

RESOLUTION NO. 07-02

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE SALE AND ISSUANCE OF NOT TO EXCEED \$34,000,000 AGGREGATE PRINCIPAL AMOUNT OF CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK FIXED RATE REVENUE BONDS (SONOMA ACADEMY PROJECT), SERIES 2007A, B AND C FOR THE PURPOSE OF FINANCING CERTAIN FACILITIES FOR THE BENEFIT OF SONOMA ACADEMY, PROVIDING THE TERMS AND CONDITIONS FOR THE SALE AND ISSUANCE OF SAID BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

WHEREAS, the California Infrastructure and Economic Development Bank (the “Issuer”) was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 et seq.), as now in effect and as it may be amended or supplemented (the “Act”), for the purpose of, among other things, providing financial assistance for the design, construction, financing and development of economic development facilities (as such term is defined in the Act) located in the State of California; and

WHEREAS, Sonoma Academy, a California nonprofit, public benefit corporation (the “Borrower”), has submitted an application to the Issuer for the issuance of revenue bonds, the proceeds of which would be loaned to the Borrower to pay the cost of or reimburse the Borrower for, (1) the construction, installation, equipping and furnishing of a school facility consisting of (a) three new buildings comprising approximately 90,000 square feet in total and including a building to house a gymnasium, administration facilities and arts facilities, a building to house a library, classrooms and digital arts facilities and a building to house a black box theatre and classrooms for theater arts, (b) site improvements including an athletic field, an outdoor amphitheatre and landscaping, and (c) other educational facilities determined to be necessary by the Borrower (collectively, the “Facilities”), all of which will be located at 2500 Farmers Lane, Santa Rosa, California, Assessor’s Parcel No. 044-180-016 (which real property consists of approximately 35 acres and is situated in the southeastern section of the city of Santa Rosa, at the foot of Mt. Taylor and the future intersection of Farmers Lane Extension and Kawana Springs Road), (2) the funding of a reserve fund for the Bonds and (3) the payment of capitalized interest and certain costs of issuance in connection with the financing (collectively, the “Project”); and

WHEREAS, for purposes of financing the cost of the Project, the Issuer now desires (a) to authorize the issuance of its (1) California Infrastructure and Economic Development Bank Senior Fixed Rate Revenue Bonds (Sonoma Academy Project), Series 2007A in an aggregate principal amount not to exceed \$23,000,000 (the “Senior Bonds”), (2) California Infrastructure and Economic Development Bank Subordinate Fixed Rate Revenue Bonds (Sonoma Academy Project), Series 2007B in an aggregate principal amount not to exceed \$7,000,000 (the “Subordinate Bonds”), and (a) California Infrastructure and Economic Development Bank Junior Subordinate Fixed Rate Revenue Bonds (Sonoma Academy Project), Series 2007C in an

aggregate principal amount not to exceed \$4,000,000 (the “Junior Subordinate Bonds” and, together with the Senior Bonds and the Subordinate Bonds, the “Bonds”), (b) to provide for the sale of the Bonds, (c) to provide for the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived from the loan of proceeds of the sale of the Bonds (except for any amount representing accrued interest on the Bonds) to the Borrower to finance the costs of the Project pursuant to the terms and provisions of a loan agreement and (d) to take and authorize certain other actions in connection with the foregoing; and

WHEREAS, the Issuer’s staff held a public hearing on November 8, 2006 (the “Initial Public Hearing”) with respect to the issuance of \$32,000,000 aggregate principal amount of the Bonds for the Project; and

WHEREAS, no written or oral comments were received by the Issuer’s staff prior to or at the Initial Public Hearing with respect to the issuance of the Bonds or the use of the proceeds of the Bonds to finance the Project; and

WHEREAS, subsequent to the Initial Public Hearing, the Borrower notified the Issuer that the aggregate principal amount of Bonds required to finance the Project increased from \$32,000,000 to \$34,000,000; and

WHEREAS, the Issuer’s staff has caused to be published a notice for another public hearing to be held on January 31, 2007 (the “Additional Public Hearing”) with respect to the issuance of \$34,000,000 aggregate principal amount of Bonds for the Project as set forth above; and

WHEREAS, the Issuer may not issue the Bonds to finance the Project until the Board of Directors of the Issuer makes certain determinations relating to the Project as required by the Act and the Issuer’s procedures for the issuance of revenue bonds; and

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Loan Agreement (the “Loan Agreement”), to be entered into by and between the Issuer and the Borrower;

(b) a proposed form of the Indenture of Trust (the “Indenture”), to be entered into between the Issuer and Wells Fargo Bank, National Association, as trustee (the “Trustee”), providing for the authorization and issuance of the Bonds to be dated the date of delivery thereof;

(c) a proposed form of the Purchase Contract (the “Purchase Contract”), to be entered into by and among the Issuer, the purchasers of the Bonds identified therein (the “Purchasers”), and approved by the Borrower; and

(d) a proposed form of the Deed of Trust Assignment Agreement (the “Assignment Agreement”), by and between the Issuer and the Trustee.

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

Section 1. The form of the Loan Agreement on file with the Secretary of the Issuer is hereby approved and the Chair or Executive Director of the Issuer or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Loan Agreement, and the Secretary of the Issuer is authorized to attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Issuer further authorizes and approves the loan of the proceeds of the Bonds (except any amount representing accrued interest on the Bonds) to the Borrower in order to finance the cost of the Project pursuant to the terms and provisions of the Loan Agreement.

Section 2. The form of the Indenture on file with the Secretary of the Issuer is hereby approved and the Chair or Executive Director of the Issuer or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver to the Trustee the Indenture, and the Secretary of the Issuer is authorized to attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 3. The form of the Purchase Contract on file with the Secretary of the Issuer is hereby approved and the Chair or Executive Director of the Issuer or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Purchase Contract, and the Secretary of the Issuer is authorized to attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 4. The form of the Assignment Agreement on file with the Secretary of the Issuer is hereby approved and the Chair or Executive Director of the Issuer or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Assignment Agreement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The Issuer approves the issuance on a tax-exempt basis of not to exceed \$34,000,000 aggregate principal amount of the Bonds for the Project in accordance with the terms of and to be secured by the Indenture; provided, however, that such approval is subject to no negative comments relating to the Project or the financing of the Project with the proceeds of the Bonds being received by the Issuer's staff prior to or at the Additional Public Hearing. Payment of the principal of, premium, if any, and the interest on, the Bonds shall be made solely from the revenues to be received by the Issuer pursuant to the Loan Agreement and Indenture, and said Bonds shall not be deemed to constitute a debt or liability of the Issuer or the State. The Chair or the Executive Director of the Issuer or the Chair's designee, and each of them, acting

alone, is hereby authorized and directed to execute, in the name and on behalf of the Issuer, by manual or facsimile signature, the Bonds, and the Secretary of the Issuer is hereby authorized and directed to attest, by manual or facsimile signature, thereto in an aggregate principal amount not to exceed \$34,000,000 in accordance with the Indenture and in the form set forth in the Indenture. The Bonds shall bear interest at the rates to be determined in accordance with the Indenture.

Section 6. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate and register the Bonds so delivered by executing the appropriate Certificate of Authentication and Registration appearing thereon, and to deliver the Bonds, when duly executed, authenticated and registered, to the Purchasers in accordance with written instructions executed on behalf of the Issuer by the Chair or Executive Director of the Issuer or the Chair's designee, which instructions said officer is hereby authorized and directed, for and in the name of and on behalf of the Issuer, to execute and to deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Purchasers upon payment of the purchase price therefor.

Section 7. Pursuant to Section 63046 of the Act, and based upon representations made by the Borrower, the Board of Directors of the Issuer hereby finds and determines:

- (a) that the Project is located in the State;
- (b) that based upon the commitments of the Purchasers to purchase the Bonds, the Borrower is capable of meeting its obligations with respect to the Bonds to be issued for the Project;
- (c) that the payments to the Issuer are adequate to pay all expenses of the Issuer in connection with the issuance and payment of the Bonds;
- (d) that the issuance of the Bonds is an appropriate financing mechanism for the Project;
- (e) that the Project is consistent with any existing local or regional comprehensive plans; and
- (f) the Project demonstrates clear evidence of a defined public benefit.

Section 8. The Chair or Executive Director of the Issuer or the Chair's designee, and each of them, acting alone, is hereby authorized to execute all documents, certificates and instruments necessary or appropriate to this transaction and the issuance of the Bonds, including, without limitation, a tax regulatory agreement or certificate and no arbitrage certificate. All actions required to be undertaken by the Secretary of the Issuer that are necessary or appropriate to this transaction and the issuance of the Bonds may be undertaken by the Secretary's designee.

Section 9. All actions heretofore taken by the officers and agents of the Issuer with respect to the approval, issuance and sale of the Bonds are hereby approved, confirmed and ratified, and the officers of the Issuer and their authorized designees, deputies and agents are hereby authorized and directed, jointly and severally, to do any and all things and to execute and

deliver any and all certificates and documents which they or bond counsel may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on January 23, 2007, by the following vote:

AYES: Heidig, Rosenstiel, Arnold, Marin, Rice

NOES: None

ABSENT: None

ABSTAIN: None

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary