

RESOLUTION NO. 25-04

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK (“IBANK”) APPROVING THE SELECTION OF AN EXTERNAL CONSULTANT FOR THE CATALYST REVOLVING LOAN FUND PROGRAM RELATED FINANCINGS UNDER THE NATIONAL CLEAN INVESTMENT FUND

WHEREAS, the California Infrastructure and Economic Development Bank (“IBank”) is established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 et seq.) (the “IBank Act”), for the purpose of providing financial assistance to eligible projects in the State of California (the “State”) through a variety of financing mechanisms;

WHEREAS, effective June 29, 2020, Article 6.7 of the IBank Act (California Government Code Sections 63048.91 through 63048.100) was added to the IBank Act establishing the Climate Catalyst Revolving Loan Fund and the Climate Catalyst Revolving Loan Fund Program (together, the “Climate Catalyst Fund”) for the purpose of providing financial assistance for eligible projects (a “Climate Catalyst Project”) intended to further California’s climate goals, activities that reduce climate risk, and the implementation of low-carbon technology and infrastructure;

WHEREAS, on January 26, 2022, the IBank Board of Directors (the “Board”) adopt the Criteria, Priorities, and Guidelines for the Selection of Projects for IBank Financing under the Climate Catalyst Revolving Loan Fund Program (the “Climate Catalyst Criteria”) to facilitate the financing of Climate Catalyst Projects;

WHEREAS, Government Code Section 63048.93 requires that the Board adopt a Climate Catalyst Financing Plan, a report that “identifying potential categories and eligibility criteria of Climate Catalyst Projects that may receive financial assistance under this article” per Government Code Section 63048.92;

WHEREAS, on September 25, 2024, the Board adopted a Federal Greenhouse Gas Reduction Fund – National Clean Investment Fund (“NCIF”) Financing Plan (the “NCIF Financing Plan”) for the purpose of financing eligible projects under the Climate Catalyst Fund;

WHEREAS, the Coalition of Green Capital (the “CGC”) entered into a grant agreement with the United States Environmental Protection Agency under the NCIF of the GGRF for the establishment and operation of a national green bank for the purposes of (i) providing financial assistance to qualified projects, (ii) conducting market-building activities, (iii) conducting predevelopment activities, and (iv) conducting program administration activities (the “CGC Program”);

WHEREAS, on January 8, 2025, IBank and CGC entered into a NCIF subgrant agreement and its related transaction documents for the purpose of receiving \$446,257,500 under the CGC Program as a subgrant recipient (the “Subgrant”);

WHEREAS, in December 2023, IBank released a request for information (a “RFI”) in preparation for the deployment of NCIF capital and requested submissions for, among other things, tools and products that address market gaps and partnership with the state in sourcing, underwriting and servicing loans across NCIF’s relevant sectors; and

WHEREAS, based on the specialized and complex requirements of the Subgrant, the Catalyst team and IBank senior staff (the “Selection Team”) reviewed and analyzed all responses to the RFI, interviewed three of the most qualified candidates, and selected a preferred external consultant (“Preferred External Consultant”) to advance to contract negotiation and engagement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The Board hereby finds that the above recitals are true and correct.

Section 2. All actions heretofore taken by the officers and employees of IBank with respect to the subject matter of this Resolution are hereby approved, confirmed and ratified.

Section 3. The Board hereby approves Guidehouse Inc. as a Preferred External Consultant selected by the Selection Team.

Section 4. The Board hereby directs and authorizes the Executive Director, or the Executive Director’s assignees, to take all actions necessary or appropriate to retain an External Consultant, including, but not limited to:

- Engage or appoint an External Consultant;
- Negotiate, execute, and deliver any contracts, agreements, side letters, and any other documents with the Preferred External Consultant for retention as an External Consultant, and any subsequent amendments, waivers, consents, approvals, written directions related thereto, as the Executive Director may deem necessary or advisable;
- Execute and deliver any and all other agreements, certificates and instruments and take all other actions which he or she may deem necessary or desirable to effectuate the purpose of this Resolution;
- Engage, appoint, or substitute any agents necessary to undertake the purposes of the Resolution, including, but not limited to, attorneys, trustees, paying agents, escrow agents, or accountants; and
- Terminate any External Consultant and/or select any replacement or additional Preferred External Consultant from the interviewed pool of most qualified candidates. Any such replacement or additional Preferred External Consultant will be presented to the Board for approval.

Section 5. 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 January 22, 2025, by the following vote:

AYES: Dombrowski, Pahland, Perrault, Quant, Steinorth

NOES:

ABSENT:

ABSTAIN:

By **scott wu** Digitally signed by scott wu
Date: 2025.01.22 18:54:30
-08'00'

Scott Wu, Executive Director

Attest:

By **Angel Lau** Digitally signed by Angel
Lau
Date: 2025.01.23 11:06:11
-08'00'

Angel Lau
Secretary of the Board of Directors