CONFLICT OF INTEREST CODE
OF
AUDEO CHARTER SCHOOL, INC.

1. Standard Code of FPPC

The Political Reform Act of 1974 (Gov. Code § 81000 *et seq.*) requires each state and local government agency to adopt and promulgate a conflict of interest code. As a local government agency, Audeo Charter School, Inc., ("Audeo Charter School" or "Corporation") is therefore required to adopt such a code. The Fair Political Practices Commission ("FPPC") has adopted a regulation (Title 2 Cal. Code of Regs. § 18730) which contains the terms of a model conflict of interest code, which can be incorporated by reference as an agency's code. After public notice and hearing, the regulation may be amended by the FPPC to conform to amendments in the Political Reform Act.

2. Adoption of Standard Code of FPPC

The terms of Title 2 Cal. Code of Regs. § 18730 and any future amendments to it duly adopted by the FPPC are hereby adopted and incorporated herein by reference. This regulation and the Appendix attached hereto designating officials and employees and establishing disclosure categories shall constitute the Conflict of Interest Code of the Audeo Charter School. This code shall take effect when approved by the Board of Supervisors for the County of San Diego, and shall thereupon supersede all prior codes adopted by the Audeo Charter School.

3. Filing of Statements of Economic Interests

Pursuant to Section 4 of the model code set forth in Title 2 of the Cal. Code of Regs. § 18730(b), designated employees set forth in the Appendix shall file statements of economic interests (Form 700) with the Secretary of the Audeo Charter School. Upon receipt of the statements of the members of the Board of Directors of Audeo Charter School, the Secretary shall make and retain copies and forward the originals of these statements to the Clerk of the Board of Supervisors for the County of San Diego. Statements for all other designated employees shall be retained by the Secretary.

APPROVED AND ADOPTED by the Board of Directors of on the 6th day of September, 2011.

Mary Searcy Bixby
Chairperson, Board of Directors
Audeo Charter School, Inc.

ATTEST:

Secretary to the Board of Directors
Audeo Charter School, Inc.

Approved and/or authorized by the Board of Supervisors of the County of San Diego
Date 12/6/11 Minute Order No. 19
THOMAS J. PASTUSZKA
Clerk of the Board of Supervisors
By Nancy Vingerra
Deputy Clerk

APPENDIX TO
CONFLICT OF INTEREST CODE OF THE
AUDEO CHARTER SCHOOL, INC.

Preamble

Any person designated in Section I of this Appendix who is unsure of any right or obligation arising under this Code may request a formal opinion or letter of advice from the FPPC or an opinion from the Audeo Charter School's general counsel. (Gov. Code § 83114; Title 2 Cal. Code of Regs. § 18730(b)(11).) A person who acts in good faith in reliance on an opinion issued to him or her by the FPPC shall not be subject to criminal or civil penalties for so acting, provided that all material facts are stated in the opinion request. (Gov. Code § 83114(a).)

Opinions rendered by general counsel do not provide any statutory defense to an alleged violation of conflict of interest statutes or regulations. The prosecuting agency may, but is not required to, consider a requesting party's reliance on general counsel's opinion as evidence of good faith. In addition, the Audeo Charter School may consider whether such reliance should constitute a mitigating factor to any disciplinary action that the Audeo Charter School may bring against the requesting party under Government Code § 91003.5.

I.

Designated Employees

Designated Employees	Categories Disclosed
Members of Audeo Charter School's Board of Directors	4 through 6
President, Audeo Charter School's Board of Directors	1 through 6
Business and Operations Manager	1 through 6
CFO/Treasurer of Audeo Charter School's Board of Directors	1 through 6
General Counsel	4 through 6
Consultants[1]	--

[1] With respect to consultants, the President may determine in writing that a particular consultant, although a "designated employee," is hired to perform a range of duties that is limited in scope and thus is not required to comply with the written disclosure requirements described in these categories. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The President's determination is a public record and shall be retained for public inspection by the Audeo Charter School, Inc., in the same manner as this Conflict of Interest Code. Nothing herein excuses any such consultant from any other provision of this Conflict of Interest Code.

II.

Disclosure Categories

Category 1. Reportable Investments

A designated employee in this category shall report all reportable investments, as defined in Government Code § 82034, in business entities located in, doing business in, planning to do business in, or having done business in the previous two (2) years in San Diego County in which the Corporation's school is located, which business entities operate or provide facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services of a type utilized the Corporation or its school.

Category 2. Reportable Interests in Real Property

A designated employee in this category shall disclose all interests in real property, as defined in Government Code §§ 82033 and 82035, that are within two (2) miles of any facility or real property owned or used by the Audeo Charter School.

Category 3. Reportable Income

A designated employee in this category shall disclose all income as defined in Government Code § 82030 of the designated employee from business entities or other sources located in, doing business in, planning to do business in, or having done business in the previous two (2) years in San Diego County during the reporting period which business entities operate or provide facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services of a type utilized the Corporation or its school.

Category 4. Less-Inclusive Reportable Investments

A designated employee in this category shall disclose only investments as defined in Government Code § 82034 in any business entity, which within the last two (2) years has contracted with or in the future foreseeably may contract with the Audeo Charter School to provide personnel, services, supplies, material, machinery or equipment:

(a) to the Audeo Charter School of the type utilized by the Audeo Charter School which is located in or doing business in San Diego County, and associated with the job assignment or position of the designated employee; or

(b) to any entity which has contracted with the Audeo Charter School within the last two (2) years or which in the future foreseeably may contract with the Audeo Charter School to provide services, supplies, materials, machinery or equipment associated with the job assignment or position of the designated employee.

Category 5. Less-Inclusive Reportable Income

A designated employee in this category shall disclose only that reportable income as defined in Government Code § 82030 which is derived from a source which within the last two (2) years has contracted with the Audeo Charter School or in the future foreseeably may contract with the Audeo Charter School to provide personnel, services, supplies, materials, machinery or equipment:

(a) to the Charter School of San Diego, of the type utilized by the Audeo Charter School which is located in or doing business in San Diego County, and associated with the job assignment or position of the designated employee; or

(b) to any entity which has contracted with the Audeo Charter School within the last two years or which in the future foreseeably may contract with the Audeo Charter School to provide personnel, services, supplies, materials, machinery or equipment associated with the job assignment or position of the designated employee.

Category 6. Business Positions

A designated employee in this category shall disclose by completing Form 700, Schedule C. A designated employee shall list, with respect to any business entity which operates or provides facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services of a type utilized the Corporation or its school:

(a) the name and address of each business entity in which he or she is a director, officer, partner, trustee, employee, or in which he or she holds any position of management;

(b) a description of the business activity in which the business entity is engaged; and

(c) the designated employee's position with the business entity.

Descriptions of Positions and Offices with Explanation of Reasons for Employees and Consultants to Charter Schools Being "Designated Employees"

Members of the Board of Directors

The Members of the Board of Directors of the charter school or its operating corporation formulate general policy and programs of the charter school/corporation, and each member of the Board of Directors therefore is designated.

President

President is an officer of the Board of Directors, and participates in the formulation of the charter school/corporation's general policy and programs, and implements policy on behalf of the Board of Directors. He/she therefore is designated.

CFO/Treasurer

The CFO/Treasurer is an officer of the Board of Directors, and participates in the formulation of the charter school/corporation's general policies and programs in the areas of finance and general office administration. He/she therefore is designated.

Business and Operations Manager

The Business and Operations Manager, an employee of the charter school/corporation, participates in the formulation of the charter school/corporation's general policies and programs in the areas of finance and general office administration. He/she therefore is designated.

General Counsel

Legal counsel is hired on a contract basis and advises the charter school/corporation on its day-to-day activities, including its relationships with the independent contractors who provide services to the charter school/corporation, and compliance with applicable laws and regulations. Because general counsel participates in the formulation and implementation of the policies and programs of the charter school/corporation, the primary contact of the firm retained is designated.