

RESOLUTION NO. 09- 43

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION WITH AN EXTENSION OF THE MATURITY DATE OF AND CERTAIN OTHER AMENDMENTS WITH RESPECT TO THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK TAX-EXEMPT VARIABLE RATE DEMAND INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2008A (IWORKS US, INC. PROJECT) AND THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK TAXABLE VARIABLE RATE DEMAND INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2008B (IWORKS US, INC. PROJECT)

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) (the “Act”), for the purpose of promoting economic development; and

WHEREAS, the Issuer is authorized to issue tax-exempt obligations to provide financing for economic development facilities (as such term is defined in the Act) located in the State of California; and

WHEREAS, on July 22, 2008, the Issuer adopted Resolution No. 08-20 approving the issuance of tax-exempt and taxable revenue bonds in an aggregate amount not to exceed \$3,200,000 and a loan of the proceeds of such bonds to The South Malt Avenue Corporation, a California corporation (the “Borrower”) for the purpose of financing costs of the acquisition of real property and the construction and installation of a manufacturing facility thereon, the acquisition and installation of manufacturing equipment and fixtures and other tangible personal property related thereto, and certain credit enhancement costs and costs of issuance in connection therewith (“Costs of the Project”) and authorized certain documents in relation thereto; and

WHEREAS, pursuant to Resolution No. 08-20, the Issuer issued \$1,335,000 California Infrastructure and Economic Development Bank Tax-Exempt Variable Rate Demand Industrial Development Revenue Bonds, Series 2008A (IWorks US, Inc. Project) (the “Series 2008A Bonds”) and \$1,865,000 California Infrastructure and Economic Development Bank Taxable Variable Rate Demand Industrial Development Revenue Bonds, Series 2008B (IWorks US, Inc. Project) (the “Series 2008B Bonds” and, together with the Series 2008A Bonds, the “Bonds”) pursuant to an indenture of trust, dated as of September 1, 2008 (the “Original Indenture”) by and between the Issuer and Wells Fargo Bank, National Association, as trustee (the “Trustee”); and

WHEREAS, upon the issuance of the Bonds, the Issuer and the Borrower entered into a Loan Agreement, dated as of September 1, 2008 (the “Original Loan Agreement”), pursuant to which the Issuer loaned the proceeds of the Bonds to the Borrower to finance the Costs of the Project; and

WHEREAS, principal and interest payments with respect to the Bonds are secured by a letter of credit provided by City National Bank (the “Bank”); and

WHEREAS, the Bank has obtained a commitment from the Federal Home Loan Bank of San Francisco to provide an irrevocable, transferable standby letter of credit as additional security for the Bonds (the “Support Letter of Credit”) and the Bank and the Borrower have requested that the Issuer and the Trustee enter into a supplement to the Original Indenture and amendment to the Original Loan Agreement in connection with the delivery of the Support Letter of Credit and to take and authorize certain other actions in connection with the foregoing; and

WHEREAS, the Borrower has represented that, as a result of the additional credit enhancement provided by the Support Letter of Credit, Standard & Poor’s Ratings Services will assign a rating of “AAA/A-1+” to the Bonds (a long-term rating of “AAA” and a short-term rating of “A-1+”), which rating will remain in effect during the term of the Support Letter of Credit; and

WHEREAS, the Borrower desires to extend the maturity date of the Bonds from September 1, 2033 to October 1, 2038, and has requested that the Issuer and the Trustee enter into a supplement to the Original Indenture in order to amend the provisions of the Original Indenture relating to the maturity date of the Bonds;

WHEREAS, pursuant to Section 9.01 of the Original Indenture, the Issuer and the Trustee may enter into supplemental indenture to extend the maturity date of any Bond only after the consent of the Bank, the Borrower and the owner of each affected Bond (the “Extension Consents”) have been filed with the Trustee, and may enter into a supplemental indenture to pledge or assign additional security for the Bonds only with the written consent of the Bank and the Borrower (the “Security Consents”); and

WHEREAS, pursuant to Section 10.04 of the Original Loan Agreement, amendments to the Original Loan Agreement are effective only with the written consent of the Trustee and the Bank (the “Loan Agreement Consents”); and

WHEREAS, there has been presented to this meeting and is now on file with the Secretary of the Board of Directors (the “Secretary”) the following:

- 1) A proposed form of supplement to the Original Indenture (the “First Supplement”), to be entered into by and between the Issuer and the Trustee; and
- 2) A proposed form of amendment to the Original Loan Agreement (the “First Amendment”), to be entered into by and between the Issuer and the Borrower.

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

Section 1. The above recitals are true and correct.

Section 2. The Issuer hereby approves of the extension of the maturity date of the Bonds from September 1, 2033 to October 1, 2038, subject to receipt by the Issuer of the Extension Consents and Loan Agreement Consents. The Issuer hereby further approves of the provision of the Support Letter of Credit, subject to the receipt by the Issuer of the Security Consents and Loan Agreement Consents.

Section 3. The proposed form of First Supplement on file with the Secretary is hereby approved. Subject to receipt by the Issuer of the Extension Consents and Security Consents, the Chair of the Board of Directors, the Chair's designee, or the Executive Director of the Issuer (the "Executive Director"), each acting alone, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute and deliver the First Supplement to the Trustee in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with the advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the delivery thereof (as so approved, the "First Supplement to the Indenture"). The Secretary is authorized to attest to the execution of the First Supplement to the Indenture.

Section 4. The proposed form of the First Amendment on file with the Secretary is hereby approved. Subject to receipt by the Issuer of the Loan Agreement Consents, the Chair of the Board of Directors, the Chair's designee, or the Executive Director, each acting alone, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute and deliver the First Amendment in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with the advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the delivery thereof (as so approved, the "First Amendment to the Loan Agreement"). The Secretary is authorized to attest to the execution of the First Amendment to the Loan Agreement.

Section 5. The Executive Director, the Chair of the Board of Directors, or the Chair's designee, each acting alone, is hereby authorized and directed, for and in the name and on behalf of the Issuer, to execute replacement Bonds in an aggregate principal amount not to exceed the amount outstanding as of the date of execution thereof in accordance with the terms of this resolution and the First Supplement to the Indenture and in the form set forth in the First Supplement to the Indenture. The Bonds shall mature on the date or dates provided in the First Supplement to the Indenture. All other terms of the Bonds, including without limitation, the date of issuance thereof, the time or times and place or places of payment of principal and interest thereon in lawful money of the United States, the terms of redemption thereof, the registration privileges thereof and the rate or rates of interest applicable thereto as set forth in the Original Indenture are hereby approved, confirmed and ratified. The replacement Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and

directed to authenticate and register the Bonds so delivered by executing the appropriate Certificate of Authentication and Registration appearing thereon, and to deliver the new Bonds, when duly executed, authenticated and registered, upon the written direction of the remarketing agent for the Bonds.

Section 6. The Chair of the Board of Directors, the Chair's designee or the Executive Director, each acting alone, is hereby authorized to execute all certificates and instruments which they, with the advice of counsel to the Issuer, deem necessary or appropriate to this transaction and to effectuate the purposes of this resolution, including, but not limited to, a letters of representations, certifications of authority and bring-down certificates. The Secretary is hereby authorized and directed to attest thereto in accordance with the First Supplement. without limitation,

Section 7. All actions heretofore taken by the officers, employees and agents of the Issuer with respect to the actions contemplated by this resolution are hereby approved, confirmed and ratified, and the officers of the Issuer and their authorized designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties and to execute and deliver any and all certificates which they, or counsel to the Issuer, may deem necessary or advisable in order to consummate the extension of the maturity of the Bonds and the provision of the Support Letter of Credit and otherwise to effectuate the purposes of this resolution.

Section 8. This resolution shall take effect from and after its adoption.

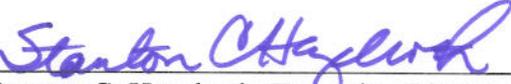
PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on October 27, 2009, by the following vote:

AYES: BERTE, LUJANO, SHEEHY, AGUIAR

NOES: NONE

ABSENT: RICE

ABSTAIN: NONE

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary