



SIEGAL & RICHARDSON, LLP
ATTORNEYS & COUNSELORS AT LAW

THE HISTORIC CENTRAL BUILDING
436 14TH STREET, SUITE 1106
OAKLAND, CA 94612
TEL: 510.271.6720
FAX: 510.500.9512

March 19, 2024

VIA EMAIL

Amit "Jimmy" Nanda, D.C. (Chair)
Email: [REDACTED]

Steven Silk, D.C.
Email: [REDACTED]

Angel Ochoa-Rea, DC
Email: [REDACTED]

Edward Sordillo, DC
Email: [REDACTED]

Niraj Patel, DC
Email: [REDACTED]

Scott Turner, CPA
Email: [REDACTED]

Ron Obertstein, DC
[REDACTED]

Re: Phone conversation with Natasha Baker on March 15, 2024

Dear Dr. Nanda, Dr. Silk, Dr. Patel, Dr. Ochoa-Rea, Dr. Sordillo, and Mr. Turner:

Thank you so much for participating in the phone conversation with Natasha Baker and me on March 15, 2024. I appreciate Natasha's comments that we all need to do some soul searching to confirm that everything that we do is solely for the benefit of The College. This morning, I called Natasha in an effort to further discuss some of the issues raised in the call. To date she has yet to return my call, but recognizing her comments that both she and I have the same client- The college- I am writing this letter on behalf of our respective client- The College.

First, the college Financial Aid Director needs to submit our Program Participation Agreement (PPA). This is a federal form/ application which allows us to participate in various Federal Programs. The Government has new questions for the board that have not been on previous submissions.

The three conflict of interest questions that must be responded to are:

1. Has a board member ever had any ownership of another institution that is now participating in or has ever participated in Federal Student financial aid programs? If yes need to provide information on each institution.

2. Has the owner or a related entity ever had any ownership of a third-party servicer?

3. Has the board member ever held a position or ever served as a board member at another institution. If so, all details must be provided.

I believe that these responses must be given under oath, although I will endeavor to obtain a copy of the documents necessary to complete them. I would like to have responses available by Friday, March 22, 2024.

On a different issue:

Following the meeting with Natasha, I have researched and consulted with governance experts. I can find no expert, nor any legal case or statute, which stands for the proposition that a Board of Directors of a 501 C 3 Educational institution based in Hayward California should have a single-day or multi-day board meeting outside the country in Spain. Meeting in Spain, as currently proposed, presents the appearance of impropriety. Please note there is no legal basis for having a board meeting in Spain and spending federal dollars to do so not only out the college at risk, but each board member as well. By legal standards and proper governance standards, the meeting in Spain needs to be cancelled immediately, and if flight have been purchased, they should be canceled immediately.

Second, I have consulted with governance experts and researched cases and California Statutes. In my legal opinion, the hiring of Cameron Hastings to work as a consultant on property in Arizona for a sum of \$150,000.00 per year plus expenses is a violation of both the Board's fiduciary duties to the College, and a breach of the non- self-serving duty of board members. Mr. Hastings, as a former Board member with personal relations to multiple board member, was not an appropriate choice to hire as a consultant. Further, Mr. Hastings as a non-resident of Arizona, and a non-lawyer demonstrates no unique skill set for this project. His hire may be seen by regulating officials as a violation of duties owed to the College, compounded by the fact the college has the bandwidth to do the work Mr. Hastings has been hired to perform. The Contract with Cameron Hastings must be terminated now, of course giving him the requisite notice indicated in his contract.

Third, Governance officials, statutes, and previous cases indicate no basis for having decisions about the College's finances made by the governance committee instead of the finance committee. The finance committee needs to be consulted and needs to chair decisions when any college board finance is involved.

Fourth, As Natasha indicated the President, and one of the two lawyers should be present at all board meeting. According to California law, Dr. Oberstein as College President is an ex Officio member of the Board and needs to be present at all board meetings. Unless there is a California statute, which there is not, or unless there is something in the bylaws to the contrary the president is a voting member of the Board.

Fifth, the board needs to operate with the requisite formality. Communication should not occur on social platforms, texts, and WhatsApp applications, unless for the sole reason of voting or communicating board activities. All board members, legal representation, and the president need to be on all written and verbal communications. Requisite notice of meetings must be given in accordance with the bylaws and/or board manual.

Sixth, the board should also vote on reimbursing the college the following sums, which a regulator may view as imprudent taking of funds and self-dealing:

- a. Interest and penalty for Dr. Nanda needing 11 months to reimburse the College after charging a personal trip (\$3,000.00) to the College.
- b. Reimburse the College sums paid to any charitable or personal organization in the hometown of Dr. Nanda
- c. reimbursement of 1000 honorarium for attending board meetings in person
- d. full reimbursement from Dr. Silk for attending a meeting by phone yet receiving his reimbursement for attending in person, as well as hotel bills not involving a board meeting.
- e. review and redo every expense account to more completely respond to the needs of a meeting other than "meet with stake holder" which is too vague.
- f. all board meetings with the exception of two per year need to be via zoom. Two meeting each year needs to be at the College itself during the two graduations in December and June. If a board retreat is required, it will be in a location that will be fiscally responsible and a location within proximity of either the college or the majority of board responsible and a location within proximity of either the college or the majority of board members. Board meetings in Las Vegas, Spain, or other distant places will be deemed non-essential and will not be expensed to the college.

In closing, it is everyone's responsibility to act prudently as board members, and to act responsibly and reasonably when it comes to spending college funds. We must all look through the lens of the attorney general regarding board operations, and with proper governance training we can all do our duties as board members and allow the college to do its work without incumbrance or micromanagement.

Thank you, and I look forward to hearing the notification of the next meeting.

Sincerely,

Joel H. Siegal
Attorney at Law