RESOLUTION NO. 15-04

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE SALE AND ISSUANCE OF CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK VARIABLE RATE DEMAND REVENUE BONDS (GUIDED DISCOVERIES, INC. PROJECT), SERIES 2015 IN AN AGGREGATE AMOUNT NOT TO EXCEED $2,500,000 FOR THE BENEFIT OF GUIDED DISCOVERIES, INC., PROVIDING THE TERMS AND CONDITIONS OF THE SALE AND ISSUANCE OF SAID REVENUE BONDS AND OTHER MATTERS RELATING THERETO

WHEREAS, the California Infrastructure and Economic Development Bank (the "IBank") is duly organized and existing 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 be amended or supplemented (the "Act"); and

WHEREAS, the IBank is authorized under the provisions of the Act to issue tax-exempt revenue bonds to provide financing or refinancing for certain eligible projects located in the State of California (the "State"); and

WHEREAS, Guided Discoveries, Inc., a California nonprofit public benefit corporation (the "Borrower"), has submitted an application to the IBank for assistance to (1) finance the acquisition, construction and restoration of a new pier at the Borrower's Camp Fox facility located at Buttonshell Beach on Santa Catalina Island, California and other ancillary and related improvements (collectively, the "Facilities"), and (2) pay certain costs of issuance in connection with the consummation of the Transaction (as defined below) and other related costs (the "Project"); and

WHEREAS, the IBank, on March 17, 2010, issued its Variable Rate Demand Revenue Bonds (Guided Discoveries, Inc. Project), Series 2010 in an aggregate principal amount equal to $4,900,000 (the "2010 Bonds"), pursuant to the Indenture of Trust, dated March 1, 2010, by and between the IBank and Wells Fargo Bank, National Association, as trustee (the "Original Indenture"); and

WHEREAS, the proceeds of the 2010 Bonds were loaned to the Borrower pursuant to the Loan Agreement, dated as of March 1, 2010, by and between the IBank and the Borrower (the "Original Loan Agreement"); and

WHEREAS, the Borrower has requested the IBank to issue an additional series of tax-exempt bonds pursuant to the Original Indenture to finance or reimburse the Borrower for the cost of the Facilities; and

WHEREAS, for these purposes, the Borrower has requested the IBank to (a) authorize the issuance of its Variable Rate Demand Revenue Bonds (Guided Discoveries, Inc. Project), Series 2015 (the "2015 Bonds"), in an aggregate principal amount not to exceed $2,500,000, (b) provide for the sale of the 2015 Bonds, (c) provide for the loan of proceeds of the sale of the

2015 Bonds to the Borrower to finance a portion of the costs of the Facilities; (d) provide for the payment of the principal of, premium, if any, and interest on the 2015 Bonds with revenues derived from the Borrower's repayment of that loan; and (e) take and authorize certain other actions in connection with the foregoing (collectively, the "Transaction"); and

WHEREAS, the 2015 Bonds will be issued on parity with the Series 2010 Bonds; and

WHEREAS, the payment of the principal of and interest on the 2010 Bonds is secured by a letter of credit (the "Letter of Credit") issued by Comerica Bank ("Comerica"); and

WHEREAS, Comerica will amend the Letter of Credit to secure the payment of the principal of and interest on the 2015 Bonds along with the 2010 Bonds; and

WHEREAS, in connection with the execution and delivery of the 2015 Bonds, certain amendments are required to be made to the Original Indenture and the Original Loan Agreement; and

WHEREAS, IBank staff has reviewed and there is now on file with the Secretary ("Secretary") of the Board of Directors of the IBank (the "Board") the following:

(a) a proposed form of a First Amendment to Loan Agreement (the "Loan Agreement Amendment" and, together with the Original Loan Agreement, the "Loan Agreement") to be entered into by and between the IBank and the Borrower, providing for the loan of the proceeds of the 2015 Bonds to the Borrower;

(b) a proposed form of a First Supplement to Indenture of Trust (the "Supplemental Indenture" and, together with the Original Indenture, the "Indenture") to be entered into between the IBank and Wells Fargo Bank, National Association (the "Trustee"), providing for the authorization and issuance of the 2015 Bonds to be dated the date of delivery thereof;

(c) a proposed form of a Purchase Contract (the "Purchase Contract") to be entered into by and among the IBank, the Treasurer of the State, in its capacity as the IBank's agent for sale of the 2015 Bonds, and Comerica Securities, as underwriter (the "Underwriter"), and approved by the Borrower providing for the sale of the 2015 Bonds; and

(d) a proposed form of Official Statement to be used by the Underwriter in connection with the sale of the 2015 Bonds (the "Official Statement" and, collectively with the Loan Agreement Amendment, Supplemental Indenture and Purchase Contract, the "Transaction Documents");

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

Section 1. The above recitals are true and correct.

Section 2. The IBank approves the issuance, sale and delivery on a tax-exempt basis of the 2015 Bonds in an aggregate principal amount not to exceed $2,500,000 and lending the proceeds of the 2015 Bonds to the Borrower to finance the costs of the Project pursuant to the terms and provisions of the Transaction Documents as approved by this resolution (this "Resolution"); provided, however that this approval is conditioned upon Comerica Securities applying and receiving approval for inclusion in the State Treasurer's Office 2015-2017 pool of underwriters ("STO Pool") prior to the release of the preliminary official statement for the 2015 Bonds; or, in the alternative, Gates Capital, an entity already part of the STO Pool, acting as underwriter for the Transaction.

Section 3. The 2015 Bonds shall mature on a date no later than 20 years from the date of issuance. The 2015 Bonds shall bear interest at any combination of fixed or variable rate or rates to be determined in accordance with the Indenture, which rates shall not exceed the maximum rate of interest on the 2015 Bonds permitted by the laws of the State.

Section 4. The Executive Director or the Executive Director's assignees, each acting alone, is hereby authorized and directed, for and in the name and on behalf of the IBank, to execute, by manual or facsimile signature, and deliver the 2015 Bonds in an aggregate principal amount not to exceed the amount authorized under this Resolution and the Indenture and in the form set forth in the Indenture.

Section 5. The 2015 Bonds, when executed as provided in this Resolution, 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 2015 Bonds by executing the Trustee's certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the 2015 Bonds, when duly executed and authenticated, to the Underwriter in accordance with written instructions executed on behalf of the IBank by the Executive Director or the Executive Director's assignees.

Section 6. The Treasurer, as agent for sale of the 2015 Bonds, is hereby authorized and requested to sell the 2015 Bonds, at any time within one hundred eighty (180) days of the adoption of this Resolution, at negotiated sale, at such price and at such initial interest rate as he may determine.

Section 7. The Executive Director or the Executive Director's assignees, each acting alone, is hereby authorized to execute and deliver the Transaction Documents and any and all other agreements, certificates and instruments, including without limitation, a tax regulatory agreement, a tax certificate and no arbitrage certificate, letters of representations and certificates of authority, which they or counsel to the IBank may deem necessary or desirable to consummate the issuance and delivery of the Bonds, and to consummate the Transaction, in substantially the forms thereof on file with the Secretary, with such changes, deletions and insertions as may be necessary or desirable to cause the same to carry out the intent of this Resolution and as are approved by counsel to the IBank, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. All actions heretofore taken by the officers, agents and employees of the IBank with respect to the approval, issuance, and sale and delivery of the 2015 Bonds are hereby

approved, confirmed and ratified. The officers of the IBank and their authorized assignees, designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties, take actions and execute and deliver any and all certificates and documents which they or counsel to the IBank may deem necessary or desirable in order to (i) consummate the issuance, sale and delivery of the 2015 Bonds; (ii) effect the financing of the Facilities; (iii) facilitate the transaction contemplated by the Transaction Documents; and (iv) to otherwise to effectuate the purposes of this Resolution.

Section 9. Unless extended by the IBank, the Board's approval of the Transaction is conditioned upon its closing within one hundred eighty (180) days from the date of the adoption of this Resolution.

Section 10. 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 March 24, 2015 by the following vote:

AYES: ROSSI, LUCHETTI, ANNIS, GORDON, JERUE

NOES:

ABSENT:

ABSTAIN:

By _____
Teveia R. Barnes, Executive Director

Attest:

By _____
Diane Cummings
Secretary of the Board of Directors