

RESOLUTION NO. 10-17

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK APPROVING AN AMENDMENT OF THE TRUST INDENTURE RELATING TO THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK 501(C)3 TAX-EXEMPT REVENUE BONDS, SERIES 2001 (THE YMCA OF METROPOLITAN LOS ANGELES 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) (as now in effect the “Act”); and,

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

**Whereas**, on October 9, 2001, the Issuer authorized the issuance of its California Infrastructure and Economic Development Bank Revenue Bonds, Series 2001 (YMCA of Metropolitan Los Angeles Project) in the amount of \$37,000,000 (the “Bonds”), for the benefit of the Young Men’s Christian Association of Metropolitan Los Angeles, a California nonprofit corporation (the “Corporation”); and

**Whereas**, the Issuer issued the Bonds pursuant to that certain Trust Indenture dated as of October 1, 2001 (the “Original Indenture”) between the Issuer and Union Bank of California, as trustee (the “Trustee”); and

**Whereas**, the proceeds of the Bonds were loaned to the Corporation pursuant to the Loan Agreement dated as of October 1, 2001 (the “Loan Agreement”) between the Issuer and the Corporation; and

**Whereas**, the regularly scheduled payments of principal and interest on the Bonds are insured by a financial guaranty insurance policy issued by Ambac Assurance Corporation (“Ambac”); and

**Whereas**, under certain circumstances the Original Indenture authorizes the Issuer and the Trustee to enter into supplemental indentures;

**Whereas**, Sections 2.21, 2.22, 2.23, 2.24 and 2.28 of the Loan Agreement contain certain financial covenants (the “Financial Covenants”) of the Corporation that may be modified, amended or waived without the consent of or notice to the Bondholders (as defined in the Indenture), but with the consent of Ambac; and

**Whereas**, in February of 2003, at the request of the Corporation, the Issuer and the Trustee executed and delivered the First Supplemental Trust Indenture dated as of February 1,

2003 (the "First Supplemental Indenture") which amended certain defined terms used in the Financial Covenants; and

**Whereas**, in May of 2004, at the request of the Corporation, the Issuer and the Trustee executed and delivered the Second Supplemental Trust Indenture dated as of May 1, 2004 (together with the First Supplemental Indenture and the Original Indenture, the "Existing Indenture") which amended certain defined terms used in the Financial Covenants; and

**Whereas**, the Corporation and Ambac desire to further amend the Existing Indenture to amend the definition of "*Funds Available For Debt Service*," a term that is used in the Financial Covenants; and

**Whereas**, pursuant to Section 901(j) of the Original Indenture, the Issuer and the Trustee may, with the written consent of Ambac, but without the consent of or notice to the Bondholders, enter into a supplemental indenture to amend the defined terms appearing in Article I of the Existing Indenture in connection with amendments to the Financial Covenants; and

**Whereas**, the Corporation has requested that the Issuer approve amending the Existing Indenture to make such amendment to the foregoing defined term as it relates to the Financial Covenants through the execution and delivery of the Third Supplemental Trust Indenture (the "Third Supplemental Indenture"), between the Issuer and the Trustee; and

**Whereas**, Ambac has consented to the amendment of the Existing Indenture contained in the Third Supplemental Indenture; and

**Whereas**, the Issuer desires to approve the amendment to the Existing Indenture and to authorize the execution and delivery the Third Supplemental Indenture to effect the same;

**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 form of the Third Supplemental Indenture between the Issuer and the Trustee on file with the Secretary of the Issuer is hereby approved. Subject to receipt of Ambac's written consent of the proposed Third Supplemental Indenture, the Executive Director and the Chair of the Board of Directors or the Chair's designee, and each of them, acting alone, is hereby authorized and directed, for and on behalf of the Issuer, to execute by manual or facsimile signature and deliver the Third Supplemental Indenture, and the Secretary of the Board of Directors 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 Executive Director and Chair of the Board of Directors and the Chair's designee, each acting alone are hereby authorized and directed to execute and deliver any and all

documents and certificates and to take such other actions , which they or counsel to the Issuer may deem necessary or advisable to effectuate the purpose of this resolution.

Section 4. 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 April 27, 2010 by the following vote:

AYES: BRYANT, LUJANO, BERTE, LEONARD, RICE

NOES: NONE

ABSENT: NONE

ABSTAIN: NONE

  
Stanton C. Hazelroth, Executive Director

Attest:

  
Roma Cristia-Plant,  
Secretary of the Board of Directors