

RESOLUTION NO. 2015-02

**RESOLUTION OF THE BOARD OF DIRECTORS OF
ROCKETSHIP EDUCATION, INC. APPROVING AND
AUTHORIZING ACTIONS NEEDED TO OPEN SPECIFIED
PUBLIC ELEMENTARY CHARTER SCHOOLS FOR THE
2016-2017 SCHOOL YEAR**

WHEREAS, Rocketship Education, Inc. (“Corporation”) has the corporate purpose of managing, operating, guiding, directing, and promoting public elementary charter schools (“Charter Schools”); and

WHEREAS, in February 2014 the Corporation’s Board of Directors (“Board of Directors”) authorized the opening of a Charter School to be located in the District of Columbia, which Charter School is now expected to commence operations on or about August 2016; and

WHEREAS, the Board of Directors now wishes to authorize the opening of four (4) additional Charter Schools during the 2016-2017 academic year (the “Authorized Schools”), commencing operations on or about August 2016 (the “Authorized Timing”); and

WHEREAS, one (1) Authorized School shall be located in the Franklin McKinley School District located in San Jose, California, one (1) Authorized School shall be located in Contra Costa County, California, and two (2) Authorized Schools shall be located in Davidson County, Tennessee; and

WHEREAS, each of the Authorized Schools shall employ the school model employed at the Corporation’s existing Charter Schools and the startup process will be consistent with that used for the Corporation’s existing Charter Schools (collectively, the “Authorized Conditions”).

NOW, THEREFORE, this Board of Directors of the Corporation does hereby find, resolve, and order as follows:

Section 1. The officers, agents and employees of the Corporation, and each of them, are hereby authorized, directed and empowered, for and on behalf of the Corporation, to execute and deliver any and all documents, instruments and agreements, and to perform or cause to be performed any and all acts as may, in their judgment, be necessary or desirable to effectuate operation of the Authorized Schools under the Authorized Conditions.

Section 2. The Corporation’s Senior Leadership Team shall provide the Board of Directors with an update on the status of the Authorized Schools at every Board of Directors meeting through August 2016.

Section 3. The Corporation’s Senior Leadership Team shall promptly communicate to the Executive Committee of the Board of Directors any material changes to the Authorized Conditions or Authorized Timing that arise during the process of commencing operation of the Authorized Schools.

Section 4. Upon receiving communication of any material changes to the Authorized Conditions or Authorized Timing, any member of the Executive Committee of the Board of Directors may direct the Corporation’s Chief Executive Officer to promptly call a Special board meeting to discuss any time-sensitive matters regarding the process of commencing operation of the Authorized Schools.

CHAIRMAN'S CERTIFICATE

I, Fred Ferrer, Chairman of the Board of Directors of Rocketship Education, Inc., a California nonprofit public benefit corporation, County of Santa Clara, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a regular meeting of the Board of Directors of Rocketship Education, Inc., which was duly and regularly held on the 19th day of February, 2015, at which meeting a quorum of the members of the Board of Directors was present; and at such meeting such resolutions were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this _____ day of _____, 2015.

Chairman of the Board of Directors of
Rocketship Education, Inc.