AGENDA OF THE
ANNUAL MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

January 24, 2013
10:00 a.m.
California State Association of Counties
1100 K Street
Sacramento, California

County of Yuba
915 8th Street, Suite 103
Marysville, CA 95901

I. Call the Roll (alternates designate which member they are representing).

II. Election of Officers.

III. Approve the Minutes of the January 10, 2013 Regular Meeting.

IV. Staff Updates.

V. Approve Consent Calendar.

VI. Approve the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

   a. American Baptist Homes of the West (Terraces at Los Altos), City of Los Altos, County of Santa Clara; up to $10,000,000 in 501(c)(3) non-profit equipment lease.

VII. Second reading and adoption of ordinance levying a special tax for CFD 2012-02 Manteca Lifestyle Center.

IX. CSCDA 2012 Annual Update.

X. Public Comment.

XI. Adjourn.
CA LL IFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
CONSENT CALENDAR

1. Approve the following invoices for payment:
   a. BLX Invoice #41987-401/011013.
   b. BLX Invoice #41987-520/011013.
   c. BLX Invoice #41987-597/011013.
   d. BLX Invoice #41987-768/011013.
   e. BLX Invoice #41987-847/011013.
   f. BLX Invoice #41987-916/011013.
   g. BLX Invoice #41987-1007/011013.
   h. BLX Invoice #41987-1255/011013.
   i. BLX Invoice #41987-1400/011013.

2. Approve the following Agencies as Program Participants:
   a. The City of San Dimas
   b. The Town of Colma
   c. The Arcade Creek Recreation & Park District

Thursday, January 24, 2013.

Note: Persons requiring disability-related modification or accommodation to participate in this public meeting should contact (925) 933-9229, extension 225.
Item III

Approve the Minutes of the January 10, 2013 Regular Meeting.
REGULAR MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
(CSCDA)
League of California Cities
1400 K Street, Sacramento, California
January 10, 2013

MINUTES

Commission Chair Larry Combs called the meeting to order at 10:03 a.m.

I. Roll Call


Others present: Caitlin Lanctot, CSCDA staff; and Dan Harrison and Perry Stottlemeyer, League of California Cities.

II. Approval of Minutes—December 20, 2012

The commission approved the minutes of the meeting held December 20, 2012.

Motion by Schutten; second by O’Rourke; unanimously approved by roll-call vote.

III. Staff Updates

Caitlin Lanctot announced that Irwin Bornstein and Dwight Stenbakken have been appointed by the League of California Cities as new commission members taking the seats previously held by Bob Leland and Russ Branson, respectively.

The next meeting, scheduled for January 24, will be the annual meeting, including the election of officers. The meeting will be followed by a luncheon.

IV. Approve Consent Calendar

The commission approved the consent calendar consisting of the following items:

A. Inducement of the following projects:

1. APEC International, LLC (Chestnut Apartments), City of Fresno, County of Fresno; issue up to $10 million in multi-family housing debt obligations.
2. Huntington Park 607, L.P. (Huntington Plaza Apartments), City of Huntington Park, County of Los Angeles; issue up to $13 million in multi-family housing debt obligations.

3. Menlo Capital Group (Victory Place Apartments), City of Oakland, County of Alameda; issue up to $15 million in multi-family housing debt obligations.

B. Approval of the following invoices for payment:

1. David Taussig & Associates Invoice #1211039.
2. David Taussig & Associates Invoice #1211049.
5. David Taussig & Associates Invoice #1211014.
7. Willdan Financial Services Invoice #010-19472.
8. Willdan Financial Services Invoice #010-19473.
9. Willdan Financial Services Invoice #010-19474.
10. Willdan Financial Services Invoice #010-19475.
11. Burke, Williams & Sorensen, LLP Invoice #162068.
12. Burke, Williams & Sorensen, LLP Invoice #161870.
13. Burke, Williams & Sorensen, LLP Invoice #161839

Motion by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

V. CFD 2012-02 Manteca Lifestyle Center

Staff reported that consideration of this item will be postponed to the January 24, 2013 meeting.

VI. Public Comments. There were none.

VII. Adjournment

Commission Chair Larry Combs adjourned the meeting at 10:08 a.m.

Submitted by: Daniel B. Harrison, Assistant to the Secretary

The next regular meeting of the commission is scheduled for Thursday, January 24, at 10:00 a.m.
in the CSAC Office at 1100 K Street, Sacramento, CA.
Item V

Approve Consent Calendar

1. Approve the following invoices for payment:
   a. BLX Invoice #41987-401/011013.
   b. BLX Invoice #41987-520/011013.
   c. BLX Invoice #41987-597/011013.
   d. BLX Invoice #41987-768/011013.
   e. BLX Invoice #41987-847/011013.
   f. BLX Invoice #41987-916/011013.
   g. BLX Invoice #41987-1007/011013.
   h. BLX Invoice #41987-1255/011013.
   i. BLX Invoice #41987-1400/011013.
January 10, 2013

James Hamill  
Program Manager  
California Statewide Communities Development Authority  
2033 N. Main Street, Suite 700  
Walnut Creek, CA 94596

Re: $6,270,000  
California Statewide Communities Development Authority  
Statewide Community Infrastructure Program Revenue Bonds  
Series 2003 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $1,330.00

Total Due: $1,330.00

Payment to be wired as follows:

Wells Fargo Bank  
ABA # 121000248  
Acct. Name: BLX Group LLC  
Acct. # 4123701104  
Invoice no. 41987-401

If a check is sent please send as follows:

BLX Group LLC  
Dept 34461  
P.O. Box 39000  
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $3,590,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2004 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $742.50

Total Due: $742.50

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-520

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $10,645,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2005 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $2,281.25

Total Due: $2,281.25

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-597

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $19,015,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2006

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $4,113.75

Total Due: $4,113.75

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-768

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $25,545,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2007A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $5,666.25

Total Due: $5,666.25

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-847

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill  
Program Manager  
California Statewide Communities Development Authority  
2033 N. Main Street, Suite 700  
Walnut Creek, CA 94596

Re:  
$10,460,000  
California Statewide Communities Development Authority  
Statewide Community Infrastructure Program Revenue Bonds  
Series 2007B

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12:  $1,725.00

Total Due:  $1,725.00

Payment to be wired as follows:

Wells Fargo Bank  
ABA # 121000248  
Acct. Name: BLX Group LLC  
Acct. # 4123701104  
Invoice no. 41987-916

If a check is sent please send as follows:

BLX Group LLC  
Dept 34461  
P.O. Box 39000  
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $21,805,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program
Revenue Bonds, Series 2008 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $4,350.00

Total Due: $4,350.00

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-1007

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $6,180,000
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2010 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $1,503.75

Total Due: $1,503.75

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-1255

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
January 10, 2013

James Hamill
Program Manager
California Statewide Communities Development Authority
2033 N. Main Street, Suite 700
Walnut Creek, CA 94596

Re: $9,190,000.00
California Statewide Communities Development Authority
Statewide Community Infrastructure Program Revenue Bonds
Series 2011 A

SCIP - Program Administrative Fee associated with the above-captioned issue.

10/01/12 to 12/31/12: $2,297.50

Total Due: $2,297.50

Payment to be wired as follows:

Wells Fargo Bank
ABA # 121000248
Acct. Name: BLX Group LLC
Acct. # 4123701104
Invoice no. 41987-1400

If a check is sent please send as follows:

BLX Group LLC
Dept 34461
P.O. Box 39000
San Francisco, CA 94139
Item V

Approve Consent Calendar

2. Approve the following Agencies as Program Participants:
   a. The City of San Dimas
   b. The Town of Colma
   c. The Arcade Creek Recreation & Park District
RESOLUTION NO. 2013-02

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN DIMAS
APPROVING, AUTHORIZING AND DIRECTING EXECUTION OF AN
AMENDED AND RESTATED JOINT EXERCISE OF POWERS
AGREEMENT RELATING TO THE CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT AUTHORITY

WHEREAS, the City of San Dimas, California (the "City"), has expressed an interest in participating in the economic development financing programs (the "Programs") in conjunction with the parties to that certain Amended and Restated Joint Exercise of Powers Agreement Relating to the California Statewide Communities Development Authority, dated as of June 1, 1988 (the "Agreement"); and

WHEREAS, there is now before this City Council the form of the Agreement; and

WHEREAS, the City proposes to participate in the Programs and desires that certain projects to be located within the City be financed pursuant to the Programs and it is in the public interest and for the public benefit that the City do so; and

WHEREAS, the Agreement has been filed with the City Clerk, and the members of the City Council of the City, with the assistance of its staff, have reviewed said document;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. The Agreement is hereby approved and the Mayor/Chair of the City is hereby authorized and directed to execute said document, with such changes, insertions and omissions as may be approved by said City Council, and the City Clerk is hereby authorized and directed to affix the City’s seal to said document and to attest thereto.

2. The Mayor of the City, the City Clerk and all other proper officers and officials of the City are hereby authorized and directed to execute such other agreements, documents and certificates, and to perform such other acts and deeds, as may be necessary or convenient to effect the purposes of this Resolution and the transactions herein authorized.

3. The City Clerk shall forward a certified copy of this Resolution and an originally executed Agreement to:

   Kathleen Jacobe
   Orrick, Herrington & Sutcliffe LLP
   400 Capital Mall, Suite 3000
   Sacramento, California 95814

4. This resolution shall take effect upon its adoption.
PASSED AND ADOPTED this 8th day of January, 2013, by the following roll call vote:

Ayes: Morris, Badar, Bertone, Ebiner, Templeman
Nays: None
Abstain: None

Curtis W. Morris, Mayor of the City of San Dimas

ATTEST:

Kenneth J. Duran, City Clerk
Resolution 2013-02

I HEREBY CERTIFY that the foregoing Resolution 2013-02 was adopted by vote of the City Council of the City of San Dimas at its regular meeting of January 8, 2013 by the following vote:

AYES: Morris, Badar, Bertone, Ebiner, Templeman
NOES: None
ABSENT: None
ABSTAIN: None

[Signature]

Ken Duran, City Clerk
The section headings herein are for convenience only and are not to be construed as modifying or governing the language in the section referred to.

Wherever in this Agreement any consent or approval is required, the same shall not be unreasonably withheld.

This Agreement is made in the State of California, under the Constitution and laws of such state and is to be so construed.

This Agreement is the complete and exclusive statement of the agreement among the parties hereto, which supercedes and merges all prior proposals, understandings, and other agreements, including, without limitation, the Initial Agreement, whether oral, written, or implied in conduct, between and among the parties relating to the subject matter of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and attested by their proper officers thereunto duly authorized, and their official seals to be hereto affixed, as of the day and year first above written.

Program Participant:

Town of Salinas, CA
By

Diana Colvin
Name: Diana Colvin
Title: Mayor

ATTEST:

By

Lori Burns
Name: Lori Burns
Title: HR Manager
ARKADE CREEK RECREATION AND PARK DISTRICT

RESOLUTION NO. 2010-12

RESOLUTION OF THE BOARD OF DIRECTORS OF THE ARCADE CREEK RECREATION AND PARK DISTRICT AUTHORIZING THE IMPLEMENTATION OF A JOINT POWERS AGREEMENT WITH CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY.

WHEREAS, the Arcade Creek Recreation and Park District (the "District") wishes to complete the redevelopment of its Oakdale Park (the "Project");

WHEREAS, the Arcade Creek Recreation and Park District plans to cause Recovery Zone Economic Development Bonds to be issued with the California Statewide Communities Development Authority in order to fund the Project;

WHEREAS, pursuant to Title 1, Division 7, Chapter 5 of the Government Code of the State of California (the "Joint Exercise of Powers Act"), two or more public agencies may by agreement jointly exercise any power common to the contracting parties;

WHEREAS, pursuant to the Joint Exercise of Powers Act, there was previously created a public entity known as the "California Statewide Communities Development Authority" for, and with the purpose of, issuing bonds to finance projects within the territorial limits of the Program Participants pursuant to the Act, Article 2, Article 4, or other applicable provisions of law; and

WHEREAS, in order to proceed with the financing, the Arcade Creek Recreation and Park District must enter into a Joint Powers Agreement with the California Statewide Communities Development Authority (the "Agreement") a copy of which is attached hereto and incorporated herein by reference.

NOW, THEREFORE, BE IT RESOLVED the Board of Directors of the Arcade Creek Recreation and Park District does hereby resolve as follows:

1. Authorization to Enter Into Agreement. The Board hereby approves the form of Agreement presented to the Board and authorizes the Chairperson of the District to execute and deliver the Agreement on behalf of the District with such changes as may become necessary after consultation with the District’s bond counsel. Such execution and delivery shall constitute conclusive evidence of the approval by the District of any changes or revisions therein from the form of Agreement presented to the Board.
2. **Additional Authorization.** The Chairperson, the District Administrator, and his/her respective designee (the "Designated Officer") are hereby further authorized and directed to prepare, on behalf of the District, any other documentation necessary to carry out the terms for the Project consistent with the terms and conditions of this Resolution. Any action heretofore taken by the Designated Officer, on behalf of the District that is in conformity with the purposes and intent of this Resolution with respect to the Project are hereby approved and confirmed.

PASSED AND ADOPTED this 18th day of November 2010, by the following vote to-wit:

AYES: Bachman, Roy, Herzog, Fox

NOES: None

ABSENT: Kimura

ABSTENTION: None

Attest: Victoria M. Roy

Victoria Roy, Secretary/Treasurer

Iris H. Bachman, Chairperson
The section headings herein are for convenience only and are not to be construed as modifying or governing the language in the section referred to.

Wherever in this Agreement any consent or approval is required, the same shall not be unreasonably withheld.

This Agreement is made in the State of California, under the Constitution and laws of such state and is to be so construed.

This Agreement is the complete and exclusive statement of the agreement among the parties hereto, which supersedes and merges all prior proposals, understandings, and other agreements, including, without limitation, the Initial Agreement, whether oral, written, or implied in conduct, between and among the parties relating to the subject matter of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and attested by their proper officers thereunto duly authorized, and their official seals to be hereto affixed, as of the day and year first above written.

Program Participant:

Arcade Creek Recreation and Park District

By [Signature]

Name: Iris H. Bachman
Title: Chairperson

[SEAL]

ATTEST:

By [Signature]

Name: Victoria Roy
Title: Secretary/Treasurer
Item VI

Approve the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

a. American Baptist Homes of the West (Terraces at Los Altos), City of Los Altos, County of Santa Clara; up to $10,000,000 in 501(c)(3) non-profit equipment lease.
SUMMARY AND APPROVALS

DATE: JANUARY 24, 2013

APPLICANT: AMERICAN BAPTIST HOMES OF THE WEST

AMOUNT: UP TO $10,000,000 OF NONPROFIT REVENUE EQUIPMENT LEASE

PURPOSE: FINANCE THE EQUIPPING OF A CONTINUING CARE RETIREMENT COMMUNITY

PRIMARY ACTIVITY: CONTINUING CARE

LEGAL STRUCTURE: 501(C)(3) CORPORATION

Background:

American Baptist Homes of the West, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (“ABHOW”), wishes to finance the acquisition, construction, expansion, remodeling, renovation, furnishing and equipping of continuing care facilities known as The Terraces at Los Altos (the “Project”) owned and operated by ABHOW and located in the County of Santa Clara (the “County”).

ABHOW is seeking up to $10,000,000 in nonprofit revenue equipment lease to finance the equipping of the Project.

The Terraces at Los Altos, formerly known as Pilgrim Haven, was built in an earlier time when individual apartments were quite small and there was an absence of modern recreation, dining and social activity space. The goal of the Project is (1) to modernize individual space and add more common spaces and (2) to expand and change the current unit mix. The Project will be rehabilitated to add more independent living apartments, reduce the number of skilled nursing beds and add memory support apartments and additional assisted living apartments while keeping the overall density of the number of units approximately the same with the annexation of a one acre parcel of land. Over the course of the Project, 112,000 square feet of building space will be demolished with only 21,000 square feet being retained. New buildings will be comprised of approximately 180,000 square feet. Following its redevelopment, the community will consist of approximately 105 residential living apartments, approximately 30 assisted living apartments, approximately 16 memory support assisted living apartments and approximately 30 skilled nursing beds.

ABHOW was founded in 1949 as Pilgrim Haven Home Corporation with the establishment of Pilgrim Haven retirement community in Los Altos, California, as a home for American Baptist missionaries and ministers. Exempt status was granted by the IRS in 1957. The original purpose and commitment to provide quality housing and health care for retired ministers and missionaries has expanded to include older persons regardless of occupation or religious affiliation.

ABHOW communities offer a variety of services and programs for residents. In the continuing care retirement communities (“CCRCs”), of which there are eleven (ABHOW owns seven in California, is
the sole member of one in Washington, and manages one community in Arizona, California and Nevada), at least three levels of care and services are provided: residential living, assisted living and skilled nursing care. In addition to the three levels of care and services provided at the CCRCs, ABHOW has developed special care units called “the Grove” for persons afflicted with Alzheimer’s and other dementias at a number of its communities with plans of providing such services at all of its communities.

Continuing care residents receive at least one meal a day, housekeeping and laundry services, social events and activities, transportation, and other supportive services as needed (such as occupational, speech, and physical therapies). Residents pay an entrance fee upon admission to the community for the continuing care promise of services as well as a monthly service fee.

ABHOW’s application was submitted to CSCDA on November 27, 2012. CSCDA has issued bonds for ABHOW in the approximate amount of $180 million over 3 prior transactions.

**Financing Approval:**

Based on the overall Project meeting the Benefit Guidelines for 501(c)(3) Healthcare Facilities detailed on Attachment 1 and CSCDA’s issuance guidelines, the Commission shall approve the Resolution as submitted to the Commission, which:

1. Approves the execution and delivery of the equipment lease.
2. Approves all necessary actions and documents in connection with the financing; and
3. Authorizes any member of the Commission or Authorized Signatory to sign all necessary documents.
Economic Development:

- The Terraces at Los Altos employs approximately 103 full-time equivalent staff and caregivers. Across the ABHOW system, ABHOW and its affiliates employ approximately 2,200 full-time equivalent staff and caregivers.

- ABHOW employees live, eat, and shop within those communities and support the local economy.

Public Benefit:

- Charitable ministry is at the heart of everything ABHOW does. In 1997 the company formally adopted a program of social accountability, the goal of which is to touch as many lives as possible by putting the company’s tax-exempt dollars to work.

- Resident subsidies by ABHOW (continuing care resident contracts and other discounts) during fiscal year 2011 were $3,931,452. Included are non-contract allowances, administrative discounts, permanent transfers to different levels of care credit, below-market discounts, health center free days credit, life care contract discounts and medical insurance subsidies. The amount of subsidies at The Terraces at Los Altos in 2011 was $298,270.

- Direct benevolence to continuing care residents by ABHOW during fiscal year 2011 was $1,087,055, of which $72,169 supported providing services to residents of The Terraces at Los Altos.

- The Project financed by the Lease will replace older facilities and provide additional equipment.

- Community outreach – ABHOW supports a wide range of activities and resources that promote health and wellness for its communities. The outreach program includes charitable contributions and grants to various organizations, research and education activities with local organizations, health and wellness education, and prevention strategies.

- Payment for Items Not Reimbursed by Medicaid Contracts – In 2011, adjustments of $4,768,659 were made to ABHOW residents, representing Medicaid contracts that did not pay the full amount for their care. $105,041 of those adjustments was made for residents of The Terraces at Los Altos.
Agency Approvals:

A TEFRA hearing was held by the County of Santa Clara on December 18, 2012 and received unanimous approval.

Estimated Sources and Uses:

Sources:

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Uses:

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Finance Team:

- Bond Counsel: Meyers, Nave, Riback, Silver & Wilson San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Underwriter: Banc of America Public Capital Corporation

Financing Structure and Objectives:

The Lease Obligation will mature in no more than seven years and will be issued as fixed rate tax-exempt obligations. The Underwriter will privately purchase the Obligation.

Attachments:

1. Original application
2. Benefit Guidelines for 501(c)(3) Nonprofit Healthcare Facilities
501(c)(3) Nonprofit Bond Application

APPLICANT INFORMATION

Application Number: 2012094
Name of Borrower: American Baptist Homes of the West
Primary Contact: Pamela Claassen
Title: Chief Financial Officer
Street Address: 6120 Stoneridge Mall Road Suite: 3rd Floor
City: Pleasanton State: CA Zip Code: 94588
Telephone Number: (925) 924-7117 Fax Number: (925) 924-7101
E-mail: pclaassen@abhow.com
Type of Entity: Non-profit Corporation
Date Organized: 1949

PROJECT INFORMATION

Type of Project: Small Issue Public Benefit Project
Health Care: Continuing Care Skilled Nursing Other (specify): __________
Education: K-12 Colleges/Universities Other (specify): __________
Other: Museum/Cultural Other (specify): __________
Project/Facility Name: The Terraces at Los Altos Street Address: 373 Pine Lane
City: Los Altos State: CA Zip Code: 94022
County: Santa Clara
Is Project located in unincorporated part of the County? No
Has the city or county in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Contact Name: ____________________________
Title: ____________________________
Phone Number: ____________________________ Ext. ________
Fax Number: ____________________________
E-mail: ____________________________
501(c)(3) Nonprofit Bond Application

FINANCING INFORMATION

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Proposed Closing Date: 02/28/2012

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<td>☑ S &amp; P BBB</td>
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PRINCIPAL FINANCE TEAM INFORMATION

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<tr>
<th>UNDERWRITER/PLACEMENT AGENT</th>
<th>BOND COUNSEL</th>
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</thead>
<tbody>
<tr>
<td>Firm: B.C. Ziegler and Company</td>
<td>Firm: Jones Day</td>
</tr>
<tr>
<td>Contact: Mary Munoz</td>
<td>Contact: S. Louise Rankin</td>
</tr>
<tr>
<td>Address: 8501 N. Scottsdale Rd., Suite 250 Scottsdale, AZ 85253</td>
<td>Address: 555 California Street, Suite 26th Floor San Francisco, CA 94104</td>
</tr>
<tr>
<td>Telephone: (800) 327-3666</td>
<td>Telephone: (415) 875-5777</td>
</tr>
<tr>
<td>Fax: (480) 951-2093</td>
<td>Fax: (415) 575-5700</td>
</tr>
<tr>
<td>E-mail: <a href="mailto:mmunoz@ziegler.com">mmunoz@ziegler.com</a></td>
<td>E-mail: <a href="mailto:srankin@jonesday.com">srankin@jonesday.com</a></td>
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501(c)(3) Nonprofit Bond Application

PRINCIPAL FINANCE TEAM INFORMATION (continued)

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<tr>
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<th>REBATE ANALYST</th>
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<tr>
<td>Firm: N/A</td>
<td>Berens-Tate Consulting</td>
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<tr>
<td>Contact:</td>
<td>Contact: Chris Berens</td>
</tr>
<tr>
<td>Address:</td>
<td>Address: 10050 Regency Circle, Suite 400 Omaha, NE 68114</td>
</tr>
<tr>
<td>Telephone:</td>
<td>Telephone: (402) 391-6188</td>
</tr>
<tr>
<td>Fax:</td>
<td>Fax: (402) 391-6188</td>
</tr>
<tr>
<td>E-mail:</td>
<td>E-mail: <a href="mailto:chrisb@berenstate.com">chrisb@berenstate.com</a></td>
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ADDITIONAL INFORMATION REQUIRED

Please provide the following information as additional attachments:

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<th>Attachment</th>
<th>Description of Information</th>
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<tr>
<td>A</td>
<td>$5,000 non-refundable* issuance fee deposit payable to &quot;California Communities.&quot;.</td>
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<tr>
<td>B</td>
<td>Detailed Applicant History.</td>
</tr>
<tr>
<td>C</td>
<td>Description of project or each facility to be financed or refinanced.</td>
</tr>
<tr>
<td>D</td>
<td>Address of each facility to be financed or refinanced.</td>
</tr>
<tr>
<td>E</td>
<td>Evidence of credit enhancement or intent to purchase bonds.</td>
</tr>
<tr>
<td>F</td>
<td>List of outstanding tax-exempt debt.</td>
</tr>
<tr>
<td>G</td>
<td>Financial statements for last complete fiscal year.</td>
</tr>
<tr>
<td>H</td>
<td>Project Costs (Sources and Uses of Proceeds).</td>
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<td>I</td>
<td>Interested Parties List.</td>
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*Refundable only if financing not approved. Small Issue Program issuance fee deposit is $2,500.

MAILING ADDRESS
California Communities®
2033 N. Main St., Suite 700
Walnut Creek, CA 94596
Benefit Guidelines for 501(c)(3) Nonprofit Healthcare Facilities

In 1991, CSCDA adopted economic development benefit guidelines based upon the finding that the nonprofit facility promotes economic development within the jurisdiction of a CSCDA Program Participant. Effective March 1, 2006, the CSCDA Commission adopted healthcare benefit guidelines to be considered in conjunction with the CSCDA economic development guidelines with respect to proposed bond issues for 501(c)(3) nonprofit healthcare facilities.

Economic Development Benefit*

A significant and growing opportunity for the creation and retention of employment to the California economy and the enhancement of the quality of life of local Program Participant residents;

The facility being a significant factor in the economic development of an area, promoting residential, commercial and industrial development and increasing the tax base; or

The facility providing the educational background and vocational training which is a necessary element to the development and retention of a capable workforce.

Health Care Benefit*

Health care resource – consideration given to quality of life for Program Participant and other area residents for access to quality medical care in general;

Emergency care – consideration given to quality of life for Program Participant and other area residents; whether the health care facility provides 24-hour emergency care to all individuals, regardless of ability to pay;

Facility upgrades and increased patient capacity - consideration given to quality of life for Program Participant patients, health facility employees, physicians and staff for new, improved or expanded medical facilities;

SB1953 compliance - consideration given to quality of life for Program Participant patients, health facility employees, physicians and staff for medical facilities being rehabilitated or constructed in compliance with SB1953 and that provide a safer acute health care environment;

Public health facility assistance - consideration given to quality of life for Program Participant owned or operated public health facilities for healthcare applicants that identify programs, contracts or practices where facilities link with or otherwise assist or ease the burden on area public health facilities;

Community outreach – consideration given to quality of life for Program Participant residents from efforts of health facility physicians and staff (such as free health screenings, immunizations for the elderly and disadvantaged, toy drives, holiday events, etc.);
Research – consideration given to medical advancements by way of research that benefit Program Participant residents and others;

Medi-Cal and Medicare acceptance - consideration given to quality of life for Program Participant residents for health care providers that serve Medi-Cal and / or Medicare patients; special consideration should be given to disproportionate share hospitals (a government measure for how much care hospitals provide to designated low-income patients);

Non-reimbursed community benefit costs for the poor and the broader community - consideration given to quality of life for Program Participant and other area residents that include:

   a. Charity care and uncompensated care
   b. Unpaid cost of Medi-Cal services
   c. Unpaid cost of Medicare services
   d. Education
   e. Research
   f. Low or negative margin services
   g. Nonbilled services
   h. Cash and in-kind donations
   i. Other benefits to the poor or broader community, as defined by the applicant

* Although any one of these listed benefits may demonstrate a clear public benefit, the absence of other benefits does not mean that there is a lack of public benefit associated with a project. There may be other benefits not listed which can also be considered to demonstrate public benefit.

Effective March 1, 2006.
RESOLUTION NO. __NP-__

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE AND SUBLEASE AGREEMENT IN A PRINCIPAL AMOUNT NOT TO EXCEED $10,000,000 TO FINANCE, OR REIMBURSE THE COST OF, THE EQUIPPING OF A CONTINUING CARE FACILITY FOR AMERICAN BAPTIST HOMES OF THE WEST AND OTHER MATTERS RELATING THERETO

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), a number of California cities, counties and special districts (each, a “Program Participant”) entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the California Statewide Communities Development Authority (the “Authority”) was organized;

WHEREAS, the Authority is authorized by its Agreement to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements in order to promote economic development;

WHEREAS, the Authority is authorized by a resolution adopted March 21, 1991, to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements to finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 which are determined by the Authority to satisfy the criteria set forth in such resolution (the “Eligible Organizations”);

WHEREAS, pursuant to the provisions of the Act, the cities, counties and special districts which are the contracting parties comprising the membership of the Authority are authorized to jointly exercise any power common to such contracting parties, including, without limitation, the power to acquire and dispose of property, both real and personal;

WHEREAS, the County of Santa Clara (the “County”) is a Program Participant, and such County is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Chapter 1, Division 1 of Title 3 of the Government Code of the State of California;

WHEREAS, pursuant to the provisions of the Act and the Agreement, the Authority is authorized to enter into installment purchase and/or sale agreements with the Eligible Organizations and to deliver certificates of participation evidencing interests therein;

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement with the Eligible Organizations;
WHEREAS, American Baptist Homes of the West, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Corporation”), wishes to finance, or reimburse the cost of, the equipping of a continuing care facility (the “Project”) owned and operated by the Corporation and located in the County;

WHEREAS, the Corporation is requesting the assistance of the Authority in financing the Project;

WHEREAS, the Authority will issue evidence of indebtedness (the “Obligation”) by executing and delivering a Master Lease and Sublease Agreement (the “Equipment Lease Agreement”) among the Authority, the Corporation and Banc of America Public Capital Corp or its designee (the “Equipment Lessor”); and

WHEREAS, pursuant to an Escrow Agreement (the “Escrow Agreement”) among the Corporation, the Equipment Lessor, the Authority and U.S. Bank National Association, as escrow agent (the “Escrow Agent”), proceeds of the Equipment Lease Agreement will be disbursed to the Corporation as set forth therein for the purpose, among others, of financing, or reimbursing the cost of, the acquisition of certain equipment constituting the Project; and

WHEREAS, pursuant to the policies of the Authority, the Obligation may only be assigned to a Qualified Institutional Buyer (as defined in the Equipment Lease Agreement) and the Equipment Lessor will sign an investor letter confirming that it is a Qualified Investor Buyer and certain other matters;

WHEREAS, there have been made available to the Commissioners of the Authority the following documents and agreements:

(1) A proposed form of the Equipment Lease Agreement; and

(2) A proposed form of the Escrow Agreement;

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

Section 1. Pursuant to the Agreement and the Act, the Authority is hereby authorized to issue the Obligation in principal amount of not to exceed $10,000,000. The Obligation shall be secured in accordance with the terms thereof.

Section 2. The proposed form of Equipment Lease Agreement, as made available to the Commissioners, is hereby approved. The Chair of the Authority or any member of the Commission of the Authority or their administrative delegates duly authorized pursuant to Resolution No. 11R-18 of the Authority, adopted on September 28, 2011 (each, an “Authorized Signatory”) is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Equipment Lease Agreement in substantially said form, with such changes and insertions therein as any member of the Commission, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The trustee, dated date, maturity date, interest rate or rates, payment dates, manner of execution,
place or places of payment, terms of prepayment and other terms of the Equipment Lease Agreement shall be as provided in the Equipment Lease Agreement, as finally executed.

Section 3. The proposed form of Escrow Agreement, as made available to the Commissioners, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Escrow Agreement in substantially said form, with such changes and insertions therein as any member of the Commission, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this Resolution and to consummate by the Authority the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents.

Section 5. All actions heretofore taken by the Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority with respect to the execution and delivery of the Equipment Lease Agreement are hereby ratified, confirmed and approved.

Section 6. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until the County has held the hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, if required by said Section, and has approved the execution of the Equipment Lease Agreement as may be required thereby and in accordance with Section 9 of the Agreement to provide financing for the Project.

Section 7. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 24th day of January, 2013.
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 January 24, 2013.

By: ________________________________
Authorized Signatory
California Statewide Communities
Development Authority

2022393.2
Item VII

Second reading and adoption of ordinance levying a special tax for CFD 2012-02 Manteca Lifestyle Center.
ORDINANCE NO. 13ORD-1
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY

ORDINANCE LEVYING A SPECIAL TAX FOR FISCAL YEAR 2012-2013
AND FOLLOWING FISCAL YEARS SOLELY WITHIN AND RELATING TO
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2012-02
(MANTECA LIFESTYLE CENTER),
CITY OF MANTECA, COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA

THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY DOES ORDAIN AS FOLLOWS:

SECTION 1  Pursuant to Government Code Sections 53316 and 53340, and Commission
Resolution No. 12R-35 (the “Resolution Declaring Election Results”), adopted December 20,
2012, and in accordance with the Rate, Method of Apportionment, and Manner of Collection of
Special Tax as set forth in Resolution No. 12R-32 (the “Resolution of Formation”), adopted
December 20, 2012, establishing the California Statewide Communities Development Authority
Community Facilities District No. 2012-02 (Manteca Lifestyle Center), City of Manteca, County
of San Joaquin, State of California (the “Community Facilities District”), a special tax is hereby
levied on all taxable parcels within the Community Facilities District for the 2012-2013 fiscal
year and for all subsequent fiscal years in the amount of the maximum tax authorized under the
Resolution of Formation, until collection of the Special Tax by the Commission ceases and a
Notice of Cessation of Special Tax is recorded in accordance with Section 53330.5 of the Act,
provided that this amount may in any fiscal year be levied at a lesser amount by resolution of the
Commission.

SECTION 2  The Authority’s special tax consultant, currently Goodwin Consulting Group,
Inc., 555 University Avenue, Suite 280, Sacramento, California 95825, telephone (916) 561-
0890, is authorized and directed, with the aid of the appropriate officers and agents of the
Authority, to determine each year, without further action of the Commission, the appropriate
amount of the Special Tax (pursuant to, and as that term is defined in, the Resolution of
Formation) to be levied for the Community Facilities District, to prepare the annual Special Tax
roll in accordance with the Resolution of Formation, and to present the roll to the Commission
for consideration.

SECTION 3  Upon approval by the Commission, whether as submitted or as modified by the
Commission, the special tax consultant is authorized and directed, without further action of the
Commission, to provide all necessary and appropriate information to the San Joaquin County
Auditor in proper form, and in proper time, necessary to effect the correct and timely billing and
collection of the Special Tax on the secured property tax roll of the County; provided, that as
stated in the Resolution of Formation and in Section 53340 of the California Government Code,
the Commission has reserved the right to utilize any method of collecting the Special Tax which
it shall, from time to time, determine to be in the best interests of the Authority, including but not
limited to, direct billing by the Authority to the property owners, supplemental billing and, under
the circumstances provided by law, judicial foreclosure, all or any of which the Commission may implement in its discretion by resolution.

SECTION 4 The appropriate officers and agents of the Authority are authorized to make adjustments to the Special Tax roll prior to the final posting of the Special Tax to the San Joaquin County tax roll each fiscal year, as may be necessary to achieve a correct match of the Special Tax levy with the assessor's parcel numbers finally utilized by the San Joaquin County Auditor in sending out property tax bills.

SECTION 5 The Authority agrees that, in the event the Special Tax is collected on the secured tax roll of San Joaquin County, the County may deduct its reasonable and agreed charges for collecting the Special Tax from the amounts collected, prior to remitting the Special Tax collections to the Authority.

SECTION 6 Taxpayers claiming that the amount of the Special Tax on their property is not correct are referred to the Rate and Method of Apportionment of the Special Tax contained in the Resolution of Formation for the proper claims procedure.

SECTION 7 If for any cause any portion of this Ordinance is found to be invalid, or if the Special Tax is found inapplicable to any particular parcel by a court of competent jurisdiction, the balance of this Ordinance, and the application of the Special Tax to all other parcels, shall not be affected.

SECTION 8 This Ordinance shall take effect and be in force thirty (30) days after its final passage; and before the expiration of fifteen (15) days after its passage the same shall be published, with the names of the members voting for and against the same, at least once in a newspaper of general circulation published and circulated in the area of the Community Facilities District.
I, the undersigned, the duly appointed and qualified Chair of the Commission of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the title of the foregoing ordinance was first read at a regular meeting of the Commission on December 20, 2012, further reading of the foregoing ordinance was waived by a majority vote, and the foregoing ordinance was duly passed and adopted by the Commission of the Authority at a duly called regular meeting of the Commission of the Authority held in accordance with law on January 10, 2013.

AYES:

NOES:

ABSENT:

By: ________________________________
   Chair
   California Statewide Communities
   Development Authority

Attest:

By: ________________________________
   Secretary
   California Statewide Communities
   Development Authority
Item VIII

Professional Services Review Report
SUMMARY AND APPROVALS

DATE: JANUARY 24, 2013

REQUEST: DISCUSS AND APPROVE AD HOC COMMITTEE FOR PROFESSIONAL SERVICES CONTRACT REVIEW

Background/Discussion:

At the 2012 CSCDA annual meeting and per the recommendation of the Bureau of State Audits report issued in August, 2012, CSCDA shall conduct periodic reviews of the professional service contracts. These include professionals that provide services for CSCDA on a contractual basis and include the following:

1. General Counsel – Richards, Watson Gershon
2. Issuer Counsel – Orrick, Herrington & Sutcliffe
3. Auditor – Macias, Gini & O’Connell
4. Contract Staff – HB Capital

Staff recommends the appointment of an ad hoc committee of three Commissioners to be established to determine protocol, review standards, timing and any other necessary items to initiate the professional service reviews.

The ad hoc committee can then report back to the Commission at February 21, 2013 meeting to outline the recommendations for approval by the Commission and proceed accordingly with the reviews.

Approvals:

Staff recommends the appointment of an ad hoc committee of three Commissioners to established protocol, review standards, timing and any other necessary items for professional services review. The ad hoc committee shall report back to the Commission at the February 21, 2013 meeting with recommendations to be approved by the Commission.
Item IX

CSCDA 2012 Annual Update
California Communities

2012 Year-End Report
2012 Highlights

- 1,876 Affordable Housing Units Created or Preserved
- 2 Charter Schools and 5 Private K-12 Schools Financed
- 4 Healthcare facilities Financed with nearly $1.22 billion in tax exempt bonds
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<td>$5</td>
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<td>$7</td>
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<td><strong>Total</strong></td>
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<td></td>
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<tr>
<td><strong>Program Volume Summary</strong></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
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<tr>
<td><strong>Sub Total</strong></td>
<td>$15,967</td>
<td>$2,356</td>
<td>$2,678</td>
<td>$4,663</td>
<td>$4,225</td>
<td>$2,391</td>
<td>$1,204</td>
<td>$1,147</td>
<td>$1,913</td>
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<td><strong>Sub Total</strong></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td><strong>Total</strong></td>
<td>$21,862</td>
<td>$3,755</td>
<td>$3,530</td>
<td>$5,525</td>
<td>$5,124</td>
<td>$2,967</td>
<td>$2,201</td>
<td>$1,252</td>
<td>$2,055</td>
<td>$48,271</td>
<td>100.00%</td>
</tr>
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</table>
Program Activity by Category

- Private Activity
- Public Agency

Graph showing the program activity by category from 2004 to 2012.
2012 Volume by Program

- 501(c)(3) Nonprofit: 82%
- Housing: 11%
- TRIP: 2%
- TRANs: 2%
- Water/Wastewater: 2%
- Other Bond Programs: 1%

Leaders in Providing World Class Financing Solutions
# Multifamily Housing

## Program Activity 2000-2012

<table>
<thead>
<tr>
<th>Year</th>
<th>Par Amount</th>
<th># Properties</th>
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<td>33</td>
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<tr>
<td>2001</td>
<td>473,862,000</td>
<td>48</td>
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<tr>
<td>2002</td>
<td>511,147,000</td>
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<td>2003</td>
<td>725,993,000</td>
<td>66</td>
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<tr>
<td>2004</td>
<td>468,099,000</td>
<td>58</td>
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<tr>
<td>2005</td>
<td>428,410,000</td>
<td>54</td>
</tr>
<tr>
<td>2006</td>
<td>573,680,000</td>
<td>75</td>
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<tr>
<td>2007</td>
<td>819,221,000</td>
<td>56</td>
</tr>
<tr>
<td>2008</td>
<td>606,757,000</td>
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<tr>
<td>2009</td>
<td>219,765,000</td>
<td>15</td>
</tr>
<tr>
<td>2010</td>
<td>470,996,000</td>
<td>23</td>
</tr>
<tr>
<td>2011</td>
<td>534,196,000</td>
<td>37</td>
</tr>
<tr>
<td>2012</td>
<td>217,314,000</td>
<td>25</td>
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</tbody>
</table>

The chart illustrates the trend of Par Amount and the number of properties from 2000 to 2012. The Par Amount shows a peak in 2007 and a decline thereafter, while the number of properties fluctuates with a peak in 2008.
## Multifamily Housing
### 2012 Issuance Activity

<table>
<thead>
<tr>
<th>Borrower/Developer</th>
<th>Bond Amount</th>
<th>Project Name</th>
<th>City</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporation for Better Housing</td>
<td>$5,570,000</td>
<td>Eucalyptus Village II</td>
<td>Bakersfield</td>
<td>Kern</td>
</tr>
<tr>
<td>Hampstead Group, Inc.</td>
<td>$4,500,000</td>
<td>Wasco Arms Apartments</td>
<td>Wasco</td>
<td>Kern</td>
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<tr>
<td>C.F.Y. Development, Inc.</td>
<td>$1,936,000</td>
<td>Shady Lane Apartments</td>
<td>Anderson</td>
<td>Shasta</td>
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<tr>
<td>Hampstead Group, Inc.</td>
<td>$4,100,000</td>
<td>Mono Hilltop Apartments</td>
<td>Fresno</td>
<td>Fresno</td>
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<tr>
<td>Neighborhood Partners, LLC</td>
<td>$7,000,000</td>
<td>Heritage Commons</td>
<td>Dixon</td>
<td>Solano</td>
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<tr>
<td>ROEM Apartment Communities,</td>
<td>$6,180,000</td>
<td>Canyon Crest Apartments</td>
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<td>ROEM Development Corporation</td>
<td>$7,500,000</td>
<td>2525 El Camino Real</td>
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<td>Encanto Apartment Homes, LP</td>
<td>$21,900,000</td>
<td>Encanto Apartment Homes</td>
<td>Menifee</td>
<td>Riverside</td>
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<tr>
<td>Pacific West Communities, Inc.</td>
<td>$9,150,000</td>
<td>Colonial House</td>
<td>Oxnard</td>
<td>Ventura</td>
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<tr>
<td>ROEM Apartment Communities,</td>
<td>$5,389,000</td>
<td>Palmdalia Apartments</td>
<td>Palmdale</td>
<td>Los Angeles</td>
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<tr>
<td>Community Action Agency of Butte</td>
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<td>North Point Apartments</td>
<td>Chico</td>
<td>Butte</td>
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<td>HC Housing, LLC</td>
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<td>Desert Springs Apartments</td>
<td>Victorville</td>
<td>San Bernardino</td>
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<tr>
<td>Pacific West Communities, Inc.</td>
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<td>Paradise Arms</td>
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## Multifamily Housing
### 2012 Issuance Activity cont.

<table>
<thead>
<tr>
<th>Borrower/Developer</th>
<th>Bond Amount</th>
<th>Project Name</th>
<th>City</th>
<th>County</th>
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</thead>
<tbody>
<tr>
<td>Pacific West Communities, Inc.</td>
<td>$5,910,000</td>
<td>Sonoma Gardens</td>
<td>Santa Rosa</td>
<td>Sonoma</td>
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<tr>
<td>Self Help Enterprises</td>
<td>$6,405,888</td>
<td>Viscaya Gardens</td>
<td>Dinuba</td>
<td>Tulare</td>
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<tr>
<td>Corporation for Better Housing</td>
<td>$5,250,000</td>
<td>Madera Family Apartments</td>
<td>Madera</td>
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<tr>
<td>St. Anton Capital, LLC</td>
<td>$8,220,000</td>
<td>Granite City Apartments</td>
<td>Folsom</td>
<td>Sacramento</td>
</tr>
<tr>
<td>The Hampstead Group, Inc.</td>
<td>$13,325,000</td>
<td>Oak Center Homes</td>
<td>Oakland</td>
<td>Alameda</td>
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<tr>
<td>The Hampstead Group, Inc.</td>
<td>$10,100,000</td>
<td>Villa Mirage</td>
<td>Rancho Mirage</td>
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<td>Central Valley Coalition for</td>
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<td>Gateway Terrace</td>
<td>Merced</td>
<td>Merced</td>
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<td>Community Development Partners</td>
<td>$17,850,000</td>
<td>Morgan Hill Retirement Residence</td>
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<td>Equity Residential</td>
<td>$26,495,000</td>
<td>Kelvin Court Apartments</td>
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<td>Orange</td>
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<td>Cesar Chavez Foundation</td>
<td>$8,100,000</td>
<td>Casa Velasco</td>
<td>Fresno</td>
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<tr>
<td>Cesar Chavez Foundation</td>
<td>$4,984,000</td>
<td>Villa Robles</td>
<td>Porterville</td>
<td>Tulare</td>
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<tr>
<td>Community Corporation of Santa</td>
<td>$12,000,000</td>
<td>High Place East</td>
<td>Santa Monica</td>
<td>Los Angeles</td>
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</tbody>
</table>
501(c)(3) Nonprofit
Program Activity 2000-2012

Par Amount (in Millions):
- 2000: 393,776
- 2001: 1,173,000
- 2002: 1,202,200
- 2003: 2,587,400
- 2004: 1,659,500
- 2005: 1,750,900
- 2006: 3,630,000
- 2007: 3,550,200
- 2008: 2,171,200
- 2009: 633,124
- 2010: 613,080
- 2011: 1,695,810

Projects:
- 2000: 18
- 2001: 29
- 2002: 24
- 2003: 20
- 2004: 17
- 2005: 16
- 2006: 22
- 2007: 37
- 2008: 27
- 2009: 10
- 2010: 10
- 2011: 13
- 2012: 22
### 501(c)(3) Nonprofit
#### 2012 Issuance Activity, cont.

<table>
<thead>
<tr>
<th>Project</th>
<th>Bond Amount</th>
<th>City</th>
<th>County</th>
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</thead>
<tbody>
<tr>
<td>American Baptist Homes of the West</td>
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<td>Los Altos</td>
<td>Santa Clara</td>
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<tr>
<td>CHF Irvine, LLC</td>
<td>$94,510,000</td>
<td>Irvine</td>
<td>Orange County</td>
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<tr>
<td>Head-Royce School</td>
<td>$15,200,000</td>
<td>Oakland</td>
<td>Alameda</td>
</tr>
<tr>
<td>Georgiana Bruce Kirby Preparatory School</td>
<td>$9,000,000</td>
<td>Santa Cruz</td>
<td>Santa Cruz</td>
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<tr>
<td>Alliance for College-Ready Public Schools</td>
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<td>Viewpoint Educational Foundation</td>
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<td>Kaiser Permanente</td>
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<tr>
<td>Lick-Wilmerding High School</td>
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<td>John Muir Health</td>
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## 501(c)(3) Nonprofit
### 2012 Issuance Activity

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<td>Sutter Health</td>
<td>$118,510,000</td>
<td>Modesto</td>
<td>Stanislaus</td>
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<td>Front Porch Communities and Services</td>
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<td>San Diego</td>
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<td>Delphi Schools, Inc.</td>
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<td>Lake View Terrace</td>
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<td>Holy Names University</td>
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<td>Community Hospital of the Monterey Peninsula</td>
<td>$34,935,000</td>
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<td>The Terraces at San Joaquin Gardens</td>
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<td>California Shock Trauma Air Rescue</td>
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<td>AEALAS, Inc.</td>
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<td>The Reuben H. Fleet Science Center</td>
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## Other Programs

### 2012 Issuance Activity

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<tr>
<th>Bond Program</th>
<th>Borrower/Developer</th>
<th>Project Name</th>
<th>Bond Amount</th>
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</thead>
<tbody>
<tr>
<td>Other Bond Programs</td>
<td>City of Bakersfield</td>
<td>City of Bakersfield Consolidation</td>
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<td>County of Monterey</td>
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<td>TRIP</td>
<td>City of Desert Hot Springs</td>
<td>Gas Tax Accelerated Street Improvement Program</td>
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<td>TRIP</td>
<td>City of Menifee</td>
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<td>City of Barstow</td>
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<td>City of Lynwood</td>
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<td>Water/Wastewater</td>
<td>City of Glendora</td>
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<td>Water/Wastewater</td>
<td>City of St Helena</td>
<td>Water/Wastewater 2012B</td>
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<td>North Coast County Water District</td>
<td>Water Wastewater 2012C</td>
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<td>Town of Windsor</td>
<td>Water Wastewater 2012D</td>
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### CSCDA

Leaders in Providing World Class Financing Solutions
AGENDA OF THE
SPECIAL MEETING OF THE
CALEASE PUBLIC FUNDING CORPORATION

January 24, 2013
10:00 a.m. (immediately following the CSCDA Annual Meeting)
California State Association of Counties
1100 K Street
Sacramento, California

County of Yuba
915 8th Street, Room 103
Marysville, CA 95901

I. Call the roll (alternates designate which member they are representing).

II. Approve the minutes of the November 24, 2009 Special meeting.

III. Discuss and approve new fee schedule.

IV. Public Comment.

V. Adjourn as the Board of Directors of the CaLease Public Funding Corporation.
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
CALEASE PUBLIC FUNDING CORPORATION

California State Association of Counties, 1100 K Street, Sacramento, Calif.
November 24, 2009

MINUTES

Board Vice-Chair Larry Combs called the meeting to order at 10:30 a.m.

I. Roll Call.

Board members present included Steve Keil and Brent Wallace. Alternate board member Paul Navazio was present representing Kevin O’Rourke. Larry Combs participated by conference phone.

Others present included: James Hamill, of California Communities; Dan Harrison of the League of California Cities; Laura Labanieh of CSAC Finance Corporation; and Diane Potter of Orrick Herrington & Sutcliffe.

II. Financing Approval—County of Santa Barbara

The board approved a resolution approving up to $2,000,000 of lease purchase obligations for the County of Santa Barbara for the renovation of the county elections office building, including approving all necessary documents and actions therewith, and authorized any member of the commission to sign all necessary documents.

Motion by Navazio; second by Wallace; approved by unanimous roll-call vote.

III. Public Comments. There were none.

IV. Adjournment. Larry Combs adjourned the meeting at 10:35 a.m.

Submitted by Daniel B. Harrison, Assistant to the Secretary
### CaLease Equipment Transactions

<table>
<thead>
<tr>
<th>Loan Amount</th>
<th>G&amp;B Fee</th>
<th>Paying Agent</th>
<th>CDIAC</th>
<th>CSAC/League</th>
<th>Program Manager</th>
<th>Total Fee</th>
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</thead>
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### CaLease Real Property Transactions

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