



**CSCDA**  
 CALIFORNIA STATEWIDE COMMUNITIES  
 DEVELOPMENT AUTHORITY



**REGULAR MEETING AGENDA**

**January 21, 2016 at 2:00 p.m.**

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

Telephonic Locations:

420 Litho Street, Sausalito, CA 94965

County of Butte  
 7 County Drive, Oroville, CA 9596

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

County of Monterey  
 168 Alisal Street, Salinas, CA 93901

**A. OPENING AND PROCEDURAL ITEMS**

1. Roll Call.
 

<ul style="list-style-type: none"> <li>___ Dan Harrison, Chair</li> <li>___ Larry Combs, Vice Chair</li> <li>___ Kevin O'Rourke, Treasurer</li> <li>___ Terry Schutten, Secretary</li> <li>___ Irwin Bornstein, Member</li> </ul>	<ul style="list-style-type: none"> <li>___ Tim Snellings, Member</li> <li>___ Dan Mierzwa, Member</li> <li>___ Ron Holly, Alt. Member</li> <li>___ Brian Moura, Alt. Member</li> </ul>
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2. Consideration of the minutes of the January 7, 2016 Regular and Special Meetings.
3. Consideration of the Consent Calendar.
4. Public Comment.

**B. ITEMS FOR CONSIDERATION**

5. Consideration of the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
  - a. APP Properties, Inc. (APP Hayward Jet Center), City of Hayward, County of Alameda; issue up to \$5.75 million in special facility airport revenue bonds.

This \_\_\_ page agenda was posted at 1100 K Street, Sacramento, California on \_\_\_\_\_, 2016 at \_\_\_: \_\_ m, Signed \_\_\_\_\_. Please email signed page to info@cscda.org

6. Consideration of adoption of amended CSCDA Conflict of Interest Code.
7. Consideration of PACE ad-hoc committee recommendation to add CleanFund Commercial PACE Capital and Spruce Finance to the CSCDA Open PACE program.
8. Consideration of CSCDA Memberships and Sponsorships.

**C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS**

9. Executive Director Update.
10. Staff Updates.
11. Adjourn.

**NEXT MEETING:** Thursday, February 4, 2016 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. Consent Calendar

- a. Inducement of Courtyard Community Partners, LP (Courtyard Plaza Apartments), City of San Jose, County of Santa Clara; issue up to \$18 million in multi-family housing revenue bonds.

January 21, 2016



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**ANNUAL MEETING OF THE  
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY  
(CSCDA)**

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

January 7, 2016

**MINUTES**

Commission chair Larry Combs called the meeting to order at 2:02 pm.

1 Roll Call.

Commission members present: Larry Combs, Kevin O'Rourke, Terry Schutten, Dan Harrison, Irwin Bornstein, Tim Snellings, Alternate commissioner Brian Moura (not voting), and Alternate Commissioner Ron Holly (representing Dan Mierzwa). Commissioner Dan Mierzwa participated by conference telephone, but did not vote.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Chris McKenzie, Norman Coppinger and Perry Stottlemeyer, League of California Cities; Laura Labanieh and Alan Fernandes, CSAC Finance Corporation; James Hamill and Jon Penkower, Bridge Strategic Partners; Roger Davis, Justin Cooper and Trish Eichar, Orrick Herrington & Sutcliffe; Cliff Staton and Mimi Frusha, Renew Financial; Marshall Linn, Raette Frazier and Sara Tobin, Urban Futures; Scott Waller and Nancy Midden, Gilmore & Bell; Bob Williams, RBC Capital Markets; and Mark Paxson, State Treasurer's Office. Greg Stepanicich, Richards Watson & Gershon participated by conference telephone.

2 Officers were nominated and elected:

1. Chairman: Terry Schutten nominated Dan Harrison; second by Bornstein; unanimously approved by voice-vote.

Remainder of meeting chaired by Harrison.

2. Vice chairman: Terry Schutten nominated Larry Combs; second by O'Rourke; unanimously approved by voice-vote.
3. Treasurer: Terry Schutten nominated Kevin O'Rourke; second by Holly; unanimously approved by voice-vote.
4. Secretary: Larry Combs nominated Terry Schutten; second by O'Rourke; unanimously approved by voice-vote.

3 Approval of the minutes of the December 17, 2015 regular meeting.

Motion to approve by Schutten; second by Combs; unanimously approved by voice-vote.

4 Approval of consent calendar.

- a Induce LIH Casa Blanca, LP (Casa Blanca Apartments), (City of Antioch, County of Contra Costa; issue up to \$15 million in multi-family housing revenue bonds.
- b Approve and ratify the addition of the City of Palm Desert as a member of CSCDA.

Motion to approve by Bornstein; second by Schutten; unanimously approved by voice-vote.

5 Public comment.

Cathy Bando requested to move agenda item 8 up to be discussed next.

6 Approve issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:

- a Pacific Collegiate Foundation, City of Santa Cruz, County of Santa Cruz, up to \$9 million in 501(c) (3) nonprofit revenue bonds.

Executive Director Cathy Bando has a conflict of interest for this item, so she excused herself from the room.

James Hamill explained this item in accordance with the staff report in the agenda packet. The proposal meets CSCDA's policies and staff recommends approval.

Motion to approve staff's recommendation by Combs; second by Schutten; unanimously approved by voice-vote.

7 Approve resolutions for the Statewide Community Infrastructure Program (SCIP) 2016A Assessment Districts:

- a Resolutions of intention to finance the payment of capital improvements and development impact fees, including approval of proposed boundary maps.
- b Resolutions preliminarily approving the engineer's reports, setting the public hearing of protests and providing property owner ballots.

Executive Director Cathy Bando explained this item in accordance with the staff report in the agenda packet. These resolutions represent the first steps for the issuance of bonds for a new series of SCIP bonds and will establish CSCDA's intent to finance the capital improvements identified in the packet, approves the proposed boundary maps, and sets a public hearing date for March 3, 2016 where protests, if any, will be heard.

Bando recommends approval of the resolutions.

Motion to approve Executive Director Bando's recommendation by Snellings; second by O'Rourke; unanimously approved by voice-vote.

- 8 Approve resolution authorizing amendments to bond indentures and loan agreements relating to California Statewide Communities Development Authority Development Bonds (Daughters of Charity Health System), Series 2005A, Series 2005G and Series 2005H.

Executive Director Bando explained this item in accordance with the staff report in the agenda packet. All interested parties involved (except for CSCDA), including bondholders, approve of the modifications. Bando recommends approval of the proposed amendments.

John Myers, Orrick Herrington & Sutcliffe (bond counsel), added that additional amendments that have been negotiated, which may require further increase of the interest rate may be forthcoming, but due diligence has not yet been completed, so these amendments are not yet ready for approval.

Motion to approve by O'Rourke; second by Holly; unanimously approved by voice-vote.

- 9 Approve amendment to CSCDA fee policy to require \$5,000 issuance fee deposit for all bond applications.

Executive Director Bando explained that CSCDA's current policy is to collect a deposit from each borrower rather than for each project. This proposed amendment changes policy to require the deposit for every project.

Bando recommends approval of the policy change.

Motion to approve Executive Director Bando's recommendation by Combs; second by O'Rourke; unanimously approved by voice-vote.

- 10 Approve resolution authorizing the execution and delivery of certain amendments, supplements, assignments, terminations, consents, approvals, notices, orders and/or requests of a technical nature permitted by the documents associated with bonds, notes, certificates of participation and other forms of indebtedness issued by CSCDA.

Executive Director Bando indicated that this item is a very minor change to policy, which requires affirmation by the Commission. The policy is explained fully in the agenda packet. Bando recommends approval.

Motion to approve Executive Director Bando's recommendation by Snellings; second by Combs; unanimously approved by voice-vote.

- 11 Approve CSCDA budget for the fiscal year 2015-16.

Executive Director Bando explained the major line items in the budget (included in the agenda packet). There was discussion about preparing the budget earlier. Bando explained that she expects to have the

budget prepared timely moving forward, but some difficulty was encountered due to the transition from HB Capital. There was also discussion about the Charitable contributions line item.

Motion to approve by Combs; second by Bornstein; unanimously approved by voice-vote.

12 Approve CSCDA audited financial statement for fiscal year 2014-15.

Executive Director Bando explained that the audit financial statement is later than she would like, primarily due to the transition from HB Capital. Bando pointed to the Management's Discussion and Analysis, specifically relating to CSCDA's purpose. Also, as of 06/30/15, the aggregate amount of CSCDA's conduit debt obligations outstanding issued on behalf of program participants totaled \$26.7 billion, with \$2.3 billion issued during the fiscal year.

Motion to approve by Bornstein; second by Schutten; unanimously approved by voice-vote.

13 Annual updates:

a Annual report and 2016 outlook.

Executive Director Bando explained that while the audit is on a fiscal year basis, the annual report is on a calendar year basis. The report indicates that there were nearly half of the 501(c)(3) issuances in 2015 than in 2014, but housing issuances increased and are continuing to grow significantly.

b Open PACE/CaliforniaFIRST update.

Mimi Frusha, Renew Financial, reported that the PACE programs are growing at a substantial pace, with 57% city and county participation compared to 39% participation in January of 2015. 2015 enjoyed ten times more applications for residential PACE and 24 times the dollar volume than in the prior year. Commercial PACE is also growing.

c Infrastructure programs update.

Bob Williams, RBC Capital Markets, reported that after several years of difficult economic conditions, the SCIP program is starting to rev up again, with even more projects forecast for 2016.

d Small issue public benefit program update.

James Hamill explained that the small issue public benefit program has been dormant for the last few years, but the goal is to rekindle the program.

e Housing compliance update and demonstration.

Raette Frazier, Urban Futures, explained how Urban Futures' technology development team imported data from HB Capital's data base and rolled out their online compliance reporting system, along with tutorial, to property managers of the housing projects that CSCDA issued and administers.



14 Study session – CSCDA: past, present and future.

Executive Director Bando proposed that this item be deferred until a subsequent meeting because it's late and there are two more meetings to hold today.

15 Executive Director update.

None.

16 Staff updates.

None.

17 Commission chair Dan Harrison adjourned the meeting at 4:23 pm.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for  
**Thursday, January 21, at 2:00 pm**  
in California State Association of Counties' office at 1100 K Street, 1st Floor, Sacramento, California.*

**SPECIAL MEETING OF THE  
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY  
(CSCDA)**

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

January 7, 2016

**MINUTES**

Commission chair Dan Harrison called the meeting to order at 4:28 pm.

1 Roll Call.

Commission members present: Larry Combs, Kevin O'Rourke, Terry Schutten, Dan Harrison, Irwin Bornstein, Tim Snellings, Alternate commissioner Brian Moura (not voting), and Alternate Commissioner Ron Holly (representing Dan Mierzwa). Commissioner Dan Mierzwa participated by conference telephone, but did not vote.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Chris McKenzie, Norman Coppinger and Perry Stottlemeyer, League of California Cities; Laura Labanieh and Alan Fernandes, CSAC Finance Corporation; James Hamill and Jon Penkower, Bridge Strategic Partners; Roger Davis, Justin Cooper and Trish Eichar, Orrick Herrington & Sutcliffe; Cliff Staton and Mimi Frusha, Renew Financial; Marshall Linn, Raette Frazier and Sara Tobin, Urban Futures; Scott Waller and Nancy Midden, Gilmore & Bell; Bob Williams, RBC Capital Markets; and Mark Paxson, State Treasurer's Office. Greg Stepanicich, Richards Watson & Gershon participated by conference telephone.

2 Approval of consent calendar.

- a Induce Stockton Hampton Square, LP (Hampton Square Apartments), (City of Stockton, County of San Joaquin; issue up to \$15 million in multi-family housing revenue bonds.

Motion to approve by Schutten; second by Snellings; unanimously approved by voice-vote.

3 Public comment.

None.

4 Commission chair Dan Harrison adjourned the meeting at 4:29 pm.

Submitted by: Perry Stottlemeyer, League of California Cities staff

**RESOLUTION NO. 16H-\_\_**

**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 January 21, 2016.

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 January 21, 2016.

By: \_\_\_\_\_  
Authorized Signatory

**EXHIBIT A**

<b>Project Name</b>	<b>Project Location</b>	<b>Project Description (units)</b>	<b>New Construction/ Acquisition and Rehabilitation</b>	<b>Legal Name of initial owner/operator</b>	<b>Bond Amount</b>
Courtyard Plaza Apartments	City of San Jose, County of Santa Clara	81	Acquisition and Rehabilitation	Courtyard Community Partners, LP	\$18,000,000



## Agenda Item No. 5a

### Agenda Report

**DATE:** January 21, 2016

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** APP Jet Center Hayward

**PURPOSE:** Authorize the Issuance of Bonds to Finance the Construction and Improvement of Airport Facilities located in the City of Hayward, County of Alameda

**AMOUNT:** Not to Exceed \$5,750,000

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#### **EXECUTIVE SUMMARY:**

APP Properties, Inc. (“APP”), has requested that CSCDA issue special facility airport revenue bonds in an amount not to exceed \$5,750,000 (the “Bonds”) to finance the construction and improvement of certain airport facilities located in the City of Hayward (the “Project”).

#### **PROJECT ANALYSIS:**

##### **About APP:**

APP is a Maryland Corporation that owns and operates Fixed Base Operations (“FBO”) at three U.S. airports, as well as one hangar complex. An FBO is a business that sells aviation fuel and provides services and storage for private and business aviation customers. APP’s FBO locations are in Manassas, Virginia; Fort Pierce, Florida; and Hayward, California. In addition, APP owns and operates approximately 65,000 square feet of hangars at Centennial Airport in Denver, Colorado.

In 2009, APP issued \$5.0 million of airport revenue bonds through CSCDA to fund the acquisition of facilities at the Hayward Executive Airport in Hayward, California. In 2011, APP issued \$7.0 million of airport revenue bonds through CSCDA to fund the acquisition of additional facilities at the Hayward Executive Airport. All principal and interest has been paid on a timely basis on the 2009 Bonds, and the 2011 Bonds have been retired from the proceeds of an equity offering of APP.

##### **About the Project:**

The Project consists of the construction of a new 20,000 square foot aircraft storage hangar and attached 3,000 square foot passenger terminal area on APP’s leasehold at the Hayward Executive

Airport. In addition, the Project will include the renovation and upgrade of an existing 10,000 square foot aircraft storage hangar and associated 2,000 square feet of office space, along with the conversion of APP's existing passenger terminal into approximately 2,000 square feet of office space.

The new hangar will have a 28 foot high ceiling and door height, and will provide modern power, lighting and other facilities to permit routine maintenance of the largest jets in the market. Without such facilities, APP is limited in the market it can serve and thus limits the Hayward Executive Airport. This reduces the area's ability to attract long-term corporate aircraft that, in turn, is a disincentive for large corporations to locate in the Hayward vicinity.

**Public Agency Approval:**

**TEFRA Hearing:** A TEFRA hearing is scheduled for January 26, 2016 at the City of Hayward. CSCDA Approval is subject to TEFRA approval by the City Council.

**Economic Development/Public Benefits:**

The Project will generate benefits to the public in three areas: employment in the Hayward area during and after construction; upgrading the suitability of the Hayward Executive Airport to corporate aviation use; and increasing tax and similar revenues to the City of Hayward and to Alameda County.

- It is estimated that construction of the \$5 million Project will generate approximately 50 construction jobs over the anticipated 9-month construction period.
- It is projected that occupants of the Project will purchase 170,000 to 200,000 gallons of incremental aviation fuel.
- Servicing these new facilities will require APP to retain additional full time employees as well as maintain its current employment base well into the future.
- The Project is projected to pay new real estate taxes of more than \$30,000 per year.
- In addition, it is expected that the Project will generate new aviation fuel sales of as much as 200,000 gallons annually. The City of Hayward levies a fuel flowage fee of \$.10 to \$.15 per gallon of fuel sold.

**Sources and Uses:**

Sources of Funds:

Series 2016 Bonds:	\$ 5,163,540
Equity:	\$ 32,165
Total Sources:	\$ 5,195,705

Uses of Funds:

Construction:	\$ 4,863,000
Capitalized Interest:	\$ 174,269
Issuance Costs:	\$ 185,436
Total Uses:	\$ 5,195,705



**Finance Partners:**

Bond Counsel: Greenberg Traurig, LLP, Philadelphia, PA  
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento, CA  
Placement Agent: KeyBank Capital Markets, Cleveland, OH  
Private Placement Purchaser: Greenwich Investment Management, Greenwich, CT

**Finance Terms:**

**Rating:** Unrated  
**Term:** 30 years at a fixed interest rate  
**Structure:** Private Placement  
**Estimated Closing:** February 4, 2016

**CSCDA Policy Compliance:**

The financing for APP Jet Center Hayward complies with CSCDA's general and issuance policies, as well as the 2009 Greenwich Investment Management Private Placement Policy as further described in Attachment B.

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)
2. Minutes from November 24, 2009 CSCDA Meeting (Attachment B)

**COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:**

1. Approves the issuance of the Bonds and the financing of the Project;
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.

**ATTACHMENT A**

**RESOLUTION NO. 16-R-\_\_\_**

**CALIFORNIA STATEWIDE COMMUNITIES  
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$5,750,000 TO (I) FINANCE OR REIMBURSE THE COSTS OF THE CONSTRUCTION OF A NEW 20,000 SQUARE FOOT AIRCRAFT STORAGE HANGAR AND ATTACHED 3,000 SQUARE FOOT PASSENGER TERMINAL AREA, THE RENOVATION AND UPGRADE OF AN EXISTING 10,000 SQUARE FOOT AIRCRAFT STORAGE HANGAR AND ASSOCIATED 2,000 SQUARE FEET OF RELATED OFFICE SPACE, AND THE CONVERSION OF AN EXISTING PASSENGER TERMINAL INTO APPROXIMATELY 2,000 SQUARE FEET OF RELATED OFFICE SPACE, ALL LOCATED AT THE HAYWARD EXECUTIVE AIRPORT IN HAYWARD, CALIFORNIA; AND (II) PAY THE COSTS OF ISSUANCE OF SUCH REVENUE BONDS 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; and

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; and

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; and

WHEREAS, the City of Hayward, California (the "City") is a Program Participant, and such City is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Article 1, Chapter 5, Part 2 of Division 3 of Title 4 of the Government Code of the State of California; and

WHEREAS, pursuant to the provisions of the Act, the Authority may issue bonds, and enter into a financing agreement for the purposes provided in the Act; and

WHEREAS, Hayward FBO LLC, a California limited liability company (the "Borrower"), the managing member of which is APP Properties, Inc., a Maryland corporation, wishes to finance or reimburse the costs of the construction of a new 20,000 square foot aircraft storage hangar and attached 3,000 square foot passenger terminal area, the renovation and upgrade of an existing

10,000 square foot aircraft storage hangar and associated 2,000 square feet of related office space, and the conversion of an existing passenger terminal into approximately 2,000 square feet of related office space, all located at the Hayward Executive Airport in the City (collectively, the "Project"); and

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

WHEREAS, pursuant to a Second Supplemental Trust Indenture, dated as of January 1, 2016 (the "Second Supplemental Trust Indenture"), to that certain Trust Indenture, dated as of December 1, 2009, as previously supplemented by that certain First Supplemental Trust Indenture, dated as of May 1, 2011 (as supplemented and amended, the "Bond Indenture"), each between the Authority and Wells Fargo Bank, N.A., as trustee (the "Bond Trustee"), the Authority will issue the "California Statewide Communities Development Authority Airport Facilities Revenue Bonds (APP Properties, Inc. Project) Series 2016" (the "Series 2016 Bonds") in an aggregate principal amount not to exceed \$5,750,000, for the purpose, among others, of financing the Project; and

WHEREAS, pursuant to a Second Supplemental Financing Agreement, dated as of January 1, 2016 (the "Second Supplemental Financing Agreement"), to that certain Financing Agreement, dated as of December 1, 2009, as previously supplemented by that certain First Supplemental Financing Agreement, dated as of May 1, 2011 (as supplemented and amended, the "Financing Agreement"), each between the Authority and the Borrower, the Authority will loan the proceeds of the Series 2016 Bonds to the Borrower for the purpose, among others, of financing the Project; and

WHEREAS, the Borrower entered into a Master Trust Indenture, dated as of December 1, 2009, as supplemented by that certain First Supplemental Master Indenture, dated as of December 1, 2009 and by that certain Second Supplemental Master Indenture, dated as of May 1, 2011, and as amended and restated by the Amended and Restated Master Trust Indenture, dated as of May 28, 2014, and as further supplemented by that certain Third Supplemental Master Indenture, dated as of January 1, 2016 (collectively, the "Master Indenture"), with Wells Fargo Bank, N.A., as master trustee (the "Master Trustee"), and a group of entities affiliated with the Borrower (each a "Member" and together with the Borrower, the "Obligated Group"); and

WHEREAS, pursuant to the Master Indenture, the Borrower will issue a note corresponding to the Series 2016 Bonds (the "Series 2016 Note") which will be a joint and several obligation of the Obligated Group; and

WHEREAS, the Bonds will be secured by the Bond Trustee's interest in the Series 2016 Note, which is a joint and several obligation of the Obligated Group, and the Series 2016 Note will be secured by certain leasehold mortgages and the pledge of revenues set forth in the Master Indenture; and

WHEREAS, pursuant to a Bond Purchase Agreement, to be dated the date of sale of the Series 2016 Bonds (the "Purchase Agreement"), among KeyBanc Capital Markets, Inc., as underwriter (the "Underwriter"), the Authority and the Borrower, the Series 2016 Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Bond Indenture to finance the Project; and

WHEREAS, the Series 2016 Bonds will be offered for sale to Qualified Institutional Buyers and Accredited Investors (each as defined in the Bond Indenture) through a Limited Offering Memorandum; and

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

- (1) A proposed form of the Second Supplemental Trust Indenture;
- (2) A proposed form of the Second Supplemental Financing Agreement;
- (3) A proposed form of the Purchase Agreement; and
- (4) A proposed form of the Limited Offering Memorandum to be used by the Underwriter in connection with the offering of the Series 2016 Bonds.

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

**Section 1.** Pursuant to the Act and the Bond Indenture, the Authority is hereby authorized to issue its revenue bonds designated as the “California Statewide Communities Development Authority Airport Facilities Revenue Bonds (APP Properties, Inc. Project) Series 2016” in an aggregate principal amount not to exceed five million seven hundred fifty thousand dollars (\$5,750,000). The Series 2016 Bonds shall be issued and secured in accordance with the terms of, and shall be in the form or forms set forth in, the Bond Indenture. The Series 2016 Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of the Chair of the Authority or the manual signature of any member of the Commission of the Authority or their administrative delegates duly authorized pursuant to Resolution No. 15R-53 of the Authority, adopted on October 22, 2015 (each, an “Authorized Signatory”), and attested by the manual or facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority or the manual signature of any Authorized Signatory.

**Section 2.** The proposed form of Second Supplemental Trust Indenture, 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 Second Supplemental Trust Indenture 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 Bond Trustee, dated date, maturity date or dates, interest rates or methods of determining rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Series 2016 Bonds shall be as provided in the Bond Indenture, as finally executed.

**Section 3.** The proposed form of Second Supplemental Financing 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 Second Supplemental Financing 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 proposed form of Purchase 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 Purchase 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 5.** The proposed form of Limited Offering Memorandum 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 approve the Limited Offering Memorandum, 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 of the Purchase Agreement.

**Section 6.** The Underwriter is hereby authorized to distribute the Limited Offering Memorandum to appropriate persons who may be interested in the purchase of the Series 2016 Bonds and to deliver the Limited Offering Memorandum in final form to the purchasers of the Series 2016 Bonds, in each case with such changes as may be approved as aforesaid.

**Section 7.** The Series 2016 Bonds, when executed as provided in Section 1, shall be delivered to the Bond Trustee for authentication by the Bond Trustee. The Bond Trustee is hereby requested and directed to authenticate the Series 2016 Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Series 2016 Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority by any Authorized Signatory, which any Authorized Signatory, acting alone, is authorized and directed, for and on behalf of the Authority, to execute and deliver to the Bond Trustee. Such instructions shall provide for the delivery of the Series 2016 Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

**Section 8.** 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, including, without limitation, any and all documents and certificates to be executed in connection with securing credit support, if any, for the Series 2016 Bonds, 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 9.** 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 issuance of the Series 2016 Bonds are hereby ratified, confirmed and approved.

**Section 10.** Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until the City 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 issuance of the Series 2016 Bonds as may be required thereby and in accordance with Section 9 of the Agreement to provide financing for the Project; provided, however, that the Purchase Agreement may be executed in advance of such date so long as the Series 2016 Bonds are not issued prior to such Section 9 approval.

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 21st day of January, 2016.

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 21, 2016.

By:

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Authorized Signatory  
California Statewide Communities  
Development Authority

**ATTACHMENT B**  
**REGULAR MEETING OF THE**  
**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

California State Association of Counties, 1100 K Street, Suite 101, Sacramento, Calif.  
November 24, 2009

**MINUTES**

Commission Vice-Chair Larry Combs called the meeting to order at 10:05 a.m.

**I. Roll Call**

Commission members present included Steve Keil and Brent Wallace. Alternate Commissioner 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. Approval of Minutes—October 28, 2009**

The commission approved the minutes for the special meeting held October 28, 2009.

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

**III. Approval of Minutes—November 4, 2009**

The commission approved the minutes for the regular meeting held November 4, 2009.

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

**IV. Approval of Consent Calendar**

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

- A. Inducement of a multifamily housing project for Chico Parkside Terrace, L.P. (AHDC, Inc.) (Parkside Terrace Apartments), City of Chico, County of Butte; up to \$15.0 million multi-family housing debt obligations.
- B. Acceptance of disclosure reports for CSCDA SCIP bonds, 2005/2006 ERAF bonds and the Salinas Plaza multifamily bonds and authorize an Authorized Signatory to execute documents

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

#### **V. 2010 Calendar of CSCDA Regular Meetings**

The commission approved the calendar of regular meetings during 2010. The only revision was to schedule the first meeting in September for September 8<sup>th</sup> rather than September 15<sup>th</sup>.

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

#### **VI. Issuance Policy for Placement of Non-Rated Securities**

Based on Greenwich Investment Management's (GIM) investment strategy and experience in the purchase of non-rated tax-exempt bonds on behalf of sophisticated investor clients, the commission approved the following policy:

- A. CSCDA will allow for the allocation of its non-rated debt obligations in minimum denominations of \$25,000 to investor clients of GIM.
- B. CSCDA will allow for the stand alone execution of a traveling investor letter by GIM on behalf of its accredited investor clients for which GIM has been assigned power of attorney.
- C. To the extent GIM or any of its investor clients looks to sell or transfer all or a portion of its CSCDA debt obligation holdings, CSCDA will require GIM and its investor clients to adhere to the current CSCDA transfer restrictions, including (1) the sale to qualified institutional buyers in minimum denominations of \$100,000, and/or (2) the sale to accredited investors in minimum denominations of \$100,000 along with a traveling investor letter.

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

#### **VII. Metropolitan Lofts Apartments (Northwest Gateway)—Annual Fees**



The commission approved reducing the annual administrative fee for Metropolitan Lofts Apartments to an amount equal to .12 percent of the permanent loan amount.

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

**VIII. Staff and Commissioner Updates.**

- A. James Hamill reported that CSCDA has received an allocation of \$230 million for multi-family housing bonds under the stimulus package. Efforts are underway to identify eligible projects prior to the deadline in early December.
- B. The next meeting will likely include a discussion of litigation addressing damages resulting from the failure of financial markets.
- C. The regular meeting scheduled for December 2 will probably be cancelled. Staff will confirm plans very soon.

**IX. Public Comments.** There were none.

**X. Adjournment.**

Commission Vice-Chair Larry Combs adjourned the meeting at 10:30 a.m.

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

*The next regular meeting of the commission is scheduled for  
Wednesday, December 2, 2009, at 10:00 a.m. in the League's office at 1400 K.  
It's likely this meeting will be cancelled; staff will confirm plans soon.*



## Agenda Item No. 6

### Agenda Report

**DATE:** January 21, 2016  
**TO:** CSCDA COMMISSIONERS  
**FROM:** Cathy Bando, Executive Director  
**PURPOSE:** Consideration of adoption of amended CSCDA Conflict of Interest Code

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#### SUMMARY:

On December 7, 2015, the Fair Political Practices Commission (FPPC) provided its approval of the CSCDA Conflict of Interest Code which was submitted to the FPPC on June 5, 2015.

CSCDA's General Counsel has reviewed the FPPC's approved Conflict of Interest Code and below is a summary of the FPPC's changes to the current CSCDA Conflict of Interest Code:

1. Wording changes to the adoption of the model ordinance (FPPC regulation 18730).
2. New requirement that CSCDA forward the originals of the Statement of Economic Interests (Form 700) to the FPPC. Per Government Code Section 87500(l) the local agency is the filing officer unless the FPPC elects to act as the filing officer.
3. The FPPC revised language regarding the requirements for consultants to disclose economic interests and added language regarding new positions. This language is consistent with FPPC Regulation 18734 which requires that consultants and new positions disclose pursuant to the broadest disclosure category in the code. The FPPC designated the Chair of the Authority as the individual with responsibility to set interim disclosure requirements that are tailored to a position's limited range of duties.
4. The FPPC added a note that "the positions of Program Manager, Executive Director, Controller, Housing Compliance Director, and General Counsel are filled by outside consultants, but act in a staff capacity."

5. The FPPC revised this Disclosure Category 1 so that an official only has to disclose a nonprofit as a source of income, and not as the source of an “investment” or management position. This is consistent with the definition of a business entity under the Political Reform Act, Government Code Section 82005.
6. The FPPC deleted Disclosure Category 2, which pertained to a business interest or source of income that “manufactures, distributes, sells or otherwise provides goods or services of the type utilized by the division or program to which the designated employee is assigned.” No designated position is required to disclose under Category 2.

**RECOMMENDATION:**

Based upon CSCDA’s General Counsel’s review and approval, the Executive Director recommends approval of the amended CSCDA Conflict of Interest Code.



## Agenda Item No. 7

### Agenda Report

**DATE:** January 21, 2016

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PURPOSE:** Consideration of PACE ad hoc committee recommendation to add CleanFund Commercial PACE Capital and Spruce Finance to the CSCDA Open PACE program

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#### **EXECUTIVE SUMMARY:**

CSCDA's current Open PACE program has three program administrators: Renew Financial, AllianceNRG, and PACE Funding. The concept of Open PACE is to provide CSCDA member cities and counties with a number of qualified program administrators that have been reviewed and approved by the PACE ad hoc committee and CSCDA Commission.

The ad hoc committee received proposals from CleanFund Commercial Capital ("Clean Fund") for Commercial PACE only and Spruce Finance for residential and commercial PACE under the CSCDA Open PACE program. After a review of the proposals and in-person interviews by the ad hoc committee, the recommendation before you today is to approve both Clean Fund and Spruce Finance as a program administrators under the CSCDA Open PACE platform.

#### **OVERVIEW:**

##### **Clean Fund:**

Clean Fund provides long-term financing for energy, water and renewable energy improvements to commercial properties and has financed projects with PACE in California, Connecticut and Minnesota. Clean Fund is a direct lender focused exclusively on the commercial property sector. With expertise in commercial real estate, finance and energy engineering, Clean Fund is uniquely capable of delivering capital efficiently throughout California. Clean Fund offers three products to commercial property owners.

##### **PACEDirect™**

Clean Fund's core commercial PACE financing program for energy and water efficiency, PACEDirect, offers many significant benefits to property owners, who can access financing directly from Clean Fund, or through its architectural, engineering, construction or consulting vendors.

### SolarPACE™

Clean Fund's SolarPACE financing program is tailored to help commercial property owners get the most out of going solar. SolarPACE provides building owners with the same benefits as PACEDirect, with additional benefits such as solar-specific tax benefits and flexible financing options.

### PACEPartner™

Clean Fund's PACEPartner program empowers its partners to tap into the power of PACE for their commercial property customers. Through the PACEPartner program, CleanFund delivers a systematic yet customized framework.

### **Spruce Finance:**

Spruce Finance is a technology-enabled finance company serving the residential solar, energy and waterefficiency markets in the United States. Spruce was created via the combination of Clean Power Finance ("CPF"), a solar financing market place, and Kilowatt Financial ("Kilowatt"), an investor in solar and energy efficiency financing for consumers. Spruce's mission is to provide financing that empowers consumers to improve their environment.

Spruce Finance offers residential solar financing in 17 states and energy and water efficiency financing in every state except Oregon. In California, Spruce Finance is a licensed lender and licensed mortgage banker. More than 50,000 homeowners have used a Spruce Finance power purchase agreement ("PPA") lease or unsecured loan to go solar or to make energy and water efficient home improvements.

More than 400 local channel partners offer Spruce Finance financing to homeowners. These channel partners include companies that sell and install solar systems, general contractors, roofers, insulation, HVAC experts, equipment manufacturers and other residential service providers.

### **RECOMMENDED ACTION:**

CSCDA's Executive Director and PACE ad hoc committee recommend the approval of Clean Fund and Spruce Finance as new program administrators under Open PACE. A contract for services with both Clean Fund and Spruce Finance will be brought back to the Commission for approval at a later date.



## Agenda Item No. 8

### Agenda Report

**DATE:** January 21, 2016  
**TO:** CSCDA COMMISSIONERS  
**FROM:** Cathy Bando, Executive Director  
**PURPOSE:** Consideration of CSCDA Memberships and Sponsorships.

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#### SUMMARY:

1. It has been requested that CSCDA renew its annual membership with the Council of Development Finance Agencies (CDFA) and the California Council for Affordable Housing (CCAH).
  - CDFA serves as an educational and legislative voice in Washington D.C. for over 400 economic development issuers and professionals.
  - CCAH is dedicated to facilitating the development and expansion of affordable housing in the State of California.
  - Membership with CDFA and CCAH is \$750 per year for each organization and would be paid out of the professional services fund.
2. It has been recommended that CSCDA consider new membership with the California Society of Municipal Finance Officers (CSMFO).
  - CSMFO is California's premier statewide association for more than one thousand finance professionals. Membership includes city, county and special district finance officers, as well as commercial finance professionals.
  - CSMFO promotes excellence in financial management through innovation, continuing education and the professional development.
  - Membership with CSMFO is \$110 per year and would be paid out of the professional services fund.
3. It has been recommended that CSCDA consider sponsorship of California City Management Foundation (CCMF)'s upcoming golf tournament.
  - CCMF's mission is to promote and encourage excellence in city management in all of California's 480 incorporated cities.

- Through its extensive peer network CCMF offers guidance, support and advice for City Managers in all stages of their careers.
- The cost of the corporate sponsorship is \$1,500 and would be paid out of the professional services fund.

**RECOMMENDED ACTION:**

CSCDA's Executive Director recommends that the Commission approve CSCDA's (1) membership renewal with CDFA and CCAH; (2) new membership with CSMFO; and (3) sponsorship of CCMF.