

RESOLUTION NO. 20-01

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS IN AN AGGREGATE AMOUNT NOT TO EXCEED \$250,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF THE J. PAUL GETTY TRUST, A 501(c)(3) ORGANIZATION IN ONE OR MORE SERIES, TO REFUND ALL OR A PORTION OF THE OUTSTANDING CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK VARIABLE RATE REFUNDING REVENUE BONDS (THE J. PAUL GETTY TRUST), SERIES 2011A-2, SERIES 2011A-3 AND SERIES 2011A-4, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF SUCH TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS 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 from time to time hereafter be amended or supplemented, the “Act”);

WHEREAS, IBank is authorized under the Act to issue tax-exempt revenue bonds to provide financing and refinancing for eligible projects located in the State of California (the “State”);

WHEREAS, The J. Paul Getty Trust, a charitable trust created and existing under the laws of the State (the “Getty Trust”), has submitted an application (the “Application”) for the financial assistance of IBank to (i) refund all or a portion of the outstanding California Infrastructure and Economic Development Bank Variable Rate Refunding Revenue Bonds (The J. Paul Getty Trust), Series 2011A-2, Series 2011A-3 and Series 2011A-4 (collectively, the “Prior Bonds”), that were used to refund certain other bonds, previously issued by IBank for the benefit of the Getty Trust to finance capital projects of museums and related facilities owned and operated by the Getty Trust and located in Los Angeles, California (the “Prior Projects”), (ii) pay termination payments on interest rate swap agreements related to the Prior Bonds being terminated in part, and (iii) pay certain costs of issuance incurred in connection with the issuance and sale of the Bonds (as defined below) (collectively, the “Project”);

WHEREAS, the Getty Trust has requested that IBank (a) authorize the issuance and delivery of its tax-exempt and/or taxable California Infrastructure and Economic Development Bank Refunding Revenue Bonds (The J. Paul Getty Trust) Series 2020 (the “Bonds”), or such other name or names and with such series designations as may be necessary or desirable to conform to the terms of the Bonds to be issued pursuant to the terms set forth in **Exhibit 1** (the “Term Sheet”) attached hereto, in one or more series, in an aggregate principal amount not to exceed \$250,000,000, (b) provide for the sale of the Bonds, (c) provide for the loan of the

proceeds of the sale of the Bonds to the Getty Trust pursuant to a Loan Agreement to finance or refinance the costs of the Project (the "Getty Trust Loan"), (d) provide for the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived solely from the Getty Trust's repayment of the Getty Trust Loan, and (e) take and authorize certain other actions in connection with the foregoing (collectively, the "Transaction");

WHEREAS, the Getty Trust has represented that it expects to obtain an initial rating on the Bonds of at least "A" from Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business ("S&P"); and

WHEREAS, IBank's staff has reviewed the Application from the Getty Trust and drafts of certain of the documents proposed to be entered into in connection with the Bonds, including a Bond Indenture, a Loan Agreement, a Bond Purchase Agreement, and a proposed form of Official Statement (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. For the purposes of this Transaction, it has been determined as follows:

(a) The Prior Projects are located in the State.

(b) The Getty Trust is capable of meeting the obligations incurred under the Transaction Documents based upon an expected rating of the Bonds in one of the three highest rating categories by one or more nationally recognized agencies.

(c) The payments to be made by the Getty Trust to the Issuer under the Loan Agreement approved herein are adequate to pay the current expenses of the Issuer in connection with the financing and to make all the payments on the Bonds approved herein.

(d) The proposed financing is appropriate for the financing or refinancing of the Project.

(e) The Prior Projects are consistent with any existing local or regional comprehensive plan.

Section 3. IBank authorizes and approves the issuance, execution, sale, and delivery of the Bonds on the terms set forth on the Term Sheet and lending the proceeds of the Bonds to the Getty Trust in order to finance and refinance the costs of the Project pursuant to the terms and provisions as approved by this resolution (this "Resolution").

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, in substantially the forms 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, documents, certificates and instruments (including, without limitation, letters of representations and certifications of authority, a tax certificate and tax forms required by the Internal Revenue Service in connection with the issuance of the Bonds, and other documents necessary or advisable to refund all or a portion of the Prior Bonds) which they may deem necessary or appropriate to consummate the issuance, sale and delivery of the Bonds, consummate the Transaction, and otherwise to effectuate the purposes of this Resolution.

Section 5. All actions heretofore taken by the officers and employees of IBank with respect to the approval, issuance and sale of the Bonds and the consummation of the Transaction are hereby approved, confirmed and ratified. Any Authorized Representative is hereby authorized and directed, jointly and severally, to perform their duties, take actions and to execute and deliver any and all certificates and instruments that they may deem necessary or advisable in order to (i) consummate the issuance, sale and delivery of the Bonds and the use of the proceeds of the Bonds to fund the Getty Trust 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 the Board, 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 adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on February 26, 2020, by the following vote:

AYES: Steinorth, Ma, Miller, Jimenez, Mendonca

NOES:

ABSENT:

ABSTAIN:

By James Pebles for
Scott Wu, Executive Director
Scott Wu

Attest:

By 
Stefan R. Spich, Secretary of the Board

EXHIBIT 1

**IBank Term Sheet
The J. Paul Getty Trust
Date: February 26, 2020**

Bond Par Amount: Not to exceed \$250,000,000; in one or more tax-exempt and/or taxable series

Type of Offering: Public Offering

Underwriter: Jefferies LLC and UBS Financial Services Inc.

Expected Credit Rating: S&P: AAA
Moody's: Aaa

Interest*: A series of the Bonds is expected to be in a fixed rate mode, initially bearing interest at not to exceed 5.50%. Another series of the Bonds is expected to be in a longer term variable rate mode. The maximum interest rate per annum permitted under the Bond Indenture is not to exceed 12%. Both series are eligible to be converted to another interest rate mode, as described in the Bond Indenture.

Maturity*: April 1, 2038 final maturity

Collateral: Corporate personal property

Expected Closing Date*: March 18, 2020

Conduit Transaction: The Bonds are special, limited obligations payable solely from payments made by the Getty Trust 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 Bonds.

* Please note that the interest rate provisions, including interest rate mode and interest rate, final Maturity and Closing Date are subject to change.