



CSCDA
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY



**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.

This ___ page agenda was posted at _____ on _____, 2013 at __: __ __m, Signed _____.
Please fax signed page to (925) 933-8457.

VIII. Professional Services Review Report.

IX. CSCDA 2012 Annual Update.

X. Public Comment.

XI. Adjourn.



**CALIFORNIA 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

Commission members present: Larry Combs, Terry Schutten, and Dwight Stenbakken. Commission members participating by conference telephone: Kevin O'Rourke and Tim Snellings. Alternate Commissioners participating by conference phone: Ron Holly sitting for Dan Mierzwa.

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.
3. David Taussig & Associates Invoice #1211050.
4. David Taussig & Associates Invoice #1211051.
5. David Taussig & Associates Invoice #1211014.
6. David Taussig & Associates Invoice #1211057.
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.



777 South Figueroa Street
Suite 3200
Los Angeles, CA 90017-5832
Phone 213 612 2200 Fax 213 612 2316
www.blxgroup.com

E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-401/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



777 South Figueroa Street
Suite 3200
Los Angeles, CA 90017-5832
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E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-520/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-597/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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Suite 3200
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E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-768/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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

INVOICE NO: 41987-847/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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

INVOICE NO: 41987-916/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-1007/011013

**PLEASE REMIT COPY OF
INVOICE WITH PAYMENT**

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



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

INVOICE NO: 41987-1255/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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



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E.I.N. 51-0404065

January 10, 2013

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

INVOICE NO: 41987-1400/011013
PLEASE REMIT COPY OF
INVOICE WITH PAYMENT

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, Ebner, 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



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 Colma, CA

By Diana Colvin

Name: Diana Colvin

Title: Mayor

[SEAL]

ATTEST:

By Lori Burns

Name: Lori Burns

Title: HR Manager

ARCADE 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
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 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:

Arcade Creek Recreation and Park District

By Iris H. Bachman

Name: Iris H. Bachman

Title: Chairperson

[SEAL]

ATTEST:)

By Victoria M. Roy

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.

Attachment 1

CSCDA Benefit Guidelines for 501(c)(3) Healthcare Facilities

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:

Lease Obligation	<u>\$3,000,000</u>
Total Sources	\$3,000,000

Uses:

Project Costs	<u>\$3,000,000</u>
Total Uses	\$3,000,000

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



Building Communities, Investing in Local Government Since 1988

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: For-profit Corporation Non-profit Corporation
 Municipality Partnership
 Other (specify): _____
Date Organized: **1949**

PROJECT INFORMATION

Type of Project: Small Issue Public Benefit Project
Health Care: Continuing Care Clinic Hospital Assisted Living
 Skilled Nursing Other (specify): _____
Education: K-12 Colleges/Universities
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: _____



Building Communities, Investing in Local Government Since 1988

501(c)(3) Nonprofit Bond Application

FINANCING INFORMATION

Principal Amount: **\$100,000,000**

Tax-exempt Amount: **\$100,000,000**

Taxable Amount: **\$0**

Proposed Closing Date: **02/28/2012**

Maturity: **35 Years** Interest Rate Mode: Fixed Variable

Type of Offering: Public Offering Private Placement

Denominations: **5,000**

Type of Financing: Acquisition of Existing Facility New Construction
 Refunding

Credit Enhancement: None Letter of Credit
 FNMA(Fannie Mae) Freddie Mac
 Bond Insurance Other (specify): _____

Name of Credit Enhancement Provider or Private Placement Purchaser: **N/A**

Expected Rating: Unrated S & P **BBB**
 Moody's _____ Fitch **BBB+**

PRINCIPAL FINANCE TEAM INFORMATION

UNDERWRITER/PLACEMENT AGENT	BOND COUNSEL
Firm: B.C. Ziegler and Company	Firm: Jones Day
Contact: Mary Munoz	Contact: S. Louise Rankin
Address: 8501 N. Scottsdale Rd., Suite 250 Scottsdale, AZ 85253	Address: 555 California Street, Suite 26th Floor San Francisco, CA 94104
Telephone: (800) 327-3666	Telephone: (415) 875-5777
Fax: (480) 951-2093	Fax: (415) 575-5700
E-mail: mmunoz@ziegler.com	E-mail: srankin@jonesday.com



Building Communities, Investing in Local Government Since 1988

501(c)(3) Nonprofit Bond Application

PRINCIPAL FINANCE TEAM INFORMATION (continued)

FINANCIAL ADVISOR	REBATE ANALYST
Firm: N/A	Firm: Berens-Tate Consulting
Contact:	Contact: Chris Berens
Address:	Address: 10050 Regency Circle, Suite 400 Omaha, NE 68114
Telephone:	Telephone: (402) 391-6188
Fax:	Fax: (402) 391-6188
E-mail:	E-mail: chrisb@berenstate.com

ADDITIONAL INFORMATION REQUIRED

Please provide the following information as additional attachments:

<u>Attachment</u>	<u>Description of Information</u>
-------------------	-----------------------------------

- | | |
|---|---|
| A | \$5,000 non-refundable* issuance fee deposit payable to "California Communities." |
| B | Detailed Applicant History. |
| C | Description of project or each facility to be financed or refinanced. |
| D | Address of each facility to be financed or refinanced. |
| E | Evidence of credit enhancement or intent to purchase bonds. |
| F | List of outstanding tax-exempt debt. |
| G | Financial statements for last complete fiscal year. |
| H | Project Costs (Sources and Uses of Proceeds). |
| I | Interested Parties List. |

*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 health care 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 work force.

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.);

Attachment 2

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



CSCDA

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY



California State Association of Counties



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California Communities

2012 Year-End Report

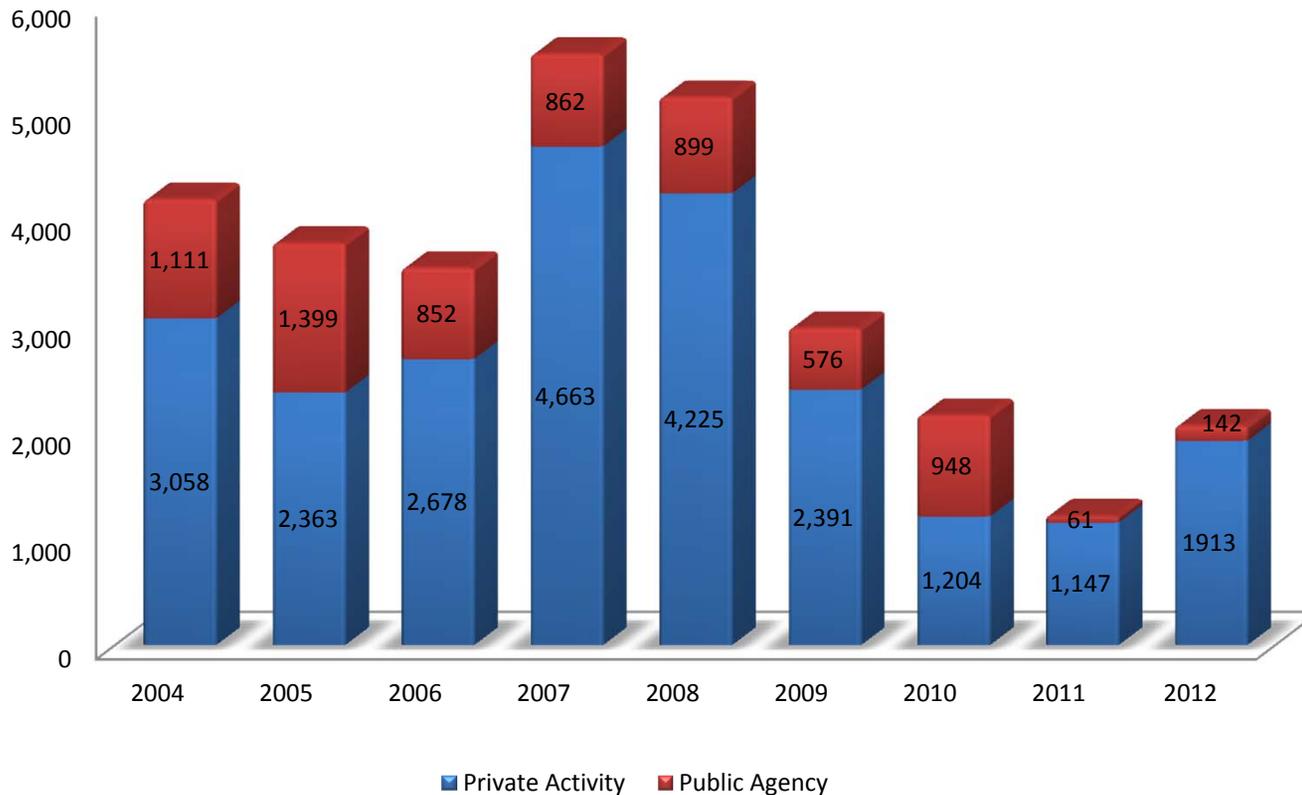
2012 Highlights

- 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

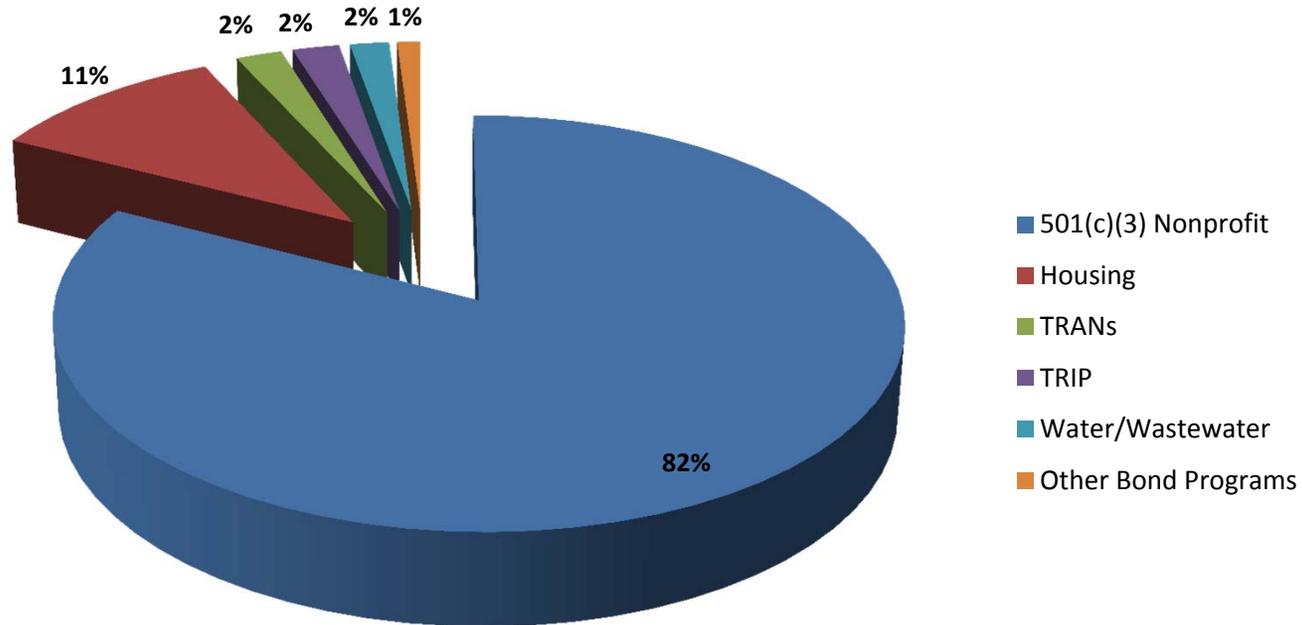
Program Volume Summary

Program	88-04	2005	2006	2007	2008	2009	2010	2011	2012	Totals	%
Private Activity											
501(c)(3) Nonprofit	\$10,750	\$1,660	\$1,751	\$3,630	\$3,550	\$2,171	\$633	\$613	\$1,684	\$26,442	54.78%
Small Issue	\$62	\$15	\$6	\$4	\$2	\$0	\$0	\$0	\$12	\$101	0.21%
Airport	\$413	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$413	0.86%
Housing	\$4,087	\$428	\$574	\$819	\$607	\$220	\$471	\$534	\$217	\$7,957	16.48%
Housing SetAside	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	0.00%
IDBs/Manufacturing	\$377	\$4	\$16	\$28	\$4	\$0	\$0	\$0	\$0	\$429	0.89%
Small Issue	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	0.00%
Native American	\$146	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$146	0.30%
Exempt Facility/Solid Waste	\$132	\$249	\$331	\$182	\$62	\$0	\$100	\$0	\$0	\$1,056	2.19%
Sub Total	\$15,967	\$2,356	\$2,678	\$4,663	\$4,225	\$2,391	\$1,204	\$1,147	\$1,913	\$36,544	75.71%
Public Agency											
CRA/ERAF Program	\$0	\$27	\$20	\$0	\$0	\$0	\$0	\$0	\$0	\$47	0.10%
CaLease	\$113	\$4	\$3	\$1	\$3	\$2	\$0	\$0	\$0	\$126	0.26%
Pension Obligation	\$197	\$21	\$63	\$87	\$0	\$0	\$18	\$0	\$0	\$386	0.80%
SCIP	\$10	\$11	\$19	\$74	\$22	\$0	\$6	\$9	\$0	\$151	0.31%
TRANS	\$4,881	\$811	\$598	\$700	\$854	\$569	\$145	\$78	\$42	\$8,678	17.98%
TRIP	\$0	\$0	\$0	\$0	\$15	\$0	\$0	\$0	\$43	\$58	0.12%
VLF Program	\$0	\$455	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$455	0.94%
Water/Wastewater	\$327	\$62	\$87	\$0	\$5	\$0	\$0	\$0	\$36	\$517	1.07%
Tobacco	\$197	\$0	\$62	\$0	\$0	\$0	\$0	\$0	\$0	\$259	0.54%
Workers Compensation	\$20	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$20	0.04%
Taxable Bond Program	\$0	\$0	\$0	\$0	\$0	\$0	\$49	\$11	\$0	\$60	0.12%
Other Bond Programs	\$150	\$8	\$0	\$0	\$0	\$5	\$779	\$7	\$21	\$970	2.01%
Sub Total	\$5,895	\$1,399	\$852	\$862	\$899	\$576	\$997	\$105	\$142	\$11,727	24.29%
Total	\$21,862	\$3,755	\$3,530	\$5,525	\$5,124	\$2,967	\$2,201	\$1,252	\$2,055	\$48,271	100.00%

Program Activity by Category

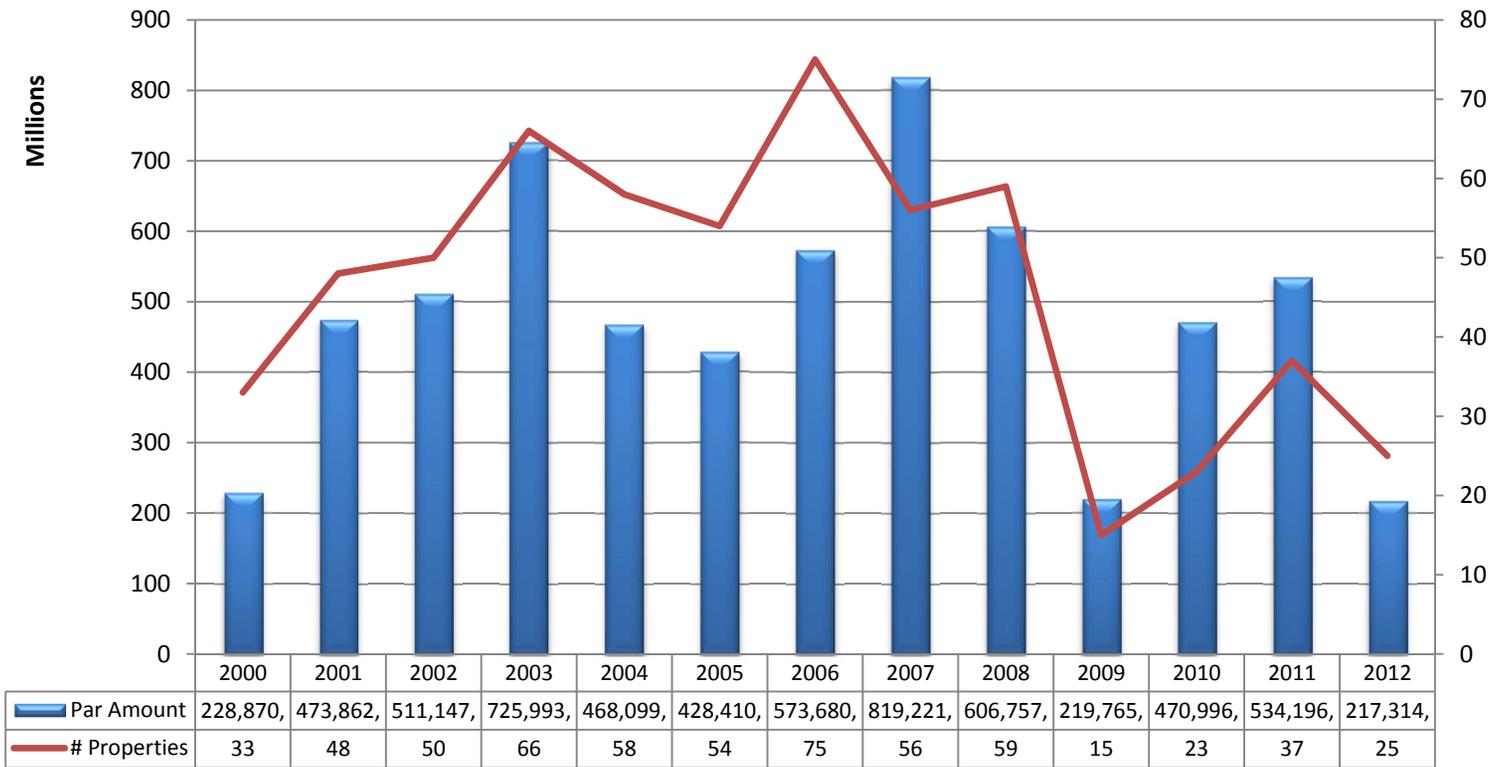


2012 Volume by Program



Multifamily Housing

Program Activity 2000-2012



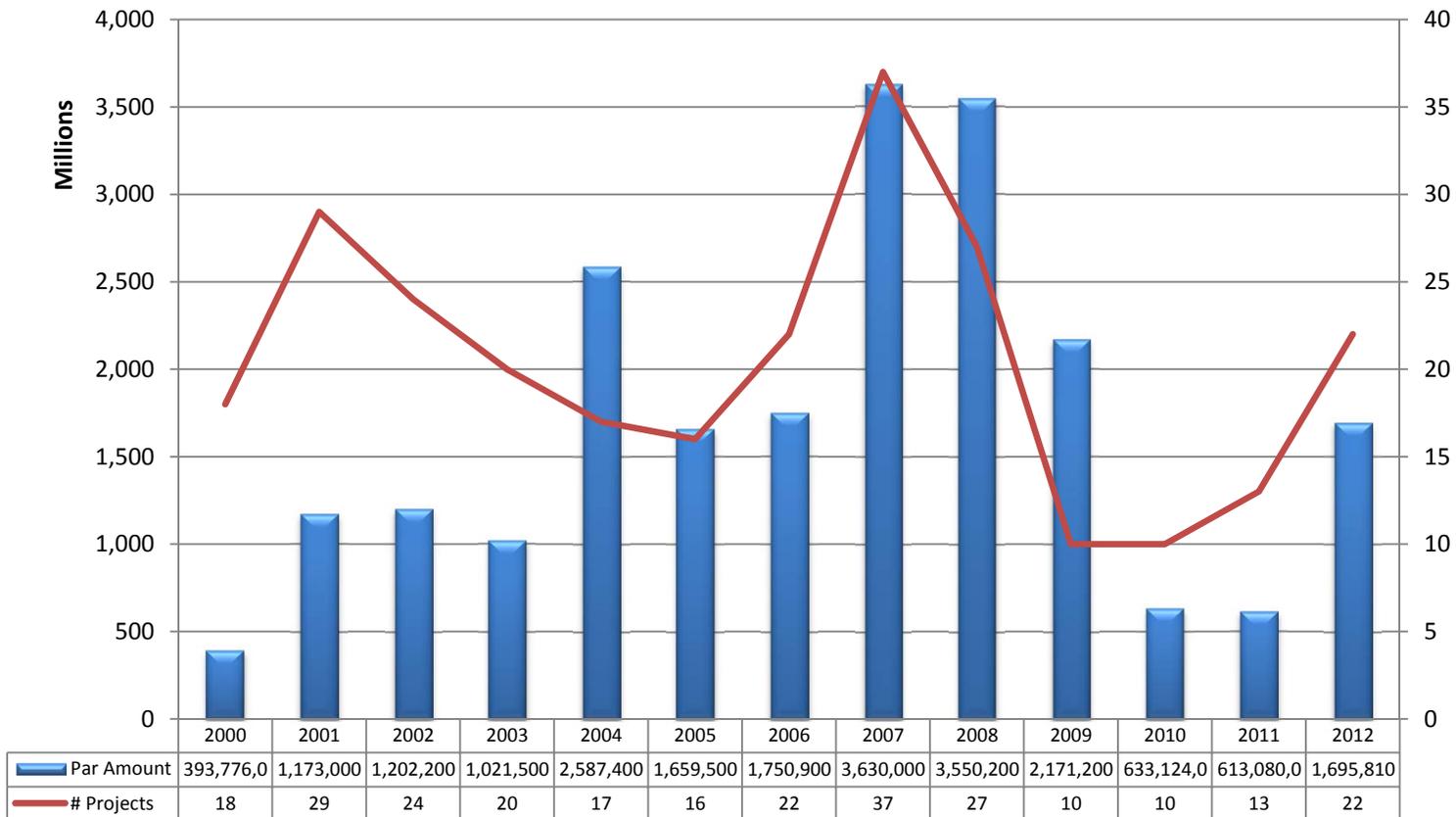
Multifamily Housing 2012 Issuance Activity

Borrower/Developer	Bond Amount	Project Name	City	County
Corporation for Better Housing	\$5,570,000	Eucalyptus Village II	Bakersfield	Kern
Hampstead Group, Inc.	\$4,500,000	Wasco Arms Apartments	Wasco	Kern
C.F.Y. Development, Inc.	\$1,936,000	Shady Lane Apartments	Anderson	Shasta
Hampstead Group, Inc.	\$4,100,000	Mono Hilltop Apartments	Fresno	Fresno
Neighborhood Partners, LLC	\$7,000,000	Heritage Commons	Dixon	Solano
ROEM Apartment Communities,	\$6,180,000	Canyon Crest Apartments	Fresno	Fresno
ROEM Development Corporation	\$7,500,000	2525 El Camino Real	Santa Clara	Santa Clara
Encanto Apartment Homes, LP	\$21,900,000	Encanto Apartment Homes	Menifee	Riverside
Pacific West Communities, Inc.	\$9,150,000	Colonial House	Oxnard	Ventura
ROEM Apartment Communities,	\$5,389,000	Palmdalia Apartments	Palmdale	Los Angeles
Community Action Agency of Butte	\$6,750,000	North Point Apartments	Chico	Butte
HC Housing, LLC	\$4,000,000	Desert Springs Apartments	Victorville	San Bernardino
Pacific West Communities, Inc.	\$6,300,000	Paradise Arms	Los Angeles	Los Angeles

Multifamily Housing 2012 Issuance Activity cont.

Borrower/Developer	Bond Amount	Project Name	City	County
Pacific West Communities, Inc.	\$5,910,000	Sonoma Gardens	Santa Rosa	Sonoma
Self Help Enterprises Corporation for Better Housing	\$6,405,888	Viscaya Gardens	Dinuba	Tulare
St. Anton Capital, LLC	\$5,250,000	Madera Family Apartments	Madera	Madera
The Hampstead Group, Inc.	\$8,220,000	Granite City Apartments	Folsom	Sacramento
The Hampstead Group, Inc.	\$13,325,000	Oak Center Homes	Oakland	Alameda
The Hampstead Group, Inc.	\$10,100,000	Villa Mirage	Rancho Mirage	Riverside
Central Valley Coalition for Community Development Partners	\$8,400,000	Gateway Terrace	Merced	Merced
Equity Residential	\$17,850,000	Morgan Hill Retirement Residence	Morgan Hill	Santa Clara
Cesar Chavez Foundation	\$26,495,000	Kelvin Court Apartments	Irvine	Orange
Cesar Chavez Foundation	\$8,100,000	Casa Velasco	Fresno	Fresno
Cesar Chavez Foundation	\$4,984,000	Villa Robles	Porterville	Tulare
Community Corporation of Santa	\$12,000,000	High Place East	Santa Monica	Los Angeles

501(c)(3) Nonprofit Program Activity 2000-2012



501(c)(3) Nonprofit 2012 Issuance Activity, cont.

Project	Bond Amount City	County
American Baptist Homes of the West	\$20,000,000 Los Altos	Santa Clara
CHF Irvine, LLC	\$94,510,000 Irvine	Orange County
Head-Royce School	\$15,200,000 Oakland	Alameda
Georgiana Bruce Kirby Preparatory School	\$9,000,000 Santa Cruz	Santa Cruz
Alliance for College-Ready Public Schools	\$8,455,000 Los Angeles	Los Angeles
Viewpoint Educational Foundation	\$40,000,000 Calabasas	Los Angeles
Kaiser Permanente	\$969,690,000 Oakland	Alameda
Lick-Wilmerding High School	\$15,450,000 San Francisco	San Francisco
John Muir Health	\$89,800,000 Walnut Creek	Contra Costa
Eskaton Properties, Inc.	\$38,695,000 Carmichael	Sacramento
Colony Student Housing	\$29,500,000 Riverside	Riverside

501(c)(3) Nonprofit 2012 Issuance Activity

Project	Bond Amount City	County
Sutter Health	\$118,510,000 Modesto	Stanislaus
Front Porch Communities and Services	\$35,000,000 Carlsbad	San Diego
Delphi Schools, Inc.	\$4,862,500 Lake View Terrace	Los Angeles
Holy Names University	\$7,000,000 Oakland	Alameda
Community Hospital of the Monterey Peninsula	\$34,935,000 Monterey	Monterey
The Terraces at San Joaquin Gardens	\$71,035,000 Fresno	Fresno
California Shock Trauma Air Rescue	\$12,363,105 Mcclellan	Sacramento
AEALAS, Inc.	\$6,395,000 Santa Clarita	Los Angeles
The Reuben H. Fleet Science Center	\$5,000,000 San Diego	San Diego
Episcopal Communities & Services	\$64,160,000 Rancho Palos Verdes	Los Angeles
California Shock Trauma Air Rescue	\$6,249,975 Mcclellan	Sacramento

Other Programs 2012 Issuance Activity

Bond Program	Borrower/Developer	Project Name	Bond Amount
Other Bond Programs	City of Bakersfield	City of Bakersfield Consolidat	\$21,030,000
TRANS	Tax Revenue Anticipation Notes 2012 A-1	Tax Revenue Anticipation Not	\$6,465,000
TRANS	County of Monterey	TRAN 2012A-3a & 3b	\$35,377,389
TRIP	City of Desert Hot Springs	Gas Tax Accelerated Street Improvement Program	\$5,925,000
TRIP	City of Menifee	Gas Tax Accelerated Street Improvement Program	\$20,000,000
TRIP	City of Barstow	TRIP 2012 - City of Barstow	\$9,770,000
TRIP	City of Lynwood	Trip 2012 - City of Lynwood	\$6,850,000
Water/Wastewater	City of Glendora	Water/Wastewater 2012A	\$14,785,000
Water/Wastewater	City of St Helena	Water/Wastewater 2012B	\$7,155,000
Water/Wastewater	North Coast County Water District	Water Wastewater 2012C	\$6,110,000
Water/Wastewater	Town of Windsor	Water Wastewater 2012D	\$7,580,000

**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

<u>Loan Amount</u>	<u>G&B Fee</u>	<u>Paying Agent</u>	<u>CDIAC</u>	<u>CSAC/League</u>	<u>Program Manager</u>	<u>Total Fee</u>
\$3,000,000.00	\$4,500.00	\$500.00	\$600.00	\$7,500.00	\$20,500.00	\$33,600.00
\$2,750,000.00	\$4,500.00	\$500.00	\$550.00	\$6,875.00	\$18,625.00	\$31,050.00
\$2,500,000.00	\$4,500.00	\$500.00	\$500.00	\$6,250.00	\$16,750.00	\$28,500.00
\$2,250,000.00	\$4,500.00	\$500.00	\$450.00	\$5,625.00	\$14,875.00	\$25,950.00
\$2,000,000.00	\$4,500.00	\$500.00	\$400.00	\$5,000.00	\$13,000.00	\$23,400.00
\$1,750,000.00	\$3,000.00	\$500.00	\$350.00	\$4,375.00	\$11,625.00	\$19,850.00
\$1,500,000.00	\$3,000.00	\$500.00	\$300.00	\$3,750.00	\$9,750.00	\$17,300.00
\$1,250,000.00	\$3,000.00	\$500.00	\$250.00	\$3,125.00	\$7,875.00	\$14,750.00
\$1,000,000.00	\$3,000.00	\$500.00	\$200.00	\$2,500.00	\$6,000.00	\$12,200.00
\$900,000.00	\$2,500.00	\$500.00	\$0.0	\$2,250.00	\$5,500.00	\$10,750.00
\$800,000.00	\$2,500.00	\$500.00	\$0.0	\$2,000.00	\$4,750.00	\$9,750.00
\$700,000.00	\$2,500.00	\$500.00	\$0.0	\$1,750.00	\$4,000.00	\$8,750.00
\$600,000.00	\$2,500.00	\$500.00	\$0.0	\$1,750.00	\$4,000.00	\$8,750.00
\$500,000.00	\$2,500.00	\$500.00	\$0.0	\$1,750.00	\$4,000.00	\$8,750.00

CaLease Real Property Transactions

<u>Loan Amount</u>	<u>G&B Fee</u>	<u>Paying Agent</u>	<u>CDIAC</u>	<u>CSAC/League</u>	<u>Program Manager</u>	<u>Total Fee</u>
\$12,000,000.00	\$22,500.00	\$1,000.00	\$2,400.00	\$20,000.00	\$59,000.00	\$104,900.00
\$10,000,000.00	\$20,500.00	\$1,000.00	\$2,000.00	\$16,666.67	\$49,000.00	\$89,166.67
\$9,000,000.00	\$19,500.00	\$1,000.00	\$1,800.00	\$15,000.00	\$44,000.00	\$81,300.00
\$8,000,000.00	\$18,500.00	\$1,000.00	\$1,600.00	\$13,333.33	\$39,000.00	\$73,433.33
\$6,600,000.00	\$17,500.00	\$1,000.00	\$1,320.00	\$11,000.00	\$31,000.00	\$61,820.00
\$6,000,000.00	\$16,500.00	\$1,000.00	\$1,200.00	\$10,000.00	\$29,000.00	\$57,700.00
\$5,500,000.00	\$16,500.00	\$1,000.00	\$1,100.00	\$9,166.67	\$25,500.00	\$53,266.67
\$5,000,000.00	\$15,500.00	\$1,000.00	\$1,000.00	\$8,333.33	\$24,000.00	\$49,833.33
\$4,500,000.00	\$15,500.00	\$1,000.00	\$900.00	\$7,500.00	\$20,500.00	\$45,400.00
\$4,000,000.00	\$14,500.00	\$1,000.00	\$800.00	\$6,666.67	\$19,000.00	\$41,966.67
\$3,500,000.00	\$14,500.00	\$1,000.00	\$700.00	\$5,833.33	\$15,500.00	\$37,533.33
\$3,000,000.00	\$13,500.00	\$1,000.00	\$600.00	\$5,000.00	\$14,000.00	\$34,100.00
\$2,750,000.00	\$13,500.00	\$1,000.00	\$550.00	\$4,583.33	\$11,750.00	\$31,383.33
\$2,500,000.00	\$13,500.00	\$1,000.00	\$500.00	\$4,166.67	\$10,500.00	\$29,666.67
\$2,000,000.00	\$12,500.00	\$1,000.00	\$400.00	\$3,333.33	\$9,000.00	\$26,233.33
\$1,500,000.00	\$11,500.00	\$1,000.00	\$300.00	\$3,750.00	\$9,250.00	\$25,800.00
\$1,000,000.00	\$11,500.00	\$1,000.00	\$200.00	\$2,500.00	\$5,500.00	\$20,700.00