**RESOLUTION NO. 19-21**

**RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF A TAX-EXEMPT OBLIGATION IN AN AMOUNT NOT TO EXCEED $23,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF SENECA FAMILY OF AGENCIES, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT OBLIGATION 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 obligations to provide financing and refinancing for eligible projects located in the State of California; and

WHEREAS, Seneca Family of Agencies, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application (the "Application") to IBank for assistance to (i) prepay all or a portion of an $8,800,000 taxable term loan (the "Taxable Term Loan"), currently outstanding in the principal amount of $8,800,000; (ii) finance and/or refinance the acquisition, improvement and equipping of certain properties located at 8945 Golf Links Road, Oakland, California and 2511-2517 24th Street, San Francisco, California (collectively, the "Acquisition Property"); (iii) finance, refinance, and/or reimburse the Borrower for various improvements at (a) the Acquisition Property, and (b) 485 N. 1st St., San Jose, California, 32 Hawthorne St, San Jose, California, 3710 Bodega Avenue, Petaluma, California, 30 Professional Parkway San Rafael, California, 22978 El Toro Rd., Lake Forest, California, 6907 Atascadero Avenue, Atascadero, California, 16759 Los Reyes Ave., San Leandro, California, 619 Edwards St., Crockett, California (collectively, the "Existing Properties"); and (iv) pay various costs of issuing the Obligation (defined below) (collectively, the "Project"); and

WHEREAS, the Taxable Term Loan was used to refinance various loans issued to purchase, construct, and/or equip the Existing Properties; and

WHEREAS, for these purposes, the Borrower has requested IBank to (a) authorize the issuance and delivery of a tax-exempt obligation to First Republic Bank (the "Lender"), pursuant to the terms set forth in **Exhibit 1** (the "Term Sheet") attached hereto, (the "Obligation"), (b) loan the proceeds of the Obligation to the Borrower pursuant to a Loan Agreement to finance and refinance the costs of the Project (the "Borrower Loan"), (c) provide for the payment of the principal of, premium, if any, and interest on the Obligation with revenues derived solely from the Borrower's payment of the Borrower Loan, and (d) take and authorize certain other actions in connection with the foregoing (collectively, the "Transaction"); 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 Obligation) that are privately placed in a limited offering or sold in a limited offering directly to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, or equivalent sophisticated investors with a demonstrated understanding of the risks associated with the municipal market, and acceptable to IBank (collectively, "Sophisticated Investors"), provided that IBank's conditions for such transaction are met; and

WHEREAS, because the Transaction provides for the Obligation 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 has 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 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 (the "Board"), as follows:

Section 1. The above recitals are true and correct.

Section 2. IBank authorizes and approves the issuance, execution, sale and delivery of the Obligation on terms set forth on the Term Sheet and lending the proceeds of the Obligation 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 limited offering, direct purchase and private placement to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, or equivalent sophisticated investors with a demonstrated understanding of the risks associated with the municipal market, and acceptable to IBank, 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 (each an "Authorized Representative"), is hereby authorized to execute and deliver the Transaction Documents, substantially in the form on file with the Secretary of the Board and with such changes therein as an Authorized Representative may require or approve to carry out the intent of this Resolution. Any Authorized Representative is also authorized to execute and deliver any and all other agreements, certificates and instruments, including, without limitation, a tax regulatory agreement and other tax forms required by the Internal Revenue Service in connection with the issuance of the Obligation, a no arbitrage certificate, letters of representations, escrow agreements, assignments, certifications of authority and other documents necessary or advisable in connection with the Transaction, which they may deem necessary or desirable to consummate the issuance and delivery of the Obligation, assign security provided by the Borrower with respect to the Borrower Loan to the Lender as security for the Obligation, 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 Obligation and the loan of the proceeds thereof to the Borrower are hereby approved, confirmed and ratified. Any Authorized Representative is hereby authorized to take actions and execute and deliver any and all documents or certificates which they may deem necessary or desirable in order to (i) consummate the sale, issuance and delivery of the Obligation and the use of the proceeds of the Obligation to fund the Borrower Loan; (ii) effect the financing and refinancing of the Project; (iii) facilitate the Transaction; (iv) pay certain costs of issuance in connection with the issuance of the Obligation; and (v) otherwise 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 November 20, 2019, by the following vote:

AYES: Dombrowski, Agee, Jimenez, Gillihan, Steinorth

NOES:

ABSENT:

ABSTAIN:

By_____
Nancee Robles, Acting Executive Director

Attest:

By_____
Stefan R. Spich, Secretary
of the Board of Directors

# Exhibit 1

## IBank Term Sheet
### Seneca Family of Agencies

**Date: November 20, 2019**

| | |
|---|---|
| **Par Amount:** | Not to exceed $23,000,000; Tax-Exempt Obligation |
| **Type of Offering:** | Private Placement |
| **Lender:** | First Republic Bank |
| **Credit Enhancement:** | None |
| **Expected Credit Rating:** | Unrated |
| **Interest Rate*:** | Not to exceed 3.00% per annum |
| **Maturity:** | Up to 30 Years |
| **Collateral:** | Lender will have a security interest in Borrower's operating revenues and assets and Deeds of Trust on property of the Borrower at the following locations: |

a. 485 N. 1st St., San Jose, CA 95112
b. 32 Hawthorne St., San Jose, CA, 95110
c. 3710 Bodega Avenue, Petaluma, CA 94952
d. 30 Professional Parkway, San Rafael CA, 94903
e. 22978 El Toro Rd., Lake Forest, CA 92630
f. 6907 Atascadero Avenue, Atascadero, CA 93422
g. 16759 Los Reyes Ave., San Leandro, CA 94578
h. 619 Edwards St., Crockett, CA 94525
i. 8945 Golf Links Road, Oakland, CA 94605
j. 2511-2517 24th Street, San Francisco, CA 94110

| | |
|---|---|
| **Expected Closing Date*:** | December 13, 2019 |
| **Guarantees:** | None |
| **Transaction:** | The Obligation is the special limited obligation of IBank payable solely from payments made by the Borrower under the Transaction Documents and IBank shall not be directly or indirectly or contingently or morally to use any other moneys or assets of IBank for all or any portion of payment to be made pursuant to the Obligation. |

* Please note that Interest Rate and Expected Closing Date are subject to change.