

March 28, 2014

Dear Ian and Karen,

We as Board members believe the following information is essential to understanding the current situation of the San Diego Opera and to knowledgeably participate in Board meetings that have been or may be scheduled.

Pursuant to the Bylaws section 14.4 and the California Corporations Code sections 6334 and 8334, which provide that every Board member shall have the absolute right to inspect and copy all Opera records and documents of any kind, we respectfully request the following information be provided as soon as possible.

Pro Forma cash flow (cash and uses of funds) to include all company liabilities for the remainder of 2014 and into 2017 or beyond Documents outlining options considered as alternatives to continuing normal operations

Any decision documents regarding selected alternative of ceasing normal operations Decision documents outlining process for cessation of normal operations

Income statement and balance sheet, showing cash flow, updated from that previously provided to the Board dated January 24, 2014

Most current employment agreements for executive management (including but not limited to base salary, benefits, expenses, severance, pension, etc.), any amendments thereto, and Board or Executive Committee Resolutions approving those, if any Any memos related to the reasonableness of compensation for executive management in accordance with IRS guidance

Employment agreements, scope of work and budgets for legal counsel over the last 6 months, if any Any opinions of legal counsel included but not limited to employment claims, cessation of operations or potential for officer/director liability, if any

Employment agreements, scope of work and budgets for human resource investigative consultants or counsel over the last 6 months, if any Any reports regarding claims or investigations of management relative to opera executives or employees over the last 6 months, if any

Employment agreements, scope of work and budgets for assignees over the last 6 months, if any

Any reports or memos by or to the assignee over the last 6 months, if any

Copy of D&O insurance policy, record of payments for current year and documentation regarding policy tail Calendar/appointment list of Executive Director, Development Director and Development staff members for last six months relative to major donor solicitations

Board minutes for the last 6 months

All Board resolutions for last 6 months Executive Committee minutes and handouts for the last 6 months Financial Committee minutes and handouts for last 6 months

Audit Committee minutes and handouts for last 6 months

Compensation Committee minutes and handouts for last 6 months

Performance reviews of Executive Management for last 3 years

Handout materials, if any, and any documents referred to, from the March 19, 2014, special meeting Audits, draft or final, for the last 3 years Communications with auditor for last 6 months

Accurate list of active Board members as of March 19, 2014

The above documents, typically prepared in the normal course of business, should be readily available for inspection. Inability to quickly respond to all the above requests shall not excuse providing the most readily available documents as soon as possible. Priority should be given to the items marked in bold above. Such information would greatly inform any future Board work including the special board meeting called for March 31, 2014.

We also have the following Questions to Management:

Are the actions of March 19, 2014, invalid because of insufficient meeting notice or other procedural or substantive defects?

Whom did legal counsel represent at the March 19, 2014, meeting and when did that representation begin? Are there any pending claims or threatened litigation against the Opera association, any officers or directors? Has a litigation or other document hold been recommended or requested by legal counsel?

Has a "Hostile Work Environment Complaint" assertion, complaint or other claim been made?

Questions on Financials include:

What is included in the fundraising line and the promotion line? Please provide a break out.

What is included in the General Management line? Please provide a break out.

Are concerts excluded from ticket statistics? If so, why? Are concerts (i.e. Fleming, Cruzar and Requiem) cash flow positive?

It may be necessary to have the appropriate staff or consultants available to respond to these questions.

Given the apparent absence of this information from the Board meeting of March 19, 2014, the Board may consider the following:

Rescinding or amending the action taken at that meeting.

Forming a select Committee to review the above documents and provide recommendations to the Board including on potential operation options.

Requesting retention of all documents and a freeze on cancellation of contracts or distribution of assets not done in the normal course of business, until the full board has had an opportunity to understand the full effects of ceasing normal operations and the range of potential alternatives available to cessation.