

**WRITTEN CONSENT IN LIEU OF
A SPECIAL MEETING OF
THE BOARD OF TRUSTEES OF
INGENUITY PREP**

The undersigned, being all of the trustees (the “Trustees”) of Ingenuity Prep, a District of Columbia nonprofit corporation (the “Ingenuity Prep”), acting by unanimous written consent in lieu of a special meeting, pursuant to Section 29-406.21 of the District of Columbia Code permitting such action to be taken, hereby consent to, adopt and approve the following resolutions as of December 7, 2017:

Re: Approval of Charter Agreement Amendment

WHEREAS, Ingenuity Prep and the District of Columbia Public Charter School Board (“PCSB”) entered into a Charter School Agreement, dated June 24, 2013 and amended effective as of March 15, 2016 (as amended, the “Charter Agreement”) wherein Ingenuity Prep agreed, among other things, to operate a public charter school (the “School”) in the District of Columbia in accordance with the District of Columbia School Reform Act of 1995, D.C. Code §§ 38-1802 et seq. (the “Act”);

WHEREAS, PCSB has approved an amendment to the Charter Agreement in the form attached hereto as Exhibit A (the “Charter Agreement Amendment”) in order to effect an approved enrollment ceiling increase for the School; and

WHEREAS, the Trustees deem it advisable and in the best interests of Ingenuity Prep for Ingenuity Prep to apply for and pursue an amendment to the Charter Agreement (the “Application for Charter Agreement Amendment”) in order to increase the enrollment ceiling to (the “Enrollment Ceiling Increase”).

NOW, THEREFORE, BE IT RESOLVED, that the Application for Charter Agreement Amendment and the Enrollment Ceiling Increase contemplated thereby, be, and each hereby is, approved and that Ingenuity Prep be, and hereby is, authorized, directed and empowered to enter into and perform its obligations under the Application for Charter Agreement Amendment, on the terms as considered by the Trustees on the date hereof, with such changes as any of the officers of Ingenuity Prep may, in the exercise of their discretion, deem appropriate, advisable and in the best interests of Ingenuity Prep, which determination shall be evidenced by the execution thereof.

RESOLVED FURTHER, that any of the officers of Ingenuity Prep be, and each hereby is, authorized, directed and empowered, acting on behalf of Ingenuity Prep, to execute and deliver the Application for Charter Agreement Amendment, and any other certificates, documents, agreements, and instruments that any officer of Ingenuity Prep executing such

documents may, in the exercise of such officer's discretion, deem appropriate, advisable and in the best interests of Ingenuity Prep pursuant to the foregoing resolution, including any amendments or modifications thereof, as shall be made therein with the approval of such officer, the execution of which shall be conclusive evidence of such approval.

RESOLVED FURTHER, that all prior actions of Ingenuity Prep and its officers in connection with the Proposal Agreement and the transactions contemplated thereby be, and they hereby are, approved, ratified and confirmed in all respects.

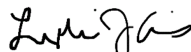
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned being all of the Trustees of Ingenuity

Prep have executed this written consent as of the date first written above.



Marc Battle



Lydia Carlis



Aaron Cuny



Jimmy Henderson



Cecilia Kang



Lisa Mallory



Maura Marino



Derrick Mashore



Josh Rales



Marliz Rodrigues



Debra Santos



Peter Winik



Nicole Johnson-Douglas

