

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
THE LOS ANGELES LEADERSHIP ACADEMY**

Wednesday, March 29, 2017

The following members of the Board of Directors (the “Board”) of The Los Angeles Leadership Academy (the “Academy”), pursuant to notice duly given or waived, attended the meeting at 2670 Griffin Avenue, Los Angeles, California, and constituted a quorum for the transaction of business in accordance with the California Nonprofit Public Benefit Corporation Law and the bylaws of the Academy (the “Bylaws”):

Sally Chou
Mona Field
Martin Frank
Carol Ann Leif¹
Roger Lowenstein
David Nickoll¹
Elizabeth Perez-LoPresti
Diane Prins Sheldahl
Rick Rosen¹
Christian Sarabia
Jonathan Torres

The following members of the Board were absent from the meeting:

Mary Atwater James
Eric Barron
Justin Brimmer
Rohan Gupta
Daniel Provencio
Allan Rudnick

Also in attendance at the invitation of the Board were: (i) Arina Goldring-Ravin, Executive Director; (ii) Kristin Dietz, Chief Financial Officer; (iii) Cynthia Cuprill, High School Principal; (iv) Marvin Jacobo, Middle School Principal; (v) Antonio Sanchez, Primary School Principal; (vi) Marina Pilyavskaya, Director of Finance; (vii) Tim Petty, the Academy’s Athletics Program Director; and (viii) Jonathan Lee and Sebastian Bacon of Proskauer Rose LLP, outside counsel.

The meeting was called to order by Mr. Lowenstein at approximately 4:35 p.m. Pacific time. Mr. Bacon acted as secretary for purposes of the meeting.

¹ Attended a portion of the meeting as indicated.

Introductory Remarks

Mr. Lowenstein began the meeting by describing the Board's open communications procedures to the members of the public in attendance. Mr. Lowenstein noted that members of the public who wish to address the Board may do so by indicating on the comment cards made available at the meeting whether they intend to address either (i) a specific agenda item, which comments would be heard at the time the Board addresses such item, or (ii) a non-agenda item, which comments would be heard during the period reserved for open communications. Mr. Lowenstein noted that members of the public have the right to remain anonymous while addressing the board. Mr. Lowenstein also noted that addresses by members of the public on any item would be limited to two minutes.

Open Communications

Mr. Lowenstein invited members of the public in attendance to address the Board on non-agenda items. The Board collected comment cards from members of the public in attendance with respect to specific agenda items.

Speaker One addressed the board about recent teacher resignations at the Academy's primary school and teacher retention. Discussion ensued.

Approval of Minutes

Mr. Lowenstein made a presentation regarding the minutes of the meeting of the Board held on January 19, 2017 (the "Minutes"). The Minutes were approved as read.

Mr. Nickoll then joined the meeting.

Approval of Application for EcoMotion Electric School Bus

Sumin Sohn made a presentation regarding the Academy's application for a subsidized EcoMotion Electric School Bus (the "Application"), copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Sohn answered questions from the Board. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board has been presented with and reviewed the Application; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve the Application.

NOW, THEREFORE, BE IT RESOLVED, that the Application be, and it hereby is, approved, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy (the "Officers") deem necessary, proper or advisable.

In Favor (11): S. Chou, M. Field, M. Frank, C. Ann Leif, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl, R. Rosen, C. Sarabia and J. Torres.

Opposed (0): None.

Abstentions (0): None.

Executive Director Report

Ms. Goldring-Ravin made a presentation regarding, among other things, (i) feedback from the Los Angeles Unified School District (“LAUSD”) regarding proposed material revisions to the Academy’s Charter, (ii) the student data dashboard, (iii) the annual fundraising gala, (iv) the Board meeting calendar, and (v) the Western Association of Schools and Colleges mid-cycle progress report and visit. The Board asked questions and engaged in discussion during and following Ms. Goldring-Ravin’s presentation, and Ms. Goldring-Ravin answered questions from the Board.

Mr. Petty made a presentation regarding the Academy’s athletics program. The Board asked questions and engaged in discussion during and following Mr. Petty’s presentation, and Mr. Petty answered questions from the Board.

Mr. Rosen made a presentation regarding the Annual Fundraising Gala. The Board asked questions and engaged in discussion during and following Mr. Rosen’s presentation, and Mr. Rosen answered questions from the Board.

Rick Rosen then left the meeting.

Student Leadership Council Report

Sandra Flores and Karen Garcia, students at the Academy, made a presentation regarding a variety of topics, including the middle school’s and the high school’s career day, the Pennies for Patients fundraiser, Cesar Chavez Day, the “Green and Gold” games, and the ALEX and ALBERT tutoring program. Discussion ensued, and Ms. Flores and Ms. Garcia answered questions from the Board.

Parents in Action Report

Roxanne Denise and Josie Vargas made a presentation regarding recent activity of the parent council, Parents in Action. Ms. Denise and Ms. Vargas reported on recent events including a friendship dance in February, chocolate sale fundraiser and a fundraiser for St. Patrick’s Day involving a showing of the Lorax movie to celebrate Dr. Seuss. Discussion ensued, and Ms. Denise and Ms. Vargas answered questions from the Board.

Principals Reports

Mr. Sanchez made a presentation regarding the Academy’s primary school, including, among other things, (i) enrollment, (ii) attendance, (iii) curriculum, (iv) student achievement data, (v) recent fundraisers, (vi) parent/community involvement, and (vii) celebrations and upcoming events. Discussion ensued and Mr. Sanchez answered questions from the Board.

Carol Ann Leif then left the meeting.

Mr. Jacobo then made a presentation regarding the Academy’s middle school, including,

among other things, (i) enrollment, (ii) attendance, (iii) curriculum, (iv) parent engagement, (v) student achievement data, (vi) professional development, (vii) the middle school's book club, and (viii) college and career readiness. Discussion ensued, and Mr. Jacobo answered questions from the Board.

Ms. Cuprill then made a presentation regarding the Academy's high school, including, among other things, (i) enrollment, (ii) attendance, (iii) student achievement data, (iv) parent engagement, (v) college and career readiness, (vi) curriculum, (vii) relationship training, (viii) International Women's Day, (ix) professional development, and (x) a film class field trip to 51 Minds. Discussion ensued, and Ms. Cuprill answered questions from the Board.

Re-Election of Directors

After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board deems it advisable and in the best interests of the Academy to re-elect each of Mary Atwater James, Eric Barron, Mona Field, Rohan Gupta, Roger Lowenstein, Diane Prins Sheldahl and Christian Sarabia (collectively, the "Nominees") as a director of the Academy; and

WHEREAS, the Bylaws provide that directors shall be elected in staggered terms.

NOW, THEREFORE, BE IT RESOLVED, that each of the Nominees be, and they hereby are, elected to the Board to serve for a term starting March 29, 2017 and ending March 31, 2020.

In Favor (9): S. Chou, M. Field (except as noted below), M. Frank, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl (except as noted below), C. Sarabia and J. Torres.

Opposed (0): None.

Abstentions (0): D. Prins Sheldahl with respect to her own re-election only and M. Field with respect to her own re-election only.

Approval of Provisional Internship Permit for Mabel Medina

Ms. Goldring-Ravin made a presentation regarding the provisional internship permit for Mabel Medina (the "Provisional Internship Permit"). Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board has discussed the Provisional Internship Permit; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve the Provisional Internship Permit.

NOW, THEREFORE, BE IT RESOLVED, that the Provisional Internship Permit be, and it hereby is, approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

In Favor (9): S. Chou, M. Field, M. Frank, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl, C. Sarabia and J. Torres.
Opposed (0): None.
Abstentions (0): None.

Approval of Independent Auditor’s Engagement Letter

Prior to the meeting, a proposed engagement letter (the “Engagement Letter”) with Vicenti, Lloyd and Stutzman LLP, the Academy’s independent auditor (“VLS”), was distributed to the Board. Ms. Goldring-Ravin made a presentation to the Board regarding the proposed engagement of VLS to provide audit and other professional services (the “Services”) to the Academy for the year ending June 30, 2017. Discussion ensued, and Ms. Chou and Ms. Goldring-Ravin answered questions from the Board. After discussion, upon motion duly made and seconded, the Board unanimously adopted the following resolutions:

WHEREAS, the Board has carefully considered the proposal by VLS to provide the Services as the Academy’s independent auditor for the 2016-2017 school year;

WHEREAS, the Audit Committee of the Board has recommended to the Board that VLS be approved and appointed as the Academy’s independent auditor for the 2016-2017 school year;

WHEREAS, in connection with the performance of the Services, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Engagement Letter; and

WHEREAS, the Board has previously discussed the relationships between VLS and the Academy that may impact the independence of VLS.

NOW, THEREFORE, BE IT RESOLVED, that the engagement of VLS to provide the Services and the Engagement Letter be, and each of them hereby is, authorized, approved, ratified, confirmed and adopted in all respects, in the case of the Engagement Letter, with such changes, additions, deletions, amendments or modifications thereto as may be determined necessary, advisable or appropriate by the Officers; and

RESOLVED, FURTHER, that based on the information presented to the Board by representatives of VLS, the Board finds no reason to believe that VLS is not independent.

In Favor (9): S. Chou, M. Field, M. Frank, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl, C. Sarabia and J. Torres.
Opposed (0): None.
Abstentions (0): None.

Approval of Memorandum of Understanding with Los Angeles Leadership Academy United

Ms. Goldring-Ravin made a presentation regarding a proposed memorandum of understanding regarding pay for resource teachers for the 2016-2017 school year (the “LALA United MOU”) with Los Angeles Leadership Academy United (“LALA United”), the union representing the Academy’s faculty, drafts of which were circulated to the Board prior to the

meeting. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board has been presented with and reviewed the LALA United MOU; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the LALA United MOU.

NOW, THEREFORE, BE IT RESOLVED, that the LALA United MOU be, and it hereby is, approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

In Favor (9): S. Chou, M. Field, M. Frank, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl, C. Sarabia and J. Torres.
Opposed (0): None.
Abstentions (0): None.

Approval to Join ACLU Amicus Brief

Mr. Lowenstein made a presentation regarding the Academy joining the American Civil Liberties Union’s *amicus curiae* brief challenging the Presidential Executive Order issued on January 25, 2017 (the “Amicus Brief”). Discussion ensued, and Mr. Lowenstein answered questions from the Board. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board has discussed joining the Amicus Brief; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to join the Amicus Brief.

NOW, THEREFORE, BE IT RESOLVED, that the Academy be, and hereby is, approved to join the Amicus Brief.

In Favor (9): S. Chou, M. Field, M. Frank, R. Lowenstein, D. Nickoll, L. Perez-LoPresti, D. Prins Sheldahl, C. Sarabia and J. Torres.
Opposed (0): None.
Abstentions (0): None.

Committee Reports

Prior to the meeting, a report prepared by EdTec Inc. regarding the Academy’s financial statements for the month of January 2017 (the “January Financials”) was distributed to the Board. Ms. Dietz made a presentation regarding the January Financials, including its income and expenses versus budget, cash flow forecast, balance sheet and average daily attendance. Discussion ensued, and Ms. Dietz answered questions from the Board.

Mr. Frank made a presentation regarding the recent activities of the Nominating Committee of the Board, including with respect to the proposed re-election of certain directors of

the Academy. Discussion ensued, and Mr. Frank answered questions from the Board.

Ms. Chou then made a presentation regarding the Academy's Audit Committee, which met prior to the Board meeting. Discussion ensued, and Ms. Chou answered questions from the Board.

Mr. Lowenstein then made a presentation regarding the Academy's Facilities Ad Hoc Committee, which met prior to the Board meeting, specifically regarding a potential agreement with the nearby Boys & Girls Club to utilize some of their facilities. Discussion ensued, and Mr. Lowenstein answered questions from the Board.

* * *

There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 7:02 p.m. Pacific time.

Respectfully submitted,



Sebastian Bacon
Secretary of the Meeting

Approved:

David Nickoll
Chairman of the Meeting

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Secretary of the Meeting

Approved:



David Nickoll
Chairman of the Meeting