

1 AGORA CYBER CHARTER SCHOOL

2 - - -

3  
4 Tuesday, October 13, 2009

5  
6 - - -

7  
8 BOARD MEETING

9  
10 - - -

11  
12 The proceeding of the Agora Cyber Charter  
13 School meeting, was taken at the Agora Cyber Charter  
14 School, 124 Bryn Mawr Avenue, Bala Cynwyd,  
15 Pennsylvania 19004, on the above date, commencing at  
16 or about 6:18 p.m., before Jennifer Mann, a  
17 Shorthand Reporter and Notary Public.

18  
19 - - -

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Page 6

1 considered ratified.  
 2 I'd like to go ahead and now  
 3 submit to the board what we addressed in one of  
 4 the items in the executive session, that is the  
 5 most recent bill of Lamb McErlane dated  
 6 October 13th, 2009, which encompassed time from  
 7 March -- excuse me -- September 1st, 2009  
 8 through September 30th, 2009.  
 9 Can I have a motion to approve  
 10 said bill?  
 11 COURRINE KNIGHT: Here's a  
 12 motion to approve the September billing.  
 13 JOEL FRANK: Thank you,  
 14 Ms. Knight.  
 15 Is there a second?  
 16 JAMES MARSHALL: Second.  
 17 JOEL FRANK: Mr. Marshall, thank  
 18 you.  
 19 Any discussion?  
 20 All in favor?  
 21 MEMBERS OF THE BOARD: I.  
 22 JOEL FRANK: Opposed?  
 23 Okay. That bill is now  
 24 considered approved as well.

Page 7

1 One of the items to be addressed  
 2 here tonight are the resignations of the  
 3 current board members and to go ahead and  
 4 replace them with other board members. That  
 5 was part and parcel of a settlement agreement  
 6 entered into by four specific parties, that is  
 7 PDE, Pennsylvania Department of Education; K12;  
 8 Cynwyd; and Agora Cyber Charter School. And  
 9 we'll address that specific document shortly.  
 10 But pursuant thereto, the  
 11 current board is, in fact, going to resign.  
 12 We're going to go ahead and at this point  
 13 accept the resignations of the two people who  
 14 are not here, that is Juaria, J-U-A-R-I-A,  
 15 Shelton, who is not present with us tonight;  
 16 and also Myra, M-Y-R-A, Corbin, C-O-R-B-I-N.  
 17 Can I have a motion to accept  
 18 the resignations of those two board members who  
 19 are not here today?  
 20 COURRINE KNIGHT: Here's a  
 21 motion to accept the resignation of the two  
 22 board members who aren't present today, Juaria  
 23 Shelton and Myra Corbin.  
 24 JOEL FRANK: Thank you,

Page 8

1 Ms. Knight.  
 2 Is there a second?  
 3 JAMES MARSHALL: Second.  
 4 JOEL FRANK: Mr. Marshall, thank  
 5 you very much.  
 6 All in favor?  
 7 MEMBERS OF THE BOARD: I.  
 8 JOEL FRANK: Opposed?  
 9 Those resignations are now  
 10 considered accepted.  
 11 There's a document entitled a  
 12 settlement agreement and release, again,  
 13 between the four parties that I previously  
 14 alluded to. That document consists of 20 pages  
 15 altogether, including signature pages. The  
 16 board has had an opportunity to go ahead and  
 17 review this document and ask any questions it  
 18 had to counsel regarding this document at the  
 19 executive session that preceded this meeting  
 20 here tonight.  
 21 I'd ask for a motion from the  
 22 board to approve the settlement agreement and  
 23 release and to authorize the president and  
 24 secretary of the Agora Cyber Charter School to

Page 9

1 execute this document.  
 2 Can I have a motion, please?  
 3 COURRINE KNIGHT: There is a  
 4 motion to approve the settlement agreement and  
 5 allow the board president and secretary to sign  
 6 off on the agreement.  
 7 JOEL FRANK: Is there a second?  
 8 EDWARD CARUSO: Second.  
 9 JOEL FRANK: We'll go with  
 10 Mr. Caruso on that occasion.  
 11 Any discussion regarding this  
 12 document?  
 13 All in favor of authorizing the  
 14 president and the secretary to sign this  
 15 document on behalf of the Agora Cyber Charter  
 16 School say I.  
 17 MEMBERS OF THE BOARD: I.  
 18 JOEL FRANK: Anyone opposed?  
 19 Okay. That is now authorized,  
 20 and in conjunction therewith, I'd ask  
 21 Ms. Knight to go ahead and sign the document.  
 22 And your title, please. If you  
 23 can date it, please, as well.  
 24 COURRINE KNIGHT: (Complied with

Page 10

1 the request.)

2 JOEL FRANK: And I'm now signing

3 on behalf as counsel of the Agora Cyber Charter

4 School as well. And then I just ask

5 Mr. Calland, as the secretary, to witness that,

6 sir.

7 ROBERT CALLAND: (Complied with

8 the request.)

9 JOEL FRANK: Thank you.

10 Okay. The next item of business

11 concerns the lease that is currently in effect

12 between the Cynwyd Group, LLC, and Agora Cyber

13 Charter School for the premises located at 60

14 Chestnut Avenue in Devon, Pennsylvania.

15 I go ahead and ask for authority

16 from the board to go ahead and execute a

17 document entitled Termination and Release

18 Agreement By and Between Agora Cyber Charter

19 School and the Cynwyd Group, that, in fact, it

20 serves part and parcel of a resolution to be

21 forthcoming regarding the termination of the

22 lease to which I just alluded.

23 Is there a motion from any board

24 member to authorize Ms. Knight to go ahead and

Page 11

1 execute this document on behalf of the board?

2 EDWARD CARUSO: Go ahead.

3 JOEL FRANK: Mr. Caruso?

4 EDWARD CARUSO: Yes.

5 JOEL FRANK: Second,

6 Mr. Calland?

7 ROBERT CALLAND: Yes.

8 JOEL FRANK: Very good.

9 Ms. Knight, I'd ask -- I'm sorry

10 I'm getting ahead of myself.

11 Any discussion on this issue?

12 All in favor of authorizing

13 Ms. Knight to sign this document can be

14 signified by saying I.

15 MEMBERS OF THE BOARD: I.

16 JOEL FRANK: Anyone opposed?

17 Okay. Ms. Knight, I'd ask you

18 to sign this document as well.

19 COURRINE KNIGHT: (Complied with

20 the request.)

21 JOEL FRANK: Thank you.

22 And as part and parcel of this

23 document, I'd ask that the board agree to the

24 following resolution. Let me just read this

Page 12

1 into the record.

2 It's called Resolution of the

3 Board of Trustees of Agora Cyber Charter School

4 to Enter into the Termination and Release

5 Agreement By and Between Agora Cyber Charter

6 School and the Cynwyd Group, LLC. Under the

7 background it says -- excuse me -- the Board of

8 Trustees of the Agora Cyber Charter School, the

9 charter school, entered into a lease agreement

10 with the Cynwyd Group, LLC, Cynwyd, on or about

11 November 28th, 2007, the lease agreement. The

12 Board of Trustees of the charter school have

13 determined that it is in the best interest of

14 the charter school to terminate the lease

15 agreement. Resolution now therefore be it

16 resolved by the Board of Trustees that the

17 attached termination release agreement of the

18 lease agreement by and between Agora Cyber

19 Charter School and the Agora Group, LLC, is

20 adopted. Resolved this 13th day of

21 October 2009 by the Agora Cyber Charter School.

22 Can I have a motion from the

23 board to accept this resolution?

24 EDWARD CARUSO: I accept.

Page 13

1 JOEL FRANK: Mr. Caruso.

2 Second?

3 Mr. Marshall, thank you.

4 Any discussion?

5 All in favor?

6 MEMBERS OF THE BOARD: I.

7 JOEL FRANK: Opposed?

8 Thank you. I'd ask Ms. Knight

9 to go ahead and sign the document as board

10 president and then have Mr. Calland go ahead

11 and sign off as board secretary.

12 COURRINE KNIGHT: (Complied with

13 the request.)

14 ROBERT CALLAND: (Complied with

15 the request.)

16 JOEL FRANK: Ms. Shopp, counsel

17 for PDE, points out to me that we need to go

18 back to Item No. 4 on the agenda, and that

19 there is, in fact, an acknowledgment by all

20 board members that they're bound by the terms

21 of the settlement agreement entered into

22 including the non-disparagement provisions.

23 Any discussion on that issue?

24 Anyone consider theirself so

Page 14

1 bound?

2 COURRINE KNIGHT: So bound.

3 EDWARD CARUSO: So bound.

4 BOARD MEMBER: Yes.

5 JOEL FRANK: Thank you.

6 The next issue I'd like to

7 address is Item No. 6 and that is the board is

8 obligated to go ahead and -- I'm sorry. The

9 board will accept all of Agora's and Cynwyd's

10 documents in Cynwyd's possession relating to

11 Agora, including, but not limited to, financial

12 records of the board minutes, that needs to be

13 delivered to a new board, which will later be

14 sworn in on or by October 23rd, 2009, and has

15 to be delivered to the law offices of Vaira and

16 Riley at 1600 Market Street, Suite 2650,

17 Philadelphia, Pennsylvania.

18 Can I have a motion to so

19 acknowledge that obligation?

20 EDWARD CARUSO: So acknowledged.

21 JOEL FRANK: Mr. Caruso.

22 JAMES MARSHALL: Second.

23 JOEL FRANK: Seconded by

24 Mr. Marshall. Thank you very much.

Page 15

1 Any discussion regarding that?

2 All in favor?

3 MEMBERS OF THE BOARD: I.

4 JOEL FRANK: Anyone opposed?

5 Thank you very much.

6 We'll now go ahead and now move

7 on to No. 7 on the agenda which concerns the

8 management agreement that's in place dated May

9 10th, 2006, between the Agora Cyber Charter

10 School and the Cynwyd Group. There is a

11 document that I asked for the board's

12 consideration, and there will be an intended

13 resolution as well to go ahead and terminate

14 the agreement between Agora Cyber Charter

15 School and the Cynwyd Group.

16 I'd ask for a motion to

17 authorize Ms. Knight as president to go ahead

18 and sign this agreement on behalf of the Cyber

19 Charter School.

20 Can I have a motion to that

21 effect?

22 ROBERT CALLAND: I motion.

23 JOEL FRANK: Mr. Calland.

24 Second?

Page 16

1 EDWARD CARUSO: Second.

2 JOEL FRANK: Mr. Caruso. Thank

3 you very much.

4 Any discussion on that issue?

5 All in favor?

6 MEMBERS OF THE BOARD: I.

7 JOEL FRANK: Anyone opposed?

8 Okay. Ms. Knight, I'd ask you

9 to go ahead and sign this document on behalf of

10 the charter school.

11 COURRINE KNIGHT: (Complied with

12 the request.)

13 JOEL FRANK: Thank you very

14 much.

15 And attended thereto, ladies and

16 gentlemen, is another resolution. I'd like to

17 go ahead and read that into the record as well.

18 That's called, Resolution of the Board of

19 Trustees of Agora Cyber Charter School to Enter

20 Into the Termination and Release Agreement By

21 and Between Agora Cyber Charter School and the

22 Cynwyd Group, LLC.

23 The background is: The Board of

24 Trustees of the Agora Cyber Charter School, the

Page 17

1 charter school, entered into a management

2 agreement with the Cynwyd Group, LLC, on or

3 about May 10th, 2006, the management agreement.

4 The Board of Trustees of the charter school has

5 determined that it is in the best interest of

6 the charter school to terminate the management

7 agreement. The resolution now therefore be it

8 resolved by the Board of Trustees that the

9 attached termination and release agreement by

10 and between Agora Cyber Charter School and the

11 Cynwyd Group, LLC, is adopted and that, of

12 course, reflects -- refers to the document that

13 we just executed. Resolved this 13th day of

14 October 2009.

15 Can I have a motion from the

16 board in order to authorize Ms. Knight and the

17 board secretary, Mr. Calland, to execute this

18 resolution?

19 EDWARD CARUSO: I so authorize.

20 JOEL FRANK: Thank you,

21 Mr. Caruso.

22 Is there a second?

23 Mr. Marshall, thank you.

24 I'd ask you now to execute that

Page 18

1 resolution.  
2 COURRINE KNIGHT: (Complied with  
3 the request.)  
4 JOEL FRANK: Thank you.  
5 Mr. Calland needs to sign off as well.  
6 ROBERT CALLAND: (Complied with  
7 the request.)  
8 JOEL FRANK: Thank you.  
9 The next item on the agenda is  
10 Item No. 8 and that concerns the board's  
11 nomination and elections that were placed to  
12 trustees that have been provided and approved  
13 by the Pennsylvania Department of Education.  
14 The three names that were submitted for  
15 consideration are Tyler Bui, Bonita Harmon, and  
16 Mary Steffey.  
17 I'd ask if there are any other  
18 nominations for any other people to serve as  
19 directors of Agora Cyber Charter School.  
20 Hearing none, can I have a  
21 motion to close nominations?  
22 EDWARD CARUSO: Close.  
23 JOEL FRANK: Thank you,  
24 Mr. Caruso.

Page 19

1 Second?  
2 JAMES MARSHALL: Second.  
3 JOEL FRANK: Mr. Marshall, thank  
4 you.  
5 Having received no other  
6 nominations besides that of Mr. -- excuse me --  
7 of Tyler Bui, Bonita Harmon, and Mary Steffey,  
8 I ask the board to go ahead and nominate and  
9 consider their election.  
10 Is there any motion to that  
11 effect?  
12 COURRINE KNIGHT: Here's a  
13 motion to nominate and consider.  
14 BOARD MEMBER: Second.  
15 JOEL FRANK: Thank you very  
16 much.  
17 Any discussion by the current  
18 board members?  
19 COURTNEY KNIGHT: Are there  
20 going to be three board members only?  
21 JOEL FRANK: Right now there's  
22 three initial board members. The bylaws  
23 provide for up to seven board members, but  
24 right now there's three. There is room for

Page 20

1 four additional board members.  
2 COURTNEY KNIGHT: So this board  
3 will take no action or anything or can it?  
4 JOEL FRANK: For the new board,  
5 you mean?  
6 COURTNEY KNIGHT: Yes.  
7 JOEL FRANK: No. The new board  
8 will be authorized to take whatever action it  
9 deems appropriate once they are elected. There  
10 is no minimum, to my recollection, in the  
11 bylaws, but there was a maximum of seven. So  
12 you have three people, Mr. Knight, and they  
13 will be able to go ahead and conduct business  
14 as the Board of Trustees, again, with the  
15 caveat that there are four openings that could  
16 be subsequently filled.  
17 COURTNEY KNIGHT: These board  
18 members were -- the board has elected these  
19 three members without seeing resumes or  
20 anything like that?  
21 JOEL FRANK: That's correct.  
22 Part of the settlement agreement was that this  
23 board had a right to go ahead and nominate  
24 potential new directors pending PDE's ultimate

Page 21

1 approval. As you know, starting, I think,  
2 sometime in the summer, July or August, we had  
3 solicited additional people to become board  
4 members, and not having received any  
5 candidates, we had gone ahead and then  
6 discussed with PDE as part and parcel of the  
7 settlement negotiations to go ahead and have  
8 them supply outright the -- the board members.  
9 But you're correct, we do not have any  
10 background attending with that.  
11 COURTNEY KNIGHT: So in no way  
12 is this board going to be responsible for  
13 electing members who they know nothing about,  
14 who have seen no resumes for? It's just  
15 because PDE said we want these three people,  
16 they are elected. That's considered their  
17 right?  
18 JOEL FRANK: That's what's  
19 being -- that's what's being requested. I  
20 don't know if, you know, PDE or anyone on  
21 behalf of K12 would want to talk about the  
22 qualifications and backgrounds of the three  
23 people that are, in fact, tendered. I give  
24 them that opportunity to do so, if they'd like.

1 Of course, they're free not to do so as well.  
 2 Hearing no comments from the  
 3 board -- I'm sorry -- from the audience, again,  
 4 ask for any further discussion regarding the  
 5 nomination election of these three individuals.  
 6 Hearing no further discussion --  
 7 I'm sorry. Go ahead.  
 8 Hearing no further discussion, I  
 9 call for a vote as to conclude these three  
 10 people, again, Tyler Bui, Bonita Harmon, and  
 11 Mary Steffey as the three replacement board  
 12 members.  
 13 EDWARD CARUSO: I so move.  
 14 JOEL FRANK: Mr. Caruso so  
 15 moves.  
 16 Is there a second?  
 17 JAMES MARSHALL: Second.  
 18 JOEL FRANK: Mr. Marshall, thank  
 19 you.  
 20 All in favor?  
 21 MEMBERS OF THE BOARD: I.  
 22 JOEL FRANK: Opposed?  
 23 We now have three new board  
 24 members for the Agora Cyber Charter School.

1 BOARD MEMBER: What are the  
 2 names again?  
 3 JOEL FRANK: It's Tyler,  
 4 T-Y-L-E-R, Bui, B-U-I; Bonita, B-O-N-I-T-A,  
 5 Harmon, H-A-R-M-O-N; and Mary Steffey,  
 6 S-T-E-F-F-E-Y.  
 7 BOARD MEMBER: Okay. Thank you.  
 8 JOEL FRANK: And before we get  
 9 to the resignation of the current board  
 10 members, I would like to go ahead and just make  
 11 a statement that this current board, there have  
 12 been no findings of any improprieties against  
 13 this current board, and I'd like to go ahead  
 14 and personally thank them for their efforts and  
 15 devotion over the years on behalf of the Agora  
 16 Cyber Charter School and the students and the  
 17 parents comprising the student body.  
 18 With that said, I'd go ahead and  
 19 I ask for the current board to go ahead and  
 20 tender their resignations. I think it's best  
 21 to go ahead and do that on a one-on-one basis.  
 22 Ms. Knight, you, as president,  
 23 I'd ask you to go ahead and resign.  
 24 COURRINE KNIGHT: Tender my

1 resignation as board president.  
 2 JOEL FRANK: Thank you.  
 3 Mr. Calland?  
 4 ROBERT CALLAND: I'll resign as  
 5 secretary.  
 6 JOEL FRANK: Mr. Caruso?  
 7 EDWARD CARUSO: I tender my  
 8 resignation as vice president effective today,  
 9 the 13th of October 2009.  
 10 JOEL FRANK: Thank you.  
 11 Mr. Marshall?  
 12 JAMES MARSHALL: I tender my  
 13 resignation as a board member.  
 14 JOEL FRANK: Thank you very  
 15 much.  
 16 Again, I want to thank each and  
 17 every one of you for your dedicated service to  
 18 this institution. I'd like to go ahead and  
 19 move now as one last act to go ahead and accept  
 20 your own resignations, if you will.  
 21 Can I have a motion?  
 22 COURRINE KNIGHT: Motion to  
 23 accept the board resignations.  
 24 BOARD MEMBER: Second.

1 BOARD MEMBER: Second.  
 2 JOEL FRANK: Okay. Any comment?  
 3 All in favor?  
 4 MEMBERS OF THE BOARD: I.  
 5 JOEL FRANK: Opposed?  
 6 Thank you. I'd then like the  
 7 board to consider the resignation of  
 8 Ms. Kathleen Suloff as CEO of the Agora Cyber  
 9 Charter School, and likewise, thank her for her  
 10 many hours and hard work on behalf of the  
 11 students and this organization.  
 12 Any motion to accept  
 13 Ms. Suloff's resignation?  
 14 EDWARD CARUSO: I accept  
 15 Ms. Suloff's.  
 16 JOEL FRANK: Thank you.  
 17 JAMES MARSHALL: Second.  
 18 JOEL FRANK: Mr. Caruso and then  
 19 Mr. Marshall.  
 20 All in favor?  
 21 MEMBERS OF THE BOARD: I  
 22 JOEL FRANK: Opposed?  
 23 And then, lastly, I'd like to go  
 24 ahead and ask for the resignations of those

Page 26

1 ex officio, honorary members, including Anthony  
 2 Smoot and Courtney Knight.  
 3 Thank you once again, gentlemen,  
 4 for your long-standing devotion. I know some  
 5 of you have been around from the very outset of  
 6 this organization four years ago. You were  
 7 founding members, so, again, thank you for your  
 8 hard work over the years. It's very much  
 9 appreciated.  
 10 Motion to accept the resignation  
 11 of the ex officio members?  
 12 COURRINE KNIGHT: Here's a  
 13 motion to accept the resignation of  
 14 ex officios.  
 15 JOEL FRANK: Thank you,  
 16 Ms. Knight.  
 17 EDWARD CARUSO: I second.  
 18 JOEL FRANK: Second.  
 19 Any discussion?  
 20 All in favor?  
 21 MEMBERS OF THE BOARD: I.  
 22 JOEL FRANK: Opposed?  
 23 Very good. I think that  
 24 concludes -- no, it does not. I'm sorry. I

Page 27

1 jumped the gun.  
 2 There's one item of business  
 3 that we still need to go ahead and address.  
 4 It's part and parcel of the settlement  
 5 agreement itself, which was the discontinuance  
 6 of the litigation in which the Agora Cyber  
 7 Charter School were plaintiffs. Those actions  
 8 were specifically listed in the settlement  
 9 agreement and released, which was already  
 10 previously validated by this board in the  
 11 settlement agreement, but for the sake of  
 12 clarity, I'd like to just ask for one more  
 13 resolution from the board and that is to  
 14 discontinue the suits which, in fact, were  
 15 alluded to in the Pennsylvania -- I'm sorry --  
 16 in the settlement agreement; those were: Agora  
 17 Cyber Charter School versus the Pennsylvania  
 18 Department of Education in the United States  
 19 District Court for the Eastern District of  
 20 Pennsylvania; the Cynwyd Group and Dr. Brown  
 21 versus Pennsylvania, LLC, although, we can't  
 22 really do that; the Agora Cyber Charter School  
 23 versus Commonwealth Department of Education  
 24 pending in the Commonwealth Court of

Page 28

1 Pennsylvania; and the Agora Cyber Charter  
 2 School versus K12 Pennsylvania, that's in the  
 3 Common Pleas Court of Chester County.  
 4 Can I have a resolution to go  
 5 ahead and discontinue those lawsuits?  
 6 COURRINE KNIGHT: Resolution to  
 7 discontinue.  
 8 JOEL FRANK: Thank you,  
 9 Ms. Knight.  
 10 EDWARD CARUSO: Second.  
 11 JOEL FRANK: Thank you,  
 12 Mr. Caruso.  
 13 And then just ask Ms. Knight and  
 14 Mr. Calland as their last official duties to go  
 15 ahead and sign that resolution as well.  
 16 COURRINE KNIGHT: (Complied with  
 17 the request.)  
 18 ROBERT CALLAND: (Complied with  
 19 the request.)  
 20 JOEL FRANK: Thank you very  
 21 much.  
 22 And with that, I believe, that  
 23 concludes all the items on the agenda here  
 24 tonight.

Page 29

1 Is there any item that the  
 2 public needs to -- or would like to have  
 3 considered?  
 4 Hearing none, can I have a  
 5 motion to go ahead and adjourn this meeting?  
 6 JAMES MARSHALL: Motion to  
 7 adjourn.  
 8 JOEL FRANK: Thank you,  
 9 Mr. Marshall.  
 10 Second?  
 11 EDWARD CARUSO: Second.  
 12 JOEL FRANK: Mr. Caruso, thank  
 13 you very much.  
 14 This meeting of the Agora Cyber  
 15 Charter School is hereby adjourned.  
 16 Thank you everybody.  
 17 - - -  
 18 (Whereupon, there was a brief  
 19 adjournment at or about 6:41 p.m. as the  
 20 resigned board members exited the room.)  
 21 - - -  
 22 MR. TWERSKY: This is a special  
 23 meeting of the Board of Trustees of the  
 24 Agora -- my name is Michael Twersky. I'm

Page 30

1 counsel to the recently elected Board of  
 2 Trustees. In attendance here today is Tyler  
 3 Bui, a new trustee; Bonita Harmon, also elected  
 4 a new trustee. Mary Steffey is -- also been  
 5 elected as a new trustee, and she is on  
 6 Elluminate and attending the meeting via that.  
 7 Judy Shopp, general counsel to  
 8 the Pennsylvania Department of Education, and  
 9 John Grugan, who is counsel for K12, are in  
 10 attendance.  
 11 We'll now take comment from  
 12 the -- well -- oh, yes, I apologize.  
 13 We need a motion for the new  
 14 board to accept the resignation of the prior  
 15 trustees.  
 16 TYLER BUI: Hi. I motion.  
 17 MR. TWERSKY: Okay. Do we have  
 18 a second?  
 19 BONITA HARMON: Second.  
 20 MR. TWERSKY: Okay. Thank you,  
 21 Ms. Harmon.  
 22 MS. SHOPP: You have to say your  
 23 name.  
 24 TYLER BUI: This is Tyler Bui.

Page 31

1 MR. TWERSKY: Tyler Bui.  
 2 Mr. Bui to accept the -- Ms. Harmon seconded.  
 3 Any comment?  
 4 MS. SHOPP: This is Judy Shopp  
 5 from the Department of Education. It's great  
 6 to be here tonight. I just wanted to give you  
 7 a little bit of background, how we got here and  
 8 where we're going. And then after I've done  
 9 that, we're here to take any questions that any  
 10 of the participants in Elluminate have. If we  
 11 don't know the answer tonight, then we will  
 12 certainly get back to you with your specific  
 13 questions.  
 14 Okay. How we got here. We have  
 15 reached a settlement agreement, which you heard  
 16 referenced in the first board meeting, and  
 17 we -- all the lawyers and all the parties have  
 18 worked very hard over the last month with a  
 19 federal judge who acted as a mediator in order  
 20 to reach, what we consider, a global settlement  
 21 on all of the -- am I going too fast? Okay. I  
 22 will slow down. I talk too fast.  
 23 We've been working with a  
 24 federal judge who acted as a mediator among all

Page 32

1 of the parties to reach a global settlement.  
 2 And as you heard Joel Frank reiterate, all of  
 3 the actions that were pending among Cynwyd,  
 4 K12, and the Department of Education. In a  
 5 result of the settlement agreement, the  
 6 revocation hearing that was scheduled to begin  
 7 today that was continued until tomorrow will  
 8 now end because that matter has been resolved  
 9 through this settlement agreement.  
 10 The Agora Cyber Charter School  
 11 versus the Pennsylvania Department of Education  
 12 in the Federal District Court -- I'll answer  
 13 that. Hang on there -- is terminated. The  
 14 matter of the Agora Cyber Charter School  
 15 against the Commonwealth pending in the  
 16 Commonwealth Court, which had to do with the  
 17 monies that the department escrowed and then  
 18 paid to K12 for payment of student-related  
 19 bills, has now ended.  
 20 The Agora Cyber Charter School  
 21 against K12, which is in the Common Pleas Court  
 22 of Chester County, has also ended. And the  
 23 Cynwyd Group and Dorothy Brown versus K12 in  
 24 the Federal Court of the Eastern District has

Page 33

1 now terminated.  
 2 The slap suit against the  
 3 parents is not part of this matter because the  
 4 entities K12, Cynwyd, and the Department of  
 5 Education were not involved in that lawsuit.  
 6 I think we'll get more specific  
 7 questions. I see the question is from Gladys  
 8 Defani(ph); is that correct?  
 9 Okay. And it was to Allison and  
 10 Mary. Gladys, I think what I would ask you to  
 11 do is contact counsel, perhaps Mike Twersky,  
 12 and he can explain -- he can explain anything  
 13 that you need to be answered because he is the  
 14 counsel for the parents in that matter.  
 15 MR. TWERSKY: Not all of the  
 16 parents.  
 17 MS. SHOPP: Oh, I'm sorry. You  
 18 can't see the questions?  
 19 Okay. All right. Moving right  
 20 along.  
 21 One of the things that the  
 22 Department of Education has -- one of the  
 23 things that the Department of Education has  
 24 worked with K12 since the beginning of the '09,

Page 34

1 '10 school year is to continue the relationship  
 2 with K12 that the Agora family had during the  
 3 fifth year of the charter, which is the school  
 4 year '09, '10, and it is the intention of the  
 5 department and the new board to continue that  
 6 relationship under the same terms and  
 7 conditions of the current contract that the  
 8 board had through Cynwyd with K12.

9 Secondly, I would like to  
 10 indicate that the -- if those who didn't know,  
 11 the previous Agora board filed an application  
 12 for a renewal of the charter for another five  
 13 years, and part of the settlement was, if the  
 14 new board decided that they wanted to amend  
 15 that chart -- amend that renewal or withdrawal  
 16 that one and file a new renewal application,  
 17 they could do so by November 15th.

18 The policy of the department is  
 19 that October 1st is the deadline, but because  
 20 of the extenuating circumstances of this likely  
 21 settlement negotiation, we extended that time  
 22 for this particular purpose to November 15th  
 23 for the new board to ascertain the information  
 24 necessary to determine whether or not they

Page 35

1 would follow along with the application that  
 2 was filed for renewal of the application that  
 3 was filed by the previous board or Institute  
 4 and file their own application.

5 And I would also like to say  
 6 that future board meetings will be held at the  
 7 Devon site. The Devon location will continue  
 8 to be the location of the Agora School. One of  
 9 the portions of the settlement was that the  
 10 Cynwyd Group would sell the Devon property to  
 11 the K12 management company and, therefore, we  
 12 would have continuity at that location for the  
 13 Agora family.

14 I'm going to ask my cocounsel  
 15 sitting here at the table if I've missed  
 16 anything that we wanted to answer tonight,  
 17 mention tonight.

18 MR. GRUGAN: No. I don't think  
 19 so.

20 MS. SHOPP: And, again, if there  
 21 are any questions out there, I'm happy to take  
 22 those questions.

23 Agora was renting the property  
 24 from Cynwyd and Cynwyd owned that property, and

Page 36

1 now Cynwyd is not part of the Agora family, so  
 2 K12 will own that building, and Agora will rent  
 3 from K12 so that they can maintain the location  
 4 there where we will also have the regularly  
 5 scheduled board meetings.

6 I would also like to say, we're  
 7 going to have a section on the family webpage  
 8 or the, I guess you call it, intra-Agora  
 9 webpage -- sure -- where we'll call it  
 10 governess or some topic to that effect, and  
 11 you'll have -- you'll be able to see the  
 12 agendas, you'll be able to see policies, you'll  
 13 be able to see all the attachments that are  
 14 discussed at meetings.

15 We're going to post -- we have a  
 16 transcriber here today, a court reporter, who  
 17 took down all of the words that were stated  
 18 here tonight and that transcript will also be  
 19 posted on that site. So if there was any  
 20 problem with hearing what happened tonight or  
 21 seeing what happened tonight, you'll be able to  
 22 read the transcript once it is posted.

23 Okay. There's a question --  
 24 ready? There's a question: What is the impact

Page 37

1 of all these changes on the school curriculum  
 2 and the students?

3 There's no impact or change on  
 4 the school curriculum or the students. K12 has  
 5 been running the school over the last three  
 6 years, and they will continue to do so in the  
 7 same manner that they have been running the  
 8 school.

9 Dr. Brown has -- is not involved  
 10 with the school at this time. The contract  
 11 with Cynwyd was terminated, and she was the  
 12 owner of the Cynwyd Group.

13 Does this mean that Cynwyd no  
 14 longer has ties to Agora?  
 15 That is correct.

16 Okay. Next question. This is  
 17 a -- the question is: Will criminal charges be  
 18 brought against any parties or is that part of  
 19 the agreement?

20 This is a civil matter, a matter  
 21 of educating children that involves the  
 22 Department of Education. This has nothing to  
 23 do with any criminal matters, if there are any,  
 24 or would there be any, it has nothing to do

Page 38

1 with the Department of Education.  
2 The charter for the -- the  
3 question is: So any changes in the new charter  
4 would not take effect until next school year?  
5 Just so everyone understands, in  
6 Pennsylvania, a cyber school is chartered for  
7 five years, and at the end of five years, that  
8 charter ends. So '09, '10 school year, the  
9 charter would end. The Board of Trustees has  
10 the right to file a renewal application if they  
11 choose to get a renewal of the current charter.  
12 The renewal is not in a  
13 pro forma. It has to go through a process of  
14 review at the Department of Education, and it  
15 may or may not be reviewed. So we'll wait  
16 until November 15 to see what the new Board of  
17 Trustees decides to do and then that -- that  
18 application for renewal will be considered in  
19 the normal course.  
20 Question: What is being done to  
21 keep problems like the ones just solved from  
22 happening again?  
23 I'm not sure that I can clearly  
24 understand that question. Our obligation at

Page 39

1 the department is when we -- we heard parents'  
2 complaints, as you all know, the course of this  
3 process, and an investigation was completed by  
4 the Department of Revenue, and all the parties  
5 worked together to find a resolution.  
6 No, there is no date. The  
7 charter school law has an open time frame. If  
8 the renewal is denied, then the charter school  
9 is entitled to a hearing on the denial.  
10 Can you reassure us that the new  
11 board will pursue a renewal charter, is the  
12 next question.  
13 No, I cannot do that. That  
14 would be a decision of the new board.  
15 Are all records returned at this  
16 time or is there a date when student records  
17 will be returned to Agora?  
18 Agora is obligated to maintain  
19 all the records at the Devon site, and to my  
20 knowledge, all the records are at the Devon  
21 site.  
22 The question is: We want full  
23 disclosure of activities by the BOT. Are you  
24 speaking about the former BOT or the current

Page 40

1 one?  
2 What I will only say about the  
3 new Board of Trustees, that they'll set their  
4 own rules and new policies but under the  
5 guidance of the Pennsylvania Department of  
6 Education, that will be monitoring and  
7 supervising the '09, '10 school year. I have  
8 discussed individually with the board members  
9 that, you know, our expectation that there will  
10 be regular board meetings, that there will be  
11 transparency, that all questions of families  
12 will be answered, and that all actions taken by  
13 the board will be posted on the Agora webpage  
14 for everyone to see.  
15 Well, I think that you can --  
16 we'll probably be posting that on the webpage,  
17 what the decision is of the new board and  
18 possibly even post the renewal application.  
19 Again, we want a lot of -- we want transparency  
20 with this board. And November 15th is the  
21 deadline to do that.  
22 K12 wouldn't be the person to  
23 respond to that. I believe counsel for the  
24 parents would be the ones who would be able to

Page 41

1 answer that question, and you would have to  
2 contact them separately.  
3 TYLER BUI: Hi, this is -- hi,  
4 this is Tyler Bui speaking. I just wanted to  
5 make it very clear that it is our intent as the  
6 Board of Trustees to have -- to have the  
7 renewal.  
8 MS. SHOPP: Question is: Has  
9 the PDE approved the K12 management contracts?  
10 I don't know exactly what you  
11 mean. I've stated that the current contract  
12 for K12, which was executed by Cynwyd, is the  
13 contract that K12 and PDE and the board will  
14 honor through the year -- through the school  
15 year '09, '10, which is the fifth and final  
16 year of the charter.  
17 Well, we have a parent  
18 representative on the board. There are  
19 currently two parent representatives on the  
20 board; Mary Steffey and Bonita Harmon.  
21 Are there any more questions?  
22 Will the board be expanding  
23 beyond three members?  
24 As you know, the articles of

1 incorporation you might have heard earlier  
2 calls for up to seven members, and under the  
3 law, the minimum amount is three members. So  
4 it would be up to the Board of Trustees whether  
5 they expand the membership, but I believe under  
6 our guidance, it is the intention of the board  
7 to expand the membership to include more  
8 representatives of the community.

9 Any other questions?

10 Hold on. We're getting an  
11 answer to the question for you.

12 The question was -- okay.  
13 Here's the question I was trying to get -- I  
14 was consulting with K12.

15 The question is: Will both  
16 parents' organizations have the usage of school  
17 programs and Elluminate?

18 Well, I can say to you that  
19 different parents' groups have different  
20 reasons for being. I would hope that in the  
21 near future all the parents will have the same  
22 access and would be part of the same parent  
23 group supportive of the school, but that,  
24 again, would be a decision of the new Board of

1 through the end of the '09, '10 school year.  
2 Someone has to run a school of 5,000 children,  
3 and we've chosen K12 to do that.

4 Question: Is there a  
5 possibility that the name of the school would  
6 be changed?

7 I can't answer that question  
8 now, that would be a decision for the new Board  
9 of Trustees.

10 Are there any other questions?

11 Will K12 remain after the '09,  
12 '10 school year? The question is: Will K12  
13 remain after the '09, '10 school year?

14 I will just remind you that the  
15 charter is over at the end of the '09, '10  
16 school year.

17 Another question: Does that  
18 mean K12 will not be a part of Agora next year?

19 Again I answer, the charter is  
20 over at the end of the '09, '10 school year.

21 Just to reiterate, the questions  
22 will be posted for you to review at a later  
23 time because Elluminate doesn't have that  
24 technology, that's why I've tried to repeat the

1 Trustees.

2 The question is, can we see the  
3 questions?

4 Okay. What we're going to do is  
5 post the questions -- what we're going to do is  
6 post the questions because under Elluminate you  
7 can't see the questions, that's why I've been  
8 trying to read them to you, but we will post  
9 that so that you can see the questions.

10 Okay. The charter says that --  
11 okay. The question is -- another question is:  
12 The charter says that there is to be no  
13 management contract, why is PD allowing one  
14 now?

15 PDE is allowing the contract  
16 with K12 to continue through the '09, '10  
17 school year for the benefit of the parents and  
18 the students. It would be foolhardy for the  
19 department to terminate a contract and let the  
20 parents and the students hanging for the '09,  
21 '10 school year. And one of the things that  
22 the department has repeatedly said and the  
23 secretary has said, that we do not want an  
24 interruption in the children's education

1 question before I gave the answer.

2 A question: So does that mean  
3 the school will close at the end of this year?

4 Again, officially the charter is  
5 a five-year charter. All cyber schools are  
6 issued a five-year charter. The Agora Cyber  
7 Charter concludes at the end of the '09, '10  
8 school year.

9 If a renewal application is  
10 presented by the new Board of Trustees, which I  
11 believe it is their intention to do so, then  
12 the Department of Education will determine  
13 whether or not a new charter renewal -- a  
14 renewal charter would be granted to the Agora  
15 Cyber Charter School. That is a decision  
16 that -- there's a process that takes place for  
17 all renewal applications.

18 I have no answer to that  
19 question.

20 The question is: When will we  
21 know for sure? I am only in this school  
22 because of the wonderful curriculum. If the  
23 curriculum changes, I need to have time to make  
24 some decisions.

1 We will try to have that  
2 information available to you. Typically, a  
3 renewal application takes through the beginning  
4 of the following year, so I'm imagining in  
5 February or early March we would have a  
6 decision from the department, and at that time  
7 we would make every -- you know, our intention  
8 is to make every effort for any smooth  
9 transition for the students and their families.

10 - - -

11 (Whereupon, a discussion was  
12 held off the record.)

13 - - -

14 MS. SHOPP: Okay. The question,  
15 I think, was typed while I was answering the  
16 question before, but it also asked what options  
17 were available for parents in the '10, '11  
18 school year.

19 Just so you know what the law  
20 says, that if a cyber charter school closes,  
21 the children return to their schools of  
22 residence and/or parents and families make a  
23 choice if they want their children to go a  
24 charter school. It is the parent and students'

1 choice, not the Department of Education and not  
2 the school whose charter has ended.

3 If that would happen, department  
4 would work with the management company to make  
5 sure that there's a smooth transition for all  
6 students. At this point in time, we know that  
7 there's one other cyber charter school in  
8 Pennsylvania that offers K12 curriculum, but I  
9 think that's a little too soon to worry about  
10 that. We've worked very hard to get where we  
11 are at this point today, and we're going to  
12 continue to work to provide what we, the  
13 department, believes the families want and that  
14 is the continuation of the K12 curriculum.

15 Are there any more questions?

16 If there are no more questions,  
17 we're going to be signing off now.

18 MR. TWERSKY: If there are no  
19 more questions on Elluminate or here in person,  
20 I just ask for a motion to adjourn the meeting.

21 TYLER BUI: This motion is to  
22 adjourn the meeting.

23 MR. TWERSKY: Second?

24 BONITA HARMON: Second.

1 MR. TWERSKY: Okay. The meeting  
2 is adjourned.

3 - - -

4 (Whereupon, the Agora Cyber  
5 Charter School meeting was adjourned at or  
6 about 7:21 p.m.)

7 - - -

1 CERTIFICATION

2  
3  
4 I hereby certify that the proceedings  
5 and evidence are contained fully and accurately  
6 in the stenographic notes taken by me upon the  
7 foregoing matter on October 13, 2009,  
8 and that this is a correct transcript of the same.

9  
10  
11  
12  
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14 \_\_\_\_\_  
Jennifer Mann  
Court Reporter-Notary Public

15  
16  
17  
18 (The foregoing certification of this  
19 transcript does not apply to any reproduction of the  
20 same by any means, unless under the direct control  
21 and/or supervision of the certifying reporter.)  
22  
23  
24

INSTRUCTIONS TO THE WITNESS

1  
2  
3  
4 Please read your deposition over carefully  
5 and make any necessary changes. You should assign a  
6 reason in the appropriate column on the errata sheet  
7 for any change made.  
8  
9 After making any change which has been  
10 noted on the following errata sheet, along with the  
11 reason for any change, sign your name to the errata  
12 sheet and date it. You are signing it subject to  
13 the changes you have made in the errata sheet, which  
14 will be attached to the deposition.  
15  
16 You must sign in the space provided.  
17 Return the original errata sheet to the deposing  
18 attorney within thirty (30) days of receipt of the  
19 transcript by you.  
20  
21  
22  
23  
24

ERRATA

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ACKNOWLEDGMENT OF DEPONENT

1  
2 I, \_\_\_\_\_, do hereby certify  
3 that I have read the foregoing pages, \_\_\_\_\_  
4 and that the same is a correct transcription of the  
5 answers given by me to the questions therein  
6 propounded, except for the corrections or changes in  
7 form or substance, if any, noted in the attached  
8 errata sheet.  
9 \_\_\_\_\_  
10 DATE  
11  
12 Subscribed and sworn to before me this \_\_\_\_\_  
13 day of \_\_\_\_\_, 200\_\_\_\_.  
14 My commission expires: \_\_\_\_\_  
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LAWYER'S NOTES

LINE	PAGE	NOTES
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		

A		B		
able 20:13 36:11,12,13 36:21 40:24	13:9,10 14:8 15:6,13 15:17 16:9,17 19:8 20:13,23 21:5,7 22:7 23:10,13,18,19,21,23 24:18,19 25:24 27:3 28:5,15 29:5	back 13:18 31:12	32:23 37:9	chartered 38:6
accept 7:13,17,21 12:23,24 14:9 24:19 24:23 25:12,14 26:10 26:13 30:14 31:2	Allison 33:9	background 12:7 16:23 21:10 31:7	Bryn 1:14 2:18,18	Chester 28:3 32:22
accepted 8:10	allow 9:5	backgrounds 21:22	Bui 3:10 18:15 19:7 22:10 23:4 30:3,16 30:24,24 31:1,2 41:3 41:4 47:21	Chestnut 10:14
access 42:22	allowing 43:13,15	Bala 1:14	building 36:2	Chief 2:8,10
accurately 49:5	alluded 8:14 10:22 27:15	BALLARD 2:3	business 10:10 20:13 27:2	children 37:21 44:2 46:21,23
ACE 1:20	altogether 8:15	basis 23:21	bylaws 19:22 20:11	children's 43:24
acknowledge 14:19	amend 34:14,15	beginning 33:24 46:3	B-O-N-I-T-A 23:4	choice 46:23 47:1
acknowledged 14:20	amount 42:3	behalf 9:15 10:3 11:1 15:18 16:9 21:21 23:15 25:10	B-U-I 23:4	choose 38:11
acknowledgment 13:19 52:1	and/or 46:22 49:21	believe 28:22 40:23 42:5 45:11		chosen 44:3
act 24:19	answer 31:11 32:12 35:16 41:1 42:11 44:7,19 45:1,18	believes 47:13	C	circumstances 34:20
acted 31:19,24	answered 33:13 40:12	benefit 43:17	C 2:1,3 3:1 49:1,1	civil 37:20
action 20:3,8	answering 46:15	best 12:13 17:5 23:20	call 4:3 22:9 36:8,9	clarity 27:12
actions 5:8 27:7 32:3 40:12	answers 52:5	beyond 41:23	Calland 3:5 4:11 10:5,7 11:6,7 13:10,14 15:22,23 17:17 18:5 18:6 24:3,4 28:14,18	clear 41:5
activities 39:23	Anthony 3:15 4:20 26:1	bill 6:5,10,23	called 12:2 16:18	clearly 38:23
additional 20:1 21:3	anybody 5:19	bills 5:24 32:19	calls 42:2	close 18:21,22 45:3
address 5:5 7:9 14:7 27:3	apologize 30:12	bit 31:7	candidates 21:5	closes 46:20
addressed 6:3 7:1	application 34:11,16 35:1,2,4 38:10,18 40:18 45:9 46:3	board 1:8 2:15,19 3:2,4 3:5,6,7,9 4:4,7,10,22 5:7,22 6:3,21 7:3,4 7:11,18,22 8:7,16,22 9:5,17 10:16,23 11:1 11:15,23 12:3,7,12 12:16,23 13:6,9,11 13:20 14:4,7,9,12,13 15:3 16:6,18,23 17:4 17:8,16,17 19:8,14 19:18,20,22,23 20:1 20:2,4,7,14,17,18,23 21:3,8,12 22:3,11,21 22:23 23:1,7,9,11,13 23:19 24:1,13,23,24 25:1,4,7,21 26:21 27:10,13 29:20,23 30:1,14 31:16 34:5,8 34:11,14,23 35:3,6 36:5 38:9,16 39:11 39:14 40:3,8,10,13 40:17,20 41:6,13,18 41:20,22 42:4,6,24 44:8 45:10	carefully 50:4	cocounsel 35:14
adjoined 29:5,7 47:20 47:22	approved 6:24 18:12 41:9	board's 15:11 18:10	Caruso 3:6 4:13 5:16 5:17 9:8,10 11:2,3,4 12:24 13:1 14:3,20 14:21 16:1,2 17:19 17:21 18:22,24 22:13 22:14 24:6,7 25:14 25:18 26:17 28:10,12 29:11,12	column 50:6
adjourned 29:15 48:2 48:5	articles 41:24	body 23:17	CEO 3:17 25:8	commencing 1:15
adjournment 29:19	ascertain 34:23	Bonita 3:11 18:15 19:7 22:10 23:4 30:3,19 41:20 47:24	certainly 31:12	comment 5:19 25:2 30:11 31:3
adopted 12:20 17:11	asked 15:11 46:16	BOT 39:23,24	certification 49:18	comments 22:2
agenda 5:4 13:18 15:7 18:9 28:23	assign 50:5	bound 13:20 14:1,2,3	certify 49:4 52:2	commission 52:14
agendas 36:12	attached 12:17 17:9 50:14 52:7	Bourse 1:21	certifying 49:21	Common 28:3 32:21
ago 26:6	attachments 36:13	brief 29:18	change 37:3 50:7,9,11 51:4	Commonwealth 27:23 27:24 32:15,16
Agora 1:1,12,13 4:4,6 7:8 8:24 9:15 10:3,12 10:18 12:3,5,8,18,19 12:21 14:11 15:9,14 16:19,21,24 17:10 18:19 22:24 23:15 25:8 27:6,16,22 28:1 29:14,24 32:10,14,20 34:2,11 35:8,13,23 36:1,2 37:14 39:17 39:18 40:13 44:18 45:6,14 48:4	attendance 30:2,10	bring 4:23	changed 44:6	community 42:8
Agora's 14:9	attended 16:15	Broad 2:14	changes 37:1 38:3 45:23 50:5,13 52:6	company 35:11 47:4
agree 11:23	attending 21:10 30:6	brought 37:18	charges 37:17	complaints 39:2
agreement 7:5 8:12,22 9:4,6 10:18 12:5,9,11 12:15,17,18 13:21 15:8,14,18 16:20 17:2,3,7,9 20:22 27:5 27:9,11,16 31:15 32:5,9 37:19	attention 4:24	Brown 3:23 27:20	chart 34:15	completed 39:3
ahead 4:3 5:5,7 6:2 7:3 7:12 8:16 9:21 10:15 10:16,24 11:2,10	attorney 2:5,15 50:18		charter 1:1,12,13 4:4,6 7:8 8:24 9:15 10:3,13 10:18 12:3,5,8,9,12 12:14,19,21 15:9,14 15:19 16:10,19,21,24 17:1,4,6,10 18:19 22:24 23:16 25:9 27:7,17,22 28:1 29:15 32:10,14,20 34:3,12 38:2,3,8,9,11 39:7,8,11 41:16 43:10,12 44:15,19 45:4,5,6,7,13,14,15 46:20,24 47:2,7 48:5	Complied 9:24 10:7 11:19 13:12,14 16:11 18:2,6 28:16,18

41:11,13 43:13,15,19 contracts 41:9 control 49:20 CONT'D 3:1 Corbin 4:14 7:16,23 Corcoran 3:20 correct 20:21 21:9 33:8 37:15 49:8 52:4 corrections 52:6 counsel 2:8,10 8:18 10:3 13:16 30:1,7,9 33:11,14 40:23 County 28:3 32:22 Courrine 3:4 4:13 5:12 6:11 7:20 9:3,24 11:19 13:12 14:2 16:11 18:2 19:12 23:24 24:22 26:12 28:6,16 course 17:12 22:1 38:19 39:2 court 27:19,24 28:3 32:12,16,21,24 36:16 49:14 Courtney 3:16 4:20 19:19 20:2,6,17 21:11 26:2 criminal 37:17,23 CUIFOLO 2:4 current 7:3,11 19:17 23:9,11,13,19 34:7 38:11 39:24 41:11 currently 10:11 41:19 curriculum 37:1,4 45:22,23 47:8,14 cyber 1:1,12,13 4:4,6 7:8 8:24 9:15 10:3,12 10:18 12:3,5,8,18,21 15:9,14,18 16:19,21 16:24 17:10 18:19 22:24 23:16 25:8 27:6,17,22 28:1 29:14 32:10,14,20 38:6 45:5,6,15 46:20 47:7 48:4 Cynwyd 1:14 7:8 10:12 10:19 12:6,10,10 15:10,15 16:22 17:2 17:11 27:20 32:3,23 33:4 34:8 35:10,24 35:24 36:1 37:11,12 37:13 41:12 Cynwyd's 14:9,10 C-O-R-B-I-N 7:16	day 12:20 17:13 52:13 days 50:18 deadline 34:19 40:21 decided 34:14 decides 38:17 decision 39:14 40:17 42:24 44:8 45:15 46:6 decisions 45:24 dedicated 24:17 deems 20:9 Defani(ph) 33:8 delivered 14:13,15 denial 39:9 denied 39:8 department 7:7 18:13 27:18,23 30:8 31:5 32:4,11,17 33:4,22 33:23 34:5,18 37:22 38:1,14 39:1,4 40:5 43:19,22 45:12 46:6 47:1,3,13 DEPONENT 52:1 deposing 50:17 deposition 50:4,14 determine 34:24 45:12 determined 12:13 17:5 Devon 10:14 35:7,7,10 39:19,20 devotion 23:15 26:4 different 42:19,19 direct 49:20 directors 18:19 20:24 disclosure 39:23 discontinuance 27:5 discontinue 27:14 28:5 28:7 discussed 21:6 36:14 40:8 discussion 6:19 9:11 11:11 13:4,23 15:1 16:4 19:17 22:4,6,8 26:19 46:11 District 27:19,19 32:12 32:24 document 7:9 8:11,14 8:17,18 9:1,12,15,21 10:17 11:1,13,18,23 13:9 15:11 16:9 17:12 documents 4:16 14:10 doing 4:17 Dorothy 32:23 Dr 27:20 37:9 duties 28:14	early 46:5 East 1:22 Eastern 27:19 32:24 Ed 4:13 educating 37:21 education 7:7 18:13 27:18,23 30:8 31:5 32:4,11 33:5,22,23 37:22 38:1,14 40:6 43:24 45:12 47:1 Edward 3:6 5:16 9:8 11:2,4 12:24 14:3,20 16:1 17:19 18:22 22:13 24:7 25:14 26:17 28:10 29:11 effect 10:11 15:21 19:11 36:10 38:4 effective 24:8 effectuate 4:17 effort 46:8 efforts 23:14 elected 20:9,18 21:16 30:1,3,5 electing 21:13 election 19:9 22:5 elections 18:11 Elluminate 30:6 31:10 42:17 43:6 44:23 47:19 encompassed 6:6 ended 32:19,22 47:2 ends 38:8 Enter 12:4 16:19 entered 7:6 12:9 13:21 17:1 entities 33:4 entitled 8:11 10:17 39:9 errata 50:6,10,11,13,17 52:8 escrowed 32:17 Esquire 2:3,4,8,13,17 3:18,19,21 establish 4:8 evening 4:2,10 everybody 4:3 29:16 everybody's 4:23 evidence 49:5 ex 3:15,16 4:21 26:1,11 26:14 exactly 41:10 excuse 6:7 12:7 19:6 execute 9:1 10:16 11:1 17:17,24 executed 17:13 41:12 executive 4:24 5:1 6:4 8:19 exited 29:20 expand 42:5,7	expanding 41:22 expectation 40:9 expires 52:14 explain 33:12,12 extended 34:21 extenuating 34:20	25:2,5,16,18,22 26:15,18,22 28:8,11 28:20 29:8,12 32:2 free 22:1 full 39:22 fully 49:5 further 22:4,6,8 future 35:6 42:21
<hr/> <b>D</b> <hr/> date 1:15 9:23 39:6,16 50:12 52:10 dated 6:5 15:8	<hr/> <b>E</b> <hr/> E 2:1,1 3:1,1 49:1 51:2 earlier 42:1		<hr/> <b>F</b> <hr/> F 49:1 fact 4:9 7:11 10:19 13:19 21:23 27:14 families 40:11 46:9,22 47:13 family 34:2 35:13 36:1 36:7 fast 31:21,22 favor 5:20 6:20 8:6 9:13 11:12 13:5 15:2 16:5 22:20 25:3,20 26:20 February 46:5 federal 31:19,24 32:12 32:24 fees 5:5,8 fifth 34:3 41:15 file 34:16 35:4 38:10 filed 34:11 35:2,3 filled 20:16 final 41:15 financial 14:11 find 39:5 findings 23:12 first 4:8 31:16 five 34:12 38:7,7 five-year 45:5,6 Floor 2:4,9 follow 35:1 following 11:24 46:4 50:10 foolhardy 43:18 foregoing 49:7,18 52:3 form 52:7 forma 38:13 former 39:24 forthcoming 10:21 founding 26:7 four 4:10 7:6 8:13 20:1 20:15 26:6 frame 39:7 Frank 2:17 4:2,5 5:15 5:17,23 6:13,17,22 7:24 8:4,8 9:7,9,18 10:2,9 11:3,5,8,16,21 13:1,7,16 14:5,21,23 15:4,23 16:2,7,13 17:20 18:4,8,23 19:3 19:15,21 20:4,7,21 21:18 22:14,18,22 23:3,8 24:2,6,10,14	<hr/> <b>G</b> <hr/> general 30:7 gentlemen 16:16 26:3 getting 11:10 42:10 give 21:23 31:6 given 52:5 Gladys 33:7,10 global 31:20 32:1 go 4:3 5:5,7 6:2 7:3,12 8:16 9:9,21 10:15,16 10:24 11:2 13:9,10 13:17 14:8 15:6,13 15:17 16:9,17 19:8 20:13,23 21:7 22:7 23:10,13,18,19,21,23 24:18,19 25:23 27:3 28:4,14 29:5 38:13 46:23 going 7:11,12 19:20 21:12 31:8,21 35:14 36:7,15 43:4,5 47:11 47:17 good 4:2 11:8 26:23 governess 36:10 granted 45:14 great 31:5 group 10:12,19 12:6,10 12:19 15:10,15 16:22 17:2,11 27:20 32:23 35:10 37:12 42:23 groups 42:19 Grugan 2:3 30:9 35:18 guess 36:8 guidance 40:5 42:6 gun 27:1
				<hr/> <b>H</b> <hr/> Hang 32:13 hanging 43:20 happen 47:3 happened 36:20,21 happening 38:22 happy 35:21 hard 25:10 26:8 31:18 47:10 Harmon 3:11 18:15 19:7 22:10 23:5 30:3 30:19,21 31:2 41:20 47:24 Harrisburg 2:10

heard 31:15 32:2 39:1 42:1	15:4,23 16:2,7,13 17:20 18:4,8,23 19:3 19:15,21 20:4,7,21 21:18 22:14,18,22 23:3,8 24:2,6,10,14 25:2,5,16,18,22 26:15,18,22 28:8,11 28:20 29:8,12 32:2	likewise 25:9 limited 14:11 LINE 51:4 53:2 LISA 2:4 listed 27:8 litigation 27:6 little 31:7 47:9 LLC 10:12 12:6,10,19 16:22 17:2,11 27:21 LLP 2:3,13 located 10:13 location 35:7,8,12 36:3 longer 37:14 long-standing 26:4 lot 40:19	4:21 5:22 6:21 7:3,4 7:18,22 8:7 9:17 11:15 13:6,20 15:3 16:6 19:18,20,22,23 20:1,18,19 21:4,8,13 22:12,21,24 23:10 25:4,21 26:1,7,11,21 29:20 40:8 41:23 42:2,3	normal 38:19 Notary 1:17 note 4:19 noted 50:10 52:7 notes 49:6 53:1 November 12:11 34:17 34:22 38:16 40:20
<b>I</b>	<b>J</b>	<b>M</b>	<b>O</b>	
ILLEGIBLE 3:19 imagining 46:4 impact 36:24 37:3 improprieties 23:12 include 42:7 including 8:15 13:22 14:11 26:1 incorporation 42:1 Independence 1:22 indicate 34:10 individually 40:8 individuals 22:5 information 34:23 46:2 initial 19:22 Inquirer 3:22 institute 35:3 institution 24:18 INSTRUCTIONS 50:1 intended 15:12 intent 41:5 intention 34:4 42:6 45:11 46:7 interest 12:13 17:5 interruption 43:24 intra-Agora 36:8 investigation 39:3 involved 33:5 37:9 involves 37:21 issue 11:11 13:23 14:6 16:4 issued 45:6 item 10:10 13:18 14:7 18:9,10 27:2 29:1 items 6:4 7:1 28:23	John 2:3 3:19 30:9 Juaria 7:14,22 judge 31:19,24 Judy 2:8 30:7 31:4 July 21:2 jumped 27:1 June 3:23 J-U-A-R-I-A 7:14	M 2:4 3:4 maintain 36:3 39:18 making 50:9 Mall 1:22 management 15:8 17:1 17:3,6 35:11 41:9 43:13 47:4 Mann 1:16 49:14 manner 37:7 March 6:7 46:5 Market 2:4,9 14:16 Marshall 3:7 4:12 6:16 6:17 8:3,4 13:3 14:22 14:24 17:23 19:2,3 22:17,18 24:11,12 25:17,19 29:6,9 Martha 3:22 Mary 18:16 19:7 22:11 23:5 30:4 33:10 41:20 matter 5:4 32:8,14 33:3 33:14 37:20,20 49:7 matters 37:23 Mawr 1:14 2:18,18 maximum 20:11 MCCRACKEN 2:13 McErlane 2:17 5:6,13 6:5 mean 20:5 37:13 41:11 44:18 45:2 means 49:20 mediator 31:19,24 meeting 1:8,13 4:4 5:3 8:19 29:5,14,23 30:6 31:16 47:20,22 48:1 48:5 meetings 35:6 36:5,14 40:10 member 3:7 10:24 14:4 19:14 23:1,7 24:13 24:24 25:1 members 3:2,9 4:10,21	membership 42:5,7 mention 35:17 Michael 2:13 29:24 Mike 33:11 minimum 20:10 42:3 minutes 14:12 missed 35:15 monies 32:17 monitoring 40:6 MONTGOMERY 2:13 month 31:18 motion 5:10,13 6:9,12 7:17,21 8:21 9:2,4 10:23 12:22 14:18 15:16,20,22 17:15 18:21 19:10,13 24:21 24:22 25:12 26:10,13 29:5,6 30:13,16 47:20,21 move 15:6 22:13 24:19 moves 22:15 Moving 33:19 Myra 7:16,23 M-Y-R-A 7:16	<b>O</b> O 49:1 obligated 14:8 39:18 obligation 14:19 38:24 occasion 9:10 October 1:4 6:6 12:21 14:14 17:14 24:9 34:19 49:7 offers 47:8 OFFICE 2:8 offices 14:15 official 28:14 officially 45:4 officio 3:15,16 4:21 26:1,11 officios 26:14 oh 30:12 33:17 okay 6:23 9:19 10:10 11:17 16:8 23:7 25:2 30:17,20 31:14,21 33:9,19 36:23 37:16 42:12 43:4,10,11 46:14 48:1 once 20:9 26:3 36:22 ones 38:21 40:24 one-on-one 23:21 open 39:7 openings 20:15 opportunity 8:16 21:24 opposed 5:23 6:22 8:8 9:18 11:16 13:7 15:4 16:7 22:22 25:5,22 26:22 options 46:16 order 4:5 17:16 31:19 organization 25:11 26:6 organizations 42:16 original 50:17 outright 21:8 outset 26:5 owned 35:24 owner 37:12
<b>J</b>	<b>K</b>		<b>P</b>	
James 3:7 4:12 6:16 8:3 14:22 19:2 22:17 24:12 25:17 29:6 Jennifer 1:16 49:14 Joel 2:17 4:2,5 5:15,17 5:23 6:13,17,22 7:24 8:4,8 9:7,9,18 10:2,9 11:3,5,8,16,21 13:1,7 13:16 14:5,21,23	K 2:13 Kane 3:21 Kathleen 3:17 25:8 keep 38:21 Kevin 3:20 Knight 3:4,16 4:13,20 5:12 6:11,14 7:20 8:1 9:3,21,24 10:24 11:9 11:13,17,19 13:8,12 14:2 15:17 16:8,11 17:16 18:2 19:12,19 20:2,6,12,17 21:11 23:22,24 24:22 26:2 26:12,16 28:6,9,13 28:16 know 21:1,13,20,20 26:4 31:11 34:10 39:2 40:9 41:10,24 45:21 46:7,19 47:6 knowledge 39:20 K12 2:5 3:20 7:7 21:21 28:2 30:9 32:4,18,21 32:23 33:4,24 34:2,8 35:11 36:2,3 37:4 40:22 41:9,12,13 42:14 43:16 44:3,11 44:12,18 47:8,14		<b>P</b> P 2:1,1 3:1,1 PAGE 51:4 53:2 pages 8:14,15 52:3 paid 32:18 parcel 7:5 10:20 11:22 21:6 27:4	
	<b>L</b>			
	ladies 16:15 Lamb 2:17 5:5,13 6:5 lastly 25:23 law 14:15 39:7 42:3 46:19 lawsuit 33:5 lawsuits 28:5 lawyers 31:17 LAWYER'S 53:1 lease 10:11,22 12:9,11 12:14,18 legal 5:5,8			