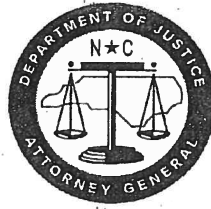


JOSHUA H. STEIN
ATTORNEY GENERAL



TIFFANY Y. LUCAS
EDUCATION SECTION
PHONE: 919-807-3426
FAX: 919-807-3198
TLUCAS@NCDOJ.GOV

October 9, 2019

VIA HAND-DELIVERY

Natalie Carter, Executive Assistant to the Secretary
and State Chief Information Officer
North Carolina Department of Information Technology
P.O. Box 17209
Raleigh, NC 27619-7209

RE: DIT Case No. 000-1000A

Dear Ms. Carter:

Enclosed please find for filing with your office the *Affidavit of Kathryn Johnston*.

Thank you for your attention to this matter.

Sincerely,

Tiffany Lucas
Special Deputy Attorney General

Enclosures

Cc: J. Mitchell Armbruster (Counsel for Petitioner Amplify Education, Inc.)
[Via E-mail and U.S. Mail]
Kieran J. Shanahan (Counsel for Respondent-Intervenor Imagination Station, Inc.)
[Via E-mail and U.S. Mail]

BEFORE THE DESIGNATED HEARING OFFICER
STATE OF NORTH CAROLINA
DEPARTMENT OF INFORMATION TECHNOLOGY
Proceeding No. 000-1000A

AMPLIFY EDUCATION, INC.,)

Petitioner,)

v.)

NORTH CAROLINA)
DEPARTMENT OF PUBLIC)
INSTRUCTION,)

Respondent,)

IMAGINATION STATION, INC.,)

Respondent-)
Intervenor.)

AFFIDAVIT OF
KATHRYN JOHNSTON

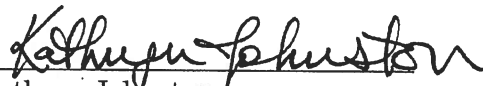
I, Kathryn Johnston, being first duly sworn, depose and say:

1. I am of the age of majority, of sound mind and memory, and depose relative to my own personal knowledge.
2. I give this Affidavit pursuant to the Hearing Officer's oral order made on October 3, 2019, and for any use allowed in the above-styled case under the North Carolina Rules of Civil Procedure or other applicable laws or rules.
3. I am the Deputy Superintendent of Operations at the North Carolina Department of Public Instruction ("DPI"). I have been in this position since September 2018.
4. In my capacity as the Deputy Superintendent of Operations, I supervise the agency's finance, human resources, and logistics operations.
5. DPI's procurement office, which resides within the Finance Division, supervised the

- Request for Proposal (“RFP-2”), which sought K-3 reading diagnostic and assessment services in furtherance of DPI’s duty to implement the state’s Read to Achieve legislation.
6. As part of RFP-2, DPI assembled an evaluation team (“RFP-2 evaluation committee”) to review submitted bids and present a contract award recommendation to the State Superintendent.
 7. To avoid undue influence during the evaluation process, DPI maintained confidentiality of the names of the evaluation members. Additionally, each member executed a confidentiality agreement prior to starting the RFP-2 evaluation process.
 8. I have been made aware of a screenshot of a text message exchange between two individuals who, based on the contents of the document, appear to be discussing details of the January 8, 2019 RFP-2 evaluation committee meeting. (Exhibit A).
 9. Based on the contents of the document, it appears that the text message exchange was between two former DPI employees: Anne Evans and Carolyn Guthrie.
 10. Ms. Evans was previously employed by DPI as an Education Consultant I. She retired from DPI effective June 1, 2017.
 11. Ms. Guthrie was previously employed by DPI as an Education Program Director. She retired from DPI effective September 1, 2017.
 12. Based upon publicly available information, Ms. Guthrie and Ms. Evans are members of a literacy consulting limited liability corporation, Habits of Literacy. (Exhibit B).
 13. Based upon publicly available information, Ms. Guthrie, in her capacity as Organizer, executed the Articles of Organization for Habits of Literacy, LLC on July 26, 2017. (Exhibit B).
 14. Based upon publicly available information, Habits of Literacy, LLC was formed on August 4, 2017. (Exhibit B).
 15. Neither Ms. Guthrie nor Ms. Evans served on the RFP-2 evaluation committee. (Exhibit

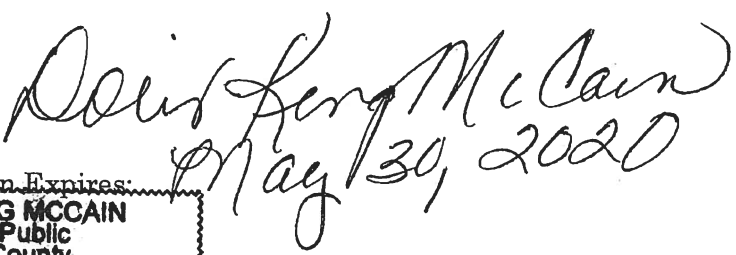
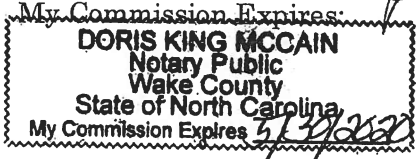
- C).
16. The text exchange references a third party identified only as "AW" who, based on the contents of the document, appears to have been present at an evaluation committee meeting.
 17. To my knowledge, the only RFP-2 evaluation committee member with the initials "AW" is Abbey Whitford. (Exhibit C).
 18. Ms. Whitford was previously employed by DPI as an Education Program Consultant II.
 19. Ms. Whitford was present at the January 8, 2019 RFP-2 evaluation committee meeting. (Exhibit D).
 20. Ms. Guthrie and Ms. Evans were not present at the January 8, 2019 RFP-2 evaluation committee meeting. (Exhibit D).
 21. Ms. Whitford retired from DPI effective May 1, 2019.

Further the affiant sayeth not.


Kathryn Johnston
Deputy Superintendent of Operations

Subscribed to and sworn before me
this the 7th day of October 2019.

Notary Public

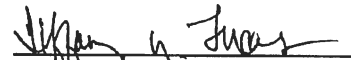
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing **AFFIDAVIT OF KATHRYN JOHNSTON** was served on counsel via electronic mail transmission and by depositing the same in the United States mail, first class postage prepaid, and addressed to:

J. Mitchell Armbruster
Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.
P.O. Box 2611
Raleigh, NC 27602
Attorney for Petitioner

Kieran J. Shanahan
Brandon S. Neuman
Andrew D. Brown
Shanahan Law Group, PLLC
128 E. Hargett Street, Suite 300
Raleigh, NC 27601
Attorneys for Respondent-Intervenor

This the 9th day of October 2019.


Tiffany J. Lucas
Special Deputy Attorney General

EXHIBITS

Affidavit of Kathryn Johnston

- Exhibit A Screenshot of Text Message Exchange
- Exhibit B Articles of Organization: Habits of Literacy, LLC
- Exhibit C Pages 8-9 of October 5, 2018 RFP-2 Kick-off Presentation
- Exhibit D Minutes of the January 8, 2018 Evaluation Committee Meeting

EXHIBIT B

SOSID: 1615328
Date Filed: 8/4/2017 2:11:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C2017 212 00283

State of North Carolina
Department of the Secretary of State

Limited Liability Company
ARTICLES OF ORGANIZATION

Pursuant to §57D-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Habits of Literacy, LLC
(See Item 1 of the Instructions for appropriate entity designation)

2. The name and address of each person executing these articles of organization is as follows: (State whether each person is executing these articles of organization in the capacity of a member, organizer or both. **Note: This document must be signed by all persons listed.**)

Name	Address	Capacity
<u>Carolyn Guthrie</u>	<u>814 Running Brook Trail, Raleigh, NC 27609</u>	<u>Organizer</u>
<u>Anne Evans</u>	<u>PO Box 637, Mt. Gilead, NC 27306</u>	<u>Member</u>
<u>Karla Casteen</u>	<u>404 East Southerland St, Wallace, NC 28446</u>	<u>Member</u>

3. The name of the initial registered agent is: Carolyn Guthrie

4. The street address and county of the initial registered agent office of the limited liability company is:

Number and Street 814 Running Brook Trail
City Raleigh State: NC Zip Code: 27609 County: Wake

5. The mailing address, if different from the street address, of the initial registered agent office is:

Number and Street _____
City _____ State: NC Zip Code: _____ County: _____

6. Principal office information: (Select either a or b.)

a. The limited liability company has a principal office.

The principal office telephone number: 919-604-9676

The street address and county of the principal office of the limited liability company is:

Number and Street: 814 Running Brook Trail
City: Raleigh State: NC Zip Code: 27609 County: Wake

The mailing address, if different from the street address, of the principal office of the company is:

Number and Street: _____

City: _____ State: _____ Zip Code: _____ County: _____

b. The limited liability company does not have a principal office.

7. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.

8. (Optional): Listing of Company Officials (See instructions on the importance of listing the company officials in the creation document.)

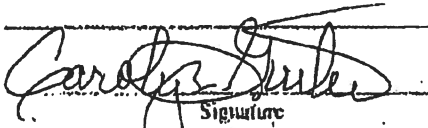
Name	Title	Business Address

Privacy Redaction

9. (Optional): Please provide a business e-mail. The Secretary of State's Office will e-mail the business automatically at the address provided above at no cost when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is offered, please see the instructions for this document.

10. These articles will be effective upon filing, unless a future date is specified:

This is the 26 day of July, 2017



Signature

Carolyn Guthrie, Organizer

Type or Print Name and Title

The below space to be used if more than one organizer or member is listed in Item #2 above.



Signature

Anne Evans, Member

Type and Print Name and Title



Signature

Karla Casteen, Member

Type and Print Name and Title

NOTE:

1. Filing fee is \$125. This document must be filed with the Secretary of State.

EXHIBIT C

Evaluation Team – Voting Members

Evaluation Team Member	Organization	Role	Title
Pond, Karl	NC DPI Enterprise Data & Reporting	Voting Member	Enterprise Data Manager
Jablonski, Amy	NC DPI Integrated Academic & Behavior Systems	Voting Member	Director, Integrated Academic and Behavior Systems
Shue, Pamela	NC DPI Office of State Superintendent	Voting Member	Associate Superintendent for Early Childhood Education
Berry, Erika	NC DPI Office of State Superintendent	Voting Member	Senior Policy Advisor
Gossage, Chloe	NC DPI Office of State Superintendent	Voting Member	Chief Strategy Officer
Belcastro, Rebecca	NC DPI K-3 Literacy	Voting Member	K-3 Literacy, Piedmont-Triad Consultant
Whitford, Abbey	NC DPI K-3 Literacy	Voting Member	K-3 Literacy Northeast Consultant
Laney, Susan	NC DPI Integrated Academic & Behavior Systems	Voting Member	Integrated Academic and Behavior Systems Consultant, Research and Evaluation Specialist
Loeser, Lynne	NC DPI Exceptional Children	Voting Member	Statewide Consultant for Specific Learning Disabilities and ADHD
Day, Kristi	NC DPI K-12 Standards, Curriculum and Instruction	Voting Member	Interim Section Chief for ELA
Parrish, Tonla	NC DPI K-3 Literacy	Voting Member	K-3 Literacy Consultant
Johnson, Mia	NC DPI K-3 Literacy	Voting Member	K-3 Literacy Consultant
Karkee, Thakur	NC DPI Accountability Services	Voting Member	Psychometrician
Dewey, Cynthia	NC DPI Office of Early Learning	Voting Member	K-3 Education Consultant
Hoskins, Matt	NC DPI Integrated Academic & Behavior Systems	Voting Member	Integrated Academic and Behavior Systems Consultant, Research and Evaluation Lead Consultant



Prerequisites: All Evaluation team members must sign and submit the confidentiality and conflict of interest forms. 8

Public Schools of North Carolina

Evaluation Team – Non-Voting Members

Evaluation Team Member	Organization	Role	Title
Dunn, Tymica	NCDPI Purchasing	Non-Voting SME Procurement Specialist	
Lowe, Linda	NCDPI Technology Services	Non-Voting SME PMO Manager	
Viswanathan, Sirekha	NCDPI Technology Services	Non-Voting SME Project Manager	
Snider, Eric	NCDPI State Board of Education	Non-Voting SME Attorney	
AlHour, Julien	NCDPI Technology Services	Non-Voting SME Director, Technology Services	
Hunt, KC	NCDPI Technology Services	Non-Voting SME Information Security Officer	
Phaltankar, Meera	NCDPI Financial Services	Non-Voting SME Director, Financial Services	
Hodge, Gin	Buncombe County Schools, Instructional Coach	Non-Voting SME County Instructional Coach	
Lanier, Claudia	NCDPI K-3 Literacy	Non-Voting SME K-3 Literacy, North Central Regional Consultant	
Moates, Courtney	New Hanover County Schools	Non-Voting SME MTSS Instruction Specialist	
Cantey, Joy T	Guilford County Schools	Non-Voting SME Director of K-12 Literacy	
Reap-Klosty, Darlene	Chatham County Schools	Non-Voting SME MTSS Instructional Program Facilitator	
Anselmo, Giancarlo	Cleveland County Schools	Non-Voting SME School Psychologist	
Roberts, Amy	Cabarrus County Schools	Non-Voting SME	
Wilkes, Deborah	Cumberland County Schools	Non-Voting SME ESL Coordinator	
Cooper, Shaunda	NCDPI Office of Charter Schools	Non-Voting SME Education Consultant	
Tomberlin, Thomas	NCDPI School Research, Data and Reporting	Non-Voting SME Director	
Pilonieta, Paola	UNCC	Associate Professor, Coordinator of the Undergraduate Non-Voting SME Reading Program	



Prerequisites: All Evaluation team members must sign and submit the confidentiality and conflict of interest forms. 9

Public Schools of North Carolina

EXHIBIT D

Read to Achieve 2018 (RtAD) Evaluation Consensus Meeting notes

Meeting Purpose	Consensus Meeting to recommend finalist for negotiations
Location	Conference Room 504 A, Education Building, Raleigh.
Date & Time	January 8, 2019; 1:30 PM – 3:00 PM
Facilitator(s)	Srirekha Viswanathan and Tymica Dunn
Next Meeting	TBD

Voting Member Participants

Abbey Whitford	Chloe Gossage	Cynthia Dewey	Kristi Day	Lynne Loeser
Matt Hoskins	Pam Shue	Rebecca Belcastro	Susan Laney	Thakur Karkee

Non-Voting Member Participants

Mark Johnson	Srirekha Viswanathan	Tymica Dunn		

Agenda Items

The agenda for this meeting was to recommend finalist for approval and negotiations.

Meeting Summary

The Superintendent thanked the evaluation team for their hard work and time spent on this most important RFP. He also mentioned that he had reviewed the proposals over the Holidays to get a full understanding of the various offerings.

The Superintendent discussed his vision of empowering teachers and giving teachers their time back to teach. Empowering teachers include providing teachers the right tools; appropriate professional development and training. It is important to allow teachers to teach by reducing assessment time.

He requested voting members to keep this vision in mind while making recommendations on the vendor(s) for negotiations. To maintain integrity of the process he stepped out and requested the voting team members to proceed with voting.

The next steps in this process i.e., recommendations by voting members, approval by Superintendent and negotiations were elaborated by the Business Owners and Procurement Officer. To further ensure that an impartial and unbiased process is followed, the voting members were provided 'Post It' cards to enter their recommendations. Sri tallied the votes and the recommendation was announced to the team.

- Six (6) voting members recommended negotiating with Amplify only;
- Three (3) voting members recommended negotiating with Istation only;
- One (1) voting member recommended negotiating with both Amplify and Istation.

The team discussed further and recommended that in order to align with the vision of the Superintendent, it is important that if negotiations are conducted with Amplify that the assessment measures are reduced to the core measures of DIBELS. The current implementation package includes TRC and it takes away significant teaching time.

The team also made a note that when negotiations are held with Istation it is important to further understand their recording and playback feature as it may also impact teaching time.

In all the team felt that is important to understand the overall assessment time with both vendors and work towards reducing the assessment time.

Next Steps:

The Business Owner will provide an update to the Superintendent on the team's recommendation. Upon the approval from Superintendent the next steps will be planned.

Action items resulting from the meeting are as follows.

Action Items

Item	Assignee	Due Date	Status
Inform the State Superintendent of the team recommendation	Dr. Pam Shue	1-9-19	
Gather negotiation questions and get team input on the questions	Sri	1-15-19	
Set up meetings with the finalist vendor	Tymica Dunn	TBD	