

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF NAPA VALLEY COLLEGE
VITICULTURE AND WINERY TECHNOLOGY FOUNDATION**

The undersigned, constituting all of the directors of Napa Valley College Viticulture and Winery Technology Foundation, a California nonprofit public benefit corporation, in accordance with the authority provided in Section 5 of Article IV of the Bylaws of this corporation and Section 5211(b) of the California Nonprofit Public Benefit Corporation Law, hereby adopt the following recital and resolutions:

WHEREAS, we have determined that it is in the best interests of this corporation to institute a Conflict of Interest Policy.

NOW, THEREFORE, IT IS RESOLVED that the attached Conflict of Interest Policy of this corporation is hereby approved and adopted.

IT IS FURTHER RESOLVED that the Secretary of this corporation is hereby directed to include a copy of these resolutions, along with a copy of the Conflict of Interest Policy, in the corporate minute book, and that the officers of this corporation are authorized to take whatever action is necessary to implement all of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent on the dates set forth opposite their respective signatures below. Such execution may be in counterparts.

Dated: _____, 2016

Ron Kraft

Dated: _____, 2016

Rafael Rios

Dated: _____, 2016

Patrick Burke

Dated: _____, 2016

Debi Leal

Dated: _____, 2016

Robert Parker

Dated: _____, 2016

Paul Gospodarczyk

Dated: _____, 2016

Paul Wagner

**NAPA VALLEY COLLEGE VITICULTURE AND WINERY
TECHNOLOGY FOUNDATION
CONFLICT OF INTEREST POLICY**

Article I: Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of the Napa Valley College Viticulture and Winery Technology Foundation (the "Foundation") and to protect the Foundation's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer, director, employee, or other person with substantial influence over the Foundation.

Article II: Definitions

Insider means a person with substantial influence over the Foundation. The following persons are deemed to have substantial influence over the Foundation, and therefore are considered "insiders" for the purpose of this policy:

1. Each member of the Board of Directors.
2. The Chair of the Board, Vice Chair, Secretary, Treasurer, chief executive officer, chief operating officer, and chief financial officer, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Foundation under the Foundation's Bylaws and the California Corporations Code).
3. Such persons' spouses, ancestors, children, grandchildren, great-grandchildren, brothers, sisters, and the spouses of their children, grandchildren, great-grandchildren, brothers, and sisters.
4. Any entity in which persons listed above hold more than 35 percent of the control.
5. Any other person who the Board, based on the facts and circumstances, determines to have substantial influence over the Foundation. Such persons may include a founder or a substantial contributor to the Foundation, a person with managerial authority over the Foundation, or a person with control over a significant portion of the Foundation's budget.
6. Any person who met one of the above definitions at any time during the five years before the proposed transaction.

Interested person means any person with an interest in a proposed transaction or arrangement.

Interest means a financial interest or any other interest that may influence a person's judgment. An objective test is applied to determine whether an interest is present: whether the stake of the person in the transaction is such that it reduces the likelihood that the person can render an impartial decision in the best interests of the Foundation.

A person has a *financial interest* if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Foundation has, or proposes to enter into, a transaction or arrangement; or
2. A compensation arrangement with any person or entity with which the Foundation has, or proposes to enter into, a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation has, or proposes to enter into, a transaction or arrangement.

Person means any individual, trust, estate, partnership, association, company, or corporation.

Article III: Procedures

1. Duty to Disclose

Each employee who is not an insider shall disclose to the Foundation's Chair all material facts regarding his or her interest (including relevant affiliations) in any transaction being considered by the Board. The employee shall make that disclosure promptly upon learning of the proposed transaction. If there is a question as to whether the employee is an insider, the Chair shall present this issue to the Board of Directors, and the Board shall resolve the matter.

Each insider shall disclose to the Board or relevant Board Committee all material facts regarding his or her interest (including relevant affiliations) in a transaction being considered by the Board or Board Committee. The insider shall make that disclosure promptly upon learning of the proposed transaction.

2. Determining Whether a Conflict of Interest Exists

With regard to an employee who is not an insider, the Chair shall determine whether a conflict exists.

With regard to an insider, the Board or relevant Board Committee shall determine if a conflict of interest exists. If the insider is a director, he or she shall not be present during the Board or Board Committee's discussion or determination of whether a conflict of interest exists.

3. Procedures for Addressing a Conflict of Interest

With regard to an employee who is not an insider, the Chair shall ascertain that all material facts regarding the transaction and the employee's conflict of interest have been disclosed, and decide the appropriate response by the Foundation once a conflict of interest has been determined to exist.

With regard to an insider, the Board or a Board Committee shall follow the procedures set forth in Article IV in order to decide whether to enter into a transaction and, if so, to ensure that the terms of the transaction are reasonable. In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and shall not be present during the Board or Board Committee's discussions or determination pursuant to Article IV.

Article IV: Review by the Board

The Board or Board Committee shall deliberate on the transaction in the absence of the interested person. The Board or Board Committee shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Board or Board Committee, and shall compile appropriate data to ascertain whether the proposed transaction is fair and reasonable to the Foundation.

If appropriate, the chairperson of the Board or Board Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, and to compile data regarding comparable transactions and arrangements.

After exercising due diligence, the Board or Board Committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Board Committee shall determine whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable to the Foundation. The Board or Board Committee shall make these findings without the vote of any interested directors.

If the Board or Board Committee finds that the Foundation cannot obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest, and also finds that the transaction or arrangement is in the Foundation's best interest, for its own benefit, and fair and reasonable to the Foundation, then the majority of disinterested directors then in office may approve the transaction. If the transaction does not involve an interested director, the transaction can also be approved by the Board or Board Committee by majority vote.

Article V: Records of Proceedings

The minutes of any meeting of the Board and any Board Committee pursuant to this policy shall contain the name of each director or other insider who disclosed or was otherwise determined to have an interest in a proposed transaction or arrangement, and the nature of the interest; the members of the Board or Board Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested directors were excluded from the deliberations; the comparability data obtained and relied upon by the Board or Board Committee and how the data was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved. The records must be prepared by the later of the next meeting of the Board or Board Committee or 60 days after the final action of the Board or Board Committee with respect to the transaction, and must be approved by the Board or Board Committee within a reasonable time afterwards.

Article VI: Statements

Each director, officer, and employee shall sign a statement which affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy.

All such statements shall be filed with the minutes of the meetings of the Board of Directors.

Article VII: Violations

If the Chair has reasonable cause to believe that an employee who is not an insider of the Foundation has failed to disclose actual or possible conflicts of interest, he or she shall inform such employee of the basis for this belief and afford the employee an opportunity to explain the alleged failure to disclose. If, after hearing the employee's response and making further investigation as warranted by the circumstances, the Chair determines that the employee has failed to disclose an actual or possible conflict of interest, the Chair shall take appropriate disciplinary and corrective action.

If the Board has reasonable cause to believe that an insider of the Foundation has failed to disclose actual or possible conflicts of interest, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or a Board Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Board or Board Committee shall take appropriate disciplinary and corrective action.

Article VIII: Annual Reviews

To ensure that the Foundation operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

Article IX: Legal Standards

The Foundation and its directors and officers shall adhere to fiduciary duty and conflict of interest rules imposed by law, including those contained in the Internal Revenue Code and the California Nonprofit Public Benefit Corporation Law.