**RESOLUTION NO. 16-07**

**RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK (IBANK), SUPERCEDING RESOLUTION 12-08, RESTATING CERTAIN PRIOR RESOLUTIONS DELEGATING TO THE EXECUTIVE DIRECTOR OF IBANK CERTAIN AUTHORITY TO ACT ON BEHALF OF IBANK, AND PROVIDING ADDITIONAL DELEGATION IN RELATION TO THE CALIFORNIA LENDING FOR ENERGY AND ENVIRONMENTAL NEEDS CENTER (CLEEN CENTER) AND CLEEN CENTER BONDS**

**WHEREAS**, the California Infrastructure and Economic Development Bank ("**IBank**") is established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 et seq.) (the "**Act**"), for the purpose of providing financial assistance to eligible projects in the State of California (the "**State**") through a variety of financing mechanisms, which include, among other things, bonds and various forms of credit enhancement, as well as direct loans and financing transactions that are made under IBank's Infrastructure State Revolving Fund Program (the "**ISRF Program**") and the California Lending for Energy and Environmental Needs Center (the "**CLEEN Center**");

**WHEREAS,** the Act provides that the board of directors of IBank (the "**Board**") may assign to the executive director of IBank (the "**Executive Director**"), by resolution, those duties generally necessary or convenient to carry out its powers and purposes of the Act, and subject to any conditions that the Board may from time to time prescribe, the Executive Director may exercise any power, function, or duty conferred by law on IBank in connection with the administration, management, and conduct of the business and affairs of IBank, the infrastructure bank fund and the guarantee fund. The Act further provides that the Executive Director may assign such authority to others;

**WHEREAS,** on October 9, 2012, the Board adopted Resolution No. 12-08, which delegated to the Executive Director and his assignees the authority to act on behalf of IBank in a number of areas related to (a) providing financial assistance to eligible projects, (b) amendments of bond related documents, (c) using the proceeds of tax-exempt bonds, (d) the redemption of bonds or prepayment of the obligations of others to IBank, (e) the substitution of a credit facility or liquidity facility associated with an IBank financing, (f) the appointment, removal or substitution of any agent involved in any IBank financing, (g) the post-bond issuance consummation of transactions, (h) the Board's approval of any loan to be made pursuant to the ISRF Program, (i) amending or modifying the financing documents associated with a loan under the ISRF Program, (j) seeking grants or other funds, (k) receive and serve as conduit for receipt of funds from various sources, (l) charge costs and expenses associated with IBank financing transactions and services, and (m) otherwise conducting the business and affairs of IBank (the "Existing Delegations") ;

**WHEREAS**, staff has determined that there is one area of delegation, having to do with CLEEN Center bonds, loans and other transactions contemplated in the Criteria, Priorities, and

Guidelines for the Selection of Projects for IBank Financing Under the California Lending for Energy and Environmental Needs Center approved by the Board on August 25, 2015 (the "**CLEEN Criteria**"), that is not within the scope of the Existing Delegations to the Executive Director, but the Board believes that delegations specifically with respect to the CLEEN Center would be in furtherance of IBank's goals to help enhance the quality of life of the citizens of the State of California by promoting and stimulating economic growth, creating clean energy jobs, protecting and caring for the environment, and revitalizing communities;

**WHEREAS**, the Board has determined that it should explicitly provide for delegations of authority to the Executive Director as to CLEEN Center bond, loans and other transactions in accordance with the CLEEN Criteria and that such delegations should be included in this resolution (this "**New Delegations Resolution**");

**WHEREAS**, the Board has determined that restating the Existing Delegations, from Resolution No. 12-08, in this New Delegations Resolution and allowing and requiring that this New Delegations Resolution supersedes Resolution 12-08 would be beneficial in that this New Delegations Resolution would compile, in one place, a comprehensive list of all the delegations from the Board to the Executive Director;

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

**Section 1.** The Board hereby finds that the above recitals are true and correct.

**Section 2.** The Board hereby delegates to the Executive Director in connection with any proposed amendment of bond related documents (an "Amendment"), the authority to execute and deliver all agreements, contracts, certificates, orders, appointments, notices, waivers, approvals, acknowledgements, consents, written directions, instruments and other documents ("**IBank Documents**") necessary or convenient to effect such Amendment; provided that, IBank receives an opinion of counsel to the effect (1) that the Amendment is in accordance with the associated transaction documents and (2) where bonds were issued as tax-exempt bonds, that the Amendment will not adversely affect the tax-exempt status of interest on the bonds.

**Section 3.** The Board hereby delegates to the Executive Director, in connection with any instance where any portion of the proceeds of tax-exempt bonds are expected to be used to reimburse costs incurred prior to the issuance of such bonds (a "**Reimbursement**"), the authority to execute all certificates or documents evidencing the official intent of IBank to authorize such Reimbursement pursuant to applicable federal tax law then in effect.

**Section 4.** The Board hereby delegates to the Executive Director, in connection with any proposed redemption of bonds or prepayment of the obligations of others to IBank (a "**Redemption**"), the authority to take all actions and execute and deliver all IBank Documents necessary or convenient to accomplish such Redemption.

**Section 5.** The Board hereby delegates to the Executive Director, in connection with the substitution of a credit facility or liquidity facility associated with an IBank financing (a "**Facility Substitution**"), the authority to execute and deliver all IBank Documents necessary or convenient to effect such Facility Substitution; provided that IBank receives (1) an opinion of bond counsel to the effect that the Facility Substitution (i) is in accordance with the associated transaction documents; and (ii) where bonds were issued as tax-exempt bonds, the Facility Substitution will not adversely affect the tax-exempt status of interest on such bonds; and (2) written evidence from the rating agencies specified in the transaction documents that the Facility Substitution will not result in a rating lower than the rating required by the transaction documents.

**Section 6.** The Board hereby delegates to the Executive Director, in connection with the appointment, removal or substitution of any agent involved in an IBank financing, including but not limited to, bond trustee, broker-dealer, marketing agent, title insurance provider, paying agent, remarketing agent, bond registrar, escrow agent, verification agent and tender agent (an "**Agent Substitution**"), the authority to execute and deliver all IBank Documents necessary or convenient to effect such Agent Substitution; provided that IBank receives an opinion of counsel to the effect that (i) the Agent Substitution is in accordance with the associated transaction documents, and (ii) where bonds were issued as tax-exempt bonds, the Agent Substitution will not adversely affect the tax-exempt status of interest on the bonds.

**Section 7.** The Board hereby delegates to the Executive Director, in connection with any proposed post-bond issuance consummation of transactions contemplated in the documents associated with the original issuance of IBank bonds ("**Contemplated Transactions**"), including but not limited to interest rate mode change, mandatory tender, conversion and remarketing of IBank bonds, the authority to take all actions and execute and deliver all IBank Documents necessary or convenient to consummating such Contemplated Transactions. This authority includes a delegation to the Executive Director of the authority, in instances where a remarketing of bonds is done in the form of a limited offering or private placement, to waive IBank rating requirement upon determining that any applicable IBank private placement or limited offering conditions have been satisfied.

**Section 8.** The Board hereby delegates to the Executive Director, in connection with its approval of any loan or other financing transaction to be made pursuant to the ISRF Program (an "**ISRF Program Loan**"), the authority to execute and deliver the appropriate IBank financing agreements in substantially the form in use by IBank at the time of the ISRF Program Loan, with such changes or insertions as may be necessary or convenient to cause the same to carry out the intent of the Board resolution approving the ISRF Program Loan. The Board further delegates to the Executive Director the authority to execute and deliver all other IBank Documents necessary or convenient to effect such ISRF Program Loan.

**Section 9.** The Board hereby delegates to the Executive Director, in connection with any ISRF Program Loan, the authority to amend or modify the financing documents associated with the ISRF Program Loan (an "**ISRF Loan Amendment**") so long as such ISRF Loan Amendment is consistent with the intent of the Board resolution that approved the ISRF

Program Loan; provided, however that any of the following proposed Loan Amendments are not delegated to the Executive Director: (1) any increase in the principal amount of the ISRF Program Loan; (2) any extension of the final maturity date; (3) any change in the security pledged to repay the ISRF Program Loan; and (4) any decrease in the interest rate.

**Section 10**. The Board hereby delegates to the Executive Director, in connection with its approval of any loan or other financing transaction to be made pursuant to the CLEEN Center (a "**CLEEN Center Loan**"), the authority to execute and deliver the appropriate IBank financing agreements in substantially the form in use by IBank at the time of the CLEEN Center Loan, with such changes or insertions as may be necessary or convenient to cause the same to carry out the intent of the Board resolution approving the CLEEN Center Loan. The Board further delegates to the Executive Director the authority to execute and deliver all other IBank Documents necessary or convenient to effect such CLEEN Center Loan.

**Section 11**., The Board hereby delegates to the Executive Director, in connection with any CLEEN Center Loan, the authority to amend or modify the financing documents associated with the CLEEN Center Loan (a "**CLEEN Center Loan Amendment**") so long as such CLEEN Center Loan Amendment is consistent with the intent of the Board resolution that approved the CLEEN Center Loan; provided, however that any of the following proposed CLEEN Center Loan Amendments are not delegated to the Executive Director: (1) any increase in the principal amount of the CLEEN Center Loan; (2) any extension of the final maturity date; (3) any change in the security pledged to repay the CLEEN Center Loan; and (4) any decrease in the interest rate.

**Section 12**. The Board hereby delegates to the Executive Director, in connection with any IBank effort to seek grants, contributions, subventions, dedicated taxes, appropriations, advances, guarantees, financial enhancements in money, property, labor and other things of value from the federal government, the State, any agency of the State, public and private pension funds and any other sources ("**Funding Sources**"), the authority to apply for, receive, accept and deposit any such funds or other things of value from such Funding Sources, all as permitted by the provisions of the Act ("**Funding Efforts**"); provided, however that (1), prior to acceptance, the Board must approve the conditions associated with any award of funds; and (2) no delegation is made as to the use of any funds received. The Board further delegates to the Executive Director the authority to execute and deliver all IBank Documents necessary or convenient to effect such Funding Efforts.

**Section 13**. The Board hereby delegates to the Executive Director the authority to determine, impose and collect from recipients of IBank's financial assistance the costs and expenses associated with IBank financing transactions and services or that are otherwise incurred in the exercise of the powers and duties conferred on IBank by the Act (**IBank Charges**). The Board further delegates to the Executive Director the authority to execute and deliver all IBank Documents necessary or convenient in connection with the determination, imposition and collection of such IBank Charges. IBank Charges are to be distinguished, under the Act, from "fees" which IBank may also impose pursuant to the Act, but which are not covered by this resolution.

**PASSED, APPROVED, AND ADOPTED** at a meeting of the California Infrastructure and Economic Development Bank on March 22, 2016, by the following vote:

AYES: AVDIS, ORTEGA, JIMENEZ, LUCHETTI

NOES:

ABSENT: GORDON

ABSTAIN:

By _____
Teveia R. Barnes, Executive Director

Attest:
By _____
William D. Pahland, Jr.
Secretary of the Board of Directors