

RESOLUTION NO. 2014-003

RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE ANAHEIM TRANSPORTATION NETWORK  
APPROVING CERTAIN LOANS AND LETTERS OF CREDIT

WHEREAS, the Anaheim Transportation Network, a California nonprofit public benefit corporation ("Corporation") is considering refinancing its outstanding loan with Citizens Business Bank ("CBB Loan") which was obtained to purchase the real property located at 1354 South Anaheim Boulevard, Anaheim, CA (the "Property"), with the principal balance of \$1,687,500 and a maturity date of April 4, 2015;

WHEREAS, the CBB Loan and the Property are held by ATN Asset Holding Company, LLC, a California limited liability company (the "Holding Company"), whose sole member and manager is the Corporation;

WHEREAS, the Corporation wishes to refinance the CBB Loan for an amount equal to approximately \$2,250,000 in order to pay off the CBB Loan of approximately \$1,687,500 and use any additional loan amounts towards tenant improvements to the Property;

WHEREAS, on May 7, 2014, the Corporation provided several financial institutions Request for Proposal #14-007 ("RFP") to determine the Corporation's options for refinancing the CBB Loan;

WHEREAS, after reviewing the responses to the RFP, the Corporation requested a best and final offer from Citizens Business Bank and Bank of America;

WHEREAS, Citizens Business Bank provided a best and final offer with a loan amount equal to the lesser of \$2,300,000 or 75% of the bank appraised "as is" value of the Property. Citizens Business Bank appraised the "as is" value of the Property at \$2,600,000, creating a 75% loan to value amount of \$1,950,000;

WHEREAS, Bank of America provided a best and final offer with a loan amount equal to the lesser of \$2,250,000 or 80% of the bank appraised "as is" value of the Property. Bank of America appraised the "as is" value of the Property at \$3,000,000, creating an 80% loan to value amount of \$2,400,000;

WHEREAS, after reviewing the best and final offers from Citizens Business Bank and Bank of America, the Corporation determined Citizens Business Bank's best and final offer of \$1,950,000 was not sufficient to pay off the CBB Loan and allow for tenant improvements to the Property;

WHEREAS, the Corporation has determined it is in the best interests of the Corporation to accept Bank of America's proposal to refinance the CBB Loan, execute a deed of trust to secure repayment of the new loan (which documents are further described below), and allow for any loan amounts above the payoff amount of the CBB Loan to be used toward tenant improvements to the Property.

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

Section 1: As sole member and manager of the Holding Company, the Corporation is authorized to enter into, and bind, Holding Company to those agreements described herein;

Section 2: The Corporation hereby approves that certain owner occupied real estate loan ("Loan Agreement") with Bank of America ("Lender") to refinance the CBB Loan, pursuant to the terms detailed in Lender's binding commitment letter (the "Loan"). The Loan principal amount of the Loan shall equal \$2,250,000. The Loan shall be secured by a deed of trust recorded on title to the Property ("Deed of Trust" and with Loan Agreement, collectively "Loan Documents").

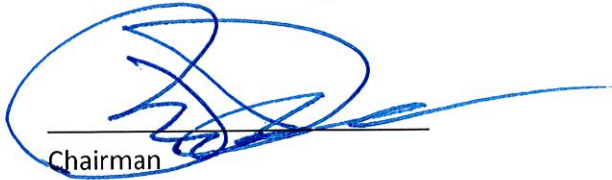
Section 3: Any amount of the Loan remaining after repayment of the CBB Loan shall be used towards tenant improvements to the Property, including automating the gate for security and repaving the parking lot for safety and facility longevity.

Section 4: The form of Loan Documents and Letter of Credit shall be commercially standard and must contain the terms of the Loan Agreement as approved in Section 2, and approved as to form and content by counsel for the Corporation; that the negotiations with respect to same are hereby ratified; and that the Chairman (or if permitted by Lender the Executive Director) of the Corporation is hereby authorized and directed to execute the Loan Documents and the Letter of Credit, with such changes as said officer(s) may approve, such approval to be conclusively evidenced by his execution and delivery of same on behalf of the Corporation.

Section 5: The Chairman (or if permitted by Lender the Executive Director) of the Corporation is authorized and directed to deliver to Lender such corporate papers, certificates and other papers and documents as may be required by Lender and to take such action as may be necessary or proper in order to consummate the transaction authorized in this and the preceding resolution.

*[Signatures continued on next page.]*

Adopted, signed and approved this 7<sup>th</sup> day of November, 2014.



Chairman

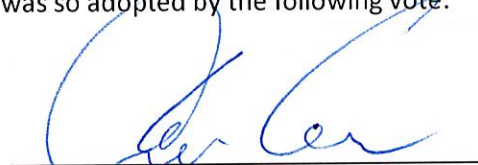
Attest:



Diana Kotler, Executive Director

I, Diana Kotler, Executive Director of the Anaheim Transportation Network, do hereby certify that the foregoing Resolution No. 2014-003 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 special meeting of the Board on November 7, 2014, and that it was so adopted by the following vote:

YEAS: 10  
NEAS: 0  
ABST: 3



Diana Kotler, Executive Director