Indianapolis Life Sciences Academy

Prospectus Charter Application
Presented to:
Mayor Greg Ballard
Indianapolis, Indiana
September 6, 2013

A charter proposed by Indianapolis Life Sciences Academy, Inc.

Charter Applicant Information Sheet

This sheet must be attached to the Prospectus and Full Application, and follow the cover page. Please type the information requested.

Name of Proposed Charter School: Indianapolis Life Sciences Academy

Proposed School Address (if known): currently working with Summit Realty and other partners to identify a location on the northeast side of Indianapolis

School District in which Proposed School would be located: Indianapolis Public Schools

Legal Name of Group Applying for the Charter: Indianapolis Life Sciences Academy, Inc.

Applicant's Designated Representative: Dr. Theressa Wright

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State: Indiana

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The proposed school will open in the fall of school year: 2014

Proposed Grade Levels & Total Student Enrollment

	School Year	Grade Levels	Maximum Student Enrollment
First Year	2014-15	K-4	432
Second Year	2015-16	K-5	520
Third Year	2016-17	K-6	600
Fourth Year	2017-18	K-7	680
Fifth Year	2018-19	K-8	760
Sixth Year	2019-20	K-8	760
Seventh Year	2020-21	K-8	760
Maximum	2021-22	K-8	760

Is this a single-gender or co-educational school?
Co-educational

If single-gender, please indicate who will be served by school: n/a

Are you planning to work with a management organization?
No

If so, please indicate the name of management organization:

n/a

Have you submitted this application to other authorizer(s)?
No

If so, please list the authorizer(s) and the date(s) of submission:
n/a

Do you plan to submit this application to another authorizer before the Mayor's Office makes a final determination on your application?
No

If so, please indicate the name of the authorizer:
n/a

Have you submitted any other applications to an authorizer in the previous five (5) years?
Yes

If so, please indicate the name of the authorizer, the date, and the name of the school on the application.
Indianapolis Life Science Academy, Inc. (the Indiana nonprofit corporation formerly named Imagine Indiana Life Sciences Academy East, Inc.) is the same legal entity that applied to Ball State University with a charter school renewal application for Imagine Indiana Life Sciences Academy East in December 2012. The renewal application was denied and the Board of the entity has since reorganized and no longer has a contract agreement with the revoked charter school's EMO (Imagine Schools, Inc.). The Board of the reorganized, Indianapolis Life Sciences Academy, Inc. believes that a life sciences theme was never fully embraced or implemented by the EMO of the revoked charter school. The new school, Indianapolis Life Sciences Academy, will be significantly different from any other school that exists or has existed in Indianapolis.

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Narrative

I. Vision

A. Mission

The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

Indianapolis Life Sciences Academy's academic program will feature a rigorous, standards-based curriculum with a focus on the teaching and learning of deductive reasoning skills and application of the scientific method. ILSA's goal is to transform its students into scholars, learned persons who use the mind creatively such to achieve profound knowledge and understanding. The empowerment of the mind coupled with high respectful moral character and sincere unselfish community involvement will be the foundation of the culture and spirit of ILSA.

B. Need

Indianapolis Life Sciences Academy (ILSA) will be located on the far east side of Indianapolis, a community that lacks (1) a school with a curricular focus on the life sciences and (2) a high quality school option for families and their students.

Life Sciences Focus

The life sciences involve the research and development of biological, agricultural and medical advancements for scientific and economic use. It is an industry which proves to be vital for the economic well being of our city and for urban families and youth. When we look at the economic landscape of Indianapolis, we see that the life sciences industry is one of the city's most significant economic drivers. Indianapolis has a significant life sciences industry with 825 companies and 50,000 employees – an industry which delivers a $44 billion economic impact to Indiana (BioCrossroads, 2013). From 2002 to 2009, Indiana added more than 8,800 new jobs in the life sciences and the top three employers in the Indianapolis area (IU Health, St. Vincent Hospitals & Healthy Services, and Eli Lilly and Company) are part of the regions booming life sciences industry (IndyPartnership, 2013). It is clear that careers in the life sciences are not lacking and ILSA's Board of Directors believes it is essential that Indianapolis' scholars develop deductive reasoning skills and have adequate exposure to the life sciences and a variety of life sciences career opportunities in their community.

ILSA will appeal to many scholars' interests because the life sciences encompasses so much of our daily lives from the food we eat, the medicine we take, the muscles a football player uses to catch a football, and the way our ears work to make us hear and interpret the sounds from our favorite musical artists on the radio. The life sciences are inherently relevant to our everyday lives. By helping scholars make these connections and making the life sciences relevant to a variety of interests, ILSA will appeal to all of its scholars, regardless of their backgrounds or experiences. Research shows that students learn more, comprehend what they are learning better and remember it longer when they are interested in and engaged with what they are learning (Seal, 2003).

High Quality School Option

ILSA will be located within the boundaries of Indianapolis Public Schools (IPS). Data from the Indiana Department of Education's website provides that there is a significant amount of poverty (as determined by the percentage of students eligible for free and reduced price meals) in this area of the city, and it expands to the most eastern part of Indianapolis, Warren Township and portions of Lawrence Township.

Demographic	IPS	Warren Twp	Lawrence Twp	State
Poverty	83.8%	68.6%	58.9%	49.1%
Minority	79.8%	67.1%	66.1%	28.4%
ELL	13.5%	6.8%	11.0%	5.0%
Special Education	18.7%	15.3%	12.1%	14.4%

Source: http://compass.doe.in.gov/dashboard/overview.aspx

Given that ILSA will be located within IPS and near Warren and Lawrence Townships, ILSA reasonably anticipates serving scholars with similar demographics to that of these three districts. Understanding that the majority of scholars at ILSA will come from economically disadvantaged backgrounds, the school will be designed to be sympathetic to the needs of the surrounding community and provide scholars and their families with the services necessary for family success through a variety of community partnerships. These services and community partnerships are further detailed under "Community Partnerships" in Section III of this charter application (see page 39).

According to an article in the August 2013 issue of *Indianapolis Monthly Magazine*, 40 of IPS's 62 schools are considered failing by the state (Wren, 2013). In other words, the majority of schools are demonstrating low academic performance and their students are demonstrating below acceptable proficiency in state standards.

The issue of low-performing schools is not unique to IPS. A particularly high concentration of failing schools is located on the east side of Indianapolis – where ILSA plans to locate – including schools in township districts, such as Warren and Lawrence Townships. Ball State also recently revoked the charter of Imagine Indiana Life Sciences Academy – East due to under performance.[1] There are approximately 38 public elementary and middle schools in a 5-mile radius of where ILSA intends to locate. Of those 38 schools, more than half (52.6%) received a 'D' or an 'F' under Indiana's state accountability system during the 2011-2012 school year. Only 5 of these 38 schools met or exceeded the State average of 71.5% of students passing both the English/Language Arts and Math portions of the ISTEP+ during the 2011-2012 school year, with 86.8% (33) of the nearby schools falling below the state average. 17 schools had only 50% or less of their students passing both English/Language Arts and Math. A table of the performance of each of the 38 nearby schools can be found in Attachment B.

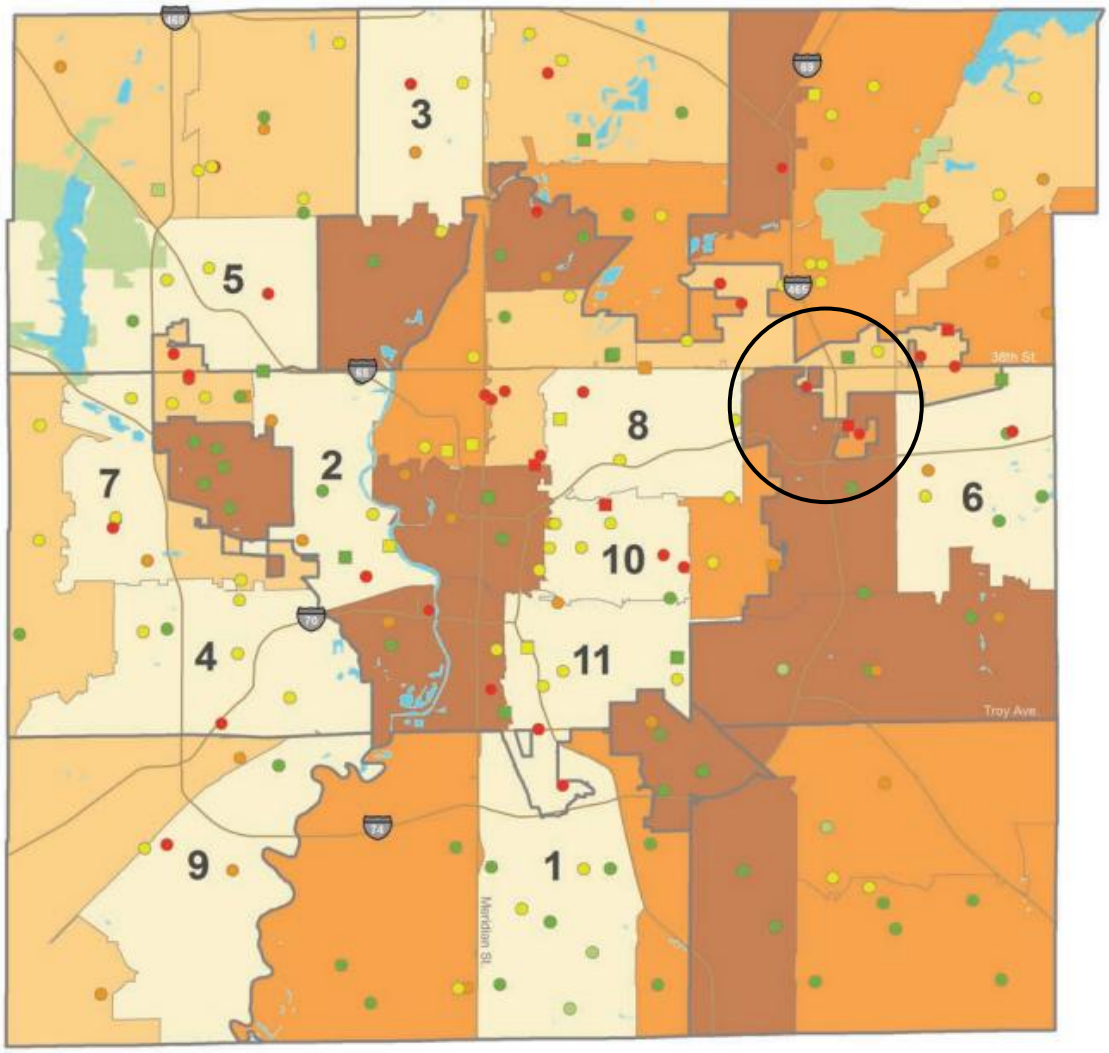
Indianapolis has a significant need for high quality school options. Parents and families have demonstrated their desire for different school options by opting to take advantage of Indiana's school voucher program and attending area charter schools. In fact, the National Alliance for Public Charter Schools has reported that a quarter of school age children living within IPS attend charter schools. Actions often speak louder than words, and parents opting for school options outside of their neighborhood districts' schools are a clear sign that parents are searching for high quality schools for their students. ILSA intends to provide families on the far east side of Indianapolis with such an option.

In March 2013, IFF, a nonprofit community development institution, released a report indicating that, city-wide, Indianapolis has only 17 schools serving high concentrations of students from low-income families that are high performing (IFF, 2013). The report recommends that Indianapolis needs at least 45,000 additional high quality seats in schools to drastically improve education for its students. In order to have the biggest impact, IFF identified 11 priority areas of the city, or geographical areas where the city should focus its resources. These 11 priority areas are depicted in the map on the following page.

[1] The Board of ILSA is partially comprised of board members of the board which contracted with the for profit education management organization that controlled the former Imagine Indiana Life Sciences Academy-East. As illustrated in other parts of this Prospectus, the ILSA Board is reconstituted and has adopted changes to the Articles of Incorporation and the Bylaws of the corporation; it has added educational and nonprofit expertise, and it has adopted improved standards by which it will assert complete control over the educational mission of the school and the vendors who serve the school. This is a completely new school.

With the assistance of Summit Realty, ILSA has identified a few locations on the north east side of Indianapolis that will be near both priority areas 6 and 8. By locating where students from high-need areas will be able to easily attend the school, ILSA will be able to – most importantly – provide a greater impact to the lives of scholars as well as the city, as a whole. The circle on the map of priority areas on the following page, depicts the general vicinity where ILSA intends to locate.

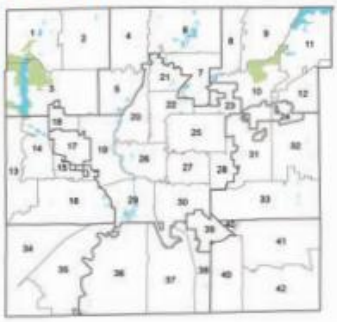
Priority Areas: Rank based on 2011 and 2012 Service Gaps



Performance Grade (PL 221)
- A–Exemplary Progress
- B–Commendable Progress
- C–Academic Progress
- D–Watch
- F–Probation
- Traditional Public School
- Charter School

Area Rankings for Grade K–12
- 1–11 (Priority Areas)
- 12–22
- 23–32
- 33–42
- Study Geography
- School District Boundary
- Park

Area Number



Sources: 2010 Indiana Department of Education (IDOE) audited enrollment data; 2010-2011 student-level data from Corporations; 2011 Student performance data.

C. Goals

Indianapolis Life Sciences Academy strives to uphold high standards. As such, the goals the Board has created for the school are rigorous, yet attainable. The Board has adopted all academic, financial and organizational goals outlined in the four core questions of the Mayor's Performance Framework. In addition to the goals specifically outlined in the Mayor's Performance Framework, the Board has identified two academic performance goals and two operational performance goals:

- ***Academic Performance Goal 1:*** Students will demonstrate proficiency in Science.
- ***Academic Performance Goal 2:*** Students will read proficiently by grade 3 and will demonstrate mastery of foundational reading standards for grades K-3.
- ***Operational Performance Goal 1:*** The school maintains a high student retention rate.
- ***Operational Performance Goal 2:*** Teachers who receive "Effective" or "Highly Effective" ratings on summative teacher evaluations return the following school year.

Please see Attachment C for further details, assessment tools and targets used to assess ILSA's performance on these goals.

For the purpose of continuous improvement, the Board will work to also identify a set of goals and benchmarks to appropriately measure the effectiveness of the Board, track fundraising efforts, track engagement with community partners, and evaluate the quality of vendors providing services to the school and Board.

II. Educational Services Provided

A. Educational Model

Educational Model

ILSA is designed to focus on scholar awareness and discovery of the life sciences with a rigorous, standards-based curriculum applied through the instructional techniques of deductive reasoning and the application of the scientific method. Life science is the passion and experience of many individuals on the school's Board of Directors. A true life sciences-focused curriculum is important to the board because it promotes effective lifelong learning that will be the foundation for its scholars' success and it aligns with an industry that is a significant economic driver of Indianapolis.

Educational Model Overview

The mission of ILSA is to develop lifelong learners with independent and innovative thinking skills through a rigorous life sciences themed learning environment that emphasizes high moral character and community involvement.

ILSA will impart all of its scholars with the scientific knowledge, skills and habits of mind needed to be lifelong-learners, critical thinkers, effective communicators and wise decision-makers. Scholars will develop and use the skills necessary to engage in our world which is shaped by science and technology and learn to be respectful and responsible with the knowledge acquired and learned.

The vision of ILSA is that all scholars will:

- Be curious about how the world works;
- Be scientifically honest, willing to reevaluate ideas when new data are presented;
- Respect the world around them and work to protect both the local and global environment;
- Understand that science is not a static body of knowledge but is continually evolving as new information emerges;
- Be able to evaluate scientific ideas from an historical perspective;

- Be adept in the use of electronic technology, choosing the appropriate technology for the problems and tasks with which they are confronted;
- Be able to apply knowledge, skills, and processes from science, math, and technology to solve complex, real-world problems;
- Be tenacious in solving problems;
- Be able to use reason and relevant data to support conclusions and opinions;
- Be able to effectively communicate scientific ideas and information orally, visually, and in writing using a variety of media; and
- Be able to work effectively independently and interdependently to solve problems.

Staffing Model

The school's leadership team will consist of three individuals: (1) School Director; (2) Academic Dean; and (3) Dean of Student services. For a job description for each of these roles, please see Attachment J. Together, these positions will ensure the school's educational model and school environment is well-organized.

While at most elementary schools, science is taught by a regular, classroom teacher for about 30 minutes 1 or 2 times a week, scholars at ILSA will be taught science 3 – 4 times a week for an extended period of time by a teacher who specializes in science. At opening, the school will employ a two science specialists and two math facilitators who will teach and plan math instruction and provide math intervention, and classroom teachers who will primarily be teachers of reading and writing with a focus on the English/language arts standards and the informational reading and writing standards using science texts and texts which integrate knowledge development in other required subjects. ILSA will employ additional science specialists and math facilitators as the school adds grade levels each year.

ILSA's expert science specialist will facilitate science instruction with a rigorous, standards-based curriculum applied through the instructional techniques of the 5E Inquiry Model, deductive reasoning, hands-on and project-based learning, the application of the scientific method, and the use of science notebooks. The science specialist will be the primary science instructor for all scholars who will rotate regularly into the science lab for science classes. The science specialist will also be responsible for working with each of the classroom teachers to infuse science learning into each classroom aligned with the content being learned from the science specialist in the school's science lab. For example, classroom teachers will teach scholars to read as scientists as they have scholars read the science texts which accompany the science kits being used as the core science curriculum. Classroom teachers will also incorporate Science Weekly Readers into their reading instruction to address informational text standards while developing science content knowledge through reading.

In addition, the science specialist will be responsible for coordinating the co-curricular learning experiences with the school's community partners and programs. Through a variety of community partnerships such as the National Organization for the professional advancement of Black Chemists and Chemical Engineers (NOBCChE), The Metropolitan Indianapolis Central Indiana-Area Health Education Center (MICI-AHEC), and the IU School of Medicine, scholars will be exposed to a variety of field trips focusing on life sciences careers, work on science experiments that would not otherwise be available to them, and participate in a variety of Saturday Seminars and summer experiences. Saturday Seminars and summer experiences will be coordinated by the science specialist. Guest speakers from partner organizations and field trips will also be coordinated by the science specialist. By having a passionate, highly trained science specialist, the life science focus will have a strong champion for the life sciences and someone who is responsible for coordinating all of the special programs that make this school a highly desired school of choice.

The math facilitators will plan and deliver math instruction for two grade levels each in the first year and provide intervention services through the Response to Instruction model (see section D on pg. 30 for additional information) for scholars who need more support with grade level content and to fill in gaps where content may have been missed. The math facilitators will push into each classroom daily to deliver math instruction and have

the support of the classroom teachers in working with scholars, providing feedback, and supporting small groups of scholars.

The classroom teachers will primarily serve as instructors of English/language arts and disciplinary literacy. Teachers will use a scientifically research-based core reading program based on the Indiana Common Core State Standards, Scott Foresman's *Reading Street*. Science connections will be embedded throughout the language arts curriculum using nonfiction leveled readers aligned to the content of each unit. These leveled readers are a component of the *Reading Street* language arts program. Additionally, scholars will read, discuss and interact with Science Weekly Readers.

Becoming an expert reading teacher will require that the new teachers who are hired dedicate their professional development and planning time to the areas of reading and writing. Additionally, the current achievement levels of the scholars who are likely to attend the school indicate that ample time to teach reading and writing must be provided. Teachers will provide whole group and small group reading and writing instruction in their classrooms as well as work with struggling scholars and English Language Learners (ELL) for additional small group time. The classroom teachers will also deliver the health, art, music, and physical education curriculum.

Instructional Methods & Practices

ILSA's educational model is widely based on its unique staffing structure coupled with the use of best instructional practices. All teachers will be screened for knowledge of best instructional practices in during the hiring process, and all teachers will also undergo two weeks of professional development prior to the start of school to ensure teachers are well prepared to implement best practices. Teachers will also participate in 9 days of professional development throughout the school year as well as 2 days immediately following the end of the school year.

Best Instructional Practices in Science

Effective classroom teachers:

1. Help scholars develop scientific Habits of Mind.
    - An effective science experience will foster scholars' natural curiosity about the world around them, encourage scholars to be open to new ideas and promote appropriate skepticism.

2. Help scholars to use scientific thinking skills.
    - An essential element for a scholar to be a scientific investigator is knowing how to find answers to questions. The skills of scientific inquiry include: questioning; hypothesizing; observing; experimenting; measuring; interpreting data; drawing conclusions; and communicating findings.

3. Make science part of everyday life in the classroom.
    - Science isn't a subject that just happens once or twice a week. By making materials available, modeling scientific thinking, and responding to events that occur in the environment, science is part of everyday life.

4. Provide materials to encourage scientific exploration.
    - It is critical for teachers to include materials that are interesting to explore as part of the physical environment to create a setting in which scholars spontaneously ask questions and conduct both formal and informal investigations. Displays can consist of computer programs, videos, books, newspaper articles, and magazines related to particular topics, creations made by children, and objects collected by the teacher or scholars. A tank of fish, hermit crabs, turtles, or a frog can be a catalyst for ongoing science discussions and observations.

5. Provide tools for scientific investigations.
    - An important part of science is becoming familiar with the purposeful use of tools and beginning to recognize the way tools relate to mathematical and scientific thinking. Some tools such as

scales, measuring cups, thermometers, calculators, and rulers are for measuring. Other tools such as magnifiers, microscopes, and cameras aid observation.

6. Serve as scientific role models.
    - Model scientific thinking by being observant and pointing out specific events when they happen. For example, when water forms on a glass, you might ask, "What do you think is happening here? What's causing the water to form on the glass?" The goal is to encourage children to be curious and consider cause and effect. By inviting scholars to talk about their experiences or discoveries and encouraging the others to ask questions, teachers help scholars think like investigators.

7. Select topics for long-term studies in science.
    - Scholars learn best by having time for extensive exploration of a few topics during the year. Teachers must resist the temptation to touch briefly on many topics. The school will select topics that allow scholars to conduct first-hand research and use scientific thinking skills. Because we have a finite amount of time and endless topics to cover, we will consider which topics provide natural linkages to other subjects we will be studying.

8. Have scholars work in a variety of settings.
    - The choice of settings – cooperative groups, pairs of scholars, individuals, and whole groups- depends on the teacher's objective and the specific content of the lesson. Scholars should be exposed to each kind of setting throughout the year.

9. Design, develop, implement and evaluate digital-age learning experiences and assessments.
    - For example, use of classroom technologies such as interactive whiteboards, projection devices, digital hardware and software.

Best Instructional Practices in Mathematics

Effective classroom teachers:

1. Develop concepts concretely, pictorially, and then abstractly.
    - Scholars use manipulatives to model abstract ideas, to represent the models as pictures, and finally to translate the model and/or picture into symbolic notation. Sometimes the transition from concrete to abstract takes years, as in the case of multi-digit addition computation; other times the transition may take a few class sessions, as in the case of multiplying fractions.

2. Require scholars to justify their answers.
    - During class discussions and in written work, scholars should always be asked "why?" Scholars should be able to verbalize, model, and to write the reason an answer has been given.

3. Provide time for scholars to write and talk mathematics.
    - Scholars keep a math journal and discuss mathematical ideas as part of cooperative groups and as part of the whole class. Writing and talking mathematics allows scholars to clarify and explain thinking, justify answers, explain strategies, ask questions, listen to others, and react to ideas.

4. Develop problem situations from other content areas and from everyday experiences.
    - Science, social studies, and language content are integrated into mathematics lessons. For example, when introducing 2-digit addition, the initial concrete model might be developed out of a social studies unit on Community Helpers. If the class has graphed the number of people going into different municipal buildings, finding the number of people going into 2 or 3 of the buildings together can begin the development of a 2-digit addition algorithm.

5. Give attention to connections among topics in math, between math and other content areas, and between math and daily life.
    - Scholars should recognize, for example, that the array model of multiplication, the area of a rectangle, and paper folding to multiply fractions are all based on the same idea. Scholars should use strategies developed in math lessons in their work with other content and in their daily lives.

6. Always encourage use of multiple strategies.
    - For example, a large number of objects can be counted in several ways: by ones, by twos, by grouping into tens or by matching with a hundred number board. Along with traditional algorithms, scholars should explore alternate methods of computation, including computational strategies developed by the scholars themselves.

7. Have scholars estimate quantities.
    - Scholars then use that estimate to check reasonableness of answers. Estimate lengths, weights, and so on before measuring. Put out a handful of cubes and estimate the quantity.

8. Make mental math a part of any computation.
    - Encourage scholars to calculate mentally. Help them to take the risk of giving an answer without using pencil and paper first. Mental math strategies are treated as just another way, together with pencil and paper, calculators, concrete models, and pictorial models to calculate an answer.

9. Urge scholars to choose their tools and methods.
    - Scholars are encouraged to choose among many different methods for problem solving (draw a picture, guess and check, write an equation, and so on), for calculating answers (mental math, paper and pencil, estimation, calculator), and for modeling (base ten blocks, money, geo-boards, counters, and so on).

10. Integrate computers and calculators into mathematics lessons.
    - Scholars need to begin to choose technology as a tool. Graphing programs are one way to display data; spreadsheet programs are used to solve problems; calculators allow scholars to deal with more complicated numbers; etc. Scholars should be offered the opportunity to use online virtual manipulatives, Internet resources and interactive whiteboards when available. Calculators allow scholars to deal with more complex problem solving.

11. Have scholars work in a variety of settings.
    - The choice of settings - cooperative groups, pairs of scholars, individuals, and whole groups - depends on the teacher's objective and the specific content of the lesson. Scholars should be exposed to each kind of setting throughout the school year.

12. Design, develop, implement and evaluate digital-age learning experiences and assessments.
    - For example, use of classroom technologies such as interactive whiteboards, projection devices, digital hardware and software.

Effective, Focused Instruction

By keeping the classroom teachers focused on developing engaged and excited scholars with their primary focus being literacy development while letting math and science experts deliver the math and science instruction, scholars will be guaranteed highly qualified and passionate teachers in each of the core disciplines. The classroom teachers will take on a disciplined approach in which the priority is the delivery of the curriculum, heeding the advice in *Focus: Elevating the Essentials to Radically Improve Student Learning*, Mike Schmoker (2011), in which the author states "There will be no more initiatives—at least for a time. Instead we will focus only on what will have an immediate and dramatic impact on learning in your classrooms: ensuring implementation of a common, content-rich curriculum; good lessons; and plenty of meaningful literacy activities (such as close reading, writing,

and discussion) across the curriculum" pp. 2-3. The implementation of coherent curriculum; effective lessons; and abundant amounts of purposeful reading, writing, and talking will be the highest priorities. These are not new practices, but they must be reinforced and carried out reliably (Pfeffer & Sutton, 2000, p. 14).

School Culture

Developing and maintaining a positive school culture for scholars, staff, and teachers is critical to establishing a high quality school and safe learning environment. Scholars should know, at all times, what is expected of them and, above all, that there are individuals in the school that care about their well-being and academic performance and that they are in a safe learning environment. ILSA will strive to develop a school culture that focuses on fulfilling the school's mission to develop scholars into lifelong learners with high moral character and who are positively involved in their community. To that end, the school's culture will be built on three cornerstones: (1) Academic Excellence; (2) High Moral Character; and (3) Community Involvement.

To ensure that the school develops and maintains a consistent and positive school culture focused on ILSA's three cornerstones, the Board will recruit and hire a Dean of Student Services. The Dean of Student Services will be responsible for working with the School Director to specifically develop and maintain a positive school culture and safe learning environment for all scholars and staff. Upon entering the school each day, the Dean of Student Services will greet scholars so that they immediately feel welcomed. The Dean will act as ILSA's champion for ensuring high moral character, academic excellence, and community involvement are a living, breathing part of the school. The Dean will work with the School Leader to reach out to the community, ensuring that the School's culture and expectations are well known and supported by those in the larger community. For the Dean of Student Services' full job description, see Attachment J, (pg. 257).

Academic Excellence: ILSA will pride itself in its results-driven culture and unwavering belief that all scholars are capable of a high level of learning. Scholars will be reassured of their skills and abilities through positive reinforcements and words of encouragement. As part of that culture, the term "scholars" will be used, instead of "students." Using the term "scholars" helps school staff send a message that scholars will take an active role in their educations, are expected to "buy in" to the school's culture, and that they have the ability to excel and are expected to do so. At the school-level, scholars and school staff will celebrate academic accomplishments through school assemblies, and each classroom will adopt practices and routines that acknowledge and reinforce high academic achievement.

High Moral Character*:* ILSA recognizes that high academic achievement may not be accomplished without scholars also developing character. Perhaps Dr. Martin Luther King Jr. said it best: "Intelligence plus character – that is the true goal of education." Emphasizing high moral character will be essential to developing ILSA's positive school culture. Scholars will learn: (1) values such as responsibility, honesty, kindness, respect, and generosity; (2) moral and ethical reasoning; and (3) good behavior habits. These lessons will benefit scholars through their academic careers and beyond. Coming to school and exemplifying high moral character will ensure scholars are well-prepared to learn and help ensure a learning environment where scholars, staff, and parents feel safe and secure.

Community Involvement*:* A culture of community involvement will include both involvement in the school community as well as the broader Indianapolis community. Many efforts will be taken to make certain scholars feel a strong sense of belonging to ILSA. Upon entering the school each day, the Dean of Student Services will greet scholars. Scholars will be greeted warmly again by their regular classroom teacher, math facilitator, and science specialist throughout the day. Equally important, students will be encouraged to play an active role in their community and will do so through applying what they learn in service learning projects.

The following practices will be used to develop and maintain a positive school culture built on the school's cornerstones of Academic Excellence, High Moral Character, and Community Involvement:

1. *Modeled Behavior:* ILSA's scholars will learn high moral character by observing the way teachers treat each other and their scholars. Scholars will consistently see behavioral expectations being modeled by their teachers and the school leadership team. Dean of Student Services will coordinate ongoing staff

training so that all staff develop a common language of scholar expectations and teachers use effective classroom management techniques and a school-wide positive behavioral support system.

2. *Routines:* ILSA will continue its efforts to build a sense of school community through school assemblies and awards days, classroom practices and routines that acknowledge and reinforce high academic achievement and other accomplishments, school open houses, science fairs and other events. Routines and procedures will help cue scholars, for example, when they should be in their seats and prepared to learn and when it is time to listen intently. Teachers will learn to adopt key phrases such as "Be responsible" and "Be respectful" and use them throughout the school day.

3. *Recognition:* A scholar recognition system will be established at the school-level to motivate and encourage scholars to continue making positive choices and adhere to the school-wide expectations, as well as to continue excelling academically. School-wide assemblies will focus on celebrating classroom and individual scholars' academic achievements. At the classroom level, classrooms will recognize and celebrate scholars' positive influence on their school and neighborhood community, and scholars' exhibition of high moral character. Cues will be given so that scholars begin to recognize when they should congratulate their peers for a job well done.

4. *Classroom Lessons & Discussion:* Many careers in the life sciences focus on helping others and improving people's lives. Scholars will learn about these careers and opportunities for making a positive impact on the community through field trips to employers in the life sciences industry – such as Eli Lilly & Company and Dow AgroSciences – and guest speakers who work in the life sciences. Classroom and science projects will also place an emphasis on community involvement through hands-on service learning projects.

   Classroom teachers will facilitate weekly discussions with scholars to discuss and reflect on how and where they recognized displays of high moral character. Some examples may include when a scholar helped another classmate or when a scholar helped a friend pick up a pack of crayons that were accidently spilt on the floor. As scholars learn higher order thinking skills, teachers will also use themes in science to discuss the school's cornerstones. For example, Copernicus challenged conventional wisdom when he first developed the theory that the sun is placed at the center of the universe, rather than Earth. A teacher may reflect on Galileo defending Copernicus's theory as an example of moral character, to discuss the concept of moral and ethical reasoning.

School Calendar

ILSA scholars will attend school nearly two weeks longer than their peers in surrounding schools. ILSA will work offer an extended school year which will operate on a 189-day academic calendar. Please see Attachment D for a copy of ILSA's proposed 2014-2015 academic calendar.

In addition to a longer school year, summer school will be offered to all scholars. Summer school will not be mandatory, but will be strongly encouraged. The Board is currently actively holding conversations with community partners to develop incentives for scholars and their families to participate in summer school learning opportunities. Summer school will last four weeks, or 19 school days, with a day off for the Fourth of July holiday. This means that scholars will have access to 208 days of learning throughout the year.

During its first year of operation, ILSA will operate its regular school hours from 8 a.m. to 3:15 p.m. On regular school days, before and after school care will be available to students through the assistance of ILSA's community partners. After the first year of operation, ILSA's Board and school leadership team will explore ways to extend the school day, and maintain operation within budget.

A Day in the Life of a Student

Jasmine is a 3rd grade scholar at ILSA. Last year she attended a failing neighborhood school. Her mother recognizes the importance of education as the key to a successful and productive life and has returned to school at The Excel Center to earn her high school diploma. There she learned about all of the exciting career opportunities

in field of health science. She now wants her daughter to attend ILSA where she will have the greatest opportunity to learn about life science and be highly prepared to compete as she moves through her education.

8:00 Jasmine arrives at ILSA. She reports to the cafeteria for breakfast. There she is greeted by the Dean of Student Services who shakes her hand each morning and wishes her a good day.

8:15 Jasmine arrives in her classroom, puts her bookbag on her hanger and gathers the materials she needs for the morning class meeting. She then finds her spot on a carpet square in the big open space at the center of her classroom. Jasmine is joined by her classmates, and they spend the first 15 minutes of their day building community, setting goals, and working on their character development activities.

8:35 Jasmine walks with her class to the science lab. She is excited to have an hour to explore the new science kit through which she will learn about plant growth and development.

9:45 Jasmine returns to her classroom to find her reading rotation schedule. Today, Jasmine will participate in a whole class lesson for 45 minutes where she will read, discuss, and respond to a story in her core reading program. She will then begin her 30 minute rotations by logging in to MindPlay's Virtual Reading Coach. There she will see her progress report and will get started on her next lesson. Jasmine likes the fact that this computer program gives her activities that are helping her become a better reader. Next she moves to the reading corner where she selects a leveled reader to read on her own and answers questions about what she has read. She is excited to find that the book she is reading just explained why sunlight and water are critical for plant growth—this is what she just studied this morning in her science lab. Her 30 minutes of independent reading time in the reading corner flew by. Now, Jasmine will go to her small group reading lesson with her teacher. Jasmine's teacher used her assessment data to determine that a group of scholars were struggling to find supporting details from a text. The lesson Jasmine receives in her small group provides her more instruction in this topic.

12:00 Jasmine walks with her classmates to the cafeteria for lunch.

12:30 Jasmine plays a jump rope game with her friends during recess.

12:45 Jasmine returns to her classroom where the math facilitator has joined her classroom teacher. The math facilitator teaches today's lesson to the class. Scholars then work in pairs to practice what they have learned and explain to their partners how they are solving each problem. The classroom teacher and the math facilitator circulate through the room stopping to work with each group making sure they are successfully completing their work. The lesson ends, and Jasmine puts her math homework assignment in her take home folder to finish at home.

1:45 Jasmine's teacher takes the class outside for a 20-minute game of whiffle ball. Yesterday she taught them the rules of the game and about the importance of team sports for life-long activity and health.

2:10 Jasmine now is at her favorite part of her day—Writer's Workshop. Jasmine is learning how to conduct research. She and her partner have read a couple of articles about green houses in their Weekly Readers. They are now identifying the most important details, so they can write a report for their classmates describing how to water different types of plants, how to prune certain types of plants, and what temperature one should keep a greenhouse.

3:10 Jasmine packs up her belongings for today. She makes sure she has her library book so she can log her 20 minutes of reading tonight and makes sure her take home folder with her math homework is in her bag.

3:15 Jasmine waits for her mother to pick her up from school, so they can talk about what they both learned at school today and talk about the exciting field trip they are taking with Jasmine's class to the Botanical Gardens on Saturday.

A Day in the Life of a Teacher

Mrs. Jones is a 3rd grade teacher at ILSA. She understands the multifaceted needs of a child from a low-income urban community. Last year she taught for her first year at a failing neighborhood school. She is excited to join a staff with strong professional development, clear focus on high expectations and is willing to embrace and address the psycho-, socioeconomic and academic needs of the whole child.

7:30 Mrs. Jones has her grade level meeting with the other 3rd grade teachers. They talk about their reading block, the focus skills for the whole group lesson, and then the science facilitator reviews with the grade level teachers what he is focusing on this week in the science lab and makes specific recommendations for questions and activities for teachers to bring into their classrooms. They also discuss the science leveled readers that accompany this week's instruction and share ideas for how students will respond to these texts.

8:00 Mrs. Jones readies her classroom. She lists on the board the agenda for the day and ensures all of her reading stations are set up and ready to go. She greets students as they come into her classroom.

8:20 Mrs. Jones begins the class morning meeting. She invites students to stand for the Pledge of Allegiance and the School Pledge. She reviews the days agenda and helps students each record goals for the day. She then leads the class in a lesson on respecting others.

8:35 Mrs. Jones walks with her class to the science lab. After her class has settled into the science lab, she returns to her classroom where she is meets with the Academic Dean. They review the reading data from last week's curriculum-based assessment and talk about specific skills to target during her small group instruction this week. They then consult the Reading Street resources and plan both small group lessons and activities for reading work stations which will begin tomorrow.

9:40 Mrs. Jones picks up her students from the science lab and reviews the reading schedule for the day with students. She then heads a whole class lesson for 45 minutes where she provides direct, explicit instruction and facilitates students as they read, discuss, and respond to a story in the core reading program. To begin the first work station rotation, she sets the timer and asks students to move quickly and silently to their fist station. Mrs. Jones meets with her first group of students who are re-reading a story from yesterday as they work on developing fluency. At the end of 30 minutes, she sets the timer and asks students to rotate to their next station. She then leads the next group which is her struggling group which also contains three English language learners. Their lesson is from the English Language Development program which is a supplement to the Reading Street lesson she just taught in whole group. She revisits the content and the vocabulary while building students' understanding of sentence structure. She sets the timer one more time, and students move to their last rotation. Her final small group lesson provides direct instruction to students on finding supporting details from a text.

12:00 At noon, Mrs. Jones walks with her class to the cafeteria for lunch. To help build personal relationships and to assist with supervision, teachers eat lunch with their students and then accompany them to a short outdoor recess where children play, get their blood moving, and enjoy some fresh air.

12:45 When the class returns to their classroom, the math facilitator has the math lesson set up and ready for students. The math facilitator teaches today's lesson to the class while Mrs. Jones observes and helps keep students focused and answers questions along with the math facilitator. Mrs. Jones then circulates as scholars work in pairs to practice what they have learned and explain to their partners how they are

solving each problem. At the conclusion of the lesson, the math facilitator gives students a homework assignment so they can practice what they learned today. Mrs. Jones reminds students to put this in their take home folders.

1:45 Mrs. Jones loves being able to take her students outside two times a day. This time, she is in charge of a 20-minute game of whiffle ball. Yesterday she taught them the rules of the game and about the importance of team sports for life-long activity and health. Today, they get to play the game, and she gets to pitch. She is sure to note when students are being good team sports and being respectful to members of their own and the other team. She always tries to recognize and celebrate the character lesson of the day in action.

2:10 Mrs. Jones brings her class back to their room, and they quickly get their writer's notebooks. During the morning meeting, each student set a goal for what he/she would accomplish today during Writer's Workshop. Mrs. Jones has a list of students on the pocket chart showing which students she will be holding conferences with today. As students work, she holds one on one conferences with students guiding them through the writing process and providing instruction for their right next step. The last 15 minutes of Writer's Workshop are reserved with the Author's Chair today. Mrs. Jones asks for volunteers to read a section from their writing that shows action. Two students volunteer. They each take the front Author's Chair and read their pieces. Volunteers from the class offer two strengths and a wish to the authors celebrating things they did in their writing well and offering a suggestion for something they might think about revising.

3:10 Mrs. Jones takes a couple of minutes to celebrate the class's accomplishments for the day, and they pack up her belongings for today. She makes sure to remind students to take home their library books so they can log their 20 minutes of reading tonight and reminds them take home their folders with their math homework.

3:15 After Mrs. Jones dismisses her students, has 45 minutes to revisit her notes from her planning meeting with her Academic Dean from this morning and reviews her records from her small group reading instruction to determine any additional focus areas. She then finishes planning out her lessons and get materials ready for tomorrow.

4:00 Mrs. Jones is done for the day, but she has joined a group of teachers who have a Zumba club after school, so she heads to the school's gym where she will get energized and feel good about her accomplishments with her scholars.

School Discipline Plan

Please see Attachment E for a copy of ILSA's school discipline plan.

B. Curriculum

ILSA will implement a rigorous, standards-based curriculum which is taught though introducing students to the life sciences. Various studies indicate that curriculum alignment is a common denominator of high quality schools. "In an array of factors that define high-performing schools, curriculum alignment enjoys a position of exceptional prominence" (Murphy, 2007, p. 75). ILSA will have a guaranteed and viable curriculum aligned to the standards for it to achieve high academic performance.

Our planning for ILSA included aligning the curriculum with Indiana Academic Standards for science, math, and English/language arts (see Appendix F for example curriculum maps). Instructional resources were selected based on a rigorous review of a variety of curriculum, textbooks, and other instructional materials. The Board and the Board's selected ESP used rubrics provided in the *Toolkit for Evaluating Alignment of Instructional and Assessment Materials to the Common Core State Standards* to select all instructional materials. Please see Appendix H for a

copy of one of the rubrics used to make resource selections. The specific instructional resources to be used are included in the curriculum maps. This work will take place with social studies once the State Board of Education approves the new social studies standards which are currently open for public comment. That work will be completed following the same process used for the other curriculum maps and will be completed prior to the two-week professional development period before the opening of the school by the ESP. Social Studies Weekly Readers will be included as part of the English/Language Arts and social studies curriculum.

ILSA's selected ESP will help the Board ensure that this aligned curriculum is taught by all teachers and that it is aligned from one grade to the next with an increase in cognitive demand occurring at each grade level. The ESP will conduct a minimum of two comprehensive site visits during the school year and provide an evaluation – which will include an overview of the success of the curriculum and curriculum alignment – to the Board. The curriculum efforts will ensure the following:

1. Scholars are prepared for the next grade level because they have gained the content knowledge and skills the next year's teacher expects them to have mastered;
2. Scholars remain motivated through increased demand and less repetition in the curriculum; and
3. Inherent alignment to Indiana Statewide Testing for Educational Progress–Plus (ISTEP+) eliminating the misguided belief that educators must "teach to the test."

Overview of Science Instruction

ILSA will impart all of its scholars with the scientific knowledge, skills and habits of mind needed to be lifelong-learners, critical thinkers, effective communicators and wise decision-makers. Scholars will develop and use the skills necessary to engage in our world which is shaped by science and technology.

The vision of ILSA is that all scholars will:

- Be curious about how the world works.
- Be scientifically honest, willing to reevaluate ideas when new data are presented.
- Respect the world around them and work to protect both the local and global environment.
- Understand that science is not a static body of knowledge but is continually evolving as new information emerges.
- Be able to evaluate scientific ideas from an historical perspective.
- Be adept in the use of electronic technology, choosing the appropriate technology for the problems and tasks with which they are confronted.
- Be able to apply knowledge, skills, and processes from science, math, and technology to solve complex, real-world problems.
- Be tenacious in solving problems.
- Be able to use reason and relevant data to support conclusions and opinions.
- Be able to effectively communicate scientific ideas and information orally, visually, and in writing using a variety of media.
- Be able to work effectively independently and interdependently to solve problems.

Program Delivery

Our Science classrooms will be effective standards-based environments that foster understanding of big ideas and help scholars make connections between present, past and future. Below are the varied "Science paths" that scholars will follow during their course of study at ILSA.

Elementary School:

- Kindergarten - Day & Night/Seasons; Fabrics; Individual/Small Group Inquiry
- First Grade - Soils; Solids & Liquids; Living Things; Individual/Small Group Inquiry
- Second Grade - Air & Weather; Balance & Motion; Life Cycles; Individual/Small Group Inquiry

- Third Grade - Earth Materials; Physics of Sound; Plant Growth & Development; Measurement; Individual/Small Group Inquiry
- Fourth Grade - Earth's Changing Surface; Magnetism & Electricity; Structures of Life; Motion & Design; Individual/Small Group Inquiry
- Fifth Grade - Sun/Moon/Stars; Floating & Sinking; Environments; Human Body; Individual/Small Group Inquiry

Middle School:

- Sixth Grade - Exploring the Solar System/Earth in Space; Mixtures & Solutions; Studying People Scientifically/Ecology; Experimenting with Forces & Motion; Individual/Small Group Inquiry
- Seventh Grade - Studying Soil Scientifically/Rock & Minerals/Plate Tectonics; Force & Motion/Working with Motors & Simple Machines; Bodyworks/Cell Biology & Disease/Bioengineering; Individual/Small Group Inquiry
- Eighth Grade - Weather & Water; Chemical Interactions; Genetics & Evolution; Individual/Small Group Inquiry

While at most elementary schools, science is taught by a regular, classroom teacher for about 30 minutes 1 or 2 times a week, scholars at ILSA will be taught science 3 – 4 times a week for an extended period of time by a teacher who specializes in science. ILSA's expert science specialist will facilitate science instruction with a rigorous, standards-based curriculum applied through the instructional techniques of the 5E Inquiry Model, deductive reasoning, hands-on and project-based learning, the application of the scientific method, and the use of science notebooks. The science specialist will be the primary science instructor for all scholars who will rotate regularly into the science lab for science classes.

High Quality Research-Based Science Instruction

Science Block – 60 minutes			
Time	**Instructional Activity**	**Grouping**	**Resources**
10 minutes	**Build Background** I build background for the lesson through use of inquiry questions. I make connections between the new concepts and students' previous knowledge. I introduce the new vocabulary that will be used in the lesson.	Whole Group	• Science Notebooks • Teacher's Edition of Indiana Science Initiative (ISI) Kit • Vocabulary Word Wall • KLW Charts
10 minutes	**Directions for Inquiry Investigation** I make group work tasks and expectations clear. I clearly explain all steps of the inquiry investigation	Whole Group	• Science Notebooks • Teacher's Edition of ISI Kit • Lesson PowerPoint – Activity directions and group work expectations
30 minutes	**Inquiry Investigation** I prepare all materials in advance. I employ a system for the dissemination and collection of materials so there is minimal loss of instructional time. I act as a facilitator to the student groups, posing questions rather than giving	Small Group	• Science Notebooks • Teacher's Edition of ISI Kit • Student Sheets from ISI Kit • Inquiry Investigation Kit Materials

	answers. I anticipate student questions and challenges		
10 minutes	**Inquiry Investigation Wrap-Up & Sharing** I ask high level probing questions to check for understanding and to correct any student misconceptions. I facilitate student sharing of data and results. I facilitate students' understanding of the inquiry investigation by connecting to previous activities. I facilitate students questioning, guiding students to generate question that are the focus of subsequent investigations	Whole Group	• Science Notebooks • Teacher's Edition of ISI Kit • Student Sheets from ISI Kit • KLW Charts

Resources
ILSA's science curriculum is based on Indiana Academic Standards for Science and employs science kits distributed through the Indiana Science Initiative, a collaboration between I-STEM, Lilly, and BioCrossroads. More information regarding this program may be found at indianascience.org.

Overview of Reading and Language Arts Instruction
At the beginning of the year, teachers will generate a complete picture of their scholars' abilities by using the baseline data and will follow their progress with curriculum-based assessments (See the Assessment section for additional details).

High Quality Research-Based Reading Instruction
Scott Foresman's *Reading Street* was selected as the research-based core reading program following requirements of PL-109. Research tells us that there are specific predictors of reading success related to each of the five core areas of reading instruction—phonemic awareness, phonics, fluency, vocabulary, and comprehension. Throughout the year, teachers will monitor scholars' progress on these success predictors. Doing so will help staff regroup scholars and adjust their instructional focus. Not every skill is equally important across the grades. That's why Scott Foresman's *Reading Street* prioritizes skill instruction and the equivalent success predictors for every grade. The research-based program that the school will use is designed to assess and monitor the success predictors for each grade. In kindergarten, for example, the table below shows the success predictors.

PRIORITY SKILL	SUCCESS PREDICTOR
Phonemic Awareness	Blending and Segmenting
Phonics	Word Reading
Fluency	Words Correct per Minute
Vocabulary	Word Knowledge
Comprehension	Retelling

The following pages outline the instructional approach and resources teachers will use during a typical day for reading and language arts instruction in their classroom. Please note, in addition to the science and social studies content that is included in the core reading program. Science leveled readers will be aligned to the instruction taking place in the science lab and will provide additional content to address standards not addressed in the science lab. Please also note the use of the *Weekly Science Reader* and *Weekly Social Studies Reader* to provide

relevant reading about current scientific and historical events. The core reading program also includes many sing along activities and the "grammar jammer" which can be used to introduce music standards in a seamless manner. Please see Attachment G for lessons as examples of the daily reading and language arts curriculum teachers will teach (these lessons correspond to the curriculum map in Attachment F, pg. 234).

Reading Block – 120+ minutes			
Time	**Instructional Activity**	**Grouping**	**Resources**
15 minutes	**Build Background** I build background for the lesson concept and introduce unfamiliar vocabulary from the selection.	Whole Group	• Talk with Me/Sing with Me charts and audio • Teacher's Edition Talk lessons or the *Guide on the Side* Oral Vocabulary Routine
25 minutes	**Shared Reading** Through shared reading, I provide instruction in the critical areas of reading. I model strategies and skills good readers use to comprehend text.	Whole Group	• Trade Books and Big Books • *Weekly Science Readers* and *Weekly Social Studies Readers* • Teacher's Edition Comprehension Lessons and Shared Reading Notes • *Guide on the Side* Comprehension Routines and Dialogic Reading Strategies
20 minutes	**Word Work** I provide instruction that includes phonological or phonetic awareness, letter recognition activities, and explicit teacher of letter sounds.	Whole Group	• Teacher's Edition Lessons • Picture and Alphabet Cards • *Guide on the Side* Phonetic Awareness Activities and Phonics Routines
30 minutes	**Small Group Reading** I meet with small, homogeneous reading groups daily to provide differentiated instruction (DI). My groups are flexible and change based on children's needs.	Small Group	• Decodable Readers • Leveled Readers • Teacher's Edition Leveled Reader and DI Lessons • *Guide on the Side* DI Strategies, Small Group Reading Routine, and Comprehension Routines
	Independent Activities While I meet with small groups, the rest of the children: • Visit practice stations • Complete independent practice activities	Independent	• Teacher's Edition Practice Stations Activities • *Practice Stations Kit* • Practice Books • Leveled Science Readers • Leveled Social Studies Readers
30 minutes	**Intensive Intervention** I meet with children needing intensive intervention to provide focused instruction	Individual or Small Group	• Intensive Intervention Program (such as *My Virtual Reading Coach*

High Quality Research-Based Language Arts Instruction

Language Arts Block – 45+ minutes			
Time	**Instructional Activity**	**Grouping**	**Resources**
10-20 minutes	**Shared or Modeled Writing**	Whole Group	• Teacher's Edition Grammar

	Through shared, modeled, and interactive writing, I introduce children to grammar and parts of speech and help them express ideas in writing		and Writing Lessons • *Guide on the Side* Writing Routines
20-40 minutes	**Guided Writing** To differentiate writing instruction, I meet with children in small groups to work on specific writing and grammar skills	Small Group	• Teacher's Edition Grammar and Writing Lessons • *Guide on the Side* Writing Routines and DI Strategies
	Independent Writing While I meet with small groups, the rest of the children: • Visit practice stations Complete independent practice activities	Independent	• Teacher's Edition Writing Activities

Research-Based Reading Intervention

MindPlay Virtual Reading Coach (MVRC) will be used as an intervention for scholars who are not reading on level. MVRC improves scholars' reading performance by assessing reading abilities, developing an individual scholar syllabus, differentiating instruction, and providing mastery-based activities to address reading gaps.

For scholars, MVRC provides:

- Interactive lessons with media-rich content;
- Direct, explicit, and systematic instruction;
- Scaffolded instruction and remediation;
- Virtual reading specialists and speech pathologists;
- Self-paced and mastery-based instruction; and
- Immediate and specific feedback.

MVRC was selected using the same tools and rubrics discussed on pgs. 18-19. This program was selected as a reading intervention tool for a variety of reasons. These reasons include:

- Provides differentiated instruction based on each scholar's initial diagnostic testing and can be used by all scholars. The diagnostic tests, progress monitoring results, and scholar performance determine lesson assignment. Scholars are assigned targeted instruction based on needs.
- Accommodates scholars with diverse reading skills and instructional needs. It is effective with scholars of all ages and in disparate categories, including English Language Learners, bilingual education, and special education. MVRC will be used as an intervention for scholars in Tier 2 and Tier 3 as a daily rotation during reading instruction.
- Teaches scholars to comprehend grade level text and to read that text fluently. An MVRC scholar first becomes proficient in phonological awareness and phonics skills if needed. When a scholar demonstrates accurate decoding skills, he also receives vocabulary and grammar and meaning instruction. Finally, MVRC delivers explicitly fluency training to improve silent reading rate. Improvement in comprehension and fluency are simultaneous goals. The interactive activities help scholars stay focused and accelerate their progress. MVRC uses methods and strategies of successful reading teachers and speech pathologists. Each scholar works toward 100% mastery at his or her own pace.
- Used repeatedly with students who have not passed the I-READ 3 test as third graders, 100% of students who complete roughly 30 hours of instruction (reaching lesson 40) pass this critical exam. Every scholar

needing effective, proven reading remediation will receive the targeted instruction he or she needs to become a successful reader.

Overview of Mathematics Instruction

Program Delivery

ILSA's math classes are effective, standards-based environments that foster understanding of big mathematical ideas, help scholars make connections between learning experiences, and enable scholars to see themselves as mathematicians. There are varied "math paths" that scholars follow during their course of study at ILSA.

Elementary School:

- Grade Level Math & Differentiation
- Accelerated Math K-5
- Johns Hopkins Center for Talented Youth CTYOnline Math Enrichment K-5

Middle School:

- Sixth Grade - Grade level Math & Differentiation; Transition Math (for accelerated students
- Seventh & Eighth Grade - Grade Level Math and Differentiation; Pre-Algebra, Algebra I, Geometry

High Quality Research-Based Mathematics Instruction

Mathematics Block – 60 minutes			
Time	**Instructional Activity**	**Grouping**	**Resources**
10 minutes	**Build Background** I create "warm up" problems that check for understanding of previous concepts. I build background for the new lesson and preview through the use of inquiry questions. I make connections between the new concepts and students' previous knowledge. I introduce the new vocabulary that will be used in the lesson.	Whole Group	• Warm Up Activity • Teacher's Edition of *Math Expressions* • Vocabulary Word Wall
15 minutes	**Direct Instruction** I clearly explain the new math concept, checking for whole group understanding and guided note-taking. I make group and partner work tasks and expectations clear.	Whole Group	• Student Guided Note Pages • Teacher's Edition of *Math Expression* • *Math Expressions* multimedia clips • Math manipulatives
15 minutes	**Partner Problem-Solving & Small Group Sharing** I prepare all materials in	Small Group/Pairs	• Student Guided Note Pages • Teacher's Edition of *Math Expression* • Math manipulatives

	advance. I direct students to use "Math Talk" when discussing problem solving. I act as a facilitator to the student groups, posing questions rather than giving answers. I anticipate student questions and challenges.		• Math Talk Sentence Starters
10-15 minutes	**Individual Student Problem-Solving** I ask high level probing questions to check for understanding and to correct any student misconceptions.	Whole Group/Independent	• Student Guided Note Pages • *Math Expressions* student Workbook • Teacher's Edition of *Math Expression* • Math manipulatives
30 minutes	**Lesson Conclusion** I prepare "exit ticket" problems and reflection questions to formatively assess student mastery of the lesson concepts and to understand student misconceptions	Whole Group/Independent	• Student Guided Note Pages • Exit Ticket/Reflection Questions • Teacher's Edition of *Math Expression*

Resources
The following are resources used in our mathematics programs:

Elementary School:
- Math Expressions Common Core (Houghton Mifflin Harcourt)
- Math Expressions Common Core Manipulatives and Materials Kits
- Math Expressions Common Core Literature Libraries
- Math Expressions Common Core Online Assessment Software
- Soar to Success math intervention program (Houghton Mifflin Harcourt)
- Rocket Math
- Accelerated Math

Middle School
- Sixth Grade - Math Expressions Common Core (Houghton Miffin Harcourt); Transition Math (Houghton Miffin Harcourt)
- Seventh & Eighth Grade - OnCore Mathematrics (Houghton Miffin Harcourt)

The core of the ILSA mathematics curriculum is the Math Expressions Common Core program. Math Expressions is research-based and is affiliated with the National Science Foundation. Research conducted by the U.S. Department of Education concluded that the Math Expressions program positively impacts elementary mathematics achievement.

Overview of Physical Education, Art, and Health Instruction

Physical education will take place every day as part of both indoor and outdoor activities during structured recess times led by the classroom teachers. Scholars will also have supervised play time during lunch recess. Adventure to Fitness, the nation's most popular classroom physical activity resource, will be used to help teachers plan their physical education instruction. This exciting resource provides high-quality, story packed, moderate to vigorous classroom physical activity aligned to State Standards in Core subjects.

Art, music, and health instruction will be provided through integrated activities as part of the reading and language arts programs and will be enhanced through informational text reading.

C. Assessment

The discussions held by teachers and administrators are the most important part of monitoring the educational program. Teachers meeting in grade level and content area teams to discuss what should be taught, how the curriculum gets enacted, and studying scholar results are the most important part of the curriculum improvement process. During the summer of 2014 and throughout the 2014-2015 school year, school leaders will be trained to collect and share data on how many classrooms consistently exhibit planned, common curriculum, sound lessons, and authentic literacy. Common assessments which reflect these three areas will also be monitored, and gains made both in implementation and achievement will be celebrated by both teachers and scholars.

State Mandated Assessments

ILSA will administer all state mandated assessments required of Indiana public schools including: ISTEP+; IMAST; ISTAR; IREAD-3; LAS Links and End-of-Course Assessments.

Diagnostic, Progress Monitoring, and Summative Assessments

In addition to state mandated assessments, ILSA will administer a number of additional assessments for the purposes of diagnostic assessment and progress monitoring.

mClass

Scholars will be assessed using mClass math in grades K-2 three times a year: at the beginning, middle, and end of the school year, providing teachers with information on scholars' foundational skills as well as progress monitoring.

Rationale:

- Provides diagnostic measures of scholars' foundational skills
- Provides teachers with instructional suggestions based on performance
- Establishes a baseline for each skill area
- Provides progress monitoring

Acuity Predictive Assessments

In grades 3-8, scholars will be assessed using Acuity Predictive Assessments 3 - 4 times a year.

Rationale:

- Provides diagnostic measures of scholar's foundational skills
- Provides standards-aligned performance data to inform instruction

RAPS® 360

ILSA will use data from initial assessments, including GRADE (Group Reading Assessment and Diagnostic Evaluation) from Scott Foresman's *Reading Street*, the school's core reading and language arts program, to determine which skills scholars have mastered and where they need instruction. GRADE is a whole-group diagnostic assessment that measures critical early reading skills identified by the National Reading Panel. In addition, scholars will be assessed on *RAPS® 360. RAPS® 360* is a 100% computerized diagnostic reading assessment program that automatically tests and diagnoses basic reading skills and weaknesses for a single scholar, a classroom, the entire school.

In just 5 to 30 minutes, MindPlay's *RAPS 360* pinpoints deficiencies in each scholar's reading skills creating an electronic individualized learning plan. Scholar progress can be automatically monitored.

RAPS 360 is a unique teacher tool designed to specifically identify why a scholar is struggling. The program:

- Meets Response to Instruction (RTI) program requirements;
- Provides a digital diagnostician for every scholar;
- Empowers teachers to create individual learning plans for every scholar;
- Allows teachers to customize features;
- Develops scholar prescriptions for improvement;
- Generates automatic reports for individuals, classes, schools and districts;
- Groups scholars with similar needs; and
- Tests scholars quickly, requiring minimal teacher time.

Rationale:

- Identifies the causes affecting poor reading comprehension for each scholar;
- Adjusts testing based on scholar responses;
- Provides a series of diagnostic tests for scholars reading below grade level including vocabulary and eye-tracking as well as encoding;
- Establishes a baseline for each skill area and measures scholar progress; and
- Includes comprehensive graphic and tabular reporting.

Curriculum-Based Assessments

ILSA will also use common curriculum-based assessments at the end of each unit and at the end of the year. Beginning in grade 3, Acuity assessments will be used to monitor scholars' readiness for ISTEP+. Detailed data analysis from these assessments will take place, and teachers will use data from these assessments to continue to target instruction based on scholars' needs.

Progress Monitoring and Reporting

Teachers will report scholar progress to parents on a quarterly basis using a standards-based report card. Parents will also receive reports and copies of scholars' unit assessments and progress monitoring assessments. Parents will be asked to review these and return them signed to the teacher. Parent/teacher conferences will be scheduled mid-way through each semester. Parent nights will also be held at least two per semester during which parents will hear what special activities are coming up through Saturday Seminars and special programs in addition to what their scholar's classroom is focusing on, making sure parents understand how they can best be helping their children at home.

Acuity, mClass, RAPS 360, and curriculum-based assessments will be used to monitor scholar progress and to inform adjustments to the curriculum. These assessments will include writing assignments scored with grade level rubrics. The best way to ensure scholars are prepared for college and careers and any assessments they will encounter is to ensure that they are prepared with Conley's four intellectual standards:

1. Read to infer/interpret/draw conclusions
2. Support arguments with evidence
3. Resolve conflicting views encountered in source documents
4. Solve complex problems with no obvious answer

These four simple habits of mind can powerfully inform student reading, writing, and talking in every discipline when matched with disciplinary content (Conley, 2005). The Board, with the help of the selected ESP, will implement this curricular/assessment strategy through an applied life sciences approach, which will effectively prepare scholars for the ISTEP+ ELA, math, and science assessments and the I-READ 3.

D. Special Student Populations

ILSA's curricular approach supports all learners – including those scholars with limited English proficiency, children with special needs, scholars who enter below grade level and scholars who are academically advanced.

During a two-week professional development period, prior to the start of the school year, staff will be provided with rigorous training and support to ensure that all teachers and staff are knowledgeable of the needs of all learners and are informed of their responsibilities for particular students. It is essential that all teachers receive the support they need to implement any scholar's educational program, including any necessary modifications or accommodations.

Scholars Above & Below Grade Level

The academic performance of surrounding schools suggests that the majority of ILSA's scholars will enter below grade level. There will also be scholars with above grade level aptitudes. ILSA's strong school culture and educational model will help ensure growth and enrichment of both types of scholars. Those scholars below grade level will be brought up to grade level and beyond as quickly as possible. Those scholars above grade level will be challenged appropriately to enhance their upward performance and advancement. The beginning of each school year will begin with diagnostic assessments for all scholars and a comprehensive review of scholars' prior performance (when available). Assessment results and prior performance will assist teachers and staff in identifying scholars' knowledge and skills gaps so they may be brought up to speed of scholars with advanced knowledge and skills may be further enriched. The staffing model will allow for the hiring of staff who are specialized in a particular area (i.e., classroom teachers are specialized in Language Arts and Reading; math facilitators are specialized in mathematics; science facilitators are specialized in science; etc.) so that scholars' needs may be more accurately met. Differentiated instruction and student grouping techniques will be utilized in all classrooms and subjects so that all scholars, regardless of achievement level, will have the opportunity and conditions necessary to exceed at the highest level possible. ILSA's Academic Dean will act as a resource to teachers to ensure they are appropriately and effectively differentiate instruction. For more information on the role of the Academic Dean, please see pgs. 34-35.

Scholars with Special Needs

To the extent appropriate, scholars with special needs will be educated in regular classrooms with their general education peers. ILSA will strive to provide scholars with the opportunity to learn in an inclusionary environment on a level and equal playing field. ILSA will "meet scholars where they are" in their education by providing a flexible structure and supportive relationships to help them engage in and out of the classroom. ILSA will place students in environments that are as least restrictive as possible, yet supportive enough to ensure adequate success and rigor in their educational endeavors.

ILSA's ESP will assist the school in appropriately addressing the needs of scholars with disabilities by providing special education management services. The ESP will help to ensure that ILSA's special education program and services will be provided in accordance with state and federal laws and regulations concerning scholars with Individualized Education Plans (IEPs).

Comprehensive Services for Students with Special Needs

<u>Educational Continuum and Least Restrictive Environment</u>

- Scholars receiving special education services spend a majority of their instructional day with their instructors. The remainder of the day, they may utilize supplementary services as indicated in their IEP. One-on-one instruction will be provided as needed according to a scholar's IEP. Supplementary services will be provided in the following manner:
    - Resource Rooms
    - Special Education tutors or para-professionals. Tutors will be available for general and specialized assistance to scholars.

- Scholars will be assigned to a specific tutor whenever possible to ensure continuity and quality in the delivery of services.
- A Special Education Resource Room will be utilized to provide supplementary services when appropriate and according to the IEP.
- The student-teacher ratio allows for every scholar to enjoy an increased level of attention from his or her instructor (and or) tutor or para-professional. This allows for placement of every special education scholar into a regular education and least restrictive educational situation. All classes are inclusionary and none are comprised solely of special education scholars; however, the school has the ability to provide intense individualized services if necessary.

Related Services

ILSA will use contract services for psychological services, physical therapy, occupational therapy, and speech-language therapy selecting vendors from an approved list provided by the ESP.

Access to the General Education Curriculum

- The long-term relationship between a Teacher of Record (TOR) and scholar will provide scholars with a Teacher of Record who is familiar with their cases. The TOR will collaborate regularly with the teachers of service. This will provide the instructor with more knowledge and a better understanding of the scholar's needs, which can then be included in the Case Conference Committee (CCC). Scholar progress will be monitored on schedule with the general education population. The scholars' IEPs will reflect their needs as they participate in the general education curriculum with accommodations and/or modifications which are deemed appropriate by the Teacher of Record and the CCC.
- All general education curriculum and extracurricular activities will be made available to scholars receiving services, unless otherwise indicated in the scholar's IEP.
- Physical education will be provided in accordance with a scholar's IEP, with general education scholars whenever possible.

Assurance of FAPE

ILSA will provide a Free and Appropriate Education to all enrolled scholars with disabilities.

Child Find

ILSA will undertake child find activities for all scholars who enroll, including evaluation, identification, and provision of appropriate special education services in accordance with the applicable subsections of Article 7 and IDEA.

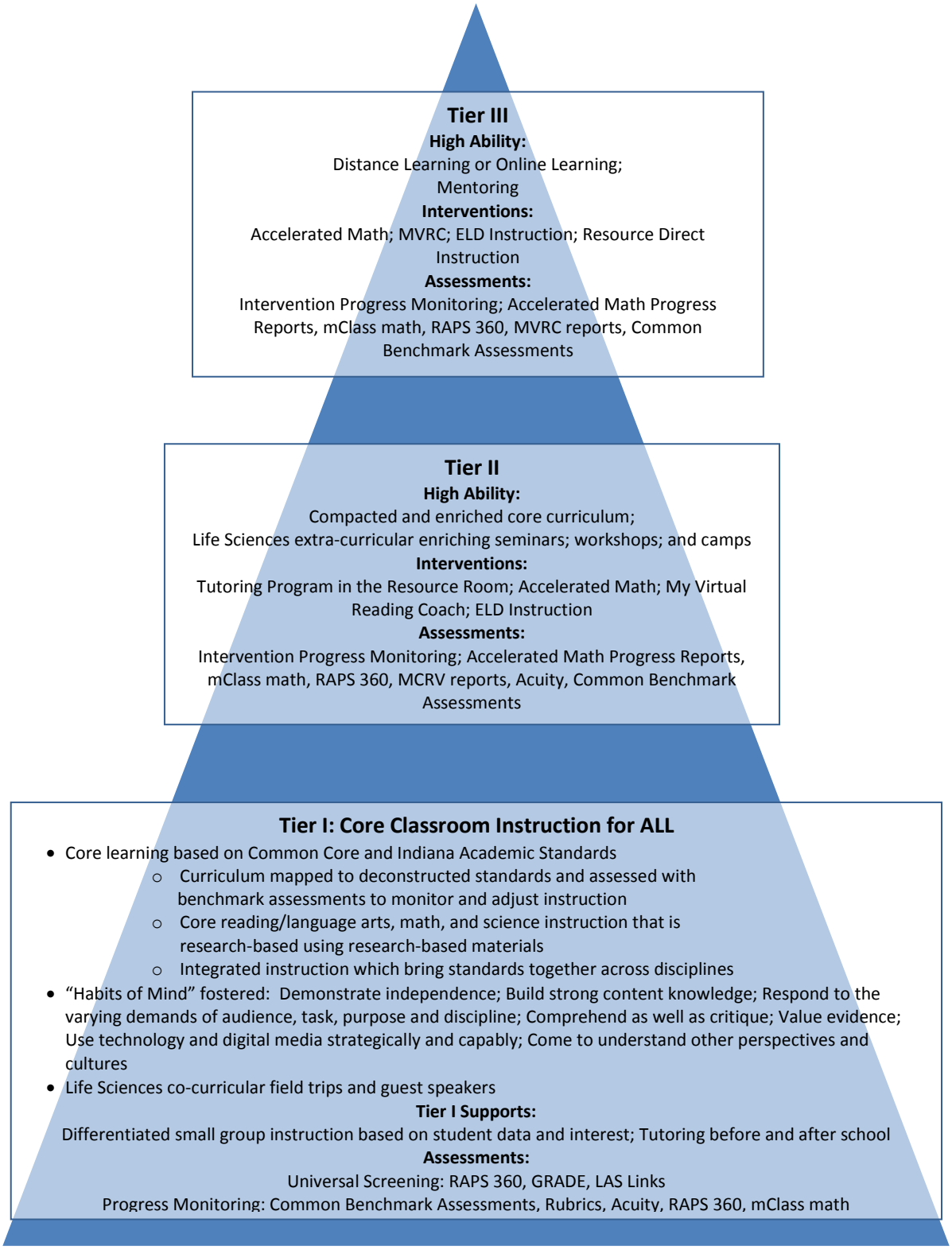
- Use a Response to Instruction (RtI) process to establish early identification. With the oversight of the Academic Dean, staff will place scholars in tiered intervention groups to most effectively address their needs and develop intervention programs that, along with IEPs, ensure that scholars are on track to achieve at or above grade level.
- Make every effort possible to obtain scholars' previous school records within a reasonable time.
- Review IEPs and Section 504 Plans of incoming scholars to determine what services can reasonably be provided using school resources and what will need to be provided through contracted services.

In instances where vendors assist in providing appropriate services to scholars, the Board will review the performance of all vendors on no less than a yearly basis. If the Board finds that the vendors are not providing appropriate services to the full extent possible, the Board will seek other vendors to provide comparable services.

English Language Learners

English Language Learners (ELL) will be identified when they first enroll in ILSA. Parents/guardians will complete a Home Language Survey where they identify their native language. Any scholars whose native language is anything other than English (as well as scholars who have previously been identified as ELL) will take Indiana's LAS Links Exam, which determines students' proficiency in English and the degree to which they need academic support in their foreign language.

ILSA Response to Instruction Academic Pyramid



Once a scholar is identified as ELL, the scholar will be measured at least once annually utilizing LAS Links. The assessment is required by law and will also determine whether continued special services are needed for the scholar. ELL scholars will receive English Language Development (ELD) instruction as part of their core reading program in the general education setting. A research-based ELD curriculum which is a companion to the Scott Foresman *Reading Street* core reading program will be used as the primary ELD curriculum. Regularly progress monitoring with curriculum-based assessments from the English Language Development (ELD) program will be part of ELL scholars' core curriculum. Based on scholars' progress, additional special services may include auxiliary texts, supplemental tools or additional instructional time with teachers or consultants with experience in the scholars' native language. To the extent possible, special services will be provided to ELL scholars in the mainstream setting. Each ELL scholar will have an Individual Learning Plan (ILP) which outlines the needed services that will be provided to the scholar.

III. Organizational Viability and Effectiveness

A. Enrollment/Demand

Enrollment

ILSA will open during the fall of the 2014-2015 school year. The school will open, serving scholars in Kindergarten through 4th grade, with 80-88 students in each grade. The School will add a grade level each year, until the school reaches full capacity with 760 scholars in grades K-8. The chart, below, provides a breakdown of expected student enrollment, by grade-level, during the school's first five years of operation.

ILSA's rationale for selecting this school size is simple: the number of open seats being made available to the community will meet the community's demand for a high quality school with a life sciences focus, while maintaining reasonably small student-to-teacher ratios within the school's projected budget.

Grade	2014-15	2015-16	2016-17	2017-18	2018-19
K	80	80	80	80	80
1st	88	88	88	88	88
2nd	88	88	88	88	88
3rd	88	88	88	88	88
4th	88	88	88	88	88
5th		88	88	88	88
6th			80	80	80
7th				80	80
8th					80
Total	***432***	***520***	***600***	***680***	***760***

To gauge the level of interest in ILSA, the Board leveraged the assistance of the ESP to conduct a survey of families. Surveys were mailed to families of students of the former Indiana Imagine Life Sciences Academy – East. This group of students and families were targeted because they represent predominantly the same grade levels the Board will target during the school's first years in operation. A copy of the survey is provided in Attachment I. The survey received approximately a 5% response rate (all received responses declared interest in the new school) with the majority of surveys being returned with undeliverable addresses (most indicating that the individuals had moved).

Despite this small sample size, the Board is continually engaging members of the community who have indicated a strong desire for a high quality school with ILSA's school model in the Indianapolis. Indianapolis has a significant need for high quality school options. Parents and families have demonstrated their desire for different school options by opting to take advantage of Indiana's school voucher program and attending area charter schools. In fact, the National Alliance for Public Charter Schools has reported that a quarter of school age children living within IPS attend charter schools. Actions often speak louder than words, and parents opting for school options outside of their neighborhood districts schools are a clear sign that parents are searching for high quality schools for their students.

Student Recruitment

ILSA's strategy for student recruitment will be multi-faceted. Immediately upon charter approval ILSA Board members will work with the identified community partners to promote the new school and generate general interest in the school. ILSA will work with the creative marketing team of the selected ESP to design cost-effective marketing materials which will promote the school and its provocative life-sciences theme throughout the general community. Churches, grocery stores, restaurants, community centers and other public gathering places will be informal community partners, conversant about the school and able to make connections to more formal recruitment resources, such as board members and pre-opening staff. In conjunction with its community partners, ILSA will host informational fairs about the school several weeks prior to the application deadline and the lottery date. In between the application deadline, the lottery date and dates of enrollment, ILSA will employ a disciplined strategy to ensure that the school is at the top of mind of the applicants in order to ensure that applications turn into enrollments which turn into full time students being served at the school.

As part of its student recruitment strategy, ILSA will actively target the immediate area surrounding the school's proposed location as well as priority areas 6 and 8 identified by IFF (see the "Need" section, pgs. 6-8).

Enrollment Process

As a public school, enrollment at ILSA will be open to all scholars. Scholar admission or enrollment will be open to all scholars interested in attending the school and not limited based on prior academic performance or intellectual ability, race, socio-economic status, religion, disability, nationality, immigration status, or any other factor that may be considered unlawful. Admissions policies and practices will comply with all applicable state and federal laws.

All scholars will be invited to submit an enrollment application to the school until a set deadline date. All scholars who complete and submit a timely enrollment application will be enrolled in the school. In the event that the number of applicants exceeds the number of spaces available, a lottery will be held to provide students with a fair and equal opportunity to enroll in the school.

The lottery will be held at a public location near where the school will be located and will be open to the public. It will be monitored by a non-biased third party and a representative of the Indianapolis Mayor's Office will be invited to attend. The lottery will include all scholars who have applied to the school. These scholars are assigned a number, and then numbers are drawn at random to identify which scholars will be enrolled in the school. Once all available spaces have been filled, numbers will continue to be drawn to determine the order in which scholars are placed on a waitlist.

After the lottery is complete, prospective scholars may still apply but will continue to be placed on the waitlist in the order that their completed enrollment information is received. Once a scholar is admitted to ILSA, the scholar will be able to attend the school successive years without having to re-enter into the school's lottery process. Siblings of scholars enrolled and admitted in a prior school year will be given priority for enrollment.

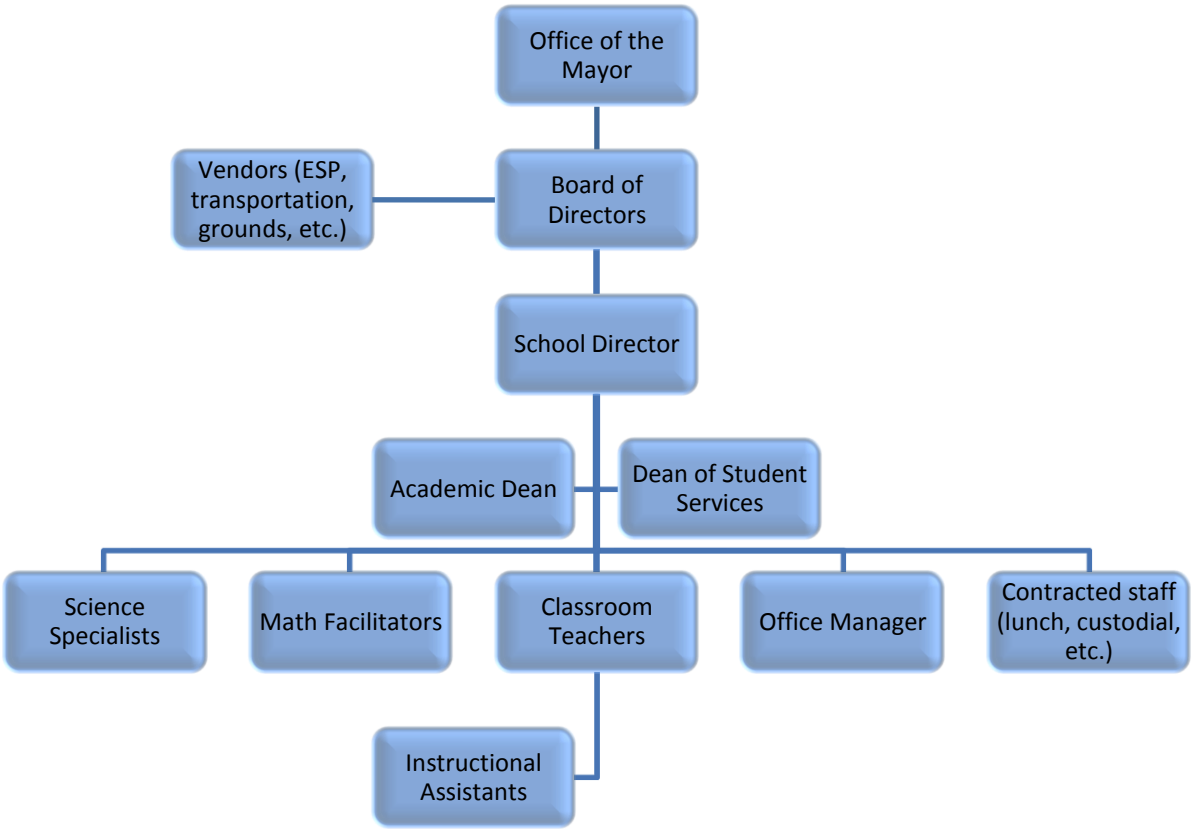
B. Governance and Management

ILSA's Board is comprised of 9 individuals who are well-respected members of the community and experts in their respective fields. Many board members are professionals working in the life sciences industry. Three professionals serve in a non-voting advisory role, providing valuable insight and input into board direction and decisions. The Board members have a vested interest in the success of the School, being from similar backgrounds as the students the school believes it will serve, being active members of their Indianapolis communities and with the majority residing on the east side of Indianapolis.

Organizational Structure: Indianapolis Life Sciences Academy, Inc., through the Board, will maintain oversight of the school's governance and shall not concede control of the School to any other entity outside of the Board. The Board will have sole authority and oversight over all actions and functions of the school, including but not limited to: oversight of the mission and vision of the school; oversight of academic performance; implementation of the school's educational model and curriculum; policymaking; business; finances; human resources; and vendor selection and accountability. Although the Board assumes sole governing authority over the school, to the extent possible, the Board will engage members of the community including parents and guardians of scholars, to inform school direction and policies.

The Board will maintain authority of the school and work with an education service provider to assist the school in its start-up operations and help ensure the school is operating at full capacity. The ESP will not have a management role in the school's operations. The relationship between ILSA and the selected ESP is detailed on pgs. 35-36.

Organizational Chart



Board Roles and Responsibilities

Board of Directors: The Board of Directors is the ultimate governing body of ILSA. The Board provides general oversight of all functions of the school. The Board's specific responsibilities include:

- Setting and articulating school's mission and vision
- Monitoring the school's academic performance against key performance indicators (i.e., Mayor's academic performance framework; state school accountability metrics; school/board-created goals, etc.)
- Monitoring the school's overall fiscal health and ensuring financial solvency
- Approving annual budgets
- Establish and oversee school policy
- Overseeing and evaluating the performance of vendors, including any education service providers
- Holding the School Director and Academic Dean accountable for the academic and financial performance of the school
- Advocating on behalf of the school through fundraising, marketing, and establishing community partnerships

Board Chair: The Board Chair is an active and voting member of the Board of Directors and provides general leadership to the Board. The Board Chair's responsibilities include:

- Directing board meetings
- Preparing for board meetings (including agendas, materials, etc.)
- Ensuring adherence to the parliamentary procedures defined by *Robert's Rules of Order*
- Ensuring the quality and timeliness of information that goes to Board members
- Ensuring ongoing formal and informal communication with and among the Board of Directors and school leadership

Board Sub-Committees: The Board will form sub-committees, on an "as needed" basis to provide oversight, evaluation, or general guidance and recommendations as areas of the school's functions are assessed or issues arise. Sub-committees will always include at least 2 Board members, and may include school staff, community members, parents, or experts in the field related to the particular topic of the sub-committee. The responsibilities of sub-committees include:

- Gathering information and data to inform Board decisions
- Providing oversight or evaluations (written or verbal), as needed
- Providing actionable recommendations to the Board
- Performing all functions, as assigned, by the Board of Directors

School Director: The responsibilities of the School Director include (see Attachment J, pgs. 254-255) for a full job description):

- Providing daily oversight of all functions of the school
- Supervising and managing all faculty and staff
- Creating and maintaining a safe educational environment for all scholars and staff
- Providing all necessary routine and non-routine updates to the Board of Directors
- Working with the academic dean to ensure appropriate implementation and management of the school's educational objectives
- Identifying, establishing, and maintaining relationships with community partners and supportive community resources

Other Key Individuals:

In addition to the School Director, an Academic Dean and Dean of Student Services will make up the school's leadership team. The Academic Dean and Dean of Student Services will report to the School Director.

Academic Dean: The responsibilities of the Academic Dean include (see Attachment J, pg. 256, for a full job description):

- Providing oversight in the day-to-day implementation of the school's educational model and curriculum
- Evaluating the instructional performance of teachers
- Providing teachers with constructive formal and informal feedback on instructional practices
- Assisting teachers in setting priorities and implementing effective teaching strategies
- Acting as the testing coordinator for all state mandated assessments
- Reviewing and analyzing key scholar performance indicators and assisting teachers in identifying and implementing needed interventions

Dean of Student Services: The responsibilities of the Dean of Student Services include (see Attachment J, pg. 257, for a full job description):

- Providing oversight of non-academic concerns regarding scholars
- Serving as the primary interface between the school and scholars' homes
- Coordinating wrap-around services for students
- Managing student discipline issues
- Working with the School Director to create and maintain a safe learning environment

Policy- and Decision-Making

The Board of Directors is responsible for all school policymaking and high-level decision-making. Day-to-day decision-making and the implementation of school policy and high-level decisions will be the responsibility of the School Director. The Board seeks to operate the school with the best interests of scholars and their families in mind. As such, in all policy- and decision-making, the Board will research best practices and solicit and gather the input from school leadership and staff, parents, and the community. The Board will only set policy and make decisions as the result of a majority vote of the Board of Directors, with a presence of the majority of the Board.

Education Service Provider

ILSA will contract with a reputable educational service provider (ESP) to provide the school with assistance in its start-up operations and help ensure the school is operating at full capacity. After many discussions, the Board has selected to work an education service provider (ESP) as opposed to an Education Management Organization (EMO) or Charter Management Organization (CMO). The goal of the board is to develop a community-based school focusing on the life sciences – a booming industry in Indianapolis's local economy. After careful vetting, the Board has selected INIschools as its educational service provider. INIschools is affiliated with Goodwill Education Initiatives, Inc. and Goodwill Industries of Central Indiana, Inc. and operates under a nonprofit designation. INIschools was selected because it currently supports fourteen schools, ten of which are within Indianapolis and because it is intimately familiar with the local educational landscape and educational needs of Indianapolis students who come from challenging environments. INIschools has a sound reputation of providing high quality services to meet demonstrated student and school needs. Also important in the Board's decision to select INIschools, is that INIschools will not have a management role in the school's operations not a guaranteed revenue stream; it will only bill for the specific services it provides.

The Board will also form a sub-committee that will be responsible for evaluating the performance of all vendors, including the ESP. The sub-committee will be led by two board members and will include (1) two teachers; (2) a school leadership member; (3) a representative from the operations staff (grounds, transportation, etc.); and (4) parents that will be responsible for working with school staff and students to gain information about the quality of services being provided by the outside vendors. The Sub-committee will write a quarterly evaluation report which will be provided to the Board and shared with the service providers.

The Board will have continuous communication with the selected ESP and hold it accountable to all terms of the written performance agreement. Further, the Board will monitor school performance to determine whether the

ESP is having a significant impact on the school's academic and organizational performance. The combination of the Board's legal counsel representation and the evaluative sub-committee will also assure that the Board receives real-time and continual information regarding the ESP's performance so that quality can be monitored and changes, when needed, can be made to effectuate progress. Furthermore, the Board will insist that the contract with the ESP (to be completed upon final charter approval) contain a termination clause which provides the school with the authority to terminate its relationship with the ESP at anytime should the Board find the ESP no longer needed or not delivering on its intended benefit.

With the ESP's help, the Board will build the school to a high-quality educational option operating at full organizational capacity. This work will begin with an intense curricular design and build effort and will phase into a stable provision of administrative services. The primary services to be provided by the ESP are four-fold: (1) Curricular Consultation and Special Education Management; (2) Performance Management Services; (3) State Reporting and Compliance Services; and (4) Human Resources Management and Consulting. ILSA will also have access to various a la carte services, such as marketing and information technology services on an as needed basis.

Please see the Educational Service Provider Questionnaire, pg. 203, for a copy of the ESP's proposal and services agreement.

Board Member Information

The Board members represent a broad range of expertise that will positively impact the leadership and overall governance of the school. These areas of expertise include the life sciences, public education, organizational management and leadership, finance, law, accounting/auditing, and community leadership. Below is a brief description of the skills that each board member will contribute to the success of the School. Please see the Leadership Information section (pg. 73) for the resume of each Board member.

Name	Relevant Experience & Expertise/Skills	Role
Theressa J. Wright, MD	Life Sciences expertise as a research scientist, cardiologist, previous service as Chairperson/President of a charter school; current Chairperson-Academic Affairs & Vice Chairperson of Franklin College Board of Trustee; current board member of Indiana Public Charter Schools Association	President
Bryan Woodfork, PharmD	Life Sciences expertise as a research scientist, previous service as board member of a charter school.	Vice-President
E. Francis Jones	Life Sciences expertise as a research administrator, previous service as board member of a charter school	Secretary
Hercel Leveringston	Banking, Relationship Management, current board member of KIPP Indianapolis College Preparatory School	Treasurer
Paul Ardayfio, PhD	Life Sciences expertise as a clinical research scientist, previous service as board member of a charter school	Member
Timothy Bass	Project management expert, provides time management, communication/networking, organizational and leadership skills to various groups within the life science industries	Member
Robert Hoffman	CPA, Financial Advisory Services, Finance, previous and current service as a founding organizer and board member of private	Member

	school	
Christopher Lane, Esq	Law, Catholic Charities Agency Members, previous service as board member of a charter school	Member
Francine Morris	Educator, former Vice-Principal at Northwest High School (IPS)	Member
David Bigsby	Internal Auditing and Compliance	Advisor
Serena Macklin	Life Science, Quality Assurance and Control	Advisor
Kimberly McElroy-Jones, PhD	Executive Director St. Vincent Medical Group, MICI-AHEC, expertise in grant writing and grants management, organizational leadership and management, health administration, on the board of directors for the Children's Bureau of Indiana, the National Coalition of 100 Black Women, and Indiana Health Centers, Inc. Member of the American College of Healthcare Executives, the Rotary Club of Indianapolis, and the Indiana Rural Health Association	Advisor

Board Development Plans

The Board's goal is to be a fully engaged, governing board of a true community school. While the Board has made strides in that direction, it acknowledges that it must continue to evolve through formal training and a continued board development effort.

The Board seeks to bring greater diversity and community support and representation to the school. The Board is actively engaging other individuals who may be interested in joining the Board of Directors. Specifically, the Board intends to grow to include at least one parent, in the hopes of ensuring that the perspective of parents and students will be well represented at each board meeting. Over time, the Board will always include a majority of individuals that are employed in the life sciences industry. It will always include parents and individuals knowledgeable about education, finance, and property management. The Board intends to maintain between 9 - 15 members so that decision-making and support is consistent and well thought-out.

To ensure its continued board development effort, the Board will engage Dr. Brian Carpenter from Dr. Brian Carpenter, PhD & Associates, LLC. Dr. Carpenter will provide training to all board members and help the Board develop a strategic plan. Through his consulting services, the Board seeks to gain assistance in the following areas: improving its effectiveness in structure of its meetings; strengthening the board's familiarity with, and the use of Policy Governance; monitoring performance of the ESP; and developing the Board's annual strategic calendar and coinciding strategic plans.

School Leadership Team

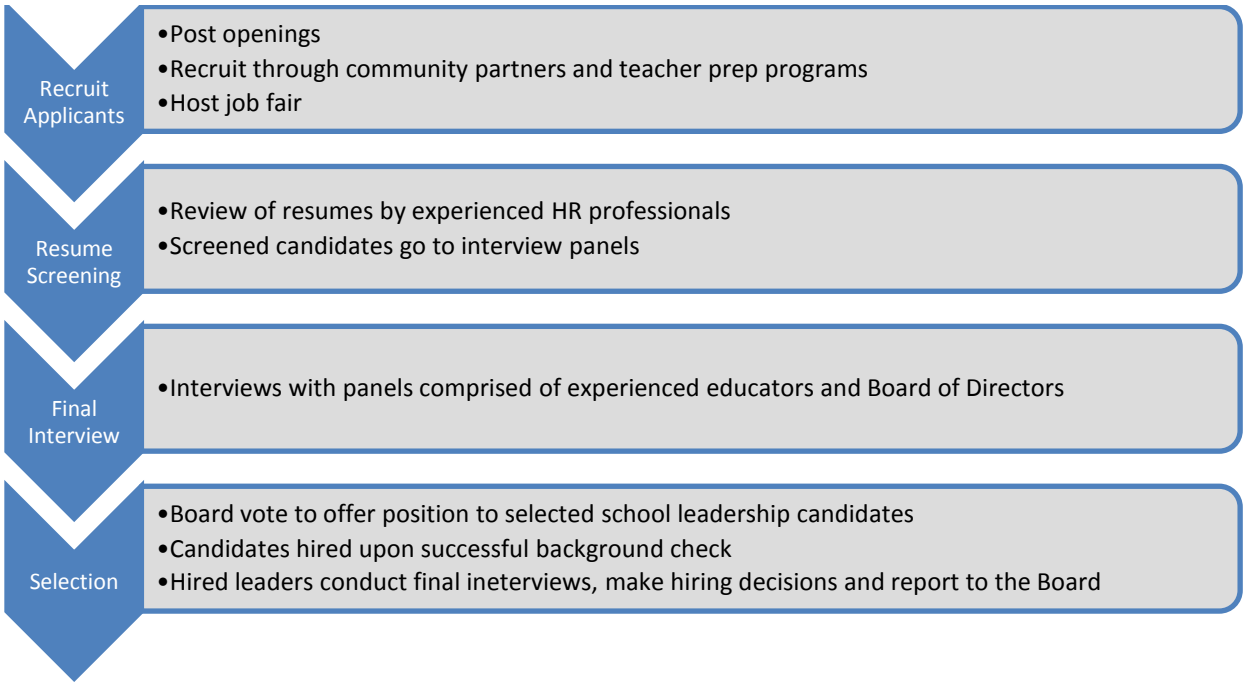
The school's leadership team will consist of three individuals: (1) School Director; (2) Academic Dean; and (3) Dean of Student services. For a job description for each of these roles, please see Attachment J. Individuals have not yet been identified to serve on the school's leadership team. Upon charter approval, the Board of Directors, with assistance from the ESP, will actively seek highly qualified individuals to fill these roles, using the school's staff recruitment process (detailed, below).

Staff Recruitment

Recruiting and retaining high quality school leaders and staff will be critical to the success of ILSA. As such, great effort will be taken to ensure that the best school leaders and teachers are selected to educate the scholars

enrolled in the school. The quality of teachers is the single most important predictor of student achievement. Furthermore, disadvantaged students receive an even greater benefit from good teachers than their more advantaged peers; and student achievement gains can be nearly three times as large for African American students when compared to their white peers, with the influence of a high quality teacher (Nye, Konstantopoulos, and Hedges 2004; Sanders and Rivers 1996). Recognizing that the majority of scholars who will likely enroll in the school are minority students – predominantly African Americans – and scholars in poverty, the Board acknowledges just how crucial the selection and recruitment process will be to ensure high quality teachers are placed in every classroom.

The Board will be actively involved in the staff selection process and particularly involved in interviewing prospective candidates and making final hiring decisions. As part of its performance agreement with ILSA's selected ESP, the ESP will assist the Board with its endeavors in recruiting and selecting highly qualified teacher and school leadership candidates. The selection process will include 4 parts: 1) Recruit applicants; 2) Resume screening; 3) Final interviews; 4) Selection. The selection process is outlined, below.



The ESP has helped to successfully staff 10 charter schools throughout the state to full capacity, and has worked with one non ESP school group to advise it on HR procedures and protocols. Ten of the schools served by the ESP are located in Indianapolis. The Board, in partnership with the ESP will solicit informal interest from prospective candidates immediately following charter approval. The school will host a job fair in the early spring of 2014, where interested candidates can learn more about the school, share their resumes, and meet with Board members and individuals with expertise in screening and selecting high-quality teacher and school leader candidates. A variety of additional resources will be used to source potential leadership and teacher candidates, including:

- Indiana School Personnel Job Bank (Department of Education)
- CareerBuilder
- Job Fair hosted by ILSA
- Teacher Candidate Recruitment Day
- University of Southern Indiana Job Fair

- Xavier University Recruitment Fair
- National Association of Black School Educators
- National Association of School Principals
- LinkedIn

In addition to the above resources, job announcements will be posted at the following universities: Anderson University, Ball State University, Indiana University (Bloomington), Indiana University – Purdue University Indianapolis (IUPUI), Martin University, Marian University, NISH, Purdue University, and University of Indianapolis.

The ESP has had success in using its talent acquisition plan to recruit, screen and select highly qualified and effective teachers. The talent acquisition plan is managed by experienced Human Resources professionals and has been proven effective and relies heavily on a competency-based behavioral interviewing system – a system that is used in successful nonprofit organizations which assesses applicants' behaviors, motivations, and knowledge in relation to the tasks of the target position. Examples of necessary knowledge include, but are not limited to effective leadership practices and organizational management for school leaders, and philosophical alignment, effective teaching practices, pedagogy and classroom management for teachers. Characteristics of an appropriate, quality and effective teacher at the school include, above all, the ability to meet students "where they are," and bring them up to grade level and beyond in an accelerated a learning pattern.

Members of the Board of Directors will staff interview panels that will conduct final interviews for the School's leadership positions (School Director, Academic Dean, Dean of Student Services). Following these interviews, hiring recommendations will be made to the Board for approval. These new school leaders, along with Board volunteers, will participate in final interviews with teacher candidates to provide a consistent human resource approach to the staffing of the school. Only candidates passing an expanded background check will be able to enter into a contract agreement and be employed by the school.

To further ensure that high quality and effective teachers and school leaders are prepared to work in a life sciences-focused school and educate ILSA's students, all of the school's staff will participate in two weeks of required professional development prior to the first day of the school's academic calendar.

C. Community Partnerships

The Board strongly believes that developing thoughtful and strong community partnerships will be critical to the success of the school as well as individual scholars. Strong community partnerships will assist in providing necessary wrap-around services to scholars and their families. Community partnerships will also enrich scholars' academic experiences by providing them with unique experiences in the life sciences. Upon completing a planning phase for the ILSA, the Board has begun reaching out to community partners for their support of the school and its unique educational model with a life sciences theme. A number of community partners, including IU School of Medicine and the National Organization for the professional advancement of Black Chemists and Chemical Engineers (NOBCChE).

To support the growth and development of ILSA and improve scholars' accessibility to community resources, ILSA is working with several community partners. The list of organizations the Board has developed partnerships and the nature of those partnerships, are provided in Attachment K. Letters of support are provided in Attachment L.

To date, the Board's request for community partnerships have been strong and the Board is actively engaging in many more conversations to develop community partnerships that will assist the school in providing before- and after-school care, additional wrap-around services, and extracurricular activities. The Board feels strongly encouraged that it will solidify a wide range of additional partnerships upon the approval of the proposed charter.

D. Budget and Financial Matters

Please see pg. 42 for Indianapolis Life Science Academy's Five-Year Budget.
Please see pg. 46 for Indianapolis Life Science Academy's Five-Year Cash Flow Analysis.

E. Facility

The Board has solicited the support of Summit Realty to help identify prospective locations for ILSA on the northeast side of the city. Thought initial conversations with Summit Realty, the Board expressed the importance to be located on the north east side of Indianapolis, situated in or near priority areas 6 and 8 (see the map on pg. 8). The Board also provided a list of required and desired amenities for the schools location:

REQUIRED AMENITIES	DESIRED AMENITIES
• 34-40 Classrooms (sized per DOE standards) • Administrative Offices • Large Conference Room • Faculty Lounge • Multiple Restrooms (Student & Faculty) • Science Labs with hoods • Cafeteria with kitchen for hot meals • Gym or play area (inside and outside) • Large area for assembly with stage • Secure Storage Area for computers, projectors and mobile lab carts • WiFi/Wireless computer access • Medical Area with Office for School Nurse • 1-2 Small Classrooms or Enclaves to use for 1:1 or small group teaching (i.e., Resource Room) • Land for science & environmental projects • Parking Lot with lights • Area for Library • Computer lab area • Secure storage area • Security cameras • Reception area • Handicap Accessibility	• Smart Lab • 1-2 Consultation Rooms • Age Appropriate Restrooms for kindergarten area • Music room • Art Room

Summit provided the Board with a list of 8 existing facilities. On August 29th, members of the Board toured a few select facilities and have identified two potential locations for Indianapolis Life Science Academies:

Option 1 – 2855 North Franklin Road (former Stonegate school)
Option 2 – 9708-9710 Park Davis Drive (office park)

Both location options are located within Indianapolis Public Schools' boundaries and will require some renovations to the existing space to provide a viable K-8 school option. Both options are ideal due to their location and existing amenities or amenities that may be easily added. Both facilities provide the Board with the option to lease only the amount of space needed at opening with the ability to increase the amount of square footage as the school

reaches maximum capacity as a K-8 school. Floor plans and additional information on these facilities can be found in Attachment M.

F. Transportation

ILSA does not plan to provide transportation to or from school for its scholars upon opening. While the majority of students are likely to reside in a close proximity to the school, the Board is committed to implementing a transportation plan that ensures students have easy access to a high quality school option. While the facilities locations referenced above have been kept as options, in part, because they are both strategically located near bus lines, the Board will continue to explore ways to help scholars and their families address transportation needs so that students are in the school to the maximum extent possible. Some options may include:

- Facilitate and organize a car-pool system for families that are not able to drive or walk their scholars to school;
- Provide before- and after-school care and extracurricular activities that extend the period of time parents may drop off and pick up their scholars;
- Evaluate and seek out contracted transportation options in future years; and
- Explore fundraising and grant opportunities to provide transportation.

Budget

I. Five-Year Budget

	Pre-Opening *From approval to opening*	Fiscal Year 2014-2015	Fiscal Year 2015-2016	Fiscal Year 2016-2017	Fiscal Year 2017-2018	Fiscal Year 2018-2019	Notes
Projected Enrollment		392	480	560	640	720	
ADM:	6,800						
I. Revenues							
Carry-over from previous period		$ 7,900	$ 83,140	$ 384,166	$ 617,496	$ 1,026,033	*Carry-over comes from prior year's operating balance.*
Per Pupil Payments		2,665,600	3,264,000	3,808,000	4,352,000	4,896,000	Calculation of ADM and per-pupil amounts
State Grants							
Full Day Kindergarten		96,000	96,000	96,000	96,000	96,000	$2400 for 40 students each year
Textbook Reimbursement		32,400	39,000	45,000	51,000	57,000	$75 per student
SPED							
Federal Grants							
PCSP Planning Funds	150,000						
PCSP Implementation Funds		275,000	150,000				
Title I		216,000	260,000	300,000	340,000	380,000	Estimate $500 per student
Title II		20,000	20,000	20,000	20,000	20,000	Professional Development reimbursement
Federal Breakfast/Lunch Reimbursement		151,200	182,000	210,000	238,000	266,000	Estimate of free/reduced students
IDEA, Part B		43,200	104,000	120,000	136,000	152,000	Estimate
Private Funds							
Walton Grant		250,000					
Committed Private Donations							
Other Revenue							
Student Lunch fees		49,896	60,060	69,300	78,540	87,780	Estimate of paid students
Line of Credit	50,000	75,000					
Total Revenues	$ 200,000	$ 3,882,196	$ 4,258,200	$ 5,052,466	$ 5,929,036	$ 6,980,813	
II. Expenditures							Benefits 30%

Human Resources							Annual increase for salaries: 2%
Principal Salary	35,000	70,000	71,400	72,828	74,285	75,770	
Academic Dean	15,000	60,000	61,200	62,424	63,672	64,946	
Dean of Student Services		50,000	51,000	52,020	53,060	54,122	
Teachers (FT) Salaries		798,000	969,000	1,146,521	1,330,755	1,521,900	
Math & Science Specialists		192,000	195,840	299,636	305,628	415,654	
Special Education Paraprofessionals		30,000	30,600	46,818	47,754	48,708	
Teachers aide		45,000	61,200	78,030	95,509	113,655	
Office Manager	15,000	32,000	32,640	33,293	33,959	34,638	
Taxes and Benefits							
Payroll Taxes	5,200	102,160	117,830	143,326	160,370	186,351	7.65% payroll tax + .05% SUI
Benefits	19,500	383,100	441,864	537,471	601,387	698,818	Benefits are set at 30% of salary
Professional Development		20,000	20,000	20,000	20,000	20,000	Offset by Title II funds
Substitute Teachers		21,000	25,000	29,000	33,000	37,000	# of teachers x 10 days x $100 per day
Board Recruitment							
Board Development							
Other Human Resources Expenses							
Total Human Resources	$ 89,700	$ 1,803,260	$ 2,077,574	$ 2,521,366	$ 2,819,378	$ 3,271,562	
Facility							
Rent		390,000	487,500	585,000	682,500	780,000	
Mortgage							
Renovation/Construction							
Debt Service							
Utilities							Covered by lease
Maintenance		30,000	30,000	30,000	30,000	30,000	
Other Facility Expenses		60,000	61,200	62,424	63,672	64,946	Janitorial services
Total Facility	$0.00	$480,000	$578,700	$677,424	$776,172	874,946	
Materials/Supplies/Equipment							
Textbooks and Other Instructional Supplies		172,800	78,000	90,000	102,000	114,000	

SPED Curriculum and Resources		64,800	26,000	30,000	34,000	38,000	
Assessments							
Student laptops		90,000	18,000	72,000	72,000	72,000	20 x $900 x # of grade levels
Student desktops		70,000	14,000	56,000	56,000	56,000	20 x $700 x # of grade levels
Teacher laptops	3,900	40,300	6,500	10,400	6,500	9,100	$1300 x # of new positions
Instructional Software		172,800	52,000	60,000	68,000	76,000	
Office Software							
Library							Donated
Office Furniture		40,000					
Classroom Furniture		120,000	50,000	25,000	25,000	25,000	
Other Equipment		30,000	15,000	15,000	15,000	15,000	
Copying and Reproduction		12,000	12,000	12,000	12,000	12,000	
Postage and Shipping		12,000	12,000	12,000	12,000	12,000	
Telephone/Fax Lines		24,000	24,000	24,000	24,000	24,000	
Office Supplies	1,000	12,000	12,000	12,000	12,000	12,000	
Long Distance Telephone Expenses							
Internet Access		24,000	24,000	24,000	24,000	24,000	
Other Materials/Supplies/Equipment							
Total Materials/Supplies/Equipment	$4,900	$884,700	$343,500	$442,400	$462,500	$489,100	
Additional Costs							
Contracted Services - INISchools	75,000	395,000	450,950	464,479	478,413	492,765	
Business Services							
Insurance		20,000	20,000	20,000	20,000	20,000	
Marketing/Development	15,000	7,500	7,500	7,500	7,500	7,500	
Legal Expenses	7,500	2,500	2,500	2,500	2,500	2,500	
Accounting/Audit			15,000	15,000	15,000	15,000	Audit/990 prep
Payroll Fees							Included in INISchools fees
Transportation							
Field Trips		2,000	2,000	2,000	2,000	2,000	
Food Service		201,096	242,060	279,300	316,540	353,780	
Travel		3,000	3,000	3,000	3,000	3,000	
Line of Credit Payments + Interest			131,250				

Other						
Total Additional Costs	$97,500	$631,096	$874,260	$793,779	$844,953	$896,545
Total Revenues	$ 200,000	$ 3,882,196	$ 4,258,200	$ 5,052,466	$ 5,929,036	$ 6,980,813
Total Expenditures	$ 192,100	$ 3,799,056	$ 3,874,034	$ 4,434,969	$ 4,903,003	$ 5,532,153
Balance	$ 7,900	$ 83,140	$ 384,166	$ 617,496	$ 1,026,033	$ 1,448,660
Net Income each year (minus carryover)		*$ 75,240*	*$ 301,026*	*$ 233,331*	*$ 408,537*	*$ 422,627*

II. Cash Flow Analysis

Indiana Life Science Academy	Fiscal Year 2014	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	ALL YEAR
		2014	2014	2014	2014	2014	2014	2015	2015	2015	2015	2015	2015	
	Projected Enrollment													
	Per Pupil Payment													
I. Income														
Basic Grant		222,133	222,133	222,133	222,133	222,133	222,133	222,133	222,133	222,134	222,134	222,134	222,134	2,665,600
State Basic Support		**222,133**	**222,133**	**222,133**	**222,133**	**222,133**	**222,133**	**222,133**	**222,133**	**222,134**	**222,134**	**222,134**	**222,134**	**2,665,600**
Full Day Kindergarten		8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	96,000
Textbook Reimbursement									32,400					32,400
Other State Funds		**8,000**	**8,000**	**8,000**	**8,000**	**8,000**	**8,000**	**8,000**	**40,400**	**8,000**	**8,000**	**8,000**	**8,000**	**128,400**
Student Lunch				4,990	4,990	4,990	4,990	4,990	4,990	4,990	4,990	4,990	4,986	49,896
Federal Lunch Program				15,120	15,120	15,120	15,120	15,120	15,120	15,120	15,120	15,120	15,120	151,200
Student Lunch Revenue		**-**	**-**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,106**	**201,096**
Walton (note - not committed)						250,000								250,000
Contribution Income		**-**	**-**	**-**	**-**	**250,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**250,000**
PCSP Implementation			100,000	100,000	50,000	25,000								275,000
Title I						90,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	216,000
Title II									4,000	4,000	4,000	4,000	4,000	20,000
IDEA, Part B														-
Other Federal Grants								7,200	7,200	7,200	7,200	7,200	7,200	43,200
Prof Dev / Federal Grants		**-**	**100,000**	**100,000**	**50,000**	**115,000**	**18,000**	**25,200**	**29,200**	**29,200**	**29,200**	**29,200**	**29,200**	**554,200**
Interest Income														-
Interest Income		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Carryover from prior period		7,900												7,900
Line of Credit		75,000	100,000	75,000										250,000
Other Income		**82,900**	**100,000**	**75,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**257,900**

	Total Income	**313,033**	**430,133**	**425,243**	**300,243**	**615,243**	**268,243**	**275,443**	**311,843**	**279,444**	**279,444**	**279,444**	**279,440**	**4,057,196**
II. Expenses														
Instructional Expenses														
Teacher Salaries			38,077	76,154	76,154	76,154	76,154	114,231	76,154	76,154	76,154	76,154	76,154	837,694
Special Ed Salaries			1,154	2,308	2,308	2,308	2,308	3,462	2,308	2,308	2,308	2,308	2,308	25,388
Instructional Assistant Salaries			1,731	3,462	3,462	3,462	3,462	5,193	3,462	3,462	3,462	3,462	3,462	38,082
Teacher Bonuses														-
Salaries & Wages		**-**	**40,962**	**81,924**	**81,924**	**81,924**	**81,924**	**122,886**	**81,924**	**81,924**	**81,924**	**81,924**	**81,924**	**901,164**
PERF/TRF Expense			3,072	6,144	6,144	6,144	6,144	9,216	6,144	6,144	6,144	6,144	6,144	67,587
Payroll Taxes			3,277	6,554	6,554	6,554	6,554	9,831	6,554	6,554	6,554	6,554	6,554	72,093
Employee Ins			9,216	18,433	18,433	18,433	18,433	27,649	18,433	18,433	18,433	18,433	18,433	202,762
Other Benefits														-
Payroll Taxes & Benefits		**-**	**15,566**	**31,131**	**31,131**	**31,131**	**31,131**	**46,697**	**31,131**	**31,131**	**31,131**	**31,131**	**31,131**	**342,442**
Classroom Supplies		17,280	17,280	1,728	1,728	1,728	1,728	1,728	1,728	1,728	1,728	1,728	1,728	51,840
Textbooks / Curriculum		40,320	40,320	4,032	4,032	4,032	4,032	4,032	4,032	4,032	4,032	4,032	4,032	120,960
SPED Materials		21,600	21,600	2,160	2,160	2,160	2,160	2,160	2,160	2,160	2,160	2,160	2,160	64,800
Library														-
Supplies/Materials/Equipment		**79,200**	**79,200**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**7,920**	**237,600**
Substitute Teachers				2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	21,000
Professional Services														-
Special Education Services and Resources														-
Professional Services		**-**	**-**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**2,100**	**21,000**
Program Improvement			5,000	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	20,000
Supplies														-
Travel														-
Training Supplies														-
Training Expenses		**-**	**5,000**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**1,500**	**20,000**

Class Trips				500			500			500			500	2,000
Transportation														-
Other Expenses		**-**	**-**	**500**	**-**	**-**	**500**	**-**	**-**	**500**	**-**	**-**	**500**	**2,000**
	Total Instructional Expense	**79,200**	**140,728**	**125,075**	**124,575**	**124,575**	**125,075**	**181,103**	**124,575**	**125,075**	**124,575**	**124,575**	**125,075**	**1,524,206**
General & Administrative Expenses														
School Leader Salary		5,384	8,076	5,384	5,384	5,384	5,384	8,076	5,384	5,384	5,384	5,384	5,384	69,992
Academic Dean			6,924	4,616	4,616	4,616	4,616	6,924	4,616	4,616	4,616	4,616	4,616	55,392
Dean of Student Services			5,769	3,846	3,846	3,846	3,846	5,769	3,846	3,846	3,846	3,846	3,846	46,152
Office Manager														-
Salaries & Wages		**5,384**	**20,769**	**13,846**	**13,846**	**13,846**	**13,846**	**20,769**	**13,846**	**13,846**	**13,846**	**13,846**	**13,846**	**171,536**
PERF/TRF Expense		404	1,558	1,038	1,038	1,038	1,038	1,558	1,038	1,038	1,038	1,038	1,038	12,865
Payroll Taxes		431	1,662	1,108	1,108	1,108	1,108	1,662	1,108	1,108	1,108	1,108	1,108	13,723
Employee Ins		1,211	4,673	3,115	3,115	3,115	3,115	4,673	3,115	3,115	3,115	3,115	3,115	38,596
Other Benefits														-
Payroll Taxes & Benefits		**2,046**	**7,892**	**5,261**	**5,261**	**5,261**	**5,261**	**7,892**	**5,261**	**5,261**	**5,261**	**5,261**	**5,261**	**65,184**
Postage		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Printing		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Supplies		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Equipment Rental		2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
Supplies/Materials/Equip		**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**5,500**	**66,000**
Legal Fees				625			625			625			625	2,500
Prof Services - INI Schools		32,917	32,917	32,917	32,917	32,917	32,917	32,917	32,917	32,917	32,917	32,917	32,913	395,000
Business Services														-
Payroll Services														- Included in INISchools

Accounting Fees														-	Included in INISchools
Bank Fees														-	
Equip Mtnc/Repair														-	
Professional Services		**32,917**	**32,917**	**33,542**	**32,917**	**32,917**	**33,542**	**32,917**	**32,917**	**33,542**	**32,917**	**32,917**	**33,538**	**397,500**	
Advertising		5,000	200	200	200	200	200	200	200	200	200	200	500	7,500	
Marketing Supplies														-	
Community Relations		**5,000**	**200**	**200**	**200**	**200**	**200**	**200**	**200**	**200**	**200**	**200**	**500**	**7,500**	
Travel		250	250	250	250	250	250	250	250	250	250	250	250	3,000	
Dues														-	
Refund														-	
Other Expenses		**250**	**250**	**250**	**250**	**250**	**250**	**250**	**250**	**250**	**250**	**250**	**250**	**3,000**	
	Total General/Admin Expenses	**51,097**	**67,528**	**58,599**	**57,974**	**57,974**	**58,599**	**67,528**	**57,974**	**58,599**	**57,974**	**57,974**	**58,895**	**710,720**	
Facilities Expenses															
Equipment Rental														-	
Equipment		43,333	43,333	43,334			10,000			10,000			10,000	160,000	
Building Supplies														-	
Janitorial Supplies														-	
Supplies/Materials/Equip		**43,333**	**43,333**	**43,334**	**-**	**-**	**10,000**	**-**	**-**	**10,000**	**-**	**-**	**10,000**	**160,000**	
Rent or Mortgage			32,500	32,500	32,500	32,500	32,500	32,500	32,500	32,500	32,500	32,500	32,500	357,500	
Leasehold Improvements														-	
Rent/Leasehold Improvements		**-**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**32,500**	**357,500**	
Cleaning Services			5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	55,000	
Bldg Mtnc/Repairs			2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	27,500	
Trash Removal														-	
Grounds Mtnc														-	included in lease

Security														-	
Professional Services		**-**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**7,500**	**82,500**	
Telephone		2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	24,000	
Electricity														-	included in lease
Gas														-	included in lease
Water/Sewer														-	included in lease
Utilities		**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**24,000**	
Insurance		1,666	1,666	1,666	1,666	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000	
Treas Bond														-	
Insurance Expense		**1,666**	**1,666**	**1,666**	**1,666**	**1,667**	**1,667**	**1,667**	**1,667**	**1,667**	**1,667**	**1,667**	**1,667**	**20,000**	
														-	
	Total Facilities Expenses	**46,999**	**86,999**	**87,000**	**43,666**	**43,667**	**53,667**	**43,667**	**43,667**	**53,667**	**43,667**	**43,667**	**53,667**	**644,000**	
Technology Expenses															
Software		57,600	57,600	57,600										172,800	
Computers		66,766	66,766	66,766										200,298	
Supplies/Materials/Equip		**124,366**	**124,366**	**124,366**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**373,098**	
Tech Mtnc/Repair														-	included in INISchools
Internet		2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	24,000	
Professional Services		**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**24,000**	
	Total Technology Expenses	**126,366**	**126,366**	**126,366**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**397,098**	
Debt Retirement															
Line of Credit						250,000									
Other Expenses															
Student Lunch				20,110	20,110	20,110	20,110	20,110	20,110	20,110	20,110	20,110	20,106	201,096	

Kitchen Supplies														
Kitchen Equipment														
School Lunch		**-**	**-**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,106**	**201,096**
Athletic Supplies														
Bus Storage														
Supplies/Parent Workshops														
Other Expenses		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	
	Total Other Expenses	**-**	**-**	**20,110**	**20,110**	**270,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,110**	**20,106**	**201,096**
Total Expense		303,662	421,621	417,151	248,326	498,327	259,452	314,408	248,327	259,452	248,327	248,327	259,744	
Monthly Net Income		9,371	8,512	8,092	51,917	116,916	8,791	(38,965)	63,516	19,992	31,117	31,117	19,696	
Beginning Cash Balance		-	9,371	17,883	25,976	77,893	194,810	203,601	164,636	228,152	248,145	279,262	310,380	
Net Income		9,371	17,883	25,976	77,893	194,810	203,601	164,636	228,152	248,145	279,262	310,380	330,076	

501c3 Tax Exemption

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

DEPARTMENT OF THE TREASURY

Date: FEB 18 2009

IMAGINE INDIANA LIFE SCIENCES
ACADEMY EAST INC
C/O STEPHEN FINK AND GARY FURST
BARNES & THORNBURG
600 ONE SUMMIT SQUARE
FORT WAYNE, IN 46802

Employer Identification Number:
26-0892249
DLN:
17053278009017
Contact Person:
JOANNA YAWNEY ID# 95078
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
June 30
Public Charity Status:
509(a)(2)
Form 990 Required:
Yes
Effective Date of Exemption:
July 10, 2007
Contribution Deductibility:
Yes
Addendum Applies:
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

IMAGINE INDIANA LIFE SCIENCES

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

Letter 947 (DO/CG)

IMAGINE INDIANA LIFE SCIENCES

You are the holder of a charter from an authorized government entity to operate a school. You have contracted with a management company to provide comprehensive services. If you change your operations and do not contract with a comprehensive management company, you should notify us. You may then be eligible for a school foundation status of 170(b)(1)(A)(ii).

Articles of Incorporation

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PENDING

ARTICLES OF AMENDMENT

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

Article I - ENTITY NAME

IMAGINE INDIANA LIFE SCIENCES ACADEMY EAST, INC.

The name following said transaction will be:
INDIANAPOLIS LIFE SCIENCES ACADEMY, INC.

Creation Date: 7/10/2007

Article I - PRINCIPAL OFFICE ADDRESS

310 N. ALABAMA ST., STE. 300, INDIANAPOLIS, IN 46204

REGISTERED OFFICE AND AGENT

ALEXANDRA CURLIN
310 N. ALABAMA ST. STE. 300, INDIANAPOLIS, IN 46204

OFFICERS AND BOARD OF DIRECTORS

Dr. Teressa Wright
Director
Eli Lilly and Company Corporate Center , Indianapolis, IN 46825

GENERAL INFORMATION

Adoption Date: 8/9/2013
Effective Date: 9/3/2013
Electronic Signature: ALEXANDRA CURLIN
Signator's Title: ATTORNEY

MANNER AND ADOPTION OF VOTE

SECTION 1 Action by Board of Directors, Incorporators or by a person other than the members. The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: at a meeting held at which a quorum of such Board was present or by written consent executed and signed by all members of such Board. Approval of the members was not required and the amendment (s) were approved by a sufficient vote of the Board of Directors or Incorporators. The Amendment (s) was approved by a person other than members and that approval pursuant to Indiana code 23-17-27-1 was obtained.

ADDITIONAL ARTICLES

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDIANAPOLIS LIFE SCIENCES ACADEMY , INC.

THE UNDERSIGNED OFFICER OF INDIANAPOLIS LIFE SCIENCES ACADEMY, INC., A CORPORATION FORMERLY KNOWN AS IMAGINE INDIANA LIFE SCIENCES ACADEMY EAST, INC. PRIOR TO THE EFFECTIVE DATE OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (THE "CORPORATION"), AND EXISTING PURSUANT TO THE INDIANA NONPROFIT CORPORATION ACT OF 1991, AS AMENDED (THE "ACT"), GIVES NOTICE OF THE AMENDMENT AND RESTATEMENT OF ITS ARTICLES OF INCORPORATION AND CERTIFIES THE FOLLOWING FACTS:

ARTICLE I
NAME

THE NAME OF THE CORPORATION RESULTING FROM THIS AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION IS "INDIANAPOLIS LIFE SCIENCES ACADEMY, INC."

ARTICLE II
PURPOSES AND CLASSIFICATION OF CORPORATION
THE CORPORATION IS A PUBLIC BENEFIT CORPORATION THAT SHALL BE ORGANIZED AND OPERATED EXCLUSIVELY TO OPERATE A NONPROFIT CHARTER SCHOOL IN THE STATE OF INDIANA PURSUANT TO INDIANA CODE (“IC”) 20-24, ET. SEQ., AS AMENDED, AND TO CONDUCT, SUPPORT, ENCOURAGE, AND ASSIST SUCH EDUCATIONAL, CHARITABLE, SCIENTIFIC, AND OTHER PROGRAMS AND PROJECTS AS ARE DESCRIBED IN SECTIONS 170(C)(2)(B), 501(C)(3), 2055(A)(2), AND 2522(A)(2) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS (THE “CODE”). THE CORPORATION SHALL AT ALL TIMES MAINTAIN OR SEEK TO MAINTAIN A REGULAR FACILITY AND CURRICULUM AND SHALL HAVE A REGULARLY ENROLLED BODY OF PUPILS OR STUDENTS IN ATTENDANCE AT A PLACE WHERE EDUCATIONAL ACTIVITIES WILL BE REGULARLY CONDUCTED.

ARTICLE III
POWERS
NOTWITHSTANDING ANY OTHER PROVISION OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, NEITHER THE BOARD OF DIRECTORS NOR THE CORPORATION SHALL HAVE THE POWER OR AUTHORITY TO DO ANY ACT THAT WILL PREVENT THE CORPORATION FROM BEING AN ORGANIZATION DESCRIBED IN

CODE SECTIONS 170(C)(2)(B), 501(C)(3), 2055(A)(2), AND 2522(A)(2). SUBJECT TO THE FOREGOING STATEMENT, AND SUBJECT TO AND IN FURTHERANCE OF THE PURPOSES FOR WHICH IT IS ORGANIZED, THE CORPORATION SHALL POSSESS, IN ADDITION TO THE GENERAL RIGHTS, PRIVILEGES, CONFERRED BY THE ACT OR BY OTHER LAW, THE FOLLOWING RIGHTS, PRIVILEGES, AND POWERS:

SECTION 1. TO RECEIVE, ACQUIRE, HOLD, MANAGE, USE, ADMINISTER, AND EXPEND PROPERTY AND FUNDS, INCLUDING FUNDS OBTAINED FROM PRIVATE DONATIONS, DEVISES AND BEQUESTS FOR EDUCATIONAL PURPOSES, IN FURTHERANCE OF EDUCATIONAL PURPOSES, AND FOR PURPOSES AUTHORIZED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE;

SECTION 2. TO HOLD IN ITS OWN NAME AND RIGHT, REAL AND PERSONAL PROPERTY WITH ALL THE POWERS OF CONTROL, MANAGEMENT, CHANGE, AND DISPOSAL RIGHTS OF A PRIVATE PERSON, SUBJECT TO THE TERMS OF ANY PARTICULAR TRUSTS, IF APPLICABLE, AND SUBJECT TO THE REQUIREMENTS OF FEDERAL AND STATE LAW, AND TO THE GENERAL TRUST THAT ALL OF THE CORPORATION'S PROPERTIES AND FUNDS SHALL BE HELD FOR PURPOSES AUTHORIZED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE;

SECTION 3. TO BORROW MONEY EITHER UPON OR WITHOUT SECURITY, BY PROMISSORY NOTE OR OTHER EVIDENCE OF INDEBTEDNESS, INCLUDING ANY PLEDGE, MORTGAGE, OR OTHER INSTRUMENT OF HYPOTHECATION AS MAY BE NECESSARY TO PURSUE AND FULFILL ITS EDUCATIONAL PURPOSE AND PURPOSES AUTHORIZED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE;

SECTION 4. TO ADOPT BYLAWS PRESCRIBING THE DUTIES OF THE OFFICERS AND AGENTS OF THE CORPORATION, THE DETAILS OF THE ORGANIZATION, THE TIME AND MANNER OF ITS MEETINGS, AND ANY AND ALL INFORMATION INCIDENT TO ITS ORGANIZATION AND THE EFFICIENT CONDUCT AND MANAGEMENT OF ITS CORPORATE AFFAIRS;

SECTION 5. TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO THE CORPORATION AND TO MAKE PAYMENTS AND DISBURSEMENTS IN FURTHERANCE OF ITS EDUCATIONAL PURPOSE AND PURPOSES AS A 501(C)(3) ORGANIZATION;

SECTION 6. TO INDEMNIFY ANY PERSON AGAINST LIABILITY AND EXPENSES, AND TO ADVANCE THE EXPENSES INCURRED BY SUCH PERSON, IN CONNECTION WITH THE DEFENSE OF ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, INVESTIGATIVE, OR OTHERWISE, AND WHETHER FORMAL OR INFORMAL, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, OR, IF NOT PERMITTED, THEN TO ANY EXTENT NOT PROHIBITED BY LAW.

SECTION 7. TO CEASE ITS ACTIVITIES AND TO DISSOLVE AND SURRENDER ITS CORPORATE FRANCHISE.

ARTICLE IV
DURATION

THE CORPORATION SHALL CONTINUE IN EXISTENCE PERPETUALLY UNLESS DISSOLVED PURSUANT TO FEDERAL AND STATE LAW.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

SECTION

1. THE NAME OF THE CORPORATION'S REGISTERED AGENT IS ALEXANDRA CURLIN.
SECTION 2. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS 310 NORTH ALABAMA STREET, SUITE 300, INDIANAPOLIS, INDIANA 46204.

ARTICLE VI
MEMBERS

THE CORPORATION SHALL NOT ISSUE ANY SHARES OF STOCK AND NO DIVIDENDS OR PECUNIARY PROFITS SHALL BE DECLARED OR PAID TO THE INCORPORATORS, OFFICERS, OR DIRECTORS. THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE VII
DIRECTORS

THE EXACT NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE SPECIFIED IN OR FIXED IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION AT A NUMBER NO LESS THAN FIVE (5). SUCH DIRECTORS SHALL BE ELECTED AND APPOINTED IN THE MANNER AND FOR TERMS AS SPECIFIED IN OR FIXED IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION.

ARTICLE VIII
NO PRIVATE INUREMENT

NONE OF THE CORPORATION'S NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY INCORPORATORS, DIRECTORS, OFFICERS, OR ANY PERSON, EXCEPT THOSE PERSONS PAID FOR SERVICES RENDERED, AS AUTHORIZED UNDER ARTICLE III(5).

ARTICLE IX
REGULATION OF CORPORATE AFFAIRS
SECTION 1. THE CORPORATION SHALL ADMIT TO THE CHARTER SCHOOL THAT IT OPERATES (THE "SCHOOL") STUDENTS OF ANY RACE, COLOR, GENDER, NATIONAL OR ETHNIC ORIGIN, RELIGION, AND ANCESTRY TO ALL THE RIGHTS, PRIVILEGES, PROGRAMS, AND ACTIVITIES GENERALLY ACCORDED OR MADE AVAILABLE TO STUDENTS AT THE SCHOOL. THE CORPORATION SHALL NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR, GENDER DISABILITY, NATIONAL OR ETHNIC ORIGIN, RELIGION, OR ANCESTRY IN THE ADMINISTRATION OF ITS EDUCATIONAL POLICIES, ADMISSIONS POLICIES, SCHOLARSHIPS AND LOAN PROGRAMS, AND ATHLETIC OR OTHER SCHOOL-ADMINISTERED PROGRAMS.
SECTION 2. THE CORPORATION SHALL COMPLY WITH ALL INDIANA LAWS APPLICABLE TO CHARTER SCHOOLS, INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING PROVISIONS OF THE INDIANA CODE, OR CORRESPONDING PROVISIONS OF SUBSEQUENT INDIANA LAW:
(A) IC 5-14-1.5, ET. SEQ. (INDIANA'S OPEN DOOR LAW);
(B) IC 5-14-3-1, ET. SEQ. (INDIANA'S ACCESS TO PUBLIC RECORDS ACT); AND
(C) IC 20-24-1, ET SEQ. (INDIANA CHARTER SCHOOL LAW)
SECTION 3. NOTWITHSTANDING ANY OTHER PROVISION OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, IF FOR ANY TAXABLE YEAR THE CORPORATION IS DEEMED A "PRIVATE FOUNDATION" DESCRIBED IN CODE SECTION 509(A), THE CORPORATION'S INCOME SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX IMPOSED BY CODE SECTION 4942.
SECTION 4. NOTWITHSTANDING ANY OTHER PROVISION OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, IF FOR ANY TAXABLE YEAR THE CORPORATION IS DEEMED A "PRIVATE FOUNDATION" DESCRIBED IN CODE SECTION 509(A), THE CORPORATION SHALL NOT:
(A) ENGAGE IN ANY ACT OF SELF-DEALING THAT WOULD SUBJECT ANY PERSON

TO THE TAXES IMPOSED ON ACTS OF SELF-DEALING BY CODE SECTION 4941.
(B) RETAIN ANY EXCESS BUSINESS HOLDINGS WHICH WOULD SUBJECT IT TO THE TAXES ON EXCESS BUSINESS HOLDINGS IMPOSED BY CODE SECTION 4943.
(C) MAKE ANY INVESTMENTS IN SUCH A MANNER AS TO SUBJECT IT TO THE TAXES ON INVESTMENTS THAT JEOPARDIZE CHARITABLE PURPOSES IMPOSED BY CODE SECTION 4944.
(D) MAKE ANY EXPENDITURES WHICH WOULD SUBJECT IT TO THE TAXES ON TAXABLE EXPENDITURES IMPOSED BY CODE SECTION 4945.
SECTION 5. NEITHER THE BOARD OF DIRECTORS NOR THE CORPORATION SHALL HAVE THE POWER OR AUTHORITY TO DO ANY ACT THAT WILL PREVENT THE CORPORATION FROM BEING AN ORGANIZATION DESCRIBED IN CODE SECTION 501(C)(3).
SECTION 6. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.
SECTION 7. THE DIRECTORS, OFFICERS, AND EMPLOYEES OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY ACTS, DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION. THE DIRECTORS, OFFICERS, AND EMPLOYEES OF THE CORPORATION WILL BE LAW ABIDING AND UPSTANDING MEMBERS OF THE COMMUNITY AND WILL NOT ENGAGE IN ANY UNLAWFUL ACTS OR GROSS MISCONDUCT.
SECTION 8. MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD IN ANY MANNER PERMITTED BY THE INDIANA OPEN DOOR LAW, INCLUDING PARTICIPATION BY ELECTRONIC COMMUNICATION, AS AUTHORIZED BY IC 5-14-1.5-3.6; (SEE ALSO IC 5-14-1.5, ET. SEQ. AND IC 20-24, ET. SEQ.)
SECTION 9. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, IN THE BYLAWS OF THE CORPORATION OR BY RESOLUTION, DESIGNATE SUCH COMMITTEES AS THE BOARD OF DIRECTORS MAY DEEM DESIRABLE FOR THE FURTHERANCE OF THE PURPOSES OF THE CORPORATION.

ARTICLE X
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED AT ANY TIME IN ANY MANNER THAT IS PERMISSIBLE PURSUANT TO IC 23-17-17 ET. SEQ., AND ANY OTHER APPLICABLE LAWS OF THE STATE OF INDIANA OR FEDERAL LAW; PROVIDED, HOWEVER, THAT THESE ARTICLES OF INCORPORATION SHALL IN NO EVENT BE AMENDED IN ANY MANNER SO AS TO CHANGE THE CORPORATION FROM A NONPROFIT CORPORATION TO A FOR PROFIT CORPORATION, NOR SHALL ANY AMENDMENTS AFFECT THE PURPOSES OF THE CORPORATION OR MAKE ITS PURPOSE INCONSISTENT WITH THOSE STATED IN

ARTICLE XI
DISSOLUTION OF THE CORPORATION

IN THE EVENT OF THE COMPLETE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, OR THE WINDING UP OF ITS AFFAIRS, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION AS FOLLOWS:
FIRST, ALL REMAINING FUNDS RECEIVED BY THE CORPORATION FROM THE INDIANA DEPARTMENT OF EDUCATION ("DEPARTMENT") SHALL BE RETURNED TO THE DEPARTMENT NOT MORE THAN THIRTY (30) DAYS AFTER DISSOLUTION;
SECOND, ALL REMAINING ASSETS SHALL BE DISTRIBUTED IN SUCH MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR

EDUCATIONAL AND CHARITABLE PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER CODE SECTION 501(C)(3) AS THE BOARD OF DIRECTORS SHALL DETERMINE; AND

THIRD, ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE JUDGE OF THE CIRCUIT COURT OF MARION COUNTY, INDIANA, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

Bylaws

AMENDED AND RESTATED

BYLAWS

OF

INDIANAPOLIS LIFE SCIENCES ACADEMY, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation formerly known as Imagine Indiana Life Sciences Academy, East is Indianapolis Life Sciences Academy, Inc.,

Section 2. Registered Office and Registered Agent. The post office address of the Corporation's registered office at the time of adoption of these Bylaws (the "Bylaws") is 310 N. Alabama St., Ste. 310. The registered agent in charge of the registered office at the time of adoption of these Bylaws is Alexandra Curlin.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II Board of
Directors

Section 1. Directors. The affairs of the Corporation shall be governed and controlled by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation (the "Articles") and these Bylaws. The Board of Directors shall have the number of members, not less than five (5), designated by resolution of the Board of Directors from time to time. At all times, all members of the Board of Directors shall be residents of the State of Indiana.

At a regular meeting of the Board of Directors, or at a special meeting, the Board of Directors may elect a new director to replace a director whose term will expire, or has expired, and such new director shall serve for a term of three (3) years, or such other period as prescribed by the

directors at the time of such election, and until his or her successor, if a successor is warranted, is elected and qualified. In the alternative, the Board of Directors may re-elect a director whose term will expire, or has recently expired. However, after serving two (2) consecutive terms, at least two (2) years must elapse before a director who served two (2) consecutive terms may again be elected to the Board of Directors. If a director is replaced, having only served one (1) term, at least one (1) year must elapse before he or she may again be elected to the Board of Directors.

In order to ensure continuity among the directors of the Corporation, the terms of the members of the Board of Directors may be staggered as necessary.

As soon as practicable, all newly elected directors shall participate in Board of Director training approved by the School's sponsor.

Section 2. Quorum and Approval of Actions. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Unless otherwise provided in the Articles or these Bylaws, the approval of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Regular Meetings. The Board of Directors will hold regular monthly meetings during the academic year and will hold at least one regular meeting during the summer. Meetings may be held in person or electronically.

Section 4. Special Meeting. Notwithstanding Section 3 of this Article II, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days notice, as described in Section 6 of this Article II, upon call by the Chair or by two (2) or more members of the Board of Directors. All special meetings shall be held at the School operated by the Corporation unless another site is approved by the School's sponsor. A special meeting shall be held at such date, time and place inside the State of Indiana as specified in the call of the meeting.

Section 5. Compliance with Indiana Laws. Notwithstanding any other provision of these Bylaws, the Corporation shall comply in all respects with any applicable Indiana law regarding all regular or special meetings.

Section 6. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting

Oral notice shall be effective when communicated. Written, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:

(a) When received;

(b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

(c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice of a meeting may be waived in a writing signed by the director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of lack of notice or defective notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and not vote for or assent to any action taken at the meeting.

Section 8. Resignation. Removal, and Vacancies. Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chair, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the Chair, or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

A director may be removed for cause by a majority of the directors then in office. Cause shall include, but shall not be limited to:

(a) Violations of applicable law, including (but not limited to):

(i) Violations of the Indiana Charter School Law; and

(ii) Actions that would jeopardize the tax-exempt status of the Corporation or would subject it to intermediate sanctions under the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws (the "Code").

(b) Breach of fiduciary duty, including (but not limited to) a violation of the applicable standard of care under the Articles, these Bylaws, or applicable law.

(c) Breach of any governing document relating to the Corporation, including (but not limited to) the Articles, these Bylaws, and the Charter Agreement.

(d) Inadequate attendance at meetings of the Board of Directors, defined as absence from three (3) consecutive meetings or from at least fifty percent (50%) of such meetings within one (1) calendar year.

Any vacancy on the Board of Directors created by the resignation or removal of a director shall be filled by a majority of the directors then in office.

Section 9. Educational Management Organizations. Should the Board of Directors elect to engage an educational management organization ("EMO") to manage the School's operations, no member of the Corporation's Board of Directors, spouse of a member of the Corporation's Board of Directors or immediate family member of a member the Corporation's Board of Directors may have any pecuniary interest in such EMO?

ARTICLE III

Officers

Section 1. In General. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may not simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for one (1) year, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. Notwithstanding the foregoing, the Incorporator may name the initial officers of the Corporation.

An officer shall be a member of the Board of Directors. Any officer may be removed by the Board of Directors at any time for cause as that term is defined herein in Article II, Section 9. Any vacancy in any office shall be filled by the Board of Directors, and any person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

Section 2. Chair. The President shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for assuring compliance with the policies established by the Board of Directors. In the event the President is unable to preside at any meeting of the Board of Directors, the President shall designate another member of the Board of Directors to preside. The President is authorized to execute documents and sign checks on behalf of the Corporation. The President shall perform such other duties as the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe.

Section 4. Treasurer. The Board of Directors shall elect a Treasurer to review and analyze records of accounting related to the financial condition of the Corporation and to advise the Board of Directors of his or her findings. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe. The Board may delegate signing authority on checks to an employee or employees of the Corporation as prescribed in Section 2 of Article VII. But at all times the Treasurer and the President shall also have signing authority on checks.

Section 5. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the President may prescribe.

ARTICLE IV Other Committees

The Board of Directors may establish committees to assist the Board of Directors in governing the affairs of the Corporation. Such committees shall have the responsibilities and powers as the Board of Directors shall specify, however, the prescribed responsibilities and powers shall not exceed the responsibilities and powers of the Board of Directors. Committee members may, but need not be, members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE V

Conflicts of Interest

Section 1. General Policy. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and

business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or any of their relatives (including spouses, ancestors, and descendants, whether by whole or half blood), from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director or a director's relative, directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's officers or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. All members of the Board of Directors shall provide an annual disclosure statement regarding any actual or potential conflict of interest. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding the person's participation as a director, trustee, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest

Section 2. Effect of Conflict Provisions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VI

Indemnification

Section 1. Indemnification bv the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article VI) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of *nolo contendre* or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

(a) As used in this Article VI, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such

capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VI, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amount of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VI, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity provided in this Article VI, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article VI (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Corporation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of

an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's directors, officers, employees, agents, or other persons. Renewal or acquisition of a Director & Officer Liability Policy shall be a recurring item on the Board of Directors' annual calendar.

ARTICLE VII Contracts. Checks. Loans. Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or depositaries as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation; provided, however, that any proposed substantive alteration, amendment, or the repeal of these Bylaws must be approved in writing by the Authorizer prior to the Board of Directors of the Corporation taking any action thereon.

Leadership Information

I. Board Resumes

CURRICULUM VITAE

Theressa JoAnn (Ellis, Cole) Wright, M.D.

I. Personal Data

A. Birthdate: September 13, 1950
B. Birth Place: Indianapolis, Indiana
C. Citizenship Status: U.S.A.
D. Marital Status: Married (Alson Donal Wright)
E. Number of Children: Three (Dwight, Tameka & Corey)
F. Address 2217 E. 80th Street, Indianapolis, IN 46240
G. Email – work theressa.j.wright@lilly.com
H. Email – personal theressawright@comcast.net

II. Education

Year	Degree	Major	Institution
1968-72	B.A.	Chemistry	Franklin College, Franklin, IN
1972-73	MT (ASCP)	Medical Technology	St. Francis Hospital, Beech Grove, I
1975-83	M.S.	Chemistry	Butler University, Indianapolis, IN
1984-89	M.D.	Medicine	Indiana University School of Medicine, Indianapolis, IN

III. Post-Graduate Education

Year	Position	Institution
1989-92	Residency-Internal Medicine	Indiana University Medical Center, Indianapolis, IN
1992-95	Fellow-Cardiology	University of Iowa Hospitals and Clinics Iowa City, IA

IV. Academic Appointments

None

V. Current Employment

2009- Present

Senior Director - Medical
Early Phase Medicine
Global Patient Safety
Lilly Research Laboratories
(A Division of Eli Lilly & Company)
Indianapolis, IN 46285

Committees:
Cardiovascular Safety Advisory Committee, co-Chairperson

eMRC, GPS representative
CV, Endo & GM Protocol Review Committee
Clinical Research Scientist Promotion Committee
CV & EPM Adjudication Committees

2007 -2009

Medical Fellow II
Associate Director
Early Phase Medicine
Global Patient Safety
Lilly Research Laboratories
(A Division of Eli Lilly & Company)
Indianapolis, IN 46285

Committees:
Cardiovascular Safety Advisory Committee, Chairperson
LCDC, GPS representative
CV, Endo & GM Protocol Review Committee
Lilly Scholars Program, Chairperson & Liaison Officer

2006- 2007

Medical Fellow I
Associate Director
Early Phase Medicine
Global Product Safety
Lilly Research Laboratories
(A Division of Eli Lilly & Company)
Indianapolis, IN 46285

Committees:
Cardiovascular Safety Committee, Chairperson
Global Product Safety Scientific Committee
CV, Endo & GM Protocol Review Committee
Lilly Scholars Program, Chairperson & Liaison Officer
Seizure Safety Committee

2004- 2006

Medical Fellow I
Cardiovascular Safety Officer
Program Clinical Action Team (CAT) Leader
Cardiovascular Therapeutic Area
Lilly Research Laboratories
(A Division of Eli Lilly & Company)
Indianapolis, IN 46285

Committees & Program Teams
Cardiovascular Safety Committee, Chairperson
Global Product Safety Committee
Cardiovascular Protocol Review Committee
Lilly Scholars Program, Chairperson & Liaison Officer
Program Phase Clinical Action Team, Leader

2003-2004

Medical Advisor
Cardiovascular Safety Consultant
Cardiovascular Therapeutic Area
Lilly Research Laboratories

	(A Division of Eli Lilly & Company) Indianapolis, IN 46285
2000-2003	Senior Clinical Research Physician Product Development Team Lilly Research Laboratories (A Division of Eli Lilly & Company) Indianapolis, IN 46285
1995-2000	Clinical Research Physician Medical (Cardiovascular Research) Lilly Research Laboratories (A Division of Eli Lilly & Company) Indianapolis, IN 46285

VI. Other Employment Pertaining to Current Professional Appointments

Year	Position	Institution
1975-84	Research Chemist	Boehringer Mannheim Diagnostics, Indianapolis, IN; (Development of diagnostic chemistries for the Hitachi 705 and Unimeter, e.g. serum calcium, triglyceride, glucose)

VII. Certification and Licensure:

A. Certification/Boards:

American Board of Internal Medicine	6/92
American Board of Cardiology	6/95

B. Licensures:

State	Date	Perm. /Temp.	Number	Renewal Date
Iowa	7/92	Perm.	28773	9/96
Indiana	6/01	Perm.	01043571A	6/30/13

VIII. Professional Affiliations (including offices held):

Year	Organization
1984-89	Student National Medical Association (Indiana Chapter, IU Medical School), President, 1988 & 1989
1984-present	American Medical Association
1988-present	American College of Physicians
1989-present	National Medical Association
1992-1998	Franklin College, Alumni Council, President, 1994-5
1992-present	American College of Cardiology
1993-present	Association of Black Cardiologists
1993-present	American Heart Association
1998-present	Franklin College, Board of Trustee, Academic Affairs Committee, Chair

2000-present	Association of Black Cardiologist Corporate Advisory Board
2002-present	Imagine Indiana Life Sciences Academy East (Indianapolis Charter School), Board of Directors, Chairperson
2003-2004	Indiana Government Efficiency Commission—Appointed Position
2003-present	Area Health Education Center (AHEC)--Diversity Subcommittee
2004-present	Area Health Education Center (AHEC)--Advisory Board
2004-present	Indiana University School of Medicine Admissions Committee
2004-present	ILSI/HESI—Proarrhytmia Working Group
2005-present	Indiana University School of Medicine Scholarship Committee
2005-2006	Indiana Government Efficiency Commission—Appointed Position
2006-present	Area Health Education Center (AHEC)—MICI Advisory Board
2008-present	Imagine Indiana Life Sciences Academy East, Organizing Board & Board Chairperson/President
2008-present	Imagine Indiana Life Sciences Academy West, Organizing Board and Board of Directors Member – Vice Chairperson (2013)
2010-present	Cardiac Safety Research Consortium—Lilly Representative & Chair, Membership Committee
2011-present	Indiana Public Charter Schools Association

IX. Religious Affiliations:

St. Paul Missionary Baptist Church, Indianapolis, IN
Offices: Trustee
Ministries: Adult Choir, Women's Ministry (President)
Married Women's Fellowship (Christian Woman's Ministry)
Consortium of Christian Women

X. Major Research Interests:

1. Coronary microcirculation
2. Cardiovascular diseases in women
3. Heart Failure
4. Critical Care Medicine
5. Sepsis
6. Cardiovascular Safety
7. QT and ECG safety parameters

XI. Research Projects:

A. 1991: Clinical Research, Indiana University Medical Center, Indianapolis, Indiana: **"Feasibility studies on the significance of elevated creatine kinase MB isoenzymes with normal total CK in post-op noncardiac vascular surgery patients"**, Research Advisor, Dr. Steve Sawada

B. 1992-95: Clinical Research, University of Iowa Hospitals and Clinics, Iowa City, Iowa: **"Predicative Value of Coronary Calcification Detected by Ultrafast Cine CT in Women versus in Men"**, Research Advisor, Dr. Maleah Grover-McKay

C. 1993-95: Basic Research, University of Iowa Hospitals and Clinics, Iowa City, Iowa: **"Effects of Estrogens on Coronary Microvascular Responses to Vasoconstrictors and Vasodilators Mongrel Dogs"**, Research Advisor, Dr. Kathryn Lamping

D. 1995-1997: Lilly Research Laboratories, Indianapolis, Indiana: **"Clinical Development of LY 341311 (new positive inotropic agent for treatment of Class III-IV heart failure"**, Director, Dr. Robert W. Scott

Bryan A. Woodfork, R.Ph.

Manager-Clinical Trials Management/Medical Business Systems
USA, Corporate Center, Indpls, IN
Corporate

Position Effective	2/02	Years of Service: 10.9
Date of Revision	5/21/07	

Education/Licenses			**Languages**
Post Grad. Pharmacy Counseling Program	6/88	Purdue University	English
Management Fundamentals	3/82	Univ. of Michigan	
Supervision Basics	5/81	Univ. of Evansville	
Bachelor of Science in Pharmacy	5/80	Purdue University	
Pharmacy License:		Indiana, Texas	

Manager – CT-Man/Medical Business Systems (February 2002 to present): CT-Man responsibilities include business ownership of the CT Man project and lead global utilization of the IMPACT database. Ensuring appropriate input into the development and testing of new IMPACT functionality, delivering Portable module strategy and implementation, providing proper training and infrastructure support to IMPACT users. MBS responsibilities include providing support for the GCR business planning process, the Clinical Study Allocation process (CSAP) and the Accountability Model Report process (AMR). Other responsibilities include clinical trial benchmarking, metrics reporting, capacity analysis and resource modeling for GCR.

Manager – Clinical Capacity Management (September 2001 to February 2002): Responsibilities include business ownership of the GCR business planning process, the Clinical Study Allocation process (CSAP) and the Accountability Model Report process (AMR). Other responsibilities include clinical trial benchmarking, metrics reporting, capacity analysis and resource modeling for GCR.

Manager - GCR CT Materials Management (October 1999 to September 2001): Responsibilities include business ownership of the Study Drug Coordination team (SDC) and the Clinical Trial Study Management System (CT-SMS). The SDC provide clinical trials materials shipping and reconciliation for all global clinical trials. CT-SMS is the company's Interactive Voice Response (IVR) dispensing and randomization system.

Manager - GCR Data Management (November 1997 to October 1999): Responsibilities include the implementation of consistent applications of global data management processes in conjunction with overseeing the data management operations infrastructure.

Team Leader - CDU Data Management (February 1997 to November 97): Responsibilities include providing direction, leadership and technical/process expertise to the Clinical Data Management team.

Data Management Coordinator - CDU Data Management (August 1996 to February 1997): Responsibilities include assuring global consistency of the clean, locked, clinical trial database. Supporting medical affiliates, therapeutic areas and other CDU functional areas.

Group Editor of Drug Files for Medi-Span, Inc., Indianapolis, IN (June 1995 to April 1996): Responsibilities included overseeing the data integrity of the company's drug file of over 190,000 pharmaceutical items, product training, general supervision of pharmacist editors and support personnel.

Editorial Operations Manager for Medi-Span, Inc., Indianapolis, IN (June 1992 to June 1995): Responsibilities included overseeing the data integrity of the company's Master Drug Data Base and Canadian Drug Data Base. Also, general supervision of associated employees.

Associate Editor for Medi-Span, Inc., Indianapolis, IN (November 1989 to June 1992): Responsibilities included editorial ownership of the Patient Drug Education product.

Staff Pharmacist for Healthcare Prescription Services, Inc., Indianapolis, IN (February 1986 to November 1989): Responsibilities included coordination of all drug repackaging, IV/Hyperalimentation.

Assistant Manager for Hook's Drugs Inc., Indianapolis, IN (October 1985 to February 1986): Responsibilities included general store management, prescription dispensing and compounding.

Staff Pharmacist for Brackenridge Hospital, Austin TX (October 1984 to August 1985): Responsibilities included night supervision of the in-patient pharmacy.

Staff Pharmacist for Bloomington Hospital, Bloomington , IN (February 1983 to July 1984):
Responsibilities included general supervision of the out-patient pharmacy.
Foreman of Production, Mead Johnson & Co., Evansville, IN (May 1980 to January 1983):
Responsibilities included supervision of Sterile Drug Processing/Packaging/Compounding.

Knowledge/Skills/Abilities/Strengths
Strong management/supervision skills
Strong teamwork/interpersonal skills
Strong leadership/influence skills
Strong innovation/creativity skills
Strong communication skills
Strong self-management skills

E. Francis Jones
921 E. 86th Street, Suite 103
Indianapolis, Indiana 46240

317-466-0002 (W) **email: efjones@iclinicalconcepts.com** **(H) 317-842-5087**

Summary

I have had over 34 years of exceptional performance in scientific, quality and clinical operations in the pharmaceutical industry. I have been a role model for leadership and accomplishment of business objectives. I am very motivated and a hardworking professional with strong teamwork, technical, and organizational skills. I am reliable and dependable self-starter. I am a builder of trust and respect with people of all cultural backgrounds.

Innovative Clinical Concepts, LLC **2004 – Current**
President/CEO/Owner

- Started to bring clinical trials to the underserved population
- Contract with community based physicians who have large minority patient populations
- For additional information, please go to the website (iclinicalconcepts.com).

Professional Experience (Eli Lilly and Company) **1969 – 2003 (Retired)**

Associate Clinical Research Consultant
Web-based Registry **2002 – 2003**

- Facilitated a team to develop, design, and implement a web-based global registry
- Gather information about the diagnosis and treatment of sepsis
- Established and managed a global advisory board which included world experts and opinion leaders in the field of sepsis and infectious disease
- Managed a budget of several million dollars.
- Built effective relationships with assigned stakeholders (IT, marketing, medical personnel, management, country affiliates, project management, statisticians, and medical writers)
- The program was successful with over 100 countries participating and 10,000 (+) patients enrolled.

Senior Clinical Research Administrator
Global Clinical Trials **1992-2002**

- Developed clinical and technical expertise in osteoporosis
- Developed contracts with outside vendors to manage complicated processes such as transporting BMD and x-ray film from global and remote sites to a centrally located place for processing
- Managed clinical trial materials shipped to over 100 clinical trial sites worldwide
- Recognized as a process expert in planning and initiating global clinical trials
- Conducted one of the first clinical trials using an outside vendor (CRO)

- Developed effective relationships with customers and worked to ensure that all demands were met

Clinical Research Administrator
Lilly Clinic **1989-1992**

- Managed a portion of the nursing unit in conducting clinical trials.
- Supervised seven (7) staff members
- Conducted performance appraisals
- Administered salaries
- Business planning
- Conducted Phases I and II clinical trials

Medical Quality Assurance Associate
Medical Quality Assurance **1983 – 1989**

- Assisted in establishing a new department to the Medical Department
- Develop clinical trial auditing procedures
- Conducted clinical investigator site audits, NDA submissions, clinical study reports, data management procedures and processes
- Developed process improvement tasks.
- Lead process improvement task forces
- Assisted in FDA audits

Senior Analytical Chemist
Liquid/Ointment Quality Control **1980 – 1983**

- Supervised one staff person
- Developed methodology for setting standards for manufacturing of the liquid and ointment product lines.
- Reviewed manufacturing process to ensure procedures were followed and to ensure documentation was maintained.
- Assisted in revising manufacturing formulations

Sales Training (3 month assignment Zanesville, Ohio) 1980

- Filled in for a sales representative who was brought into the company to conduct a special assignment for three months?
- Made sales calls to physicians, hospitals and wholesale company in my territory.

Analytical Chemist
Analytical Development (Chemist) **1969 – 1980**

- Developed methodology for marketed products, potential new drugs.
- Became proficient in Gas Liquid Chromatography, Liquid Chromatography, spectrophotometry, and automated analyses, wet chemistry.

Specific Strengths include:

- Strong technical background in the clinical trial process
- Strong knowledge of clinical and business processes involved in conducting clinical trials
- Team leader
- Mentor and consultant to others
- Conducted Global trials (10 countries in Asia, Russia, Taiwan, Brazil and the United States)
- Influence, innovative
- Quality advocate
- Strong interpersonal skills
- Great organizational skills

Education

Bachelor of Science in Chemistry, Alcorn State University, Lorman, Mississippi

Professional Organizations

- Association of Clinical Research Professionals (ACRP) (National and local)
- Women in Hi Tech
- National Association of Women Business Owners (NAWBO)
- Instructor, IUPUI Continuing Education ("Ethics in Clinical Research")
- Drug Information Association (DIA)
- Whose Who is Black Indianapolis
- Healthcare Businesswomen Association (HBA)
- National Minority Supplier Diversity Council member (NMSDC)
- Indiana Health Industry Forum (IHIF)
- National Medical Association (NMA)
- Instructor, Project IMPACT sponsored by NMA

Community Organizations

- Indianapolis Urban League
- Alpha Home Board of Directors
- ILSA (Indiana Life Science Academy Charter School) Board of Directors
- ILSA Healthcare Committee Chairperson
- Browser Book Club
- Progressive Baptist Church
- BSF (Bible Study Fellowship)

HERCEL LEVERINGSTON

5125 Hillside Ave.
Indianapolis, IN 46205
(317)289-1004
hleveringston@sbcglobal.net

QUALIFICATIONS

Proven sales and leadership skills. Driven and goal oriented. A great communicator who understands the needs of individuals and works to help them achieve their goals.

EDUCATION

2007-Present Indiana Wesleyan University
1991-1995 Bachelor of Science, Ball State University

EMPLOYMENT

Sept. 2003-Present Branch Manager, KeyBank

Responsible for maintaining and growing the balance sheet of the branch. Coaching employees to achieve their individual sales goals and achieving high standards of customer service.

Achieved 99% of sales scorecard and 107% of customer service scorecard

Aug. 1997-Sept. 2003 Relationship Manager, Bank One

Responsible for obtaining and growing premier client base of the branch through the offering of loans, investments and business products.

One of the top 3 bankers in district for 5 consecutive years
Winners Circle participant five times for high achievement in investment sales

Jan 1996-May 1997 Assistant KeyService Leader, KeyBank

Responsible for the day-to-day operations of the branch through the maintaining of monthly reports and balancing. Supervised the teller line and scheduling.

LICENSES

Series 6
Series 63
Life and Health Insurance

ORGANIZATIONS AND OFFICES

BNI, President-Member since 2004
Chamber of Commerce
Rainmakers Marketing Group-Founding Member, Board Member since 2008
KIPP Indianapolis College Preparatory, Board Member since 2008

Paul A. Ardayfio
12723 Bearsdale Drive
Indianapolis, IN 46235
(317) 702-2265
pardayfio@gmail.com

Education

2006 **Harvard University**
Harvard Medical School/Division of Medical Sciences
Ph.D. Neuroscience

1999 **Wayne State University, College of Science**
B.S.

Research Experience

2009-present **Eli Lilly and Co./Lilly Research Labs**
Indianapolis, IN Clinical Research Scientist ***Early Phase Medicine, Global Patient Safety***

- Deliver scientific, medical and pharmacovigilence expertise in support of product portfolio for Phase 1 and 2 neuroscience compounds
- Plan and review scientific content of clinical and regulatory documents including protocols, informed consent documents, final study reports, and submissions.
- Scientific/Safety consultant to development teams
- Make timely clinical decisions based on effective signal detection/evaluation and risk management processes

2007-2009 **Eli Lilly and Co./Neuroscience Discovery Research**
Indianapolis, IN Post-doctoral Scientist *Psychiatric Disorders Drug Hunting Team*
Advisor: Gerard Marek, M.D., Ph.D., David Mckinzie, Ph.D.

- Introduced and validated enzyme-immobilized biosensors to neuroscience division and validated this novel technology for drug discovery of glutamate receptor modulating compounds
- Implemented biosensor technology for pain, psychiatric and neurodegenerative disorder programs
- Utilized neurochemical and behavioral approaches to investigate role of glutamate in schizophrenia, depression and anxiety
- Investigated modulation of mGlu receptors as a therapeutic approach in psychiatric disorders
- Demonstrated the use of extracellular glucose as a biomarker for neural activity

2001-2006
Belmont, MA

McLean Hospital/Harvard Medical School,
Graduate Student/Research Fellow *Laboratory of Molecular Neurobiology*
Advisor: Kwang-Soo Kim, Ph.D.

- Demonstrated role of Pitx3 transcription factor in cognition, Parkinson's disease, and psychostimulant and antipsychotic drug response
- Established behavioral neuroscience program within laboratory
- Demonstrated role of glucocorticoids in anxiety/depression using mouse models

1999-2000
Harlow, England

Merck Sharpe and Dohme Neuroscience Research Center
Visiting Scientist *Department of Pharmacology*
Advisor: Nadia Rupniak, Ph.D.

- Investigated mechanism of Neurokinin (substance P) receptor blockade for the treatment of depression and anxiety disorders
- Devised novel behavioral model for validation of potential antidepressants and anxiolytics

1994-1999
Detroit, MI

Wayne State University, College of Pharmacy
NIH MARC Scholar *Department of Pharmaceutical Sciences*
Advisor: Randall Commissaris, Ph.D.

- Used conditioned suppression of drinking operant paradigm (CSD) to investigate neurobiology of panic and anxiety disorders
- Utilized CSD to characterize and identify potentially novel anxiolytic therapeutics

Internships

Summer 1998
Rahway, NJ

Merck and Co., Merck Research Laboratories
Summer Intern *Department of Molecular Pharmacology and Biochemistry*
Advisor: Margaret Cascieri, Ph.D.

Summer 1997
St.Paul, MN

University of Minnesota, College of Veterinary Medicine
Summer Intern *Department of Veterinary Pathobiology*
Advisor: Alice Larson, Ph.D.

Summer 1996
Baltimore, MD

Johns Hopkins University, School of Medicine
Summer Intern *Department of Cell Biology and Anatomy*
Advisor: Joan Richtsmeier, Ph.D.

Teaching Experience

2011	**Martin University** Adjunct Faculty- College of Science and Mathematics
2009 Indianapolis, IN	**Indiana University School of Medicine (IUSM)** Workshop title: Getting you through IUSM
2005-2006 Cambridge, MA	**Harvard University** Howard Hughes Medical Institute (HHMI)/MCB Teaching Fellow Course Title: *Neuroscience Investigations*
2005-2007 Boston, MA	**Citizen Schools** Teacher, Course Titles: *Drugs and the Brain, Adventures in Biomedical Science*
1998-1999 Detroit, MI	**University Public School** Instructor Course Title:*Science, Technology and Medicine*
Summer 1998 Itasca, MN	**University of Minnesota** Teaching Assistant Course Title: *Neuroscience 5100*
1995-1999 Detroit, MI	**Wayne State University, Department of Chemistry** **Science-Training-Apprenticeship-Research-Students Program (STARS)** Instructor Course Title: *Special Topics-Neuroscience*
Summer 1995 Detroit, MI	**Wayne State University, Department of Chemistry** **STARS Program** Instructor Course Title: *Introduction to General Chemistry*

Clinical Experience

2000	**Veritas Medicine** Free-Lance Medical Writer
1999 Auborn Hills, MI	**Havenwyck Psychiatric Hospital** Psychiatric Care Specialist *Adult Unit*
1997-1998 Detroit, MI	**Detroit Rescue Mission Genesis House** **Homeless and Substance Abuse Shelter** Health Education Counselor

Community/Committee Service

2010	**National Organization of Black Chemists and Chemical Engineers (NOBCChE)** President, Indianapolis Chapter
2009-present	**MentorNet** National Advisory Board

2008-2009	**Eli Lilly and Co. Postdoctoral Program** President, Postdoctoral Council
2008-present	**Imagine Schools Indiana Life Sciences Academy East** Board of Directors, member
2008	**Center For Leadership Development** **Success Prep Program** Facilitator
2008-present	**MentorNet** Science Mentor
2008-present	**Teach for America/Eli Lilly** Teaching Fellow and Teacher Advocate
2007-2009	**Society for Neuroscience** Mentor, Neuroscience Scholars Program
2006-present	**Harvard Medical School,** Office of Diversity and Community Partnership Planning Committee member, New England Science Symposium

Distinctions and Fellowships

2012	St. Vincent Hospital MICI-AHEC Partner of the Year Award
2011	Center for Leadership Development Achievement in Science and Tech.
2006	Partners HealthCare Partners in Excellence Award
2005	Andrew P. Merril Memorial Research Fellowship ($10,000)
2003	Pfizer/American College of Neuropsychopharmacology(ACNP)/ Summer Research Fellow ($7,000)
2003	Kenneth R. Rossano Mind, Brain, and Behavior Fellow ($3,000)
2000-2003	Ford Foundation Pre-Doctoral Diversity Fellowship ($63,000)
1999	National Institute of Allergy and Infectious Disease (NIAID) *Introduction to Biomedical Research* Scholarship
1998-2000	Society for Neuroscience Conference Minority Travel Fellow
1998	UNCF-Merck Undergraduate Science Research Fellow ($35,000)
1998	Society of Toxicology Travel Fellowship
1998	Henry M.Seldon Scholarship
1995-1998	NIH MARC Scholar ($20,000)
1998	The National Deans List
1997	William Harris Memorial Scholarship
1997	University of California-Davis Chemistry Career Planning Workshop Scholarship
1996	Department of Chemistry Minority Student Initiative Mentor Award
1996	Minority Biomedical Research Support (MBRS)- Undergraduate Representative
1995	WSU Lead-On Student Leadership Award

Timothy Bass Sr.

1548 Fairway Drive, Indianapolis, Indiana 46260, 317-294-4985, ivorybass@yahoo.com

Core Competencies:

- Communication /Networking
- Leadership skills
- Organizational skills
- Time management

Experience

April 2012 - Present
Johnson Controls
Equipment Coordinator/ Customer Service Specialist

- Utilize creativity ,leadership and teamwork to design and execute solutions that create customer value
- Facilitate team meetings and coordinate building projects
- Manage Vendor contracts and budgets
- Facilitate Scientist equipment and laboratories
- Plan and submit weekly work schedule for Technicians
- input equipment data in GMARS System

November 2010 –March 2012
Johnson Controls
Instrument Technicians/Safety Coordinator/Empowerment Facilitator

- Maintain customer equipment
- Facilitate customer meetings
- Strategic planning/ organizational processing and Implementing safety rules
- Facilitate monthly Empowerment Workshops
- Organize team building programs

July 1991- October 2010
Eli Lilly
Lab Technician/Instrument Technician

- Working in insulin manufacturing
- Glass prep technician
- set up operator
- Perform preventive maintenance

Community Activity and Outreach

Motivational Speaker/ Life Coach

- Effective communicator with ability to create positive reinforcement, and strategic
  Planning
- Offering advice and insight on helping individuals make plans and individual accountability in positive actions
- Some of the facilities I have spoken Wishard Hospital, Eli Lilly, Jewish Community Center, University of Tennessee

Robert Hoffmann

2899 Osterly Court, Greenwood, Indiana 46143
rhoffmannfinserv@yahoo.com

Executive Profile

Chief Operation Officer and President of Global Financial Solutions with company oversight and cost effective management of financial assets with proven ability to create highly profitable programs through marketing, training and research.

Managing Member of BLT Enterprises responsible for acquisition and management of real estate property and creative concept development.

Member of Otter Creek Mining Company focused on acquisition and development of coal mining operations.

Skill Highlights

- Leadership/communication skills
- Human resources management
- Product line expansion
- Background in finance and commercial real estate
- Operations and finance expert
- Small business development
- Business operations organization
- New product delivery
- Strategic objective execution
- Client account management
- Process improvement
- Financial management
- Budget development
- Change management
- Staff training/development
- Policy/program development
- Consistently meet goals
- Cross-functional team management
- Client assessment and analysis
- Contract negotiation/review/drafting
- Risk management processes and analysis

Core Accomplishments

Fiscal Management:
- Managed all financial activities for program operations.
- Accountable for all P&L.
- Reduced department expenditures by 10% over a one-year period.

Operations Management:
- Managed acquisition and development of commercial properties.
- Handled all functions related to asset mergers.

Staff Development:
- Launched well-received program of professional development courses for all staff.
- Mentored and coached employees resulting in a 12% increase in productivity.

Business Development:
- Spearheaded acquisition of two competitor companies.
- Established and managed partner relationships on a daily basis.
- Developed new marketing strategy which increased customer base by 23%.

Project Development:
- Collaborated with team of lenders in the development of a $900 million dollar housing project in Florida.

Process Improvement:
- Created new departmental procedures manual.
- Assessed organizational training needs.

Competitive Analysis:
- Performed competitive analysis to make recommendations for future company growth.

Branding:
- Designed and executed branding plan to rename and re-brand a $2.5 billion business unit.
- Conducted studies to create messaging strategy.

Product Development:
- Led team of 6 direct reports to determine packaging, positioning, pricing, advertising, sales forecasts and promotional aspects for successful new product launch.

Organizational Development:
- Implemented strategy targeting high-profile clientèle.
- Replaced industry leader within 9 months of product launch.

Professional Experience

Member
Current
Cornerstone Investments, LLC – Indianapolis, Indiana

President and CEO
Current
Global Financial Solutions – Greenwood, Indiana

Managing Member
Current
BLT Enterprises, LLC – Indianapolis, Indiana

Member
Current
Otter Creek Mining – Indianapolis, Indiana

Education

Indiana University Kelley School of Business
Bloomington, Indiana
Business
MBA

Trinity Evangelical Divinity Seminary
Deerfield, Illinois
Religion
Master of Religious Education

Cincinnati Christian University
Cincinnati, Ohio
Religion
Bachelor of Arts

CHRISTOPHER T. LANE

10722 Waterfront Lane, Fortville, IN 46040
(317) 331-1344
chrislane23@msn.com

EDUCATION

Indiana University School of Law – Indianapolis
J.D., 1998

University of Notre Dame
B.A., 1994

EXPERIENCE

Exclusive Sports Group, LLC Indianapolis, IN **March 2009 - Present**
General Counsel

- Provide legal services to thriving Indianapolis based sports agency firm (formerly Ice Miller Sports Services) which manages the careers of professional athletes and college coaches including more than 20 current NFL players and more than 20 professional basketball players
- Advise firm President/CEO on various legal matters related to the firm, its athletes and coaches and its employees
- Draft and negotiate employment and endorsement contracts
- Counsel and advise firm's athletes on civil, criminal and domestic relations matters

Lane Law Office Indianapolis, IN **March 2009 - Present**
Sole Practitioner

- Operate solo law practice specializing in a wide range of criminal and family law matters
- Client list includes professional athletes and high income medical professionals
- Expansive familiarity with central Indiana civil and criminal courts including Hamilton County, Madison County, Marion County, Monroe County, Morgan County and Putnam County as well as various small claims and municipal courts

Schuckit & Associates, PC Indianapolis, IN **June 2005 - March, 2009**
Senior Associate

- Represented national credit reporting agency, Trans Union, LLC, and other firm clients in Fair Credit Reporting Act cases and other litigation in federal and state courts in over 20 states from Pittsburgh, Pennsylvania to Honolulu, Hawaii
- Supervised and trained associate attorneys on federal civil practice and corporate client representation issues including briefing, oral argument, alternative dispute resolution, depositions, trial practice and client contact
- Argued successfully before the Eighth Circuit Court of Appeals

Katz & Korin, PC Indianapolis, IN **August 2003 - June 2005**
Associate Attorney

- Represented firm's business clients, including Trans Union, LLC, in state and federal court
- Resolved criminal and domestic relations matters for established firm clients
- Assisted in development and training of new and established associate attorneys

Frazier & Associates Indianapolis, IN **November 2000 - August 2003**
Associate Attorney

- Represented State Farm automobile and homeowner insurance policyholders in state courts throughout central Indiana
- Successfully negotiated settlements in the vast majority of cases and in nearly a dozen trials, obtained a full defense verdict or a verdict below State Farm's Qualified Settlement Offer in all but one instance
- Litigated criminal, personal injury, family law and employment law matters

Marion County Public Defender Agency Indianapolis, IN **October 1999 - November 2000**
Deputy Public Defender

- Represented indigent Defendants in various Marion County criminal courts
- Tried dozens of cases ranging from misdemeanor bench trials to major felony jury trials

ADMISSIONS
State: Indana
Federal: Northern District of IL, Northern and Southern Districts of IN, Eastern and Western Districts of MI, Eastern District of MO, Northern District of OH, Eastern and Western Districts of WI
Courts of Appeal: 6th and 8th Circuits

VITA OF

Francine L. (Ashby) Morris
11357 Governors Lane
Fishers, Indiana 46037
317.585.0477 (Home)
317.410.1059 (Mobile)

EDUCATION:

2006-2007 Indiana University, Indianapolis, IN
Certification: Building Level Administration

1991-1996 Indiana University, Indianapolis, IN
Certification: School Counselor

1977-1978 Indiana University, Indianapolis, IN
Certification: Elementary Administration

1972-1977 Indiana University, Indianapolis, IN
Master of Science – Elementary Education

1967-1971 University of Edinboro @ Pennsylvania
Bachelor of Science – Elementary Education

PROFESSIONAL EXPERIENCE:

8/06 – 7/11 (Retired in July 2011)
VICE-PRINCIPAL/*Freshman Academy*
Indianapolis Public Schools
Northwest High School
Indianapolis, Indiana 46224

Essential function includes providing leadership in all areas related to curriculum, instruction and assessment in the *Freshman Academy*. Responsible for providing effective leadership in: communicating with students, staff, parents and community: meeting instructional needs of students with diverse learning styles in a collaborative decision making environment and other duties as directed by the Campus Administrator.

08/94 – 06/06
DEPARTMENT HEAD/ADMINISTATOR
Indianapolis Public Schools
Horizon Alternative Middle School
Indianapolis, IN 46201

Responsible for the coordination, planning and implementation of behavior management/modification programs of middle school students who had been referred to the school due to disciplinary problems. I also assisted the Principal in all aspects of the school's operation and assumed full responsibility for the school's operation during the absence of the principal.

Summer of 2000, 2001, 2002
PRINCIPAL, MARIAN COLLEGE/I.P.S. SUMMER SCHOOL

Collaborated with Marian College and the National Youth Sports Program as the summer school principal of incoming sixth grade I.P.S. students. The five-week program utilized youth-centered instructional strategies to rising fifth grade students in reading strategies and in sports activities.

01/83-08/94
HOME/SCHOOL ADVISOR
Metropolitan School District of Perry Township
Indianapolis, IN 46227

My responsibilities included but were not limited to: Researching, nurturing, facilitating and advancing the academic and social growth of students focusing on the special needs of students relative to the integration process. Sought to promote/strengthen the overall purpose of desegregation as related to educational, social, and personal adjustment of students, teachers, staff and parents.

01/79-09/82
PROGRAM DEVELOPMENT SPECIALIST
Center for Urban and Multicultural Education
Indiana University
902 West New York Street, Indianapolis, IN 46223

My responsibilities included but were not limited to: Collaborated with school superintendents and district coordinators in articulating program method models, procedures and helped translate school district needs and objectives into program delivery models. Trained and provided on-site consultation to eligible school districts in Illinois/Indiana in the area of human

development and curriculum design as related to race bias in education.

09/73-12/78
MIDDLE SCHOOL TEACHER
Indianapolis Public Schools
Forest Manor Middle School/ Social Studies

In charge of individualized instruction in an open concept and non-traditional classroom setting. Helped adopt and administer Social Studies achievement test. Worked on the State Book Adoption Committee.

09/71-06/73
ELEMENTARY TEACHER
Indianapolis Public Schools #98

LICENSE/CERTIFICATIONS:

School Counselor	**Life**
General Elementary K-6 7/8	**Life**
Social Studies K-9	**Life**
Building Level Administrator	**11/18/2013**
Administrative Mentor Training Program/*Indiana Professional Standards Board Issued:*	**02/13/2005**

II. Board Memoranda

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

As a life-long Indianapolis native, I have a solid, long time passion & sincere interest in ensuring the children and young adults of Indianapolis become life-long learners and obtain a high quality education in order to succeed in life.

My personal background (eldest of 7 children, 1st generation college student from a single parent welfare supported household) coupled with my professional background (Research Scientist for 11 years at Boehringer Mannheim Diagnostics (currently Roche Diagnostics), Medical Doctor since 1989, internationally recognized cardiologist and clinical research scientist at Eli Lilly & Company since 1995, and 5 year member & 3 year executive member of the IU School of Medicine Admissions Committee) have allowed me the blessings & opportunities to relate to & understand the needs of the student population that we target for our proposed charter school. These experiences have given me the insight to understand the value of a strong life science curriculum & its role in the transformation of students to scholars empowered with critical, innovative thinking skills and problem solving atttibutes needed to be successful in any career or profession.

I have been very successful in the development and leadership of multiple local, national & international committees, professional affiliations & governance boards. I have also been challenged & experienced failures as the board chairperson of a revoked charter school (Imagine Indiana Life Sciences Academy – East). Sometimes, one learns more from failures then success. The unfortunate experience of the Imagine East failure has surprisingly been a blessing by providing priceless lessons learned on what to do and not do in operational relationships with contracted entities. The ILSA Board will never concede autonomy for the school's success to a third party nor launch a school that is not prepared for success. These valuable lessons are the solid foundation to build upon & ensure the success of the ILSA Board and our proposed school.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Theressa J. Wright MD

Dr. Theressa J. Wright, MD

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

My professional career has been devoted to ensuring that high quality, life-saving medications are made available to the public in a safe manner. To that end, my professional experience has focused on data management, data reliability and quality control efforts. I am looking forward to being a leader on the board that will insist upon using high quality data to drive instruction and other interventions.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Mr. Bryan A. Woodfork, R.Ph.

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

I have been associated with clinical work in relationship with Eli Lilly and Company for over 34 years. I have managed budgets of over $1 million and as a Senior Clinical Research Administrator for Eli Lilly and Company I planned and initiated over 100 clinical trial locations as well as managed the portfolio of complex vendor relationships required to successfully complete these trials. While serving ILSA I will work with others to ensure that all of ILSA's vendor relationships are properly conceived, constructed and managed.

I am the owner and CEO of Innovative Clinical Concepts, LLC. The company that is a Contract Research Organization (CRO) that specializes in managing clinical trials within diverse and ethnic communities across the United States.

My community service experience includes work with the Indianapolis Urban League, Board membership with the Indianapolis Alpha Home, and membership in the Indianapolis Progressive Baptist Church.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

E. Francis Jones

E. Francis Jones

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

Since 2003 I have been employed by Key Bank in the role of Branch Manager. I am properly licensed in my profession and currently hold a Series 7 and a Series 63 license as well as a license for Life and Health Insurance. I will work with Bob Hoffman and others on the Board to properly monitor the financial aspects of ILSA.

In addition to my professional experience and capabilities, I also have substantial experience in nonprofit educational governance, primarily through my service on the Board of Kipp Indianapolis College Preparatory School, which ended in 2008.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Hercel Levetingston

Hercel Levetingston

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

As a Harvard educated PhD in neuroscience, I have seen the gulf between the educational opportunities afforded to children who are raised in poor, urban areas and the opportunities available elsewhere. I strongly believe that the capacity to read, write and think is the most valuable tool we can offer to our next generation. My past volunteer experience with MentorNet and Teach for America provided me with life-enriching experiences that I will draw upon to serve ILSA and the scholars it serves. I also intend to forge a strong partnership with National Organization of Black Chemists and Chemical Engineers (NOBCChE), for whom I serve as Indiana President, focused on teaching collaboration and service learning.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Paul Ardayfio

Dr. Paul Ardayfio

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

I have achieved a successful career at Eli Lilly and Company and Johnson Controls through a lifelong learning approach. My current focus at Johnson Controls is project management and it is a field in which I manage and motivate teams to achieve a successful vision. I also have been asked to share my story through a series of motivational speaking engagements. My key area of focus as an ILSA Board Member will be to ensure that proper care and attention is given to building a healthy culture at the school and that through that culture, all children, no matter how disadvantaged their circumstances may be, believe that through hard work they have a chance at success.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Mr. Timothy Bass Sr.

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

As a member of the founding Board of ILSA, I bring a wealth of business experience to compliment the capacity of the ILSA Board. I have attained a Masters in Business Administration from the Indiana University Kelley School of Business and a PhD in Economics from the University Of Chicago Booth School Of Business. My professional experiences range from financial services, to real estate, to mining. My functional experience is in operational management, professional development and fiscal management. I expect that I can best serve ILSA by evaluating proposed financial arrangements and transactions to ensure that ILSA's relationships are as fiscally efficient and effective as possible. I am actively engaged in evaluating proposals for the leasing of real estate for ILSA as well as other proposals for loans and credit facilities.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Robert Hoffman

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 5, 2013

Re: Indianapolis Life Sciences Academy, Inc. ("ILSA")

I have been engaged in the active practice of law since 1999. Although I was not an original board member of Imagine Life Sciences Indianapolis – East, and not an advisor to the Board with respect to its contract with Imagine Schools, I was called upon to advise Imagine-East's Board regarding the school's efforts to renegotiate and/or terminate its contract with Imagine. I was eventually asked to join the Imagine-East Board and worked diligently with the Board to explore means by which the original mission of the School could be achieved. As a Board member of the new ILSA, I have a professional obligation to ensure that ILSA does not repeat the mistakes made by the former school. In addition, as a former council member of Catholic Charities I will employ nonprofit best practices in my governance role.

I have not engaged in any business relationship with a company or employee that would provide direct or indirect financial or other benefits to me or my family members.

Christopher Lane

Christopher Lane, Esq.

Education Service Provider Questionnaire

Portfolio

Name of School	Years in Operation	Number of Students Served (as of 2012 count day)
Indianapolis Metropolitan High School	Tenth	330
Excel Center – Michigan Street	Fourth	461
Excel Center - Richmond	First	n/a
Excel Center – West	First	n/a
Excel Center – Kokomo	First	n/a
Excel Center – Lafayette	First	n/a
Excel Center – Franklin Road	Second	240
Excel Center – Meadows	Second	380
Excel Center – Decatur	Third	207
Excel Center - Anderson	Second	332

Provide names and contact information for all other authorizers that oversee schools within the network.
Indiana Charter School Board
c/o Emily Richardson
Indiana Government Center North
100 North Senate Avenue
Room 1049
Indianapolis, IN 46204

Describe the ESP's growth plan. Explain how the organization will maintain fiscal responsibility and provide quality services during the period of growth.
The proposed ESP is INIschools, whose sole member is Goodwill Education Initiatives, Inc., affiliated with Goodwill Industries of Central Indiana, Inc. and operated under a nonprofit designation.

Since its founding in 1930, Goodwill Industries of Central Indiana, Inc. has attempted to address the most pressing social needs in the central Indiana community. Throughout its history, Goodwill has provided opportunities for individuals with few vocational options to gain viable employment, whether through direct Goodwill employment or to receive skills training to find jobs elsewhere. Goodwill has recognized that it can add considerable value to the communities it serves by helping young people and adults who have struggled or failed in other educational settings complete high school and attain a post-secondary degree or other recognized credential. GEI has created growth plans that aim to enroll potential students in communities across central Indiana (the "Excel Center" model). However, there remain some locations where other providers may be better equipped to implement the Excel Center model in a particular geographic area. In these locations, a local partner may be more effective in creating an Excel Center location by licensing the core model elements from Goodwill. This is particularly true when a proposed school is located in another state and is a long distance away from Goodwill's Indianapolis headquarters.

Due to these reasons, Goodwill has developed a license option in order to extend the Excel Center model by partnering with capable and appropriate partner organizations. Our vision is to create a network of schools that leverages the collective expertise of school leaders, teachers and staff from all over the country. By participating in our online systems and in professional development, peer-to-peer sharing among teachers, school leaders and staff ideas will spread best practices from one community to others.

Goodwill has also determined that allowing non-GEI operated schools to leverage the administrative capacity of GEI, through INIschools, is consistent with its mission and will enable Goodwill to expand its reach and make an even greater impact.

Accordingly, INIschool's primary criterion for growth are: (1) the achievement of the mission of Goodwill Industries of Central Indiana, Inc., that is: "is it work that fits the Goodwill mission"?; (2) the reasonable likelihood of success of the proposed project, that is "will it work"?; and (3) the fiscal sustainability of the effort, that is "will the project, and Goodwill/INIschools' participation in it, if successful, not lose money"?

This core GEI growth plan accommodates service to non-GEI-controlled schools who wish to leverage the talent and administrative efficiency achieved through GEI's scale and reputation. This ability to serve schools independent of GEI has been encouraged by charter school thought leadership throughout Indiana and this capacity and encouragement is what led to the formation of INIschools, which has been supported generously by the Walton Foundation.

INIschools provides high quality administrative services *that enable school administrators to improve cost efficiency and focus on student achievement. These services include: performance analytics, financial management, state reporting and compliance, special education and ala carte or specialized service coordination.*

INIschools currently provides these services to The Indianapolis Metropolitan High School and GEI's nine (9) Excel Centers. INIschools has also provided ala carte services such as IT services and human resource services (audit, process and procedures development) to four (4) non GEI schools. INIschools will also be providing performance analysis services to an additional thirteen (13) non GEI schools during the 2013-14 school year.

Following this rapid growth during the 2012-13 timeframe in which GEI has acquired subject matter expertise in a variety of core administrative functions, GEI, through INIschools, will have the capacity to add ILSA to its network starting the 2014-15 school year, with assistance in start-up services beginning during the 2013-2014 school year.

The support of Goodwill Industries has been a critical component of INIschools growth. Goodwill has developed strong capabilities in taking initiatives to scale across its geographic area, and Goodwill's organizational culture emphasizes staff's ability to mobilize quickly to take advantage of an opportunity when it arises. The best evidence of this capacity is in the growth of Goodwill's Retail stores. Since 2004, Goodwill has added or relocated more than thirty Goodwill stores, opening an average of six each year. The experience Goodwill has gained opening dozens of new stores – recruiting new staff, promoting the store in the local community, securing a building and making renovations – has enabled its marketing, finance, and facilities teams to develop considerable experience. Goodwill's leadership team remains instrumental in the planning, execution, and design of services provided to schools. Additionally, as GEI's support infrastructure increases, GEI continues to learn from Goodwill's retail operations about how to achieve results while managing operations across a wide geographic network.

These experiences have already informed how GEI has grown the Excel Centers. GEI has opened nine (9) new locations in the last three (3) years - each time mobilizing teams of HR, finance, marketing and facilities management staff in order to prepare for new school openings. More importantly, Goodwill uses one of its key principles – continuous improvement – as a guide for how each location should open. GEI leaders are constantly looking for ways to improve processes and gain efficiencies in opening stores. With each new location the Excel Center has opened, the challenge and difficulty is slightly reduced. Processes have been refined based on lessons learned in prior implementations, and the number of support staff have increased in each location. However, perhaps the most important factor that makes expansion easier is the pipeline of talent being developed as a part of GEI's staff.

Goodwill's Talent Acquisition Team spends considerable resources in its talent acquisition and selection of teachers and staff to determine whether prospective teachers are a good cultural fit with each school. All Excel Center staff must be willing to adjust on the fly to new conditions, and to do so with the students' needs as the

primary consideration. Additionally, this element is constantly reinforced by GEI leadership as a key element of the Excel Center culture. Every eight weeks, new students enter the school, presenting a new set of challenges for life coaches to troubleshoot, new transcripts that must be reconciled, and new courses that must be taught in order to lead students to new locations. Fortunately, Goodwill's proven HR recruitment process selects teachers and staff that are able to adjust to change quickly and understand that an "all-hands-on-deck" attitude may be required to address a particular challenge. These two key components – hiring the right staff and emphasizing flexibility as a core component of the Excel Center's culture – has made the Excel Center remarkably resilient to shocks and setbacks in new school development.

In addition to adding more staff to support the growing number of schools it operates, GEI is also investing in its infrastructure to align staff effectively. As the number of schools GEI manages grows, efficient and effective management will depend upon the systems and processes in place to review and assess program performance.

IT Systems
As the number of schools increase, the performance and operation of GEI's schools will depend upon effective IT systems that organize and communicate key information and present GEI and school-level management with performance data of each school. GEI has invested in a learning management system and a data warehouse to assist network leaders and site-specific site directors to understand the school's academic and financial positions quickly and to share curriculum, operational, student resources across each school. A critical component of managing performance at scale is having access to relevant data in order to help leaders make informed decisions about how to improve processes and outcomes. GEI is investing in its ability to gain value from its data in order to equip GEI administration to monitor performance across all of its locations and to empower its leaders and staff to use data to make decisions to improve school operations, instructional quality and – ultimately – student outcomes.

Accountability
GEI is developing a data warehouse that will enable leaders to understand school accountability scores as an interim measure – in other words, the warehouse will display, at a moment-in-time, a school's projected accountability grade (A – F). By giving leaders this information, the data warehouse will also enable leaders to understand what activities may serve as levers to increase its score. For example, if a school is graduating most of its students who attend for a given period of time, the data warehouse may identify that it is retention that serves as the critical challenge to improve a school's performance.

Putting data into the hands of leaders and teachers
The data warehouse uses a user interface that allows end users to understand their data and make data-driven decisions. Goodwill's warehouse implements Tableau Software to create a system to navigate the data generated in each system. By applying filters, creating dashboards, and other drill-down information to help ask questions, make analysis, and share results with peers and partners.
The implementation of the data warehouse within the Excel Centers and the Indianapolis Metropolitan High School is guided by GEI's director of data services. This director will assist the managing director to educate leaders and staff how to use the system to ask operational questions and use data to create answers.

Academic Performance

Provide the following academic information for each school managed by the organization.

<u>Pass rates or equivalent for the state's mandated assessments in English Language Arts and mathematics</u>;

Excel Centers
The Excel Centers are designed for young adults who have been pulled away from the traditional K-12 system; the Centers serve students who have previously dropped out of a traditional high school and have been out of school for one or more years. Despite this, the Excel Centers had 46% of its students pass the English 10 ECA and 72% pass

the Algebra I ECA during the 2012-13 school year. However, when looking at just those students that graduate from the Excel Centers - which is how DOE has determined ECA performance should be determined for such schools - 90% of students pass both the English 10 and Algebra I ECAs.

By the time a typical student enrolls in an Excel Center, he or she has been officially purged from the traditional K-12 system, as 80% of Excel Center enrollees are no longer in an active cohort. Put another way the Excel Centers, almost exclusively, serves students that have previously been determined as dropouts, only 20% of our student population falls into an "active" cohort. As a result, DOE has developed an alternative cohort/graduation rate for schools such as the Excel Center. Under this model, the Excel Centers were able to graduate 30% of its students in 2012 - despite 100% of this students being previously categorized as dropouts by the state.

School	Free or Reduced Lunch%	Non-White %	ECA English/LA	ECA Math	ECA Both 2011-12	Graduation Rate
Excel Center Michigan	64%	83%	26.2%[2]	16.9%[3]	27.5%[4]	11.5%[5]
Excel Center Meadows	67%	97%	26.2%	26.2%	27.5%	11.5%
Excel Center Decatur	59%	21%	26.2%	26.2%	27.5%	11.5%
Excel Center Franklin	75%	8%	26.2%	26.2%	27.5%	11.5%
Excel Center Anderson	72%	38%	N/A	N/A	N/A	N/A

Indianapolis Metropolitan High School
During the 2012-13 school year, the Indy Met had 49% of its 10th grade cohort pass the English 10 ECA and 78% pass the Algebra I ECA.

<u>Performance of students on statewide assessments compared to students in nearby traditional public schools</u>;

Excel Centers

Because of the design and the target academic market for the Excel Centers, there are no schools with which a comparison can be made at this time; however there are other drop out recovery schools for whom there will be accountability information available within one or two years.

Indianapolis Metropolitan High School

School	Free or Reduced Lunch%	Non-White %	ECA English/LA	ECA Math	ECA Both 2011-12	Graduation Rate
Indianapolis Metropolitan	78.3%	85.3%	37.9%[6]	72.4%[7]	26.9%	75%
University Heights	92.6%	29.4%	58.4%	74.5%	30%	59.3%
Northwest	71%	87.4%	37.4%	54.6%	28.9%	56.5%

[22] This figure is a combined figure for Michigan, Meadows, Decatur and Franklin.
[33] This figure is a combined figure for Michigan, Meadows, Decatur and Franklin.
[44] This figure is a combined figure for Michigan, Meadows, Decatur and Franklin.
[55] This figure is a combined figure for Michigan, Meadows, Decatur and Franklin.
[6] The 2012-13 result is 49%, a 11+% gain.
[7] The 2012-13 result is 78%, a 5.6% gain.

Emmerich Manual	52%	36.1%	49.6%	55.1%	34.7%	68.9%

Graduation rates for every year the school has had graduates;

Excel Centers

Only 20% of the student population of Excel Centers falls into an "active" cohort (students who first entered high school within a timeframe of less than 4 years ago). As a result, DOE has developed an alternative cohort/graduation rate for schools such as the Excel Center. Under this model, the Excel Centers were able to graduate 30% of its students in 2012 - despite 100% of this students being previously categorized as dropouts by the state. The Excel Centers have a made a conscious effort to ensure that every graduate is prepared for the whatever path - college or career - is next. As a part of this effort, the Excel Center has placed a self imposed limit on no more than 10% of graduates receiving waivers annually and requiring that all students that receive a waiver diploma also receive an industry certification as well; thus ensuring that our students have the proper credentials whether pursuing higher education or future employment.

Indianapolis Metropolitan High School

Pursuant to the IDOE Four Year Cohort Graduation Rate Trend the Indianapolis Metropolitan High School has produced the following graduation rates: 2007-08: 57.6%; 2008-09: 63.5%%; 2009-10: 61.4%; 2010-11: 45.5%; 2011-12: 66.4%. Note: pursuant to an appeal to the IDOE for a recalculation of the 2011-12 graduation rate the rate was changed to 75% - this information has not yet been published on the IDOE website. The most recent graduation rate of 75% is 10 percentage points higher than the rate of the school's legal settlement.

The Indy Met, despite serving a larger free/reduced lunch population, had a higher graduation rate than over 70% of IPS high schools in 2012. In fact, the Indy Met - with the assistance of INIschools personnel - experienced the second largest graduation rate increase of any school in the state in 2012.

Post-graduation degree attainment, if available.

Excel Centers
While INIschools does not track degree attainment after students exit the Excel Center, 44% of graduates last year completed an industry certification pathway while enrolled at the Excel Center. These are industry certifications in "at need" industries that should better prepare Excel Center students to re-enter the workforce at a higher wage level.

Indianapolis Metropolitan High School
The Indy Met has also placed a focus on career and technical education, with 26% of all students annually earning at least one college and career readiness credit (either through dual credit - for college bound students - or CTE courses - for career bound students).

Any additional evidence showing that schools are serving student populations similar to the target population

Goodwill's mission, through GEI, is to reach out to challenging populations and provide them with meaningful skills and certifications that will permit them to lead productive adult lives. Successfully serving such a population requires creativity (such as that required to conceive of and implement a non-traditional school calendar that permits an acquisition of credit following an eight week term) and persistence. Overall students make significantly more progress at GEI schools than at a traditional high school. During the 2012-13 school year students at the Excel Center earned an average of more than two years' worth of credits (22.5) and students at the Indy Met

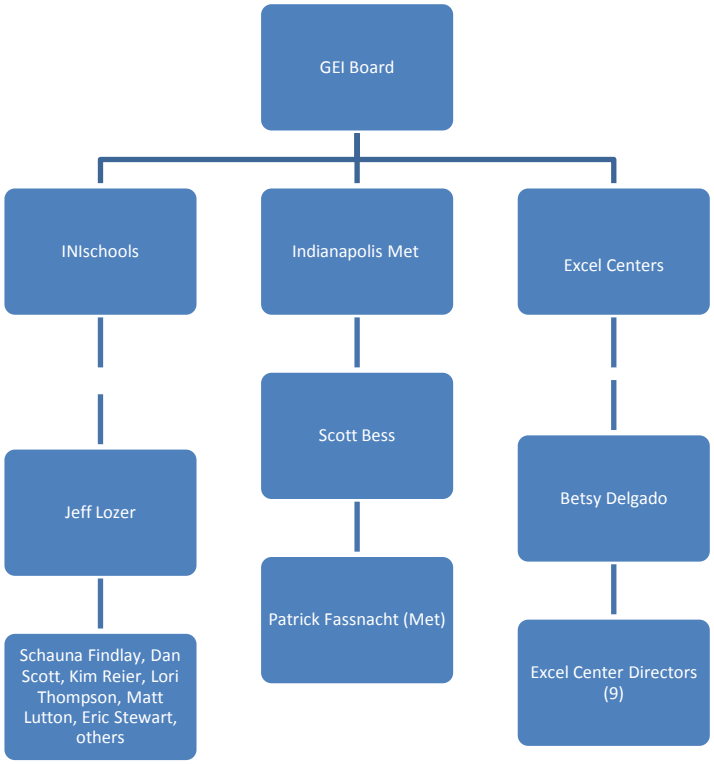
earned 1.5 years' worth of credits (15.5). This is part of a concentrated effort to get students up to grade level as soon as possible.

This track record for reaching challenging student populations will translate into a successful engagement of the scholars ILSA seeks to serve.

Leadership

Please explain the leadership structure of the organization, and include an organizational chart.

The ESP, INIschools, is controlled by Goodwill Education Initiatives, Inc. ("GEI") which was formed by Goodwill Industries of Central Indiana, Inc. Both INIschools and GEI operate under Federal Tax Exempt Status and operate as Indiana nonprofit organizations.



Has there been any turnover in leadership within the organization?

No, Mr. Bess has been with GEI since 2005 any personnel changes within the past two years have been to add expertise and experience for GEI's growing school operations (Findlay, Scott, Lozer, Reier, Thompson).

Provide a list of the board of directors of the ESP and their length of service.

INIschools is controlled by GEI through its board. The GEI Board consists of the following members, all of whom have served for at least the past two years:

Fred C. Tucker, III (9 years)
Holly Hill-Brooks (7 years)
Gina DelSanto, Ph.D. (7 years)

Juan Gonzalez (6 years)
C. Perry Griffith, Jr. (9 years)
Jeffrey A. Harrison (6 years)
Michael O'Connor (7 years)

Explain any turnover on the board that was not due to term limits. N/A

How often does the ESP assess itself and gauge the satisfaction of its clients?

INIschools is in daily contact with the Indy Met and each of the nine Excel Centers and operates much as a high functioning centralized school district would; with clear priorities and excellent lines of communication.

For non GEI controlled schools, such as ILSA should it be chartered, INIschools will ensure customer satisfaction by making its contractual relationship with any school terminable at will.

Services

What services does the ESP provide?

INIschools has provided a draft proposal and service agreement in the attachments. The proposal outlines the services INIschools expects to provide.

Include as an attachment a copy of the proposed management agreement. The agreement should include, but not be limited to:

- Specific measures and timelines that the school's board will use to hold the ESP accountable;
- Consequences for not meeting those standards;
- Terms for contract termination or renewal; and
- Differentiation of what is owned by the school and what is owned by the management organization.

INIschools has provided a copy of a draft service agreement in the attachments. In particular, the service agreement provides that the agreement is terminable at will upon reasonable notice. In addition, the budget and cash flow provided with this prospectus illustrate that payments to INIschools occur as services are rendered. ILSA will own and hold title to everything it purchases. That is, ILSA will govern its vendor relationships, not INIschools. The only exception to this is that a portion of the performance analysis charges are the result of licenses to use business intelligence tools; there is a charge to use the licenses although neither ILSA nor INIschools "own" the underlying intellectual property.

Finances

Most Recent Federal Tax Return

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 **and ending** JUN 30, 2012

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: GOODWILL EDUCATION INITIATIVES, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1635 W. MICHIGAN ST. | Room/suite

City or town, state or country, and ZIP + 4: INDIANAPOLIS, IN 46222

D Employer identification number 20-0749885

E Telephone number 317-524-4268

G Gross receipts $ 12,833,574.

F Name and address of principal officer: DANIEL J. RILEY, SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.INDIANAPOLISMET.ORG; WWW.THEEXCELCENTER.ORG

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 2004 **M** State of legal domicile: IN

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: TO PROVIDE EDUCATIONAL OPPORTUNITIES THROUGH ONE OR MORE CHARTER SCHOOLS. SEE SCHEDULE O.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	8
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	8
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	140
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	7,041,341.	12,425,533.
	9	Program service revenue (Part VIII, line 2g)	395,523.	380,136.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,764.	27,905.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,459,628.	12,833,574.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,594,585.	7,548,183.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,086,884.	4,239,031.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,681,469.	11,787,214.
	19	Revenue less expenses. Subtract line 18 from line 12	778,159.	1,046,360.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	3,792,003.	7,156,751.
	21	Total liabilities (Part X, line 26)	2,413,696.	4,732,084.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,378,307.	2,424,667.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer | Date

▶ DANIEL J. RILEY, TREASURER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
AMANDA MEKO, CPA				P01062615

Firm's name ▶ GREENWALT CPAS, INC. | Firm's EIN ▶ 35-1489521

Firm's address ▶ 5342 W. VERMONT STREET, INDIANAPOLIS, IN 46224 | Phone no. 317-241-2999

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

132001 01-23-12 LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2011)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
TO PROVIDE EDUCATIONAL OPPORTUNITIES DESIGNED TO ENABLE YOUNG PEOPLE AND ADULTS TO ENHANCE THEIR SUCCESS IN LIFE AND WORK; TO DEVELOP, OWN, AND OPERATE ONE OR MORE CHARTER SCHOOLS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 10,506,365. including grants of $) (Revenue $ 380,136.)
SEE SCHEDULE O.

4b (Code:) (Expenses $ including grants of $) (Revenue $)

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ 10,506,365.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13	X	
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	20			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	140			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	N/A	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		N/A	8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?		N/A	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		N/A	9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12 N/A	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders N/A	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?		N/A	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI ..... [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year ..... If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	8		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	8		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ IN

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

DANIEL J. RILEY - 317-524-4203

1635 W. MICHIGAN ST., INDIANAPOLIS, IN 46222

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) FRED C. TUCKER, III DIRECTOR	1.00	X						0.	0.	0.
(2) JEFFREY A. HARRISON DIRECTOR	1.00	X						0.	0.	0.
(3) C. PERRY GRIFFITH, JR. CHAIRMAN	1.00	X		X				0.	0.	0.
(4) BRUCE M. JACOBSON DIRECTOR	1.00	X						0.	0.	0.
(5) HOLLY HILL BROOKS SECRETARY	1.00	X		X				0.	0.	0.
(6) JUAN GONZALEZ DIRECTOR	1.00	X						0.	0.	0.
(7) GINA DELSANTO, PH.D. VICE-CHAIR	1.00	X		X				0.	0.	0.
(8) MICHAEL O'CONNOR DIRECTOR	1.00	X						0.	0.	0.
(9) JAMES M. MCCLELLAND PRESIDENT	40.00			X				0.	442,644.	42,420.
(10) DANIEL J. RILEY TREASURER	40.00			X				0.	184,162.	38,445.
(11) SCOTT BESS VICE PRESIDENT	40.00					X		0.	146,679.	12,163.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Sub-total ▶								0.	773,485.	93,028.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	773,485.	93,028.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address NONE	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	225,000.				
	e Government grants (contributions)	1e	10,740,638.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,459,895.				
	g Noncash contributions included in lines 1a-1f: $						
	h **Total.** Add lines 1a-1f ▶			12,425,533.			
Program Service Revenue			Business Code				
	2 a GOV'T CONTRACTS/FEES		611710	332,339.	332,339.		
	b STUDENT FEES		611710	47,797.	47,797.		
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f ▶			380,136.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶						
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6 a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
		(i) Securities	(ii) Other				
	7 a Gross amount from sales of assets other than inventory						
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss) ▶						
	8 a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events ▶						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory ▶						
	Miscellaneous Revenue		Business Code				
	11 a MISCELLANEOUS REVENUE		900099	27,905.			27,905.
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d ▶			27,905.			
	12 **Total revenue.** See instructions. ▶			12,833,574.	380,136.	0.	27,905.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,601,409.	5,115,671.	485,738.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	343,659.	337,455.	6,204.	
9 Other employee benefits	1,120,982.	1,063,957.	57,025.	
10 Payroll taxes	482,133.	448,306.	33,827.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	122,470.		122,470.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	767,294.	670,942.	96,352.	
12 Advertising and promotion	59,917.		59,917.	
13 Office expenses	106,745.		106,745.	
14 Information technology	399,588.	130,209.	269,379.	
15 Royalties				
16 Occupancy	606,747.	606,747.		
17 Travel	58,952.	57,489.	1,463.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	95,870.	95,870.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	587,443.	587,443.		
23 Insurance	21,188.		21,188.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a STUDENT SERVICES	384,012.	384,012.		
b TRANSPORTATION	264,934.	264,934.		
c EDUCATIONAL SERVICES	259,719.	248,359.	11,360.	
d STAFF DEVELOPMENT	234,304.	229,747.	4,557.	
e All other expenses	269,848.	265,224.	4,624.	
25 **Total functional expenses.** Add lines 1 through 24e	11,787,214.	10,506,365.	1,280,849.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		234,817.	1	443,422.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		2,958,119.	4	4,780,075.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		16,733.	9	103,205.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,750,513.			
	b	Less: accumulated depreciation	10b 1,920,464.	582,334.	10c	1,830,049.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		3,792,003.	16	7,156,751.
Liabilities	17	Accounts payable and accrued expenses		139,066.	17	575,626.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		2,058,714.	23	3,820,126.
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		215,916.	25	336,332.
	26	**Total liabilities.** Add lines 17 through 25		2,413,696.	26	4,732,084.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		1,378,307.	27	2,131,830.
	28	Temporarily restricted net assets		0.	28	292,837.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		1,378,307.	33	2,424,667.
	34	Total liabilities and net assets/fund balances		3,792,003.	34	7,156,751.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,833,574.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,787,214.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,046,360.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,378,307.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,424,667.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

Projected Annual & Five-Year Budget

INDIANA NETWORK OF INDEPENDENT SCHOOLS LLC
(INISchools)
5 - YEAR BUDGET

	2013-2014	2014-2015	2015-2016	2016-2017	2017-2018
REVENUE					
Service Fees	3,560,000	3,916,000	4,307,600	4,738,360	5,212,196
EXPENSES					
Wage Expense	1,956,469	2,152,116	2,474,933	2,722,427	2,994,669
Benefits	682,981	751,279	863,971	950,368	1,045,405
Contracted Services - Goodwill	435,000	478,500	550,275	605,303	665,833
Telephone	13,200	14,520	16,698	18,368	20,205
Facilities	6,000	6,600	165,000	165,000	165,000
Professional Development	18,000	19,800	22,770	25,047	27,552
Marketing / Promotion	12,000	13,200	15,180	16,698	18,368
Equipment	10,000	11,000	12,650	13,915	15,307
Supplies	1,200	5,000	5,750	6,325	6,958
Furniture	12,000	13,200	15,180	16,698	18,368
Software Licenses	225,600	75,000	86,250	94,875	104,363
Meeting Expenses	6,000	6,600	7,590	8,349	9,184
Travel Expenses	6,000	6,600	7,590	8,349	9,184
TOTAL EXPENSES	**3,384,450**	**3,553,415**	**4,243,837**	**4,651,721**	**5,100,393**
NET REVENUE LESS EXPENSE	**175,550**	**362,585**	**63,763**	**86,639**	**111,803**

Detailed List of All Debts

INIschools does not have any debt.

Last Three Years of Complete Financial Audits

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC.
AND SUBSIDIARIES
FINANCIAL STATEMENTS
Together with Independent Auditors' Report
DECEMBER 29, 2012

GREENWALT CPAs
We Deliver Peace of Mind

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GREENWALT CPAs

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

We have audited the accompanying consolidated statement of financial position of Goodwill Industries of Central Indiana, Inc. (an Indiana non-profit corporation) and subsidiaries (Goodwill) as of December 29, 2012, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and related notes to the financial statements. The prior year summarized comparative information has been derived from Goodwill's December 31, 2011 financial statements and in our report dated March 13, 2012, we expressed an unmodified opinion on those financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America.

Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Goodwill Industries of Central Indiana, Inc. and subsidiaries as of December 29, 2012 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The schedule of expenditures of federal awards, as required by the *Office of Management and Budget Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations* is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 18, 2013, on our consideration of Goodwill Industries of Central Indiana, Inc. and subsidiaries' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Greenwalt CPAs, Inc.

March 18, 2013

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
DECEMBER 29, 2012 WITH SUMMARIZED COMPARATIVE INFORMATION AS OF DECEMBER 31, 2011

ASSETS	Unrestricted	Temporarily Restricted	Eliminations	Totals December 29, 2012	Totals December 31, 2011
CURRENT ASSETS					
Cash and cash equivalents	$ 2,255,369	$ 21,741	$ -	$ 2,277,110	$ 1,590,091
Trade accounts receivable, net	2,564,228	-	-	2,564,228	3,546,932
Charter school accounts receivable	7,527,329	-	-	7,527,329	4,906,283
Other receivables, net	1,280,055	-	-	1,280,055	1,171,395
Inventories	4,206,173	-	-	4,206,173	3,590,423
Prepayments	805,735	-	-	805,735	1,001,981
Due from other funds	-	15,113	(15,113)	-	-
Total current assets	18,638,889	36,854	(15,113)	18,660,630	15,807,105
LONG-TERM ASSETS					
Land and improvements	11,170,860	-	-	11,170,860	9,950,379
Buildings and improvements	34,821,653	-	-	34,821,653	28,907,061
Equipment	26,970,194	-	-	26,970,194	21,581,437
Projects in progress	716,796	-	-	716,796	3,604,502
	73,679,503	-	-	73,679,503	64,043,379
Accumulated depreciation	(28,015,100)	-	-	(28,015,100)	(23,434,995)
Net property and equipment	45,664,403	-	-	45,664,403	40,608,384
Investments	5,447,284	-	-	5,447,284	7,416,241
Deposits	37,803	-	-	37,803	37,803
Other assets	97,638	-	-	97,638	104,612
Total long-term assets	51,247,128	-	-	51,247,128	48,167,040
	$ 69,886,017	$ 36,854	$ (15,113)	$ 69,907,758	$ 63,974,145
LIABILITIES AND NET ASSETS					
CURRENT LIABILITIES					
Bank line of credit	$ 677,000	$ -	$ -	$ 677,000	$ 214,404
Current portion of bonds, notes and capital leases payable	1,216,859	-	-	1,216,859	1,089,747
Accounts payable	6,587,556	-	-	6,587,556	5,633,624
Accrued liabilities	4,823,550	-	-	4,823,550	4,235,018
Due to other funds	15,113	-	(15,113)	-	-
Total current liabilities	13,320,078	-	(15,113)	13,304,965	11,172,793
LONG-TERM LIABILITIES					
Bonds, notes and capital leases payable	13,280,646	-	-	13,280,646	13,646,091
Other long-term liabilities	884,887	-	-	884,887	1,020,141
Total long-term liabilities	14,165,533	-	-	14,165,533	14,666,232
Total liabilities	27,485,611	-	(15,113)	27,470,498	25,839,025
COMMITMENTS AND CONTINGENCIES (NOTES 8, 11, 12 AND 14)					
NET ASSETS	42,400,406	36,854	-	42,437,260	38,135,120
	$ 69,886,017	$ 36,854	$ (15,113)	$ 69,907,758	$ 63,974,145

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 29, 2012
WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED DECEMBER 31, 2011

			Totals	
	Unrestricted	Temporarily Restricted	December 29, 2012	December 31, 2011
REVENUE				
Sales - donated goods	$ 72,979,946	$ -	$ 72,979,946	$ 68,349,596
Sales - purchased goods	6,802,097	-	6,802,097	6,153,030
Commercial services	13,652,541	-	13,652,541	13,708,122
Workforce services	6,306,813	-	6,306,813	3,682,986
Education services	14,733,386	-	14,733,386	9,756,163
Interest and dividend income	237,093	-	237,093	156,216
Realized gain (loss) on investments	(8,426)	-	(8,426)	9,460
Unrealized gain (loss) on investments	145,494	-	145,494	(69,251)
Net gain (loss) on disposition of property	(537,227)	-	(537,227)	255,833
Gain (loss) on interest rate swap hedge	92,147	-	92,147	(72,498)
Other, net	885,369	-	885,369	552,036
Total revenue	115,289,233	-	115,289,233	102,481,693
SUPPORT				
United Way of Central Indiana, Inc.				
Allocation	352,180	-	352,180	381,655
Annual and capital campaign contributions	24,183	-	24,183	56,032
Other contributions	1,765,814	21,741	1,787,555	2,822,074
Total support	2,142,177	21,741	2,163,918	3,259,761
NET ASSETS RELEASED FROM RESTRICTIONS	689,851	(689,851)	-	-
Total revenue and support	118,121,261	(668,110)	117,453,151	105,741,454
EXPENSES				
Retail and commercial services	78,240,867	-	78,240,867	74,141,866
Workforce services	6,397,895	-	6,397,895	4,004,155
Education services	15,937,542	-	15,937,542	10,720,582
General and administrative	12,122,006	-	12,122,006	9,912,195
Fundraising	452,701	-	452,701	294,223
Total expenses	113,151,011	-	113,151,011	99,073,021
CHANGE IN NET ASSETS	4,970,250	(668,110)	4,302,140	6,668,433
NET ASSETS, BEGINNING OF YEAR	37,430,156	704,964	38,135,120	31,466,687
NET ASSETS, END OF YEAR	$ 42,400,406	$ 36,854	$ 42,437,260	$ 38,135,120

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED DECEMBER 29, 2012

WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED DECEMBER 31, 2011

	Retail and Commercial Services	Workforce Services	Education Services	General and Administrative	Fundraising	Totals December 29, 2012	Totals December 31, 2011
Salaries and wages	$ 31,457,014	$ 4,102,851	$ 7,417,143	$ 6,181,309	$ 320,487	$ 49,478,804	$ 42,192,700
Employee benefits	7,688,601	802,396	2,750,645	1,477,684	63,435	12,782,761	12,622,113
Professional services	3,126,349	310,868	1,203,954	822,814	920	5,464,905	4,445,318
Supplies	4,709,628	377,051	331,376	248,330	4,086	5,670,471	4,854,762
Cost of sales	9,739,274	-	-	-	-	9,739,274	8,140,720
Occupancy	15,393,493	331,398	1,663,199	1,401,584	25,149	18,814,823	17,133,757
Advertising and printing	1,210,702	11,217	16,166	551,305	14,540	1,803,930	1,261,982
Travel and transportation	1,444,709	171,010	457,358	350,572	4,220	2,427,869	1,923,748
Staff development	89,751	56,369	204,796	117,131	4,400	472,447	296,677
Memberships and dues	5,076	6,320	12,174	214,151	1,998	239,719	211,152
Client tuition, training and assistance	-	103,102	34,137	-	1,589	138,828	213,184
Student services	-	-	232,264	-	-	232,264	685,019
Depreciation and amortization	2,882,108	77,567	1,430,435	646,636	5,087	5,041,833	4,342,372
Bad debt expense	89,668	-	25,526	-	-	115,194	170,696
Interest expense	213,732	-	145,701	-	-	359,433	308,870
Other	190,762	47,746	12,668	110,490	6,790	368,456	269,951
	$ 78,240,867	$ 6,397,895	$ 15,937,542	$ 12,122,006	$ 452,701	$ 113,151,011	$ 99,073,021

See accompanying notes to financial statements.

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

	December 29, 2012	December 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 4,302,140	$ 6,668,433
Depreciation and amortization	5,041,833	4,342,372
(Gain) loss on interest rate swap hedge	(92,147)	72,498
Realized (gain) loss on investments	8,426	(9,460)
Unrealized (gain) loss on investments	(145,494)	69,251
Net (gain) loss on disposition of property	537,227	(255,833)
(Increase) decrease in operating assets:		
Trade accounts receivable	982,704	(700,158)
Charter school accounts receivable	(2,621,046)	(2,215,166)
Other receivables	(108,660)	(677,567)
Inventories	(615,750)	379,403
Prepayments	196,246	130,120
Other assets	6,974	6,974
Increase (decrease) in operating liabilities:		
Accounts payable and accrued liabilities	1,542,464	1,427,709
Other long-term liabilities	(43,107)	30,375
Net cash provided by operating activities	8,991,810	9,268,951
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(1,647,132)	(4,805,608)
Proceeds from sales of investments	3,753,157	2,105,169
Proceeds from sales of fixed assets	800	933,535
Capital expenditures	(10,635,879)	(7,841,567)
Net cash used in investing activities	(8,529,054)	(9,608,471)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowing (repayments) on line of credit, net	462,596	(920,875)
Proceeds from bonds and notes payable	851,413	1,761,412
Principal payments on bonds and notes payable	(1,084,034)	(1,253,193)
Principal payments on capital leases payable	(5,712)	(19,301)
Net cash provided by (used in) financing activities	224,263	(431,957)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	687,019	(771,477)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,590,091	2,361,568
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 2,277,110	$ 1,590,091
SUPPLEMENTAL CASH FLOWS INFORMATION		
Cash paid for interest	$ 228,848	$ 253,627

See accompanying notes to financial statements.

1. Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements include the accounts of Goodwill Industries of Central Indiana, Inc. and its subsidiary companies. The term "Goodwill" used herein means Goodwill Industries of Central Indiana, Inc. and its subsidiaries, unless otherwise indicated by the context. All material inter-company accounts and transactions have been eliminated.

Description of Organization

Goodwill Industries of Central Indiana, Inc. ("GICI") and its subsidiaries, GW Commercial Services, Inc. ("GWCS") and Goodwill Education Initiatives, Inc. ("GEI") (collectively referred to as "Goodwill") are Indiana non-profit organizations that offer employment, education and related services to disadvantaged adults and young people throughout central Indiana. Goodwill defines disadvantaged individuals as those with a barrier to employment such as a disability, a criminal history and/or a low education level (less than a high school diploma).

GICI's Retail operation collects donations of used clothing and household items and sells them through a network of 48 thrift stores and 3 warehouse outlet centers. Excess and unsalable donated items are sold through salvage and recycling channels. Unique items, jewelry and books are often sold through e-commerce channels. The Retail operation also accepts and sells donated automobiles, using a third party only for vehicle towing and auction services. The Retail operation employs nearly 1,900 individuals, more than 60% of whom are disabled or disadvantaged. These operations generate revenue and cash flow that fund a large portion of GICI's other mission-related operations and general and administrative expenses.

GICI's Commercial Services ("CS") operation provides a variety of outsource packaging, assembly, and fulfillment services to external customers, employing over 100 disabled and disadvantaged individuals.

GWCS is operated under common management with GICI's Commercial Services operations and provides rehabilitative training and jobs for people who have severe disabilities, primarily through service contracts with various federal governmental entities pursuant to Ability One (formerly known as the Javits-Wagner-O'Day Act of 1971). Ability One requires certain federal governmental entities to purchase selected products and services, via such contracts, from non-profit agencies employing blind or severely disabled individuals. At December 29, 2012, GWCS operated 11 Ability One contracts at government sites in Indianapolis, Indiana, and employed approximately 220 severely disabled individuals.

GICI's Employment Center ("EC") operation provides case management, counseling, training, education, job coaching, job placement, and related supportive services, for disabled, disadvantaged, unemployed and under-employed individuals who wish to find and retain employment and increase their economic self-sufficiency.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

DESCRIPTION OF ORGANIZATION, CONTINUED

GICI's Community and Workplace Initiatives ("CWI") operation manages programs designed to provide holistic whole-family services to Goodwill's low-wage workers and students, as well as to first-time expectant mothers and their families. The CS, EC and CWI segments of GICI are funded by a combination of contracts with external customers, service contracts with federal and state governmental entities, United Way grants, private grants and gifts from individuals and foundations, and subsidies from GICI's Retail operation.

GEI provides educational opportunities designed to enable young people and adults to prepare for more productive lives. GEI operates public charter high schools in central Indiana under the provisions of the Indiana Charter School laws and the chartering authorities of the Mayor of Indianapolis and the Indiana Charter School Board. The following table provides more information regarding GEI's charter schools.

School Name	School Location	Chartering Authority	Number of Years in Operation	Student Enrollment at December 29, 2012
Indianapolis Metropolitan High School	Indianapolis, IN (at GICI headquarters facility)	Mayor of Indianapolis	9	330
The Excel Center for Adult Learners	Four locations in Indianapolis, IN, including one at GICI headquarters facility	Mayor of Indianapolis	2	1288
The Excel Center-Anderson	Anderson, IN	Indiana Charter School Board	1	330

The schools contract with GICI for certain business support services, including marketing, human resources, finance, technology and facilities management. The schools receive the majority of their funding from the Indiana Department of Education. Their revenues are supplemented with funds from the United States Department of Education, private grants, gifts and support from GICI. Indianapolis Metropolitan High School (the Met) primarily serves at-risk students in grades 9-12. The Excel Centers primarily serve adults who previously dropped out of high school and are seeking their high school diplomas rather than a GED.

Goodwill is a member of Goodwill Industries International, Inc. (GII). Goodwill operates autonomously and reports its financial results independent of GII or any other affiliated entity. Goodwill operates in a geographic territory assigned to it by GII encompassing 29 counties in central Indiana.

Goodwill is a member agency of United Way of Central Indiana, Inc. In 2012 and 2011, Goodwill received United Way grants of $352,180 and $381,655, respectively.

1. Summary of Significant Accounting Policies, Continued

Basis of Accounting

The accompanying financial statements were prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of support, revenues and expenses during the reporting period. For annual financial reporting purposes, Goodwill utilizes a 52-week period ending on the Saturday closest to December 31.

Summarized Comparative Information

The financial statements include certain prior year summarized comparative information in total, but not by net asset class and functional expense class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with Goodwill's financial statements for the year ended December 31, 2011, from which the summarized information was derived.

Cash and Cash Equivalents

Goodwill considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Goodwill maintains cash balances at commercial banks. Accounts at the banks are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. At December 29, 2012, Goodwill maintained cash and cash equivalents in excess of the FDIC coverage limits.

Trade and Charter School Accounts Receivable

Trade accounts receivable are unsecured customer obligations generally requiring payment within 30 days of the invoice date. Charter school receivables of GEI are due from Indiana governmental entities over periods of time up to six months from the statement of financial position date.

Accounts receivable are stated at the amount billed to the customer or at amounts determined by public statute. Generally, customer account balances with invoices dated over 30 days are considered delinquent.

Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances that are past due and based on an assessment of current creditworthiness and other factors, estimates the portion, if any, of the balance that will not be collected.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

INVENTORIES

The retail store and e-commerce operations of Goodwill contain donated inventories. These items have little or no economic value to Goodwill when first received and therefore are not recorded at the time of donation. Donated goods are sold through retail store, e-commerce, salvage and recycling sales channels. Costs included in donated goods inventory include those incurred to collect, transport and process donated items to place them for sale in Goodwill's retail stores, e-commerce operations, or to salvage and recycling dealers. Retail store, e-commerce, recycling and salvage sales are reflected in the statement of activities as sales - donated goods. The Retail operations of Goodwill also contain purchased goods inventories, which are stated at the lower of cost or market using the specific identification method.

Goodwill's commercial services operation has purchased inventories generally classified as raw material, work in process and finished goods. These inventories are valued in the financial statements at standard cost. Cost of sales is included in retail and commercial services expenses in the statement of functional expenses.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at historical cost. Donated property is recorded at the estimated fair market value at the date of donation. Depreciation is computed on the straight-line method over estimated useful lives ranging from 10 to 40 years for buildings and building improvements, and from 3 to 10 years for equipment and other capital assets. Material property additions and improvements are capitalized and expenditures for normal maintenance and repairs are expensed as incurred.

Goodwill accumulates certain costs for capital projects until the projects are placed in service, at which time they become depreciable fixed assets. Goodwill's statement of financial position reflected projects in progress totaling $716,796 and $3,604,502 at December 29, 2012 and December 31, 2011, respectively.

OTHER ASSETS

In December 2006, Goodwill issued $12 million of tax-exempt bonds to finance several capital projects and to refinance prior bond debt at a lower interest rate. Transaction costs for the bond issuance totaled $139,483 and are being amortized over the life of the bonds and the supporting letter of credit. Amortization costs are included in interest expense on the statement of functional expenses.

NET ASSETS

Goodwill maintains the following classifications of net assets:

Unrestricted

These include revenue and expenses from the regular operations of Goodwill, which are at the discretion of management and the Board of Directors.

1. Summary of Significant Accounting Policies, Continued

Net Assets, Continued

Temporarily Restricted

These include donations and grant revenues used to meet expenses of current operations in accordance with restrictions specified by the donors or grantors.

Contributions

Contributions are recognized when the donor makes an unconditional promise to give to Goodwill and are recorded at their fair values as revenues and assets in the period received. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Expense Allocation

Expenses have been classified as retail and commercial services, workforce services (including employer services and community and workplace initiatives), education services, general and administrative and fundraising. Goodwill uses actual direct expenditures and cost allocations, based on estimates of time and usage by Goodwill personnel and programs, to classify its expenses.

Advertising

Advertising and printing expenses totaled $1,803,930 in 2012 and $1,261,982 in 2011. Goodwill's policy is to record advertising expenditures in the period in which they are incurred.

Subsequent Events

Subsequent events have been considered through March 18, 2013, which was the date the financial statements were available to be issued. See Note 14.

2. Tax Status

Goodwill and its subsidiaries are Indiana non-profit corporations, exempt from income tax under Section 501(c)(3) of the U.S. Internal Revenue Code. However, if income was generated from certain activities not directly related to Goodwill's tax-exempt purposes, such income would be subject to taxation as unrelated business income. Goodwill and its subsidiaries are not considered private foundations as defined in Section 509(a) of the Internal Revenue Code.

2. TAX STATUS, CONTINUED

Accounting Standards for Income Taxes provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Goodwill regularly evaluates its activities to determine that they are in compliance with its tax-exempt purpose. Currently, Goodwill's management does not believe it is engaged in any activities that would generate unrelated business income or create an uncertain tax position. Goodwill is no longer subject to examination by taxing authorities for years before 2009.

3. TRADE ACCOUNTS RECEIVABLE

Trade accounts receivable are summarized as follows:

	December 29 2012	December 31, 2011
Trade accounts receivable	$ 2,668,183	$ 3,662,146
Less – allowance for uncollectible accounts	(103,955)	(115,214)
Trade accounts receivable, net	$ 2,564,228	$ 3,546,932

4. INVENTORIES

Inventories are summarized as follows:

	December 29 2012	December 31, 2011
Donated goods	$ 3,524,107	$ 2,960,073
Purchased goods	682,066	630,350
	$ 4,206,173	$ 3,590,423

5. INVESTMENTS

Goodwill's investments in equity securities with readily determinable fair values and all investments in debt securities are stated at fair value in the statements of financial position (see Note 13). Realized and unrealized gains and losses are reported in the statement of activities.

Goodwill held the following investment securities at:

	December 29 2012	December 31, 2011
Mutual funds – market value	$ 5,447,284	$ 7,416,241
Mutual funds – cost basis	$ 5,371,378	$ 7,485,828

6. Bonds, Notes and Capital Leases Payable

a. Goodwill has a committed line of credit with a commercial bank, expiring September, 2013. This line of credit provides for maximum borrowings of $4,000,000 and bears interest at the bank's commercial rate less one percent (a total of 2.25% at December 29, 2012). As of December 29, 2012 and December 31, 2011, Goodwill had $303,000 and $214,404, respectively, outstanding on the line of credit. The line of credit includes a non-use fee of 0.15% of the unused balance. In 2012 and 2011, Goodwill paid $5,886 and $5,131 in non-use fees, respectively.

   During 2012, GEI committed to a line of credit with a commercial bank, expiring September, 2013. This line of credit provides for maximum borrowings of $1,500,000 and bears interest at the bank's commercial rate less one percent (a total of 2.25% at December 29, 2012). As of December 29, 2012, GEI had $374,000 outstanding on the line of credit. The line of credit includes a non-use fee of 0.15% of the unused balance. In 2012, GEI paid $173 in non-use fees. The line of credit is guaranteed by Goodwill.

   Consolidated line of credit balances were $677,000 and $214,404 at December 29, 2012 and December 31, 2011, respectively.

b. In 1996, Goodwill issued $8.8 million of tax-exempt long-term bonds. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. During 2012, the interest rate on the bonds ranged from 0.12% to 0.30%. Annually on June 1, Goodwill is required to make principal payments of $440,000, through 2015. In 2011, Goodwill sold a retail store that was originally financed with the 1996 bond issue. As a result, Goodwill repaid an additional $100,000 of bond principal upon closing the sale transaction, which represented the prorated amount of then-outstanding bond debt related to the building that was sold. The outstanding balance of the bonds payable at December 29, 2012 and December 31, 2011 was $870,000 and $1,310,000, respectively.

   Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 1996 tax-exempt bonds. Goodwill paid fees equal to 55 and 50 basis points in 2012 and 2011, respectively, to the bank to maintain the letter of credit. During 2012 and 2011, Goodwill paid $5,892 and $7,350, respectively, which is included in interest expense in the statement of functional expenses.

   Goodwill pays remarketing fees to a third party remarketing agent for the 1996 bonds, equal to 0.125% of the amount of bonds traded each year. Goodwill paid $32 and $157 of remarketing fees in 2012 and 2011, respectively.

c. In December 2006, Goodwill issued $12 million of tax-exempt long-term bonds, the proceeds of which were used to build 2 new retail stores, refinance then-existing debt, and remodel Goodwill's Indianapolis headquarters campus to accommodate new charter high school space and related ancillary facilities. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. In 2012, the interest rate on the bonds ranged from 0.12% to 0.30%. Goodwill is required to make annual principal payments of $600,000, through 2027. The outstanding balance of the bonds payable at December 29, 2012 and December 31, 2011 was $9,000,000 and $9,600,000, respectively.

6. BONDS, NOTES AND CAPITAL LEASES PAYABLE, CONTINUED

Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 2006 tax exempt bonds. Goodwill paid fees equal to 55 and 50 basis points in 2012 and 2011, respectively, to the bank to maintain the letter of credit. Goodwill paid letter of credit fees for the 2006 bonds of $45,528 and $48,862 in 2012 and 2011, respectively, which is included in interest expense on the statement of functional expenses.

Goodwill also pays remarketing fees to a remarketing agent for the 2006 bonds, equal to 0.10% of the amount of bonds outstanding. Goodwill paid $9,056 and $9,654 of remarketing fees in 2012 and 2011, respectively.

d. In 2011 and prior years, GEI borrowed from the Indiana Common School Fund to fund its charter school operations and costs associated with enrollment growth. Loan repayments, including interest, are deducted monthly from state public tuition receipts. The outstanding balance on the loans from the Indiana Common School Fund was $4,627,505 and $3,820,126 at December 29, 2012 and December 31, 2011, respectively. In 2009, the Indiana legislature enacted a moratorium on repayments of Common School Fund loans by charter schools for two years. Accordingly, GEI elected to suspend its loan repayments. Interest on the loans continues to accrue during the moratorium. Details of the borrowings from the Indiana Common School Fund are as follows:

Indianapolis Metropolitan High School

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of December 29, 2012
2004	$453,020	4%	20 years	$362,416
2005	$305,111	4%	20 years	$268,235
2006	$260,253	4%	20 years	$234,228
2010	$381,744	1%	3 years	$318,120

Excel Center

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of December 29, 2012
2010	$898,170	4%	20 years	$875,716
2011	$1,761,412	4%	20 years	$1,717,377
2012	$851,413	4%	20 years	$851,413

e. In prior years, Goodwill entered into capital leases for certain computers and related equipment. The leases had varying expiration dates through 2012. The principal balance of the lease obligations at December 29, 2012 and December 31, 2011 was $0 and $5,712, respectively. The leases included interest at an average annual rate of 7%.

6. Bonds, Notes and Capital Leases Payable, Continued

f. Total interest expense on the line of credit and long-term debt for 2012 and 2011 was $256,007 and $253,627, respectively.

g. Goodwill is party to an interest rate swap in order to manage interest rate risk on a portion of its bond debt, the notional amount of which was $5,427,500 at December 29, 2012. The swap agreement provides for Goodwill to pay a fixed interest rate of 3.85% for ten years in exchange for the underlying floating interest rate. At December 29, 2012 and December 31, 2011, the swap had a negative fair value of $635,029 and $727,176, respectively. The fair value of the swap is included in other long-term liabilities on the statement of financial position, and the change in fair value from 2011 to 2012 is recorded as a loss on interest rate swap hedge on the statement of activities.

h. The aggregate maturities of long-term debt are as follows for the following fiscal years:

2013	$	1,216,859
2014		1,383,717
2015		953,717
2016		826,469
2017		826,469
Thereafter		9,290,274
	$	14,497,505

7. Temporarily Restricted Net Assets

Temporarily restricted net assets are generated primarily through private grants and are available for youth education.

8. Lease Obligations

Goodwill leases 38 retail stores and 6 other buildings used in operations. The lease agreements have terms of up to 15 years from the lease commencement date, and certain leases have one or more renewal options for up to an additional five years per option. Aggregate rental expense for 2012 and 2011, including common area maintenance charges, totaled $8,259,251 and $8,022,936, respectively. Four of Goodwill's retail store leases contain a right of first refusal. This right provides Goodwill an option to purchase the store at fair market value if the landlord has a bona fide offer from a third party. Fair market value is the price offered by a third party in an arms-length transaction. Goodwill's management cannot determine if it would elect to purchase any of the stores for which it has a right of first refusal.

Goodwill leases office equipment, the agreements for which expire in 2014. Rent expense under these leases was $105,552 and $115,628 for 2012 and 2011, respectively.

8. LEASE OBLIGATIONS, CONTINUED

Goodwill leases vehicles, equipment and drivers used in operations. The leases expire in February 2014. Fixed lease costs are $8,305 weekly, and variable costs are $0.1625 per mile driven. Labor rates for drivers vary from $19.90 to $21.61 per straight-time hour. Goodwill's expense under these leases was $1,436,866 and $1,433,644 for 2012 and 2011, respectively.

In 2012, GEI leased five Excel Center sites used in operations. Aggregate rental expense for 2012 was $564,428. In 2011, GEI leased 3 Excel Center Sites. Aggregate rental expense for 2011 totaled $289,845. The lease agreements have terms of up to 10 years from the lease commencement date, and certain leases have one or more renewal options for up to an additional five years per option. GEI leases one location from GICI. The effects of that transaction have been eliminated in consolidation.

Future minimum rental payments required under operating leases that have initial or remaining lease terms as of December 29, 2012 areas follows for the fiscal years ending:

2013	$	8,936,458
2014		8,309,035
2015		7,910,622
2016		7,330,323
2017		5,813,955
Thereafter		14,919,823
	$	53,220,216

9. RETIREMENT PLAN

Goodwill maintains a discretionary thrift plan which allows eligible employees to contribute up to 15% of pre-tax gross income, subject to certain IRS limitations. Goodwill matches 100% of eligible employees' pre-tax contributions up to 3% of gross income, and 50% of the next 3% of gross income. Goodwill may also make additional discretionary contributions to the plan. Employer matching contributions vest after three years or in the event of death or disability. Employer discretionary contributions vest after five years or in the event of death or disability. Goodwill's expense relating to contributions to the thrift plan for 2012 and 2011 was $1,327,820 and $1,167,433, respectively.

10. RELATED PARTY TRANSACTIONS

Goodwill Industries Foundation of Central Indiana, Inc. (the "Foundation") has common management with Goodwill and provides grant support for Goodwill and GEI. The accompanying financial statements of Goodwill have not been consolidated with those of the Foundation due to less than a majority voting interest and lack of controlling financial interest between the two organizations. At December 31, 2012 and 2011, the Foundation had net assets of $24.5 million and $22.0 million, respectively, comprised primarily of equity mutual fund investments, equity hedge funds, and alternative investments consisting of private equity and natural resource funds. For 2012 and 2011, the Foundation granted to Goodwill $895,651 and $1,960,602, respectively, which is included in "support" on the statement of activities. The Foundation also reimburses Goodwill for certain fundraising expenses and pays Goodwill a management fee. This reimbursement and management fee totaled $490,344 and $332,318 for 2012 and 2011,

10. Related Party Transactions, Continued

respectively. Included in other receivables at December 29, 2012 and December 31, 2011 is $306,425 and $807,528, respectively, due from the Foundation for grants receivable from the Foundation, reimbursement of fundraising expenses incurred by Goodwill and expenses of the Foundation paid by Goodwill.

During 2011, GEI entered into operating leases for facilities that house two additional Excel Center locations in Indianapolis. One of the leased facilities is owned by an entity controlled by a GICI board member. The lease for the facility has a 10-year term with a provision that allows early termination if the Excel Center's charter is not renewed when it expires in 2017, and has a rent rate comparable to similar facilities in the same geographic area. The lease became effective January 1, 2012. The board member recused himself from all board of directors' discussion and voting related to the lease transaction.

11. Future Grant Audits

Under the terms of federal grants awarded to Goodwill, periodic audits are required and certain costs may be challenged as to allowability under the terms of the grants. Such audits could lead to reimbursement to the grantor. Management believes the likelihood that material costs incurred by Goodwill will be disallowed is remote.

12. Self Insurance

Goodwill self insures for employee and dependent medical benefits up to a per-individual annual maximum of $100,000, and an aggregate maximum of approximately $6.6 million. Goodwill purchases reinsurance which pays individual claims that exceed $100,000 per year, up to a per-individual maximum of $2 million, and up to $1 million beyond the aggregate self-insured maximum. The reinsurer reviews claims annually and upon renewal of the reinsurance policy each year may establish higher specific maximums on selected individuals with high claims risks. Goodwill purchases claims administration services from a third party administrator. Self insured medical expenses and related administrative costs were $5,763,444 and $6,198,517 for 2012 and 2011, respectively. Goodwill maintains an estimated liability for incurred but not reported medical claims based on average claim costs and claims processing lag times. At December 29, 2012 and December 31, 2011, the estimated liability was $1,030,772 and $1,113,432, respectively, and is included in accrued liabilities in the statement of financial position.

13. FAIR VALUE MEASUREMENTS

Accounting Standards for Fair Value Measurement define fair value as the price that would be received for an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. Those standards also establish a three-level fair value hierarchy for disclosure that prioritizes valuations based on whether the significant inputs used to estimate fair value are observable, giving highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to valuations primarily based on unobservable inputs (level 3 measurements). Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Fair values measured on a recurring basis at December 29, 2012 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 5,447,284	$ 5,447,284	$ -	$ -
Interest rate swap	$ (635,029)	$ -	$ (635,029)	$ -

Fair values measured on a recurring basis at December 31, 2011 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 7,416,241	$ 7,416,241	$ -	$ -
Interest rate swap	$ (727,176)	$ -	$ (727,176)	$ -

Fair values for investments are determined by reference to readily available quoted market prices and other relevant information generated by market transactions. Fair value for the interest rate swap is determined by the prevailing one-month LIBOR rate at the valuation date.

14. Subsequent Events

In 2012, GEI was awarded a block of six charters from the Indiana Charter School Board under which it will open Excel Centers in central Indiana communities within GICI's 29-county geographic territory. GEI intends to open at least two Excel Centers under the new charters by August 2013, and is currently in final negotiations for leased space in those communities.

In January 2013, GEI was awarded a new charter from the Indianapolis Mayor's Office to open an Excel Center on the northwest side of Indianapolis. GEI is currently in lease negotiations for the new Indianapolis Excel Center location and intends to open this new Excel Center in August, 2013.

Each of the new Excel Centers will have an enrollment approximating 300 students, and each will require a working capital investment approximating $750,000. GEI intends to fund the working capital investments from its line of credit (see Note 6), internal cash flow, and startup grants available from the Indiana Department of Education.

In January 2013, GEI formed three wholly-owned subsidiary limited liability companies. Indianapolis Metropolitan High School, LLC, was formed to hold the charter for the Met, and to provide a more focused level of governance for the Met and its operations. The Excel Centers, LLC was formed for the same purposes for GEI's existing and future Excel Centers. Indiana Network of Independent Schools, LLC, was formed for the purposes of establishing an entity that will provide certain administrative services to GEI's schools as well as other Indiana charter and other independent schools. Services will include financial administration, student data analysis and reporting, and curriculum consulting. For tax purposes, the LLC's are considered disregarded entities.

Subsequent to December 29, 2012, Goodwill relocated a retail store in Indianapolis under a 10-year fixed operating lease. The lease payments commence in 2013, and are included in the future minimum lease obligations table in Note 8. The capital costs to equip the store for opening were included on the statement of financial position at December 29, 2012 as Projects in Progress.

Subsequent to December 29, 2012, Goodwill entered into a purchase agreement to acquire land on which it will relocate one of its Indianapolis retail stores. The contemplated purchase price for the land is $500,000. Goodwill expects to close on the purchase upon completion of all due diligence requirements in April, 2013. Estimated construction costs for the relocated store are approximately $1.6 million. Goodwill's intent is to own the relocated retail store and sell its current store after relocating to the new site.

Prior to December 29, 2012, Goodwill entered into two 10-year operating lease agreements for new retail stores. The lease payments for both new stores commence in 2013, and are included in the future minimum lease obligations table in Note 8.

Management intends to finance these projects through a combination of internal cash flow and temporary borrowings on the line of credit.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

SCHEULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED DECEMBER 29, 2012

FEDERAL GRANTOR/PASS-THROUGH GRANTOR/PROGRAM TITLE	Federal CFDA Number	Agency or Pass-Through Number	Federal Expenditures
U.S. DEPARTMENT OF LABOR			
Indianapolis Private Industry Council			
Jobs for America's Graduates (JAG) Program	17.259	S0704-WI-11/12-Y	$ 407,117
		S0704-JWI-11/12-Y	29,250
			436,367
Goodwill Industries International			
Senior Community Service Employment Program	17.235	SCSEP-PY 11/12 Subgrant	2,341,036
U.S. DEPARTMENT OF EDUCATION			
Indiana Department of Education			
21st Century Learning Center Grant	84.287C	A58-0-10DL-056	113,775
U.S. DEPARTMENT OF HEALTH AND HUMAN SERVICES			
Indiana Department of Health			
Affordable Care Act - Maternal, Infant and Early Childhood Home Visiting Program	93.505	A70-2-069483	1,461,561
		A70-2-069482	327,372
		A70-1-069484	209,768
		A70-3-069633	58,083
		A70-3-069634	649,450
			2,706,234
Total expenditures of federal awards			$ 5,597,412

NOTE TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

1. BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes federal grant activity of Goodwill Industries of Central Indiana, Inc. and subsidiaries and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in preparation of, the basic consolidated financial statements.

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

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Goodwill Industries of Central Indiana, Inc. and subsidiaries (Goodwill), which comprise the consolidated statement of financial position as of December 29, 2012 and the related consolidated financial statements of activities, functional expenses and cash flows for the year ended, and the related notes to financial statements and have issued our report thereon dated March 18, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Goodwill's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Goodwill's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of Goodwill's internal control over financial reporting.

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

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

Compliance and Other Matters

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

Purpose of this Report

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

Greenwalt CPAs, Inc.

March 18, 2013

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Report on Compliance For Each Major Federal Program And Report on Internal Control Over Compliance

Independent Auditors' Report

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

Report on Compliance for Each Major Federal Program

We have audited Goodwill Industries of Central Indiana, Inc. and subsidiaries' (Goodwill) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on Goodwill's major federal program for the year ended December 29, 2012. Goodwill's major federal program is identified in the summary of audit results section of the accompanying schedule of findings and questioned costs.

Goodwill's basic financial statements include the operations of Goodwill Education Initiatives, Inc. (GEI) which received $2,635,383 in federal awards which is not included in the schedule of expenditures of federal awards during the year ended December 29, 2012. Our audit, described below, did not include the operations of GEI because the entity's June 30 financial statements are audited at the Charter School level in accordance with *Government Auditing Standards* and OMB Circular A-133.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for Goodwill's major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Goodwill's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for Goodwill's major federal program. However, our audit does not provide a legal determination on Goodwill's compliance.

Opinion on Each Major Federal Program

In our opinion, Goodwill complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended December 29, 2012.

Other Matters

The results of our auditing procedures disclosed an instance of noncompliance, which is required to be reported in accordance with OMB Circular A-133 and which is described in the accompanying schedule of findings and questioned costs as item 2012-01. Our opinion on the major federal program is not modified with respect to this matter.

Goodwill's response to the noncompliance finding identified in our audit is described in the accompanying schedule of findings and questioned costs. Goodwill's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

Report on Internal Control Over Compliance

The management of Goodwill is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Goodwill's internal control over compliance with the types of compliance requirements that could have a direct and material effect on its major federal program in order to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for its major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Goodwill's internal control over compliance.

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

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, we identified a deficiency in internal control over compliance that we consider to be a significant deficiency as described in the accompanying schedule of findings and questioned costs as item 2012-01.

Goodwill's response to the internal control over compliance finding identified in our audit is described in the accompanying schedule of findings and questioned costs. Goodwill's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

Greenwalt CPAs, Inc.

March 18, 2013

A. SUMMARY OF AUDIT RESULTS

1. Type of auditors' report issued: Unmodified

2. Internal control over financial reporting:
   Material weakness(es) identified? _____yes ___x___no
   Significant deficiency(ies) identified? _____yes ___x___none reported

3. Noncompliance material to financial statements noted? _____yes ___x___no

4. Internal control over major programs:
   Material weakness(es) identified? _____yes ___x___no
   Significant deficiency(ies) identified? ___x___yes _____none reported

5. Type of auditors' report issued on compliance for major programs: Unmodified

6. Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133? ___x___yes _____no

7. Identification of major program:

CFDA Number	Name of Federal Program or Cluster
93.505	Affordable Care Act - Maternal, Infant and Early Childhood Home Visiting Program

8. Dollar threshold used to distinguish between type A and type B programs: $ 300,000

9. Auditee qualified as low-risk auditee? ___x___yes _____no

B. FINDINGS - FINANCIAL STATEMENT AUDIT

None

C. FINDINGS AND QUESTIONED COSTS - MAJOR FEDERAL AWARD PROGRAM AUDIT

Significant Deficiency

2012-01 U.S. Department of Health and Human Services, 93.505, Affordable Care Act – Maternal, Infant and **Early Childhood Home Visiting Program**

Condition: Goodwill billed the State of Indiana monthly based upon the deliverables schedule within each grant agreement. While each contract has a start date of 9/30/11, Goodwill did not receive signed contracts from the State until the end of January 2012. Because of the delay in receiving the contracts, Goodwill activities and related costs were not consistent with the deliverables schedule within the grant agreement. Goodwill management noted that the State had verbally requested that Goodwill bill in accordance with the schedule provided in the contract. This verbal request was inconsistent with the contract, which states "the Contractor will be paid monthly in arrears."

Criteria: 2 CFR Part 215.22(2) Cash advances to a recipient organization shall be limited to minimum amounts needed and be timed to be in accordance with actual immediate cash requirements of the recipient organization in carrying out the purpose of the approved program or project. Under the Cash Management Improvement Act 31CFR205, it is expected that federal funds will be expended within three days of receipt.

Cause: Goodwill relied on verbal instruction from the State, rather than following Federal Cash Management requirements.

Effect: At times during the contract period in 2012 and at 12/29/12, Goodwill billed the State more than they actually incurred under the contracts in the total cumulative amount of $97,904.

Questioned costs: None.

Recommendation: Goodwill should consider establishing a billing policy related to federal contracts that is consistent with Federal Cash Management guidelines. Instructions received from pass-through entities that are inconsistent with these guidelines should be questioned and should be requested in writing as an amendment to the related grant contract.

Managements Response: We agree with the description of the circumstances described above. Due to the contract delays that were completely outside Goodwill's control, the subject programs started more slowly than expected. As we are a subcontractor to the State of Indiana, we complied with their request to bill them ratably through the end of the stated contract period rather than on the prescribed cost reimbursement basis. We did so in good faith. Since that time, the State of Indiana has amended the subject program contracts such that the spend-down period will be 24 months while the contracts will continue to have a 12-month duration. Goodwill will invoice on a cost-reimbursement basis, in accordance with the revised written contracts. Goodwill also wishes to clarify that to the extent surplus funds were received based on the monthly ratable billing described above, the surplus amounts were recorded as deferred revenue when received, and matched to qualifying expenses as those expenses were properly incurred according to the respective contractual agreements. On an inception-to-date basis, the subject contracts are recorded on a cost-reimbursement basis.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

FINANCIAL STATEMENTS

Together with Independent Auditors' Report

DECEMBER 31, 2011

GREENWALT CPAs

We Deliver Peace of Mind

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

We have audited the accompanying consolidated statement of financial position of Goodwill Industries of Central Indiana, Inc. (an Indiana non-profit corporation) and subsidiaries (Goodwill) as of December 31, 2011, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of Goodwill's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from Goodwill's January 1, 2011 financial statements and in our report dated March 9, 2011, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States and *Guidelines for Examination of Entities Receiving Financial Assistance from Governmental Sources* established by the Indiana State Board of Accounts. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Goodwill Industries of Central Indiana, Inc. and subsidiaries as of December 31, 2011 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 13, 2012, on our consideration of Goodwill Industries of Central Indiana, Inc. and subsidiaries' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Our audit of the financial statements of Goodwill Industries of Central Indiana, Inc. and subsidiaries was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain other procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated, in all material respects, in relation to the financial statements as a whole.

Greenwalt CPAs, Inc.

March 13, 2012

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2011 WITH SUMMARIZED COMPARATIVE INFORMATION AS OF JANUARY 1, 2011

ASSETS	Unrestricted	Temporarily Restricted	Eliminations	Totals December 31, 2011	Totals January 1, 2011
CURRENT ASSETS					
Cash and cash equivalents	$ 901,921	$ 688,170	$ -	$ 1,590,091	$ 2,361,568
Trade accounts receivable, net	3,546,932	-	-	3,546,932	2,846,774
Charter school accounts receivable	4,906,283	-	-	4,906,283	2,691,117
Other receivables, net	1,171,395	-	-	1,171,395	493,828
Inventories	3,590,423	-	-	3,590,423	3,969,826
Prepayments	1,001,981	-	-	1,001,981	1,132,101
Due from other funds	-	16,794	(16,794)	-	-
Total current assets	15,118,935	704,964	(16,794)	15,807,105	13,495,214
LONG-TERM ASSETS					
Land and improvements	9,950,379	-	-	9,950,379	10,365,542
Buildings and improvements	28,907,061	-	-	28,907,061	28,658,747
Equipment	21,581,437	-	-	21,581,437	18,481,982
Projects in progress	3,604,502	-	-	3,604,502	254,934
	64,043,379	-	-	64,043,379	57,761,205
Accumulated depreciation	(23,434,995)	-	-	(23,434,995)	(19,901,816)
Net property and equipment	40,608,384	-	-	40,608,384	37,859,389
Investments	7,416,241	-	-	7,416,241	4,775,593
Deposits	37,803	-	-	37,803	37,803
Other assets	104,612	-	-	104,612	111,586
Total long-term assets	48,167,040	-	-	48,167,040	42,784,371
	$ 63,285,975	$ 704,964	$ (16,794)	$ 63,974,145	$ 56,279,585
LIABILITIES AND NET ASSETS					
CURRENT LIABILITIES					
Bank line of credit	$ 214,404	$ -	$ -	$ 214,404	$ 1,135,279
Current portion of bonds, notes and capital leases payable	1,089,747	-	-	1,089,747	1,271,233
Accounts payable	5,633,624	-	-	5,633,624	4,012,852
Accrued liabilities	4,235,018	-	-	4,235,018	4,428,081
Due to other funds	16,794	-	(16,794)	-	-
Total current liabilities	11,189,587	-	(16,794)	11,172,793	10,847,445
LONG-TERM LIABILITIES					
Bonds, notes and capital leases payable	13,646,091	-	-	13,646,091	12,975,687
Other long-term liabilities	1,020,141	-	-	1,020,141	989,766
Total long-term liabilities	14,666,232	-	-	14,666,232	13,965,453
Total liabilities	25,855,819	-	(16,794)	25,839,025	24,812,898
COMMITMENTS AND CONTINGENCIES (NOTES 8, 11, 12 AND 14)					
NET ASSETS	37,430,156	704,964	-	38,135,120	31,466,687
	$ 63,285,975	$ 704,964	$ (16,794)	$ 63,974,145	$ 56,279,585

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2011
WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED JANUARY 1, 2011

			Totals	
	Unrestricted	Temporarily Restricted	December 31, 2011	January 1, 2011
REVENUE				
Sales - donated goods	$ 68,349,596	$ -	$ 68,349,596	$ 57,543,204
Sales - purchased goods	6,153,030	-	6,153,030	5,460,785
Commercial services	13,708,122	-	13,708,122	14,182,639
Workforce services	3,682,986	-	3,682,986	4,985,010
Education services	9,756,163	-	9,756,163	5,019,613
Interest and dividend income	156,216	-	156,216	186,660
Realized gain on investments	9,460	-	9,460	4,321
Unrealized gain (loss) on investments	(69,251)	-	(69,251)	6,803
Net gain on disposition of property	255,833	-	255,833	271,058
Loss on interest rate swap hedge	(72,498)	-	(72,498)	(90,888)
Other, net	552,036	-	552,036	547,477
Total revenue	102,481,693	-	102,481,693	88,116,682
SUPPORT				
United Way of Central Indiana, Inc.				
Allocation	381,655	-	381,655	383,686
Technology grant	-	-	-	25,000
Annual and capital campaign contributions	56,032	-	56,032	30,268
Other contributions	2,133,904	688,170	2,822,074	506,399
Total support	2,571,591	688,170	3,259,761	945,353
NET ASSETS RELEASED FROM RESTRICTIONS	5,849	(5,849)	-	-
Total revenue and support	105,059,133	682,321	105,741,454	89,062,035
EXPENSES				
Retail and commercial services	74,141,866	-	74,141,866	64,375,782
Workforce services	4,004,155	-	4,004,155	5,301,972
Education services	10,720,582	-	10,720,582	7,324,258
General and administrative	9,912,195	-	9,912,195	8,943,444
Fundraising	294,223	-	294,223	288,323
Total expenses	99,073,021	-	99,073,021	86,233,779
CHANGE IN NET ASSETS	5,986,112	682,321	6,668,433	2,828,256
NET ASSETS, BEGINNING OF YEAR	31,444,044	22,643	31,466,687	28,638,431
NET ASSETS, END OF YEAR	$ 37,430,156	$ 704,964	$ 38,135,120	$ 31,466,687

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2011
WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED JANUARY 1, 2011

	Retail and Commercial Services	Workforce Services	Education Services	General & Administrative	Fundraising	Totals December 31, 2011	Totals January 1, 2011
Salaries and wages	$ 29,601,307	$ 2,848,647	$ 4,936,245	$ 4,628,572	$ 177,929	$ 42,192,700	$ 37,005,438
Employee benefits	8,858,161	533,484	1,751,668	1,434,517	44,283	12,622,113	11,429,082
Professional services	2,816,069	95,139	782,325	742,170	9,615	4,445,318	3,066,837
Supplies	4,294,716	49,890	233,153	272,455	4,548	4,854,762	3,336,529
Cost of sales	8,140,720	-	-	-	-	8,140,720	6,455,754
Occupancy	14,873,691	105,189	883,378	1,248,638	22,861	17,133,757	15,744,340
Advertising and printing	870,765	8,614	39,581	327,445	15,577	1,261,982	1,291,468
Travel and transportation	1,379,616	62,088	230,078	250,596	1,370	1,923,748	1,596,524
Staff development	57,726	19,963	101,307	112,700	4,981	296,677	231,585
Memberships and dues	6,828	5,905	16,357	181,052	1,010	211,152	216,460
Client tuition, training and assistance	-	173,957	34,553	-	4,674	213,184	366,383
Student services	-	-	685,019	-	-	685,019	553,787
Depreciation and amortization	2,692,275	69,392	937,837	639,125	3,743	4,342,372	4,116,784
Bad debt expense	152,298	5,398	13,000	-	-	170,696	103,880
Interest expense	250,263	-	58,607	-	-	308,870	459,671
Other	147,431	26,489	17,474	74,925	3,632	269,951	259,257
	$ 74,141,866	$ 4,004,155	$ 10,720,582	$ 9,912,195	$ 294,223	$ 99,073,021	$ 86,233,779

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND JANUARY 1, 2011

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

	December 31, 2011	January 1, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 6,668,433	$ 2,828,256
Depreciation and amortization	4,342,372	4,116,784
Loss on interest rate swap hedge	72,498	90,888
Realized gain on investments	(9,460)	(4,321)
Unrealized (gain) loss on investments	69,251	(6,803)
Net gain on disposition of property	(255,833)	(271,058)
(Increase) decrease in operating assets:		
Trade accounts receivable	(700,158)	(13,740)
Charter school accounts receivable	(2,215,166)	(1,259,514)
Other receivables	(677,567)	1,310,098
Inventories	379,403	(1,907,286)
Prepayments	130,120	(503,972)
Deposits	-	48,262
Other assets	6,974	6,974
Increase (decrease) in operating liabilities:		
Accounts payable and accrued liabilities	1,427,709	2,904,261
Other long-term liabilities	30,375	(44,092)
Net cash provided by operating activities	9,268,951	7,294,737
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(4,805,608)	(1,993,098)
Proceeds from sales of investments	2,105,169	900,026
Proceeds from sales of fixed assets	933,535	1,028,750
Proceeds from note receivable	-	3,803
Capital expenditures	(7,841,567)	(4,437,355)
Net cash used in investing activities	(9,608,471)	(4,497,874)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments on line of credit, net	(920,875)	(958,231)
Proceeds from bonds and notes payable	1,761,412	1,279,914
Principal payments on bonds and notes payable	(1,253,193)	(1,493,330)
Principal payments on capital leases payable	(19,301)	(78,596)
Net cash used in financing activities	(431,957)	(1,250,243)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(771,477)	1,546,620
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	2,361,568	814,948
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 1,590,091	$ 2,361,568
SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Sale of fixed asset under note receivable	-	24,000
Purchase of software under note payable	-	(35,445)
SUPPLEMENTAL CASH FLOWS INFORMATION		
Cash paid for interest	$ 253,627	$ 404,903

See accompanying notes to financial statements.

1. Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements include the accounts of Goodwill Industries of Central Indiana, Inc. and its subsidiary companies. The term "Goodwill" used herein means Goodwill Industries of Central Indiana, Inc. and its subsidiaries, unless otherwise indicated by the context. All material inter-company accounts and transactions have been eliminated.

Description of Organization

Goodwill Industries of Central Indiana, Inc. ("GICI") and its subsidiaries, GW Commercial Services, Inc. ("GWCS") and Goodwill Education Initiatives, Inc. ("GEI") (collectively referred to as "Goodwill") are Indiana non-profit organizations that offer employment, education and related services to disadvantaged adults and young people throughout central Indiana. Goodwill defines disadvantaged individuals as those with a barrier to employment such as a disability, a criminal history and/or a low education level (less than a high school diploma).

GICI's Retail operation collects donations of used clothing and household items and sells them through a network of 47 thrift stores and 3 warehouse outlet centers. Excess and unsalable donated items are sold through salvage and recycling channels. Unique items and books are often sold through e-commerce channels. The Retail operation also accepts and sells donated automobiles, using a third party only for vehicle towing and auction services. The Retail operation employs over 1,800 individuals, more than 60% of whom are disabled or disadvantaged. These operations generate revenue and cash flow that fund a large portion of GICI's other mission-related operations and general and administrative expenses. As part of its overall strategic planning efforts, Goodwill's Retail operation has added 17 new stores in the last five years, and plans to add at least 4 more in 2012. The stores support Goodwill's strategic mission expansion activities within its Retail operations and in its workforce services (WFS) and education-related efforts.

GICI's Commercial Services ("CS") operation provides a variety of outsource packaging, assembly, and fulfillment services to external customers, employing over 100 disabled and disadvantaged individuals.

GWCS is operated under common management with GICI's Commercial Services operations and provides rehabilitative training an jobs for people who have severe disabilities, primarily through service contracts with various federal governmental entities pursuant to Ability One (formerly knows as the Javits-Wagner-O'Day Act of 1971). Ability One requires certain federal governmental entities to purchase selected products and services, via such contracts, from non-profit agencies employing blind or severely disabled individuals. At December 31, 2011, GWCS operated 11 Ability One contracts at government sites in Indianapolis, Indiana, and employed approximately 210 severely disabled individuals.

GICI's Employment Services ("ES") operation provides case management, counseling, training, education, job coaching, job placement, and related supportive services, for disabled, disadvantaged, unemployed and under-employed individuals who wish to find and retain employment and increase their economic self-sufficiency.

1. Summary of Significant Accounting Policies, Continued

GICI's Community and Workplace Initiatives ("CWI") operation manages programs designed to provide holistic whole-family services to Goodwill's low-wage workers and students, as well as to first-time expectant mothers. The CS, WFS and CWI segments of GICI are funded by a combination of contracts with external customers, service contracts with federal and state governmental entities, United Way grants, private grants and gifts from individuals and foundations, and subsidies from GICI's Retail operation.

Description of Organization, Continued

GEI provides educational opportunities designed to enable young people and adults to prepare for more productive lives. GEI operates two public charter high schools (Indianapolis Metropolitan High School and The Excel Centers) in Indianapolis, Indiana, under the provisions of the Indiana Charter School laws and the chartering authority of the Mayor of Indianapolis. Indianapolis Metropolitan High School occupies space at Goodwill's Indianapolis headquarters building and contracts with GICI for certain business support services. The Excel Centers operate in two leased facilities in Indianapolis, as well as at GICI's headquarters building. Both schools receive the majority of their funding from the Indiana Department of Education. Their revenues are supplemented with funds from the United States Department of Education, private grants, and gifts. Indianapolis Metropolitan High School is in its eighth year of operation and student enrollment at December 31, 2011 approximated 430 students. The Excel Centers are in their second year of operation with an enrollment of approximately 810 adults who previously dropped out of high school and are seeking their high school diplomas rather than a GED. The boards of directors of GICI and GEI previously approved a plan to construct additional school space and ancillary facilities at Goodwill's Indianapolis headquarters. This project has a total estimated cost of $9 million and is comprised of three phases. The first and second phases included the completion of additional classroom space, school administrative space, and a dedicated science and wellness facility. The first and second phases of the project are complete and were funded primarily by the proceeds of Goodwill's 2006 bond issuance (see Note 6) and a private grant. The third phase includes construction of a gymnasium and will be funded with a combination of internal funds, borrowing, and fundraising proceeds. Construction of phase three will be completed in the first quarter of 2012.

Goodwill is a member of Goodwill Industries International, Inc. (GII). Goodwill operates autonomously and reports its financial results independent of GII or any other affiliated entity. Goodwill operates in a geographic territory assigned to it by GII encompassing 29 counties in central Indiana.

Goodwill is a member agency of United Way of Central Indiana, Inc. For the years ended December 31, 2011 and January 1, 2011, Goodwill received United Way grants of $381,655 and $408,686, respectively. The grant amount for the year ended January 1, 2011 included a technology implementation grant of $25,000.

Basis of Accounting

The accompanying financial statements were prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of support, revenues and expenses during the reporting period. For annual financial reporting purposes, Goodwill utilizes a 52-week period ending on the Saturday closest to December 31.

1. Summary of Significant Accounting Policies, Continued

Summarized Comparative Information

The financial statements include certain prior year summarized comparative information in total, but not by net asset class and functional expense class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with Goodwill's financial statements for the year ended January 1, 2011, from which the summarized information was derived.

Cash and Cash Equivalents

Goodwill considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Goodwill maintains cash balances at commercial banks. Accounts at the banks are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. From time to time during the year and at December 31, 2011, Goodwill maintained cash and cash equivalents in excess of the FDIC coverage limits.

Trade and Charter School Accounts Receivable

Trade accounts receivable are unsecured customer obligations generally requiring payment within 30 days of the invoice date. Charter school receivables of GEI are due from Indiana governmental entities over periods of time up to six months from the statement of financial position date.

Accounts receivable are stated at the amount billed to the customer or at amounts determined by public statute. Generally, customer account balances with invoices dated over 30 days are considered delinquent.

Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances that are past due and based on an assessment of current creditworthiness and other factors, estimates the portion, if any, of the balance that will not be collected.

Inventories

The retail store and e-commerce operations of Goodwill contain donated inventories. When received, donated items have little or no economic value to Goodwill and therefore are not recorded at the time of donation. Donated goods are sold through retail store, e-commerce, salvage and recycling sales channels. Costs included in donated goods inventory include those incurred to collect, transport and process donated items to place them for sale in Goodwill's retail stores, e-commerce operations, or to salvage and recycling dealers. Retail store, e-commerce, recycling and salvage sales are reflected in the statement of activities as sales - donated goods. The Retail operations of Goodwill also contain purchased goods inventories, which are stated at the lower of cost or market using the specific identification method.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

INVENTORIES, CONTINUED

Goodwill's commercial services operation has purchased inventories generally classified as raw material, work in process and finished goods. These inventories are valued in the financial statements at standard cost. Cost of sales is included in retail and commercial services expenses in the statement of functional expenses.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at historical cost. Donated property is recorded at the fair market value at the date of donation. Depreciation is computed on the straight-line method over estimated useful lives ranging from 10 to 40 years for buildings and building improvements, and from 3 to 10 years for equipment. Property additions and improvements are capitalized and expenditures for normal maintenance and repairs are expensed as incurred.

Goodwill accumulates certain costs for capital projects until the projects are placed in service, at which time they become depreciable fixed assets. Goodwill's statement of financial position reflected construction projects in progress totaling $3,604,502 and $254,934 at December 31, 2011 and January 1, 2011, respectively.

OTHER ASSETS

In December 2006, Goodwill issued $12 million of tax-exempt bonds to finance several capital projects and to refinance prior bond debt at a lower interest rate. Transaction costs for the bond issuance totaled $139,483 and are being amortized over the life of the bonds and the supporting letter of credit. Amortization costs are included in interest expense on the statement of functional expenses.

NET ASSETS

Goodwill maintains the following classifications of net assets:

Unrestricted

These include revenue and expenses from the regular operations of Goodwill, which are at the discretion of management and the Board of Directors.

Temporarily Restricted

These include donations and grant revenues used to meet expenses of current operations in accordance with restrictions specified by the donors or grantors. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

1. Summary of Significant Accounting Policies, Continued

Contributions

Contributions are recognized when the donor makes an unconditional promise to give to Goodwill and are recorded at their fair values as revenues and assets in the period received. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Expense Allocation

Expenses have been classified as retail and commercial services, workforce services (including employer services and community and workplace initiatives), education services, general and administrative and fundraising. Goodwill uses actual direct expenditures and cost allocations, based on estimates of time and usage by Goodwill personnel and programs, to classify its expenses.

Advertising

Advertising and printing expenses totaled $1,261,982 in 2011 and $1,291,468 in 2010. Goodwill's policy is to record advertising expenditures in the period in which they are incurred.

Subsequent Events

Subsequent events have been considered through March 13, 2012, which was the date the financial statements were available to be issued. See Note 14.

2. Tax Status

Goodwill and its subsidiaries are Indiana non-profit corporations, exempt from income tax under Section 501(c)(3) of the U.S. Internal Revenue Code. However, if income was generated from certain activities not directly related to Goodwill's tax-exempt purposes, such income would be subject to taxation as unrelated business income. Goodwill and its subsidiaries are not considered private foundations as defined in Section 509(a) of the Internal Revenue Code.

Accounting Standards for Income Taxes provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Goodwill regularly evaluates its activities to determine that they are in compliance with its tax-exempt purpose. Currently, Goodwill's management does not believe it is engaged in any activities that would generate unrelated business income or create an uncertain tax position. Goodwill is no longer subject to examination by taxing authorities for years before 2008.

3. TRADE ACCOUNTS RECEIVABLE

Trade accounts receivable are summarized as follows:

	December 31, 2011	January 1, 2011
Trade accounts receivable	$ 3,662,146	$ 2,930,695
Less – allowance for uncollectible accounts	(115,214)	(83,921)
Trade accounts receivable, net	$ 3,546,932	$ 2,846,774

4. INVENTORIES

Inventories are summarized as follows:

	December 31, 2011	January 1, 2011
Donated goods	$ 2,960,073	$ 3,209,763
Purchased goods	630,350	760,063
	$ 3,590,423	$ 3,969,826

5. INVESTMENTS

Goodwill's investments in equity securities with readily determinable fair values and all investments in debt securities are stated at fair value in the statements of financial position (see Note 13). Realized and unrealized gains and losses are reported in the statement of activities.

Goodwill held the following investment securities at:

	December 31, 2011	January 1, 2011
Mutual funds – market value	$ 7,416,241	$ 4,775,593
Mutual funds – cost basis	$ 7,485,828	$ 4,775,929

6. BONDS, NOTES AND CAPITAL LEASES PAYABLE

a. Goodwill has a committed line of credit with a commercial bank, expiring September, 2013. This line of credit provides for maximum borrowings of $4,000,000 and bears interest at the bank's commercial rate less one percent (a total of 2.25% at December 31, 2011). As of December 31, 2011 and January 1, 2011, Goodwill had $214,404 and $1,135,279, respectively, outstanding on the line of credit. The line of credit includes a non-use fee of 0.15% on the unused balance. In 2011 and 2010, Goodwill paid $5,131 and $3,056 in non-use fees.

6. BONDS, NOTES AND CAPITAL LEASES PAYABLE, CONTINUED

b. In 1996, Goodwill issued $8.8 million of tax-exempt long-term bonds. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. During 2011, the interest rate on the bonds ranged from 0.14% to 0.36%. Annually on June 1, Goodwill is required to make principal payments of $440,000, through 2015. In 2011, Goodwill sold a retail store that was originally financed with the 1996 bond issue. As a result, Goodwill repaid an additional $100,000 of bond principal upon closing the sale transaction, which represented the prorated amount of then-outstanding bond debt related to the building that was sold. The outstanding balance of the bonds payable at December 31, 2011 and January 1, 2011 was $1,310,000 and $1,850,000, respectively.

Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 1996 tax-exempt bonds. Goodwill pays a fee equal to 50 basis points to the bank to maintain the letter of credit. During the fiscal years ended December 31, 2011 and January 1, 2011, Goodwill paid $7,350 and $11,572, respectively, to maintain the letter of credit, which is included in interest expense in the statement of functional expenses.

Goodwill pays remarketing fees to a third party remarketing agent for the 1996 bonds, equal to 0.125% of the amount of bonds traded each year. Goodwill paid $157 and $550 of remarketing fees in 2011 and 2010, respectively.

c. In December 2006, Goodwill issued $12 million of tax-exempt long-term bonds, the proceeds of which were used to build 2 new retail stores, refinance then-existing debt, and remodel Goodwill's Indianapolis headquarters campus to accommodate new charter high school space and related ancillary facilities. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. In 2011, the interest rate on the bonds ranged from 0.13% to 0.38%. Goodwill is required to make annual principal payments of $600,000, through 2027. The outstanding balance of the bonds payable at December 31, 2011 and January 1, 2011 was $9,600,000 and $10,200,000, respectively. On January 3, 2012, Goodwill made its scheduled annual principal payment of $600,000.

Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 2006 tax exempt bonds. Goodwill pays a fee equal to 50 basis points to the bank to maintain the letter of credit. Goodwill paid letter of credit fees for the 2006 bonds of $45,150 and $53,003 in 2011 and 2010, respectively.

Goodwill also pays remarketing fees to a remarketing agent for the 2006 bonds, equal to 0.10% of the amount of bonds outstanding. Goodwill paid $9,654 and $10,256 of remarketing fees in 2011 and 2010, respectively.

d. In 2011 and prior years, GEI borrowed from the Indiana Common School Fund to fund its charter school operations and costs associated with enrollment growth. Loan repayments, including interest, are deducted monthly from state public tuition receipts. The outstanding balance on the loans from the Indiana Common School Fund was $3,820,126 and $2,144,792 at December 31, 2011 and January 1, 2011, respectively. In 2009, the Indiana legislature enacted a moratorium on repayments of Common School Fund loans by charter schools for two years. Accordingly, GEI elected

6. Bonds, Notes and Capital Leases Payable, Continued

to suspend its loan repayments. Interest on the loans continues to accrue during the moratorium. Details of the borrowings from the Indiana Common School Fund are as follows:

Indianapolis Metropolitan High School

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of December 31, 2011
2004	$453,020	4%	20 years	$362,416
2005	$305,111	4%	20 years	$268,234
2006	$260,253	4%	20 years	$234,228
2010	$381,744	1%	3 years	$318,120

Excel Center

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of December 31, 2011
2010	$898,170	4%	20 years	$875,716
2011	$1,761,412	4%	20 years	$1,761,412

e. In prior years, Goodwill entered into capital leases for certain computers and related equipment. The leases have varying expiration dates through 2012. The principal balance of the lease obligations at December 31, 2011 and January 1, 2011 was $5,712 and $25,013, respectively. The leases include interest at an average annual rate of 7%.

f. Total interest expense on the line of credit and long-term debt for the years ended December 31, 2011 and January 1, 2011 was $253,627 and $347,016, respectively.

g. Goodwill is party to an interest rate swap in order to manage interest rate risk on a portion of its bond debt, the notional amount of which was $5,947,500 at December 31, 2011. The swap agreement provides for Goodwill to pay a fixed interest rate of 3.85% for ten years in exchange for the underlying floating interest rate. At December 31, 2011 and January 1, 2011, the swap had a negative fair value of $727,176 and $654,678, respectively. The fair value of the swap is included in other long-term liabilities on the statement of financial position, and the change in fair value from 2010 to 2011 is recorded as a loss on interest rate swap hedge on the statement of activities. The fair value of the swap is based on quoted replacement swap rates in effect at the valuation date. The replacement rate utilized in the valuation at December 31, 2011 was approximately 0.69%.

6. Bonds, Notes and Capital Leases Payable, Continued

h. The aggregate maturities of long-term debt are as follows for the following fiscal years:

2012	$ 1,089,747
2013	1,239,608
2014	1,341,146
2015	911,146
2016	783,898
Thereafter	9,370,293
	$ 14,735,838

7. Temporarily Restricted Net Assets

Temporarily restricted net assets are generated primarily through private grants and are available for youth education and training.

8. Lease Obligations

Goodwill leases 34 retail stores and 6 other buildings used in operations. The lease agreements have terms of up to 12 years from the lease commencement date, and certain leases have one or more renewal options for up to an additional five years per option. Aggregate rental expense for the years ended December 31, 2011 and January 1, 2011, including common area maintenance charges, totaled $8,022,936 and $7,914,604, respectively. Four of Goodwill's retail store leases contain a right of first refusal. This right provides Goodwill an option to purchase the store at fair market value if the landlord has a bona fide offer from a third party. Fair market value is the price offered by a third party in an arms-length transaction. Goodwill's management cannot determine if it would elect to purchase any of the stores for which it has a right of first refusal.

Goodwill leases office equipment, the agreements for which expire in 2014. Rent expense under these leases was $115,628 and $66,044 for the years ended December 31, 2011 and January 1, 2011, respectively.

Goodwill leases vehicles, equipment and drivers used in operations. The leases expire in February 2014. Fixed lease costs are $7,098 weekly, and variable costs are $0.1547 per mile driven. Labor rates for drivers vary from $18.94 to $20.57 per straight-time hour. Goodwill's expense under these leases was $1,433,644 and $943,088 for the years ended December 31, 2011 and January 1, 2011, respectively.

8. Lease Obligations, Continued

Future minimum rental payments required under operating leases that have initial or remaining lease terms as of December 31, 2011 are as follows for the fiscal years ending:

2012	$	8,344,941
2013		8,436,760
2014		7,856,938
2015		7,497,468
2016		6,969,953
Thereafter		18,186,811
	$	59,292,872

9. Retirement Plan

Goodwill maintains a discretionary thrift plan which allows eligible employees to contribute up to 15% of pre-tax gross income, subject to certain IRS limitations. Goodwill matches 100% of eligible employees' pre-tax contributions up to 3% of gross income, and 50% of the next 3% of gross income. Goodwill may also make additional discretionary contributions to the plan. Employer matching contributions vest after three years or in the event of death or disability. Employer discretionary contributions vest after five years or in the event of death or disability. Goodwill's expense relating to contributions to the thrift plan for the fiscal years ended December 31, 2011 and January 1, 2011 was $1,167,433 and $1,234,248, respectively.

10. Related Party Transactions

Goodwill Industries Foundation of Central Indiana, Inc. (the "Foundation") has common management with Goodwill and provides grant support for Goodwill and GEI. The accompanying financial statements of Goodwill have not been consolidated with those of the Foundation due to less than a majority voting interest and lack of controlling financial interest between the two organizations. At December 31, 2011 and 2010, the Foundation had net assets of $22.0 million and $24.1 million, respectively, consisting primarily of equity mutual fund investments, equity hedge funds, and alternative investments consisting of private equity and natural resource funds. For the years ended December 31, 2011 and January 1, 2011, the Foundation granted to Goodwill $1,960,602 and $349,232, respectively, which is included in "support" on the statement of activities. The Foundation also reimburses Goodwill for certain fundraising expenses and pays Goodwill a management fee. This reimbursement and management fee totaled $332,318 and $327,589 for the years ended December 31, 2011 and January 1, 2011, respectively. Included in other receivables at December 31, 2011 and January 1, 2011 is $807,528 and $58,120, respectively, due from the Foundation for grants receivable from the Foundation, reimbursement of fundraising expenses incurred by Goodwill and expenses of the Foundation paid by Goodwill.

During 2011, GEI entered into operating leases for facilities that house two additional Excel Center locations in Indianapolis. One of the leased facilities is owned by an entity controlled by a GICI board member. The lease for the facility has a term equivalent to the remaining duration of the Excel Center's charter (6 years), and has a rent rate comparable to similar facilities in the same geographic area. The lease became effective January 1, 2012. The board member recused himself from all board of directors' discussion and voting related to the lease transaction.

11. Future Grant Audits

Under the terms of federal grants awarded to Goodwill, periodic audits are required and certain costs may be challenged as to allowability under the terms of the grants. Such audits could lead to reimbursement to the grantor. Management believes the likelihood that material costs incurred by Goodwill will be disallowed is remote.

12. Self Insurance

Goodwill self insures for employee and dependent medical benefits up to a per-individual annual maximum of $100,000, and an aggregate maximum of approximately $6.6 million. Goodwill purchases reinsurance which pays individual claims that exceed $100,000 per year, up to a per-individual maximum of $2 million, and up to $1 million beyond the aggregate self-insured maximum. The reinsurer reviews claims annually and upon renewal of the reinsurance policy each year may establish higher specific maximums on selected individuals with high claims risks. Goodwill purchases claims administration services from a third party administrator. Self insured medical expenses and related administrative costs were $6,198,517 and $5,574,081 for the years ended December 31, 2011 and January 1, 2011, respectively. Goodwill maintains an estimated liability for incurred but not reported medical claims based on average claim costs and claims processing lag times. At December 31, 2011 and January 1, 2011, the estimated liability was $1,113,432 and $779,171, respectively, and is included in accrued liabilities on the statement of financial position.

13. Fair Value Measurements

Fair values measured on a recurring basis at December 31, 2011 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 7,416,241	$ 7,416,241	$ -	$ -
Interest rate swap	$ (727,176)	$ -	$ (727,176)	$ -

13. Fair Value Measurements, Continued

Fair values measured on a recurring basis at January 1, 2011 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 4,775,593	$ 4,775,593	$ -	$ -
Interest rate swap	$ (654,678)	$ -	$ (654,678)	$ -

Fair values for investments are determined by reference to readily available quoted market prices and other relevant information generated by market transactions. Fair value for the interest rate swap is determined by the prevailing one-month LIBOR rate at the valuation date.

14. Subsequent Events

In late 2011, GEI was awarded a five-year charter from the newly-formed Indiana Charter School Board to open and operate an Excel Center high school in Anderson, Indiana. GEI is currently in negotiations with a community group in Anderson to lease space in a facility and commence school operations in July, 2012.

Subsequent to December 31, 2011, Goodwill entered into an operating lease for office space in Indianapolis that will house a new mission-focused program that will employ nurses to perform home visitation services for qualifying first-time expectant women. The office space is expected to be complete and ready for occupancy in spring 2012.

Subsequent to December 31, 2011, Goodwill entered into a purchase agreement to acquire land on which it will relocate its Avon, Indiana retail store. The contemplated purchase price for the land is $625,000. Goodwill expects to close on the purchase upon completion of all due diligence requirements in July, 2012. Goodwill's intent is to own the relocated Avon retail store and sell its current store after relocating to the new site.

Subsequent to December 31, 2011, Goodwill entered into a 10-year operating lease agreement for a building in which it will open a new retail store. Lease rates and terms are still under negotiation.

Subsequent to December 31, Goodwill entered into an assignable purchase agreement to acquire ground on which it will relocate an existing retail store. Goodwill intends to assign its rights to the purchase agreement to a third-party developer, who in turn will build a retail store on the site and lease it to Goodwill for 10 years. Upon completion of the store, Goodwill will terminate the lease for its existing store.

At December 31, 2011, Goodwill had one new retail store and two relocated retail stores under construction. Goodwill has entered into 10-year operating leases for two of the stores, and will own the third. The operating lease obligations are included in the future minimum lease obligations table in

14. Subsequent Events, Continued

Note 8. The related construction in progress balances as of December 31, 2011 for the three retail stores are included in Projects in Progress on the Statement of Financial Position.

Management intends to finance these projects through a combination of interal cash flow and temporary borrowings on the line of credit.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

SCHEULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED DECEMBER 31, 2011

FEDERAL GRANTOR/PASS-THROUGH GRANTOR/PROGRAM TITLE	Federal CFDA Number	Agency or Pass-Through Number	Federal Expenditures
U.S. DEPARTMENT OF LABOR			
Indianapolis Private Industry Council			
Jobs for America's Graduates (JAG) Program	17.259	S0704-WI-10/11-Y	$ 448,420
		S0704-WI-11-Y	76,045
			524,465
Goodwill Industries International			
GoodGuides Youth Mentoring Program - ARRA	16.808	2009-SC-BP-0035	140,016
Senior Community Service Employment Program	17.235	SCSEP-PY 10/11 Subgrant	2,065,918
		AD-20010-10-60-A-24	168,450
			2,234,368
U.S. DEPARTMENT OF EDUCATION			
Indiana Department of Education			
21st Century Learning Center Grant	84.287C	A58-0-10DL-056	87,111
U.S. DEPARTMENT OF HEALTH AND HUMAN SERVICES			
Indiana Department of Health			
Affordable Care Act Maternal, Infant and Early Childhood Home Visiting Program	93.505	A70-2-069483	93,551
		A70-2-069482	16,631
		A10-1-069484	118,418
			228,600

NOTE TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

1. BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes federal grant activity of Goodwill Industries of Central Indiana, Inc. and subsidiaries and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in preparation of, the basic consolidated financial statements.

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Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

We have audited the consolidated financial statements of Goodwill Industries of Central Indiana, Inc. and subsidiaries (Goodwill) as of and for the year ended December 31, 2011, and have issued our report thereon dated March 13, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America.

Internal Control Over Financial Reporting

Management of Goodwill is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered Goodwill's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Goodwill's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of Goodwill's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of the internal control over financial reporting was for the limited purpose described in the second paragraph of this report and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Goodwill's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and

grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the Board of Directors, management, specific legislative or regulatory bodies, federal awarding agencies, and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Greenwalt CPAs, Inc.

March 13, 2012

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INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH REQUIREMENTS THAT COULD HAVE A DIRECT AND MATERIAL EFFECT ON EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

Compliance

We have audited the compliance of Goodwill Industries of Central Indiana, Inc. and subsidiaries (Goodwill) with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of Goodwill's major federal programs for the year ended December 31, 2011. Goodwill's major federal programs are identified in the summary of audit results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts, and grants applicable to each of its major federal programs is the responsibility of Goodwill's management. Our responsibility is to express an opinion on Goodwill's compliance based on our audit.

Goodwill's basic financial statements include the operations of Goodwill Education Initiatives, Inc. (GEI) which received $1,899,181 in federal awards which is not included in the schedule of expenditures of federal awards during the year ended December 31, 2011. Our audit, described below, did not include the operations of GEI because the entity is audited in accordance with *Government Auditing Standards* and OMB Circular A-133 as a charter school by the Indiana State Board of Accounts.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Goodwill's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on Goodwill's compliance with those requirements.

In our opinion, Goodwill complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2011.

Internal Control Over Compliance

The management of Goodwill is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing our audit, we considered Goodwill's internal control over compliance with the requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Goodwill's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

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

This report is intended solely for the information and use of the Board of Directors, management, specific legislative or regulatory bodies, federal awarding agencies, and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Greenwalt CPAs, Inc.

March 13, 2012

A. SUMMARY OF AUDIT RESULTS

1. Type of auditors' report issued: Unqualified

2. Internal control over financial reporting:
   Material weakness(es) identified? _____yes ___x___no
   Significant deficiency(ies) identified? _____yes ___x___none reported

3. Noncompliance material to financial statements noted? _____yes ___x___no

4. Internal control over major programs:
   Material weakness(es) identified? _____yes ___x___no
   Significant deficiency(ies) identified? _____yes ___x___none reported

5. Type of auditors' report issued on compliance for major programs: Unqualified

6. Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133? _____yes ___x___no

7. Identification of major programs:

CFDA Numbers	Name of Federal Program or Cluster
17.235	Senior Community Service Employment Program
16.808	GoodGuides Mentoring Program

8. Dollar threshold used to distinguish between type A and type B programs: $ 300,000

9. Auditee qualified as low-risk auditee? ___x___yes _____no

B. FINDINGS - FINANCIAL STATEMENT AUDIT

None

C. FINDINGS AND QUESTIONED COSTS - MAJOR FEDERAL AWARD PROGRAM AUDIT

None

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

FINANCIAL STATEMENTS

Together with Independent Auditors' Report

JANUARY 1, 2011

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Goodwill Industries of Central Indiana, Inc. and subsidiaries:

We have audited the accompanying consolidated statement of financial position of Goodwill Industries of Central Indiana, Inc. (an Indiana non-profit corporation) and subsidiaries (Goodwill) as of January 1, 2011, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of Goodwill's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from Goodwill's January 2, 2010 financial statements and in our report dated March 18, 2010, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Goodwill Industries of Central Indiana, Inc. and subsidiaries as of January 1, 2011 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

Greenwalt CPAs, Inc.

March 9, 2011

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
JANUARY 1, 2011 WITH SUMMARIZED COMPARATIVE INFORMATION AS OF JANUARY 2, 2010

ASSETS	Unrestricted	Temporarily Restricted	Eliminations	Totals January 1, 2011	Totals January 2, 2010
CURRENT ASSETS					
Cash and cash equivalents	$ 2,361,568	$ -	$ -	$ 2,361,568	$ 814,948
Trade accounts receivable, net	2,846,774	-	-	2,846,774	2,833,034
Charter school accounts receivable	2,691,117	-	-	2,691,117	1,431,603
Other receivables, net	493,828	-	-	493,828	1,783,469
Inventories	3,969,826	-	-	3,969,826	2,062,540
Prepayments	1,132,101	-	-	1,132,101	628,129
Due from other funds	-	22,643	(22,643)	-	-
Total current assets	13,495,214	22,643	(22,643)	13,495,214	9,553,723
LONG-TERM ASSETS					
Land and improvements	10,365,542	-	-	10,365,542	11,605,907
Buildings and improvements	28,658,747	-	-	28,658,747	27,697,442
Equipment	18,481,982	-	-	18,481,982	15,069,576
Projects in progress	254,934	-	-	254,934	350,946
	57,761,205	-	-	57,761,205	54,723,871
Accumulated depreciation	(19,901,816)	-	-	(19,901,816)	(16,438,682)
Net property and equipment	37,859,389	-	-	37,859,389	38,285,189
Investments	4,775,593	-	-	4,775,593	3,671,533
Deposits	37,803	-	-	37,803	86,065
Other assets	111,586	-	-	111,586	118,560
Total long-term assets	42,784,371	-	-	42,784,371	42,161,347
	$ 56,279,585	$ 22,643	$ (22,643)	$ 56,279,585	$ 51,715,070
LIABILITIES AND NET ASSETS					
CURRENT LIABILITIES					
Bank line of credit	$ 1,135,279	$ -	$ -	$ 1,135,279	$ 2,093,510
Current portion of bonds, notes and capital leases payable	1,271,233	-	-	1,271,233	1,563,596
Accounts payable	4,012,852	-	-	4,012,852	2,620,126
Accrued liabilities	4,428,081	-	-	4,428,081	2,916,546
Due to other funds	22,643	-	(22,643)	-	-
Total current liabilities	10,870,088	-	(22,643)	10,847,445	9,193,778
LONG-TERM LIABILITIES					
Bonds, notes and capital leases payable	12,975,687	-	-	12,975,687	12,939,891
Other long-term liabilities	989,766	-	-	989,766	942,970
Total long-term liabilities	13,965,453	-	-	13,965,453	13,882,861
Total liabilities	24,835,541	-	(22,643)	24,812,898	23,076,639
COMMITMENTS AND CONTINGENCIES (NOTES 8, 11, 12 AND 14)					
NET ASSETS	31,444,044	22,643	-	31,466,687	28,638,431
	$ 56,279,585	$ 22,643	$ (22,643)	$ 56,279,585	$ 51,715,070

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JANUARY 1, 2011

WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED JANUARY 2, 2010

	Unrestricted	Temporarily Restricted	Totals January 1, 2011	Totals January 2, 2010
REVENUE				
Sales - donated goods	$ 57,543,204	$ -	$ 57,543,204	$ 52,935,839
Sales - purchased goods	5,460,785	-	5,460,785	5,626,394
Commercial services	14,182,639	-	14,182,639	14,049,410
Workforce services	4,978,206	6,804	4,985,010	3,908,513
Education services	5,019,613	-	5,019,613	3,913,106
Interest and dividend income	186,660	-	186,660	168,641
Realized gain on investments	4,321	-	4,321	96,771
Unrealized gain on investments	6,803	-	6,803	90,710
Net gain on disposition of property	271,058	-	271,058	28,276
Gain (loss) on interest rate swap hedge	(90,888)	-	(90,888)	373,848
Other, net	547,477	-	547,477	989,176
Total revenue	88,109,878	6,804	88,116,682	82,180,684
SUPPORT				
United Way of Central Indiana, Inc.				
Allocation	383,686	-	383,686	387,233
Technology grant	25,000	-	25,000	-
Annual and capital campaign contributions	30,268	-	30,268	37,578
Other contributions	506,399	-	506,399	2,306,160
Total support	945,353	-	945,353	2,730,971
NET ASSETS RELEASED FROM RESTRICTIONS	222,327	(222,327)	-	-
Total revenue and support	89,277,558	(215,523)	89,062,035	84,911,655
EXPENSES				
Retail and commercial services	64,375,782	-	64,375,782	62,438,161
Workforce services	5,301,972	-	5,301,972	5,758,650
Education services	7,324,258	-	7,324,258	5,195,775
General and administrative	8,943,444	-	8,943,444	8,098,226
Fundraising	288,323	-	288,323	393,466
Total expenses	86,233,779	-	86,233,779	81,884,278
CHANGE IN NET ASSETS	3,043,779	(215,523)	2,828,256	3,027,377
NET ASSETS, BEGINNING OF YEAR	28,400,265	238,166	28,638,431	25,611,054
NET ASSETS, END OF YEAR	$ 31,444,044	$ 22,643	$ 31,466,687	$ 28,638,431

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JANUARY 1, 2011
WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED JANUARY 2, 2010

	Retail and Commercial Services	Workforce Services	Education Services	General & Administrative	Fundraising	Totals	
						January 1, 2011	January 2, 2010
Salaries and wages	$ 25,570,757	$ 3,863,888	$ 3,317,529	$ 4,074,958	$ 178,306	$ 37,005,438	$ 34,894,412
Employee benefits	8,244,893	603,077	1,155,110	1,371,180	54,822	11,429,082	11,590,836
Professional services	2,183,544	71,329	253,347	556,122	2,495	3,066,837	2,656,842
Supplies	2,977,244	39,786	95,339	219,331	4,829	3,336,529	2,506,622
Cost of sales	6,455,754	-	-	-	-	6,455,754	8,114,635
Occupancy	13,773,775	175,705	514,114	1,264,209	16,537	15,744,340	13,337,753
Advertising and printing	898,595	23,334	17,872	335,847	15,820	1,291,468	1,550,104
Travel and transportation	1,164,037	71,971	195,600	163,166	1,750	1,596,524	1,369,266
Staff development	30,816	20,537	64,047	115,120	1,065	231,585	267,714
Memberships and dues	4,185	320	8,986	202,147	822	216,460	180,001
Client tuition, training and assistance	-	291,816	70,641	-	3,926	366,383	311,983
Student services	-	-	553,787	-	-	553,787	403,838
Depreciation and amortization	2,552,082	76,767	877,504	605,761	4,670	4,116,784	3,829,508
Bad debt expense	93,680	10,200	-	-	-	103,880	120,655
Interest expense	303,677	-	155,994	-	-	459,671	496,298
Other	122,743	53,242	44,388	35,603	3,281	259,257	253,811
	$ 64,375,782	$ 5,301,972	$ 7,324,258	$ 8,943,444	$ 288,323	$ 86,233,779	$ 81,884,278

See accompanying notes to financial statements.

GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JANUARY 1, 2011 AND JANUARY 2, 2010

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

	January 1, 2011	January 2, 2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 2,828,256	$ 3,027,377
Depreciation and amortization	4,116,784	3,829,508
(Gain) loss on interest rate swap hedge	90,888	(373,848)
Realized gain on investments	(4,321)	(96,771)
Unrealized gain on investments	(6,803)	(90,710)
Net gain on disposition of property	(271,058)	(28,276)
(Increase) decrease in operating assets:		
Trade accounts receivable	(13,740)	(262,471)
Charter school accounts receivable	(1,259,514)	(13,809)
Contributions and pledges receivable	-	8,534
Other receivables	1,310,098	(1,093,961)
Inventories	(1,907,286)	701,945
Prepayments	(503,972)	(51,549)
Deposits	48,262	-
Other assets	6,974	6,974
Increase (decrease) in operating liabilities:		
Accounts payable and accrued liabilities	2,904,261	(1,191,161)
Other long-term liabilities	(44,092)	(30,935)
Net cash provided by operating activities	7,294,737	4,340,847
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(1,993,098)	(4,537,774)
Proceeds from sales of investments	900,026	4,614,920
Proceeds from sales of fixed assets	1,028,750	1,075,550
Proceeds from note receivable	3,803	-
Capital expenditures	(4,437,355)	(6,967,833)
Net cash used in investing activities	(4,497,874)	(5,815,137)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds (repayments) on line of credit, net	(958,231)	(151,865)
Proceeds from notes payable	1,279,914	-
Principal payments on bonds and notes payable	(1,493,330)	(465,461)
Principal payments on capital leases payable	(78,596)	(155,749)
Net cash used in financing activities	(1,250,243)	(773,075)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,546,620	(2,247,365)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	814,948	3,062,313
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 2,361,568	$ 814,948
SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Sale of fixed asset under note receivable	$ 24,000	$ -
Purchase of software under note payable	$ (35,445)	$ -
SUPPLEMENTAL CASH FLOWS INFORMATION		
Cash paid for interest	$ 404,903	$ 496,298

See accompanying notes to financial statements.

1. Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements include the accounts of Goodwill Industries of Central Indiana, Inc. and its subsidiary companies. The term "Goodwill" used herein means Goodwill Industries of Central Indiana, Inc. and its subsidiaries, unless otherwise indicated by the context. All material inter-company accounts and transactions have been eliminated.

Description of Organization

Goodwill Industries of Central Indiana, Inc. ("GICI") and its subsidiaries, GW Commercial Services, Inc. ("GWCS") and Goodwill Education Initiatives, Inc. ("GEI") (collectively referred to as "Goodwill") are Indiana non-profit organizations that offer employment, education and related services to disadvantaged adults and young people throughout central Indiana. Goodwill defines disadvantaged individuals as those with a barrier to employment such as a disability, a criminal history and/or a low education level (less than a high school diploma).

GICI's retail operation collects donations of used clothing and household items and sells them through a network of 48 thrift stores. Excess and unsalable donated items are sold through salvage and recycling channels. Unique items are often sold through e-commerce channels. The retail operation also accepts and sells donated automobiles, using a third party only for vehicle towing and auction services. The retail operation employs over 1,300 individuals, more than 60% of whom are disabled or disadvantaged. These operations generate revenue and cash flow that fund a large portion of GICI's other mission-related operations and general and administrative expenses. As part of its overall strategic planning efforts, Goodwill's retail operation has added 17 new stores since 2006, and will add at least three more in 2011. These stores support Goodwill's strategic mission expansion activities within its retail operations and in its workforce services and education-related efforts.

GICI's commercial services ("CS") operation provides a variety of outsource packaging, assembly, and fulfillment services to external customers, employing over 150 disabled and disadvantaged individuals.

GICI's workforce services ("WFS") operation provides case management, counseling, training, education, job coaching, and job placement, and related supportive services, for disabled, disadvantaged, unemployed and under-employed individuals who wish to find and retain employment and increase their economic self-sufficiency. The CS and WFS segments of GICI are funded by a combination of contracts with external customers, service contracts with federal and state governmental entities, United Way grants, private grants and gifts from individuals and foundations, and subsidies from GICI's retail operation.

GWCS provides rehabilitative training and jobs for people who have severe disabilities, primarily through service contracts with various federal governmental entities pursuant to Ability One (formerly known as the Javits-Wagner-O'Day Act of 1971). Ability One requires certain federal governmental entities to purchase selected products and services, via such contracts, from non-profit agencies employing blind or severely disabled individuals. At January 1, 2011, GWCS operated 11 Ability One contracts at government sites in Indianapolis, Indiana, and employed approximately 210 severely disabled individuals.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

DESCRIPTION OF ORGANIZATION, CONTINUED

GEI provides educational opportunities designed to enable young people to prepare for productive adult lives. GEI operates two public charter high schools (Indianapolis Metropolitan High School and The Excel Center) in Indianapolis, Indiana, under the provisions of the Indiana Charter School laws and the chartering authority of the Mayor of Indianapolis. The schools occupy space at Goodwill's Indianapolis headquarters building and contract with GICI for certain business support services. Both schools receive the majority of their funding from the Indiana Department of Education. Their revenues are supplemented with funds from the United States Department of Education, private grants, and gifts. Indianapolis Metropolitan High School is in its seventh year of operation and student enrollment at January 1, 2011 approximated 400 students. The Excel Center opened in September 2010 with an enrollment of 306 adults who previously dropped out of high school and are seeking their high school diplomas rather than a GED. The boards of directors of GICI and GEI previously approved a plan to construct additional school space and ancillary facilities at Goodwill's Indianapolis headquarters. This project has a total estimated cost of $9 million and is comprised of three phases. The first and second phases included the completion of additional classroom space, school administrative space, and a dedicated science and wellness facility. The first and second phases of the project are complete and were funded primarily by the proceeds of Goodwill's 2006 bond issuance (see Note 6) and a private grant. The third phase includes construction of a gymnasium and will be funded with a combination of internal funds, borrowing, and fundraising proceeds. Construction of phase three has not yet commenced.

Goodwill is a member of Goodwill Industries International, Inc. (GII). Goodwill operates autonomously and reports its financial results independent of GII or any other affiliated entity. Goodwill operates in a geographic territory assigned to it by GII encompassing roughly the middle third of Indiana.

Goodwill is a member agency of United Way of Central Indiana, Inc. For the years ended January 1, 2011 and January 2, 2010, Goodwill received United Way grants of $408,686 and $387,233, respectively. The grant amount for the year ended January 1, 2011 included a technology implementation grant of $25,000.

BASIS OF ACCOUNTING

The accompanying financial statements were prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of support, revenues and expenses during the reporting period. For annual financial reporting purposes, Goodwill utilizes a 52-week period ending on the Saturday closest to December 31.

SUMMARIZED COMPARATIVE INFORMATION

The financial statements include certain prior year summarized comparative information in total, but not by net asset class and functional expense class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended January 2, 2010, from which the summarized information was derived.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

CASH AND CASH EQUIVALENTS

Goodwill considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Goodwill maintains cash balances at commercial banks. Accounts at the banks are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. From time to time during the year and at January 1, 2011, Goodwill maintained cash and cash equivalents in excess of the FDIC coverage limits.

TRADE AND CHARTER SCHOOL ACCOUNTS RECEIVABLE

Trade accounts receivable are unsecured customer obligations generally requiring payment within 30 days of the invoice date. Charter school receivables of GEI are due from Indiana governmental entities over periods of time up to six months from the statement of financial position date.

Accounts receivable are stated at the amount billed to the customer or at amounts determined by public statute. Generally, customer account balances with invoices dated over 30 days are considered delinquent.

Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances that are past due and based on an assessment of current creditworthiness and other factors, estimates the portion, if any, of the balance that will not be collected.

INVENTORIES

The retail store and e-commerce operations of Goodwill contain donated inventories. When received, donated items have little or no economic value to Goodwill and therefore are not recorded at the time of donation. Inventories are ultimately valued in the financial statements based on the costs incurred to place donated items in a saleable condition. Donated goods are sold through retail, e-commerce and salvage sales channels. Costs included in inventory include those incurred to collect, transport and process donated items to place them for sale in Goodwill's retail stores, e-commerce operations, or to salvage and recycling dealers. Retail store, e-commerce, recycling and salvage sales are reflected in the statement of activities as sales - donated goods. The retail and commercial services operations of Goodwill also contain purchased goods inventories, which are stated at the lower of cost or market using the specific identification method. Cost of sales is included in retail and commercial services expenses in the statement of functional expenses.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

PROPERTY AND EQUIPMENT

Property and equipment are recorded at historical cost. Donated property is recorded at the fair market value at the date of donation. Depreciation is computed on the straight-line method over estimated useful lives ranging from 10 to 40 years for buildings and building improvements, and from 3 to 10 years for equipment. Property additions and improvements are capitalized and expenditures for normal maintenance and repairs are expensed as incurred.

Goodwill accumulates certain costs for capital projects until the projects are placed in service, at which time they become depreciable fixed assets. Goodwill's statement of financial position reflected construction projects in progress totaling $254,934 and $350,946 at January 1, 2011 and January 2, 2010, respectively.

OTHER ASSETS

In December 2006, Goodwill issued $12 million of tax-exempt bonds to finance several capital projects and to refinance prior bond debt at a lower interest rate. Transaction costs for the bond issuance totaled $139,483 and are being amortized over the life of the bonds and the supporting letter of credit. Amortization costs are included in interest expense on the statement of functional expenses.

NET ASSETS

Goodwill maintains the following classifications of net assets:

Unrestricted

These include revenue and expenses from the regular operations of Goodwill, which are at the discretion of management and the Board of Directors.

Temporarily Restricted

These include donations and grant revenues used to meet expenses of current operations in accordance with restrictions specified by the donors or grantors. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

CONTRIBUTIONS

Contributions are recognized when the donor makes an unconditional promise to give to Goodwill and are recorded at their fair values as revenues and assets in the period received. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

1. Summary of Significant Accounting Policies, Continued

Expense Allocation

Expenses have been classified as retail and commercial services, workforce services, education services, general and administrative and fundraising. Goodwill uses actual direct expenditures and cost allocations, based on estimates of time and usage by Goodwill personnel and programs, to classify its expenses.

Advertising

Advertising and printing expenses totaled $1,291,468 in 2010 and $1,550,104 in 2009. Goodwill's policy is to record advertising expenditures in the period in which they are incurred.

Subsequent Events

Subsequent events have been considered through March 9, 2011, which was the date the financial statements were available to be issued.

2. Tax Status

Goodwill and its subsidiaries are Indiana non-profit corporations, exempt from income tax under Section 501(c)(3) of the U.S. Internal Revenue Code. However, if income was generated from certain activities not directly related to Goodwill's tax-exempt purposes, such income would be subject to taxation as unrelated business income. Goodwill and its subsidiaries are not considered private foundations as defined in Section 509(a) of the Internal Revenue Code.

Accounting Standards for Income Taxes provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Goodwill regularly evaluates its activities to determine that they are in compliance with its tax-exempt purpose. Currently, Goodwill's management does not believe it is engaged in any activities that would generate unrelated business income or create an uncertain tax position. Goodwill is no longer subject to examination by taxing authorities for years before 2007.

3. Trade Accounts Receivable

Trade accounts receivable are summarized as follows:

	January 1, 2011	January 2, 2010
Trade accounts receivable	$ 2,930,695	$ 2,934,207
Less – allowance for uncollectible accounts	(83,921)	(101,173)
Trade accounts receivable, net	$ 2,846,774	$ 2,833,034

4. INVENTORIES

Inventories are summarized as follows:

	January 1, 2011	January 2, 2010
Donated goods	$ 3,209,763	$ 1,603,482
Purchased goods	760,063	459,058
	$ 3,969,826	$ 2,062,540

5. INVESTMENTS

Goodwill's investments in equity securities with readily determinable fair values and all investments in debt securities are stated at fair value in the statements of financial position (see Note 13). Unrealized gains and losses are reported in the statement of activities.

Goodwill held the following investment securities at:

	January 1, 2011	January 2, 2010
Mutual funds – market value	$ 4,775,593	$ 3,671,533
Mutual funds – cost basis	$ 4,775,929	$ 3,678,536

6. BONDS, NOTES AND CAPITAL LEASES PAYABLE

a. Goodwill has a committed line of credit with a commercial bank, expiring September, 2011. This line of credit provides for maximum borrowings of $4,000,000 and bears interest at a rate equal to the bank's commercial bank rate less one percent (a total of 2.25% at January 1, 2011). As of January 1, 2011 and January 2, 2010, Goodwill had $1,135,279 and $2,093,510 respectively, outstanding on the line of credit. The maximum borrowed under this line of credit during 2010 was $1,707,262. The line of credit includes a non-use fee of 0.10% of the unused balance. In 2010 and 2009, Goodwill paid $3,056 and $1,598 in non-use fees.

b. In 1996, Goodwill issued $8.8 million of tax-exempt long-term bonds. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. During 2010, the interest rate on the bonds ranged from 0.31% to 0.41%. Annually on June 1, Goodwill is required to make principal payments of $440,000, through 2015. In 2010, Goodwill sold a retail store that was originally financed with the 1996 bond issue. As a result, Goodwill repaid an additional $230,000 of bond principal upon closing the sale transaction, which represented the prorated amount of then-outstanding bond debt related to the building that was sold. The outstanding balance of the bonds payable at January 1, 2011 and January 2, 2010 was $1,850,000 and $2,735,000, respectively.

6. BONDS, NOTES AND CAPITAL LEASES PAYABLE, CONTINUED

Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 1996 tax-exempt bonds. Goodwill pays a fee equal to 50 basis points to the bank to maintain the letter of credit. During the fiscal years ended January 1, 2011 and January 2, 2010, Goodwill paid $11,572 and $15,006, respectively, to maintain the letter of credit, which is included in interest expense in the statement of functional expenses.

Goodwill pays remarketing fees to a third party remarketing agent for the 1996 bonds, equal to 0.125% of the amount of bonds traded each year. Goodwill paid $550 and $425 of remarketing fees in 2010 and 2009, respectively.

c. In December 2006, Goodwill issued $12 million of tax-exempt long-term bonds, the proceeds of which were used to build 2 new retail stores, refinance then-existing debt, and remodel Goodwill's Indianapolis headquarters campus to accommodate new charter high school space and related ancillary facilities. The bonds bear interest at an adjustable interest rate and currently re-price every seven days based on market conditions. The interest rate approximates the quoted weekly Securities Industry and Financial Markets Association (SIFMA) Index rate. In 2010, the interest rate on the bonds ranged from 0.18% to 0.48%. Goodwill is required to make annual principal payments of $600,000, through 2027. The outstanding balance of the bonds payable at January 1, 2011 and January 2, 2010 was $10,200,000 and $10,800,000, respectively.

Goodwill maintains a direct-pay letter of credit facility with a commercial bank that secures Goodwill's 2006 tax exempt bonds. Goodwill pays a fee equal to 50 basis points to the bank to maintain the letter of credit. Goodwill paid letter of credit fees for the 2006 bonds of $53,003 and $55,283 in 2010 and 2009, respectively.

Goodwill also pays remarketing fees to a remarketing agent for the 2006 bonds, equal to 0.10% of the amount of bonds outstanding. Goodwill paid $10,256 and $10,850 of remarketing fees in 2010 and 2009, respectively.

d. In 2010 and prior years, GEI borrowed from the Indiana Common School Fund to fund its charter school operations and costs associated with enrollment growth. Loan repayments, including interest, are deducted monthly from state public tuition receipts. The outstanding balance on the loans from the Indiana Common School Fund was $2,144,792 and $864,878 at January 1, 2011 and January 2, 2010, respectively. In 2009, the Indiana legislature enacted a moratorium on repayments of Common School Fund loans by charter schools for two years. Accordingly, GEI elected to suspend its loan repayments. Interest on the loans continues to accrue during the moratorium. The 2011 Indiana legislative session has proposed a charter school bill that would, among other things, cancel the interest due on all Common School Fund growth loans. Goodwill's management is unable to determine whether the proposed legislation will be enacted. Details of the borrowings from the Indiana Common School Fund are as follows:

6. Bonds, Notes and Capital Leases Payable, Continued

Indianapolis Metropolitan High School

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of January 1, 2011
2004	$453,020	4%	20 years	$362,416
2005	$305,111	4%	20 years	$268,235
2006	$260,253	4%	20 years	$234,227
2010	$381,744	1%	3 years	$381,744

Excel Center

Year of Issuance	Original Borrowing	Interest Rate	Term of Loan	Amount Outstanding as of January 1, 2011
2010	$898,170	4%	20 years	$898,170

e. In prior years, Goodwill leased computers and related equipment through capital leases. The leases have varying expiration dates through 2012. The principal balance of the lease obligations at January 1, 2011 and January 2, 2010 was $25,013 and $103,608, respectively. The leases include interest at an average annual rate of 7%.

f. Total interest expense on the line of credit and long-term debt for the years ended January 1, 2011 and January 2, 2010 was $340,746 and $395,750, respectively.

g. Goodwill is party to an interest rate swap in order to manage interest rate risk on a portion of its bond debt, the notional amount of which was $6,467,500 at January 1, 2011. The swap agreement provides for Goodwill to pay a fixed interest rate of 3.85% for ten years in exchange for the underlying floating interest rate. At January 1, 2011 and January 2, 2010, the swap had a negative fair value of $654,678 and $563,790, respectively. The fair value of the swap is included in other long-term liabilities on the statement of financial position, and the change in fair value from 2009 to 2010 is recorded as a loss on interest rate swap hedge on the statement of activities. The fair value of the swap is based on quoted replacement swap rates in effect at the valuation date. The replacement rate utilized in the valuation at January 1, 2011 was approximately 1.08%.

6. Bonds, Notes and Capital Leases Payable, Continued

h. The aggregate maturities of long-term debt are as follows for the following fiscal years:

2011	$ 1,271,233
2012	1,281,588
2013	1,263,076
2014	1,135,828
2015	785,828
Thereafter	8,509,367
	$ 14,246,920

7. Temporarily Restricted Net Assets

Temporarily restricted net assets are generated primarily through private grants and are available for the following purposes:

	January 1, 2011	January 2, 2010
Youth education and training	$ 22,643	$ 229,388
Other workforce development initiatives	-	8,778
	$ 22,643	$ 238,166

8. Lease Obligations

Goodwill leases 30 retail stores and six other buildings used in operations. The lease agreements have terms of up to 12 years from the lease commencement date, and certain leases have one or more renewal options for up to an additional five years per option. Aggregate rental expense for the years ended January 1, 2011 and January 2, 2010, including common area maintenance charges, totaled $7,914,604 and $6,646,746, respectively. Four of Goodwill's retail store leases contain a right of first refusal. This right provides Goodwill an option to purchase the store at fair market value if the landlord has a bona fide offer from a third party. Fair market value is the price offered by a third party in an arms-length transaction. Goodwill's management cannot determine if it would elect to purchase any of the stores for which it has a right of first refusal.

Goodwill leases computers and office equipment. The computer lease agreements expired in 2009. The office equipment lease agreement expires in 2014. Rent expense under these leases was $66,044 and $13,957 for the years ended January 1, 2011 and January 2, 2010, respectively.

Goodwill leases vehicles, equipment and drivers used in operations. The leases expire in February 2014. Fixed lease costs are $7,404 weekly, and variable costs are $0.1586 per mile driven. Labor rates for drivers vary from $19.41 to $21.09 per straight-time hour. Goodwill's expense under these leases was $943,088 and $1,103,146 for the years ended January 1, 2011 and January 2, 2010, respectively.

8. LEASE OBLIGATIONS, CONTINUED

Future minimum rental payments required under operating leases that have initial or remaining lease terms as of January 1, 2011 are as follows for the fiscal years ending:

2011	$ 7,644,090
2012	7,695,467
2013	7,701,937
2014	7,007,807
2015	6,691,008
Thereafter	21,623,016
	$ 58,363,325

9. RETIREMENT PLAN

Goodwill maintains a discretionary thrift plan which allows eligible employees to contribute up to 15% of pre-tax gross income, subject to certain IRS limitations. Goodwill matches 100% of eligible employees' pre-tax contributions up to 3% of gross income, and 50% of the next 3% of gross income. Goodwill may also make additional discretionary contributions to the plan. Employer matching contributions vest after three years or in the event of death or disability. Employer discretionary contributions vest after five years or in the event of death or disability. Goodwill's expense relating to contributions to the thrift plan for the fiscal years ended January 1, 2011 and January 2, 2010 was $1,234,248 and $1,066,196, respectively.

10. RELATED PARTY TRANSACTIONS

Goodwill Industries Foundation of Central Indiana, Inc. (the "Foundation") has common management with Goodwill and provides grant support for Goodwill and GEI. The accompanying financial statements of Goodwill have not been consolidated with those of the Foundation due to less than a majority voting interest and lack of controlling financial interest between the two organizations. At December 31, 2010 and 2009, the Foundation had net assets of $24.1 million and $21.1 million, respectively, consisting primarily of equity mutual fund investments and alternative investments consisting of private equity and natural resource funds. For the years ended January 1, 2011 and January 2, 2010, the Foundation granted to Goodwill $349,232 and $2,113,554, respectively, which is included in "support" on the statement of activities. The Foundation also reimburses Goodwill for certain fundraising expenses and pays Goodwill a management fee. This reimbursement and management fee totaled $327,589 and $438,040 for the years ended January 1, 2011 and January 2, 2010, respectively. Included in other receivables at January 1, 2011 and January 2, 2010 is $58,120 and $1,210,574, respectively, due from the Foundation for grants receivable from the Foundation, reimbursement of fundraising expenses incurred by Goodwill and expenses of the Foundation paid by Goodwill.

11. FUTURE GRANT AUDITS

Under the terms of federal grants awarded to Goodwill, periodic audits are required and certain costs may be challenged as to allowability under the terms of the grants. Such audits could lead to reimbursement to the grantor. Management believes the likelihood that material costs incurred by Goodwill will be disallowed is remote.

12. SELF INSURANCE

Goodwill self insures for employee and dependent medical benefits up to a per-individual annual maximum of $100,000, and an aggregate maximum of approximately $6.6 million. Goodwill purchases reinsurance which pays individual claims that exceed $100,000 per year, up to a per individual maximum of $2 million, and up to $1 million beyond the aggregate self-insured maximum. The reinsurer reviews claims annually and upon renewal of the reinsurance policy each year may establish higher specific maximums on selected individuals with high claims risks. Goodwill purchases claims administration services from a third party administrator. Self insured medical expenses and related administrative costs were $5,574,081 and $6,395,234 for the years ended January 1, 2011 and January 2, 2010, respectively. Goodwill maintains an estimated liability for incurred but not reported medical claims based on average claim costs and claims processing lag times. At January 1, 2011 and January 2, 2010, the estimated liability was $779,171 and $702,754, respectively, and is included in accrued liabilities on the statement of financial position.

13. FAIR VALUE MEASUREMENTS

Fair values measured on a recurring basis at January 1, 2011 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 4,775,593	$ 4,775,593	$ -	$ -
Interest rate swap	$ (654,678)	$ -	$ (654,678)	$ -

13. FAIR VALUE MEASUREMENTS, CONTINUED

Fair values measured on a recurring basis at January 2, 2010 are as follows:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed income mutual fund	$ 3,671,533	$ 3,671,533	$ -	$ -
Interest rate swap	$ (563,790)	$ -	$ (563,790)	$ -

Fair values for investments are determined by reference to readily available quoted market prices and other relevant information generated by market transactions. Fair value for the interest rate swap is determined by the prevailing one-month LIBOR rate at the valuation date.

14. SUBSEQUENT EVENTS

Subsequent to January 1, 2011, Goodwill entered into a five-year operating lease agreement for a new, smaller-format retail store, which will open in spring 2011. Under the lease agreement, Goodwill will make annual lease payments of $52,860, plus its share of common area expenses. The lease contains two five-year extension options. Goodwill also entered a 10 year operating lease for a new store which will open in fall 2011. Under this agreement, Goodwill will make annual lease payments of $182,325, plus common area expenses. The lease contains three five-year extension options. Goodwill's management cannot determine whether it will exercise any of its lease extension options.

Investment Disclosure

Not applicable.

Compensation Structure

INIschools receives compensation for its direct costs for providing administrative services to its ten (10) network schools; these costs are both fixed and variable based on the number of students served by each school; these costs do not include other indirect costs incurred and absorbed by Goodwill Industries. Such total direct and indirect costs range from $285,000 per year to $385,000 per year.

Schools With Which Contracts Have Been Terminated

Not applicable.

Term Sheet

PROPOSAL & SERVICES AGREEMENT

Proposal

I. Background

The mission of the Indiana Network of Independent Schools ("INIschools") is to provide high quality administrative services to its schools to allow school leaders to focus on instructional leadership and drive more financial resources into instruction.

INIschools supports school leaders through:

- Performance Analysis
- State Reporting and Compliance Management
- Financial System Management
- Curricular Design and Special Education Management
- Other Customized Service Solutions

INIschools is affiliated with Goodwill Education Initiatives, Inc. and Goodwill Industries of Central Indiana, Inc. and operates under a nonprofit designation.

INIschools has met with the leadership of Indianapolis Life Sciences Academy, Inc. ("ILSA"). ILSA is seeking a charter from the Office of the Mayor of Indianapolis through its Office of Education Innovation.

ILSA intends to operate on the far east side of Indianapolis and its mission is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

To fulfill this mission, ILSA has asked INIschools to propose the following services:

- Financial System Management
- Curricular Design Consulting and Special Education Management
- Professional Development Support
- Human Resource Consulting and Early Stage Management
- Performance Analysis; State Reporting and Compliance Management

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II. Scope of Proposed Work

INIschools will help ILSA build its organization to full capacity. This work will consist of an intense design/build effort starting immediately upon signature of the Agreement and will, over time, phase into a stable provision of administrative services. INIschools will provide the following services to ILSA pursuant to the terms outlined below ("Proposal") and in the corresponding attachment(s).

Financial System Management

ILSA has asked INIschools to propose a financial management strategy in which INIschools would provide both school level support and high end reporting and analysis to support ILSA's administration and as well as support ILSA's Board in its financial oversight responsibility.

INIschools finance staff have managed start up as well as large scale school enterprises. Based on the startup nature of ILSA, we believe that the best role for INIschools would be to develop and manage a comprehensive financial management system for the school's operations. In particular, INIschools will:

1. Work with the Board and school leadership to develop a sound initial operating budget;
2. Set up and manage the financial systems of the school, including developing a chart of accounts, a cash management processes and internal controls;
3. Set up and manage a financial reporting system that meets the requirements of charter school authorizers and the Indiana State Board of Accounts;
4. Set up and manage a financial reporting system that meets the requirements of federal, state and private grants;
5. Prepare and re-forecast annual school budgets;
6. Help ILSA acquire enterprise accounting software (which will enable access to dashboard indicators of financial performance);
7. Provide on-site INIschools finance staff for up to 20 hours per week to manage the ongoing financial functions of the school on the ground level;
8. Manage financial records (paid bills, grant documents, contracts, payroll, deposits, financial statements, etc.) in hard copy and electronic formats;
9. Manage fixed asset records;
10. Assist school administration throughout the audit process; and
11. Perform high-level financial management support, analysis and reporting to enable the school to report to its Board and the broader community.

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Under this plan, ILSA will partner with INIschools who will provide a controller-level resource to set up the systems described above during the Spring 2014 timeframe. On or after July 1, 2014, INIschools will provide a bookkeeping resource to ILSA who will be onsite at the school for transactional support for up to 20 hours per week and who will be managed by the INIschools controller-level resource.

INIschools will also identify and negotiate a discount for financial accounting software to support the functions of ILSA. This software will need to be acquired by ILSA under separate user license, and it will enable financial data to be captured in a format which will permit the design of financial digital dashboards to support the decision making responsibilities of ILSA's administrative team and board of directors.[1]

Curricular Consultation and Special Education Management

INIschools has demonstrated success developing comprehensive curricula aligned with the needs of challenging student populations. INIschools will work with school staff to design targeted curricular offerings to support ILSA's life sciences theme and establish a through, consistent, assessable and adequately resourced curriculum.

This effort will be led by Dr. Schauna Findlay, Ph.D, the Chief Academic Officer for Goodwill Education Initiatives. Prior to joining Goodwill, Dr. Findlay was the Director of Curriculum and Instruction at the Indiana Department of Education. There she supervised all content area specialists, Indiana's Academic Standards, and implementation of state code regarding curriculum requirements and recommendations. Prior to serving at the IDOE, she served as Director of Curriculum with the state's largest district, Fort Wayne Community Schools.

This curricular development effort will engage ILSA teachers and will provide a written curricular plan in which the curriculum, units and lesson plans are mapped to Indiana standards. This material will be owned by ILSA. INIschools will also develop a comprehensive assessment framework for ILSA which will include formative and summative curricular assessments. INIschools will also support the development and implementation of this curricular plan through initial and continuing professional development of educational staff.

INIschools will design ILSA's special education programs, processes and procedures. This will account for ILSA's structure, staff, student populations, vendor relationships, case conference procedures, IEP documentation and the system of filing and storing records. INIschools will also design ILSA's IEP processes, behavioral interventions and its status of compliance with

[1] The costs of this proposal include the costs of third party accounting software and third party payroll processing.

manifestations. INIschools will maintain this level of effort through annual professional development cycles, program evaluations, and future year planning sessions – creating a culture of continuous assessment and improvement.

Performance Analysis, State Reporting and Compliance

INIschools will work with ILSA's school management team to analyze data and identify strategies to ensure high performance on various accountability measures, including the Indiana A-F framework.

INIschools, pursuant to a Data Sharing Agreement (see Attachment A), will construct a data mapping framework between ILSA's chosen student information system (SIS) and any secondary data sources identified by ILSA. This arrangement will permit nightly uploading of ILSA's data residing on its SIS to INIschools data warehouse, which will enable INIschools, through customized digital dashboards, to provide ILSA with a real time understanding of school and student performance. This will allow ILSA's leadership team to track and manage performance indicators that are essential to the success of the school and its students.

INIschools will also design a digital dashboard system for certain financial metrics. This will enable the Board and school-level leadership to monitor the financial state of the school, predict cash flow and budget levels, and make adjustments accordingly.

INIschools will assign a Data Analyst to work with ILSA's team to design the digital dashboards and set up a performance analysis framework. This framework will consist of regular accountability check-ups on key measures such as A-F, Title I Accountability (formerly NCLB), attendance, discipline, and other measures defined by ILSA or ILSA's authorizer. This development work and the disciplined process of regular accountability check-ups will reinforce ILSA's culture of persistence and high expectations.

INIschools will also design and manage a comprehensive state reporting and compliance system for ILSA. This reporting and compliance system will include:

- Setting up a calendaring system for state, federal and, if needed, authorizer reports;
- STN App Center set up;
- DOE Online set up;
- Testing site set up;
- Setting up appropriate testing windows within the school calendar;
- Learning Connection set up;

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- Title I report set up;
- Training school staff on how to properly manage reporting sites;
- Training school staff regarding proper data input;
- Follow up at regular intervals with school staff; and
- Ongoing management and troubleshooting.

Human Resources Consulting and Early Stage Management

INIschools will work with ILSA, its Board, legal counsel and others to establish and maintain human resources systems for the school. INIschools will coordinate with legal counsel for ILSA to develop human resource policies for the school to follow, and it will help the school set up proper HR files to maintain wage, benefit, health, tax and other sensitive information. INIschools will assist the school with the recruitment, hiring and onboarding of school staff prior to the beginning of the 2014-15 school year and thereafter. INIschools will also work with the school to develop and implement strategies for staff retention and for performance management of the school's human resources.

INIschools will work with ILSA to ensure that teachers and other staff are recruited, screened, interviewed and offered employment in a manner that serves the mission of the school and its long term institutional stability.

INIschools will also help the school evaluate potential employee benefits and benefits providers so that it is competitive in the school labor marketplace.

Following the first year, INIschools will do an annual update of the school's policies as well as perform an annual HR audit to detect any required changes or additional needs of the school.

III. **Cost.** The cost for this comprehensive system of financial management, curricular development and support, school leadership management and coaching, human resource management and support, performance management and compliance will be $75,000 during the pre-opening timeframe, $395,000 in year one; $388,400 in year two and $400,100 in year three .

IV. **Authentic Communication**. INIschools commits to being forthright with ILSA in addressing service issues. INIschools can do this best if kept updated and informed in a timely fashion (via phone, e-mail, etc.) on organizational issues. INIschools commits to be clear and

direct when identifying concerns or issues. We will work with school leadership in collaborative partnership so that major issues are addressed promptly and honestly with the ultimate goal of strengthening ILSA as an institution.

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Services Agreement

This Agreement consists of the Proposal, this Services Agreement, and the Data Sharing Agreement included as Attachment A ("Agreement"). The following terms and conditions shall apply to INIschools and Indianapolis Life Sciences Academy, Inc. ("School").

I. **Services Provided**. The services provided pursuant to this Agreement are those as described in the Proposal.

II. **Term**. The Term of this Agreement shall commence on the date it is fully executed by the parties and expire on June 30, 2018, unless it is renewed or extended to a later date by agreement of the parties. In the event of termination or expiration of this Agreement, the Data Sharing Agreement (Attachment A) shall also terminate or expire simultaneously.

III. **Fees**. The Fees for the Services shall be $75,000 from the effective date of this Agreement until June 30, 2014, $395,000 from July 1, 2014 until June 30, 2015 and $388,400 from July 1, 2015 until June 30, 2016, and $400,100 from July 1, 2016 until June 30, 2017. No Fees shall be due and payable to INIschools if School does not receive a charter or otherwise operate as a school prior to the 2014-14 school year.

IV. **Terms of Payment**. On July 1, 2014 INIschools will invoice School for the $75,000 pre-opening expense fees. From July 1, 2014 to June 30, 2015, INIschools will invoice School monthly in an amount of $32,917 for the services provided pursuant to this Agreement. From July 1, 2015 onward, INIschools will invoice School monthly in an amount equal to the Fees set forth in paragraph three divided by twelve (12) for the services provided pursuant to this Agreement. All invoices are due and payable to INIschools thirty (30) days following receipt by the School. Invoices not paid within thirty (30) days may be assessed a late fee of up to 1.5% of the outstanding amount per month in the discretion of INIschools.

V. Confidential Information.

a. General.

i. *Non-Use and Non-Disclosure; Duty of Care.* The School hereby covenants and agrees that, except as expressly permitted by this Agreement, it will not at any time: (i) use Confidential Information (as defined below) of INIschools except as reasonably required to comply with the terms of this Agreement; or (ii) disclose Confidential Information of INIschools to any third party, without the prior written authorization of INIschools. Furthermore, the School will at all times protect INIschools' Confidential Information with the same degree of care, but no less than a reasonable degree of care, as it treats or protects its own confidential information of a like nature.

ii. *Definition of Confidential Information*. The term "Confidential Information" will include all information not generally known to the public, and not readily ascertainable by proper means by outsiders, constituting or comprising private employee information, private student information, or other information generally deemed to be of a private or personal nature in which the general public has no right of access under applicable state law. Confidential Information includes the contents of this document. If the School becomes legally required to disclose Confidential Information, or any part thereof, then the School will give INIschools prompt notice of such requirement, cooperate with INIschools to the extent reasonable in taking legally available steps to narrow such required disclosure and disclose only that portion of the Confidential Information necessary to ensure compliance with such legal requirement. In the event of any breach or threatened breach of this provision, INIschools will be entitled to seek an injunction restraining the School from using or disclosing such Confidential Information in addition to any other remedy, at law or equity, that may be available to the affected party.

b. Privacy. Both parties will comply with all applicable privacy laws (including, without limit, the Federal Educational Rights and Privacy Act) as to confidential student information School provides to INIschools. Such information shall be subject to, and governed by, the terms and conditions of the Data Sharing Agreement which is incorporated by reference herein as Attachment A.

VI. **Trademarks**. INIschools and its associated marks are owned by Goodwill Education Initiatives, Inc. ("GEI") School acknowledges and agrees that the Marks, all applications and registrations therefore, and all associated rights, title and goodwill, are owned solely by GEI, and that School shall never directly or indirectly contest this ownership or the validity of the Marks. School shall assist and cooperate with GEI to perfect, enforce or acquire GEI's rights, title and interests in the Marks, and shall use its best efforts to protect the Marks and to report promptly to GEI any infringement of any of the Marks of which It has become aware.

VII. **Termination**. Either party may terminate this Agreement with or without cause upon thirty (30) days' written notice. Termination notice shall not affect School's liability for payment of fees already incurred prior to the effective date of the termination. In the event of early termination of this Agreement by School, School shall owe $100,000 the following amounts to INIschools if notice of termination was received on or before July 1, 2014.

VIII. **Status of the School**. The School is properly organized and operated in compliance with all applicable laws, rules and regulations, including, but not limited to those set forth in I.C. 20-24 et. Seq. The responsibility for operating the School in compliance with the terms and conditions of its charter are solely the responsibility of the School. The School's Board shall

do and cause to be done all things necessary to ensure that all legal requirements and all conditions imposed upon the School by its authorizer are fulfilled.

IX. **Status of INIschools**. INIschools is an independent contractor of School and all employees or staff of INIschools shall be considered INIschools staff or agents. As an independent contractor, INIschools assumes no liability for the functions which are ultimately the responsibility of the School or its Board, including but not limited to academic performance, performance relative to a system of accountability between the School and the State of Indiana or the School's authorizer(s), financial performance and diligence, and any other matters to which the School or its Board are obligated under state or federal law or otherwise.

X. **Human Resources**. Neither party may hire an employee of the other party without the prior express written consent of the other until twelve (12) months following the expiration or earlier termination of this Agreement and any renewals thereto.

XI. **Non-waiver and Severability**. The failure of either party to insist in any one or more instances upon performance of any of the provisions of this Agreement or to pursue their rights hereunder shall not be construed as a waiver of any such provisions or the relinquishment of any such rights. The invalidity of any section, subsection, clause or provision of this Agreement shall not affect the validity of the remaining sections, subsections, clauses or provisions of this Agreement.

XII. **Governing Law and Choice of Forum**. In the event of any dispute hereunder, the laws of the State of Indiana shall govern the validity, performance, enforcement, interpretation and any other aspect of this Agreement. The parties expressly agree that any and all actions concerning any dispute arising under this Agreement shall be filed and maintained only in a state or federal court of competent jurisdiction sitting in the State of Indiana. The parties consent to the personal jurisdiction of and venue in such courts and waive any right to object to personal jurisdiction or venue in the future.

XIII. **Entire Agreement**. This Agreement contains the entire agreement of the parties hereto with respect to the subject matter hereof and shall be deemed to supersede all prior agreements, whether written or oral, and the terms and provisions of any such prior agreement shall be deemed to have been merged into this Agreement. The headings of the sections of this Agreement are for convenience of reference only and shall not affect the meaning or interpretation of this Agreement in any way.

XIV. Order of Precedence; Incorporation by Reference

Any inconsistency or ambiguity in this Agreement shall be resolved by giving precedence in the following order: (1) this Agreement, (2) the Proposal (3) attachments prepared by INIschools, including Attachment A and (3) attachments prepared by ILSA. All of the

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foregoing and all attachments, and all documents referred to in this paragraph are hereby incorporated fully by reference.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on the year and date indicated, with the effective date being the date of the most recent signature.

Indiana Network of Independent Schools, LLC *Indianapolis Life Sciences Academy, Inc.*

By: _____
Jeffrey M. Lozer, Senior Director

By:_____
_____

Date:_____

Date: _____

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Assurances

INIschools provides the following assurances:

- ILSA is structurally independent of INIschools and GEI and ILSA, through its board, shall have exclusive authority to set and approve school policies.
- ILSA and INIschools are represented by separate, independent legal counsel and any agreement between INIschools and ILSA shall be the product of arms length negotiations.

Attachments

Attachment A: References

Berliner, D., & Biddle, B. (1995). *The manufactured crisis: Myths, fraud, and the attack on America's public schools.* Cambridge, MA, Perseus Books.

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Marzano, R.J. (2003). *What works in schools: Translating research into practice.* Alexandria, VA: Association for Supervision and Curriculum Development.

McFadden, L. (2009, April). District learning tied to student learning, *Phi Delta Kappan,* (pp. 90), 545-553.

Murphy, J. (2007). Restructuring through learning-focused leadership. In H. J. Walberg (Ed.). *Handbook on restructuring and substantial school improvement* (pp. 63-75). Lincoln, IL: Center on Innovation and Improvement.

Pfeffer, P. & Sutton, R. (2000). *The knowing-doing gap.* Boston: Harvard Business School Press.

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Seal, K. (2003, Summer). Raising self-motivated children. *High/Scope ReSource, A magazine for educators* (pp.19-23). Ypsilanti, MI: High/Scope Press.

Sanders, W.L., & Rivers, J.C. (1996, November). Cumulative and residual effects of teachers on future student academic achievement. Knoxville, TN: University of Tennessee Value-Added Research and Assessment Center.

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Attachment B: Performance of Surrounding Schools

The table, below, provides school performance data of 38 public schools in a 5-mile radius of where ILSA intends to locate.

School Name	District	Grade Levels	Grade	% of Students Passing ISTEP+* ELA & Math	% of Students Passing ISTEP+* Science	IREAD-3**
Belzer Middle School	MSD Lawrence	7-8	A	67.6	n/a	n/a
Forest Glen Elementary	MSD Lawrence	1-6	A	76.2	71.1	73.2
Lakeside Elementary	MSD Warren	K-4	A	73	62.3	74.4
Irvington Community School	MSCS	K-12	A	75.7	76.7	89.3
KIPP	MSCS	5-8	A	60.1	54.4	n/a
Lowell Elementary School	MSD Warren	K-4	A	78.2	75.2	80.2
Andrew J Brown Academy	MSCS	K-8	B	60.4	36.2	78.2
Brookview Elementary	MSD Warren	K-4	B	77.4	64.6	68.5
Fall Creek Valley Middle	MSD Lawrence	7-8	B	65	n/a	n/a
Robert Lee Frost School 106	IPS	K-6	B	51.5	35.6	57.7
Creston Intermediate Acad	MSD Warren	5-6	B	69.1	52.5	n/a
Indian Creek Elementary	MSD Lawrence	1-6	C	66.5	65.6	78.5
Stonybrook Intermediate Acad	MSD Warren	5-6	C	57.2	37	n/a
Sunny Heights Elementary	MSD Warren	K-4	C	65.6	54.4	77.6
George W Julian School 57	IPS	K-6	C	56.8	70.6	57.9
Andrew Academy	MSCS	K-8	C	33.6	30.6	84.2
Creston Middle School	MSD Warren	7-8	C	60.4	n/a	n/a
Paramount School of Excellence	MSCS	K-8	C	50	34.6	85.1
Brook Park Elementary	MSD Lawrence	1-6	D	50	35.5	61.6
Eastridge Elementary	MSD Warren	K-4	D	57.4	57.9	72.8
Harrison Hill Elementary	MSD Lawrence	1-6	D	49.3	43.9	69.3
Monument Lighthouse Charter	MSCS	K-12	D	52.4	52.1	67.6
Pleasant Run Elementary	MSD Warren	K-4	D	59.3	55.8	78.6
Stony Brook Middle School	MSD Warren	7-8	D	52.6	n/a	n/a
Christian Park 82	IPS	K-6	D	52.6	51.3	67.6
Anna Brochhausen School 88	IPS	PK-6	F	37	28	60.4
Arlington Community High	Turnaround School	7-12	F	17.6	n/a	n/a
Charles W Fairbanks School 105	IPS	K-6	F	39.9	28.9	65.5
Floro Torrence School 83	IPS	K-6	F	44.3	31.9	66.2
Francis Scott Key School 103	IPS	PK-6	F	32.9	20.3	31.4
George H Fisher School 93	IPS	K-6	F	31.2	26.7	53.6
George S Buck Elementary	IPS	K-6	F	44.4	32.5	65.2
John Marshal Community Jr High	IPS	7-8	F	22.2	n/a	n/a
Winding Ridge Elementary	MSD Lawrence	1-6	F	46.1	39	63.6
James Russell Lowell School 51	IPS	K-6	F	35	22.3	40.9
T.C. Howe Community High	Turnaround School	7-12	F	27.9	n/a	n/a
Ralph Waldo Emerson School 58	IPS	K-6	F	45.7	39.5	64.4
Brookside School 54	IPS	K-6	F	38.2	24.7	53.6

**Most recent ISTEP+ results are from the 2011-2012 school year*

***IREAD-3 results are from the 2012-2013 school year*

Attachment C: Performance Goals

Educational Performance Goals

1. School-Specific Goal for: Indianapolis Life Sciences Academy

Mission Statement:
The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

Performance Goal: Students will demonstrate proficiency in Science.

Performance Indicators: Percent of students passing the science portion of ISTEP+.

Assessment Tools and Measures: ISTEP+

Attachments: N/A

Rationale for Goal and Measures: ILSA places an emphasis on the life sciences. Student performance on the science portion of the ISTEP+ will provide insight to the school's level of success in providing a life sciences curriculum to students.

Assessment Reliability and Scoring Consistency: N/A

Baseline Data: ISTEP+ science scores from the revoked charter serving the geographic area that ILSA seeks to serve were below 30%. Other area charter and traditional public schools range from 26.6% to 70.6, with ILSA's partner school, Irvington Community School, scoring 76.7%. Statewide, Indiana averages 71.0% of students passing the science portion of the ISTEP+.

3rd-Year Target

- *Does not meet standard:* ISTEP+ science passing percentage below 60%
- *Approaching standard:* ISTEP+ passing percentage at or above 60% but below 65%
- *Meets standard:* ISTEP+ science passing percentage at or above 65% but below 70%
- *Exceeds standard:* ISTEP+ science passing percentage at or above 70%

6th-Year Target:

- *Does not meet standard:* ISTEP+ science passing percentage below 62%
- *Approaching standard:* ISTEP+ passing percentage at or above 62% but below 71%
- *Meets standard:* ISTEP+ science passing percentage at or above 71% but below 80%
- *Exceeds standard:* ISTEP+ science passing percentage at or above 80%

2. School-Specific Goal for: Indianapolis Life Sciences Academy

Mission Statement:
The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

Performance Goal: Students will read proficiently by grade 3 and will demonstrate mastery of foundational reading standards for grades K-3.

Performance Indicators: Percent of students passing the Indiana Reading Evaluation And Determination (IREAD-3) assessment.

Assessment Tools and Measures: IREAD-3

Attachments: N/A

Rationale for Goal and Measures: Educators and researchers have long recognized the importance of the mastery of readying by third grade' reading is a critically important skill that affects students' ability to perform highly in all subject areas – and particularly in science. Students' reading proficiency and performance on IREAD-3 will provide insight to the school's level of success in preparing students in grades K-3 for higher level learning.

Assessment Reliability and Scoring Consistency: N/A

Baseline Data: IREAD-3 scores from the revoked charter serving the geographic area that ILSA seeks to serve were below 50%. Other area charter and traditional public schools range from 49% to 79.2, with ILSA's partner school, Irvington Community School, scoring 89.3%.

3rd-Year Target

- *Does not meet standard:* IREAD-3 below 60%
- *Approaching standard:* IREAD-3 at or above 60% but below 68%
- *Meets standard:* IREAD-3 at or above 68% but below 79%
- *Exceeds standard:* IREAD-3 at or above 79%

6th-Year Target: What do we expect to achieve by the end of our sixth year? (Set your expectation for "Meets standard" at a level that you would consider on target for your third year.)

- *Does not meet standard:* IREAD-3 below 65%
- *Approaching standard:* IREAD-3 at or above 65% but below 74%
- *Meets standard:* IREAD-3 at or above 74% but below 84%
- *Exceeds standard:* IREAD-3 at or above 84%

Organizational Viability Goals

1. School-Specific Goal for: Indianapolis Life Sciences Academy

Mission Statement:
The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

Performance Goal: The school maintains a high student retention rate.

Performance Indicators: Percent of students re-enrolling in ILSA from one year to the next

Assessment Tools and Measures: Student enrollment data

Attachments: N/A

Rationale for Goal and Measures: Student retention is a clear indicator that students and their families are happy with the quality of education and educational environment the school provides. Strong student retention also supports the school its enrollment targets which will help ensure school funding and that the school is operating within budget.

Assessment Reliability and Scoring Consistency: N/A. ILSA will use the student enrollment records that are reported to the Indiana Department of Education to accurately calculate student retention from one school year to the next.

Baseline Data: Student enrollment data from the previous school year

3rd-Year Target:

- *Does not meet standard:* The school maintains a retention rate below 60%
- *Approaching standard:* The school maintains a retention rate at or above 60% but below 68%
- *Meets standard:* The school maintains a retention rate at or above 68% but below 75%
- *Exceeds standard:* The school maintains a retention rate at or above 75%

6th-Year Target:

- *Does not meet standard:* The school maintains a retention rate below 65%
- *Approaching standard:* The school maintains a retention rate at or above 65% but below 72%
- *Meets standard:* The school maintains a retention rate at or above 72% but below 80%
- *Exceeds standard:* The school maintains a retention rate at or above 80%

2. School-Specific Goal for: Indianapolis Life Sciences Academy

Mission Statement:
The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life-sciences themed learning environment that emphasizes high moral character and community involvement.

Performance Goal: Teachers who receive “Effective” or “Highly Effective” ratings on summative teacher evaluations return the following school year.

Performance Indicators: Percent of students Teachers who receive “Effective” or “Highly Effective” ratings on summative teacher evaluations returning the following school year

Assessment Tools and Measures: Human resources data and teacher evaluation results

Attachments: N/A

Rationale for Goal and Measures: The quality of teachers is the single most important predictor of student achievement. Making certain that staff are effective and highly effective is a critical step to ensuring students receive a high quality education.

Assessment Reliability and Scoring Consistency: N/A.

Baseline Data: Teacher evaluation ratings

3rd-Year Target:

- *Does not meet standard:* The school retains below 60% of teachers rated as “Effective” of “Highly Effective”
- *Approaching standard:* The school retains at or above 60% but below 70% of teachers rated as “Effective” of “Highly Effective”
- *Meets standard:* The school retains at or above 70% but below 80% of teacher rated as “Effective” of “Highly Effective”
- *Exceeds standard:* The school retains at or above 80% of teachers rated as “Effective” of “Highly Effective”

6th-Year Target:

- *Does not meet standard:* The school retains below 65% of teachers rated as “Effective” of “Highly Effective”
- *Approaching standard:* The school retains at or above 65% but below 75% of teachers rated as “Effective” of “Highly Effective”
- *Meets standard:* The school retains at or above 75% but below 85% of teacher rated as “Effective” of “Highly Effective”
- *Exceeds standard:* The school retains at or above 85% of teachers rated as “Effective” of “Highly Effective”

Attachment D: School Calendar

2014-2015 School Year
(August 11 – June 12)

Summary of Calendar:
TOTAL STUDENT DAYS 189
Staff PD 21

CALENDAR LEGEND
Start/End
End Quarter
Vacation Day
(No School)
Teacher PD –
(No school for students)

Does not include Professional Development days.

HOLIDAYS:
- Labor Day (9/1)
- Thanksgiving Day (11/27)
- Christmas Day (12/25)
- New Year's Day (1/1)
- Martin Luther King Jr. Day (1/19)
- President's Day (2/16)
- Memorial Day (5/25)

August				Student Days	
M	T	W	Th	F	
28	29	30	31	1	
04	05	06	07	08	
11	12	13	14	15	5
18	19	20	21	22	10
25	26	27	28	29	15
September					
01	02	03	04	05	19
08	09	10	11	12	24
15	16	17	18	19	28
22	23	24	25	26	33
29	30				
October					
		01	02	03	38
06	07	08	09	10	43
13	14	15	16	17	48
20	21	22	23	24	51
27	28	29	30	31	56
November					
03	04	05	06	07	61
10	11	12	13	14	66
17	18	19	20	21	71
24	25	26	27	28	73
December					
01	02	03	04	05	78
08	09	10	11	12	83
15	16	17	18	19	87
22	23	24	25	26	
29	30	31			
January					
			01	02	
05	06	07	08	09	92
12	13	14	15	16	96
19	20	21	22	23	100
26	27	28	29	30	105
February					
02	03	04	05	06	110
09	10	11	12	13	114
16	17	18	19	20	118
23	24	25	26	27	123
March					
02	03	04	05	06	128
09	10	11	12	13	132
16	17	18	19	20	137
23	24	25	26	27	
30	31				
April					
		01	02	03	142
06	07	08	09	10	146
13	14	15	16	17	151
20	21	22	23	24	156
27	28	29	30		
May					
				01	161
04	05	06	07	08	166
11	12	13	14	15	170
18	19	20	21	22	175
25	26	27	28	29	179
June					
01	02	03	04	05	184
08	09	10	11	12	189
15	16				

Date	Events
Jul 28-Aug 8	Staff PD (No School)
Aug 11	Students' first day of school Begin 1st semester
Sept 1	Labor Day (No School)
Sept 25	Rosh Hashanah *
Sept 19	Staff PD (No School)
Oct 4	Yom Kippur *
Oct 17	End 1st Quarter
Oct 20-21	Fall Break (No School)
Oct 21	Staff PD (No School)
Nov 4	Election Day
Nov 26-28	Thanksgiving Holiday (No School)
Nov 26	Staff BD (No School)
Dec 19-Jan 2	Winter Break (No School
Dec 19	Staff PD (No School)
Dec 22	Hanukkah Begins *
Dec 25	Christmas
Dec 27-Jan 1	Kwanzaa
Jan 1	New Year's Day (No School)
Jan 15	End 1st semester End 2nd quarter
Jan 16	Staff PD (No School)
Jan 19	Martin Luther King Day (No School)
Feb 13	Staff PD (No School)
Feb 16	President's Day (No School)
Mar 9	Staff PD (No School)
Mar 23-27	Spring Break (No School)
Apr 3	Good Friday End 3rd quarter
Apr 4-11	Passover *
Apr 5	Easter
Apr 6	Staff PD (No School)
May 11	Staff PD (No School)
May 25	Memorial Day (No School)
Jun 12	Students' last day of school
Jun 15-16	Staff PD (No School)

* Start at sundown the previous da

Attachment E: School Discipline Plan

Indianapolis Life Science Academy
School Discipline Plan

Indianapolis Life Sciences Community believes it is the responsibility of the entire school community to assist its scholars in learning and putting into practice appropriate behavior as part of a safe learning environment, conducive for all scholars to learn and excel. This includes scholars, school personnel, parents/guardians and family members. School personnel – namely teachers, teachers' assistants, the Dean of Student Services, and school administrators – are charged with preserving the integrity of the learning environment at Indianapolis Life Science Academy.

Behavior Expectations
At all times, Indianapolis Life Sciences Academy's scholars will be expected to follow its code of conduct. Scholars, teachers, administration and staff will work together to model positive behavior and high moral character. Scholars are expected to:

- Always respect our school and its property
- Always respect others
- Always use appropriate language
- Always use appropriate behavior in classrooms, hallways, bathrooms, and play areas both inside and outside the school
- Always use self-control
- Always be fair, caring and responsible members of the school and community
- Always tell the truth

Zero Tolerance
In addition the these behavior expectations, Indianapolis Life Sciences Academy takes a "zero tolerance" stance on any behavior or action that could be potentially hazardous, dangerous, or harmful to any individual or property on or off school premises. As part of a Zero Tolerance policy, scholars are expected to:

- Never use aggressive behavior
- Never carry or use of dangerous objects/materials
- Never use illicit substances

Behavior Management
Scholars discipline issues will be handled on a case-by-case scenario and the school discipline policy will be applied fairly to all scholars. Behaviors that may result in any one or combination of the 3-step behavior management process include:

- Defiance
- Talking back to or not minding teacher and/or other ILSA staff
- Use of vulgar language or profanity
- Use of nuisance items without permission (i.e., electronic games, toys, iPods, cell phones, etc.)
- Disobeying classroom rules
- Excessive absences and/or tardies

Indianapolis Life Sciences Academy views student discipline issues as opportunities for scholars to learn behavior management strategies. Behavior management reflects the school's "compassionate but firm" philosophy and methodology in dealing with behavior issues. Much of ILSA's student discipline approach is derived from successful practices of other Indianapolis schools and influenced by leading experts in the field of school discipline, including

Discipline with Dignity for Challenging Youth. The authors of this book, Allen Mendler, PhD, and educator Richard Curwin, EdD, outline five discipline principles for educators which ILSA embraces:

1. Teachers have a responsibility to teach all students
2. Difficult behavior should be viewed as opportunities to education for change; leverage should be reserved for excessively disruptive or dangerous situations
3. More motivation means less discipline
4. Discipline is another form of instruction
5. Numerous strategies and lots of heard are necessary for success

ILSA believes that behavior management is a critical part of any school discipline policy. ILSA's three-step behavior management process includes:

1. Classroom management;
2. Behavior coaching; and
3. Community management (i.e., parent/guardian involvement)

Classroom Management

ILSA teachers are empowered to work with their students in innovative, instructional, engaging behavior management strategies and tactics. Corrective techniques are numerous and may include consultation, verbal or nonverbal redirection, one-on-one hallway discussions, and/or parent contact. If a teacher has a scholar who demonstrates significant misbehavior, whether involving repetitive infractions or a more serious single incident, which the teacher cannot manage effectively in the classroom, the teacher may refer the student to the Dean of Student Services.

Behavior Coaching

ILSA Behavior Coaches (teachers and Dean of Student Service) work with scholars to help them understand their behavior and its negative implications – how it impacts themselves and others. Scholars involved with Behavior Coaches engage in constructive conversations and receive appropriate consequences, which can include (among many other techniques) reflective writing, personal and public apologies, community service to benefit the school's appearance, detention, in-school suspension, out-of-school suspension, and recommendation for expulsion. What most distinguishes our behavior management methodology is our Behavior Coaches' frequent communication with parents, informing them by phone and in-person of their scholars' misbehavior, measures being taken, and progress being made (of note, parents are also informed of outstanding scholar behavior, even involving scholars who have little or no behavior issues while in school). Effective parenting is central to managing and improving scholars' behavior. By partnering with parents and teachers, ICS Behavior Coaches implement corrective behavior action that stands the best chance of succeeding in encouraging scholars to grow in high moral character, maximize their educational experience, and develop into upstanding citizens.

Community Management

Scholars who continue to be disruptive and show little progress in managing their behavior are referred to a Behavior Referral Board (BRB). The BRB is staffed by the Dean of Student Services and several faculty members who meet with the scholar and his/her parents/guardians to review behavior issues and determine how to most effectively address them. This group dynamic is an expression of unified support so that the scholar feels valued, understands the gravity of the transgression(s), and receives clear coaching on behavior modification.

Suspension or Recommendation for Expulsion

ILSA takes a Zero Tolerance stance on any action or behavior that could be potentially hazardous, dangerous, or harmful to any individual or property on or off school premises. Actions or behaviors warranting suspension or recommendation for expulsion include:

- Violence/threat of physical aggression
- Possession of a weapon on school property

- Being under the influence and/or being in possession of illegal substances (alcohol, drugs, drug paraphernalia, tobacco, lighter)
- Bullying
- Cheating/plagiarism
- Theft or vandalism
- Chronic misbehavior, including disrespect and classroom disruption
- Chronic insubordination
- Chronic tardies and/or absences

Suspension Procedure
When the Dean of Student Services determines that a scholar should be suspended out of school, the following process is initiated:

1. Incident Review: A discussion between the Dean of Student Services and School Director will be held prior to the suspension of any scholar and parent/guardian notification, unless circumstances dictate a more immediate removal of the student from school premises. Follow-up discussion regarding the situation and consequences will take place as soon as possible after the incident.

2. Parent Notification: The parent/guardian of the suspended scholar will be notified of the misconduct, length of suspension, and any other corrective actions taken.

3. Intake Meeting: Upon return from suspension the scholar will participate in an intake meeting with the involved Behavior Coach and member of the school's leadership team; if determined as necessary, the scholar's parent/guardian may participate. At this time, a behavior contract may be introduced, stating that further misbehavior will result in a recommendation for expulsion.

Expulsion Procedure
When the Dean of Student Services determines that a scholar should be suspended out of school, the following process is put in motion:

1. Incident Review: The Dean of Student Services consults with the School Director, explaining the reason(s) for the recommendation. The scholar's discipline history is also revisited at this time. A determination is made to go forward with the recommendation or determine other consequences or course of action.

2. Parent Incident Notification: The parent/guardian of the suspended scholar pending expulsion will be notified of the recommendation.

3. Parent Due Process Notification by Mail: Parents/guardians will receive through certified mail notice of the recommendation for expulsion and their recourse in the expulsion appeal process. The parents/guardians have 10 days upon receipt of this letter from the School Director to file for an appeal. The appeal will be overseen by an independent authority, typically an uninvolved Behavior Coach. Failure by the scholar's parent/guardian to request an appeal will be deemed a waiver of rights administratively to contest the expulsion.

4. Notice of the appeal meeting being granted will be delivered in writing by certified mail or in person, and contain the reason(s) for the expulsion and the date, time, place, of the meeting.

5. At the expulsion appeal hearing, the Dean of Student Services will present evidence to support the charges against the scholar. The scholar and parent/guardian will have the opportunity to answer the charges against the scholar and to present evidence to support the scholar's position and make a case for reinstatement.

6. If an expulsion meeting is held, the Appeal Officer will make a written summary of the evidence heard at the meeting, determine whether to uphold the expulsion or reinstate the scholar. The Appeal Officer's decision will be sent by mail to the scholar's parent/guardian. This decision is final unless the parent/guardian wants to seek an appeal with the Marion County Juvenile Courts.

Disclosure

The Board of Directors of Indianapolis Life Sciences Academy reserves the right to amend the school discipline policy at any time during the school year as the result of an independent review, occurrence of a situation not covered under this policy, or a recommendation by a school representative, parent or other stakeholder. The school discipline policy may only be amended with a majority vote of the Board of Directors during a time at which the Board is conducting regular school business. In the event that the school discipline policy is amended during the school year, parents/guardians and scholars will be promptly notified.

Attachment F: Example Curriculum Maps

Grade 3 Science

AUGUST			
Content	**Skills**	**Assessment**	**Resources**
PLANT GROWTH & DEVELOPMENT **Scientific Process** • Observation • Prediction • Hand lens • Description using color, shape, texture, odor, size **Seed Structure** • Seed coat • Seed leaves • Embryo • Cotyledon **Plant Growth** • Planting • Thinning • Transplanting • Centimeter • Bar graph	**PLANT GROWTH & DEVELOPMENT** **Scientific Process** 1. Demonstrate the proper use of a hand lens. **(NS.4)** 2. Define observation and prediction. **(NS.1, 7, 9)** 3. Record observations in science notebook. **(NS.7)** 4. Record predictions in science notebook. **(NS.1, 7, 9)** 5. Compare results with prediction. **(NS.9)** **Seed Structure** 1. Define and describe the function of the seed coat, embryo and cotyledon. **(3.3.1)** 2. Identify and sketch the parts of a seed (seed coat, seed leaves, embryo, and cotyledon). **(NS.7; 3.3.1)** **Plant Growth** 1. Predict outcome of plant growth investigation. **(NS.1)** 2. Plant seeds according to written instructions and diagrams. **(3.3.2)** 3. Describe the importance of thinning and transplanting. **(3.3.2)** 4. Record observations of plant growth experiment over time. **(NS.3-9; 3.3.2)** 5. Measure plant height in centimeters. **(NS.5; 3.3.2)** 6. Record plant height on graph. **(NS.7; 3.3.2)**	**PLANT GROWTH & DEVELOPMENT** Pre-/Post-Unit Assessment - Acuity Science Notebooks	**PLANT GROWTH & DEVELOPMENT** **STC Plant Growth & Development Kit** **Wisconsin Fast Plants (Brassica)** **Online Learning Resources** • Explore Learning Plant Growth Simulator **Science Notebook** **KWL Chart** **Literacy Connections** • STC Reading Connection: "Fast Plants for Fast Times" from STC Literacy Resources • Student Notebooks

	7. Identify factors that may influence plant growth **(3.3.2)**		
SEPTEMBER			
Content	**Skills**	**Assessment**	**Resources**
PLANT GROWTH & DEVELOPMENT **Plant Structures & Growth** • Stem • Bud • True leaves • Flower • Measurement (centimeters) • Data • Analysis of graphed data • Plant life cycle • Bee structures (antennae, eyes, head, thorax, abdomen, legs, wings) • Flower structures (petals, anthers, pollen, pistil, stigma, stigma) • Pollination • Cross-pollination • Interdependence	**PLANT GROWTH & DEVELOPMENT** **Plant Structures & Growth** 1. Identify and sketch the plant, including seed leaves, true leaves, stem, buds, and flowers. **(NS.7; 3.3.1)** 2. Describe the differences between the seed leaves and true leaves. **3.3.1)** 3. Record the number and size of leaves and buds. (**NS.7; 3.3.1)** 4. Write descriptive sentences about the plants in the science notebook. (**NS.7; 3.3.1)** 5. Predict patterns in plant growth. **(NS.1; 3.3.2)** 6. Measure, record and graph plant height throughout the plant growth investigation. **(NS.5, 7; 3.3.2)** 7. Graph plant heights on bar graph. **(NS.7, 8; 3.3.2)** 8. Identify factors that may influence plant growth **(3.3.2)** 9. Observe bee structure using a hand lens. **(NS.4)** 10. Identify, draw and label body structures of the bee (antennae, eyes, head, thorax, abdomen, legs, wings). **(NS.7)** 11. Observe flower structure using a hand lens. **(NS.4; 3.3.1)** 12. Identify, draw and label structures of the (petals, anthers, pollen, pistil, stigma, and stamen). **(NS.7; 3.3.1)** 13. Define and describe the function of the petals, anther, stamen, pistil, pollen, and stigma. **(3.3.1)** 14. Describe the process by which bees pollinate plants. **(3.3.1)**	**PLANT GROWTH & DEVELOPMENT** Pre-/Post-Unit Assessment - Acuity Science Notebooks	**PLANT GROWTH & DEVELOPMENT** **STC Plant Growth & Development Kit** **Wisconsin Fast Plants (Brassica)** **Online Learning Resources** • Explore Learning Plant Growth Simulator **Science Notebook** **KWL Chart** **Literacy Connections** • STC Reading Connection: "The Crucifer Family" from STC Literacy Resources • KIDS DISCOVER: Bees • Student Notebooks

	15. Describe the relationship of interdependence between bees and plants. **(3.3.1)**		
OCTOBER			
Content	**Skills**	**Assessment**	**Resources**
PLANT GROWTH & DEVELOPMENT **Plant Structures & Growth** • Pod • Harvest • Thresh • Yield	**PLANT GROWTH & DEVELOPMENT** **Plant Structures & Growth** 1. Observe plant and pods with hand lens. . **(NS.4)** 2. Define and describe the function of the pods. **(3.3.1)** 3. Write descriptive sentences about the plants in the science notebook. (**NS.7; 3.3.1)** 4. Graph height of plant. **(NS.7, 8; 3.3.2)** 5. Interpret bar graph of plant life cycles. **(NS.7, 8; 3.3.2)** 6. Analyze bar graph of plant height created over the life cycle of the plant. **(NS.7, 8; 3.3.2)** 7. Identify factors that may influence plant growth **(3.3.2)** 8. Compare number of seeds produced to the number of seeds planted. **(3.3.1; 3.3.2)** 9. Define the terms "harvest," "thresh," and "yield."	**PLANT GROWTH & DEVELOPMENT** Pre-/Post-Unit Assessment - Acuity Science Notebooks	**PLANT GROWTH & DEVELOPMENT** **STC Plant Growth & Development Kit** **Wisconsin Fast Plants (Brassica)** **Online Learning Resources** • Explore Learning Plant Growth Simulator **Science Notebook** **KWL Chart** **Literacy Connections** • KIDS DISCOVER: Bees • Student Notebooks **Life Sciences Industry Connection** • DOW scientist visit
NOVEMBER			
Content	**Skills**	**Assessment**	**Resources**
EARTH MATERIALS **Rock Composition and Formation** • Geologist • Properties of rocks (shape, size, color, texture, mass) • Dissolve • Evaporation • Solution • Mixture • Crystal • Mineral	**EARTH MATERIALS** **Rock Composition and Formation** 1. Describe the physical properties of rocks. **(NS.4, 7; 3.2.1; 3.2.2)** 2. Measure properties of rocks such as dimension and mass. **(NS.4, 7; 3.2.1; 3.2.2)** 3. Select and use appropriate measuring tools to gather and record measurable properties of rocks. **(NS.4, 5, 7; 3.2.1; 3.2.2)** 4. Describe the observation that water,	**EARTH MATERIALS** Pre-/Post-Unit Assessment – Acuity Science Notebooks Investigations 1-4 Student Sheets	**EARTH MATERIALS** **FOSS Earth Materials Kit** **Science Notebook** **Online Learning Resources** • Fossweb Earth Materials • Ask a Geologist (USGS) • USGS Science Resources, Grades K-6 • Geo Mysteries (Indianapolis Children's Museum) • Rock Hounds: Become a Rock Expert

Minerals • Hardness • Moh's Scale • Scratch test **Rock and Mineral Inquiry** • Calcite • Acid • Sandstone • Limestone • Marble • Granite • Mica • Feldspar • Quartz • Hornblende • Color • Hardness	settling, and evaporation can separate rocks into their components. **(NS.7, 8; 3.2.1; 3.2.2)** 5. Describe the observation that crystals form from evaporation of a saltwater mixture. **(NS.4; 3.2.1; 3.2.2)** 6. Identify that rocks are composed of earth materials called minerals that cannot be physically broken apart any further. **(3.2.2)** 7. **Minerals** 1. Define minerals as earth materials that compose rock and that cannot be broken apart any further. **(3.2.2, 3.2.3)** 2. Observe, describe, and record properties of minerals. **(NS.7; 3.2.3)** 3. Determine the relative hardness of mineral samples. **(3.2.3)** 4. Seriate minerals based on hardness. **(3.2.3)** **Rock and Mineral Inquiry** 1. Observe directly and indirectly the special properties of a mineral. **(3.2.3)** 2. Observe and record the results of an investigation. **(NS.7; 3.2.3)** 3. Compare results with prediction and with others who carried out the same investigation. **(NS.9)** 4. Identify one ingredient from a mixture. **(3.2.2)** 5. Observe properties of a rock and several minerals. **(3.1.1; 3.2.2; 3.2.3)** 6. Sort objects according to properties. **(NS.8)** 7. Compare observations of properties. **(NS.9)**		**Literacy Connections** • FOSS Science Stories Investigation 1: "Written in Stone" "Postcards from the Ledge" "Treasure Underfoot" Investigation 2: "X Marks the Spot" "Digging It Up: Mining for Minerals" "Birthstones: A Mineral for Each Month" Investigation 3: "Rock Tales" "Old Man and the Rock: A Native American Tale" "The Two Boys: An Aborigine Story from Australia" Investigation 4: "Rock of Ages" "Identifying Minerals" "Where Do Rocks Come From?" **Life Sciences Industry Connection**

DECEMBER			
Content	**Skills**	**Assessment**	**Resources**
EARTH MATERIALS **Fossils** • Formation • Time periods (general) • Indiana fossils **Importance of Earth Materials** • Natural materials • Uses of rocks and minerals • Fossil fuels • Dam • Forestry	**EARTH MATERIALS** **Fossils** 1. Identify common Indiana fossils. **(3.2.4)** 2. Describe how fossils provide evidence about the plants and animals that lived long ago. **(3.2.4)** 3. Describe how fossils provide evidence about the type of environment that existed in an area long ago. **(3.2.4)** **Importance of Earth Materials** 1. Describe various ways in which organisms require natural materials (such as water, sunlight, natural food sources) for survival. **(3.2.5)** 2. Describe various ways in which humans use natural resources. **(3.2.6)** 3. Describe examples of how humans have altered natural resources for survival (such as constructing dams, milling wood, and producing heat from natural resources). **(3.2.6)**	**EARTH MATERIALS** Science Notebooks Teacher Created Assessments FOSS Earth Materials Student Sheets	**EARTH MATERIALS** **FOSS Earth Materials Kit** **Investigation 3 Language Extension** **Investigation 3 Science Extension** **Investigation 4 Language & Art Extension** **Science Notebook** **Fossil Identification Kit (Frey Scientific)** **Online Learning Resources** • Online fossil activities – National Park Service • Brain POP Fossils • US Dept of Energy Fossil Energy Activities • EPA Student Activities **Literacy Connections** **Life Sciences Industry Connection**
JANUARY			
Content	**Skills**	**Assessment**	**Resources**
PHYSICS OF SOUND • Sound • Vibration • Pitch • Tension • Volume • Transmission • Reflection • Absorption • Energy of sound • Technologies of sound	**PHYSICS OF SOUND** 1. Describe the factors that affect the pitch and loudness of sound produced by vibrating objects. **(3.1.1; 3.1.2)** 2. Produce sounds with different pitches and volume levels. **(3.1.1; 3.1.2)** 3. Describe how sound is transmitted, reflected and/or absorbed by different materials. **(3.1.1; 3.1.3)** 4. Demonstrate how sound is affected	**PHYSICS OF SOUND** Pre-/Post-Unit Assessment – Acuity Science Notebooks Investigations Student Sheets	**PHYSICS OF SOUND** **FOSS Physics of Sound Kit** **Science Notebook** **Online Learning Resources** • Fossweb Physics of Sound **Literacy Connections** **Life Sciences Industry Connection** • Indiana University Cochlear Implant

	by different materials (air, water, foam etc.) in different environments (large room, small room, room with dome etc.). **(3.1.1; 3.1.3)** 5. Describe the structure and function of the human ear. 6. Explain how humans perceive sound including how the ear functions and how the nervous system sends messages to the brain (receptors). 7. Explore appropriate decibel levels of common sounds and justify reasons for having sounds at different decibels. 8. Explore technological applications of sound. (hearing aids, microphones, speakers, megaphones) 9. Explore decibel levels of common sounds and explain reasons why sounds are different decibel levels. 10. Explore technological applications related to sound (hearing aids, microphones, speakers, megaphones).		Program • DeVault Otologic Research Laboratory
FEBRUARY			
Content	**Skills**	**Assessment**	**Resources**
PHYSICS OF LIGHT ~To be developed~	**PHYSICS OF LIGHT** The following standards are not met through the INI program and need curriculum developed. 3.1.4 Investigate how light travels through the air and tends to maintain its direction until it interacts with some other object or material. 3.1.5 Observe and describe how light is absorbed, changes its direction, is reflected back and passes through objects. Observe and describe that a shadow results when light cannot pass through an object.	**PHYSICS OF LIGHT** Science Notebooks	**PHYSICS OF LIGHT** **Science Notebook** **Online Learning Resources** **Literacy Connections** **Life Sciences Industry Connection**

	3.1.6 Describe evidence to support the idea that light and sound are forms of energy.		
MARCH/APRIL			
Content	**Skills**	**Assessment**	**Resources**
MEASUREMENT • Standard units • Metric system • Meters • Centimeters • Mass • Grams • Balance • Liquid volume • Capacity • Liters • Milliliters	**MEASUREMENT** Understand the necessity for standard units of measurement. **(3.4.1)** 1. Develop an understanding and intuitive feel for the metric system. **(3.4.1)** 2. Measure length and distance in meters and centimeters with a meter tape. **(3.4.1)** 3. Measure mass in grams with a balance and mass pieces. **(3.4.1)** 4. Measure liquid volume and capacity of containers in liters and milliliters with 50-ml syringes and graduated cylinders. **(3.4.1)** 5. Measure temperature of liquids and air in degrees Celsius with a thermometer. **(3.4.1)** 6. Acquire the vocabulary associated with metric measurement. **(3.4.1)** 7. Exercise language and math skills in the context of metric measurement. **(3.4.1)** 8. Apply appropriate measuring skills in everyday situations. **(3.4.1; 3.4.2)** 9. Develop and refine the manipulative skills required for making and using measuring tools. **(NS 4, 5)** 10. Use scientific thinking processes to conduct investigations and build explanations: observing, communicating, comparing, and organizing. **(NS 1-9)**	**MEASUREMENT** Pre-/Post-Unit Assessment – Acuity Science Notebooks Investigations 1-4 Student Sheets	**MEASUREMENT** **FOSS Measurement Kit** **Science Notebook** **Online Learning Resources** **Literacy Connections** **Life Sciences Industry Connection**
MAY			
Content	**Skills**	**Assessment**	**Resources**
INDIVIDUAL/SMALL GROUP SCIENCE	**INDIVIDUAL/SMALL GROUP SCIENCE**	**INDIVIDUAL/SMALL GROUP SCIENCE**	**INDIVIDUAL/SMALL GROUP SCIENCE**

INQUIRY Students generate a question and perform an investigation to find answers to this question.	**INQUIRY** These projects should incorporate the Design Process Standards: • Identify a need or problem to be solved. **(DP.1)** • Brainstorm potential solutions. **(DP.2)** • Document the design throughout the entire design process. **(DP.3)** • Select a solution to the need or problem. **(DP.4)** • Select the most appropriate materials to develop a solution that will meet the need. **(DP.5)** • Create the solution through a prototype. **(DP.6)** • Test and evaluate how well the solution meets the goal. **(DP.7)** • Evaluate and test the design using measurement. **(DP.8)** • Present evidence by using mathematical representations (e.g., graphs, data tables). **(DP.9)** • Communicate the solution (including evidence) using mathematical representations (graphs, data tables), drawings or prototypes. **(DP.10)** • Communicate how to improve the solution. **(DP.11)**	**INQUIRY** Science Notebooks	**INQUIRY** **Science Notebook** **Online Learning Resources** **Literacy Connections** **Life Sciences Industry Connection**

Kindergarten Language Arts

See corresponding lesson plans in Attachment G.

Content	Skills/Standards	Assessments	Resources
Content Knowledge: Getting to School Together Science Topic of the Week Phonological Awareness: Rhyming Words Letter Recognition: Aa, Bb, Cc, Dd, Ee Handwriting: A and a, B and b, C and c, D and d, E and e Comprehension: Character High-Frequency Words: I am Conventions: Say Our Names	Content Knowledge: • Discuss the Question of the Week: • How do children get to school? Phonological Awareness: • Introduce and discriminate rhyming words • Listen for and produce rhyming words • Blend Words: Blend sounds to make rhyming words • Listen for number of words Letter Recognition: • Identify uppercase A and lowercase a, uppercase B and lowercase b, uppercase C and lowercase c, uppercase D and lowercase d, uppercase E and lowercase e • Practice letters Aa, Bb, Cc, Dd, Ee Handwriting: • Write uppercase A and lowercase a • Write uppercase B and lowercase b • Write uppercase C and lowercase c • Write uppercase D and lowercase d • Write uppercase E and lowercase e High-Frequency Words: • Nondecodable Words Routine • Read high frequency words: I, am Comprehension: • Reading Decodable Books Routine • Identify and describe characters. • Preview and predict based on the cover and title • Read for Understanding Routine: Build Interest • Read for Understanding Routine: Develop comprehension • Retell the story • Confirm predictions	RAPS 360 Universal Screening Monitor Progress - Letter Recognition and Word Reading Letters Aa, Bb, Cc, Dd, Ee Comprehension Skill: Character High-Frequency Words: I, am Teacher's Edition p.108	TE pp. 1–107 Truckery Rhymes p. 5 My Skills Buddy pp. 12–29 ebook pp. 1–8 Video, Big Question Video Video, Concept Talk Video Song, Sing with Me Reader's and Writer's Notebook pp. 8–12 Reader's and Writer's

Writing: Wonderful, Marvelous Me!, Respond to Literature Respond to Informational Text Listening and Speaking: Following Directions Vocabulary: Words for Transportation	• Practice character • Recognize a myth • Answer questions about Weekly Science Reader • Answer questions about Science Leveled Reader Conventions: • Introduce and practice saying names. • Daily Fix-It Writing: • Write or dictate sentences about what makes you special • Write or dictate sentences about the story • Discuss ways to get to school • Use names in complete sentences Listening and Speaking: • Introduce and practice following directions. • Face the speaker when listening. • Ask questions to clarify information. Vocabulary: • Identify and use words for transportation. • Talk with Me/Sing with Me • Introduce Amazing Words CCSS Speaking/Listening 1. Participate in collaborative conversations with diverse partners about kindergarten topics and texts with peers and adults in small and larger groups. CCSS Speaking/Listening 1.a. Follow agreed-upon rules for discussions (e.g., listening to others and taking turns speaking about the topics and texts under discussion). CCSS Speaking/Listening 3. Ask and answer questions in order to seek help, get information, or clarify something that is not understood. CCSS Speaking/Listening 5. Add drawings or other visual		Notebook Key Animation, Envision It! Animation Daily Fix-It Big Book "The Little School Bus" Decodable Reader 1—My Skills Buddy pp. 18–31 Kindergarten Student Reader K.1.1 “Cat and Dog at School” Get Set, Roll! Reader 1 Read Aloud Anthology pp. 1–2 "King Midas and the Golden Touch" TE p. 101, continued on p. 108a Science Leveled Readers *Weekly Science Reader*

	displays to descriptions as desired to provide additional detail. CCSS Foundational Skills 1.d. Recognize and name all upper- and lowercase letters of the alphabet. CCSS Foundational Skills 2.a. Recognize and produce rhyming words. CCSS Foundational Skills 3.c. Read common high-frequency words by sight. (e.g., the, of, to, you, she, my, is, are, do, does). CCSS Writing 1. Use a combination of drawing, dictating, and writing to compose opinion pieces in which they tell a reader the topic or the name of the book they are writing about and state an opinion or preference about the topic or book (e.g., My favorite book is . . .). CCSS Writing 2. Use a combination of drawing, dictating, and writing to compose informative/explanatory texts in which they name what they are writing about and supply some information about the topic. CCSS Writing 3. Use a combination of drawing, dictating, and writing to narrate a single event or several loosely linked events, tell about the events in the order in which they occurred, and provide a reaction to what happened. CCSS Foundational Skills 2.a. Recognize and produce rhyming words. CCSS Foundational Skills 3.c. Read common high-frequency words by sight. (e.g., the, of, to, you, she, my, is, are, do, does). CCSS Literature 1. With prompting and support, ask and		

	answer questions about key details in a text. CCSS Literature 2. With prompting and support, retell familiar stories, including key details. CCSS Literature 3. With prompting and support, identify characters, settings, and major events in a story. CCSS Literature 5. Recognize common types of texts (e.g., storybooks, poems). CCSS Literature 7. With prompting and support, describe the relationship between illustrations and the story in which they appear (e.g., what moment in a story an illustration depicts). CCSS Literature 9. With prompting and support, compare and contrast the adventures and experiences of characters in familiar stories. CCSS Informational Text 1. With prompting and support, ask and answer questions about key details in a text.		

Attachment G: Sample Lesson Plans

"The Little School Bus" Day 1

Objective	*Materials*	*Pacing*
Content Knowledge: Getting to School Together Phonological Awareness: Rhyming Words Letter Recognition: Aa Comprehension Skill: Character Conventions: Say Our Names Writing: Wonderful, Marvelous Me! Handwriting: A and a Listening and Speaking: Following Directions	TE pp. 16–31 Truckery Rhymes p. 5 My Skills Buddy pp. 12–15 Reader's and Writer's Notebook pp. 1–6	**Standards** 1 day **Blocks** 1 hour

National Standards
CCSS Literature 9. With prompting and support, compare and contrast the adventures and experiences of characters in familiar stories. CCSS Speaking/Listening 1. Participate in collaborative conversations with diverse partners about kindergarten topics and texts with peers and adults in small and larger groups. CCSS Speaking/Listening 1.a. Follow agreed-upon rules for discussions (e.g., listening to others and taking turns speaking about the topics and texts under discussion). CCSS Speaking/Listening 3. Ask and answer questions in order to seek help, get information, or clarify something that is not understood. CCSS Speaking/Listening 5. Add drawings or other visual displays to descriptions as desired to provide additional detail. CCSS Foundational Skills 1.d. Recognize and name all upper- and lowercase letters of the alphabet. CCSS Writing 1. Use a combination of drawing, dictating, and writing to compose opinion pieces in which they tell a reader the topic or the name of the book they are writing about and state an opinion or preference about the topic or book (e.g., My favorite book is . . .). CCSS Writing 2. Use a combination of drawing, dictating, and writing to compose informative/explanatory texts in which they name what they are writing about and supply some information about the topic. CCSS Writing 3. Use a combination of drawing, dictating, and writing to narrate a single event or several loosely linked events, tell about the events in the order in which they occurred, and provide a reaction to what happened. CCSS Foundational Skills 2.a. Recognize and produce rhyming words. CCSS Foundational Skills 3.c. Read common high-frequency words by sight. (e.g., the, of, to, you, she, my, is, are, do, does).

CCSS Literature 1. With prompting and support, ask and answer questions about key details in a text.

CCSS Literature 3. With prompting and support, identify characters, settings, and major events in a story.

Get Ready to Read	***Targeted Resources***	***Duration***
Content Knowledge: Discuss the Question of the Week: How do children get to school? Oral Vocabulary: Talk with Me/Sing with Me –Introduce Amazing Words Phonological Awareness: Introduce and discriminate rhyming words. Letter Recognition: Identify uppercase A and lowercase a. Blend Words: Blend sounds to make rhyming words. Handwriting: Write uppercase A and lowercase a. High-Frequency Words: Learn high-frequency words. - Nondecodable Words Routine Decodable Story 1 "I Am!": Read high-frequency words: I, am. - Reading Decodable Books Routine Small Group Time	Teacher's Edition p.16 Video, Big Question Video Video, Concept Talk Video Song, Sing with Me Reader's and Writer's Notebook Key	30 minutes
Read and Comprehend	***Targeted Resources***	***Duration***
Text-Based Comprehension: Identify and describe characters. Read Aloud: Read "At the Bus Stop" TE p. 27.	Teacher's Edition p.26 Animation, Envision It! Animation	10 minutes
Language Arts	***Targeted Resources***	***Duration***
Conventions: Introduce saying names. - Daily Fix-It Writing: Write or dictate sentences about what makes you special. Daily Handwriting: Review uppercase A and lowercase a. Listening and Speaking: Introduce and practice following directions. - Face the speaker when listening. - Ask questions to clarify information. Wrap Up Your Day	Teacher's Edition p.28 Daily Fix-It	20 minutes

Homework	***My Notes***

"The Little School Bus" Day 2

Objective	***Materials***	***Pacing***
Content Knowledge: Getting to School Together Phonological Awareness: Rhyming Words Letter Recognition: Bb Comprehension Skill: Character Conventions: Say Our Names Writing: Respond to Literature Handwriting: B and b Vocabulary Skill: Words for Transportation	TE pp. 32–49 Truckery Rhymes p. 5 My Skills Buddy pp. 12–28 Reader's and Writer's Notebook pp. 3–4, 7–8 Big Book "The Little School Bus" Decodable Reader 1—My Skills Buddy pp. 18–25	**Standards** 1 day **Blocks** 1 hour

National Standards

CCSS Literature 7. With prompting and support, describe the relationship between illustrations and the story in which they appear (e.g., what moment in a story an illustration depicts).

CCSS Foundational Skills 1.d. Recognize and name all upper- and lowercase letters of the alphabet.

CCSS Writing 1. Use a combination of drawing, dictating, and writing to compose opinion pieces in which they tell a reader the topic or the name of the book they are writing about and state an opinion or preference about the topic or book (e.g., My favorite book is . . .).

CCSS Writing 2. Use a combination of drawing, dictating, and writing to compose informative/explanatory texts in which they name what they are writing about and supply some information about the topic.

CCSS Writing 3. Use a combination of drawing, dictating, and writing to narrate a single event or several loosely linked events, tell about the events in the order in which they occurred, and provide a reaction to what happened.

CCSS Foundational Skills 2.a. Recognize and produce rhyming words.

CCSS Foundational Skills 3.c. Read common high-frequency words by sight. (e.g., the, of, to, you, she, my, is, are, do, does).

CCSS Literature 2. With prompting and support, retell familiar stories, including key details.

Get Ready to Read	***Targeted Resources***	***Duration***

Content Knowledge: Discuss the Question of the Week: How do children get to school? Oral Vocabulary: Talk with Me/Sing with Me –Amazing Words Routine Phonological Awareness: Listen for and produce rhyming words. Letter Recognition: Identify uppercase B and lowercase b. - Practice letters Aa, Bb. Handwriting: Write uppercase B and lowercase b. High-Frequency Words: Read: I, am. Decodable Reader 1: Read "Who Am I?" - Reading Decodable Books Routine Small Group Time	Teacher's Edition p.32 eText, Decodable eBook Reader's and Writer's Notebook Key	20 minutes
Read and Comprehend	***Targeted Resources***	***Duration***
Text-Based Comprehension: Practice character. Big Book: First Read - "The Little School Bus" - Preview and predict based on the cover and title. - Read for Understanding Routine: Build Interest - Retell the story. Think, Talk, and Write: Confirm predictions. - Practice character.	Teacher's Edition p.42	20 minutes
Language Arts	***Targeted Resources***	***Duration***
Conventions: Practice saying names. - Daily Fix-It Writing: Write or dictate sentences about the story. Daily Handwriting: Review uppercase B and lowercase b. Vocabulary Skill: Identify and use words for transportation. Wrap Up Your Day	Teacher's Edition p.45 Animation, Grammar Jammer Daily Fix-It	15 minutes

Homework	***My Notes***

Attachment H: Example Rubric for Selecting Instructional Resources

Instructional Materials Evaluation Tool for CCSS Alignment in Mathematics Grades K–8 (IMET) – Student Achievement Partners

Each set of materials submitted for adoption will be evaluated first against four non-negotiable criteria based on the Common Core State Standards (CCSS). Materials cannot be CCSS-aligned without fully meeting all of the non-negotiable criteria. There are additional criteria as well of indicators of quality to help evaluators determine materials that are more closely aligned. Please note that this tool is designed for evaluation of comprehensive materials only (print and digital) and will not be appropriate for evaluating supplemental materials.

BEFORE YOU BEGIN

ALIGNMENT TO THE COMMON CORE STATE STANDARDS:

Evaluators of materials should understand that at the heart of the Common Core State Standards is a substantial shift in mathematics instruction that demands the following:

1) Focus strongly where the Standards focus
2) Coherence: Think across grades and link to major topics within grade
3) Rigor: In major topics, pursue conceptual understanding, procedural skill and fluency, and application with equal intensity.

Evaluators of materials must be well versed in the Standards for the grade level of the materials in question, including understanding the major work of the grade[1] vs. the supporting and additional work, how the content fits into the progressions in the Standards, and the expectations of the Standards with respect to conceptual understanding, fluency, and application. It is also recommended that evaluators refer to the Spring 2013 K–8 Publishers' Criteria for Mathematics while using this tool (achievethecore.org/publisherscriteria).

ORGANIZATION

SECTION I: NON-NEGOTIABLE ALIGNMENT CRITERIA
All submissions must meet all of the non-negotiable criteria at each grade level to be aligned to CCSS and before passing on to Section II.

SECTION II: ADDITIONAL ALIGNMENT CRITERIA AND INDICATORS OF QUALITY
Section II includes additional criteria for alignment to the standards as well as indicators of quality. Indicators of quality are scored differently from the other criteria; a higher score in Section II indicates that materials are more closely aligned.

Together, the non-negotiable criteria and the additional alignment criteria reflect the 10 criteria from the K–8 Publishers' Criteria for Mathematics. The indicators of quality are taken from the K–8 Publishers' Criteria as well. For more information on these elements, see achievethecore.org/publisherscriteria.

REVIEW

Evaluator:_____ **Book:**_____ **Grade:**_____ **Publisher:**_____ **Year:**_____

[1] For more on the major work of the grade, see achievethecore.org/emphases.

SECTION I:	METRICS
Non-Negotiable 1. FOCUS ON MAJOR WORK: Students and teachers using the materials as designed devote the large majority[2] of time in each grade K–8 to the major work of the grade.[3, 4]	

Sample Worksheet 1 – Materials focus on the major clusters of each grade.[5]

Grade	Major Clusters	Days Spent on Cluster	% of Total Time Spent on Cluster	Additional or Supporting Clusters or Other[6]	Days Spent on Cluster	% of Total Time Spent on Cluster
1A. Kindergarten	K.CC: A, B, C			K.MD: A, B		
	K.OA: A			K.G: A, B		
	K.NBT: A			OTHER		
	Major Total:			**Non-Major Total:**		
1B. Grade 1	1.OA: A, B, C, D			1.MD: B, C		
	1.NBT: A, B, C			1.G: A		
	1.MD: A			OTHER		
	Major Total:			**Non-Major Total:**		
1C. Grade 2				2.OA: C		
	2.OA: A, B			2.MD: C, D		
	2.NBT: A, B			2.G: A		
	2.MD: A, B			OTHER		
	Major Total:			**Non-Major Total:**		
1D. Grade 3				3.NBT: A		
	3.OA: A, B, C, D			3.MD: B, D		
	3.NF: A			3.G: A		
	3.MD: A, C			OTHER		
	Major Total:			**Non-Major Total:**		
1E. Grade 4				4.OA: B, C		
	4.OA: A			4.MD: A, B, C		
	4.NBT: A, B			4.G: A		
	4.NF: A, B, C			OTHER		
	Major Total:			**Non-Major Total:**		
1F. Grade 5				5.OA: A, B		
	5.NBT: A, B			5.MD: A, B		
	5.NF: A, B			5.G: A, B		
	5.MD: C			OTHER		
	Major Total:			**Non-Major Total:**		

[2] The materials should devote at least 65% and up to approximately 85% of class time to the major work of the grade with Grades K–2 nearer the upper end of that range, i.e., 85%.
[3] Refer also to criterion #1 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[4] If materials show time in both block and standard 'days,' choose either but remain consistent.
[5] Interactive worksheets for the evaluation of this non-negotiable can be found at achievethecore.org/materialsevaluationtoolkit
[6] Other signifies content that is found in other grades of the CCSSM or that is not part of the CCSSM.

SECTION I (Cont):	METRICS
Non-Negotiable 1. FOCUS ON MAJOR WORK: Students and teachers using the materials as designed devote the large majority of time in each grade K–8 to the major work of the grade.	

Grade	Major Clusters	Days Spent on Cluster	% of Total Time Spent on Cluster	Additional or Supporting Clusters or Other	Days Spent on Cluster	% of Total Time Spent on Cluster
1G. Grade 6				6.NS: B		
	6.RP: A			6.G: A		
	6.NS: A, C			6.SP: A, B		
	6.EE: A, B, C			OTHER		
	Major Total:			**Non-Major**		
1H. Grade 7	7.RP: A			7.G: A, B		
	7.NS: A			7.SP: A, B, C		
	7.EE: A, B			OTHER		
	Major Total:			**Non-Major**		
1I. Grade 8				8.NS: A		
	8.EE: A, B, C			8.G: C		
	8.F: A, B			8.SP: A		
	8.G: A, B			OTHER		
	Major Total:			**Non-Major**		

To be aligned to the CCSSM, materials should devote at least 65% and up to approximately 85% of class time to the major work of each grade with Grades K–2 nearer the upper end of that range, i.e., 85%. Each grade must meet the criterion; do not average across two or more grades.	**Meet? (Y/N)**
Justification/Notes	

SECTION I (continued):	METRICS
Non-Negotiable 2. FOCUS IN K–8: Materials do not assess any of the following topics before the grade level indicated.[7]	

Sample Worksheet 2 – Materials focus in K–8

Topic	Grade level introduced in the Standards	Materials assess these topics only at, or after, the indicated grade level	Evidence
2A. Probability, including chance, likely outcomes, probability models.	7	T F	
2B. Statistical distributions, including center, variation, clumping, outliers, mean, median, mode, range, quartiles; and **statistical association or trends**, including two-way tables, bivariate measurement data, scatter plots, trend line, line of best fit, correlation.	6	T F	
2C. Similarity, congruence, or geometric transformations.	8	T F	
2D. Symmetry of shapes, including line/reflection symmetry, rotational symmetry.	4	T F	

To be aligned to the CCSSM, materials cannot assess above-named topics before they are introduced in the CCCSSM. All four of the T/F items above must be marked 'true' (T).	Meet? (Y/N)
Justification/Notes	

[7] Refer also to criterion #2 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).

SECTION I (continued):	METRICS
Non-Negotiable 3. RIGOR AND BALANCE: Each grade's instructional materials reflect the balances in the Standards and help students meet the Standards' rigorous expectations, by helping students develop conceptual understanding, procedural skill and fluency, and application.[8]	

Sample Worksheet 3 – Rigor and balance within each grade

Aspects of Rigor	True/False	Evidence
3A. ***Attention to Conceptual Understanding:*** Materials develop conceptual understanding of key mathematical concepts, especially where called for in specific content standards or cluster headings.	T F	
3B. ***Attention to Procedural Skill and Fluency:*** Materials give attention throughout the year to individual standards that set an expectation of procedural skill and fluency.	T F	
3C. ***Attention to Applications:*** Materials are designed so that teachers and students spend sufficient time working with engaging applications, without losing focus on the major work of each grade.	T F	
3D. ***Balance:*** The three aspects of rigor are not always treated together, and are not always treated separately	T F	

To be aligned to the CCSSM, materials for each grade must attend to each element of rigor and must represent the balance reflected in the Standards. All four of the T/F items above must be marked 'true' (T).'	**Meet? (Y/N)**
Justification/Notes	

[8] Refer also to criterion #4 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).

SECTION I (continued):	METRICS
Non-Negotiable 4. PRACTICE-CONTENT CONNECTIONS: Materials meaningfully connect the Standards for Mathematical Content and the Standards for Mathematical Practice.[9, 10]	

Sample Worksheet 4 – Connections between the Standards for Mathematical Practice and Standards for Mathematical Content

Practice-Content Connections	True / False	Evidence
4A. The materials connect the Standards for Mathematical Practice and the Standards for Mathematical Content.	T F	
4B. The developer provides a description or analysis, aimed at evaluators, which shows how materials meaningfully connect the Standards for Mathematical Practice to the Standards for Mathematical Content within each applicable grade.	T F	

To be aligned to the CCSSM, materials must connect the practice standards and content standards and the developer must provide a narrative that describes how the two sets of standards are meaningfully connected within the set of materials for each grade. Both of the T/F items above must be marked 'true' (T).	**Meet? (Y/N)**
Justification/Notes	

Materials must meet all four non-negotiable criteria listed above to be aligned to the CCSS and to continue to the evaluation in Section II.	**# Met:**

[9] Refer also to criterion #7 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).

[10] All items do not need to align to a Mathematical Practice. In addition, there is no requirement to have an equal balance among the Mathematical Practices in any set of materials or grade.

SECTION II: ADDITIONAL ALIGNMENT CRITERIA AND INDICATORS OF QUALITY
Materials must meet all four non-negotiable criteria listed above to be aligned to the CCSS and to continue to the evaluation in Section II. Section II includes additional criteria for alignment to the Standards as well as indicators of quality. Indicators of quality are scored differently from the other criteria: a higher score in Section II indicates that materials are more closely aligned. Instructional materials evaluated against the criteria in Section II will be rated on the following scale: • 2 – (meets criteria): A score of 2 means that the materials meet the full intention of the criterion in all grades. • 1 – (partially meets criteria): A score of 1 means that the materials meet the full intention of the criterion for some grades or meets the criterion in many aspects but not the full intent of the criterion. • 0 – (does not meet criteria): A score of 0 means that the materials do not meet many aspects of the criterion. For Section II parts A, B, and C, districts should determine the minimum number of points required for approval. Before evaluation, please review sections A – C, decide the minimum score according to the needs of your district, and write in the number for each section.

II(A). ALIGNMENT CRITERIA FOR STANDARDS FOR MATHEMATICAL CONTENT	SCORE	JUSTIFICATION/NOTES
1. Supporting content enhances focus and coherence simultaneously by engaging students in the major work of the grade.[11]	2 1 0	
2. Materials are consistent with the progressions in the Standards.[12]		
2A. Materials base content progressions on the grade-by-grade progressions in the Standards.	2 1 0	
2B. Materials give all students extensive work with grade-level problems.	2 1 0	
2C. Materials relate grade level concepts explicitly to prior knowledge from earlier grades.	2 1 0	
3. Materials foster coherence through connections at a single grade, where appropriate and where required by the Standards.[13]		
3A. Materials include learning objectives that are visibly shaped by CCSSM cluster headings.	2 1 0	
3B. Materials including problems and activities that serve to connect two or more clusters in a domain, or two or more domains in a grade, in cases where these connections are natural and important.	2 1 0	
3C. Materials preserve the focus, coherence, and rigor of the Standards even when targeting specific objectives.	2 1 0	
MUST HAVE _____ POINTS IN SECTION II(A) FOR APPROVAL[14]		**Score:**

[11] Refer also to criterion #3 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[12] Refer also to criterion #5 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[13] Refer also to criterion #6 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[14] For district determination

SECTION II: ADDITIONAL ALIGNMENT CRITERIA AND INDICATORS OF QUALITY (Continued)		
II(B). ALIGNMENT CRITERIA FOR STANDARDS FOR MATHEMATICAL PRACTICE	**SCORE**	**JUSTIFICATION/NOTES**
4. Focus and Coherence via Practice Standards: Materials promote focus and coherence by connecting practice standards with content that is emphasized in the Standards.[15]	2 1 0	
5. Careful Attention to Each Practice Standard: Materials attend to the full meaning of each practice standard.[16]	2 1 0	
6. Emphasis on Mathematical Reasoning: Materials support the Standards' emphasis on mathematical reasoning by[17]:		
6A. Materials prompt students to construct viable arguments and critique the arguments of other concerning key grade-level mathematics that is detailed in the content standards (cf. MP.3).	2 1 0	
6B. Materials engage students in problem solving as a form of argument.	2 1 0	
6C. Materials explicitly attend to the specialized language of mathematics.	2 1 0	
MUST HAVE _____ POINTS IN SECTION II(B) FOR APPROVAL[18]		**Score:**

[15] Refer also to criterion #8 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[16] Refer also to criterion #9 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[17] Refer also to criterion #10 in the K–8 Publishers' Criteria for the Common Core State Standards for Mathematics (Spring 2013).
[18] For district determination

SECTION II: ADDITIONAL ALIGNMENT CRITERIA AND INDICATORS OF QUALITY (Continued)		
II(C). INDICATORS OF QUALITY[19]	**SCORE**	**JUSTIFICATION/NOTES**
7. The underlying design of the materials distinguishes between problems and exercises. In essence the difference is that in solving problems, students learn new mathematics, whereas in working exercises, students apply what they have already learned to build mastery. Each problem or exercise has a purpose.	2 1 0	
8. Design of assignments is not haphazard: exercises are given in intentional sequences.	2 1 0	
9. There is variety in the pacing and grain size of content coverage.	2 1 0	
10. There is variety in what students produce. For example, students are asked to produce answers and solutions, but also, in a grade-appropriate way, arguments and explanations, diagrams, mathematical models, etc.	2 1 0	
11. Lessons are thoughtfully structured and support the teacher in leading the class through the learning paths at hand, with active participation by all students in their own learning and in the learning of their classmates.	2 1 0	
12. There are separate teacher materials that support and reward teacher study including, but not limited to: discussion of the mathematics of the units and the mathematical point of each lesson as it relates to the organizing concepts of the unit, discussion on student ways of thinking and anticipating a variety of students responses, guidance on lesson flow, guidance on questions that prompt students thinking, and discussion of desired mathematical behaviors being elicited among students.	2 1 0	
13. Manipulatives are faithful representations of the mathematical objects they represent.	2 1 0	
14. Manipulatives are connected to written methods.	2 1 0	
15. Materials are carefully reviewed by qualified individuals, whose names are listed, in an effort to ensure freedom from mathematical errors and grade-level appropriateness.	2 1 0	
16. The visual design isn't distracting or chaotic, but supports students in engaging thoughtfully with the subject.	2 1 0	
17. Support for English Language Learners and other special populations is thoughtful and helps those students meet the same standards as all other students. The language in which problems are posed is carefully considered.	2 1 0	
MUST HAVE _____ POINTS IN SECTION II(C) FOR APPROVAL[20]		**SCORE:**

[19] For background information on the indicators of quality in this section, refer to pp.18-21 in the K–8 Publishers' Criteria for Mathematics.
[20] For district determination

FINAL EVALUATION		
In this section compile scores for Section I, Section II(A), Section II(B), Section II(C) to make a final decision for the material under review.		
SECTION	**PASS/FAIL (P/F)?**	**FINAL JUSTIFICATIONS/NOTES**
Section I		
Section II(A)		
Section II(B)		
Section II(C)		
FINAL DECISION FOR THIS MATERIAL		**PURCHASE (Y/N)?**

Attachment I: Survey of Families

Please return your responses to the questions on the enclosed card by August 16. Your responses will influence the decision to open a new school in your area.

PROOF

ILSA

Indianapolis Life Sciences Academy (ILSA) is a new school where students will be taught with a standards-based curriculum and will excel in reading, writing and math through school lessons that focus on science. This skill development will lead to opportunities for college, and career opportunities in the growing Life Sciences field in Indianapolis. ILSA will encourage its students to think independently, become involved in the community, and develop and maintain high moral character.

1. What school is your child attending in the 2013–14 school year?

   _____

2. What grade are they enrolled? _____

3. Why did you choose your child's current school? (Choose one)

   ○ Convenient location ○ Know someone who attends
   ○ District School ○ Academic reputation

4. Do you feel there are enough high-quality, tuition-free schools in your area? ○ Yes ○ No

5. Indianapolis has a significant life sciences industry with nearly 900 companies. If a new, high quality school focusing on life sciences opens in the area, do you want to learn more about the school? ○ Yes ○ No

6. Do you know other families who may be interested in learning more about a school focused on life sciences? ○ Yes ○ No
   If yes, how many? _____

ID code

GEI
1635 W. Michigan St.
Indianapolis, IN 46222

GEI
1635 W. Michigan St.
Indianapolis, IN 46222

PROOF

Attachment J: Job Descriptions

Indianapolis Life Science Academy

Qualification and Duties
SCHOOL DIRECTOR

Reports to: Board of Directors **FLSA Status:** Exempt

Indianapolis Life Sciences Academy is seeking an outstanding School Director to act as the head of school for the 2014-2015 school year.

School Description
Indianapolis Life Science Academy is a new public charter school serving scholars in grades K-8. The school's first year of operation will be the 2014-2015 school year. It will open as a K-3 school and will add a grade level in each subsequent school year until the school reaches full capacity as a K-8 school.

The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life sciences-themed learning environment that emphasizes high moral character and community involvement.

Position Summary
The School Director will be the leader for the Indianapolis Life Sciences Academy. The Director will provide hands on approach to leadership in the directing, planning, managing, and coordinating of the overarching vision and mission of the school. During the start-up operations of the school and beyond, the Director will lead the school's scholar recruitment and retention efforts. The Director is responsible for seeing that the school is meeting its educational and organizational goals and provides support and leadership to all teachers and support staff in the school. The Director will act as the face of the school and will maintain and develop professional relationships with the Board of Directors, the school's authorizer, staff, and community partners and community engagement.

Education
Bachelor's degree in relevant field required, Master's degree preferred

Qualifications
- Current Indiana Administrator's license preferred but not required
- 5+ years in a school-related leadership role
- Prior experience successfully managing professionals
- Familiarity with educating scholars in an urban environment
- Strong communicator at a variety of levels
- Ability to use sound judgment and handle difficult situations in a professional manner

Essential Duties and Responsibilities
Management
- Supervises and provides leadership to all school staff
- Provides daily oversight of all functions of the school
- Ensure the school is meeting all educational and organizational goals
- Works closely with the Academic Dean to ensure appropriate implementation and management of the school's educational objectives
- Works closely with the Dean of Student Services to create and maintain a safe educational environment for all scholars and staff

Operations

- Ensures that all activities of the school are conducted in accordance with all applicable state and federal laws
- Ensures compliance with all reporting due to the State and the school's authorizer
- Leads the school's scholar recruitment and retention efforts
- Works closely with the Board of Directors to ensure effective management of the school
- Attends all meetings of the Board of directors and provides the routine and non-routine updates
- Advises the Board of Directors on the need for new and/or revised school policies
- Assists the Board of Directors to contract with and manage vendors
- Coordinates late starts, snow days, and make-up days for the school

Indianapolis Life Science Academy

Qualification and Duties
ACADEMIC DEAN

Reports to: School Director **FLSA Status:** Exempt

Indianapolis Life Sciences Academy is seeking an outstanding Academic Dean to provide oversight of the implementation of the school's educational model and curriculum for the 2014-2015 school year.

School Description
Indianapolis Life Science Academy is a new public charter school serving scholars in grades K-8. The school's first year of operation will be the 2014-2015 school year. It will open as a K-3 school and will add a grade level in each subsequent school year until the school reaches full capacity as a K-8 school.

The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life sciences-themed learning environment that emphasizes high moral character and community involvement.

Position Summary
The Academic Dean will be the champion for the academic program at Indianapolis Life Sciences Academy. The Dean will provide oversight of the day-to-day implementation of the school's educational model and curriculum. The Dean will deploy a performance management system, evaluating the performance of teachers and providing them with constructive feedback on instructional practices implemented in each classroom. The Dean will work closely with teachers and assist them in setting priorities and implementing effective teaching strategies to ensure that all scholars are being appropriately served. The Academic Dean will bring highly effective coaching and teaching practices to shape the school's results, culture and expectations that all scholars are capable of a high level of learning. The Dean will ensure that all scholars end each school year prepared for the next grade level, including smooth transitions into high school.

Education
Bachelor's degree in relevant field required, Master's degree preferred

Qualifications
- Current Indiana Teacher's license required, current Indiana Administrator's license preferred
- 5+ years teaching experience with experience in a coaching, mentor, or leadership role
- Prior experience successfully evaluating teacher effectiveness and instructional strategies
- Knowledgeable in a variety of instructional practices
- Familiarity with educating scholars in an urban environment
- Ability to use sound judgment and provide constructive feedback in a professional manner

Essential Duties and Responsibilities
- Provides oversight in the day-to-day implementation of the school's educational model and curriculum
- Evaluates the instructional performance of teachers
- Provides teachers with constructive formal and informal feedback on instructional practices
- Assists teachers in setting priorities and implementing effective teaching strategies
- Reviews and analyzes key student performance indicators and assists teacher in identifying and implementing needed interventions
- Assists teacher in implementing data-driven practices
- Ensure scholars end each school year prepared for the next grade level, including smooth transitions into high school
- Acts as the testing coordinator for all state mandated assessments

Indianapolis Life Science Academy

Qualification and Duties
Dean of Student Services

Reports to: School Director **FLSA Status:** Exempt

Indianapolis Life Sciences Academy is seeking an outstanding Dean of Student Services to create and maintain a common language throughout the school and serve as the primary interface between the school and students' homes for the 2014-2015 school year.

School Description
Indianapolis Life Science Academy is a new public charter school serving scholars in grades K-8. The school's first year of operation will be the 2014-2015 school year. It will open as a K-3 school and will add a grade level in each subsequent school year until the school reaches full capacity as a K-8 school.

The mission of Indianapolis Life Sciences Academy is to develop lifelong learners with independent and innovative thinking skills through a rigorous life sciences-themed learning environment that emphasizes high moral character and community involvement.

Position Summary
The Dean of Student Services will serve as the primary interface between the school and scholar' homes and maintain timely, consistent and effective communication with parents/guardians. The Dean will oversee scholar discipline issues and work to create and maintain and safe learning environment for all scholars and staff. The Dean will organize and coordinate community partnerships that enable families to take advantage of community resources, as needed.

Education
Bachelor's degree in relevant field required

Qualifications
- Current Indiana Teacher's license preferred but not required
- Knowledge of struggles that are associated with poverty
- Prior experience coordinating relationships with a variety of partners with one common vision
- Ability to approach situations with sensitivity and in a professional manner
- Ability to be both warm and strict with scholars
- Ability to use sound judgment and provide constructive feedback in a professional manner

Essential Duties and Responsibilities
- Provides oversight of non-academic concerns regarding scholars
- Serves as the primary interface between the school and scholars' homes
- Ensures timely and consistent communication with parents/guardians
- Responsible for scholar discipline
- Responsible for the coordination of all wrap-around services related to student success (on-site clinics, social services, before and after school care, etc.)
- Coordinates parent orientations and any events outside of the school's regular academic program
- Provides scholars and families with referrals to community resources, as needed
- Works closely with the School Director to create and maintain a save learning environment
- Supervise scholar arrival and dismissal
- Works closely with the School Director to develop and maintain community partnerships

Attachment K: Community Partnerships

Name of Organization	Representative from Organization	Address, phone number and email address	Nature of the partnership with the school	Is a letter of support included in the application?
Irvington Community School	David Nidiffer	5751 E. University Ave Indianapolis, IN 46219 317-357-3770 ext. 103 dnidiffer@ics-charter.org	Informal advice, counsel and cooperation. ILSA hopes to graduate several 8th graders per year into ICS (and other high performing high schools).	Yes
Teach for America	Andrew Seibert	1630 N. Meridian St., Ste 450 Indianapolis, IN 46202 317-632-4218 Andrew.Seibert@teachforamerica.org	TFA will supply fellows and TFA and INIschools will help cultivate TFA alumni interest in teaching at ILSA.	Yes
MICI-AHEC	Kimberly McElroy-Jones, PhD	9101 Wesleyan Rd, Ste 310 Indianapolis, IN 46268 317-583-3512 KMJONES@stvincent.org	Provide students with experiences that expose them to the life sciences.	Yes
I-STEM Resource Network Community	Paul Ainslie, PhD	203 Martin Jischke Dr, Ste B041 West Lafayette, IN 46907 765-494-2757 painslie@purdue.edu	Provide ILSA with curricular resources related to STEM and professional development	Yes
Goodwill Education Initiatives, Inc.	Scott Bess	1635 W. Michigan St. Indianapolis, IN 46222 317-524-4501 sbess@goodwilleducation.org	Provide ILSA's board with assistance from GEI's talent acquisition team to recruit highly effective school leaders and staff, academic consultation, data-driven performance analysis, administrative supports.	Yes
NOBCChE	Ayanna U. Jackson, PhD	301-335-0601 aujackso@gmail.com	Provides experiences to students which engage students in the life sciences and provide exposure to STEM career, field trips, and lab experiments	Yes
Summit Realty	Rich Forslund	241 N. Pennsylvania St., Ste 300 Indianapolis, IN 46204 317-507-8591 rforslund@SummitRealtyGroup.com	Researches viable school locations and facilities.	No
IU School of Medicine	James J. Brokaw, PdD, MPH	Indiana University School of Medicine 1120 South Drive	Provide ILSA with speakers at events, judges for sciences fairs, demonstrations	Yes

		Fesler Hall 213 Indianapolis. IN 46202 317-274-3772 jbrokaw@iupui.edu	for scholars regarding life sciences experiments.	
Franklin College	Dr. James G. Moseley	Franklin College 101 Branigin Boulevard Franklin, IN 46131 317-738-8010 jmoseley@franklincollege.edu	Franklin College will help provide professional development in teaching strategies and help prepare students and families with college planning opportunities. ILSA will provide Franklin College students with student teaching opportunities.	Yes

Attachment L: Letters of Support

September 6, 2013

Brandon Brown
Director of Charter Schools

Dear Mr. Brown:

I am writing in support of the prospectus and application of the Indianapolis Life Sciences Academy, Inc. ("ILSA") which has been submitted to the Office of Education Innovation of the Indianapolis Mayor.

The far-east side of Indianapolis is greatly under-served with high quality educational options. This is one of the many reasons for the founding of Irvington Community Schools - a school that has most recently achieved an "A" status under Indiana's state accountability system for the 2011-2012 school year.

In our experience, to be successful in serving the far-east side, an educational institution needs to consistently engage with the community at large. This type of engagement extends far beyond what can be captured as a "best practice" in a corporate handbook - it requires an unparalleled persistence to overcome decades of educational neglect. Following conversation with the founding board of ILSA about plans for ILSA, it is clear to me that its members remain persistent and will remain engaged all throughout the life of the school.

ILSA has shared with us its curricular plan and its overall administrative and educational strategy. These plans are indicative of successful community school operations. The formal partnership between ILSA and INIschools should permit the board and the staff of ILSA to focus on the most important keys to success for a school of choice: educating students to a high rate of proficiency and a strong rate of growth, and becoming an important community asset.

We look forward to working with the ILSA on a variety of initiatives, including joint employment and student recruitment fairs, mutually planned community engagement events, work on providing access to health care and other formal and informal collaborations. We will be a ready, willing and able community partner and we hope to help ILSA achieve a track record of success that permits many of its graduates to achieve a successful preparatory education at Irvington Preparatory School.

Sincerely,

David J. Nidiffer
CEO/CFO
Irvington Community School, Inc.

School Officers

David J. Nidiffer, CEO/CFO

Tim Mulherin, COO

Board of Directors

Jeffrey M. Lozer (Chair)

Geoffrey Slaughter (Secretary)

John A. Williams (Treasurer)

Sheri Ranis

Michael A. Welch

Advisory Board

Leslie Hiner (Former Chair)

The Irvington Way
Be Respectful, Be Responsible, Be Safe, Be Involved and Be Focused

One day, all children in this nation will have the opportunity to attain an excellent education.

TEACHFORAMERICA

August 29, 2013

Brandon Brown
Director of Charter Schools
Office of Education Innovation
Office of Mayor Greg Ballard - City of Indianapolis

Dear Mr. Brown,

Teach for America – Indianapolis is pleased to support Indianapolis Life Sciences Academy, Inc. request for charter under the Indianapolis Mayor's Office of Education Innovation. Teach For America's mission is to grow the movement of leaders who work to ensure that kids growing up in poverty get an excellent education. To do this, we place teachers, whom we call corps members, in low-income areas for two years and support their continued development as leaders to end educational inequity beyond their commitment.

Indianapolis Life Sciences Academy, Inc. will locate in the Far East side of Indianapolis, and it will serve a student population that is likely to be comprised of 90% or more who qualify for the federal free or reduced lunch program. A recent analysis demonstrated that almost 2,000 children who live on the east side do not have access to a seat in a high-quality school. Teach For America is dedicated to helping address this problem by placing corps members and attracting strong alumni to teach at Indianapolis Life Sciences Academy, Inc.

Teach For America – Indianapolis is committed to working alongside Indianapolis Life Sciences Academy, Inc., Goodwill Education Initiatives, and INIschools to ensure all children on the Far East side have the opportunity to receive an excellent education.

Respectfully,

Andy Seibert

Managing Director, Community Partnerships
Teach For America - Indianapolis

AN AMERICORPS PROGRAM

315 W. 36th Street, 7th Floor • New York, NY 10018 • P 212 279-2080 F 212 279-2081 • www.teachforamerica.org

Connecting Students to Careers, Professionals to Communities and Communities to Better Health

August 30, 2013

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis
Re: Indianapolis Life Sciences Academy, Inc.

Dear Mr. Brown:

I am writing in support of the Indianapolis Life Sciences Academy application to form a charter school. Serving as the Executive Director of the Metropolitan Indianapolis Central Indiana-Area Health Education Center (MICI-AHEC), our department is focused on assisting underserved and disadvantaged individuals in achieving educational goals and ultimately healthcare careers.

MICI-AHEC's mission to enhance the quality of and access to health care, improve health care outcomes, and address the health workforce needs of medically underserved communities fits well with the mission and plans for the Indianapolis Life Sciences Academy. Indianapolis and the Central Indiana area have the largest low-income population as designated by the Governor of Indiana and the State Department of Health. Our staff has produced successful healthcare-driven programs in our area and I am convinced that the same will hold true with the Indianapolis Life Sciences Academy.

We see this venture being mutually beneficial to the enrichment and education of not only the students served by the Indianapolis Life Sciences Academy but by the medical education community as a whole in the Indianapolis area providing opportunities for interaction through the entire continuum of the educational process. Our center would be willing to participate in programs to enhance the learning and career development of these students. We have partnered, in the past, with key school board members on other initiatives and I see the MICI-AHEC continuing with the school in the future to expose the students to various programs and initiatives.

Indianapolis Life Sciences Academy's mission and purpose is a great match with our mission as well. I am happy to support and assist in the success of Indianapolis Life Sciences Academy and in developing strong ties to the medical education and professional community. I am pleased to recommend this application and offer my support.

Respectfully yours,

Kimberly R. McElroy-Jones

Kimberly R. McElroy-Jones, PhD
Executive Director, Metropolitan Indianapolis Central Indiana Area Health Education Center

Metropolitan Indianapolis-Central Indiana Area Health Education Center
9101 Wesleyan Road, Suite 310, Indianapolis, IN 46268 • Phone: 317.583.3512 • Fax: 317.583.4112 • Web: mici-ahec.stvincent.org

I-STEM
RESOURCE NETWORK

September 3, 2013

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

Dear Mr. Brown:

We are writing in support of the prospectus and application of the Indianapolis Life Sciences Academy, Inc. ("ILSA") which has been submitted to the Office of Education Innovation of the Indianapolis Mayor.

ILSA has shared with us its curricular plan and mission and vision as a life sciences school. These plans are indicative of successful community school operations. The formal partnership between ILSA and the Indiana Science Initiative, managed by I-STEM Resource Network, should permit the board and the staff of ILSA to focus on the most important keys to success for a school of choice: educating students to a high rate of proficiency and a strong rate of growth, and becoming an important community asset.

We look forward to working with ILSA as they utilize the Indiana Science Initiative materials and professional development.

Sincerely,

Paul J. Ainslie, Ph.D.
Managing Director
I-STEM Resource Network

Jennifer L. Hicks, Ph.D.

Jennifer L. Hicks, Ph.D.
K-12 Science Program Manager
I-STEM Resource Network

Mann Hall | 203 Martin Jischke Drive, Suite B041, West Lafayette, Indiana 47907-2066 | www.istemnetwork.org | 765-494-2757 Office | 765-494-4850 Fax

Goodwill Education Initiatives, Inc.

Indianapolis Metropolitan high school

The Excel Center
education: any time, any place, any pace

Mr. Brandon Brown
Charter Schools Director
Office of Education Innovation
Office of the Mayor of Indianapolis

September 6, 2013

Re: Indianapolis Life Sciences Academy, Inc.

I am writing in support of the prospectus and application of the Indianapolis Life Sciences Academy, Inc. ("ILSA") that has been submitted to the Office of Education Innovation of the Indianapolis Mayor.

Goodwill Education Initiatives ("GEI") operates ten (10) charter schools in Central Indiana to support the mission of Goodwill Industries of Central Indiana, Inc., which is to improve the education, skills, employability, and economic self-sufficiency of adults and the future employability of young people. The far east side of Indianapolis is an area of prominent need. Goodwill's retail operation has five (5) stores near the proposed area of ILSA. In addition, GEI operates one Excel Center on the 2800 block of North Franklin Road, which is in a building which is one of two possible locations for ILSA.

This area of Indianapolis is in great need of high quality educational options. One previous charter operator in the area attempted, but failed to operate a quality school and was recently revoked and closed by Ball State University.

This closure was a service to the community at-large. However, a group of community leaders contacted GEI with the belief that closing a bad school was not enough - that the community needed a quality educational option. Following several discussions, careful vetting, and a thorough description of the disciplined, data-driven approach used by GEI, that group, which is now the founding board of ILSA, committed to support and govern a true life sciences school that would be an asset to its community and the scholars it serves.

In doing so, the founding board of ILSA bought into the following understanding of the keys to success of a new school:

- strong board governance, including absolute control over vendor relationships;
- a strong school culture that promotes the love of learning;
- a disciplined, sequenced curriculum built on the common core;
- a devotion to assessment and managing by data at all levels (board, school leadership and teachers)
- active and continuous community engagement in everything from fund-raising to recruiting scholars and their families.

At GEI, through INIschools, we plan to have ILSA leverage our administrative capacity. This includes use of our talent acquisition team, access to top-level academic consultation, implementation of a data-driven performance analysis system and other services on an as-needed basis. Our goal is to help ILSA build a organization that is strong at all levels. In our experience, the development of a culture of success is key, and it is our expectation that once this culture is built, it will have a ripple effect in the community.

From people, to relationships, to structure, to curriculum, to location, to motivation, ILSA is an entirely new and independent school. GEI looks forward to supporting ILSA with the expectation that further high quality, community-driven schools will follow.

We have been thrilled to work with the devoted founding board of ILSA and look forward to working with ILSA on the implementation if a high performing school.

Sincerely,

Scott Bess

1635 W. Michigan St., Indianapolis, IN 46222 • (317) 524-4615 • fax: (317) 524-4003
www.indianapolismet.org • www.excelcenter.org

NOBCChE Indianapolis Chapter

National Organization for the Advancement of Black Chemists and Chemical Engineers

August 27, 2013

Mr. Brandon Brown
Director of Charter Schools

Dear Mr. Brown

My name is Dr. Ayanna U Jackson, PhD and I have been involved in the National Organization for the professional advancement of Black Chemists and Chemical Engineers (NOBCChE) over the last eight years in various capacities. The last three years, I have been an active member of the Indianapolis, IN professional NOBCChE chapter and serving on the executive board this past year. Since my involvement in the organization, under the leadership of Dr. Paul Ardayfio, the organization has really grown and become more involved within the community at various schools, churches and city-wide programming. The membership is really engaged and committed to outreach and have touched the lives of future scientists and doctors. The recent growth of the chapter has helped it earn the respect of several other regional chapters as well as the National NOBCChE executive board.

Members of the local Indianapolis NOBCChE Chapter, recognize the importance of STEM fields and promote STEM education among adolescent students. Over the last two years we have helped sponsor more than ten STEM based programs which exposed students to different STEM careers, science fields and included laboratory based experiments for the elementary, middle and high school levels.

Members of the Indianapolis NOBBChE Chapter, have a keen interest in STEM education for elementary students because we recognize this as a critical age to engage students in education. Currently, in the Indianapolis area, several schools have been classified as failing. This is partly due to the staff but also due to the engagement of the students. Most students at a young age do not consider school fun and do not fully realize the importance of an education. The local Indianapolis Chapter has partnered with a couple of schools in the area to do special programming over the weekend to improve the study skills of students while introducing them to various fields of science through experiments. Working with the students is refreshing, especially when they come in discouraged about school but complete the program excited about their improvement and wanting to do more.

I fully support the development and opening of the Indianapolis Science Academy. Incorporating STEM based lessons while learning fundamental curriculum, will help to develop several core skills among students including critical thinking and communication skills. The introduction of STEM based curriculum will also help the students to become more engaged and excited about school. With trained staff and engaged students, the Indianapolis Science Academy has the potential to help students in the Indianapolis area who have been a part of a failing school system. The Indianapolis Science Academy

can serve as a model for other schools within the Indianapolis area. Given their success, this model can be leveraged among other institutions in the area to improve the overall education of students within the Indianapolis area.

Thus, I fully support the Indianapolis Science Academy. If there are any further questions or concerns please feel free to contact me directly at aujackso@gmail.com or (301)335-0601.

Sincerely,

Ayanna U Jackson, PhD
Vice President of the Professional Indianapolis NOBCChE Chapter

SCHOOL OF MEDICINE
INDIANA UNIVERSITY
Office of the Dean

August 22, 2013

The Indianapolis Charter School Board
Office of the Mayor
Office of Education Innovation
2501 City County Building
200 E. Washington Street
Indianapolis, IN 46240

Dear Sir or Madam,

The Indiana University School of Medicine is pleased to write this letter of support for the establishment of the **Indianapolis Life Sciences Academy**. The data are readily available that demonstrate the paucity of underrepresented minorities (URM) with interest in the sciences. Through this novel charter school concept, the potential to incite passion for mathematics, physics, chemistry and biology could become a reality for the economically underserved and minority children in Indianapolis.

Our medical school, which is the second largest school in the nation, is committed to diversity in its staff, students, post-graduate trainees, and faculty. However, we struggle to find sufficient numbers of underrepresented minority students who can matriculate into the medical school freshmen class and call Indiana their home state. This past year we had a total of 40 self-identified URM applicants accepted to Indiana University School of Medicine. Only 38% of these students were Indiana residents. Even with 4,700 applicants applying to the School of Medicine each year, less than 10% of the URM pool applying to the medical school comes from our own state of Indiana.

To fill the pipeline of competent individuals who will succeed in the sciences, we cannot depend on miracles in our colleges and universities. We must start the process earlier, where students can develop a passion for the sciences, a belief in their capacity to succeed in these disciplines, a connectivity to the similar students in the sciences, and a wonderment of how science has, can, and will change our lives. Students early in the elementary years must believe they can be a part of this wonderment.

The Indianapolis Life Sciences Academy has articulated the need and has provided the vision. By starting such a school, we begin the process that admittedly will not reach steady state for over a decade. But if we fail to start now, that steady state will never be reached. It is for these reasons that the Indiana University School of Medicine enthusiastically endorses the concept of the Indianapolis Life Sciences Academy and commits itself to partnering with the Academy to make this endeavor a success.

Sincerely,

James J. Brokaw, PhD, MPH
Associate Dean for Admissions
Co-Chair of Admissions Committee
Frank C. and Ruby L. Moore and George T. Lukemeyer Scholar
Indiana University School of Medicine
1120 South Drive
Fesler Hall 213
Indianapolis, IN 46202-5113
Phone: 317-274-3772
Fax: 317-278-0211
E-mail: jbrokaw@iupui.edu

FRANKLIN COLLEGE

OFFICE OF THE PRESIDENT

August 20, 2013

The Indianapolis Charter School Board
Office of Mayor
Office of Education Innovation
2501 City County Building
200 E. Washington Street
Indianapolis, IN 46204

Dear Members of the Indianapolis Charter School Board:

Franklin College looks forward to cooperating with the Indianapolis Life Sciences Academy, Inc. in several ways in the years ahead. We are excited about the development of this charter school and to the ways it will help students prepare for college and for careers in the life sciences, which will drive the economic future of our state.

The highly respected teacher education program and the science programs at Franklin College will assist the faculty and administration of the Indianapolis Life Sciences Academy, Inc. with the development and delivery of a curriculum that will broaden and strengthen educational opportunities for young people in our region. Because the teacher education and science programs collaborate in several ways at the College, they can help the Academy to explore and provide teaching strategies that are appropriate to a variety of learners. Moreover, the teacher education and science programs will assist with the professional development of the faculty at the Academy, as will other departments at the College whose disciplines are represented at the Academy. In addition, our admissions, financial aid, and student life programs will help the Academy's students prepare for the transition to college and assist their parents in planning for the next stage in their children's learning and development.

Other areas of cooperation and collaboration will emerge as the Academy and the College work together in the years ahead. We are eager to begin.

Sincerely,

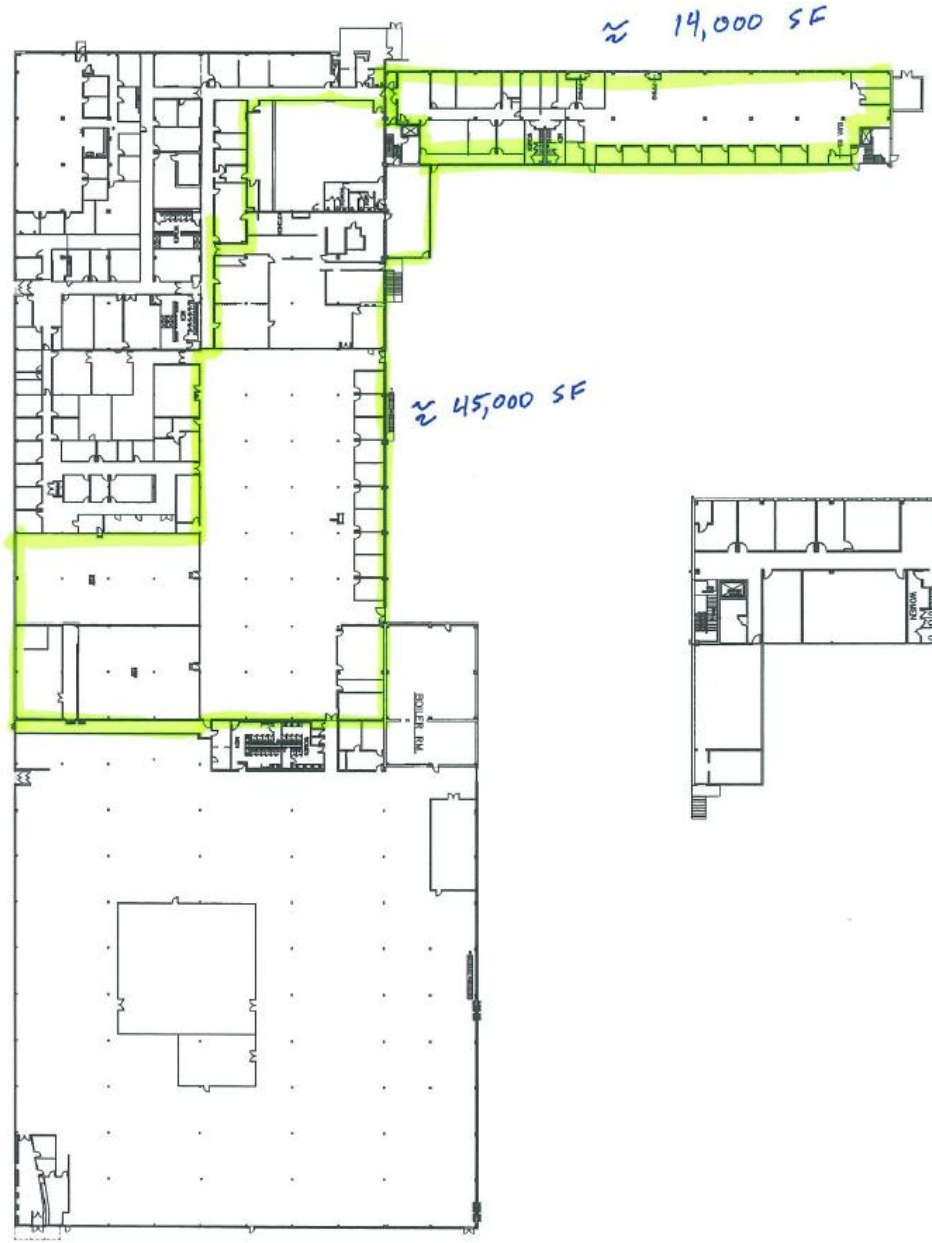
James G. Moseley
President

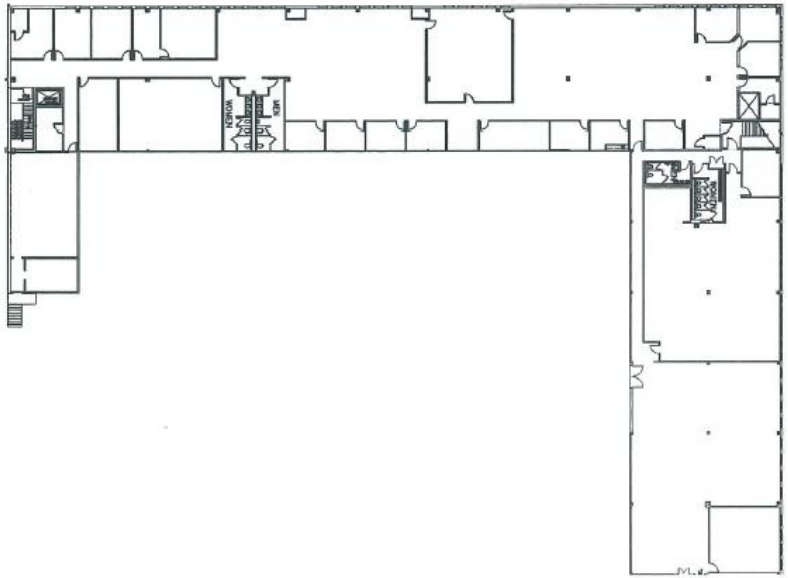
JGM/js

101 BRANIGIN BOULEVARD FRANKLIN, INDIANA 46131-2623 317-738-8010 FAX 317-738-8013
EMAIL JMOSELEY@FRANKLINCOLLEGE.EDU

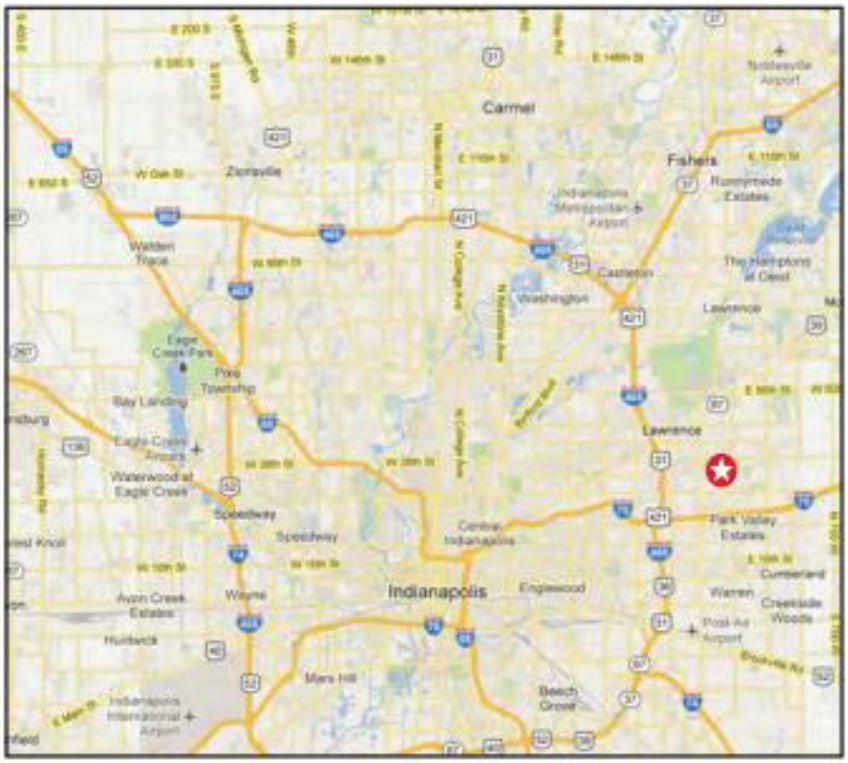
Attachment M: Facility Options

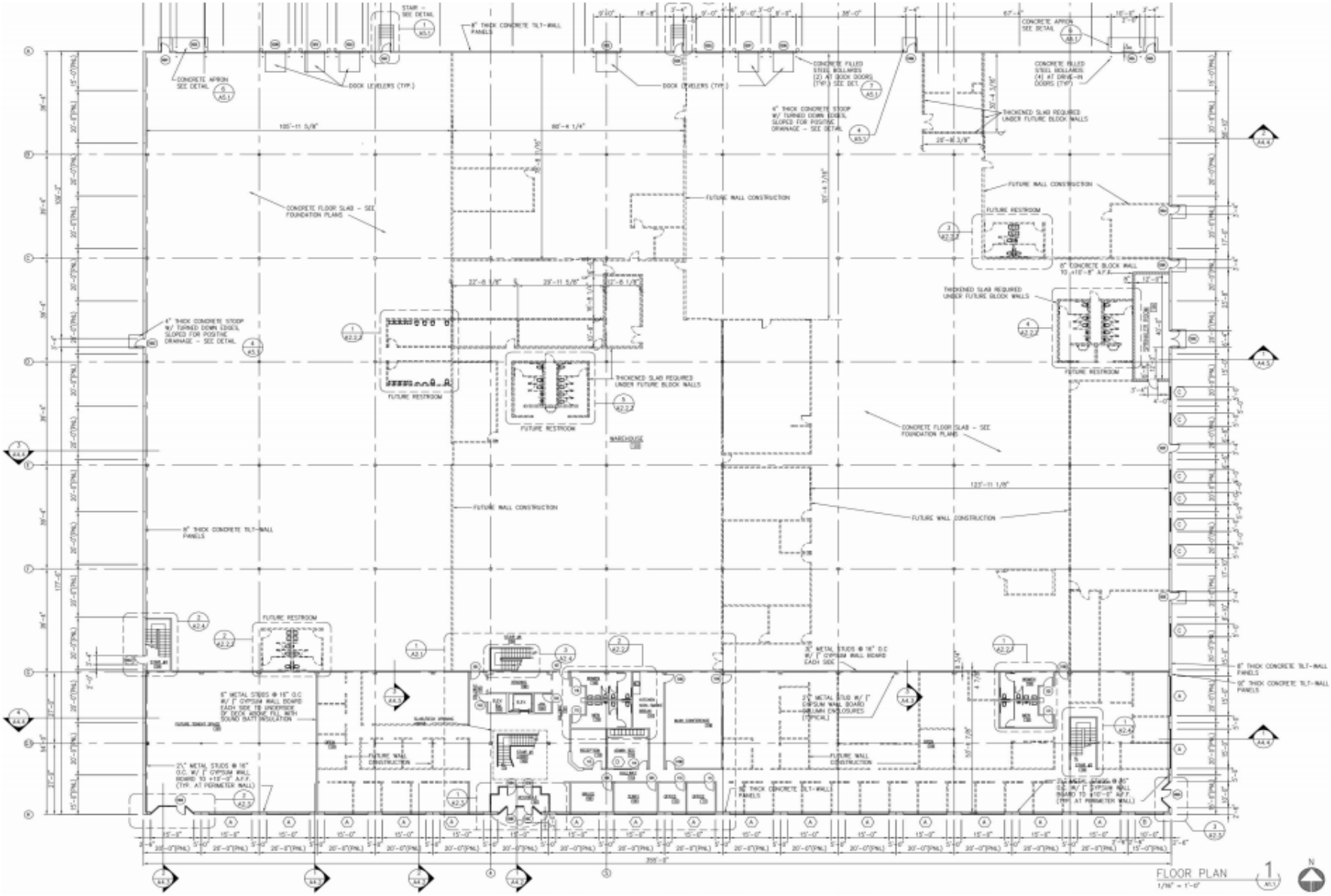
Option 1: 2855 North Franklin Road


≈ 14,000 SF
≈ 45,000 SF
BOILER RM.



Option 2: 9708-9710 Park Davis Drive




FLOOR PLAN
1/16" = 1'-0"
CONCRETE FLOOR SLAB - SEE FOUNDATION PLANS
FUTURE WALL CONSTRUCTION
FUTURE RESTROOM
THICKENED SLAB REQUIRED UNDER FUTURE BLOCK WALLS
DOCK LEVELERS (TYP.)
CONCRETE APRON SEE DETAIL
8" THICK CONCRETE TILT-WALL PANELS
4" THICK CONCRETE STOOP W/ TURNED DOWN EDGES, SLOPED FOR POSITIVE DRAINAGE - SEE DETAIL
8" CONCRETE BLOCK WALL TO +10'-8" A.F.F.
WAREHOUSE