

**RESOLUTION
AUTHORIZING EXECUTIVE LOAN AGREEMENT WITH THE BOEING COMPANY**

Whereas, the Board of Education appointed Terry Mazany as the Chief Executive Officer on November 17, 2010.

Whereas, Chief Executive Officer Terry Mazany has requested that the Board appoint Nora Moreno Cargie to serve as the Chief of Staff to the Chief Executive Officer.

Whereas, the position of Chief of Staff to the Chief Executive Officer is classified as an Officer position and is subject to approval by the Board of Education.

Whereas, Nora Moreno Cargie is employed by The Boeing Company as its Director of Global Corporate Citizenship.

Whereas, The Boeing Company desires to donate to the Board of Education the services of Nora Moreno Cargie for the purposes of serving as the Chief of Staff to the Chief Executive Officer for a period of six months.

Whereas, during the six-month period of Nora Moreno Cargie's service as Chief of Staff to the Chief Executive Officer, she also will be an employee of The Boeing Company on loan to the Board of Education.

Whereas, it is the intention of the Board of Education to accept The Boeing Company's donation of Nora Moreno Cargie's services.

Whereas, The Boeing Company will provide compensation, including salary, insurance and other employment benefits to Nora Moreno Cargie to which she is entitled as an employee of the Boeing Company during the six-month period of her employment as the Chief of Staff to the Chief Executive Officer.

Therefore, notwithstanding any contrary provisions of the Board's Rules, Policies or practices regarding salary, insurance or other terms and conditions of employment, it is Resolved:

1. Nora Moreno Cargie is appointed as Chief of Staff to the Chief Executive Officer on the effective date of this Resolution for a period of six months.
2. Nora Moreno Cargie will serve as an employee of the Board of Education in the position of Chief of Staff to the Chief Executive Officer and as an employee of The Boeing Corporation.
3. Nora Moreno Cargie will serve as Chief of Staff to the Chief Executive Officer without salary, insurance, other employee benefits or other compensation from the Board.
4. The Boeing Company will be responsible for Nora Moreno Cargie's salary, insurance and other employee benefits to which she is entitled as an employee of The Boeing Company and will donate her services to the Board of Education.
5. The General Counsel is directed to draft a loan agreement between the Board of Education and The Boeing Company that establishes Nora Moreno Cargie's on-loan employee status and accepts The Boeing Company's donation of her services. This agreement may include indemnification.
6. The term of the Agreement shall be for six months from the effective date of this Resolution.
7. The President of the Board and the Board Secretary are authorized to execute the agreement between the Board of Education and The Boeing Company.