

RESOLUTION NO. 07-18

FINAL BOND RESOLUTION FOR THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK RELATING TO THE FINANCING OF FACILITIES FOR YOUNG MEN'S CHRISTIAN ASSOCIATION OF METROPOLITAN LOS ANGELES

June 19, 2007

WHEREAS, the California Infrastructure and Economic Development Bank (the "Bank") has heretofore received the application of Young Men's Christian Association of Metropolitan Los Angeles, a California nonprofit public benefit corporation (the "Borrower"), for financial assistance to (i) refund a portion of the outstanding Revenue Bonds, Series 2001 (YMCA of Metropolitan Los Angeles Project), issued by the Bank in the original aggregate principal amount of \$37,000,000 (the "Refunded Series 2001 Bonds"), (ii) fund a debt service reserve fund with respect to the Bonds (as defined in Section 2 below) and (iii) pay certain of the costs incurred in connection with the issuance of the Bonds (collectively, the "Project"); and

WHEREAS, the Borrower has requested the Bank to issue the Bonds in an amount not to exceed \$30,000,000 to assist in the financing of certain costs of the Project; and

WHEREAS, in order to enhance the marketability of the Bonds, the Borrower has agreed to provide for the delivery of a bond insurance policy, thereby supporting repayment of the Bonds; and

WHEREAS, final approval of the terms of such Bonds and certain documents relating to the Bonds is now sought;

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

Section 1. The Bank hereby determines as follows:

a. The financing and loan contemplated by this Resolution is for an economic development facility, as defined under Division 1 of Title 6.7 of the California Government Code, as amended (commencing with Section 6300) (the "Act"), and use in the State of California.

b. Based upon the requirement that the transaction will be insured, the Borrower is capable of meeting the obligations incurred under the agreements approved by this Resolution.

c. The payments to be made by the Borrower to the Bank under the loan agreement approved herein are adequate to pay the current expenses of the Bank in connection with the financing and to make all the payments on the Bonds approved herein.

- d. The proposed financing is appropriate for the Project.
- e. The Project is consistent with any existing local or regional comprehensive plan.
- f. The Project demonstrates clear evidence of a defined public benefit.

Section 2. The revenue obligations of the Bank, designated as the “California Infrastructure and Economic Development Bank Revenue Refunding Bonds, Series 2007 (YMCA of Metropolitan Los Angeles)” (the “Bonds”) in an aggregate principal amount not to exceed \$30,000,000 are authorized to be issued under the Act. The Bank hereby acknowledges that the payment of the principal of and interest on the Bonds will be supported by a financial guaranty insurance policy issued by Ambac Assurance Corporation.

Section 3. The Treasurer of the State of California (the “Treasurer”) is hereby authorized and requested to sell the Bonds, at any time within one hundred eighty (180) days of the date of this Resolution, at negotiated sale, at such price and at such interest rate or rates as he may determine.

Section 4. The form of the Loan Agreement (the “Loan Agreement”) between the Bank and the Borrower on file with the Secretary of the Bank is hereby approved, and the Executive Director and the Chair of the Bank 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, 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 Bank, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The form of the Trust Indenture (the “Indenture”) between the Bank and Union Bank of California, N.A., as trustee (the “Trustee”) on file with the Secretary of the Bank is hereby approved, and the Executive Director and the Chair of the Bank 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 Indenture, and the Secretary of the Bank 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 Bank, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates, interest rate or rates and payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in said Indenture, as finally executed.

Section 6. The form of Bond Purchase Agreement (the “Bond Purchase Agreement”) among the Borrower, the Treasurer of the State of California, the Bank and Goldman, Sachs & Co. (the “Underwriter”) on file with the Secretary of the Bank is hereby approved, and the Executive Director and the Chair of the Bank 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, and the Secretary of the Bank 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 Bank, such approval to be conclusively evidenced by the delivery thereof.

Section 7. The form of preliminary official statement relating to the Bonds (the "Preliminary Official Statement") on file with the Secretary of the Bank is hereby approved. The Bank hereby authorizes the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds. At the time of sale of the Bonds, the Executive Director and the Chair of the Bank 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 Preliminary Official Statement as the final official statement for the Bonds (the "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 Bank, such approval to be conclusively evidenced by the delivery thereof. The Underwriter is hereby authorized to distribute copies of the Official Statement to the purchasers of the Bonds, as appropriate.

Section 8. The Executive Director and the Chair of the Bank are hereby authorized and directed individually to execute, manually or by facsimile, in the name and on behalf of the Bank, the Bonds in an aggregate principal amount not to exceed the amount authorized hereunder in substantially the form set forth in the Indenture.

Section 9. The form of the Third Supplemental Trust Indenture (the "Supplemental Indenture") between the Bank and Union Bank of California, N.A. as trustee, providing for the advance refunding of the Refunded Series 2001 Bonds, on file with the Secretary of the Bank is hereby approved, and the Executive Director and the Chair of the Bank 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 Supplemental Indenture, and the Secretary of the Bank 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 Bank, such approval to be conclusively evidenced by the delivery thereof.

Section 10. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee pursuant to the Indenture. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The Depository Trust Company, New York, New York (the "Depository") on behalf of the purchasers thereof in accordance with written instructions executed on behalf of the Bank by the Executive Director or the Chair of the Bank, or the Chair's designee, each acting alone, which instructions said official is hereby authorized and directed, for and on behalf and in the name of the Bank, to execute and to deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Depository, on behalf of the purchasers thereof, upon payment of the purchase price thereof.

Section 11. The Executive Director and Chair of the Bank and the Chair's designees are hereby authorized and directed, jointly and severally, to do any and all things, and to execute and deliver any and all documents and certificates and undertakings of the Bank, and to take such other actions as may be required in connection with: the issuance and sale of the

Bonds; the execution, delivery and performance of the Indenture, the Loan Agreement, the Bond Purchase Agreement, the Supplemental Indenture; the refunding of the Refunded Series 2001 Bonds; the credit enhancement of the Bonds; the distribution of the Preliminary Official Statement and the Official Statement; and otherwise to effectuate the purpose of this Resolution.

Section 12. This Resolution shall take effect immediately upon its passage.

PASSED, APPROVED AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on June 19, 2007 by the following vote:

AYES: Ashley, Lujano, Sheehan, Harvey, Rice

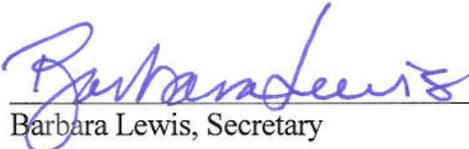
NOES: None

ABSENT: None

ABSTAIN: None


Stanton C. Hazelroth, Executive Director

Attest:


Barbara Lewis, Secretary