

A RESOLUTION OF
THE BOARD OF DIRECTORS FOR
THE SAN JOAQUIN VALLEY INSURANCE AUTHORITY

On August 22, 2014, the Board of Directors (Board) for the San Joaquin Valley Insurance Authority (SJVIA) approved Viverae, Inc. (Viverae) as the vendor to provide wellness services to the SJVIA. Viverae and the SJVIA then entered into an agreement for those services (Agreement).

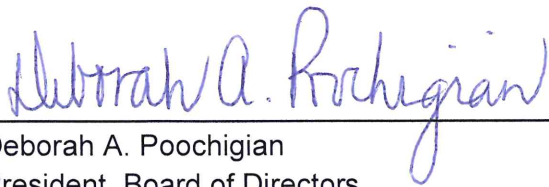
The Agreement was effective August 28, 2014, with an initial term of three years from the launch date for services, as defined in the Agreement, and that term has not yet expired. The Agreement provides, in section 5.5.4, that it may be terminated by the SJVIA upon 30 days advance written notice to Viverae if sufficient funds are not allocated by the appropriating government agency or agencies. The SJVIA is the appropriating agency.

The Board, as the governing body of the SJVIA, now desires to deallocate funds from services under the Agreement.

For those reasons, the Board resolves as follows:

1. Beginning on January 1, 2016, funds previously allocated to payment for services under the Agreement shall be deallocated from that purpose.
2. The SJVIA Manager, the SJVIA Assistant Manager, the SJVIA Auditor-Treasurer, and their designees, are authorized and directed to do what is necessary or convenient to carry out section 1 of this resolution.
3. The SJVIA Manager is authorized and directed to give to Viverae at least 30 days advance written notice of termination of the Agreement, as provided in the Agreement, for a termination date of January 1, 2016.

This resolution is signed on November 6, 2015.



Deborah A. Poochigian
President, Board of Directors
San Joaquin Valley Insurance Authority