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C-017-08

BFC #08-052

Brian Chase
SENIOR STAFF ATTORNEY
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February 26, 2008

VIA FACSIMILE AND U.S. MAIL

Rockard J. Delgadillo, City Attorney
Richard H. Llewellyn Jr., Chief Deputy City Attorney
Room 800, City Hall East
200 North Main Street
Los Angeles, CA 90012-4131



Re: Learning for Life

Dear Mr. Delgadillo,

I write on behalf of Lambda Legal Defense and Education Fund ("Lambda Legal") to express our concerns regarding the ongoing relationship between the Los Angeles Police Department ("LAPD") and "Learning for Life" ("LFL"). The following sets forth Lambda Legal's views with regard to the illegality of the Los Angeles Police Department's ("LAPD") and the Los Angeles Fire Department's ("LAFD") ongoing relationships with the Boy Scouts of America ("BSA") through the BSA's "Learning for Life" program in connection with the LAPD Exploring police cadet program and the LAFD Explorer Program.

There is no question that the BSA discriminates on the basis of sexual orientation and religion. In fact, the BSA fought all the way to the United States Supreme Court to preserve its discriminatory policies. (*Boy Scouts of America v. Dale* (2000) 530 U. S. 640.) It is further indisputable that entities that contract with the City of Los Angeles are obligated to forgo such discrimination. Los Angeles Municipal Code section 10.8.2 requires that anyone who enters a contract with the City of Los Angeles must agree "not to discriminate in his employment practices" "in the performance of such contract" "against any employee or applicant for employment" because of religion or sexual orientation, among other grounds.

The only remaining question is whether or not the BSA and LFL are, in fact, the same entity for legal purposes. Although the BSA and LFL are separately incorporated, any distinction between the two entities ends there. Management personnel of LFL and the BSA are virtually identical. All six board members of LFL are also trustees, officers or high-ranking employees of the BSA. The finances of the BSA and LFL are so intermingled that the LFL's 2005 990 form lists \$171,409,499 in revenue flowing from

Learning for Life3
February 20, 2008
Page 2 of 3

"BSA Trsts & Ntl BSA Fdn." out of total LFL revenue of \$180,583,000. LFL further identifies the Chief and Assistant Chief of the BSA as the Secretary and Assistant Secretary of LFL's board of directors. LFL and the BSA share the same business address. The BSA has, in the past, inflated its membership numbers by counting LFL participants as Boy Scouts. (See, Todd Bensman, *Boy Scouts' Rolls Decline by 25% - Thousands Dropped After Inquiry*, Dallas Morning News, 2/25/2001 (available at <<http://listserv.tcu.edu/cgi-bin/wa.exe?A2=ind0102&L=scouts-l&P=73746>> [as of Feb. 14, 2008].) The website of the LAFD plainly states that the Explorer Program is "a joint venture with the Boy Scouts of America." (see attached Exhibit A). In fact, the internet domain "learning-for-life.org" is actually registered in the name of the BSA (see attached Exhibit B).

The legal distinction between closely related corporations such as the BSA and LFL can be disregarded when, as is the case here, the corporate form is used to skirt the law. "As the separate personality of the corporation is a statutory privilege, it must be used for legitimate business purposes and must not be perverted." (*Mesler v. Bragg Management* (Cal.1985) 702 P.2d 601, 606 (*Mesler*) [citing Comment, *Corporations: Disregarding Corporate Entity: One Man Company* (1925) 13 Cal.L.Rev. 235, 237]. When the corporate form is abused "it will be disregarded." (*Ibid.*)

Disregarding the legal distinction between corporate entities is referred to as "the alter ego doctrine." California courts look to a two-part test in determining whether or not the alter ego doctrine is applicable to a particular corporation. California courts first determine whether or not there is "such unity of interest in ownership that the separate personalities of the corporation and the individual no longer exist" and go on to determine whether "if the acts are treated as those of the corporation alone, an inequitable result will follow." Furthermore "only a difference in wording is used in stating the same concept where the entity sought to be held liable is another corporation instead of an individual" (*Mesler, supra*, 702 P.2d 601, 606. [internal citations omitted].)

As evidenced by the extensive analysis of ties between LFL and the BSA prepared by the Los Angeles Gay & Lesbian Center, there can be little doubt that there is "such unity of interest in ownership that the separate personalities" of the Boy Scouts and LFL "no longer exist." Only a tissue-thin layer of corporate formality, if even that, separates LFL from the BSA. The organizations share offices, intermingle finances and share directors and personnel. For all intents and purposes, LFL and the BSA are the same organization.

Of course, the second prong of California's test for disregarding corporate formalities is also met in this case. If the BSA can skirt the city's anti-discrimination laws by merely filing some simple paperwork to create a new corporate entity, that would clearly stand as an "inequitable result." Such a result would undermine the City's legitimate interest in ending discrimination on the basis of sexual orientation and religion. Allowing the BSA to sidestep the anti-discrimination laws that other contractors abide by would also be manifestly unjust to gay, lesbian, atheist and agnostic students in the Los

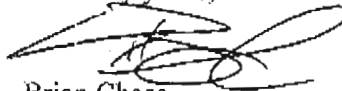
Learning for Life3
February 20, 2008
Page 3 of 3

Angeles public schools, who would receive the obvious message that anti-gay and anti-atheist or agnostic discrimination is not worth fighting seriously.

"The corporate entity may be disregarded when it is used to evade the law." (*H.A. Loan Service v. McColgan*, (Ca.1943) 133 P.2d 391, 394.) The BSA wishes to contract with the City of Los Angeles, but it cannot do so because Municipal Code section 10.8.2 forbids contracts with discriminatory entities such as the BSA, so the BSA seeks to hide behind corporate formalities in order to preserve its discriminatory practices. Where, as is the case here, a corporation is formed to avoid the effect of a statute, the corporate form will be disregarded. (*Say & Say, Inc. v. Ebershoff*, (1993) 20 Cal.App. 4th. 1759, 1769.) Accordingly, the LAPD's ongoing contractual relationship with LFL must be seen as clearly forbidden by law.

The California Supreme Court has held that "[t]he essence of the alter ego doctrine is that justice be done." (*Mesler, supra*, 702 P.2d 601 at p. 607.) There is no "justice" in allowing a discriminatory entity like the BSA to skirt anti-discrimination laws by simply filing a few incorporation forms. There is no "justice" for gay and lesbian students in public schools who are sent the implicit message that the City supports the BSA in its discriminatory practices. Lambda Legal urges your office to issue an opinion directing the City to immediately disaffiliate with LFL so that the youth programs of the LAPD and LAFD can develop in a way that clearly rejects discrimination and that is fully consistent with Los Angeles Municipal Code sect. 10.8.2.

Sincerely yours,



Brian Chase
Senior Staff Attorney

cc: Los Angeles Police Commission
Los Angeles Fire Commission
Mr. Thomas Saenz, Counsel to Mayor Antonio R. Villaraigosa
Los Angeles City Council President Eric Garcetti
Los Angeles City Council Member Jack Weiss
Los Angeles City Council Member Bill Rosendahl
Mr. Dean Hansell



YOUTH PROGRAMS

EXPLORERS



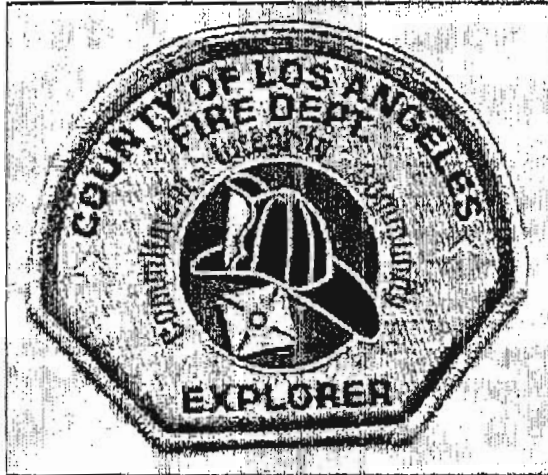
The Los Angeles County Fire Department Explorer Program is designed for young adults from 15 to 21 years of age who are interested in learning about a career in the Fire Service. The program is a joint venture with the Boy Scouts of America. In addition to learning about the Fire Service, the Explorer program's main goal is to provide the young adult with a sense of responsibility to their neighborhood through on-going community related activities.

The Los Angeles County Fire Department Explorer Program is divided into 21 Explorer Posts. Each post is centrally located enabling membership to reflect the community. Post size is limited to 25 Explorers led by an Explorer Post Advisor who is a Professional Firefighter.

After meeting the program's entrance requirements, you will be given an opportunity to qualify for a 12 day training academy held on 6 consecutive weekends. At the academy, you will be trained by Professional Firefighters and will learn: fire fighting skills, hose lay evolutions, ladder techniques, salvage operations, wildland fire fighting procedures, proper use of fire fighting tools and equipment, breathing apparatus use and other related subjects.

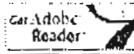
Upon graduation from the academy, you will be qualified to ride along on an engine, truck or paramedic squad and respond to actual fire and medical emergencies. During these 24-hour ride a-longs, you will use the training you received in the academy to assist Department personnel on emergency incidents and participate in other station activities and duties

EXHIBIT A



[CLICK HERE FOR A SIGN UP FORM](#)
[\(PDFs/ExplorerProgramSignUpoc.pdf\)](#)

[Explorer Posts List \(PDFs/ExplorerPostlist.pdf\)](#)



<http://www.adobe.com/products/acrobat/readstep2.html%20>

EXPLORER POSTS

Battalion 1 (Post 1)
FS 58 (323) 291-8392
 5757 S. Fairfax Ave
 Los Angeles, CA 90056
 Ladera, Marina Del Rey
 West Hollywood, Universal City

Battalion 2 (Post 2)
FS 64 (909) 599-6727
 164 S. Walnut Ave
 San Dimas, CA 91773
 Claremont, Glendora, San Dimas

Battalion 3 (Post 3)
FS 39 (562) 927-1211
 7000 Garfield Ave
 Bell Gardens, CA 90201
 Bell, Bell Gardens, Commerce,
 East Los Angeles

Battalion 4 (Post 4)
FS 82 (818) 790-4686
 352 W. Foothill Blvd
 La Canada, CA 91011
 Altadena, La Canada, Pasadena
 San Fernando

Battalion 5 (Post 5)
FS 125 (818) 880-4411
 5215 N. Las Virgenes Rd
 Calabasas, CA 91302
 Agoura, Calabasas, Malibu
 Topanga, West Lake Village

Battalion 6 (Post 6)
FS 73 (661) 254-9661
 24875 N. San Fernando Rd
 Newhall, CA 91321
 Chatsworth, Canyon Country
 Gorman, Santa Clarita, Valenc

Battalion 7 (Post 7)
FS 105 (310) 632-1634
 18915 S. Santa Fe Ave
 Compton, CA 90221
 Carson, Compton, Gardena

Battalion 8 (Post 8)
FS 28 (562) 698-6009
 7733 Greenleaf Ave
 Whittier, CA 90602
 Whittier, Pico Rivera

Battalion 9 (Post 9)
FS 30 (562) 865-3714
 19030 Pioneer Blvd
 Cerritos, CA 90703
 Bellflower, Cerritos
 Hawaiian Gardens,
 Lakewood, Paramount

Battalion 10 (Post 10)
FS 166 (626) 280-0166
 3615 Santa Anita Ave
 El Monte, CA 91731
 El Monte, Rosemead
 Temple City

Battalion 11 (Post 11)
FS 33 (661) 948-1180
 44947 Date Ave
 Lancaster, CA 93534
 Lancaster, Lake Hughes,
 Quartz Hill

Battalion 12 (Post 12)
FS 118 (626) 854-3488
 17056 Gale Ave
 Industry, Hacienda Hts.,
 La Puente

Battalion 13 (Post 13)
FS 54 (323) 567-8580
 4867 Southern Ave
 South Gate, CA 90280
 Huntington Park,
 Lynwood, South Gate

Battalion 14 (Post 14)
FS 106 (310) 377-9523
 27413 Indian Peak Rd
 Palos Verdes, CA
 Lomita, Palos Verdes
 Rolling Hills

Battalion 15 (Post 15)
FS 181 (909) 620-2201
 590 S. Park Ave
 Pomona, CA 91766
 Pomona

Battalion 16 (Post 16)
FS 32 (626) 334-0011
 605 N. Angellino
 Azusa, CA 91702
 Azusa, Covina,
 Duarte, Irwindale

Battalion 17 (Post 17)
FS 131 (661) 947-8700
 2629 East Avenue S
 Palmdale, CA 93550
 Acton, Aqua Dulce,
 Littlerock, Palmdale

Battalion 18 (Post 18)
FS 159 (310) 217-7066
 2030 W. 135th Street
 Gardena, CA 90249
 Lawndale, Gardena
 Hawthorne

Battalion 19 (Post 19)
FS 187 (909) 620-2207
 3325 Temple Ave
 Pomona, CA 91768
 Diamond Bar, Walnut

Battalion 20 (Post 20)
FS 171 (310) 419-2160
 141 W. Regent St
 Inglewood, CA 90301
 Inglewood, Lennox

Battalion 21 (Post 21)
FS 191 (562) 691-4692
 850 W La Habra Blvd
 La Habra, CA 90631
 La Habra, La Mirada
 Norwalk, Whittier

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Login Help

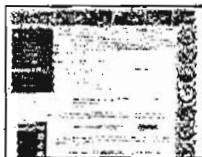
WHOIS Search Results

Available learningforlife extensions:



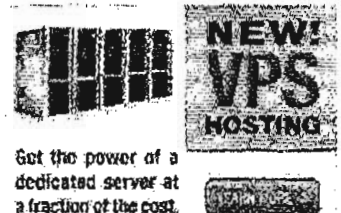
Order Selected Domain(s)

Your WHOIS Search Results



learningforlife.org

Services from Network Solutions

Certified Offer Service - Let us help you get this domain name!Backorder - Try to get this name when it becomes availableSSL Certificates - Get peace of mind with a secure certificate.Enhanced Business Listing - Promote your business to millions of viewers for only \$1 a month!

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Attend our SEO Seminar

Learn More

Search Engines

TOP SECRET

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registry database. The data in this record is provided by Public Interest Registry for informational purposes only, and Public Interest Registry does not guarantee its accuracy. This service is intended only for query-based access. You agree that you will use this data only for lawful purposes and that, under no circumstances will you use this data to: (a) allow, enable, or otherwise support the transmission by e-mail, telephone, or facsimile of mass unsolicited, commercial advertising or solicitations to entities other than the data recipient's own existing customers; or (b) enable high volume, automated, electronic processes that send queries or data to the systems of Registry Operator or any ICANN-Accredited Registrar, except as reasonably necessary to register domain names or modify existing registrations. All rights reserved. Public Interest Registry reserves the right to modify these terms at any time. By submitting this query, you agree to abide by this policy.

Domain ID D92808810-EROR

Domain Name: LEARNINGFORLIFE.ORG

Created On: 04-Dec-2002 08:01:56 UTC

Last Updated On: 08-Apr-2007 00:23:26 UTC

When you register a domain name, current policies require that the contact information for your domain name registration be included in a public database known as WHOIS. To learn about actions you can take to protect your WHOIS information visit www.internetprivacyadvocate.org

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EXHIBIT B

Expiration Date:04-Dec-2009 08:01:58 UTC
Sponsoring Registrar:MarkMonitor Inc. (R37-LROR)
Status:CLIENT DELETE PROHIBITED
Status:CLIENT TRANSFER PROHIBITED
Status:CLIENT UPDATE PROHIBITED
Registrant ID:mKn-14533683
Registrant Name:Dave Campbell
Registrant Organization:Boy Scouts of America
Registrant Street1:1325 W Walnut Hill Lane
Registrant Street2:
Registrant Street3:
Registrant City:Irving
Registrant State/Province:TX
Registrant Postal Code:75038
Registrant Country:US
Registrant Phone:+1.9725802460
Registrant Phone Ext.:
Registrant FAX:+1.9725802331
Registrant FAX Ext.:
Registrant Email:dcampbell@netbsa.org
Admin ID:mKn-14497097
Admin Name:Angie Ramos
Admin Organization:Boy Scouts of America
Admin Street1:1325 W Walnut Hill Ln
Admin Street2:
Admin Street3:
Admin City:Irving
Admin State/Province:TX
Admin Postal Code:75038
Admin Country:US
Admin Phone:+1.9725802190
Admin Phone Ext.:
Admin FAX:+1.9725802331
Admin FAX Ext.:
Admin Email:aramos@netbsa.org
Tech ID:mKn-14533689
Tech Name:Raymond Macaluso
Tech Organization:Boy Scouts of America
Tech Street1:1325 W Walnut Hill Lane
Tech Street2:
Tech Street3:
Tech City:Irving
Tech State/Province:TX
Tech Postal Code:75038
Tech Country:US
Tech Phone:+1.9725802396
Tech Phone Ext.:
Tech FAX:+1.9725802331
Tech FAX Ext.:
Tech Email:rmacaluso@netbsa.org
Name Server:NS1.SECURE.NET
Name Server:NS2.SECURE.NET
Name Server:
Name Server:
Name Server:
Name Server:
Name Server:
Name Server:
Name Server:



Search

SEARCH AGAIN

Enter a search term:

e.g. networksolutions.com

Search by:

- ☒ Domain Name
- ☐ NIC Handle
- ☐ IP Address

WHOIS domain registration information results for learningforlife.org from Network Sol... Page 3 of 4

Name Server
Name Server
Name Server
Name Server

Search

The previous information has been obtained either directly from the registrant or a registrar of the domain name other than Network Solutions. Network Solutions, therefore, does not guarantee its accuracy or completeness.

[Show underlying registry data for this record](#)

IP Address: 128.121.221.246 (ARIN & RIPE IP search)
IP Location: US(UNITED STATES)-NEW YORK-NEW YORK
Record Type: Domain Name
Server Type: Apache 1
Web Site Status: Active
DMOZ: no listings
Y! Directory: see listings
Secure: No
E-commerce: No
Traffic Ranking: 2
Data as of: 30-Jul-2007



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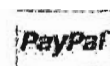
PerformanceClicks™ from Network Solutions

Create and manage your pay per click advertising from as low as \$125/month plus \$99 one time set-up fee

Go



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For your protection, this Web site is secured with the highest level of SSL Certificate encryption

WHOIS domain registration information results for learningforlife.org from Network Sol... Page 4 of 4

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