

U.S. Department of Education

Washington, D.C. 20202-5335



APPLICATION FOR GRANTS UNDER THE

**CHARTER SCHOOLS PROGRAM - REPLICATION AND EXPANSION OF HIGH-
QUALITY CHARTER SCHOOLS (84.282M)**

CFDA # 84.282M

PR/Award # U282M100019

OMB No. 1894-0006, Expiration Date:

Closing Date: JUL 07, 2010

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This application was generated using the PDF functionality. The PDF functionality automatically numbers the pages in this application. Some pages/sections of this application may contain 2 sets of page numbers, one set created by the applicant and the other set created by e-Application's PDF functionality. Page numbers created by the e-Application PDF functionality will be preceded by the letter e (for example, e1, e2, e3, etc.).

Application for Federal Assistance SF-424		Version 02	
* 1. Type of Submission		* 2. Type of Application: * If Revision, select appropriate letter(s):	
<input type="checkbox"/> Preapplication		<input checked="" type="checkbox"/> New	
<input checked="" type="checkbox"/> Application		<input type="checkbox"/> Continuation * Other (Specify)	
<input type="checkbox"/> Changed/Corrected Application		<input type="checkbox"/> Revision	
* 3. Date Received:		4. Applicant Identifier:	
7/13/2010			
5a. Federal Entity Identifier:		* 5b. Federal Award Identifier:	
		NA	
State Use Only:			
6. Date Received by State:		7. State Application Identifier:	
8. APPLICANT INFORMATION:			
* a. Legal Name: Project YES, Inc.			
* b. Employer/Taxpayer Identification Number (EIN/TIN):		* c. Organizational DUNS:	
760563835		945379571	
d. Address:			
* Street1:		6201 Bonhomme Road	
Street2:		Suite 168-N	
* City:		Houston	
County:		Harris	
State:		TX	
Province:			
* Country:		USA	
* Zip / Postal Code:		77036	
e. Organizational Unit:			
Department Name:		Division Name:	
Home Office			
f. Name and contact information of person to be contacted on matters involving this application:			
Prefix:		* First Name:	
Ms.		Stephanie	
Middle Name:		S	

* Last Name: Jones

Suffix:

Title: Director of Grants Management

Organizational Affiliation:

* Telephone Number: (713)253-6080 Fax Number: (713)589-2502

* Email: STEPHANIE.JONES@YESPREP.ORG

Application for Federal Assistance SF-424 Version 02

9. Type of Applicant 1: Select Applicant Type:

M: Nonprofit with 501C3 IRS Status (Other than Institution of Higher Education)

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

* Other (specify):

Charter Mangement Organization

10. Name of Federal Agency:

U.S. Department of Education

11. Catalog of Federal Domestic Assistance Number:

84.282M

CFDA Title:

Charter Schools Program - Replication and Expansion of High-Quality Charter Schools (84.282M)

*** 12. Funding Opportunity Number:**

ED-GRANTS-052410-001

Title:

Charter Schools Program - Replication and Expansion of High-Quality Charter Schools

13. Competition Identification Number:

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

*** 15. Descriptive Title of Applicant's Project:**

Transform Houston: 13 Schools, 10,000 Students, College Ready!

Attach supporting documents as specified in agency instructions.

Attachment:

Title :

File :

Attachment:

Title :

File :

Attachment:

Title :

File :

Application for Federal Assistance SF-424

Version 02

16. Congressional Districts Of:

* a. Applicant: TX-009

* b. Program/Project: TX-018

Attach an additional list of Program/Project Congressional Districts if needed.

Attachment:

Title : Congressional Districts

File : H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Forms\Congressional Districts.pdf

17. Proposed Project:

* a. Start Date: 9/1/2010

* b. End Date: 9/1/2015

18. Estimated Funding (\$):

a. Federal	\$ 2312353
b. Applicant	\$ 2300000
c. State	\$ 0
d. Local	\$
e. Other	\$
f. Program Income	\$ 0
g. TOTAL	\$ 4612353

*** 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

a. This application was made available to the State under the Executive Order 12372 Process for review on 7/13/2010.

b. Program is subject to E.O. 12372 but has not been selected by the State for review.

c. Program is not covered by E.O. 12372.

*** 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes", provide explanation.)**

Yes No

21. *By signing this application, I certify (1) to the statements contained in the list of certifications and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances** and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)**

**** I AGREE**

** The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

Authorized Representative:

Prefix: Mr. * First Name: Christopher

Middle Name: J

* Last Name: Barbic

Suffix:

Title: Founder and CEO

* Telephone Number: (713)967-9001 Fax Number: (713)589-2502

* Email: CHRIS.BARBIC@YESPREP.ORG

* Signature of Authorized Representative:

* Date Signed:

Application for Federal Assistance SF-424

Version 02

*** Applicant Federal Debt Delinquency Explanation**

The following field should contain an explanation if the Applicant organization is delinquent on any Federal Debt. Maximum number of characters that can be entered is 4,000. Try and avoid extra spaces and carriage returns to maximize the availability of space.

PROJECT CONGRESSIONAL DISTRICTS

TX-007
TX-009
TX-018
TX-022
TX-029



U.S. DEPARTMENT OF EDUCATION
BUDGET INFORMATION
NON-CONSTRUCTION PROGRAMS

OMB Control Number: 1894-0008

Expiration Date: 02/28/2011

Name of Institution/Organization:
 Project YES, Inc.

Applicants requesting funding for only one year should complete the column under "Project Year 1." Applicants requesting funding for multi-year grants should complete all applicable columns. Please read all instructions before completing form.

SECTION A - BUDGET SUMMARY
U.S. DEPARTMENT OF EDUCATION FUNDS

Budget Categories	Project Year 1(a)	Project Year 2 (b)	Project Year 3 (c)	Project Year 4 (d)	Project Year 5 (e)	Total (f)
1. Personnel	\$ 1,259,117	\$ 2,113,105	\$ 2,389,926	\$ 2,374,795	\$ 1,625,895	\$ 9,762,838
2. Fringe Benefits	\$ 155,026	\$ 261,703	\$ 296,233	\$ 294,266	\$ 200,576	\$ 1,207,804
3. Travel	\$ 39,060	\$ 43,133	\$ 47,084	\$ 49,562	\$ 47,946	\$ 226,785
4. Equipment	\$ 292,591	\$ 178,408	\$ 161,096	\$ 104,816	\$ 92,804	\$ 829,715
5. Supplies	\$ 197,342	\$ 193,531	\$ 122,417	\$ 82,569	\$ 41,337	\$ 637,196
6. Contractual	\$ 369,217	\$ 455,582	\$ 532,375	\$ 559,036	\$ 408,770	\$ 2,324,980
7. Construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
8. Other	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
9. Total Direct Costs (lines 1-8)	\$ 2,312,353	\$ 3,245,462	\$ 3,549,131	\$ 3,465,044	\$ 2,417,328	\$ 14,989,318
10. Indirect Costs*	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
11. Training Stipends	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
12. Total Costs (lines 9-11)	\$ 2,312,353	\$ 3,245,462	\$ 3,549,131	\$ 3,465,044	\$ 2,417,328	\$ 14,989,318

***Indirect Cost Information (To Be Completed by Your Business Office):**

If you are requesting reimbursement for indirect costs on line 10, please answer the following questions:

(1) Do you have an Indirect Cost Rate Agreement approved by the Federal government? Yes No

(2) If yes, please provide the following information:

Period Covered by the Indirect Cost Rate Agreement: From: ___/___/___ To: ___/___/___ (mm/dd/yyyy)

Approving Federal agency: ED Other (please specify): _____ The Indirect Cost Rate is _____%

(3) For Restricted Rate Programs (check one) -- Are you using a restricted indirect cost rate that:

Is included in your approved Indirect Cost Rate Agreement? or, Complies with 34 CFR 76.564(c)(2)? The Restricted Indirect Cost Rate is _____%



U.S. DEPARTMENT OF EDUCATION
BUDGET INFORMATION
NON-CONSTRUCTION PROGRAMS

OMB Control Number: 1894-0008

Expiration Date: 02/28/2011

Name of Institution/Organization:
 Project YES, Inc.

Applicants requesting funding for only one year should complete the column under "Project Year 1." Applicants requesting funding for multi-year grants should complete all applicable columns. Please read all instructions before completing form.

SECTION B - BUDGET SUMMARY
NON-FEDERAL FUNDS

Budget Categories	Project Year 1(a)	Project Year 2 (b)	Project Year 3 (c)	Project Year 4 (d)	Project Year 5 (e)	Total (f)
1. Personnel	\$ 1,576,028	\$ 763,666	\$ 294,291	\$ 102,902	\$ 0	\$ 2,736,887
2. Fringe Benefits	\$ 197,004	\$ 95,458	\$ 36,786	\$ 12,863	\$ 0	\$ 342,111
3. Travel	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
4. Equipment	\$ 337,906	\$ 85,439	\$ 27,353	\$ 5,982	\$ 0	\$ 456,680
5. Supplies	\$ 189,062	\$ 80,437	\$ 16,570	\$ 3,253	\$ 0	\$ 289,322
6. Contractual	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
7. Construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
8. Other	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
9. Total Direct Costs (lines 1-8)	\$ 2,300,000	\$ 1,025,000	\$ 375,000	\$ 125,000	\$ 0	\$ 3,825,000
10. Indirect Costs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
11. Training Stipends	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
12. Total Costs (lines 9-11)	\$ 2,300,000	\$ 1,025,000	\$ 375,000	\$ 125,000	\$ 0	\$ 3,825,000

ASSURANCES - NON-CONSTRUCTION PROGRAMS

Standard Form 424B (Rev.7-97)

Public reporting burden for this collection of information is estimated to average 15 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to the Office of Management and Budget, Paperwork Reduction Project (0348-0040), Washington DC 20503.

PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE OFFICE OF MANAGEMENT AND BUDGET. SEND IT TO THE ADDRESS PROVIDED BY THE SPONSORING AGENCY.

NOTE: Certain of these assurances may not be applicable to your project or program. If you have questions, please contact the awarding agency. Further, certain Federal awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant:

1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project cost) to ensure proper planning, management, and completion of the project described in this application.
2. Will give the awarding agency, the Comptroller General of the United States, and if appropriate, the State, through any authorized representative, access to and the right to examine all records, books, papers, or documents related to the award; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.
3. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
4. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.
5. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. "4728-4763) relating to prescribed standards for merit systems for programs funded under one of the 19 statutes or regulations specified in Appendix A of OPM's Standards for a Merit System of Personnel Administration (5 C.F.R. 900, Subpart F).
6. Will comply with all Federal statutes relating to nondiscrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. "1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. '794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act
9. Will comply, as applicable, with the provisions of the Davis-Bacon Act (40 U.S.C. "276a to 276a-7), the Copeland Act (40 U.S.C. '276c and 18 U.S.C. "874) and the Contract Work Hours and Safety Standards Act (40 U.S.C. " 327-333), regarding labor standards for federally assisted construction sub-agreements.
10. Will comply, if applicable, with flood insurance purchase requirements of Section 102(a) of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is \$10,000 or more.
11. Will comply with environmental standards which may be prescribed pursuant to the following: (a) institution of environmental quality control measures under the National Environmental Policy Act of 1969 (P.L. 91-190) and Executive Order (EO) 11514; (b) notification of violating facilities pursuant to EO 11738; (c) protection of wetlands pursuant to EO 11990; (d) evaluation of flood hazards in floodplains in accordance with EO 11988; (e) assurance of project consistency with the approved State management program developed under the Coastal Zone Management Act of 1972 (16 U.S.C. "1451 et seq.); (f) conformity of Federal actions to State (Clear Air) Implementation Plans under Section 176(c) of the Clear Air Act of 1955, as amended (42 U.S.C. "7401 et seq.); (g) protection of underground sources of drinking water under the Safe Drinking Water Act of 1974, as amended, (P.L. 93-523); and (h) protection of endangered species under the Endangered Species Act of 1973, as amended, (P.L. 93-205).
12. Will comply with the Wild and Scenic Rivers Act of 1968 (16 U.S.C. "1721 et seq.) related to protecting components or potential components of the national wild and scenic rivers system.
13. Will assist the awarding agency in assuring compliance

of 1975, as amended (42 U.S.C. " 6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) " 523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. " 290 dd-3 and 290 ee 3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. ' 3601 et seq.), as amended, relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provisions in the specific statute(s) under which application for Federal assistance is being made; and (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.

7. Will comply, or has already complied, with the requirements of Titles II and III of the uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal or federally assisted programs. These requirements apply to all interests in real property acquired for project purposes regardless of Federal participation in purchases.
8. Will comply, as applicable, with the provisions of the Hatch Act (5 U.S.C. "1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.

with Section 106 of the National Historic Preservation Act of 1966, as amended (16 U.S.C. '470), EO 11593 (identification and protection of historic properties), and the Archaeological and Historic Preservation Act of 1974 (16 U.S.C. "469a-1 et seq.).

14. Will comply with P.L. 93-348 regarding the protection of human subjects involved in research, development, and related activities supported by this award of assistance.
15. Will comply with the Laboratory Animal Welfare Act of 1966 (P.L. 89-544, as amended, 7 U.S.C. "2131 et seq.) pertaining to the care, handling, and treatment of warm blooded animals held for research, teaching, or other activities supported by this award of assistance.
16. Will comply with the Lead-Based Paint Poisoning Prevention Act (42 U.S.C. "4801 et seq.) which prohibits the use of lead- based paint in construction or rehabilitation of residence structures.
17. Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and OMB Circular No. A-133, "Audits of States, Local Governments, and Non-Profit Organizations."
18. Will comply with all applicable requirements of all other Federal laws, executive orders, regulations and policies governing this program.

Signature of Authorized Certifying Representative:

Name of Authorized Certifying Representative: Christopher J. Barbic

Title: Founder and CEO

Date Submitted: 06/07/2010

Disclosure of Lobbying Activities

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352

1. Type of Federal Action: <input type="checkbox"/> Contract <input type="checkbox"/> Grant <input type="checkbox"/> Cooperative Agreement <input type="checkbox"/> Loan <input type="checkbox"/> Loan Guarantee <input type="checkbox"/> Loan Insurance	2. Status of Federal Action: <input type="checkbox"/> Bid/Offer/Application <input type="checkbox"/> Initial Award <input type="checkbox"/> Post-Award	3. Report Type: <input type="checkbox"/> Initial Filing <input type="checkbox"/> Material Change For Material Change only: Year: 0 Quarter: 0 Date of Last Report:
4. Name and Address of Reporting Entity: <input type="checkbox"/> Prime <input type="checkbox"/> Subawardee Tier, if known: 0 Name: Address: City: State: Zip Code + 4: - Congressional District, if known:	5. If Reporting Entity in No. 4 is a Subawardee, Enter Name and Address of Prime: Name: Address: City: State: Zip Code + 4: - Congressional District, if known:	
6. Federal Department/Agency:	7. Federal Program Name/Description: CFDA Number, if applicable:	
8. Federal Action Number, if known:	9. Award Amount, if known: \$0	
10. a. Name of Lobbying Registrant (if individual, last name, first name, MI): Address: City: State: Zip Code + 4: -	b. Individuals Performing Services (including address if different from No. 10a) (last name, first name, MI): Address: City: State: Zip Code + 4: -	
11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.	Name: Christopher J. Barbic Title: Founder and CEO Applicant: Project YES, Inc. Date: 06/07/2010	
Federal Use Only:		Authorized for Local Reproduction Standard Form LLL (Rev. 7- 97)

CERTIFICATION REGARDING LOBBYING

Certification for Contracts, Grants, Loans, and Cooperative Agreements.

The undersigned certifies, to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal Loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form - LLL, "Disclosure of Lobbying Activities," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Statement for Loan Guarantees and Loan Insurance.

The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee or any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure of Lobbying Activities," in accordance with its instructions. Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

APPLICANT'S ORGANIZATION

Project YES, Inc.

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE

Prefix: Mr. First Name: Christopher Middle Name: J

Last Name: Barbic Suffix:

Title: Founder and CEO

Signature:

Date:

06/07/2010

ED 80-0013

03/04

Section 427 of GEPA

NOTICE TO ALL APPLICANTS

The purpose of this enclosure is to inform you about a new provision in the Department of Education's General Education Provisions Act (GEPA) that applies to applicants for new grant awards under Department programs. This provision is Section 427 of GEPA, enacted as part of the Improving America's Schools Act of 1994 (Public Law (P. L.) 103-382).

To Whom Does This Provision Apply?

Section 427 of GEPA affects applicants for new grant awards under this program. **ALL APPLICANTS FOR NEW AWARDS MUST INCLUDE INFORMATION IN THEIR APPLICATIONS TO ADDRESS THIS NEW PROVISION IN ORDER TO RECEIVE FUNDING UNDER THIS PROGRAM.**

(If this program is a State-formula grant program, a State needs to provide this description only for projects or activities that it carries out with funds reserved for State-level uses. In addition, local school districts or other eligible applicants that apply to the State for funding need to provide this description in their applications to the State for funding. The State would be responsible for ensuring that the school district or other local entity has submitted a sufficient section 427 statement as described below.)

What Does This Provision Require?

Section 427 requires each applicant for funds (other than an individual person) to include in its application a description of the steps the applicant proposes to take to ensure equitable access to, and participation in, its Federally-assisted program for students, teachers, and other program beneficiaries with special needs. This provision allows applicants discretion in developing the required description. The statute highlights six types of barriers that can impede equitable access or participation: gender, race, national origin, color, disability, or age. Based on local circumstances, you should determine whether these or other barriers may prevent your students, teachers, etc. from such access or participation in, the Federally-funded project or activity. The description in your application of steps to be taken to overcome these barriers need not be lengthy; you may provide a clear and succinct

description of how you plan to address those barriers that are applicable to your circumstances. In addition, the information may be provided in a single narrative, or, if appropriate, may be discussed in connection with related topics in the application.

Section 427 is not intended to duplicate the requirements of civil rights statutes, but rather to ensure that, in designing their projects, applicants for Federal funds address equity concerns that may affect the ability of certain potential beneficiaries to fully participate in the project and to achieve to high standards. Consistent with program requirements and its approved application, an applicant may use the Federal funds awarded to it to eliminate barriers it identifies.

What are Examples of How an Applicant Might Satisfy the Requirement of This Provision?

The following examples may help illustrate how an applicant may comply with Section 427.

- (1) An applicant that proposes to carry out an adult literacy project serving, among others, adults with limited English proficiency, might describe in its application how it intends to distribute a brochure about the proposed project to such potential participants in their native language.
- (2) An applicant that proposes to develop instructional materials for classroom use might describe how it will make the materials available on audio tape or in braille for students who are blind.
- (3) An applicant that proposes to carry out a model science program for secondary students and is concerned that girls may be less likely than boys to enroll in the course, might indicate how it intends to conduct "outreach" efforts to girls, to encourage their enrollment.

We recognize that many applicants may already be implementing effective steps to ensure equity of access and participation in their grant programs, and we appreciate your cooperation in responding to the requirements of this provision.

Estimated Burden Statement for GEPA Requirements

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless such collection displays a valid OMB control number. The valid OMB control number for this information collection is **1894-0005**. The time required to complete this information collection is estimated to average 1.5 hours per response, including the time to review instructions, search existing data resources, gather the data needed, and complete and review the information collection. **If you have any comments concerning the accuracy of the time estimate(s) or suggestions for improving this form, please write to:** U.S. Department of Education, 400 Maryland Avenue, S.W., Washington, D.C. 20202-4537.

Applicants should use this section to address the GEPA provision.

Attachment:

Title : Section 427 of GEPA

File : H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Forms\Section 427 of GEPA.pdf

SECTION 427 OF GEPA

Student Non Discrimination Policy

YES Prep Public Schools (YES Prep) was founded on the simple premise that disadvantaged students can achieve at the same academic levels as their more affluent peers when given access to similar opportunities and resources. The CMO specifically locates its schools in Houston's most impoverished neighborhoods, which produces a recruitment pool consisting of majority educationally disadvantaged students: the economically disadvantaged, English learners, migratory children, first generation college goers, ethnic minorities, and other historically underserved subgroups of students. YES Prep has dramatically changed the achievement outcomes for historically underserved and underperforming student subgroups.

Due to the length of the YES Prep wait list, which has ranged between 4,000 and 6,000 children, existing schools generally do not have to advertise heavily to recruit students. New schools, in contrast, start with a sixth grade class and grow by a grade level/class each year; therefore, these schools are most concerned with recruiting graduating fifth graders. To recruit students, YES Prep staff visit local elementary schools, apartment complexes, churches, stores, and other popular community establishments. Also, YES Prep routinely reaches out to local community leaders for advice and support with recruitment and the dissemination of information.

As an open-enrollment public charter school system, YES Prep sets no admission requirements and students are chosen through a random lottery selection process. All children have an equal opportunity to attend and access to free transportation. Prospective students and their families do not have to prepare for the lottery process, they are asked only to complete a general information form. All admissions information is made available to the public in both English and Spanish, and other foreign languages as necessary. Parents are invited to apply in person or via YES Prep's website and are encouraged to tour a YES Prep school. Final notifications are made by mail in mid-April. Students who are not selected for admission are placed on the wait list.

The YES Prep program takes a comprehensive view of student development aimed at preparing students for college graduation, while simultaneously instilling values of community service and good citizenship. By graduation, every student has completed one or more college level courses, accumulated hundreds of volunteer hours, toured dozens of college and university campuses all across the country, and has been accepted to at least one four-year college or university.

Family Non Discrimination Policy

YES Prep believes that its mission can only be accomplished with the full support and involvement of parents and the community. Prior to the start of every school year, YES Prep staff visit the homes of each newly-enrolled student to review program expectations with both the student and his/her parents. Students, parents, and staff are asked to sign the "Commitment to College Completion" contract and, by doing so, commit to doing "Whatever It Takes" to ensure collegiate success. For parents, commitment includes signing papers and progress reports within two days, attending all scheduled grade level meetings and parent/teacher sessions, and providing a quiet work environment at home. These commitments are reaffirmed every year.

In preparation for the opening of its eighth school, YES Prep North Forest, the CMO sought explicit partnership support from North Forest ISD. As a result, the school is opening this fall within the North Forest school district in an abandoned school building, but under the unencumbered leadership of YES Prep. In an effort to include parents and the larger North Forest community in the program design and implementation, YES Prep hosted meetings in North Forest ISD schools and community centers. Parents and prospective students were invited to learn more about YES Prep, and parents were encouraged to sign up for community focus groups. At these group sessions, participants were asked to share their community's needs and expectations of YES Prep North Forest; parents were also asked for their opinions of the CMO. Parents will be solicited to help form the YES Prep North Forest Parent Team, and one of the team's first tasks is to plan the New Student Orientation. Furthermore, YES Prep North Forest also formed a Community Advisory Board, which is composed of three parents, four local community leaders, and three school representatives. The Board intends to keep YES Prep apprised of changing trends in the community, and will give advice to the CMO regarding new and current programs in an effort to better meet community needs. YES Prep will use this same community and parental involvement model at its new and expanded schools.

Employment Non Discrimination Policy

YES Prep is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, YES Prep expects that all relationships among persons in the workplace will be business-like and free of bias, prejudice, and harassment.

Harassment involves verbal or physical contact that harms or shows hostility or aversion toward an individual because of his or her race, color, national origin, gender, age, religion, sex, disability, sexual orientation, veteran status, or any other protected class or status and that has the purpose or effect of creating an intimidating, hostile, or offensive working environment, has the purpose or effect of unreasonably interfering with an individual's work performance, or otherwise adversely affects an individual's employment opportunities.

Prohibited harassment includes, but is not limited to, the following behavior:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;
- Visual conduct such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings, screen-savers or gestures;
- Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with work because of sex, race or any other protected basis;
- Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss, and offers of employment benefits in return for sexual favors; and
- Retaliation for having reported or threatened to report harassment.

It also is YES Prep's position that business equipment or systems may not be used in any way that would promote, distribute, or display any material that could be considered sexually or racially offensive. Anyone engaging in harassing conduct will be subject to discipline, ranging from a warning to termination.

If an employee believes that he/she have been subject to any type of harassment, he/she

should immediately inform his/her supervisor, any manager, or Human Resources as soon as possible after the incident. If an employee feels uncomfortable approaching his/her supervisor, then go directly to Human Resources or another manager. Employees should also report conduct, verbal or otherwise, which is perceived as harassing toward another employee in violation of this policy to a supervisor, any manager, or Human Resources. An employee's complaint should be in writing and include details of the incident or incidents, names of the individuals involved, and names of any witnesses and what action you believe YES Prep should take.

Every reported complaint of harassment will be investigated, as promptly as possible, and in a confidential manner to the extent feasible during the investigation. All employees are expected to fully cooperate in an investigation. Any employee who fails to cooperate in an investigation in any manner (*e.g.*, refusal to provide information, dishonesty, etc.) will be subject to discipline up to and including termination.

If YES Prep determines that harassment has occurred, appropriate remedial action will be taken in accordance with the circumstances involved. Any employee determined by YES Prep to be responsible for harassment will be subject to appropriate disciplinary action, up to and including termination. YES Prep will not retaliate against you for filing a good faith complaint of harassment or for cooperating in an investigation and will not tolerate or permit retaliation by management employees or co-workers.

**SUPPLEMENTAL INFORMATION
REQUIRED FOR
DEPARTMENT OF EDUCATION GRANTS**

1. Project Director:

Prefix: * First Name: Middle Name: * Last Name: Suffix:
Ms. Jennifer Hines

Address:

* Street1: 6201 Bonhomme Road
Street2: Suite 168-N
* City: Houston
County: Harris
* State: TX * Zip / Postal Code: 77036 * Country: USA

* Phone Number (give area code) Fax Number (give area code)
(713)967-9019 (713)589-2502

Email Address:

JENNIFER.HINES@YESPREP.ORG

2. Applicant Experience

Novice Applicant Yes No Not applicable

3. Human Subjects Research

Are any research activities involving human subjects planned at any time during the proposed project period?

Yes No

Are ALL the research activities proposed designated to be exempt from the regulations?

Yes Provide Exemption(s) #: 1, 2, 4, 5

No Provide Assurance #, if available:

Please attach an explanation Narrative:**Attachment:**

Title :

File :

Project Narrative

Abstract

Attachment 1:

Title: **Project Abstract** Pages: **1** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Proposal\Project Abstract.pdf**

PROJECT ABSTRACT

YES Prep Public Schools, 6201 Bonhomme Road, Suite 168-N, Houston, Texas 77036

Stephanie S. Jones, Dir. of Grants Management, 713.967.9037, stephanie.jones@yesprep.org

Transform Houston: 13 Schools, 10,000 Students, College Ready!

YES Prep is a model for what is possible within the charter school and public education systems: affordable, sustainable, and replicable schools that provide a college preparatory education for ALL students *and* make college acceptance a graduation requirement. YES Prep has received Texas' highest accountability rating, *Exemplary*; and its schools have been ranked one of the Top 100 Public Schools by *Newsweek* and *U.S. News & World Report* and received the 2009 Blue Ribbon School Award. This year, YES Prep graduated its tenth senior class, 100 percent college bound. The CMO locates its schools in impoverished neighborhoods, which produces a recruitment pool of majority educationally disadvantaged students: the economically disadvantaged, English learners, migratory children, first generation college goers, and ethnic minorities. Due to the success of its high quality educational model, the enrollment wait list to attend its current seven schools ranges between 4,000 and 6,000 children. To meet this demand, the CMO respectfully requests \$15M to execute its three *Strategic Growth Initiatives*: (A) six new schools in low income and underperforming neighborhoods that will serve Grades 6-12; (B) Expand two existing schools in low income and underperforming neighborhoods that will ultimately serve Grades 6-12; and (C) Implement a human capital development network capable of training, competitively compensating, and retaining highly qualified teachers for the proposed schools. At a total of 13 schools, YES Prep will have a school in every low income and underperforming feeder pattern in Houston ISD and serve 10 percent of the 6th–12th graders currently enrolled in Houston ISD, and will send 1,150+ seniors to college *every year*.

Project Narrative

Priorities

Attachment 1:

Title: **Project Priorities** Pages: **36** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Proposal\Project Priorities\Project Priorities.pdf**

PROJECT PRIORITIES

ABSOLUTE PRIORITY: EXPERIENCE OPERATING OR MANAGING HIGH-QUALITY CHARTER SCHOOLS

YES Prep Public Schools' (YES Prep) *Project Narrative* addresses the Absolute Priority.

COMPETITIVE PREFERENCE PRIORITIES

1. Low Income Demographic

Overall, 81.25 percent of all students in the seven charter schools YES Prep operates are individuals from low income families; the chart below provides a breakdown by school and additional documentation begins on Page 12. YES Prep based its percentages on Subsection (ii) children eligible for free and reduced-price lunches under the National School Lunch Act.

PERCENTAGE OF LOW INCOME STUDENTS AT YES PREP	
School Name	Percentage
YES Prep Southeast	77.03%
YES Prep North Central	84.54%
YES Prep Southwest	73.47%
YES Prep East End	79.57%
YES Prep Gulfton	93.61%
YES Prep West	86.43%
YES Prep South	86.44%
<i>YES Prep North Forest (Opening Fall 2010)</i>	<i>100.00%</i>

YES Prep purposely identifies neighborhoods to locate new schools where the median income is less than \$30,000 a year and the neighborhood’s school district feeder pattern is underperforming. YES Prep will use these same guidelines to locate its proposed schools. Due to these guidelines, YES Prep’s recruitment pool is majority educationally disadvantaged students: the economically disadvantaged (low income), English learners, migratory children, first generation college goers, and ethnic minorities. YES Prep has dramatically changed the achievement outcomes for these historically underserved and underperforming student subgroups and, with CSP funding, will increase its services for these subgroups.

2. School Improvement

YES Prep has partnered with the North Forest ISD to open its eighth school, YES Prep North Forest, this fall. **North Forest ISD has been identified for improvement and corrective action; due to the district’s poor performance, the state of Texas has taken control, replacing its school board and installing a manager.** The chart below demonstrates the district’s student demographics and achievement outcomes, and the contract begins on Page 22.

NORTH FOREST ISD SNAPSHOT – 2008-09 SCHOOL YEAR¹					
Total Students	Low Income	At-Risk	African American	Hispanic	LEP
7,897	100%	60%	69%	31%	14%
Drop-Out Rate	TAKS Passing Rate	TAKS Commended Rate	At or Above SAT Criterion	Average SAT Score	College Ready
50%	54%	7%	0%	723	11%

¹ All results are from the TEA’s 2008-09 AEIS, which is the most recent report available.

YES Prep is the first CMO to partner with North Forest ISD to open a charter school in the struggling, 100 percent economically disadvantaged school district. **Through this unique partnership, North Forest ISD and YES Prep will expand school choice for local children and their families.** YES Prep North Forest will open with 210 students in sixth and ninth grade. **Opening with a ninth grade will impact the North Forest community faster and, in only four years, the school will begin producing 100+ college bound and career-ready graduates annually.** YES Prep has used this two-grade level approach before to great success at YES Prep East End.

YES Prep North Forest will provide the area's underserved students with remediation and acceleration assistance in a developmentally appropriate and culturally sensitive educational structure. YES Prep North Forest and the Home Office will provide teachers with up-to-date, research-based professional development activities and content-related learning opportunities. Both school districts will share resources, personnel, and best practices. North Forest ISD will also provide YES Prep with access to school services, including classroom space, operational services (e.g., financial systems, PEIMS resources), transportation, and food services. The school is opening in one of North Forest ISD's abandoned school buildings. Based on the success of this partnership, YES Prep intends that at least one of the additional five schools it opens during the five year grant period will be in partnership with a neighboring school district.

Parent and Community Involvement: In an effort to include parents and the larger North Forest community in the program design and implementation, YES Prep hosted meetings in North Forest ISD schools and community centers. Parents and prospective students were invited to learn more about YES Prep, and parents were encouraged to sign up for community focus groups. At these group sessions, participants were asked to share their community's needs and

expectations of YES Prep North Forest; parents were also asked for their opinions of the CMO. Parents will be solicited to help form the YES Prep North Forest Parent Team, and one of the team's first tasks is to plan the New Student Orientation. **Furthermore, YES Prep North Forest also formed a Community Advisory Board, which is composed of three parents, four local community leaders, and three school representatives.** The Board intends to keep YES Prep apprised of changing trends in the community, and will give advice to the CMO regarding new and current programs in an effort to better meet community needs.

3. Matching:

YES Prep has committed a 25 percent match to the proposed project and has included the matching funds in the proposed budget and used them to cover allowable costs. Also, YES Prep has included the application assurances documentation. The match has been provided by The Charter School Growth Fund (CSGF) and documentation verifying the match begins on Page 13.

INVITATIONAL PRIORITY: STUDENTS WITH DISABILITIES AND ENGLISH LEARNERS

The following subsections describe YES Prep's Special Education (SPED) and English Language Learners (ELL) programs and the success the CMO has had improving these students achievement outcomes.

SPED Program Overview

YES Prep aims to improve the achievement outcomes for children with disabilities by providing them with the special education and supplementary aids needed to excel in both secondary school and at a four-year college or university. Every SPED student is assigned a case manager who is responsible for managing program continuity and academic performance.

Identifying and Assisting SPED Students: YES Prep students who are having difficulty in the regular education classroom are considered for tutorials, peer tutoring, and other support services that are available to all students through SPED's Grade Level Process. In this process, teachers meet regularly to review a student's progress and develop student specific interventions. Students who continue to struggle are moved under the supervision of YES Prep's Student Assistance Team (SAT), where a consortium of YES Prep student support personnel come together to develop a tailored plan to help the student succeed. A parent may request an evaluation for SPED services at any time and YES Prep's SPED team will determine whether such an evaluation is needed. If no evaluation is needed, the district provides parents with a written notice that explains why their child will not be evaluated and what other support services YES Prep intends to provide. The written notice also includes a statement informing the parents of their rights should they disagree with the district's decision and how to obtain a copy of the *Notice of Procedural Safeguards – Rights of Parents of Students with Disabilities*. If YES Prep finds that an evaluation is needed, the parents are asked to provide consent for that evaluation. All parents receive a copy of the final evaluation report, and a meeting is held within 90 days to review the results of that report.

Gifted and Talented (G/T): SPED Program staff use universal screeners and a district G/T matrix to identify students. If a student is identified as G/T, YES Prep incorporates multiple enrichment activities into that student's curriculum. However, YES Prep's college prep curriculum, which includes mandatory AP and IB coursework, is already considered advanced.

Dyslexia: Students who are suspected of having symptoms of Dyslexia are referred to the SAT and, upon SAT's recommendation, are assessed by YES Prep's diagnostician. If Dyslexic tendencies are found, the student is placed in a Dyslexia intervention program that includes

intensive supplemental reading activities and student-specific classroom accommodations. The assessment the diagnostician uses is developed by a committee and reviewed annually.

Homebound: If a student has a medical or psychological condition that necessitates being absent for at least four weeks (days do not have to be in consecutive order), a homebound referral is initiated. Once the school receives confirmation from a physician that there is a medical necessity for the student to receive homebound services, the committee determines an educational program to meet that student's particular needs. The case manager creates a weekly schedule for in-home instruction and the school develops a quarterly curricular calendar that incorporates any needed adaptations. Students are responsible for meeting the requirements of grade-level curriculum and are required to take all standardized tests when possible. These assessments are administered at home or in a designated school environment.

Section 504: Students who qualify to receive services under Section 504 receive accommodations based on their Individual Accommodation Plan (IAP), which identifies accommodations deemed necessary for them to be successful in the classroom. All students referred for homebound services are considered for qualification under Section 504.

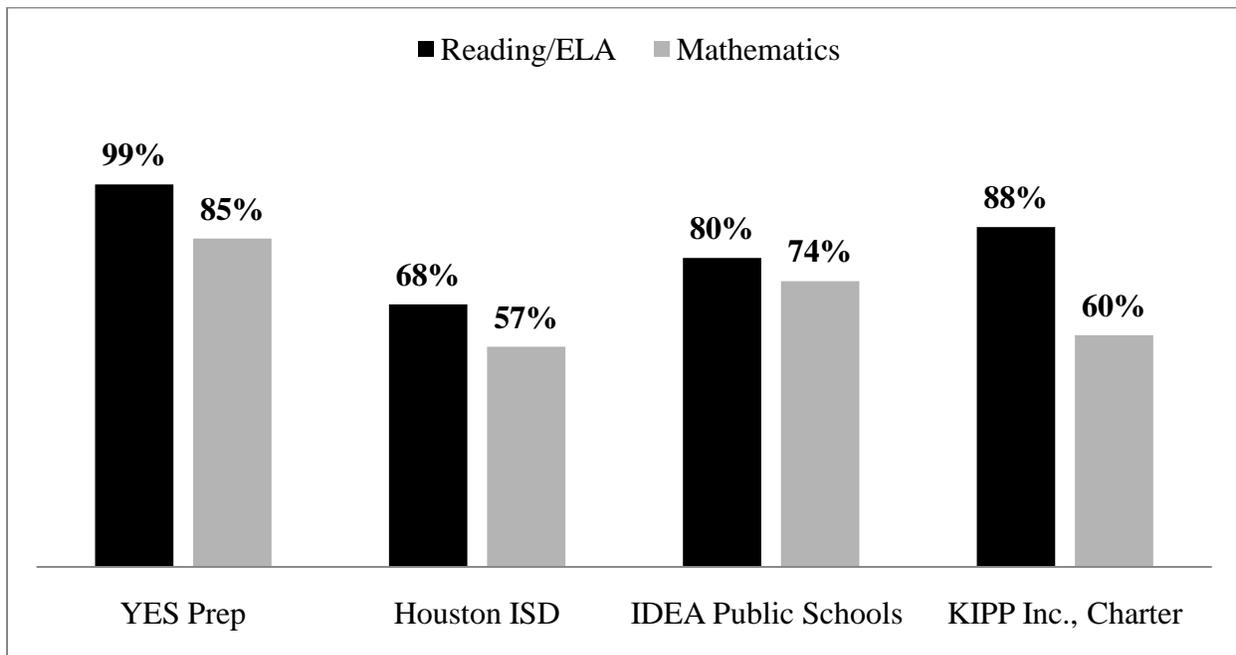
Pregnancy: The case manager coordinates counseling services, health services, assignments to appropriate outside agencies for support, scheduled accommodations, and creates an individualized educational program. Students are required to meet grade-level curriculum and standardized assessment requirements. Confinement in the home may include prenatal, post-partum, extended post-partum, or break-in-service and will be determined by the student's physician based on individual need.

Homeless: Every year, YES Prep conducts the "Student Residency Questionnaire" to determine if a student's living situation is transitional, as defined by the McKinney-Vento

Homeless Assistance Act. Any child who lacks a fixed, regular, and adequate nighttime residence is considered homeless and may be eligible for services. The student support counselor at each campus determines the type of services that are needed.

SPED Student Achievement Outcomes: YES Prep’s SPED program has produced up to a four grade level increase in student reading ability; moreover, staff have seen students who once struggled socially improve through the program. YES Prep’s TAKS passing rates for SPED students in reading/ELA and mathematics, illustrated below in Graph 21, surpass Houston ISD and other districts’ rates. (Results for the state and KIPP Southeast Houston were not available.)

TAKS PASSING RATES – SPECIAL EDUCATION



ELL Program Overview

YES Prep’s ELL program was designed to help LEP students exceed local and state academic standards *and* graduate college and career ready. The program is an English as a Second Language (ESL) sheltered program *with* a literacy focused Language Arts program; it includes intensive instruction in the English language through the use of second language

acquisition methodologies designed to develop proficiency in the comprehension, speaking, reading, and writing of the English language. Instruction methods correspond with each student's level of English proficiency. The goals of the program for students are to:

- Acquire and develop English listening, speaking, reading, and writing skills;
- Achieve academic success in content areas in order to exit the program; and
- Continue academic achievement beyond exit years.

Designation of Language Level and Intervention Support: During the 2009-10 school year, 23 percent of YES Prep's students were identified as Limited English Proficient (LEP). A student's level of English proficiency is designated by the YES Prep Language Proficiency Assessment Committee (LPAC) when students are initially identified as LEP, and annually thereafter during end-of-year LPAC reviews. The levels of English proficiency are Beginning, Intermediate, Advanced, and Advanced High and are determined based on ESL level characteristics, oral English proficiency, English standardized achievement scores, writing characteristics, student interviews, and/or teacher observation of language use. The ESL level changes as the student progresses and develops English skills and instruction is adapted accordingly. The LPAC also reviews student achievement data and monitors students who need additional support and intervention. **The literacy specialist at each school coordinates the identification of students who need supplementary academic interventions through the use of a screening assessment and collaborates with school staff to provide those academic interventions.** Interventions may include English language development sessions, highly focused literacy small group instruction, and before and after school tutorial sessions. YES Prep also has intervention programs for new arrival immigrants and continuing ESL students.

ESL Program for New Arrival Immigrant Students: The transition from elementary to secondary school is often a challenge for students; combine that transition with the complexity of learning a second language, mastering academic content in that second language, and balancing the values systems of two cultures, and the situation becomes even more cumbersome for immigrant students. YES Prep recognizes that some new arrival immigrant students face culture shock and/or psychological issues resulting from traumatic experiences, which puts them at an even greater risk for low achievement outcomes. Therefore, the CMO provides these students with a modified partial to full instructional program, with native language accommodations and support in content courses, sheltered content courses using ESL methodology, and ESL language arts and reading courses. YES Prep also provides a small group inclusive learning environment to support the unique needs of new arrival immigrant students.

ESL Program for Continuing ESL Students: Prior to arriving at YES Prep, many ESL students were served for four or more years in ESL or bilingual programs at their elementary schools. Consequently, these students are at an advanced or transitional instructional ESL level and require only modified ELA and reading instruction. Therefore, these students are provided with the same content and ancillary courses as non-LEP students but instruction is modified to include second language teaching strategies, as needed.

ELL Student Achievement Outcomes: Although ELL students arrive at YES Prep with significant academic and language needs and are several years behind in reading ability, through the successful implementation of YES Prep's ELL program, these students are able to achieve academic success in English language development and standardized assessment. **On average, students' fluency improves by 25 percent or more and, just like their non-LEP peers, students in YES Prep's ELL program graduate college and career ready.**

The following chart shows YES Prep’s results on the Texas English Language Proficiency Assessment System (TELPAS) examination, followed by TEA’s explanation of each rating.

TELPAS RESULTS FOR ALL YES PREP SCHOOLS – 2009-10 SCHOOL YEAR²									
TELPAS COMPOSITE RATING					TELPAS READING				
Students	B	I	A	AH	Students	B	I	A	AH
559	1%	3%	28%	68%	559	1%	3%	24%	72%

B–Beginner: Beginning ELLs have little or no ability to understand and speak English used in academic and social settings. They also lack the English vocabulary and grasp of English language structures necessary to address grade-appropriate writing tasks meaningfully.

I–Intermediate: Intermediate ELLs have the ability to understand simple, high-frequency spoken English used in routine academic and social settings, as well as the ability to speak in a simple manner using English commonly heard in routine academic and social settings. They also have enough English vocabulary and enough grasp of English language structures to address grade appropriate writing tasks in a limited way.

A–Advanced: Advanced ELLs have the ability to understand and speak, with second language acquisition support, grade-appropriate spoken English used in academic and social settings. They also have enough English vocabulary and command of English language structures to address grade appropriate writing tasks, although second language acquisition support is needed.

AH–Advanced High: Advanced high ELLs have the ability to understand and speak, with minimal second language acquisition support, grade appropriate spoken English used in academic and social settings. They have acquired the English vocabulary and command of

² TEA, October 30, 2009: *TELPAS Proficiency Level Descriptors*

English language structures necessary to address grade-appropriate writing tasks with minimal second language acquisition support.

Student Eligibility

YES Prep Public Schools

As Of 6/3/2010

Printed 7/12/2010 3:27:25PM

School Name	Free	% Free	Reduced	% Reduced	Paid	% Paid	Total	%Free & Reduced	Denied	Direct Certified
YesPrep										
001 South East	477	62.60	110	14.44	175	22.97	762	77.03	58	127
002 South West	359	62.65	62	10.82	152	26.53	573	73.47	37	106
003 East End	383	68.03	65	11.55	115	20.43	563	79.57	47	118
004 Lee	341	87.21	25	6.39	25	6.39	391	93.61	7	125
005 West	102	72.86	19	13.57	19	13.57	140	86.43	6	44
006 South	87	73.73	15	12.71	16	13.56	118	86.44	4	26
101 North Central	519	69.76	110	14.78	115	15.46	744	84.54	62	135
Region Total:	2,268	68.92	406	12.34	617	18.75	3,291	81.25	221	681
District Total:	<u>2,268</u>	<u>68.92</u>	<u>406</u>	<u>12.34</u>	<u>617</u>	<u>18.75</u>	<u>3,291</u>	<u>81.25</u>	<u>221</u>	<u>681</u>

#2

CHARTER FUND, INC.

PUBLIC CHARITY OR PUBLIC ORGANIZATION

GRANT AWARD AGREEMENT

To: Project YES, Inc., a Texas non-profit corporation ("Grantee")
Tax I.D.#: 76-0563835
Grant No. 2009-002
Dated: March 10, 2009 (for reference purposes only).

This Grant Award Agreement ("Grant Award Agreement"), upon execution on behalf of Grantee in the spaces provided for signature, will evidence Grantee's agreement with and commitment to CHARTER FUND, INC., a Delaware nonprofit non-stock corporation, doing business as Charter School Growth Fund (the "Charter Fund") as follows:

I. GRANTEE'S LEGAL STATUS:

Grantee represents that Grantee was created by the Texas Non-Profit Corporation Act and is operated under the laws of State of Texas in the United States of America.

This grant is specifically conditioned upon Grantee's status as an eligible grantee of the Charter Fund in accordance with this paragraph. Grantee warrants and represents that it is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a private foundation as defined in Section 509(a) of the Code. Grantee has provided the Charter Fund with a copy of IRS determination letter(s) evidencing its status as an eligible grantee and Grantee warrants and represents that such determination letter(s) are currently in full force and effect. Grantee will notify the Charter Fund immediately of any actual or proposed change in tax status, including any substantial or material change in sources of support for any taxable year affected by this grant, within the meaning of Section 1.170A-9 of the Treasury Regulations. Grantee warrants and represents that this grant shall not change Grantee's status as described above under the Code.

The foregoing paragraph shall not apply (and Grantee shall be an eligible grantee) if Grantee is an organization described in Section 170(c)(1) or Section 511(a)(2)(B) of the Code. For these purposes, an organization is described in Section 170(c)(1) of the Code only if it is a State of the United States, a possession of the United States, or any political subdivision of any of the foregoing (for example, a city or county), the United States, or the District of Columbia. For these purposes, an organization is described in Section 511(a)(2)(B) of the Code only if it is a college or university which is an agency or instrumentality of any government or any political subdivision thereof, or which is owned or operated by any government or political subdivision thereof, or by any agency or instrumentality of one or more governments or political subdivisions. As used in Section 511(a)(2)(B) of the Code, the term "government" includes any foreign government (to the extent not contrary to any treaty obligation of the United States) and all domestic governments (the United States and any of its Territories or possessions, any State, and the District of Columbia).

Handwritten signature or mark.

II. PURPOSE OF AWARD:

The purpose of this grant is for the general support of Grantee in providing funding for Grantee's management organization that supports all of the non-profit charter schools operated by the Grantee in carrying out its charitable tax-exempt purposes (the "Project") as described in Grantee's proposal dated November 14, 2008 (the "Proposal"). This Grant Award Agreement summarizes the terms and conditions pursuant to which the Charter Fund has awarded this grant to Grantee.

III. AMOUNT OF AWARD:

Charter Fund and Grantee have entered into that certain Subordinated Loan Agreement dated March 10, 2009 (the "Loan Agreement") whereby Charter Fund has agreed to lend to Grantee Two Million Five Hundred Thousand Dollars (\$2,500,000) (the "Loan"). Under the terms and conditions of the Loan Agreement, if Grantee achieves the Conversion Milestones (as defined in the Loan Agreement) as set forth in Exhibit A hereto, then Charter Fund will forgive \$1,500,000 of the Loan which amount shall be treated as a grant award under this Grant Award Agreement. Subject to the terms and conditions set forth herein, this Grant Award Agreement shall also include proposed grant awards in the amount of Four Million Two Hundred Fifty Thousand Dollars (\$4,250,000), payable in the following installments:

- (i) \$800,000 on April 1, 2009,
- (ii) \$1,000,000 on December 1, 2009,
- (iii) \$1,300,000 on December 1, 2010,
- (iv) \$900,000 on December 1, 2011, and
- (v) \$250,000 on December 1, 2012.

This Grant Award Agreement and the proposed grant awards hereunder shall not be effective unless and until the Milestones set forth in Exhibit A hereto are met within the specific time periods described therein and any applicable Loan amounts are forgiven under the terms and conditions of the Loan Agreement. This grant award is expressly subject to the Conditions of Award set forth herein and is contingent on Grantee's compliance with each and every condition and provision in this Grant Award Agreement, including, but not limited to, the accomplishment of each and all of the specific Milestones set forth in Exhibit A hereto within the specific time periods described therein. Therefore this grant award is for a total of up to Five Million Seven Hundred Fifty Thousand Dollars (\$5,750,000)

IV. CONDITIONS OF AWARD:

Grantee agrees that the grant award is subject to the following conditions:

A. Accomplishment of Milestones.

The grant award is expressly contingent upon Grantee meeting the Milestone

requirements (“Milestones”) as set forth in Exhibit A and within the specific time periods described therein. The determination of whether any such Milestone(s) has been met is to be determined by the Charter Fund in its sole and absolute discretion. Should the Charter Fund determine that any Milestone has not been met in a timely fashion (“Milestone Failure”), the Charter Fund may provide written notice of the Milestone Failure to the Grantee. If the Grantee fails to cure such Milestone Failure within thirty (30) days of receipt of such written notice, the Charter Fund may terminate the grant award in its entirety. The determination of whether a Milestone Failure has occurred and/or whether a Milestone Failure has been cured and/or whether a grant award shall be terminated pursuant to this provision shall be determined by the Charter Fund in its sole and absolute discretion and without any recourse on the part of the Grantee. The Charter Fund shall retain the right to waive any Milestone Failure, but any such waiver of a Milestone Failure must be in writing and no waiver in any particular instance shall operate as a waiver of any such or other right or power in any other instance.

Listing in Annual Report.

Grantee shall list the Charter Fund as a general supporting organization in its Annual Report (if any).

B. Grant Announcements and Public Reports; Identification of the Charter Fund; Letterhead and Logo.

Grantee has been selected by the Charter Fund and Grantee may not make any statement or otherwise imply to the media, the general public or any other donor or investor that Grantee, its operations, or its participation in this Project is supported by any organization other than the Charter Fund, unless Grantee has directly received funds from the other organization.

Use of the Charter Fund letterhead or logo is prohibited without prior written consent from the Charter Fund. In addition, Grantee shall obtain written authorization from the Charter Fund prior to using the Charter Fund name in any advertising, promotional literature or for any other public relations purpose (collectively, “Public Relations”). Grantee shall allow the Charter Fund to review all copy proposed for use by Grantee for Public Relations prior to publication or dissemination by Grantee. Grantee shall ensure that all information regarding the Charter Fund published or disseminated by Grantee, including but not limited to Public Relations, is factual and that it does not, in any way, imply that the Charter Fund endorses Grantee.

C. Use of Grant Funds; No Earmarking.

This award is not “earmarked” within the meaning of Treasury Regulations Section 53.4945-2(a)(5)(i), and grant funds, including any income earned on those funds, may not be spent domestically or internationally (a) for any purpose other than that for which the grant is made; (b) to carry on propaganda or otherwise attempt to influence legislation within the meaning of Section 4945(e) of the Code; (c) to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive; (d) without the Charter Fund’s prior written approval, to make a grant to any individual for travel, study, or similar purpose, or to make a grant to any other organization; (e) for any purpose other than charitable, scientific, literary or educational purposes; (f) to support activities in the United States, including



travel to or from the United States; or (g) to purchase any capital equipment.

There exists no agreement, oral or written, whereby the Charter Fund may cause the Grantee to carry on propaganda, or otherwise attempt to influence legislation, to engage in any activity to influence the outcome of any specific public election, or to carry on directly or indirectly, any voter registration drive, to engage in any activity other than charitable activities specified in Section 170(c)(2)(B) of the Code, to make grants to individuals or organizations that would violate Section 4945(d)(3) or (4) of the Code, or whereby the Charter Fund may select the recipient to which the Grantee shall devote the award.

D. Return of Funds.

1. Unused Funds. Any grant funds, or any income earned on the grant funds not spent or committed for the purposes of the Project must be promptly returned to the Charter Fund.
2. Unauthorized Use. Grantee shall return any unexpended funds to the Charter Fund if the Charter Fund, in its sole discretion, determines that the Grantee has not performed in accordance with this Grant Award Agreement and/or Grantee's budget as approved by the Charter Fund.
3. Loss of Eligible Status. Grantee shall return to the Charter Fund any unexpended grant award funds if Grantee loses its status as an eligible Grantee as described in Section I above.

E. Bank Account.

Grantee may commingle the grant award with the general account or other accounts of the Grantee for uses consistent with its status as an organization exempt from income tax under the Code and will not be required to separately trace the use of such funds in its accounting system.

F. Grant Payments Contingent Upon Reporting.

In addition to all other requirements and conditions stated herein, all grant payments will be made contingent upon the timely receipt of the written reports described below. Failure to comply with these reporting requirements may result in reduced or forfeited installments.

Audited Financial Statements. As soon as available, but in no event later than one hundred fifty (150) days after the end of each fiscal year of Grantee, Grantee shall furnish to Grantor (a) a balance sheet as of the end of such fiscal year, and the related statements of income and expenses and changes in financial position of Grantee, which shall be in reasonable detail, shall be certified by independent certified public accountants selected by Grantee, and shall be accompanied by an opinion of such independent certified public accountants, which opinion shall state that such financial statements fairly present the financial position of Grantee for the period then ended and have been prepared in accordance with generally-accepted accounting principles consistently applied, and that the examination by such accountants has been made in accordance with generally-accepted auditing standards and accordingly included such tests of the

accounting records and such other auditing procedures as were considered necessary in the circumstances; and (b) a certificate of Grantee, signed by its Chief Executive Officer and Chief Financial Officer, to the effect that, to the best of their knowledge and belief, the financial statements specified in clause (a) above fairly present in all material respects the financial position of Grantee for the period then ended and in all material respects have been prepared in accordance with generally-accepted accounting principles consistently applied.

Unaudited Financial Statements. By October 15th each year following a year when a disbursement is made, Grantee must submit (a) a balance sheet as of the end of such fiscal year, and the related statements of income and expenses and changes in financial position of Grantee which shall be in reasonable detail and in the form in which such statements are furnished to Grantee's Board of Directors and (b) a certificate of Grantee, signed by its Chief Executive Officer and Chief Financial Officer, to the effect that, to the best of their knowledge and belief, such annual unaudited financial statements fairly present in all material respects the financial position of Grantee for the period then ended and in all material respects have been prepared in accordance with generally-accepted accounting principles consistently applied.

Quarterly Financial Statements. Within thirty (30) days after the end of each fiscal quarter in each fiscal year of Grantee through August 31, 2013, (a) an unaudited balance sheet as of the end of such quarter, and the related statements of income and expenses and changes in financial position of Grantee, all of which shall be in reasonable detail and in the form in which such statements are furnished to Grantee's Board of Directors, and (b) a certificate of Grantee signed by its Chief Executive Officer and Chief Financial Officer, to the effect that such financial statements, to the best of their knowledge and belief, fairly present the financial position of Grantee as of the end of such quarter and the results of its operations for the quarter then ended, in accordance with generally-accepted accounting principles consistently applied, subject to normal quarter-end adjustments and to the addition of footnote disclosures. The quarterly financial statements are subject, in all respects, to the Quarterly Financial Statements Report guidelines attached hereto as **Exhibit B**.

Annual Reports. The Annual Report guidelines are attached to this Grant Award Agreement as **Exhibit C** and are due October 15th each year following a year when a disbursement is made, other than the final disbursement.

Annual Officer's Certification. The Annual Officer's Certification is attached to this Grant Award Agreement as **Exhibit D** and is due October 15th following a year when a disbursement is made.

Final Report. The Final Report guidelines are attached to this Grant Award Agreement as **Exhibit E** and are due October 15th after the final fiscal year of the Grant Agreement.

Reports should be submitted electronically to the Charter Fund to the attention of Grant Administrator, grantadmin@chartergrowthfund.org.

G. Records.

Record Maintenance and Inspection. Grantee agrees to maintain adequate records for the Project to enable the Charter Fund to easily determine how the grant funds were expended.

Grantee also agrees to make Grantee's books and records available for inspection by the Charter Fund or its designee at reasonable times upon reasonable prior notice to Grantee and permit Charter Fund to monitor and conduct an evaluation of operations under this grant, which may include a visit by Charter Fund personnel or designee to observe Grantee's organization, a discussion of the Project with Grantee's staff, and a review of financial and other records connected with this grant and the Project.

Record Retention. Grantee agrees to retain records of its expenditures under the grant, as well as copies of the reports submitted to the Charter Fund, for at least four years after completion of the use of the grant funds.

- H. Indemnification. Grantee undertakes and agrees to defend, indemnify and hold harmless the Charter Fund and all granting foundations to the Charter Fund (collectively the "Foundations"), and any of the Foundations' boards, officers, agents, employees, assigns, and successors in interest from and against all suits and causes of action, claims, losses, demands and expenses, including, but not limited to, attorney's fees and cost of litigation, damage or liability of any nature whatsoever, arising in any manner by reason of the negligent acts, errors, omissions or willful misconduct incident to any acts or omissions by Grantee related to the Project.
- I. Licensing and Credentials. The Grantee hereby agrees to maintain, in full force and effect, all required governmental or professional licenses and credentials for itself, its facilities, and for its employees and all other persons engaged in work in conjunction with this award, including but not limited to, its Charter.
- J. Management and Organizational Changes. The Grantee agrees to provide the same timely written and oral communications to the Charter Fund as are provided to any of Grantee's Board Members with respect to significant changes or events that occur during the term of this award that could potentially and materially impact the Grantee, including, without limitation, any changes in the Grantee's senior management personnel or material losses of funding.
- K. No Further Obligations by the Charter Fund. Except as expressly provided in this Grant Award Agreement, Grantee understands and agrees that the Charter Fund has no obligation to provide other or additional support or grants to the Grantee. Nothing in any grant request or application or other communication between the Grantee and the Charter Fund, except as expressly provided by the Grant Award Agreement, shall be construed to be a commitment by the Charter Fund to make a grant or to provide a proposal to the grantee or any other party. The Charter Fund may, in its sole discretion, grant or deny a grant proposal, or (except as expressly provided in this Grant Award Agreement), may grant a different amount of funding than requested. Additional funding for past grantees is not automatic or guaranteed. Any approval of any grant by the Charter Fund can be communicated only by, and is contingent upon execution of, a written grant agreement between the requesting organization and the Charter Fund signed by the Charter Fund's CEO.

- L. Right to Cancel and/or Deny Funding. The Charter Fund may reverse its preliminary grant decision at any time prior to the parties' signing of this (or any other) Grant Award Agreement or as otherwise permitted by this Grant Award Agreement. Until the grant funds have been received by the Grantee, the grant award made hereunder may be terminated and cancelled by the Charter Fund without cause at any time, in its sole discretion and without any recourse on the part of the Grantee.
- M. Entire Agreement. This Grant Award Agreement constitutes and is intended to constitute the entire agreement of the parties concerning the subject matter hereof. No covenants, agreements, representations or warranties of any kind whatsoever have been made by any party hereto, except as specifically set forth herein. All prior and contemporaneous discussions and negotiations with respect to the subject matter hereof are superseded by this Grant Award Agreement.
- N. Independent Contractor. Nothing in this Grant Award Agreement should be construed so as to make Grantee as a joint venturer, partner, employee, agent or legal representative of the Charter Fund for any purpose whatsoever.
- O. Payment of Funds to Related Parties of the Charter Fund. No part of these grant funds shall be paid to any director, officer, or employee (or their family members) of the Charter Fund for any purpose.
- P. Governing Law. This Grant Award Agreement shall be governed by and construed in accordance with the laws of the State of Colorado.
- Q. Meaning of Certain Terms. The term "earmarked" with respect to a grant means that the grant is given pursuant to an agreement, oral or written, that the grant will be used for specific purposes. The term "program-related investment" has the same meaning as in Section 4944 of the Code and the Treasury Regulations thereunder.
- R. Affirmative Action and Non-Discrimination.

Grantee recognizes that government contractors are subject to various federal laws, executive orders and regulations regarding equal opportunity and affirmative action that may also be applicable to subcontractors. Grantee, therefore, agrees that any and all applicable equal opportunity and affirmative action clauses shall be incorporated herein as may be required by federal laws, executive orders, and regulations, which include the following:

1. The nondiscrimination and affirmative action clauses contained in: Executive Order 11246, as amended, relative to equal opportunity for all persons without regard to race, color, religion, sex or national origin, and the qualified handicapped individuals without discrimination based upon their physical or mental handicaps; the Vietnam Era Veterans Readjustment Assistance Act of 1974, as amended, relative to the employment of disabled veterans and veterans of the Vietnam era, and the

implementing rules and regulations prescribed by the Secretary of Labor in Title 41, Part 60 of the Code of Federal Regulations (CFR).

2. The utilization of small and minority business concerns clauses contained in: the Small Business Act, as amended; Executive Order 11625; and the Federal Acquisition Regulation (FAR) at 48 CFR Chapter 1, Part 19, Subchapter D, and Part 52, Subchapter H, relative to the utilization of minority business enterprises and small business concerns owned and controlled by socially and economically disadvantaged individuals, in the performance of contracts awarded by federal agencies.
3. The utilization of labor surplus area concerns clauses contained in: the Small Business Act, as amended; Executive Order 12073; 20 CFR Part 654, Subpart A; and the FAR at 48 CFR Chapter 1, Part 20 of Subchapter D and Part 52 of Subchapter H, relative to the utilization of labor surplus area concerns in the performance of government contracts.
4. Grantee agrees to comply with and be bound by each of the applicable clauses referred to in this section that Grantee is otherwise required to comply with in accordance with law and Grantee further recognizes that in the event of its failure to comply with such applicable clauses, rules, regulations or orders, this agreement may be canceled, terminated or suspended in whole or in part.

[Remainder of page intentionally left blank]

V. ACCEPTANCE OF GRANT AWARD AGREEMENT:

The Charter Fund reserves the right to withhold or suspend payments of grant funds if the Grantee fails to comply strictly with any of the terms and conditions of this Grant Award Agreement. This Grant Award Agreement supercedes any and all prior written or oral agreements or understandings with respect to the subject matter hereof. If this Grant Award Agreement correctly sets forth your understanding and acceptance of the arrangements made regarding this grant, please countersign and return to the Charter Fund.

Accepted on behalf of PROJECT YES, INC., a Texas non-profit corporation by:



Authorized Signature

Chief Executive Officer
Title

Chris Barbic

Printed Name

3/13/2009

Date

Agreed to and Acknowledged on behalf of the CHARTER FUND, INC., a Delaware nonprofit non-stock corporation, doing business as Charter School Growth Fund, by:



Authorized Signature

President and Chief Executive Officer
Title

John Lock

Printed Name

3/27/09

Date

**DISTRICT CHARTER AGREEMENT BETWEEN
NORTH FOREST INDEPENDENT SCHOOL DISTRICT AND
YES PREP PUBLIC SCHOOLS**

This Agreement for Services ("Agreement") is made by and between the North Forest Independent School District, hereinafter referred to as "NFISD," 6010 Little York Road, Houston, Texas 77016, and YES Prep Public Schools, herein after referred to "YES Prep," a Texas public charter school whose business address is 6201 Bonhomme Road , Houston, TX 77036, Ste. 168-N.

YES Prep Public Schools, hereinafter referred to as "YES Prep," will operate YES Prep North Forest, hereinafter referred to as "YES Prep North Forest" under a NFISD district charter school contract for educational services in a charter school setting (the "School") at the former site of R.E. Kirby Middle School located at 9709 Mesa Drive, Houston, Texas 77078, hereinafter referred to as the "Site."

WHEREAS, in accordance with Chapter 12, Subchapter C, Texas Education Code, a school district may follow a process to grant a charter to a campus by contracting with another entity to provide educational services; and

WHEREAS NFISD and YES Prep desire to cooperate in rendering educational services to students in a charter school setting;

NOW THEREFORE, in consideration of the mutual promises herein contained and other good and valuable consideration, NFISD and YES Prep agree to the following conditions for YES Prep North Forest:

SECTION I

A. PROGRAM DESCRIPTION

- a. YES Prep North Forest will serve Eligible Students (defined below) in grades six through twelve at the Site (as defined in this Agreement) which shall be made available for that use by YES Prep North Forest to accommodate an approximate average daily enrollment of students on the following schedule in the school year 2010-2011:
 - i. 6 grade of approximately 140 Students
 - ii. 9th grade of approximately 70 students
- b. YES Prep North Forest will add two additional grades each succeeding school year, with total enrollment of approximately 815 students in 2013-14.
- c. Students in YES Prep North Forest will receive an intensive foundation in the core academic subjects. The term "Eligible Student" shall mean a student eligible to be served by NFISD. Enrollment will be based on Texas Education Code age and grade eligibility, and applicable YES Prep policies pertaining to student enrollment. In accordance with Section 12.059, Texas Education Code, YES Prep North Forest shall prohibit discrimination in admission on the basis of national origin, ethnicity, race, religion or disability.

- d. YES Prep North Forest will operate on the YES Prep calendar that includes a longer school year and longer school days as outlined in Exhibit A (attached). Any reference in this Agreement or related documents to "regular school hours" shall be interpreted to mean the longer school day, week, and year employed by YES Prep North Forest.
- e. NFISD shall provide to YES Prep North Forest for the 2010-11 school year a minimum of 15 classrooms, cafeteria, gym, library and 6 offices at the Site; such space shall be presented in a state of readiness suitable to the needs of YES Prep North Forest and in a manner at least equal in quality to that provided to other NFISD students, staff and faculty. For the 2010-11 school year and the years following, NFISD shall provide YES Prep North Forest with suitable classrooms, as YES Prep North Forest reasonably shall determine, and office space to accommodate school growth in accordance with Exhibit A until the School has reached capacity at grade 12.
- f. Should NFISD wish YES Prep North Forest to occupy space other than that occupied by YES Prep North Forest at any given time during the term of this Agreement, it shall provide notification in writing prior to October 31 during the school year preceding that for which the relocation is proposed. Any alternate site proposed by NFISD shall include sufficient space for YES Prep North Forest to expand to full size (grades 6-12). If an alternate site is agreed upon, if necessary to clarify relevant terms in this Agreement, the parties shall execute an agreement therefore in substantially the same form and terms as this Agreement and all references to Site in this Agreement shall mean the new space provided by NFISD and agreed to by YES Prep North Forest.
- g. At no time shall NFISD occupy, or allow others to occupy space in any facility or campus occupied by YES Prep North Forest without first obtaining the express written consent of YES Prep and YES Prep North Forest, provided, however, if NFISD furnishes to YES Prep and YES Prep North Forest a written copy of its public use policy and YES Prep North Forest agrees to some or all of (or a mutually agreeable modification to) the requirements of such policy in writing, such express written consent shall be deemed to have been given solely with respect to reasonable public use and access to any facility or campus that does not endanger the health, safety or general welfare of students, faculty or staff or impair, in any material respect, the educational services being provided by YES Prep North Forest and is otherwise in accordance with the requirements of the public use policy and YES Prep and YES Prep North's written acknowledgment and agreement thereof.
- h. YES Prep North Forest may, at its own expense, make improvements or alterations to the Site above and beyond the responsibility of NFISD to provide a facility that satisfies YES Prep North Forest's operating needs and requirements with the agreement of NFISD. YES Prep North Forest shall have access to and use of the Site at any and all times during the term of this Agreement.

B. YES PREP AND YES PREP NORTH FOREST AGREE TO:

- a. Provide educational services to Eligible Students enrolled in its program for the 2010-11 school year, and for succeeding school years covered under the terms of this Agreement, at the Site. The facilities shall be maintained and operated by YES Prep North Forest in accordance with local ordinances, state and federal law, district policy, and all applicable laws and regulations. YES Prep North Forest may conduct school-related activities at additional sites not on YES Prep North Forest property at its sole discretion. (For example: field trips, Senior Signing day and college spring trips);

- b. Accept any earned payments under the terms of this Agreement as full payment and seek no additional funding for tuition from any student's family or NFISD provided YES Prep North Forest may apply for grants as provided in this Agreement and may assess fees for purposes other than tuition, including but not limited to field trips, student enrichment activities, student uniforms, YES Prep North Forest Parent Teacher Association dues and student activity fees;
- c. Accept any Eligible Student if space is available in the appropriate grade and provided that the ARD committee has deemed that enrollment in YES Prep North Forest is an appropriate and least restrictive educational setting. Incoming students will be admitted regardless of their test scores, grades, or conduct;
- d. Provide students with rigorous curriculum and instruction that prepare them for successful academic performance;
- e. Administer required state tests on-site, utilizing YES Prep North Forest staff who meet all legal mandates;
- f. Maintain standards as required by the State Board of Education rules and Texas Education Agency (TEA) regulations for charter schools and continue to meet the standards set below:
 - i. Enrollment and attendance shall be accounted for on the daily Attendance Record (AR) and in a manner similar to that employed at other YES Prep schools; curriculum shall incorporate the TEKS or successor standards mandated by the Texas Education Agency;
 - ii. Student data will be collected on the YES Prep e-School data management system and uploaded on an agreed schedule to NFISD;
 - iii. Students shall be evaluated based on national and state grade-level standards.
 - iv. All grade reporting will be documented and available for review by NFISD, YES Prep, YES Prep North Forest personnel and the Texas Education Agency;
 - v. YES Prep North Forest shall seek to effectively meet the instructional needs of enrolled English as a Second Language and special education students using immersion and/or inclusion techniques or other methods allowed under applicable rules and regulations, with techniques and methods selected and employed at the sole discretion of YES Prep North Forest, provided NFISD and YES Prep North Forest shall work collaboratively in developing and implementing a plan for compliance with the requirements of the Families and Advocates Partnership for Education program ("FAPE") and the Individuals with Disabilities Education Act ("IDEA"), including the development and implementation of plans and procedures relating to admission, review, and dismissal committees and related due process matters;
 - vi. Grades and other informational data on student assessment, promotion and retention, including but not limited to copies of report cards and original teacher grade books, shall be collected and made available to NFISD and YES Prep in accordance with written procedures as promulgated by the Texas Education Agency and as modified by any waivers available to, and employed at the sole discretion of, YES Prep North Forest and YES Prep.
- g. Prepare and maintain records relating to the students and the program in accordance with

- NFISD record requirements and TEA PEIMS requirements to include demographic data, test scores, discipline records, attendance and other appropriate information, and input such information by providing personnel to receive training from NFISD and to input required information at the Site;
- h. YES Prep shall make available at the Site the computer hardware (including laptop computers for teachers), software and server and network connections required in order to satisfy YES Prep North Forest's operating needs and reporting requirements under this Agreement;
 - i. Operate the School in accordance with those requirements and guidelines that are necessary to ensure that NFISD remains entitled to receive maximum funding from the State of Texas for participating in this Agreement;
 - j. Operate the School in compliance with all applicable federal, state and local laws and Texas Education Agency rules and regulations, provided that YES Prep North Forest may utilize any waivers available to the School under state law or other applicable laws or regulations;
 - k. Provide students with state-adopted textbooks which are provided by the State of Texas, as ordered through and provided by the NFISD Textbook Department and the district office at no additional cost to YES Prep North, provided that YES Prep North Forest may also utilize textbooks and curricula of its own choosing;
 - l. All student disciplinary actions will be undertaken in accordance with applicable law, the charter under which YES Prep operates and any YES Prep North Forest student handbook;
 - m. Obtain and provide to NFISD all demographic information required for all eligible students to qualify and participate in the free and reduced breakfast and lunch programs;
 - n. Complete all appropriate forms and paperwork in the event that any YES Prep North Forest parent, teacher or staff suspects that a particular student in the program may have a disability that may qualify him/her for special education services or Section 504 accommodations. Any such student shall be referred for testing through normal YES Prep procedures to determine if the student is qualified for special education services or Section 504 accommodations. NFISD and YES Prep North Forest shall work collaboratively to develop and implement and plan designed to address the educational needs of disabled students, with NFISD generally being responsible for providing special education services other than accommodations, modifications and content-mastery services, which will be provided by YES Prep North Forest. Such services will be provided in a manner generally consistent with the type and quality of accommodation and services provided at other NFISD campuses;
 - o. Implement and comply with NFISD approved charter program, except as otherwise provided in this Agreement, and NFISD's district policies and procedures which implement federal, state laws and regulations, including the requirements of Section 12.059, Texas Education Code;
 - p. Represent YES Prep North Forest as a NFISD contract charter school in all communications, both oral and written, provided that YES Prep North Forest shall not be restricted in any way with regard to internal or external messaging or communication of any sort, whether through the news media or other communications tools;
 - q. Designate the YES Prep Head of Schools and the School Director as the administrators with the authority to make decisions on behalf of YES Prep North Forest and to represent YES Prep North Forest in all endeavors, including but not limited to decisions regarding

- curriculum and instruction;
- r. Assume total responsibility for the supervision and discipline of YES Prep North Forest students while they are attending school or any school-related function or activity sponsored or endorsed by YES Prep North;
 - s. Respond appropriately to all emergencies as they pertain to the students enrolled in YES Prep North Forest in accordance with the school's emergency preparedness handbook;
 - t. Assume total responsibility for any damages to the Site or its contents caused by YES Prep North Forest students, parents, guests and/or staff during regular school hours and school-sponsored activities, not including normal wear and tear as incurred in a manner comparable to that seen at other NFISD campuses;
 - u. Employ and compensate YES Prep North Forest employees on the YES Prep compensation scale, subject to criminal history and background checks as required by applicable law; and
 - v. YES Prep North Forest shall not act or fail to act in such a way that unreasonably interferes with NFISD's ability to implement its educational program at other NFISD campuses and locations; and
 - w. Perform minor repairs (valued at \$5,000 or less) to the Site and provide general maintenance of the Site.

C. NORTH FOREST SCHOOL DISTRICT AGREES TO:

- a. Provide School Choice information (including, but not limited to, materials highlighting YES Prep North Forest's educational services and clearly explaining students' opportunity to access those services) to eligible NFISD students and their parents, and assist YES Prep North Forest in distribution of such information as designed and provided by YES Prep North Forest through NFISD schools; such assistance shall include, but not be limited to sending School Choice information home with NFISD students and allowing YES Prep North Forest unrestricted access to NFISD campuses during and after school hours, so long as such access does not inhibit or hamper the educational experience of NFISD students;
- b. Allow YES Prep North Forest to apply for any grant funding for which it is eligible, and to provide in a timely manner any and all information needed to apply for such grants;
- c. Prepare and maintain NFISD/YES Prep North Forest records, for state and federal reporting purposes with appropriate support from YES Prep North Forest as referenced in Section I(A) above, to include demographic data, test scores, discipline records, attendance, lesson planning, grade reporting and recording, and other appropriate or required information, provided that NFISD shall be ultimately responsible for compliance with state and federal data reporting requirements;
- d. Provide school support services including special education support, Limited English Proficiency services, student assessment materials, satellite (on-call) school nursing and counseling services at a level comparable to that offered to other NFISD students at the same grade level upon request;
- e. Provide student and teacher desks, tables and other furnishings, including but not limited to chairs, desks, bookshelves, file cabinets, computer tables, conference tables, gym equipment and chairs, cafeteria tables and chairs and food service equipment as requested by YES Prep North Forest at no cost to YES Prep North Forest so long as such furnishings are

- comparable to those provided other NFISD schools;
- f. At all times, NFISD shall provide or cause to be provided all utilities and bi-monthly grounds keeping services for the Site, and pay the costs thereof;
 - g. During regular school hours as shown in Exhibit A (attached) NFISD shall provide limited on call nursing services for students (including screening and record-keeping services) and services of appropriate food service helpers (including record-keeping services);
 - h. Provide and service bus routes for the transportation of all Eligible Students. Such routes shall be operated with a focus on serving YES Prep North Forest schedules, including a longer school day, a longer school year and Saturday school for middle school students (grades 6-8), and all transportation services shall be provided at a level comparable to that provided to other NFISD students at the same grade level. YES Prep North Forest will remain responsible for field trip and athletic event transportation.
 - i. NFISD shall not act in such a way that unreasonably interferes with YES Prep North Forest's ability to implement its educational program;
 - j. NFISD shall make available at the Site necessary network connections, Cat5e or CAT6 drops with runs terminating to a local IDF, required in order to satisfy YES Prep North Forest's operating needs and reporting requirements under this Agreement;
 - k. NFISD shall provide free and reduced-price breakfast, lunch, and snack programs and any other available federally funded services for which students qualify at a level comparable to those services provided to other NFISD students at the same grade level; and
 - l. NFISD shall perform major repairs (exceeding \$5, 000) to the School Site, provided YES Prep North Forest notifies the NFISD of the needed repairs and provides adequate notice to permit the repairs to be made.

SECTION II

A. PERFORMANCE STANDARDS

- a. YES Prep North Forest understands and agrees that continuation of this Agreement includes consideration of and is contingent upon the satisfactory student performance under Subchapter B, Chapter 39 of the Texas Education Code, and upon compliance with other applicable accountability provisions under Chapter 39 of the Texas Education Code as may be amended from time to time.
 - i. Student results will be disaggregated by Accountability Systems subgroups: African-American, Hispanic and White.
 - ii. Economically Disadvantaged by grade level comparisons will be made to non-program students in the same grade levels.
 - iii. Attendance (all students aggregated): The attendance rate for YES Prep North Forest students will be compared to Similar Students.
- b. For all students who do not qualify to be considered under the expected standards, performance expectations will be based on Individual Education Plans or Language Proficiency Assessment Committee recommendations. Data for these students will be gathered and maintained by YES Prep, YES Prep North Forest and NFISD.

SECTION III

A. TERM OF AGREEMENT

- a. The term of this Agreement shall be from April 07, 2010 through July 31, 2030, provided that this Agreement may be terminated prior to the expiration of the term by either party as provided in the Termination section of this Agreement.

SECTION IV

A. TERMINATION

- a. This Agreement may be terminated upon the occurrence of any of the following (each an Event of Termination):
 - i. With a ninety (90) day notice by either party on or before the 15th day of April of a given year, the Agreement will expire thirty (30) days after the close of the school year.
 - ii. By mutual agreement of the parties.
 - iii. The failure of either party (the "defaulting party") to comply with applicable law if such failure has a material adverse effect on the ability of the defaulting party to discharge and perform its obligations under this Agreement if such failure is not remedied with thirty (30) days after the other party gives notice to the defaulting party specifying in reasonable detail the basis of such default notice.
 - iv. By action of NFISD revoking the campus charter, in accordance with Section 12.063, Texas Education Code, if YES Prep North Forest commits a material violation of its charter, fails to satisfy generally accepted accounting standards official management or fails to comply with Subchapter C, Chapter 12, Texas Education Code, or other applicable law or state agency rule, provided, any such termination by NFISD shall be based on the best interest of campus or program students, the severity of the violation and any previous violation committed by YES Prep North Forest. YES Prep North Forest will be noticed that Agreement will terminate at the close of the school year.
 - v. The failure of NFISD to pay any of its monetary obligations under this Agreement to YES Prep North, if such failure continues for thirty (30) days after YES Prep North Forest gives notice to NFISD that such amount was not paid when due.
 - vi. The failure of NFISD to perform a major repair obligations (exceeding \$5, 000) under this Agreement if the NFISD fails to take action to address the repair obligation within thirty (30) days after YES Prep North Forest gives notice to NFISD, provided, however, in the event that the health or safety of YES Prep North Forest students, faculty or staff is at issue, such thirty (30) day notice period shall not apply. YES Prep North Forest may remedy any outstanding maintenance and repair obligation of NFISD on its own, provided it has provided notice to NFISD and shall be entitled to reimbursement from NFISD for costs incurred.
 - vii. At the end of any academic year, beginning with the 2013-14 academic year, NFISD may terminate this Agreement if, for two or more consecutive years preceding, students at YES Prep North Forest fail to perform on a level equal to or better than "Similar Students" (defined below) at the same grade level configuration on the applicable TEA

Accountability System measures listed in the "Performance Standards" section of this Agreement. "Similar Students" shall mean students across the district in the accountability subgroups as described below at a campus with similar demographics and grade level as students enrolled in YES Prep North Forest. Any subgroup that would not be considered by the state in determining school performance ratings shall not be used to terminate this contract.

- viii. The failure of a party to perform each and every non-monetary obligation, covenant and agreement of such party under this Agreement if: (i) such failure is not remedied within thirty (30) days after a party gives notice to the defaulting party of such failure; or (ii) in the case of any such default which cannot with due diligence and good faith be cured within thirty (30) days, such defaulting party fails to commence to cure such default within thirty (30) days after notice from the other party of such default or fails to prosecute diligently the cure of such default to completion within such additional period as may be reasonably required to cure such default with diligence and in good faith; it being intended that, in connection with any such default which is not susceptible of being cured with due diligence and in good faith within thirty (30) days, the time within which the such defaulting party is required to cure such default shall be extended for such additional period as may be necessary for the curing thereof with due diligence and in good faith; provided further, however, that if such default is not cured within ninety (90) days after notice from such other party of such default (notwithstanding such defaulting party's diligent prosecution of curative efforts), then such failure shall constitute an Event of Termination which may be exercised by the non-defaulting party under this Agreement.
- ix. The filing by any party of a voluntary petition in bankruptcy; or adjudication of such party as bankrupt; or the filing of any petition or other pleading in any action seeking reorganization, rearrangement, adjustment, or composition of, or in respect of such party under the United States Bankruptcy Code or any other similar state or federal law dealing with creditors' rights generally, unless within sixty (60) days after such filing such proceeding is stayed or discharged; or appointment of a receiver, trustee or other similar official of such party or its property.

B. FORCE MAJEURE

- a. No Party shall be liable for any failure to perform its obligations under this Agreement where such failure is as a result of Acts of Nature (including fire, flood, earthquake, storm, hurricane or other natural disaster), war, terrorist activities, and no other party will have a right to terminate this Agreement under this Section IV in such circumstances. If NFISD or YES Prep North Forest assert force majeure as an excuse, the party making such assertion shall have the burden of proving that reasonable steps were taken, under the circumstances, to minimize delay or damages caused by foreseeable events, that all non-excused obligations were substantially fulfilled, and that the other party was timely notified of the likelihood or actual occurrence which would justify such an assertion, so that other prudent precautions could be contemplated and undertaken.

SECTION V

A. COMPENSATION

- a. For the 2010-11 school year, YES Prep North Forest shall be paid by NFISD the base student allotment of \$7,800.00 per student ADA plus weights for students in grades 6-12, per school year based on a 180-day school year. In subsequent years following the initial year of this agreement, YES Prep North Forest shall be paid by NFISD the following base student allotment, plus weights, provided that only the amounts shall change and the method by which such allotments are calculated and disbursed remains consistent...
- b. The base student allotments noted above shall be adjusted annually to reflect changes in the Consumer Price Index for the Houston metropolitan statistical area. After the 2013-14 school year, changes in the allotments will be governed solely by annual adjustments to account for inflation as measured by the Consumer Price Index, unless the parties agree to other adjustments in writing.
- c. The allotment shall be paid in monthly installments on the 15th day of each month after the State payment, commencing on September 15, 2010. Payments shall be issued on an average monthly basis, based initially on a projected first-year enrollment of approximately 210 students at an estimated 97.2% attendance rate, an estimated 5% LEP students, and an estimated 80% economically disadvantaged, over 12 equal periods, provided that the 12th payment may be withheld by NFISD to allow for any required adjustments for the reasons stated below. The estimated weights will be adjusted to actual weights for purposes of determining the compensation hereunder and the amount of the 12th month payment. After such adjustment is made, any remaining funds will be disbursed in the next payment. The 12th payment shall not be delayed for more than thirty (30) days. If NFISD is unable to determine the actual weights within thirty (30) days after the 12th payment is due, it shall make such payment based on estimated weights as described above; any adjustment determined thereafter shall be paid to YES Prep North Forest upon such determination if warranted, or shall be withheld in 2 equal amounts from the next 2 payments due to YES Prep North Forest if the final determination indicates an overpayment based on the final revenue reports.
- d. By June 1 of any calendar year, YES Prep North Forest shall submit its projected enrollment for the each school year to NFISD, which shall use that projected enrollment to calculate the monthly payments for the next school year. For the second year of YES Prep North's operation, attendance rates and percentages of LEP and economically disadvantaged students shall be calculated based on actual figures from the first year of operation. For the third year and succeeding years, attendance rates and percentages of LEP and economically disadvantaged students shall be calculated based on an average of the prior two years.
- e. In the event of termination prior to the full term of this Agreement, YES Prep North Forest agrees to refund to NFISD within ninety (90) days of the date of termination all advanced but unearned funds.

B. FUNDING FROM STATE

- a. Notwithstanding any terms herein to the contrary, YES Prep North Forest's obligation to

compensate YES Prep North Forest is expressly subject to the receipt of funds by NFISD from the State of Texas specifically allocated for those eligible students in attendance at YES Prep North Forest. In the event that such funding is not received, NFISD shall not be obligated to YES Prep North Forest in any amount, and YES Prep North Forest may terminate this Agreement, and any prior payments made by NFISD shall be retained by YES Prep North Forest in consideration of and as payment for educational services provided to the date of such termination,. This section shall not be construed to relieve NFISD of any responsibility or obligation to YES Prep North Forest if NFISD fails to receive funding as a result of a failure by NFISD or its agents or contractors to fulfill requirements necessary for securing funding from the State of Texas.

SECTION VI

A. REPORTS AND EVALUATION

- a. YES Prep North Forest agrees to submit to NFISD an annual report of each year of implementation starting with the end of the first year of implementation. The annual report must contain basic demographic data, attendance rates, enrollment data, and achievement data on all participating students. The data must be reasonably informative to allow judgment of the program effectiveness in achieving its stated objectives.
- b. A final summative project report shall be submitted by YES Prep North Forest to NFISD at the completion of the contract term. This report will include, but will not be limited to, program background information, a description of the program's implementation, and accomplishments and conclusions.
- c. NFISD reserves the right to conduct its own evaluation of this program at any time to verify effectiveness, provided that such evaluation shall not interfere with nor hinder YES Prep North's provision of educational services or other operations.
- d. YES Prep North Forest and NFISD intend to utilize the results of the evaluations and written reports as part of the criteria for continuation or termination of future participation in this program. No reports or evaluations created pursuant to this Agreement may be released to third parties without the prior written consent of YES Prep North, except as otherwise required by applicable law, including Chapter 552. Texas Government Code (the "Texas Public Information Act").

SECTION VII

A. RELATIONSHIP OF THE PARTIES

- a. It is understood and agreed that YES Prep North Forest is an independent contractor and that neither it nor any employees or agents contracted by YES Prep North Forest shall be deemed for any purposes to be employees (paid or volunteer) or agents of YES Prep. This Agreement does not create a joint venture or business partnership under Texas law. YES Prep North Forest will hire all teachers, and employ administrators and office staff as it deems reasonably necessary to operate the program under this Agreement, subject to conducting appropriate criminal and background checks as required by applicable law. YES Prep North Forest assumes full

responsibility for the actions of such personnel and volunteers while performing any services incident to the Agreement, and shall remain solely responsible for their supervision, daily direction and control, payment of salary (including withholding of income taxes and Social Security), workers' compensation, benefits and like requirements and obligations. In no event shall either party be responsible or liable to the other party for any action or inaction of its respective officials, agents, administrators, employees, volunteers and students.

SECTION VIII

A. STUDENT RECORDS

- a. YES Prep North Forest understands that NFISD must have access to student administrative and educational records in order to effectively participate in this Agreement. YES Prep North Forest agrees to provide NFISD employees access to all student, administrative and educational records in order to monitor and evaluate the program. NFISD may request those financial records necessary to verify that state funds are being used in accordance with the charter proposal and this Agreement. YES Prep North Forest agrees to allow NFISD employees and officials by request and official registration through the main office to access to all facilities, including classrooms, during regular operation hours in order to facilitate such monitoring activities, provided such NFISD representatives do not hinder or interfere with YES Prep North's provision of educational services or other operations.
- b. To the extent that YES Prep North Forest or NFISD will come into possession of student records and information, and to the extent that YES Prep North Forest or NFISD will be involved in the survey, analysis, or evaluation of students, incidental to this Agreement, both parties agree to comply with all requirements of the Family Educational Rights and Privacy Act and the Texas Public Information Act. In the event that NFISD is required to furnish information or records of YES Prep North Forest pursuant to the Texas Public Information Act, YES Prep North Forest shall furnish such information and records to NFISD and NFISD shall have the right to release such information and records. Either YES Prep North Forest or NFISD may object to disclosure of information and records under the Family Educational Rights and Privacy Act or the Texas Public Information Act.

SECTION IX

A. INSURANCE

- a. YES Prep and NFISD agree to provide and maintain during the term of this Agreement insurance coverage with responsible insurers licensed to do business in the State of Texas of the type and with coverage and in amounts equal or comparable to that provided and maintained at other similarly situated YES PREP and NFISD sites, respectively, or otherwise in accordance with prudent business practices consistent with providing educational services as contemplated by this Agreement. YES Prep North Forest and NFISD shall each be solely responsible for all acts or omissions of their own employees, representatives, agents, assigns and volunteers and neither party shall be responsible for any acts or omissions of the other party's employees, representatives, agents, assigns and volunteers. As of the signing of this Agreement, each party

warrants that it has provided evidence of its insurance coverage limitations and carriers to the other party. Each party agrees to provide the other with original certificates of coverage which shall provide that either party will receive at least thirty (30) days prior written notice before alteration, modification or cancellation of any policies by the other party.

- b. NFISD and YES Prep are responsible for providing adequate levels of workers' compensation for its own employees and contractors.
- c. NFISD shall maintain insurance coverage, as reasonably necessary, to adequately insure against any damages to the Site due to fire or other casualty, including flooding (to the extent available on commercially reasonable terms), wind, hail and other such hazards. Such policy shall include an appropriate waiver of subrogation.

B. WAIVER

- a. YES Prep North Forest shall not be liable for, and NFISD hereby waives, all claims against YES prep North Forest, for loss or damage to the Site, YES Prep North Forest's property and claims for property damage, not resulting from any intentional or negligent act or omission by YES Prep North, by any person claiming by, through or under NFISD.
- b. NFISD shall not be liable for, and YES Prep North Forest hereby waives, all claims against NFISD, for loss or damage to the Site, YES Prep North Forest's property and claims for property damage, not resulting from any intentional or negligent act or omission by NFISD, by any person claiming by, through or under YES Prep North Forest.

SECTION X

A. NO WAIVER OF IMMUNITY

- a. Neither YES Prep North Forest nor NFISD waives or relinquishes any immunity or defense on behalf of itself, its trustees, officers, employees, or agents as results of the execution of this Agreement and performance of the functions and obligations described herein.

SECTION XI

A. AUTHORIZATION OF AGREEMENT AND AMENDMENTS

- a. Each party represents and warrants to the other that the execution of this Agreement has been duly authorized, and that this Agreement constitutes a valid and enforceable obligation of such party according to its terms.
- b. The parties understand that in the event of change in revenues or other circumstances, terms of this Agreement may have to be amended. The parties agree to discuss such changed circumstances and negotiate in good faith any changes that may be required to the terms of this Agreement. To be effective, any terms agreed to must be in writing and included in a newly executed Agreement or an amendment or addendum to this Agreement.

SECTION XII

A. NO WAIVER

- a. No waiver of a breach of any provision of this Agreement shall be construed to be a waiver of any breach of any other provision. No delay in acting with regard to any breach of any provision shall be construed to be a waiver of such breach.

SECTION XIII

A. RIGHT IN PROPERTY

- a. All title to YES Prep North Forest supplies, equipment, and records shall remain the sole property of YES Prep North Forest. All title to NFISD furnished supplies, equipment, materials and/or textbooks shall remain the sole property of NFISD. YES Prep North Forest shall be accountable for any lost textbooks, equipment, or other materials which are not returned to NFISD in accordance with NFISD procedures and YES Prep North Forest shall reimburse NFISD for the cost of any such lost textbooks, equipment, and materials upon demand. YES Prep North Forest shall not be responsible for reimbursing NFISD for normal wear-and-tear to any textbooks, equipment or materials.
- b. NFISD will establish procedures and provide services for disposing of obsolete textbooks, equipment, and/or materials.

EXHIBIT A

ANTICIPATED SCHOOL CALENDAR AND SPACE NEEDS BY YEAR

School days

YES Prep North Forest will begin school no earlier than 6:30 a.m. and will conclude school no later than 6:30 p.m. Mondays through Fridays during the regular school year. YES Prep North Forest may also conduct school on Saturdays beginning no earlier than 7 a.m. and concluding no later than 2 p.m. School administration and designees will have unlimited access to the Site.

School year

YES Prep North Forest will run on the YES Prep School Calendar YES Prep North Forest will begin its regular school year in August. YES Prep North Forest will conclude its regular school year in early June of the following calendar year and may conduct summer classes during the months of June and/or July within the timeframes noted under "School Days" above.

Classroom space needs

At a minimum, NFISD will provide cafeteria, gym, library and field space to YES Prep North Forest and classrooms and offices according to the chart below:

	July 1, 2010	July 1, 2011	July 1, 2012	July 1, 2013- the term of the agreement
Classrooms	15	25	35	40
Offices	6	9	10	12

On the 7th day of April, 2010, the undersigned acknowledge the authority to enter on behalf of their respective organizations, NFISD and YES Prep an agreement to operate a YES Prep charter program at the Site.

NORTH FOREST INDEPENDENT SCHOOL DISTRICT

By:  _____

Date: 4/7/2010

Name: Dr. Adrain Johnson
Title: Superintendent

YES PREP PUBLIC SCHOOLS, INC., a Texas non-profit corporation

By:  _____

Date: 4/12/2010

Name: Chris Barbic
Title: Head of Schools

Project Narrative

Project Narrative

Attachment 1:

Title: **Project Narrative** Pages: **65** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Proposal\Project Narrative.pdf**

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A. QUALITY OF THE ELIGIBLE APPLICANT

Drew Masterson, a member of YES Prep’s Board of Trustees, likes to tell this story: *Two years ago, he took his son, Drew, Jr., to freshman orientation at Davidson College, a nationally recognized and highly selective liberal arts college near Charlotte, North Carolina. Among all the eager, predominantly Caucasian students, Drew recognized someone: Yesenia Coto, a YES Prep alumnus. Drew had met Yesenia at a YES Prep event and knew the challenges she had overcome to make it to Davidson. Yesenia had grown up balancing school, babysitting for her younger siblings, and working at the family convenience store. Her parents are Salvadoran immigrants who told her at an early age, “If you want to have a better future, you have to go to college.” Yesenia’s mother tried for two years to enroll her at YES Prep; she was put on the wait list. Then, before the start of seventh grade, her name was selected. Honestly, Yesenia wasn’t too happy about switching schools; after all, she had to leave the friends she had made at her zoned school. Yesenia quickly realized, though, that if she wanted the opportunity to one day go to a great college, she had to attend YES Prep. Of course, it was difficult, but Yesenia excelled, taking every AP course she could fit into her busy schedule. Now, sitting in the Davidson auditorium, Drew realized the impact YES Prep has on the lives of its students. Yesenia and Drew, Jr., in spite of the differences in their backgrounds, are academic equals and both on the road to college graduation.*

SUMMARY OF THE PROJECT NARRATIVE: ONE INNOVATIVE MODEL, 13 HIGH QUALITY SCHOOLS, 10,000 STUDENTS, COLLEGE READY

Yesenia Coto is one of the thousands of students YES Prep Public Schools (YES Prep) has and will continue to serve, and her background story is typical of other students: **The majority of YES Prep students are economically disadvantaged (low income), Hispanic or African**

American, first generation college goers, and, on average, enter in sixth grade one grade level behind in reading and mathematics. Nevertheless, in spite of seemingly insurmountable odds, by the time YES Prep students graduate, 100 percent are college bound and, more importantly, prepared to succeed in college and the future workforce. In effect, this is YES Prep's mission: On the first day of class at college, a YES Prep alumnus, regardless of his/her zip code, ethnicity, or income, is as prepared for collegiate success as a student from a more affluent background and school system. In one generation, that alumnus is then poised to end the cycle of poverty and low expectations that have plagued his/her family and community. **In 1998 YES Prep proved its mission was possible with one school; in 2005 YES Prep proved it with three schools; in 2009 YES Prep proved it with seven schools; and, through the CSP grant, YES Prep will prove its model once again with 13 schools and annually serve 10,000+ economically disadvantaged, minority students.**

YES Prep is a model for what is possible within the charter school system and the larger public education system: affordable, sustainable, and replicable schools that provide a college preparatory education for ALL students. **During its twelve year history, YES Prep's comprehensive educational model has been developed, tested, and proven through a continuous process of identifying barriers to student academic achievement and implementing solutions based on theory and research.** YES Prep has accumulated numerous awards and honors and sustained a track record of results that few other charter schools in the country can claim. Among national charter management organizations (CMOs), YES Prep has the longest history of serving high school students through its integrated 6th–12th grade educational model. **This year, the tenth class of YES Prep seniors—100 percent college bound—graduated from its high schools.**

CHART 1: CURRENT YES PREP SCHOOLS – 2009-10 SCHOOL YEAR

School Profile	2008-09 TEA Accountability Rating ¹	School Mascot
YES Prep Southeast —Founded in 1998 The <i>Wizards</i> serve 762 students in Grades 6-12	<i>Exemplary</i>	
YES Prep North Central —Founded in 2003 The <i>Trailblazers</i> serve 744 students in Grades 6-12	<i>Exemplary</i>	
YES Prep Southwest —Founded in 2004 The <i>Mavericks</i> serve 574 students in Grades 6-11	<i>Exemplary</i>	
YES Prep East End —Founded in 2006 The <i>Explorers</i> serve 564 students in Grades 6-10	<i>Exemplary</i>	
YES Prep Gulfton —Founded in 2007 The <i>Force</i> serve 395 students in Grades 6-8	<i>Exemplary</i>	
YES Prep South —Founded in 2009 The <i>Cavaliers</i> serve 141 students in Grade 6	Not Applicable (Schools must be open at least one year to meet state rating eligibility.)	
YES Prep West —Founded in 2009 The <i>Marvels</i> serve 118 students in Grade 6		

One of YES Prep’s hallmarks is its ability to grow quickly but efficiently and to do so without compromising its model or results—every new YES Prep school and its students are held to the same ambitious, measurable standard of excellence. YES Prep is able to maintain that high standard because of its sophistication and standardization: All YES Prep schools and the

¹ TEA accountability ratings are not yet available for the 2009-10 school year.

Home Office (central office) are located in Greater Houston (Houston); all of its schools and the Home Office are aligned through a single performance management initiative; all of its schools implement the same comprehensive educational model; all of its school leaders (principals) are developed internally; all of YES Prep's end-of-semester, internal student assessments are developed and graded collectively by lead teachers from all of the schools across the CMO; and all schools require that students be accepted to a four-year college or university to graduate.

In response to the Houston community's demand for more YES Prep schools, the CMO respectfully requests funding to execute its three *Strategic Growth Initiatives*:

- A. Open six new schools in economically disadvantaged and underperforming neighborhoods that will serve Grades 6-12;**
- B. Expand two existing schools in economically disadvantaged and underperforming neighborhoods that will ultimately serve Grades 6-12; and**
- C. Implement a human capital development network capable of training, competitively compensating, and retaining highly qualified teachers for the proposed schools.**

YES Prep's goal of operating 13 schools in the Houston area is based on years of research and analysis and the sound advice of both not-for-profits and consulting firms, such as The Bridgespan Group, Nonprofit Finance Fund, and The Charter School Growth Fund. At a total of 13 schools, YES Prep will have a school in every low income and underperforming feeder pattern in Houston ISD (the largest public school district in Houston and seventh largest in the country) and serve 10 percent of the 6th–12th graders currently enrolled in Houston ISD. Furthermore, YES Prep will send 1,150+ seniors to college *every year*.

CHART 2: YES PREP PUBLIC SCHOOLS SNAPSHOT – 2009-10 SCHOOL YEAR²

National Awards	2009 Blue Ribbon School winner	Top 100 Public Schools: <i>Newsweek & U.S. News & World Report</i>	Two-time EPIC Silver Gain Award winner
School Profile	Operates 7 high quality charter schools	ALL schools are located in low income neighborhoods	Serves 3,300+ students and growing
Educational Model	Houston based and Houston focused	Integrated 6th–12th grade educational model	College acceptance is a graduation requirement
Student Profile	97% of students are Hispanic and African American	81% of students are economically disadvantaged	90% of students are first generation college goers
Achievement Outcomes	ALL schools have received state’s highest accountability ratings	100% of graduates are accepted to four-year colleges & universities	81% of alumni have graduated from college or are still enrolled

CSP GRANT PRIORITIES

In accordance with the **Absolute Priority**, this project narrative demonstrates YES Prep’s extensive experience and success operating multiple high quality charter schools. YES Prep is also applying under **Competitive Preference Priorities 1–3** and the **Invitational Priority**. All four priorities are discussed in a separate attachment, *Project Narrative–Priorities*. Moreover, Competitive Priorities 1 and 2 and the Invitational Priority are also discussed in *B. Contribution in Assisting Educationally Disadvantaged Students*, which begins on Page 29.

² Based on internal CMO statistics as of June 2010

PROJECT NEED: HOUSTON'S EDUCATIONAL CRISIS

College has become an unattainable goal for most educationally disadvantaged children in Houston. According to the *Chronicle of Higher Education*, only 30.7 percent of people in Texas between the ages of 25 and 34 hold college degrees, ranking Texas 43rd overall in the United States (U.S.).³ **A 2008 *Bizjournals* survey of the top 100 metropolitan areas in the country ranked Houston as 83rd for degree attainment of its adult population and last among the four largest U.S. cities for the percentage of residents over 25 who have a bachelor's degree.**⁴ In spite of these statistics, "Texas ranked 41st out of the 50 states and the District of Columbia in expenditure per student . . . Houston ISD spent \$7,472 per student and Texas spent \$7,561, compared to the national average of \$9,138."⁵

Given these figures, it is not surprising that the average low-income sixth grader in Houston has less than a 10 percent chance of graduating from a four-year college.⁶ **To put this in context, in a sixth grade public school classroom, only two to three students in a class of 30 will likely graduate from college.**⁷ The vast majority of children in Houston will reach adulthood ill-equipped to provide for themselves and their families or to meaningfully contribute to the Houston community and economy.

Due to its size and integral position in the national economy, the successes *and* failures of Houston's public schools have the potential to impact not only the state of Texas but the entire

³ *Chronicle of Higher Education*, April 11, 2010: Leadership & Governance

⁴ *Bizjournals*, April 14, 2008: Brainpower Rankings of Top 100 Metros

⁵ Children at Risk, The Future of Texas: A Report on the Status of Our Children 2008-2010

⁶ NCES Common Core of Data; Houston ISD data; Bridgespan analysis

⁷ *Et al.*

U.S. Consider: Houston is the largest city in Texas and the fourth largest city in the country; Houston is Texas' largest urban economic enclave; Houston is home to leading energy, biomedical, agriculture, and technology industries; and Houston has the second largest concentration of Fortune 500 companies in the country.⁸ Houston is important, and so are the future civic and business leaders it produces—or is failing to produce.

APPLICATION REQUIREMENT J: HOW STUDENTS WILL BE INFORMED AND ENROLLED

YES Prep specifically locates its schools in Houston's most impoverished neighborhoods, which by design produces a recruitment pool consisting of majority educationally disadvantaged students: the economically disadvantaged, English learners, migratory children, first generation college goers, ethnic minorities, and other historically underserved subgroups of students. Due to the length of the YES Prep wait list, which has ranged between 4,000 and 6,000 children, existing schools generally do not have to advertise heavily to recruit students. New schools, in contrast, start with a sixth grade class and grow by a grade level/class each year; therefore, these schools are most concerned with recruiting graduating fifth graders. To recruit students, YES Prep staff visit local elementary schools, apartment complexes, churches, stores, and other popular community establishments. Also, YES Prep routinely reaches out to local community leaders for advice and support with recruitment and the dissemination of information.

As an open-enrollment public charter school system, YES Prep sets no admission requirements and students are chosen through a random lottery selection process. All children have an equal opportunity to attend and access to free transportation. Prospective students and their families do not have to prepare for the lottery process, they are asked only to complete a

⁸ *Fortune*, April 30, 2007: Fortune 500: Our annual ranking of America's largest corporations

general information form. (A copy of the form is included in *Section 7–Other Attachments: Additional Information*.) All admissions information is made available to the public in both English and Spanish, and other foreign languages as necessary. Parents are invited to apply in person or via YES Prep’s website and are encouraged to tour a YES Prep school. Final notifications are made by mail in mid-April. Students who are not selected for admission are placed on the wait list.

APPLICATION REQUIREMENT D: THE EDUCATIONAL PROGRAM TO BE IMPLEMENTED AT PROPOSED SCHOOLS

“To Chris [Barbic] and to the YES team, please give them a huge round of applause. The culture you have built, the culture of high expectations, the culture of camaraderie, the culture of teamwork, I can’t tell you how much it means to me personally. When we adults do our job, when we provide those long term supports and provide long term guidance, our students, our young people around the country will more than meet us halfway. So thanks, class after class, grade after grade, school year after school year, thank you so much for the example you set not just for Houston, not just for Texas, but for the entire country.”—Secretary Arne Duncan, U.S. Department of Education, speaking at YES Prep *Senior Signing Day*⁹ on April 30, 2010

YES Prep was founded on the simple premise that disadvantaged students can achieve at the same academic levels as their more affluent peers when given access to similar opportunities and resources. However, to prove that hypothesis and close the achievement gap between disadvantaged and affluent students, YES Prep had to change the education status quo: **YES**

⁹ *Senior Signing Day* is one of YES Prep’s most beloved traditions. Every year, graduating seniors take to the stage to announce their college choices before an audience of family, students, staff, supporters, media, and community leaders. Nearly 4,000 people attended this year’s event.

Prep views state minimum educational standards as something to exceed rather than simply meet; it demands success from all of its schools, even in the first year of a school's growth; and it does more than help educationally disadvantaged students earn their high school diplomas—it guarantees that 100 percent of all graduating seniors are accepted to four-year colleges and universities, and that those graduates are prepared to excel at the collegiate level. As Secretary Duncan stated in his speech to YES Prep's seniors: "You not going to college to go, you are going to graduate. And this is the start of a journey."¹⁰ YES Prep ensures that all its alumni complete that journey.

Overview of the YES Prep Educational Program

"The best thing about YES Prep is that, unlike most schools, everyone is required to succeed. It is part of the curriculum. Knowing I have to succeed keeps me from slacking off and helps me on my goals." –Seun Ogedenbe, 9th Grade Student at YES Prep

The YES Prep program takes a comprehensive view of student development aimed at preparing students for college graduation, while simultaneously instilling values of community service and good citizenship. **By graduation, every student has completed one or more college level courses, accumulated hundreds of volunteer hours, toured dozens of college and university campuses all across the country, and has been accepted to at least one four-year college or university.** In addition to the core program components described below in Chart 3, the YES Prep program includes a longer school day and school year, after-school and weekend enrichment, an expanded summer school program, onboarding/induction for rising sixth graders, a more rigorous teacher selection model, and structured parental involvement. This is the program YES Prep will implement at its proposed new and expanded charter schools.

¹⁰ *Et al.*

CHART 3: YES PREP'S SIX CORE PROGRAM COMPONENTS

Small, Integrated 6th-12th Grade Schools	Accept 140 students into each sixth grade class and cap school capacity at 815 students
Rigorous College Prep Curriculum	Students begin taking high school courses in the 8th grade to allow for more advanced coursework later, i.e., Advanced Placement (AP), International Baccalaureate (IB), or dual-enrollment course(s)
Comprehensive Student Support System	Crisis intervention, campus health, student academic and behavior intervention, student counseling, and parent outreach
Enrichment Opportunities	<i>Summer Opportunities</i> match rising juniors and seniors with internships/summer programs at businesses, nonprofits, and colleges around the world; <i>Annual Research Trips</i> give most students their first opportunity to travel outside of Houston and visit colleges
Service in Low Income Communities	Every student logs hundreds of volunteer hours annually through a range of service learning opportunities integrated into the curriculum
Personalized College Counseling and Support Through College:	Student to college counselor ratio is 30:1 (the state's is 400:1); assistance researching colleges, completing applications, securing scholarships and financial aid; parent awareness; and alumni support

Curriculum and Instruction: The YES Prep curriculum is a tightly written sequence of instruction that outlines precisely the content students will learn during each six-week grading period, and it is aligned with the state standards in the Texas Essential Knowledge and Skills (TEKS). Instruction is focused on developing the knowledge and skills students must possess when they enter their freshman year of college; and YES Prep's integrated 6th-12th program allows for content reinforcement, consistency, and quality control. YES Prep defines a college

level/prep curriculum as one that exceeds basic skills identified by the state and ensures proven abilities in critical reading and mathematical and scientific reasoning, and centers around AP or IB coursework. In Grades 9-12, all students take four years of English Language Arts (ELA), mathematics, science, and social studies, and at least three years of a foreign language. YES Prep also provides non-traditional, secondary school technology courses, including Desktop Publishing, Computer Science, Computer Drafting, Video Production, and Robotics.

Common Assessments: YES Prep values collaboration and best practice sharing and sets consistent expectations for all students district-wide, including maintaining a high common floor (high minimum standard). **Thus, YES Prep’s rigorous curriculum and internal testing, called common assessments, are standardized across the district; however, unlike state standardized tests, YES Prep’s common assessments prepare students for college level work.** To develop the common assessments for all grade levels, the CMO vertically aligned its content areas and used the AP exams for backwards planning. Common assessments are administered in English, reading, mathematics, science, social studies, and the foreign languages. YES Prep has a district-wide common agreement about the timing and standards of the assessments, and assesses students in a way that ensures that each student is able to master those common standards, regardless of his/her school or teacher.

YES Prep takes advantage of having all of its schools located in the same city: the common assessments are created and then graded collectively by content specialists and course leaders (lead teachers) during shared “content days.” Also, the Home Office conducts statistical analysis to evaluate the validity of the assessments and ensure that they serve as an accurate benchmark for later SAT and AP/IB performance. According to YES Prep’s 2008 Alumni Survey, when

asked “How well did YES Prep prepare you for college level work,” 82 percent of alumni reported that YES Prep prepared them “Extremely Well/Very Well.”

College Counseling Program: The majority of YES Prep students, 90 percent, are first generation college goers; consequently, the college counseling program plays an indispensable role in helping students and their families navigate each part of this unfamiliar and sometimes overwhelming process. **College counseling begins in sixth grade and continues even while a student is enrolled at college.** The CMO’s goal is to prepare students for college *graduation*, not just college *acceptance*; therefore, the program includes all of the following components:

- A 30:1 student to college counselor ratio, compared to 400:1 in Texas high schools¹¹
- Individualized student support completing applications, making college selections, and applying for grants and financial aid
- Coaching in all aspects of the college transition, including study skills, time management, personal budgeting, social networking, and how to deal with homesickness and stress
- Researching, establishing, and maintaining long-term relationships with key constituents in college admissions, such as college admissions counselors, directors, and college outreach centers
- Working with appropriate YES Prep staff to ensure that every student in every grade level is participating in available college-related activities whenever possible, including summer programs and talent identification programs
- Coordinating the administration of all standardized tests and test preparation courses for students, including the SAT Reasoning and Subject Tests, ACT, AP exams, THEA, TAKS, ACT Explore, and PSAT/SAT Prep courses

¹¹ Texas State Controller, Texas School Performance Review, 2002

- Coordinating and hosting college fairs at YES Prep and arranging college visitations
- Working collaboratively with school leaders to coordinate and facilitate the Student/Faculty Advising program for Grades 9 and 10
- Junior and Senior College Seminar sections
- Facilitating a Summer Orientation meeting to educate families about responsibilities and expectations related to college admissions and attendance

Impact Partnership: YES Prep’s college counseling curriculum is rooted in an understanding that academic readiness is not the only factor in a student’s willingness and ability to complete college. The existence of a strong emotional and academic support system at the college level, as well as the availability of financial aid, influences the likelihood of persistence. Therefore, to ensure these supports are available at college, YES Prep has entered into formal partnership agreements with 15+ colleges and universities across the country. **The partnerships enable YES Prep students to enroll at college in cohorts/clusters of students designed to serve as mutually supportive communities within the larger college campus setting.** Partner institutions provide structured and comprehensive support programs to complement YES Prep’s college counseling curriculum. YES Prep has purposely sought out and secured partnerships with institutions willing to meet the full demonstrated financial need of accepted students. The *Impact Partnership* is the first of its kind in Texas and possibly the nation and it is growing.

Alumni Program: YES Prep provides ongoing support for alumni while in college, and the following activities have helped to develop and/or further strengthen the program:

- Organized alumni events throughout the year, such as the alumni college forum, professional development days, and exit interview/curriculum panels
- Linked alumni with local community mentors and/or college personnel staff

- Maintained effective communication with alumni and their families through YES Prep email, Facebook, MySpace, telephone calls, site visits, seasonal gatherings, and periodic mailings from both alumni director and family members
- Provided ongoing and renewable incentive awards, such as scholarships

As a result of YES Prep’s efforts, 92 percent of alumni reported that they “Feel Comfortable” at their current college or university.¹²

QUALITY OF THE ELIGIBLE APPLICANT SUBSECTIONS (i), (ii), AND (iii)

“At YES Prep, they have high expectations. They want us to go to college. They even give us opportunities to go and see what college is about. At my old school, we would just go to class, maybe get a lecture for 10 minutes and then get a worksheet . . . I’m challenged now.” –Richard Carmona, 11th Grade Student at YES Prep

YES Prep was the first public school system in the country to make college acceptance a graduation requirement. While dropout rates in Houston high schools are as high as 56 percent, YES Prep boasts a zero percent dropout rate and makes college acceptance the expectation for all students.¹³ YES Prep has demonstrably increased academic achievement and attainment for all students, particularly educationally disadvantaged students.

In the previous narrative section, YES Prep described the components of its innovative educational program; in the following section, YES Prep proves the effectiveness of those programs by comparing its student achievement outcomes to those of the U.S., state of Texas, Houston ISD, and other CMOs. As these figures demonstrate, the YES Prep program works.

¹² *Et al.*

¹³ 100 percent of students who leave YES Prep re-enroll in a neighborhood or alternative education school.

Important Note on Data Sources and State Reporting Period

In order to make a fair and balanced comparison, YES Prep used the most recent data available from the Texas Education Agency (TEA); all of this data, unless otherwise noted, can be found on TEA’s Academic Excellence Indicator System (AEIS) website. **TEA collected its data during the 2008-09 school year, when YES Prep operated five schools.** Also, because KIPP operates schools in Houston under two charters, YES Prep has included results for both.

CHART 4: YES PREP DEMOGRAPHICS COMPARISON – 2008-09 SCHOOL YEAR						
District Name	YES Prep Public Schools	State of Texas	Houston ISD	IDEA Public Schools	KIPP Inc., Charter (Houston)	KIPP Southeast Houston
TEA Rating¹⁴	<i>Exemplary</i>	<i>N/A</i>	<i>Acceptable</i>	<i>Recognized</i>	<i>Recognized</i>	<i>Acceptable</i>
Total Schools	5	8,997	296	10	10	4
Total Students	2,638	5M	199,524	3,945	2,929	504
Hispanic	87%	48%	61%	94%	73%	12%
African American	11%	14%	28%	1%	25%	86%
Low Income	78%	57%	81%	76%	93%	76%
Attendance	98%	96%	95%	98%	98%	97%
Retention (Grade 8)¹⁵	6%	2%	3%	3%	0%	N/A

¹⁴ TEA’s highest accountability rating is *Exemplary*, then *Recognized*, *Academically Acceptable*, and *Academically Unacceptable*; and is based on TAKS, completion, and drop-out rates.

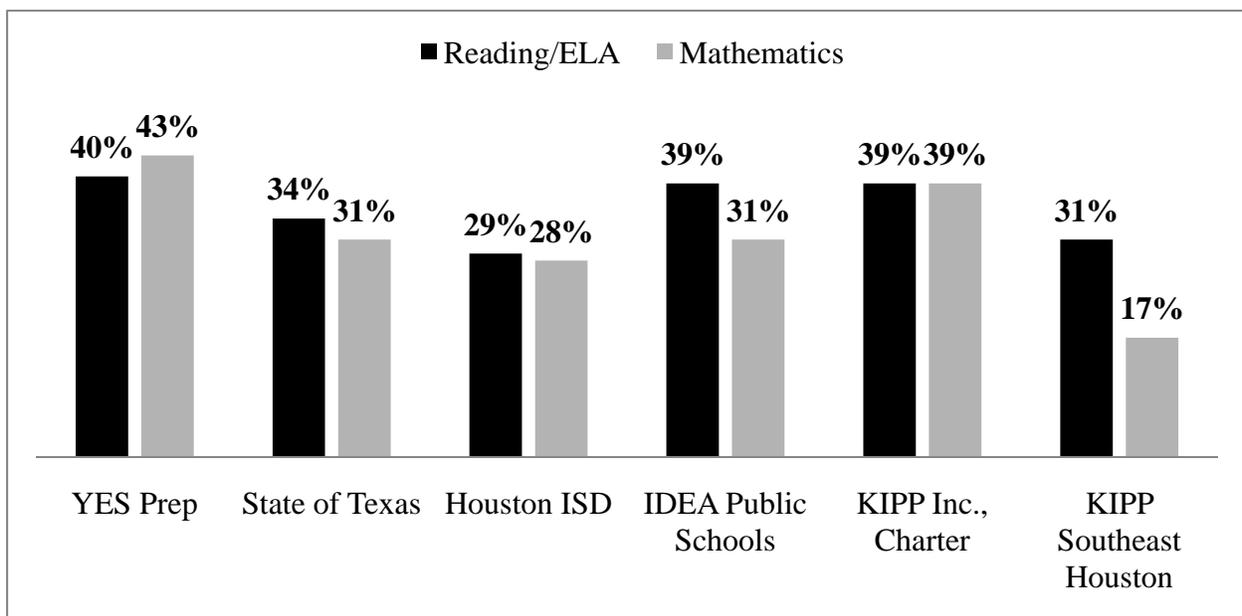
¹⁵ TEA reports retention rates only through Grade 8

Texas Assessment of Knowledge and Skills (TAKS): Statewide Test

The TAKS is a state mandated proficiency test administered in Grades 3-11; depending on the grade level, students may be tested in reading/ELA, mathematics, science, social studies, and/or writing. A score of 70 or higher is needed to pass. **Because the TAKS is only a basic skills test and not an adequate measure of college readiness, YES Prep uses the TAKS *Commended* scores as its preferred benchmark for student performance.** A student score of 90 or higher on any of the subject tests administered is considered *Commended*.

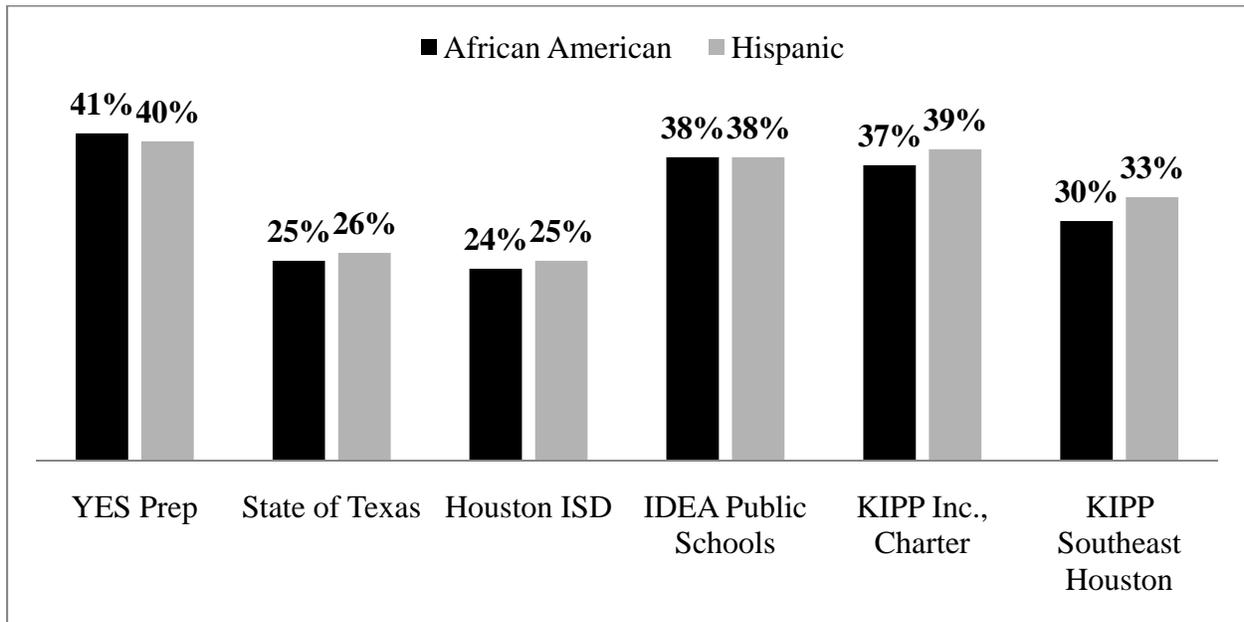
YES Prep outperforms both local and state passing rates on the TAKS. **In Summer 2009, all (then) five YES Prep schools received the TEA's highest rating of *Exemplary* for having an average student passing rate of 90 percent or higher in every grade level and subject tested.** The graphs below focus on *Commended* scores in reading/ELA and mathematics. YES Prep has compared its performance on the TAKS to the state (whenever possible), Houston ISD, and other charters with similar student demographics. Unlike YES Prep, none of these districts were rated *Exemplary* by the state.

GRAPH 1: 2008-09 TAKS COMMENDED RATES

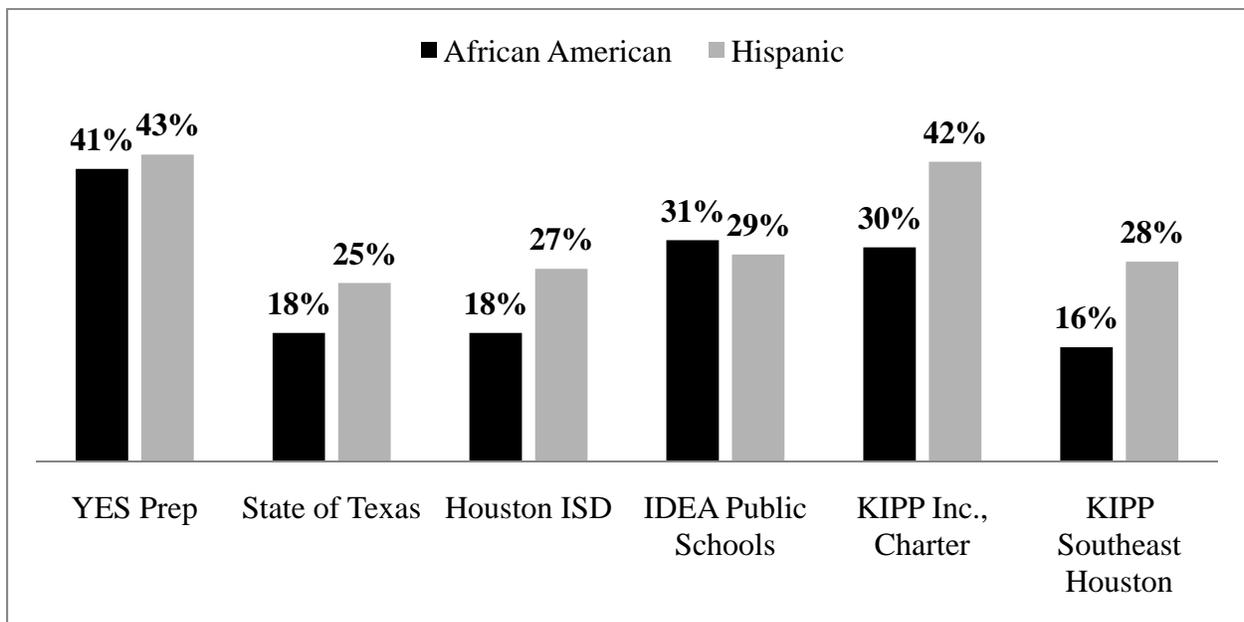


As illustrated below in Graphs 2, 3, and 4, YES Prep’s TAKS *Commended* rates among subgroups of students who have suffered historic achievement gaps—African Americans, Hispanics, and the Economically Disadvantaged—exceed state and local rates.

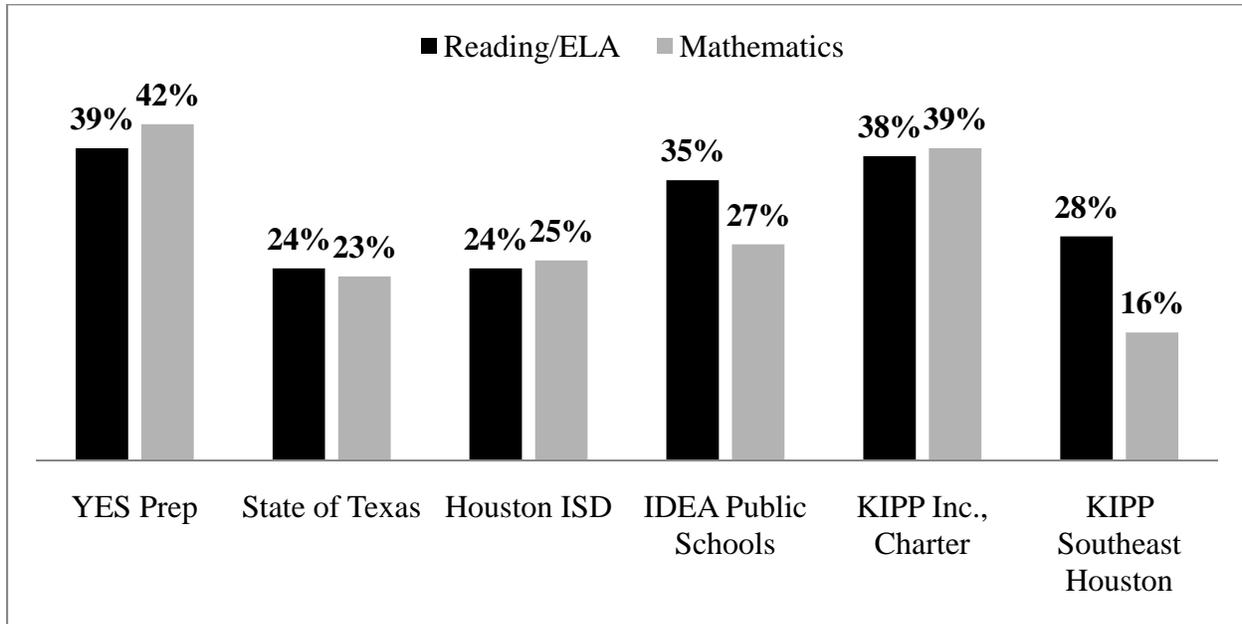
GRAPH 2: 2008-09 READING/ELA TAKS COMMENDED RATES – MINORITIES



GRAPH 3: 2008-09 MATHEMATICS TAKS COMMENDED RATES – MINORITIES



**GRAPH 4: 2008-09 TAKS COMMENDED RATES –
ECONOMICALLY DISADVANTAGED**



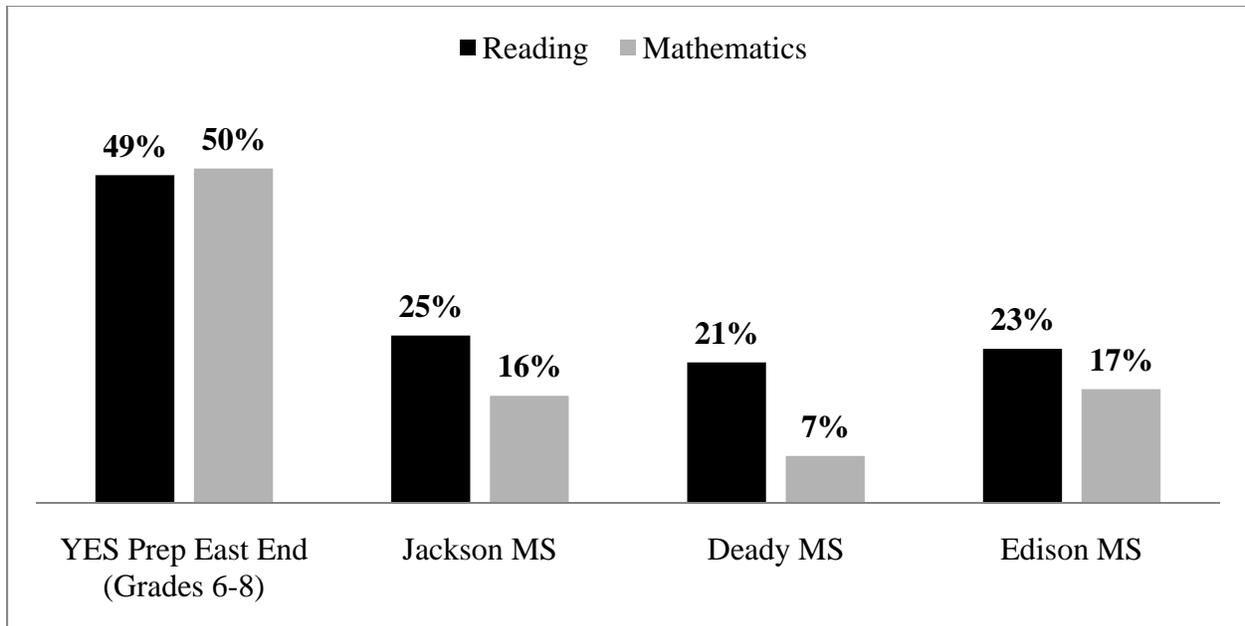
YES Prep has included its equally compelling TAKS passing results in a separate attachment, *Section 5–Other Attachments: Student Academic Achievement*.

Feeder Schools Comparison

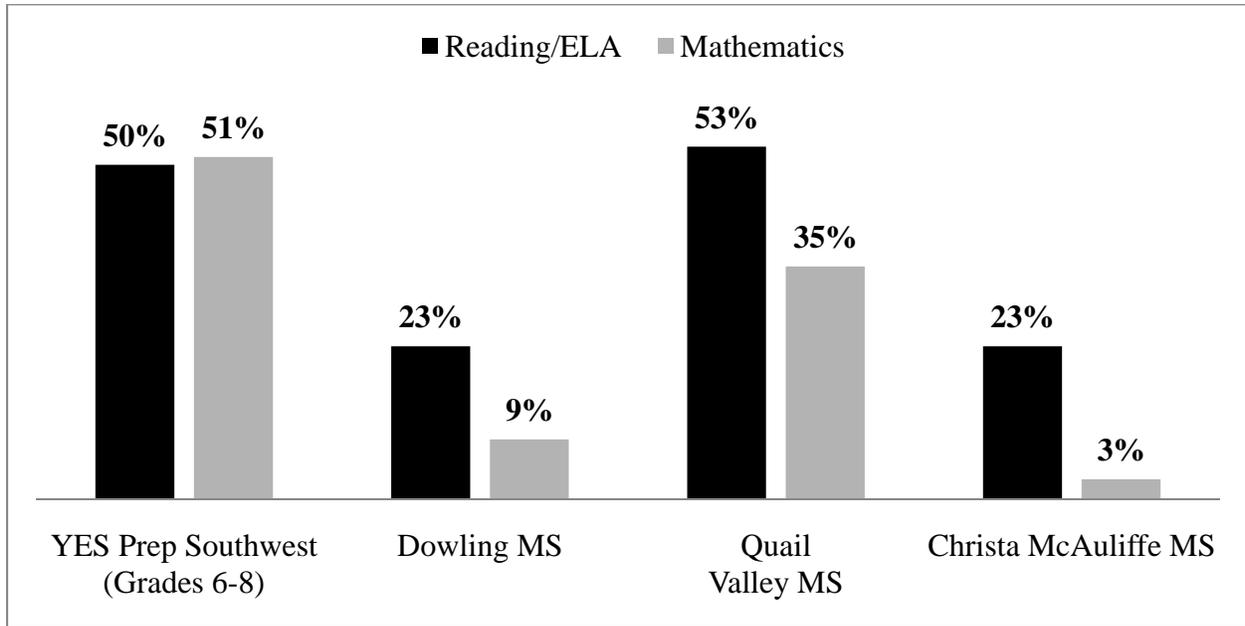
All of YES Prep’s schools are located in economically disadvantaged neighborhoods where the feeder schools are underperforming and produce startlingly low achievement results. As an open enrollment public charter school system, YES Prep does not choose students based on their academic records, nor any other factor. **Therefore, the educational levels of YES Prep’s students at the time of enrollment are comparable to those of students enrolling at feeder middle and high schools; however, YES Prep offers its students an alternative: to attend a high performing charter school in their community and graduate college bound.** In order to illustrate that alternative, in the graphs below, YES Prep has compared its TAKS *Commended* rates to those of feeder schools. The differences are significant.

YES Prep used only the 9th–12th grade TAKS results from YES Prep Southeast and YES Prep North Central when comparing these schools to their respective feeder *high* schools. Likewise, YES Prep used only the 6th–8th grade results from YES Prep Southwest and YES Prep East End when comparing these schools to their respective feeder *middle* schools. YES Prep’s (then) five schools were each at a different stage of growth during the 2008-09 school year: Southeast (Grades 6–12), North Central (Grades 6–11), Southwest (Grades 6–10), and East End (Grades 6–9). YES Prep’s fifth school, YES Prep Gulfton, only served Grades 6–7 during the 2008-09 school year and, therefore, could not be compared to its feeder middle schools.

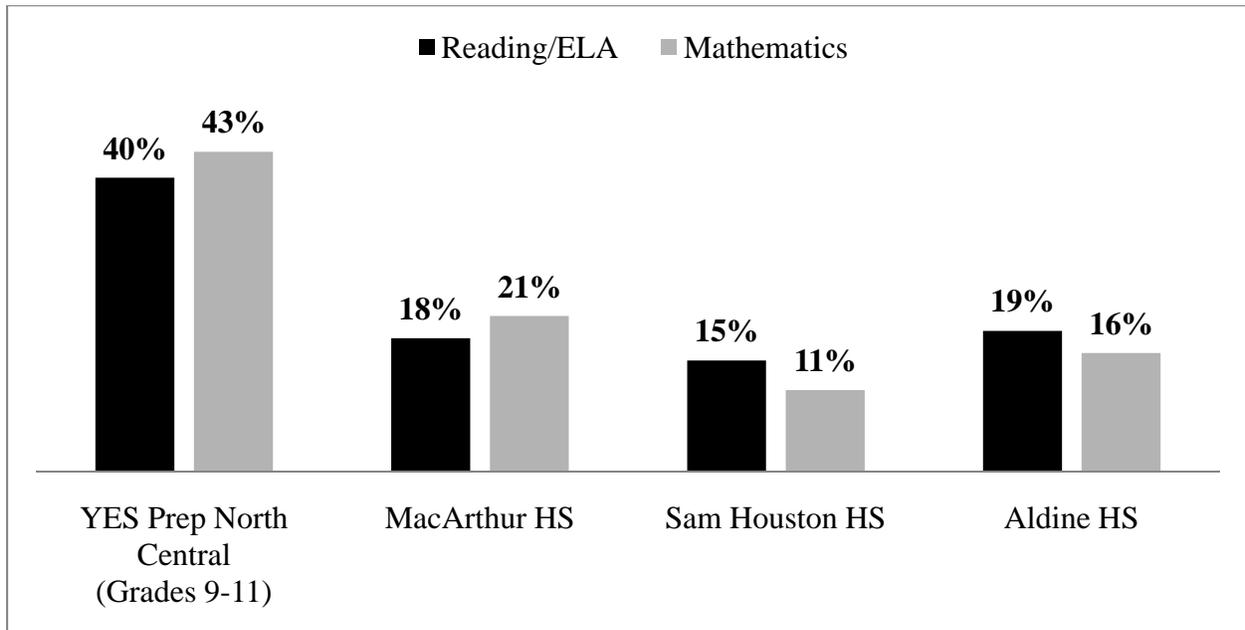
**GRAPH 5: 2008-09 TAKS COMMENDED RATES –
YES PREP EAST END V. FEEDER SCHOOLS**



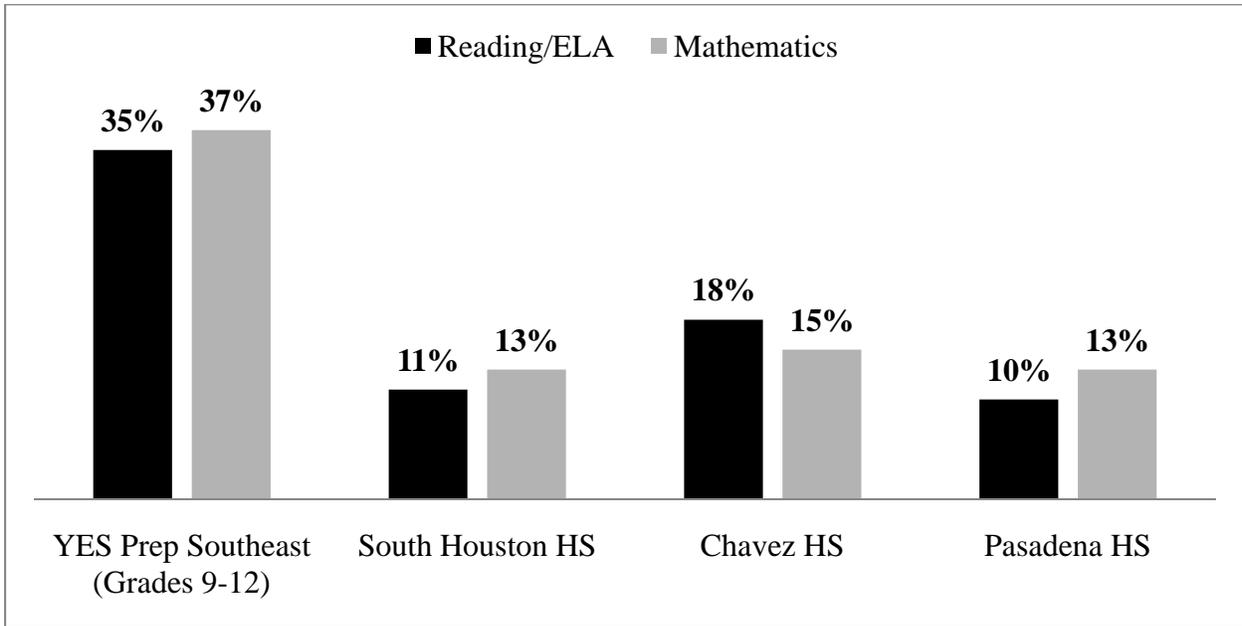
**GRAPH 6: 2008-09 TAKS COMMENDED RATES –
YES PREP SOUTHWEST V. FEEDER SCHOOLS**



**GRAPH 7: 2008-09 TAKS COMMENDED RATES –
YES PREP NORTH CENTRAL V. FEEDER SCHOOLS**

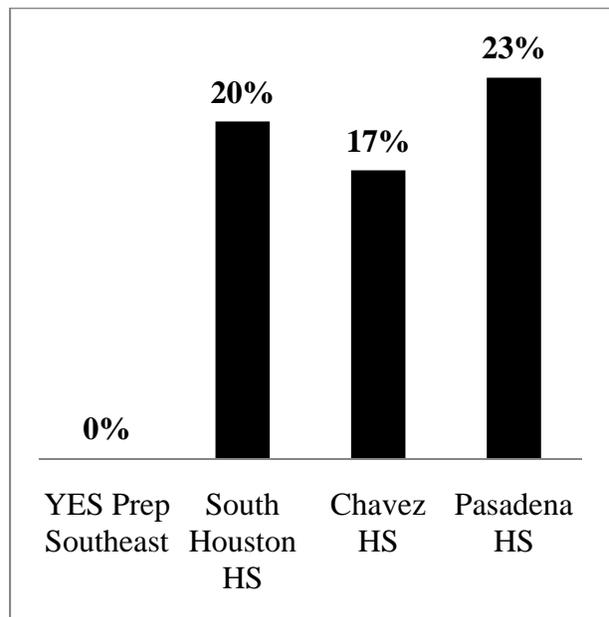
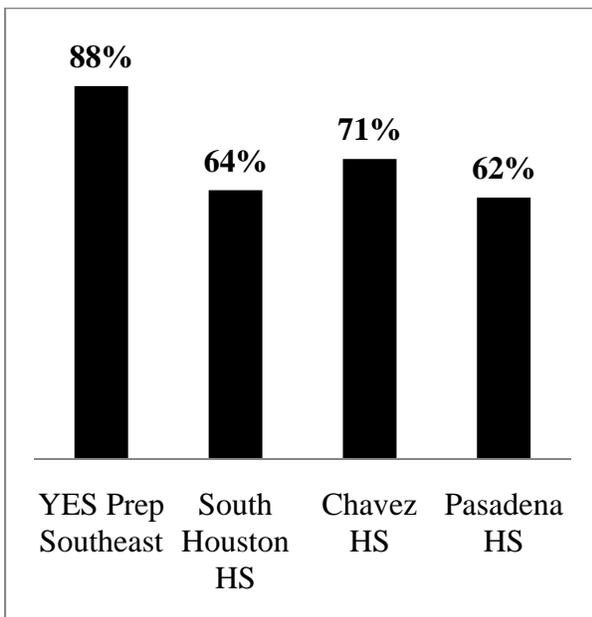


**GRAPH 8: 2008-09 TAKS COMMENDED RATES –
YES PREP SOUTHEAST V. FEEDER SCHOOLS**



Overall, YES Prep’s schools scored twice as high as their respective feeder schools. In Graphs 9 and 10, YES Prep compared Southeast’s (only YES Prep school then serving twelfth grade) graduation and dropout rates to its feeder schools. Again, the differences are profound.

GRAPH 9: 2008-09 GRADUATION RATES GRAPH 10: 2008-09 DROPOUT RATES



Achievements Even in the First Year of Growth

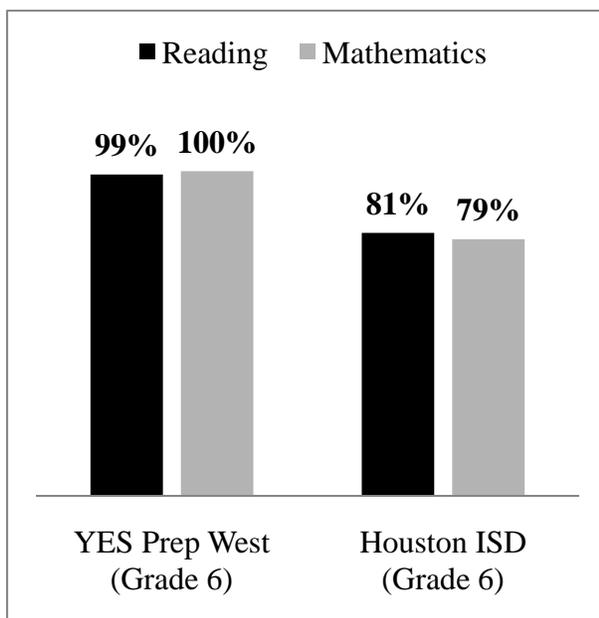
While other CMOs' growth models may discount the achieved outcomes in a new school's first year, YES Prep plans for high student achievement beginning at the outset. Every new school is expected to receive one of TEA's highest accountability ratings, *Recognized* or *Exemplary*, at the end of its first year. **TEA's Academically Acceptable and Academically Unacceptable ratings are insupportable and no YES Prep school has ever received one of these lower ratings during the CMO's twelve year history.**

In the graphs below, the CMO has compared YES Prep West's passing and *Commended* rates on the TAKS to Houston ISD's. YES Prep West opened in August 2009 with 140 students in sixth grade and administered the TAKS in March/April 2010. YES Prep used only Houston ISD's sixth grade results for comparison. Complete 2009-10 school year results are not yet available through the TEA for the state and other districts; however, YES Prep was able to compare its results to Houston ISD because that district posted its results on its website in May.

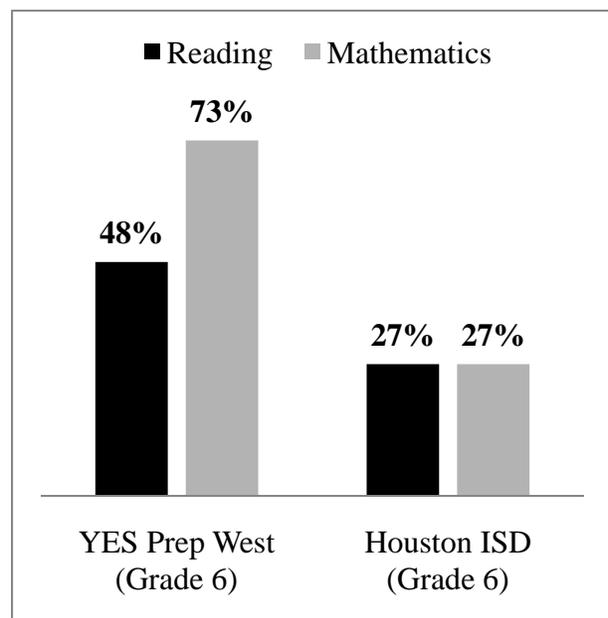
GRAPH 11: 2009-10 TAKS PASSING

GRAPH 12: 2009-10 TAKS COMMENDED

RATES – SIXTH GRADE



RATES – SIXTH GRADE



Although YES Prep West serves an educationally disadvantaged population (see Chart 5), the school achieved nearly perfect passing rates on the TAKS in its first year.¹⁶

CHART 5: YES PREP WEST SNAPSHOT – 2009-10 SCHOOL YEAR¹⁷					
Total Students	Hispanic	African American	Low Income	At-Risk	LEP
140	60%	26%	86%	39%	34%

YES Prep West’s results are more impressive when one considers that the Houston ISD sixth grade passing and *Commended* rates include results from schools in affluent neighborhoods.

Maintaining Excellence During and After Growth

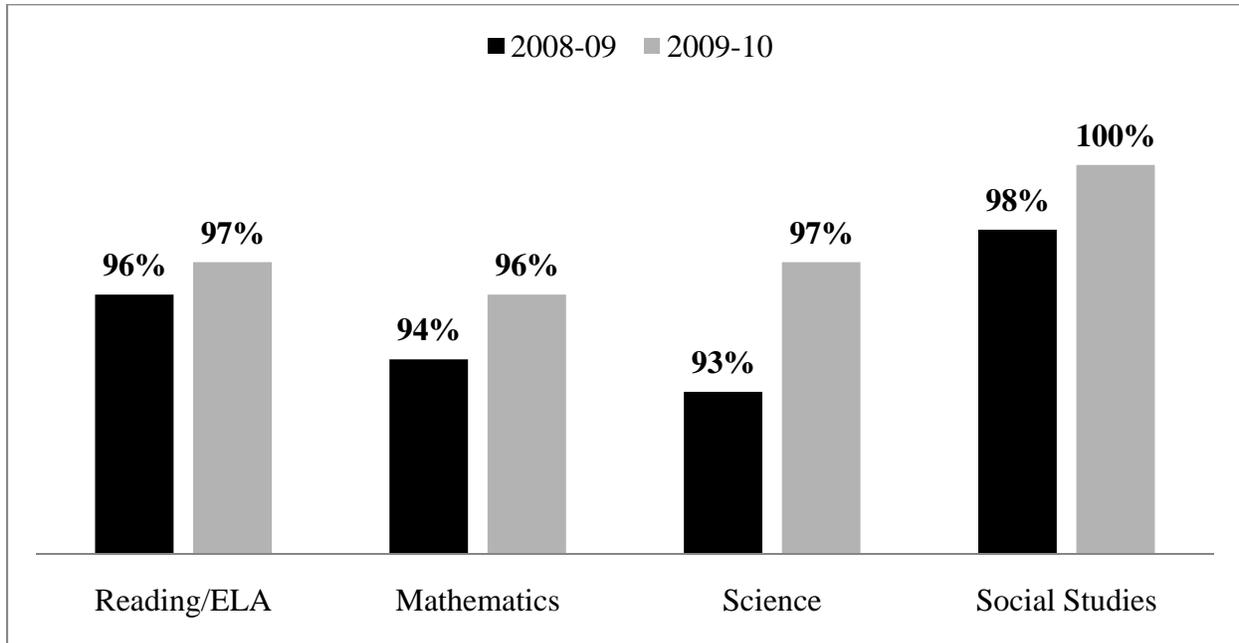
YES Prep’s schools produce superior academic results at the *start* of growth, *during* growth, and *after* growth. YES Prep’s educational model does not sacrifice student achievement outcomes for the sake of expansion/growth. In the 2008-09 school year, YES Prep operated five schools and served about 2,600 students. Only one school, YES Prep Southeast, was grown out through twelfth grade. The next school year, 2009-10, YES Prep opened two new schools, YES Prep West and YES Prep South, and added a grade level at each of its four existing schools; these additions contributed another 800 students to the district. Overall, YES Prep expanded from five to seven schools and grew from 2,600 to 3,300 students; the CMO also added teachers and support staff. **In spite of this 30 percent growth, as Graphs 13 and 14 below illustrate, YES Prep’s TAKS passing rates rose from 2008-09 to 2009-10.** In all four subject areas tested, all passing rates increased by at least one percentage point.¹⁸

¹⁶ Houston ISD, May 21, 2010: TAKS Spring District Summary Report 2010

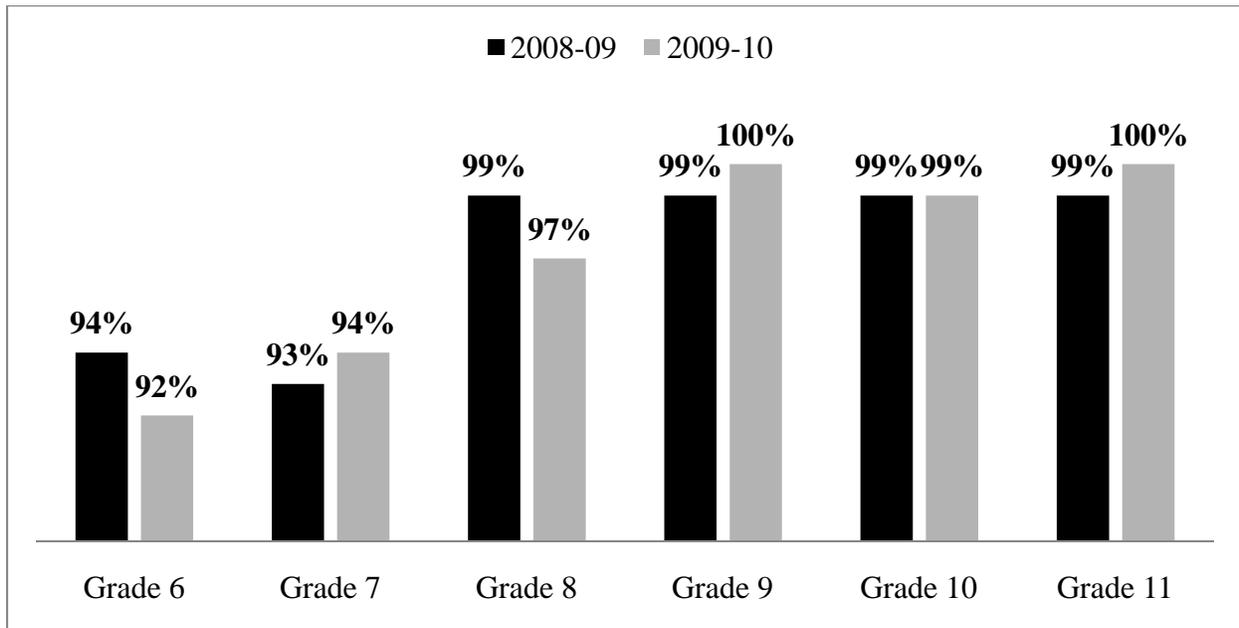
¹⁷ Based on internal CMO statistics as of June 2010

¹⁸ The 2009-10 writing TAKS rates were not available to make a comparison.

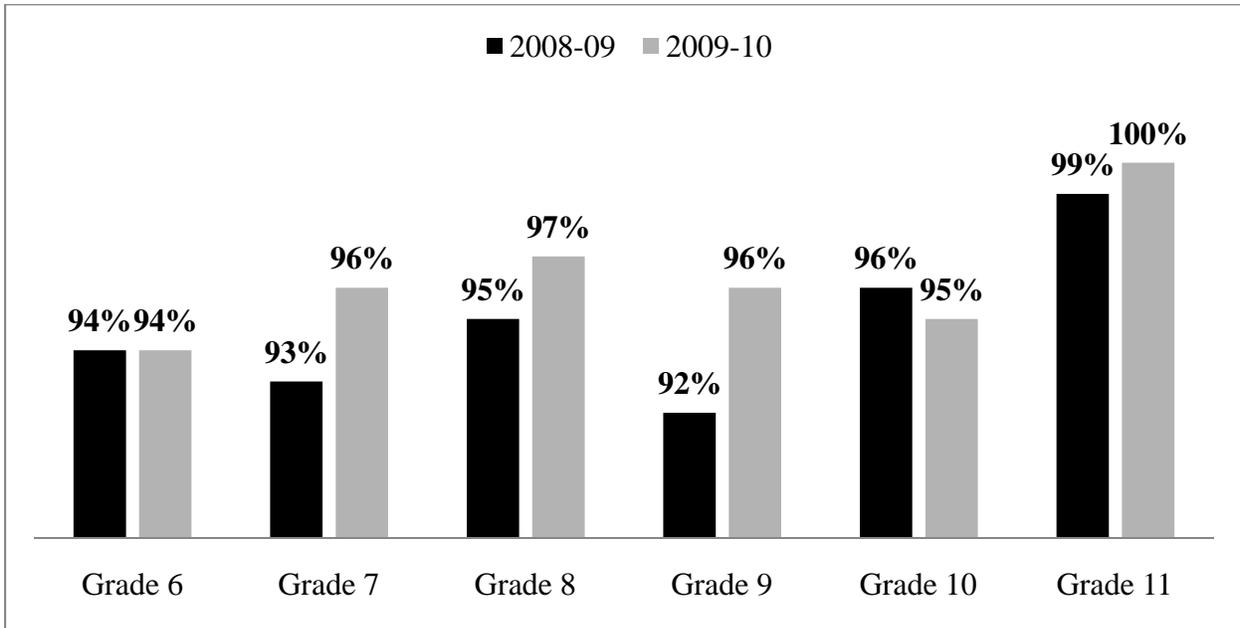
**GRAPH 13: TAKS PASSING RATES –
TWO YEAR CMO GROWTH BY SUBJECTS**



**GRAPH 14: READING/ELA TAKS PASSING RATES –
TWO YEAR CMO GROWTH BY GRADES**



**GRAPH 15: MATHEMATICS TAKS PASSING RATES –
TWO YEAR CMO GROWTH BY GRADES**



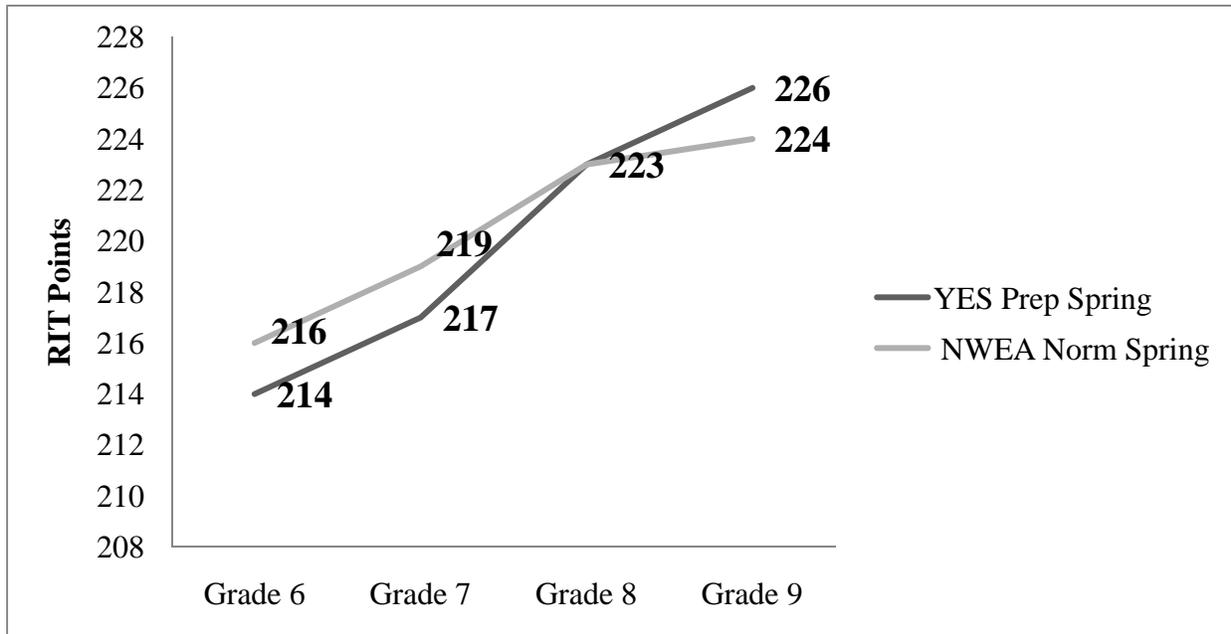
Measures of Academic Progress (MAP)

YES Prep recently implemented MAP benchmark testing as a means of measuring student achievement and growth in reading and mathematics. Beginning in August 2010, MAP will be administered three times per year for students in Grades 6–9. **Teachers, school leaders, and administrators will be able to use MAP data to effectively assesses student needs and provide targeted instruction, and will have access to MAP’s adaptive tests, immediate results, dynamic reporting, and achievement and growth norms to which districts can compare student results.**

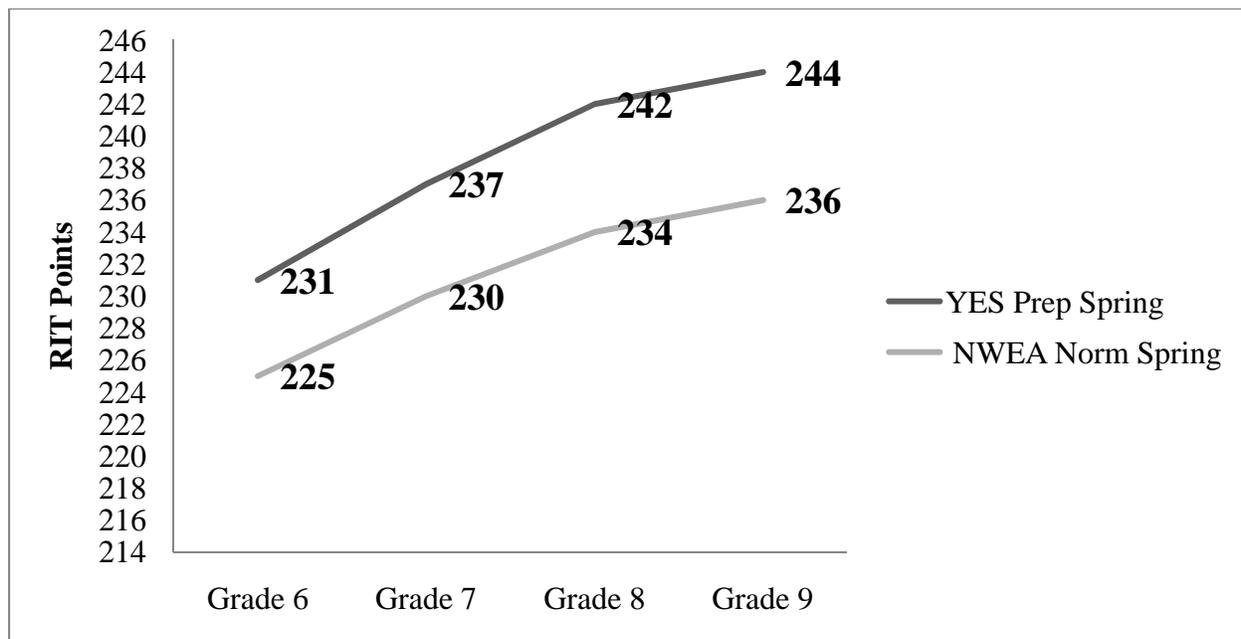
MAP results are represented in RIT points, which are completely independent of grade level and age; thus, the results of a sixth grade student can be compared to the results of a seventh grade student. More importantly, however, RIT scores can be compared to NWEA norms for each individual grade and testing season. Data for initial MAP testing seasons have demonstrated

YES Prep’s effectiveness in closing achievement gaps. Graphs 16 and 17 below illustrate how YES Prep’s average student grows from grade to grade.

GRAPH 16: SPRING 2010 READING MAP SCORES – YES PREP V. NWEA



GRAPH 17: SPRING 2010 MATHEMATICS MAP SCORES – YES PREP V. NWEA



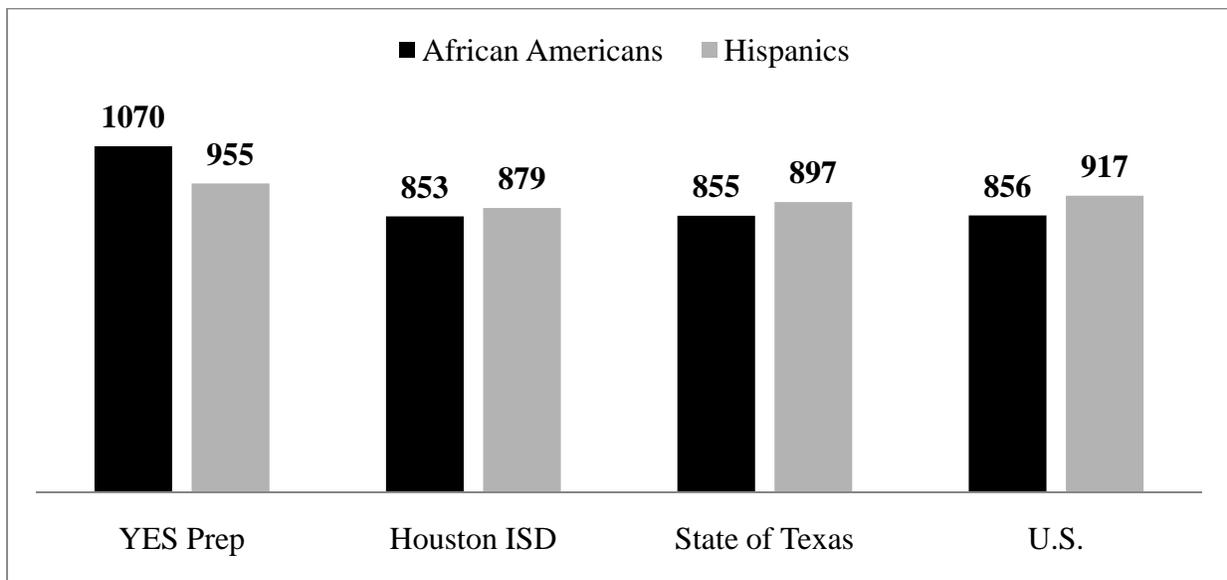
In the sixth grade, in reading, YES Prep’s average student was below the NWEA norm by two RIT points; however, by the ninth grade, YES Prep’s average student had exceeded the NWEA norm by two RIT points, clearly indicating the CMO’s demonstrable impact on reading achievement. Similarly, YES Prep’s mathematics results showed impressive achievement and growth. Not only is every grade performing above its respective NWEA norm, but this gap expands from six RIT points to eight RIT points between the sixth and eighth grades.

College Eligibility

YES Prep also measures academic achievement and growth in high school through performance on the PSAT and SAT national college entrance exams. Participation in these exams is widely considered a prerequisite to college eligibility, and a score of 900 is the minimum to be considered a qualified applicant. In Houston’s 43 majority low income schools, only 55 percent of students (presumably the most qualified) even take the SAT or ACT exam.¹⁹

In contrast, at YES Prep, 100 percent of students take the SAT.

GRAPH 18: 2008-09 AVERAGE SAT SCORES – MINORITIES



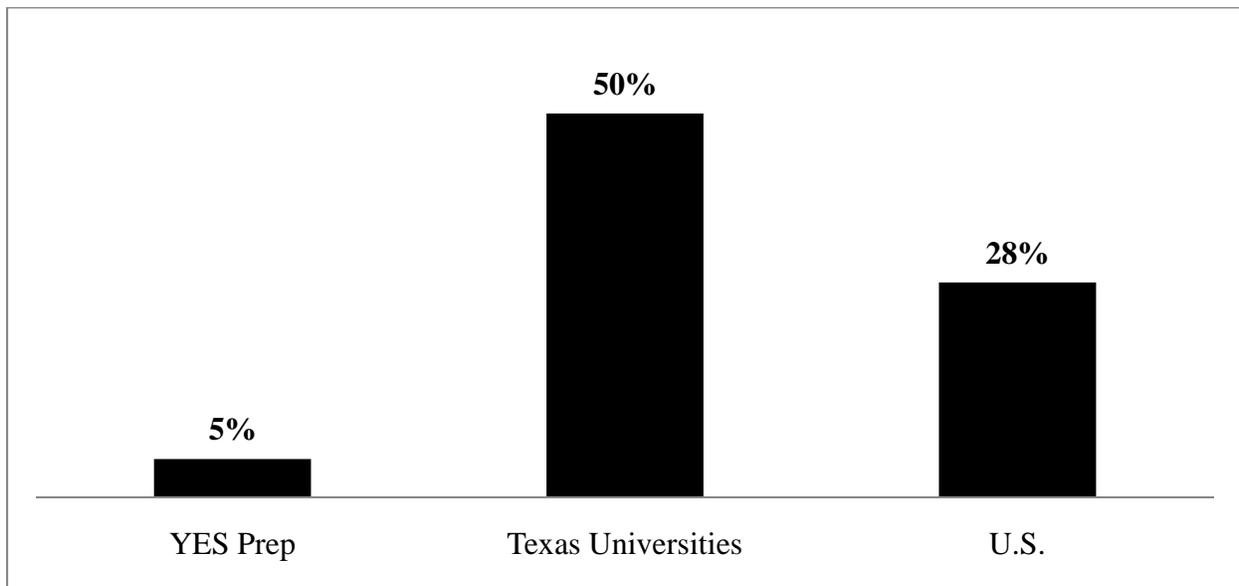
¹⁹ Children at Risk, 2008 Best High Schools report

As Graph 18²⁰ above illustrates, YES Prep’s average SAT scores among subgroups of students who have suffered historic achievement gaps exceed local, state, and national averages.

College Readiness

Although college placement testing is required for college acceptance, performance on these exams is not necessarily an indicator of college readiness. This is evidenced by the overwhelming percentage of students nationwide who require remedial coursework upon entering college. YES Prep equips its students with the academic and study skills necessary for success in a rigorous college environment, as illustrated below in Graph 19.

GRAPH 19: 2007 COLLEGE STUDENTS REQUIRING REMEDIAL COURSEWORK²¹



College Acceptance and Persistence

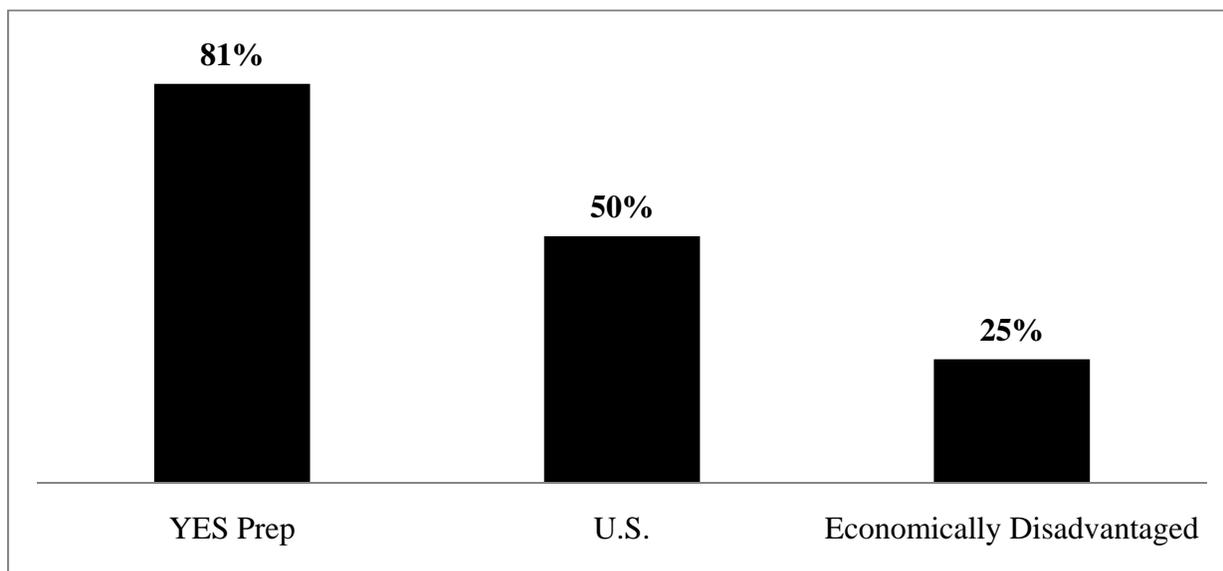
YES Prep’s systematic approach to college counseling ensures that students are able to navigate the college application and scholarship process. On average, YES Prep seniors each

²⁰ *Et al.*

²¹ The Report of the Commission for College Ready Texas, November 2007; 2007 YES Prep Alumni Survey; most recent data available.

apply to nine colleges and universities. **With the support of a college counseling team on every campus, 100 percent of YES Prep graduates have been accepted to four-year colleges and universities, including Columbia, Georgetown, Harvard, Princeton, Rice, Stanford, Texas A&M, Yale, and University of Texas.** (A complete list of institutions is included in *Section 7–Other Attachments: Additional Information.*) In total, graduates have received more than \$32.7 million in scholarships and financial aid. More compelling, however, is the rate at which these students persist in their collegiate coursework, illustrated below in Graph 20.

GRAPH 20: 2007 COLLEGE PERSISTENCE RATES²²



B. CONTRIBUTION ASSISTING EDUCATIONALLY DISADVANTAGED STUDENTS

“Most of the students at YES Prep trace their family roots back to Mexico. All of them have committed themselves to achieving something few, if any, of their family members have even dreamed of: They have pledged to graduate from this school, enroll in a four-year college, and earn a degree. That is the mission guiding . . . YES Prep campuses in Houston; it is the goal uniting a remarkable community of administrators, teachers, parents, business leaders, and

²² The Report of the Commission for a College Ready Texas, November 2007

Houston ISD board members that support those schools. With a young teacher corps that spares no effort to engage students in critical thinking and analysis, and a discipline system that is tough, rigorous, and rooted in love and respect for every student, YES Prep is a model for what school communities can achieve if all the stakeholders commit to a common cause and credo.”

–Edutopia²³

YES Prep has taken on the ambitious challenge of creating a culture of success for students who are more familiar with institutionalized failure. The CMO specifically targets and heavily recruits educationally disadvantaged students, including students with disabilities, English learners, migratory students, first generation college goers, ethnic minorities, and students from economically disadvantaged households. As demonstrated below and in the previous section, YES Prep has dramatically changed the achievement outcomes for historically underserved and underperforming student subgroups and, with CSP funding, will increase its services for these subgroups. YES Prep’s student demographics as of June 2010 are as follows:

- **Majority ethnic minority and economically disadvantaged**—YES Prep’s student body is 86 percent Hispanic and 11 percent African American, with 80 percent of all students being classified as economically disadvantaged (based on the number of students eligible for the federal free and reduced price meals program).
- **Limited English Proficiency (LEP), Special Education (SPED), Mobility**—YES Prep’s student body is 23 percent LEP, 5 percent SPED, and has 4 percent mobility.
- **First-generation college bound**—At least 90 percent of YES Prep seniors are the first in their families to be accepted to college and therefore have no model for collegiate success. In many cases, there is no expectation that these students will attend college.

²³ *Edutopia*, December 2009: Up Front: A School’s Success Can Be Measured in Smiles

ENGLISH LANGUAGE LEARNERS (ELL) AND SPECIAL EDUCATION PROGRAMS

The following subsections describe YES Prep’s ELL and SPED programs; however, greater detail about each program is available in a separate attachment, *Project Narrative–Priorities*.

ELL Program Overview

YES Prep’s ELL program was designed to help students exceed local and state academic standards *and* graduate college bound and career ready. The program is an English as a Second Language (ESL) sheltered program *with* a literacy focused Language Arts program; it includes intensive instruction in the English language through the use of second language acquisition methodologies to develop proficiency in the comprehension, speaking, reading, and writing of English. Instruction methods correspond with each student’s level of English proficiency.

Designation of Language Level and Intervention Support: A student's level of English proficiency is designated by the YES Prep Language Proficiency Assessment Committee (LPAC) when students are initially identified as LEP, and annually thereafter during end-of-year LPAC reviews. The levels of English proficiency are Beginning, Intermediate, Advanced, and Advanced High and are determined based on ESL level characteristics, oral English proficiency, English standardized achievement scores, writing characteristics, student interviews, and/or teacher observation of language use. The ESL level changes as the student progresses and develops English skills and instruction is adapted accordingly. The LPAC also reviews student achievement data and monitors students who need additional support and intervention. **The literacy specialist at each school coordinates the identification of students who need supplementary academic interventions through the use of a screening assessment and collaborates with school staff to provide those academic interventions.** Interventions may include English language development sessions, highly focused literacy small group instruction,

and before and after school tutorial sessions. YES Prep also has intervention programs for new arrival immigrants and continuing ESL students.

ELL Student Achievement Outcomes: Although ELL students arrive at YES Prep with significant academic and language needs and are several years behind in reading ability, through the successful implementation of YES Prep’s ELL program, these students are able to achieve academic success in English language development and standardized assessment. On average, students’ fluency improves by 25 percent or more and, just like their non-LEP peers, students in YES Prep’s ELL program graduate college and career ready.

APPLICATION REQUIREMENT K: HOW PROPOSED SCHOOLS WILL COMPLY WITH IDEA

YES Prep is in full compliance with the IDEA. The CMO’s SPED policies and procedures, as reflected in the Legal Framework for the Child-Centered Special Education Process, guarantee that all eligible children with disabilities have a Families and Advocates Partnership for Education (FAPE) available to them and receive an Individualized Education Program (IEP). All proposed new and expanded schools will also comply with these requirements.

SPED Program Overview

YES Prep aims to improve the achievement outcomes for children with disabilities by providing them with the special education and supplementary aids needed to excel in both secondary school and at a four-year college or university. Every SPED student is assigned a case manager who is responsible for managing program continuity and academic performance.

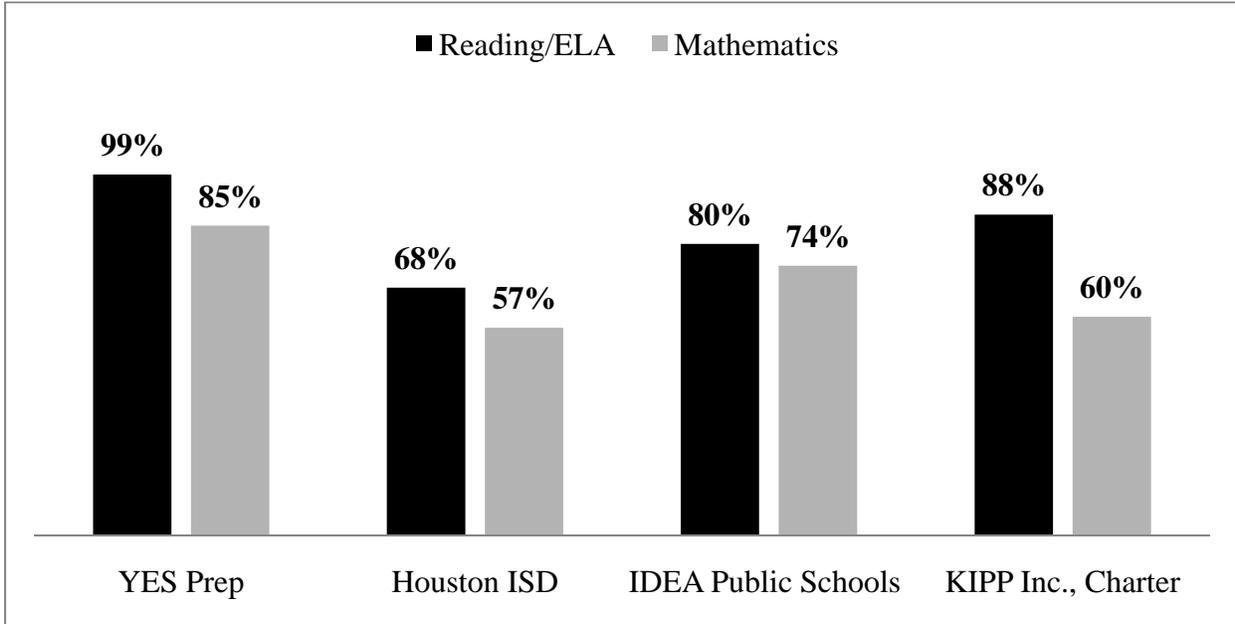
Identifying and Assisting SPED Students: Students who are having difficulty in the regular education classroom setting are considered for tutorials, peer tutoring, and other support and intervention services. Students who continue to struggle are moved under the supervision of YES

Prep's Student Assistance Team (SAT), which is a consortium of YES Prep student support personnel who develop tailored plans to help at-risk students succeed. A parent may request an evaluation for SPED services at any time and the SPED team will determine whether such an evaluation is needed. The following is a categorized list of SPED identification methods:

- **Gifted and Talented (G/T):** SPED Program staff use universal screeners and a district G/T matrix to identify students.
- **Dyslexia:** Students who are suspected of having symptoms of Dyslexia are referred to the SAT and, upon SAT's recommendation, are assessed by YES Prep's diagnostician.
- **Homebound:** If a student has a medical or psychological condition that necessitates being absent for at least four weeks, a homebound referral is initiated.
- **Section 504:** Students who qualify for services under Section 504 receive accommodations based on their Individual Accommodation Plan (IAP).
- **Pregnancy:** Confinement in the home may include prenatal, post-partum, extended post-partum, or break-in-service and are determined by the student's physician.
- **Homeless:** YES Prep conducts the "Student Residency Questionnaire" annually to determine if a student's living situation is transitional, as defined by the McKinney-Vento Homeless Assistance Act. Any child who lacks a fixed, regular, and adequate nighttime residence is considered homeless and is eligible for services.

SPED Student Achievement Outcomes: YES Prep's SPED program has produced up to a four grade level increase in student reading ability; moreover, staff have seen students who once struggled socially improve through the program. YES Prep's TAKS passing rates for SPED students in reading/ELA and mathematics, illustrated below in Graph 21, surpass Houston ISD and other districts' rates. (Results for the state and KIPP Southeast Houston were not available.)

GRAPH 21: 2008-09 TAKS PASSING RATES – SPECIAL EDUCATION



NORTH FOREST ISD PARTNERSHIP: AN LEA IDENTIFIED FOR IMPROVEMENT AND CORRECTIVE ACTION

YES Prep is the first CMO to partner with North Forest ISD to open a charter school in the struggling, economically disadvantaged school district. Due to the district’s poor performance, the state has taken control, replacing the school board and installing a manager. Through this unique partnership, North Forest ISD and YES Prep will expand school choice for local children and their families. YES Prep North Forest will open this fall with 210 students in sixth and ninth grade. **Opening with a ninth grade will impact the North Forest community faster and, in only four years, YES Prep will begin producing 100+ college and career-ready graduates *annually*.** Most importantly, 100 percent of those graduates will be college bound. YES Prep has used this two-grade level approach before to great success at YES Prep East End.

CHART 6: NORTH FOREST ISD SNAPSHOT – 2008-09 SCHOOL YEAR²⁴

Total Students	Economically Disadvantaged	At-Risk	African American	Hispanic	LEP
7,897	100%	60%	69%	31%	14%
Drop-Out Rate	TAKS Passing Rate	TAKS Commended Rate	At or Above SAT Criterion	Average SAT Score	College Ready
50%	54%	7%	0%	723	11%

YES Prep North Forest will provide the area’s underserved students with remediation and acceleration assistance in a developmentally appropriate and culturally sensitive educational structure. YES Prep North Forest and the Home Office will provide teachers with up-to-date, research-based professional development activities and content-related learning opportunities. Both school districts will share resources, personnel, and best practices. North Forest ISD will also provide YES Prep with access to school services, including classroom space, operational services (e.g., financial systems, PEIMS resources), transportation, and food services. Based on the success of this partnership, YES Prep intends that at least one of the additional five schools it opens during the five year grant period will be in partnership with a neighboring school district.

APPLICATION REQUIREMENT G: PARENT AND COMMUNITY INVOLVEMENT

“I enrolled my son at YES Prep this year. I was somewhat apprehensive, at first. I must say that he has excelled and is very happy . . . I was not overly impressed with our middle and high school options, so I figured I'd try YES . . . So far, I am very pleased with his progression and with the teachers’ dedication to the students.” –YES Prep Parent

²⁴ All results are from the TEA’s 2008-09 AEIS, which is the most recent report available.

YES Prep believes that its mission can only be accomplished with the full support and involvement of parents and the community. Prior to the start of every school year, YES Prep staff visit the homes of each newly-enrolled student to review program expectations with both the student and his/her parents. Students, parents, and staff are asked to sign the “Commitment to College Completion” contract and, by doing so, commit to doing “Whatever It Takes” to ensure collegiate success. For parents, commitment includes signing papers and progress reports within two days, attending all scheduled grade level meetings and parent/teacher sessions, and providing a quiet work environment at home. (A copy of the contract is included in *Section 7–Other Attachments: Additional Information.*) These commitments are reaffirmed every year.

In preparation for the opening of its eighth school, YES Prep North Forest, the CMO sought explicit partnership support from North Forest ISD. As a result, the school is opening this fall within the North Forest school district in an abandoned school building, but under the unencumbered leadership of YES Prep. **In an effort to include parents and the larger North Forest community in the program design and implementation, YES Prep hosted meetings in North Forest ISD schools and community centers.** Parents and prospective students were invited to learn more about YES Prep, and parents were encouraged to sign up for community focus groups. At these group sessions, participants were asked to share their community’s needs and expectations of YES Prep North Forest; parents were also asked for their opinions of the CMO. Parents will be solicited to help form the YES Prep North Forest Parent Team, and one of the team’s first tasks is to plan the New Student Orientation. **Furthermore, YES Prep North Forest also formed a Community Advisory Board, which is composed of three parents, four local community leaders, and three school representatives.** The Board intends to keep YES Prep apprised of changing trends in the community, and will give advice to the CMO regarding

new and current programs in an effort to better meet community needs. **YES Prep will use this same community and parental involvement model at its proposed schools.**

C. QUALITY OF THE PROJECT DESIGN

QUALITY OF THE PROJECT DESIGN SUBSECTION (i) AND APPLICATION REQUIREMENT I: USE OF THE GRANT FUNDS

“President Obama has drawn a line in the sand. He said by 2020, we have to again lead the world in percent of college graduates. We have to educate our way to a better economy. We have an economic imperative. We have a moral imperative. The fight for education is the civil rights issue, the civil rights fight, the struggle of our generation. What you guys [referring to YES Prep graduates] are going to do is you are going to lead the country where we need to go.”—Secretary Arne Duncan, U.S. Department of Education, speaking at *YES Prep Senior Signing Day*

Through the CSP grant, YES Prep will meet the Houston community’s demand for more YES Prep schools and, by President Obama’s 2020 deadline, achieve its enrollment and graduation targets. **CSP grant funding will help YES Prep triple the number of students it serves; by 2020, YES Prep’s 13 schools will serve more than 10,000 students and send over 1,150 seniors to four-year colleges and universities annually.**

Transforming Houston: Phase I Growth Plan

YES Prep’s previous growth, called the *Phase I Growth Plan*, was characterized by four stages of development, described below in Chart 7, and led to the opening of seven high quality schools. By the end of *Phase I*, “the network’s excellent student achievement results were holding steady, and the organization had successfully built up a high caliber board with people who all contribute time, money and specialized knowledge to the growing enterprise.”²⁵

²⁵ CSGF Investment Profile: YES Prep Public Schools, 2009

CHART 7: YES PREP’S FOUR STAGES OF DEVELOPMENT

I. 1995-1998	II. 1998-2003	III. 2003-2006	IV. 2006-2010
<p>Project YES</p> <p>An experimental program within Houston ISD responding to an unmet need and providing middle school students with an alternative educational environment.</p>	<p>YES College Preparatory School</p> <p>A small, open-enrollment middle and high school charter, distinguished by an integrated 6th-12th grade program and college acceptance as a graduation requirement.</p>	<p>YES College Preparatory Schools</p> <p>An opportunity to pilot the replication in three additional low-income communities in Houston, and establish a central office to manage shared services and growth.</p>	<p>YES Prep Public Schools</p> <p>A Houston based, Houston focused CMO with a documented model and track record of success serving 3,300 low-income students at seven award-winning schools.</p>

Transforming Houston: Phase II Growth Plan – Strategic Growth Initiatives A and B

With more than a decade of sustained results, a pipeline of future school leaders, and virtually no long term debt, YES Prep is ideally positioned to use funding from the CSP grant to move forward with the following *Strategic Growth Initiatives*. The CMO has more students on the wait list—ranging between 4,000 and 6,000—than it currently enrolls in its seven schools. Undoubtedly, an investment in these initiatives will change the lives of thousands of Houston’s low income children and provide a replicable model for CMO expansion nationwide.

In *Strategic Growth Initiative A*, YES Prep will use CSP funding to open six new schools. As detailed previously, YES Prep will open School 8 in North Forest this fall with Grades 6 and 9. Each subsequent YES Prep school will open with sixth grade and then add an additional grade level each year. The schools will open on the following timetable (YES Prep’s fiscal year runs from September 1 to August 31; FY 2011 represents the 2010-11 school year):

CHART 8: STRATEGIC GROWTH INITIATIVE A SCHEDULE						
Fiscal Year	2011	2012	2013	2014	2015	...2020
School Count	8	11	12	13	13	13
Student Enrollment	4,129	5,179	6,216	7,281	8,293	10,423
Staff Count	353	426	497	574	642	784

As with the first seven schools, YES Prep has purposely identified neighborhoods to locate the remaining new schools where the median income is less than \$30,000 a year and the neighborhood’s school district feeder pattern is underperforming.

In *Strategic Growth Initiative B*, YES Prep will use CSP funding to add grade levels at two existing schools so they can ultimately serve students in Grades 6–12. The schools will reach full capacity the year after this grant concludes:

CHART 9: STRATEGIC GROWTH INITIATIVE B SCHEDULE							
School	Fiscal Year:	2011	2012	2013	2014	2015	2016
YES Prep West	Grade Level Added	7	8	9	10	11	12
	Student Enrollment	275	400	515	625	725	815
YES Prep South	Grade Level Added	7	8	9	10	11	12
	Student Enrollment	275	400	515	625	725	815

As detailed in the attached *Budget Narrative*, YES Prep will use CSP grant funding to support *Strategic Growth Initiatives A and B* in the following manner:

STRATEGIC INITIATIVES	TOTALS
Strategy A – Open New Schools in Houston	\$8,901,993
Strategy B – Grade Level Expansion	\$2,820,486
Total:	\$11,722,479

This funding will be used to support costs related to **building a “Year Zero” into every new school’s development timeline and funding grade level expansion in key staffing and resource areas to ensure quality academic outcomes.**

Developing a Year Zero: To date, YES Prep has had tremendous success replicating its model even while growing at a rate of roughly 30 percent a year. YES Prep is committed to ensuring that its quality remains the same with the opening of this final cycle of new schools. After studying other successful CMOs across the country and working through the business planning process, YES Prep has determined that it must build a Year Zero into its growth model for *each* new school it opens. During this year, the newly appointed school director will work with members of the Home Office team on every aspect of the school launch, spending significant time at YES Prep schools and other high quality schools around the country to catalog best practices and build a comprehensive school design plan. In conjunction with the Home Office, the director will work on student and staff recruiting, community awareness building, budget development, facility acquisition and preparation, and all of the other elements that must be addressed before the first day of school. Year Zero will culminate with a summer school program where incoming sixth graders will receive an intensive three week introduction to YES Prep’s culture of high expectations and its program. Because of YES Prep’s aggressive timetable

for school opening, CSP funding will be used to offset the equipment, supplies, and contractual costs associated with having multiple summer school programs starting the same year.

YES Prep has never had the financial resources to develop this Year Zero concept completely because there is no student ADA revenue to offset the costs for comprehensive planning time and the associated summer school program. The *Budget Narrative* provides a more detailed description of these costs; what follows is a high level summary of how the funds will be expended for Year Zero:

- **Personnel:** Year Zero salaries for the school director, the lead teacher, and the summer school program prior to the start of the first school year
- **Equipment and Supplies:** technology that must be purchased prior to the start of the first school year, all supplies related to summer school, and the academic materials needed to open the first grade levels at the new school
- **Contractual:** transportation and maintenance costs that exist in the opening year of the school prior to having the necessary economies of scale to fund completely with general state and federal support

Adding Additional Grade Levels: YES Prep receives operating funds from the TEA and federal title programs. According to a 2007 study conducted by the Charter School Policy Institute, Texas charter schools annually receive a total of **\$2,900 less per student** than surrounding, non-charter school districts for operating and facility expenses. YES Prep estimates that the shortfall related specifically to operations is equivalent to approximately \$1,500 per student, per year. This has a significant impact on the CMO because of YES Prep’s deliberate growth strategy to start a school with sixth grade and add a grade level each year. During the early years of a new school’s growth, YES Prep must raise “ramp-up” support from other public

and philanthropic sources to account for the limited operating funding it receives from the state. As outlined in *Section D*, once YES Prep reaches its target school count and student enrollment goal by the end of the CSP grant cycle, it will be able to operate for perpetuity solely on the public funding it currently receives. YES Prep will use CSP funding over the next five years to “bridge the gap” until it reaches this point of sustainability.

YES Prep’s model assumes about seven teachers per grade level as a school grows to full enrollment. In the early years of operation, YES Prep only receives enough public ADA support to fund five teachers and none of the support staff (e.g., social workers in the middle school, and college counselors in the high school) to ensure the quality implementation of YES Prep’s educational model. CSP funding will cover up to five staff positions per year as each school adds grade levels and grows to full enrollment, including salaries for the school director, other administrative personnel, the social worker and/or college counselor, and the extra classroom teachers not initially supported by state/federal funding. YES Prep will also use the funding to purchase supplemental supplies and material that are required in the first year a new grade level is added. CSP will provide the critical infrastructure needed to grow schools effectively.

Transforming Houston: Phase II Growth Plan – Strategic Growth Initiative C

“I am proud of the work I do at YES, and I am proud to work for an organization where I share the values and drive of all of the administration, staff and teachers. As I approach the end of the year I still feel like this job requires a TON from me but I also feel like it gives me something wonderful every day.” –A YES Prep teacher’s comment on the 2010 System Survey

In *Strategic Growth Initiative C*, YES Prep will use CSP and matching funding to implement a human capital development network capable of training, competitively compensating, and retaining highly qualified teachers for YES Prep’s new and expanding schools.

This year, the *Houston Business Journal (HBJ)* named the YES Prep system one of the “Best Places to Work” in Houston. YES Prep was ranked with the top-performing corporations in the city and is the only public school system to ever make this prestigious list. According to the *HBJ*, YES Prep has “achieved the often difficult balance of maintaining a stable, productive work environment that is also fun and fulfilling for employees.”

YES Prep understands that it is only as good as the people within the CMO: human capital development is *the* key factor that will enable YES Prep to achieve its project objectives and, above all else, produce high student achievement outcomes. It is critical that in addition to being a best place to work, YES Prep becomes a “best place” for staff to grow as educational leaders both in the classroom and in school administration. For this reason, YES Prep requests funding through this CSP grant to enhance its three strands of its leadership development as it enters this next phase of growth. Grant funding will be used as follows to support these initiatives:

STRATEGY C	TOTALS
Teaching Excellence	\$941,502
Leading Excellence	\$2,325,338
Matching Grants for Home Office	\$3,825,000
Grand Total:	\$7,091,839

Teaching Excellence is a comprehensive training, mentoring, and alternative certification program for new (first-year) teachers that YES Prep has developed over the past five years. YES Prep is the first CMO in Texas to receive approval from the state to certify its own teachers upon satisfactory completion of the program. As such, YES Prep is providing training to teachers from other CMOs, including KIPP Academy teachers in Houston.

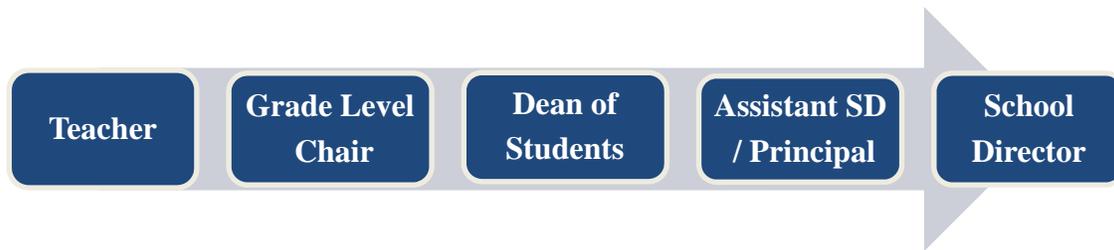
The program is intense, typically taking 12 months to complete and combining coursework, full-time teaching, and multiple assessments. **The program focuses on developing teachers who can demonstrate in both practice (their execution in the classroom), and product (their unit plans, assessments, and eventually, through their students' achievement results), that they are on track to becoming highly effective teachers.** *Teaching Excellence* is carried out by instructional coaches who work one-on-one with individual teachers and differ in skills from traditional members of a school's administrative team. Instructional coaches conduct weekly classroom observations and debriefing sessions with each new teacher; plan and present professional development workshops; facilitate lesson planning clinics; teach model lessons; and provide instructional and management support. Teachers enrolled in the program must attend a two-week onboarding/induction class during the summer and attend evening and weekend training sessions during the traditional academic year. If a teacher fails to show progress towards *Teaching Excellence's* ambitious standards, then he/she is unable to receive certification during that academic year. Standards are based on a teacher's observable performance in the classroom and the actual student achievement outcomes.

All new teachers hired for YES Prep's proposed schools will participate in the *Teaching Excellence* program. As a result of the growth and expansion associated with *Strategic Initiatives A and B*, YES Prep will have to hire additional instructional coaches to serve the growing population of new teachers and continue the *Teaching Excellence* program. YES Prep will use about \$190,000 of CSP funding each year to support this growth. Funding will make it possible for YES Prep to hire 2.5 additional Teaching Excellence coaches; matching funds will cover the remainder of the expenses associated with this program. Since each coach is assigned roughly 14 new teachers, **CSP funding will make it possible for YES Prep to train an additional 35**

teachers every year—for a total of 175 new teachers over the course of the grant cycle. A budget breakdown associated with this model is included in the budget narrative section.

Leading Excellence has been developed over the past 18 months as YES Prep continues to recognize the need to grow its leaders internally and prepare them for organizational success in the midst of a period of rapid expansion. YES Prep subscribes to the belief that its school leaders play the single most important role in developing a culture of excellence at the school level that will then lead to strong student performance. The goal of *Leading Excellence* is to provide an intensive one year fellowship to prepare candidates for leadership opportunities within YES Prep. Candidates enter the program at various points along the pipeline described below:

GRAPH 22: LEADING EXCELLENCE PATHWAY



A total of \$2.3 million of CSP grant funding will support the continued development of *Leading Excellence* in the following manner:

Fellowships: Funds will be used to support three *Leading Excellence* fellows. These fellows are selected through a rigorous recruiting and selection process (described below) and then spend the year with YES Prep either embedded at a single school or involved in specific development and training across multiple sites. This fellowship provides the opportunity for both internal and external fellows to learn the culture, processes, systems, and programs associated with YES Prep’s comprehensive educational model.

Leading Excellence Days: Over the course of the year, YES Prep will host six all-day trainings with a different group of teachers, grade level chairs, deans, high school and middle school principals, or school directors. Sitting leaders in each of these areas will interview and train prospective candidates to determine their interests in various leadership positions and the best role for them in the organization. These days culminate with the selection of the *Leading Excellence* fellows and the placement of the other growing leaders along the continuum either at their current school or another school within the YES Prep system.

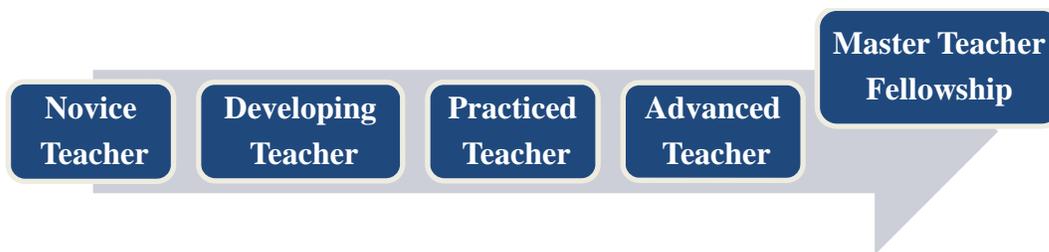
Best Practice Tours: YES Prep will also use CSP grant funding and the matching funds to support best practice learning tours for current school directors and for the various staff and fellows involved in the Leading Excellence program. During these tours, leaders have the opportunity to see firsthand how other CMOs and successful school districts are managing their organizations. Time is built into these trips for reflection, analysis, and the development of program design planning so that leaders can then implement these best practices at their campuses and across the YES Prep system.

Teacher Career Track: YES Prep is in the process of developing a Teacher Career Track that will provide an aggressive salary path for teachers who make significant gains in student achievement but do not aspire to participate in the *Leading Excellence* program. As envisioned, the program breaks from the traditional process for evaluating and promoting teachers; instead of a tenure track, teachers move along a career continuum based on their progress in the organization and their success in the classroom. Moreover, it creates additional incentives for highly qualified and high performing staff to apply to work at YES Prep and remain with the CMO longer. In the 2009 YES Prep System Survey, 76 percent of staff identified “Opportunities

to take on new leadership roles” as a “Very Important” or “Key Factor” in their decision to remain with the organization.

Personnel costs are the largest single budget item for school districts; the *Teacher Career Track* ensures that YES Prep’s limited funds are better allocated to reward teachers for exemplary performance. The program also creates a framework for teacher evaluation and career progression that can be replicated by other charter operators across the country.

GRAPH 23: TEACHER CAREER TRACK PATHWAY



A full description of each level of this pathway is included in the attachments. Matching funds will fund the Home Office operations and personnel to make the development of this teacher career track possible. The budget narrative includes an additional breakdown of these costs.

QUALITY OF THE PROJECT DESIGN SUBSECTION (ii)

“We all face tough choices as to our discretionary giving, but financial support of YES Prep is an investment in our city’s and our nation’s future. I assure you that it is one of the few investments you can make in today’s volatile marketplace that is guaranteed to yield a positive return.” –Clarence Cazalot, President and CEO, Marathon Oil Company

At scale, YES Prep will have a school in the center of each of the low income communities it serves, and those schools will be a training ground for its future leaders; a resource for its residents; a site of cultural, academic, and professional exchange; and a touchstone for grassroots improvement, whose students, through achieving college readiness and building positive relationships, will serve as models of long term commitment and service to Houston.

Market Share: When YES Prep reaches its enrollment target of 10,000+ students, it will serve 10 percent of the 6th-12th graders currently enrolled in Houston ISD. YES Prep believes this will serve as a “tipping point” that creates an additional incentive for traditional public school districts to improve their college ready programs—or risk further deterioration of family/public support and enrollment rates for their schools.

College Graduate Outcomes: Upon reaching its enrollment target, YES Prep will contribute about 1,150+ more college graduates to the city *every year*. Collectively, YES Prep will *triple* the number of economically disadvantaged Houstonians who graduate from college *annually*, and will be the largest producer of economically disadvantaged college graduates in the region, playing a direct role in preparing the next generation of Houston’s civic and business leaders.

Return on Investment: Studies indicate that a high school graduate has the potential to nearly double his or her annual salary by earning a college degree; over a lifetime, a college graduate can anticipate earning a million dollars more than a non-graduate.²⁶ At YES Prep, more than 90 percent of students are the first in their families to attend college. For every college graduate it produces, YES Prep is radically increasing individual lifetime earnings potential and transforming the long term economic prosperity of the city. Even more significantly, about 80 percent of YES Prep alumni return to live and work in Houston after earning a college degree.

As YES Prep achieves quality growth, its mission becomes even more compelling. When the model is proven at 10,000+ students, successful replication of these results by traditional school districts and/or other CMOs becomes increasingly convincing and plausible. YES Prep has become a model for other CMOs. **For example, IDEA Public Schools in southern Texas, LEAD Academy in Nashville, Tennessee, and YES Academy in Detroit, Michigan, have all**

²⁶ *Bizjournals*, April 14, 2008: Brainpower Rankings of Top 100 Metros

replicated YES Prep’s successful model and sought the CMO’s guidance. YES Prep staff have traveled to these charter schools, as well as countless others, in an effort to expand educational opportunities for children nationwide. **As Douglas Ross, one of the founding partners of YES Academy in Detroit stated, "Our partnership with YES Prep is going to give the children who attend this school a world-class education."**

School visits and personal endorsements by Secretary Duncan, Bill Gates, Michael Dell, and other education reformers highlight the role that YES Prep is playing in the national education reform movement. By staying focused on the educational need in Houston, YES Prep believes it can have a nationwide impact without diluting its model or over-extending itself geographically.

APPLICATION REQUIREMENT A: PROJECT OBJECTIVES

YES Prep’s goal is to operate a total of 13 schools that, at scale, will serve 10,000+ students and send 1,150+ seniors to four-year colleges and universities annually.

Objective 1: Increase the number of high quality charter school options available to economically disadvantaged students.

1.1. Open six new schools in Houston neighborhoods where the median income is less than \$30,000 a year and the community’s school district feeder pattern is underperforming

1.2. Grow out two existing schools that are located in Houston neighborhoods where the median income is less than \$30,000 a year and the school district feeder pattern is underperforming

1.3. 80% of the average district enrollment will be receiving free or reduced lunch

Objective 2: Increase the achievement results of educationally disadvantaged students.

2.1. 100% of schools will maintain a 97.5% average daily attendance rate

2.2. 6th–9th Persistence: 70% of students will be continuously enrolled

2.3. 9th–12th Persistence: 80% of students will be continuously enrolled

- 2.4. Grade 9: 50% of students will score a 2400 on TAKS Mathematics (*Commended*)
- 2.5. Grade 9: 60% of students will score a 2400 on TAKS Reading (*Commended*)
- 2.6. Grade 10: 50% of students will score a 2400 on TAKS Mathematics (*Commended*)
- 2.7. Grade 10: 40% of students will score a 2400 on TAKS Reading/ELA (*Commended*)
- 2.8. Grade 11: 55% of students will score a 2400 on TAKS Mathematics (*Commended*)
- 2.9. 100% of schools in the first year of growth will achieve a TEA accountability rating of *Recognized* or *Exemplary*, and *Exemplary* thereafter

Objective 3: Increase the number of educationally disadvantaged students who graduate from four-year colleges and universities.

- 3.1. 75% of seniors score at or above 950 on a 1600 scale on the SAT in Critical Reading and Math combined
- 3.2. 60% of 7th graders will score at college ready level (2200+) on two or more TAKS tests
- 3.3. 100% of graduating seniors will be accepted to a four-year college/university
- 3.4. 95% of graduating seniors will matriculate to a college/university
- 3.5. Less than 5% of alumni take remedial classes in college/university
- 3.6. 85% of alumni will graduate from a four-year college/university within five years

Objective 4: Increase the number of highly qualified and highly trained teachers.

- 4.1. Total teacher attrition is less than 15% per year
- 4.2. 90% of staff agree/strongly agree that their manager has provided them with feedback/direction that has led to their growth
- 4.3. 85% of Staff strongly agree/agree that YES Prep is developing high caliber people
- 4.4. 85% of Staff strongly agree/agree that YES Prep provides meaningful leadership opportunities and is creating opportunities that otherwise would not exist for staff

YES Prep’s performance measures also meet accountability requirements set by the YES Prep Board of Trustees and the TEA. To measure its progress towards reaching its objectives, YES Prep will use the TEA’s AEIS reports; state mandated TAKS proficiency tests; SAT, AP, and IB examinations results; college counseling data; annual alumni survey data; and annual system-wide/staff survey data. YES Prep reports its student demographics and achievement outcomes to the state annually. Because the YES Prep charter expressly states that a student will not receive a diploma unless he/she first secures acceptance to a four-year college or university, YES Prep can tangibly demonstrate the success of its educational model *every year*.

D. QUALITY OF THE MANAGEMENT PLAN

“YES Prep has transformed from a small, grassroots group of schools into a premier organization with a national reputation and a significant role in Houston education reform. The network is among the top performers in the CSGF portfolio, and it is the first member to complete a full investment period and then apply for a second financing package to support new growth . . . The management team has matured and now has a sophisticated understanding of organizational development and a unified strategic plan to advance the network’s mission and goals.” –The Charter School Growth Fund²⁷

The following subsections describe YES Prep’s **management plan** and **financial/operating model** to address the related application requirements.

APPLICATION REQUIREMENT E: ADMINISTRATIVE RELATIONSHIP BETWEEN CMO AND PROPOSED SCHOOLS

The primary purpose of the Home Office is to provide effective governance, support, and services to the schools, and by extension YES Prep’s students, in accordance with the CMO’s

²⁷ *CSGF Investment Profile: YES Prep Public Schools, 2009*

operating principles; it is structured to provide the highest quality of support to the schools while remaining as cost effective and lean as possible. YES Prep charges each school a fee of 7.5 percent of their government revenue to fund Home Office operations. When the YES Prep system reaches sustainability, the ratio of Home Office staff to students will be 1:208. YES Prep has benchmarked this ratio against other CMOs across the country and is confident that it can maintain a high quality of service and accountability within this structure and staff count. The Home Office ensures effective implementation of the model by assessing school performance against quality standards and oversees the execution of the core components of YES Prep's comprehensive educational program. While responsibility for educational results during the grant period will lie at the proposed schools level, the Home Office also plays an important role:

- **Providing Resources:** teacher recruitment support, external fundraising, summer opportunities placement for rising juniors and seniors, facility construction
- **Providing Services:** food and transportation service contracts, financial management, human resources management, state and federal reporting
- **Developmental Support:** curriculum and assessment development, student performance analysis, pilot program implementation and evaluation, teacher training and certification
- **Providing Accountability:** performance management initiative, stakeholder surveys, campus/district improvement plans

Each school employs a lean operational team that relies on central functions for back office support. By centralizing key functions in the Home Office, YES Prep realizes economies of scale and enables the development of professional support functions otherwise impractical at the school level. Each school has its own operations manager (business manager) to oversee site-specific needs and coordinate school-based business activities with the Home Office.

**APPLICATION REQUIREMENT B: MANAGEMENT AND OPERATIONAL PLAN
AND QUALITY OF THE MANAGEMENT PLAN SUBSECTIONS (i) and (v)**

As one of the oldest charter schools in the state, YES Prep is uniquely qualified to implement the initiatives outlined in this request on time and on budget. YES Prep was among the first generation of schools to be granted a charter in the mid-1990s and four of its seven senior leaders have been with YES Prep since its inception. Among the senior leadership and sitting school directors, there is over one hundred years of combined experience with the organization. In the relatively new era of charter school management organizations, it is unusual to find a charter operator with this kind of sustained leadership and deep “bench” of experienced leadership. Resumes for all key personnel who are responsible for the execution of YES Prep’s *Strategic Growth Initiatives* are included in *Section 1–Other Attachments: Resumes/Curriculum Vitae*, and an organizational chart is also included in *Section 7–Other Attachments: Additional Information*.

Qualifications of the Project Director: Jennifer L. Hines, **Chief Program and People Officer (CPO)**, will serve as the **Project Director**; she is a founding member of YES Prep, working as both a teacher and then school director. Jennifer has been instrumental in the opening of *every* YES Prep school, overseeing the implementation of the CMO’s comprehensive educational program and managing curriculum and human capital development. Jennifer earned a bachelor’s degree in English and Psychology from the University of Virginia in 1992 and a Master’s degree in urban education from Harvard University in 1997.

Qualifications of the CEO: Christopher Barbic oversees all of YES Prep’s senior management. Prior to the opening of YES Prep as a separate charter in 1998, Chris taught for six years in Houston ISD and was a member of Teach for America. In 2001, he was selected by President Bush to serve on the President’s Commission on Excellence in Hispanic Education and

in 2006 was awarded Vanderbilt University's *Distinguished Alumnus Award*. Chris graduated from Vanderbilt University in 1992 with a bachelor's degree in English and Human Development.

Governance and Daily Operations: Each YES Prep school is led by a single **school director**. A school's day-to-day operations are also managed by a **middle school dean of students**, a **high school dean of students**, and an **operations manager**. These positions are supplemented and assisted at the Home Office level. The **CPO** and **CEO** work with school directors and deans of students to manage student and parent needs, academic concerns, and curriculum development. The **Head of New Schools** manages the *Leading Excellence* program and oversees the schools that are in their first three years of operation.

Financial Management: The school directors are directly involved in the development of school budgets. They can choose to add additional programs and work with the development team, including the **Director of Grants Management**, to raise additional funds for those programs. The **Chief Operating Officer (COO)**, **Chief Financial Officer (CFO)**, and **controller** work with the school director and operations manager regularly to set budgets, handle contracts, and oversee the facility needs on campus. Resumes for all these positions are attached.

Human Resources and Instructional Management: School directors manage all instructional staff at their respective schools. YES Prep's human resources team, which includes the **Director of Recruitment and Selection**, serves as the single point of entry for applicants and the CPO provides oversight to ensure equitable sharing of highly desirable candidates. The school directors have the autonomy to conduct interviews with a school-based hiring committee that includes other administrators and department heads, and can make offers to ensure that highly desirable candidates are not hired by outside organizations.

CHART 10: PROJECT TIMELINE AND MILESTONES

<p>I. Fall 2010</p> <ul style="list-style-type: none"> ❖ Open North Forest with Grades 6 and 9 ❖ Add Grade 7 at West & South 	<p>II. Fall 2011</p> <ul style="list-style-type: none"> ❖ Open Schools 9–11 with Grade 6 ❖ Add Grades 7 & 10 at North Forest ❖ Add Grade 8 at West & South 	<p>III. Fall 2012</p> <ul style="list-style-type: none"> ❖ Open School 12 with Grade 6 ❖ Add Grade 7 at Schools 9–11 ❖ Add Grades 8 & 11 at North Forest ❖ Add Grade 9 at West & South
<p>IV. Fall 2013</p> <ul style="list-style-type: none"> ❖ Open School 13 with Grade 6 ❖ Add Grade 7 at School 12 ❖ Add Grade 8 at Schools 9–11 ❖ Add Grade 12 at North Forest and graduate first class of seniors ❖ Add Grade 10 at West & South 	<p>V. Fall 2014</p> <ul style="list-style-type: none"> ❖ Add Grade 7 at School 13 ❖ Add Grade 8 at School 12 ❖ Add Grade 9 at Schools 9–11 ❖ North Central graduates second class of seniors ❖ Add Grade 11 at West & South 	<p>VI. Fall 2015</p> <ul style="list-style-type: none"> ❖ Add Grade 8 at School 13 ❖ Add Grade 9 at School 12 ❖ Add Grade 10 at Schools 9–11 ❖ North Central graduates third class of seniors ❖ Add Grade 12 at West & South and graduate first class of seniors

**QUALITY OF THE MANAGEMENT PLAN SUBSECTIONS (ii) and (iii) AND
APPLICATION REQUIREMENT F: PLAN FOR SUSTAINABILITY**

In Section 6 – Other Attachments: Supplemental Organizational Budgets and Financial Information, YES Prep has included the financial model it has developed in conjunction with its growth. A portion of the model has been included below for illustrative purposes:

FISCAL YEAR	2011	2012	2013
DISTRICT ENROLLMENT	4,129	5,179	6,216
SCHOOL COUNT	8	11	12
Revenue Total (State and Federal Funds)	\$ 36,541,156	\$ 48,247,264	\$ 60,021,298
School Level Fundraising	501,840	638,640	769,080
TOTAL REVENUE	37,042,996	48,885,904	60,790,378
School Level Expenses Total	39,257,014	50,999,589	62,459,142
SCHOOL LEVEL NET	(2,214,018)	(2,113,685)	(1,668,763)
Home Office Total Expense	4,765,597	5,248,876	5,483,171
HOME OFFICE NET	(2,025,010)	(1,630,331)	(981,574)
Facility Fee Income (funds from schools)	675,454	951,660	1,134,705
Debt service for Facilities	(1,102,506)	(1,490,531)	(2,427,586)
NET BEFORE FUNDRAISING	\$ (4,666,080)	\$ (4,282,887)	\$ (3,943,218)

YES Prep developed the first version of this model in 2008 as it contemplated opening its next two schools and launching a new phase of growth. The model and accompanying business plan were developed with the help of both The Charter School Growth Fund and the Nonprofit Finance Fund over a nine month period. Senior leadership, school directors, board members, and other community volunteers were all involved in the process. The end result was a strategic plan that has guided YES Prep’s decision making as it relates to Home Office and personnel growth, organizational capacity for debt, leadership needs, and school facility requirements. After the opening of YES Prep West and South in the summer of 2009, and equipped with another year of

audited financials and budget results, YES Prep refined the model to reflect its current needs for opening six more schools and achieving its goal of annually serving 10,000+ students.

Beginning in FY 2011, YES Prep requires a total of \$18.9 million to support its operational deficits until it reaches sustainability starting in 2016. YES Prep is requesting \$14.98 million through this grant request and has already secured a matching grant of \$3.825 million. As outlined in this financial model, once the system reaches the student enrollment targets, YES Prep realizes the necessary economies of scale to make the organization financially sustainable solely through existing state and federal sources. This financial sustainability is a key component of YES Prep's growth strategy, as it frees YES Prep from having to set extremely high fundraising targets for perpetuity just to keep the system operational. The 13 schools are projected to reach this sustainability target in FY 2016, one year after the grant cycle concludes.

In accordance with the grant guidelines, YES Prep will not use any of the CSP or matching funds for construction costs. **However, delivering facilities at a more cost effective rate than traditional ISDs—and even other charters—is one of YES Prep's strategies and warrants at least a cursory discussion.** In a region where two recent traditional school district bond campaigns have topped one billion dollars, YES Prep is committed to delivering school facilities in a manner that reflects its high quality, cost effective program. In order to provide equitable facility access for all YES Prep schools, each school will contribute to a system-wide facility funding pool; funds are pooled to cover annual debt financing payments. At nine million dollars per school (less than \$12,000 per permanent seat), YES Prep spends far less for its capital projects than traditional school districts in Houston. This is accomplished by utilizing every available resource, including renovation/repair of existing structures, modular buildings, long term leases, and prefabricated building construction. The other elements of sustainability,

including Home Office functions, academics, and human resources have been discussed previously in this section.

Board Governance and Community Support: All YES Prep entities, including the home office, operate under the same charter and with the same governing board. Since completion of its first business plan, YES Prep’s Board of Trustees has grown strategically and plays a critical role in strengthening YES Prep’s brand within the Houston community. The board’s role in the CMO is a hybrid of traditional non-profit board responsibilities and compliance requirements associated with a traditional school board. While YES Prep trustees are not elected officials, they are required to provide the same type of oversight as traditional school board members in Texas. Board members play an active role in ensuring that the Home Office is effectively supporting the schools, and that the schools are effectively preparing students for success in college.

The quality and involvement of the board has led to an incredibly successful fundraising effort since launching its first phase of growth in late 2004. Since that time, YES Prep has raised over \$60 million to support its expansion in Houston. Twelve foundations and corporations—representing local, regional, and national organizations—have given gifts in excess of one million dollars, including the Houston Endowment, the Brown Foundation, the Texas High School Program, the Michael & Susan Dell Foundation, The Bill & Melinda Gates Foundation. As evidenced by various quotes included in this project narrative, The Charter School Growth Fund’s match to this grant request, and the hundreds of other individuals and companies who have supported YES Prep’s mission, YES Prep continues to maintain a strong relationship with external stakeholders and they remain committed to YES Prep’s success and growth. A list of YES Prep’s supporters is included in *Section 7–Other Attachments: Additional Information*.

QUALITY OF THE MANAGEMENT PLAN SUBSECTION (iv)

As previously detailed, each new YES Prep school is expected to receive one of TEA's highest accountability ratings, *Recognized* or *Exemplary*, at the end of its first year. This is well above the minimum threshold set by the TEA that schools do not receive consecutive years of *Academically Unacceptable* ratings; it is only in that circumstance that the state would intervene and shutter schools or take over management of the district (actions that were taken previously by the state with North Forest ISD). This higher bar for school performance, illustrates YES Preps' commitment to **quality results** even as it grows rapidly.

With seed funding from the Michael & Susan Dell Foundation, YES Prep has developed a comprehensive performance management initiative (PMI) that informs decision making and ensures academic quality during growth. The program is rooted in a series of milestones that track performance at every level of the organization and provide real time data for the Board of Trustees, Chiefs, school directors, and other managers in the organization. The system functions as an integral part of YES Prep's intranet, called *Navigation*, so that, in addition to dashboard metrics, staff have access to shared documents, audience-specific communication, and other tools that promote collaboration. The PMI plays a central role in ensuring that YES Prep's growth does not compromise its performance: If the PMI indicates that quality is suffering as a result of growth, YES Prep will suspend its *Strategic Growth Initiatives* and take action to restore its operations before opening additional schools.

APPLICATION REQUIREMENT C: PLAN FOR FEDERAL FUND DISTRIBUTION

YES Prep receives federal funding through grants, NCLB titles, and other programs, including the Federal Free and Reduced Lunch Program. The majority of these funds are directed at programs provided at the school level or directed to students based on specific needs (Special

Education, At-Risk). YES Prep will follow the same procedures when distributing federal funds to the proposed schools. Also, the contractual agreement with North Forest ISD includes a pre-defined formula that uses base + CPI + weights for disbursement of per-pupil funding.

APPLICATION REQUIREMENT H: REQUEST FOR PROVISION WAIVERS

YES Prep has not requested any waivers of federal statutory or regulatory provisions for the purposes of this grant, nor has it requested any waivers of state or local rules.

APPLICATION REQUIREMENT L: ISSUES IN THE AREAS OF STUDENT SAFETY, FINANCIAL MANAGEMENT, AND STATUTORY/REGULATORY COMPLIANCE

YES Prep has no significant issues to report in the areas of student safety, financial management, and statutory or regulatory compliance. Moreover, YES Prep knows of no issue that did, will, or could lead to the revocation of its charter.

CONCLUSION

Yesenia Coto sat on the YES Prep wait list for nearly two years—and there are thousands more children just like her, waiting for their chance at a high quality, college preparatory education. The reality is, without substantial financial support from the CSP, the majority of these children will probably never see the inside of a YES Prep classroom. Instead, educationally disadvantaged children like Yesenia will have to hope that they are one of the minority of traditional public school students who go on to graduate from a four-year college or university. YES Prep does not believe this is a risk Houston—or the nation—can afford to take in the future.

Project Narrative

Section 1 - Other Attachments: Resumes/Curriculum Vitae

Attachment 1:

Title: **Section 1 - Resumes** Pages: **23** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 1 Resumes\Section 1 - Resumes.pdf**

SECTION 1 – OTHER ATTACHMENTS: RESUMES/CURRICULUM VITAE

YES Prep Public Schools (YES Prep) has attached Resumes/Curriculum Vitae for the following key personnel:

1. **Jennifer L. Hines**, PROJECT DIRECTOR, Chief Program and People Officer
2. **Christopher Barbic**, Founder and Chief Executive Officer
3. **William Durbin**, Head of New Schools
4. **Robert C. McBurnett**, CPA, Chief Financial Officer
5. **Jason Bernal**, Chief Operations Officer
6. **Eldridge H. Gilbert**, School Director, YES Prep North Forest
7. **Ellen Winstead**, School Director, YES Prep West
8. **Tarrieck Du'Chaun Rideaux**, School Director, YES Prep South
9. **Stephanie S. Jones**, Director of Grants Management
10. **Leah Arnold**, Controller

JENNIFER L. HINES

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Houston, TX 77089

(713) 208-1522
jennifer.hines@yesprep.org

EXPERIENCE

Vice President, People and Program August 2005 – Present

**YES Prep Public Schools
Houston, TX**

Programmatic leader of a growing system of high-performing charter schools serving students in grades 6-12. From 2005-2009, all campuses were rated *Exemplary* or *Recognized* by Texas Education Agency.

- Member of central leadership team, help craft vision and strategic plan to achieve aggressive growth targets while maintaining exceptional quality of schools
- Coordinate recruiting, selection, and training of instructional staff for seven campuses
- Created and currently oversee a comprehensive system for teacher evaluation
- Lead efforts to create a rigorous scope and sequence in all core content areas and a system of district assessments to track student performance to those standards
- Support school directors and provide input into evaluations of their performance
- Manage district program team, including leaders of curriculum and assessment, special populations, recruiting and selection, college initiatives, and instructional development

Founding Staff Member August 1998 – July 2005

**YES College Preparatory School - Southeast
Houston, TX**

Founding staff member of public state charter school serving students in grades 6-12. School received a rating of *Exemplary* by TEA each year of operation.

Positions Held: Dean of Students 1998 - 2000

Assistant School Director 2000 - 2004

School Director 2004 - 2005

- Worked with other school leaders to develop strategic plan for school and objective measures for school and staff performance
- Hired and trained all instructional staff
- Conducted classroom observations and pre- and post-observation conferences
- Managed academic department heads
- Oversaw curriculum development
- Developed yearly master schedule and individual schedules for 600 students in middle and high school
- Provided academic advising for high school students
- Managed state standardized testing for middle and high school
- Taught Advanced Placement English III, English I and II, and Advanced Placement Psychology

Responsible for development of:

YES Prep's Instructor Feedback and Evaluation System

YES Prep's Academic Probation System for struggling students

Year-long structured reflection on school's mission, vision, and operating procedures; supervised subsequent ad hoc committee work that resulted in changes to master schedule, course offerings, curricula, and student management

Curricula for English I, English II, AP English III, and AP Psychology

Curricula for rising ninth graders to aid in transition to high school

Educational Coordinator
July 1997-July 1998

Eastwood Charter High School, Houston ISD
Houston, TX

Founding staff member of district charter school serving students in grades 9-12.

- Developed and oversaw teacher peer evaluation/assessment program
- Developed master schedule and individual students schedules for 140 students in grades 9-11
- Oversaw student advisory groups providing academic advising to multi-grade groups
- Chair – Human Resources Committee – interviewed and hired new teaching staff, planned professional development activities
- Organized and facilitated parent steering committee meetings
- Taught full schedule, including ninth and tenth grade English, psychology, creative writing, and yearbook

Youth Development Intern
September 1996 – May 1997

Harvard University / Malden Middle School
Malden, MA

Provided on-site support and acted as consultant for collaborative effort providing student support services to urban middle school.

- Organized and facilitated peer support and peer leadership groups
- Organized faculty team-building and professional development activities
- Aided in development of conceptual framework and strategic plan for the collaborative

Interim Program Director
August 1996

Teach For America
Houston, TX

Served in a temporary capacity in the local Houston office.

- Coordinated placement of forty new teachers in Houston Independent School District
- Assisted in planning and implementation of Induction Week for new corps members
- Developed framework of workshops to be used during future induction weeks to acclimate new corps members to HISD and the Houston area

Faculty Advisor
June – July 1996

Houston ISD / Teach For America
Houston, TX

Assisted in training new Teach For America corps members for teaching positions.

- Conducted classroom observations as well as pre- and post-observation conferences
- Demonstrated model lessons
- Assisted in planning curriculum units and consulted on classroom management and professional development issues

Teacher
August 1992 – June 1996

Houston ISD
Houston, TX

Employed as a full-time English teacher for grades nine and ten.

- Taught regular, magnet, and honors English classes and intensive writing classes
- Softball Coach, 1994-1996
- Faculty Advisory Committee Member, 1994-1995
- Academic Challenge Team Advisor / Coach, 1993-1995
- Teach For America corps member 1992-1994

EDUCATION

Master of Education

June 1997

Harvard University

Cambridge, MA

Human Development and Psychology: Risk and Prevention

Concentration in counseling and student support program development for urban secondary schools.

GPA= 3.95/4.0

Bachelor of Arts

January 1992

University of Virginia

Charlottesville, VA

Majors in English and Psychology

GPA=3.4/4.0 overall; 3.4 English; 3.7 Psychology

WORKSHOP PRESENTATIONS

“Using Data to Improve School Culture”

Presented to Community of Practice Meeting sponsored by New Schools Venture Fund, Philadelphia, PA (Nov 2008)

“From Standards to Student Outcomes”

Presented to charter school leaders in New Orleans, sponsored by New Schools for New Orleans (April 2008)

“The School Leader’s Role in Curricular Development”

Two days of workshops presented to emerging charter leaders at the KIPP School Leadership Program, Palo Alto, CA (Jul 2007)

“Managing Student Achievement”

Presented to charter school leaders at the Charter School Growth Fund Conference, Denver, CO (Mar 2007)

“Improving the Performance of Beginning Teachers”

Presented to school leaders at the School Improvement Conference, Austin, TX (Dec 2006) and as part of Houston A+ Conference (Jul 2007)

“Student Achievement”

Presented to charter school leaders as part of the Best Practices Mentoring Program, Houston, TX (Oct 2003) and Waco, TX (Nov 2003)

“Fostering Critical Thinking in Lesson Planning”

Presented to teachers at KIPP: PATH Academy Charter School, Atlanta, GA (Aug 2003)

“Using Backward Design to Develop Units and Lessons”

Presented to teachers at KIPP: PATH Academy Charter School, Atlanta, GA (Oct 2002)

“Assessment Tools and Differentiated Instruction in the Language Arts Classroom”

Presented to KIPP Network Language Arts teachers, Houston, TX (Oct 2002)

“Principal Training: Curriculum Development and Instructional Planning”

Presented to school director fellows at the KIPP National Fisher Fellowship Conference Series, Memphis, TN (Apr 2002)

“Principal Training: Instructional Support and Staff Development”

Presented to school director fellows at the KIPP National Fisher Fellowship Conference Series, Memphis, TN (Apr 2002)

“Incorporating Music and Art into the Writing Process”

Presented to Language Arts teachers at the Greater Houston Area Writing Project, University of Houston-Clear Lake, Houston, TX (Jun 1996)

“The Basics of Reading/Writing Workshop”

Presented to Language Arts teachers at the School Writing Project, Rice University, Houston, TX (Apr 1996)

“A Character-Centered Approach to Fiction: The Mini Portfolio”

Presented to Language Arts teachers at the Greater Houston Area Writing Project, University of Houston-Clear Lake, Houston, TX (Jun 1995, Jun 1994)

“Short Story Writing in the Classroom”

Presented to graduate students at the University of Houston-Clear Lake, Houston, TX (Mar 1995)

“Portfolio Writing”

Presented to English teachers at the Houston Metro Council of Teachers of English Conference, Houston, TX (Jan 1994)

FELLOWSHIPS

Houston Annenberg Challenge Leadership Academy

John P. McGovern, M.D. Class of 2000 Fellow in a year-long program to provide training and support to cohort of principals in Houston-area schools, Houston, TX (2000-2001)

Common Ground

Summer Fellow in a two-week exploration of classic and contemporary literature, University of Houston/National Endowment for the Humanities (June 1995)

Greater Houston Area Writing Project

Summer Fellow in four-week intensive writing program for language arts teachers, University of Houston-Clear Lake (June 1994)

CHRISTOPHER JEFFREY BARBIC

930 Cortlandt
Houston, TX. 77008
713.862.3884

OBJECTIVE

Prepare the most low-income students for college graduation than any other public school system in Houston

EMPLOYMENT

YES PREPARATORY PUBLIC SCHOOLS, Houston, TX

September 1998 - Present

Founder and Chief Executive Officer

- Created a high-performing charter school system of 7 campuses that has been rated *Exemplary* by the Texas Education Agency
- 100% of the senior class every year for the past 9 years has been accepted to a four-year college or university; 90% of whom are first-generation college-bound
- Ranked the best public school in Houston for the last three years by *Newsweek* and *US News and World Report*
- Secured feature stories highlighting the schools' performance in the *Houston Chronicle*, *Houston Press*, *Hispanic Outlook in Higher Education*, , KTRK-TV (ABC), KHOU-TV (NBC), KRIV-TV (FOX), KXLN-TV (Univision) and KTRH Radio
- Directly manage 10 Chiefs and School Directors and oversee an organization that employs 350 full and part-time employees
- Oversee an annual operating budget of \$32 million
- Serve as external voice in community for YES Prep's mission and its impact on education reform both locally and nationally

PROJECT YES, Houston ISD, Houston, TX

August 1995 – July 1998

Founder, Teacher, Program Director

- Grew Project YES from a 6th grade program serving 45 students to a 6th-8th grade campus serving 150 students
- Managed a staff of 6 instructors and two support personnel
- Managed an annual operating budget of \$ 400,000.00 and fundraised an additional \$ 35,000.00 annually
- Planned, designed, and implemented the Project YES academic and extracurricular program(s)
- Planned, designed, and implemented a service-learning program in which middle school students completed community service projects that positively impacted the community

TEACH FOR AMERICA: RUSK ELEMENTARY SCHOOL, Houston, TX

August 1992 – July 1995

Certified 6th Grade Teacher

- Received Houston ISD Outstanding Young Educator Award (see below)
- Planned curriculum for and taught Language Arts to all sixth grade students
- Served on the Shared-Decision Making Committee

EDUCATION

VANDERBILT UNIVERSITY, Nashville, TN.

May 1992

Bachelor of Arts in English and Bachelor of Science in Human Behavior and Organizational Development, Final GPA; 3.3

HONORS AND AWARDS

Vanderbilt University Distinguished Alumnus Award, 2006

Given annually to an accomplished Vanderbilt alumni who has professionally distinguished him/herself since graduation

Gleitsman Citizen Activist Award, 2004

National award sponsored by Alan Gleitsman through the Harvard Kennedy School of Government and given to ten people nationally each year' past recipients include Al Gore and Ralph Nader

President's Advisory Commission on Educational Excellence for Hispanic Americans, 2001

One of seventeen Commissioners appointed by President George W. Bush aimed at closing the academic achievement gap of Hispanic Americans

MTV Do Something BRICK Award, 1999

Awarded nationally to ten individuals under the age of 30 who are positively impacting their communities

Houston ISD Outstanding Young Educator, 1994

Awarded to a Houston ISD teacher between the ages of 21 and 39 for excellence in the classroom

Rusk Elementary School Teacher of the Year, 1994

Awarded to the outstanding educator on campus; voted on by colleagues

William Durbin

Current Address

4502 Plum Creek Forest Lane
Houston, Texas 77087

Contact Information

(713) 208-1519
bill.durbin@yesprep.org

WORK EXPERIENCE

Head of New Schools

YES Prep Public Schools-Home Office, Houston, Texas (January 2009-Present)

- Identify, support, and train aspiring new school leaders towards opening future YES Prep campuses
- Implement new school development training modules with leaders opening new YES Prep campuses
- Support new school leaders in the first-year launch of new YES Prep campus
- Manage performance of three YES Prep school leaders, resulting in a “Recognized” and “Exemplary” rating from the Texas Education Agency in 2010

Managing Leadership

School Founder / Director of School Partnership Development

YES Prep Public Schools-Lee Campus, Houston, Texas (June 2007-December 2009)

- Plan, execute, and manage the development of the fifth new YES Prep campus-First charter/traditional district partnership school in state of Texas (Houston ISD)
- Serve as coach/mentor for future school leader to transition by 2009-2010 school year
- Design and manage seven year facility/school growth plan (2007-2014) that balances *In* YES Prep Lee’s program needs within the context of Lee High School
- Cultivate positive and productive relationships between YES Prep Lee staff and Lee High School leadership team
- Will earn “Exemplary” rating from Texas Education Agency in first year of operation

Managing Innovation

Innovation Leadership Coach

Bill and Melinda Gates’ Foundation-T-STEM Initiative, Houston, Texas
(January 2006-Present))

- Coach three school leaders in Texas with the creation of new science, technology, engineering, and mathematics academies for grades six through twelve
- Advise school leaders on budget management, curricula implementation, student support initiatives, and strategic planning that lead to increased student academic achievement

School Founder / Director of School Development

YES Prep Public Schools-East End Campus, Houston, Texas (June 2006-June 2007)

- Implemented and managed creation of fourth new YES Prep campus-YES Prep East End
- Conducted monthly strategic planning meetings with co-director to ensure this leader developed management skills necessary to independently run all school functions in year two of school’s operation (2007-2008)
- Earned “Exemplary” rating from Texas Education Agency in first year of operation

Managing Growth

School Founder / Co-Director

YES Prep Public Schools-Northeast Campus, Houston, Texas (June 2003-June 2006)

- Devised and facilitated creation of second new YES Prep campus-YES Prep Northeast-First replication school for YES Prep Public Schools
- Recruited high-performing and community-conscious academic staff (26 staff members)
- Conducted formal, quarterly classroom observations of entire academic staff
- Created and managed school-wide business plan and budget (\$3 million)
- Earned “Exemplary” rating from Texas Education Agency in first year of operation

Language Arts Instructor

YES Prep Public Schools-Southeast, Northeast, East End, and Lee Campuses, Houston, Texas (August 1998-2009)

- Prepared unit plans and lessons for sixth, seventh and eighth-grade language arts and literature classes
- Presented classroom instruction to students that resulted in over 96% student passing rates on reading TAKS test (Texas state assessment) every year for the last 10 years

**WORK
EXPERIENCE**
(Continued)**Civil Rights Project Coordinator***YES Prep Public Schools-Southeast Campus, Houston, Texas (April 2003-August 2006)*

- Developed a one-week learning tour for high school students to important historical sites in Mobile, AL, Birmingham, AL, Montgomery, AL, Memphis, TN and Jackson, MS
- Empowered project members (50 total) to create 45-minute presentations on topics such as segregation, Jim Crow laws that were taught to all YES Prep middle school students

**PROFESSIONAL
DEVELOPMENT**

- **Summer Entrepreneurial Leadership Institute**, Rice Education Entrepreneurial Program (June-July 2009)
- **Designing Professional Development for Teachers of Mathematics and Science**, Texas Region 13 Service Center (April 2008)
- **Creating Aligned Lesson Plan Models for Mathematics and Science**, Margaret Kilgo Consulting Group (February 2008)
- **Writing Workshop Collaborative Training**, Columbia University (June 2007)
- **Redesigning the American High School**, Harvard University (July 2005)

PRESENTATIONS

- **“Creating a Strong T-STEM Culture”**, 2010 Texas High School Project: T-STEM Leadership Conference (Summer 2010)
- **“Leading Excellence Days”**, 2010 Aspiring Leadership Training Days, YES Prep Public Schools (Spring 2010)
- **“Emerging Leadership: The Role of Teacher as Leader”**, 2007 YES Prep Public Schools’ System Training Day (Fall 2007)
- **“Data-Driven Decision-Making: Using Data to Improve Student Achievement”**, 2007 YES Prep Public Schools’ New Teacher Induction Program (Fall 2007)
- **Diversity Workshop: “Exploring Issues of Race and Culture in the Classroom”**, 2005 YES Prep Public Schools’ New Teacher Induction Program (Fall 2005, 2006)

**PERSONAL
ACHIEVEMENT**

- Beginning Educator Award, Education Alumni Association, University of Illinois (March 2002)
- Teacher of the Month, YES Prep Public Schools-Southeast Campus (January 2003, February 2002, March 2001)
- Outstanding Student Medal, Education Alumni Association, University of Illinois (April 1998)

EDUCATION**Rice University**

Masters of Business Administration, May 2010

University of Houston-Main CampusM.Ed. Administration and Supervision, January 2007
Cumulative G.P.A.: 4.0**University of Illinois at Urbana-Champaign**Bachelor of Science, Teaching of Secondary English, May 1998
G.P.A. in Major: 3.9/4.0, Cumulative: 3.6/4.0**CERTIFICATION****State of Texas Principal Certificate****State of Texas Generalist Certificate (Grades 4-8)**

Robert C. McBurnett, CPA

2218 Ascot Lane

Sugar Land, Texas 77479

281-980-0740

rcmcburnett@windstream.net

SUMMARY

An executive with training and education rooted in finance and administration, but whose experience includes operations, marketing and general management. Experience in transitions and business integrations. A corporate strategist who enjoys public speaking and oral presentations.

KEY SKILLS

Strategic Planning	Public speaking and presentations	Budgeting & planning
Financial modeling	Contract administration	Financial reporting
Policies & procedures	Employee practices matters	Report writing
Staff management	Corporate compliance	Transition teams
Mergers & Acquisitions	Multi-business coordination	Negotiation

PROFESSIONAL EXPERIENCE

YES PREP PUBLIC SCHOOLS

2008 - present Engaged as the Chief Financial Officer of this Texas charter school system. I joined the organization as it was beginning its expansion from 5 schools serving approximately 2,500 students to 13 school serving 10,000 students. I am responsible for all financing, treasury, accounting, budgeting and financial reporting disciplines, including securing financing to support the growth initiative. I am responsible for communicating with the Board of Trustees, funders and bond investors and serve as a member of the senior leadership team.

TENNESSEE TITANS

2002 - 2008 Engaged as the Vice President, Finance and Chief Financial Officer of Tennessee Football, Inc. The company's operations include the ownership and operation of the Tennessee Titans National Football League franchise and the operation of the LP Field (formerly the Nashville Coliseum). My responsibilities include all aspects of treasury, financial reporting, accounting, budgeting and planning, internal controls and coordination with the operating disciplines in Nashville, Tennessee (I am assigned to the owner's executive team located in Houston, Texas.)

FIRST UNITED METHODIST CHURCH, HOUSTON

2001-2002 Served as Business Administrator for this 12,000 member church with two campuses. The original campus is located in downtown Houston and the second campus was built in southwest Houston in the 1990s. I was responsible for all aspects of the church's financial operations including treasury, debt management, accounting, financial reporting, managing the administrative staff, building maintenance, and all financial relations with the congregation.

HOUSTON ASTROS

1986 - 1992 I was hired as Assistant Controller in August of 1986 (Houston Sports Association, Inc. "HSA"), and was promoted to Controller less than a year later. The company was a multi-business enterprise encompassing the operation of the Houston Astrodome, ownership and operation of the Houston Astros professional baseball club and majority ownership of the regional sports network. HSA also owned a facilities management company and was active in initiating and/or acquiring numerous other business enterprises including two major Houston hotel

complexes, a golf course and housing community in Florida and pursued numerous other business ventures. My responsibilities included managing the day-to-day accounting, budgeting, tax and financial activities of the Astrodome and the Astros, as well as oversight and planning for the accounting, financial, tax and administrative activities for the other enterprises. The nature of the job involved me directly in operational issues, marketing strategy and employment practices matters. I was also engaged in the due diligence efforts for each of the business acquisitions and divestitures, as well as directing many of the transition team efforts.

1992 – 1997 HSA was sold in November 1992 and renamed Houston McLane Company, Inc. (“HMC”) in a complex transaction. I was charged with the financial and administrative aspects of executing the transaction, as well as accomplishing the financial and administrative transition. HMC then functioned in two independent operating divisions, each with its own executive, marketing, and finance and accounting departments, and I was named Controller for the Houston Astros Baseball Club division. In early 1994, the HMC Chief Financial Officer left the company and I assumed most of his responsibilities as they related to the ballclub.

1997 – 2000 In 1997, as a result of a potential offer that would have resulted in the club being acquired and relocated, the club and Houston community launched an effort to keep the club in Houston and to construct a baseball-specific facility. I was actively involved in numerous aspects of that process, including making public appearances on behalf of the club, financial planning and contract administration. In July 1999, I was promoted to Vice President Finance. With the new ballpark (Enron Field, now Minute Maid Park) scheduled to open in 2000, the club’s philosophy and operations shifted dramatically, initiating yet another major transition. 1999 became a year of planning and logistics and 2000 was a year of implementation, improvisation and execution. HMC sold its rights and obligations under the Astrodome lease to Harris County and the Astrodome division was phased out. The two operations were merged, new systems and processes were put in place and the operations were physically moved to the new ballpark. I was directly involved in evaluation of new contracts and relationships, as well as executing the transition. The transition was highly successful, with the Astros drawing 3,000,000 fans for the first time in franchise history, in spite of poor team performance. Adapting our methods and concepts for marketing and fan relations proved to be an exhilarating challenge.

COOPER INDUSTRIES

A publicly traded, Fortune 500 manufacturing company.

1985 – 1986 Manager of Financial Reporting

REMCO ENTERPRISES, INC.

An electronics and appliance rental and retail business with 90+ outlets across the country.

1984 – 1985 Controller

DIAMOND M COMPANY

An offshore drilling contractor operating internationally. Diamond M was a subsidiary of KANEB Services Inc., a publicly traded company serving the energy industry.

1982 – 1984 Assistant Controller

DELOITTE HASKINS & SELLS (now Deloitte)

An international public accounting firm.

1978 – 1982 Senior Accountant

Education and Certification

Texas A & M University, Bachelor of Business Administration, Cum Laude 1978

Certified Public Accountant, State of Texas 1980

JASON DANIEL BERNAL

503 Woodard Street
Houston, Texas 77009
713-208-1520 (H) 713-413-0001 (W)

WORK EXPERIENCE

Chief Operating Officer, *YES Prep Public Schools – Home Office*, Houston, Texas

[August 2009 – Present]

- Responsible for the organization and management of district-wide operations, including risk management, facilities planning and development, maintenance, employee benefits, food, transportation, and other related functions.
- Ensure the operations and functions provide maximum support to the YES Prep Public Schools' mission.
- Develop and oversee implementation of strategic management plan that sustains the operational health and stability of YES Prep Public Schools.
- Assist in the development of the YES facilities plan and direct its administration including contract negotiation, documentation, prioritizing, design, construction, security, and maintenance of real estate.
- Direct the administration of food and transportation services for all campuses. Oversee menu planning, bus routing, accurate counting and claiming of state funds. Help resolve campus-based issues as needed.
- Ensure operational, program accountability and communication. Direct the implementation of systems for the accurate tracking and timely reporting of critical data such as PEIMS, Comp Ed, T-Stem, CREDO Plan, and others.
- Oversee and ensure effective technical support across the District.
- Supervise, evaluate and provide coaching to direct reports.
- Support and provide input into the performance evaluation of School Directors.
- Maintain a close working relationship with other members of Home Office Team, school directors and relevant campus staff to ensure exchange of best practices, coordination of efforts, and general support for the operations department.
- Report on the status of operations and school management on a periodic basis and/or at the request of the Board of Trustees, Head of Schools, Director of Development, and/or School Directors.

School Co-Director, *YES Prep Public Schools - Southeast Campus*, Houston, Texas

[July 2009 – July 2010]

- Effectively turn around an underperforming school into one of the top performing schools in the district.
- School was ranked #68 in the nation by US News and World Report
- Plan and direct campus instructional program, supervise and evaluate the performance of staff, and oversee campus budget.
- Serve as coach and mentor for future YES school leaders to transition by 2010-2011 school year through routine meetings and providing increased responsibility and feedback

School Director, *YES Prep Public Schools - Southwest Campus*, Richmond, Texas

[July 2006 – July 2009]

- Effectively turn around an underperforming school into one of the top two performing schools in the district, as evidenced by increasing enrollment from being under-enrolled to having a waitlist of over 900 students, improving district exam scores for three (3) consecutive semesters in all grade levels and subjects, increasing state exam scores for 3 consecutive years by earning an "Exemplary" rating by the Texas Education Agency for the 2008-2009 school year increasing parental involvement, and increasing staff, parental, and student contentment by the following actions:
 - Revise school schedule to improve state testing and district testing results – specifically in math and reading;
 - Improve meeting system to ensure accountability and strengthen communication between school administration and instructional staff.;
 - Create and oversee parent organization to successfully fundraise and volunteer for school;
 - Create school discipline system to effectively reward students for accomplishments and good behavior;
 - Modify the after school program to enhance homework accountability and parent involvement;
 - Enact school wide initiative to promote positive behavior intervention strategies which directly related to the improvement of behavior and higher achievement in classes.
- Plan and direct campus instructional program, supervise and evaluate the performance of staff, and oversee campus budget.

- Serve as coach and mentor for future YES school leaders to transition by 2009-2010 school year through routine meetings and providing increased responsibility and feedback
- Due to successful turn-around at YES Southwest, has been asked to become school director of YES Southeast to improve scores and culture

Co-Founding Director, *YES Prep Public Schools - North Central Campus*, Houston, Texas

[July 2003 – June 2006]

- Recruited staff, students to start second campus of YES Prep Public School.
- Planned and directed campus instructional program by observing classroom instruction on a regular basis, conferencing with staff, and carefully analyzing assessment data-related to student performance;
- Supervised and evaluated the performance of professional and paraprofessional staff members assigned to the campus;
- Planned, implemented and evaluated a comprehensive program of personal guidance designed to assist students in achieving optimal success on all fronts;
- Oversaw an annual budget based on program needs, estimated enrollment, staffing, and other fiscal needs and with allotted amounts, implemented programs, maintained fiscal control, and accurately and responsibly reported all fiscal information.
- Earned “Exemplary” rating from Texas Education Agency in first year of operation

Dean of Students, *YES College Preparatory Schools - Southeast Campus*, Houston, Texas

[August 2000 – June 2003]

- Planned, implemented and evaluated a comprehensive program of personal guidance designed to assist students in achieving optimal success;
- Developed school-wide programs that effectively built the desired school culture and increased overall student motivation, while reducing disciplinary and academic probation referrals;
- Wrote Middle and High School Student Handbooks which govern all aspects of student behavior and expectations currently still in use at all YES campuses;
- Created an effective information and referral process to help students and others utilize special programs and services;
- Served as a member of School Leadership Team and Student Recruitment Committee.

Middle School Teacher, *YES Prep Public Schools - Southeast Campus*, Houston, Texas

[August 1998 – June 2003]

- Taught 6th grade World History and Novels, 7th grade Texas History and Introduction to American History (six periods);
- Taught non-native and native 6th and 7th grade Spanish classes which covered basic grammar, reading and writing skills (five class periods);
- Served as Spanish department chair, responsible for overseeing all aspects of the Spanish department including development and implementation of curriculum, mentoring new teachers and serving as the official liaison between the Spanish department and administration;
- Served as 7th grade-level chair, responsible for overseeing all aspects of the 7th grade including academic probation, tutorial sessions, development and implementation of curriculum, mentoring new teachers and serving as the official liaison between the 7th grade and administration;
- Coordinated school-wide after school program consisting of 23 clubs and sports for approximately 400 students;
- Coached high school baseball team.

EDUCATION

Sam Houston State University, Huntsville, Texas

Master of Arts, Educational Leadership Program

Montana State University – Billings, Billings, Montana

Bachelor of Arts, Spanish

Minor in History

COMPUTER SKILLS

Macintosh (Microsoft Word, Excel), PC (Microsoft Word, Excel, PowerPoint), Databases (Microsoft Access),

SKILLS

Fluent in written and spoken Spanish

Education**BROWN UNIVERSITY**, Providence, RI
Bachelor of Arts in Psychology
Bachelor of Arts in Africana StudiesGraduated May 2005
GPA 3.3/4.0**RICE UNIVERSITY**, Houston, TX
Masters of Business AdministrationGraduated May 2010
GPA 3.4/4.0**Work Experience****YES Prep Public Schools - East End**, Houston, TX –

June 2007 –

Sixth Grade Social Studies Teacher (2 years) – Prepared weekly lesson plans and activities Social Studies to be integrated into an English curriculum. Worked with department chair, co-teachers, and social studies teachers throughout the district to create long term plans and assessments.Grade Level Chair (1/2 year) – Assumed role in January 2007. Communicated ideas and issues from staff to school directors, coordinated the spring trip to Civil Rights sites, co-coordinated Field Day, co-coordinated Sixth Grade Summit 2007, tracked discipline data input.Summer School Director (2 years) – During July 2007 and July 2008 assumed leadership of Summer School. Created school schedule and teacher placement for summer school. Hired staff members, addressed discipline concerns for 6th – 9th grade students, and approved content for all culture classes for middle school students.Dean of Students (2.5 years) - Administrator responsible for all student discipline issues, parent concerns, new student recruitment, and student incentive programs. Facilitate grade level chair meetings, scheduled parent conferences, input and collection of student discipline records, and address major disciplinary issues, schedule staff duty schedule, address staff concerns and conduct related to discipline. Work with school social workers to implement school wide programs such as Girls Conference and Young Men's Conference, facilitate staff professional development, etc. to address concerns with At Risk students.School Director – Head administrator at the school level, manages all teachers and Para-professionals on campus, responsible for creating and managing school budget, create and modify school schedule when necessary, approves all school program elements, and authorizes school programming. Attends monthly School Director meetings and disseminates information to the school level, facilitates communication between district personnel and school staff members.**Teach For America Houston, TX**

June 2007 – June 2008

Content Specialist – Planned professional development workshops for first and second year Teach For America corps members**New Orleans West College Preparatory School**, Houston, TX-

September 2005 – May 2006

Eighth Grade Writing and Social Studies Teacher – Trained to teach high school English in Marrero, LA. Upon displacement and relocation to Houston, TX taught eighth grade Writing and Social Studies at N.O.W. College Preparatory School. Prepared weekly lesson plans and activities for Writing and Social Studies classes.

Teach For America – 2005 Corps Member**Leadership Experience****Third World Center, Brown University-**

April 2002 – May 2005

Third World Transition Program Coordinator (2 years)—Facilitated the event planning of the Third World Transition Program for last two summers. Designed and edited program brochure, informational/invitational mailing to incoming freshmen, organized room reservations, T-shirt designs, panel/information workshop planning, and selection of Minority Peer Counselor Friends for participation in Third World Transition Program. Planned the training sessions to prepare Minority Peer Counselors and Minority Peer Counselor Friends in preparation for the Third World Transition Program.Minority Peer Counselor Program Coordinator (1 year)—Prepares Minority Peer Counselors for role their in the Third World Transition Program and their role as live-in counselors for academic school year. Organized Minority Peer Counselor training motivated counselors through team building activities with Co Counselors within first year dorms. Run monthly general body meetings with Minority Peer Counselors as well as weekly small group meetings with pre-selected set of Minority Peer Counselors.**Mellon Mays Undergraduate Fellowship** –Fellowship provides academic mentoring and guidance to Fellows and Associates in the hopes of eradicating racial disparities in higher education.

May 2003 – May 2004

Associate Fellow – Participated in the Summer Research Institute, five week intensive research and graduate school coursework opportunity for Fellows and Associates. Completed coursework and research on personality development among black adolescents.**Alpha Phi Alpha Fraternity, Inc.** - International social fraternity

October 2003 –

Varsity AthleticsBrown Track and Field Team – Second Team All Conference (Sophomore year). First Team All Conference (Senior Year).

ELLEN WINSTEAD

5401 Lillian • Houston, Texas 77007
ellen.winstead@yesprep.org • (713) 208-2611

PROFESSIONAL EXPERIENCE

YES Prep Public Schools, Houston, TX
School Director, May 2009 to present

Successfully manage and oversee the YES Prep West campus as a school director

- 98.5% of students passed the TAKS test in Reading, 100% passed in Math
- 48% of students received a Commended Reading Score; 73% received Commended in Math
- Successfully recruited 145 new students to join our charter school
- Planned and executed parent workshops, exhibition nights, and 6 service programs for the students

YES Prep Public Schools, Houston, TX
Director of Instructional Development, 2004 to 2009

Created a comprehensive development program to train first-year teachers within the YES Prep System

- Conducted a summer induction program for first-year teachers, including speakers, workshops, and independent work
- Designed and led the team of District Instructional Coaches.
- Built strong relationships with the School Directors, the teachers, and the Home Office staff.
- Created, planned, and managed a Beginning Teacher grant worth over \$300,000.

Project GRAD, Houston, TX
Middle School Math Consultant, 2001 to 2004

Implemented support and accountability measures for middle school math teachers within the Houston Independent School District

- Conducted math workshops using manipulatives, collaborative learning, and other research –based techniques
- Designed assessments for 6th- 8th grade students.

YES College Preparatory School, Houston, TX
6th grade math teacher 1999 to 2001

- Designed a rigorous Pre-Algebra I curriculum for seventh grade students focusing on first semester fundamentals.
- Achieved an exemplary passing rate on the state math exams from 1999-2001.

EDUCATION

M.A. Psychology; The Ohio State University, Columbus, OH 1995
Thesis in Primate Learning

B.A. with Honors in Biology; The University of North Carolina, Chapel Hill, NC 1993
Phi Beta Kappa

Additional Professional Experience

- Teach for America Corps member, 1995-1997
- Curriculum Specialist for Teach for America, 2004

Tarriek Du'Chaun Rideaux

Email Address: trideaux@yesprep.org
Home Address: PO BOX 450268. Houston, TX 77245
Home Phone: 281-543-8894

OBJECTIVE:

Educational Leader of all learners with global outlook and motivational entrepreneur of the belief that ALL students are smart and it is up to us as educators to determine HOW they are smart.

ACADEMIC PREPARATION:

Ed.D. in Educational Leadership, Sam Houston State University, (Dec. '10 graduate)

Superintendent Certification (Aug '08 graduate)

M.Ed. in Educational Administration, Sam Houston State University, 2004

Principal Certification, Texas

B.A. in Spanish, Central Michigan University, 1998

Concentration: Latin American Studies

Certificado de Terminar: Universidad Autonoma de Guadalajara

Concentration: Spanish Grammar and Mexican Economics

Languages:

Completely Fluent in Spanish and English
Reading and Oral proficient in French and Portuguese

PROFESSIONAL EXPERIENCE

School Director, YES Prep South, 2009-present
Director of Curriculum and Assessment, YES Prep, 2007-present
Community College Instructor, Houston Community College, 2005-present
MS Assistant Principal, Conroe Independent School District, 2006-2007
MS Principal, Houston Gateway Academy, 2003-2006
HS Spanish Teacher, Aldine Independent School District, 2001-2003
Spanish 101 Teacher, Central Michigan University, 1998

ACCOMPLISHMENTS AS TEACHER

- Increased campus benchmark scores in Spanish I from 44% to 90%
- Delivered district-wide staff development on score cards and action plans
- Received appointment of department chair after first year teaching on campus
- Developed 1st ever Spanish III honors class at Nimitz Ninth grade school
- Taught intro Spanish to college students
- Assist Dr. Edward A. Roberts, PhD on electronic classroom modules between Ecuador, Argentina, Mexico and the United States

ACCOMPLISHMENTS AS ADMINISTRATOR

- Increased campus Low Performing rating to Academically Acceptable in one year
- Developed rigorous curriculum at middle school to include high school credits
- Wrote grant for middle school Spanish AP program implementation
- Managed and maintained campus budget for instruction, supplies, and other needs
- Created innovative master schedule to include reflection time for students
- Developed Scope and Sequence for all core curricular areas of instruction
- Implemented Professional Learning Community Model for Alternative Pathways Math
- Established community partnerships with HGA to assist with campus needs
- Implemented campus wide pull-out tutorial program based on disaggregated data
- Coordinated campus wide testing procedures and staff development
- Designed and implemented district-wide curricular standards expanded from TEKS and National Standards to include college readiness objectives

MEMBERSHIPS, ASSOCIATIONS, AWARDS, PROFESSIONAL PRESENTATIONS:

- H-E-B Rising Star Campus Nominee – Nimitz Ninth Grade School; 2002
- National Association of Secondary School Principals – Individual Member
- Association of Supervision and Curriculum Development – Individual Member
- Outstanding Graduate Student Award (4.0) - Sam Houston State University; 2004
- Community Activist Award – City of Houston; 2006
- Southwest Educational Research Association – Research Presentation; 2006
- National Council of Professors of Educational Administration, Research Presentation; 2006
- Who's Who in American Education – Cambridge Who's Who; 2010

GRANTS RECEIVED

- *Opinions*, 2001 grant for the aid in development for Spanish Textbooks writing in the Texas
- FAME II Cohort, 2004 grant to complete Master's degree at Sam Houston State University

- Spanish Advanced Placement Grant, 2005 grant for Spanish speakers at the middle school level to receive high school and college credit.
- Young Houstonians for Mayor Bill White Campaign, 2005-present

Leadership Framework
Tarrieck D. Rideaux
Public Education Administrator

Philosophy of Education

Education is used for three things. First it is a resource for the child. Children will use education as a means to ascertain all aspirations they will have in life. Second, education is a right that every child born in the United States should have. It is to be used for the betterment of society. Finally, education is used to bring society and all governing institutions together to accomplish the one goal equipping the youth to become life-long learners.

Philosophy of Leadership

Leadership will happen at the highest level of the educational system. The principal has the sole job of overseeing the educational process within the school. His poise, candor, communication, and attitude will carry the principal through his effective reign of leadership and goals of education the children in his school. It must also be acknowledged that as goes the principal's behavior, so goes the school and subsequently the students' performance.

Vision for Learners

Learners are indeed the center of the educational system. It is important that teachers, principals, and superintendents provide the best environment for the learner. This environment should be one that provides support and positive affirmation that the learner is and remains the center.

Vision for Teachers

Each teacher has the responsibility to motivate and encourage the learner to achieve whatever lesson at hand. The teacher provides a positive and thought provoking learning environment and assures that the needs of the learner are being met. Teachers must provide constant praise and reinforcement so that the child continues the pursuit to be a life-long learner.

Vision for the Organization

The organization should be a place that has equal amount of involvement from parents, the community, and government. The teachers and principals are the doers who are in the

trenches and should receive more respect and decisive power pertaining to the educational system. The community and district boards should act as a support system to which provide the assistance to teachers and principals to ensure all of the learner's needs are being met.

Vision for Professional Growth

I believe that the need for continuing education in the form of staff development is not necessary to achieve and maintain competence among teachers. A constant maintenance of content area courses will provide the teacher adequate knowledge to improve and grow in their content area. Other such classes that deal with the continuing growth as an educator are essential and should be required and done on the teacher's own time and efforts and approved by an administrator.

Method of Vision Attainment

The vision will be attained using a collaborative approach. The learner will be at the top. Everyone will involve themselves in portions of the vision. The teachers who teach the learners; the parents, who provide guidance to the learners; the administrators who lead the educational system; finally, the community who provide support channels and resources to attain the vision will be the groups of people involved to attain this vision. Therefore, the leader must combine all the energies of above parties and make the vision happen. In order to achieve this, the leader must think globally at all times and must maintain the fore thought that all decisions are made with the learner first.

STEPHANIE S. JONES
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Houston, Texas 77009

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EMPLOYMENT

YES Prep Public Schools, Houston, Texas **07/08 to Present**

Director of Grants Management. Promoted in April, 2009.

Director of Institutional Giving. Develop new sources of funding for organization, including securing national foundation and state/federal grants. Coordinate crafting of all grant requests; manage all communications with grant-making institutions; and complete all reports and required documentation associated with contributions.

Association for the Advancement of Mexican Americans, Houston, Texas **12/07 to 07/08**

Senior Grant Writer. Worked exclusively to raise funds for the George I. Sanchez Charter School Expansion Project and existing school programs/projects. Wrote proposals to government entities, foundations, and corporations, and completed reports. Assisted with other writing assignments.

Interfaith Ministries for Greater Houston, Houston, Texas **01/07 to 12/07**

Grants Manager. Managed IM's grant writing program. Wrote successful grant proposals to foundations, corporations, religious institutions, and government entities for four programs. Expanded organization's funding base, including applying for first time for Community Development Block Grant. Monitored grants and completed reports. Conducted extensive prospect research. Upon resignation, retained as contract grant writer through February, 2008.

Houston Area Women's Center, Houston, Texas **06/04 to 12/06**

Grant Writer. Promoted in June, 2005. Wrote successful grant proposals to foundations, corporations, and government entities for five different departments. Completed reports. Maintained grant calendar. Conducted prospect research.

Development & Marketing Assistant. Maintained donor database, produced targeted mailing lists and analytical reports, and wrote and edited the agency's bi-annual newsletter, *Catalyst*.

Operation Crossroads Africa, Inc., assigned to Elmina, Ghana **05/03 to 08/03**

Development Project Team Member. Selected for community service team focused on improving the socio-economic status of fishmonger women and their children. Erected an elementary school; taught literacy and numerical calculation; and lead micro-business management training.

Coro Center for Civic Leadership, Pittsburgh, Pennsylvania **05/02 to 08/02**

Community Problem-Solving Fellow. Selected to participate in intensive training in leadership development, group facilitation, teambuilding, negotiation, public speaking, analytical reasoning, and interviewing. Completed field placements at the Urban League of Pittsburgh and the University of Pittsburgh-Institute of Politics.

EDUCATION

Chatham College, Pittsburgh, Pennsylvania **08/00 to 05/04**

B.A., Cum Laude with Honors in Political Science and Women's Studies. Minor in African American Studies.

PROFESSIONAL AFFILIATIONS

Grant Writers' Network of Greater Houston

COMPUTER SKILLS

Daily use of Raiser's Edge and Microsoft software. Web-savvy. Quick to learn new programs.

PROFESSIONAL EXPERIENCE

YES PREP PUBLIC SCHOOLS

Feb-2008–Present

Controller

- ◆ Supervision of Daily Accounting Activities
- ◆ Responsible for generating Monthly Close and Board Reports to be reviewed by CFO
- ◆ Primary contact for Annual Financial Audit to be reviewed by CFO
- ◆ Responsible Grant Audits it relates to Financial Matters with review of CFO
- ◆ Responsible for Monthly Expenditure Draw Downs for all Governmental and State Grants.
- ◆ Works very closely with PEIMS Manager to Generate Fall and Mid Submission.
- ◆ Administrator for APTA Fund Software
- ◆ Review of all Balance Sheet Reconciliations
- ◆ Work in Conjunction with CFO to Produce Annual Budgets
- ◆ Gathering / Preliminary Review of Budgetary Information from School Directors and Department Heads
- ◆ Primary contact for Monthly Financials for both Department Heads and School Directors
- ◆ Assist CFO with Specialty Reports

VERICENTER, INC

Dec-2005 –Oct-2007

Sr. Accountant

- ◆ Reconciliation of all Bank Accounts, A/R Trade, A/P Trade, Prepaid Accounts, Deposits Accounts, Accrual Accounts, Deferred Revenue, Notes Payable, Payroll, Accrued Rent, and Capital Leases.
- ◆ Worked with Assistant Controller and Controller on Monthly Close
- ◆ Review of Operating and Capital Leases
- ◆ Setup of Operating Leases and Capital Leases Amortization’s in Accordance with GAAP.
- ◆ Setup of All Recurring Journal Entries.
- ◆ Acting Liaison for Payroll with Regards to Tax Related Issues, Manual Checks, 941 Returns, Benefits to be Recognized on W-2’s, etc.
- ◆ Filling of Sales Tax for both Texas and Minnesota.
- ◆ Supervision of Apsite Division with Regards to the Accounting Function
- ◆ Strong Workable Knowledge of Navision with regards to A/P, A/R, General Ledger, and Fixed Assets
- ◆ Assist Asst. Controller and Controller with Specialty Reports

FLOW PRODUCTS, INC. (A PCC Company)

Aug-2002- May 2005

SULZER PUMPS OF HOUSTON, INC.

AP/AR Supervisor

- ◆ Supervision of High Volume Accounts Receivable and Accounts Payable
- ◆ Implementation and maintenance Sarbanes Oxley Controls for Both Billing and Accounts Payable.
- ◆ Reconciliation of Accrued A/R, AR Trade, AP Trade, Accrued A/P, and System Auto Receipts Accrual
- ◆ Review and audit Revenue to ensure recognition is in accordance with INCO Terms Fiscal closing of A/P, A/R, and Receiving.
- ◆ Confirmation of Intercompany with Corporate and China Offices.
- ◆ Worked with VP of Finance, PCC Finance Division Manager, and Purchasing in implementing a more accurate Purchasing/ Receiving Process.
- ◆ Strong Workable knowledge of Oracle 11i with regards to A/P, Purchasing, A/R, and General Ledger.
- ◆ Involved in Various Cost Reduction Analysis’s of VP of Finance and PCC Finance Division Manager
- ◆ Assist VP of Finance and PCC Finance Division Manager in Specialty Projects and Reports

HENDEE ENTERPRISES, INC.

Aug 2000-Oct 2001

Accounting Manager

OPERATIONS

- ◆ Supervision of Both Accounts Receivable and Accounts Payable
- ◆ Responsible for Review of all Cost Accounting
- ◆ Assisted Implementation of Automated Posting of all Manufacturing and Purchasing
- ◆ Oversaw all Construction Contracts
- ◆ Implemented Auto Numbering of P.O.’s , A/R, and A/P
- ◆ Implemented Auto Receipts Accrual
- ◆ Reconciliation of All Balance Sheet Accounts
- ◆ Responsible for Producing Monthly, Quarterly, And Annual Reports for Management
- ◆ Maintain General Ledger
- ◆ Assist VP of Finance on Specialty Projects and Reports
- ◆ Maintained All Subsidiary Schedules

BREDERO PRICE CO.
Asst. Accounting Manager

Sep 1998-Aug 2000

OPERATIONS

- ◆ Reconciliation of All Balance Sheet Accounts
- ◆ Review of All Payroll Entries and Payroll Related Reports
- ◆ Responsible for Producing Monthly, Quarterly, And Annual Reports for Management
- ◆ Confirmation of Intercompany London , Canada and Mexico Offices
- ◆ Oversee Complete Process with Regards to Authorizations for Expenditures
- ◆ Working Directly with MIS Manager on Setting Up Item Numbers and Updating Manufacturing Standards in Varnet System
- ◆ Assisted VP of Finance on Specialty Projects and Reports
- ◆ Maintain Fixed Asset System with Regards to Both Tax and Internal Methods
- ◆ Maintain General Ledger
- ◆ Acting Liaison with Tax Consultants

SPECIALTY REPORTS

- ◆ All Annual Tax Schedules
- ◆ Work in Conjunction With VP of Finance to Produce Annual Budgets and Extensive Quarterly Projections

**AMERICAN AERO CRANES, LLC/
WEATHERFORD ENTERRA**
Accounting Manager/ Asst. Controller

Jul 1996-Sep 1998

OPERATIONS

- ◆ Supervision of High Volume Accounts Payable Department-Approximately 3,500 Invoices a Month
- ◆ Oversee all Coding, Matching, Authorization, and Payment of Invoices
- ◆ Reconciliation of All Liability, Fixed Assets, Bank Accounts, and Prepaids
- ◆ Analysis of Fixed Asset Systems
- ◆ Confirmation of Intercompany with Corporate, Nigeria, Singapore and Malaysia Offices.
- ◆ Oversee Reconciliations of Payroll, Corporate Credit Cards, and Accounts Receivable
- ◆ Responsible for Producing Monthly, Quarterly, and Annual Financials For Management
- ◆ Assisted Controller on Specialty Projects and Reports
- ◆ Produce All Financial Reports With Regards to Licensing Requirements
- ◆ Working Directly With Controller on the Implementation of Accounts Payable, General Ledger, Payroll, and Accounts Receivable Software

SPECIALTY REPORTS

- ◆ Sales and Use Tax Filing
- ◆ Foreign Tax Credit Report
- ◆ All Annual Tax Schedules
- ◆ Nigerian Value Added Tax Report
- ◆ Booking of Revenue and Expenses With Regards to Foreign Operations
- ◆ Extensive Spreadsheet Analysis on Foreign Operations

STAR OF HOPE MISSION
Sr. Accountant/ Acting Director of Finance

Jan 1995-Jul 1996

OPERATIONS

- ◆ Managing of Daily Financial Activities
- ◆ Supervision of Payroll and Accounts Payable
- ◆ Analysis of Monthly Reports to Board of Directors
- ◆ Analysis of Daily and Monthly Cash Flow
- ◆ Extensive Spreadsheet Analysis for Management, Various Foundations, and Government Agencies
- ◆ Communications with Various Foundations, Government Agencies, and Management
- ◆ Review of Monthly and Quarterly Reconciliations
- ◆

SPECIALTY REPORTS

- ◆ Coordinating Efforts for United Way Allocation Reports
- ◆ United Way 1996,1997, and 1998 Budgeting and Allocation
- ◆ Monthly Internal HUD Reports
- ◆ Annual HUD Grant Reports
- ◆ 990 Nonprofit Informational Return

STAR OF HOPE MISSION
Safety Coordinator

May 1993-Dec 1994

EDUCATION

University of Houston Downtown

Bachelor of Business Administration, December 1995

Major: Accounting

GPA: 3.10

COMPUTER SKILLS

Spreadsheets: Advanced Excel Skills

Accounting Systems: Blackbaud, Datapoint, MAS90, Varnet, Global Shop, Oracle 11i, FAS Fixed Assets, Navision , and APTA Fund

Project Narrative

Section 2 - Other Attachments: Letters of Support

Attachment 1:

Title: **Section 2 - Letters of Support** Pages: **5** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 2 Letters of Support\Section 2 - Letters of Support.pdf**

SECTION 2 – OTHER ATTACHMENTS: LETTERS OF SUPPORT

YES Prep Public Schools (YES Prep) has attached Letters of Support from the following individuals:

1. Kevin Hall

CEO and President

The Charter School Growth Fund

350 Interlocken Boulevard, Suite 390

Broomfield, Colorado 80021

2. Dianne Morse Houghton

Chief Community Resources Officer

New Leaders for New Schools

National and New York Program Office

30 W. 26th Street, Second Floor

New York, New York 10010



July 1, 2010

Mr. Arne Duncan
Secretary of Education
Office of the Secretary
U.S. Department of Education
400 Maryland Avenue, SW
Washington, D.C. 20202

Dear Secretary Duncan:

I am writing to support YES Prep's proposal for Charter Schools Program (CSP) – Replication and Expansion of High-Quality Charter Schools funding. As President and CEO of The Charter School Growth Fund ("CSGF"), I can attest to the outstanding academic program YES Prep operates on behalf of underserved students in the Houston area.

YES Prep was accepted into the CSGF portfolio in 2005. CSGF is a non-profit venture capital fund that was founded by national philanthropists in 2005 to transform K-12 education by investing in innovative public school models that work for underserved students. CSGF's mission is to invest philanthropic venture capital in the nation's highest performing charter school operators to dramatically expand their impact on low income and minority students. CSGF provides financing, business planning support, coaching and other non-monetary resources that its portfolio members require to build networks of high-performing schools. CSGF invests in CMOs that deliver outstanding academic results with students; that can scale to serve thousands of students quickly; and that are capable of achieving sustainability on public revenues. Over the past five years, a forward-looking group of respected national foundations contributed \$86M to CSGF's first fund, which is invested in over 20 non-profit charter school operators that will serve approximately 105,000 additional students by 2015.

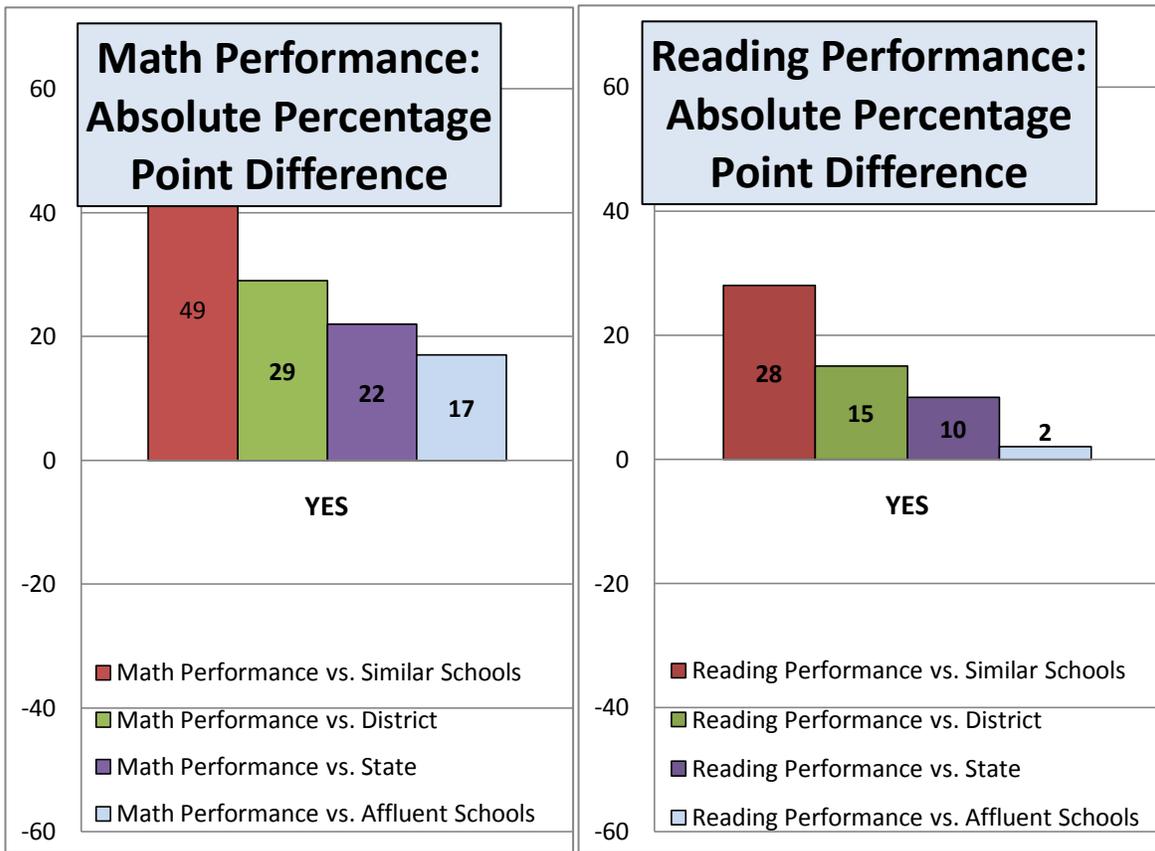
YES Prep was selected as one of 24 members of CSGF's portfolio from nearly 350 applicants. YES Prep was selected through a rigorous evaluation process that entailed an extensive review of standardized state assessment and national norm-reference test data; detailed due diligence around the organization's leadership capacity; and a careful analysis of the organization's business plan. Based on our survey of applicants, YES Prep is among the highest performing school operators in the nation, measured in terms of 1) academic achievement and 2) scalability. A summary of YES Prep's most recent data follows:



Academic Achievement

The following charts illustrate the performance of YES Prep versus four comparison groups in ascending order of difficulty:

- (1) *Similar students*, shown in the red bars, displays the results of YES Prep versus a hypothetical school with similar demographic generated through a regression model developed by CSGF¹.
- (2) *District average*, shown in the green bars, displays the results of YES Prep versus schools in the local school district. It is important to note that YES Prep serves a population that is 78% FRL and 99% minority; the district serves a population that is 78% FRL and 89% minority.
- (3) *State average*, shown in blue bars, displays the results of YES Prep versus schools across the state. As noted above, YES Prep serves a population that is 78% FRL and 99% minority; the state serves a population that is 48% FRL and 62% minority.
- (4) *Affluent students*, shown in the light blue bars, displays the results of YES Prep versus the performance of a hypothetical school with no FRL or minority students generated through a regression model developed by CSGF¹. There are very few schools in the country serving a high percentage of low income and minority students that have completely closed this achievement gap.



¹ CSGF developed a regression model for predicting state test performance based on demographics through a regression analysis of over 3,000 schools across the U.S. The regression analysis found a significantly high correlation of test performance based on the percentage of minority and low income students. Through this analysis and a state test alignment study, CSGF can compare portfolio member state test performance to hypothetical schools with specific demographics and compare results across organizations from different states.



As these charts show, YES Prep is enabling its students to outperform similar peers and the surrounding district by impressive margins in both mathematics and reading. In addition, YES Prep has made major strides towards closing the achievement gap with students in the surrounding state and affluent students. This is an extremely uncommon level of performance in public schools serving predominantly low-income students in the US.

Growth and Scalability

The following chart validates YES Prep’s ability to scale quickly to meet the needs of underserved students in the community while sustaining impressive academic outcomes:

Organization Facts			Actual Enrollment				Compounded Annual Growth			
Portfolio Member	Year Founded	Portfolio Entry Year	Enrollment at Time of Portfolio Entry	2006 - 2007	2007 - 2008	2008 - 2009	2009 - 2010	1 Year: 2008-09 to 2009-10	3 Year: 2006-07 to 2009-10	Since Portfolio Entry
YES	1995	2005	877	1,453	1,961	2,573	3,386	32%	33%	31%

In 2005, CSGF made a commitment of \$8.25 million to help YES Prep develop its capacity to expand and serve more students. Based on the data presented above, the Charter School Growth Fund endorses YES Prep as a strong candidate for CSP funding. We believe that at scale, YES Prep has the potential to catalyze transformative change in K-12 education in Houston and be a vanguard for demonstrating what is possible in K-12 education in our country.

Sincerely,

Kevin Hall
 CEO and President
 The Charter School Growth Fund

New Leaders *for* New Schools

July 01, 2010

Christopher Barbic, Founder and CEO
YES Prep Public Schools
6201 Bonhomme, Suite 168N
Houston, TX 77036

Dear Mr. Barbic,

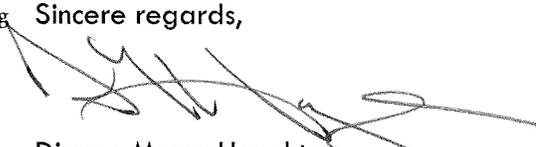
At New Leaders for New Schools, we are proud to call YES Prep Public Schools our partner in the education reform movement. Specifically, YES Prep has been a partner in the EPIC National Charter Schools Consortium, an initiative created to learn from high-gain schools, since 2008. For the past two years, a YES Prep school was selected from a nationwide pool of nearly 200 competitive charter schools as one of the highest-gain charter schools within the pool.

YES Prep has worked hard to perfect the formula for creating successful schools and is a leader among charter schools. In addition to winning the EPIC award for two consecutive years, YES Prep has willingly shared effective practices that led to their successes with EPIC and New Leaders for New Schools. This admirable commitment to sharing what works in their schools impacts a larger network of schools, including both charter public schools and traditional public schools, serving high need populations nationwide.

Please accept this letter of support for the grant funded by the U.S. Department of Education under the Charter Schools Program Grant for Replication and Expansion of High-Quality Charter Schools. We are tremendously excited about the work YES Prep Public Schools does in Houston. Moreover, we firmly believe the evidence YES Prep schools provide inspires other schools and CMOs nationwide that it is possible to close the achievement gap.

We very much support the growth of the YES Prep CMO and its mission to give all students the education they deserve.

Sincere regards,



Dianne Morse Houghton
Chief Community Resources Officer

National and New York
Program Office
30 W. 26th Street
Second Floor
New York, NY 10010
Tel: (646) 792-1070
Fax: (646) 792-1071
www.nlms.org

Project Narrative

Section 3 - Other Attachments: Proof of Non-Profit Status, or not for-profit status

Attachment 1:

Title: **Proof of Non-Profit Status** Pages: **2** Uploaded File: **H:\Data\Development\Development Office\4. Reports and Correspondence\Financial Documents\Tax Forms\Proof of Non Profit Status.pdf**

Internal Revenue Service**Department of the Treasury**

P. O. Box 2508
Cincinnati, OH 45201

Date: January 7, 2002

Person to Contact:

Ms. Benson #31-07273
Customer Service Representative

Toll Free Telephone Number:

8:00 a.m. to 6:30 p.m. EST

877-829-5500

Fax Number:

513-263-3756

Federal Identification Number:

76-0563835

Project YES, Inc.
C/O Christopher Barbic
353 Crenshaw Rd.
Houston, TX 77034

Dear Sir:

This is in response to your telephone request for affirmation of your organization's exempt status.

In October 1998, we issued a letter that recognized your organization as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information submitted with the application, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(ii). That classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's purposes, character, method of operations, or sources of support have changed, please let us know so we can consider the effect of the change on the organization's exempt status and foundation status.

Revenue Procedure 75-50, published in Cumulative Bulletin 1975-2 on page 587, sets forth guidelines and record keeping requirements for determining whether private schools have racially nondiscriminatory policies as to students. Your organization must comply with this revenue procedure to maintain its tax-exempt status.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, they are not automatically exempt from other federal excise taxes.

-2-

Project YES, Inc.
76-0563835

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its 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.

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

The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



John E. Ricketts, Director, TE/GE
Customer Account Services

Project Narrative

Section 4 - Other Attachments: Schools Operated by Applicant

Attachment 1:

Title: **Section 4 - Schools Operated by Applicant** Pages: **21** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 4 Schools\Section 4 - Schools Operated by Applicant.pdf**

SECTION 4 – OTHER ATTACHMENTS: SCHOOLS OPERATED BY APPLICANT

District Number issued by the state of Texas: 101-845

YES Prep Public Schools (YES Prep) is a charter management organization (CMO); it holds one charter and operates multiple schools under that charter. YES Prep has attached its charter and charter renewal. The chart below provides a list of current YES Prep schools and includes: year founded, number of students served, grades served, names of leadership staff, number of teachers and support staff, addresses, and campus numbers, which were issued by the state. Also, YES Prep has attached documentation from the Harris County Appraisal District confirming ownership of each school site (the “Land Area” does not reflect current square footage).

SCHOOL PROFILE	PHYSICAL LOCATION	CAMPUS NUMBER
<p>YES Prep Southeast</p> <p>Founded in 1998</p> <p>Serves 762 students in Grades 6-12</p> <p>Philip Wright, <i>School Director</i></p> <p>Alexandra Arroyo, <i>Dean of Instruction</i></p> <p>Natalie Hernandez, <i>Dean of Instruction</i></p> <p>Delvin Stern, <i>Operations Manager</i></p> <p>61 teachers and support staff</p>	<p>353 Crenshaw Road</p> <p>Houston, Texas 77034</p> <p>(713) 967-9400</p> <p>(713) 910-2350 Fax</p>	<p>101-845-001</p>
<p>YES Prep North Central</p> <p>Founded in 2003</p> <p>Serves 744 students in Grades 6-12</p> <p>Mark DiBella, <i>School Director</i></p>	<p>13703 Aldine-Westfield</p> <p>Houston, Texas 77039</p> <p>(713) 967-8800</p> <p>(281) 227-2090 Fax</p>	<p>101-845-101</p>

<p>Bryan Reed, <i>High School Principal</i></p> <p>Holly Wright, <i>Middle School Principal</i></p> <p>Michelle LaFlure, <i>Dean of Instruction</i></p> <p>Erin Wheat, <i>Dean of Curriculum</i></p> <p>Michael Olson, <i>Operations Manager</i></p> <p>56 teachers and support staff</p>		
<p>YES Prep Southwest</p> <p>Founded in 2004</p> <p>Serves 574 students in Grades 6-11</p> <p>Christopher Claflin, <i>School Director</i></p> <p>Kari Thomas, <i>Assistant School Director</i></p> <p>Melanie Singleton, <i>High School Dean of Students</i></p> <p>Eric Newcomer, <i>Middle School Dean of Students</i></p> <p>Dana Codrington, <i>Dean of Instruction</i></p> <p>Cara Eng, <i>Operations Manager</i></p> <p>45 teachers and support staff</p>	<p>4411 Anderson Road</p> <p>Houston, Texas 77053</p> <p>(713) 967-9200</p> <p>(713) 413-0003 Fax</p>	<p>101-845-002</p>
<p>YES Prep East End</p> <p>Founded in 2006</p> <p>Serves 564 students in Grades 6-10</p> <p>Luz Navarro, <i>School Director</i></p> <p>Leah Granacki, <i>High School Principal</i></p> <p>Victor Cota, <i>Middle School Principal</i></p> <p>Cherise Ortiz, <i>Dean of Instruction</i></p>	<p>8329 Lawndale Street</p> <p>Houston, Texas 77012</p> <p>(713) 967-7800</p>	<p>101-845-003</p>

<p>Krylyn Chatten, <i>Dean of Instruction</i></p> <p>Carlos Anguiano, <i>Operations Manager</i></p> <p>46 teachers and support staff</p>		
<p>YES Prep Gulfton</p> <p>Founded in 2007</p> <p>Serves 395 students in Grades 6-8</p> <p>Jake Schmitz, <i>School Director</i></p> <p>Matt Neal, <i>Dean of Instruction</i></p> <p>Mark McDermott, <i>Operations Manager</i></p> <p>33 teachers and support staff</p>	<p>6565 De Moss</p> <p>Houston, Texas 77074</p> <p>(713) 967-9800</p> <p>(713) 774-1808 Fax</p>	<p>101-845-004</p>
<p>YES Prep West</p> <p>Founded in 2009</p> <p>Serves 118 students in Grade 6</p> <p>Ellen Winstead, <i>School Director</i></p> <p>Jennifer Reiser, <i>Dean of Students</i></p> <p>Paul Hughes, <i>Operations Manager</i></p> <p>11 teachers and support staff</p>	<p>6565 De Moss</p> <p>Houston, Texas 77074</p> <p>(713) 967-9800</p> <p>(713) 773-3195 Fax</p>	<p>101-845-005</p>
<p>YES Prep South</p> <p>Founded in 2009</p> <p>Serves 141 students in Grade 6</p> <p>Tarriek Rideaux, <i>School Director</i></p> <p>Paul Hughes, <i>Operations Manager</i></p> <p>10 teachers and support staff</p>	<p>6565 De Moss</p> <p>Houston, Texas 77074</p> <p>(713) 967-9800</p> <p>(713) 773-3195 Fax</p>	<p>101-845-006</p>



TEXAS EDUCATION AGENCY

1701 North Congress Ave. ★ Austin, Texas 78701-1494 ★ 512/463-9734 ★ FAX: 512/463-9838 ★ <http://www.tea.state.tx.us>

Charter Renewal

November 27, 2007

Stewart Cureton, Chair
Project YES, Inc.
353 Crenshaw Rd
Houston, TX 77034

Re: Charter Renewal for YES Preparatory Public Schools (CDN 101845)

Dear Stewart Cureton:

I am pleased to inform you that the charter renewal is approved for YES Preparatory Public Schools with a contract ending date of July 31, 2015. After renewal, the charter contract shall consist of the following:

- the representations and assurances made by the charter holder in the original request for application under the standard application system;
- the original contract for charter, as signed by the charter holder and the State Board of Education;
- any condition, amendment, modification, revision, or other change to the charter approved by the State Board of Education or the commissioner of education;
- the final renewal application, on file with the Division of Charter Schools, including any revisions required by the agency and any amendments to the charter made through the renewal application; and
- all statements, assurances, commitments and representations made by the charter holder in its application for charter renewal and its attachments or related documents, to the extent that these documents are consistent with those listed above.

Note that this contract is contingent upon legislative authorization and that the contract and the funding under state and federal law may be modified or even terminated by future legislative act. Furthermore, state and federal laws and rules may periodically be adopted, amended, or repealed and all such changes applicable to the charter holder or its charter school(s) may modify this contract, as of the effective date provided in the law or rule. Nothing in this contract shall be construed to entitle the charter holder to any privilege or benefit, including any funding, but in accordance with state and federal laws in effect and as they may in the future be amended. A contract term that conflicts with any state or federal law or rule is superseded by the law or rule to the extent that the law or rule conflicts with the contract term.

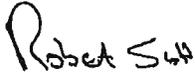
Stewart Cureton, Chair
Project YES, Inc.
Page 2

To acknowledge acceptance of this renewed contract, the chair of the charter holder board must sign below and return the entire original document to:

Texas Education Agency
Division of Charter Schools
William B. Travis Building, Room 5-107
1701 North Congress Avenue
Austin, Texas 78701-1494

The charter holder should keep a copy of the document for its files. Please contact the Division of Charter Schools at (512) 463-9575 with any questions.

Sincerely,



Robert Scott
Commissioner of Education

cc: Christopher Barbic, Superintendent

rs

I the undersigned hereby certify that the governing body of the charter holder has accepted and agreed to the charter renewal agreement for YES Preparatory Public Schools as outlined in the foregoing letter and has authorized me to sign below.

Agreed and Accepted:



Stewart Cureton
Chair, Project YES, Inc.

2/7/08
Date

CONTRACT FOR CHARTER

This contract is executed the 21st day of June 2000 between the Texas State Board of Education (the "Board") and YES College Preparatory School ("Charterholder") for an open-enrollment charter to operate a Texas public school to be known as YES College Preparatory School.

General

1. **Definitions.** As used in this contract:
"Charter" means the open-enrollment charter, as provided by Subchapter D, Chapter 12, Texas Education Code (TEC), granted by this contract.

"Charterholder" means the sponsoring entity identified in the charter application.

"Charter school" means the open-enrollment charter school. Charterholder agrees to operate as provided in this contract. The charter school is a Texas public school.

"Agency" means the Texas Education Agency.
2. **The Charter.** This contract grants to Charterholder an open-enrollment charter under Subchapter D, Chapter 12, TEC. The terms of the charter include: (a) this contract; (b) applicable law; (c) Request for Application #701-00-006; (d) any condition, amendment, modification, revision or other change to the charter adopted or ratified by the Board; (e) all statements, assurances, commitments and representations made by Charterholder in its application for charter, attachments or related documents, to the extent consistent with (a) through (d); and (f) assurance by Charterholder, evidenced by execution of this contract, that no false information was submitted to the Agency or the Board by Charterholder, its agents or employees in support of its application for charter.
3. **Authority Granted by Charter.** The charter authorizes Charterholder to operate a charter school subject to the terms of the charter. Action inconsistant with the terms of the charter shall constitute a material violation of the charter.
4. **Alienation of Charter.** The charter may not be assigned, encumbered, pledged or in any way alienated for the benefit of creditors or otherwise. Charterholder may not delegate, assign, subcontract or otherwise alienate any of its rights or responsibilities under the charter. Any attempt to do so shall be null and void and of no force or effect; provided, however, that Charterholder may contract at fair market value for services necessary to carry out policies adopted by Charterholder or the governing body of the charter school. Charterholder may not engage or modify the

terms of the engagement of a private management company without approval by the Board in accordance with Paragraph 7 of this contract.

5. Term of Charter. The charter shall be in effect from June 21, 2000 through June 20, 2005, unless renewed or terminated.
6. Renewal of Charter. On timely application by Charterholder in a manner prescribed by the Board, the charter may be renewed for an additional period determined by the Board. The charter may be renewed only by written amendment approved by vote of the Board and properly executed by its chair.
7. Revision by Agreement. The terms of the charter may be revised with the consent of Charterholder by written amendment approved by vote of the Board. For purposes of this paragraph, the terms of the charter include, among other provisions, specifications concerning the school's governance structure, characteristics of the educational program to be offered, and the location, type and number of facilities at which the school will operate. The commissioner of education ("the commissioner") may revise the charter on a provisional basis during an interim between Board meetings; however, such action shall expire unless ratified by the Board at its next regular meeting. Nothing in this paragraph limits the authority of the Board or the commissioner to act in accordance with other provisions of this contract.

Students

8. Open Enrollment. Admission and enrollment of students shall be open to any person who resides within the geographic boundaries stated in the charter and who is eligible for admission based on lawful criteria identified in the charter. Total enrollment shall not exceed _____ students. The charter school's admission policy shall prohibit discrimination on the basis of sex, national origin, ethnicity, religion, disability, academic or athletic ability, or the district the student would otherwise attend. Students who reside outside the geographic boundaries stated in the charter shall not be admitted to the charter school until all eligible applicants who reside within the boundaries have been enrolled.
9. Public Education Grant Students. Charterholder shall adopt an express policy providing for the admission of, and shall admit under such policy, students eligible for a public education grant, including those students who reside outside the geographic area identified in the charter application, under Subchapter G, Chapter 29, TEC.
10. Non-discrimination. The educational program of the charter school shall be nonsectarian, and shall not discriminate against any student or employee on the basis of race, creed, sex, national origin, religion, disability or need for special education services.
11. Children with Disabilities. The charter school is a "local educational agency" as defined by federal law. Charterholder must comply with the Individuals with Disabilities Education Act (IDEA), 20 U.S.C. §1401, et seq., and implementing regulations; Section 504 of the Rehabilitation Act

of 1973 ("Section 504"), 29 U.S.C. §794, and implementing regulations; Title II of the Americans with Disabilities Act, 42 U.S.C. §12131-12165, and implementing regulations; Chapter 29, TEC, and implementing rules; and the many court cases applying these laws. For example:

- (a) Child Find. Charterholder must adopt and implement policies and practices that affirmatively seek out, identify, locate, and evaluate children with disabilities enrolled in the charter school or contacting the charter school regarding enrollment, and must develop and implement a practical method to determine which children with disabilities are currently receiving needed special education and related services. For each eligible child, Charterholder must develop and offer an individualized education plan appropriate to the needs of that student.
- (b) Free Appropriate Public Education. Charterholder must provide a free appropriate public education to all children with disabilities otherwise eligible to enroll in the charter school. If the program, staff or facilities of the charter school are not capable of meeting the needs of a particular child, Charterholder must implement changes necessary to accommodate the child at the charter school. If reasonable accommodations would be insufficient to enable the child to benefit from the charter school's program, Charterholder must, at its own expense, place the child at an appropriate school.
- (c) Services to Expelled Students. Charterholder must continue to provide a free appropriate public education to a child with disabilities even after expelling or suspending the child for valid disciplinary reasons. This obligation to serve the child continues until the end of the school year.
- (d) Monitoring. The charter school's implementation of the laws governing education of children with disabilities will be monitored for compliance by the United States Department of Education, Office of Special Education Programs; the United States Department of Education, Office of Civil Rights; the Texas Education Agency; and others. This monitoring activity includes responding to complaints, random on-site inspections and other investigations by the enforcing agencies, and will result in corrective actions imposed on Charterholder by these agencies for all discrepancies found.
- (e) Due Process Hearings. The charter school's implementation of the laws governing education of children with disabilities will, in addition, be subject to court supervision via litigation against Charterholder brought by individuals affected by the actions of the charter school. The cost of this litigation can be substantial.

Notice: These are only a few of the charter school's legal responsibilities in this area, included here for illustrative purposes only.

- 12. Student Performance and Accountability. Charterholder shall satisfy Subchapters B, C, D, and G of Chapter 39 of the TEC, and related Agency rules, as well as the student performance accountability criteria stated in its application for charter. Charterholder shall annually provide in a manner and form defined by the commissioner a written evaluation of

the charter school's compliance with the statements, assurances, commitments and representations made by Charterholder in its application for a charter, attachments, and related documents.

13. Criminal History. Charterholder shall take prompt and appropriate measures if Charterholder or the charter school, or any of their employees or agents, obtains information that an employee or volunteer of the charter school or an employee, officer, or board member of a management company contracting with the charter school has a reported criminal history that bears directly on the duties and responsibilities of the employee, volunteer, or management company at the school. Charterholder further represents that the Board and the Agency shall be notified immediately of such information and the measures taken.
14. Reporting Child Abuse or Neglect. Charterholder shall adopt and disseminate to all charter school staff and volunteers a policy governing child abuse reports required by Chapter 261, Texas Family Code. The policy shall require that employees, volunteers or agents of Charterholder or the charter school report child abuse or neglect directly to an appropriate entity listed in Chapter 261, Texas Family Code.
15. Notice to District. Charterholder shall 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.
16. School Year. Charterholder shall adopt a school year with fixed beginning and ending dates.

Financial Management

17. Fiscal Year. Charterholder shall adopt a fiscal year beginning September 1 and ending August 31.
18. Financial Accounting. Unless otherwise notified by the Agency, Charterholder shall comply fully with generally accepted accounting principles ("GAAP") and the Financial Accountability System Resource Guide, Bulletin 679 or its successor ("Bulletin 679") published by the Agency in the management and operation of the charter school.
19. Federal Requirements. Failure to comply with Internal Revenue Service withholding regulations shall constitute a material violation of the charter.
20. Workers' Compensation. Charterholder shall extend workers' compensation benefits to charter school employees by (1) becoming a self-insurer; (2) providing insurance under a workers' compensation insurance policy; or (3) entering into an agreement with other entities providing for self-insurance.
21. Annual Audit. Charterholder shall at its own expense have the financial and programmatic operations of the charter school audited annually by a certified public accountant holding a permit from the Texas State Board of Public Accountancy. Charterholder shall file a copy of the annual audit report, approved by Charterholder, with the Agency not later than the

120th day after the end of the fiscal year for which the audit was made. The audit must comply with Generally Accepted Auditing Standards and must include an audit of the accuracy of the fiscal information provided by the charter school through PEIMS. Financial statements in the audit must comply with Government Auditing Standards and the Office of Management and Budget Circular 133.

22. Attendance Accounting. To the extent required by the commissioner, Charterholder shall comply with the "Student Attendance Accounting Handbook" published by the Agency; provided, however, that Charterholder shall report attendance data to the Agency at six-week intervals or as directed by the Agency.
23. Foundation School Program. Distribution of funds to the charter school under Section 12.106, TEC, is contingent upon Charterholder's compliance with the terms of the charter. Charterholder is ineligible to receive Foundation School Program funds prior to execution of this contract by the Board. Within 30 days of receiving notice of overallocation and request for refund under Section 42.258, TEC, Charterholder shall transmit to the Agency an amount equal to the requested refund. If Charterholder fails to make the requested refund, the Agency may recover the overallocation by any means permitted by law, including but not limited to the process set forth in Section 42.258, TEC.
24. Tuition and Fees. Charterholder shall not charge tuition and shall not charge a fee except that it may charge a fee listed in Subsection 11.158(a), TEC.
25. Assets of Charter. Charterholder shall not apply, hold, credit, transfer or otherwise make use of funds, assets or resources of the charter school for any purpose other than operation of the charter school described in the charter.
26. Indebtedness of Charter. Charterholder shall not incur a debt, secure an obligation, extend credit, or otherwise make use of the credit or assets of the charter school for any purpose other than operation of the charter school described in the charter.
27. Interested Transactions. All financial transactions between the charter school and (a) Charterholder; (b) an officer, director, or employee of Charterholder or of the charter school; or (c) a person or entity having partial or complete control over Charterholder or the charter school shall be separately and clearly reflected in the accounting, auditing, budgeting, reporting, and record keeping systems of the charter school. Charterholder shall not transfer any asset of the charter or incur any debt except in return for goods or services provided for the benefit of the charter school at fair market value.
28. Non-Charter Activities. Charterholder shall keep separate and distinct accounting, auditing, budgeting, reporting, and record keeping systems for the management and operation of the charter school. Any business activities of Charterholder not directly related to the management and operation of the charter school shall be kept in separate and distinct

accounting, auditing, budgeting, reporting, and record keeping systems from those reflecting activities under the charter. Any commingling of charter and non-charter business in these systems shall be a material violation of the charter.

Governance and Operations

29. Non-Profit Status. Charterholder shall take and refrain from all acts necessary to be and remain in good standing as an organization exempt from taxation under Section 501(c)(3), Internal Revenue Code. If Charterholder is incorporated, it shall in addition comply with all applicable laws governing its corporate status. Failure to comply with this paragraph is a material violation of the charter, and the Board may act on the violation even if the Internal Revenue Service, Secretary of State, or other body with jurisdiction has failed to act.
30. Records Retention and Management. Charterholder shall implement a records management system that conforms to the system required of school districts under the Local Government Records Act, Section 201.001, et seq., Local Government Code, and rules adopted thereunder; provided, however, that records subject to audit shall be retained and available for audit for a period of not less than five (5) years from the latter of the date of termination or renewal of the charter.
31. PEIMS Reporting. Charterholder shall report timely and accurate information to the Public Education Information Management System (PEIMS), as required by the commissioner.
32. Conflict of Interest. Charterholder shall comply with any applicable prohibition, restriction or requirement relating to conflicts of interest. If an *officer or board member of Charterholder or of the charter school* has a substantial interest, within the meaning of Chapter 171, Local Government Code, in a transaction, such interest shall be disclosed in public session at a duly called meeting of the governing body prior to any action on the transaction.
33. Disclosure of Campaign Contributions. Charterholder shall adopt policies that will ensure compliance with the disclosure requirements of State Board of Education Operating Rule 4.3 or its successor.
34. Indemnification. Charterholder shall hold the Board and Agency harmless from and shall indemnify the Board and Agency against any and all claims, demands, and causes of action of whatever kind or nature asserted by any third party and occurring or in any way incident to, arising out of, or in connection with wrongful acts of Charterholder, its agents, employees, and subcontractors.
35. Failure to Operate. Charterholder shall operate the charter school for the full school term as described in the charter application in each year of the charter contract. Charterholder may not suspend operation for longer than 21 days without a revision to its charter, adopted by the Board, stating that the charter school is dormant and setting forth the date on which operations shall resume and any applicable conditions.

Charterholder may not suspend operation of the school for a period of more than three days without mailing written notice to the parent or guardian of each student and to the Agency at least 14 days in advance of the suspension. Suspension of operations in violation of this paragraph shall constitute abandonment of this contract and of the charter.

- 36. Charter School Facility. Charterholder shall have and maintain throughout the term of the charter a lease agreement, title or other legal instrument granting to Charterholder the right to occupy and use one or more facilities suitable for use as the charter school facilities described by the charter. During any period of dormancy granted by the Board, this requirement may be waived by the Board. Facilities occupied and used as charter school facilities shall comply with all applicable laws, including, but not limited to, the Texas Architectural Barriers Act, Article 9102, Vernon's Texas Civil Statutes.

Enforcement

- 37. Agency Investigations. The commissioner may in his sound discretion direct the Agency to conduct investigations of the charter school to determine compliance with the terms of the charter or as authorized in the Texas Education Code or other law. Charterholder, its employees and agents shall fully cooperate with such investigations. Failure to timely comply with reasonable requests for access to sites, personnel, documents or things is a material violation of the charter.
- 38. Commissioner Authority. The commissioner in his sole discretion may take any action authorized by Section 39.131, TEC , Chapter 29, TEC, or Chapter 42, TEC relating to the charter school. Such action is not "adverse action" as used in this contract. Charterholder, its employees and agents shall fully cooperate with such actions. Failure to timely comply with any action authorized by Section 39.131, TEC or Chapter 29, TEC is a material violation of the charter.
- 39. Adverse Action. The Board in its sole discretion may modify, place on probation, revoke or deny timely renewal of the charter for cause ("adverse action"). Each of the following shall be cause for adverse action on the charter: (a) any material violation of the terms of the charter listed in paragraphs 2, 3, and 20; (b) failure to satisfy generally accepted accounting standards of fiscal management; or (c) failure to comply with an applicable law or rule.

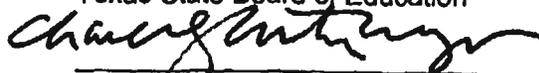
This Agreement

- 40. Entire Agreement. This contract, including all referenced attachments and terms incorporated by reference, contains the entire agreement of the parties. All prior representations, understandings and discussions are merged into, superseded by and canceled by this contract.
- 41. Severability. If any provision of this contract is determined by a court or other tribunal to be unenforceable or invalid for any reason, the remainder

of the contract shall remain in full force and effect, so as to give effect to the Intent of the parties to the extent valid and enforceable.

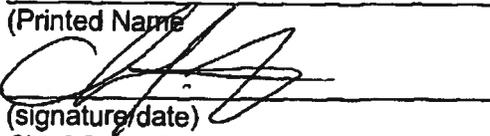
- 42. Conditions of Contract. Execution of this contract by the Board is conditioned on full and timely compliance by Charterholder with: (a) the terms, required assurances and conditions of Request for Application #701-00-006; (b) applicable law; and (c) all commitments and representations made in Charterholder's application and any supporting documents (to the extent such commitments and representations are consistent with the terms of this contract).
- 43. No Waiver of Breach. No assent, express or implied, to any breach of any of the covenants or agreements herein shall waive any succeeding or other breach.
- 44. Venue. Any suit arising under this contract shall be brought in Travis County, Texas.
- 45. Governing Law. In any suit arising under this contract, Texas law shall apply.
- 46. Authority. By executing this contract, Charterholder represents that it is an "eligible entity" within the meaning of Section 12.101 (a), TEC. Charterholder shall immediately notify the Board of any legal change in its status, which would disqualify it from holding the charter, of any violation of the terms and conditions of this contract, or of any change in the chief operating officer of the Charterholder. Charterholder further represents that the person signing this contract has been properly delegated authority to do so.

Entered into this 21st day of June, 2000.

Texas State Board of Education

 By Chase Untermeyer, Chairman

Charterholder

 (signature/date)
 Chairperson, Governing Board of
 Charterholder
Diane Waterman Webb

(Printed Name)

 (signature/date)
 Chief Operating Officer, Charterholder
Christopher Jeffrey Barbic
 (Printed Name)

YES PREP SOUTHEAST

HARRIS COUNTY APPRAISAL DISTRICT
 REAL PROPERTY ACCOUNT INFORMATION
1272300010001

Tax Year: 2010

Owner and Property Information									
Owner Name & Mailing Address: PROJECT YES INC 2317 RUNNELS ST HOUSTON TX 77003				Legal Description: RES A BLK 1 YES COLLEGE PREPARATORY SCHOOL					
				Property Address: 353 CRENSHAW RD PASADENA TX 77504					
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Map Facet	Key Map®
X5 -- Private School Exempt	4612 -- School	--	0	24 SF	0	0	9726.02	5852A	576M

Value Status Information			
Capped Account	Value Status	Notice Date	Shared CAD
No	Noticed	04/28/2010	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	ARB Status	2009 Rate	2010 Rate
Total	021	PASADENA ISD	Not Certified	1.350000	
	040	HARRIS COUNTY	Not Certified	0.392240	
	041	HARRIS CO FLOOD CNTRL	Not Certified	0.029220	
	042	PORT OF HOUSTON AUTHY	Not Certified	0.016360	
	043	HARRIS CO HOSP DIST	Not Certified	0.192160	
	044	HARRIS CO EDUC DEPT	Not Certified	0.006050	
	047	SAN JACINTO COM COL D	Not Certified	0.170800	
	061	CITY OF HOUSTON	Not Certified	0.638750	

Valuations			
Value as of January 1, 2009		Value as of January 1, 2010	
	Market	Appraised	
Land	0		Land
Improvement	0		Improvement
Total	0	0	Total

Land												
Market Value Land												
Line	Description	Site Code	Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price	Adj Unit Price	Value
1	4612 -- School	--	SF	24	1.00	1.00	1.00	--	1.00	0	0	0

Building												
Vacant (No Building Data)												

YES PREP NORTH CENTRAL

HARRIS COUNTY APPRAISAL DISTRICT
 REAL PROPERTY ACCOUNT INFORMATION
0250450000160

Tax Year: 2010

Owner and Property Information									
Owner Name & Mailing Address: YES PREPARATORY SCHOOL 6201 BONHOMME RD STE 168N HOUSTON TX 77036-4427					Legal Description: LTS 160 161 & 162 MAGNOLIA GARDENS - ALDINE				
					Property Address: 0 ALDINE WESTFIELD RD HOUSTON TX 77039				
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Map Facet	Key Map®
X5 -- Private School Exempt	4612 -- School	--	0	584,231 SF	0	0	9325.07	5464C	413D

Value Status Information			
Capped Account	Value Status	Notice Date	Shared CAD
No	Noticed	04/28/2010	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	ARB Status	2009 Rate	2010 Rate
Total	009	ALDINE ISD	Not Certified	1.300544	
	040	HARRIS COUNTY	Not Certified	0.392240	
	041	HARRIS CO FLOOD CNTRL	Not Certified	0.029220	
	042	PORT OF HOUSTON AUTHY	Not Certified	0.016360	
	043	HARRIS CO HOSP DIST	Not Certified	0.192160	
	044	HARRIS CO EDUC DEPT	Not Certified	0.006050	
	045	LONE STAR COLLEGE SYS	Not Certified	0.110100	
	642	HC EMERG SRV DIST 25	Not Certified	0.100000	
	671	HC EMERG SRV DIST 1	Not Certified	0.100000	

Valuations			
Value as of January 1, 2009		Value as of January 1, 2010	
	Market	Appraised	
Land	0		Land
Improvement	0		Improvement
Total	0	0	Total

Land												
Market Value Land												
Line	Description	Site Code	Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price	Adj Unit Price	Value
1	4612 -- School	SF1	SF	49,400	1.00	1.00	0.90	100 Year Flood Plain	0.90	0	0	0
2	4612 -- School	SF1	SF	76,600	1.00	1.00	0.50	Floodway	0.50	0	0	0
3	4300 -- General Commercial Vacant	SF3	SF	392,546	1.00	1.00	0.90	100 Year Flood Plain	0.90	0	0	0
4	4300 -- General Commercial Vacant	SF3	SF	65,685	1.00	1.00	0.50	Floodway	0.50	0	0	0

Building												
Vacant (No Building Data)												

YES PREP SOUTHWEST

HARRIS COUNTY APPRAISAL DISTRICT
 REAL PROPERTY ACCOUNT INFORMATION
1311830010001

Tax Year: 2010

Owner and Property Information									
Owner Name & YES PREPARATORY SCHOOL INC Mailing Address: 353 CRENSHAW RD HOUSTON TX 77034-1543				Legal Description: RES A BLK 1 YES PREPARATORY SCHOOL SOUTHWEST CAMPUS Property Address: 4411 ANDERSON RD 77053					
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Map Facet	Key Map®
X5 -- Private School Exempt	4612 -- School	E	0	334,998 SF	0	0	7603	5250A	572W

Value Status Information		
Capped Account	Value Status	Shared CAD
Pending	All Values Pending	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	ARB Status	2009 Rate	2010 Rate
Total	001	HOUSTON ISD	Pending	1.156700	
	040	HARRIS COUNTY	Pending	0.392240	
	041	HARRIS CO FLOOD CNTRL	Pending	0.029220	
	042	PORT OF HOUSTON AUTHY	Pending	0.016360	
	043	HARRIS CO HOSP DIST	Pending	0.192160	
	044	HARRIS CO EDUC DEPT	Pending	0.006050	
	048	HOU COMMUNITY COLLEGE	Pending	0.092220	

Valuations			
Value as of January 1, 2009		Value as of January 1, 2010	
	Market	Appraised	
Land	0		Land
Improvement	0		Improvement
Total	0	0	Total Pending Pending

Land												
Market Value Land												
Line	Description	Site Code	Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price	Adj Unit Price	Value
1	4612 -- School	--	SF	334,998	1.00	1.00	1.00	--	1.00	Pending	Pending	Pending

Building												
Vacant (No Building Data)												

YES PREP EAST END

HARRIS COUNTY APPRAISAL DISTRICT
 REAL PROPERTY ACCOUNT INFORMATION
1243420010001

Tax Year: 2010

Owner and Property Information									
Owner Name & Mailing Address: YES PREPARATORY SCHOOL INC 8329 LAWDALE ST HOUSTON TX 77012-3707					Legal Description: RES A BLK 1 ALTA LAWDALE CAMPUS Property Address: 8301 LAWDALE ST HOUSTON TX 77012				
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Map Facet	Key Map®
X5 -- Private School Exempt	4367 -- Social/Fraternal Hall	E	0	102,400 SF	10,696	0	5915	5655A	535B

Value Status Information			
Capped Account	Value Status	Notice Date	Shared CAD
No	Noticed	04/28/2010	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	ARB Status	2009 Rate	2010 Rate
Total	001	HOUSTON ISD	Not Certified	1.156700	
	040	HARRIS COUNTY	Not Certified	0.392240	
	041	HARRIS CO FLOOD CNTRL	Not Certified	0.029220	
	042	PORT OF HOUSTON AUTHY	Not Certified	0.016360	
	043	HARRIS CO HOSP DIST	Not Certified	0.192160	
	044	HARRIS CO EDUC DEPT	Not Certified	0.006050	
	048	HOU COMMUNITY COLLEGE	Not Certified	0.092220	
	061	CITY OF HOUSTON	Not Certified	0.638750	
	976	GREATER EAST END MNGM	Not Certified	0.150000	
	991	GRTR E END MGMT RES	Not Certified	0.000000	

Valuations			
Value as of January 1, 2009		Value as of January 1, 2010	
	Market	Appraised	
Land	0		Land
Improvement	0		Improvement
Total	0	0	Total

Land												
Market Value Land												
Line	Description	Site Code	Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price	Adj Unit Price	Value
1	4367 -- Social/Fraternal Hall	SF1	SF	102,400	1.00	1.00	1.00	Corner or Alley	1.00	0	0	0

Building						
Building	Year Built	Type	Style	Quality	Impr Sq Ft	Building Details
1	1977	Social/Fraternal Hall	Fraternal Building	Average	10,696	Displayed

Building Details (1)

Building Data	
Element	Detail
Cooling Type	Central / Forced
Construction Type	Fire Resistant Steel

Building Areas	
Description	Area
BASE AREA PRI	10,696

Functional Utility	Good
Heating Type	Hot Air
Partition Type	Normal
Physical Condition	Good
Plumbing Type	Adequate
Sprinkler Type	None
Exterior Wall	Concr Tilt Up
Economic Obsolescence	Normal
Element	Units
Wall Height	16
Wall Height	10
Interior Finish Percent	100

Building Features	
Description	Units
Portable/Modular Office - Average	8
Paving - Asphalt	1

**YES PREP GULFTON
YES PREP WEST
YES PREP SOUTH**

HARRIS COUNTY APPRAISAL DISTRICT
REAL PROPERTY ACCOUNT INFORMATION
093052000019

Tax Year: 2010

Owner and Property Information									
Owner Name & Mailing Address: YES PREP PUBLIC SCHOOLS INC 6201 BONHOMME RD STE 168N HOUSTON TX 77036-4427					Legal Description: TR 19F BLK 19 SHARPSTOWN IND PARK SEC 7				
					Property Address: 6565 DE MOSS DR HOUSTON TX 77074				
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Map Facet	Key Map®
X5 -- Private School Exempt	4612 -- School	C	0	215,909 SF	93,696	80,613	5907	5055D	530H

Value Status Information			
Capped Account	Value Status	Notice Date	Shared CAD
No	Noticed	04/28/2010	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	ARB Status	2009 Rate	2010 Rate
Total	001	HOUSTON ISD	Not Certified	1.156700	
	040	HARRIS COUNTY	Not Certified	0.392240	
	041	HARRIS CO FLOOD CNTRL	Not Certified	0.029220	
	042	PORT OF HOUSTON AUTHY	Not Certified	0.016360	
	043	HARRIS CO HOSP DIST	Not Certified	0.192160	
	044	HARRIS CO EDUC DEPT	Not Certified	0.006050	
	048	HOU COMMUNITY COLLEGE	Not Certified	0.092220	
	061	CITY OF HOUSTON	Not Certified	0.638750	
	947	GREATER SHARPSTOWN MGT DIST	Not Certified	0.060000	

Valuations							
Value as of January 1, 2009				Value as of January 1, 2010			
	Market	Appraised		Market	Appraised		
Land	1,093,770		Land	0			
Improvement	1,716,078		Improvement	0			
Total	2,809,848	2,809,848	Total	0	0		

Land												
Market Value Land												
Line	Description	Site Code	Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price	Adj Unit Price	Value
1	4612 -- School	SF1	SF	215,909	1.00	1.00	1.00	Corner or Alley	1.00	0	0	0

Building								
Building	Year Built	Remodeled	Type	Style	Quality	Impr Sq Ft	Building Details	
1	1972	2009	School	Alternative School	Average	93,696	Displayed	

Building Details (1)

Building Data	
Element	Detail
Cooling Type	Central / Forced
Construction Type	Fire Resistant Steel
Functional Utility	Avg/Normal
Heating Type	Hot Air
Partition Type	Normal

Building Areas	
Description	Area
BASE AREA PRI	93,696

Building Features	
Description	Units
Paving - Asphalt	1

Physical Condition	Avg/Normal
Plumbing Type	Adequate
Sprinkler Type	None
Exterior Wall	Concr Tilt Up
Economic Obsolescence	Normal
Element	Units
Wall Height	12
Interior Finish Percent	100
Elev: Hydro / Pass	3

Project Narrative

Section 5 - Other Attachments: Student Academic Achievement

Attachment 1:

Title: **Section 5 - Student Academic Achievement** Pages: **8** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 5 - Student Academic Achievement.pdf**

SECTION 5 – OTHER ATTACHMENTS: STUDENT ACADEMIC ACHIEVEMENT

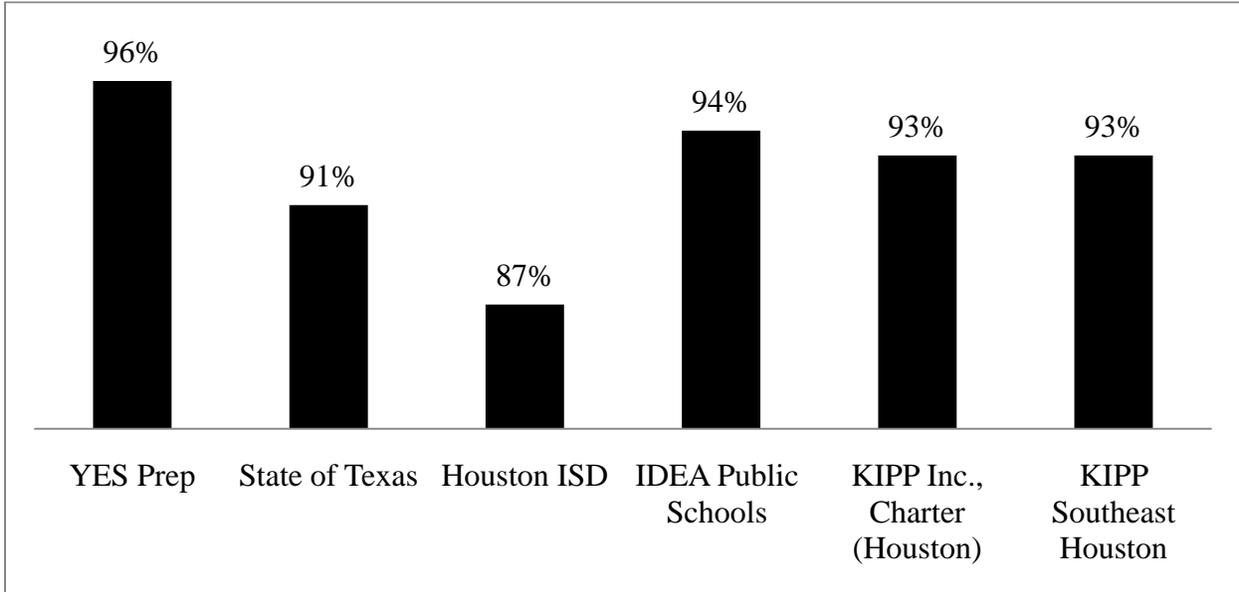
The graphs in this attachment illustrate YES Prep Public Schools' (YES Prep) performance on the Texas Assessment of Knowledge and Skills (TAKS) test. YES Prep has compared its results to the state of Texas, Houston ISD (largest school district in Houston and seventh largest in the country), and/or charters with similar student demographics. In order to make a fair and balanced comparison, YES Prep used the most recent data available from the Texas Education Agency (TEA); all of this data, unless otherwise noted, can be found on TEA's Academic Excellence Indicator System (AEIS) website. TEA collected its data during the 2008-09 school year, when YES Prep operated five schools. (YES Prep currently operates seven schools.)

The TAKS is a state mandated proficiency test administered in Grades 3-11; depending on the grade level, students may be tested in reading/ELA, mathematics, science, social studies, and/or writing. A student must score a 70 or higher on each subject test to pass that test. (A student score of 90 or higher is considered *Commended*.) In the separate *Project Narrative*, YES Prep focused on its *Commended* rates in reading/English language arts (ELA) and mathematics; below, YES Prep has focused on its passing rates in these same subjects. As noted in the following graphs, YES Prep outperforms both local and state passing rates on the TAKS for every student group and in every grade level tested.

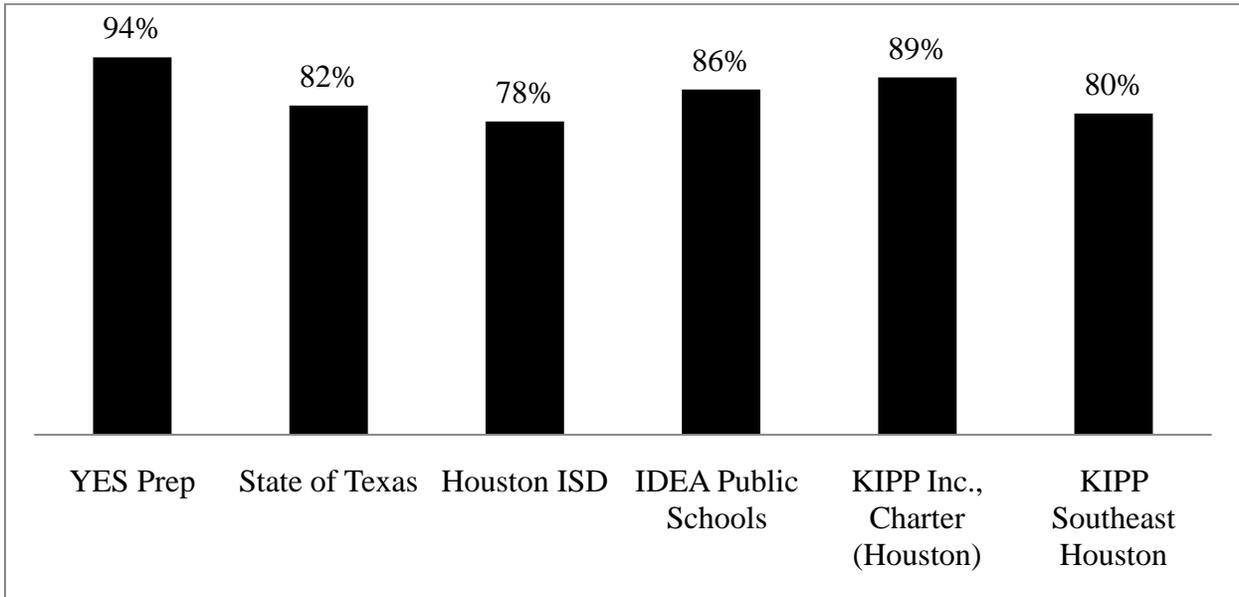
Graphs 1 and 2: TAKS Passing Rates for All Students

Graphs 1 and 2 illustrate YES Prep's passing rates for all students on the reading/ELA and mathematics TAKS. YES Prep's district's reading/ELA passing rate is five percentage points higher than the state's and nine points higher than Houston ISD's. In mathematics, YES Prep is the only district whose passing rate is in the ninetieth percentile (94 percent).

GRAPH 1: 2008-09 READING/ELA TAKS PASSING RATES



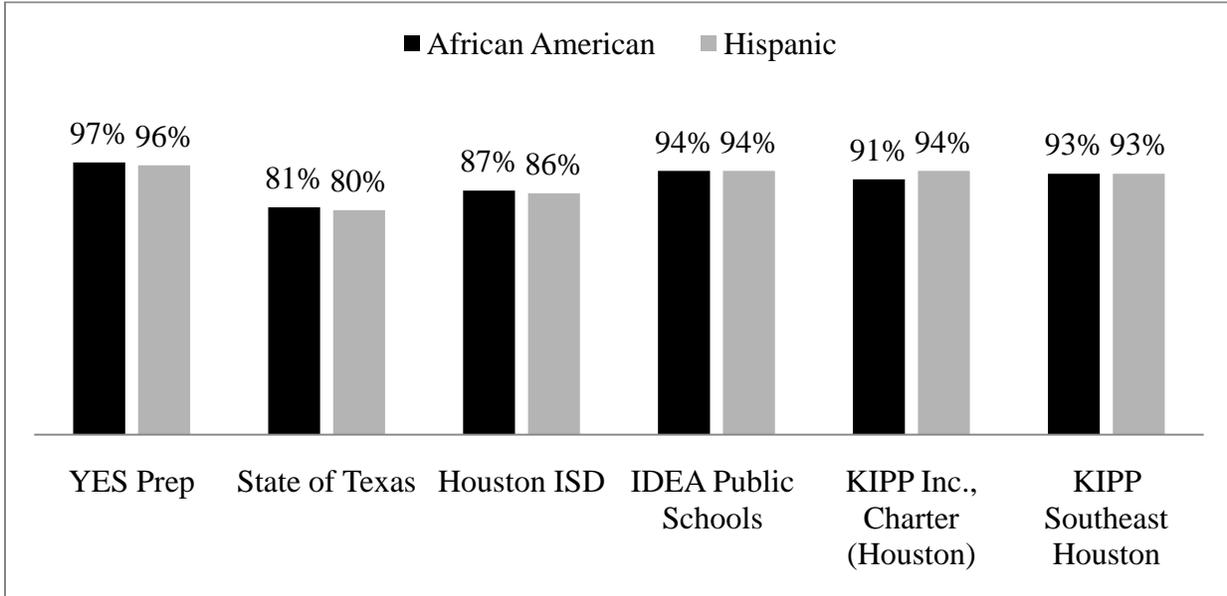
GRAPH 2: 2008-09 MATHEMATICS TAKS PASSING RATES



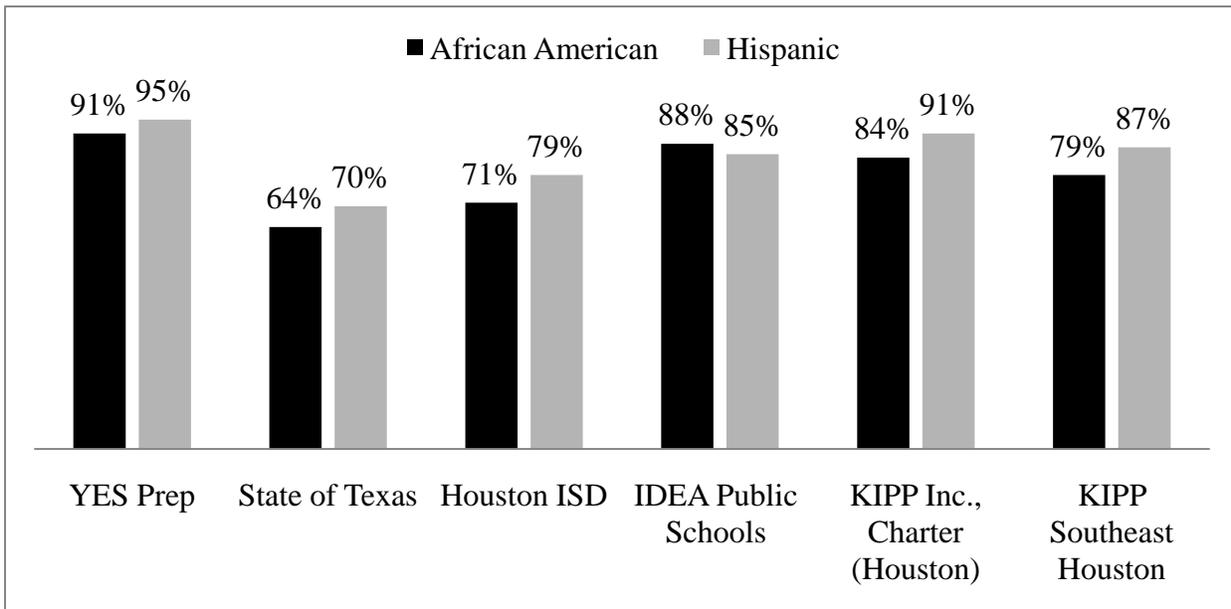
Graphs 3 and 4: TAKS Passing Rates for Minority Students

Graphs 3 and 4 illustrate YES Prep’s passing rates for a subgroup of students, African Americans and Hispanics. At YES Prep, however, TAKS passing rates among minority students surpass the state and comparable districts.

GRAPH 3: 2008-09 READING/ELA TAKS PASSING RATES – MINORITIES



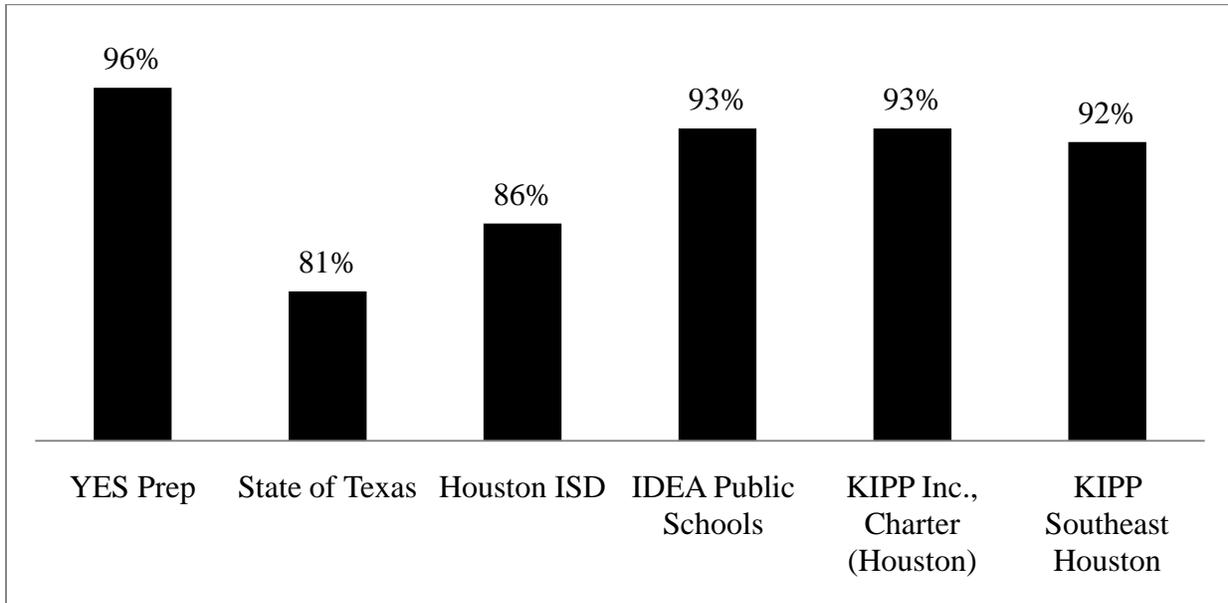
GRAPH 4: 2008-09 MATHEMATICS TAKS PASSING RATES – MINORITIES



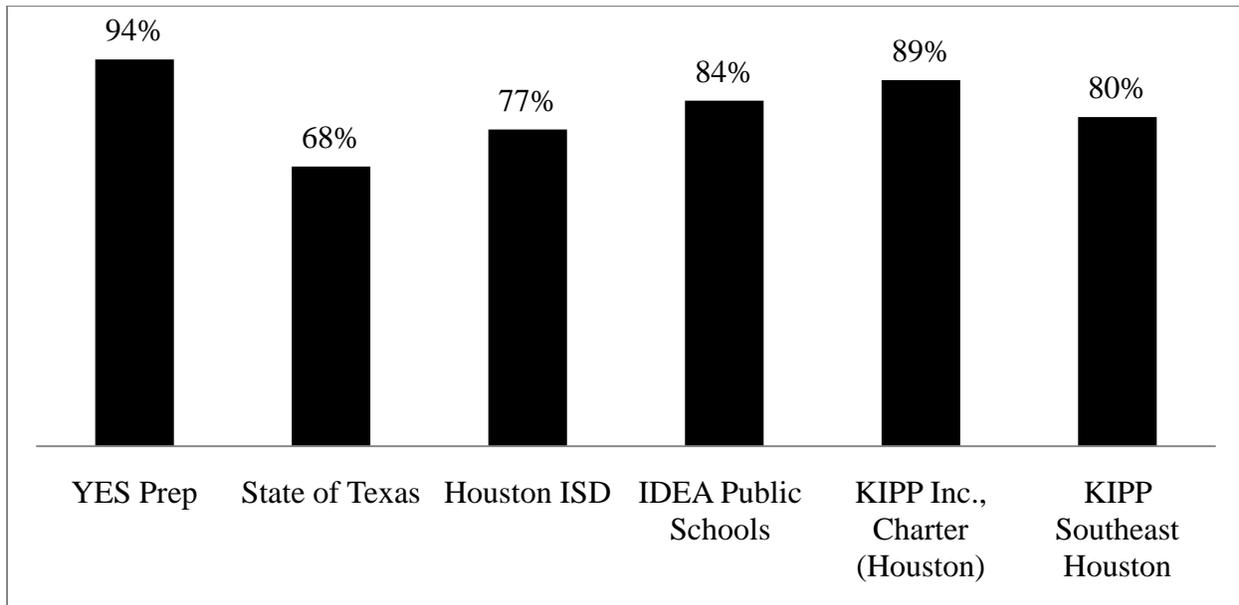
Graphs 5 and 6: TAKS Passing Rates for Economically Disadvantaged Students

Graphs 5 and 6 illustrate YES Prep’s passing rates for another subgroup of students, the economically disadvantaged, who have suffered historic achievement gaps. Again, at YES Prep, TAKS passing rates among low income students exceed the state and comparable districts.

**GRAPH 5: 2008-09 READING/ELA TAKS PASSING RATES –
ECONOMICALLY DISADVANTAGED**

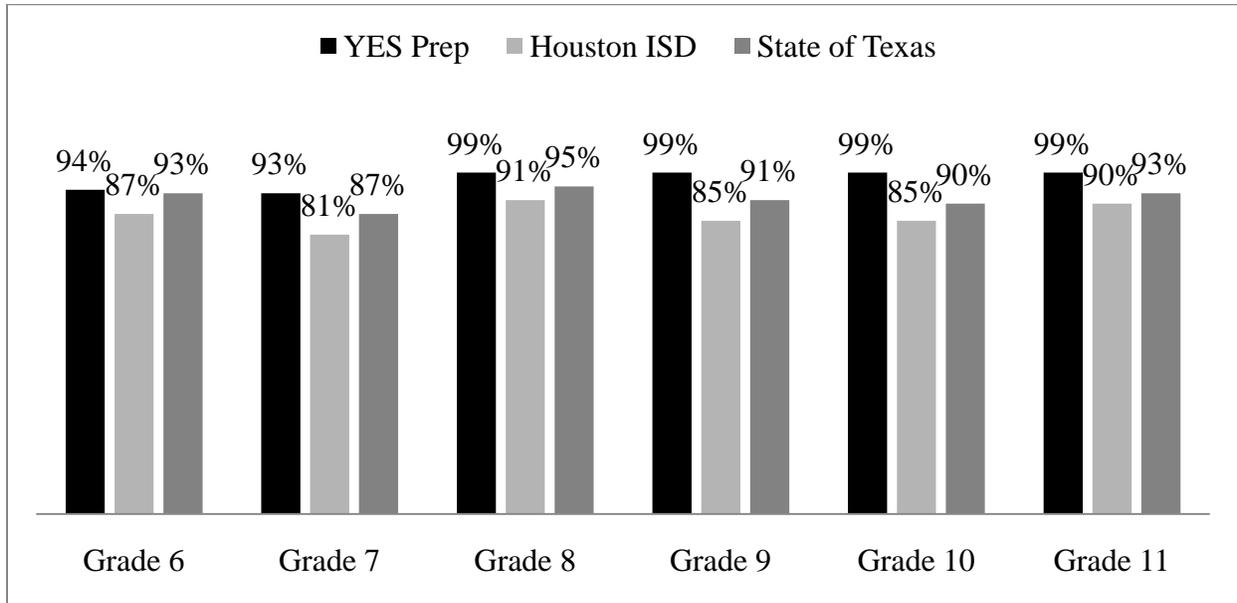


**GRAPH 6: 2008-09 MATHEMATICS TAKS PASSING RATES –
ECONOMICALLY DISADVANTAGED**

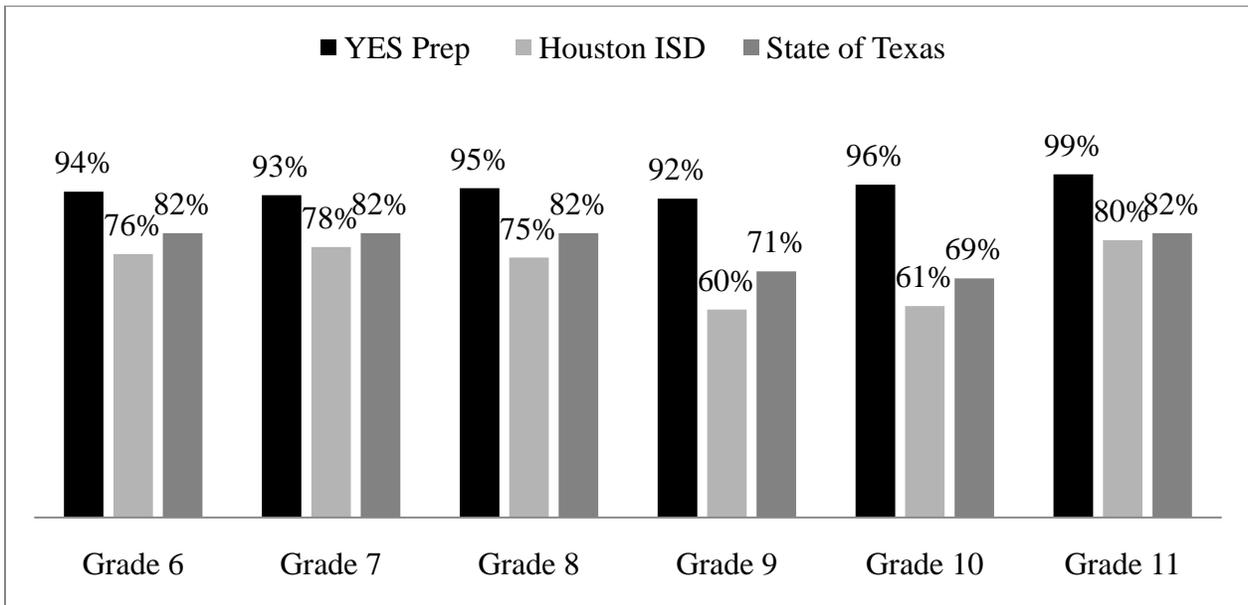


Graphs 7 and 8: TAKS Passing Rates for All Students by Grade Level

GRAPH 7: 2008-09 READING/ELA TAKS PASSING RATES – ALL GRADE LEVELS



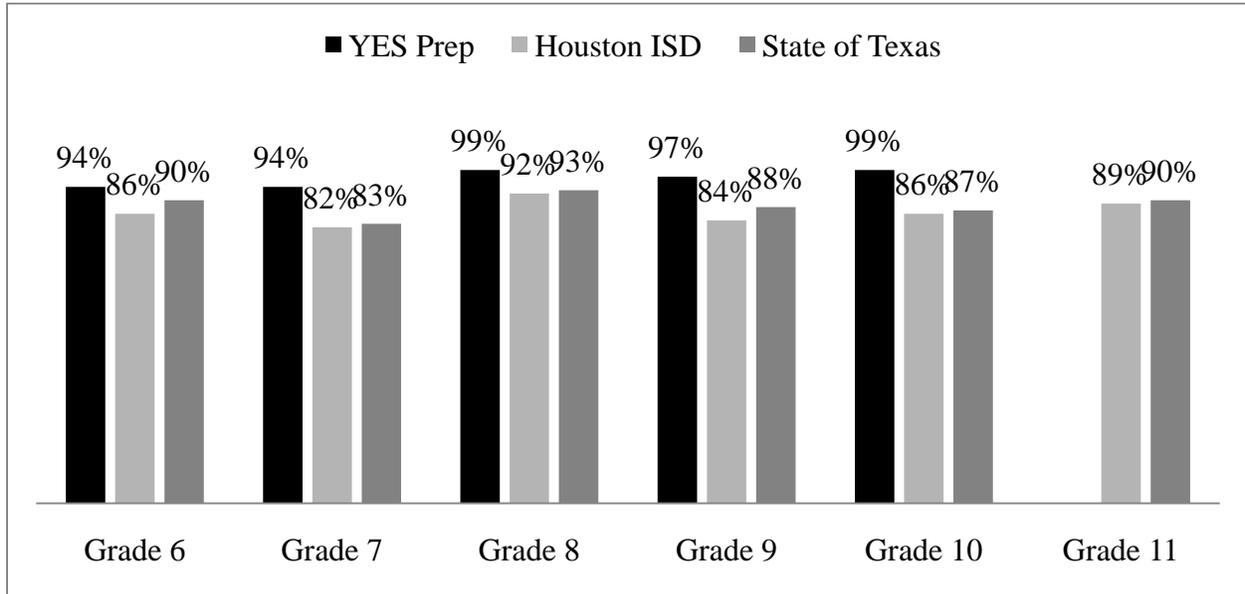
GRAPH 8: 2008-09 MATHEMATICS TAKS PASSING RATES – ALL GRADE LEVELS



Graphs 9–12: TAKS Passing Rates for Minority Students by Grade Level

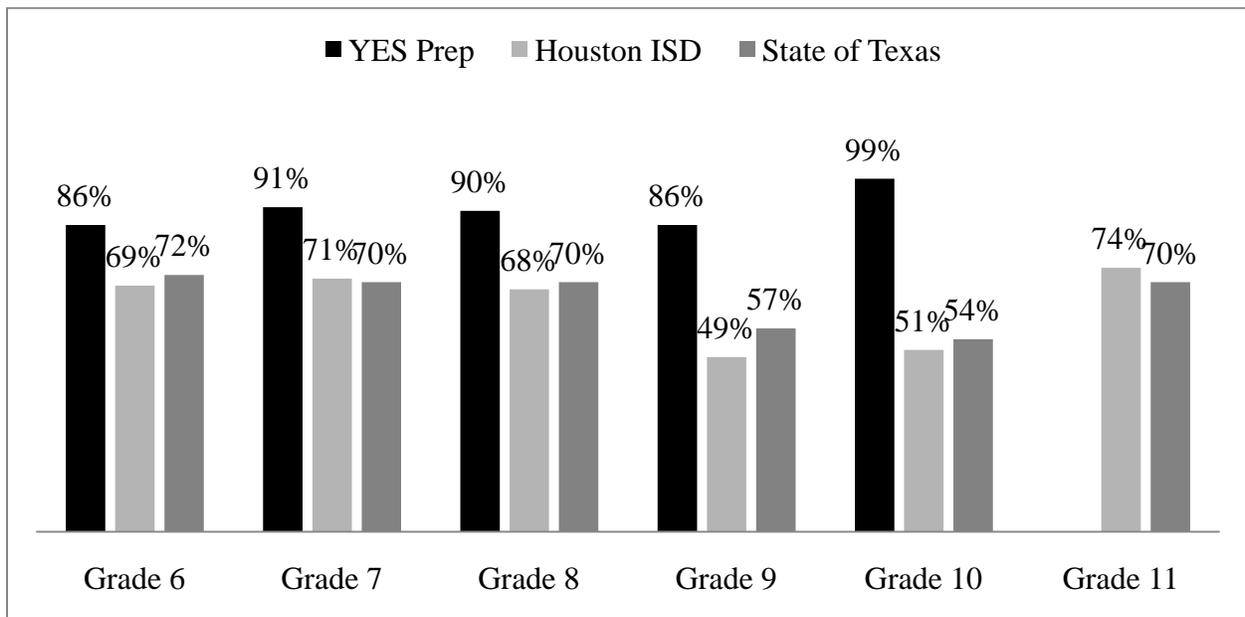
GRAPH 9: 2008-09 READING/ELA PASSING RATES –

AFRICAN AMERICANS BY GRADE LEVEL

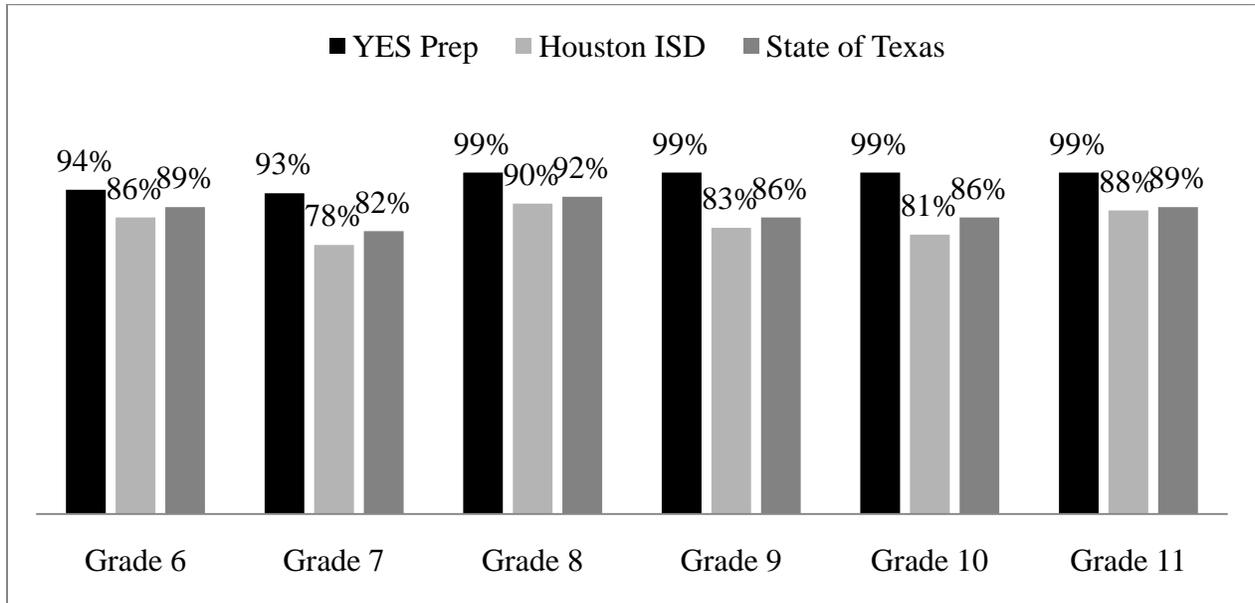


GRAPH 10: 2008-09 MATHEMATICS PASSING RATES –

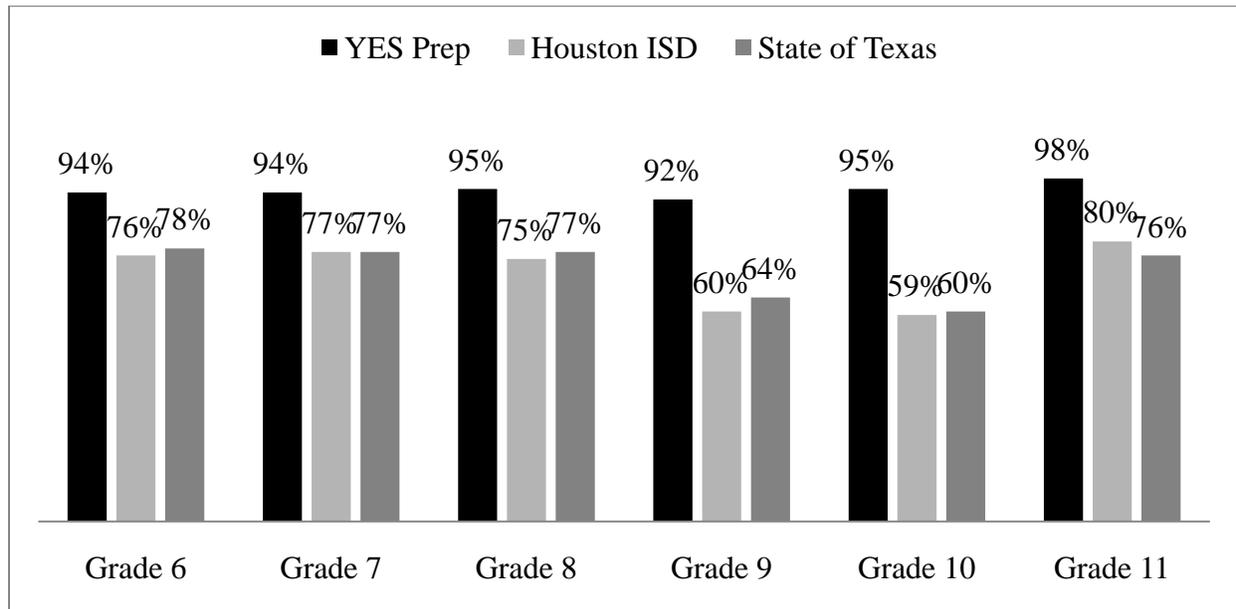
AFRICAN AMERICANS BY GRADE LEVEL



**GRAPH 11: 2008-09 READING/ELA PASSING RATES –
HISPANICS BY GRADE LEVEL**

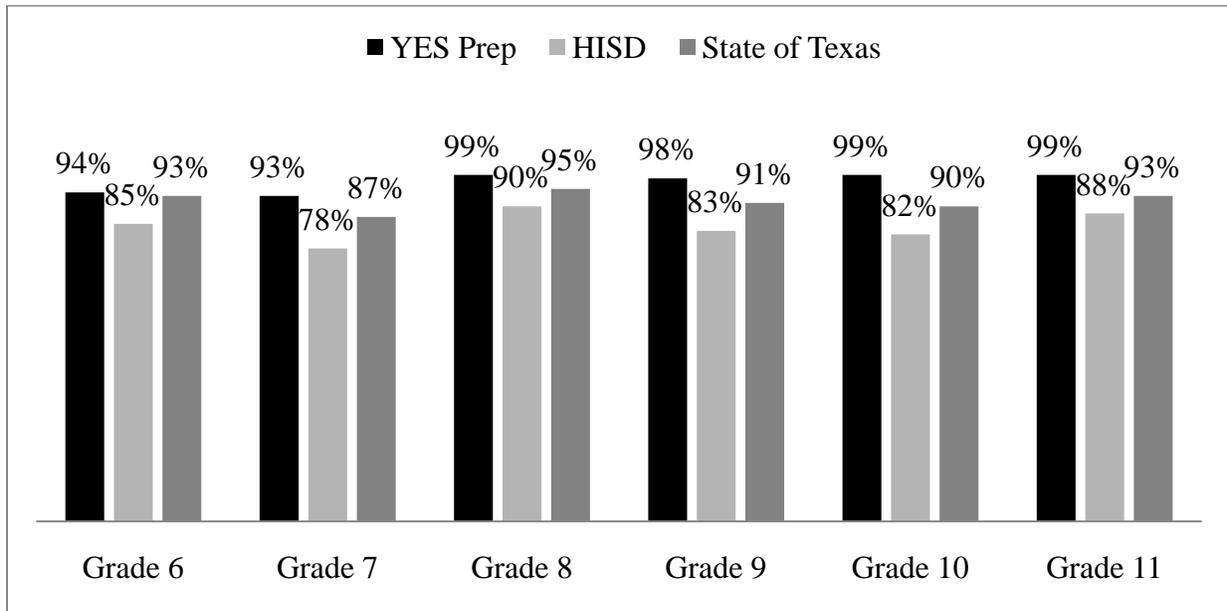


**GRAPH 12: 2008-09 MATHEMATICS PASSING RATES –
HISPANICS BY GRADE LEVEL**

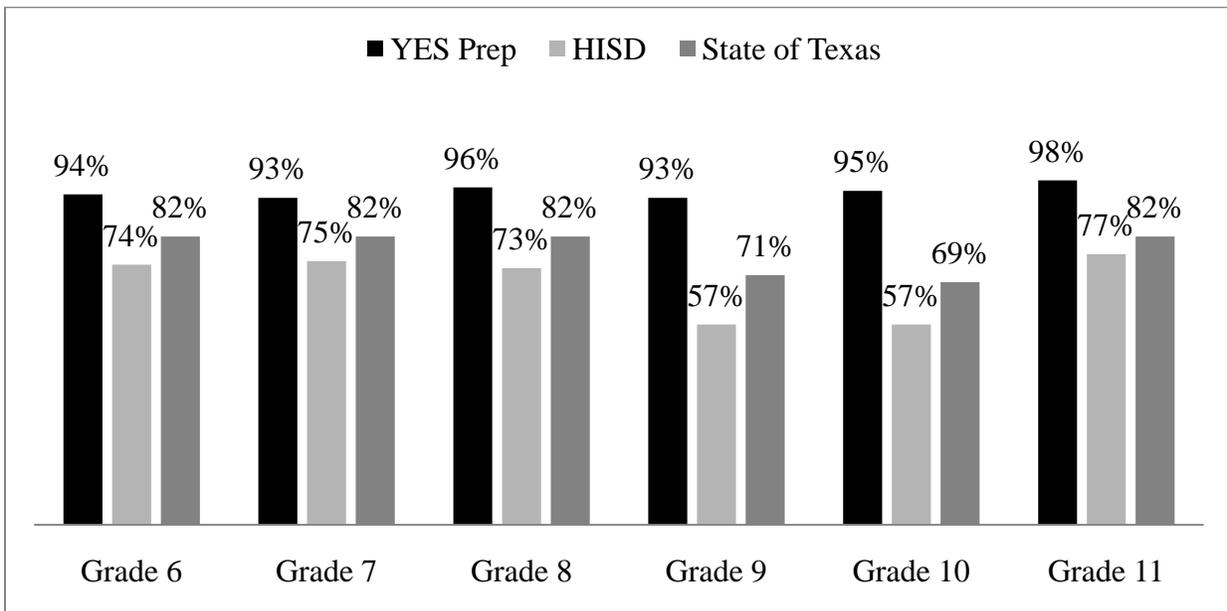


Graphs 13 and 14: TAKS Passing Rates for Economically Disadvantaged Students by Grade Level

**GRAPH 13: 2008-09 READING/ELA PASSING RATES –
ECONOMICALLY DISADVANTAGED BY GRADE LEVEL**



**GRAPH 14: 2008-09 MATHEMATICS PASSING RATES –
ECONOMICALLY DISADVANTAGED BY GRADE LEVEL**



Project Narrative

Section 6 - Other Attachments: Supplemental Organizational Budgets and Financial Information

Attachment 1:

Title: **Section 6 - Financials** Pages: **3** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 6 Financials\Section 6 - Financials.pdf**

**SECTION 6 – OTHER ATTACHMENTS: SUPPLEMENTAL ORGANIZATIONAL
BUDGETS AND FINANCIAL INFORMATION**

YES Prep Public Schools (YES Prep) has included the following financial information:

1. Financial Model
2. Lead Supporters list

YES Prep Public Schools: Financial Model for Growth to 13 Schools

7/9/2010

	2011	2012	2013	2014	2015	2016
DISTRICT ENROLLMENT	4,129	5,179	6,216	7,281	8,193	9,048
SCHOOL COUNT	8	11	12	13	13	13
REVENUE						
Federal- Other	\$ 2,517,737	\$ 3,223,410	\$ 3,930,489	\$ 4,606,317	\$ 5,218,583	\$ 5,738,949
Federal- Food Reimb	1,650,450	2,122,126	2,571,872	3,012,517	3,389,857	3,743,614
State	32,372,969	42,901,728	53,518,937	64,650,412	74,875,824	85,211,301
REVENUE TOTAL	36,541,156	48,247,264	60,021,298	72,269,246	83,484,264	94,693,863
SCHOOL LEVEL FUNDRAISING	501,840	638,640	769,080	896,880	1,006,320	1,108,920
Total Revenue	37,042,996	48,885,904	60,790,378	73,166,126	84,490,584	95,802,783
SCHOOL LEVEL EXPENSES						
PAYROLL COSTS	19,924,230	26,223,306	32,428,673	39,053,389	44,608,970	50,461,992
PROFESSIONAL AND CONTRACT	4,743,184	6,156,092	7,613,051	9,031,996	10,442,268	11,434,854
FACILITY CHARGE	675,454	951,660	1,134,705	1,380,819	1,591,324	1,816,453
ACTUAL LEASE EXP	212,640	245,256	366,044	425,781	495,480	550,295
TRANSPORTATION	3,137,809	4,210,392	5,112,170	6,466,408	7,274,709	8,438,663
FOOD SERVICE	1,681,168	2,122,126	2,571,872	3,012,517	3,389,857	3,743,614
SUPPLIES AND MATERIALS	2,970,374	3,442,210	4,217,613	4,970,321	5,738,336	5,796,837
OTHER OPERATING COSTS	1,762,377	2,239,948	2,613,807	3,106,321	3,408,759	3,820,459
REPAIR REPLACEMENT CHARGE	1,022,729	1,228,278	1,485,271	1,680,317	1,866,545	1,872,571
ROUTINE F,F& E	386,462	561,776	414,338	437,591	347,261	371,258
HOME OFFICE CHARGE	2,740,587	3,618,545	4,501,597	5,420,193	6,261,320	7,102,040
Total School Level Expense	39,257,014	50,999,589	62,459,142	74,985,653	85,424,830	95,409,035
SCHOOL LEVEL NET	(2,214,018)	(2,113,685)	(1,668,763)	(1,819,527)	(934,246)	393,748
HOME OFFICE FEE INCOME						
HOME OFFICE FEE INCOME	2,740,587	3,618,545	4,501,597	5,420,193	6,261,320	7,102,040
PAYROLL COSTS	3,747,206	4,124,890	4,334,811	4,467,317	4,603,888	4,124,526
PROFESSIONAL AND CONTRACT	686,956	778,807	795,736	852,307	848,954	857,535
SUPPLIES AND MATERIALS	331,435	345,179	352,624	360,239	470,378	311,906
Home Office Total Expense	4,765,597	5,248,876	5,483,171	5,679,863	5,923,219	5,293,967
HOME OFFICE NET	(2,025,010)	(1,630,331)	(981,574)	(259,670)	338,100	1,808,073
FACILITY FEE INCOME						
FACILITY FEE INCOME	675,454	951,660	1,134,705	1,380,819	1,591,324	1,816,453
Debt service for Facilities	(1,102,506)	(1,490,531)	(2,427,586)	(2,896,113)	(3,422,551)	(3,685,769)
ORGANIZATION NET BEFORE FUNDRAISING	\$ (4,666,080)	\$ (4,282,887)	\$ (3,943,218)	\$ (3,594,492)	\$ (2,427,372)	\$ 332,504

This financial model was developed over a nine month period and involved leadership at every level of the organization, along with two outside consultants, the Charter School Growth Fund and the Nonprofit Finance Fund.



Lead Supporters (\$25,000+)

YES Prep Public Schools



YES Prep is grateful to the individuals and institutions who have generously supported us over the years!

- | | | |
|--|--|---------------------------------------|
| AIM Foundation | Fiesta Mart Inc. | Madeline and Drew Masterson |
| The Stanford and Joan Alexander Foundation | The Fondren Foundation | Morgan Family Foundation |
| Alta Resources, LLC | The Frees Foundation | Mark Muller |
| The Annunziato Family Foundation | The Bill & Melinda Gates Foundation | MultiFuels LP |
| The Arnold Family Foundation | The George Foundation of Fort Bend County | National Council of La Raza |
| Assistance League of Houston | Claire and Joe Greenberg | Ginny and Ron Nixon / Mutt Foundation |
| Baker Botts LLP | Debra and Mark Gregg | Noble Corporation |
| Cynthia and Mickey Barrett | Cynthia and Ben Guill | Ken Peak |
| Charles T. Bauer Foundation | Halliburton | Elizabeth and Gary Petersen |
| Ruth & Ted Bauer Family Foundation | George and Mary Josephine Hamman Foundation | The Powell Foundation |
| Boxer Property | Haynes & Boone LLP | Rockwell Fund, Inc. |
| Bridgeway Capital Management | H-E-B Tournament of Champions | Norm Rowlinson |
| Bridgeway Foundation | Albert and Ethel Herzstein Charitable Foundation | Schlumberger |
| The Brown Foundation | Holthouse Foundation for Kids | Becca and Scott Schwinger |
| Jennifer and Chris Brown | Houston Endowment | Jeri and Marc Shapiro |
| Richard P. and Martha Cancelmo | IBC | Shell Oil Company |
| CFP Foundation | Jenny and Mark Johnson | Polly Shouse |
| Challenge Foundation | Ann K. and John W. Johnson | Simmons Foundation, Inc. |
| Charter School Growth Fund | Sherry and Jim Kempner | Spectra Energy Corp. |
| Janet Clark | KiwiEnergy, Ltd. | Spindletop Charities, Inc. |
| Clarksons Shipping Services | Emily and Carl Knobloch | Stedman West Foundation |
| Credit Suisse | Carla Knobloch | Texas High School Project |
| Cullen Foundation | Lewis Family Charitable Fund | The Tapeats Fund |
| Lana and Chip Cureton | Mike Loya | Vitol |
| The Michael and Susan Dell Foundation | Lyons Foundation | Vivian L. Smith Foundation |
| The William Stamps Farish Fund | Marathon Oil Company | Wachovia Foundation |
| | | Walton Family Foundation |
| | | David Weekley Family Foundation |
| | | Whitney Bank |
| | | Isabel and Wallace S. Wilson |
| | | Connie and Jeff Woodman |
| | | YES Prep Parent Association |



The Joan and Stanford Alexander Family Recreation Center
YES Prep Southeast Campus

For more information about giving opportunities at YES Prep, please contact Jessica Caroe, Director of Development (713) 967-9023 or jessica.caroe@yesprep.org

Project Narrative

Section 7 - Other Attachments: Additional Information

Attachment 1:

Title: **Section 7 - Additional Information** Pages: **20** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Attachments\Section 7 Additional Information\Section 7 - Additional Information.pdf**

SECTION 7 – OTHER ATTACHMENTS: ADDITIONAL INFORMATION

YES Prep Public Schools (YES Prep) has included the following additional information:

1. Map of current YES Prep campuses
2. Online Lottery Information Form – English version
3. Online Lottery Information Form – Spanish version
4. Commitment to College Completion contract
5. College Acceptances list
6. Teacher Career Track
7. Organizational Chart
8. *Newsweek*, May 28, 2007: The Top of the Class
9. *Houston Chronicle*, March 21, 2009: YES charts a bigger course
10. *Bloomberg.com*, September 15, 2009: YES Prep Takes on Houston Schools With \$38 Million Expansion
11. *Forbes*, October 19, 2009: YES To Billionaires
12. *The Associated Press*, 2009: Can inner-city charter school succeed? Students say ‘YES’



Current Campuses

YES Prep Public Schools



★ HOME OFFICE

(All General Inquiries, Tours, and Donations)

6201 Bonhomme Rd., Suite 168-N
Houston, TX 77036
Phone: 713-967-9000
www.yesprep.org

SOUTHEAST CAMPUS

Grades Served: 6-12
353 Crenshaw Road
Houston, TX 77034
Phone: 713-967-9400
Fax: 713-910-2350

NORTH CENTRAL

Grades Served: 6-12
13703 Aldine-Westfield
Houston, TX 77039
Phone: 713-967-8800
Fax: 281-227-0696

SOUTHWEST

Grades Served: 6-11
4411 Anderson Road
Houston, TX 77053
Phone: 713-967-9200
Fax: 713-413-0003

EAST END

Grades Served: 6-10
8329 Lawndale St.
Houston, TX 77012
Phone: 713-967-7800
Fax: 713-921-2305

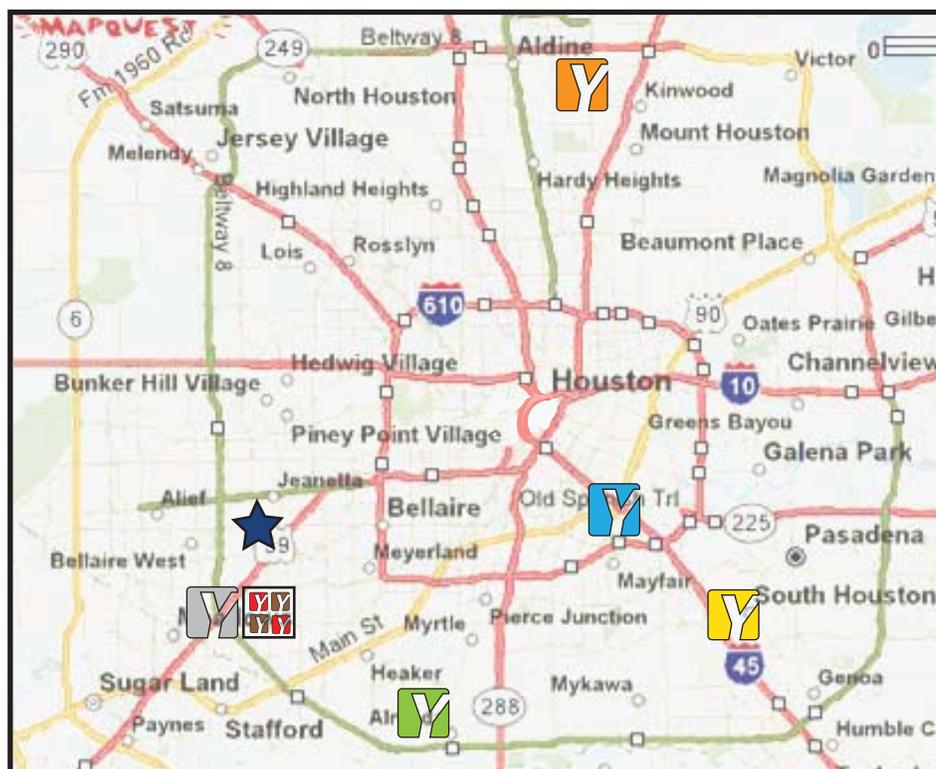
GULFTON

Grades Served: 6-8
6565 DeMoss (2nd floor)
Houston, TX 77074
Phone: 713-967-9800
Fax: 713-787-1736

REVOLUTION CAMPUS

YES Prep South and West

Grades Served: 6th
6565 DeMoss
Houston, TX 77074
Phone: 713-967-9800
Fax: 713-773-3195





ATTEND YES

[Attend YES](#) | [Waitlist Sign-Up](#) | [Student Contracts](#) | [Ver en Español](#)

Enter your information below:

Student First Name:	<input type="text"/>	Student Last Name:	<input type="text"/>
Parent / Guardian First Name:	<input type="text"/>	Parent / Guardian Last Name:	<input type="text"/>
Street Address:	<input type="text"/>	Apt. Number:	<input type="text"/>
City:	<input type="text"/>	State:	Texas <input type="text"/>
Phone:	<input type="text"/>	Zip Code:	<input type="text"/>
		Email:	<input type="text"/>
		If you do not have an email, please contact the campus by phone before submitting.	
Current School:	<input type="text"/>	Current School District:	<input type="text"/>
		Current Grade Level:	5 <input type="text"/>
Do you have a brother or sister who currently attends a YES school?:		<input type="radio"/> Yes <input checked="" type="radio"/> No	
Name of Sibling:	<input type="text"/>	Campus:	<input type="text"/>
Do you have a brother or sister who has graduated from a YES school?:		<input type="radio"/> Yes <input checked="" type="radio"/> No	

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ATTEND YES

[Asistir A YES](#) | [Inscribise Aquí](#) | [Contrato Estudiantil](#) | [View in English](#)

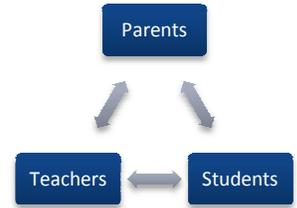
Enter your information below:

Primer Nombre de el Estudiante: <input type="text"/>	Apellido de el Estudiante: <input type="text"/>
Primer Nombre de el Padre/Guardian: <input type="text"/>	Apellido de el Padre/Guardian: <input type="text"/>
Dirección: <input type="text"/>	Apt. #: <input type="text"/>
Ciudad: <input type="text"/>	State: <input type="text" value="Texas"/>
	Código Postal: <input type="text"/>
Teléfono: <input type="text"/>	Numero Alternativo: <input type="text"/>
	Email: <input type="text"/>
	Si usted no tiene un correo electrónico, por favor, póngase en contacto con el campus por teléfono antes de aplicar.
Escuela actual: <input type="text"/>	Distrito: <input type="text"/>
	Nivel de Grado actual: <input type="text" value="5"/>
¿Usted tiene un hermano o una hermana que atiendan actualmente a una escuela YES?: <input type="radio"/> Yes <input checked="" type="radio"/> No	
Nombre de hermano: <input type="text"/>	Campus: <input type="text"/>
¿Usted tiene un hermano o una hermana que han graduado de una escuela YES?: <input type="radio"/> Yes <input checked="" type="radio"/> No	

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YES Prep Public Schools **Commitment to College Completion**

YES Prep is not just a school. YES Prep is a way of life. Every minute of every day is designed to ensure every student completes college and is committed to improving disadvantaged communities. The *Commitment to College Completion* is **shared** by all of us . . . YES Prep staff,

_____, and _____, who reside at _____
Student Name *Name of Parent(s)/Guardian(s)* *Address*

and it defines the **Whatever It Takes** spirit that all of us are expected to demonstrate in the daily pursuit of this goal.

Student's Commitments: *I fully commit to YES Prep in the following ways:*

- I will arrive at school on time and will remain for the entirety of the school day.
- I will attend YES Prep on appropriate Saturdays.
- I will attend the mandatory summer program.
- I will complete all of my homework every night. If there is something I do not understand I will call my fellow classmates and teachers. I will raise my hand and ask questions in class.
- I will remain after school for Wall Street on any day that my homework is not neat, complete, accurate, or turned in on time.
- I will stay after school as required if I choose to disrespect the YES Prep team.
- I will always behave in a way that protects the safety, interest, and rights of all individuals in the classroom. This also means that I will always listen to my YES Prep teammates and respect everyone in the YES Prep family.
- I will adhere to the YES Prep dress code.
- I will always work, think, and behave in the best way I know how, and I will do **WHATEVER IT TAKES** for my fellow students and me to learn.
- **For the whole time I am a student at YES, I commit to the work required of me in order to be accepted and graduate from a 4 year college or university.**

*If I break one of the commitments above, I could lose YES Prep privileges and I could be removed from the YES Prep team.

** All YES Prep students will be reevaluated at the end of the school year and after the summer program.

I have read the above, and by signing, I agree to live by this contract.

Student's Signature: _____

Date: _____

Parents'/Guardians' Commitments: *We fully commit to YES Prep in the following ways:*

- We will make sure our child arrives to YES Prep on time and remains for the entirety of the school day.
- We will make arrangements for our child to come to YES Prep on appropriate Saturdays and will provide transportation.
- We will ensure that our child attends the mandatory summer program.
- We will send our child to school every day, excluding any serious illness. In the **rare** case that our child is absent, we will call the school that day to notify the school of the absence.
- We will always help our child in the best way we know how, and we will do **Whatever It Takes** for him/her to learn. This means that we will do the following- provide a quiet place for him or her to study, review our child's homework every night, sign the agenda, and let him/her contact the teacher if there is a question about the homework.

- We understand that our child must remain after school for Wall Street on any day he or she arrives with homework that is not neat, complete, accurate, and turned in on time. It is my responsibility to provide transportation home for my child.
- We understand that our child may also be required to remain after school if he/she has chosen to disrespect the YES Prep team. If this situation occurs, we commit to picking up our child from school on time.
- We will always make ourselves available to our child and to the school and we will address any concern(s) that arise.
- We will read all papers sent home carefully, sign them, and return them within two (2) days. If we fail to return papers on time, we understand that our child will have to stay for Wall Street or detention.
- We will attend all required parent meetings, exhibitions, and conferences.
- We will allow our child to go on YES Prep field lessons, including out-of-town field lessons.
- We will make sure our child adheres to the YES Prep dress code.
- We understand that our child must follow all YES Prep rules in the handbook in order to protect the safety, interests, and rights of all individuals in the classroom.
- We, not the school, are responsible for the behavior and actions of our child.
- **For the whole time my child is a student at YES, I will do *Whatever It Takes* to support the work required of me and my child in order for him or her to be accepted and graduate from a 4 year college or university.**

* Failure to adhere to these commitments can cause my child to lose various YES Prep privileges and can lead to his or her removal from the YES Prep team.

I have read the above, and by signing, I agree to abide by this contract.

Parent's Signature: _____

Date: _____

Teachers' Commitments: *We fully commit to YES Prep in the following ways:*

- We will arrive at YES Prep on time and will remain for the entirety of the school day.
- We will arrive at YES Prep on appropriate Saturdays.
- We will attend and participate in all staff meetings and professional development.
- We will teach YES Prep students in the best way we know how and we will do ***Whatever It Takes*** for our students to learn including providing students with our cell phone numbers for questions about homework after school.
- We will always make ourselves available to work with students and parents, and we will address any concern(s) they might have.
- We will be the first to both correct AND congratulate our students.
- We will provide tutorials for our students to support their learning.
- We will respond to communication from students, parents, and fellow staff members within 24 hours.
- We will always protect the safety, interests, and rights of all individuals in the classroom.
- **We will provide a rigorous college prep curriculum along with necessary support in order to prepare our YES Prep students to be accepted and graduate from a 4 year college or university.**

* Failure to adhere to these commitments can lead to my removal from the YES Prep team.

I have read the above, and by signing, I agree to abide by this contract.

Teacher/Staff Member's Signature: _____

Date: _____

Congratulations, and welcome to YES!





YES Prep Public Schools College Acceptances

Adelphi University
Agnes Scott College
Alcorn State University
Amherst College
Angelo State University
Appalachian State University
Art Institute of Boston
Art Institute of California
Art Institute of Dallas
Art Institute of Houston
Asbury College
Austin College
Bard College
Barnard College
Bates College
Baylor University
Beloit College
Berea College
Berry University
Biola University
Boston University
Brandeis University
Brown University
Butler University
California College of the Arts
California Institute of the Arts
California Lutheran University
Campbell University
Canisius University
Carleton College
Catholic University of America
Centenary College of Louisiana
Claremont McKenna College
Clark Atlanta University
Clemson University
Colgate University
College of Santa Fe
College of St. Rose
College of William and Mary
College of Wooster
Colorado College
Colorado School of Mines
Colorado State University
Columbia University
Concordia University (Cal.)
Concordia University (Oregon)

Concordia University (Texas)
Connecticut College
Converse College
Cornell College
Cornell University
Creighton University
Dallas Baptist University
Davidson College
DePaul University
Dillard University
Drexel University
Duke University
Earlham College
Elizabeth City State University
Embry-Riddle Aeronautical
University
Emerson College
Eugene Lang College-New
School University
Evergreen State University
Fairfield University
Fayetteville State University
Florida A&M University
Florida Institute of Technology
Florida International University
Florida Southern College
Fordham University
Fort Lewis College
Franklin and Marshall College
Franklin Pierce College
George Mason University
George Washington University
Georgetown University
Gonzaga University
Grambling State University
Grand Valley State University
Grinnell College
Hamilton College
Hartwick College
Harvard University
Haverford College
Hendrix College
High Point University
Hollins University
Hofstra University
Houston Baptist University

Howard University
Huston-Tillotson College
Int'l Academy of Design &
Technology
Iowa State University
Johns Hopkins University
Johnson and Wales University
Kansas City Art Institute
Kansas State University
Kettering University
Knox College
Lafayette College
Lake Superior State University
Lamar University
Lawrence Technological
University
Lehigh University
LeTourneau University
Lewis and Clark College
Loyola Marymount University
Loyola University-Chicago
Loyola University-New Orleans
Lynn University
Maine College of Art
Mary Baldwin College
Marymount University
Marquette University
McMurry University
Menlo College
Michigan State University
Midwestern State University
Mills College
Morgan State University
Mt. Holyoke College
Nazareth College
New York University
Norfolk State University
North Carolina State University
Northeastern University
University of Dallas
University of Dayton
University of Delaware
University of Detroit Mercy

University of Houston-
Downtown
Northwestern University
Northwood University
Oberlin College
Occidental College
Oregon Institute of Technology
Otis College of Art and Design
Our Lady of the Lake
University
Park University
Philadelphia University
Pitzer College
Pomona College
Prairie View A&M University
Pratt Institute
Providence College
Randolph College
Reed College
Regis University
Rensselaer Polytechnic Institute
Rice University
Ripon College
Rochester Inst. of Technology
Rockhurst College
Saint John's University
Saint Mary's College
Salem College
Sam Houston State University
Santa Clara University
Sarah Lawrence College
Savannah College of Art &
Design
Schreiner University
Scripps College
Seattle University
Seton Hall University
Sewanee: The University of the
South
Smith College
Southern University
Southern Methodist University
Southwestern Adventist
University
Southwestern University
Spring Hill College
Stanford University
Stephen F. Austin State
University
Stephens College
St. Edward's University
St. Francis University

St. Louis University
St. Mary's University of San
Antonio
St. Thomas University
Susquehanna University
Syracuse University
Texas A&M University
Texas A&M University-
Commerce
Texas A&M University-Corpus
Christi
Texas A&M University-
Galveston
Texas A&M University-
Kingsville
Texas Christian University
Texas College
Texas Lutheran University
Texas Southern University
Texas State University-San
Marcos
Texas Tech University
Texas Woman's University
Trinity University
Tufts University
Tulane University
University of Arizona
University of Chicago
University of Houston-Main
Campus
University of Houston-Honors
College
University of Louisiana-
Lafayette
University of Maine
University of Mary Hardin-
Baylor
University of Massachusetts-
Amherst
University of Miami
University of Michigan
University of Missouri-
Columbia
University of Montana-
Missoula
University of New Mexico
University of North Texas
University of Notre Dame
University of Oregon
University of Pennsylvania
University of Redlands
University of Rochester

University of San Diego
University of San Francisco
University of Scranton
University of Southern
California
University of St. Thomas
University of Texas-Arlington
University of Texas-Austin
University of Texas-Dallas
University of Texas-El Paso
University of Texas-Pan
American
University of Texas-San
Antonio
University of the Incarnate
Word
University of the Pacific
University of Tulsa
University of Vermont
University of Washington
University of Wisconsin-
Madison
Valparaiso University
Vanderbilt University
Vassar College
Washington and Jefferson
College
Washington University in St.
Louis
Webster University
Wellesley College
Wesleyan College
Wesleyan University
Western State College of
Colorado
Whitman College
Whittier College
Williams College
Wingate University
Woodbury University
Worcester Polytechnic Institute
Xavier University of Louisiana
Xavier University
Yale University

Teacher Career Track Objectives

1. Help YES Prep address its regrettable staff attrition and create additional incentives for high-performing staff to both apply to our schools and remain with the organization longer.
2. Enable YES Prep to more effectively use our limited resources to maximize student achievement. Personnel costs are the largest single budget item for school districts; this career track will ensure that our funds are better allocated to reward teachers for exemplary performance, rather than “overpaying” teachers for their tenure.
3. Enhance our performance management system (Navigation) with the development of a teacher career track portal.
4. Create a framework for teacher evaluation and career progression that can be replicated by other charter operators across the country.



Teacher Career Continuum: Basic Descriptions

Novice Teacher

Developing Teacher

Practiced Teacher

Advanced Teacher

Master Teacher Fellow

Promising. Smart. Satisfies basic YES entry requirements. Content knowledge is acceptable. Commitment to TE is explicit. Can maintain a well managed classroom by the end of the year. Sufficient knowledge of lesson planning. Can gauge student understanding. Survival mode. Learning everything. Asking lots of questions. Receiving lots of guidance and support.

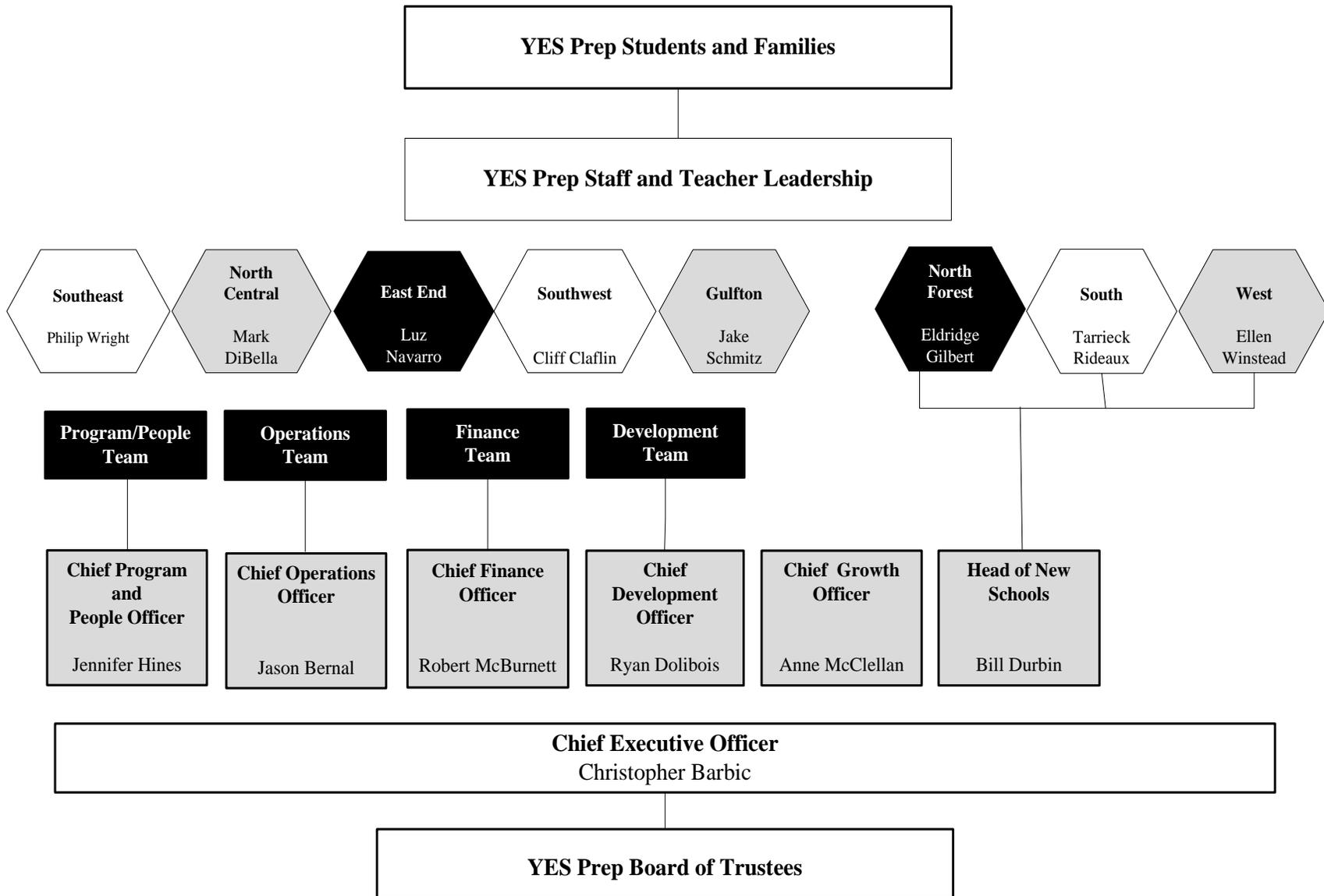
A successful graduate of TE / TFA. Has demonstrated modest student achievement gains and an acceptable level of commitment to team. Has a well-managed classroom. With the teacher in the room, students are highly engaged. Good sense of alignment. Very reflective and wants to grow. Has some clear areas for improvement. Some areas of strength in CMC or IPD. Should be able to identify what needs to be "tweaked" in the lesson. Able to make adjustments as they go. Seeking outside help in alignment with their specific growth areas.

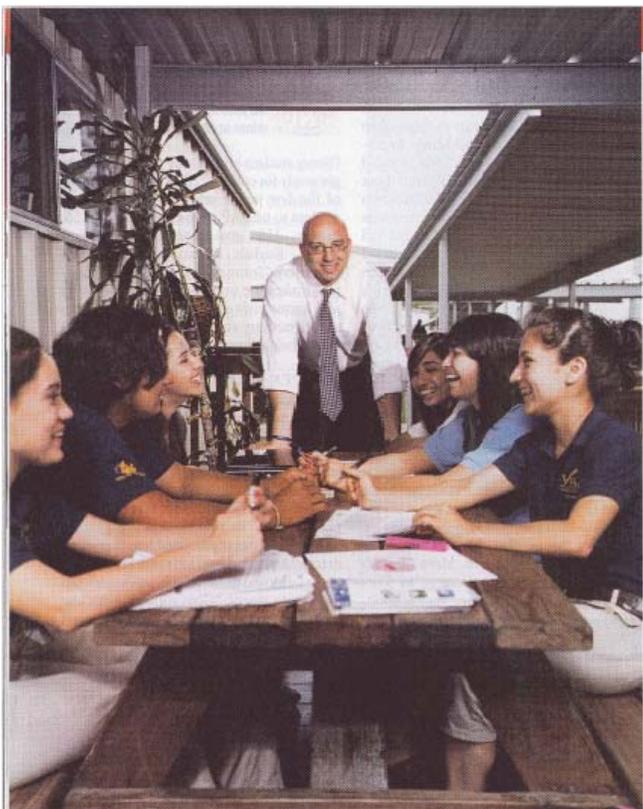
Highly engaged classroom. Unit planning and lesson planning are strong. Very motivated to reflect and grow. Seeking out other opportunities. Sees self as a career teacher. Has started to use differentiation in the classroom. High performing. A teacher with at least three years of successful work in the classroom. Consistently produces value-add. Contributions at the campus level is significant; still impacting locally. Pushing themselves to excellence. Everything is solid in their classrooms. CMC is natural. Striving to reach all learners.

Very strong and influential in planning; people go to them. Their model is vital to the growth of the system level. Known across the district as a leader. There is something very special about them. They have ownership. They are starting to look at the bigger YES impact. Teacher with at least five years of exp (at YES?). Has produced significantly greater achievement levels over time. They are a true role model for others - a team player, positively contributing to teams, etc. It's not just about the student achievement data.

Advanced PLUS has an idea to pursue. Can balance work in the classroom with outside project. Thought leader. Change agent. Risk taker. Unique contribution. Able to grow and develop others (or products) effectively and consistently.

YES PREP PUBLIC SCHOOLS – ORGANIZATIONAL CHART





Barbic, 37, was a partying frat boy at Vanderbilt, looking for a purpose in life, when he tried volunteering at a neighborhood center in a poor part of Nashville. He found that he loved working with low-income children, and loved teaching, particularly the thrill of creating his own school. At YES Prep, 78 percent of the students in the sixth- through 12th-grade school are from low-income families. Now the head of four YES Prep schools in Texas, Barbic started with just a sixth grade at a Houston elementary school with a terrible reputation. Parents saw how much more their children were learning, through projects and energetic teaching as well as a longer school day. They showed up several hundred strong for a series of key meetings that won official approval for Barbic to get his own campus, and grow.

Students cannot get a diploma at YES unless they take at least one college-level course in the high school and get into at least one four-year college. Like Teach for America, Barbic recruits recent grads to teach at YES schools. One of his new faculty members is Patricia Hernandez, a 2006 Stanford graduate, who five years ago was valedictorian of YES's first graduating class. Says Barbic: "She is a living, breathing example of what we are trying to do."

The Top of the Class

By Barbara Kantrowitz and Jay Mathews

No Frills, and a Future

YES Prep's name, small size and strong AP program suggest a prestigious private school. Instead it is a public school, a hard-to-find collection of old portable classrooms on a horse farm in southeast Houston. The school has no gym. The basketball court is out on the parking lot. "My favorite fund-raising line is, we are the only basketball team that gets practice rained out," says founder Chris Barbic.

Quick Facts: YES Prep Southeast Campus

2007 Rank: 38th (88 in 2006)

Low-Income Student Count: 78%

Next Highest Ranked Houston School: 90th (Bellaire)

EDUCATIONAL ACHIEVEMENT

YES charts a bigger course



ERIC KAYNE : CHRONICLE

STUDY, STUDY, STUDY: Pham Villatoro, 12, reads over classwork in his English class at YES Prep. The successful charter school chain serves 2,600 students in five campuses in the Houston area. By 2020, the school system hopes to have 10,000 students in the area.

College prep school for low-income students plans expansion to boost enrollment fourfold

By JENNIFER RADCLIFFE
HOUSTON CHRONICLE

ONE of Houston's most successful charter school systems is planning a \$34 million expansion that would increase enrollment fourfold by 2020.

YES Prep Public Schools, a Houston charter operator that prepares low-income students for college, expects to open eight new secondary

schools in the next five years, including two this summer. An official announcement is scheduled for Tuesday.

Campuses will open with sixth-graders and expand each year until they reach 12th grade. By 2020, enrollment should reach 10,000, which is more than the Galveston, Channelview, North Forest, La Porte and Tomball school districts.

That's dramatic growth for the charter school chain, which currently has five

campuses with about 2,600 students.

About 4,000 children are on waiting lists for YES campuses.

"That was, at the end of the day, driving our desire to grow," said YES founder Chris Barbic.

The charter school operator has already raised about half of the money it needs from local philanthropists and private foundations, including the

Please see YES, Page B7



ERIC KAYNE PHOTOS : CHRONICLE

WELL-ROUNDED: John Estrada, 15, gets his kicks during soccer practice at YES Prep. YES will be expanding to serve more students in the near future. "What I see YES doing with these kids is starting to transform the city," said Scott Schwinger, a YES board member.

CONTINUED FROM PAGE B1
Walton Family Foundation's Charter School Growth Fund.

Much like the Houston-based KIPP charter school chain, YES requires students to attend an extended-school day and Saturday classes. Students must also gain admission to a university before they graduate.

Its track record over the last five years has been tremendous. The system is rated "recognized" and its low-income student population outperforms state averages on almost every measure.

YES's southeast Houston high school often appears near the top of state and national ratings.

"What I see YES doing with these kids is starting to transform the city," said Scott Schwinger, a YES board member. "The mission is unwavering and you're seeing the results. It's preparing these kids for life. It's just awesome."

According to local statistics, only about 10 percent of Houston sixth-graders go on to complete

college. Together with KIPP, which launched a \$100 million expansion in March 2007, charter school leaders estimate that they'll triple the number of low-income Houston students who graduate from college.

Credibility, competition

They also hope that competition is driving improvements in the Houston Independent School District, which has struggled with declining enrollment in recent years.

"It pushed the school districts to get better as a result of us being there. That's fueling our growth as much as the wait list," Barbic said.

Expanding YES's reach should also lend credibility to the charter's method and results, he said.

"If we can do these things at 13 schools, it's going to be that much harder for an HISD, an Aldine, a Fort Bend to say, 'That's just a charter thing,'" Barbic said.

HISD school board President Larry Marshall

said he welcomes the competition.

"America is all about choice and competition," he said. "It's healthy. I really think it will move HISD and other districts toward a more competitive model."

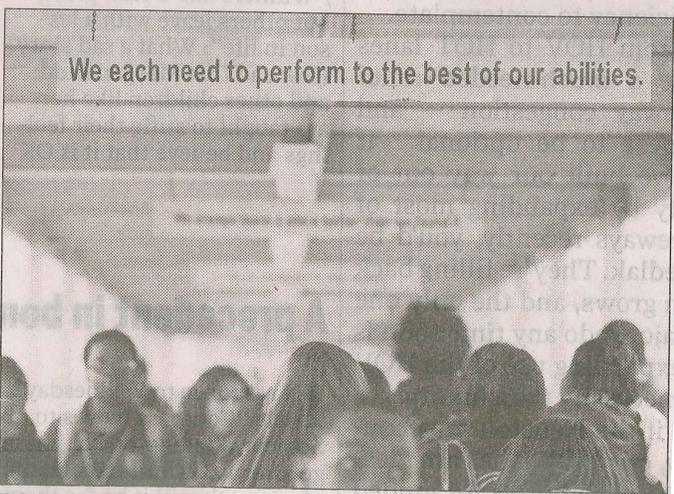
David Dunn, executive director of the Texas Charter Schools Association, said there is demand statewide for high-quality charter schools. While more than 90,000 students attend state-

approved charters, 16,000 more are on waiting lists.

Many of these campuses focus on students who might otherwise drop out, he said.

"We're not doing as well as we should be doing in educating our low-income students and getting them prepared for college," he said. "Obviously, there's a demand for it and a need for it."

jennifer.radcliffe@chron.com



ROOM FOR MORE: YES Prep students are helping move HISD into a more competitive nature, officials suggest.

YES Prep Takes on Houston Schools With \$38 Million Expansion

By Edward Klump

Sept. 15 (Bloomberg) -- YES Prep Public Schools, a Houston charter system which requires students to be accepted to a four-year college before graduating, said a \$38 million expansion plan that will almost triple enrollment will challenge the city's school district to improve its quality.

YES plans to expand its campuses to 13 from seven by 2013 and boost student numbers to 10,000 from about 3,500. The campuses are expected to be fully enrolled by 2020, YES Chief Executive Officer Chris Barbic said today in an interview.

Barbic likened YES's role in education to how the growth of FedEx Corp. and United Parcel Service Inc. led the U.S. Postal Service to offer more services, such as overnight packages.

"What we are trying to do is to create enough market share, if you will, and put enough pressure on the school system that they figure out how to deliver a package overnight, and the equivalent for us would be a better quality of education for all kids, not just the ones that live in the right zip code," Barbic said.

The YES system, chartered in 1998, receives about 80 percent of its funding from state and federal sources, with the rest coming from donors such as foundations and corporations, said Barbic, 39.

YES focuses on grades six through 12 in low-income neighborhoods. Its classrooms are peppered with pennants of universities from around the country. Graduates have been accepted to Harvard University, Yale University and Columbia University.

"There's going to be a three-to-four-year stretch where there's going to be a lot more public scrutiny, there's going to be a lot more pushback," Barbic said. "We're just going to be playing on a bigger stage."

Raising the Standard

He hopes traditional public schools will bolster programs and not just improve marketing.

"The schools could tell the parents in the community what they're doing better with slicker brochures; it's not going to keep kids from wanting to come to YES," he said. "At the end of the day, the service that we're providing the kids is stronger and we've got results we can point to and a scoreboard that says we're getting kids into college."

Teachers tend to be recent college graduates who have studied an area such as math, not education, Barbic said. He said it's important for teachers to be schooled in content, and that they can learn other aspects of the classroom on the job. YES is approved by Texas to have its own teacher-certification program.

\$16 Million Needed

Barbic taught in the Houston Independent School District and was part of the Teach For America program. YES's expansion will cost an estimated \$38 million, of which \$16 million still needs to be raised, Ryan Dolibois, chief development officer, said in a telephone interview.

"I think it's definitely going to be a little bit tougher in the environment that we're in," Barbic said. "I think we have those fundamental things going for us, which is that track record and those relationships that will help us raise the money that we need to raise to become sustainable."

To contact the reporter on this story: **Edward Klump** in Houston at eklump@bloomberg.net.

Last Updated: September 15, 2009 14:50 EDT

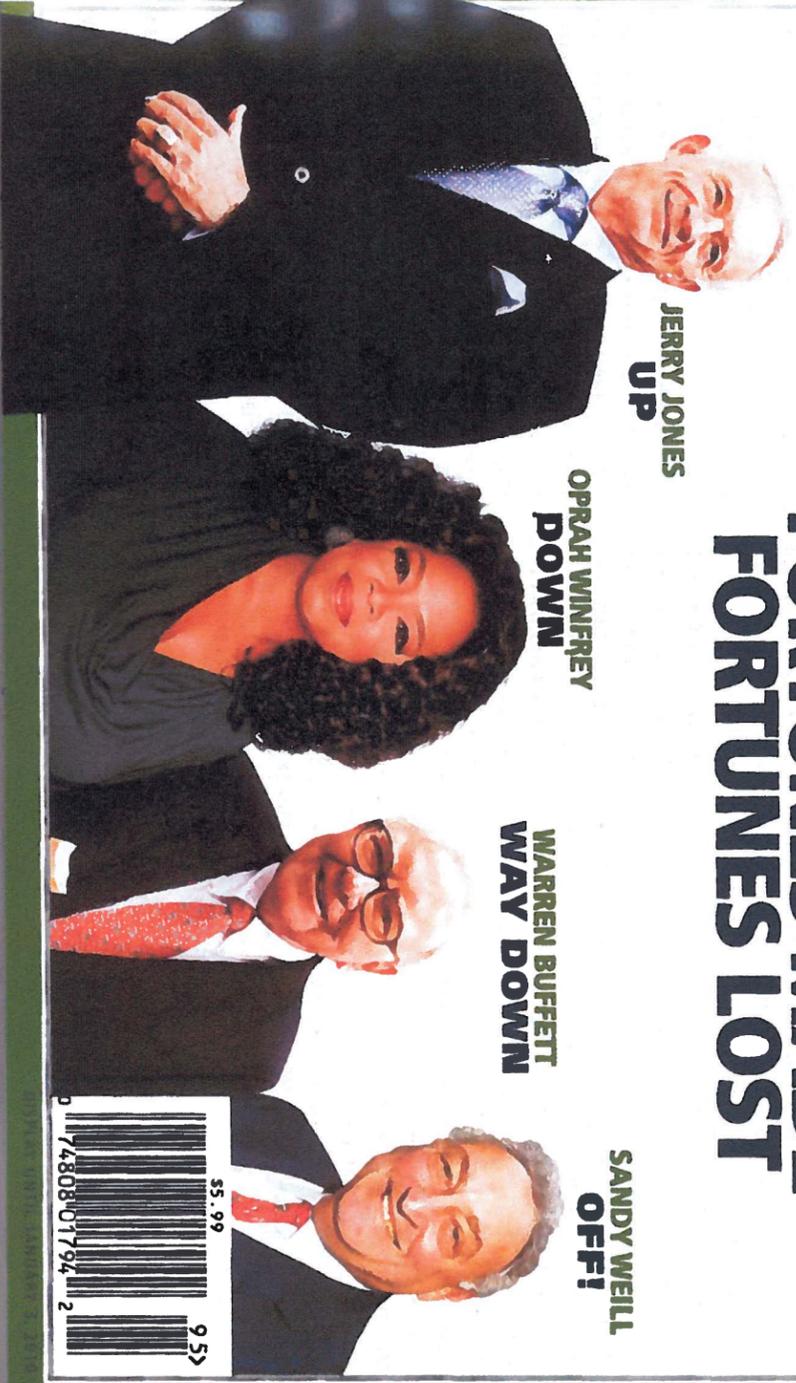
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WHAT A YEAR!
FORTUNES MADE
FORTUNES LOST

2009 EDITION



JERRY JONES
UP

OPRAH WINFREY
DOWN

WARREN BUFFETT
WAY DOWN

SANDY WELL
OFF!



THE RICHEST PEOPLE IN AMERICA

CREATIVE GIVING

YES TO Billionaires

A HOUSTON CHARTER SCHOOL IS TURNING OUT COLLEGE-READY KIDS, THANKS IN PART TO FOLKS LIKE BILL GATES, MICHAEL DELL AND JOHN ARNOLD.
BY JESSE BOGAN

such as Bill Gates, the Walton families, Michael Dell and John Arnold, a former Enron trader turned hedge fund manager. YES has raised \$70 million in all and got hours of managerial advice from Houston executives. School days are longer, and students must attend a summer session. They aren't allowed to graduate and get a diploma until they are accepted to a four-year college.

of Janet Clark, Marathon Oil's chief financial officer, and Scott Schwinger, chief financial officer of the Houston Texans football team. Schwinger helps watch YES' \$34 million operating budget. That comes to \$10,000 per student. Taxpayers contribute \$29 million of the budget, donors the rest.

The school was founded by 39-year-old Christopher Barbic, a Teach for America alum who was 27 at the time.



The gym at one of YES Prep's seven campuses.

IN A DONATED GYM JUST BEYOND THE portable classrooms, 160 sixth-grade students wait for the morning briefing to begin. A teacher, scanning the faces, nearly all Latino, is happy this day. The number of kids in the afterschool program, for those who haven't completed their homework, is dropping. The school calls the program Wall Street, embracing the idea that you don't go home until the work is done. "We are seeing Wall Street numbers going down, down, down," the teacher exclaims. "That is excellent."

The program is a part of Youth Engaged in Service Prep Public Schools, a 12-year-old charter school that enrolls 3,400 mostly poor kids in Houston in grades 6 through 12. Known as YES, it's a favorite of billionaires

Arnold, 35, has given \$22 million since 2007 to YES and KIPP (Knowledge Is Power Program), another charter school with locations across the country. Arnold, whose net worth we estimate at \$3.4 billion, runs Centaurus Advisors, a \$5 billion energy hedge fund. He likes the competition that good charter schools bring to the public system. Charter schools receive public funding but are privately managed.

"Education is not a natural monopoly," he writes in an e-mail (one of his rare public statements). "If these charter management organizations continue their trajectory of success, and do so at scale, then school districts will be forced to take notice and improve their product to protect market share."

YES' boardroom is loaded with the likes

of Raquel Rainey, a 17-year-old senior, wants to go to medical school. That would be a big accomplishment. Her neighbor is a dropout. The closest high school has a 36% graduation rate. "I want to do something with my life, and this school is the place to do it," she says. **F**

BILLION-DOLLAR DONORS

The most exclusive subset of this country's wealthy may be this one: those living philanthropists who have given away \$1 billion or more. That elite group includes only 8 members of The Forbes 400. Joining them are one couple, bankers Herbert and Marion Sandler, and mutual fund entrepreneur James Stowers, who have fallen off the list because they've given away so much of their wealth. "I'm surprised there aren't more," says Herbert Sandler. "It's a shame there aren't a lot more."

—David Whelan

Herbert and Marion Sandler



PHILANTHROPY FOCUS

1 Bill Gates	\$28 BILLION	Eradicating worldwide disease and poverty
2 George Soros	7.2 BILLION	Promoting democracy, fighting discrimination
3 Gordon Moore	6.8 BILLION	Environmental causes, nursing education
4 Warren Buffett	6.7 BILLION	Supporting the Gates Foundation
5 Eli Broad	2 BILLION	Improving education, genomics research
6 James Stowers	1.9 BILLION	Medical research
7 The Sandler's	1.5 BILLION	Investigative journalism, civil liberties
8 Michael Bloomberg	1.5 BILLION	Public health
9 Ted Turner	1.3 BILLION	The United Nations, nuclear nonproliferation
10 Michael Dell	1.2 BILLION	Children's health and education

Note: Gifts are not adjusted for inflation but counted at the time of transfer to a nonprofit institution. Sources: Forbes research; Chronicle of Philanthropy.



Can inner-city charter school succeed? Students say 'YES'

By Monica Rhor, The Associated Press

HOUSTON — It was Deadline Day at YES Prep North Central, the day college applications were supposed to be finished, the day essays, personal statements and a seemingly endless series of forms needed to be slipped into white envelopes, ready for submission.

The day the school's first graduating class would take one leap closer to college.

The seniors inside Room A121 were sprinting, scurrying and stumbling to the finish line. They hunched over plastic banquet tables, brows furrowed and eyed fixed on the screens of Dell laptop computers. Keyboards clattered, papers rustled and sighs swept across the room like waves of nervous energy.

So much was riding on this.

The reputation of a charter school built around the mission of sending every student to college. The hopes of parents who wanted more for their children than they had attained. The expectations of younger siblings, schoolmates and friends hungry for role models.

And above all, the dreams of 43 North Central seniors determined to turn stereotypes and statistics upside-down.

But first, those applications had to sparkle.

"We need that stuff ASAP," said Chad Spurgeon, sounding more like a coach before a big game than North Central's director of college counseling. "You've got to make sure these are where they need to be."

Around the room, jangled nerves seemed to jangle just a little more.

Eric Salazar, a soft-spoken student at the top of the senior class, gnawed absently on his cuticles.

Brandon Gunter, normally jovial, rummaged frantically through his backpack. "I'm getting the feeling I forgot my essay at home. This. Is. Not. Happening," Brandon fretted, his voice inching higher with each word.

Fernando Luna hunkered in the back of the room, staring at his computer screen and thinking of everything he still needed to finish. He smiled serenely, but inside, he could feel the pressure. College, long a dream, was suddenly, tantalizingly, nerve-rackingly within grasp.

He muttered, as if to reassure himself: "This is just an essay. I can tackle it. I can do it."

A few years earlier, college had been a vague notion for most of these students. It was a name emblazoned on a sweatshirt, an ivy-covered campus on a movie screen, a pathway for people more privileged.

"I didn't know anything about college," said Carol Cabrera, 17, the oldest child of a construction worker father and a stay-at-home mom, Mexican immigrants who had not made it past high school.

Elizabeth Martinez and Brandon Gunter, both 17, had long been told that a college education paved the road to a better life. But how to turn the ambition into reality?

In middle school, Eric Salazar often felt like the only student striving for higher standards. Fernando Luna saw his future limited to technical schools or vocational colleges.

"It's more difficult to be successful if you're ashamed to be the only person on time for a test, the only one doing homework," said Fernando, 17, as the five North Central seniors sat at a table in the school's cafeteria.

Then these five students stepped inside North Central, where college for all is not just a catch phrase. It's a vision infused into the fabric of the YES Prep charter school system.

YES Prep — the name is an acronym for Youth Engaged in Service — was founded 11 years ago by Chris Barbic, a Teach for America alumnus who shaped his vision around a simple, singular goal: Every student is expected to go to a four-year college, succeed there and return to give back to the community.

It was an ambitious goal. More than 90 percent of YES Prep students are first-

generation college-bound; 80 percent come from low-income families, and 96 percent are Hispanic or African-American. Most students enter the school at least one grade level behind in math and English.

Almost all can name friends or relatives who have succumbed to the streets, dropping out, landing in jail or getting entangled with gangs.

At YES Prep, every aspect of the school is designed to steer students away from stumbling blocks. Longer school days. A strict discipline code. A challenging curriculum. A small teacher-student ratio.

There is also a nonstop conversation about college. Middle school homerooms are

named after the teacher's alma mater. On Fridays, everyone is encouraged to wear shirts with college logos. Banners in hallways tout schools.

A popular bumper sticker sums up the school's mission: "Will my child go to college? The answer is YES."

Parents of students must sign a contract agreeing to commit to the YES Prep philosophy and rules. Students are admitted through a lottery, with almost 4,000 now on a waiting list to enter.

The culture-of-college formula seems to be working. At YES Prep Southeast, the only campus to serve 12th graders until this year, 100 percent of seniors have been accepted to college since the first class graduated in 2001 — matriculating at some 266 schools, including Ivy League universities.

This year, North Central will become the second YES Prep campus to graduate seniors — and the class of 2010 doesn't want to tarnish the charter school's record.

On most days, Room A121 is home to Junior and Senior Seminar.

In 11th grade, the school's two college counselors, Spurgeon and Merrill Brannigan, steer students through an introduction to the college application process and an intensive preparation for the SAT. In 12th grade, students focus on completing applications, refining essays and resumes, visiting colleges and applying for financial aid.

Brannigan and Spurgeon focus almost entirely on college counseling for 43 seniors and 60 juniors. "We learn a lot about the kids, and they learn a lot about themselves," said Spurgeon.

Carol Cabrera set aside her weekends to fill out applications and work on her essays. At home, her desk was piled with college pamphlets and brochures. Her report cards were tucked under the clear plastic tablecloth on her family's kitchen table — a constant reminder of how far she has come.

Elizabeth Martinez was spending her lunch hours chipping away at her applications in the school's still-developing library.

But on Nov. 20, the day the school set as application deadline day, many seniors were still scrambling to finish applications for the University of Texas and Texas A&M University, the schools with the most pressing deadlines.

In Senior Seminar, the 50-minute class period seemed to rocket by.

Suddenly, an anguished moan froze the entire room.

"Oh-oh!"

"I don't like that face," Spurgeon said, catching sight of Sally Arias' stricken expression.

"I deleted it. How did I do this? I deleted my essay," Arias whispered. "I think I'm gonna cry."

Mayra Valle rushed to her side. "We'll find it. We have to. This is your future."

A few feet away, Eric Salazar covered his face with both hands. He was nearly finished applications for Texas A&M, Cornell and Duke, his top choices. A few days earlier, a Cornell recruiter had even called to make sure he would be applying, a very promising sign.

"It gave me a tremendous sense of accomplishment," said Salazar, an aspiring engineer.

Still, his essay for Cornell needed honing. He was writing about a person who had inspired him. The first line: "My dad is a carpenter."

In the back corner, Brandon had finally fished out his errant essay. Now, he was typing answers to an A&M financial aid questionnaire. "My mom is a single parent. She's struggling to raise my sister and me," wrote Brandon, who hopes to study engineering at Dartmouth.

Fernando Luna looked over Brandon's shoulder then turned back to his own computer screen with a sigh. Texas A&M was one of his dream schools, and he was still far behind on his application.

Spurgeon picked up on the sigh.

"How's your essay coming?" he asked. "Is it gonna be ready?"

"Ummm," wavered Fernando. "It's gonna be a long night."

The path to senior year has been strewn with obstacles and "aha" moments.

YES Prep students confront resistance from old friends, the temptation to slack off, worries about college costs.

"My cousins would say, 'You are such a loser. You have to go to school on Saturdays,'" recalled Carol Cabrera. "Now I say: 'I'm going to college and you're not.'"

At first, she begged her parents to take her out. Then, she started picturing herself at college, going on to a career in broadcast journalism.

"We know that a lot of things outside school that have little to do with academics will affect academics," said North Central school director Mark DiBella. "So we try to create a support system at this school. When they go back into their neighborhoods, they can hearken back to this community of like-minded people."

The school is awash with inspirational sayings — on bulletin boards, newsletters and bright orange signs on an awning. For instance: "When we all pull together we move mountains."

"By the 12th grade, these messages are just a part of you," said Brandon Gunter. "... It's like physics, like Newton's law. Something stays in motion unless something negative stops it. Here, there is nothing negative to stop us."

For many students, the turning point comes during the school's spring and summer trips, when they tour colleges and participate in camping and community service trips. The experience can be transformational.

"If it hadn't been for the trips, I wouldn't know how it feels to be away from home..." said Carol Cabrera. "Now, I've been out there, away from my parents. It makes it harder for me to think about staying in Houston for school."

For Fernando Luna, the "aha" moment came much closer to home.



Fernando Luna, a YES senior, studies during his lunch break.

He was working a summer job at a farmers market when he noticed that people seemed to be looking through him. All they saw was another manual laborer, he thought. No one could see his aspirations or his intellect.

"If I don't get an education," he remembers thinking, "I'll be letting all the people who support me down and I'll be proving the people who don't believe in me right."

Carol Cabrera wrinkled her forehead in exasperation.

With minutes left in her Senior Seminar class, Carol was surrounded by white envelopes and application packages. She had already submitted 13 applications, including one to her top choice, Whittier College in California.

Now, on deadline day, she was having second thoughts, uncertain about some of her choices.

"I'm tired. I want to go home, take a shower and go to sleep. As a whole senior class, we're tired."

On the other side of the room, Elizabeth Martinez fingered her application to her safety school, the last one she needed to mail. She'd already finished the paperwork for her other schools, including first-choice Vanderbilt University.

Just a month earlier at a parent-student conference, Elizabeth had cried as she talked about moving away from Houston. Now, she said, "I'm sure everything's going to be OK. I hope so."

She stiffened her shoulders, sealed the final envelope and placed it on the pile.

Now, the very last step: At her laptop, she clicked the online application. And in no time, the on-screen message flashed: "Congratulations, Elizabeth! You have successfully submitted your application."



Eric Salazar, a senior at Houston's YES Prep North Central high school, walks past a wall covered with drawings representing colleges from across the country, including Harvard. More than 90% of YES students are first-generation college-bound, 80% come from low-income families and 96% are Hispanic or African-American.



Brandon Gunter, a senior at YES Prep North Central, talks with a Texas A&M recruiter during a college fair in Houston.



Fernando Luna, a YES senior, studies during his lunch break.

Budget Narrative

Budget Narrative

Attachment 1:

Title: **Budget Narrative** Pages: **13** Uploaded File: **H:\Data\Development\Development Office\2. Fundraising Activities\Grants\2. GOVERNMENT\Federal\USDE\Charter Schools Prg\Budget\Budget Narrative.pdf**

BUDGET NARRATIVE

General Overview of Grant Fund Allocations

CSP grant funding will help YES Prep *triple* the number of students it serves. The total budget for *Strategic Growth Initiative A, B and C* (See Section C: Use of Funds) is as follows:

REQUESTED GRANT	TOTALS	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
Personnel	\$ 9,762,838	\$ 1,259,117	\$ 2,113,104	\$ 2,389,926	\$ 2,374,795	\$ 1,625,895
Benefits	1,207,804	155,026	261,703	296,233	294,266	200,576
Travel	226,785	39,060	43,133	47,084	49,562	47,947
Equipment	829,715	292,592	178,408	161,096	104,816	92,803
Supplies	637,196	197,342	193,531	122,417	82,569	41,338
Contractual	2,324,980	369,217	455,582	532,375	559,036	408,770
	\$ 14,989,318	\$ 2,312,353	\$ 3,245,462	\$ 3,549,131	\$ 3,465,044	\$ 2,417,328

As stated in the guidelines, the CSP grant requires a match of at least 25 percent to support the project budget. As indicated in the attachments, YES Prep has secured this matching grant from The Charter School Growth Fund and the total project cost breakdown is as follows:

TOTAL GRANT (INCL. MATCH)	TOTALS	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
Personnel	\$ 12,499,724	\$ 2,835,145	\$ 2,876,770	\$ 2,684,217	\$ 2,477,697	\$ 1,625,895
Benefits	1,549,915	352,030	357,161	333,019	307,129	200,576
Travel	226,785	39,060	43,133	47,084	49,562	47,947
Equipment	1,286,396	630,498	263,847	188,449	110,798	92,803
Supplies	926,517	386,403	273,968	138,987	85,822	41,338
Contractual	2,324,980	369,217	455,582	532,375	559,036	408,770
	\$ 18,814,318	\$ 4,612,353	\$ 4,270,462	\$ 3,924,131	\$ 3,590,044	\$ 2,417,328

Additional details about the match and allocations of that funding are included in the Use of Funds section within the *Project Narrative* on Page 37.

As detailed in the *Project Narrative*, YES Prep has developed a comprehensive financial model to guide its growth and the three strategic initiatives outlined in this grant request. The model projects that YES Prep will require a total of \$18.9 million of supplementary support from fiscal year 2011 through 2015. This additional funding is required because of YES Prep’s deliberate strategy of growing by a grade level each year and the fact that it receives less public funding per student, per year than traditional public school districts in Texas. Despite this inequity, the model illustrates that in 2016 YES Prep achieves sustainability when it serves

roughly 9,000 students across thirteen area schools. **Funding from this CSP grant will make YES Prep’s goal of sustainability possible and enable the organization to triple the number of students it annually serves.** Funding from this grant and the matching funds will be used to support the three strategic initiatives outlined in the grant narrative:

STRATEGIC PRIORITY (W/MATCH)	TOTALS	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
Strategy A - Open New Schools in Houston	\$ 8,901,993	\$ 1,296,861	\$ 1,514,384	\$ 1,980,159	\$ 2,276,842	\$ 1,833,748
Strategy B - Grade Level Expansion	2,820,486	618,919	766,044	747,425	459,571	228,528
Strategy C - Human Capital Development Network	7,091,839	2,696,574	1,990,034	1,196,547	853,631	355,053
GRAND TOTAL	\$ 18,814,318	\$ 4,612,353	\$ 4,270,462	\$ 3,924,131	\$ 3,590,044	\$ 2,417,328

Public Funding Overview

As a state charter school system, YES Prep receives operating funds from the TEA and federal title programs. According to a 2007 study conducted by the Charter School Policy Institute, Texas charter schools annually receive a total of **\$2,900 less per student** than surrounding, non-charter school districts for operating and facility expenses. YES Prep estimates that the shortfall related specifically to operations is equivalent to roughly \$1,500 per student, per year. This has a significant impact on the organization because of YES Prep’s deliberate growth strategy to start a school with sixth grade and add a grade level each year. During the early years of a new school’s growth, YES Prep must raise “ramp-up” support from other public and philanthropic sources to account for the limited operating funding it receives from the state. As outlined in the following sections, this ramp-up support covers specific instructional costs, supply and equipment purchases, maintenance contracts, and transportation expenses that are eventually supported completely by state and federal funds once the school reaches full enrollment. The following sections provide an itemized breakdown, by year, for each budget category that is related to these three strategic initiatives and the matching funds.

Strategy A: Opening New Schools in Houston

During the five years of this grant cycle, YES Prep will open six new schools, starting with the opening of YES Prep North Forest in August 2010:

Fiscal Year*	2011	2012	2013	2014	2015...	...2020
School Count	8	11	12	13	13	13
Student Enrollment	4,129	5,179	6,216	7,281	8,193	10,423
Staff Count	353	426	497	574	635	784

The six schools will operate at a deficit during this five year period and grant funds will be used as outlined below to cover these budget categories:

STRATEGY A:	TOTALS	YEAR ONE: 2011	YEAR TWO: 2012	YEAR THREE: 2013	YEAR FOUR: 2014	YEAR FIVE: 2015
Personnel	\$ 5,298,750	\$ 514,124	\$ 856,973	\$ 1,215,624	\$ 1,480,015	\$ 1,232,014
Benefits	662,344	64,265	107,122	151,953	185,002	154,002
Travel	27,940	1,367	3,631	6,420	9,091	7,431
Equipment	764,939	304,906	135,431	137,629	97,991	88,981
Supplies	492,249	192,419	138,208	93,105	54,659	13,858
Contractual	1,655,771	219,779	273,020	375,428	450,083	337,461
TOTAL	\$ 8,901,993	\$ 1,296,861	\$ 1,514,384	\$ 1,980,159	\$ 2,276,842	\$ 1,833,748

Personnel

School Director, Lead Teacher for Year Zero: As described in the grant narrative, the YES Prep model includes a “Year Zero” of planning for each new school that YES Prep opens. This Year Zero ensures that YES Prep is able to deliver a quality academic program from the very start, and also provides time for school site selection, student and teacher recruitment, and the other necessary elements included with the start of a new school. All costs associated with Year Zero must be covered by private funds or public grant opportunities, since there is no student ADA revenue to offset these costs. This grant will support the salary for the school director for the entire Year Zero and includes the salary for a lead teacher to start three months prior to the opening of the school. Together, these two positions make up the leadership team for the new school in its first years of operation. Both salaries are eventually amortized over the growing base of enrolled students.

Summer school teachers for Summer School Program prior to Year One: As detailed in the narrative, each new YES Prep school begins with a summer program that happens prior to the start of the first day of classes. This program helps to on ramp the students and provides time for individual assessment, focused skill development, and inculcation of the YES culture.

Public funding does not begin until the first official ADA day later in August (and federal funding begins a year later), so all of the costs associated with this program must be fundraised separately. This grant will support the teacher salaries related to this period; future summer schools are included as part of the regular operating budget and funded by related state and federal support. More detail about the program is included in the supplies section below.

Teacher Grade Level Additions: the YES Prep model assumes roughly seven teachers per grade level as a school grows to full enrollment. In the early years of operation, YES Prep only receives enough public ADA support to fund five teachers and none of the support staff (for example, social workers in the middle school, and college counselors in the high school) to ensure the quality implementation of YES Prep's educational model. By twelfth, YES Prep catches up and reaches a revenue equilibrium where the teacher count and support staff can cover multiple grade levels of high school classes and the full personnel costs can be supported by student enrollment. YES Prep will use grant funding to bridge this gap to support the required teacher counts as each grade level is added at these six new schools.

Benefits

Benefits have been calculated at 12.3 percent of personnel costs.

Travel

This line refers to professional development opportunities that are made available to each new grade level team as the grade level is added to the school. Grade level chairs and lead

teachers participate in workshops, best practice gathering trips to other YES Prep schools and high performing schools in Houston, and conferences sponsored by the national associations related to their fields of study. This line increases over the five years of the grant as more schools are opened and more grade levels are added. In 2011, only North Forest is opening grade levels; in 2015, YES Prep will add six new grade levels across the six schools it has opened.

Equipment

This line item refers specifically to the technology that must be purchased as each new school is opened. The technology costs are roughly \$96,000 per new school in its first year of operation (this cost is reduced to \$17,000 at YES Prep North Forest because of the partnership agreement with the district). The funds will be used to purchase computer labs for student use and the required software and hardware infrastructure related to the Performance Management Initiative outlined in the *Project Narrative*. As an illustration, included below is the technology roll-out for School 9 that opens in 2012. All schools will follow this roll-out schedule, with the costs slightly increased for Schools 11-13 to account for inflation in the latter years of the grant:

YEAR ONE: 2011	YEAR TWO: 2012	YEAR THREE: 2013	YEAR FOUR: 2014	YEAR FIVE: 2015
96,312	15,157	9,271	17,697	18,766

For the system, these costs are highest in 2011 because of the way YES Prep’s fiscal year falls between August and September. Even though schools are slated to open in the 2011-2012 school year, the technology for these new schools will actually be purchased during the 2011 fiscal year. This explains why the technology expense for the five year grant cycle is largest in 2011, since YES Prep will open three new schools in 2012. In subsequent years, this line item decreases as the new school is only incrementally adding new laptops and related technology for student and staff use. The category increases in years four and five to account for hardware replacement and the three year cycle of software purchasing/upgrades.

Supplies

As stated previously, the largest areas of expense occur in the preceding months before a new school opens. Like the equipment/technology category, these supplies must be purchased in the fiscal year window that occurs right before the new school begins operations. YES Prep has allocated roughly \$50,000 for these Year Zero expenses per new school, based on the year of opening. Once again, the roll-out for School 9 is used here for illustrative purposes:

YEAR ONE: 2011	YEAR TWO: 2012	YEAR THREE: 2013	YEAR FOUR: 2014	YEAR FIVE: 2015
53,340	28,626	4,765	4,493	2,252

In the first and second years, funds will be used to cover all supplies related to the first summer school program, general furniture for the first set of classrooms to be furnished and the reading/mathematics manipulatives that are needed in the middle school years. After these initial purchases, YES Prep is able to use public funding to support most of the ongoing supply costs related to its operations. The expenses in years three through five represent the additional science and reading materials that are required above and beyond the budgeted expenses as YES Prep adds a new grade level. Obviously, with each successive year of operation, this number decreases because the supplies can be shared, stored, and used by an ever-increasing number of students.

Contractual

These costs are associated with the maintenance contracts and transportation contracts that must be funded until the schools reach the adequate economies of scale to support these operational costs with state and federal funding. YES Prep is committed to both removing any barrier to entry that would hinder a educationally disadvantaged student from attending a YES Prep school and creating schools that are specifically tied to a geographic neighborhood/community. Because of this commitment, YES Prep provides free transportation

to any student living within an eight mile radius of the school. In the early years, this transportation cost is spread over 140 students and requires multiple bus routes in order to meet the needs of the student population. As the school grows, the bus routes become more densely populated and the growing student enrollment covers an ever increasing percentage of the total cost, until the school reaches full capacity in 6th-12th grade. The maintenance contracts for cleaning and services follow the same trajectory. The deficit peaks around the fourth year of a school's operation and then begins to decline as state revenue/student enrollment increases to cover the difference.

Strategy B: Grade Level Expansion

Through the CSP grant, YES Prep will add new grade levels at two of its existing schools, YES Prep West and YES Prep South. Currently these schools enroll students in sixth grade; by the end of this grant cycle, the schools will include Grades 6-11. In total, YES Prep is requesting \$2,820,486 to support this grade level expansion and the associated costs not currently covered by existing state and federal funding:

STRATEGY B:	TOTALS	YEAR ONE: 2011	YEAR TWO: 2012	YEAR THREE: 2013	YEAR FOUR: 2014	YEAR FIVE: 2015
Personnel	\$ 1,928,508	\$ 417,405	\$ 514,216	\$ 517,629	\$ 322,907	\$ 156,351
Benefits	241,063	52,176	64,277	64,704	40,363	19,544
Travel	13,238	2,733	3,494	3,575	2,269	1,168
Equipment	64,777	12,686	17,977	23,467	6,825	3,822
Supplies	20,704	6,521	6,219	4,485	2,338	1,141
Contractual	552,196	127,398	159,861	133,565	84,869	46,502
TOTAL	\$ 2,820,486	\$ 618,919	\$ 766,044	\$ 747,425	\$ 459,571	\$ 228,528

As outlined in the financial model, the ramp-up deficit for a new school after Year Zero is roughly \$1.6 to \$1.9 million (based on the year it opens). This deficit exists because of the following:

- Administrative staff positions are required (including that of school director) without the full student capacity over which to amortize the expenses;

- Transportation and facilities are semi-fixed regardless of the number of students enrolled; and
- Large one-time costs, such as furniture, computers, and equipment, are incurred as a school grows.

Personnel

The financial model is a guide for YES Prep schools that have the autonomy to determine the number of teachers and how to deploy them within the constraints budgeted revenue based on enrollment. Two primary staffing approaches have been developed within YES Prep. One, a traditional single teacher model, and the other, a team teaching model implemented in the sixth and seventh grades only. Depending on which school model the director chooses, a school requires approximately 772 or 815 students to be fully enrolled and offer the full range of programs and student support services. YES Prep class sizes are targeted to be 25–28 students in core subjects, but can be as high as 30 students. The target student: teacher ratio in a fully enrolled YES Prep school is between 17.5 and 19.5.

As outlined in the previous personnel section, YES Prep currently does not receive enough state support to fund all of the teaching and support staff positions required to implement its comprehensive educational model. As YES Prep adds the high school (beginning in Year Three with ninth grade), these deficits begin to taper off. In the peak years, CSP funding will cover up to ten staff positions across the two schools, including the school director, other administrative personnel, the social worker and/or college counselor and the extra classroom teachers not supported by state and federal funding.

Benefits

Benefits have been calculated at 12.3 percent of personnel costs.

Travel

As stated above, travel expenses relate to the grade level additions in the year the new grade level is added to provide opportunities for professional development and best practice sharing among the new staff. This cost begins to decline as the schools reach tenth and eleventh grade; at this point, they have reached the appropriate economies of scale where the bulk of the costs are covered by existing public sources.

Equipment

Since all of the major technology has already been purchased, this funding will be used to support the planned software upgrades and hardware replacements that happen every three years. (see the equipment breakdown above for a further explanation of costs). Like the other expense areas, these costs go down in the final years of the grant as public funding covers an ever-increasing percentage of the total need.

Supplies

This covers the supplies related to each grade level expansion. Funding will support the purchase of mathematics and science manipulatives, reading materials, maps and workbooks for language and social studies classes and related college counseling supplies as the schools add the high school grade levels.

Contractual

Please see the contractual description for *Strategic Growth Initiative A*. These costs are the same for the new schools and the existing schools as YES Prep adds grade levels and grows to full enrollment.

Strategy C: Human Capital Development Network and the Matching Grant Requirement

YES Prep’s third strategic initiative will enable the organization to expand its *Teaching Excellence* program, develop new leaders through its *Leading Excellence* model, and launch a Teacher Career Track design to reward exemplary teaching and retain a higher percentage of successful YES Prep staff. \$3.26 million of CSP grant funding and \$3.825 of matching funds be used to support these initiatives:

STRATEGY C:	TOTALS	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
Personnel	\$ 5,272,466	\$ 1,903,616	\$ 1,505,582	\$ 950,964	\$ 674,775	\$ 237,530
Benefits	646,508	235,589	185,763	116,363	81,764	27,030
Travel	185,607	34,960	36,009	37,089	38,202	39,348
Equipment	456,680	312,906	110,439	27,353	5,982	-
Supplies	413,564	187,463	129,541	41,397	28,825	26,339
Contractual	117,013	22,040	22,701	23,382	24,084	24,806
TOTAL	\$ 7,091,839	\$ 2,696,574	\$ 1,990,034	\$ 1,196,547	\$ 853,631	\$ 355,053

The breakdown for each program is as follows:

STRATEGY C:	TOTALS	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
Teaching Excellence	941,502	177,336	182,656	188,136	193,780	199,593
Leading Excellence	2,325,338	\$ 437,988	451,128	464,661	478,601	492,959
Matching Grants for Home Office	3,825,000	2,300,000	1,025,000	375,000	125,000	-
Grand Total	\$ 7,091,839	\$ 2,915,324	\$ 1,658,784	\$ 1,027,797	\$ 797,381	\$ 692,553

Personnel

As detailed in the *Project Narrative*, funding will be used to support the following:

Teaching Excellence Instructional Coaches: 2.5 additional coaches for each year of the grant cycle, enabling YES Prep to train a total of 35 additional new teachers annually, for a total of 175 new teachers over the five years of the grant.

Leading Excellence Fellowships: Funding from this grant will make it possible for YES Prep to provide 3 fellowships each year of the grant. These fellowships will be both school based and home office based, depending on the candidates level of experience and best fit with the organization.

Home Office personnel (matching grants): YES Prep will use matching funds from Charter School Fund to support Home Office personnel associated with the various initiatives included in this narrative. Funding will support members of the People and Program team, operations support personnel in the Home Office and staff associated with the Advancement and Accounting departments. In the early years, this funding will support a larger percentage of these positions. As the schools grow, the funding will taper off and the Home Office will be solely supported by the 7.5 percent management fee it currently receives from the schools:

MATCHING FUND	TOTALS	Year 1	Year 2	Year 3	Year 4	Year 5
Personnel	\$ 2,736,887	\$ 1,576,028	\$ 763,666	\$ 294,291	\$ 102,902	\$0.00

Benefits

Benefits are calculated at 12.3 percent of personnel costs.

Travel

As outlined in the project narrative, all travel associated with strategic initiative C is tied to the *Leading Excellence* program. The costs stay relatively flat over the five year cycle (adjusted by 3 percent to account for inflation) because every year, the same number of participants will be involved in the program. Best Practice Tours will be conducted to various sites around the country and regional trips are also planned for grade level chairs and other leadership positions to study more local examples of excellence. In 2016, enough schools have reached sustainability that the Home Office can carry the full cost of these travel expenses with the funding it receives.

Equipment

All equipment costs are associated with the matching funds YES Prep will receive. This funding will be used to support the technology expenses related to the Home Office and the various hardware needs required to support these initiatives. The largest expense is in the first year of the grant to account for the further development of YES Prep’s intranet site, called

Navigation. As detailed on page 59 of the project narrative, Navigation has been developed in conjunction with initial seed funding from the Michael and Susan Dell Foundation. The goal of the program is to provide real-time access to data and communication tools so that school staff can stay connected and YES Prep can continue to manage its programs consistently even as it grows. Navigation will play a critical role in the *Teacher Career Track*, as all performance appraisal systems, evaluation protocols, and student academic metrics will be included on the site. Development of the site will be concluded by the end of the second year of this grant. The remaining costs are associated with ongoing software and hardware upgrades and replacements.

Supplies

The supply breakdown for the three program areas is as follows:

Supplies Breakdown	TOTALS	Year 1	Year 2	Year 3	Year 4	Year 5
Teaching Excellence	\$ 51,614	\$ 9,722	\$ 10,013	\$ 10,314	\$ 10,623	\$ 10,942
Leading Excellence	72,629	13,680	\$ 14,090	\$ 14,513	\$ 14,949	\$ 15,397
Matching Grant	289,322	189,061	80,437	16,570	3,253	-
Totals	\$ 413,564	\$ 212,463	\$ 104,541	\$ 41,397	\$ 28,825	\$ 26,339

Teaching Excellence: Supplies in this area will support the needs of the 35 new teachers who will be served for this program. To account for inflation, the costs rise by 3 percent each year. Teachers have monthly workshops and two weeks of training at the beginning of the *Teaching Excellence* Program. Teachers receive books, handouts, and a training manual that is created and produced internally. These supplies serve as a complement to the coaching practices employed by the instructional coaches.

Leading Excellence: Like Teaching Excellence, these supply costs are tied to the six professional development days and the training and supplies that accompany those sessions. Fellows and other participants received readings, workbooks, and various binders to support their

training. These costs also rise with inflation, but otherwise remain flat over the five years of the grant cycle.

Matching Grant: This line is higher in the first two years of the cycle to account for the increase in personnel at the Home Office level and the accompanying furniture, materials, and other supplies that are necessary to support operations. Over time, like the school level these expenses decline as the staff counts reach a point of equilibrium with the funding that YES Prep receives from existing public sources, via the schools.

Contractual

All contractual expenses are associated with the Leading Excellence Training. In addition to the internal speakers and presenters, YES Prep develops a slate of external speakers and trainers to work with the various groups associated with *Leading Excellence*. This contractual line covers their work with YES Prep and is a consistent cost over the five years of the grant. One of YES Prep's core values is "achieve excellent results through continuous improvement" and it desires to be a learning organization. By bringing in outside speakers to enhance the professional development experiences and opportunities for the participants, YES Prep is able to remain on the cutting edge of educational reform and best practices.

Final Note

As with Strategic Initiatives A and B, the funding needs associated with Strategic Initiative C decline over time as the YES Prep system achieves the necessary economies of scale to reach sustainability. The Financial Model included in *Section 6 – Other Attachments: Supplemental Organizational Budgets and Financial Information* includes the total costs associated with YES Prep's operational model and provides further context for how these expenses related to the overall budget of the organization.