

**CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK (IBank)
501(c)(3) REVENUE BOND FINANCING PROGRAM**

STAFF REPORT

EXECUTIVE SUMMARY

Applicant:	Academy Museum Foundation (“Borrower”)	Amount Requested:	Not to exceed \$360,000,000
Applicant Description:	The Academy Museum Foundation was organized as the Homewood Foundation in March 2005 as a California non-profit public benefit corporation, for the purpose of owning and operating a museum dedicated to the arts and sciences of motion pictures. Such museum is named the Academy Museum of Motion Pictures (the “Academy Museum”). Through the Academy Foundation, The Borrower is part of the Academy of Motion Picture Arts and Sciences’ (“AMPAS” or the “Academy”) charitable, cultural, educational, and preservation arm.		
Type of Financing:	Issuing tax-exempt or taxable conduit obligations to provide financing and refinancing for the Academy Museum (Project).		
Project Description:	<ul style="list-style-type: none"> • Refinance the IBank Series 2008 Bonds (“2008 Bonds”), described more fully below: • Provide funding to: <ul style="list-style-type: none"> • Pay for or reimburse a portion of the construction costs of the Academy Museum, • Pay for or reimburse miscellaneous expenditures relating to the Academy Museum including issuance costs and working capital, and/or • Pay termination payment relating to interest rate swap agreement on debt to be refinanced, and/or • Refinance an unsecured note used to pay for, or reimburse the Borrower for, payments in connection with a long term lease for the Academy Museum site. 		
Project Site:	6067 Wilshire Boulevard, Los Angeles, CA 90036 (Los Angeles County)		
Plan of Finance:	<p>IBank will issue fixed and variable rate tax-exempt or taxable revenue bonds in the principal amount not to exceed in the aggregate amount of \$360 million (the “2015 Bonds”) and loan the proceeds to the Borrower to:</p> <ol style="list-style-type: none"> (1) Refund the entire outstanding principal amount of Infrastructure Bank’s Variable Rate Demand Refunding Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group) Series 2008 (the “2008 Bonds”), issued on November 13, 2008. The 2008 Bonds were treated as reissued, solely for federal tax purposes, on August 4, 2009 (Reissued Bonds). Proceeds of the Reissued Bonds were used by The Vine Street Archive Foundation (the “Vine Street Foundation”), an affiliate of the Borrower, to refund the entire outstanding principal amount of the Infrastructure Bank’s Insured Variable Rate Demand Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group), Series 2002, issued on July 25, 2002 (the “2002 Bonds”). Proceeds of the 2002 Bonds were used to finance the acquisition, construction, furnishing, and equipping of a film archive facility, owned and operated by The Vine Street Foundation, located at 1313 Vine Street and 6338, 6344, and 6350 Homewood Avenue, Los Angeles, California 90028; (2) Finance a portion of the costs of construction, renovation, retrofitting, improvement, and equipping of the Academy Museum, located at 6067 Wilshire Boulevard, Los Angeles, CA, and to reimburse the Borrower for various capital expenditures incurred by the Borrower relating to the Academy Museum; 		

	<p>(3) Refinance an unsecured note, the proceeds of which were used by or on behalf of the Borrower, and/or reimbursed the Borrower, for payments made to acquire a long term lease for the Academy Museum site;</p> <p>(4) Pay a termination payment relating to an existing interest rate swap agreement to which the Borrower and certain of its affiliates are party;</p> <p>(5) Pay miscellaneous expenditures relating to the Academy Museum, including, but not limited to, directly-related working capital; and/or</p> <p>(6) Pay various costs of issuance incurred in connection with the transactions described herein (collectively, the "2015 Project").</p>		
Type of Issue	Public Offering and/or Private Placement in one or more series or combinations. Borrower will determine prior to or at the time of pricing whether to pursue a direct purchase option in lieu of Floating Rate Notes. Bond Documents have been prepared with general language and sufficient flexibility to cover a possible direct purchase or Floating Rate Notes.		
Tax Status:	One or more tax-exempt or taxable series		
Term:	Up to 31 Years		
Credit Enhancement:	No Credit Enhancement		
Credit Rating:	Expecting Moody's A1 or equivalent from another rating agency		
Fees:	Application Fee \$1,500; Issuance Fee \$75,000 (STO \$10,000); Annual Fee \$500		
Est. Sources of Funds:		Est. Uses of Funds:	
1-Proceeds from Fixed Rate Bonds	\$259,000,000	1-Deposit to Project Fund	\$227,960,146
2-Proceeds from Floating Rate Notes	100,000,000	2-Prior Expenditures (Reimburse)	54,837,229
		3-Payoff City National Bank Note, Reimburse Academy Museum Foundation for Portion of Lease	28,000,000
		4-Payment to LACMA	6,000,000
		5-Terminate Existing Swap	5,000,000
		6-Payoff IBank 2008 Bonds	35,000,000
		7-Estimated Cost of Issuance	2,202,625
TOTAL SOURCES	\$359,000,000	TOTAL USES	\$359,000,000
Financing Team:			
	Bond Counsel:	Hawkins, Delafield & Wood LLP	
	Underwriter's Counsel:	Orrick, Herrington & Sutcliffe LLP	
	Underwriter:	Wells Fargo Securities	
	Direct Purchase Bank, if applicable:	Wells Fargo Bank, National Association	
	Master Trustee and Trustee:	Wells Fargo Bank, National Association	
Public Benefits:	<p>The Academy Museum will be dedicated to the history of motion pictures and the motion pictures industry including educational exhibits and activities relating to the process of making motion pictures, displaying various motion picture memorabilia, and other features that permit visitors to experience the arts and science of motion pictures.</p> <p>Construction of the Academy Museum is anticipated to provide approximately 500 construction jobs. The Borrower will hire approximately 140 permanent full-time administration and office staff, as well as support staff including security staff, custodial staff, café employees, and store employees, and docents. The Academy Museum will provide a year-round calendar of programs and events that include a wide spectrum of educational and cultural activities at low or no cost to the general public and Academy members.</p>		

Date of Board Meeting: 9/22/2015	Resolution Number: 15-14	Prepared by: John Belmont on 9/14/2015
Staff Recommendation: Staff recommends approval of Resolution 15-14 in an amount not to exceed \$360,000,000 for the Academy Museum Project.		

BACKGROUND AND HISTORY

The Borrower and Affiliated Organizations

The Borrower is a tax-exempt non-profit corporation organized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Borrower is a Type I “supporting organization” as described in Section 509(a)(3), with the Academy Foundation as its “supported organization”. The Borrower is classified by the I.R.S. as a “Non-private Foundation” and a “Public Charity” under section 509(a) of the Code and is part of the "Academy Obligated Group", described below.

The Academy Obligated Group (Obligated Group)

The Obligated Group consists of five related non-profit corporations: the Academy; Academy Foundation (the “Foundation”); and three Foundation-controlled, organizations: Academy Museum Foundation (the “Borrower”), Archival Foundation, (5) The Vine Street Archive Foundation. See Appendix A - Trustees and Officers and Organization Chart.

The following describes each corporation and explains its relationship to the other corporations in the Academy Obligated Group.

(1) Academy of Motion Picture Arts and Sciences (“AMPAS” or the “Academy”)

The Academy was organized in 1927 as a 501(c)(6) not-for-profit corporation and is a professional honorary organization composed of over 7,000 motion picture craftsmen and craftswomen. The mission of the Academy is to recognize and uphold excellence in the motion picture arts and sciences, inspire imagination, and connect the world through the medium of motion pictures. It does this by preserving the past, honoring the present, and shaping the future of motion pictures, consistent with the purposes set forth in its Articles of Incorporation.

The Academy is most noted for the Academy Awards Presentations (Oscars®) through which it has recognized excellence in filmmaking achievement annually since 1929.

Membership in the Academy is by invitation of the Board of Governors, and is limited to persons who have achieved distinction in the motion picture arts and sciences. Membership is conferred by the Board of Governors by a majority vote or, in the case of life members, by unanimous vote.

(2) Academy Foundation (the “Foundation”)

The Foundation was formed in 1944 for the purpose of promoting and supporting educational and cultural activities related to the motion picture industry, including the preservation of its history and the promotion of its future. The Foundation has two types of members, Active and Fellow. Only Active members are entitled to vote or participate in the management and direction of the Foundation’s affairs. The Foundation’s Active members consist of the members of the Academy Board of Governors.

The Foundation is governed by a nine-member Board of Trustees (the Foundation Board), which exercises all powers and controls all business of the Foundation. Members of the Foundation Board (Foundation Trustees) are elected to serve a one-year term by a majority vote of the Academy’s Board of Governors, acting as the Active members of the Foundation. All Foundation Trustees must be current members of the Academy’s Board of Governors.

The Foundation organizes and oversees film-related educational and cultural activities including:

- Exhibitions and Screenings
- Lectures and Seminars
- Retrospectives, Tributes and Salutes
- Financial Grants and Fellowships
- Media Literacy Program
- Visiting Artists

(3) The Vine Street Archive Foundation (Vine Street Foundation)

The Vine Street Foundation was formed in 2001, with the primary purpose to promote and further the study and importance of motion pictures in the life of the public including through the ownership and management of the Mary Pickford Center for Motion Picture Studies. The Vine Street Foundation is a supporting organization of the Academy Foundation.

(4) Academy Museum Foundation (“Museum Foundation”)(“Borrower”)

Academy Museum Foundation, formerly known as the Homewood Foundation, was formed in 2005 to develop and operate a museum dedicated to the arts and sciences of motion pictures. After construction, the Academy Museum will present exhibitions and programs devoted to the history and future of the motion picture industry. This will include educational programs, screenings, panel discussions, displays of memorabilia, immersive gallery experiences, and other program features that will allow visitors to experience the magic of movies.

(5) Archival Foundation

Archival Foundation, formed in 2006, operates and manages the Douglas Fairbanks Center for Motion Picture Study, the Margaret Herrick Film Library, and the Academy Film Archive which is housed in the Pickford Center.

Each of the Vine Street Foundation, Museum Foundation, and Archival Foundation have no members. Each foundation is governed by a separate nine-person Board of Trustees (Board), which exercises all powers and controls all business over its respective foundation. Members of each foundation Board are elected by a majority vote of the Academy Foundation’s Board and serve a one year term. Since the Academy Foundation controls The Vine Street Foundation, Museum Foundation, and Archival Foundation, and Academy Foundation's Board consists of current members of the Academy’s Board of Governors, all members of the Obligated Group are controlled by the Academy's Board of Governors.

Legal Issues

Settlement Agreement

The Academy Museum, fairly recently obtained land use approvals for the Project from the City of Los Angeles. Fix the City (FTC), a community organization, concerned over the potential impacts of the Academy Museum on the surrounding neighborhoods (primarily noise and traffic), filed an administrative appeal with the City Council, challenging the land use approvals. The City Council denied FTC’s appeal and approved the Academy Museum’s land use approvals on June 24, 2015. Thereafter, FTC threatened to seek a writ of mandate in the Los Angeles County Superior Court, attempting to overturn the Academy Museum’s land use approvals. This, in turn, motivated settlement discussions between the Academy Museum and FTC, which lead to a settlement agreement. Academy Museum entered into the settlement agreement with FTC on August 27, 2015, resolving claims asserted by FTC in connection with the Academy Museum’s land use approvals. The settlement agreement imposes obligations on the Academy Museum to pay for certain environmental monitoring efforts, most notably traffic and noise monitoring, and requires a slight reduction of the signage plan for the Academy Museum. If monitoring shows the Academy Museum caused certain noise or traffic thresholds to be exceeded, the Academy Museum is to

pay limited penalties following a cure period. The settlement agreement includes a mutual release of claims and expires on December 31, 2027.

Further, there remains the potential for other third-party challenges to the Academy Museum land use approvals, but only tied to the project's Signage Ordinance. The statute of limitations for CEQA-related claims has terminated. However, the statute of limitations for claims related to non-CEQA Project approvals will terminate on September 23, 2015. As of the date of this staff report the Academy Museum has not advised IBank of any such claims.

PROJECT DESCRIPTION

Project Summary:

- **Location:** On the site of the historic Wilshire May Company Building, on the western edge of the Los Angeles County Museum of Art (LACMA) campus.
- **City Approval:** In June of 2015, the City of Los Angeles formally approved the construction of the Academy Museum Project via a unanimous vote of the Los Angeles City Council, the filing of the CEQA Notice of Determination, and the signing of the Project's ordinances.
- **Estimated Construction Start Date:** September 2015 (demolition will commence)
- **Estimated Project Operating Date:** February 2018
- **Estimated Project Cost:** \$388,000,000
- **Project Management:** The Academy Obligated Group through both in-house personnel and external project management services
- **Project Director:** Kerry Brougher, Managing Director of the Academy Museum of Motion Pictures
- **General Contractor:** Morley + Taslimi
- **Architects:** Renzo Piano Building Workshop and M. Arthur Gensler Jr. & Associates
- **Construction Management Services:** Paratus Group

The Academy Museum Foundation along with the other members of the Obligated Group, will build the movie museum in the City of Los Angeles. The Academy Museum will be dedicated to presenting and exploring the history of motion pictures and the motion picture industry. This will include educational programs, screenings, panel discussions, displays of memorabilia, immersive gallery experiences, and other programs that will allow visitors to experience the magic of movies.

The Academy Museum consists of the renovation of the 1939 section of the historic Wilshire May Company Building (five stories over a basement level) and the construction of a New Wing that will house a 1,000 seat theater over an at-grade piazza. The Academy Museum will be located on the western edge of the campus of the Los Angeles County Museum of Art (LACMA). The land and existing facilities are leased by the Borrower from Museum Associates, a private non-profit public benefit corporation doing business as the Los Angeles County Museum of Art ("Museum Associates") for an initial term of 55 years, with an option to extend the lease for an additional 55 years. Architectural plans for the Academy Museum building and the process to obtain necessary permits and approvals are near completion. A portion of bond proceeds will be used to finance the construction, renovation, retrofitting, improvement, and equipping of the new Academy Museum and to pay miscellaneous expenditures related to the construction, improvement, and equipping of the new Academy Museum facilities.

The total estimated Project cost is \$388 million; of which approximately \$235 million will be used for demolition and construction of the new facility. The major construction contracts have not been awarded yet.

Estimated Project Construction Timetable:	
EVENT	ESTIMATED DATES
Demolition Completion	March 2016
Construction Commencement	March 2016
Anticipated Substantial Completion	December 2017
Opening of Museum	February 2018

FINANCING STRUCTURE

Financing Terms of the Academy Museum Foundation

Date: September 22, 2015

Bond Par Amount:	Up to \$360,000,000; in one or more tax-exempt or taxable series
Type of Offering:	Public Offering and/or Private Placement in one or more series or combinations
Underwriter:	Wells Fargo Bank, National Association
Direct Placement Lender, if applicable:	Wells Fargo Municipal Capital Strategies, LLC or a related entity
Credit Enhancement and Expected Credit Rating:	No Credit Enhancement. Expected Rating on the Publicly Offered Bonds of "A" or better. A rating of at least "A-" is required as a condition to closing.
Interest:	Any combination of fixed and/or variable interest rates, depending on market conditions; on the pricing date of the Bonds, the blended rate across all of the Bonds will not exceed 8%, and in any case, the blended rate will not exceed the maximum rate permitted by law
Maturity:	Up to 31 years
Collateral:	Pledge of Gross Revenues
Obligated Group:	Academy of Motion Picture Arts and Sciences, Academy Foundation, The Vine Street Archive Foundation, Archival Foundation, and Academy Museum Foundation
2015 Project	Refinance outstanding \$35,000,000 IBank 2008 Bonds; payment and/or reimbursement for a portion of the costs of construction of Academy Museum of Motion Pictures; refinance an unsecured note used for, or reimbursement to the Borrower for, lease payments in connection with long term lease for the site of the Academy Museum of Motion Pictures; payment of termination payment relating to an existing interest rate swap arrangement; and/or payment of miscellaneous expenditures relating to the Academy Museum of Motion Pictures, including working capital; costs of issuance.

The 2015 Bonds

The proceeds of the 2015 Bonds will be used to:

- (1) Refund the entire outstanding principal amount of the Infrastructure Bank's Variable Rate Demand Refunding Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group) Series 2008, originally issued on November 13, 2008 and treated as reissued, solely for federal tax purposes, on August 4, 2009 (the "2008 Bonds"). The proceeds of the 2008 Bonds were used by The Vine Street Archive Foundation, to refund the entire outstanding principal amount of the Infrastructure Bank's Insured Variable Rate Demand Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group), Series 2002, issued on July 25, 2002, the proceeds of which were used to finance the acquisition, construction, furnishing, and equipping of a film archive facility located at 1313 Vine Street and 6338, 6344 and 6350 Homewood Avenue, Los Angeles, California 90028, owned and operated by the Vine Street Foundation;
- (2) Finance a portion of the costs of construction, renovation, retrofitting, improvement, and equipping of a new museum to be located at 6067 Wilshire Boulevard, Los Angeles, CA (the "Academy Museum of Motion Pictures"), including the reimbursement of the Borrower for various capital expenditures incurred by the Borrower relating to the Academy Museum of Motion Pictures;
- (3) Refinance an unsecured note, the proceeds of which were used by or on behalf of the Borrower and/or to reimburse the Borrower for payments made to acquire a long term lease for the site of the Academy Museum of Motion Pictures;
- (4) Pay a termination payment relating to an existing interest rate swap arrangement related to the 2008 Bonds;
- (5) Pay miscellaneous expenditures relating to the Academy Museum of Motion Pictures, including, but not limited to, directly-related working capital; and/or
- (6) Pay various costs of issuance incurred in connection with the transactions described herein (collectively, the "2015 Project").

The Borrower intends to borrow \$259 million via Series 2015A fixed rate bonds and \$100 million via Series 2015B Floating Rate Notes or Bonds. There will be no credit enhancements. The Borrower has received a term sheet from Wells Fargo Bank, N.A., to purchase the Series 2015B Bonds as a bank direct purchase. The Borrower will determine prior to or at the time of pricing whether to pursue the direct purchase bonds option in lieu of issuing Floating Rate Notes for the Series 2015B. Bond Documents have been prepared with general language and sufficient flexibility to cover either option.

Prior IBank Financing

\$35,000,000, Infrastructure Bank's Insured Variable Rate Demand Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group), Series 2002 Bonds:

In July 2002, the IBank issued Tax-exempt Insured Variable Rate Demand Revenue Bonds Series 2002 Bonds in the principal amount of \$35 million on behalf of The Vine Street Archive Foundation. The proceeds of the 2002 Bonds were used to finance and refinance the acquisition, renovation, construction, and equipping for the Pickford Center (Center). This Center is about an approximate 118,000 square foot facility and houses the film archive facility. All outstanding 2002 Bonds in the principal amount of \$35 million were refunded by the Borrower's 2008 Bonds.

\$35,000,000, Infrastructure Bank's Variable Rate Demand Refunding Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group) Series 2008 Bonds:

The 2008 Bonds, were secured by an obligation issued by certain members of the Obligated Group in the amount sufficient to pay The Vine Street Foundation's loan obligation, and, in addition, by a direct-pay letter of credit (LOC) from City National Bank.

The interest rate on the 2008 Bonds resets weekly; the current outstanding principal balance is \$35 million. The 2008 Bonds have a final maturity of July 1, 2032. The Pickford Center, the original project financed by the 2008 bonds, is complete. Wells Fargo Bank, National Association, is Trustee for the 2008 Bonds.

Series 2002 & Series 2008 Debt Service Schedule					
	Series 2002 Refunded by Series 2008 Bonds	Series 2008 Bonds			
Maturity Date (July 1)	Principal	Principal	Coupon	Price	Issue Price
2022	2,710,000	2,710,000	3.800%	100.00	2,710,000
2023	2,795,000	2,795,000	3.800%	100.00	2,795,000
2024	2,885,000	2,885,000	3.800%	100.00	2,885,000
2025	2,980,000	2,980,000	3.800%	100.00	2,980,000
2026	3,070,000	3,070,000	3.800%	100.00	3,070,000
2027	3,165,000	3,165,000	3.800%	100.00	3,165,000
2028	3,265,000	3,265,000	3.800%	100.00	3,265,000
2029	3,370,000	3,370,000	3.800%	100.00	3,370,000
2030	3,475,000	3,475,000	3.800%	100.00	3,475,000
2031	3,585,000	3,585,000	3.800%	100.00	3,585,000
2032	3,700,000	3,700,000	3.800%	100.00	3,700,000
Total	\$35,000,000	\$35,000,000			\$35,000,000

Refunding Information

The refunding of the 2008 Bonds is not expected to produce economic savings, however, the refunding is necessary to create a unified set of legal documents and reduce administrative burdens.

Borrower's Additional Debt

City National Bank Note: On March 1, 2013, the Academy entered into an unsecured promissory note with City National Bank for \$28,000,000. The note requires monthly interest only payments until March 15, 2018 at which time the note matures. At the Academy's option, the interest rate is (a) for a LIBOR Loan, the LIBOR Interest Rate (duration chosen by the Academy) plus one percent per year, and (b) for a Prime Loan, the greater of (i) one percent per year or (ii) the Prime Rate, as most recently announced by CNB, minus three-quarters percent (-0.75%) per year. As of June 30, 2013 and 2014, the Academy selected the monthly LIBOR Loan with a rate of 1.25%.

Limited Obligations of IBank

Neither IBank nor any of its officers, its employees or any person executing the loan agreement on behalf of IBank shall be personally liable on the 2015 Bonds or subject to any personal liability or accountability by reason of the execution thereof. The 2015 Bonds are limited obligations of IBank, payable solely from and secured by the pledge of the payments under the loan agreement. Neither IBank nor any of the members of its Board of Directors, the State of California, or any of its political subdivisions shall be directly, indirectly, contingently or morally obligated to use any other moneys or assets to pay all or any portion of the debt service due on the 2015 Bonds, to levy or to pledge any form of taxation whatever therefor or to make any appropriation for their payment. The 2015 Bonds are not a pledge of the faith and credit of IBank, the State of California or any of its political subdivisions nor do they constitute indebtedness within the meaning of any constitutional or statutory debt limitation. IBank has no taxing power.

IBank shall not be liable for the payment of the principal of, prepayment premium, or interest on the 2015 Project or any other costs, expenses, losses, damages, claims or actions of any conceivable kind on any conceivable theory, under or by reason of or in connection with the loan agreement or any other documents, except only to the extent amounts are received for the payment thereof from the Borrower under the loan agreement.

PUBLIC BENEFITS

The Academy Museum will be dedicated to presenting and exploring the history of motion pictures and the motion picture industry. This will include educational programs, screenings, panel discussions, displays of memorabilia, immersive gallery experiences, and other programs that will allow visitors to experience the magic of movies.

The Academy Museum will be a valuable asset to world culture, providing many direct benefits to the cities of Hollywood and Los Angeles, the County of Los Angeles, and the State as a result of the close association of the cities, county, and State with the film industry. The project is anticipated to be a major global tourist attraction and will encourage many people from around the world to visit the Los Angeles area.

The Academy Museum will present the work of Oscar® winners and nominees, and a wide range of global artists in the movie industry. It will include a wide spectrum of educational and cultural activities including interactive, immersive, and engaging exhibitions on moviemaking that will highlight the history and future of the arts and science of film. Programs and events will be available year-round at low or no cost to the general public and Academy members.

Construction of the Academy Museum is anticipated to provide approximately 500 construction jobs. The Borrower will hire approximately 140 permanent full-time administration and office staff, as well as support staff including security staff, custodial staff, Academy Museum café employees, and Academy Museum Store employees, and docents.

OTHER PROJECT DATA

PERMITS AND APPROVAL	
Required?	<input checked="" type="checkbox"/> NO <input type="checkbox"/> YES, Describe:
TEFRA	
Date of TEFRA	September 21, 2015
Publications	<i>The Sacramento Bee</i> <i>Los Angeles Times</i>
Oral/Written Comments	<input checked="" type="checkbox"/> NO <input type="checkbox"/> YES, Explain:
ELIGIBILITY REVIEW	
Applicant meets all of the IBank eligibility criteria? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	<ol style="list-style-type: none"> 1. The Project is in the State of California. 2. Academy Museum Project is capable of meeting the obligations incurred under the proposed loan agreement, and, in particular as to its loan repayment obligations which secure the bonds, as a result of the payment obligation provided by the Academy Obligated Group, which is the basis for the anticipated rating on the bonds. 3. Payments to be made to IBank under the proposed loan agreement are adequate to pay the current expenses of IBank in connection with the financing and to make all the scheduled payments on the bonds. 4. The proposed financing is appropriate for the Project. 5. The Project is consistent with any existing local or regional comprehensive plans.
INDUCEMENT CERTIFICATE	
Completed?	<input type="checkbox"/> NO <input type="checkbox"/> YES Certificate No.: <input checked="" type="checkbox"/> N/A Date:

RECOMMENDATION

Staff recommends approval of Resolution 15-14, in an amount not to exceed \$360,000,000 for the Academy Museum Project.

APPENDIX A
Trustees and Officers and Organization Chart

Trustees of Academy Museum Foundation

The following table lists the nine current members of the Academy Museum Board and their branch affiliations. All terms are one-year in length and expire in August 2016.

Current Academy Museum Trustee	Branch Affiliation
John Bailey	Cinematographers
Ed Begley, Jr.	Actors
Annette Bening	Actors
Jim Gianopulos	Executives
Cheryl Boone Isaacs	Public Relations
Kathleen Kennedy	Producers
Bill Kroyer	Short Films and Feature Animation
Jan Pascale	Designers
David Rubin	Casting Directors

Officers of Academy Museum Foundation

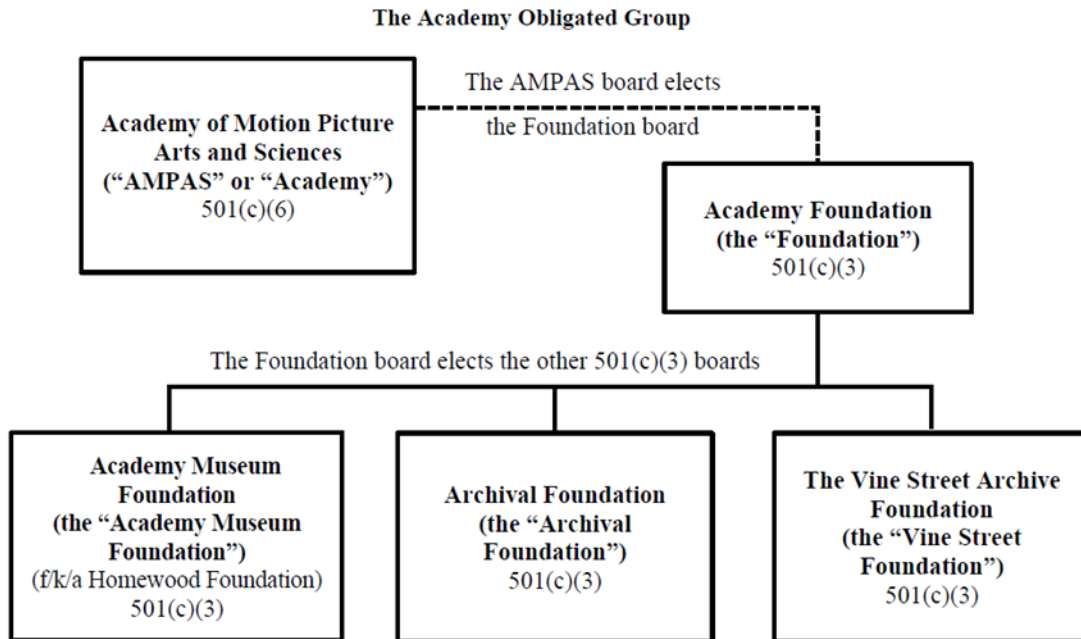
Kathleen Kennedy	President Eight-time Oscar nominated producer
Annette Bening	Vice President Actor
Bill Kroyer	Vice President Co-chair of the Academy's Science and Technology Council
Jim Gianopulos	Treasurer Chairman and CEO of 20 th Century Fox
David Rubin	Secretary Casting Director
Dawn Hudson	Chief Executive Officer Academy's CEO since 2011
Andrew Horn	Chief Financial Officer Academy's CFO since 2012

Management of the Academy Museum

Kerry Brougher	Director of the Academy Museum
Bill Kramer	Managing Director, Academy Museum and External Relations of the Academy Museum.
Deborah Horowitz	Managing Director, Creative Content and Programming of the Academy Museum.
Ms. Hudson	Chief Executive Officer of the Academy Museum Foundation
Mr. Horn	Chief Financial Officer of the Academy Museum Foundation

Organization Chart

The Academy Obligated Group, referred to as the “Obligated Group” in the Master Indenture of Trust, consists of the five related non-profit corporations: Academy of Motion Picture Arts and Sciences (AMPAS or the Academy), a 501(c)(6) mutual benefit corporation; its 501(c)(3) affiliate, Academy Foundation (Foundation); and the Foundation’s three controlled, supporting 501(c)(3) non-profits, Archival Foundation, Academy Museum Foundation (Borrower) and The Vine Street Archive Foundation. The following chart displays the relationships among the five non-profits:



APPENDIX B
PROJECT PHOTOS



**APPENDIX C
ACADEMY MUSEUM FOUNDATION
FINANCIAL STATEMENTS 2012 – 2014**