



REGULAR MEETING AGENDA

April 18, 2019 at 2:00 p.m.

**California State Association of Counties
1100 K Street, 1st Floor, Sacramento, CA 95814**

Telephonic Locations:

County of Solano
675 Texas Street, Fairfield, CA 94533

County of Butte
7 County Drive, Oroville, CA 95965

County of Yuba
915 8th Street, Marysville, CA 95901

3252 Southern Hills Drive
Fairfield, CA 94534

247 Electric Street
Auburn, CA 95603

709 Portwalk Place
Redwood City, CA 94061

City of Lafayette
3675 Mt. Diablo Blvd., Suite 210
Lafayette, CA 94549

77 De Silva Island Drive
Mill Valley, CA 94941

County of Kern
1115 Truxtun Avenue, Bakersfield, CA 93301

A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

<input type="checkbox"/> Larry Combs, Chair	<input type="checkbox"/> Jordan Kaufman, Member
<input type="checkbox"/> Kevin O'Rourke, Vice Chair	<input type="checkbox"/> Marcia Raines, Member
<input type="checkbox"/> Tim Snellings, Secretary	<input type="checkbox"/> Michael Cooper, Alt. Member
<input type="checkbox"/> Brian Moura, Treasurer	<input type="checkbox"/> Niroop Srivatsa, Alt. Member
<input type="checkbox"/> Dan Mierzwa, Member	
2. Consideration of the Minutes of the April 4, 2019 Regular Meeting.
3. Consent Calendar.
4. Public Comment.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2019 at ___: __ __m, Signed _____ . Please email signed page to info@cscda.org

B. ITEMS FOR CONSIDERATION

5. Consideration of a resolution relating to Open PACE:
 - a. Approving the operation of the CaliforniaFIRST program as part of and under the name of CSCDA Open PACE;
 - b. Authorizing Open PACE program administrators to administer and provide financing under the CaliforniaFIRST program; and
 - c. Approving amendments to the PACE program administrator agreements with Renew Financial for residential and commercial PACE.
6. Review of Third Quarter FY 2018-19 Financials and Bank Account Activity.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

7. Executive Director Update.
8. Staff Updates.
9. Adjourn.

NEXT MEETING: Thursday, May 2, 2019 at 2:00 p.m.
League of California Cities
1400 K Street, 3rd Floor, Sacramento, CA 95814

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CONSENT CALENDAR

1. Inducement of Campus Oaks Apartments 2 LP (Campus Oaks Apartments Phase 2), City of Roseville, County of Placer; issue up to \$60 million in multi-family housing revenue bonds.
2. Inducement of Cameron Park Community Partners, LP (Cameron Park Apartments), City of West Covina, County of Los Angeles; issue up to \$63 million in multi-family housing revenue bonds.
3. Inducement of Hermosa 2019 LP (Hermosa Vista Apartments), City of Huntington Beach, County of Orange; issue up to \$28 million in multi-family housing revenue bonds.
4. Inducement of Huntington Pointe 2019 LP (Huntington Pointe Apartments), City of Huntington Beach, County of Orange; issue up to \$30 million in multi-family housing revenue bonds.
5. Approve and ratify the addition of the City of Needles as a CSCDA program participant.

April 18, 2019



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MINUTES

REGULAR MEETING OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

April 4, 2019 at 2:00 p.m.

League of California Cities
1400 K Street, 3rd Floor, Sacramento, CA 95814

Commission Chair Larry Combs called the meeting to order at 2:01 pm.

1. Roll Call.

Commission members present:

Commission members participating via teleconference: Larry Combs, Kevin O'Rourke, Tim Snellings, Brian Moura, Dan Mierzwa, Jordan Kaufman, Marcia Raines, Michael Cooper and Niroop Srivatsa.

Others present: Sedy Young, CSAC Finance Corporation

Others participating via teleconference: Cathy Bando, CSCDA Executive Director; Jon Penkower, Bridge Strategic Partners; Patricia Eichar, Orrick, Herrington & Sutcliffe; and Greg Stepanicich, Richards Watson & Gershon.

2. Consideration of the Minutes of March 21, 2019 Regular Meeting.

The Commission approved the March 21, 2019 Regular Meeting minutes.

Motion to approve by D. Mierzwa. Second by K. O'Rourke. Unanimously approved by roll-call vote.

3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of ABS Sepulveda, LP (Apple Tree Village), City of Los Angeles, County of Los Angeles; issue up to \$25 million in multi-family housing revenue bonds.
2. Inducement of LEDG Vacaville, LP (Vacaville Gables), City of Vacaville, County of Solano; issue up to \$15 million in multi-family housing revenue bonds.

3. Inducement of Bayside Communities, LLC (Charter Oaks Apartments), City of Napa, County of Napa; issue up to \$50 million in multi-family housing revenue bonds.
4. Consideration of the approval of agreement for Community Facilities District Formation Services for Pardee Homes Butterfield Ranch with Willdan Financial Services (City of Banning).
5. Consideration of Professional Services Agreement with Greenworks Lending LLC for Commercial PACE.
6. Consideration of Services Agreement with Orrick, Herrington & Sutcliffe related to Greenworks Lending Commercial PACE Program.
7. Consideration of extension of Clean Fund Commercial PACE Capital Administration Agreement.

Motion to approve by K. O'Rourke. Second by D. Mierzwa. Unanimously approved by roll-call vote.

4. Public Comment.

There was no public comment.

5. Statewide Community Infrastructure Program (SCIP) 2019A:

- a. Conduct proceedings with respect to the Statewide Community Infrastructure Program for multiple Assessment Districts:
 - i. Open Consolidated Assessment Districts Public Hearing.
 - ii. Close Consolidated Assessment Districts Public Hearing.
 - iii. Open assessment ballots and announce results.

Commission Chair Larry Combs opened the public hearing with respect to the Statewide Community Infrastructure Program (SCIP). There were no oral or written comments from the public. The hearing was closed. All ballots have been cast in favor of formation of the assessment district, and no ballots have been cast opposed. The assessment districts are being formed for the purpose of financing certain improvements and/or development impact fees. A full list of all the projects has been included in the staff report.

Motion to close the public hearing by B. Moura. Second by M. Raines. Unanimously approved by roll-call vote.

- b. Consideration of the following resolutions with respect to SCIP:
 - i. Resolution approving final engineer's reports, levying assessments, ordering the financing of specified development impact fees and capital improvements, and confirming unpaid assessment amounts.

Motion to approve by T. Snellings. Second by B. Moura. Unanimously approved by roll-call vote.

- ii. Resolution providing for the issuance of separate series of SCIP limited obligation for improvement bonds each in one or more series and approving the form and substance of a trust agreement.

Motion to approve by D. Mierzwa. Second by K. O'Rourke. Unanimously approved by roll-call vote.

- iii. Resolution authorizing the issuance, sale and delivery of not to exceed \$31,311,632.87 of SCIP Revenue Bonds, Series 2019A and approving the forms of a trust agreement, a bond purchase agreement, a continuing disclosure agreement, and a preliminary official statement.

Motion to approve by D. Mierzwa. Second by J. Kaufman. Unanimously approved by roll-call vote.

- c. Consideration of the following documents with respect to change and modification proceedings related to Assessment District No. 18-17, City of Sacramento, County of Sacramento:
 - i. Resolution ordering change and modification proceedings pursuant to waiver of sole property owner and approving an amended and restated engineer's report for SCIP Assessment District No. 18-17 (City of Sacramento, County of Sacramento, California)

Motion to approve by B. Moura. Second by T. Snellings. Unanimously approved by roll-call vote.

6. Executive Director Update.

Executive Director Bando reported on her first attendance at the League of California Cities Public Works Conference. She related that there was a large extensive audience, and that there were a lot of strong leads for the TRIP program. At the end of April she will be attending the CSAC Finance Corporation Annual Meeting, and presenting the report on CSCDA.

7. Staff Update.

Staff had no updates.

Commission Member O'Rourke announced that the CSCDA Solutions Survey has been closed. A call with the Ad Hoc Committee is in being planned in order to determine the next steps.

8. Adjourn.

The meeting was adjourned at 2:18 p.m.

Submitted by: Sedy Young, CSAC Finance Corporation
CSCDA Minutes
April 4, 2019

NEXT MEETING: Thursday, April 18, 2019 at 2:00 p.m.
California State Association of Counties
1100 K Street, 1st Floor, Sacramento, CA 95814

RESOLUTION NO. ____

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY SETTING FORTH THE AUTHORITY'S OFFICIAL INTENT TO ISSUE MULTIFAMILY HOUSING REVENUE BONDS OR NOTES TO UNDERTAKE THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT AND RELATED ACTIONS

WHEREAS, the Authority is authorized and empowered by the Title 1, Division 7, Chapter 5 of the California Government Code to issue mortgage revenue bonds pursuant to Part 5 (commencing with Section 52000) of the California Health and Safety Code (the "Act"), for the purpose of financing multifamily rental housing projects; and

WHEREAS, the borrower identified in Exhibit A hereto and/or related entities (collectively, the "Borrower") has requested that the Authority issue and sell multifamily housing revenue bonds or notes (the "Bonds") pursuant to the Act for the purpose of financing the acquisition and construction as set forth in Exhibit A, of that certain multifamily rental housing development identified in Exhibit A hereto (the "Project"); and

WHEREAS, the Authority, in the course of assisting the Borrower in financing the Project, expects that the Borrower has paid or may pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project within 60 days prior to the adoption of this Resolution and prior to the issuance of the Bonds for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of Bonds for the purpose of financing costs of the Project (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and condition as may then be agreed upon by the Authority, the Borrower and the purchaser of the Bonds) in an aggregate principal amount not to exceed the amount with respect to the Project set forth in Exhibit A; and

WHEREAS, Section 146 of the Internal Revenue Code of 1986 limits the amount of multifamily housing mortgage revenue bonds that may be issued on behalf of for-profit borrowers in any calendar year by entities within a state and authorizes the governor or the legislature of a state to provide the method of allocation within the state; and

WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the California Government Code governs the allocation of the state ceiling among governmental units in the State of California having the authority to issue private activity bonds; and

WHEREAS, Section 8869.85 of the California Government Code requires a local agency desiring an allocation of the state ceiling to file an application with the California Debt Limit Allocation Committee (the "Committee") for such allocation, and the Committee has certain policies that are to be satisfied in connection with any such application;

NOW, THEREFORE, BE IT RESOLVED by the Commission of the Authority as follows:

Section 1. The above recitals, and each of them, are true and correct.

Section 2. The Authority hereby determines that it is necessary and desirable to provide financing for the Project (including reimbursement of the Reimbursement Expenditures) by the issuance and sale of Bonds pursuant to the Act, as shall be authorized by resolution of the Authority at a meeting to be held for such purpose, in an aggregate principal amount not to exceed the amount set forth in Exhibit A. This action is taken expressly for the purpose of inducing the Borrower to undertake the Project, and nothing contained herein shall be construed to signify that the Project complies with the planning, zoning, subdivision and building laws and ordinances applicable thereto or to suggest that the Authority or any program participant, officer or agent of the Authority will grant any such approval, consent or permit that may be required in connection with the acquisition and construction or rehabilitation of the Project, or that the Authority will make any expenditures, incur any indebtedness, or proceed with the financing of the Project.

Section 3. This resolution is being adopted by the Authority for purposes of establishing compliance with the requirements of Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of indebtedness to reimburse the Reimbursement Expenditures.

Section 4. The officers and/or the program managers of the Authority are hereby authorized and directed to apply to the Committee for an allocation from the state ceiling of private activity bonds to be issued by the Authority for the Project in an amount not to exceed the amount set forth in Exhibit A, and to take any and all other actions as may be necessary or appropriate in connection with such application, including but not limited to the payment of fees, the posting of deposits and the provision of certificates, and any such actions heretofore taken by such officers and program managers are hereby ratified, approved and confirmed.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this April 18, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on April 18, 2019.

By: _____
Authorized Signatory

EXHIBIT A

Project Name	Project Location	Project Description (units)	New Construction/ Acquisition or Rehabilitation	Legal Name of initial owner/operator	Bond Amount
Campus Oaks Apartments Phase 2	350 Roseville Parkway, Roseville, CA 95747	210 (including 1 manager unit)	New Construction	Campus Oaks Apartments 2 LP	\$60,000,000

RESOLUTION NO. 19H-__

**A RESOLUTION OF THE CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT AUTHORITY SETTING
FORTH THE AUTHORITY'S OFFICIAL INTENT TO ISSUE
MULTIFAMILY HOUSING REVENUE BONDS TO UNDERTAKE
THE FINANCING OF VARIOUS MULTIFAMILY RENTAL
HOUSING PROJECTS AND RELATED ACTIONS**

WHEREAS, the Authority is authorized and empowered by the Title 1, Division 7, Chapter 5 of the California Government Code to issue mortgage revenue bonds pursuant to Part 5 (commencing with Section 52000) of the California Health and Safety Code (the "Act"), for the purpose of financing multifamily rental housing projects; and

WHEREAS, the borrowers identified in Exhibit A hereto and/or related entities (collectively, the "Borrowers") have requested that the Authority issue and sell multifamily housing revenue bonds (the "Bonds") pursuant to the Act for the purpose of financing the acquisition and rehabilitation or construction as set forth in Exhibit A, of certain multifamily rental housing developments identified in Exhibit A hereto (collectively, the "Projects"); and

WHEREAS, the Authority, in the course of assisting the Borrowers in financing the Projects, expects that the Borrowers have paid or may pay certain expenditures (the "Reimbursement Expenditures") in connection with the Projects within 60 days prior to the adoption of this Resolution and prior to the issuance of the Bonds for the purpose of financing costs associated with the Projects on a long-term basis; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Projects with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of Bonds for the purpose of financing costs of the Projects (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and condition as may then be agreed upon by the Authority, the Borrower and the purchaser of the Bonds) in an aggregate principal amount not to exceed the amount with respect to each Project set forth in Exhibit A; and

WHEREAS, Section 146 of the Internal Revenue Code of 1986 limits the amount of multifamily housing mortgage revenue bonds that may be issued on behalf of for-profit borrowers in any calendar year by entities within a state and authorizes the governor or the legislature of a state to provide the method of allocation within the state; and

WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the California Government Code governs the allocation of the state ceiling among governmental units in the State of California having the authority to issue private activity bonds; and

WHEREAS, Section 8869.85 of the California Government Code requires a local agency desiring an allocation of the state ceiling to file an application with the California Debt Limit Allocation Committee (the “Committee”) for such allocation, and the Committee has certain policies that are to be satisfied in connection with any such application;

NOW, THEREFORE, BE IT RESOLVED by the Commission of the Authority as follows:

Section 1. The above recitals, and each of them, are true and correct.

Section 2. The Authority hereby determines that it is necessary and desirable to provide financing for the Projects (including reimbursement of the Reimbursement Expenditures) by the issuance and sale of Bonds pursuant to the Act, as shall be authorized by resolution of the Authority at a meeting to be held for such purpose, in aggregate principal amounts not to exceed the amounts set forth in Exhibit A. This action is taken expressly for the purpose of inducing the Borrowers to undertake the Projects, and nothing contained herein shall be construed to signify that the Projects comply with the planning, zoning, subdivision and building laws and ordinances applicable thereto or to suggest that the Authority or any program participant, officer or agent of the Authority will grant any such approval, consent or permit that may be required in connection with the acquisition and construction or rehabilitation of the Projects, or that the Authority will make any expenditures, incur any indebtedness, or proceed with the financing of the Project.

Section 3. This resolution is being adopted by the Authority for purposes of establishing compliance with the requirements of Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of indebtedness to reimburse the Reimbursement Expenditures.

Section 4. The officers and/or the program managers of the Authority are hereby authorized and directed to apply to the Committee for an allocation from the state ceiling of private activity bonds to be issued by the Authority for each of the Projects in an amount not to exceed the amounts set forth in Exhibit A, and to take any and all other actions as may be necessary or appropriate in connection with such application, including but not limited to the payment of fees, the posting of deposits and the provision of certificates, and any such actions heretofore taken by such officers and program managers are hereby ratified, approved and confirmed.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this April 18, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on April 18, 2019.

By: _____
Authorized Signatory

EXHIBIT A

Project Name	Project Location	Project Description (units)	New Construction/ Acquisition and Rehabilitation	Legal Name of initial owner/operator	Bond Amount
Cameron Park Apartments	City of West Covina, County of Los Angeles	158	Acquisition and Rehabilitation	Cameron Park Community Partners, LP	\$63,000,000
Hermosa Vista Apartments	City of Huntington Beach, County of Orange	88	Acquisition and Rehabilitation	Hermosa 2019 LP	\$28,000,000
Huntington Point Apartments	City of Huntington Beach, County of Orange	104	Acquisition and Rehabilitation	Huntington Pointe 2019 LP	\$30,000,000

RESOLUTION NO. 19R-2

**RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY APPROVING AND RATIFYING THE ADDITION OF
PROGRAM PARTICIPANTS TO THE AUTHORITY**

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) is a public entity of the State of California, duly organized and existing pursuant to the provisions relating to the joint exercise of powers found in Chapter 5 of Division 7 of Title 1 of the California Government Code, and the Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the “JPA Agreement”); and

WHEREAS, pursuant to Section 13 of the JPA Agreement, the Authority may add a qualifying public agency to become a Program Participant (as defined in the JPA Agreement) upon (i) receipt from such public agency of an executed counterpart of the JPA Agreement, together with a certified copy of the resolution of the governing body of such public agency approving the JPA Agreement and the execution and delivery thereof and (ii) the approval of the Commission of the Authority to add such public agency as a Program Participant; and

WHEREAS, this Commission of the Authority desires to approve and ratify the admission of the public entities listed in Schedule A attached hereto and incorporate herein by reference (the “Applicants”) as Program Participants of the Authority; and

WHEREAS, this Commission hereby finds and determines that the Applicants are qualified to be added as parties to the JPA Agreement and to become Program Participants of the Authority; and

WHEREAS, the Applicants have, respectively, filed with the Authority executed counterparts to the JPA Agreement, together with certified copies of the resolutions approving the JPA Agreement and the execution and delivery thereof;

NOW, THEREFORE, BE IT RESOLVED by the Commission of the California Statewide Communities Development Authority, as follows:

Section 1. This Commission hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The addition of the Applicants as Program Participants is hereby approved, confirmed and ratified, and any actions heretofore taken on behalf of any such Applicants is hereby approved, confirmed and ratified.

Section 3. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the California Statewide Communities Development Authority on April 18, 2019.

* * * * *

I, the undersigned, a duly appointed, and qualified Authorized Signatory of the Commission of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on April 18, 2019.

By _____
Authorized Signatory

EXHIBIT A
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
PROGRAM PARTICIPANTS

1. City of Needles



Agenda Item No. 5

Agenda Report

DATE: April 18, 2019

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of a resolution:

1. Approving the operation of the CaliforniaFIRST program as part of and under the name of CSCDA Open PACE;
2. Authorizing Open PACE program administrators to administer and provide financing under the CaliforniaFIRST program; and
3. Approving amendments to the PACE program administrator agreements with Renew Financial for residential and commercial PACE.

EXECUTIVE SUMMARY:

The CSCDA Commission established the CaliforniaFIRST PACE program in 2009. Since that time, the exclusive administrator of the CaliforniaFIRST program has been Renew Financial Group LLC.

In 2014 the CSCDA Commission approved the expansion of its PACE program offerings for the purpose of adding additional program administrators to the Authority's PACE platform, which is referred to as "CSCDA Open PACE". To accommodate these additional administrators, the CSCDA Commission established a second program under CSCDA Open PACE: the Open PACE program.

The cities and counties that opted-in to the CaliforniaFIRST program before CSCDA established its Open PACE program cannot use the services offered under Open PACE. 222 cities and counties have opted-in to the Open PACE program, but there are 123 additional cities and counties who are only in the CaliforniaFIRST program.

The PACE ad hoc committee recently reviewed the status of both programs and recommended operating the programs under one umbrella, "CSCDA Open PACE," to avoid confusion by cities and counties. In addition, the combined singular program creates a competitive environment for CSCDA cities and counties in which one administrator does not have a monopoly in the 123 jurisdictions that are not currently part of the Open PACE program.

This change requires an amendment to the PACE program administrator contracts with Renew Financial for residential PACE and commercial PACE. The amendments terminate Renew Financial's exclusive right to operate in the CaliforniaFIRST-only jurisdictions. CSCDA General Counsel prepared the amendments and they have been reviewed by Renew Financial.

The attached resolution approves the amendments, authorizes all CSCDA Open PACE program administrators to administer and provide financing under the CaliforniaFIRST program (provided that they administer and provide financing under the name “CSCDA Open PACE”), and authorizes CSCDA Open PACE program administrators, which operate under the CaliforniaFIRST Program, to use the legal documents approved for them in connection with the Open PACE program in order to administer and provide financing in CaliforniaFIRST-only jurisdictions. Renew Financial has been consulted on the changes.

Following CSCDA’s approval of the amendments, CSCDA staff will notify the 123 CaliforniaFIRST jurisdictions that CSCDA has authorized all CSCDA Open PACE program administrators to administer and provide financing under the CaliforniaFIRST Program.

RECOMMENDED ACTION:

CSCDA’s Executive Director recommends approving the resolution to operate the CaliforniaFIRST program as part and under the name of CSCDA Open PACE and to amend the PACE administrator contracts with Renew Financial.

Attachment 1 – Resolution, including its Exhibit C and Exhibit D with the Contract Amendments

ATTACHMENT 1

RESOLUTION NO. _____

A RESOLUTION APPROVING OPERATION OF THE CALIFORNIAFIRST PROGRAM AS PART OF AND UNDER THE NAME OF CSCDA OPEN PACE, AUTHORIZING OPEN PACE ADMINISTRATORS TO ADMINISTER AND PROVIDE FINANCING UNDER THE CALIFORNIAFIRST PROGRAM AND APPROVING AMENDMENTS TO THE PACE ADMINISTRATOR AGREEMENTS WITH RENEW FINANCIAL GROUP LLC

CSCDA Open PACE

WHEREAS, the California Statewide Communities Development Authority (the “**Authority**”) heretofore established the CaliforniaFIRST Program pursuant to the resolutions listed in Exhibit A hereto under the headings “Resolutions of Intention” and “Resolutions Confirming Report”; and

WHEREAS, since the establishment of the CaliforniaFIRST Program, Renew Financial Group LLC (formerly known as Renewable Funding LLC) (“**Renew**”) has been the exclusive program administrator of the CaliforniaFIRST Program, as provided in its Second Amended and Restated Agreement for Services (Residential PACE) and its Second Amended and Restated Agreement for Services (Commercial PACE) (together, the “**Renew Contracts**”); and

WHEREAS, in 2014, the Authority sought to expand its PACE program offerings by permitting additional program administrators to be added to the Authority’s PACE platform, which is referred to as “**CSCDA Open PACE**”; and

WHEREAS, also in 2014, the Authority established the CSCDA Open PACE Program pursuant to the resolutions listed in Exhibit B hereto under the headings “Resolution of Intention” and “Resolution Confirming Report”; and

WHEREAS, since 2014, the Authority has authorized multiple program administrators within the CSCDA Open PACE Program; and

WHEREAS, since 2014, CSCDA Open PACE has consisted of the CSCDA Open PACE Program and the CaliforniaFIRST Program, and the Commission of the Authority (the “**Commission**”) wishes to continue to operate both CSCDA Open PACE programs; and

WHEREAS, the Commission believes it is in the public interest and in the best interest of CSCDA Open PACE to (i) permit all CSCDA Open PACE program administrators to administer and provide financing under the CaliforniaFIRST Program and (ii) operate the CaliforniaFIRST Program under the name “CSCDA Open PACE”; and

WHEREAS, the Commission wishes to amend the Renew Contracts to terminate its exclusive rights to administer the CaliforniaFIRST Program as provided in the “Amendment #2 to Second Amended and Restated Agreement for Services (Residential PACE),” attached hereto as Exhibit C and in the “Amendment #2 to Second Amended and Restated Agreement for Services (Commercial PACE),” attached hereto as Exhibit D.

NOW THEREFORE, BE IT RESOLVED that the Commission of the California Statewide Communities Development Authority hereby finds, determines and resolves as follows:

1. The foregoing recitals are true and correct.
2. The Commission hereby approves the “Amendment #2 to Second Amended and Restated Agreement for Services (Residential PACE)” and the “Amendment #2 to Second Amended and Restated Agreement for Services (Commercial PACE)” in the forms attached hereto as Exhibit C and Exhibit D, respectively, with such changes as may be approved by the Executive Director. The Executive Director is hereby authorized to execute each amendment and to do all other things deemed necessary or useful in implementing this Resolution.
3. The Commission hereby approves the continued operation of the CaliforniaFIRST Program and the CSCDA Open PACE Program as CSCDA Open PACE programs. However, from this point forward, the CaliforniaFIRST Program will be marketed and operated under the name “CSCDA Open PACE”.
4. The Commission hereby authorizes all CSCDA Open PACE program administrators to administer and provide financing under the CaliforniaFIRST Program, provided that program administrators other than Renew shall administer and provide financing under the name “CSCDA Open PACE”.
5. The Commission directs the Program Manager to review the resolutions adopted by local agencies authorizing the operation of the CaliforniaFIRST Program within their boundaries, and to take all appropriate actions to ensure ongoing compliance with such authorizations as all CSCDA Open PACE administrators, including Renew, administer and provide financing under the CaliforniaFIRST Program.
6. The Commission authorizes each CSCDA Open PACE program administrator that operates under the CaliforniaFIRST Program to use any and all agreements, certificates, requisitions, notices, consents, instruments of conveyance, warrants and other documents previously approved for such program administrator in connection with the CSCDA Open PACE Program in order to administer and provide financing under the CaliforniaFIRST Program.
7. All actions heretofore taken by the officers and agents of the Authority with respect to the matters contemplated by this Resolution are hereby approved, confirmed and ratified, and the proper officers of the Authority, including any Authorized Signatory, are hereby authorized, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, assignments, notes and other documents that they, or any of them, may deem necessary or advisable in order to consummate the matters contemplated by this Resolution.
8. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 18th day of April 2019.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of

the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on April 18, 2019.

By: _____
Authorized Signatory
California Statewide
Communities Development Authority

EXHIBIT A

CaliforniaFIRST Program Resolutions of Intention and Resolutions Confirming Report

Resolutions of Intention:

Covered Jurisdiction	Resolution #	Date
Alameda County	10R-15	1/27/2010
Fresno County	10R-2	1/27/2010
Kern County	10R-3	1/27/2010
Marin County	13R-21	9/20/2013
Monterey County	10R-4	1/27/2010
Napa County	13R-22	9/20/2013
Sacramento County	10R-5	1/27/2010
San Benito County	10R-6	1/27/2010
San Diego County	10R-7	1/27/2010
San Luis Obispo County	10R-8	1/27/2010
San Mateo County	10R-9	1/27/2010
Santa Clara County	10R-10	1/27/2010
Santa Cruz County	10R-11	1/27/2010
Solano County	10R-12	1/27/2010
Tulare County	13R-23	9/20/2013
Ventura County	10R-13	1/27/2010
Yolo County	10R-14	1/27/2010
2014 Program Expansion	14R-18	4/17/2014
All Covered Jurisdictions	15R-59*	10/8/2015

* Added seismic improvements, electric car charging infrastructure and all other improvements authorized by Chapter 29.

Resolutions Confirming Report:

Covered Jurisdiction	Resolution #	Date
Alameda County	10R-45	3/10/2010
Fresno County	10R-46	3/10/2010
Kern County	10R-47	3/10/2010
Marin County	13R-29	10/24/2013
Monterey County	10R-48	3/10/2010
Napa County	13R-30	10/24/2013
Sacramento County	10R-51	3/10/2010
San Benito County	10R-52	3/10/2010
San Diego County	10R-53	3/10/2010
San Luis Obispo County	10R-54	3/10/2010
San Mateo County	10R-55	3/10/2010
Santa Clara County	10R-49	3/10/2010
Santa Cruz County	10R-50	3/10/2010
Solano County	10R-56	3/10/2010
Tulare County	13R-28	10/24/2013
Ventura County	10R-57	3/10/2010
Yolo County	10R-58	3/10/2010
2014 Program Expansion	14R-32	7/17/2014

EXHIBIT B

CSCDA Open PACE Program Resolution of Intention and Resolution Confirming Report

Resolution of Intention:

Resolution #	Date
14R-61	11/06/2014

Resolution Confirming Report:

Resolution #	Date
14R-66	12/04/2014

EXHIBIT C

**AMENDMENT #2 TO
SECOND AMENDED AND RESTATED AGREEMENT FOR SERVICES
(RESIDENTIAL PACE)**

This Amendment #2 to the Second Amended and Restated Agreement for Services (Residential Pace) (the “Amendment”) is dated as of _____ (“Effective Date”) and is between the California Statewide Communities Development Authority, a California joint powers authority (the “Authority” or “CSCDA”) and Renew Financial Group LLC, a Delaware limited liability company (“Administrator”). CSCDA and Administrator are sometimes individually referred to as “Party” and collectively as “Parties” in this Agreement.

RECITALS

- A. CSCDA provides a voluntary contractual assessment program (the “Program”) pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (“Chapter 29”).
- B. As described in its Resolution No. 14R-24, CSCDA created a district in which Administrator offers services through the Program (the services, as offered in such district, being the “CaliforniaFIRST Program”).
- C. As described in its Resolution Nos. 14R-61 and 14R-66, CSCDA created a district in which CSCDA could authorize any program administrators to offer Program services (the services, as offered in such district, being the “Open PACE Program,” and together with the CaliforniaFIRST Program, being “CSCDA Open PACE”).
- D. The Parties entered into that certain Second Amended and Restated Agreement for Services (Residential Pace), dated as of December 21, 2017, as amended by Amendment #1 to Second Amended and Restated Agreement for Services (Residential PACE), dated as of June 11, 2018 (collectively, the “Agreement”) for the purpose of retaining Administrator as an administrator of CSCDA Open PACE.
- E. Under the Agreement, CSCDA provides exclusive rights to Administrator to provide Program services under the CaliforniaFIRST Program.
- F. The Parties desire to amend the Agreement to allow all CSCDA Open PACE administrators to offer Program services under the CaliforniaFIRST Program.

AGREEMENT

The Parties therefore agree as follows:

- 1. Paragraph B (Non-Exclusivity) of Section 2 (Administrator’s Services) shall be amended in its entirety to read as follows:

“H. Non-Exclusivity. CSCDA has appointed and retains the right to appoint additional administrators for the Program. Administrator has no rights to exclusivity in administering the Program, including the CaliforniaFIRST Program; provided, however, that Administrator has exclusive rights to market the CaliforniaFIRST Program under the name “CaliforniaFIRST.”

- 2. Paragraph B (Intellectual Property of Administrator) of Section 6 (Ownership of Documents; Intellectual Property) shall be amended by adding the following sentences at the end of Paragraph B, to read as follows:

“Notwithstanding anything in this paragraph to the contrary, Administrator acknowledges that CSCDA established the CaliforniaFIRST Program for the public’s benefit under the powers granted to CSCDA under Chapter 29. Administrator hereby agrees to provide CSCDA with a non-transferable and non-exclusive license to continue to use the name CaliforniaFIRST for any and all purposes related to CSCDA’s operation of the Program, but excluding any purposes related to marketing and promotion of the CaliforniaFIRST Program.”

- 3. Except as hereby amended, the Agreement remains in full force and effect.
- 4. This Amendment and all amendments and supplements to it may be executed in counterparts, and all counterparts together shall be construed as one document.
- 5. The Parties, through their duly authorized representatives, are signing this Amendment as of the Effective Date.

CSCDA: California Statewide Communities Development Authority, a California joint powers authority

Administrator: Renew Financial Group LLC, a Delaware limited liability company

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

EXHIBIT D

AMENDMENT #2 TO SECOND AMENDED AND RESTATED AGREEMENT FOR SERVICES (COMMERCIAL PACE)

This Amendment #2 to the Second Amended and Restated Agreement for Services (Residential Pace) (the “Amendment”) is dated as of _____ (“Effective Date”) and is between the California Statewide Communities Development Authority, a California joint powers authority (the “Authority” or “CSCDA”) and Renew Financial Group LLC, a Delaware limited liability company (“Administrator”). CSCDA and Administrator are sometimes individually referred to as “Party” and collectively as “Parties” in this Agreement.

RECITALS

- G. CSCDA provides a voluntary contractual assessment program (the “Program”) pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (“Chapter 29”).
- H. As described in its Resolution No. 14R-24, CSCDA created a district in which Administrator offers services through the Program (the services, as offered in such district, being the “CaliforniaFIRST Program”).
- I. As described in its Resolution Nos. 14R-61 and 14R-66, CSCDA created a district in which CSCDA could authorize any program administrators to offer Program services (the services, as offered in such district, being the “Open PACE Program,” and together with the CaliforniaFIRST Program, being “CSCDA Open PACE”).
- J. The Parties entered into that certain Second Amended and Restated Agreement for Services (Commercial Pace), dated as of December 21, 2017, for the purpose of retaining Administrator as an administrator of CSCDA Open PACE.
- K. Under the Agreement, CSCDA provides exclusive rights to Administrator to provide Program services under the CaliforniaFIRST Program.
- L. The Parties desire to amend the Agreement to allow all CSCDA Open PACE administrators to offer Program services under the CaliforniaFIRST Program.

AGREEMENT

The Parties therefore agree as follows:

- 6. Paragraph B (Non-Exclusivity) of Section 2 (Administrator’s Services) shall be amended in its entirety to read as follows:
 - “H. Non-Exclusivity. CSCDA has appointed and retains the right to appoint additional administrators for the Program. Administrator has no rights to exclusivity in administering the Program, including the CaliforniaFIRST

Program; provided, however, that Administrator has exclusive rights to market the CaliforniaFIRST Program under the name “CaliforniaFIRST.”

7. Paragraph B (Intellectual Property of Administrator) of Section 6 (Ownership of Documents; Intellectual Property) shall be amended by adding the following sentences at the end of Paragraph B, to read as follows:

“Notwithstanding anything in this paragraph to the contrary, Administrator acknowledges that CSCDA established the CaliforniaFIRST Program for the public’s benefit under the powers granted to CSCDA under Chapter 29. Administrator hereby agrees to provide CSCDA with a non-transferable and non-exclusive license to continue to use the name CaliforniaFIRST for any and all purposes related to CSCDA’s operation of the Program, but excluding any purposes related to marketing and promotion of the CaliforniaFIRST Program.”

- 8. Except as hereby amended, the Agreement remains in full force and effect.
- 9. This Amendment and all amendments and supplements to it may be executed in counterparts, and all counterparts together shall be construed as one document.
- 10. The Parties, through their duly authorized representatives, are signing this Amendment as of the Effective Date.

CSCDA: California Statewide Communities Development Authority, a California joint powers authority

Administrator: Renew Financial Group LLC, a Delaware limited liability company

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____



Agenda Item No. 6

Agenda Report

DATE: April 18, 2019
TO: CSCDA COMMISSIONERS
FROM: Cathy Bando, Executive Director
PURPOSE: Review of Third Quarter FY 2018-19 Financials and Bank Account Activity

CSCDA's third quarter bank account activity and budget to actual figures for FY 2018-19 are provided on the attached financial reports.

FY 2018-2019 Q1 BUDGET REPORT:

The budget report provides FY 2017-18 actual figures for CSCDA, 2018-19 budget information, and actual figures for the quarter ending March 31, 2019. The variances represent 2018-19 budget figures compared to actual amounts received or disbursed through March 31, 2019. While CSCDA's receipts and disbursements are annual figures and not budgeted on a quarterly basis, a variance of 75% reflects that the amount is on target for the third quarter while variances below 75% are below budget and variances above 75% are above budget.

1. **Issuance Fee Receipts** - Issuance fees received through the third quarter were \$3.65 million which represented 73% of the annual budget, or \$95 thousand below the third quarter budget amount.
 - **Qualified 501(c)(3)** issuance fees were at 58.5% of the amount budgeted for the year and behind the third quarter budget by \$115 thousand.
 - **Affordable Housing** was below budget at 59% of the amount budgeted for the fiscal year, or \$161 thousand below the third quarter budget amount. This represents the general slowdown in affordable housing.
 - **PACE** generated \$1.53 million in fees representing 76.5% of the amount budgeted for the year, or \$30 thousand above the quarterly budget amount.
 - **SCIP/CFD** issuance fees were at 85.4% of the amount budgeted for the year and slightly ahead of the third quarter budget amount by \$130 thousand.
 - **Other Municipal Bond Programs** are slightly below budget at 69% but only \$3 thousand behind budget amount for the third quarter.
2. **Bond Administrative Fee Receipts** - Bond administrative fee collections were \$7.67 million and ahead of budget by \$292 thousand for the third quarter. The variance is primarily due to billing and collection cycles.
3. **Issuance Fee Disbursements** - Issuance fee disbursements were \$3.6 million representing 72.6% of the amount budgeted for the year. The amount is approximately \$118 thousand below the third quarter budget amount.

4. **Bond Administration Fee Disbursements** - Bond Administration Fee Disbursements were \$7.148 million at 76.48% of the amount budgeted for the year.
5. **General Administrative** - General Administrative disbursements were \$353 thousand and were slightly behind the amount budgeted for the third quarter of the year at 71.9% of the annual budget.

BANK ACCOUNT ACTIVITY:

CSCDA's fee collections are disbursed monthly after funding the professional services and operations accounts. Descriptions of disbursements and balances as of March 31, 2019 in the two accounts are described below.

1. **Professional Services Account**

- The balance as of March 31, 2019 was \$96.5 thousand.
- Deposits of \$356 thousand and disbursements of \$430 thousand have been made.

2. **Operations Account**

- The balance as of March 31, 2019 was \$306.8 thousand and is slightly above the targeted amount for the account.

SUMMARY AND QUESTIONS

CSCDA staff and League accounting personnel are available to respond to any questions the Commissioners may have about the attached FY2019 Q3 financial reports.

CSCDA
Budget-to-Actual Comparison for the Nine Months Ended March 31, 2019

	Actual 2017-18	Budget 2018-19	YTD 2018-19	Variance 2018-19
Amounts collected				
Issuance fees				
Qualified 501 (c)(3)	853,793	700,000	409,900	58.56%
Qualified residential rental program	1,016,343	1,000,000	589,054	58.91%
PACE	2,438,292	2,000,000	1,530,175	76.51%
SCIP / Mello Roos	960,225	1,250,000	1,067,450	85.40%
Other municipal bond programs	53,125	50,000	34,375	68.75%
Investment income	14,931	0	23,510	
Total issuance fees	5,336,709	5,000,000	3,654,464	73.09%
Bond administrative fees				
Qualified 501 (c)(3)	2,084,895	2,100,000	1,579,843	75.23%
Qualified residential rental program	6,890,946	7,000,000	5,210,774	74.44%
SCIP / Mello Roos	330,408	340,000	432,082	127.08%
Other municipal bond programs	352,173	400,000	288,173	72.04%
Investment income	(13,481)	0	161,381	
Total bond administrative fees	9,644,941	9,840,000	7,672,254	77.97%
Total amounts collected	14,981,649	14,840,000	11,326,718	76.33%
Amounts disbursed				
Issuance				
Program management fees - BSP	2,214,882	2,253,332	1,684,130	74.74%
Program governance fees - CSAC	1,262,186	1,373,334	973,512	70.89%
Program governance fees - League	1,262,186	1,373,334	973,512	70.89%
Total issuance	4,739,255	5,000,000	3,631,154	72.62%
Bond administration				
Program management fees - BSP	468,617	525,000	563,346	107.30%
Compliance monitoring fees - BSP	262,776	275,000	265,736	96.63%
Administration fees - HB Capital	5,098,732	5,000,000	3,659,869	73.20%
Program governance fees - CSAC	1,495,539	1,686,500	1,260,428	74.74%
Program governance fees - League	1,495,539	1,686,500	1,260,428	74.74%
Compliance fees - Urban Futures	187,950	175,000	139,100	79.49%
Charitable Contribution	0	0	0	
Total bond administration	9,009,153	9,348,000	7,148,908	76.48%
Subtotal Issuance & Bond Administration	13,748,408	14,348,000	10,780,061	75.13%

CSCDA
Budget-to-Actual Comparison for the Nine Months Ended March 31, 2019

	Actual 2017-18	Budget 2018-19	YTD 2018-19	Variance 2018-19
General administrative				
Executive Director	66,851	72,000	51,909	72.10%
General Counsel - Richards Watson Gershon	89,614	115,000	119,969	104.32%
Insurance	26,939	30,000	574	1.91%
Board travel reimbursements	1,470	5,000	1,690	33.81%
Issuer counsel - Orrick	80,000	80,000	40,000	50.00%
Auditor - MUN CPAs	15,900	30,000	15,900	53.00%
Other professional services	21,334	20,000	5,165	25.83%
BSP municipal advisor fee	24,000	24,000	18,000	75.00%
Bank service fees	2,663	7,000	1,575	22.50%
Marketing and Sponsorships	48,935	100,000	90,898	90.90%
Other	3,615	9,000	8,076	89.74%
Total general administrative	381,320	492,000	353,757	71.90%
Total amounts disbursed	14,129,728	14,840,000	11,133,818	75.03%
Net surplus (deficit)	851,922	(0)	192,900	

CSCDA
Bank Account Activity
For the Nine Months Ended March 31, 2019

	Beg Bal	Add:	Less:	End Bal
	06/30/18	Deposits	Disbursements	03/31/19
Bank account:				
Professional Services	169,800	356,412	(429,666)	96,547
Operations	302,875	3,919	0	306,794
	-----	-----	-----	-----
	472,675	360,332	(429,666)	403,341
	=====	=====	=====	=====