

**CONFLICT OF INTEREST POLICY
OF
TRACY LEARNING CENTER**

**Article I
Purpose**

The purpose of this Conflict of Interest Policy is to protect the interests of Tracy Learning Center, a California nonprofit public benefit corporation (the "Corporation"), when it contemplates entering into a transaction or arrangement that might benefit the private interests of an officer, director, or any other person in a position of authority within the Corporation or might result in a possible excess benefit transaction as defined by Internal Revenue Code Section 4958. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit organizations. In the event of any inconsistency with California law, California law shall prevail.

**Article II
Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Corporation has entered into or proposes to enter into any transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has entered into or proposes to enter into any transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation entered into or proposes to enter into any transaction or arrangement.

However, notwithstanding the above and consistent with California Corporations Code Section 5233 regarding self-dealing transactions, a financial interest shall not include: (1) the compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director as a director or officer of the Corporation; (2) a transaction which is part of a public or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program; or (3) a transaction, of which the interested director or

directors have no actual knowledge, and which does not exceed the lesser of 1 percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any transaction or arrangement to which the Corporation is a party where there is an actual or possible conflict of interest, the interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the potentially interested person, a determination must be made about whether an actual conflict of interest exists. The disinterested board or committee members shall determine on a case by case basis whether the disclosed interest constitutes an actual conflict of interest.

3. Procedures for Addressing the Conflict of Interest

a. If it is determined that there is a conflict of interest, the interested person may make a presentation at the board or committee meeting and may answer questions regarding factual information related to the transaction or arrangement. The interest person shall abstain from otherwise participating in any discussions and votes concerning the transaction or arrangement.

b. The chairperson of the board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the Corporation 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.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's own benefit, and whether the transaction or arrangement is fair and reasonable to the Corporation. In conformity with the above

determination, the board or committee shall make its decision as to whether to enter into the transaction or arrangement.

e. Notwithstanding the foregoing, compliance with the any of the approval procedures set forth in California Corporations Code Section 5233 regarding self-dealing transactions shall constitute compliance with this policy.

4. Violations of the Conflict of Interest Policy

a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of meetings of the board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any proposed alternatives, and a record of any votes taken in connection with the transaction or arrangement.

Article V Compensation

a. A voting member of the board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation, except for compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director as a director or officer of the Corporation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation, except for compensation as a director as a director or officer of the Corporation (typically director and officer stipends, per meeting fees and reimbursement of expenses).

c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually or upon taking office sign a statement that affirms such person:

- a. Has received a copy of the Conflict of Interest Policy;
- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy; and
- d. Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

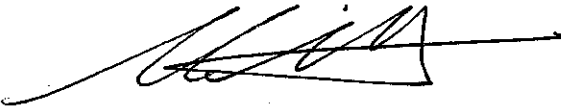
Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

ACKNOWLEDGEMENT

By signing this document I acknowledge the following:

1. I have personally received the Tracy Learning Center's Conflict of Interest Policy;
2. I have read and I understand the Tracy Learning Center's Conflict of Interest Policy;
3. I understand that Tracy Learning Center is a nonprofit public benefit corporation and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes;
4. I agree to comply with the Tracy Learning Center's Conflict of Interest Policy; and
5. I declare that I do do not have financial or other interests that would qualify me as an Interested Person as specified in the Tracy Learning Center's Conflict of Interest Policy



Signature

Michael Gomar
Name (please print)

1. 8. 19
Date