

**RESOLUTION NO. 20-09**

**RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ADDITIONAL TAX-EXEMPT AND/OR TAXABLE OBLIGATIONS IN AN AMOUNT NOT TO EXCEED \$20,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF PETERSEN AUTOMOTIVE MUSEUM FOUNDATION, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT AND/OR 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, IBank, Petersen Automotive Museum Foundation, a California nonprofit public benefit corporation (the “Borrower”), and First Republic Bank, a California state-chartered banking corporation (the “Lender”), previously entered into to that certain Master Loan Agreement, dated as of December 1, 2014 (as previously amended, the “Loan Agreement”) for the purpose of, among other things (1) financing and refinancing the costs of the design, acquisition, construction, renovation, installation and equipping of improvements to the Borrower’s facilities located at 6060 Wilshire Boulevard, Los Angeles, California, and (2) paying certain costs of issuance related to entry into the Loan Agreement (the “2014 Project”); and

WHEREAS, in 2015, the Borrower incurred a taxable loan from First Republic Bank (the “2015 FRB Loan”) to pay additional costs associated with the 2014 Project; and

WHEREAS, the Borrower has submitted an application (the “Application”) to IBank for assistance to (1) refinance the 2015 FRB Loan, and (2) pay certain costs of issuance in connection with the issuance of the Obligations (defined below) and other related costs (collectively, the “Project”); and

WHEREAS, for these purposes, the Borrower has requested IBank to (a) authorize the issuance and delivery of tax-exempt and/or taxable loan obligations to the Lender pursuant to the terms set forth in **Exhibit 1** (the “Term Sheet”) attached hereto (the “Obligations”); (b) loan the proceeds of the Obligations to the Borrower pursuant to an amendment (the “Second Amendment”) to the Loan Agreement to undertake the Project (the “Borrower Loan”); (c) provide for the payment of the principal of, premium, if any, and interest on the Obligations with revenues derived solely from the Borrower’s payment of the Borrower Loan; (d) authorize changes to the

terms of the Loan Agreement, and (e) take and authorize certain other actions in connection with the foregoing (collectively, the “Transaction”); and

WHEREAS, among other things, the Second Amendment amends certain terms applicable to the previously obligations issued by the IBank pursuant to the Loan Agreement; 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 in a limited offering directly to investors that are qualified institutional buyers within the meaning of SEC 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 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 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 Second Amendment and any other related document (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 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 limited offerings, direct purchase and private placement to investors that are Sophisticated Investors, 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, a no arbitrage certificate, letters of representations and certifications of authority and other documents in connection with the Transaction, which they 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 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 instruments, documents, and/or certificates which they may deem necessary or desirable in order to (i) consummate the sale, issuance, and delivery of the Obligations and the use of the proceeds of the Obligations to fund the Borrower Loan; (ii) effect the financing and refinancing of the Project; (iii) facilitate the Transaction; and (iv) 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 June 24, 2020, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

By \_\_\_\_\_  
Scott Wu, Executive Director

Attest:

By \_\_\_\_\_  
Stefan R. Spich, Secretary  
of the Board of Directors

## Exhibit 1

### **IBank Term Sheet** **Petersen Automotive Museum Foundation** **Date: June 24, 2020**

<b>Par Amount:</b>	Not to exceed \$20,000,000; Tax-Exempt and/or Taxable Loan Obligations.
<b>Type of Offering:</b>	Private Placement.
<b>Lender:</b>	First Republic Bank.
<b>Credit Enhancement and Expected Credit Rating:</b>	None.
<b>Interest Rate*:</b>	Fixed Rate at 2.55%
<b>Expected Maturity*:</b>	30 years
<b>Collateral:</b>	Lien on all of Borrower's personal property and a First Deed of Trust on Borrower's real property located at 6060 Wilshire Boulevard, Los Angeles, California.
<b>Expected Closing Date*:</b>	July 1, 2020.
<b>Conduit Transaction:</b>	The Obligations are special, limited obligations payable solely from payments made by the Borrower under the Transaction Documents, and IBank shall not be directly or indirectly or contingently or morally obligated to use any other moneys or assets of IBank for all or any portion of payment to be made pursuant to the Obligations.

\* Please note that the Interest Rate, Expected Maturity and Expected Closing Date are subject to change.