

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

REGULAR MEETING

TELECONFERENCE MEETING NOTICE and AGENDA LOCATIONS LISTED BELOW

3:00 PM

Wednesday, December 1, 2010

Teleconference Phone Information

(308) 344-6400 - Conference Code: 305911#

Call to Order and Roll Call

1. **Approval Of Minutes**

Approve the Regular Meeting Minutes of November 3, 2010 and November 10, 2010.

Action Items

2. Adopt Resolution 10-41 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Financing the Cost of Construction, Improvement, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of the Society for the Prevention of Cruelty of Animals for Monterey County, Inc., Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
3. Adopt Resolution 10-42 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan in an Amount not to Exceed \$5,500,000 for the Purpose of Financing and Refinancing the Cost of the Acquisition, Renovation and Construction, Equipping and Furnishing of Certain Facilities for the Benefit of North County Health Project Incorporated, a Nonprofit Public Benefit Corporation, doing Business as North County Health Services, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
4. Adopt Resolution 10-43 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to Which the California Enterprise Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Barbara Student Housing, Providing the terms and Conditions for Such Loan Agreement and Other Matters Relating thereto Herein Specified.

Public Comment

Chair and Executive Director Reports

Other Business

Adjournment

Members of CEDA and members of the public may access this meeting at the following locations:

California Association for Local
Economic Development
550 Bercut Drive, Suite G
Sacramento, CA 95811

City of Eureka City Hall
531 K Street
Eureka, CA 95501

Economic Development Collaboration
of Ventura County
1601 Carmen Dr., Ste 215
Camarillo, CA 93010

1572 Seascape Blvd.
Aptos, CA 95003

5598 Gold Creek Drive
Castro Valley, CA 94552

City of Palmdale
38250 N Sierra Highway
Palmdale, CA 93550

City of Santa Rosa City Hall
100 Santa Rosa Avenue

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

Santa Rosa, CA 95404

This agenda can be obtained at www.caled.org/edfinancing. The California Enterprise Development Authority complies with the Americans with Disabilities Act (ADA) by ensuring that the facilities are accessible to persons with disabilities and by providing this notice and information in alternative formats when requested. If you need further assistance, you may contact us no later than 72 hours before the meeting at (916) 448-8252, ext. 16.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

MINUTES
Regular Meeting
*****TELECONFERENCE MEETING *****
CEDA BOARD OF DIRECTORS
Wednesday, November 3, 2010

Teleconference Locations

California Association for Local
Economic Development
550 Bercut Drive, Suite G
Sacramento, CA 95811

City of San Jose
200 E. Santa Clara St., 17th Floor
San Jose, CA 95113

City of Santa Rosa City Hall
100 Santa Rosa Avenue
Santa Rosa, CA 95404

City of Eureka City Hall
531 K Street
Eureka, CA 95501

The Valley Economic Alliance
5121 Van Nuys Blvd.#200
Sherman Oaks, CA 91403

5598 Gold Creek Drive
Castro Valley, Ca 94552

City of Palmdale

38250 N Sierra Highway
Palmdale, CA 93550

Economic Development
Collaboration of Ventura County
1601 Carmen Dr., Ste 215
Camarillo, CA 93010

Siskiyou County EDC
1512 South Oregon Street
Yreka, CA 96097

Call to Order

Wayne Schell, Chair of the California Enterprise Development Authority, called the meeting to order at 3:10 pm.

Roll Call

Members Present: Wayne Schell
Bruce Stenslie
Cindy Trobitz-Thomas

CEDA Staff Present: Gurbax Sahota
Mona Dmitrenko
Michelle Stephens

Public Present: Jessica Shaham, Esq.
Dan Bronfman
Dave Freitas, GoED

Action Items

1. Approve the Regular Meeting Minutes from October 20, 2010.

Motion: Board Member, Cindy Trobitz-Thomas made the motion to approve the Regular Meeting Minutes from October 20, 2010. Board Member, Bruce Stenslie seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Wayne Schell	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

2. Approve Resolution 10-35 Approving Associate Membership by the County of Santa Barbara in the California Enterprise Development Authority and the Execution of an

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

Associate Membership Agreement Relating to Associate Membership of the County in the Authority

Discussion: Executive Director Mona Dmitrenko informed the Board that CEDA has three pending projects in Santa Barbara County and is hoping to do more issuances for them in the future.

Motion: Adopt Resolution 10-35 Approving Associate Membership by the County of Santa Barbara in the California Enterprise Development Authority and the Execution of an Associate Membership Agreement Relating to Associate Membership of the County in the Authority. Board member, Cindy Trobitz-Thomas made the motion to approve Resolution 10-35. Board Chair, Wayne Schell seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Wayne Schell	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

3. Approve Resolution 10-36 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Refinancing the Cost of the Acquisition, Construction, Installation, Rehabilitation, Equipping, and Furnishing of Certain Facilities for the Benefit of Marymount of Santa Barbara, Inc., Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified

Discussion: Executive Director Mona Dmitrenko presented some background on the borrower and explained that this was one of the aforementioned Santa Barbara County projects, which will result in the retention of 36 jobs.

Motion: Adopt Resolution 10-36 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Refinancing the Cost of the Acquisition, Construction, Installation, Rehabilitation, Equipping, and Furnishing of Certain Facilities for the Benefit of Marymount of Santa Barbara, Inc., Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified. Board Member, Bruce Stenslie made the motion to approve Resolution 10-36. Board Chair, Wayne Schell seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Wayne Schell	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

4. Approve Resolution 10-37 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Laguna Blanca School, Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Discussion: Executive Director Mona Dmitrenko gave background on the borrower. This is another Santa Barbara project and will help retain 96 jobs.

Motion: Adopt Resolution 10-37 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise

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Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Laguna Blanca School, Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified. Board Member, Cindy Trobitz-Thomas made the motion to approve Resolution 10-37. Board Member, Bruce Stenslie seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Wayne Schell	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

5. Approve Resolution 10-38 of the California Enterprise Development Authority Authorizing and Approving the Issuance of Revenue Bonds in an Amount not to Exceed \$10.5MM for the Purpose of Refinancing the cost of the Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Katherine Delmar Burke School and Other Matters Relating Thereto Herein Specified.

Discussion: Executive Director Mona Dmitrenko explained that CEDA is working with a new Financial Advisor and Bond Counsel on this project and also gave the Board some background on the school.

Motion: Adopt Resolution 10-38 of the California Enterprise Development Authority Authorizing and Approving the Issuance of Revenue Bonds in an Amount not to Exceed \$10.5MM for the Purpose of Refinancing the cost of the Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Katherine Delmar Burke School and Other Matters Relating Thereto Herein Specified. Board Member, Bruce Stenslie made the motion to approve Resolution 10-38. Board Chair, Wayne Schell seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Wayne Schell	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

Public Comment

There was no public comment made.

Executive Director Report

Executive Director Mona Dmitrenko updated the board on the current status of CEDAs work with the County of Los Angeles. She explained that the county was considering transferring their issuance allocation to CEDA. This is a work in progress and Ms. Dmitrenko wanted to keep the Board updated.

Board Member, Bruce Stenslie asked for an update on the Quattro Del-Notre project located in the City of Oxnard. Ms. Dmitrenko explained that CDLAC had titled their issuance application as “pending/incomplete” because of possible improprieties on the part of those associated (City of Oxnard Mayor) with the borrower. This impropriety is in reference to a recent investigation into the City of Oxnard City Manager, Engineer, Mayor, and Council Members. The borrower wrote to CDLAC assuring no knowledge of any of the alleged activities and CDLAC has since approved the application and will be recommending it for issuance. Mr. Stenslie added to this discussion by explaining to the Board that while there has been an on-going investigation, so far nothing has been found in relation to the Mayor and council.

Board Chair, Wayne Schell asked Board Member, Bruce Stenslie if he knew a Mr. Miller with the City of Oxnard because he had recently reached out to Mr. Schell in regard to a Recovery Zone Economic Development Bond. Mr. Stenslie did not know Mr. Miller nor did he know of any specific public projects in the city. Mr. Schell was planning on returning his call and finding out more about this possible project.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

Other Business

Adjournment

Board Chair, Wayne Schell adjourned the meeting at 3:30 pm.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

MINUTES

Regular Meeting

TELECONFERENCE MEETING

CEDA BOARD OF DIRECTORS

Wednesday, November 10, 2010

Teleconference Locations

California Association for Local
Economic Development
550 Bercut Drive, Suite G
Sacramento, CA 95811

City of San Jose
200 E. Santa Clara St., 17th Floor
San Jose, CA 95113

City of Santa Rosa City Hall
100 Santa Rosa Avenue
Santa Rosa, CA 95404

City of Eureka City Hall
531 K Street
Eureka, CA 95501

The Valley Economic Alliance
5121 Van Nuys Blvd.#200
Sherman Oaks, CA 91403

5598 Gold Creek Drive
Castro Valley, Ca 94552

City of Palmdale

38250 N Sierra Highway
Palmdale, CA 93550

Economic Development
Collaboration of Ventura County
1601 Carmen Dr., Ste 215
Camarillo, CA 93010

Siskiyou County EDC
1512 South Oregon Street
Yreka, CA 96097

Call to Order

Bruce Kern, Board Secretary of the California Enterprise Development Authority, called the meeting to order at 3:04 pm.

Roll Call

Members Present: Bruce Kern
Bruce Stenslie
Cindy Trobitz-Thomas

CEDA Staff Present: Mona Dmitrenko
Michelle Stephens

Public Present: Jessica Shaham, Esq.

Action Items

2. Approve the Regular Meeting Minutes from November 3, 2010.

Board Secretary, Bruce Kern opted to abstain from voting on the November 3, 2010 Board Minutes since he was not in attendance at that meeting. Lacking a quorum for this action, the approval of the minutes was held over until the next CEDA Board meeting.

2. Approve Resolution 10-39 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Fe Christian Schools, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Discussion: Executive Director, Mona Dmitrenko provided the board with background on this project. She stated that this is Bank Qualified loan. The refinancing will result in a significant interest savings over their current loans. The interest savings will improve the school's cash flow and may result in the expansion their current educational programs and/or staff.

Motion: Approve Resolution 10-39 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise

Development Authority will make a Loan for the Purpose of Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Fe Christian Schools, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified. Board member, Bruce Stenslie made the motion to approve Resolution 10-39. Board Member, Cindy Trobitz-Thomas seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Bruce Kern	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

4. Approve Resolution 10-40 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Barbara Student Housing Cooperative, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Discussion: Executive Director Mona Dmitrenko presented some background on the borrower. Santa Barbara Student Housing Co-operative provides low cost housing options to students, staff and faculty of the University of California at Santa Barbara. This project involves both a refinancing of existing debt on several of their locations as well as financing the purchase and remodeling of a new student housing property.

Motion: Approve Resolution 10-40 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Barbara Student Housing Cooperative, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified. Board Member, Cindy Trobitz-Thomas made the motion to approve Resolution 10-40. Board Member, Bruce Stenslie seconded the motion on the floor. The motion passed unanimously on the following roll call vote:

Bruce Kern	Aye
Bruce Stenslie	Aye
Cindy Trobitz-Thomas	Aye

Public Comment

There was no public comment made.

Executive Director Report

Executive Director, Mona Dmitrenko updated the board on the current status of one of CEDA’s projects, SunPower Corporation. This project was brought to CEDA via Nancy Klein of the Economic Development Department within the City of San Jose. This RZFB Application had not been recommended for approval by CDLAC due to some legal issues that the Company is involved in. Ms. Dmitrenko was pleased to announce that through significant work between herself, the Company and CDLAC, she was able to overturn CDLAC’s original decision. CDLAC will now be recommending this project for approval. During the November 17th allocation meeting, Sean Spear will outline to CDLAC’s board why their decision was reversed. Both CEDA’s Executive Director and the Company’s Senior Management will be this meeting to answer and questions the CDLAC Board may have. CEDA Board Secretary, Bruce Kern was pleased to hear the latest development. He noted that Sun Power has gained the support of the governor and the state because the Company is keeping high quality jobs in California.

Ms. Dmitrenko once again thanked the board members for their time and effort they have put into the organization. She explained that the steady pace would continue until the end of the year. Board Secretary, Bruce Kern said it would be worthwhile to get testimonials from businesses CEDA has issued to so that we could have them on hand. Ms. Dmitrenko agreed and said she would contact some businesses and non-profits that we have helped.

Board Member Cindy Trobitz-Thomas thanked Ms. Dmitrenko for her assistance with Lost Coast Brewery the day before.

Other Business

Adjournment

Motion: Board Member, Bruce Stenslie moved to adjourn the meeting. Board Member, Cindy Trobitz-Thomas seconded the motion. The motion passed unanimously by voice vote.

Board Secretary, Bruce Kern adjourned the meeting at 3:22 pm.

Staff Report

Action Requested	Adopt Resolution 10-41 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan for the Purpose of Financing the Cost of Construction, Improvement, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of the Society for the Prevention of Cruelty of Animals for Monterey County, Inc., Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
Borrower(s)	Society for the Prevention of Cruelty of Animals (SPCA) for Monterey County, Inc.
Borrower Description	The SPCA for Monterey County is a nonprofit, independent, donor-supported humane society that has been serving the animals and people of Monterey County since 1905. The SPCA provides support to all animals including dogs, cats, horses, wildlife and exotics through private donations.
Public Benefits	The proposed financing provides the borrower with permanent financing used for the acquisition, renovation, furnishing and equipping costs. It will provide the borrower with a fixed rate and which will create a more stable cash flow. This will allow the non-profit to better identify their fixed costs and may give them the ability to expand their staff.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA’s Bond Issuance Policies and Procedures:</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; and ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution 10-41, which authorizes and approves a loan agreement, for the Society for the Prevention of Cruelty of Animals for Monterey County, Inc.

RESOLUTION NO. 10- 41

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE A LOAN FOR THE PURPOSE OF FINANCING THE COST OF CONSTRUCTION, IMPROVEMENT, INSTALLATION, REHABILITATION, EQUIPPING AND FURNISHING OF CERTAIN FACILITIES FOR THE BENEFIT OF THE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS FOR MONTEREY COUNTY, INC., PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), the cities of Eureka, Lancaster and Selma entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the California Enterprise Development Authority (the “Authority”) was organized; and

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into loan agreements to, among other things, finance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, pursuant to the provisions of the Act, the public agencies which are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the power to acquire and dispose of property, both real and personal; and

WHEREAS, the County of Monterey (the “County”) is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal; and

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement for the purposes of promoting economic development; and

WHEREAS, the Society for the Prevention of Cruelty to Animals for Monterey County, Inc., a California nonprofit public benefit corporation (the “Borrower”), has submitted an application to the Authority requesting the Authority to make a loan (the “Borrower Loan”) in the aggregate principal amount not to exceed \$5,000,000 to the Borrower for the purpose of (i) financing the costs of constructing, improving, rehabilitating, equipping and furnishing animal care and adoption facilities located at 1002 Highways 68, in the unincorporated county of Monterey, California, including, but not limited to, a new 3-building adoption center, kennel and cat holding areas, animal receiving, evaluation and treatment areas, a dog training area, employee showers and locker rooms, administrative offices, and related infrastructure and other related facilities (the “Facilities”), and (ii) paying certain costs of issuance in connection with the financing (collectively, the “Project”); and

WHEREAS, the Authority intends to use the proceeds of a tax-exempt loan from First Republic Bank (the “Lender”) to the Authority (the “Authority Loan”) to make the Borrower Loan; and

WHEREAS, there has been filed with the Secretary of the Authority a proposed form of a Master Loan Agreement (the “Loan Agreement”), by and among the Lender, the Authority and the Borrower; and

WHEREAS, in accordance with the requirements of Section 147(f) of the Code, the Board of Supervisors of the County adopted, on November 30, 2010, a resolution approving the Authority Loan, in order to finance the Project; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the County and surrounding communities through the animal care and adoption services to be provided by the Borrower and will also create and retain employment opportunities for residents of the County and surrounding communities over the long term; and

WHEREAS, the financing for the Borrower through the Authority will result in a more economical and efficient funding process because of the Authority’s expertise in conduit financings; and

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the California Enterprise Development Authority, as follows:

Section 1. The Authority finds that it is in the public interest to assist the Borrower in financing the Project.

Section 2. The Authority hereby approves of the entering into the Authority Loan on a tax-exempt basis and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Authority understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loan. The payments to be made by the Authority to the Lender under the Authority Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of Authority) under the Borrower Loan.

The Issuer Loan and the interest thereon shall be special, limited obligations of the Authority, and payment of the principal of, redemption premium, if any, and interest on, the Issuer Loan shall be made solely from loan payments made by the Borrower with respect to the Borrower Loan, and the Issuer Loan shall not be deemed to constitute a general obligation of the Authority or of any member of the Authority or an obligation or commitment by the Authority to expend any of its funds other than from certain funds received under the Loan Agreement.

Section 3. The proposed form of the Loan Agreement by and among the Lender, the Authority and the Borrower, on file with the Secretary of the Authority, is hereby approved. The Chairman or the Vice Chairman of the Board of Directors, or the Executive Director of the Authority (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Loan Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Loan Agreement.

Section 4. The Authority approves the Authority Loan on a tax-exempt and/or taxable basis and the making of the Borrower Loan to the Borrower in an amount not to exceed \$5,000,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Loan Agreement, and the

Authority Loan shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 5. All assignments, consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the borrowing of amounts from the Lender and the making of the Borrower Loan to the Borrower, any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any assignment by Lender to an affiliate of Lender, accredited investor or qualified institutional buyer or any prepayment of the Borrower Loan, may be given or taken by the Chairman or the Executive Director or any designee of either of them without further authorization by this Board of Directors of the Authority, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

Section 6. All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan borrowing of funds from the Lender and the Borrower Loan to the Borrower are hereby approved, confirmed and ratified, and the officials of the Authority 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, agreements and documents, including, without limitation, a tax certificate and agreement, which they or bond counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan and otherwise to effectuate the purposes of this Resolution, and the Secretary or Assistant Secretary of the Authority is authorized to attest the execution of such certificates, agreements and documents.

The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this December 1, 2010.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By: _____
Wayne Schell, Chairman

ATTEST:

By: _____
Gurbax Sahota, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on December 1, 2010.

Gurbax Sahota, Assistant Secretary

Staff Report

Action Requested	Adopt Resolution 10-42 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which the California Enterprise Development Authority will make a Loan in an Amount not to Exceed \$5,500,000 for the Purpose of Financing and Refinancing the Cost of the Acquisition, Renovation and Construction, Equipping and Furnishing of Certain Facilities for the Benefit of North County Health Project Incorporated, a Nonprofit Public Benefit Corporation, doing Business as North County Health Services, Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
Borrower(s)	North County Health Project Incorporated, a nonprofit public benefit corporation, doing business as North County Health Services
Borrower Description	<p>North County Health Project, Inc., doing business as North County Health Services (NCHS) began providing health services to low-income residents in 1971. The non-profit serves primarily the rural area of North San Diego County, California. Responding to the need to provide health services to low-income patients underlies the mission of NCHS "to improve the health status of our diverse communities by providing quality healthcare that is comprehensive, affordable, and culturally sensitive." Since 1971, NCHS has grown to eleven health centers (including two mobile clinics), to fully cover the gaps in health services throughout the North County.</p> <p>These centers are located in five cities serving rural, semi-rural, suburban and urban populations in Ramona (1) and San Marcos (2) and coastal cities of Encinitas (2), Carlsbad (1), and Oceanside (4 including a dental site). In addition, NCHS operates two fully-equipped, mobile clinics which provide both medical and dental services to better serve migrant farm workers and their families who have significant access barriers. In 2009 NCHS served more than 60,000 low-income, working-poor residents and provided over 250,000 medical, dental and mental health visits.</p>
Public Benefits	The proposed financing and refinancing of the borrower's acquisition, construction, renovation, furnishing and equipping costs will significantly reduce the borrower's interest costs. Approval of this request will result in significant cost savings by lowering the borrower's overall debt service payments and provide them with the funds needed for expansion and improvements. This action affords the health center the opportunity to improve cash flow and allow them to potentially increase their net income.
TEFRA Hearing	The Board of Supervisors of San Diego County held a public hearing on November 9, 2010, following a public notice published in a newspaper of general circulation. The Board of Supervisors unanimously approved the financing.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA's Bond Issuance Policies and Procedures</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; and ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution 10-42, which authorizes and approves a loan agreement, which allows up to a \$5.5 million loan financing for North County Health Project Incorporated.

RESOLUTION NO. 10-42

RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE A LOAN IN AN AMOUNT NOT TO EXCEED \$5,500,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE COST OF THE ACQUISITION, RENOVATION AND CONSTRUCTION, EQUIPPING AND FURNISHING OF CERTAIN FACILITIES FOR THE BENEFIT OF NORTH COUNTY HEALTH PROJECT INCORPORATED, A NONPROFIT PUBLIC BENEFIT CORPORATION, DOING BUSINESS AS NORTH COUNTY HEALTH SERVICES, PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), the cities of Eureka, Lancaster and Selma entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the California Enterprise Development Authority (the “Authority”) was organized; and

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into loan agreements to, among other things, finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, pursuant to the provisions of the Act, the public agencies which are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the power to acquire and dispose of property, both real and personal; and

WHEREAS, the County of San Diego is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal; and

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement for the purposes of promoting economic development; and

WHEREAS, North County Health Project Incorporated, a nonprofit public benefit corporation, doing business as North County Health Services, a California nonprofit public benefit corporation (the “Borrower”), has submitted an application to the Authority requesting the Authority to make one or more loans (the “Borrower Loan”) in the aggregate principal amount not to exceed \$5,500,000 to the Borrower for the purpose (i) refinancing the outstanding ABAG Finance Authority For Nonprofit Corporations Certificates of Participation, North County Health Project Incorporated, the proceeds of which were used finance the acquisition, construction, equipping and furnishing of health care facilities on the real property located at 150 Valpreda Road, San Marcos, California 92069, (2) financing the acquisition, rehabilitation, equipping and furnishing of health care facilities on the real property located at 2210 Mesa Drive, Oceanside, California 92054

(collectively, the “Facilities”) and (2) paying certain costs of issuance in connection with the Borrower Loan (collectively, the “Project”); and

WHEREAS, the Authority intends to use the proceeds of one or more tax-exempt loans from City National Bank (the “Lender”) to the Authority (the “Authority Loan”) to make the Borrower Loan; and

WHEREAS, there has been filed with the Secretary of the Authority a proposed form of a (i) Loan Agreement (the “Loan Agreement”), by and among the Lender, the Authority and the Borrower and (ii) the Deed of Trust Assignment Agreement (the “Deed of Trust Assignment Agreement”), between the Authority and the Lender; and

WHEREAS, in accordance with the requirements of Section 147(f) of the Code, the Board of Supervisors of the County of San Diego adopted, on November 9, 2010, a resolution approving the Authority Loan, in order to finance the Project; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the County through the services to be provided by the Borrower by furthering its mission of providing comprehensive health services to the uninsured, underinsured and unemployed population of the North San Diego County region and the Facilities will also create employment opportunities for residents of the County over the long term; and

WHEREAS, the financing for the Borrower through the Authority will result in a more economical and efficient funding process because of the Authority’s expertise in conduit financings;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the California Enterprise Development Authority, as follows:

Section 1. The Authority finds that it is in the public interest to assist the Borrower in financing the Project.

Section 2. The Authority hereby approves of the entering into the Authority Loan on a tax-exempt basis and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Authority understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loan. The payments to be made by the Authority to the Lender under the Authority Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of Authority) under the Borrower Loan.

Section 3. The proposed form of the Loan Agreement by and among the Lender, the Authority and the Borrower, on file with the Secretary of the Authority, is hereby approved. The Chairman or the Vice Chairman of the Board of Directors, or the Executive Director of the Authority (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Loan Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of the Deed of Trust Assignment Agreement between the

Authority and the Lender, on file with the Secretary of the Authority, is hereby approved. The Authorized Signatories, acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Deed of Trust Assignment Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Authority approves the Authority Loan on a tax-exempt basis and the making of the Borrower Loan to the Borrower in an amount not to exceed \$5,500,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Loan Agreement, and the Authority Loan shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 6. All assignments, consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the borrowing of amounts from the Lender and the making of the Borrower Loan to the Borrower, any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any assignment by Lender to an affiliate of Lender or qualified institutional buyer or any prepayment of the Borrower Loan, may be given or taken by the Chairman or the Executive Director or any designee of either of them without further authorization by this Board of Directors of the Authority, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

Section 7. All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan borrowing of funds from the Lender and the Borrower Loan to the Borrower are hereby approved, confirmed and ratified, and the officials of the Authority 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, agreements and documents, including, without limitation, a tax certificate and agreement, which they or bond counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan and otherwise to effectuate the purposes of this Resolution.

The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 1st day of December, 2010.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By: _____
Wayne Schell, Chairman

ATTEST:

Gurbax Sahota, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on December 1, 2010.

Gurbax Sahota, Assistant Secretary

Staff Report

Action Requested	Adopt Resolution 10-43 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to Which the California Enterprise Development Authority will make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Installation, Rehabilitation, Equipping and Furnishing of Certain Facilities for the Benefit of Santa Barbara Student Housing, Providing the terms and Conditions for Such Loan Agreement and Other Matters Relating thereto Herein Specified.
Borrower(s)	Santa Barbara Student Housing
Borrower Description	Santa Barbara Student Housing is a non-profit providing low-cost cooperative housing options to the students, staff and faculty of the University of California at Santa Barbara.
Public Benefits	The proceeds of the loan will be used to refinance the borrower's acquisition, renovation, furnishing, and equipping costs associated with four separate housing units. The refinancing will provide the borrower with a lower fixed rate and allow them to consolidate debt. In addition, the interest savings will create a more stable cash flow for the borrower and allow them to keep their rents low.
TEFRA Hearing	The public hearing in the County of Santa Barbara approved the financing at the October 26, 2010 Board of Supervisors meeting.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA's Bond Issuance Policies and Procedures</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution 10-43, which authorizes and approves a loan agreement for the benefit of Santa Barbara Student Housing.

RESOLUTION NO. 10-43

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE A LOAN FOR THE PURPOSE OF FINANCING AND REFINANCING THE COST OF ACQUISITION, CONSTRUCTION, INSTALLATION, REHABILITATION, EQUIPPING AND FURNISHING OF CERTAIN FACILITIES FOR THE BENEFIT OF SANTA BARBARA STUDENT HOUSING, PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), the cities of Eureka, Lancaster and Selma entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the California Enterprise Development Authority (the “Authority”) was organized;

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into loan agreements to, among other things, finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”);

WHEREAS, pursuant to the provisions of the Act, the public agencies which are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the power to acquire and dispose of property, both real and personal; and

WHEREAS, the County of Santa Barbara (the “County”) is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal; and

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement for the purposes of promoting economic development; and

WHEREAS, Santa Barbara Student Housing, a California nonprofit public benefit corporation (the “Borrower”), has submitted an application to the Authority requesting the Authority to make a loan (the “Borrower Loan”) in the aggregate principal amount not to exceed \$3,500,000 to the Borrower for the purpose of (i) financing and refinancing the costs of acquisition, construction, installation, rehabilitation, equipping and furnishing of student housing facilities located at (a) 777 Camino Pescadero, Santa Barbara, California 93117, (b) 732 Embarcadero Del Norte, Santa Barbara, California, 93117, (c) 6503 Madrid, Santa Barbara, California 93117, (d) 6719 Sabado Tarde, Santa Barbara, California 93117, and (e) 6612 Sueno Road, Santa Barbara, California 93117 (collectively, the “Facilities”), and (ii) paying certain costs of issuance in connection with the financing (collectively, the “Project”); and

WHEREAS, the Authority intends to use the proceeds of a tax-exempt loan from First Republic Bank (the “Lender”) to the Authority (the “Authority Loan”) to make the Borrower Loan;

WHEREAS, there has been filed with the Secretary of the Authority a proposed form of a (i) Master Loan Agreement (the “Loan Agreement”), by and among the Lender, the Authority and the Borrower, and (ii) the Deed of Trust Assignment Agreement (the “Deed of Trust Assignment Agreement”), between the Authority and the Lender; and

WHEREAS, in accordance with the requirements of Section 147(f) of the Code, the Board of Supervisors of the County adopted, on October 26, 2010, a resolution approving the Authority Loan, in order to finance and refinance the Project; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the County and surrounding communities through the provision of affordable student housing to be provided by the Borrower and will also create and retain employment opportunities for residents of the County and surrounding communities over the long term; and

WHEREAS, the financing for the Borrower through the Authority will result in a more economical and efficient funding process because of the Authority’s expertise in conduit financings; and

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the California Enterprise Development Authority, as follows:

Section 1. The Authority finds that it is in the public interest to assist the Borrower in financing the Project.

Section 2. The Authority hereby approves of the entering into the Authority Loan on a tax-exempt basis and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Authority understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loan. The payments to be made by the Authority to the Lender under the Authority Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of Authority) under the Borrower Loan.

The Issuer Loan and the interest thereon shall be special, limited obligations of the Authority, and payment of the principal of, redemption premium, if any, and interest on, the Issuer Loan shall be made solely from loan payments made by the Borrower with respect to the Borrower Loan, and the Issuer Loan shall not be deemed to constitute a general obligation of the Authority or of any member of the Authority or an obligation or commitment by the Authority to expend any of its funds other than from certain funds received under the Loan Agreement.

Section 3. The proposed form of the Loan Agreement by and among the Lender, the Authority and the Borrower, on file with the Secretary of the Authority, is hereby approved. The Chairman or the Vice Chairman of the Board of Directors, or the Executive Director of the Authority (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Loan Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Loan Agreement.

Section 4. The proposed form of the Deed of Trust Assignment Agreement between the Authority and the Lender, on file with the Secretary of the Authority, is hereby approved. The Authorized Signatories, acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Deed of Trust Assignment Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions

therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Authority approves the Authority Loan on a tax-exempt and/or taxable basis and the making of the Borrower Loan to the Borrower in an amount not to exceed \$3,500,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Loan Agreement, and the Authority Loan shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 6. All assignments, consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the borrowing of amounts from the Lender and the making of the Borrower Loan to the Borrower, any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any assignment by Lender to an affiliate of Lender, accredited investor or qualified institutional buyer or any prepayment of the Borrower Loan, may be given or taken by the Chairman or the Executive Director or any designee of either of them without further authorization by this Board of Directors of the Authority, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

Section 7. All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan borrowing of funds from the Lender and the Borrower Loan to the Borrower are hereby approved, confirmed and ratified, and the officials of the Authority 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, agreements and documents, including, without limitation, a tax certificate and agreement, which they or bond counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan and otherwise to effectuate the purposes of this Resolution, and the Secretary or Assistant Secretary of the Authority is authorized to attest the execution of such certificates, agreements and documents.

The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this December 1, 2010.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By: _____
Wayne Schell, Chairman

ATTEST:

Gurbax Sahota, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on December 1, 2010.

Gurbax Sahota, Assistant Secretary

