

**TRI-VALLEY LEARNING CORPORATION
RESOLUTION NUMBER 2015-041615**

**APPROVAL OF AMENDMENT TO MEMORANDUM OF UNDERSTANDING BY AND
BETWEEN TRI-VALLEY LEARNING CORPORATION AND SAN FRANCISCO BAY
AREA PREPARATORY ACADEMY FOUNDATION**

WHEREAS, on July 21, 2013, the Tri-Valley Learning Corporation ("TVLC") Board of Directors voted to enter into a Memorandum of Understanding ("MOU") with San Francisco Bay Area Preparatory Academy Foundation ("SFBPA") for the benefit of TVLC.

WHEREAS, SFBPA intends to change its name to California Preparatory Academies ("CPA"). The TVLC Board of Directors desires to have the MOU reflect that change; and

WHEREAS, TVLC now intends to renew and extend the MOU with SFBPA through June 30, 2045;

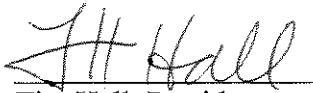
NOW, THEREFORE, IT IS HEREBY RESOLVED: The TVLC Board of Directors gives full signing authority to Chief Executive Officer, Bill Batchelor, to execute any documents consistent with the provisions listed above including, but not limited to, an MOU with the an SFPBA name change to CPA.

DATED: April 16, 2015

5 in favor 0 against 0 abstain


Hana Colbert, Director

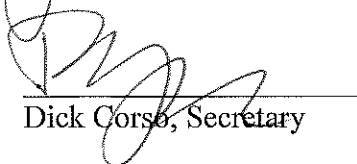

Dr. Scott Lessard, Vice-President


Tim Hall, President

Umashankar Meda, Director


John Zukoski, Treasurer

David Goulart, Director


Dick Corso, Secretary

**TRI-VALLEY LEARNING CORPORATION
RESOLUTION NUMBER 2015-041615(A)**

APPROVAL OF LEASE AGREEMENT (the "Agreement") by and between INDEPENDENCE SUPPORT, LLC ("ISL"), a California limited liability company and TRI-VALLEY LEARNING CORPORATION ("TVLC"), a California nonprofit public benefit corporation and CALIFORNIA PREPARATORY ACADEMIES ("CPA"), a California nonprofit public benefit corporation

WHEREAS, on April 16, 2015, the Tri-Valley Learning Corporation ("TVLC") Board of Directors (the "Board") reviewed the Agreement with TVLC staff.

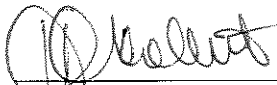
WHEREAS, the Board understands that the Agreement is in substantially complete form, but may, from time to time prior to closing the 2015 Independence Support, LLC bond financing on or about May 1, 2015, non-substantive changes, edits or revisions may be made to the Agreement.

WHEREAS, a majority of the Board unequivocally agrees that the Agreement is in the best interest of TVLC.

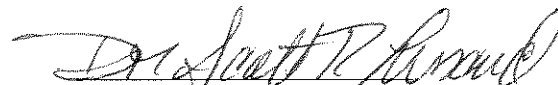
NOW, THEREFORE, IT IS HEREBY RESOLVED: The TVLC Board of Directors gives full signing authority to Chief Executive Officer, Bill Batchelor, and/or Director of Finance, John Zukoski, to execute any documents consistent with the provisions listed above including, but not limited to, execution of the Agreement, and any necessary bond issuance documents, attachments, supporting documentation, or Letters of Representation.

DATED: April 16, 2015


5 in favor 0 against 0 abstain



Hana Colbert, Director



Dr. Scott Lessard, Vice-President



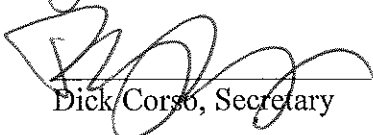
Tim Hall, President

Umashankar Meda, Director



John Zukoski, Treasurer

David Goulart, Director



Dick Corso, Secretary