

RESOLUTION NO. 17-01

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK APPROVING, AUTHORIZING AND DIRECTING THE EXECUTION OF CERTAIN DOCUMENTS AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT TO THE ISSUANCE OF ITS CLEAN WATER STATE REVOLVING FUND REVENUE BONDS, SERIES 2017 (GREEN BONDS)

WHEREAS, the California Infrastructure and Economic Development Bank (“IBank”), an instrumentality of the State of California (the “State”), is duly organized and validly existing pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act, as amended, constituting Division 1 (commencing with Section 63000) of Title 6.7 of the California Government Code (the “Act”); and

WHEREAS, the United States of America, pursuant to the Federal Water Pollution Control Act, as amended by, among other laws and regulations, the Water Quality Act of 1987 (33 U.S.C. Section 1251 *et seq.*) (the “Clean Water Act”), requires each state to establish a water pollution control revolving fund to be administered by an instrumentality of such state as a condition to receipt of capitalization grants under the Clean Water Act; and

WHEREAS, the State has, pursuant to Chapter 6.5 (commencing with Section 13475) of Division 7 of the California Water Code, as amended (the “CWSRF Act”), established a water pollution control revolving fund (the “Clean Water SRF”) to be used for purposes of the CWSRF Act and the Clean Water Act; and

WHEREAS, pursuant to Chapter 1078, Statutes of 2000 (SB 1571), codified as Article 6 (commencing with Section 63048) of Chapter 2 of the Act, IBank is authorized to issue revenue bonds from time to time and use the proceeds thereof to, among other things, provide financial assistance to the State Water Resources Control Board (the “State Water Board”), being a local agency in the State, through the sale, issuance and delivery by IBank of its California Infrastructure and Economic Development Bank Clean Water State Revolving Fund Revenue Bonds, Series 2017 (Green Bonds) (the “Bonds”); and

WHEREAS, IBank previously entered into the Master Trust Indenture, dated as of November 1, 2012 (the “Master Trust Indenture”), as supplemented by the Series 2012 Indenture, dated as of November 1, 2012 (the “Series 2012 Indenture”), and the Series 2016 Indenture, dated as of April 1, 2016 (the “Series 2016 Indenture”), each by and between IBank and the Treasurer of the State, as trustee (the “Trustee”); and

WHEREAS, IBank proposes to assist the State Water Board in providing financial assistance to local agencies in the State through the sale, issuance and delivery by IBank of its Bonds to Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Samuel A. Ramirez & Co., Inc., or such other investment banking firm selected by IBank and

approved by the State Water Board, as representative of the underwriters (the “Underwriters”), pursuant to a bond purchase agreement (the “Bond Purchase Agreement”) by and among the Underwriters, the Treasurer of the State, as agent for sale for IBank, and IBank, and approved by the State Water Board; and

WHEREAS, the Bonds are to be issued pursuant to the Master Indenture, as supplemented by the Series 2012 Indenture and the Series 2016 Indenture, and the Series 2017 Indenture (the “Series 2017 Indenture” and, together with the Master Trust Indenture, the Series 2012 Indenture and the Series 2016 Indenture, the “Indenture”), each by and between IBank and the Trustee; and

WHEREAS, to further secure all bonds issued under the Indenture, IBank previously entered into the Master Pledge and Payment Agreement, dated as of November 1, 2012 (the “Master Pledge Agreement”), by and between the State Water Board and IBank, providing for the assignment of certain Pledged Project Obligations, as defined in the Master Pledge Agreement, from the State Water Board to IBank and the payment by the State Water Board of amounts due thereunder, all in accordance with the provisions hereof and thereof; and

WHEREAS, final approval of the terms of the Bonds and certain documents relating to the Bonds is now sought;

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

Section 1. The Bonds are authorized to be issued pursuant to the Act in an aggregate principal amount not to exceed \$450,000,000.

Section 2. The Treasurer of the State is hereby authorized and requested to sell the Bonds, at any time within one hundred eighty (180) days of receipt of a certified copy of this Resolution, at a negotiated sale, at such price and at such interest rate or rates as he may determine.

Section 3. The proposed form of the Series 2017 Indenture and the Bond Purchase Agreement (collectively, the “Bond Documents”), as presented to this meeting, are hereby approved. The Executive Director of IBank (the “Executive Director”) and her assignees (collectively, the “Authorized Signatories”), and each of them acting alone, are hereby authorized and directed, for and on behalf and in the name of IBank, to execute, by manual or facsimile signature, and deliver to the Trustee, and the Secretary of IBank is authorized to attest thereto, the Series 2017 Indenture and the Bond Purchase Agreement in substantially the forms presented to this meeting, with such additions thereto and changes therein as the officers executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of the preliminary official statement relating to the Bonds (the “Preliminary Official Statement”), as presented to this meeting, is hereby approved. IBank hereby authorizes the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds with such additions thereto and changes therein as may be necessary to cause the same to carry out the intent of this Resolution, such approval to be conclusively

evidenced by delivery thereof to the Underwriters. The Authorized Signatories, and each of them acting alone, are hereby authorized and directed, for and in the name and on behalf of IBank, to execute and deliver a certificate to the effect that the section entitled “THE INFRASTRUCTURE BANK” and under “MISCELLANEOUS – Litigation – IBank” of the Preliminary Official Statement, as of its date, is deemed final by IBank, if necessary for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended; and at the time of sale of the Bonds, the Executive Director or her assignees are hereby authorized and directed to deliver the Preliminary Official Statement as the final official statement for the Bonds, with such additions thereto or changes therein as the Authorized Signatories, and each of them acting alone, may approve (the “Official Statement”), such approval to be conclusively evidenced by the delivery thereof. The Underwriters are hereby authorized to distribute copies of the Official Statement to the purchasers of the Bonds.

Section 5. The Authorized Signatories, and each of them acting alone, are hereby authorized and directed to execute, manually or by facsimile, in the name and on behalf of IBank, the Bonds in an aggregate principal amount not to exceed the amount authorized hereunder in accordance with the Indenture and in the form set forth in the Series 2017 Indenture.

Section 6. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee pursuant to the Indenture. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee’s certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The Depository Trust Company (the “Depository”) on behalf of the purchasers thereof in accordance with written instructions executed on behalf of IBank by the Executive Director, or her assignees, which instructions said officer is hereby authorized and directed, for and on behalf and in the name of IBank, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Depository, on behalf of the purchasers thereof, upon payment of the purchase price thereof.

Section 7. All actions heretofore taken by the officers and agents of IBank with respect to the approval, issuance, sale and delivery of the Bonds are hereby approved, confirmed and ratified, and the Executive Director or the Executive Director’s assignees, each acting alone, is hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all instruments, certificates and documents, including without limitation a tax certificate, that they may deem necessary or desirable in order to consummate the issuance, sale and delivery of the Bonds, to effect the transactions contemplated by the Bond Documents and otherwise to effectuate the purposes of this Resolution.

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

PASSED, APPROVED AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on January 24, 2017, by the following vote.

AYES:

NAYS:

ABSENT:

ABSTAIN:

By: _____
Teveia R. Barnes, Executive Director

Attest:

By: _____
Stefan R. Spich, Secretary of the
Board of Directors