

## RESOLUTION NO. 22-22

### **RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK APPROVING, AUTHORIZING AND DIRECTING THE EXECUTION OF CERTAIN DOCUMENTS AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT TO THE ISSUANCE OF ITS CLEAN WATER AND DRINKING WATER STATE REVOLVING FUND REVENUE BONDS, SERIES 2023 (GREEN BONDS)**

**WHEREAS**, the California Infrastructure and Economic Development Bank (“IBank”), an instrumentality of the State of California (the “State”), is duly organized and validly existing pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act, as amended, constituting Division 1 (commencing with Section 63000) of Title 6.7 of the California Government Code (the “Act”); and

**WHEREAS**, the United States of America, pursuant to the Federal Water Pollution Control Act, as amended by, among other laws and regulations, the Water Quality Act of 1987 (33 U.S.C. Section 1251 *et seq.*) (the “Clean Water Act”), requires each state to establish a water pollution control revolving fund to be administered by an instrumentality of such state as a condition to receipt of capitalization grants under the Clean Water Act; and

**WHEREAS**, the State has, pursuant to Chapter 6.5 (commencing with Section 13475) of Division 7 of the California Water Code, as amended (the “CWSRF Act”), established a water pollution control revolving fund (the “CWSRF”) to be used for purposes of the CWSRF Act and the Clean Water Act; and

**WHEREAS**, the United States of America, pursuant to the Safe Drinking Water Act of 1974 (42 U.S.C. § 300 *et seq.*)(together with the rules and regulations promulgated thereunder, the “Safe Drinking Water Act”), requires each state to establish a revolving fund to be administered by an instrumentality of such state as a condition to receipt of capitalization grants under the Safe Drinking Water Act; and

**WHEREAS**, the State has, pursuant to Chapter 4.5 (commencing at Section 116760) of Division 104 of the California Health and Safety Code, as amended (the “DWSRF Act”), established a drinking water state revolving fund (the “DWSRF”) to be used for purposes of state law and the Safe Drinking Water Act; and;

**WHEREAS**, pursuant to Chapter 1078, Statutes of 2000 (SB 1571), codified as Article 6 (commencing with Section 63048) of Chapter 2 of the Act, and pursuant to Article 6.3 (commencing with Section 63048.55) of Chapter 2 of the Act, IBank is authorized to issue revenue bonds from time to time and use the proceeds thereof to, among other things, provide financial assistance to the State Water Resources Control Board (the “State Water Board”), being an agency in the State, through the sale, issuance and delivery by IBank of its California Infrastructure and Economic Development Bank Clean Water and Drinking Water State Revolving Fund Revenue Bonds, Series 2023 (Green Bonds) (the “Bonds”); and

**WHEREAS**, IBank has entered into the Amended and Restated Master Trust Indenture, dated as of March 1, 2022 (the “Master Trust Indenture”), by and between IBank and the Treasurer of the State, as trustee (the “Trustee”), relating to the issuance of Clean Water and Drinking Water State Revolving Fund Revenue Bonds; and

**WHEREAS**, the IBank will enter into the Series 2023 Indenture, dated as of January 1, 2023 (the “Series 2023 Indenture” and, together with the Master Trust Indenture, the “Indenture”), by and between IBank and the Treasurer of the State, as trustee (the “Trustee”), pursuant to which the Bonds are to be issued; and

**WHEREAS**, IBank proposes to assist the State Water Board in providing financial assistance to local agencies in the State through the sale, issuance and delivery by IBank of its Bonds by competitive sale pursuant to a notice of sale (the “Notice of Sale”) approved by the State Water Board; and

**WHEREAS**, to further secure all bonds issued under the Indenture, IBank has entered into the Amended and Restated Master Pledge and Payment Agreement, dated as of March 1, 2022 (the “Master Pledge Agreement”), by and between the State Water Board and IBank, providing for the assignment of certain Pledged Project Obligations, as defined in the Master Pledge Agreement, from the State Water Board to IBank and the payment by the State Water Board of amounts due thereunder, all in accordance with the provisions hereof and thereof; and

**WHEREAS**, authorization for the issuance and sale of the Bonds and execution of the Bond Documents (defined below) is now sought;

**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 Bonds are authorized to be issued pursuant to the Act in an aggregate principal amount not to exceed \$650,000,000.

**Section 2.** The Treasurer of the State is hereby authorized and requested to sell the Bonds, at any time within one hundred eighty (180) days of the effective date of this Resolution, pursuant to a competitive sale in accordance with the Notice of Sale.

**Section 3.** Proposed forms of the Series 2023 Indenture and the Notice of Sale (collectively, the “Bond Documents”), are on file with the Secretary of the Board. The Executive Director of IBank (the “Executive Director”) or the Chief Deputy Executive Director of IBank (the “Chief Deputy Executive Director”) or their respective assignees (collectively, the “Authorized Signatories”), and each of them acting alone, are hereby authorized and directed, for and on behalf and in the name of IBank, to execute, upon the Executive Director’s or Chief Deputy Executive Director’s receipt of satisfactory evidence that the State Water Board has approved the Bond Documents, by manual or facsimile signature, and deliver to the Trustee, and the Secretary of the Board is authorized to attest to, as applicable, the Bond Documents in substantially the forms on file with the Secretary of the Board, with such additions thereto and changes therein as the officers

executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4.** The proposed form of the preliminary official statement relating to the Bonds (the “Preliminary Official Statement”), on file with the Secretary of the Board, is hereby approved. IBank hereby authorizes, upon the Executive Director’s or Chief Deputy Executive Director’s receipt of satisfactory evidence that the State Water Board has approved the Preliminary Official Statement, the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds with such additions thereto and changes therein as may be necessary to cause the same to carry out the intent of this Resolution, such approval to be conclusively evidenced by delivery thereof to the prospective purchasers of the Bonds. The Authorized Signatories, and each of them acting alone, are hereby authorized and directed, for and in the name and on behalf of IBank, to, upon the Executive Director’s or Chief Deputy Executive Director’s receipt of satisfactory evidence that the State Water Board has approved the Preliminary Official Statement, execute and deliver a certificate to the effect that the sections entitled “INFRASTRUCTURE BANK” and “MISCELLANEOUS – Litigation – IBank” of the Preliminary Official Statement, as of its date, are deemed final by IBank, if necessary for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended; and at the time of sale of the Bonds, the Authorized Signatories are hereby authorized and directed to, upon the Executive Director’s or Chief Deputy Executive Director’s receipt of satisfactory evidence that the State Water Board has approved the Preliminary Official Statement, deliver the Preliminary Official Statement as the final official statement for the Bonds, with such additions thereto or changes therein as the Authorized Signatories, and each of them acting alone, may approve (the “Official Statement”), such approval to be conclusively evidenced by the delivery thereof. The winning bidders of the Bonds are hereby authorized to distribute copies of the Official Statement to the purchasers of the Bonds.

**Section 5.** The Authorized Signatories, and each of them acting alone, are hereby authorized and directed to, upon the Executive Director’s or Chief Deputy Executive Director’s receipt of satisfactory evidence that the State Water Board has approved the issuance and sale of the Bonds, execute, manually or by facsimile, in the name and on behalf of IBank, the Bonds in an aggregate principal amount not to exceed the amount authorized hereunder in accordance with the Indenture and in the form set forth in the Series 2023 Indenture.

**Section 6.** The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee pursuant to the Indenture. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee’s certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The Depository Trust Company (the “Depository”) on behalf of the purchasers thereof in accordance with written instructions executed on behalf of IBank by the Executive Director, or the Chief Deputy Executive Director, or his or her assignees, which instructions said officer is hereby authorized and directed, for and on behalf and in the name of IBank, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Depository, on behalf of the purchasers thereof, upon payment of the purchase price thereof.

**Section 7.** All actions heretofore taken by the officers and agents of IBank with respect to the approval, issuance, sale and delivery of the Bonds are hereby approved, confirmed and ratified, and the Authorized Signatories are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all instruments, certificates and documents, including without limitation a tax certificate, that they may deem necessary or desirable in order to consummate the issuance, sale and delivery of the Bonds, to effect the transactions contemplated by the Bond Documents and otherwise to effectuate the purposes of this Resolution.

**Section 8.** This Resolution shall take effect immediately upon its adoption.

**PASSED, APPROVED AND ADOPTED** at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on December 21, 2022 by the following vote.

AYES: Myers, Fernandez, Miller, Quant, Steinorth

NOES:

ABSENT:

ABSTAIN:

By:


scott wu

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wu  
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Scott Wu, Executive Director

Attest:

By:

  
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Stefan R. Spich, Secretary of the Board of Directors