

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

**Friday, January 29, 2016**

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 telephonic meeting accessible toll-free at 866-239-6216 (password: 381-554-1183), 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:

Mary Atwater James  
Eric Barron  
Sally Chou  
Mona Field  
Martin Frank  
Roger Lowenstein  
David Nickoll\*  
Daniel Provencio  
Rick Rosen  
Allan Rudnick  
Bill Urick

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

Beth Bernstein-Yamashiro  
Rohan Gupta  
Carol Ann Leif  
Christian Sarabia  
Diane Prins Sheldahl  
Jeff Sobrato  
Justin Weissman

Also in attendance at the invitation of the Board were: (i) Arina Goldring-Ravin, Executive Director; (ii) Marina Pilyavskaya, Director of Finance; (iii) Kristin Dietz, Chief Financial Officer; (iv) Thomas Dollinger and Jonathan Lee, outside counsel; and (v) Ryan Callahan, auditor from Vicenti, Lloyd & Stutzman LLP.

The meeting was called to order by Mr. Provencio at approximately 3:40 p.m. Pacific time. Mr. Lee acted as secretary for purposes of the meeting.

***Introductory Remarks***

Mr. Provencio began the meeting by describing the Board’s open communications

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\* Attended a portion of the meeting as indicated.

procedures to the members of the public in attendance. Mr. Provencio 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. Provencio also noted that addresses by members of the public on any item would be limited to two minutes.

***Open Communications***

Mr. Provencio invited members of the public in attendance to address the Board on non-agenda items. No members of the public elected to address any non-agenda items.

The Board collected no comment cards from members of the public in attendance with respect to specific agenda items.

Mr. Nickoll then joined the meeting.

***Approval of 2014-2015 Audit Report***

Mr. Callahan made a presentation regarding the audit report for the Academy’s 2014-2015 fiscal year prepared by Vicenti, Lloyd and Stutzman LLP, the Academy’s independent auditors (the “Report”), copies of which were distributed to the Board prior to the meeting. Mr. Callahan informed the Board that the Audit Report was unqualified and explained to the Board each individual section of the Report. Discussion ensued, and Mr. Callahan answered questions from the Board. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the Report; and

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

**NOW, THEREFORE, BE IT RESOLVED**, that the Report be, and it hereby is, authorized, ratified, approved, confirmed and adopted in all respects.

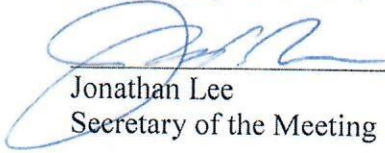
In Favor (11):	M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Lowenstein, D. Nickoll, D. Provencio, R. Rosen, A. Rudnick and B. Urick.
Opposed (0):	None.
Abstentions (0):	None.

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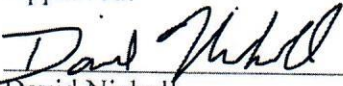
There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 4:30 p.m. Pacific time.

Respectfully submitted,

Respectfully submitted,

  
Jonathan Lee  
Secretary of the Meeting

Approved:

  
David Nickoll  
Chairman of the Meeting