

**RESOLUTION NO. 20-21**

**RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ONE OR MORE SERIES OF TAX-EXEMPT REFUNDING REVENUE BONDS IN AN AGGREGATE AMOUNT NOT TO EXCEED \$300,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF MUSEUM ASSOCIATES (DOING BUSINESS AS THE LOS ANGELES COUNTY MUSEUM OF ART, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION) PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT REFUNDING 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 be amended or supplemented (the “Act”); and

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

WHEREAS, Museum Associates, doing business as the Los Angeles County Museum of Art, a California nonprofit public benefit corporation (the “Borrower”), has submitted an application (the “Application”) to IBank for assistance to (i) refund all or a portion of the California Infrastructure and Economic Development Bank Refunding Revenue Bonds (Los Angeles County Museum of Art Project) Series 2017A and Series 2017B, (ii) refund all or a portion of the California Infrastructure and Economic Development Bank Refunding Revenue Bonds (Los Angeles County Museum of Art Project) Series 2013B Bonds, (iii) refund all or a portion of the California Infrastructure and Economic Development Bank Refunding Revenue Bonds (Los Angeles County Museum of Art Project) Series 2013C Bonds, (iv) refund all or a portion of the California Infrastructure and Economic Development Bank Refunding Revenue Bonds (Los Angeles County Museum of Art Project) Series 2013D Bonds, and (v) pay various costs of issuing the Bonds (as defined hereinafter) (collectively, the “Project”); and

WHEREAS, for these purposes, the Borrower has requested IBank to (a) authorize the issuance and delivery of one or more series of its tax-exempt refunding revenue bonds (the “Bonds”) to be sold through a public offering pursuant to the terms set forth in **Exhibit 1** attached hereto (the “Term Sheet”); (b) to loan the proceeds of the Bonds to the Borrower pursuant to a Loan Agreement, including one or more supplements thereto, to finance and refinance the costs of the Project (the “Borrower Loan”), (c) to provide for the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived solely from the Borrower’s payment of the Borrower Loan and other funds available therefor; and (d) to take and authorize certain other actions in connection with the foregoing (collectively, the “Transaction”); and

WHEREAS, IBank’s Policies and Procedures for Conduit Revenue Bond Financing for Economic Development Facilities adopted by the IBank Board of Directors (the “Board”) pursuant to Resolution No. 10-28 on August 24, 2010 (the “Conduit Bond Policy”), provides IBank’s standard policy is to issue bonds that bear a long term rating of at least “A3” from Moody’s Investors Service (“Moody’s”) or an “A-” from S&P Global Ratings (“S&P”) or Fitch Ratings, Inc. (“Fitch”); and

WHEREAS, the Borrower has represented that it expects the Bonds to bear a long-term rating lower than the standard required under Conduit Bond Policy, but in no event lower than “Investment Grade” (defined as a long-term rating of at least “Baa3” from Moody’s, “BBB-” from S&P or “BBB-” from Fitch); and

WHEREAS, the Conduit Bond Policy provides that Board may waive the minimum rating requirement based on special circumstances and approve IBank’s issuance of publicly-offered bond bearing a lower rating; and

WHEREAS, IBank staff have reviewed the Application from the Borrower and drafts of certain of the documents proposed to be entered into in connection with the Transaction, including one or more Supplemental Indentures, one or more Supplemental Loan Agreements, one or more Purchase Contracts, and one or more Official Statements (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 Bonds on terms set forth in the Term Sheet and lending the proceeds of the Bonds to the Borrower in order to finance and refinance the costs of the Project pursuant to terms and provisions as approved by this resolution (the “Resolution”).

Section 3. The Executive Director or the Executive Director’s assignees (each, an “Authorized Representative”), each acting alone, is hereby authorized to execute and deliver the Transaction Documents substantially in the form on file with the Secretary of the Board, with such insertions, deletions, and changes therein as an Authorized Representative may approve (such approval to be conclusively evidenced by execution and delivery thereof). 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 and other tax forms required by the Internal Revenue Service in connection with the issuance of the Bonds, a no arbitrage certificate, letters of representations, escrow agreements, assignments, certifications of authority and other documents necessary or advisable in connection with the Transaction, which they may deem necessary or desirable to consummate the issuance, sale, and delivery of the Bonds, assign security provided by the Borrower to the Trustee under the Indenture dated as of August 1, 2013, by and between IBank and U.S. Bank National Association (as supplemented) as security for the Bonds, consummate the Transaction, and otherwise to effectuate the purpose of this Resolution.

Section 4. All actions heretofore taken by the officers, employees, and agents 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, each acting alone, is hereby authorized to take actions and execute and deliver any and all documents or certificates which they may deem necessary or desirable in order to (i) consummate the sale, issuance and delivery of the Bonds and the use of Bond proceeds 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 5. 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 6. The Board finds that due to special circumstances waiver of the rating requirements of the Conduit Bond Policy is appropriate to accommodate the Borrower's request to finance and refinance the Transaction and hereby waives compliance with such rating requirement. The Board hereby approves for this Transaction the issuance and sale of the Bonds in a public offering so long as (1) the Bonds are rated least Investment Grade rating by at least one of S&P, Fitch, and/or Moody's (collectively, the "Ratings Agencies"), and (2) no lower than Investment Grade by any Ratings Agency.

Section 7. This Resolution shall take effect immediately upon its passage.

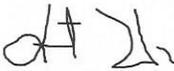
PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on November 18, 2020, by the following vote:

AYES: Dombrowski, Ma, Jimenez, Steinorth

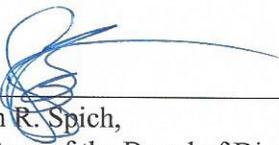
NOES:

ABSENT: Jarvis

ABSTAIN:

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

Attest:

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

## Exhibit 1

### Financing Terms Museum Associates Doing Business as Los Angeles County Museum of Art (the “Borrower”)

**Date: November 18, 2020**

<b>Bond Par Amount:</b>	Up to \$300,000,000; in one or more series of tax-exempt bonds.
<b>Type of Offering:</b>	Public Offering in one or more series or combinations.
<b>Underwriter:</b>	Wells Fargo Bank, National Association
<b>Credit Enhancement and Expected Credit Rating:</b>	No Credit Enhancement; Expected Rating on the Bonds of “Baa3” or better from Moody’s Investors Service.
<b>Interest:</b>	A 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 6.000% and in any case, the blended rate will not exceed the maximum rate permitted by law.
<b>Maturity:</b>	Up to 30 years
<b>Collateral:</b>	Unsecured General Obligation (under certain circumstances moneys may be transferred to a Collateral Account)
<b>Expected Closing Date*:</b>	January 14, 2021
<b>Conduit Transaction</b>	The Bonds are special, limited obligations payable solely from accounts and assets available and payments made by the Borrower under the Transaction Documents. IBank and the State 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.

---

\* Interest and Closing Date are subject to change.