

GOODWIN COLLEGE EDUCATIONAL SERVICES, INC.

Notice of Special Meeting of the Board of Directors

November 11, 2015 at 4:00 p.m.

**Goodwin College, Board Room 6th Floor
1 Riverside Drive, East Hartford**

Notice is hereby given that a Special Meeting of the Board of Directors of Goodwin College Educational Services, Inc. (the "Corporation") will be held Wednesday, November 11, 2015, at 4:00 p.m. at Goodwin College, 1 Riverside Drive, East Hartford in the Board Room on the 6th Floor. The meeting is being called as the Organizational Meeting of the Board for the following purposes:

1. To adopt Resolutions taking action on initial organizational matters of the Corporation as follows:

- (a) Approval of Bylaws
- (b) Election of the following Directors as officers:

Name	Office
Maria Ellis, MD	Chair
Se-Min Sohn	Vice Chair
Mark Scheinberg	Secretary
A. Raymond Madorin	Treasurer

- (c) Designation of Mark Scheinberg as President and Chief Executive Officer of the Corporation
- (d) Authorization to file application for section 501(c)(3) federal tax exemption with the Internal Revenue Service
- (e) Authorization to establish one or more accounts at United Bank and designation of authorized signatories
- (f) Adoption of a Conflict of Interest Policy
- (g) Ratification of prior actions of the incorporator, officers and Directors and actions of the officers in furtherance of the Resolutions
- (h) Authorization of officers to take further actions necessary or appropriate to accomplish the intent and purposes of the Resolutions

2. To adopt Resolutions taking action for the Corporation in its capacity as the sole member of Goodwin College Magnet Schools, Inc. (“GCMS”) as follows:
 - (a) Approval of GCMS Bylaws
 - (b) Election of Merilee DeJohn, Jackie Jacoby, Megan Mehr, and Nilda Perichi as Elected Directors of GCMS, each to serve a one year term
 - (c) Acknowledge the status of the President, the Chief Financial Officer, and the Vice President for Economic and Strategic Development of Goodwin College, Inc. (respectively, Mark Scheinberg, Jerry Emlet, and Todd Andrews) as *Ex-Officio* Directors of GCMS with the right to vote
 - (d) Direct that a copy of the Resolutions be provided to GCMS
3. Approval of Schedule of Regular Board Meetings for 2016:

May 11, 2016 at 4:00 p.m.
September 7, 2016 at 4:00 p.m.

Dated at East Hartford, Connecticut this 3rd day of November, 2015.