any manner legislation of any governmental body, to influence the outcome of any public election, to carry on directly or indirectly, any voter registration drive, or to make any payment or use of Grant funds for any purpose other than charitable purposes described in Code section 170 (c)(2)(B).

It would be hard to overstate our excitement about Great Hearts' San Antonio expansion. We stand ready to assist in any way we can.

Sincerely,

Victoria B. Rico
Chair & Trustee

VBR/km

cc:
Randy J. Boatright, Trustee
David H.O. Roth, Trustee

GEORGE W. BRACKENRIDGE FOUNDATION
119 TAYLOR STREET
SAN ANTONIO, TEXAS 78205
TEL (210) 223-6075 • FAX (210) 226-1715
WWW.BRACKENRIDGEFOUNDATION.ORG

TRUSTEES
VICTORIA B. RICO - CHAIRMAN
RANDY J. BOATRIGHT
STEPHANIE SHEARER

Really was 2012!

February 20, 2011

Dr. Peter Bezanson, President
Great Hearts America—Texas
3102 N. 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dr. Bezanson:

On behalf of the George W. Brackenridge Foundation, I am delighted to offer Great Hearts America—Texas a conditional multi-year grant commitment of $1,000,000 over the next eight years. This grant is conditioned initially upon Great Hearts America—Texas obtaining a Texas charter and committing to open a charter school campus in San Antonio by Fall 2013. Distribution of grant funds would begin with $125,000 in January of 2013 with subsequent distributions to be set by mutual consent but in no case less that $100,000 per year until the total of $1,000,000 is reached, so long as performance and growth metrics are met, grant restrictions are observed, and the asset value of the foundation does not drop by more than 30%.

The boards of Great Hearts America—Texas and the George W. Brackenridge Foundation will determine appropriate performance and growth metrics by mutual consent, possibly referencing the metrics established by the Charter School Growth Fund, if any, for Great Hearts America—Texas's San Antonio expansion.

The relevant grant restrictions are (1) Great Hearts America—Texas must maintain its 501c3 status and (2) funds may not be used for any political campaign purposes, to carry on propaganda or otherwise attempt to influence in any manner legislation of any governmental body, to influence the outcome of any public election, to carry on directly or indirectly, any voter registration drive, or to make any payment or use of Grant funds for any purpose other than charitable purposes described in Code section 170 (c)(2)(B).

It would be hard to overstate our excitement about the potential for Great Hearts America—Texas to build classical education schools in San Antonio. Since your parent information meeting, the Brackenridge trustees have been overwhelmed with emails and phone calls from parents and even a few other potential funders asking whether you are really coming.

THE EWING HALSELL FOUNDATION
711 NAVARRO - SUITE 737
SAN ANTONIO, TEXAS 78205-1735
(210) 223-2640 (210) 271-9089 FAX

December 17, 2012

Dr. Daniel Scoggin, Chief Executive Officer
Dr. Peter Bezanson, Chief Academic Officer
Great Hearts America-Texas
3102 N 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dan and Peter:

I am writing as a follow up to the Ewing Halsell Foundation's (the "Foundation") letter dated October 22, 2012 awarding Great Hearts America-Texas ("Great Hearts") a multi-year grant. As stated in our letter, the Board of Directors of the Foundation approved a $2,000,000 grant toward Great Hearts America-Texas educational network expansion into San Antonio including capital expenditures, debt service and operational expenses as described in your business plan (the "San Antonio Expansion Campaign") with the first Great Hearts Academy-San Antonio campus opening by fall 2014. The grant was to be made payable in four installments as outlined below. The Grant funds and appreciation, if any, are restricted and shall only be used for the educational charitable purpose of the San Antonio Expansion Campaign.

The agreement was contingent upon Great Hearts America-Texas receiving a Texas charter from the Texas Board of Education. We congratulate you on being approved for a Texas charter from the State Board of Education on November 16, 2012. Now that this contingency has been met, the Foundation's grant is payable as follows:

- Payment #1 - $1,000,000.00 payable after July 1, 2013 and before December 31, 2013
- Payment #2 - $334,000.00 payable after July 1, 2014 and before December 31, 2014
- Payment #3 - $333,000.00 payable after July 1, 2015 and before December 31, 2015
- Payment #4 - $333,000.00 payable after July 1, 2016 and before December 31, 2016

An annual report will be required before the Foundation will pay any Grant installments. Details of the annual reporting requirements concerning academic performance, financial stability and growth can be found in Appendix A.

The Foundation, by the terms of its governing documents, can only provide funds that will be expended in Texas. Additionally, the Foundation requires that the recipient of a grant

must be an organization that qualifies as an Internal Revenue Code Section 501(c)(3) entity and is not a private foundation. We also require that the recipient of a grant cannot be engaged in carrying on propaganda or attempting to influence legislation as defined under the Internal Revenue Code. If Great Hearts does not meet these restrictions at any time during the Grant period, all funds must be returned immediately.

In addition, the Grant funds must be returned immediately if the San Antonio Expansion Campaign is cancelled. If there is a temporary delay in the project not exceeding twenty-four months, please notify the Foundation immediately and explain the reasons for the delay. If the delay exceeds twenty-four months, the Grant funds must be immediately returned and a new grant request may be made once the San Antonio Expansion Campaign is moving forward.

As a condition on the receipt of monies from this Grant, you and all other representatives of Great Hearts agree that the existence, as well as the terms of this Grant, are strictly confidential. Therefore, you shall not disclose the existence and or terms of this Grant to any third party, unless authorized by the Foundation in writing.

Acceptance of this Grant, by depositing or endorsing the check, means you have agreed to the terms of the Grant herein and creates a right in the Foundation, through its Board of Directors, to enforce the terms of the Grant. The Foundation has the right to inquire into and inspect documentation related to the expenditures made with respect to these Grant funds to ensure that the restrictions detailed above are complied with.

We respectfully request acknowledgement of receipt and acceptance of the terms of this amended and restated Grant at your earliest convenience by signing this letter below and returning a copy to the Foundation. Please understand that although payable over a multi-year period, the Foundation's Grant is a one-time gift and shall not be considered a basis for continued support in the future.

We are firmly committed to supporting Great Hearts expansion into the San Antonio education market, providing San Antonio students and families a high quality choice and great educational opportunity to prepare the student for success in college, career and life. We look forward to the opening of the first Great Hearts Academy-San Antonio campus in the very near future!

Best regards,

Jackie J. Moczygemba
Foundation Manager

APPENDIX A: ANNUAL REPORTING METRICS & MILESTONES

Please provide in written format the following information that is applicable to the Great Hearts America-Texas growth model in San Antonio, Texas.

ACADEMIC ACHIEVEMENT

- Student Results
  - Archway Classical Academies
    - Provide nationally normed test results for each grade level and documentation that proficiencies rates exceed national averages
    - Provide state assessment results for each grade level and documentation that proficiency rates exceed state averages
  - Preparatory Academies
    - Provide ACT, SAT, PSAT, and PLAN test results for each grade level and documentation that scores exceed national averages
    - Provide student-level college application results (names redacted) for all graduates and documentation that 100% of students are accepted to college and 50%+ are accepted to more or most selective colleges (and measured by US News and World Report)
- All Great Hearts schools achieve the highest state label by their 2nd full year and maintain that label for each year thereafter

FINANCIAL SUSTAINABILITY

- Provide annual revenue & expense summaries and supporting details where necessary.
- Provide current fundraising status for the San Antonio expansion campaign.

GROWTH/OPERATIONS

- New School Launch – on time and on target
  - Location identified
  - School Leader identified
  - Teacher recruitment update
  - Schools launched on time per Great Heart's master plan
  - Reach anticipated number of seats by target dates
  - Waiting list update

The Foundation also expects Great Hearts to remain in good standing with the Charter School Growth Fund.

THE EWING HALSELL FOUNDATION
711 NAVARRO - SUITE 737
SAN ANTONIO, TEXAS 78205-1735
(210) 223-2640 (210) 271-9089 FAX

October 22, 2012

Dr. Daniel Scoggin, Chief Executive Officer
Dr. Peter Bezanson, Chief Academic Officer
Great Hearts America-Texas
3102 N 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dan and Peter:

I am writing as a follow up to the Ewing Halsell Foundation's (the "Foundation") letter dated June 4, 2012 awarding Great Hearts America-Texas ("Great Hearts") a multi-year grant. This Amended Grant Approval Letter amends our prior letter and will control both the Foundation's and Great Hearts' obligations from this date forward. As stated in our previous letter, the Board of Directors of the Foundation approved a $2,000,000 grant toward Great Hearts America-Texas educational network expansion into San Antonio including capital expenditures, debt service and operational expenses as described in your business plan (the "San Antonio Expansion Campaign"). The Grant funds and appreciation, if any, are restricted and shall only be used for the educational charitable purpose of the San Antonio Expansion Campaign.

Texas Property Code Section 163.007(a) provides that if the donor of a gift instrument consents in writing, on paper or in electronic form, an institution can modify the restriction in the gift instrument related to the management, investment, or purpose of the funds. Pursuant to this provision, the Foundation would like to modify the $2,000,000.00 grant to amend the grant payout schedule as discussed below.

This grant remains contingent upon Great Hearts receiving a Texas charter from the Texas Board of Education and Great Hearts America's commitment to opening a network of Great Hearts schools in San Antonio, Texas. Due to delays in the Texas charter process, the Foundation acknowledges the operational issues that can arise from attempting to open a school amid such time constraints. The Foundation desires that Great Hearts has a successful school opening in San Antonio, and does not in any way want to pressure Great Hearts into a 2013 opening if that is not the most prudent path to take.

To that end, the Board decided to amend the grant payout schedule to permit Great Hearts to open its initial campus in fall 2013 or fall 2014.

Upon satisfying all requirements and restrictions, the Grant will be payable as follows:

- Payment #1 - $1,000,000.00 payable after July 1, 2013 and before December 31, 2013
- Payment #2 - $334,000.00 payable after July 1, 2014 and before December 31, 2014
- Payment #3 - $333,000.00 payable after July 1, 2015 and before December 31, 2015
- Payment #4 - $333,000.00 payable after July 1, 2016 and before December 31, 2016

This Grant is contingent upon Great Hearts receiving its Texas charter in the fall of 2012 and Great Hearts commitment to open its initial campus in San Antonio by the fall of 2014. An annual report will be required before the Foundation will pay any Grant installments. Details of the annual reporting requirements concerning academic performance, financial stability and growth will be determined by reasonable mutual agreement between the Foundation and Great Hearts.

The Foundation, by the terms of its governing documents, can only provide funds that will be expended in Texas. Additionally, the Foundation requires that the recipient of a grant must be an organization that qualifies as an Internal Revenue Code Section 501(c)(3) entity and is not a private foundation. We also require that the recipient of a grant cannot be engaged in carrying on propaganda or attempting to influence legislation as defined under the Internal Revenue Code. If Great Hearts does not meet these restrictions at any time during the Grant period, all funds must be returned immediately.

In addition, the Grant funds must be returned immediately if the San Antonio Expansion Campaign is cancelled. If there is a temporary delay in the project not exceeding twenty-four months, please notify the Foundation immediately and explain the reasons for the delay. If the delay exceeds twenty-four months, the Grant funds must be immediately returned and a new grant request may be made once the San Antonio Expansion Campaign is moving forward.

As a condition on the receipt of monies from this Grant, you and all other representatives of Great Hearts agree that the existence, as well as the terms of this Grant, are strictly confidential. Therefore, you shall not disclose the existence and or terms of this Grant to any third party, unless authorized by the Foundation in writing.

Acceptance of this Grant, by depositing or endorsing the check, means you have agreed to the terms of the Grant herein and creates a right in the Foundation, through its Board of Directors, to enforce the terms of the Grant. The Foundation has the right to inquire into and inspect documentation related to the expenditures made with respect to these Grant funds to ensure that the restrictions detailed above are complied with.

We respectfully request acknowledgement of receipt and acceptance of the terms of this amended and restated Grant at your earliest convenience by signing this letter below and returning a copy to the Foundation. Please understand that although payable over a multi-

year period, the Foundation's Grant is a one-time gift and shall not be considered a basis for continued support in the future.

We are firmly committed to supporting Great Hearts expansion into the San Antonio education market, providing San Antonio students and families a high quality choice and great educational opportunity to prepare the student for success in college, career and life.

Best regards,

Jackie J. Moczygemba
Foundation Manager

The undersigned hereby agrees to all restrictions of the Grant as defined in this Amended Grant Approval Letter.

Great Hearts America-Texas

By: Daniel Scoggin, Director

THE EWING HALSELL FOUNDATION
711 NAVARRO - SUITE 737
SAN ANTONIO, TEXAS 78205-1735
(210) 223-2640 (210) 271-9089 FAX

June 4, 2012

Dr. Daniel Scoggin, Chief Executive Officer
Dr. Peter Bezanson, Chief Academic Officer
Great Hearts America-Texas
3102 N 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dan and Peter:

In a recent meeting, the Board of Directors of the Ewing Halsell Foundation (the "Foundation") discussed and approved a grant to attract and grow the Great Hearts America public charter school model in the San Antonio area. I am delighted to tell you that funds were approved in the amount of $2,000,000.00 (the "Grant") toward Great Hearts America-Texas educational network expansion into San Antonio including capital expenditures, debt service and operational expenses as described in your business plan (the "San Antonio Expansion Campaign"). The Grant funds and appreciation, if any, are restricted and shall only be used for the educational charitable purpose of the San Antonio Expansion Campaign.

The following are the Foundation's requirements and restrictions on the Grant. The Grant is contingent upon Great Hearts America-Texas receiving a Texas charter from the Texas Board of Education and Great Hearts America's commitment to opening a network of Great Hearts America-Texas schools in San Antonio, Texas with the initial campus opening fall 2013.

The Foundation, by the terms of its governing documents, can only provide funds that will be expended in Texas. Additionally, the Foundation requires that the recipient of a grant must be an organization that qualifies as an Internal Revenue Code Section 501(c)(3) entity and is not a private foundation. We also require that the recipient of a grant cannot be engaged in carrying on propaganda or attempting to influence legislation as defined under the Internal Revenue Code. If Great Hearts America-Texas does not meet these restrictions at any time during the Grant period, all funds must be returned immediately.

In addition, the Grant funds must be returned immediately if the San Antonio Expansion Campaign is cancelled. If there is a temporary delay in the project not exceeding twenty-four months, please notify the Foundation immediately and explain the reasons for the

delay. If the delay exceeds twenty-four months, the Grant funds must be immediately returned and a new grant request may be made once the San Antonio Expansion Campaign is moving forward.

Upon satisfying all requirements and restrictions, the Grant will be payable after July 1, 2013 in two annual installments of $1,000,000.00. This Grant is contingent upon Great Hearts America-Texas receiving its Texas charter in the fall of 2012 and Great Hearts America-Texas commitment to open its initial campus in San Antonio by the fall of 2013. An annual report will be required before the Foundation will pay any Grant installments. Details of the annual reporting requirements concerning academic performance, financial stability and growth will be determined by reasonable mutual agreement between the Foundation and Great Hearts America-Texas.

As a condition on the receipt of monies from this Grant, you and all other representatives of Great Hearts America-Texas agree that the existence, as well as the terms of this Grant, are strictly confidential. Therefore, you shall not disclose the existence and or terms of this Grant to any third party, unless authorized by the Foundation in writing.

Acceptance of this Grant, by depositing or endorsing the check, means you have agreed to the terms of the Grant herein and creates a right in the Foundation, through its Board of Directors, to enforce the terms of the Grant. The Foundation has the right to inquire into and inspect documentation related to the expenditures made with respect to these Grant funds to ensure that the restrictions detailed above are complied with.

We respectfully request acknowledgement of receipt and acceptance of the terms of the Grant at your earliest convenience by signing this letter below and returning a copy to the Foundation. Please understand that although payable over a multi-year period, the Foundation's Grant is a one-time gift and shall not be considered a basis for continued support in the future.

We firmly believe that Great Hearts America-Texas can and will be a school of choice for San Antonio parents and students who want a better education that will prepare the student for success in college, career and life. The Foundation is pleased to partner with Great Hearts America-Texas in this endeavor.

Best regards,

Jackie J. Moczygemba
Foundation Manager

The undersigned hereby agrees to all restrictions of the Grant as defined in this letter.

Great Hearts America-Texas

By: Daniel Scoggin Director

THE EWING HALSELL FOUNDATION
711 NAVARRO - SUITE 737
SAN ANTONIO, TEXAS 78205-1735
(210) 223-2640 (210) 271-9089 FAX

February 20, 2012

Dr. Daniel Scoggin, Chief Executive Officer
Dr. Peter Bezanson, Chief Academic Officer
Great Hearts Academies
3102 N 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dan and Peter:

This letter serves as evidence that the Ewing Halsell Foundation's Board of Directors ("the Board") visited two (2) Great Hearts schools on February 13, 2012 and is considering a grant toward Great Hearts Academies proposed expansion of its public charter school model in San Antonio, Texas. The Board will continue to follow Great Hearts' status in obtaining a Texas charter and in reviewing your business plan to expand and grow in San Antonio, Texas.

Please let me know if you have any questions. Thank you!

Best regards,

Jackie J. Moczygemba
Foundation Manager

Arizona Bank&Trust

Company: GREAT HEARTS ACADEMIES

Information valid as of Tuesday, February 26, 2013 at 03:50 PM AZT

Account Selection	Account Description	Current Balance	Available Balance
[redacted]	[redacted]	381,250.00	381,250.00

Request Specific Date Range

From 02/25/2013 To 02/26/2013

Advanced Search >>

The system has completed your history request for dates 02/25/2013 through 02/26/2013 for [redacted]

Posted Transactions

Date	Transaction	Description	Debit	Credit	Balance
02/25/2013	[redacted]	Deposit Adjustment		381,250.00	381,250.00
		Totals	0.00	381,250.00	

First | Prev | Showing Records 1 - 1 of 1 | Next | Last

Select Export Format [redacted]

Arizona Bank & Trust

Attachment O

Application for an Open-Enrollment Charter School - Eighteenth Generation

WORKSHEET

Name of Sponsoring Entity:	Great Hearts America - Texas		
Name of Proposed Charter School:	Great Hearts Academies Dallas		
For the Period:	09/01/13	to	08/31/14

ADA Revenue

Enter projected enrollment numbers. Check attendance eligibility requirements using the attendance accounting handbook for the applicable year, available at the following link: http://www.tea.state.tx.us/index4_wide.aspx?id=7739&menu_id=645&menu_id2=789

Reminder: Funding for each prekindergarten student is based on half-day eligibility.

	ADA Revenue Worksheet		Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Total
A.	Grade		2013-2014	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019	Amounts
1.	Maximum Enrollment - Pre-K 3-Year-Old		-	-	-	-	-	-	-
2.	Maximum Enrollment - Pre-K 4-Year-Old		-	-	-	-	-	-	-
3.	Projected Enrollment - Kindergarten		-	60	90	150	240	330	870
4.	Projected Enrollment - 1st Grade		-	60	90	150	240	330	870
5.	Projected Enrollment - 2nd Grade		-	60	90	150	240	330	870
6.	Projected Enrollment - 3rd Grade		-	60	90	150	240	330	870
7.	Projected Enrollment - 4th Grade		-	60	90	150	240	330	870
8.	Projected Enrollment - 5th Grade		-	60	90	150	240	330	870
9.	Projected Enrollment - 6th Grade		-	84	84	168	252	336	924
10.	Projected Enrollment - 7th Grade		-	56	84	140	224	308	812
11.	Projected Enrollment - 8th Grade		-	56	56	140	196	280	728
12.	Projected Enrollment - 9th Grade		-	52	56	108	192	248	656
13.	Projected Enrollment - 10th Grade		-	-	47	47	94	168	351
14.	Projected Enrollment - 11th Grade		-	-	-	42	42	88	172
15.	Projected Enrollment - 12th Grade		-	-	-	-	37	37	74
	Total Projected 100% Enrollment		-	608	867	1,545	2,477	3,440	8,937
	Estimated Amount of Avg. Adjusted Basic Allotment + Special Program Funding Avg. + ASATR Average per Student, Which Also Accounts for an 80% Attendance Rate		$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086
	Total Potential Enrollment * Estimated Funding per Student =		$ -	$ 8,082,288	$ 4,409,562	$ 7,857,870	$ 12,598,022	$ 17,495,840	$ 45,453,582

Student:Teacher Ratios

Refer to the Educational Plan, section 4(f) of the application for the ratio.

Note: A number must be entered in column (d) for the ratio in column (c) to be calculated. See TEC, §25.111.

	(a)	(b)	(c)	(d)	(e)	(f)
	Year	Projected Enrollment (Row 28 Above, Column D=)	Proposed Ratio [(b)/(d)]	# Teachers (per Proposed Ratio)	# Teachers Budgeted	Application Page #
	Start up	0	#DIV/0!	0	20.50	
	Year 1	608	15.2:1	40	41.50	35
	Year 2	867	15.2105263157895:1	57		35
	Year 3	1,545	15:1	103		35
	Year 4	2,477	15.0121212121212:1	165		35
	Year 5	3,440	15.0218340611354:1	229		35

WORKSHEET

Name of Sponsoring Entity:	Great Hearts America - Texas	
Name of Proposed Charter School:	Great Hearts Academies Dallas	
For the Period:	09/01/13	to 08/31/14

Total Payroll Costs (#6100)

Projected Payroll Costs Based on Salary Comparison Information in HR Section of Application and Budgets (Attachments D and I)

The salary information for traditional school district schools of comparable size entered in this table should match the information provided in the application (Attachment I, HR Information Form).

Note: Columns (b) through (e) and (g) through (l) must be completed in order for the average salary and total salary amounts to be calculated.

Page #	Position Description	Salary Amount per Position (one year) (b) School 1	(c) School 2	(d) School 3	(e) AVG (b)-(d)	for additional positions, i.e., 5 teachers (f) Extensions	Total Salary Amount for All Individuals in Each Position, by Year (g) Start-up	(h) Year 1	(i) Year 2	(j) Year 3	(k) Year 4	(l) Year 5
Att. I	(1) CEO/Superintendent	250,003	250,003	242,050	247,352	135,000						
Att. I	(2) Assistant Headmaster	67,200	62,400	63,902	64,501	58,000	$ 14,500	3 mos				
Att. I	(3) Head of Lower School	78,800	72,100	70,154	73,685	65,000	$ 65,000	12 mos				
Att. I	(4) Special Ed. Teacher	47,100	48,200	47,108	47,469	45,000	$ 11,250	1.5 mos				
Att. I	(5) Teacher	47,100	45,200	45,703	46,001	38,000	$ 73,625	1.5 mos				
Att. I	(6) College Counselor	48,441	62,400	51,000	53,947	43,000						
Att. I	(7) Director of Operations	67,200	62,400	63,902	64,501	51,600	$ 51,600	12 mos				
Att. I	(8) Athletic Director	55,200	86,200	81,482	74,294	60,000						
Att. I	(9) Office Assistant	22,862	22,800	18,998	21,553	20,000	$ 2,500	3 mos				
Att. I	(10) PEIMS Coordinator	47,100	48,200	53,994	49,765	35,000						
Att. I	(11) Office Manager	22,688	30,100	25,321	26,036	30,000	$ 22,500	9 mos				
Att. I	(12) Registered Nurse	19,551	27,700	15,340	20,864	20,000						
Att. I	(13) Headmaster	90,000	86,200	91,300	89,167	72,000	$ 72,000	12 mos				
Att. I	(14) Dean of Students	80,000	62,400	63,902	72,101	58,000						
Att. I	(15) K-5 Teacher	47,100	45,200	45,676	46,059	38,000	$ 57,000	1.5 mos				
Att. I	(16) Assistant Teacher	19,551	20,200	14,231	17,994	20,000	$ 30,000	1.5 mos				
	Totals:	$ 1,020,076	$ 1,031,703	$ 994,261	$ 1,015,347	$ 788,600	$ 399,975	$ -	$ -	$ -	$ -	$ -

Number of Students Served at Comparable Schools - Year 1			
Total Number of Students Served at Each School			
(b) School 1	(c) School 2	(d) School 3	(e) AVG (b)-(d)
740	665	819	741

Proposed Charter School's Enrollment Cap (per to application coversheet)					
-	608	867	1,545	2,477	3,440

Total Professional and Contracted Services (#6200)

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
#6259	Utilities:	cost	#/per	Total Annual Cost (b) * (c) =	% Rate per Month [1/12]	Cost per Month [Cost x Rate]	# Months	Total Budgeted Cost
	Electricity - Total # Locations	20400	$ 1.00	$ 20,400	0.08	$ 1,700.00	2	3,400
	Phone(s) - Total # Locations	1500	$ 1.00	$ 1,500	0.08	$ 125.00	12	1,500
	Trash - Total # Locations	2400	$ 1.00	$ 2,400	0.08	$ 200.00	2	400
	Water - Total # Locations	1200	$ 1.00	$ 1,200	0.08	$ 100.00	2	200
	Other - Total # Locations			$ -	0.08	$ -	0	-

Note: If there are more than 5 locations, then combine locations with close costs, and average the costs (row 95).

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
#6270	Leasing:	Square Feet	Cost per Square Foot	Total Annual Cost (b) * (c) =	% Rate per Month [1/12]	Cost per Month [Cost (d) x Rate (e)]	# Months	Total Budgeted Cost
	Location 1 - Office Location							
	Square Ft. Cost	2,500	$ 12.00	$ 30,000	0.083	$ 2,500.00	10	$ 25,000
	Location 2 - 1st Campus School Facilities							
	Square Ft. Cost	45,600	$ 9.00	$ 410,400	0.083	$ 34,200.00	2	$ 68,400
	Location 3 - 2nd Campus School Facilities							
	Square Ft. Cost			$ -	0.083	$ -		$ -
	Location 4 - 3rd Campus School Facilities							
	Square Ft. Cost			$ -	0.083	$ -		$ -
	Location 5 - 4th Campus School Facilities							
	Square Ft. Cost			$ -	0.083	$ -		$ -
	Totals:	48,100	21	$ 440,400	0.417	$ 36,700.00		$ 93,400

Attachment O

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 0 Start-Up Budget

Name of Sponsoring Entity:	**Great Hearts America - Texas**		
Name of proposed Charter School:	**Great Hearts Academies Dallas**		
For the Period:	09/01/13	to	08/31/14

Summary of Estimated Net Assets and Expenses at Beginning of Year 0 (Start-Up Budget)

Row	Acct. Code	Estimated Revenue and Net Assets	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11		Net Assets at Beginning of Year -0-	2,368,065	-	-	2,368,065	
12							
13		Estimated Revenues	100,000	-	-	100,000	
14		**Total Revenues and Net Assets:**	$ 2,468,065	$ -	$ -	$ 2,468,065	
15							
Row	Acct. Code	**Estimated Expenses**	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
17	6100	Payroll Costs	487,454	-	-	487,454	51.1%
18	6200	Professional and Contracted Services	266,025	-	-	266,025	27.9%
19	6300	Supplies and Materials	182,400	-	-	182,400	19.1%
20	6400	Other Operating Costs	17,260	-	-	17,260	1.8%
21	6500	Debt Expenses	-	-	-	-	0.0%
22		**Total Expenses:**	$ 953,139	$ -	$ -	$ 953,139	
23		**Change in Net Assets**	$ (853,139)	$ -	$ -	$ (853,139)	-56.3%
24 & 25		**Net Assets at the End of Year 0** (Amount should be carried over to Year 1's beginning balance.)	$ 1,514,926	$ -	$ -	$ 1,514,926	

SAS 539-13
RFA 701-13-101

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 0 Start-Up Budget

Name of Sponsoring Entity:	**Great Hearts America - Texas**		
Name of proposed Charter School:	**Great Hearts Academies Dallas**		
For the Period:	09/01/13	to	08/31/14

		Estimated Net Assets and Revenue					
Row	Acct. Code	Description of Net Assets	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
29	1110	Beginning Cash Balance - Year 0 [Start-Up]	381,250	-	-	381,250	N: $250k SAAF+ $125k BF +$6,250 Donor
30	1220	Pledge Receivable	1,000,000	-	-	1,000,000	Attach N: EHF 1st Pmnt in Fall 2013
31	1990	Other Assets - Long-term Pledges Receivable	1,000,000	-	-	1,000,000	N: EHF Pmnts 2-4 in Fall 2014, '15, '16
32	2110	Accounts Payable	(13,185)	-	-	(13,185)	Attach J: Expenses Incurred to Date
33		[Enter description here]	-	-	-	-	
34		[Enter description here]	-	-	-	-	
35		[Enter description here]	-	-	-	-	
36		[Enter description here]	-	-	-	-	
37		[Enter description here]	-	-	-	-	
38		[Enter description here]	-	-	-	-	
39		**Total Net Assets:**	$ 2,368,065	$ -	$ -	$ 2,368,065	
Row	Acct. Code	Description of Estimated Revenues					⇩ Source Notes ⇩
42	5744	Philanthropic Contributions	100,000	-	-	100,000	Attach N: BF Pmnt in Jan 2014
43		[Enter description here]	-	-	-	-	
44		[Enter description here]	-	-	-	-	
45		[Enter description here]	-	-	-	-	
46		[Enter description here]	-	-	-	-	
47		[Enter description here]	-	-	-	-	
48		[Enter description here]	-	-	-	-	
49		[Enter description here]	-	-	-	-	
50		[Enter description here]	-	-	-	-	
51		[Enter description here]	-	-	-	-	
52		**Total Estimated Revenues:**	$ 100,000	$ -	$ -	$ 100,000	
53		**Total Estimated Net Assets and Revenues:**	$ 2,468,065	$ -	$ -	$ 2,468,065	

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 0 Start-Up Budget

Name of Sponsoring Entity:	**Great Hearts America - Texas**		
Name of proposed Charter School:	**Great Hearts Academies Dallas**		
For the Period:	09/01/13	to	08/31/14

Row	Acct. Code	Description of Expenses	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Source Notes
55		**Estimated Expenses**					
57	6100	Payroll Costs	399,975	-	-	399,975	Budget Worksheet
58	6112	Salaries or Wages for Substitute Teachers	-	-	-	-	
59	6119	Salaries or Wages - Teachers & Other Professional Personnel	-	-	-	-	
60	6121	Extra Duty Pay/Overtime - Support Personnel	-	-	-	-	
61	6129	Salaries or Wages for Support Personnel	-	-	-	-	
62	6139	Employee Allowances	-	-	-	-	
63	6141	Social Security/Medicare	30,598	-	-	30,598	7.65% (1.45%+6.2%) of Payroll Costs
64	6142	Group Health and Life Insurance	35,750	-	-	35,750	$500/mo x equivalent mos employed
65	6143	Workers' Compensation	3,600	-	-	3,600	.9% of Payroll Costs
66	6145	Unemployment Compensation	7,999.50	-	-	8,000	2.0% of Payroll Costs
67	6146	Teacher Retirement/TRS Care	4,970	-	-	4,970	.55% Payroll + 6.446% for 25% of teacher
68	6149	Employee Benefits	4,562	-	-	4,562	2% 401(k) match for non-teacher salaries
69		**Total Payroll Costs (6100s):**	$ 487,454	$ -	$ -	$ 487,454	
Row	Acct. Code	Description of Expenses					Source Notes
71	6200	Professional and Contracted Services	-	-	-	-	
72	6211	Legal Services	3,000	-	-	3,000	Estimate for Governance matters
73	6212	Audit Services	12,000	-	-	12,000	Attach R - Initial Audit
74	6219	Professional Services	148,125	-	-	148,125	10% of Philanthropic Contributions to dat
75	6221	Staff Tuition and Related Fees -- Higher Education	-	-	-	-	
76	6222	Student Tuition -- Public Schools	-	-	-	-	
77	6223	Student Tuition -- Other than Public Schools	-	-	-	-	
78	6229	Tuition and Transfer Payments	-	-	-	-	
79	6239	Education Service Center Services	-	-	-	-	
80	6249	Contracted Maintenance and Repair	-	-	-	-	Estimate Tenant Improvements
81	6259	Utilities	5,500	-	-	5,500	Budget Worksheet
82	6269	Rentals -- Operating Leases	93,400	-	-	93,400	Budget Worksheet
83	6299	Miscellaneous Contracted Services	4,000	-	-	4,000	Janitorial for 2 mos
84		**Total Professional and Contracted Services (6200s):**	$ 266,025	$ -	$ -	$ 266,025	

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 0 Start-Up Budget

Name of Sponsoring Entity:	**Great Hearts America - Texas**
Name of proposed Charter School:	**Great Hearts Academies Dallas**
For the Period:	09/01/13 to 08/31/14

Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
87	6300	Supplies and Materials	24,320	-	-	24,320	$40/student initially
88	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	-	-	-	-	
89	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
90	6321	Textbooks	152,000	-	-	152,000	$250/student initially
91	6329	Reading Materials	6,080	-	-	6,080	$10/student initially
92	6339	Testing Materials	-	-	-	-	None until Year 1
93	6341	Food	-	-	-	-	
94	6342	Non-Food	-	-	-	-	
95	6343	Items for Sale	-	-	-	-	
96	6344	USDA Donated Commodities	-	-	-	-	
97	6349	Food Service Supplies	-	-	-	-	
98	6399	General Supplies	-	-	-	-	
99		**Total Supplies and Materials (6300s):**	$ 182,400	$ -	$ -	$ 182,400	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
101	6400	Other Operating Costs	-	-	-	-	
102	6411	Travel and Subsistence -- Employee Only	3,600	-	-	3,600	6 Trips
103	6412	Travel and Subsistence -- Students	-	-	-	-	
104	6413	Stipends -- Non-Employees	-	-	-	-	
105	6419	Travel and Subsistence -- Non-Employees	-	-	-	-	
106	6429	Insurance and Bonding Costs	13,660	-	-	13,660	$1,500 initial + $20/student
107	6449	Depreciation Expense	-	-	-	-	
108	6494	Reclassified Transportation Expenses	-	-	-	-	
109	6499	Miscellaneous Operating Costs	-	-	-	-	
110		**Total Other Operating Costs (6400s):**	$ 17,260	$ -	$ -	$ 17,260	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 0 Start-Up Budget

Name of Sponsoring Entity:	**Great Hearts America - Texas**
Name of proposed Charter School:	**Great Hearts Academies Dallas**
For the Period:	09/01/13 to 08/31/14

112	6500	Debt Expense	-	-	-	-	
113	6521	Interest on Bonds	-	-	-	-	
114	6522	Capital Lease Interest	-	-	-	-	
115	6523	Interest on Debt	-	-	-	-	
116	6529	Interest Expenses	-	-	-	-	
117	6599	Other Debt Fees	-	-	-	-	
118		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Attachment P

Application for an Open-Enrollment Charter School - Eighteenth Generation
Estimated Revenues and Expenses - Year 1 Budget

Name of Sponsoring Entity: Great Hearts America - Texas
Name of proposed Charter School: Great Hearts Academies Dallas
For the period: 9/1/2014 to 8/31/2015

Summary of Estimated Net Assets and Expenses
Year 1

Row	Acct. Code	Estimated Revenue and Net Assets:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11	Net Assets at Beginning of the Year		1,514,926	-	-	1,514,926	
12							
13	Estimated Revenues:						
14	5700	Local Sources	500,000	-	-	500,000	
15	5800	State Sources	3,092,288	-	-	3,092,288	
16	5900	Federal Sources	-	-	-	-	
17		Other Sources	-	-	-	-	
18		**Total Estimated Revenues:**	$ 3,592,288	$ -	$ -	$ 3,592,288	
19							
Row	Acct. Code	**Estimated Expenses:**	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
21	6100	Payroll Costs	2,326,441	-	-	2,326,441	70.8%
22	6200	Professional and Contracted Services	813,649	-	-	813,649	24.8%
23	6300	Supplies and Materials	125,680	-	-	125,680	3.8%
24	6400	Other Operating Costs	18,460	-	-	18,460	0.6%
25	6500	Debt Expenses	-	-	-	-	0.0%
26		Other Expenses	$ -	-	-	-	0.0%
27		**Total Estimated Expenses:**	$ 3,284,230	$ -	$ -	$ 3,284,230	
28	**Change in Net Assets**		$ 308,058	$ -	$ -	$ 308,058	91.4%
29 & 30	**Net Assets at the End of Year 1**		$ 1,822,984	$ -	$ -	$ 1,822,984	

	Estimated Net Assets and Revenue						
Row	Acct. Code	Description of Net Assets					
Row	Acct. Code	Local Support Revenues:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
35	5710	Local Property Taxes Passed through from School Districts	$ -	-	-	-	
36	5720	Local Revenues Realized as a Result of Services Rendered to Others	$ -	-	-	-	
37	5740	Other Revenues from Local Sources	$ 500,000	-	-	500,000	$100k 3rd Pmnt from BF + $400k CSGF/Walton Startup Grant
38	5750	Revenues from Co-curricular, Enterprising Services or Activities	$ -	-	-	-	
39	5760	Revenues from Intermediate Sources	$ -	-	-	-	
40		**Total Local Revenues:**	$ 500,000	$ -	$ -	500,000	
Row	Acct. Code	**State Program Revenues:**					⇩ Source Notes ⇩
42	5810	Per Capita & Foundation School Program Act Revenues	$ 3,092,288	-	-	3,092,288	
43	5820	State Program Revenues Distributed by TEA	$ -	-	-	-	
44	5850	State Revenues from State of Texas Government Agencies (other than TEA)	$ -	-	-	-	
45		**Total State Revenues:**	$ 3,092,288	$ -	$ -	$ 3,092,288	
Row	Acct. Code	**Federal Program Revenues:**					⇩ Source Notes ⇩
47	5910	Federal Revenues Distributed through Government Entities Other than State or Federal Agencies	$ -	-	-	-	
49	5920	Federal Revenues Distributed by the TEA	$ -	-	-	-	
49	5930	Federal Revenues Distributed by Other State of Texas Government Agencies (Other than TEA)	$ -	-	-	-	
50	5940	Federal Revenues Distributed Directly from the Federal Government	$ -	-	-	-	
51		**Total Federal Revenues:**	$ -	$ -	$ -	$ -	
52		**Total Revenue and Resources ⇨**	$ 3,592,288	$ -	$ -	3,592,288	

Row	Acct. Code	Description of Expenses	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Source Notes
54		**Estimated Expenses**					
56	6100	Payroll Costs	1,844,600	-	-	1,844,600	Budget Worksheet
57	6112	Salaries or Wages for Substitute Teachers	-	-	-	-	
58	6119	Salaries or Wages - Teachers & Other Professional Personnel	-	-	-	-	
59	6121	Extra Duty Pay/Overtime - Support Personnel	-	-	-	-	
60	6129	Salaries or Wages for Support Personnel	-	-	-	-	
61	6139	Employee Allowances	-	-	-	-	
62	6141	Social Security/Medicare	141,112	-	-	141,112	7.65% (1.45%+6.2%) of Payroll Costs
63	6142	Group Health and Life Insurance	249,000	-	-	249,000	$500/mo x equivalent mos employed
64	6143	Workers' Compensation	16,601	-	-	16,601	.9% of Payroll Costs
65	6145	Unemployment Compensation	36,892	-	-	36,892	2.0% of Payroll Costs
66	6146	Teacher Retirement/TRS Care	32,303	-	-	32,303	.55% Payroll + 6.446% for 25% of teac
67	6149	Employee Benefits	5,932	-	-	5,932	2% 401(k) match for non-teacher sala
68		**Total Payroll Costs (6100s):**	$ 2,326,441	$ -	$ -	$ 2,326,441	
Row	Acct. Code	Description of Expenses					Source Notes
70	6200	Professional and Contracted Services	-	-	-	-	
71	6211	Legal Services	12,000	-	-	12,000	Estimated retainer and reserve
72	6212	Audit Services	12,000	-	-	12,000	Annual Audit
73	6219	Professional Services	309,229	-	-	309,229	10% of State Aid
74	6221	Staff Tuition and Related Fees – Higher Education	-	-	-	-	
75	6222	Student Tuition – Public Schools	-	-	-	-	
76	6223	Student Tuition – Other than Public Schools	-	-	-	-	
77	6229	Tuition and Transfer Payments	-	-	-	-	
78	6239	Education Service Center Services	-	-	-	-	
79	6249	Contracted Maintenance and Repair	20,520	-	-	20,520	5% of Rent for Maintenance
80	6259	Utilities	25,500	-	-	25,500	See Budget Worksheet
81	6269	Rentals – Operating Leases	410,400	-	-	410,400	See Budget Worksheet
82	6299	Miscellaneous Contracted Services	24,000	-	-	24,000	Janitorial for 12 mos ($2k/mo)
83		**Total Professional and Contracted Services (6200s):**	$ 813,649	$ -	$ -	$ 813,649	

Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
85	6300	Supplies and Materials	36,480	-	-	36,480	$60/student
86	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	13,200	-	-	13,200	$1,100/mo on Trnasportaion (SPED)
87	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
88	6321	Textbooks	36,480	-	-	36,480	$60/student
89	6329	Reading Materials	6,080	-	-	6,080	$10/student
90	6339	Testing Materials	18,240	-	-	18,240	$30/student
91	6341	Food	-	-	-	-	
92	6342	Non-Food	-	-	-	-	
93	6343	Items for Sale	-	-	-	-	
94	6344	USDA Donated Commodities	-	-	-	-	
95	6349	Food Service Supplies	-	-	-	-	
96	6399	General Supplies	15,200	-	-	15,200	$25/student
97		**Total Supplies and Materials (6300s):**	$ 125,680	$ -	$ -	$ 125,680	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
98	6400	Other Operating Costs	-	-	-	-	
100	6411	Travel and Subsistence – Employee Only	4,800	-	-	4,800	8 Trips
101	6412	Travel and Subsistence – Students	-	-	-	-	
102	6413	Stipends – Non-Employees	-	-	-	-	
103	6419	Travel and Subsistence – Non-Employees	-	-	-	-	
104	6429	Insurance and Bonding Costs	13,660	-	-	13,660	$1,500+$20/student
105	6449	Depreciation Expense	-	-	-	-	
106	6494	Reclassified Transportation Expenses	-	-	-	-	
107	6499	Miscellaneous Operating Costs	-	-	-	-	
108		**Total Other Operating Costs (6400s):**	$ 18,460	$ -	$ -	$ 18,460	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
110	6500	Debt Expense	-	-	-	-	
111	6521	Interest on Bonds	-	-	-	-	
112	6522	Capital Lease Interest	-	-	-	-	
113	6523	Interest on Debt	-	-	-	-	
114	6529	Interest Expenses	-	-	-	-	
115	6599	Other Debt Fees	-	-	-	-	
116		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Application for an Open-Enrollment Charter School - Eighteenth Generation
Estimated Revenues and Expenses - Year 2 Budget

Name of Sponsoring Entity:	Great Hearts America - Texas		
Name of proposed Charter School:	Great Hearts Academies Dallas		
For the period:	9/1/2015	to	8/31/2016

Summary of Estimated Net Assets and Expenses
Year 1

Row	Acct. Code	Estimated Revenue and Net Assets:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11		Net Assets at Beginning of the Year	1,822,984	-	-	1,822,984	
12							
13		Estimated Revenues:					
14	5700	Local Sources	-	-	-	500,000	
15	5800	State Sources	4,409,562	-	-	4,409,562	
16	5900	Federal Sources	-	-	-	-	
17		Other Sources	500,000	-	-	500,000	
18		Total Estimated Revenues:	$ 4,909,562	$ -	$ -	$ 5,409,562	
19							
Row	Acct. Code	Estimated Expenses:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
21	6100	Payroll Costs	3,398,295	-	-	3,398,295	71.4%
22	6200	Professional and Contracted Services	1,163,081	-	-	1,163,081	24.4%
23	6300	Supplies and Materials	173,595	-	-	173,595	3.6%
24	6400	Other Operating Costs	23,640	-	-	23,640	0.5%
25	6500	Debt Expenses	-	-	-	-	0.0%
26		Other Expenses	$ -	-	-	-	0.0%
27		Total Estimated Expenses:	$ 4,758,610	$ -	$ -	$ 4,758,610	
28		Change in Net Assets	$ 150,952	$ -	$ -	$ 650,952	88.0%
29 & 30		Net Assets at the End of Year 1	$ 1,973,936	$ -	$ -	$ 2,473,936	

	Estimated Net Assets and Revenue						
Row	Acct. Code	Description of Net Assets					
Row	Acct. Code	Local Support Revenues:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
35	5710	Local Property Taxes Passed through from School Districts	$ -	-	-	-	
36	5720	Local Revenues Realized as a Result of Services Rendered to Others	$ -	-	-	-	
37	5740	Other Revenues from Local Sources	$ 500,000	-	-	500,000	$100k 4th Pmnt from BF + $400k CSGF/Walton Startup Grant
39	5750	Revenues from Co-curricular, Enterprising Services or Activities	$ -	-	-	-	
39	5760	Revenues from Intermediate Sources	$ -	-	-	-	
40		**Total Local Revenues:**	$ 500,000	$ -	$ -	500,000	
Row	Acct. Code	**State Program Revenues:**					
42	5810	Per Capita & Foundation School Program Act Revenues	$ 4,409,562	-	-	4,409,562	
43	5820	State Program Revenues Distributed by TEA	$ -	-	-	-	
44	5830	State Revenues from State of Texas Government Agencies (other than TEA)	$ -			-	
45		**Total State Revenues:**	$ 4,409,562	$ -	$ -	$ 4,409,562	
Row	Acct. Code	**Federal Program Revenues:**					⇩ Source Notes ⇩
47	5910	Federal Revenues Distributed through Government Entities Other than State or Federal Agencies	$ -	-	-	-	
48	5920	Federal Revenues Distributed by the TEA	$ -	-	-	-	
49	5930	Federal Revenues Distributed by Other State of Texas Government Agencies (Other than TEA)	$ -	-	-	-	
50	5940	Federal Revenues Distributed Directly from the Federal Government	$ -	-	-	-	
51		**Total Federal Revenues:**	$ -	$ -	$ -	$ -	
52		**Total Revenue and Resources ⇨**	$ 4,909,562	$ -	$ -	4,909,562	

Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
85	6300	Supplies and Materials	52,020	-	-	52,020	$60/student
86	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	13,200	-	-	13,200	$1,100/mo on Tmasportaion (SPED)
87	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
88	6321	Textbooks	52,020	-	-	52,020	$60/student
89	6329	Reading Materials	8,670	-	-	8,670	$10/student
90	6339	Testing Materials	26,010	-	-	26,010	$30/student
91	6341	Food	-	-	-	-	
92	6342	Non-Food	-	-	-	-	
93	6343	Items for Sale	-	-	-	-	
94	6344	USDA Donated Commodities	-	-	-	-	
95	6348	Food Service Supplies	-	-	-	-	
96	6399	General Supplies	21,675	-	-	21,675	$25/student
97		**Total Supplies and Materials (6300s):**	$ 173,595	$ -	$ -	$ 173,595	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
99	6400	Other Operating Costs	-	-	-	-	
100	6411	Travel and Subsistence – Employee Only	4,800	-	-	4,800	8 Trips
101	6412	Travel and Subsistence – Students	-	-	-	-	
102	6413	Stipends – Non-Employees	-	-	-	-	
103	6419	Travel and Subsistence – Non-Employees	-	-	-	-	
104	6429	Insurance and Bonding Costs	18,840	-	-	18,840	$1,500+$20/student
105	6449	Depreciation Expense	-	-	-	-	
106	6494	Reclassified Transportation Expenses	-	-	-	-	
107	6499	Miscellaneous Operating Costs	-	-	-	-	
108		**Total Other Operating Costs (6400s):**	$ 23,640	$ -	$ -	$ 23,640	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
110	6500	Debt Expense	-	-	-	-	
111	6521	Interest on Bonds	-	-	-	-	
112	6522	Capital Lease Interest	-	-	-	-	
113	6523	Interest on Debt	-	-	-	-	
114	6529	Interest Expenses	-	-	-	-	
115	6599	Other Debt Fees	-	-	-	-	
116		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Application for an Open-Enrollment Charter School - Eighteenth Generation
Estimated Revenues and Expenses - Year 3 Budget

Name of Sponsoring Entity:	Great Hearts America - Texas		
Name of proposed Charter School:	Great Hearts Academies Dallas		
For the period:	9/1/2016	to	8/31/2017

Summary of Estimated Net Assets and Expenses
Year 1

Row	Acct. Code	Estimated Revenue and Net Assets:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11	Net Assets at Beginning of the Year		1,973,936	-	-	1,973,936	
12							
13	Estimated Revenues:						
14	5700	Local Sources	500,000	-	-	500,000	
15	5800	State Sources	7,857,870	-	-	7,857,870	
16	5900	Federal Sources	-	-	-	-	
17		Other Sources	-	-	-	-	
18		Total Estimated Revenues:	$ 8,357,870	$ -	$ -	$ 8,357,870	
19							
Row	Acct. Code	Estimated Expenses:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
21	6100	Payroll Costs	5,891,157	-	-	5,891,157	70.8%
22	6200	Professional and Contracted Services	2,095,057	-	-	2,095,057	25.2%
23	6300	Supplies and Materials	299,025	-	-	299,025	3.6%
24	6400	Other Operating Costs	37,200	-	-	37,200	0.4%
25	6500	Debt Expenses	-	-	-	-	0.0%
26		Other Expenses	$ -	-	-	-	0.0%
27		Total Estimated Expenses:	$ 8,322,440	$ -	$ -	$ 8,322,440	
28		Change in Net Assets	$ 35,430	$ -	$ -	$ 35,430	99.6%
29 & 30		Net Assets at the End of Year 1	$ 2,009,367	$ -	$ -	$ 2,009,367	

	Estimated Net Assets and Revenue						
Row	Acct. Code	Description of Net Assets					
Row	Acct. Code	**Local Support Revenues:**	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
35	5710	Local Property Taxes Passed through from School Districts	$ -	-	-	-	
36	5720	Local Revenues Realized as a Result of Services Rendered to Others	$ -	-	-	-	
37	5740	Other Revenues from Local Sources	$ 500,000	-	-	500,000	$100k 5th Pmnt from BF + $400k CSGF/Walton Startup Grant
38	5750	Revenues from Co-curricular, Enterprising Services or Activities	$ -	-	-	-	
39	5760	Revenues from Intermediate Sources	$ -	-	-	-	
40		**Total Local Revenues:**	$ 500,000	$ -	$ -	500,000	
Row	Acct. Code	**State Program Revenues:**					
42	5810	Per Capita & Foundation School Program Act Revenues	$ 7,857,870	-	-	7,857,870	
43	5820	State Program Revenues Distributed by TEA	$ -	-	-	-	
44	5830	State Revenues from State of Texas Government Agencies (other than TEA)	$ -			-	
45		**Total State Revenues:**	$ 7,857,870	$ -	$ -	$ 7,857,870	
Row	Acct. Code	**Federal Program Revenues:**					⇩ Source Notes ⇩
47	5910	Federal Revenues Distributed through Government Entities Other than State or Federal Agencies	$ -	-	-	-	
48	5920	Federal Revenues Distributed by the TEA	$ -	-	-	-	
49	5930	Federal Revenues Distributed by Other State of Texas Government Agencies (Other than TEA)	$ -	-	-	-	
50	5940	Federal Revenues Distributed Directly from the Federal Government	$ -	-	-	-	
51		**Total Federal Revenues:**	$ -	$ -	$ -	$ -	
52		**Total Revenue and Resources ⇨**	$ 8,357,870	$ -	$ -	8,357,870	

Row	Acct. Code	Description of Expenses	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanantly Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
54		**Estimated Expenses**					
56	6100	Payroll Costs	4,685,175	-	-	4,685,175	Budget Worksheet
57	6112	Salaries or Wages for Substitute Teachers	-	-	-	-	
58	6119	Salaries or Wages - Teachers & Other Professional Personnel	-	-	-	-	
59	6121	Extra Duty Pay/Overtime - Support Personnel	-	-	-	-	
60	6129	Salaries or Wages for Support Personnel	-	-	-	-	
61	6139	Employee Allowances	-	-	-	-	
62	6141	Social Security/Medicare	358,416	-	-	358,416	7.65% (1.45%+6.2%) of Payroll Costs
63	6142	Group Health and Life Insurance	613,875	-	-	613,875	$500/mo x equivalent mos employed
64	6143	Workers' Compensation	42,167	-	-	42,167	.9% of Payroll Costs
65	6145	Unemployment Compensation	93,704	-	-	93,704	2.0% of Payroll Costs
66	6146	Teacher Retirement/TRS Care	81,395	-	-	81,395	.55% Payroll + 6.446% for 25% of teacl
67	6149	Employee Benefits	16,426	-	-	16,426	2% 401(k) match for non-teacher salar
68		**Total Payroll Costs (6100s):**	$ 5,891,157	$ -	$ -	$ 5,891,157	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
70	6200	Professional and Contracted Services	-	-	-	-	
71	6211	Legal Services	12,000	-	-	12,000	Estimated retainer and reserve
72	6212	Audit Services	12,000	-	-	12,000	Annual Audit
73	6219	Professional Services	785,787	-	-	785,787	10% of State Aid
74	6221	Staff Tuition and Related Fees – Higher Education	-	-	-	-	
75	6222	Student Tuition – Public Schools	-	-	-	-	
76	6223	Student Tuition – Other than Public Schools	-	-	-	-	
77	6229	Tuition and Transfer Payments	-	-	-	-	
78	6239	Education Service Center Services	-	-	-	-	
79	6249	Contracted Maintenance and Repair	56,489	-	-	56,489	5% of Rent for Maintenance
80	6259	Utilities	51,000	-	-	51,000	See Budget Worksheet
81	6269	Rentals – Operating Leases	1,129,781	-	-	1,129,781	See Budget Worksheet
82	6299	Miscellaneous Contracted Services	48,000	-	-	48,000	Janitorial for 12 mos ($2k/mo)
83		**Total Professional and Contracted Services (6200s):**	$ 2,095,057	$ -	$ -	$ 2,095,057	

Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
85	6300	Supplies and Materials	92,700	-	-	92,700	$60/student
86	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	13,200	-	-	13,200	$1,100/mo on Tmasportaion (SPED)
87	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
88	6321	Textbooks	92,700	-	-	92,700	$60/student
89	6329	Reading Materials	15,450	-	-	15,450	$10/student
90	6339	Testing Materials	46,350	-	-	46,350	$30/student
91	6341	Food	-	-	-	-	
92	6342	Non-Food	-	-	-	-	
93	6343	Items for Sale	-	-	-	-	
94	6344	USDA Donated Commodities	-	-	-	-	
95	6349	Food Service Supplies	-	-	-	-	
96	6399	General Supplies	38,625	-	-	38,625	$25/student
97		**Total Supplies and Materials (6300s):**	$ 299,025	$ -	$ -	$ 299,025	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
99	6400	Other Operating Costs	-	-	-	-	
100	6411	Travel and Subsistence – Employee Only	4,800	-	-	4,800	8 Trips
101	6412	Travel and Subsistence – Students	-	-	-	-	
102	6413	Stipends – Non-Employees	-	-	-	-	
103	6419	Travel and Subsistence – Non-Employees	-	-	-	-	
104	6429	Insurance and Bonding Costs	32,400	-	-	32,400	$1,500+$20/student
105	6449	Depreciation Expense	-	-	-	-	
106	6494	Reclassified Transportation Expenses	-	-	-	-	
107	6499	Miscellaneous Operating Costs	-	-	-	-	
108		**Total Other Operating Costs (6400s):**	$ 37,200	$ -	$ -	$ 37,200	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
110	6500	Debt Expense	-	-	-	-	
111	6521	Interest on Bonds	-	-	-	-	
112	6522	Capital Lease Interest	-	-	-	-	
113	6523	Interest on Debt	-	-	-	-	
114	6529	Interest Expenses	-	-	-	-	
115	6599	Other Debt Fees	-	-	-	-	
116		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Application for an Open-Enrollment Charter School - Eighteenth Generation

Estimated Revenues and Expenses - Year 4 Budget

Name of Sponsoring Entity:	Great Hearts America - Texas
Name of proposed Charter School:	Great Hearts Academies Dallas
For the period:	9/1/2017 to 8/31/2018

Summary of Estimated Net Assets and Expenses

Year 1

Row	Acct. Code	Estimated Revenue and Net Assets:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11	Net Assets at Beginning of the Year		2,009,367	-	-	2,009,367	
12							
13	Estimated Revenues:						
14	5700	Local Sources	500,000	-	-	500,000	
15	5800	State Sources	12,598,022	-	-	12,598,022	
16	5900	Federal Sources	-	-	-	-	
17		Other Sources	-	-	-	-	
18		**Total Estimated Revenues:**	$ 13,098,022	$ -	$ -	$ 13,098,022	
19							
Row	Acct. Code	**Estimated Expenses:**	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
21	6100	Payroll Costs	9,201,520	-	-	9,201,520	70.4%
22	6200	Professional and Contracted Services	3,346,174	-	-	3,346,174	25.6%
23	6300	Supplies and Materials	459,060	-	-	459,060	3.5%
24	6400	Other Operating Costs	55,840	-	-	55,840	0.4%
25	6500	Debt Expenses	-	-	-	-	0.0%
26		Other Expenses	$ -	-	-	-	0.0%
27		**Total Estimated Expenses:**	$ 13,062,594	$ -	$ -	$ 13,062,594	
28		**Change in Net Assets**	$ 35,428	$ -	$ -	$ 35,428	99.7%
29 & 30		**Net Assets at the End of Year 1**	$ 2,044,794	$ -	$ -	$ 2,044,794	

	Estimated Net Assets and Revenue						
Row	Acct. Code	Description of Net Assets					
Row	Acct. Code	Local Support Revenues:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
35	5710	Local Property Taxes Passed through from School Districts	$ -	-	-	-	
36	5720	Local Revenues Realized as a Result of Services Rendered to Others	$ -	-	-	-	
37	5740	Other Revenues from Local Sources	$ 500,000	-	-	500,000	$100k 6th Pmnt from BF + $400k CSGF/Walton Startup Grant
38	5750	Revenues from Co-curricular, Enterprising Services or Activities	$ -	-	-	-	
39	5760	Revenues from Intermediate Sources	$ -	-	-	-	
40		**Total Local Revenues:**	$ 500,000	$ -	$ -	500,000	
Row	Acct. Code	**State Program Revenues:**					
42	5810	Per Capita & Foundation School Program Act Revenues	$ 12,598,022	-	-	12,598,022	
43	5820	State Program Revenues Distributed by TEA	$ -	-	-	-	
44	5830	State Revenues from State of Texas Government Agencies (other than TEA)	$ -			-	
45		**Total State Revenues:**	$ 12,598,022	$ -	$ -	$ 12,598,022	
Row	Acct. Code	**Federal Program Revenues:**					⇩ Source Notes ⇩
47	5910	Federal Revenues Distributed through Government Entities Other than State or Federal Agencies	$ -	-	-	-	
48	5920	Federal Revenues Distributed by the TEA	$ -	-	-	-	
49	5930	Federal Revenues Distributed by Other State of Texas Government Agencies (Other than TEA)	$ -	-	-	-	
50	5940	Federal Revenues Distributed Directly from the Federal Government	$ -	-	-	-	
51		**Total Federal Revenues:**	$ -	$ -	$ -	$ -	
52		**Total Revenue and Resources ⇨**	$ 13,098,022	$ -	$ -	13,098,022	

		Estimated Expenses					
Row	Acct. Code	Description of Expenses	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
56	6100	Payroll Costs	7,302,775	-	-	7,302,775	Budget Worksheet
57	6112	Salaries or Wages for Substitute Teachers	-	-	-	-	
58	6119	Salaries or Wages - Teachers & Other Professional Personnel	-	-	-	-	
59	6121	Extra Duty Pay/Overtime - Support Personnel	-	-	-	-	
60	6129	Salaries or Wages for Support Personnel	-	-	-	-	
61	6139	Employee Allowances	-	-	-	-	
62	6141	Social Security/Medicare	558,662	-	-	558,662	7.65% (1.45%+6.2%) of Payroll Costs
63	6142	Group Health and Life Insurance	976,875	-	-	976,875	$500/mo x equivalent mos employed
64	6143	Workers' Compensation	65,725	-	-	65,725	.9% of Payroll Costs
65	6145	Unemployment Compensation	146,056	-	-	146,056	2.0% of Payroll Costs
66	6146	Teacher Retirement/TRS Care	129,070	-	-	129,070	.55% Payroll + 6.446% for 25% of teacl
67	6149	Employee Benefits	22,358	-	-	22,358	2% 401(k) match for non-teacher salar
68		**Total Payroll Costs (6100s):**	$ 9,201,520	$ -	$ -	$ 9,201,520	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
70	6200	Professional and Contracted Services	-	-	-	-	
71	6211	Legal Services	24,000	-	-	24,000	Estimated retainer and reserve
72	6212	Audit Services	12,000	-	-	12,000	Annual Audit
73	6219	Professional Services	1,259,802	-	-	1,259,802	10% of State Aid
74	6221	Staff Tuition and Related Fees -- Higher Education	-	-	-	-	
75	6222	Student Tuition -- Public Schools	-	-	-	-	
76	6223	Student Tuition -- Other than Public Schools	-	-	-	-	
77	6229	Tuition and Transfer Payments	-	-	-	-	
78	6239	Education Service Center Services	-	-	-	-	
79	6249	Contracted Maintenance and Repair	90,565	-	-	90,565	5% of Rent for Maintenance
80	6259	Utilities	76,500	-	-	76,500	See Budget Worksheet
81	6269	Rentals -- Operating Leases	1,811,306	-	-	1,811,306	See Budget Worksheet
82	6299	Miscellaneous Contracted Services	72,000	-	-	72,000	Janitorial for 12 mos ($2k/mo)
83		**Total Professional and Contracted Services (6200s):**	$ 3,346,174	$ -	$ -	$ 3,346,174	

Row	Acct. Code	Description of Expenses					Source Notes
85	6300	Supplies and Materials	148,620	-	-	148,620	$60/student
86	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	13,200	-	-	13,200	$1,100/mo on Trnasportaion (SPED)
87	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
88	6321	Textbooks	148,620	-	-	148,620	$60/student
89	6329	Reading Materials	24,770	-	-	24,770	$10/student
90	6339	Testing Materials	74,310	-	-	74,310	$30/student
91	6341	Food	-	-	-	-	
92	6342	Non-Food	-	-	-	-	
93	6343	Items for Sale	-	-	-	-	
94	6344	USDA Donated Commodities	-	-	-	-	
95	6349	Food Service Supplies	-	-	-	-	
96	6399	General Supplies	49,540	-	-	49,540	$20/student
97		**Total Supplies and Materials (6300s):**	$ 459,060	$ -	$ -	$ 459,060	
Row	Acct. Code	Description of Expenses					Source Notes
99	6400	Other Operating Costs	-	-	-	-	
100	6411	Travel and Subsistence -- Employee Only	4,800	-	-	4,800	8 Trips
101	6412	Travel and Subsistence -- Students	-	-	-	-	
102	6413	Stipends -- Non-Employees	-	-	-	-	
103	6419	Travel and Subsistence -- Non-Employees	-	-	-	-	
104	6429	Insurance and Bonding Costs	51,040	-	-	51,040	$1,500+$20/student
105	6449	Depreciation Expense	-	-	-	-	
106	6494	Reclassified Transportation Expenses	-	-	-	-	
107	6499	Miscellaneous Operating Costs	-	-	-	-	
108		**Total Other Operating Costs (6400s):**	$ 55,840	$ -	$ -	$ 55,840	
Row	Acct. Code	Description of Expenses					Source Notes
110	6500	Debt Expense	-	-	-	-	
111	6521	Interest on Bonds	-	-	-	-	
112	6522	Capital Lease Interest	-	-	-	-	
113	6523	Interest on Debt	-	-	-	-	
114	6529	Interest Expenses	-	-	-	-	
115	6599	Other Debt Fees	-	-	-	-	
116		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Application for an Open-Enrollment Charter School - Eighteenth Generation
Estimated Revenues and Expenses - Year 5 Budget

Name of Sponsoring Entity:	Great Hearts America - Texas		
Name of proposed Charter School:	Great Hearts Academies Dallas		
For the period:	9/1/2018	to	8/31/2019

Summary of Estimated Net Assets and Expenses
Year 1

Row	Acct. Code	Estimated Revenue and Net Assets:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	
11	Net Assets at Beginning of the Year		2,044,794	-	-	2,044,794	
12							
13	Estimated Revenues:						
14	5700	Local Sources	100,000	-	-	100,000	
15	5800	State Sources	17,495,840	-	-	17,495,840	
16	5900	Federal Sources	-	-	-	-	
17		Other Sources	-	-	-	-	
18		Total Estimated Revenues:	$ 17,595,840	$ -	$ -	$ 17,595,840	
19							
Row	Acct. Code	Estimated Expenses:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	Percentage
21	6100	Payroll Costs	12,093,815	-	-	12,093,815	69.1%
22	6200	Professional and Contracted Services	4,692,584	-	-	4,692,584	26.8%
23	6300	Supplies and Materials	632,400	-	-	632,400	3.6%
24	6400	Other Operating Costs	75,100	-	-	75,100	0.4%
25	6500	Debt Expenses	-	-	-	-	0.0%
26		Other Expenses	$ -	-	-	-	0.0%
27		Total Estimated Expenses:	$ 17,493,899	$ -	$ -	$ 17,493,899	
28		Change in Net Assets	$ 101,941	$ -	$ -	$ 101,941	99.4%
29 & 30		Net Assets at the End of Year 1	$ 2,146,736	$ -	$ -	$ 2,146,736	

	Estimated Net Assets and Revenue						
Row	Acct. Code	Description of Net Assets					
Row	Acct. Code	Local Support Revenues:	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
35	5710	Local Property Taxes Passed through from School Districts	$ -	-	-	-	
36	5720	Local Revenues Realized as a Result of Services Rendered to Others	$ -	-	-	-	
37	5740	Other Revenues from Local Sources	$ 100,000	-	-	100,000	7th Pmnt from BF
38	5750	Revenues from Co-curricular, Enterprising Services or Activities	$ -	-	-	-	
39	5760	Revenues from Intermediate Sources	$ -	-	-	-	
40		**Total Local Revenues:**	$ 100,000	$ -	$ -	100,000	
Row	Acct. Code	**State Program Revenues:**					
42	5810	Per Capita & Foundation School Program Act Revenues	$ 17,495,840	-	-	17,495,840	
43	5820	State Program Revenues Distributed by TEA	$ -	-	-	-	
44	5830	State Revenues from State of Texas Government Agencies (other than TEA)	$ -			-	
45		**Total State Revenues:**	$ 17,495,840	$ -	$ -	$ 17,495,840	
Row	Acct. Code	**Federal Program Revenues:**					⇩ Source Notes ⇩
47	5910	Federal Revenues Distributed through Government Entities Other than State or Federal Agencies	$ -	-	-	-	
48	5920	Federal Revenues Distributed by the TEA	$ -	-	-	-	
49	5930	Federal Revenues Distributed by Other State of Texas Government Agencies (Other than TEA)	$ -	-	-	-	
50	5940	Federal Revenues Distributed Directly from the Federal Government	$ -	-	-	-	
51		**Total Federal Revenues:**	$ -	$ -	$ -	$ -	
52		**Total Revenue and Resources ⇨**	$ 17,595,840	$ -	$ -	17,595,840	

54	Estimated Expenses						
Row	Acct. Code	Description of Expenses	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total Amounts	⇩ Source Notes ⇩
55	6100	Payroll Costs	9,536,650	-	-	9,536,650	Budget Worksheet
57	6112	Salaries or Wages for Substitute Teachers	-	-	-	-	
58	6119	Salaries or Wages - Teachers & Other Professional Personnel	-	-	-	-	
59	6121	Extra Duty Pay/Overtime - Support Personnel	-	-	-	-	
60	6129	Salaries or Wages for Support Personnel	-	-	-	-	
61	6139	Employee Allowances	-	-	-	-	
62	6141	Social Security/Medicare	729,554	-	-	729,554	7.65% (1.45%+6.2%) of Payroll Costs
63	6142	Group Health and Life Insurance	1,351,500	-	-	1,351,500	$500/mo x equivalent mos employed
64	6143	Workers' Compensation	85,830	-	-	85,830	.9% of Payroll Costs
65	6145	Unemployment Compensation	190,733	-	-	190,733	2.0% of Payroll Costs
66	6146	Teacher Retirement/TRS Care	175,820	-	-	175,820	.55% Payroll + 6.446% for 25% of teacl
67	6149	Employee Benefits	23,728	-	-	23,728	2% 401(k) match for non-teacher salar
68		**Total Payroll Costs (6100s):**	$ 12,093,815	$ -	$ -	$ 12,093,815	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
70	6200	Professional and Contracted Services	-	-	-	-	
71	6211	Legal Services	24,000	-	-	24,000	Estimated retainer and reserve
72	6212	Audit Services	12,000	-	-	12,000	Annual Audit
73	6219	Professional Services	1,749,584	-	-	1,749,584	10% of State Aid
74	6221	Staff Tuition and Related Fees -- Higher Education	-	-	-	-	
75	6222	Student Tuition -- Public Schools	-	-	-	-	
76	6228	Student Tuition -- Other than Public Schools	-	-	-	-	
77	6229	Tuition and Transfer Payments	-	-	-	-	
78	6239	Education Service Center Services	-	-	-	-	
79	6249	Contracted Maintenance and Repair	129,000	-	-	129,000	5% of Rent for Maintenance
80	6259	Utilities	102,000	-	-	102,000	See Budget Worksheet
81	6269	Rentals -- Operating Leases	2,580,000	-	-	2,580,000	See Budget Worksheet
82	6299	Miscellaneous Contracted Services	96,000	-	-	96,000	Janitorial for 12 mos ($2k/mo)
83		**Total Professional and Contracted Services (6200s):**	$ 4,692,584	$ -	$ -	$ 4,692,584	

Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
85	6300	Supplies and Materials	206,400	-	-	206,400	$60/student
86	6311	Gasoline and Other Fuels for Vehicles (Including Buses)	13,200	-	-	13,200	$1,100/mo on Tmasportaion (SPED)
87	6319	Supplies for Maintenance and/or Operations	-	-	-	-	
88	6321	Textbooks	206,400	-	-	206,400	$60/student
89	6329	Reading Materials	34,400	-	-	34,400	$10/student
90	6339	Testing Materials	103,200	-	-	103,200	$30/student
91	6341	Food	-	-	-	-	
92	6342	Non-Food	-	-	-	-	
93	6343	Items for Sale	-	-	-	-	
94	6344	USDA Donated Commodities	-	-	-	-	
95	6349	Food Service Supplies	-	-	-	-	
96	6399	General Supplies	68,800	-	-	68,800	$20/student
97		**Total Supplies and Materials (6300s):**	$ 632,400	$ -	$ -	$ 632,400	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
99	6400	Other Operating Costs	-	-	-	-	
100	6411	Travel and Subsistence -- Employee Only	4,800	-	-	4,800	8 Trips
101	6412	Travel and Subsistence -- Students	-	-	-	-	
102	6413	Stipends -- Non-Employees	-	-	-	-	
103	6419	Travel and Subsistence -- Non-Employees	-	-	-	-	
104	6429	Insurance and Bonding Costs	70,300	-	-	70,300	$1,500+$20/student
105	6449	Depreciation Expense	-	-	-	-	
106	6494	Reclassified Transportation Expenses	-	-	-	-	
107	6499	Miscellaneous Operating Costs	-	-	-	-	
108		**Total Other Operating Costs (6400s):**	$ 75,100	$ -	$ -	$ 75,100	
Row	Acct. Code	Description of Expenses					⇩ Source Notes ⇩
110	6500	Debt Expense	-	-	-	-	
111	6521	Interest on Bonds	-	-	-	-	
112	6522	Capital Lease Interest	-	-	-	-	
113	6523	Interest on Debt	-	-	-	-	
114	6529	Interest Expenses	-	-	-	-	
115	6599	Other Debt Fees	-	-	-	-	
116		**Total Debt Expense (6500s):**	$ -	$ -	$ -	$ -	

Application for an Open-Enrollment Charter School – Eighteenth Generation

WORKSHEET

Name of Sponsoring Entity:	Great Hearts America - Texas		
Name of Proposed Charter School:	Great Hearts Academies Dallas		
For the Period:	09/01/14	to	08/31/19

ADA Revenue

Enter projected enrollment numbers. Check attendance eligibility requirements using the attendance accounting handbook for the applicable year, available at the following link:

http://www.tea.state.tx.us/index4.aspx?id=7739&menu_id=645&menu_id2=789

Reminder: Funding for each prekindergarten student is based on half-day eligibility.

	ADA Revenue Worksheet	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Total
A.	Grade							Amounts
1.	Maximum Enrollment - Pre-K 3-Year-Old	-	-	-	-	-	-	-
2.	Maximum Enrollment - Pre-K 4-Year-Old	-	-	-	-	-	-	-
3.	Projected Enrollment - Kindergarten	-	60	90	150	240	330	870
4.	Projected Enrollment - 1st Grade	-	60	90	150	240	330	870
5.	Projected Enrollment - 2nd Grade	-	60	90	150	240	330	870
6.	Projected Enrollment - 3rd Grade	-	60	90	150	240	330	870
7.	Projected Enrollment - 4th Grade	-	60	90	150	240	330	870
8.	Projected Enrollment - 5th Grade	-	60	90	150	240	330	870
9.	Projected Enrollment - 6th Grade	-	84	84	168	252	336	924
10.	Projected Enrollment - 7th Grade	-	56	84	140	224	308	812
11.	Projected Enrollment - 8th Grade	-	56	56	140	196	280	728
12.	Projected Enrollment - 9th Grade	-	52	56	108	192	248	656
13.	Projected Enrollment - 10th Grade	-	-	47	47	94	163	351
14.	Projected Enrollment - 11th Grade	-	-	-	42	42	88	171
15.	Projected Enrollment - 12th Grade	-	-	-	-	37	37	74
	Total Projected 10/05 Enrollment	-	608	867	1,545	2,477	3,440	8,937
	Estimated Amount of Avg. Adjusted Basic Allotment + Special Program Funding Avg. + ASATR Average per Student, Which Also Accounts for an 80% Attendance Rate	$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086	$ 5,086
	Total Potential Enrollment * Estimated Funding per Student =	$ -	$ 3,092,288	$ 4,408,662	$ 7,857,870	$ 12,598,022	$ 17,495,840	$ 45,452,682

Student:Teacher Ratios

Student:Teacher Ratios

Refer to Section 4(j) of the application for the ratio that should appear in column (c).

Note: A number must be entered in column (d) for the ratio in column (c) to be calculated. See TEC, §25.111.

(a)	(b)	(c)	(d)	(e)	(f)
Year	Enrollment Cap (Total Projected Enrollment, Row 28 Above, Columns D–I)	Proposed Ratio [(b)/(d)]	# Teachers (per Proposed Ratio)	# Teachers Budgeted	Application Page #
Start-Up	0	#DIV/0!	0	20.50	
Year 1	608	15.2:1	40	41.50	35
Year 2	867	15.210526315789501:1	57	58.44	35
Year 3	1,545	15:1	103	102.31	35
Year 4	2,477	15.012121212121211:1	165	162.81	35
Year 5	3,440	15.021834061135541:1	228	225.25	35

Total Payroll Costs (#6100)

Projected Payroll Costs Based on Salary Comparison Information in HR Section of Application and Budgets (Appendices III and IV)

The salary information for traditional school district schools of comparable size entered in this table should match the information provided in the application (Appendix II, HR Information Form).

Note: Columns (b) through (e) and (g) through (l) must be completed in order for the average salary and total salary amounts to be calculated.

Page #	(a) Position Description	Salary Amount per Position (one year) (b) School 1	(c) School 2	(d) School 3	(e) AVG (b):(d)	(f) Extensions	Total Salary Amount for All Individuals in Each Position, by Year (g) Start-up	(h) Year 1	(i) Year 2	(j) Year 3	(k) Year 4	(l) Year 5
Att. I	(1) CEO/Superintendent	250,008	260,003	242,050	247,352	135,000		$ -	$ -	$ -	$ 135,000	$ 141,750
Att. I	(2) Assistant Headmaster	67,200	62,400	68,902	64,501	58,000	$ 14,500	$ 58,000	$ 72,500	$ 130,500	$ 188,500	$ 232,000
Att. I	(3) Head of Lower School	76,800	72,100	70,154	73,685	65,000	$ 65,000	$ 65,000	$ 130,000	$ 195,000	$ 260,000	$ 260,000
Att. I	(4) Special Ed. Teacher	47,100	46,200	47,106	47,469	45,000	$ 11,250	$ 90,000	$ 90,000	$ 180,000	$ 270,000	$ 360,000
Att. I	(5) Teacher	47,100	46,200	46,703	46,001	38,000	$ 73,625	$ 589,000	$ 776,625	$ 1,931,675	$ 2,462,875	$ 3,467,500
Att. I	(6) College Counselor	48,441	62,400	51,000	53,947	43,000		$ -	$ 43,000	$ 43,000	$ 86,000	$ 86,000
Att. I	(7) Director of Operations	67,200	62,400	63,902	64,501	51,600	$ 51,600	$ 51,600	$ 103,200	$ 154,800	$ 206,400	$ 206,400
Att. I	(8) Athletic Director	55,200	88,200	81,462	74,294	60,000		$ 60,000	$ 60,000	$ 120,000	$ 120,000	$ 120,000
Att. I	(9) Office Assistant	22,982	22,800	18,996	21,553	20,000	$ 2,500	$ 20,000	$ 22,500	$ 42,500	$ 62,500	$ 80,000
Att. I	(10) PEIMS Coordinator	47,100	48,200	53,994	49,765	35,000		$ 35,000	$ 35,000	$ 35,000	$ 35,000	$ 35,000
Att. I	(11) Office Manager	22,668	30,100	25,321	26,096	90,000	$ 22,500	$ 30,000	$ 52,500	$ 82,500	$ 112,500	$ 120,000
Att. I	(12) Registered Nurse	19,551	27,700	15,340	20,864	20,000		$ 20,000	$ 20,000	$ 40,000	$ 60,000	$ 60,000
Att. I	(13) Headmaster	90,000	88,200	91,300	89,167	72,000	$ 72,000	$ 72,000	$ 144,000	$ 216,000	$ 288,000	$ 288,000
Att. I	(14) Dean of Students	90,000	62,400	65,902	72,101	58,000		$ 58,000	$ 116,000	$ 174,000	$ 232,000	$ 232,000
Att. I	(15) K-5 Teacher	47,100	46,200	46,878	46,059	38,000	$ 57,000	$ 456,000	$ 684,000	$ 1,140,000	$ 1,624,000	$ 2,508,000
Att. I	(16) Assistant Teacher	19,551	20,200	14,231	17,994	20,000	$ 30,000	$ 240,000	$ 360,000	$ 600,000	$ 960,000	$ 1,920,000
	Totals:	31,020,078	31,031,703	$994,261	$1,015,367	$ 788,600	$ 399,975	$ 1,844,600	$2,709,325	$ 4,885,175	$ 7,392,775	$ 9,636,650

Number of Students Served at Comparable Schools - Year 1			
Total Number of Students Served at Each School			
(b) School 1	(c) School 2	(d) School 3	(e) AVG (b):(d)
740	665	819	741

Proposed Charter School's Enrollment Cap					
-	308	867	1,545	2,477	3,440

Total Professional and Contracted Services (#6200)

	(a)	(b)	(c)	(d) Total Annual Cost [(b) * (c)] =	(e) % Rate per Month [1/12]	(f) Cost per Month [Cost x Rate]	(g) # Months	(h) Total Budgeted Cost	2	3	4	5
#6259	Utilities:											
	Electricity - Total # Locations	20400	$ 1.00	$ 20,400	0.08	$ 1,700.00	12	20,400	20,400	40,800	61,200	81,600
	Phone(s) - Total # Locations	1500	$ 1.00	$ 1,500	0.08	$ 125.00	12	1,500	1,500	3,000	4,500	6,000
	Trash - Total # Locations	2400	$ 1.00	$ 2,400	0.08	$ 200.00	12	2,400	2,400	4,800	7,200	9,600
	Water - Total # Locations	1200	$ 1.00	$ 1,200	0.08	$ 100.00	12	1,200	1,200	2,400	3,600	4,800
	Other - Total # Locations			$ -	0.08	$ -		-				

Note: If there are more than 5 locations, then combine locations with close costs, and average the costs (row 95).

	(a)	(b) Square Feet	(c) Cost per Square Foot	(d) Total Annual Cost (b) * (c) =	(e) % Rate per Month [1/12]	(f) Cost per Month [Cost (d) x Rate (e)]	(g) # Months	(h) Total Budgeted Cost
#6270	Leasing:							
	1st Year Campus School Facilities							
	Square Ft. Cost	45,600	$ 9.00	$ 410,400	0.083	$ 34,200.00	12	$ 410,400
	2nd Year Campus School Facilities							
	Square Ft. Cost	65,025	$ 9.50	$ 617,738	0.083	$ 51,478.19	12	$ 617,738
	3rd Year Campus School Facilities							
	Square Ft. Cost	115,875	$ 9.75	$ 1,129,781	0.083	$ 94,148.44	12	$ 1,129,781
	4th Year Campus School Facilities							
	Square Ft. Cost	185,775	$ 9.75	$ 1,811,906	0.083	$ 150,992.19	12	$ 1,811,906
	5th Year Campus School Facilities							
	Square Ft. Cost	258,000	$ 10.00	$ 2,580,000	0.083	$ 215,000.00	12	$ 2,580,000
	Totals:	670,275	48	6,549,225	0.417	$ 545,769.75		$ 6,549,825

Attachment Q

Application for an Open-Enrollment Charter School - Eighteenth Generation
Summary of Combined 5-year Budget Projections

Proposed Charter School Name: *Great Hearts Academies Dallas*

Sponsoring Entity (Charter Holder) Name: *Great Hearts America - Texas*

Proposed Charter Date Range: *9/1/2013* **to** *8/31/2019*

Row	Summary of Combined 5-Year Budgets							
12	Years⇨	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Does Not Include Year 0
13		2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	Total Amount
14	**Estimated Total Revenues and Resources**	$ 2,468,065	$ 3,592,288	$ 4,909,562	$ 8,357,870	$ 13,098,022	$ 17,595,840	$ 47,553,582
15								
16	**Estimated Total Budgeted Expenses**	$ 953,139	$ 3,284,230	$ 4,758,610	$ 8,322,440	$ 13,062,594	$ 17,493,899	$ 46,921,773
17								
18	Annual Operating Surplus (Deficit) *(Estimated Revenues minus Expenses)*	$ 1,514,926	$ 308,058	$ 150,952	$ 35,430	$ 35,428	$ 101,941	$ 631,809
19	Percent of Expenses	1.59	0.09	0.03	0.00	0.00	0.01	0.01
20	*(Annual Operating Surplus (Deficit) / Total Estimated Expenses)*							

ATTACHMENT R

February 22, 2013

Ward Huseth
Great Hearts America - Texas
c/o Great Hearts Academies, Inc.
3102 N. 56th Street
Suite 300
Phoenix, AZ 85018

To Whom It May Concern:

To date, Great Hearts America - Texas has not entered into any agreements or understandings with financial or accounting service vendors.

The financial accounting, payroll, and tax accounting services for Great Hearts America—Texas will initially be donated by the finance staff of Great Hearts Academies, Inc., a non-profit organization serving fifteen charter schools in Arizona. No terms have been negotiated to date between Great Hearts America – Texas and Great Hearts Academies, Inc. However if a negotiated service agreement is entered into, we would expect that the terms will be relatively consistent with past practices of Great Hearts Academies, Inc. whereby the charter school will pay for professional services associated with back office administrative services (e.g. accounting, payroll, etc.) as a percentage of the schools state aid received (typically between 7.5 and 10%).

Great Hearts America - Texas has engaged Padgett, Stratemann & Co., L.L.P. , a qualified independent tax and accounting firm to perform its audit for the most recent fiscal year end after considering multiple firms through a competitive bid process. Great Hearts America – Texas may also decide to engage a qualified firm to assist in the preparation of IRS Form 990 tax filings in the future. Great Hearts Academies, Inc. has historically engaged Fester & Chapman, P.C. (Phoenix, AZ) to assist in the preparation of IRS Form 990 filings and Great Hearts America – Texas would consider hiring them as well through a competitive bid process.

Sincerely,

Ward Huseth
Chief Financial Officer
Great Hearts America - Texas

PS&Co. Padgett Stratemann

February 27, 2013

Dr. Peter Bezanson, President of the Board
Great Hearts America – Texas
3102 North 56th Street, Suite 300
Phoenix, AZ 85018

Dear Dr. Bezanson:

The Objective and Scope of the Audit of the Financial Statements

You have requested that Padgett, Stratemann & Co., L.L.P. ("PS&Co.") audit the first year financial statements of Great Hearts America – Texas (the "Company"), which comprise the statement of financial position as of the period ending December 31, 2012, and the related statements of activities and cash flows for the period then ended, and the related notes to the financial statements.

We are pleased to confirm our understanding of this audit engagement by means of this letter. Our acceptance of this engagement is subject to our satisfactorily completing our normal engagement acceptance due diligence procedures required for new clients. We will notify you promptly if we become aware of any matters noted during our acceptance procedures that results in our not being able to continue with final acceptance of this engagement.

Our audit will be conducted with the objective of our expressing an opinion on the financial statements.

The Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). 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. 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.

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even

though the audit is properly planned and performed in accordance with GAAS. Also, an audit is not designed to detect fraud or errors that are immaterial to the financial statements.

In making our risk assessments, we will consider internal controls relevant to the Company'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 Company's internal control. However, we will communicate to you in writing any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

We will also communicate to the Board of Directors (a) any fraud involving senior management and fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements that becomes known to us during the audit, (b) any instances of noncompliance with laws and regulations that we become aware of during the audit (unless they are clearly inconsequential), (c) disagreements with management and other serious difficulties encountered in performing the audit, and (d) various matters related to the Company's accounting policies and financial statements.

We will maintain our independence in accordance with the standards of the American Institute of Certified Public Accountants ("AICPA"). Under certain circumstances, including but not limited to a public offering of securities, we are also required to be independent under the rules of the Securities Exchange Commission ("SEC") and the Public Company Accounting Oversight Board ("PCAOB"). The rules of the SEC and PCAOB are different from those of the AICPA. Examples of services allowed under the AICPA rules that would impair independence under the SEC and PCAOB rules include preparation of the financial statements, preparation of the tax provision, implementing financial information systems, internal audit outsourcing, and performance of tax services for a contingent fee. If our independence was determined to be impaired under the SEC and PCAOB rules for any periods where independence with such rules would be required, the Company would be required to have the impacted periods re-audited, at the Company's expense, by another firm. Accordingly, you agree to notify us promptly if you determine you may require us to be independent under the rules of the SEC and PCAOB.

The Responsibilities of Management and Identification of the Applicable Financial Reporting Framework

Our audit will be conducted on the basis that management and when appropriate, those charged with governance, acknowledges and understands it has a responsibility (for a purposes of this letter, management of the Company is defined as yourself and Mr. Ward Huseth):

- For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America.

- For the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

- To provide us with:

  - Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters.
  - Additional information that we may request from management for the purpose of the audit.
  - Unrestricted access to persons within the entity from whom we determine it necessary to obtain audit evidence.

As part of our audit process, we will request from management and when appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit, including among other items:

- That management has fulfilled its responsibilities as set out in the terms of this letter.

- That management believes the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Management is responsible for identifying and ensuring that the Company complies with laws and regulations applicable to its activities and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud and for informing us about all known or suspected fraud affecting the entity involving management, employees who have significant roles in

internal control, and others where fraud could have a material effect on the financial statements. Management is also responsible for informing us of its knowledge of any allegations of fraud or suspected fraud affecting the Company received in communications from employees, former employees, analysts, regulators, short sellers, or others.

The Board of Directors is responsible for informing us of its views about the risks of fraud within the entity and its knowledge of any fraud or suspected fraud affecting the entity. For purposes of this letter as well as the audit engagement, in addition to you as president of the Board, the members of the governing body also include the following:

- Dr. Dan Scoggin, Vice President
- Mr. Ward Huseth, Board Member

The Company agrees it will not include our reports, or otherwise make reference to us, in any public or private securities offering without first obtaining our permission. Any such request is also a matter for which separate arrangements will be necessary. After obtaining our permission, the Company also agrees to provide us with printer's proofs or masters of such offering documents for our review and approval before printing and with a copy of the final reproduced material for our approval before it is distributed. In the event our auditor/client relationship has been terminated when the Company seeks our permission, we will be under no obligation to grant such permission or approval.

Company's Records and Assistance

If circumstances arise relating to the condition of the Company's records, the availability of appropriate audit evidence, or indications of a significant risk of material misstatement of the financial statements because of error, fraudulent financial reporting, or misappropriation of assets which, in our professional judgment, prevent us from completing the audit or forming an opinion, we retain the unilateral right to take any course of action permitted by professional standards, including declining to express an opinion, issuing a report, or withdrawing from the engagement. Time and effort through this stage of the audit will be billed and due accordingly.

During the course of our engagement, we may accumulate records containing data that should be reflected in the Company's books and records. The Company will determine that all such data, if necessary, will be so reflected. Accordingly, the Company will not expect us to maintain copies of such records in our possession.

The assistance to be supplied by Company personnel, including the preparation of schedules and analyses of accounts, will be discussed and coordinated with Mr. Ward Huseth. The timely and accurate completion of this work is an essential condition to our completion of the audit and issuance of our audit report.

If, in connection with our audit, you request us to perform accounting services necessary for the preparation of the financial statements (such as maintaining depreciation schedules, computing the provision for income taxes, drafting the financial statements, etc.), you agree to designate Mr. Ward Huseth as the appropriate individual to oversee the services, make all management decisions involved in those services, evaluate the adequacy and results of the services, and accept responsibility for the results of the services.

Other Relevant Information

Unless instructed otherwise by the Company, we sometimes utilize third-party service providers to assist with data input or to provide assistance to us in meeting our service obligation to the Company. We remain solely responsible for the quality and accuracy of the services we are engaged to perform, regardless of any work assumed by third parties. We also hold the third parties to the same confidentiality standards and obligations to which we are subject regarding the Company's account and information.

Indemnification and Limitation of Liability

Because of the importance of oral and written management representations to an effective audit, the Company releases and indemnifies PS&Co. and its personnel from any and all claims, liabilities, costs, and expenses attributable to any knowing misrepresentation, willful misconduct, and/or fraudulent behavior by management. This indemnification will survive termination of this letter.

In the event PS&Co. is found to be negligent in provision of any services covered by this agreement, which result in damage to the Company, PS&Co.'s liability to the Company will be limited to actual damages or losses incurred by the Company. PS&Co. will not be liable to the Company for any punitive damages.

The agreements and undertakings of the Company contained in this arrangement letter, such as those pertaining to restrictions on report use and distribution, limitation on liability, and indemnification, will survive the completion or termination of this engagement.

Fees

Our fees are based on the time required by the individuals assigned to the engagement, plus direct expenses. Individual hourly rates vary according to the degree of responsibility involved and the skill required. Our fee for providing the above services should approximate $9,000 to $12,000 assuming the above schedules and other items are received by us on a timely basis. Interim billings will be submitted at periodic dates to cover charges and expenses incurred. Bills for services are due when provided, payable in San Antonio, Texas. If we discover any material changes in time requirements or nature and scope of services, we will discuss the situation with you before we proceed and issue a change order.

We reserve the right to suspend providing services if invoices remain unpaid for more than 45 days. Payment terms should be specifically stated.

Our professional standards require us to perform certain additional procedures, on current and previous years' engagements, whenever a partner or professional employee leaves the firm and is subsequently employed by or associated with a client. Accordingly, the Company agrees it will compensate PS&Co. for any additional costs incurred as a result of the Company's employment of a partner or professional employee of PS&Co.

In the event we are requested or authorized by the Company or are required by government regulation, subpoena, or other legal process to produce our documents or our personnel as witnesses with respect to our engagements for the Company, the Company will, so long as we are not a party to the proceeding in which the information is sought, reimburse us for our professional time and expenses, as well as the fees and expenses of our counsel, incurred in responding to such requests.

This engagement includes only the audit services specifically described in this letter. Consulting services will be billed separately. Appearances before judicial proceedings, governmental organizations, or regulatory bodies arising out of this engagement will be billed to you separately.

Tax Services

Our services under this arrangement letter do not include services for tax return preparation, tax advice, or representation in any tax matter. Nevertheless, we may discuss with you certain tax considerations or provide you with tax information that may be relevant to our services. Any such discussions or information would be based upon limited tax research, limited due diligence, and limited analysis regarding the underlying facts. Because additional research, or a more complete

review of the facts, could affect our analysis and conclusions, the information provided during these discussions should not be used as the basis for proceeding with any transaction or any tax return reporting.

Consulting Services

At the request of the Company, PS&Co., as the Company's independent auditors, may provide assistance during the year with consulting services or projects. Consulting services include, but are not limited to:

- Assistance and consultation on interpretation of accounting standards applicable to the Company
- Assistance and consultation regarding accounting, operational, and/or financial matters
- Tax planning and transaction structuring

To maintain our independence required for the Company's attest services, it is important we define both our roles as to consulting services.

Our role as a consultant is to provide assistance and professional expertise in defining the questions, identifying options, and analyzing the effects of specific courses of action and decisions. Our role cannot include any functions or actions that would put us in a management role for the Company. Your role as management is to make the final decision as to all transactions and other actions for which we have provided the Company with consulting assistance.

Our professional standards require the Company to designate a qualified person(s) in the Company to make these final management decisions for general consulting services/projects. You designate Mr. Ward Huseth as this person.

Other Matters

In the unlikely event differences concerning our services or fees should arise that are not resolved by mutual agreement, to facilitate judicial resolution and save time and expense of both parties, the Company agrees to participate in mediation, under the Commercial Mediation Rules of the American Arbitration Association, before any claim is asserted.

This letter shall serve as the Company's authorization for the use of e-mail and other electronic methods to transmit and receive information, including confidential information, between PS&Co. and the Company and between PS&Co. and outside specialists or other entities engaged by either PS&Co. or the Company. The Company acknowledges that e-mail travels over the public Internet, which is not a secure means of communication and, thus, confidentiality of the transmitted information could be compromised through no fault of PS&Co. PS&Co. will employ commercially reasonable efforts and take appropriate precautions to protect the privacy and confidentiality of transmitted information.

Reporting

We will issue a written report upon completion of our audit of the Company's financial statements. Our report will be addressed to the Board of Directors of the Company. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement.

This letter constitutes the complete and exclusive statement of agreement between Padgett, Stratemann & Co., L.L.P. and Great Hearts America – Texas, superseding ALL PROPOSALS ORAL OR WRITTEN AND all other communications, with respect to the terms of the engagement between the parties.

If the Company is in agreement with the terms of this letter, please sign one copy and return it for our files.

We look forward to establishing a long-term and excellent relationship with Great Hears America – Texas.

Sincerely,

Joel Perez, Jr.
Partner

Enclosure

The foregoing letter fully describes the Company's understanding and is accepted.

GREAT HEARTS AMERICA – TEXAS

Dr. Peter Bezanson, President of the Board of Directors

2/27/13
Date

ATTACHMENT S

February 15, 2013

Peter Bezanson
Great Hearts America - Texas
c/o Great Hearts Academies, Inc.
3102 N. 56th Street
Suite 300
Phoenix, AZ 85018

To Whom it May Concern:

As of the filing of this application, Great Hearts Academies – Dallas, applicant, does not yet have a Certificate of Occupancy for a specific site(s).

Great Hearts America – Texas plans to situate Great Hearts Academies – Dallas in Northeast Dallas, West Dallas, Irving, Fort Worth, or Plano. Currently suitable location(s) are being explored.

Great Hearts Academies – Dallas understands that it *must* submit a valid Certificate of Occupancy before serving students, and it will comply with this TEA requirement once one is obtained.

Sincerely,

Peter Bezanson
President, Board of Directors
Great Hearts America – Texas

ATTACHMENT T

February 15, 2013

Peter Bezanson
Great Hearts America - Texas
c/o Great Hearts Academies, Inc.
3102 N. 56th Street
Suite 300
Phoenix, AZ 85018

To Whom It May Concern:

As of the filing of this application, and as stated in Attachment S, Great Hearts Academies – Dallas, applicant, does not yet have a Certificate of Occupancy for a specific site(s). As such, no negotiated lease agreement, deed(s) to property, earnest money contract, or purchase agreement(s), exist at this time.

Great Hearts America – Texas plans to situate Great Hearts Academies – Dallas in Northeast Dallas, West Dallas, Irving, Fort Worth, or Plano. When the appropriate agreement(s), deed(s), or contract(s) are secured for suitable building(s), the TEA will be notified.

Sincerely,

Peter Bezanson
President, Board of Directors
Great Hearts America Texas

Sponsoring Entity: Great Hearts America - Texas

Proposed Charter School Name: Great Hearts Academies - Dallas

Eighteenth Generation Charter Application
Bilingual Education/ESL, Section 504, and Dyslexia Assurances

TEC, Chapter 29, Subchapter B, TEC §12.104(b)(2)(G), and *19 TAC §§89.1201-.1265* require charter schools to identify limited English proficient students based on state criteria and to provide an appropriate bilingual education or English as a second language program conducted by teachers certified for such courses.

A. The charter holder certifies that prior to serving students the charter will have policies and procedures in place ensuring that it complies with the legal and regulatory requirements concerning identifying and providing appropriate educational services to limited English proficient students.

Check one:

☒ Yes
☐ No

Section 504 of the Rehabilitation Act of 1973, *29 U.S.C. §794,* prohibits discrimination on the basis of disability in any program receiving federal financial assistance. A recipient that operates a public education program or activity shall provide a free, appropriate public education to qualified individuals.

B. The charter holder certifies that prior to serving students the charter will have policies and procedures in place ensuring that it complies with the legal and regulatory requirements concerning identifying and providing appropriate educational services to students protected by Section 504.

Check one:

☒ Yes
☐ No

TEC §38.003, TEC §12.104(b)(2)(K), 19 TAC §74.28 and Section 504 of the Rehabilitation Act of 1973, *29 U.S.C. §794,* require charter schools to identify students with dyslexia or related disorders and to provide appropriate educational services.

C. The charter holder certifies that prior to serving students the charter will have policies and procedures in place ensuring that it complies with the legal and regulatory requirements concerning identifying and providing appropriate educational services to students with dyslexia or related disorders.

Check one:

☒ Yes
☐ No

I the undersigned hereby certify that the information contained in this document is, to the best of my knowledge, correct and that the governing body of the charter holder has authorized me to provide these assurances.

Peter Bezanson
Printed Name of Sponsoring Entity Board Chair

Signature of Sponsoring Entity Board Chair
(must sign in blue ink)

2-27-2013
Date

SAS 539-13
RFA 701-13-101

Great Hearts America - Texas — Official Name of Charter Holder

43-1973126 — FEI No./Taxpayer ID

Great Hearts Academies - Dallas — Charter School Name

Dallas-057905 — County-District No.

TEXAS EDUCATION AGENCY

Division of Planning and Grant Reporting

General Application of Assurances for Federal Programs Administered by the U.S. Department of Education

Authority for Data Collection: 20 USC Section I232e and P. L. 107-110, No Child Left Behind Act of 2001, Title IX, Part C. Section 9306 (a).

Planned Use of Data: The requirements established in United States Code Annotated, Title 20, Education, Chapter 31, Subchapter III, Section I232e stipulate that "Each local education agency which participates in an applicable program under which federal funds are made available to such agency through a State agency shall submit, to such agency or board, a general application containing the assurances set forth in subsection (b) of this section". The requirements of P. L. 107-110, No Child Left Behind Act of 2001. Title IX, Part C, Section 9306 (a) stipulate that "any applicant, other than a State educational agency that submits a plan or application under this Act, whether separately or pursuant to section 9305, shall have on file with the State educational agency a single set of assurances, applicable to each program for which a plan or application is submitted." The application shall cover the participation by the local educational agency, public agency, nonprofit private agency, institution, organization or Indian tribe in all federal programs administered by the U.S. Department of Education.

Instructions: This general application will be in effect for the duration of participation in federal programs until such lime as the requirements change. The superintendent or authorized official must sign the certification and return to the address below. Payment for federally funded applications and contracts cannot be made by this Agency until the general application is received. Payments to grantees for current grants may be delayed if the General Application of Assurances is not received in the time requested. For further information, contact the Division of Planning and Grant Reporting at (512)463-7004.

Certification:

I, the undersigned authorized official for the above-named local educational agency, public agency, nonprofit private agency, institution, organization or Indian tribe in accordance with 20 USC Section 1232e and P. L. 107-110, No Child Left Behind Act of 2001, Title IX, Part C, Section 9306 (a), hereby apply for participation in federally funded education programs.

I certify that the above-named local educational agency, public agency, nonprofit private agency, institution, organization or Indian tribe will adhere to the assurances stated on the reverse side of this form.

Typed Name of Authorized Official or Charter Holder	Date	Telephone	Authorized Original Signature (blue ink)	
Peter Bezanson				
Typed Title of Authorized Official of Charter Holder	02-15-2013	480-330-9727		
President				
Address of Charter Holder		City	State	Zip Code
3102 N. 56th St.		Phoenix	AZ	85018

DF/GA/CS-001R03

ASSURANCES

The following assurances are provided in accordance with the United States Code Annotated, Title 20, Education, Chapter 31, Subchapter III, Section 1232e and P. L. 107-110, No Child Left Behind Act of 2001, Title IX, Part C, Section 9306 (a):

Assurance is hereby given that

(1) the local educational agency will administer each program covered by the application in accordance with all applicable statutes, regulations, program plans, and applications;

(2) the control of funds provided to the local educational agency under each program, and title to property acquired with those funds, will be in a public agency and a public agency will administer those funds and property;

(3) the local educational agency will use fiscal control and fund accounting procedures that will ensure proper disbursement of, and accounting for, Federal funds paid to that agency under each program;

(4) the local educational agency will make reports to the Texas Education Agency or State Board of Education and to the Secretary of Education as may reasonably be necessary to enable the Texas Education Agency or State Board of Education and the Secretary of Education to perform their duties and the local educational agency will maintain such records, including the records required under section 1232f * of this title, and provide access to those records, as the Texas Education Agency or State Board of Education or the Secretary of Education deem necessary to perform their duties;

(5) the local educational agency will provide reasonable opportunities for the participation by teachers, parents, and other interested agencies, organizations, and individuals in the planning for and operation of each program;

(6) any application, evaluation, periodic program plan or report relating to each program will be made readily available to parents and other members of the general public:

(7) in the case of any project involving construction-

(A) the project is not inconsistent with overall State plans for the construction of school facilities, and

(B) in developing plans for construction, due consideration will be given to excellence of architecture and design and to compliance with standards prescribed by the Secretary of Education under section 794 of Title 29 in order to ensure that facilities constructed with the use of Federal funds are accessible to and usable by individuals with disabilities;

(8) the local educational agency has adopted effective procedures for acquiring and disseminating to teachers and administrators participating in each program significant information from educational research, demonstrations, and similar projects, and for adopting, where appropriate, promising educational practices developed through such projects; and

(9) none of the funds expended under any applicable program will be used to acquire equipment (including computer software) in any instance in which such acquisition results in a direct financial benefit to any organization representing the interests of the purchasing entity or its employees or any affiliate of such an organization.

AND

In addition to the above, the following assurances are provided in accordance with P. L. 107-110, No Child Left Behind Act of 2001, Title IX, Part C, Section 9306 (a):

(1) (A) the control of funds provided under each such program and title to property acquired with program funds will be in a public agency or in a nonprofit private agency, institution, organization, or Indian tribe, if the law authorizing the program provides for assistance to those entities; and

(B) the public agency, nonprofit private agency, institution, or organization, or Indian tribe will administer the funds and property to the extent required by the authorizing statutes;

(2) the applicant will adopt and use proper methods of administering each such program, including —

(A) the enforcement of any obligations imposed by law on agencies, institutions, organizations, and other recipients responsible for carrying out each program; and

(B) the correction of deficiencies in program operations that are identified through audits, monitoring, or evaluation;

(3) the applicant will cooperate in carrying out any evaluation of each such program conducted by or for the State educational agency, the Secretary, or other Federal officials;

(4) before the application was submitted, the applicant afforded a reasonable opportunity for public comment on the application and considered such comment.

*** Section 1232f, United States Code, Title 20, Education**

RECORDS

Each recipient of Federal funds under any applicable program through any grant, subgrant, cooperative agreement, loan, or other arrangement shall keep records which fully disclose the amount and disposition by the recipient of those funds, and the total cost of the activity for which the funds are used, the share of that cost provided from other sources, and such other records as will facilitate an effective financial or programmatic audit.

Attachment W
Sponsoring Entity: Great Hearts America - Texas

Proposed Charter School Name: Great Hearts Academies - Dallas

Eighteenth Generation Charter Application
Special Assurances Document

The chair of the proposed sponsoring entity shall initial each of the following on this page and the next to indicate an understanding of and a commitment to comply with each of following assurances:

Open Meetings Requirements:
The charter holder assures that all meetings in which charter school business is discussed will be posted to provide public notice, held in an open public forum, and any action items voted upon in a public forum as required by the Open Meetings Act in Government Code, Chapter 551.

Furthermore, the charter holder assures that all of the following will be discussed in open meetings and only acted upon with approval of the charter holder board:

- The annual budget and all amendments to the budget,
- Any changes to job descriptions from those submitted in the application for charter, and
- Any changes in compensation from compensation as submitted in the application for charter.

Public Information Requirements:
The charter holder assures that information, that is considered public, requested by anyone will be provided in accordance with Government Code, Chapter 552.

Criminal History Check Requirements:
The charter holder assures that criminal history checks will be completed in accordance with law and that no person will serve as a member of the governing body of a charter holder, as a member of the governing body of the charter school, or as an officer or employee of an charter school if the person has been convicted of a misdemeanor involving moral turpitude, a felony, an offense listed in TEC 37.007(a) or an offense listed in Article 62.01(5) Code of Criminal Procedure.

Annual Training Requirements:
The charter holder assures that all annual training requirements for board members and school administrators will be completed in accordance with law and commissioner rules.

Residential Facilities Monitoring (RFM) System:
The charter holder assures that it understands that, pursuant to 19 Texas Administrative Code (TAC) §97.1072, there is a specific system for monitoring school districts and charter schools that serve students with disabilities who reside in RFs. The charter holder further assures that it understands that it will be required to report data related to students with disabilities residing in RFs in TEA's data collection system known as RF Tracker and that it may be subject to RFM intervention activities and on-site visits based upon a review of the data it reports or on random or other means of selection.

Special RF Training:
The charter holder assures that all personnel involved with serving students with disabilities residing in an RF and personnel involved with reporting data in *RF Tracker* will receive training on the RFM system.

Sponsoring Entity: Great Hearts America - Texas

Proposed Charter School Name: Great Hearts Academies - Dallas

Admission and Enrollment

The charter holder assures that parents or prospective students will not be required to attend an interview or meeting of any kind prior to admitting and/or enrolling a student, or during the time in which the student is enrolled.

The charter holder assures that volunteer hours, or payment in lieu of volunteer hours, will not be required of the parent or guardian as a requirement for student admission or enrollment.

The charter holder assures that there will be no specified days designated for enrollment and/or admission. If space is available, a student will be enrolled and admitted on any day at any time of day and must be counted as and considered a charter student immediately. State law does not allow for a trial enrollment period at a public school.

The charter holder assures that no student auditions will be required prior to enrollment and admission at the charter school unless the charter is originally approved by the State Board of Education (SBOE) as a performing arts school with an audition component or the charter was amended by the commissioner of education to designate the school a performing arts school with an audition component.

The charter holder understands that a student may be ineligible for enrollment at a charter school based on a history of a criminal offense, a juvenile court adjudication, or discipline problems under Texas Education Code (TEC), Chapter 37, Subchapter A, only if the enrollment prohibition was specifically approved by the SBOE when the charter was originally awarded, or if the charter was amended by the commissioner of education to allow this enrollment prohibition. It must be noted that the enrollment prohibition is not allowed for any prior discipline problems, but only those specified in TEC, Chapter 37, Subchapter A.

Withdrawal and Expulsion Issues

The charter holder understands that only the parent or guardian may withdraw a student from the charter school, and the only time charter administrators may withdraw a student and use administrative withdrawal as the leaver code is in the rare instances when:

- a student is withdrawn by the district because the district discovers, when verifying enrollment information, that the student was not a resident of the district at the time of enrollment;
- the district discovers that the student has falsified enrollment information;
- proof of identification is not provided; or
- immunization records are not provided.

The charter holder understands that a student who fails to comply with the charter school's student code of conduct may not be administratively withdrawn. If a student commits an expellable offense, as outlined in the student code of conduct, the charter holder further understands that charter administrators may expel the student only after due process has been afforded the student, and the charter holder board has determined that expulsion is the appropriate consequence.

The charter holder understands that it has an obligation to notify the school district in which the student resides within three business days of any action expelling or **withdrawing** a student from the charter school. See 19 TAC §100.1211 (c).

I the undersigned hereby certify that the governing body of the charter holder has authorized me to provide these assurances as noted by my initials on this and the previous page.

Peter Bezanson

Printed Name of Sponsoring Entity Board Chair

Signature of Sponsoring Entity Board Chair

2/28/13

Date

Attachment X

Sponsoring Entity: Great Hearts America - Texas

Proposed Charter School Name: Great Hearts Academies - Dallas

Eighteenth Generation Charter Application
Initial Report of Benefits or Campaign Contributions
Conferred on Members of or Candidates for the State Board of Education
For the period January 1, 2008 to the present

Individual Making Report: Peter Bezanson

Employer or company represented: Great Hearts America - Texas

Position/Title: President

Services rendered to SBOE or contract, grant, or charter issued by SBOE:

none

Transaction 1.

Date:

Amount:

Name of person(s) receiving benefit or contribution:

Detailed description of expenditure:

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Eighteenth Generation Charter Application
Initial Report of Benefits or Campaign Contributions
Conferred on Members of or Candidates for the State Board of Education
For the period January 1, 2008 to the present

Transaction 2.

Date: _____

Amount: _____

Name of person(s) receiving benefit or contribution:

_____

Detailed description of expenditure:

Transaction 3.

Date: _____

Amount: _____

Name of person(s) receiving benefit or contribution:

_____

Detailed description of expenditure:

Peter Bezanson — Name of Organization President

2/28/13 — Date

Signature of Organization President

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