RESOLUTION NO. 06-30

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ITS REVENUE BONDS (CALIFORNIA SCIENCE CENTER PHASE II PROJECT), 2006 SERIES A AND 2006 SERIES B, TO FINANCE THE COSTS OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND FURNISHING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF THE BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (as now in effect and as it may from time to time hereafter be amended or supplemented, the "Act"), for the purpose of, among other things, providing financial assistance for the design, construction, financing and development of economic development facilities (as such term is defined in the Act) located in the State of California;

WHEREAS, the California Science Center Foundation, a California nonprofit public benefit corporation (the "Corporation"), has applied for the financial assistance of the Issuer to (i) finance the acquisition, construction, installation, furnishing and/or equipping of certain facilities, including the construction of a new west wing of the existing Howard F. Ahmanson Building of the California Science Center, which will include exhibit galleries and the shell for administrative offices and support areas, and the acquisition and installation of new exhibits, including the World of Ecology exhibits (the "Project"), (ii) fund a debt service reserve fund for the Bonds (as such term is defined in the following recital), (iii) to fund capitalized interest with respect to one of two series of the Bonds and (iii) to pay certain costs of issuance incurred in connection with the issuance and sale of the Bonds;

WHEREAS, the Corporation requests the Issuer to issue two series of bonds, each bearing interest at a fixed rate of interest, to assist in financing the Project and for the other purposes specified in the second recital hereto, and has requested the Issuer to authorize the issuance of its California Infrastructure and Economic Development Bank Revenue Bonds (California Science Center Phase II Project), 2006 Series A and 2006 Series B (collectively, the "Bonds"), in an aggregate principal amount outstanding not to exceed $85,000,000;

WHEREAS, the Corporation desires that the Bonds be secured by a municipal bond insurance policy to be issued by Financial Guaranty Insurance Company (the "Bond Insurer");

WHEREAS, the Issuer previously approved the terms of the Bonds and certain documents relating to the Bonds, but since such approval the description of the Project was modified as reflected in the second Whereas clause, above, and the Corporation requests the Issuer to reapprove of the terms of the Bonds and certain documents relating to the Bonds;

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Loan Agreement (the "Loan Agreement") to be entered into by and between the Issuer and the Corporation;

(b) a proposed form of the Indenture (the "Indenture") to be entered into between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee");

(c) a proposed form of Bond Purchase Agreement (the "Bond Purchase Agreement") with respect to the Bonds, to be entered into by and among the Issuer, the Treasurer of the State of California and J.P. Morgan Securities Inc. (the "Underwriter") and approved by the Corporation; and

(d) a proposed form of Official Statement with respect to the Bonds to be used in connection with the offering and sale of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The form of Loan Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Loan Agreement to the Corporation with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Issuer further authorizes and approves the loan of the proceeds of the Bonds to the Corporation in order to finance the cost of the Project and for the other purposes stated in the second recital hereto pursuant to the terms and provisions of the Loan Agreement.

Section 2. The form of Indenture on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver to the Trustee, and the Secretary of the Issuer is authorized to attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 3. The proposed form of Bond Purchase Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Bond Purchase Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Treasurer of the State of California is hereby authorized and requested to sell the Bonds in two series, at any time within one hundred eighty (180) days of the adoption of this Resolution, at negotiated sale, at such prices and at such initial interest rates as he may determine.

Section 4. The proposed form of Official Statement on file with the Secretary of the Issuer is hereby approved. The Underwriter is hereby authorized to distribute copies of the Official Statement in preliminary form in connection with the offering of the Bonds to persons who may be interested in the purchase of the Bonds, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Underwriter. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver to the Underwriter a certificate, in a form acceptable to the Issuer's counsel, to the effect that the portions of the preliminary Official statement under the captions "THE INFRASTRUCTURE BANK" and "ABSENCE OF MATERIAL LITIGATION – The Infrastructure Bank" are deemed final as of the date of the preliminary Official Statement for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934. The preparation and delivery of the Official Statement in final form and its use by the Underwriter in connection with the sale of the Bonds is hereby approved. The final Official Statement shall be in the form of the preliminary Official Statement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by execution and delivery thereof to the Underwriter. The Underwriter is hereby authorized and directed to distribute copies of the final Official Statement to all actual purchasers of the Bonds.

Section 5. The Issuer approves the issuance of the Bonds in accordance with the terms of, and to be secured by, the Indenture, in an aggregate principal amount not to exceed $85,000,000 outstanding at any time, to assist in financing the Project and for the other purposes stated in the second recital hereto. Payment of the principal of and premium, if any, and interest on the Bonds shall be made solely from payments made by the Corporation and the other sources expressly provided in the Indenture and the Bonds shall not be deemed to constitute a debt or liability of the Issuer or the State. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and directed to execute, in the name and on behalf of the Issuer, by manual or facsimile signature, the Bonds in accordance with and in the form set forth in the Indenture. The Bonds shall bear interest at the rates determined in accordance with the provisions of, mature and be subject to redemption as provided in, and be in the form set forth in the Indenture.

Section 6. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds so delivered by executing the certificate of authentication appearing thereon and to deliver the Bonds, when duly executed and authenticated, to the Underwriter in accordance with written instructions executed on behalf of the Issuer by the Executive Director or the Chair of the Issuer, or the Chair's designee, which instructions said officer is hereby authorized and directed, for and in the name of and on behalf of the Issuer, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Underwriter upon payment of the purchase price therefor.

Section 7. Based upon representations made by the Corporation, the Board of Directors of the Issuer hereby finds and determines that:

(a) the Project is located in the State;

(b) the Corporation is capable of meeting its obligations under the Loan Agreement;

(c) the payments to be made under the Loan Agreement are adequate to pay all current expenses of the Issuer in connection with the Bonds and to make all payments with respect to the Bonds when due;

(d) the proposed financing is appropriate for the Project;

(e) the Project demonstrates clear evidence of a defined public benefit; and

(f) the Project is consistent with any existing local and regional comprehensive plans.

The finding in subsection (b), above, is based on the requirement that the Bonds will be insured by the Bond Insurer and rated in one of the three highest rating categories of Moody's Investors Service, Fitch, Inc. or Standard & Poor's Ratings Services, without regard to numerical or other qualifiers.

Section 8. The Board of Directors of the Issuer hereby finds and determines that the proposed financing complies with the criteria, priorities and guidelines adopted by the Issuer pertaining to the conduit issuance of revenue bonds.

Section 9. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized to execute all documents, certificates and instruments necessary or appropriate to this transaction and the issuance and sale of the Bonds.

Section 10. All actions heretofore taken by the officers and agents of the Issuer with respect to the approval, issuance and sale of the Bonds are hereby approved, confirmed and ratified, and the officials and officers of the Issuer and their authorized designees are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents that they, their counsel or bond counsel may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution.

Section 11. The resolution of the Issuer adopted on May 23, 2006 relating to the Bonds is hereby repealed. This Resolution shall take effect from and after its adoption.

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PASSED, APPROVED, AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on July 25, 2006, by the following vote:

AYES: Karen Fish, Francisco Lujano, Anne Sheehan, Rosario Marin

NOES: None

ABSENT: None

ABSTAIN: None

By _____
Stanton C. Hazelroth, Executive Director

Attest:

By _____
Roma Cristia-Plant, Secretary