

RESOLUTION NO. 21-16

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF TAX-EXEMPT LOAN OBLIGATIONS IN AN AMOUNT NOT TO EXCEED \$40,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF THE CROSSROADS SCHOOL FOR ARTS AND SCIENCES, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT LOAN 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 Crossroads School for Arts and Sciences, a California nonprofit public benefit corporation (the “Borrower”), has submitted an application (the “Application”) to IBank for assistance in (a) (i) refunding approximately \$25,000,000 of existing tax-exempt bonds issued by the California Municipal Finance Authority, the proceeds of which were loaned to the Borrower and used to finance and refinance the acquisition, construction, improvement, furnishing and equipping of the Borrower's educational facilities located at 1709, 1713-1715, 1719, 1727, 1729, and 1731 20th Street, Santa Monica, California 90404, 1701, 1706, 1714, 1718-1720, 1721-1725, 1728, 1730-1732, 1734, 1737-1745, 1748 and 1753 21st Street, Santa Monica, California 90404, 1704, 1728, 1736 and 1740 22nd Street, Santa Monica, California 90404, 1713-1715 and 1906 Olympic Boulevard, Santa Monica, California 90404 and 12099 Wagner Street, Culver City, California 90230, (ii) reimbursing the Borrower for a portion of the purchase price of the real property and improvements located at 1750-1756 22nd Street, Santa Monica, California 90404, which will initially be used for administrative, educational and related functions, and (iii) financing, refinancing, and/or reimbursing the Borrower for a portion of the cost of the design, development, construction, installation and equipping of an approximately 32,700 square foot, two story building, including a 650-seat performing arts center, recital and flexible classroom space, music classrooms, library, space for the Borrower's program for its Equity and Justice Institute, and other related and appurtenant facilities located at 1740 22nd Street, Santa Monica, California 90404, and (b) paying certain costs of issuance in connection with such financing, refinancing, or reimbursement (the “Project”); and

WHEREAS, the Borrower has requested the IBank to issue its tax-exempt loan obligations pursuant to the terms set forth in in the Term Sheet (defined below) (the “Obligations”) and to loan the proceeds of the Obligations to the Borrower for the purpose of financing and refinancing the Project; and

WHEREAS, for these purposes, the Borrower has requested IBank to (a) authorize the issuance and delivery of the Obligations to First Republic Bank, a California banking corporation, or a related entity (the “Lender”), pursuant to the terms set forth in **Exhibit 1** (the “Term Sheet”) attached hereto; (b) loan the proceeds of the Obligations to the Borrower pursuant to a Loan 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 solely from the Borrower’s payment of the Borrower Loan and with moneys in any fund or account created under the Loan Agreement; and (d) take and authorize certain other actions in connection with the foregoing (collectively, the “Transaction”); 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 underwritten offering or sold directly to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, or an accredited investor within the meanings of the Code of Federal Regulations, Section 230.501(a)(1), (2), (3), (7), (8), (9), or (12), and willing to sign a sophisticated investor letter acceptable to IBank, provided that IBank’s conditions for such transactions are met; and

WHEREAS, because the Transaction provides for the Obligations to be placed directly with Lender, a qualified institutional buyer, 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 Loan Agreement and any other related documents (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 Obligations on terms set forth on the Term Sheet and lending the proceeds of the Obligations to the Borrower in order to finance the Project pursuant to terms and provisions as approved by this resolution (this “Resolution”).

Section 3. In accordance with IBank’s policies on limited underwritten offering, direct purchase and private placement to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, or an accredited investor within the meanings of the Code of Federal Regulations, Section 230.501(a)(1), (2), (3), (7), (8), (9), or (12), and willing to sign a sophisticated investor letter 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 (each an “Authorized Representative”), is hereby authorized to execute and deliver the Transaction Documents, substantially in the form 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, certificates and instruments, including, without limitation, a tax regulatory agreement, a no arbitrage certificate, letters of representations and 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 and delivery of the Obligations, assign security provided by the Borrower with respect to the Borrower Loan to the Lender 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. Any Authorized Representative is hereby authorized to take actions and execute and deliver any and all instruments, documents and 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 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 November 17, 2021, by the following vote:

AYES: Dombrowski, Fowler, Jarvis, Quant Steinorth

NOES:

ABSENT:

ABSTAIN:

ALL

By _____
Scott Wu, Executive Director

Attest:

By  _____
Stefan Spick, Secretary
of the Board of Directors

Exhibit 1

IBank Term Sheet Crossroads School for the Arts and Sciences Date: November 17, 2021

Par Amount:	Not to exceed \$40,000,000; Tax-Exempt Loan Obligations.
Type of Offering:	Private Placement.
Lender:	First Republic Bank, or a related entity.
Credit Enhancement and Expected Credit Rating:	None.
Interest:	Fixed Interest Rate – 2.45%*.
Expected Maturity:	December 1, 2051.
Collateral:	Personal property of the Borrower and a negative pledge on certain real property owned by the Borrower.
Expected Closing Date:	December 1, 2021*.
Conduit Transaction:	The Obligations are the special limited obligations of IBank 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.

*Subject to change.