

April 19, 2022

Via U.S. Postal Service

Ms. Barbara Timm-Brock
President
Preferred Meal Systems, Inc.
5240 St. Charles Road
Berkeley, IL 60163

**SUBJECT: Renewal of Contract for Vended Meals,
Invitation for Bids #2020IFB01, Vended Meals**

Dear Ms. Timm-Brock:

Thank you for facilitating our provision of nutritious meals to our students during this past 2021-2022 school year. As set forth in Sec. 4.16.2 of the Invitation for Bids #2020IFB01 (the "IFB"), A.W. Brown Leadership Academy may, at its sole discretion, renew this contract for only one (1) additional school year at a time, which shall commence on the first day of the school year and shall conclude on the last day of the school year. Except for the amendments set forth in the Board Resolution dated April 19, 2022 and attached hereto, unless agreed-upon in writing, all the terms, conditions, specifications and other requirements set forth in the IFB shall remain unchanged and in effect through the renewal period for the 2022-2023 school year.

To formalize the understanding set forth above, in your bid and the IFB as the contract for vended meals, sign and date this letter in blue ink and return to:

A.W. Brown Leadership Academy
ATTN.: Purchasing Department
3810 West Red Bird Lane
Dallas, TX 75237

Thank you for your attention to this matter. We look forward to working collaboratively with you to continue to provide nutritious meals to our students. If you have any concerns or questions, please contact Wanda Peer, Director of Purchasing, at (979) 709-4700, ext. 300 or via email at wpeer@awbrown.org.

Sincerely,

Anthony Johnson
Superintendent

As the authorized signatory for Preferred Meal Systems, Inc., I agree to the terms, conditions, specifications and other requirements set forth in the IFB and amended pursuant to the enclosed Board Resolution dated April 19, 2022, and our originally submitted bid for the renewal period of the 2022-2023 school year.

Ms. Barbara Timm-Brock, President- Preferred Meal Systems, Inc.

Signed Board Resolution Attached

**BOARD RESOLUTION RENEWING AMENDED VENDED MEALS CONTRACT
WITH PREFERRED MEAL SYSTEMS, INC., INVITATION FOR BIDS #2020IFB01**

WHEREAS, A.W. Brown Leadership Academy (“A.W. Brown”) and Preferred Meals, Inc. entered into a Vended Meals Contract for the 2020-2021 school year, with a one (1) year renewal for 2021-2022, pursuant to Invitation for Bids #2020IFB01 (“the Contract”), which expires June 30, 2022;

WHEREAS, the Board desires to amend Section 1.3 of the Contract to reflect updated background information regarding Table A: School Campuses and Table B: Meals Served;

WHEREAS, the Board desires to amend Section 4.4.1 of the Contract to reflect an updated Table C: Meal Delivery Schedule;

WHEREAS, the Board desires to amend Section 4.5.5 of the Contract to align with Administrator’s Reference Manual Section 18, Food Service Contracts related to Operational and Management Tasks, updated guidance from the Texas Department of Agriculture, and applicable law;

WHEREAS, the Board desires to amend Section 4.10.2 of the Contract to reflect an updated Table D: Meal Order Schedule;

WHEREAS, the Board desires to clarify that per State law, A.W. Brown may renew a vended meals contract up to three (3) times so long as no material change to the contract occurs and seeks to amend Section 4.16.2 of the Contract accordingly; and

WHEREAS, the Board desires to amend and renew the Contract for one (1) additional school year, which shall commence the first day of the 2022-2023 school year and shall conclude on the last day of the 2022-2023 school year pursuant to Section 4.16.2 of the Contract as amended herein.

NOW, THEREFORE, the Board of Directors of A.W. Brown Leadership Academy at a lawfully called meeting of the Board, held in compliance with the Texas Open Meetings Act, do hereby confirm and ratify the following actions taken and adopt the following Resolutions:

BE IT HEREBY RESOLVED THAT:

- The Contract attached hereto and made part of this Resolution as **Exhibit A** is amended as follows:

- Section 1.3 is amended as follows:
 - a. Table A: School Campuses is updated to reflect 2022-2023 projected enrollment.

Table A: School Campuses (Projected Enrollment 2022-2023)				
Campus Name	Campus ID	Campus Address	2022-2023 Student Enrollment	Grade Levels
Genesis Campus	057-816-102	6901 S. Westmoreland Road, Dallas, TX 75237	497	PK3 -5th Grade
Quest Campus	057-816-101	5701 Red Bird Center Drive, Dallas, TX 75237	596	PK3-8th Grade
Total Student Enrollment			1093	

- b. Table B: Meals Served is updated to reflect meal counts from 2021-2022 to help estimate intended meal targets for 2022-2023.

Table B: Meals Served (2021-2022)				
Campus Name	Campus ID	Breakfast	Lunch	Afternoon Snacks
Genesis Campus	057-816-102	250 daily	250 daily	N/A
Quest Campus	057-816-101	320 daily	320 daily	N/A
Total Meals Served		570 daily	570 daily	N/A

- Section 4.4.1 is amended to reflect the following:
 - a. Table C: Meal Delivery Schedule is amended and reflects:

Table C: Meal Delivery Schedule		
Breakfast	Lunch	Afternoon Snacks
Every Friday for the Week	Every Friday for the Week	Every Friday for the Week

- Section 4.5.5 of the Contract is amended to read as follows: *“The successful bidder shall agree to provide four food servers for each campus identified in the Contract. Each server must have a criminal history background check and the requisite licensing or certification for food handling. Food servers are responsible for serving each meal to the students in appropriate portions.*

The School will provide cashiers for each campus. The School oversees the day-to-day operation and management of the school nutrition program and not the vended meal company which includes managing the counting and claiming/POS, production records and daily operation of the program.”

- Section 4.10.2 is amended to reflect the following:
 - a. Table D: Meal Order Schedule is amended and reflects:

Table D: Meal Order Schedule		
Breakfast	Lunch	Afternoon Snacks
3 Weeks In Advance	3 Weeks In Advance	3 Weeks In Advance

- Section 4.16.2 of the Contract is amended to read as follows: *“At its sole discretion, the School may renew this contract up to additional (3) times. Each renewal shall be effective for only one (1) additional school year and shall commence on the first day of the school year and shall conclude on the last day of the school year.”*; and
- The Contract as amended herein shall be renewed for an additional one (1) year, which shall commence on the first day of the 2022-2023 school year and shall conclude on the last day of the 2022-2023 school year.

PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF A.W. BROWN LEADERSHIP ACADEMY ON THIS, THE 19th DAY OF APRIL 2022.

[SIGNATURE PAGE FOLLOWS]



Schulman,
Lopez, Hoffer
& Adelstein, LLP

Memo

To: Board of Trustees, A.W. Brown Leadership Academy
From: Denise Nance Pierce, Partner, Schulman, Lopez, Hoffer & Adelstein, LLP
CC: Anthony Jefferson, Superintendent, A.W. Brown Leadership Academy
Judy Carroll, Chief Operations Officer, A.W. Brown Leadership Academy
Date: April 14, 2022
Re: Legal Guidance for 2022-2023 School Nutrition Program (SNP) for A.W. Brown Leadership Academy (CE ID: 00255)

Ms. Judy Carroll, Chief Operations Officer with A.W. Brown Leadership Academy (A.W. Brown or the School), asked for legal advice from our law firm relating to a contract renewal for the School's Vended Meals Contract with Preferred Meal Systems, Inc. (Preferred Meals). Under the current Contract, Preferred Meals provides student meals and provides meal servers. A.W. Brown, in turn, provides the cashiers and is responsible for the claims and counting process within the School Nutrition Program.

Ms. Carroll's questions arose regarding compliance with the Texas Department of Agriculture's (TDA) Administrator's Reference Manual (ARM) Section 18, Food Service Contracts. Based on updates to the ARM in December 2021 and published in January 2022, TDA explicitly stated that under vended meals contracts such as the existing contract between AW Brown and Preferred Meals, school staff must serve the meals. Under the rule change, A.W. Brown would be required to either hire their own servers or to engage a "Food Service Management Company" (FSMC) pursuant to the specific procurement process set out in the ARM.

Acting in good faith effort to ensure compliance with TDA's new requirements, A.W. Brown was prepared to move forward in procuring an FSMC. However, through no fault of A.W. Brown, all TDA deadlines had passed to pursue a FSMC contract for the 2022-2023 school year. TDA's updated guidance was not published until January 1, 2022, which was after the December 31, 2021 deadline by which FSMC contracts for 2022-2023 were due to TDA.

In conducting further due diligence, the A.W. Brown team reached out to neighboring schools, its Education Service Center (ESC) Region 10, and TDA to get additional clarity on the changing compliance standards. In an email to Ms. Carroll, TDA staff has since assured A.W. Brown that it will be compliance to renew its current Vended Meals Contract whereby Preferred Meals continues to provide food servers. See the attached email clarification from Mr. Tyra, F&N Compliance Contract Manager. In our view, this email assurance from TDA is sufficient to support moving forward with the Vended Meals Contract renewal with Preferred Meals. A.W. Brown did have servers included in the initial Invitation for Bid. Further, A.W. Brown has and will continue to oversee the management and operations of its food service program.

Please don't hesitate to reach out to me should you have any questions or concerns.

ATTORNEY-CLIENT COMMUNICATION. PRIVILEGED AND CONFIDENTIAL.

From: Judy Carroll jcarroll@awbrown.org
Subject: Fwd: Vended Meal Guidance Update
Date: April 11, 2022 at 10:52 PM
To: Denise Pierce dpierce@slh-law.com, Nyquist Lisa C. Inyquist@slh-law.com



----- Forwarded message -----
From: **Mitchell Tyra** <Mitchell.Tyra@texasagriculture.gov>
Date: Tue, Apr 5, 2022 at 2:55 PM
Subject: RE: Vended Meal Guidance Update
To: Judy Carroll <jcarroll@awbrown.org>
Cc: Erhonda Thomas <Erhonda.Thomas@texasagriculture.gov>

Hello Judy,

If you follow the guidance below you will be in compliance. Is there a specific question? I may be misunderstanding.

1) USDA does not prohibit servers being provided by the vendor in a vended meal contract if:

- the original RFP included the servers in the scope of work
- the school oversees the day-to-day operation and management of the school nutrition program and not the vended meal company.
- overseeing the school nutrition program includes a school official who manages the counting and claiming/POS, production records and daily operation of the school nutrition program.

Mitch Tyra CTCD CTCM

F&N Compliance Contract Manager

Texas Department of Agriculture

Mitchell.Tyra@TexasAgriculture.gov

(512) 463-7440

From: Judy Carroll <jcarroll@awbrown.org>
Sent: Tuesday, April 5, 2022 2:48 PM
To: Mitchell Tyra <Mitchell.Tyra@TexasAgriculture.gov>
Subject: Fwd: Vended Meal Guidance Update



WARNING: This email originated from outside of the Texas Department of Agriculture email system. DO NOT click links or open attachments unless you expect them from the sender and know the content is safe.

Good afternoon Mr. Tyra,

I just wanted to follow up with you regarding the vended meals contract concerns. We will be bringing the contract to the Board in a couple of weeks and we wanted to be in compliance. Please advise at your earliest convenience.

Thanks.

----- Forwarded message -----
From: **Judy Carroll** <jcarroll@awbrown.org>
Date: Tue, Mar 22, 2022 at 4:55 PM
Subject: Vended Meal Guidance Update
To: <Mitchell.Tyra@texasagriculture.gov>

Good afternoon Mr. Tyra,

Thank you so much for briefly speaking with me this afternoon. We are a contracting entity (A.W. Brown Leadership Academy) with a vended meals contract (K-12 Elicor d/b/a Preferred Meals). There has been much discussion with Region 10 and Preferred Meals and limited clarity surrounding changes to the ARM (December 2021 and January 2022) and more specifically as it relates to a vended meal contract including servers. If you would please be so kind as to address/confirm the following:

1) USDA does not prohibit servers being provided by the vendor in a vended meal contract if:

- the original RFP included the servers in the scope of work
- the school oversees the day-to-day operation and management of the school nutrition program and not the vended meal company.
- overseeing the school nutrition program includes a school official who manages the counting and claiming/POS, production records and daily operation of the school nutrition program.

We are approaching another 1-year renewal and would like to ensure compliance with current TDA/ARM requirements.

Please advise. Thank you in advance for your assistance.

--

Judy Carroll

Chief Operations Officer

A.W. Brown Leadership Academy

5565 Red Bird Center Drive, Suite 150

Dallas, Texas 75237

972.709.4700 Ext. 4002

469.693.7448 Cell

A.W. BROWN LEADERSHIP ACADEMY

Members voting in favor of the Resolution:



Lou-Ann Phillips

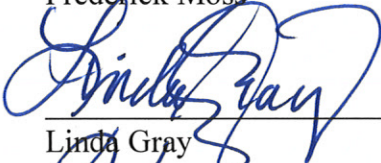


Jonathan Parker

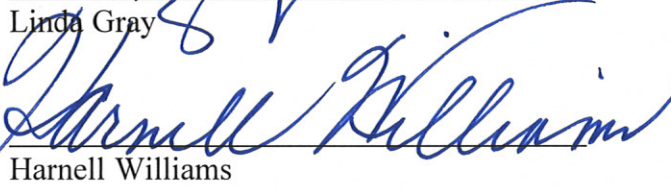


Hilda King

Frederick Moss



Linda Gray



Harnell Williams