

**CALIFORNIA ALTERNATIVE ENERGY AND  
ADVANCED TRANSPORTATION FINANCING AUTHORITY**

*Request to Amend the Sales and Use Tax Exclusion Award  
Resolution to Add a Participating Party <sup>1</sup>*

**Applied Medical Resources Corporation and its subsidiary, Applied Manufacturing, LLC  
Application No. 21-SM025**

**Tuesday, May 18, 2021**

Prepared By: *Xee Moua, Program Analyst*

**SUMMARY**

**Applicant** – Applied Medical Resources Corporation and its subsidiary, Applied Manufacturing, LLC

**Location** – Rancho Santa Margarita, Orange County

**Industry** – Medical Device Manufacturing

**Project** – Expansion of Existing Medical Device Manufacturing Facility  
(Advanced Manufacturing)

Value of Qualified Property	Estimated Sales and Use Tax Exclusion (“STE”) Amount <sup>2</sup>
\$150,547,889	\$12,796,571

Estimated Net Benefit <sup>3</sup>	Dollar Value	Points Earned <sup>4</sup>
Estimated Fiscal Benefits	\$29,076,792	2,272
Estimated Environmental Benefits	N/A	85
Additional Benefits	N/A	180
<b>Total</b>	<b>\$29,076,792</b>	<b>2,537</b>
<b>Estimated Quantifiable Net Benefit</b>	<b>\$16,280,222</b>	

**Staff Recommendation** – Approval of an amendment to Resolution No. 21-SM025 to add Applied Manufacturing, LLC, as a participating party to the Regulatory Agreement.

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<sup>1</sup> All capitalized terms not defined in this document are defined in the Program’s statutes and regulations.

<sup>2</sup> This amount is calculated based on the average statewide sales tax rate of 8.5% at the time of approval.

<sup>3</sup> Applications that earn a Total Score of at least 1,000 points and an Environmental Benefits Score of over 20 points may be recommended for approval. (California Code of Regulations Title 4, Division 13, Section 10033(c)(6).)

<sup>4</sup> Dollar values and point values in the staff summary may not add up correctly due to rounding in the Application worksheet.

**REQUEST**

On March 16, 2021, the California Alternative Energy and Advanced Transportation Financing Authority (“CAEATFA”) Board approved a sales and use tax exclusion (“STE”) for Applied Medical Resources Corporation (the “Applicant”) for the purchase of up to \$150,547,889 in Qualified Property to expand and upgrade its existing medical device manufacturing facility located in Rancho Santa Margarita (the “Project”).

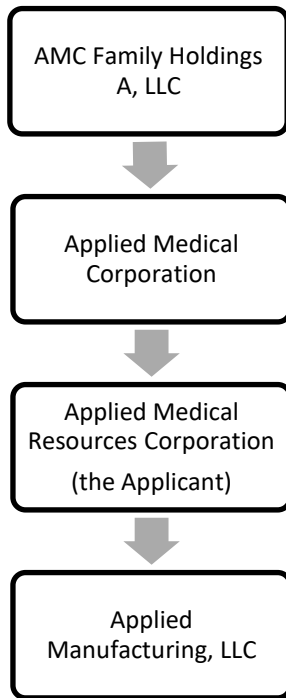
In the process of executing the Applicant’s Regulatory Agreement, CAEATFA staff (“Staff”) was informed that the Applicant’s subsidiary, Applied Manufacturing, LLC, (“Applied Manufacturing”) had been delegated the responsibility of purchasing and acquiring the infrastructure, equipment, and machinery needed to support the Project. The Applicant entered into the Regulatory Agreement with CAEATFA on April 14, 2021, to begin making Qualified Property purchases, and submitted a formal request dated April 15, 2021, to add Applied Manufacturing as a participating party to the Regulatory Agreement.

**THE APPLICANT**

Applied Manufacturing is a California limited liability company that formed in November 2017 and is wholly owned by the Applicant. The Applicant is a California corporation that formed in 1987 and is a wholly-owned subsidiary of Applied Medical Corporation. The Applicant is a medical device company headquartered in Santa Rancho Margarita that specializes in advanced medical research and development, clinical testing, manufacturing, sales, distribution, servicing, and education. The Applicant states its surgical tools have been used for minimally invasive and general surgeries, as well as specialized treatments related to cardiology, urology, bariatrics, obstetrics, gynecology, and vascular and colorectal conditions. To date, the Applicant serves more than 75 countries worldwide.

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The chain of ownership is as follows:



The corporate officers of AMC Family Holdings A, LLC are:

Manager: AMC Family Management, Inc.  
Said Hilal, President of AMC Family Management, Inc.

The corporate officers of Applied Medical Corporation are:

Said Hilal, President & Chief Executive Officer  
Samir Tall, Chief Financial Officer  
Nabil Hilal, Group President, Strategic Infrastructures  
Gary Johnson, Group President, Advanced Energy  
Ted Stanley, Group President, Field Implementation  
Jeremy Albrecht, Group President  
Zoran Falkenstein, Group President  
Dima Hilal, Group President  
Serene Wachli, Group President  
Tom Wachli, Group President  
Hany Louis, Chief Accounting Officer

The corporate officers of Applied Medical Resources Corporation are:

Said Hilal, President & Chief Executive Officer  
Samir Tall, Chief Financial Officer  
Nabil Hilal, Group President, Strategic Infrastructures  
Gary Johnson, Group President, Advanced Energy  
Ted Stanley, Group President, Field Implementation  
Jeremy Albrecht, Group President  
Zoran Falkenstein, Group President  
Dima Hilal, Group President  
Serene Wachli, Group President  
Tom Wachli, Group President  
Hany Louis, Chief Accounting Officer

The corporate officers of Applied Manufacturing, LLC, are:

Tom Wachli, President

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## **THE PROJECT**

The Applicant received an STE award to expand and upgrade its existing medical device manufacturing facility located in Rancho Santa Margarita (the “Project”). The Applicant states

its vertically integrated business allows mass production to occur in-house, which helps to control costs, better manage supply lines, and improve quality control, availability, and compliance. The Applicant explains other production advancements include the use of additive manufacturing and advanced materials, such as gel technologies, thermoplastics, and thermosets. Additionally, the Applicant states the Project will utilize tools and methods to manufacture complex product components made of metals, plastics, or ceramic, such as computer numerical control machinery, electrical discharge, precision design, and metal stamping machineries, to perform detailed machining actions down to 0.000001 of an inch.

The Applicant states it has adopted an environmental sustainability plan to help the Project reduce energy, water, and material consumption. For example, the Project is anticipated to save energy through the use of solar panels and improved cogeneration and combined heat and power systems. Additionally, the Applicant states the Project will reduce the amount of material waste generated due to the use of resource-efficient machinery, such as new injection molding machines.

### **STAFF EVALUATION**

Statutes limit the use of STE Program awards to any “participating party” (Section 6010.8 of the Revenue and Taxation Code). A “participating party” is defined as an entity that seeks financial assistance (Section 26003(a)(7)(B) of the Public Resources Code) as part of the STE Program (Section 26011.8 of the Public Resources Code). Section 3 of the Applicant’s Resolution No. 21-SM025 provides that the Applicant is a “participating party” within the meaning of the STE Program.

The Applicant has requested to add Applied Manufacturing as a participating party in order to continue with the Project as originally intended. As previously stated, Applied Manufacturing has been designated to purchase and acquire the infrastructure, equipment, and machinery needed to support the Project. According to the Applicant, Applied Manufacturing was not included in the original Application submission as the Applicant had incorrectly assumed that its wholly-owned subsidiary would automatically be a participating party of the approved STE award.

Amending Resolution No. 21-SM025 to add Applied Manufacturing as a participating party to the Regulatory Agreement will allow the proposed Project to continue and the state to receive the estimated benefits of the original Project.

### **LEGAL QUESTIONNAIRE**

Staff has reviewed the Applicant’s responses to the questions contained in the Legal Status portion of the Application. The Executive Director, in consultation with legal counsel, has determined that the legal issues disclosed do not affect the financial viability or legal integrity of the Applicant.

**CAEATFA FEES**

In accordance with STE Program regulations,<sup>5</sup> the Applicant has paid an additional fee of \$500 because adding Applied Manufacturing as a participating party qualifies as a modification to the Applicant's Regulatory Agreement.

**RECOMMENDATION**

Staff recommends that the Board approve Applied Medical Resources Corporation's request to amend Resolution No. 21-SM025 to add Applied Manufacturing, LLC, as a participating party.

**ATTACHMENTS**

- Attachment A: Applied Medical Resources Corporation's letter requesting an amendment to the resolution
- Attachment B: Applied Medical Resources Corporation's staff summary at the time of approval

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<sup>5</sup> California Code of Regulations Title 4, Division 13, Section 10036(c)(1).

**RESOLUTION AMENDING RESOLUTION NO. 21-SM025 TO ADD  
APPLIED MANUFACTURING, LLC, AS A PARTICIPATING PARTY**

March 16, 2021

WHEREAS, on March 16, 2021, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority”), a public instrumentality of the State of California, approved Resolution No. 21-SM025 granting a sales and use tax exclusion award for **Applied Medical Resources Corporation** (the “Applicant”) for the purchase of up to \$150,547,889 of Qualified Property to expand and upgrade its existing medical device manufacturing facility located in Rancho Santa Margarita (the “Project”); and

WHEREAS, Applied Manufacturing, LLC, has the authority and responsibility to complete a portion of the Project as described in the Application; and

WHEREAS, the Applicant requests the Authority amend the Regulatory Agreement by amending Resolution No. 21-SM025 to include Applied Manufacturing, LLC, as a participating party.

NOW, THEREFORE, BE IT RESOLVED by the California Alternative Energy and Advanced Transportation Financing Authority, as follows:

Section 1. Resolution No. 21-SM025 dated March 16, 2021, is amended to add Applied Manufacturing, LLC, as a participating party to the Regulatory Agreement.

Section 2. This resolution shall take effect immediately upon its passage.

**Attachment A: Applied Medical Resources Corporation's Letter  
Requesting an Amendment to the Regulatory Agreement (April 15, 2021)**



April 15, 2021

California Alternative Energy & Advanced  
Transportation Financing Authority (CAEATFA)  
915 Capitol Mall, Room 538  
Sacramento, CA 95814  
**SENT VIA EMAIL TO: CAEATFA@treasurer.ca.gov**

**RE: Request to Add Participating Party to STE Agreement**

To Whom It May Concern:

We are writing in regards to the Sales and Use Tax Exclusion Program Regulatory Agreement dated April 14, 2021 (the "Agreement") entered into between Applied Medical Resources Corporation ("AMRC") and California Alternative Energy & Advanced Transportation Financing Authority ("CAEATFA").

**Please consider this letter formal request to add Applied Manufacturing, LLC, a California limited liability company ("AM LLC"), and a wholly owned subsidiary of AMRC, as a Participating Party to the Agreement.**

AM LLC manufactures medical devices components to be assembled, sold, and distributed by the larger Applied Medical organization ("Applied"), and as such, is an integral part of the organization. As the manufacturing subsidiary of AMRC, it is necessary for AM LLC to purchase and acquire the infrastructure, equipment, and machinery necessary to implement these advanced manufacturing processes.

Unfortunately, AM LLC was not originally included in the Sales and Use Tax Exclusion Program application (the "Application") because it was incorrectly assumed by Applied that as a wholly owned subsidiary of AMRC, AM LLC was already considered a Participating Party. It was not until this question was raised prior to executing the Agreement that we learned AMRC and AM LLC are treated as separate entities for purposes of the Sales and Use Tax Exclusion Program (the "Program") and must be distinguished as such in the Application.

As a first-time applicant to the Program, we ask that you please forgive our confusion and grant this request to add AM LLC as a Participating Party to the Agreement.

We appreciate your consideration of this request and look forward to continuing our relationship with CAEATFA. Please feel free to contact me directly if you have any questions or require any additional information.

Sincerely,

  
Samir Tall  
CFO

## Attachment B: Applied Medical Resources Corporation's Staff Summary at the Time of Approval

Agenda Item – 4.G.25  
Resolution No. 21-SM025  
Application No. 21-SM025

### CALIFORNIA ALTERNATIVE ENERGY AND ADVANCED TRANSPORTATION FINANCING AUTHORITY

*Request to Approve Project for a Sales and Use Tax Exclusion<sup>1</sup>*

Applied Medical Resources Corporation  
Application No. 21-SM025

Tuesday, March 16, 2021

Prepared By: *Xee Moua, Program Analyst*

#### SUMMARY

**Applicant** – Applied Medical Resources Corporation

**Location** – Rancho Santa Margarita, Orange County

**Industry** – Medical Device Manufacturing

**Project** – Expansion of Existing Medical Device Manufacturing Facility  
(Advanced Manufacturing)



Value of Qualified Property	Estimated Sales and Use Tax Exclusion ("STE") Amount <sup>2</sup>
\$150,547,889	\$12,796,571 <sup>3</sup>



Estimated Net Benefit <sup>4</sup>	Dollar Value	Points Earned <sup>5</sup>
Estimated Fiscal Benefits	\$29,076,792	2,272
Estimated Environmental Benefits	N/A	85
Additional Benefits	N/A	180
<b>Total</b>	<b>\$29,076,792</b>	<b>2,537</b>
<b>Estimated Quantifiable Net Benefit</b>	<b>\$16,280,222</b>	

**Competitive Criteria Score – 90**

**Staff Recommendation – Approval**

<sup>1</sup> All capitalized terms not defined in this document are defined in the STE Program's statutes and regulations.

<sup>2</sup> This amount is calculated based on the average statewide sales tax rate of 8.5%.

<sup>3</sup> At the first Board meeting of the calendar year, \$15 million in STE is available for Applicants wishing to exceed the \$10 million in STE cap (California Code of Regulations Title 4, Division 13, Section 10032(a)(5)(B)).

<sup>4</sup> Applications that earn a Total Score of at least 1,000 points and an Environmental Benefits Score of over 20 points may be recommended for approval. (California Code of Regulations Title 4, Division 13, Section 10033(c)(6).)

<sup>5</sup> Dollar values and point values in the staff summary may not add up correctly due to rounding in the Application worksheet.



### **THE APPLICANT**

Applied Medical Resources Corporation (the “Applicant”) is a California corporation that formed in 1987 and is a wholly-owned subsidiary of Applied Medical Corporation. The Applicant is a medical device company headquartered in Santa Rancho Margarita that specializes in advanced medical research and development, clinical testing, manufacturing, sales, distribution, servicing, and education. The Applicant states its surgical tools have been used for minimally invasive and general surgeries, as well as specialized treatments related to cardiology, urology, bariatrics, obstetrics, gynecology, and vascular and colorectal conditions. To date, the Applicant serves more than 75 countries worldwide.

The major shareholders (10.0% or greater) of Applied Medical Corporation are:  
AMC Family Holdings A, LLC

The corporate officers of the Applicant are:

Said Hilal, President & Chief Executive Officer  
Samir Tall, Chief Financial Officer  
Nabil Hilal, Group President, Strategic Infrastructures  
Gary Johnson, Group President, Advanced Energy  
Ted Stanley, Group President, Field Implementation  
Jeremy Albrecht, Group President  
Zoran Falkenstein, Group President  
Dima Hilal, Group President  
Serene Wachli, Group President  
Tom Wachli, Group President  
Hany Louis, Chief Accounting Officer

### **THE PROJECT**

Applied Medical Resources Corporation is requesting an STE award to expand and upgrade its existing medical device manufacturing facility located in Rancho Santa Margarita (the “Project”). The Applicant states its vertically integrated business allows mass production to occur in-house, which helps to control costs, better manage supply lines, and improve quality control, availability, and compliance. The Applicant explains other production advancements include the use of additive manufacturing and advanced materials, such as gel technologies, thermoplastics, and thermosets. Additionally, the Applicant states the Project will utilize tools and methods to manufacture complex product components made of metals, plastics, or ceramic, such as computer numerical control machinery, electrical discharge, precision design, and metal stamping machineries, to perform detailed machining actions down to 0.000001 of an inch.

The Applicant states it has adopted an environmental sustainability plan to help the Project reduce energy, water, and material consumption. For example, the Project is anticipated to save

energy through the use of solar panels and improved cogeneration and combined heat and power systems. Additionally, the Applicant states the Project will reduce the amount of material waste generated due to the use of resource-efficient machinery, such as new injection molding machines.

#### **ANTICIPATED COSTS OF QUALIFIED PROPERTY**

The anticipated Qualified Property purchases are listed below:

Building Improvements	\$33,450,000
Cogeneration and Energy Storage System	\$73,976,224
IT and Network Equipment	\$10,218,665
Production Equipment	\$14,308,000
Production Machines	\$11,125,000
Production Presses and Printers	\$5,970,000
Sterilization Equipment	\$1,500,000
<b>Total</b>	<b><u>\$150,547,889</u></b>

*Note: The Qualified Property purchases reported in the Application and shown here in staff's report are estimated costs. At the termination of the Regulatory Agreement, a finalized Project equipment list will be prepared detailing the value of the Project equipment actually acquired, and the estimated tax benefit realized pursuant to Revenue and Tax Code Section 6010.8. Variance from the costs shown in the Application and in this report may occur prior to the closing due to increased costs of certain components of the Project over original estimates, and other reasons. In addition, those costs may vary after closing due to increased costs, as well as common design and equipment modifications during construction, differences in equipment due to future changes in statute or regulation, or for other reasons.*

#### **TIMELINE**

The Applicant anticipates the Project construction will begin in Quarter 1 of 2021, with a place-in-service date of Quarter 2 of 2021.

#### **STATUS OF PERMITS/OTHER REQUIRED APPROVALS**

According to the Applicant, building permits have been secured as of Quarter 2 of 2020. The Applicant states there are no outstanding permits needed for the Project; however, additional permits may be necessary as Qualified Property purchases continue.

#### **COMPETITIVE CRITERIA SCORE**

For Applicants wishing to exceed the \$10 million in STE cap, \$15 million in STE will be available to award to Applicants in addition to the \$10 million in STE cap at the first Board

meeting of the calendar year. The Applications will be reviewed and presented to the CAEATFA Board for approval in the order in which they are ranked based on Competitive Criteria.

The Applicant received 90 Competitive Criteria points as follows:

1. **Environmental Benefits (0 of 100 points).** The Applicant's Project did not earn any environmental benefits points, as calculated pursuant to the method for calculating points for environmental benefits for Advanced Transportation, Alternative Source, and Recycled Resource Extraction Applications in Section 10033(c)(4). Therefore, no points are awarded.
2. **Unemployment (0 of 50 points).** The Applicant's Project is located in Orange County, which has an average annual unemployment rate of 7.5%.<sup>6</sup> When compared to the statewide average annual unemployment rate of 9.1%, the Project location earned the Applicant zero points.
3. **Job Creation (75 of 75 points).** The Applicant anticipates the Project will support a total of 5,108 production-related jobs at its Facility. CAEATFA estimates that approximately 273.47 of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned 75 points.
4. **California Headquarters (15 of 15 points).** The Applicant has a California Corporate Headquarters, and, therefore, 15 points are awarded.
5. **Natural Disaster Relief (0 of 50 points).** The Project is not to rebuild or relocate the Applicant's Facility/Facilities due to a fire, flood, storm, or earthquake identified in a state of emergency proclaimed by the Governor within two years of the time of application, and, therefore, zero points are awarded.
6. **Eligibility for Manufacturing and Research and Development Equipment Exemption (0 of 50 points).** The Applicant is eligible to use one or more of the exemptions established pursuant to Section 6377.1 of the Revenue and Taxation Code, and, therefore, zero points are awarded.

## **PROJECT EVALUATION**

### **PROJECT BENEFITS**

The Project received a Total Score of 2,537 points, which exceeds the required 1,000-point threshold, and a total Environmental Benefits Score of 85 points, which exceeds the 20-point threshold.

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<sup>6</sup> Unemployment rates are based on data available in October 2020.

- A. **Fiscal Benefits (2,272 points).** The net present value of the total fiscal benefits over the lifetime of the Qualified Property is derived from the Applicant's sales and use taxes, personal income taxes paid by the firm's employees, firm taxes on profits, property taxes, and other indirect fiscal benefits of the Applicant. The total fiscal benefits amount to \$29,076,792, resulting in a Fiscal Benefits score of 2,272.
- B. **Environmental Benefits (85 points).** The Project earned an Environmental Benefits Score of 85. The Applicant received points in the following categories:
1. **Environmental Sustainability Plan (20 of 20 points).** The Applicant will implement an environmental sustainability plan for the Project that focuses on reducing energy usage, water consumption, greenhouse gas emissions, and waste generation.
  2. **Energy Consumption (28 of 30 points).** The Applicant anticipates the Project will result in a 28% reduction in energy consumption compared to the Applicant's previous manufacturing process through the use of solar panels and improved cogeneration and combined heat and power systems.
  3. **Solid Waste (30 of 30 points).** The Applicant anticipates the Project will result in a 30% reduction in the solid waste produced relative to the Applicant's previous manufacturing process by improving materials recycling rates and converting to form-fitting packaging.
  4. **Hazardous Waste (7 of 30 points).** The Applicant anticipates the Project will result in a 7% reduction in the hazardous waste produced relative to the Applicant's previous manufacturing process through increased waste recycling and other sustainability efforts.
- C. **Additional Benefits (180 points).** Applicants may earn additional points for their Total Score. The Applicant received 180 additional points.
1. **Production Jobs (75 of 75 points).** The Applicant anticipates the Project will support a total of 5,108 production-related jobs at its Facility. CAEATFA estimates that approximately 273.47 of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned 75 points.
  2. **Construction Jobs (30 of 75 points).** The Applicant anticipates the Project will support a total of 500 construction jobs at its Facility. CAEATFA estimates that approximately 26.77 of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned 30 points.

3. **Unemployment (0 of 50 points).** The Applicant's Project is located in Orange County, which has an average annual unemployment rate of 7.5%.<sup>7</sup> When compared to the statewide average annual unemployment rate of 9.1%, the Project location earned the Applicant zero points.
4. **Research and Development Facilities (25 of 25 points).** The Applicant has verified that it has a facility located in California that performs research and development functions related to medical device manufacturing.
5. **Industry Cluster (25 of 25 points).** The industry associated with this Application has been identified by the Orange County Workforce Development Board as an industry cluster of the region of the Project's location.
6. **Benefits and Fringe Benefits (25 of 25 Points).** The Applicant states it provides medical, health, dental, vision, bonuses, retirement contributions, transportation subsidies, education reimbursement, and paid leave to its employees, earning the Applicant 25 points.

#### **LEGAL QUESTIONNAIRE**

Staff has reviewed the Applicant's responses to the questions contained in the Legal Status portion of the Application. The Executive Director, in consultation with legal counsel, has determined that the legal issues disclosed do not affect the financial viability or legal integrity of the Applicant.

#### **CAEATFA FEES**

In accordance with CAEATFA Regulations,<sup>8</sup> the Applicant has paid CAEATFA an Application Fee of \$10,000, and will pay CAEATFA an Administrative Fee of up to \$350,000.

#### **RECOMMENDATION**

Staff recommends the approval of Resolution No. 21-SM025 for Applied Medical Resources Corporation's purchase of qualifying tangible personal property in an amount not to exceed \$150,547,889, anticipated to result in an approximate STE value of \$12,796,571.

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<sup>7</sup> Unemployment rates are based on data available in October 2020.

<sup>8</sup> California Code of Regulations Title 4, Division 13, Section 10036

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A  
REGULATORY AGREEMENT WITH  
APPLIED MEDICAL RESOURCES CORPORATON**

**March 16, 2021**

WHEREAS, the California Alternative Energy and Advanced Transportation Financing Authority (the "Authority") has received the Application of **Applied Medical Resources Corporation** (the "Applicant") for financial assistance under the Sales and Use Tax Exclusion Program, as established in Public Resources Code Section 26011.8; and

WHEREAS, the Applicant qualifies as a Participating Party under Public Resources Code Section 26011.8 and Revenue and Taxation Code Section 6010.8; and

WHEREAS, the Applicant's qualifying tangible personal property meets the requirements of a Project under Public Resources Code Section 26011.8 and Revenue and Taxation Code Section 6010.8 (the "Project"); and

WHEREAS, after the Authority approves an Application, the Authority enters into a Regulatory Agreement, as described in Authority Regulations Section 10030(a), with the Applicant for the Project; and

WHEREAS, the Applicant has estimated the Project has an estimated cost not to exceed \$150,547,889 over a period of three years; and

WHEREAS, the Applicant asserts that this form of financial assistance will enable it to avail itself of the benefits of an exclusion from sales and use taxes relative to the Project pursuant to Revenue and Taxation Code Section 6010.8; and

WHEREAS, the approval of the terms of the Regulatory Agreement and authority for the Executive Director or Chair of the Authority to execute the necessary documents to effectuate the Regulatory Agreement is now sought;

NOW, THEREFORE, BE IT RESOLVED by the California Alternative Energy and Advanced Transportation Financing Authority, as follows:

Section 1. The Regulatory Agreement includes a Project within the meaning of Public Resources Code Section 26003(a)(8)(B).

Section 2. The Regulatory Agreement constitutes financial assistance within the meaning of Public Resources Code Section 26003(a)(6).

Section 3. The Applicant is a participating party within the meaning of Public Resources Code Section 26003(a)(7).

Section 4. The Executive Director or Chair of the Authority (the “Authorized Signatories”) are hereby authorized for and on behalf of the Authority to approve any changes to the Project as the Authorized Signatories deem appropriate, provided that the amount of the qualifying tangible personal property to be purchased for the Project may not be increased above the amount approved by the Authority.

Section 5. The proposed form of the Regulatory Agreement between the Applicant and the Authority, as filed with the Authority prior to this public meeting, is hereby approved. For, on behalf and in the name of the Authority, the Authorized Signatories are hereby authorized and directed to execute, acknowledge, and deliver to the Applicant the Regulatory Agreement in substantially the form filed with or approved by the Authority.

The Regulatory Agreement may contain insertions, deletions or changes as the Authorized Signatories executing the Regulatory Agreement may require or approve, including particular information inserted in substantial conformance with the staff summary and in the Application to the Authority. The approval of the Regulatory Agreement will be conclusively evidenced by the execution and delivery of the final Regulatory Agreement.

The Authority understands and agrees that, pursuant to the terms of the Regulatory Agreement, the obligations of the Applicant, under some circumstances, may be carried out or assumed by a successor or assignee entity, or by an affiliate of the Applicant.

Section 6. Each of the Authorized Signatories, acting alone, is hereby authorized and directed to do any and all ministerial acts, including, without limitation, the execution and delivery of any and all documents and certificates they may deem necessary or advisable to consummate the Regulatory Agreement and otherwise effectuate the purposes of this Resolution.

Section 7. The Applicant shall ensure that all of the qualifying tangible personal property acquired as part of the Project that is listed in the semi-annual reports provided to the Authority pursuant to the Regulatory Agreement will be installed, maintained and operated in compliance with all applicable local, state and federal laws.

Section 8. The Regulatory Agreement shall only apply to qualifying tangible personal property acquired as part of the Project that the Applicant certifies will be installed, maintained and operated at facilities physically located within the State of California.

Section 9. Neither the adoption by the Authority of this Resolution for the Applicant nor the Regulatory Agreement may be referred to in any application before any governmental agency as evidence of the feasibility, practicality or suitability of the Project and may not be referred to in any application for any required permission or authority to acquire, construct or operate the Project.

Section 10. This Resolution is effective immediately and will remain in full force and effect unless the Regulatory Agreement is not executed within thirty (30) days of the date of this Resolution. The Executive Director may extend the thirty (30) days if necessary.