

RESOLUTION NO. 18-09

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF TAX-EXEMPT AND/OR TAXABLE OBLIGATIONS IN AN AMOUNT NOT TO EXCEED \$10,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF THE PAINTED TURTLE, 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, The Painted Turtle, a California nonprofit public benefit corporation (the “Borrower”), has submitted an application (the “Application”) to IBank for assistance to (a) refund the outstanding California Statewide Community Development Authority Variable Rate Demand Revenue Bonds (The Painted Turtle) Series 2003, the proceeds of which were used to finance the cost of the acquisition, construction, improvement, renovation, furnishing and/or equipping of certain camp facilities, including lodging for campers and staff, medical facilities, a dining hall, arts and crafts centers, a gym, pool and recreation complex, a boathouse, a stable, studios for music and dance, an indoor theater, an outdoor amphitheater and parking facilities, located at: 17000 Elizabeth Road, Lake Hughes, California 93532 and (b) pay certain costs of issuance in connection with the Obligations (defined below) (collectively, the “Project”); and

WHEREAS, for these purposes, the Borrower has requested IBank to (a) authorize the issuance and delivery of tax-exempt and taxable obligations to Wells Fargo Bank, National Association (the “Purchaser”), 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 a Financing Agreement to finance and refinance 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 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, the IBank Board of Directors previously approved the Transaction on November 28, 2017, pursuant to Resolution No. 17-20, which resolution expired on May 27, 2018 in accordance with the terms thereof; 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 S.E.C. Rule 144A, or an equivalent sophisticated investor with a demonstrated understanding of the risks associated with the municipal market and acceptable to IBank, 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 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 Financing Agreement 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, 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 qualified institutional buyers within the meaning of S.E.C. Rule 144A, or an equivalent sophisticated investor 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, 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 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 Purchaser 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 Executive Director or the Executive Director’s assignees, each acting alone, is hereby authorized to take actions and execute and deliver any and all certificates which they 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 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 26, 2018, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

By _____
Teveia R. Barnes, Executive Director

Attest:

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

Exhibit 1

IBank Term Sheet The Painted Turtle Date: June 26, 2018

Par Amount:	Not to exceed \$10,000,000; in conduit Tax-Exempt Obligations
Type of Offering:	Private Placement
Private Purchaser:	Wells Fargo Bank, N.A.
Credit Enhancement:	No Credit Enhancement
Expected Credit Rating:	No credit rating expected.
Interest*:	Variable interest rates, expected to be a percentage of LIBOR plus a spread and subject to adjustment as set forth in the Financing Agreement.
Collateral:	First Deed of Trust, Security Agreement, and UCC-1 filing on the Project located in Lake Hughes, CA.
Guaranty:	By Hole in the Wall Gang Fund, Inc. up to \$2,500,000.
Closing Date*:	July 11, 2018.
Conduit Transaction:	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 Interest and Closing Date are subject to change.