

MEMORANDUM OF UNDERSTANDING
“GreenWorks™ Renewable Energies Project”

Merced College
and Solar Power Assets, LLC

Merced College of the Merced Community College District (MCCD) and Solar Power Assets, LLC are committed to developing and deploying a skilled workforce in the field of renewable energies.

Rationale:

Developing alternative, “clean” energy sources such as solar provides many benefits. For example, solar energy reduces our dependence on fossil fuels that contribute to air pollution. Increasing access to clean, affordable renewable energies such as solar can help improve air quality, thereby improving residents’ health and overall quality of life. Renewable energies in general and solar energy in particular can revitalize the economies of the Central San Joaquin Valley region and the state of California by providing high-growth, high-demand jobs. Reducing our dependence on fossil fuels can also decrease our dependence on foreign energy imports and their attendant political and economic uncertainties that can disrupt energy flow. Locally produced solar power and efficient distribution near the point of use can decrease cost escalation over time and increase availability for residential, commercial, and industrial end-users. Positive economic benefits will also be realized in industries and professions that support energy-related sectors, such as construction, manufacturing, sales, maintenance, and other services.

Yet the current supply of solar energy “knowledge workers” is insufficient to effectively compete in this promising new global economy. To address this unmet need, Merced College and Solar Power Assets, Inc. have entered into this Memorandum of Understanding to meet the demand for a skilled and prepared workforce in solar energy, with added specialization large-scale industrial and utilities applications.

Building upon Merced College’s extensive experience and record of success in providing demand-driven workforce technical education and training to meet the needs of Valley employers, Merced College is uniquely qualified to develop a skilled workforce to support the expanding solar energy industry in the region.

Principals of Solar Power Assets, LLC have the collective knowledge, experience and networks to develop and implement innovative solar energy generation and distribution systems within the San Joaquin Valley, California, and beyond.

Working together, Merced College and Solar Power Assets, LLC can lead the nation’s economic and ecological transformation to affordable, clean, renewable solar energy.

Project Description:

Solar Power Assts, LLC (SPA) seeks to develop processes and procedures for mass production and installation of photovoltaic (PV) mega generation plants ("solar farms") and solar panel installations along highways ("solar highways") and waterways ("solar rivers"). Additionally, SPA seeks to develop the most cost-effective interconnectivity and delivery systems for solar power distribution. The San Joaquin Valley's unique climate and geography make this region an ideal location for situating these solar farms, solar highways, and solar rivers. SPA will develop a research and development solar farm ("Walker Ranch Solar R&D Park") within Merced County that will enable experiential training on large-scale state-of-the-art solar generation installations. SPA views Merced College as a key partner in developing its capacity to duplicate and multiply the learning of the Merced "Walker Ranch Solar R&D Park" for the massive deployment and ongoing expansion of renewable resources for California, the Western States, and the U.S.

A skilled and prepared workforce is a critically important resource needed to develop and maintain these large scale solar installations and distribution systems. Timely deployment of trained technicians and managers will be needed to further this innovative project. Merced College will work towards leveraging its good standing and extensive network among academic institutions, employers, and workforce development entities to develop/adapt solar energy curricula and career pathways; provide student/trainee outreach; screen and enroll participants; provide education and training; and provide necessary student and project monitoring, evaluation, and reporting support services.

The proposed collaborative project, entitled "GreenWorks™", is a demonstration project to provide proof-of-concept for expansion within the region and replication throughout California and the nation within the next ten years. SPA anticipates capital outlays in the range of \$25 million during 2010 and increasing significantly thereafter. SPA and its partners are in the process of arranging for private and public financing for this system innovation. Merced College and SPA will work together to identify and leverage varied resources for start-up and ongoing support for the education and training component, including equipment and supplies.

Objectives:

Solar Power Assets, LLC (SPA) agrees to work towards the following objectives to ensure project success:

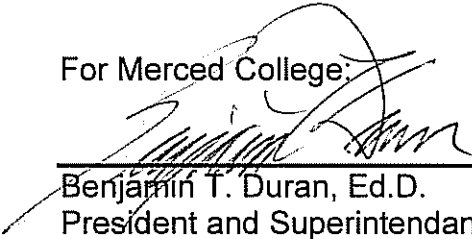
- Develop processes and procedures for mass installation of photovoltaic mega generation plants, solar highways, and solar rivers within the San Joaquin Valley region and beyond;
- Develop the most cost-effective interconnectivity and delivery systems to support the above solar generators and link to local grid distribution points;
- Support and provide expertise in the development of curricula and instructor training, and classroom and field training resources to develop a cadre of “knowledge worker” solar energy technicians and managers
- Access to the “Walker Ranch Solar Research and Development Park” and SPA partnerships which includes utilities and irrigation districts throughout California;
- Integration of student training and internships into the SPA “solar highway” and “solar river” proof-of-concept design and development;
- Support and placement of certified students who have completed the program on SPA and/or partner job sites;
- Coordinate activities among and between post-secondary academic and research institutions;
- Provide regular project monitoring, evaluation, and progress reports to project partners;
- Ensure compliance with applicable local, state and national laws.

Merced College agrees to work towards the following objectives to ensure project success:

- Develop curricula and career pathways, training, and employment opportunities in renewable/solar energies;
- Develop and pilot dynamic laboratory-based exercises and teaching modules for qualified instructors and students, including specialized training modules for use at the Walker Ranch Solar Research and Development Park;
- Develop certification programs that reflect industry standards to ensure smooth transitions of students with appropriate, salient job skills into the renewable/solar energy workforce;
- Provide student/trainee outreach, screening, and enrollment services in the proposed solar energy education and training program;
- Provide education and training to participating students/trainees;
- Provide project monitoring, evaluation and reporting support as it relates to solar energy workforce education and training;
- Promote the academic program and overall project to target corporations, employers, and local, regional, and state agencies as appropriate;
- Collaborate with academic institutions within the California Community Colleges (CCC), California State University (CSU) and University of California (UC) systems to increase project awareness, participation, and smooth education-to-career transitions;
- Ensure compliance with applicable local, state and national laws.

The signatories below affirm that they have the authority to represent their respective entities in support of the proposed project as detailed in this Memorandum of Understanding.

For Merced College:



Benjamin T. Duran, Ed.D.
President and Superintendant
Merced College
Merced Community College District
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9/4/09

Date

For Solar Power Assets, LLC:

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Chief Executive Officer/Founder
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Date