

RESOLUTION NO. 2013-001

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE ANAHEIM TRANSPORTATION NETWORK
APPROVING SETTLEMENT OF DISPUTES AND AUTHORIZING EXECUTION OF DOCUMENTS, AND
PERFORMANCE OF ACTIONS IN SETTLEMENT OF DISPUTES**

WHEREAS, in July of 2009 the Anaheim Transportation Network ("ATN") entered an agreement with MV Transportation ("MV") entitled Agreement Regarding Operation of Anaheim Resort Transportation Service, and thereafter subsequently entered five amendments thereto (the agreement and five amendments shall herein be referred to as "2009 Agreement"); and

WHEREAS, during implementation of the Agreement, a number of disputes arose in connection with the respective parties' rights, duties and obligations under the Agreement; and

WHEREAS, in an effort to resolve these disputes, the parties entered into mediation before Judge Leo Pappas (ret.) and participated in mediation; and

WHEREAS, this mediation process resulted in a proposed Settlement Agreement and Full and Final Release of Claims (the "Settlement Agreement", attached hereto as Attachment A) being negotiated by the parties representatives and counsel; and

WHEREAS, without admitting any liability or fault, each of the parties to the proposed Settlement Agreement now desire to resolve all aspects of the dispute (as defined in the Settlement Agreement) among themselves.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF ATN DOES HEREBY RESOLVE, FIND, DETERMINE AND ORDER AS FOLLOWS:

Section 1: The ATN Board of Directors hereby approves the Settlement Agreement.

Section 2: The ATN Board of Directors authorizes the Executive Director, or her designee, to perform such acts, pay such sums and execute such other documents as are necessary to settle the disputes in accordance with the Settlement Agreement.

Adopted, signed and approved this 23 day of January 2013.


Chairman

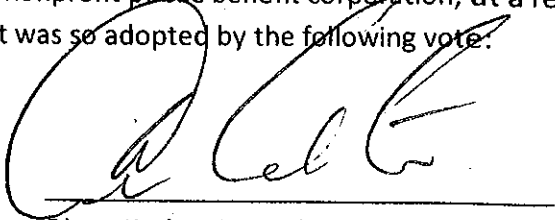
[Certification contained on next page.]

Attest:


Diana Kotler, Executive Director

I Diana Kotler, Executive Director of the Anaheim Transportation Network, do hereby certify that the foregoing Resolution No. 2013-001 of the Board of Directors was duly adopted by the Board of Directors of the Anaheim Transportation Network, a California nonprofit public benefit corporation, at a regular meeting of the Board on 23, January 2013, and that it was so adopted by the following vote:

YEAS:
NEAS:
ABST:


Diana Kotler, Executive Director