RESOLUTION NO. 15-19

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF TAX-EXEMPT AND TAXABLE OBLIGATIONS IN AN AMOUNT NOT TO EXCEED $9,500,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF UNITED CEREBRAL PALSY OF THE NORTH BAY, INC., A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT AND TAXABLE OBLIGATIONS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS ASSOCIATED THEREWITH

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

WHEREAS, United Cerebral Palsy of the North Bay, Inc., a California nonprofit public benefit corporation (the "Borrower"), has submitted an application (the "Application") to IBank for assistance to (1) finance and/or refinance the cost of acquisition, improvement, equipping and furnishing of Borrower's educational, employment, social service, administrative and ancillary facilities located at 500 Technology Way, Napa, California, 3835 Cypress Drive, Petaluma, California, 3880 Cypress Drive, Petaluma, California, 1301A Rand Street, Petaluma, California, 2860 Cordelia Road, Fairfield, California and 6800 Hunter Drive, Rohnert Park, California, and (2) pay certain costs of issuance in connection with the issuance of the Transaction (defined below) and other related costs (collectively, the "Project"); and

WHEREAS, for these purposes, the Borrower has requested IBank (a) to authorize the issuance and delivery of tax-exempt and taxable obligations to Bank of Marin (the "Lender"), pursuant to the terms set forth in **Exhibit 1** (the "Term Sheet") attached hereto, (the "Obligations"), (b) to loan the proceeds of the Obligations to the Borrower to finance and refinance the costs of the Project (the "Borrower Loan" and together with the Obligations, the "Transaction"), (c) to provide for the payment of the principal of, premium, if any, and interest on the Obligations with revenues derived from the Borrower's payment of the Borrower Loan, and (d) to take and authorize certain other actions in connection with the foregoing; and

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

WHEREAS, because the Transaction provides for the 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 documents proposed to be entered into in connection with the Transaction, including a Loan 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. IBank authorizes and approves the issuance, sale and delivery of the Obligations on terms set forth on the Term Sheet and lending the proceeds of the Obligations to the Borrower in order to finance and refinance the costs of the Project pursuant to terms and provisions as approved by this resolution (this "Resolution").

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

Section 4. 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 IBank may deem necessary or desirable to consummate the issuance and delivery of the Obligations, assign security provided by the Borrower with respect to the Borrower Loan to the Lender as security for the Obligations, consummate the Transaction, and otherwise to effectuate the purpose of this Resolution.

Section 5. All actions heretofore taken by the officers and employees of IBank with respect to the approval and issuance of the Obligations are hereby approved, confirmed and ratified. The officers of 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 IBank may deem necessary or desirable in order to (i) consummate the issuance and delivery of the Obligations and the use of the proceeds of the 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 6. Unless extended by 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 7. 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 December 15, 2015, by the following vote:

AYES: AVDIS, LUCHETTI, ANNIS, ORTEGA, SCHAEFER

NOES:

ABSENT:

ABSTAIN:

By: _____
Teveia R. Barnes, Executive Director

Attest:

By: _____
William Pahland, Secretary
of the Board of Directors

IBank Term Sheet
United Cerebral Palsy of the North Bay, Inc.
Date: December 15, 2015

Par Amount:	Not to exceed $9,500,000; Tax-Exempt and Taxable (Amounts to be determined)
Type of Offering:	Private Placement
Lender:	Bank of Marin
Credit Enhancement and Expected Credit Rating:	None
Interest: (Estimated)	Series A Loan – 2.60%, Series B Loan– 3.0%
Maturity:	December 1, 2035
Collateral:	Borrower's personal property
Closing Date:	December 22, 2015
Limited Guarantees:	None