RESOLUTION NO. 14-18

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF TAX-EXEMPT OBLIGATIONS IN AN AGGREGATE AMOUNT NOT TO EXCEED $40,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF PETERSEN AUTOMOTIVE MUSEUM FOUNDATION, A CALIFORNIA NONPROFIT CORPORATION, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT OBLIGATIONS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS ASSOCIATED THEREWITH

WHEREAS, the California Infrastructure and Economic Development Bank (the "IBank") is duly organized and existing pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) as now in effect and as it may be amended or supplemented (the "Act"); and

WHEREAS, the IBank is authorized under provisions of the Act to issue tax-exempt obligations to provide financing and refinancing for eligible projects located in the State of California; and

WHEREAS, Petersen Automotive Museum Foundation, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application (the "Application") to the IBank for assistance to (1) finance and refinance the cost of design, acquisition, construction, renovation, installation and equipping of improvements to the Borrower's facilities located at 6060 Wilshire Boulevard, Los Angeles, California, and (2) pay certain costs of issuance in connection with the consummation of the Transaction (defined below) and other related costs (collectively, the "Project"); and

WHEREAS, for these purposes, the Borrower has requested the IBank (a) to authorize the issuance and delivery of tax-exempt obligations to be sold to First Republic Bank (the "Lender") in the principal amount not to exceed $40,000,000 (the "Tax-Exempt Obligations"), (b) to loan the proceeds of the Tax-Exempt Obligations to the Borrower to pay the costs of the Project (the "Borrower Loan" and together with the Tax-Exempt Obligations, the "Transaction"), (c) to provide for the payment of the principal of, premium, if any, and interest on the Tax-Exempt Obligations with revenues derived solely from the payments made pursuant to the Borrower Loan, and (d) to take and authorize certain other actions in connection with the foregoing; and

WHEREAS, consistent with the IBank's policies, the requirement for credit rating by rating agencies may be waived by the IBank for IBank obligations (such as the Tax-Exempt Obligations) that are privately placed in a limited offering or sold directly to qualified sophisticated investors, provided that the IBank's conditions for such private placement and direct purchase transactions are met; and

WHEREAS, because the Transaction provides for the Tax-Exempt Obligations to be placed directly with sophisticated investors in accordance with IBank policy requirements, the Transaction will not be rated by any rating agency; and

WHEREAS, IBank staff have reviewed the Application from the Borrower and drafts of certain of the documents proposed to be entered into in connection with the Transaction, including a Master Loan Agreement, a Security Agreement and an Assignment Agreement (collectively, the "Transaction Documents");

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

Section 1. The above recitals are true and correct.

Section 2. The IBank authorizes and approves the issuance, sale and delivery of the Tax-Exempt Obligations in an aggregate principal amount of not to exceed $40,000,000 and lending the proceeds of the Tax-Exempt Obligations to the Borrower in order to finance the costs of the Project pursuant to terms and provisions as approved by this resolution (this "Resolution").

Section 3. In accordance with the IBank's policies on direct purchase and private placement transactions, the IBank hereby waives the requirement for a credit rating in connection with the Transaction.

Section 4. The Tax-Exempt Obligations shall mature on a date not later than 30 years from the date of issuance. The Tax-Exempt Obligations shall bear interest at an initial fixed rate of not to exceed 5.00% (provided that the Transaction Documents may provide for default rates and other contingent increases in interest rate) and be secured by collateral consisting of the Borrower's real and personal property assets.

Section 5. The Executive Director or the Executive Director's assignees, each acting alone, is hereby authorized to execute and deliver the Transaction Documents and any and all other agreements, certificates and instruments, including, without limitation, a tax regulatory agreement, a no arbitrage certificate, letters of representations and certifications of authority, which they or counsel to the IBank may deem necessary or desirable to consummate the issuance and delivery of the Tax-Exempt Obligations, assign security provided by the Borrower with respect to the Borrower Loan to the Lender as security for the Tax-Exempt Obligations, consummate the Transaction, and otherwise to effectuate the purpose of this Resolution.

Section 6. All actions heretofore taken by the officers and employees of the IBank with respect to the approval and issuance of the Tax-Exempt Obligations and the consummation of the Transaction are hereby approved, confirmed and ratified. The officers of the IBank and their authorized assignees, designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties, take actions and execute and deliver any and all certificates which they or counsel to the IBank may deem necessary or desirable in order to (i) consummate the issuance and delivery of the Tax-Exempt Obligations and the use of the

proceeds of the Tax-Exempt Obligations to fund the Borrower Loan; (ii) effect the financing of the Project; (iii) facilitate the Transaction; and (iv) to otherwise to effectuate the purposes of this Resolution.

Section 7. Unless extended by the IBank, the Board's approval of the Transaction is conditioned upon its closing within one hundred eighty (180) days from the date of the adoption of this Resolution.

Section 8. This Resolution shall take effect immediately upon its passage.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on November 18, 2014, by the following vote:

AYES: LUCHETTI, ORTEGA, FOWLER, ANNIS

NOES:

ABSENT: ROSSI

ABSTAIN:

By _____
Teveia R. Barnes, Executive Director

Attest:

By _____
Ruben Rojas, Secretary
of the Board of Directors