



Cullen D. Seltzer
Attorney

Direct: (804) 783-7235
CSeltzer@SandsAnderson.com

RICHMOND | CHRISTIANBURG | FREDERICKSBURG
DURHAM | VIRGINIA BEACH | WILLIAMSBURG

SANDSANDERSON.COM

919 East Main Street
Post Office Box 1998
Richmond, VA 23218-1998
Main: (804) 648-1636
Fax: (804) 783-7291

October 13, 2025

By Electronic Mail

Stephen Piepgrass
Troutman Pepper Locke
1001 Haxall Point, 15th Floor
Richmond, VA 23219
Stephen.Piepgrass@troutman.com

Dasher Pasco
Troutman Pepper Locke
1001 Haxall Point, 15th Floor
Richmond, VA 23219
Dascher.pasco@troutman.com

Eric Gregory
Hefty Wiley & Gore
100 West Franklin Street, Ste. 300
Richmond, VA 23220
Eric@heftywiley.com

Charles Slempp
Cozen O'Connor
Two James Center
1021 E Cary Street, Ste. 1420
Richmond, VA 23219
CSlempp@cozen.com

Leah DeFazio
Troutman Pepper Locke
1001 Haxall Point, 15th Floor
Richmond, VA 23219
leah.defazio@troutman.com

**Re: Southampton County School Board Request for Complete
Report to the Southampton County Board of Supervisors Regarding
External Investigation of Southampton County Public Schools**

Dear Counsel:

Thank you for providing to us on Friday, October 3, 2025 the above-referenced report ("Report"). I am writing for two purposes. First, on behalf of Dr. Deborah Goodwyn, Chair of the Southampton County School Board, and pursuant to Virginia's Freedom of Information Act, I am submitting a request for a complete copy of the Report. Second, I am writing to raise with you some Southampton County School Board ("SCSB") concerns regarding the Report.

I. Virginia Freedom of Information Act Request.

The version of the Report that SCSB has received is styled as an Executive Summary. Although it footnotes various documents, those documents are not included in the version provided to SCSB.

For purposes of clarity, I am requesting the complete Report and any and all records related to the Report. These include, but are not limited to:

1. The complete and unredacted Report.
2. All notes, memoranda, and other documents and records related to witness or other interviews related to the subject matters in the Report.
3. All documents referenced in the complete Report.
4. All documents considered in preparation of the Report but not referenced in the Report.
5. All communications, including communications internal to your respective law firms, related to the Report or preparation of it.
6. Billing records, from law firms, consulting experts, or others, related to preparation of the Report.

II. Concerns Regarding the Report.

I am writing as well to raise with you some concerns regarding the Report.

A. History of Board of Supervisors Forensic Audit Request.

The history of the Board of Supervisors inquiries in this matter has changed over time. It began as a demand for a forensic audit which, as we have been discussed, the Board of Supervisors had no authority to demand. When advised as much, the Board of Supervisors advised of its intention to proceed with a forensic audit, with or without SCSB's cooperation. As you know, the SCSB then provided many thousands of pages of records in response to Ms. Pasco's VFOIA request after appropriate payment for that service was made.

In recent months, as set out more fully below, the Board of Supervisors sought witness interviews with SCSB employees but refused to share in any material way what the purpose or nature of those interviews was to be. Whether intentional or not, the inquiry was received as prosecutorial and adversarial. It was certainly secretive.

Finally, what was initially advised would be a "forensic audit," has now been described as an "independent investigation." Of course, the investigation was not "independent." It was prepared by the law firm that has an attorney-client relationship with the Board of Supervisors and, by definition, the furthest thing from "independent." One indicator of that lack of independence is the repeated reference in public discussion of the Report as reliant upon "experts" who reviewed the matter. The Report's Executive Summary, however, includes no reference to any expert opining that SCSB engaged in any misconduct at all.

B. Review of Report Process and Efforts Going Forward.

1. Incomplete Report Makes Review of It Impossible.

Unfortunately, leading up to the public announcement and description of the Report on October 2, 2025, the Board of Supervisors did not provide any substantive information to SCSB concerning the Report. In fact, even though the Report was discussed at length in a public forum on Thursday night (October 3), not until Friday morning (October 4) was a copy provided to SCSB.

On first examination, the Report appears to be significantly inaccurate and to provide an incomplete picture of the important work being performed by the dedicated and hard-working teachers, staff, professionals, and other employees of the SCSB. That said, SCSB will be reviewing the Report in detail over the coming days and weeks to provide a response to the summary of the Report. Even now, after public disclosure of the Report's conclusions, the substantive portion of the Report including the actual documents reviewed and work performed has been withheld. Obviously, confronting the School Board with sweeping accusations while withholding the substance of the Report that is supposed to support those accusations, is unfair.

2. SCSB Sought Repeatedly to Aid in Report but Was Denied Meaningful Information About It.

As you know, when SCSB learned that the Board of Supervisors was working on some sort of investigation, SCSB sought information about the investigation for the express purpose of aiding in it. SCSB sought to understand what issues were being investigated, what concerns the Board of Supervisors had, and how the two public bodies could work together collaboratively on any concerns they might have.

Rather than share any substantive information about the matter, the Board of Supervisors would say only that it had general administrative and management concerns. When SCSB asked what those specific concerns were, it was rebuffed. Without any insight into what was afoot, SCSB could not in good conscience ask School Board employees to take time from the work they were hired to perform to participate in an inquiry the Board of Supervisors refused to meaningfully explain.

3. Board of Supervisors Made Public Accusations Without Affording SCSB Opportunity to Know of Them or Address Them.

Apart from its secretive and counter-productive investigative process, the Board of Supervisors refused to share information with the School Board even after its investigation was complete. No email, no phone call, no courtesy exchange of information was forthcoming from the Board of Supervisors. Although SCSB asked the Board of Supervisors, during its investigation, to tell SCSB what questions it had, the Board of Supervisors refused. See attached communications between counsel for SCSB and the Board of Supervisors regarding requests for information.

That notwithstanding, the completed Report has raised hundreds of questions for SCSB. Why the Board of Supervisors thought it might be constructive to share those questions with the public without first giving the School Board an opportunity to respond to them is difficult to understand. Indeed, the Board of Supervisors refused to tell SCSB what those

questions were even when SCSB specifically asked for them. Perhaps the County did not intend as much, but this feels like ambush by one arm of government against another.

Indeed, one example of the hazard of not providing SCSB an opportunity to respond to the Report before publication was illustrated on October 8, 2025. Late on that day, SCSB was provided a supplement to the Report disavowing any allegation of misconduct related to transactions involving Ryan Lupton. If the Board of Supervisors had only asked SCSB about this supposed finding, SCSB could have readily explained it. Instead, the Board of Supervisors published to the Southampton community a misleading and accusatory Report which could have been avoided with a phone call or email.

4. SCSB Efforts Going Forward.

Given the Board of Supervisors' secrecy in preparing the Report, its refusal to discuss the Report's findings with the School Board before public release of the Report, and the fact that even now SCSB does not have the complete Report, addressing the Report's many claims at this moment is impossible. Nevertheless, SCSB will take the matter seriously, assess the Report, and provide meaningful responses to it to the extent doing so is feasible if and when a complete Report is provided.

Of course, that will have to happen against the backdrop of a school division that works incredibly hard, every day, to provide outstanding service to thousands of students and families in Southampton County. There is little surplus capacity in our public schools for professionals to do their regular work providing an education for students and to simultaneously address Southampton County's secretive Report and its surprise allegations. It would have been better for this conversation to have happened in an orderly fashion before becoming a media cause celebre. But the determination to report first and ask questions second was the County's to make, and so it did.

Finally, it is not our usual practice to copy media outlets on correspondence from our firm to other counsel. In this instance, however, on behalf of SCSB we will be doing so with this letter and its attachments. SCSB is doing that for two reasons. First, the Report's Executive Summary included references to correspondence between us concerning SCSB's efforts to cooperate with Southampton County regarding the Report but did not attach that correspondence. While certain public comments on behalf of Southampton County impugning SCSB's cooperation have been made, SCSB thinks it better for the public to judge for itself SCSB's sincere efforts at cooperation.

Second, and unsurprisingly, the Report has generated media attention and SCSB has been asked to comment on the Report. As noted above, doing so without the benefit of having the complete Report makes that impossible. Still, the public is entitled to a response to questions about matters of public concern and therefore, in the interests of transparency, this letter is being shared with the public.

We hope that going forward the Board of Supervisors and SCSB can work collaboratively on issues relating to providing educational services to the Southampton community. We look forward to receiving timely responses to the VFOIA request set out in this latter.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Cullen D. Seltzer', is positioned above the printed name.

Cullen D. Seltzer

Enclosures

cc: Dr. Gwendolyn Shannon, Superintendent Southampton County School Board
FOIA Officer, Southampton County



July 10, 2025

Chuck H. Slemp

Direct Phone 804-762-6926
cslemp@cozen.com

**VIA E-MAIL (CSELTZER@SANDSANDERSON.COM;
POBERRY@SANDSANDERSON.COM)**

Cullen D. Seltzer
Pamela O'Berry
919 East Main Street
P.O. Box 1998
Richmond, VA 23218

Re: Request to Interview Southampton County Public Schools' Employees

Dear Mr. Seltzer and Ms. O'Berry:

As you are aware, I and my colleagues at the law firm of Troutman Pepper Locke, LLP were retained by the Southampton County Board of Supervisors to conduct an investigation into the management and administration practices within Southampton County Public Schools ("SCPS").

On November 12, 2024, my colleague Stephen Piepgrass sent Ms. O'Berry a letter respectfully requesting full cooperation with this investigation. Since the beginning of our investigation, SCPS has refused to allow us to interview any current employees. However, based on our investigation thus far, there are a number of SCPS employees that we believe would be beneficial for us to speak with.

Accordingly, we respectfully request that SCPS allow us to interview the following individuals to facilitate our investigation:

[REDACTED]

Cullen D. Seltzer
Pamela O'Berry
July 10, 2025
Page 2



We are aware that the Southampton County School Board has an upcoming meeting on July 14, 2025. We would ask that the Southampton County School Board consider this request at its upcoming meeting and provide its response on the following day, July 15, 2025.

We are available to discuss, if helpful.

Best,

COZEN O'CONNOR

A handwritten signature in blue ink, appearing to be 'C. O'Connor', is written below the printed name.

By: Chuck H. Slemp

CHS

CC: Stephen Piepgrass; Leah DeFazio



Pamela O'Berry
Cullen D. Seltzer
Attorney

RICHMOND | CHRISTIANBURG | FREDERICKSBURG
DURHAM | VIRGINIA BEACH | WILLIAMSBURG

SANDSANDERSON.COM

Direct: (804) 783-7232
Direct: (804) 783-7235
POberry@SandsAnderson.com
Cseltzer@SandsAnderson.com

919 East Main Street
Post Office Box 1998
Richmond, VA 23218-1998
Main: (804) 648-1636
Fax: (804) 783-7291

July 14, 2025

Dear Chuck,

We have received your letter of July 10, 2025, asking to interview 23 Southampton County School Board employees. As we advised on behalf of the School Board on September 19, 2024, in response to Mr. Thrower's request to conduct a forensic audit, "as stewards of public funds the School Board welcomes the opportunity to discuss specific requests for information." The School Board continues to believe strongly in collaboration between the School Board and County officials – indeed, we think such collaboration is essential to a successful school system and community.

Your request for these interviews has prompted some questions. If there is a good time to review these, we're certain that will help us better advise the School Board as to your request.

1. **Nature of the Investigation.** Can you share more about the nature of your investigation? Your letter says it is an investigation "into the management and administration practices within Southampton County Public Schools." I'm sure you can appreciate that this description is very broad. Can you help us better understand what you're investigating?
2. **Questions to be Posed in Interviews.** Can you share with us the questions that you intend to pose to School Board employees? This will help us better understand the inquiry and make sure that information we provide is complete and accurate. We don't think secrecy between the School Board and the County is constructive and, as I'm sure you can understand, secrecy in connection with a request for interviews will give rise to apprehension and even suspicion. I'm sure that's not the County's intention.
3. **Costs of Interviews.** The list of proposed interviewees is large. If each employee who is the subject of an interview spends two hours being interviewed, two hours preparing, and two hours following up (all of these estimates are on the very low end of what is generally expected of interview subjects in investigations), that would amount to 138 hours of School Board employee time redirected from their regularly designated responsibilities, to responding to your request. Does the County propose to reimburse the School Board for those attendant costs?

4. **Timing and Business Accommodations for Interviews.** More than the financial implications, that much time given over to the investigation will come at the expense of these employees' ability to do their regularly designated work and assignments. Other employees will have to cover work to which employees involved in interview, prep and follow-up cannot attend. Planning will be required to accommodate interview requests, and that may include rescheduling time off for employees, bringing in temporary employees, and otherwise sorting out how to work around the requirements of the investigation. Can you share when you propose to conduct any interviews, over how long a period of time, when they would begin and end, and whether the County will provide financial assistance in making any accommodations to work schedules that may be required? Parenthetically, I should add that I don't know that there will be financial implications to the accommodations I've described here. But I'd like to get your sense of these issues, again, so we can best advise the School Board.

5. **Sharing Investigative Materials.** In the interests of transparency and in understanding any concerns that either prompted the investigation or may arise during it, will you provide drafts of the investigation report, copies of interview materials and notes, and copies of records received? It would be helpful for the School Board to have this information as it develops in real time. That way, the School Board can assist in collecting information and explaining questions as they arise. The worst outcome, I think we'd all agree, would be an investigative report that contains mistakes, even unintentional ones, which could have been addressed if people with relevant knowledge and expertise had an opportunity to review it before it was finalized.

Thanks in advance for your thoughts on these issues.

Sincerely,

A handwritten signature in cursive script, appearing to read "Pamela O'Brien".

Pam and Cullen

cc: Dr. Deborah Goodwyn, School Board Chair
Dr. Gwendolyn Shannon, Superintendent

Att.: Redacted Letter dated July 10, 2025

From: Slemp, Chuck <CSlemp@cozen.com>
Sent: Friday, July 25, 2025 2:17 PM
To: O'Berry, Pamela; Seltzer, Cullen D.
Cc: DeFazio, Leah J.; Piepgrass, Stephen C.
Subject: Response to July 14 letter

CAUTION: External Message

Pamela and Cullen,

I hope you are well. Please see below our responses to the numbered items in your July 14, 2025, letter.

1. The investigation involves various complaints regarding financial management, human resources, compliance, and other, related matters.
2. To preserve the integrity of the investigation, we decline to share questions that will be posed in advance of the interviews.
3. The County is not prepared to reimburse the School Board for the cost of the interviews, especially in light of the money the County has already spent litigating the FOIA request issues related to the investigation. However, the County is open to narrowing the list of individuals to avoid unnecessary costs. Additionally, some employees may be willing to meet during their personal time which would further alleviate the cost to the School Board.
4. The County is happy to cooperate with scheduling interviews so that they cause the least disruption to the schools' operations. We believed that the summer months would be the ideal time to conduct the interviews since school is not in session, and we can certainly work to coordinate and complete as many as possible prior to the new school year. If we are unable to complete all the interviews before the school year, we can discuss arrangements for the remaining interviews at that point.
5. We are willing to consider this request and can discuss further if the School Board is open to allowing the requested interviews.

Best,
Chuck



Chuck Slemp
Member | Cozen O'Connor
1021 East Cary Street, Suite 1420 | Richmond, VA 23219
P: 804-762-6926
[Email](#) | [Map](#) | [cozen.com](#)

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Cullen D. Seltzer
Attorney

Direct: (804) 783-7235
CSeltzer@SandsAnderson.com

RICHMOND | CHRISTIANSBURG | FREDERICKSBURG
DURHAM | VIRGINIA BEACH | WILLIAMSBURG

SANDSANDERSON.COM

919 East Main Street
Post Office Box 1998
Richmond, VA 23218-1998
Main: (804) 648-1636
Fax: (804) 783-7291

July 30, 2025

BY E-MAIL AND FIRST CLASS MAIL – cslemp@cozen.com

Charles Slemp, Esquire
Cozen O'Connor
1021 East Cary Street
Suite 1420
Richmond, VA 23219

Re: Follow Up to Southampton Board of Supervisors Request for Interviews

Dear Chuck:

Thanks for your note of July 25 in response to the inquiries we posed concerning the Southampton Board of Supervisors' request to interview school employees.

I am sure you did not intend this result, but to our ears your response raises as many questions as it answers.

For example, we still do not understand what is being investigated. You write that the investigation "involves various complaints regarding financial management, human resources, compliance, and other, related matters." Can you tell us what the complaints are, who made them, what specifically they allege, and when the subject of the complaints occurred? Our client will want to know what's being requested of them and this summary of the inquiry is not such that we can offer thoughtful guidance.

In the same vein, while I understand your desire, as you put it, to protect the integrity of the investigation, we are unable to advise our client how its employees should prepare for any investigative questions. Consider the obvious example of a deposition being noticed and counsel being unable to prepare a client because everyone's in the dark about what the deposition will be about. Anyone sitting for such a deposition ought to have some familiarity with the documents that are relevant to the inquiry and an opportunity to refresh their recollection of distant events. When witnesses have those opportunities, they are less likely to make mistakes about events and that's more, not less, likely to result in a complete and accurate investigation.

Questions of costs, timing, and scheduling are all important, but we think they are secondary to getting good insight into what the investigation is about as we've set out

July 30, 2025

Page 2

above. Again, we hope we can work on this collaboratively for the benefit of not just our clients but for the Southampton community they both serve.

Sincerely,

A handwritten signature in blue ink, appearing to read "Cullen D. Seltzer", with a stylized, cursive script.

Cullen D. Seltzer