



CSCDA
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY



**AGENDA OF THE
REGULAR MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

October 24, 2013

10:00 a.m.

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

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

County of Butte
7 County Center Drive
Oroville, CA 95965

3252 Southern Hills Drive
Fairfield, CA 94534

709 Portwalk Place
Redwood City, CA 94065

- I. Call the Roll (alternates designate which member they are representing).
- II. Approve the Minutes of the October 10, 2013 Regular Meeting.
- III. Staff Updates.
- IV. Approve Consent Calendar.
- V. 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. Arbor Terrace Community Partners, LP (Arbor Terrace Apartments), City of Colton, County of San Bernardino; up to \$14,000,000 in multi-family housing revenue bonds.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2013 at __: __ m,
Signed _____. Please fax signed page to (925) 933-8457.

- b. La Mesa 614, LP (Campina Court Apartments), City of La Mesa, County of San Diego; up to \$5,500,000 in multi-family housing revenue bonds.
 - c. The Redwoods, a Community of Seniors, City of Mill Valley, County of Marin; up to \$35,000,000 in 501(c)3 non-profit revenue bonds.
- VI. Hold public hearings regarding establishment of three county specific CaliforniaFIRST programs and discuss and approve resolutions (I) confirming the reports for the programs, (II) for each program, authorizing the issuance of local obligation bonds and approving related documents, and (III) authorizing issuance of revenue bonds and approving related documents and matters.
- VII. Approve resolution for County of Sacramento and County of Ventura CaliforniaFIRST programs, in each case (I) authorizing the issuance of non-pooled local obligation bonds and (II) approving related documents and matters.
- VIII. Public Comment.
- IX. Adjourn.



**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
CONSENT CALENDAR**

1. Approve the following invoices for payment:
 - a. Willdan Invoice #010-22046.
 - b. Willdan Invoice #010-22048.
2. Induce the following projects:
 - a. Preservation Duarte Manor, LP (Duarte Manor Apartments), City of Duarte, County of Los Angeles; issue up to \$8.5 million in multi-family housing debt obligations.
3. Approve the City of Lake Forest as a Program Participant.

Thursday, October 24, 2013

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

Item II

Approve the Minutes of the October 10, 2013 Regular Meeting.

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

League of California Cities
1400 K Street, Sacramento, California

October 10, 2013

MINUTES

Commissioner Terry Schutten called the meeting to order at 10:02 am.

I. Roll Call

Commission members present: none. Dan Mierzwa, Terry Schutten, Dwight Stenbakken, and alternate Commissioner Ron Holly, representing Tim Snellings, participated by conference telephone.

Others present included: Perry Stottlemeyer, League of California Cities; and Mark Paxson, State Treasurer's Office. Laura Labanieh Campbell, CSAC Finance Corporation; Caitlin Lancot and James Hamill, CSCDA; and Greg Stepanicich, Richards Watson & Gershon participated by conference telephone.

II. Approval of minutes—September 26, 2013

The commission approved the minutes for the regular meeting held September 26, 2013.

Motion by Mierzwa; second by Holly; unanimously approved by roll-call vote.

III. Staff Updates

None.

IV. Approval of Consent Calendar

1. Induce the following projects:

- a. Reliant – San Gabriel LP (San Gabriel Portfolio), City of Lancaster, County of Los Angeles, City of Victorville, County of San Bernardino; issue up to \$45,000,000 in multi-family housing debt obligations.
- b. Elderly Housing Development & Operations Corporation (Minerva Manor Senior Apartments), City of Fontana, County of San Bernardino; issue up to \$14,000,000 in multi-family housing debt obligations.
- c. Park Kingsmore Senior Apartments, LP (Park Kingsmore Apartments), City of Los Angeles, County of Los Angeles; issue up to \$31,000,000 in multi-family housing debt obligations.

2. Approve the following invoices for payment:

- a. David Taussig & Associates invoice #1308027
- b. David Taussig & Associates invoice #1308108
- c. David Taussig & Associates invoice #1308028
- d. Wells Fargo Corporate Trust Services invoice #1002509
- e. Wells Fargo Corporate Trust Services invoice #1000559

Motion to approve by Mierzwa; second by Holly; unanimously approved by roll-call vote.

V. 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 Biodiesel Inc., City of Stockton, County of San Joaquin; issue up to \$8,000,000 in tax-exempt industrial development obligations and up to \$3,000,000 in taxable industrial development obligations.

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

VI. Public Comment

None.

XIII. Adjournment

Commissioner Terry Schutten adjourned the meeting at 10:07 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, October 24, at 10:00 a.m.
in CSAC's office at 1100 K Street, Sacramento, California.*

Item IV

Approve Consent Calendar

1. Approve the following invoices for payment:
 - a. Willdan Invoice #010-22046.
 - b. Willdan Invoice #010-22048.

**Delinquency Management Services****Attn:**

James Hamill
California Statewide Communities Development Authority
2999 Oak Rd., Suite 710
Walnut Creek, CA 94597

Invoice #: 010-22046
Invoice Date: 09/27/13
Project: 101168
Phase #: 5013
Org: 30
Terms: Net 30 Days

**Subsequent Foreclosure Fee
BWS Paid Transmittals 7-3-13****INVOICE TOTAL DUE: \$ 2,800.00**

Batch #: 36,894
Batch Date: July 3, 2013

Applicable Fees

\$200.00 per Parcel:

14 Parcels

Subtotal Due: \$2,800.00**AD 04-01 (Placer)**

Parcels Paid	Action Type	Tax Years	District Total
5	Foreclosure Complete	2010/11	\$1,000.00

AD 06-01 (San Mateo)

Parcels Paid	Action Type	Tax Years	District Total
1	Foreclosure Complete	2011/12	\$200.00

11/12/2013

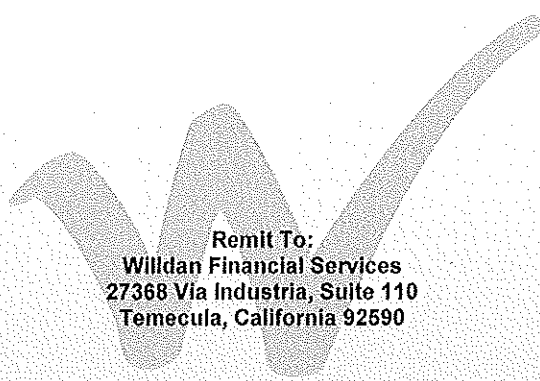
2,800.00

AD 07-02 (Placer)

Parcels Paid	Action Type	Tax Years	District Total
7	Foreclosure Complete	2011/12	\$1,400.00

AD 10-01 (Sacramento)

Parcels Paid	Action Type	Tax Years	District Total
1	Foreclosure Complete	2011/12	\$200.00



Remit To:
Willdan Financial Services
27368 Via Industria, Suite 110
Temecula, California 92590



WILLDAN |

INVOICE

Delinquency Management Services

Attn:

James Hamill
California Statewide Communities Development Authority
2999 Oak Rd., Suite 710
Walnut Creek, CA 94597

Invoice #: 010-22048
Invoice Date: 09/27/13
Project: 101168
Phase #: 5013
Org: 30
Terms: Net 30 Days

Subsequent Foreclosure Fee
APN 104-500-130
AD 03-01 (San Mateo Co)

INV OICE TOTAL DUE: \$ 200.00

Batch #: 36,967
Batch Date: July 29, 2013

Applicable Fees

\$200.00 per Parcel:

1 Parcel

Subtotal Due: \$200.00

AD 03-01 (San Mateo)

Parcels Paid	Action Type	Tax Years	District Total
1	Foreclosure Complete		\$200.00

Remit To:
Willdan Financial Services
27368 Via Industria, Suite 110
Temecula, California 92590

Item IV

Approve Consent Calendar

2. Induce the following projects:
 - a. Preservation Duarte Manor, LP (Duarte Manor Apartments), City of Duarte, County of Los Angeles; issue up to \$8.5 million in multi-family housing debt obligations.

Applicant Information

Primary Contact E-mail: scarper@cacommunities.org

Name of Developer: **Preservation Western America Development, LLC**

TIN or EIN: **46-1199979**

Primary Contact

First Name: **James**

Last Name: **Perley**

Title: **Principal**

Address:

Street: **111 North Sepulveda Blvd**

Suite: **330**

City: **Manhattan Beach**

State: **California**

Zip: **90266**

Phone: **310-374-4381**

Ext:

Fax: **310-374-7298**

Email: **jimp@westamprop.com**

Borrower Description:

☐ Same as developer ?

Name of Borrowing Entity: **Preservation Duarte Manor, LP**

Type of Entity:

☐ For-profit Corporation

☐ Non-profit Corporation

☒ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: **March 21, 2013**

No. of Multi-Family Housing Projects Completed in the Last 10 Years: **2**

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **2**

Primary Billing Contact

Organization: **Preservation Western America Development, LLC**

First Name: **James**

Last Name: **Perley**

Title: **Principal**

Address

Street: **111 North Sepulveda Blvd**

Suite: **330**

City: **Manhattan Beach**

State: **California**

Zip: **90266**

Phone: **310-374-4381**

Ext:

Fax: **310-374-7298**

Email: **jimp@westamprop.com**

Project Information

Project Information

Project Name: **Duarte Manor Apartments**

New Project Name(optional):

Facility Information

Facility #1

Facility Name: **Duarte Manor Apartments**

Facility Bond Amount: \$6,878,000.00

Project Address:

Street: **1235 N. Highland Avenue**

City: **Duarte**

State: **California**

Zip: **91010**

County: **Los Angeles**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market:

Restricted: **42**

Total: **42**

Lot size: **2.37 Acres**

Amenities:

None

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

None

Type of Housing:

☐ New Construction

☒ Acquisition/Rehab

Facility Use:

☒ Family

☐ Senior

Is this an Assisted Living Facility? ☐

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:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Public Benefit Info:

Percentage of Units in Low Income Housing: 100

Percentage of Area Median Income(AMI) for Low Income Housing Units: 60

Total Number of Management Units: 1

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	2 bedroom	50	5	932.00	1,620.00	688.00

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:	State Senate District #:	State Assembly District #:
32	24	48

Financing Information

Financing Information

Maturity **40** Years

Interest Rate Mode:

☒ Fixed

☐ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Permanent Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Construction Sources:

Tax-Exempt Bond Proceeds:	\$6,878,000.00
Taxable Bond Proceeds:	\$
Tax Credits:	\$
Developer Equity:	\$
Other Funds (Describe):	
	\$
	\$
	\$
	\$
	\$
Total Sources:	\$6,878,000.00

Uses:

Land Acquisition:	\$6,878,000.00
Building Acquisition:	\$
Construction or Remodel:	\$
Cost of Issuance:	\$
Capitalized Interest:	\$
Reserves:	\$
Other Uses (Describe):	
	\$
	\$
	\$
	\$
	\$
Total Uses:	\$6,878,000.00

Financing Team Information

Bond Counsel

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Bank/Underwriter/Bond Purchaser

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Item IV
Approve Consent Calendar

3. Approve the City of Lake Forest as a Program Participant.

**AMENDED AND RESTATED
JOINT EXERCISE OF POWERS AGREEMENT
RELATING TO THE CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

THIS AGREEMENT, dated as of June 1, 1988, by and among the parties executing this Agreement (all such parties, except those which have withdrawn in accordance with Section 13 hereof, being herein referred to as the "Program Participants"):

W I T N E S S E T H

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; and

WHEREAS, each of the Program Participants is a "public agency" as that term is defined in Section 6500 of the Government Code of the State of California, and

WHEREAS, each of the Program Participants is empowered to promote economic development, including, without limitation, the promotion of opportunities for the creation or retention of employment, the stimulation of economic activity, and the increase of the tax base, within its boundaries; and

WHEREAS, a public entity established pursuant to the Joint Exercise of Powers Act is empowered to issue industrial development bonds pursuant to the California Industrial Development Financing Act (Title 10 (commencing with Section 91500 of the Government Code of the State of California)) (the "Act") and to otherwise undertake financing programs under the Joint Exercise of Powers Act or other applicable provisions of law to promote economic development through the issuance of bonds, notes, or other evidences of indebtedness, or certificates of participation in leases or other agreements (all such instruments being herein collectively referred to as "Bonds"); and

WHEREAS, in order to promote economic development within the State of California, the County Supervisors Association of California ("CSAC"), together with the California Manufacturers Association, has established the Bonds for Industry program (the "Program").

WHEREAS, in furtherance of the Program, certain California counties (collectively, the "Initial Participants") have entered into that certain Joint

Exercise of Powers Agreement dated as of November 18, 1987 (the "Initial Agreement"), pursuant to which the California Counties Industrial Development Authority has been established as a separate entity under the Joint Exercise of Powers Act for the purposes and with the powers specified in the Initial Agreement; and

WHEREAS, the League of California Cities ("LCC") has determined to join as a sponsor of the Program and to actively participate in the administration of the Authority; and

WHEREAS, the Initial Participants have determined to specifically authorize the Authority to issue Bonds pursuant to Article 2 of the Joint Exercise of Powers Act ("Article 2") and Article 4 of the Joint Exercise of Powers Act ("Article 4"), as well as may be authorized by the Act or other applicable law; and

WHEREAS, the Initial Participants desire to rename the California Counties Industrial Development Authority to better reflect the additional sponsorship of the Program; and

WHEREAS, each of the Initial Participants has determined that it is in the public interest of the citizens within its boundaries, and to the benefit of such Initial Participant and the area and persons served by such Initial Participant, to amend and restate in its entirety the Initial Agreement in order to implement the provisions set forth above; and

WHEREAS, it is the desire of the Program Participants to use a public entity established pursuant to the Joint Exercise of Powers Act to undertake projects within their respective jurisdictions that may be financed with Bonds issued pursuant to the Act, Article 2, Article 4, or other applicable provisions of law; and

WHEREAS, the projects undertaken will result in significant public benefits, including those public benefits set forth in Section 91502.1 of the Act, an increased level of economic activity, or an increased tax base, and will therefore serve and be of benefit to the inhabitants of the jurisdictions of the Program Participants;

NOW, THEREFORE, the Program Participants, for and in consideration of the mutual promises and agreements herein contained, do agree to restate and amend the Initial Agreement in its entirety to provide as follows:

Section 1. Purpose.

This Agreement is made pursuant to the provisions of the Joint Exercise of Powers Act, relating to the joint exercise of powers common to public agencies, in this case being the Program Participants. The Program Participants each possess the powers referred to in the recitals hereof. The purpose of this Agreement is to establish an agency 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; provided, however that nothing in this Agreement shall be construed as a limitation on the rights of the Program Participants to pursue economic development outside of this Agreement, including the rights to issue Bonds through industrial development authorities under the Act, or as otherwise permitted by law.

Within the various jurisdictions of the Program Participants such purpose will be accomplished and said powers exercised in the manner hereinafter set forth.

Section 2. Term.

This Agreement shall become effective as of the date hereof and shall continue in full force and effect for a period of forty (40) years from the date hereof, or until such time as it is terminated in writing by all the Program Participants; provided, however, that this Agreement shall not terminate or be terminated until the date on which all Bonds or other indebtedness issued or caused to be issued by the Authority shall have been retired, or full provision shall have been made for their retirement, including interest until their retirement date.

Section 3. Authority.

A. CREATION AND POWERS OF AUTHORITY.

(1) Pursuant to the Joint Exercise of Powers Act, there is hereby created a public entity to be known as the "California Statewide Communities Development Authority" (the "Authority"), and said Authority shall be a public entity separate and apart from the Program Participants. Its debts, liabilities and obligations do not constitute debts, liabilities or obligations of any party to this Agreement.

B. COMMISSION.

The Authority shall be administered by a Commission (the "Commission") which shall consist of seven members, each serving in his or her individual capacity as a member of the Commission. The Commission shall be

the administering agency of this Agreement, and, as such, shall be vested with the powers set forth herein, and shall execute and administer this Agreement in accordance with the purposes and functions provided herein.

Four members of the Commission shall be appointed by the governing body of CSAC and three members of the Commission shall be appointed by the governing body of LCC. Initial members of the Commission shall serve a term ending June 1, 1991. Successors to such members shall be selected in the manner in which the respective initial member was selected and shall serve a term of three years. Any appointment to fill an unexpired term, however, shall be for such unexpired term. The term of office specified above shall be applicable unless the term of office of the respective member is terminated as hereinafter provided, and provided that the term of any member shall not expire until a successor thereto has been appointed as provided herein.

Each of CSAC and LCC may appoint an alternate member of the Commission for each member of the Commission which it appoints. Such alternate member may act as a member of the Commission in place of and during the absence or disability of such regularly appointed member. All references in this Agreement to any member of the Commission shall be deemed to refer to and include the applicable alternate member when so acting in place of a regularly appointed member.

Each member or alternate member of the Commission may be removed and replaced at any time by the governing body by which such member was appointed. Any individual, including any member of the governing body or staff of CSAC or LCC, shall be eligible to serve as a member or alternate member of the Commission.

Members and alternate members of the Commission shall not receive any compensation for serving as such but shall be entitled to reimbursement for any expenses actually incurred in connection with serving as a member or alternate member, if the Commission shall determine that such expenses shall be reimbursed and there are unencumbered funds available for such purpose.

C. OFFICERS; DUTIES; OFFICIAL BONDS.

The Commission shall elect a Chair, a Vice-Chair, and a secretary of the Authority from among its members to serve for such term as shall be determined by the Commission. The Commission shall appoint one or more of its officers or employees to serve as treasurer, auditor, and controller of the Authority (the "Treasurer") pursuant to Section 6505.6 of the Joint Exercise of Powers Act to serve for such term as shall be determined by the Commission.

Subject to the applicable provisions of any resolution, indenture or other instrument or proceeding authorizing or securing Bonds (each such resolution, indenture, instrument and proceeding being herein referred to as an "Indenture") providing for a trustee or other fiscal agent, the Treasurer is designated as the depository of the Authority to have custody of all money of the Authority, from whatever source derived.

The Treasurer of the Authority shall have the powers, duties and responsibilities specified in Section 6505.5 of the Joint Exercise of Powers Act.

The Treasurer of the Authority is designated as the public officer or person who has charge of, handles, or has access to any property of the Authority, and such officer shall file an official bond with the Secretary of the Authority in the amount specified by resolution of the Commission but in no event less than \$1,000. If and to the extent permitted by law, any such officer may satisfy this requirement by filing an official bond in at least said amount obtained in connection with another public office.

The Commission shall have the power to appoint such other officers and employees as it may deem necessary and to retain independent counsel, consultants and accountants.

The Commission shall have the power, by resolution, to the extent permitted by the Joint Exercise of Powers Act or any other applicable law, to delegate any of its functions to one or more of the members of the Commission or officers or agents of the Authority and to cause any of said members, officers or agents to take any actions and execute any documents or instruments for and in the name and on behalf of the Commission or the Authority.

D. MEETINGS OF THE COMMISSION.

(1) Regular Meetings.

The Commission shall provide for its regular meetings; provided, however, it shall hold at least one regular meeting each year. The date, hour and place of the holding of the regular meetings shall be fixed by resolution of the Commission and a copy of such resolution shall be filed with each party hereto.

(2) Special Meetings.

Special meetings of the Commission may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California.

(3) Ralph M. Brown Act.

All meetings of the Commission, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

(4) Minutes.

The Secretary of the Authority shall cause to be kept minutes of the regular, adjourned regular, special, and adjourned special meetings of the Commission and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each member of the Commission.

(5) Quorum.

A majority of the members of the Commission which includes at least one member appointed by the governing body of each of CSAC and LCC shall constitute a quorum for the transaction of business. No action may be taken by the Commission except upon the affirmative vote of a majority of the members of the Commission which includes at least one member appointed by the governing body of each of CSAC and LCC, except that less than a quorum may adjourn a meeting to another time and place.

E. RULES AND REGULATIONS.

The Authority may adopt, from time to time, by resolution of the Commission such rules and regulations for the conduct of its meetings and affairs as may be required.

Section 4. Powers.

The Authority shall have any and all powers relating to economic development authorized by law to each of the parties hereto and separately to the public entity herein created, including, without limitation, the promotion of opportunities for the creation and retention of employment, the stimulation of economic activity, and the increase of the tax base, within the jurisdictions of such parties. Such powers shall include the common powers specified in this Agreement and may be exercised in the manner and according to the method provided in this Agreement. All such powers common to the parties are specified as powers of the Authority. The Authority is hereby authorized to do all acts necessary for the exercise of such powers, including, but not limited to, any or all of the following: to make and enter into contracts; to employ agents and employees; to acquire, construct, provide for maintenance and operation of, or maintain and operate, any buildings, works or improvements; to acquire, hold or

dispose of property wherever located; to incur debts, liabilities or obligations; to receive gifts, contributions and donations of property, funds, services and other forms of assistance from persons, firms, corporations and any governmental entity; to sue and be sued in its own name; and generally to do any and all things necessary or convenient to the promotion of economic development, including without limitation the promotion of opportunities for the creation or retention of employment, the stimulation of economic activity, and the increase of the tax base, all as herein contemplated. Without limiting the generality of the foregoing, the Authority may issue or cause to be issued bonded and other indebtedness, and pledge any property or revenues as security to the extent permitted under the Joint Exercise of Powers Act, including Article 2 and Article 4, the Act or any other applicable provision of law.

The manner in which the Authority shall exercise its powers and perform its duties is and shall be subject to the restrictions upon the manner in which a California county could exercise such powers and perform such duties until a California general law city shall become a Program Participant, at which time it shall be subject to the restrictions upon the manner in which a California general law city could exercise such powers and perform such duties. The manner in which the Authority shall exercise its powers and perform its duties shall not be subject to any restrictions applicable to the manner in which any other public agency could exercise such powers or perform such duties, whether such agency is a party to this Agreement or not.

Section 5. Fiscal Year.

For the purposes of this Agreement, the term "Fiscal Year" shall mean the fiscal year as established from time to time by the Authority, being, at the date of this Agreement, the period from July 1 to and including the following June 30, except for the first Fiscal Year which shall be the period from the date of this Agreement to June 30, 1988.

Section 6. Disposition of Assets.

At the end of the term hereof or upon the earlier termination of this Agreement as set forth in Section 2 hereof, after payment of all expenses and liabilities of the Authority, all property of the Authority both real and personal shall automatically vest in the Program Participants and shall thereafter remain the sole property of the Program Participants; provided, however, that any surplus money on hand shall be returned in proportion to the contributions made by the Program Participants.

Section 7. Bonds.

The Authority shall issue Bonds for the purpose of exercising its powers and raising the funds necessary to carry out its purposes under this Agreement. Said Bonds may, at the discretion of Authority, be issued in series.

The services of bond counsel, financing consultants and other consultants and advisors working on the projects and/or their financing shall be used by the Authority. The fees and expenses of such counsel, consultants, advisors, and the expenses of CSAC, LCC, and the Commission shall be paid from the proceeds of the Bonds or any other unencumbered funds of the Authority available for such purpose.

Section 8. Local Approval.

A copy of the application for financing of a project shall be filed by the Authority with the Program Participant in whose jurisdiction the project is to be located. The Authority shall not issue Bonds with respect to any project unless the governing body of the Program Participant in whose jurisdiction the project is to be located, or its duly authorized designee, shall approve, conditionally or unconditionally, the project, including the issuance of Bonds therefor. Action to approve or disapprove a project shall be taken within 45 days of the filing with the Program Participant. Certification of approval or disapproval shall be made by the clerk of the governing body of the Program Participant, or by such other officer as may be designated by the applicable Program Participant, to the Authority.

Section 9. Bonds Only Limited and Special Obligations of Authority.

The Bonds, together with the interest and premium, if any, thereon, shall not be deemed to constitute a debt of any Program Participant, CSAC, or LCC or pledge of the faith and credit of the Program Participants, CSAC, LCC, or the Authority. The Bonds shall be only special obligations of the Authority, and the Authority shall under no circumstances be obligated to pay the Bonds or the respective project costs except from revenues and other funds pledged therefor. Neither the Program Participants, CSAC, LCC, nor the Authority shall be obligated to pay the principal of, premium, if any, or interest on the Bonds, or other costs incidental thereto, except from the revenues and funds pledged therefor, and neither the faith and credit nor the taxing power of the Program Participants nor the faith and credit of CSAC, LCC, or the Authority shall be pledged to the payment of the principal of, premium, if any, or interest on the Bonds nor shall the Program Participants, CSAC, LCC, or the Authority in any manner be obligated to make any appropriation for such payment.

No covenant or agreement contained in any Bond or Indenture shall be deemed to be a covenant or agreement of any member of the Commission, or any officer, agent or employee of the Authority in his individual capacity and neither the Commission of the Authority nor any officer thereof executing the Bonds shall be liable personally on any Bond or be subject to any personal liability or accountability by reason of the issuance of any Bonds.

Section 10. Accounts and Reports.

All funds of the Authority shall be strictly accounted for. The Authority shall establish and maintain such funds and accounts as may be required by good accounting practice and by any provision of any Indenture (to the extent such duties are not assigned to a trustee of Bonds). The books and records of the Authority shall be open to inspection at all reasonable times by each Program Participant.

The Treasurer of the Authority shall cause an independent audit to be made of the books of accounts and financial records of the Agency by a certified public accountant or public accountant in compliance with the provisions of Section 6505 of the Joint Exercise of Powers Act. In each case the minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the Government Code of the State of California and shall conform to generally accepted auditing standards. When such an audit of accounts and records is made by a certified public accountant or public accountant, a report thereof shall be filed as public records with each Program Participant and also with the county auditor of each county in which a Program Participant is located. Such report shall be filed within 12 months of the end of the Fiscal Year or Years under examination.

Any costs of the audit, including contracts with, or employment of, certified public accountants or public accountants in making an audit pursuant to this Section, shall be borne by the Authority and shall be a charge against any unencumbered funds of the Authority available for that purpose.

In any Fiscal Year the Commission may, by resolution adopted by unanimous vote, replace the annual special audit with an audit covering a two-year period.

The Treasurer of the Authority, within 120 days after the close of each Fiscal Year, shall give a complete written report of all financial activities for such Fiscal Year to each of the Program Participants to the extent such activities are not covered by the reports of the trustees for the Bonds. The trustee appointed under each Indenture shall establish suitable funds, furnish financial reports and provide suitable accounting procedures to carry out the provisions of

said Indenture. Said trustee may be given such duties in said Indenture as may be desirable to carry out this Agreement.

Section 11. Funds.

Subject to the applicable provisions of each Indenture, which may provide for a trustee to receive, have custody of and disburse Authority funds, the Treasurer of the Authority shall receive, have the custody of and disburse Authority funds pursuant to the accounting procedures developed under Section 10 hereof, and shall make the disbursements required by this Agreement or otherwise necessary to carry out any of the provisions or purposes of this Agreement.

Section 12. Notices.

Notices and other communications hereunder to the Program Participants shall be sufficient if delivered to the clerk of the governing body of each Program Participant.

Section 13. Withdrawal and Addition of Parties.

A Program Participant may withdraw from this Agreement upon written notice to the Commission; provided, however, that no such withdrawal shall result in the dissolution of the Authority so long as any Bonds remain outstanding under an Indenture. Any such withdrawal shall be effective only upon receipt of the notice of withdrawal by the Commission which shall acknowledge receipt of such notice of withdrawal in writing and shall file such notice as an amendment to this Agreement effective upon such filing.

Qualifying public agencies may be added as parties to this Agreement and become Program Participants upon: (i) the filing by such public agency of an executed counterpart of this Agreement, together with a certified copy of the resolution of the governing body of such public agency approving this Agreement and the execution and delivery hereof; and (ii) adoption of a resolution of the Commission approving the addition of such public agency as a Program Participant. Upon satisfaction of such conditions, the Commission shall file such executed counterpart of this Agreement as an amendment hereto, effective upon such filing.

Section 14. Indemnification.

To the full extent permitted by law, the Commission may authorize indemnification by the Authority of any person who is or was a member or alternate member of the Commission, or an officer, employee or other agent of the Authority, and who was or is a party or is threatened to be made a party to a

proceeding by reason of the fact that such person is or was such a member or alternate member of the Commission, or an officer, employee or other agent of the Authority, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Authority, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 15. Contributions and Advances.

Contributions or advances of public funds and of the use of personnel, equipment or property may be made to the Authority by the parties hereto for any of the purposes of this Agreement. Payment of public funds may be made to defray the cost of any such contribution. Any such advance may be made subject to repayment, and in such case shall be repaid, in the manner agreed upon by the Authority and the party making such advance at the time of such advance.

Section 16. Immunities.

All of the privileges and immunities from liabilities, exemptions from laws, ordinances and rules, all pension, relief, disability, workers' compensation, and other benefits which apply to the activity of officers, agents or employees of Program Participants when performing their respective functions within the territorial limits of their respective public agencies, shall apply to them to the same degree and extent while engaged as members of the Commission or otherwise as an officer, agent or other representative of the Authority or while engaged in the performance of any of their functions or duties extraterritorially under the provisions of this Agreement.

Section 17. Amendments.

Except as provided in Section 13 above, this Agreement shall not be amended, modified, or altered except by a written instrument duly executed by each of the Program Participants.

Section 18. Effectiveness.

This Agreement shall become effective and be in full force and effect and a legal, valid and binding obligation of each of the Program Participants at 9:00 a.m., California time, on the date that the Commission shall have received

from each of the Initial Participants an executed counterpart of this Agreement, together with a certified copy of a resolution of the governing body of each such Initial Participant approving this Agreement and the execution and delivery hereof.

Section 19. Partial Invalidity.

If anyone or more of the terms, provisions, promises, covenants or conditions of this Agreement shall to any extent be adjudged invalid, unenforceable, void or voidable for any reason whatsoever by a court of competent jurisdiction, each and all of the remaining terms, provisions, promises, covenants and conditions of this Agreement shall not be affected thereby, and shall be valid and enforceable to the fullest extent permitted by law.

Section 20. Successors.

This Agreement shall be binding upon and shall inure to the benefit of the successors of the parties hereto. Except to the extent expressly provided herein, no party may assign any right or obligation hereunder without the consent of the other parties.

Section 21. Miscellaneous.

This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

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.

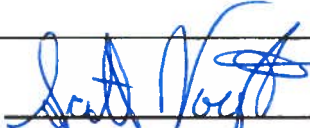
This Agreement is the complete and exclusive statement of the agreement among the parties hereto, which supercedes and merges all prior proposals, understandings, and other agreements, including, without limitation, the Initial Agreement, whether oral, written, or implied in conduct, between and among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

[SEAL]

By 

Name: SCOTT VOIGTS

Title: MAYOR

ATTEST:

By 

Name: STEPHANIE D. SMITH

Title: CITY CLERK

Item V

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. Arbor Terrace Community Partners, LP (Arbor Terrace Apartments), City of Colton, County of San Bernardino; up to \$14,000,000 in multi-family housing revenue bonds.

SUMMARY AND APPROVALS

DATE: OCTOBER 24, 2013

APPLICANT: ARBOR TERRACE COMMUNITY PARTNERS, L.P./WNC COMMUNITY PRESERVATION PARTNERS LLC

AMOUNT: UP TO \$14,000,000 OF TAX-EXEMPT MULTI-FAMILY HOUSING REVENUE BONDS

PURPOSE: FINANCE THE ACQUISITION AND REHABILITATION OF ARBOR TERRACE APARTMENTS LOCATED AT 2192 NORTH RANCHO AVENUE IN COLTON, CA

CSCDA PROGRAM: HOUSING

Background:

The proposed project, Arbor Terrace Apartments (the “Project”), is a 129-unit property located in Colton, California. The Project application was filed on March 22, 2013 and induced on March 28, 2013.

Summary:

Arbor Terrace Community Partners, L.P. (the “Borrower”) has requested CSCDA to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$14,000,000 (the “Bonds”) for the purpose of financing the acquisition and rehabilitation of the Project. The Project will continue to provide 16 one-bedroom units, 68 two-bedroom units, and 43 three-bedroom units to low-income families in Colton.

The Project, initially constructed in 1966, is comprised of 25 two-story buildings containing 127 affordable units. The Project has an existing HAP contract and all units will continue to benefit from the Section 8 contract.

The construction scope includes ADA upgrades, replacing the roof, removal of the Swamp Coolers and replacing them with PTAC units (1 per apartment unit), repair of wrought iron fencing, installation of gutters and downspouts, repair, seal and stripe the parking lot, installation of retrofit windows, new door and frames as needed throughout the buildings and units, new fixtures and countertops in the kitchens and baths, drywall patch and texture as needed, new carpet as needed, new paint on the exterior of the buildings and in the kitchen and baths of each unit, new appliances, new tub surrounds, and site signage among many other upgrades and or repairs.

The rehabilitation is expected to begin in December 2013 and take approximately 6 months to complete.

The Borrower has previously constructed or rehabilitated over 40 multifamily and senior housing properties, including 25 with CSCDA.

Public Benefit:

- Project Affordability
 - 100% of the Project's units will be income restricted:
 - 28 units reserved for tenants whose income is at or below 50% AMI
 - 99 units reserved for tenants whose income is at or below 60% AMI
 - 2 managers units
 - The term of the income and rental restrictions for the Project will be at least 55 years
- Site Amenities
 - The Project is located within a Public Transit Corridor
 - The Project is located within ½ mile of a full scale grocery store
- Economic Benefits
 - Based upon \$22,521,307 Project costs using a 1.8 multiplier the Project produces approximately \$40,538,353 total economic activity, and at 2.1 jobs per unit produces approximately 271 jobs. (Multipliers based on June 2010 study by Blue Sky Consulting Group and Center for Housing Policy on impact of housing in California using IMPLAN system.)

Agency Approvals:

TEFRA Hearing: July 16, 2013, City of Colton, unanimous approval
CDLAC Approval: September 18, 2013

Estimated Sources and Uses:

Sources:

Bond Proceeds	\$14,000,000	62.16%
Deferred Developer Fee	\$2,500,000	11.10%
Capitalized Interest	\$516,250	2.29%
Developer Equity	\$2,130,123	9.46%
LIHTC Equity	<u>\$3,374,934</u>	<u>14.99%</u>
Total Sources	\$22,521,307	100.00%

Uses:

Acquisition Cost	\$13,000,000	57.72%
Hard Construction Costs	\$4,476,004	19.87%
Third Party Reports	\$117,500	0.52%
Financing Placement	\$764,147	3.39%
Developer Fee	\$2,500,000	11.10%
Capitalized Interest	\$516,250	2.29%
Accounting	\$15,000	0.07%
Legal & Organizational	\$120,000	0.53%
Relocation Allowance	\$50,000	0.22%
Initial Deposits to Reserves	\$341,000	1.51%
Tax Credit Reservation Fees	\$66,370	0.29%
Other Fees and Costs	<u>\$555,036</u>	<u>2.46%</u>
Total Uses	\$22,521,307	100.00%

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Underwriter: Citibank Global Markets, Inc.

Financing Structure:

The fixed rate bonds will be rated AA+ by Standard & Poor's and will be publically sold by Citigroup Global Markets, Inc. The projected true interest cost of the fixed rate loan under current market conditions is estimated to be 5.1%.

By using \$14,000,000 in CSCDA Bonds the Project is able to leverage an additional \$8,521,307 in other resources, for a ratio of 1.64 to 1.

Policy Compliance:

The Project complies with the following policies:

- CSCDA General Policies
- CSCDA Issuance Policies
- CDLAC's Qualified Residential Rental Program Requirements

Financing Approval:

Based on the overall public benefits as outlined in the California Debt Limit Allocation Committee resolution, as described on the attached Exhibit A, approval of the issuance of Bonds by the City of Colton, and conformance to the CSCDA Issuance Policies, the Commission shall approve the Resolution as submitted to the Commission, which:

1. Approves the issuance of the Bonds and the financing of the Project;
2. Approves all necessary actions and documents for the financing; and
3. Authorizes any member of the Commission or Authorized Signatory to sign all necessary documents.

Attachments:

1. Original application
2. City of Colton TEFRA Resolution
3. CDLAC Approval



Building Communities, Investing in Local Government Since 1988

Housing Bond Application

APPLICANT INFORMATION

Application Number: **2013045**
Name of Developer: **WNC Community Preservation Partners, LLC**
Primary Contact: **Seth Gellis**
Title: **Sr. Project Manager**
Address: **17782 Sky Park Circle
Irvine, CA 92614**
Telephone Number: **(919) 236-8280**
Fax Number: **(714) 662-4412**
E-mail: **sgellis@wncinc.com**

BORROWER DESCRIPTION

Type of Entity: ☐ For-profit Corporation ☐ Non-profit Corporation
☐ Municipality ☒ Partnership
☐ Other (specify): _____

For Non-profits only: Will you be applying for State Volume Cap? **No**

Name of Borrowing Entity: **Arbor Terrace Community Partners, LP**

Date Established: **3/22/2013**

Number of Multi-Family Housing Projects Completed in the Last 10 Years: **0**

Number of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **0**

PRINCIPAL FINANCE TEAM INFORMATION

UNDERWRITER/PLACEMENT AGENT

Firm: **TBD**

Contact:

Address:

Telephone:

Fax:

E-mail:

BOND COUNSEL

Firm: **Orrick Herrington & Sutcliffe**

Contact: **Tom Downey**

Address: **405 HOWARD STREET
San Francisco, CA 94105**

Telephone: **(415) 773-5908**

Fax: **(415) 773-5759**

E-mail: **tdowney@orrick.com**

Application Number: **2013045 - Arbor Terrace Apartments**
Name of Borrower: **WNC Community Preservation Partners, LLC**

PROJECT DESCRIPTION

Current Project Name: **Arbor Terrace Apartments**

New Project Name:

Project Street Address: **2192 North Rancho Avenue**

City: **Colton** State: **CA** Zip Code: **92324**

County: **San Bernardino**

Is Project located in unincorporated part of the County? **No**

Total Number of Units: Market: **2** Restricted: **127** Total Units: **129**

Lot Size: **7.29**

Amenities: **Common: Gated, BBQ/ Picnic, Playground, Laundry Rooms, Leasing Office Unit: Gas Range/ Oven, Hood-Fan, Refrigerator, Garbage Disposal, Carpeting in living areas, Vinyl Flooring in Kitchen & Bath areas**

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings): **Slab On Grade Foundation, 2 Story, Type 5 Wood Frame, 27 Buildings**

Type of Housing: ☐ New Construction ☒ Family
☒ Acq/Rehab ☐ Senior Is this an Assisted Living Facility? _____

City or county contact information:

Contact Name: _____

Title: _____

Phone Number: _____ Ext. _____

Fax Number: _____

E-mail: _____

PUBLIC BENEFIT

Percentage of Units in Low Income Housing: **100%**

Percentage of Area Median Income(AMI) for Low Income Housing Units: **70% @ 60% AMI & 30% & 50% AMI**

Total Number of Management Units: **2**

Unit Size	% AMI	# of Restricted Units	Restricted Rent	Market Rent	Expected Savings
1 Bedroom	60	11	\$684	\$850	\$166
1 Bedroom	50	5	\$564	\$850	\$286
2 Bedrooms	60	47	\$814	\$975	\$161
2 Bedrooms	50	21	\$670	\$975	\$305
3 Bedrooms	50	13	\$774	\$1,050	\$276
3 Bedrooms	60	30	\$939	\$1,050	\$111

Remarks:

OTHER PUBLIC BENEFIT

SERVICES PROVIDED

- ☐ High-speed internet service in each affordable unit of an on-going nature for a minimum of 10 years.
☐ After school program of an on going nature for the minimum of 10 years.
☐ Educational classes (which are not the same as the after school program) for a minimum of 10 years.
☐ Licensed childcare providing 20 hours or more per week(Monday through Friday) to residents of the development.
☐ Contract for services, such as assistance with the daily living activities, or provision of senior counseling services.

ENVIRONMENT

Energy

Does the facility exceed Title 24 Standards? ☐ Yes ☒ No ☐ N/A

If Yes, by what percent? _____%

Does the facility have solar(PV) panels? ☐ Yes ☒ No ☐ N/A

If Yes, what is the size in kWh? _____

Does the facility purchase carbon credits? ☐ Yes ☒ No ☐ N/A

If Yes, what is the annual consumption? _____

Water

Does the facility provide any of the following:

Efficient Toilets? ☐ Yes ☒ No ☐ N/A

Water-saving showerheads? ☐ Yes ☒ No ☐ N/A

Drought tolerant landscaping? ☐ Yes ☒ No ☐ N/A

Other, specify: _____

Transportation

Does the entity provide carpooling or mass-transit subsidies? ☐ Yes ☒ No ☐ N/A

Does the entity maintain a fuel efficient fleet? ☐ Yes ☒ No ☐ N/A

Waste

Does the project provide recycling facilities? ☐ Yes ☒ No ☐ N/A

WORKFORCE

Employment Creation

Job Type/Description	During Construction	Post Construction
<u>Construction - Estimated</u>	<u>100</u>	<u>0</u>
<u>Onsite Staff</u>	<u>0</u>	<u>4</u>

GOVERNMENTAL INFORMATION

Congressional District # State Senate District # State Assembly District #
31 32 47

Application Number: **2013045 - Arbor Terrace Apartments**
 Name of Borrower: **WNC Community Preservation Partners, LLC**

FINANCING STRUCTURE

Type of Financing: ☐ Public Sale ☒ Private Placement ☐ Refunding
 For Refundings only: Will you be applying for State Volume Cap? **No**
 For Refundings only: Is this a transfer of property to a new owner? _____
 Maturity: **35 Years** Interest Rate Mode: ☒ Fixed ☐ Variable

CONSTRUCTION FINANCING:

Credit Enhancement: ☐ None ☐ Letter of Credit
☐ FNMA(Fannie Mae) ☒ Freddie Mac
☐ Bond Insurance ☒ Other (specify): **Ginnie Mae - 223F Pilot**

Name of Credit Enhancement Provider or Private Placement Purchaser: **Love Funding - CITI**

PERMANENT FINANCING:

Credit Enhancement: ☐ None ☐ Letter of Credit
☐ FNMA(Fannie Mae) ☒ Freddie Mac
☐ Bond Insurance ☒ Other (specify): **FHA/ GNMA**

Name of Credit Enhancement Provider or Private Placement Purchaser: **Love Funding - CITI**

Expected Rating: ☐ Unrated ☒ S & P **AAA**
☒ Moody's **AAA** ☒ Fitch **AAA**

Projected State Allocation Pool: ☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding?: **No**

SOURCES & USES

CONSTRUCTION SOURCES		USES	
Tax-Exempt Bond Proceeds:	\$14,750,000	Land Acquisition:	\$967,500
Taxable Bond Proceeds:		Building Acquisition:	\$12,032,500
Tax Credits:	\$4,198,066	Construction or Remodel:	\$4,174,138
Developer Equity:	\$2,500,000	Cost of Issuance:	\$1,235,697
Other Funds(Describe):		Capitalized Interest:	\$1,165,939
Free Cash Flow Through Construction	\$506,807	Reserves:	\$573,000
Capitalized Interest	\$764,564	Other Funds(Describe):	
Additional Developer Equity	\$380,839	Developer Fee	\$2,500,000
NOI (Interim Period)	\$400,968	Other Fees & Costs	\$535,470
_____	Third Party Reports	\$112,500
TOTAL:	\$23,501,244	Legal / Organizational/ Accounting	\$140,000
		Relocation Allowance	\$64,500
		TOTAL:	\$23,501,244

Application Number: **2013045 - Arbor Terrace Apartments**
Name of Borrower: **WNC Community Preservation Partners, LLC**

PRINCIPAL FINANCE TEAM INFORMATION (continued)

FINANCIAL ADVISOR	REBATE ANALYST
Firm: N/A	Firm: TBD
Contact:	Contact:
Address:	Address:
Telephone:	Telephone:
Fax:	Fax:
E-mail:	E-mail:

ADDITIONAL REQUIREMENT

Please provide the following as an additional attachment:

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

A	\$5,000 non-refundable* issuance fee deposit payable to "California Communities."
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*Refundable only if financing not approved.

MAILING ADDRESS

California Communities®
2999 Oak Road, Suite 710
Walnut Creek, CA 94597

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RESOLUTION NO. R-58-13

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF COLTON,
CALIFORNIA, APPROVING THE ISSUANCE OF MULTIFAMILY
HOUSING REVENUE BONDS FOR THE PURPOSE OF FINANCING THE
ACQUISITION AND REHABILITATION OF ARBOR TERRACE
APARTMENTS**

WHEREAS, the California Statewide Communities Development Authority (the "Authority") is authorized by the laws of the State of California (the "Law") to execute and deliver multifamily housing revenue bonds for the purpose of financing the acquisition, construction/rehabilitation and development of multifamily residential rental facilities located within the area of operation of the Authority which are to be occupied, in part, by very low and/or low income tenants; and

WHEREAS, Arbor Terrace Community Partners, LP, a California limited partnership, or such other limited partnership or limited liability company related to or formed by WNC Community Preservation Partners, LLC (the "Borrower"), has requested the Authority to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$17,000,000 (the "Bonds"), the proceeds of which may only be used for the purpose of financing the acquisition and rehabilitation of a 129-unit multifamily residential rental facility commonly known as Arbor Terrace Apartments located at 2192 North Rancho Avenue in the City of Colton, California (the "Project"); and

WHEREAS, the City of Colton is a program participant of the Authority; and

WHEREAS, the Bonds that are expected to be issued and delivered to finance the acquisition and rehabilitation of the Project would be considered "qualified exempt facility bonds" under Section 142 (a) of the Internal revenue Code of 1986, as amended (the "Code"), and Section 147(f) of the Code requires that the "applicable elected representatives" with respect to the jurisdiction in which the Project is located hold a public hearing on the execution and delivery of the Bonds; and

WHEREAS, the City Council of the City of Colton as the "applicable elected representatives" to hold said public hearing, has held said public hearing at which all those interested in speaking with respect to the proposed financing of the Project were heard.

**NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF COLTON
DOES RESOLVE AS FOLLOWS:**

SECTION 1. The City Council hereby finds and determines that the foregoing recitals are true and correct.

SECTION 2. For purposes of the requirements of the Code only, the City Council hereby approves the proposed financing of the Project by the Authority with the proceeds of the Bonds.

SECTION 3. The execution and delivery of the Bonds shall be subject to the approval by the Authority of all financing documents relating thereto to which the Authority is a party and subject to the sale of the Bonds by the Authority.

SECTION 4. The adoption of this Resolution is solely for the purpose of meeting the requirements of the Code and shall not be construed in any other manner, the City nor its staff having fully reviewed or considered the financial feasibility of the Project or the expected financing or operation of the Project with regards to any State of California statutory requirements, and such adoption shall not obligate (i) the City to provide financing to the Borrower for the acquisition, rehabilitation and development of the Project or to execute and deliver the Bonds for purposes of such financing; or (ii) the City, or any department of the City, to approve any application or request for, or take any other action in connection with, any environmental, General Plan, zoning or any other permit or other action necessary for the acquisition, rehabilitation, development or operation of the Project.

SECTION 5. The City Clerk of the City shall forward a certified copy of this Resolution and a copy of the affidavit of publication of the public hearing notice to:

Thomas A. Downey
The Orrick Building
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105

SECTION 6. If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The City Council declares that the City Council would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

SECTION 7. The City Clerk shall certify to the adoption of this Resolution, which shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED this 16th day of July, 2013.

SARAH S. ZAMORA, Mayor

ATTEST:

EILEEN C. GOMEZ, CMC
City Clerk


1 STATE OF CALIFORNIA)
2 COUNTY OF SAN BERNARDINO) ss
3 CITY OF COLTON)

4 CERTIFICATION

5 I, EILEEN C. GOMEZ, City Clerk of the City of Colton, California, do hereby
6 certify that the foregoing is a full, true and correct copy of **RESOLUTION NO. R-58-13**,
7 duly adopted by the City Council of said City, and approved by the Mayor of said City, at
8 its Regular Meeting of said City Council held on the **16th day of July, 2013**, and that it
9 was adopted by the following vote, to wit:

10 AYES: COUNCILMEMBER Toro, Gonzales, Navarro, Oliva,
11 Suchil, and Mayor Zamora
12 NOES: COUNCILMEMBER None
13 ABSTAIN: COUNCILMEMBER None
14 ABSENT: COUNCILMEMBER Bennett
15

16 IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official
17 seal of the City of Colton, California, this 31st day of July, 2013.

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20 
21 EILEEN C. GOMEZ, CMC
22 City Clerk
23 City of Colton

24 (SEAL)
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RESOLUTION NO. 13-71
(QUALIFIED RESIDENTIAL RENTAL PROJECT)
EXHIBIT A

1. Applicant: California Statewide Communities Development Authority
2. Application No.: 13-085
3. Project Sponsor: Arbor Terrace Community Partners, LP (WNC-Arbor Terrace Partners G.P, LLC; JHC-Arbor Terrace, LLC)
4. Project Management Co.: Professional Property Management, Inc.
5. Project Name: Arbor Terrace Apartments
6. Type of Project: Acquisition and Rehabilitation/Family/Federally Assisted At-Risk
7. Location: Colton, CA
8. Private Placement Purchaser: Citibank, N.A.
9. The Private Placement Purchaser at the time of issuance will be the same as represented in the application.
10. Total Number of Units: 127 plus 2 manager units
11. Total Number of Restricted Rental Units: 127
12. The term of the income and rental restrictions for the Project will be at least 55 years.
13. The Project will utilize Gross Rents as defined in Section 5170 of the Committee's Regulations.
Applicable
14. Income and Rental Restrictions:
For the entire term of the income and rental restrictions, the Project will have:

At least 28 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 50% or below of the Area Median Income.

At least 99 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 60% or below of the Area Median Income.
15. For acquisition and rehabilitation projects, a minimum of \$10,000 in hard construction costs will be expended for each Project unit.
Applicable
16. A minimum of \$0,000 of public funds will be expended for the Project.
Not Applicable

RESOLUTION NO. 13-71

Exhibit A

Page 2 of 4

17. At a minimum, the financing for the Project shall include a Taxable Tail in the amount of \$0,000. Taxable debt may only be utilized for Project related expenses, not for the cost of issuance, for which the Project Sponsor could otherwise have used tax-exempt financing.
Not Applicable
18. If the Project received points for having large family units, for the entire term of the income and rental restrictions, the Project will have at least 43 three-bedroom or larger units.
Applicable
19. For a period of ten (10) years after the Project is placed in use, the Project will provide to Project residents high-speed Internet or wireless (WiFi) service in each Project unit.
Not Applicable
20. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents an after school programs of an ongoing nature on-site or there must be an after school program available to Project residents within 1/4 mile of the Project. The programs shall include, but are not limited to: tutoring, mentoring, homework club, and art and recreation activities to be provided weekdays throughout the school year for at least 10 hours per week.
Not Applicable
21. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents instructor-led educational, health and wellness, or skill building classes. The classes shall include, but are not limited to: financial literacy, computer training, home-buyer education, GED, resume building, ESL, nutrition, exercise, health information/awareness, art, parenting, on-site food cultivation and preparation and smoking cessation. Classes shall be provided at a minimum of 84 hours per year (drop-in computer labs, monitoring and technical assistance shall not qualify) and be located within 1/4 mile of the Project.
Not Applicable
22. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents 20 hours or more per week of licensed childcare on-site or there must be 20 hours or more per week of licensed childcare available to Project residents within 1/4 mile of the Project.
Not Applicable
23. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents health and wellness services and programs within 1/4 mile of the Project. Such services and programs shall provide individualized support for tenants (not group classes) but need to be provided by licensed individuals or organizations. The services shall include, but are not limited to: visiting nurses programs, intergenerational visiting programs, and senior companion programs. Services shall be provided for a minimum of 100 hours per year.
Not Applicable
24. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents a bona fide service coordinator. The responsibilities must include, but are not limited to: (a) providing tenants with information about available services in the community, (b) assisting tenants to access services through referral and advocacy, and (c) organizing community-building and/or enrichment activities for tenants (such as holiday events, tenant council, etc.)
Not Applicable
25. All projects that receive points for being a Federally Assisted At-Risk Project will renew all Section 8 HAP Contracts or equivalent Project-based subsidies for their full term, and will seek additional renewals, if available, throughout the Project's useful life.
Applicable
26. All projects that receive points for being a Federally Assisted At-Risk Project based on an expiring Low Income Housing Tax Credit Regulatory Agreement or Tax-Exempt Bond Regulatory Agreement shall have a plan in place to re-certify the incomes of the existing tenants and shall not cause involuntary displacement of any tenant whose income may exceed the Project's income limits.
Not Applicable

RESOLUTION NO. 13-71

Exhibit A

Page 3 of 4

27. Applicants shall meet the multiple sustainable building standards utilizing landscaping and construction materials which are compatible with the neighborhood in which the proposed project is to be located, and that the architectural design and construction materials will provide for low maintenance and durability, as well as be suited to the environmental conditions to which the project will be subjected:

Applicable

Section Waived:

<input type="checkbox"/>	Energy Efficiency
<input type="checkbox"/>	CALGreen Compliance
<input type="checkbox"/>	Landscaping
<input type="checkbox"/>	Roofs
<input type="checkbox"/>	Exterior Doors
<input type="checkbox"/>	Appliances
<input type="checkbox"/>	Window Coverings
<input type="checkbox"/>	Water Heater
<input type="checkbox"/>	Floor Coverings
<input type="checkbox"/>	Paint
<input type="checkbox"/>	Insulation

28. The project commits to becoming certified under any one of the following programs upon completion:

- | | |
|---|-----------------------|
| a. Leadership in Energy & Environmental Design (LEED) | Not Applicable |
| b. Green Communities | Not Applicable |
| c. GreenPoint Rated Multifamily Guidelines | Not Applicable |

29. The project is a New Construction or Adaptive Reuse Project exceeding the Standards of Title 24, Part 6, of the California Building Code by:

- | | |
|----------|-----------------------|
| a. 17.5% | Not Applicable |
| b. 20% | Not Applicable |
| c. 25% | Not Applicable |

30. The Project will exceed the minimum energy efficiency certification requirements for New Construction/ Adaptive Reuse:

- | | |
|----------------------------|-----------------------|
| a. LEED for Homes (Silver) | Not Applicable |
| b. LEED for Homes (Gold) | Not Applicable |
| c. Green Point Rated (100) | Not Applicable |
| d. Green Point Rated (125) | Not Applicable |

31. The project is a Home Energy Rating System (HERS II) Rehabilitation Project that commits to improve energy efficiency above the current modeled energy consumption of the building(s) by:

- | | |
|--------|-----------------------|
| a. 15% | Not Applicable |
| b. 20% | Not Applicable |
| c. 25% | Not Applicable |
| d. 30% | Not Applicable |

32. The project is a Rehabilitation Project that commits to developing, and/or managing the Project with the following Photovoltaic generation or solar energy:

- | | |
|---|-----------------------|
| a. Photovoltaic generation that offsets tenants loads | Not Applicable |
| b. Photovoltaic generation that offsets 50% of common area load | Not Applicable |
| c. Solar hot water for all tenants who have individual water meters | Not Applicable |

RESOLUTION NO. 13-71

Exhibit A

Page 4 of 4

33. The project will implement sustainable building management practices that include: 1) development of a percent-specific maintenance manual including replacement specifications and operating information on all energy and green building features; 2) Certification of building management staff in sustainable building operations per BPI Multifamily Building Operator or equivalent training program; and 3) Undertaking formal building systems commissioning, retro-commissioning or re-commissioning as appropriate (continuous commissioning is not required):

Not Applicable

34. The project will sub-meter centralized hot water systems for all tenants:

Not Applicable

RESOLUTION NO. 013H-__

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$14,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS ARBOR TERRACE APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, as the same may be amended (the “Agreement”), to issue revenue bonds for the purpose of financing, among other things, the acquisition, construction and development of multifamily rental housing projects in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code (the “Housing Law”);

WHEREAS, Arbor Terrace Community Partners, LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue and sell revenue bonds to assist in the financing of the acquisition, rehabilitation and development of a 129-unit multifamily rental housing development located in the City of Colton, California and known as Arbor Terrace Apartments (the “Project”);

WHEREAS, on September 18, 2013, the Authority received allocations in the amount of \$14,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, the City of Colton is a Program Participant (as defined in the Agreement) of the Authority and has authorized the issuance of the Bonds;

WHEREAS, the Authority is willing to issue not to exceed \$14,000,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Arbor Terrace Apartments) 2013 Series T (the “Bonds”), provided that the aggregate portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, there have been prepared and made available to the members of the Commission of the Authority (the “Commission”) the following documents required for the issuance of the Bonds, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

(1) A proposed form of Trust Indenture (the “Indenture”), to be entered into between the Authority and Wilmington Trust, National Association, as Trustee (the “Trustee”);

(2) A proposed form of Loan Agreement (the “Loan Agreement”), to be entered into between the Authority and the Borrower;

(3) A proposed form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”), to be entered into among the Borrower, the Authority and the Trustee; and

(4) A proposed form of Bond Purchase Agreement (the “Bond Purchase Agreement”) to be entered into by the Authority, Citigroup Global Markets, Inc., as Underwriter (the “Underwriter”), and the Borrower.

(4) A proposed form of Preliminary Official Statement (the “Official Statement”) to be used in connection with the offering and sale of the Bonds.

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

Section 1. The recitals set forth above are true and correct, and the members of the Commission hereby find them to be so.

Section 2. Pursuant to the JPA Law and the Indenture, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Arbor Terrace Apartments) 2013 Series T” with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$14,000,000; provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Indenture, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Bonds shall be issued and secured in accordance with the terms of the Indenture, presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Indenture, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or any Member of the Commission of the Authority (each, a “Member”).

Section 3. The Indenture in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 13R-20 of the Authority, adopted on September 5, 2013) (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond November 1, 2058), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture as finally executed.

Section 4. The Loan Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The Regulatory Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Regulatory Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The Authority is hereby authorized to sell the Bonds to the Underwriter pursuant to the terms and conditions of the Bond Purchase Agreement. The form, terms and provisions of the Bond Purchase Agreement in the form presented at this meeting are hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Bond Purchase Agreement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 7. The form, terms and provisions of the Official Statement in the form presented at this meeting are hereby approved and the Commission hereby approves the distribution of the Official Statement to prospective purchasers of the Bonds. Any Authorized Signatory, acting alone, is authorized to certify on behalf of the Authority that the Official Statement as to the sections therein related directly to the Authority is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934. Any Authorized Signatory, acting alone, is authorized to execute, at the time of the sale of the Bonds, said Official Statement in final form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 8. The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee is hereby requested and directed to authenticate the Bonds by

executing the certificate of authentication of the Trustee appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the Underwriter, in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Trustee. Such instructions shall provide for the delivery of the Bonds to or at the direction of the Underwriter in accordance with the Bond Purchase Agreement upon payment of the purchase price thereof.

Section 9. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the Bonds are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, a subordination or intercreditor agreement, any endorsement and/or assignment of the deed of trust and such other documents as described in the Indenture, the Bond Purchase Agreement, and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 10. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Bonds, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Bonds or any redemption of the Bonds, may be given or taken by any Authorized Signatory, as appropriate, without further authorization by the Commission, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the financing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Indenture, and other documents approved herein.

Section 11. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this October 24, 2013.

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 the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on October 24, 2013.

By _____
Authorized Signatory

Item V

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:

- b. La Mesa 614, LP (Campina Court Apartments), City of La Mesa, County of San Diego; up to \$5,500,000 in multi-family housing revenue bonds.

SUMMARY AND APPROVALS

DATE: OCTOBER 24, 2013

APPLICANT: LA MESA 614, L.P./USA MULTIFAMILY HOUSING, INC.

AMOUNT: UP TO \$5,500,000 OF TAX-EXEMPT MULTI-FAMILY HOUSING REVENUE BONDS

PURPOSE: FINANCE THE ACQUISITION AND REHABILITATION OF CAMPINA COURT APARTMENTS LOCATED AT 9000 CAMPINA DRIVE IN LA MESA, CA

CSCDA PROGRAM: HOUSING

Background:

The proposed project, Campina Court Apartments (the “Project”), is a 60-unit property located in La Mesa, California. The Project application was filed on February 28, 2013 and induced on June 13, 2013.

Summary:

La Mesa 614, L.P. (the “Borrower”) has requested CSCDA to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$5,500,000 (the “Bonds”) for the purpose of financing the acquisition and rehabilitation of the Project. The Project will continue to provide 30 two-bedroom units, 29 three-bedroom units and 1 three-bedroom manager unit to low-income families in La Mesa.

The Project, initially constructed in 1995, is comprised of 5 three-story buildings and 706 square feet of community space/leasing office. The rehabilitation includes new appliances, repairs and energy efficiency upgrades to electric fixtures, including kitchen and bathroom plumbing fixtures, the HVAC system and an upgraded community room. The Project will also receive improvements to the building exteriors including roof and window replacement, deck and patio waterproofing and painting of the handrails. Additional site improvements will include landscaping improvements, ADA upgrades, site lighting and a solar thermal hot water system.

The anticipated construction start date is November 1, 2013 with a completion date of August 2014.

The Borrower has previously constructed or rehabilitated 74 multifamily and senior housing properties throughout California. This is their seventh financing with CSCDA.

Public Benefit:

- Project Affordability
 - 100% of the Project’s units will be income restricted:
 - 12 units reserved for tenants whose income is at or below 50% AMI
 - 47 units reserved for tenants whose income is at or below 60% AMI
 - 1 manager unit

- The term of the income and rental restrictions for the Project will be at least 55 years
- Site Amenities
 - The Project is located within a ¼ mile of a Public Transit Corridor
 - The Project is located within ½ mile of a park or recreational facility
 - The Project is located within ½ mile of a grocery store
 - The Project is located within ½ mile of a public school
- Economic Benefits
 - Based upon \$8,839,891 Project costs using a 1.8 multiplier the Project produces \$15,911,803 total economic activity, and at 2.1 jobs per unit produces approximately 126 jobs. (Multipliers based on June 2010 study by Blue Sky Consulting Group and Center for Housing Policy on impact of housing in California using IMPLAN system.)

Agency Approvals:

TEFRA Hearing: August 13, 2013, City of La Mesa, unanimous approval
CDLAC Approval: September 18, 2013

Estimated Sources and Uses:

Sources:

Tax Exempt Bond Proceeds	\$5,500,000	62.22%
Low Income Housing Tax Credit	\$2,673,737	30.25%
NOI	\$497,100	5.62%
Deferred Developer Fee	\$109,054	1.23%
Seller Credit for Repairs	<u>\$60,000</u>	<u>0.68%</u>
Total Sources	\$8,839,891	100.00%

Uses:

Acquisition Cost	\$4,910,000	55.54%
Hard Construction Costs	\$1,698,306	19.21%
Architect & Engineering Fees	\$20,000	0.23%
Contractor Overhead & Profit	\$108,035	1.22%
Developer Fee	\$1,031,630	11.67%
Cost of Issuance	\$324,784	3.67%
Capitalized Interest	\$313,489	3.55%
Deposits to Reserves	\$174,506	1.97%
Other Soft Costs (Marketing, Etc.)	<u>\$259,141</u>	<u>2.93%</u>
Total Uses	\$8,839,891	100.00%

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Lender: Citibank, N.A.

Financing Structure:

The construction bonds will have a term of 24 months and will carry a variable interest rate of approximately 3.844%. The Bonds will then convert to the permanent phase for 15 years. The projected true interest cost of the fixed rate loan under current market conditions is estimated to be 5.985%. The bonds will be privately placed with Citibank.

By using \$5,500,000 in CSCDA Bonds the Project is able to leverage an additional \$3,339,891 in other resources, for a ratio of 1.61 to 1.

Policy Compliance:

The Project complies with the following policies:

- CSCDA General Policies
- CSCDA Issuance Policies
- CDLAC's Qualified Residential Rental Program Requirements

Financing Approval:

Based on the overall public benefits as outlined in the California Debt Limit Allocation Committee resolution, as described on the attached Exhibit A, approval of the issuance of Bonds by the City of La Mesa, and conformance to the CSCDA Issuance Policies, the Commission shall approve the Resolution as submitted to the Commission, which:

1. Approves the issuance of the Bonds and the financing of the Project;
2. Approves all necessary actions and documents for the financing; and
3. Authorizes any member of the Commission or Authorized Signatory to sign all necessary documents.

Attachments:

1. Original application
2. City of La Mesa TEFRA Resolution
3. CDLAC Approval



Building Communities, Investing in Local Government Since 1988

Housing Bond Application

APPLICANT INFORMATION

Application Number: **2013041**
Name of Developer: **USA Multifamily Housing, Inc.**
Primary Contact: **Chris Kelley**
Title: **Finance Analyst**
Address: **2440 Professional Dr.
Roseville, CA 95661**
Telephone Number: **(916) 724-3818**
Fax Number: **(916) 773-5866**
E-mail: **ckelley@usapropfund.com**

BORROWER DESCRIPTION

Type of Entity: ☐ For-profit Corporation ☐ Non-profit Corporation
☐ Municipality ☒ Partnership
☐ Other (specify): _____

For Non-profits only: Will you be applying for State Volume Cap? **No**

Name of Borrowing Entity: **La Mesa 614, L.P.**

Date Established: **TBD**

Number of Multi-Family Housing Projects Completed in the Last 10 Years: **47**

Number of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **47**

PRINCIPAL FINANCE TEAM INFORMATION

UNDERWRITER/PLACEMENT AGENT

Firm: **TBD**

Contact:

Address:

Telephone:

Fax:

E-mail:

BOND COUNSEL

Firm: **Orrick, Herrington & Sutcliffe LLP**

Contact: **Thomas Downey**

Address: **405 Howard Street
San Francisco, CA 94105**

Telephone: **(415) 773-5965**

Fax: **(415) 773-5759**

E-mail: **tdowney@orrick.com**

Application Number: **2013041 - Campina Court Apartments**

Name of Borrower: **USA Multifamily Housing, Inc.**

PROJECT DESCRIPTION

Current Project Name: **Campina Court Apartments**

New Project Name:

Project Street Address: **9000 Campina Drive**

City: **La Mesa** State: **CA** Zip Code: **91942**

County: **San Diego County**

Is Project located in unincorporated part of the County? **No**

Total Number of Units: Market: **1** Restricted: **59** Total Units: **60**

Lot Size: **3.14**

Amenities: **Property amenities include a play area, office/recreation building, and five laundry facilities.**

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings): **Residential Buildings Have Reinforced Poured-concrete And Cmu Wall Foundations With Reinforced Concrete Support Columns And Wood Framing On The First Floor Levels, Second And Third Floors Are Wood Framed. Buildings Have Pitched Roofs With Terra Cotta Shingles And Exterior Walls Are Painted Stucco. Second And Third Floors Are Accessed With Exterior Stairwells.**

Type of Housing: ☐ New Construction ☒ Family

☒ Acq/Rehab

☐ Senior

Is this an Assisted Living Facility? _____

City or county contact information:

Contact Name: **Chris Gonzales**

Title: **Community Development Program Coordinator**

Phone Number: **(619) 667-1192**

Fax Number: **(555) 555-1212**

E-mail: **cgonzales@ci.la-mesa.ca.us**

PUBLIC BENEFIT

Percentage of Units in Low Income Housing: **100**

Percentage of Area Median Income(AMI) for Low Income Housing Units: **20% at 50% AMI and 80% at 60% AMI**

Total Number of Management Units: **1**

Unit Size	% AMI	# of Restricted Units	Restricted Rent	Market Rent	Expected Savings
2 Bedrooms	50	7	\$882	\$1,200	\$318
2 Bedrooms	60	23	\$1,064	\$1,200	\$136
3 Bedrooms	50	5	\$978	\$1,500	\$522
3 Bedrooms	60	24	\$1,179	\$1,500	\$321

Remarks:

OTHER PUBLIC BENEFIT

SERVICES PROVIDED

- ☐ High-speed internet service in each affordable unit of an on-going nature for a minimum of 10 years.
- ☒ After school program of an on going nature for the minimum of 10 years.
- ☐ Educational classes (which are not the same as the after school program) for a minimum of 10 years.
- ☐ Licensed childcare providing 20 hours or more per week(Monday through Friday) to residents of the development.
- ☒ Contract for services, such as assistance with the daily living activities, or provision of senior counseling services.

ENVIRONMENT

Energy

Does the facility exceed Title 24 Standards? ☐ Yes ☒ No ☐ N/A

If Yes, by what percent? _____ %

Does the facility have solar(PV) panels? ☐ Yes ☒ No ☐ N/A

If Yes, what is the size in kWh? _____

Does the facility purchase carbon credits? ☐ Yes ☒ No ☐ N/A

If Yes, what is the annual consumption? _____

Water

Does the facility provide any of the following:

Efficient Toilets? ☒ Yes ☐ No ☐ N/A

Water-saving showerheads? ☒ Yes ☐ No ☐ N/A

Drought tolerant landscaping? ☐ Yes ☒ No ☐ N/A

Other, specify: _____

Transportation

Does the entity provide carpooling or mass-transit subsidies? ☐ Yes ☒ No ☐ N/A

Does the entity maintain a fuel efficient fleet? ☐ Yes ☒ No ☐ N/A

Waste

Does the project provide recycling facilities? ☐ Yes ☒ No ☐ N/A

WORKFORCE

Employment Creation

Job Type/Description	During Construction	Post Construction
None	0	0

GOVERNMENTAL INFORMATION

Congressional District #	State Senate District #	State Assembly District #
52	36	77

Application Number: **2013041 - Campina Court Apartments**

Name of Borrower: **USA Multifamily Housing, Inc.**

FINANCING STRUCTURE

Type of Financing: ☐ Public Sale ☒ Private Placement ☐ Refunding

For Refundings only: Will you be applying for State Volume Cap? **No**

For Refundings only: Is this a transfer of property to a new owner? _____

Maturity: **15 Years**

Interest Rate Mode: ☒ Fixed ☐ Variable

CONSTRUCTION FINANCING:

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**

PERMANENT FINANCING:

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 **AAA**
☐ Moody's _____ ☐ Fitch _____

Projected State Allocation Pool: ☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding?: **Yes**

SOURCES & USES

CONSTRUCTION SOURCES

Tax-Exempt Bond Proceeds:	\$5,500,000
Taxable Bond Proceeds:	
Tax Credits:	\$2,526,521
Developer Equity:	\$317,090
Other Funds(Describe):	
Seller credit for repairs	\$60,000
NOI during Construction	\$525,528
_____	_____
_____	_____
_____	_____
TOTAL:	\$8,929,139

USES

Land Acquisition:	
Building Acquisition:	\$5,035,000
Construction or Remodel:	\$1,716,961
Cost of Issuance:	\$299,300
Capitalized Interest:	\$328,520
Reserves:	\$176,691
Other Funds(Describe):	
Soft Costs	\$329,198
Developer Fee/Overhead	\$1,043,469
_____	_____
_____	_____
TOTAL:	\$8,929,139

Application Number: **2013041 - Campina Court Apartments**

Name of Borrower: **USA Multifamily Housing, Inc.**

PRINCIPAL FINANCE TEAM INFORMATION (continued)

FINANCIAL ADVISOR	REBATE ANALYST
Firm: N/A	Firm: TBD
Contact:	Contact:
Address:	Address:
Telephone:	Telephone:
Fax:	Fax:
E-mail:	E-mail:

ADDITIONAL REQUIREMENT

Please provide the following as an additional attachment:

<u>Attachment</u>	<u>Description of Information</u>
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A	\$5,000 non-refundable* issuance fee deposit payable to "California Communities."
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*Refundable only if financing not approved.

MAILING ADDRESS

California Communities®
2999 Oak Road, Suite 710
Walnut Creek, CA 94597

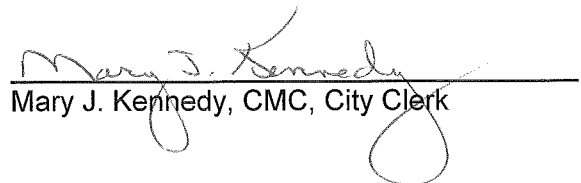


CERTIFICATE OF CITY CLERK

State of California)
) ss
County of San Diego)

I, Mary J. Kennedy, City Clerk of the City of La Mesa, California, do hereby certify that the attached is a true and exact copy of City of La Mesa Resolution No. 2013-075 dated August 13, 2013. The original of said document is on file in the Office of the City Clerk.

Date: August 15, 2013



Mary J. Kennedy, CMC, City Clerk

(SEAL)

RESOLUTION NO. 2013-075

RESOLUTION APPROVING THE ISSUANCE OF MULTIFAMILY HOUSING
REVENUE BONDS FOR THE PURPOSE OF FINANCING THE ACQUISITION
AND REHABILITATION OF CAMPINA COURT APARTMENTS

WHEREAS, the California Statewide Communities Development Authority (the "Authority") is authorized by the laws of the State of California (the "Law") to execute and deliver multifamily housing revenue obligations for the purpose of financing the acquisition, construction/rehabilitation and development of multifamily residential rental facilities located within the area of operation of the Authority which are to be occupied, in part, by very low and low income tenants;

WHEREAS, La Mesa 614, L.P., a California limited partnership, or such other limited liability company or limited partnership related thereto or formed by USA Multi-Family Development, Inc. (the "Borrower") has requested the Authority to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$5,500,000 (the "Obligations"), the proceeds of which may only be used for the purpose of financing the acquisition and rehabilitation of a 60-unit multifamily residential rental facility commonly known as Campina Court Apartments located at 9000 Campina Court in the City of La Mesa (the "Project");

WHEREAS, the City of La Mesa is a program participant of the Authority;

WHEREAS, the Obligations which are expected to be issued and delivered to finance the acquisition and rehabilitation of the Project would be considered "qualified exempt facility bonds" under Section 142 (a) of the Internal revenue Code of 1986, as amended (the "Code"), and Section 147(f) of the Code requires that the "applicable elected representatives" with respect to the jurisdiction in which the Project is located hold a public hearing on the issuance and delivery of the Obligations; and

WHEREAS, the City Council of the City of La Mesa as the "applicable elected representatives" to hold said public hearing, has held said public hearing at which all those interest in speaking with respect to the proposed financing of the Project were heard.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of La Mesa as follows:

1. The City Council hereby finds and determines that the foregoing recitals are true and correct.
2. For purposes of the requirements of the Code only, the City Council hereby approves the proposed financing of the Project by the Authority with the proceeds of the Obligations.
3. The issuance and delivery of the Obligations shall be subject to the approval of and execution by the Authority of all financing documents relating thereto to which the Authority is a party and subject to the sale of the Obligations by the Authority.
4. The adoption of this Resolution is solely for the purpose of meeting the requirements of the Code and shall not be construed in any other manner, the City nor its staff having fully reviewed or considered the financial feasibility of the Project or the expected financing or

operation of the Project with regards to any State of California statutory requirements, and such adoption shall not obligate (i) the City to provide financing to the Borrower for the acquisition, rehabilitation and development of the Project or to issue the Obligations for purposes of such financing; or (ii) the City, or any department of the City, to approve any application or request for, or take any other action in connection with, any environmental, General Plan, zoning or any other permit or other action necessary for the acquisition, rehabilitation, development or operation of the Project.

5. The City Clerk of the City shall forward a certified copy of this Resolution and a copy of the affidavit of publication of the public hearing notice to:

Thomas A. Downey
The Orrick Building
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105

6. This resolution shall take effect upon its adoption.

PASSED AND ADOPTED at a Regular meeting of the City Council of the City of La Mesa, California, held the 13th day of August 2013, by the following vote, to wit:

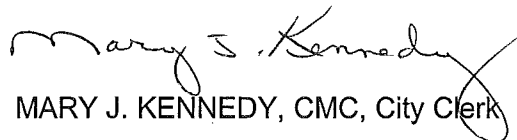
AYES: Councilmembers Alessio, Arapostathis, Ewin and Sterling

NOES: None

ABSENT: Mayor Madrid

CERTIFICATE OF CITY CLERK

I, MARY J. KENNEDY, City Clerk of the City of La Mesa, California, do hereby certify the foregoing to be a true and exact copy of Resolution No. 2013-075, duly passed and adopted by the City Council of said City on the date and by the vote therein recited.


MARY J. KENNEDY, CMC, City Clerk

(SEAL OF CITY)

RESOLUTION NO. 13-62
(QUALIFIED RESIDENTIAL RENTAL PROJECT)
EXHIBIT A

1. Applicant: California Statewide Communities Development Authority
2. Application No.: 13-069
3. Project Sponsor: La Mesa 614, L.P. (USA La Mesa 614, Inc. and Riverside Charitable Corporation)
4. Project Management Co.: USA Multifamily Management, Inc.
5. Project Name: Campina Court Apartments
6. Type of Project: Acquisition and Rehabilitation/Family
7. Location: La Mesa, CA
8. Private Placement Purchaser: Citibank, N.A.
9. The Private Placement Purchaser at the time of issuance will be the same as represented in the application.
10. Total Number of Units: **59** plus **1** manager unit
11. Total Number of Restricted Rental Units: **59**
12. The term of the income and rental restrictions for the Project will be at least **55** years.
13. The Project will utilize Gross Rents as defined in Section 5170 of the Committee's Regulations.
Applicable
14. Income and Rental Restrictions:
For the entire term of the income and rental restrictions, the Project will have:

At least **12** Qualified Residential units rented or held vacant for rental for persons or families whose income is at 50% or below of the Area Median Income.

At least **47** Qualified Residential units rented or held vacant for rental for persons or families whose income is at 60% or below of the Area Median Income.
15. For acquisition and rehabilitation projects, a minimum of \$10,000 in hard construction costs will be expended for each Project unit.
Applicable
16. A minimum of \$0,000 of public funds will be expended for the Project.
Not Applicable

RESOLUTION NO. 13-62

Exhibit A

Page 2 of 4

17. At a minimum, the financing for the Project shall include a Taxable Tail in the amount of \$0,000. Taxable debt may only be utilized for Project related expenses, not for the cost of issuance, for which the Project Sponsor could otherwise have used tax-exempt financing.
Not Applicable
18. If the Project received points for having large family units, for the entire term of the income and rental restrictions, the Project will have at least 29 three-bedroom or larger units.
Applicable
19. For a period of ten (10) years after the Project is placed in use, the Project will provide to Project residents high-speed Internet or wireless (WiFi) service in each Project unit.
Not Applicable
20. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents an after school programs of an ongoing nature on-site or there must be an after school program available to Project residents within 1/4 mile of the Project. The programs shall include, but are not limited to: tutoring, mentoring, homework club, and art and recreation activities to be provided weekdays throughout the school year for at least 10 hours per week.
Not Applicable
21. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents instructor-led educational, health and wellness, or skill building classes. The classes shall include, but are not limited to: financial literacy, computer training, home-buyer education, GED, resume building, ESL, nutrition, exercise, health information/awareness, art, parenting, on-site food cultivation and preparation and smoking cessation. Classes shall be provided at a minimum of 84 hours per year (drop-in computer labs, monitoring and technical assistance shall not qualify) and be located within 1/4 mile of the Project.
Applicable
22. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents 20 hours or more per week of licensed childcare on-site or there must be 20 hours or more per week of licensed childcare available to Project residents within 1/4 mile of the Project.
Not Applicable
23. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents health and wellness services and programs within 1/4 mile of the Project. Such services and programs shall provide individualized support for tenants (not group classes) but need to be provided by licensed individuals or organizations. The services shall include, but are not limited to: visiting nurses programs, intergenerational visiting programs, and senior companion programs. Services shall be provided for a minimum of 100 hours per year.
Applicable
24. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents a bona fide service coordinator. The responsibilities must include, but are not limited to: (a) providing tenants with information about available services in the community, (b) assisting tenants to access services through referral and advocacy, and (c) organizing community-building and/or enrichment activities for tenants (such as holiday events, tenant council, etc.)
Not Applicable
25. All projects that receive points for being a Federally Assisted At-Risk Project will renew all Section 8 HAP Contracts or equivalent Project-based subsidies for their full term, and will seek additional renewals, if available, throughout the Project's useful life.
Not Applicable
26. All projects that receive points for being a Federally Assisted At-Risk Project based on an expiring Low Income Housing Tax Credit Regulatory Agreement or Tax-Exempt Bond Regulatory Agreement shall have a plan in place to re-certify the incomes of the existing tenants and shall not cause involuntary displacement of any tenant whose income may exceed the Project's income limits.
Not Applicable

27. Applicants shall meet the multiple sustainable building standards utilizing landscaping and construction materials which are compatible with the neighborhood in which the proposed project is to be located, and that the architectural design and construction materials will provide for low maintenance and durability, as well as be suited to the environmental conditions to which the project will be subjected:

Applicable With Waiver(s)

Section Waived:

<input type="checkbox"/>	Energy Efficiency
<input type="checkbox"/>	CALGreen Compliance
<input checked="" type="checkbox"/>	Landscaping
<input type="checkbox"/>	Roofs
<input type="checkbox"/>	Exterior Doors
<input type="checkbox"/>	Appliances
<input type="checkbox"/>	Window Coverings
<input type="checkbox"/>	Water Heater
<input type="checkbox"/>	Floor Coverings
<input type="checkbox"/>	Paint
<input type="checkbox"/>	Insulation

28. The project commits to becoming certified under any one of the following programs upon completion:
- a. Leadership in Energy & Environmental Design (LEED) **Not Applicable**
 - b. Green Communities **Not Applicable**
 - c. GreenPoint Rated Multifamily Guidelines **Not Applicable**
29. The project is a New Construction or Adaptive Reuse Project exceeding the Standards of Title 24, Part 6, of the California Building Code by:
- a. 17.5% **Not Applicable**
 - b. 20% **Not Applicable**
 - c. 25% **Not Applicable**
30. The Project will exceed the minimum energy efficiency certification requirements for New Construction/ Adaptive Reuse:
- a. LEED for Homes (Silver) **Not Applicable**
 - b. LEED for Homes (Gold) **Not Applicable**
 - c. Green Point Rated (100) **Not Applicable**
 - d. Green Point Rated (125) **Not Applicable**
31. The project is a Home Energy Rating System (HERS II) Rehabilitation Project that commits to improve energy efficiency above the current modeled energy consumption of the building(s) by:
- a. 15% **Not Applicable**
 - b. 20% **Not Applicable**
 - c. 25% **Not Applicable**
 - d. 30% **Not Applicable**
32. The project is a Rehabilitation Project that commits to developing, and/or managing the Project with the following Photovoltaic generation or solar energy:
- a. Photovoltaic generation that offsets tenants loads **Not Applicable**
 - b. Photovoltaic generation that offsets 50% of common area load **Not Applicable**
 - c. Solar hot water for all tenants who have individual water meters **Not Applicable**

33. The project will implement sustainable building management practices that include: 1) development of a percent-specific maintenance manual including replacement specifications and operating information on all energy and green building features; 2) Certification of building management staff in sustainable building operations per BPI Multifamily Building Operator or equivalent training program; and 3) Undertaking formal building systems commissioning, retro-commissioning or re-commissioning as appropriate (continuous commissioning is not required:

Not Applicable

34. The project will sub-meter centralized hot water systems for all tenants:

Not Applicable

RESOLUTION NO. 13H-__

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,500,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS CAMPINA COURT APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, as the same may be amended (the “Agreement”), to issue revenue bonds for the purpose of financing, among other things, the acquisition, construction/rehabilitation and development of multifamily rental housing projects in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code (the “Housing Law”);

WHEREAS, La Mesa 614, L.P., a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue and sell revenue bonds to assist in the financing of the acquisition, rehabilitation and development of a 60-unit multifamily rental housing development located in the City of La Mesa, California and known as Campina Court Apartments (the “Project”);

WHEREAS, on September 18, 2013, the Authority received an allocation in the amount of \$5,500,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the City of La Mesa is a Program Participant (as defined in the Agreement) of the Authority and expects to authorize the issuance of the Bonds (as defined below);

WHEREAS, the Authority is willing to issue not to exceed \$5,500,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Campina Court Apartments) 2013 Series U (the “Bonds”), provided that the aggregate portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, the Bonds will be privately placed with Citibank, N.A. (the “Bond Purchaser”), as the initial purchaser of the Bonds, in accordance with the Authority’s private placement policy;

WHEREAS, there have been prepared and made available to the members of the Commission of the Authority (the “Commission”) the following documents required for the issuance of the Bonds, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

(1) Trust Indenture (the “Indenture”), to be entered into between the Authority and U.S. Bank National Association, as trustee (the “Trustee”);

(2) Loan Agreement (the “Loan Agreement”), to be entered into between the Authority and the Borrower;

(3) Bond Purchase Agreement (the “Purchase Agreement”), to be entered into among the Authority, the Borrower, and the Bond Purchaser; and

(4) Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”), to be entered into among the Borrower and the Authority.

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

Section 1. The recitals set forth above are true and correct, and the members of the Commission hereby find them to be so.

Section 2. Pursuant to the JPA Law and the Indenture, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Campina Court Apartments) 2013 Series U,” with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$5,500,000; provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Indenture, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the 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. The Bonds shall be issued and secured in accordance with the terms of the Indenture, presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Indenture, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or any Member of the Commission of the Authority (each, a “Member”).

Section 3. The Indenture in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 13R-20 of the Authority, adopted on September 5, 2013) (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond October 1, 2058), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture as finally executed.

Section 4. The Loan Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The Authority is hereby authorized to sell the Bonds to the Bond Purchaser pursuant to the terms and conditions of the Purchase Agreement. The form, terms and provisions of the Purchase Agreement in the form presented at this meeting are hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Purchase Agreement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The Regulatory Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Regulatory Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 7. The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee is hereby requested and directed to authenticate the Bonds by executing the certificate of authentication of the Trustee appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the Bond Purchaser, in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Trustee. Such instructions shall provide for the delivery of the Bonds to or at the direction of the Bond Purchaser in accordance with the Purchase Agreement upon payment of the purchase price thereof.

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the Bonds are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, a subordination agreement, any endorsement and/or assignment of the deed of trust and such other documents as described in the Indenture, the Purchase Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 9. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Bonds, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Bonds or any redemption of the Bonds, may be given or taken by any Authorized Signatory, as appropriate, without further authorization by the Commission, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the financing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Indenture and other documents approved herein.

Section 10. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this October 24, 2013.

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 the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on October 24, 2013.

By _____
Authorized Signatory

Item V

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:

- c. The Redwoods, a Community of Seniors, City of Mill Valley, County of Marin; up to \$35,000,000 in 501(c)3 non-profit revenue bonds.

SUMMARY AND APPROVALS

DATE: OCTOBER 24, 2013
APPLICANT: THE REDWOODS, A COMMUNITY OF SENIORS
AMOUNT: UP TO \$35,000,000 OF TAX-EXEMPT NONPROFIT BONDS
PURPOSE: REVITALIZATION PROJECT AND REFINANCING SERIES 1997 BONDS
CSCDA PROGRAM: 501(C)(3) NONPROFIT

Background:

The Redwoods, a Community of Seniors, a California nonprofit public benefit corporation exempt from federal income tax under Section 501(c)(3) of the Code and exempt from State of California franchise tax under the provisions of Section 23701(d) of the Revenue and Taxation Code of the State of California ("The Redwoods"), has been a part of the Mill Valley community for over 40 years. In 1960, the congregation of the Community Church of Mill Valley ("CCMV") saw the need for a facility to provide quality housing, care and services to low and moderate income elders in southern Marin County. In November 1970, The Redwoods' predecessor, the Community Church Retirement Center (The Redwoods), was incorporated.

Construction on The Redwoods' facilities began in 1971, after the CCMV purchased a ten acre lot at the corner of Miller Avenue and Camino Alto in the City of Mill Valley and secured financing through the Section 231 program of the U. S. Department of Housing & Urban Development ("HUD"). The first residents moved into what is now Assisted Living on December 3, 1972. Two years later, The Redwoods' six Independent Living apartment buildings were completed, adding 150 one-bedroom units, of which 60 units received a project-based HUD Section 8 subsidy. From 1982 to 1986, a major capital expansion, called New Horizons, added additional units to the Assisted Living facilities, created the licensed skilled nursing Health Care Center, enlarged the auditorium and kitchen, and added administrative offices. The original HUD loans were refinanced in 1990 with tax-exempt bonds insured through the State of California's Cal-Mortgage Loan Insurance program. The Redwoods refinanced a second time in 1997, again using the State of California's Cal-Mortgage Loan Insurance program. In November 2010, the legal name of The Redwoods was changed to The Redwoods, a Community of Seniors.

Today, The Redwoods consists of 149 independent living units, 134 assisted living units, and 58 skilled nursing beds and is recognized locally and nationally as a model facility for healthy, active senior living. For two consecutive years it was chosen by Leading Age as the site of its Leadership Training program. The Redwoods has received a number of community honors including "Best of Marin" from the Pacific Sun, a local newspaper; the Epic Award from the Center for Volunteer & Nonprofit Leadership and Tamalpais Bank (now Union Bank) and the Leadership of Marin award from the Center for Volunteer & Nonprofit Leadership.

A key element of The Redwoods' mission is to provide affordable housing to seniors. The organization fulfills this mission in a number of ways.

HUD Section 8 Subsidy. In Independent Living, The Redwoods has a twenty-year project-based Section 8 Housing Assistance Payments contract with HUD. The current contract expires on August 31, 2028. The HUD contract establishes a contract rent, currently \$1,707 per month. HUD guidelines determine the tenant share of the contract rent and HUD provides a subsidy that is the difference between the contract rent and the tenant payment. The Redwoods can provide Section 8 subsidized housing to up to 60 eligible residents.

Medi-Cal. The Redwoods' Health Center is Medi-Cal certified for long term care services, which allows residents who have exhausted financial resources to continue to receive long term care at The Redwoods.

Resident Rental Assistance Fund. At this time there is no federal or state government assistance program for residents of Independent Living or Assisted Living units. The Redwoods helps residents with a financial need through its Resident Rental Assistance Fund. Funding for the Resident Rental Assistance Fund comes from The Redwoods' Resident Endowment and from individual and foundation contributions. Support from the Endowment Fund is defined by a spending policy that is reviewed annually by the Board's Investment Committee. The Resident Rental Assistance Fund supports from five to twelve residents per year and provides an average \$550 per month in rental assistance. In the last ten years, the Resident Rental Assistance Fund has provided over \$500,000 in rental assistance to 81 residents. The Resident Rental Assistance Fund's policies and procedures require that the resident receiving assistance has lived at The Redwoods a minimum of one year, has assets of less than \$125,000 (single) or \$175,000 (couple) and has not disposed of assets in excess of \$5,000 or more within the five year period prior to requesting assistance. In addition, the Resident Rental Assistance Fund's policies explicitly state that financial assistance is not guaranteed and that The Redwoods will not allow rental assistance to jeopardize the short or long term financial health of the organization.

Description of Project:

In 2006, The Redwoods' Board and staff faced two challenges: first, the need to update a 40 year-old facility that was showing its age, and second, the need to continue to offer and, if possible, to expand, affordable housing options to the Bay Area's growing population of senior citizens, especially those with limited financial resources and limited or no access to affordable housing alternatives.

The Board established the Revitalization Task Force to oversee the planning process for the Revitalization Project. The Revitalization Task Force comprises the Board and community members. Community members include an architect, a developer, a former Mill Valley mayor and city manager, an attorney and an accountant. The Redwoods' residents have also been involved in the revitalization process from the start and continue to make key contributions. They participate in focus groups and contribute ideas and responses to proposed plans at meetings regularly scheduled to update residents on the project. Their involvement has resulted in an implementation plan that will allow residents to remain on campus throughout the construction period.

The Redwoods Revitalization Project has two components, restoration and modernization. Restoration focuses on updating the 40 year-old facility's infrastructure. Modernization includes the addition of a wellness center, café and new entrance. The project includes the following elements:

Site Infrastructure Upgrades. Upgrades will be undertaken to repair and replace site utilities, including sanitary lines as needed.

Rehabilitation of Independent Living Apartment Buildings. As part of the rehabilitation of the Independent Living apartment buildings, The Redwoods plans to replace a failing underground sanitary system throughout the first floor and central corridor of each building; upgrade interior finishes of all corridors and lounges on all floors, including new paint and carpet; install low profile railing on both sides of all hallways on all floors.

Rehabilitation of Independent Living Apartments. As part of the rehabilitation of the Independent Living apartment in the first floor units, The Redwoods plans to abate asbestos where present; provide acoustic treatment to party walls and first and second floor corridor ceilings; upgrade unit interior finishes, casework, flooring, appliances and plumbing fixtures.

New Facility Kitchen. The Redwoods plans to renovate the existing kitchen, increasing its size by 650 square feet, replacing all equipment and adding staff lockers and staff restrooms.

Dining Room. The Redwoods plans to build a 450 square foot addition to its existing dining room for extra seating or for reserved, private family dining. Revitalization of the dining room will also upgrade finishes and lighting in the dining room and in the adjacent corridors; upgrade furniture and reconfigure seating to provide a more elegant, restaurant style feel.

Auditorium. The Redwoods plans to refresh all finishes, upgrade lighting, replace window draperies, replace partition wall and door, upgrade sound system, upgrade stage lighting, install stage lift.

Entry / Lobby. The Redwoods plans to expand its main lobby and entryway by 2,200 square feet; relocate reception desk and all systems including telephone, fire alarm and resident lifeline system; add dedicated resident mailroom for in-house communication cubbies, USPS mailboxes, copier, shredder and outgoing mail; reconfigure existing reception desk as lounge area, including an inside/outside fireplace adjacent to the courtyard and upgrade all other furnishings, finishes and lighting in the lobby and corridors immediately adjacent to the lobby.

Other Common Areas. The Redwoods plans to update finishing in the existing library; replace heating system in lobby and library; replace existing windows; roof replacement and/or repair for library and lobby; install photovoltaic technology; expand the Consignment Shop and expand the lounge adjacent to buildings 13 and 15.

Wellness Center. The Redwoods plans to construct a 5,210 square foot Wellness Center to include the following: exercise studio with large space for group exercise and area for circuit machines, therapy room including therapy and plunge pool, changing rooms with entry from pool room, therapeutic massage and physical therapy rooms, offices for Director of Programs, Trainer, Programs Assistant and Gardening Coordinator, art room, which will house kiln and other art activities, and a wellness and nutrition resource area.

Café and Courtyard. The Redwoods plans to build a 895 square foot Café, which will serve light meals, snacks and beverages for residents, residents' families and friends; reconfigure existing courtyard area, adding additional seating; landscaping of the courtyard area including "edible, living

wall” garden and build an enclosed passageway to connect dining room with the Café and the Wellness Center.

Construction on the renovation of the six Independent Living buildings, Independent Living corridors and common areas and first floor units is scheduled to start in January 2014. Independent Living residents in first floor units will be relocated to Residential Living studio units during the projected eight week construction period. Scheduled completion is March 2015. Other elements scheduled for 2014 include the kitchen renovation, the dining room renovation, the auditorium renovation and the renovation and expansion of the main entrance and lobby. In 2015, construction of the Café and Wellness Center will begin. Projected project completion date is May 2016.

Public Benefit:

The Redwoods has been a part of the Marin community for over 40 years. In 1960, the congregation of the Community Church of Mill Valley saw the need for a facility to provide quality housing, care and services to low and moderate income elders in southern Marin. The first residents moved into what is now Assisted Living in December, 1972. Two years later, the Independent Living apartments were added and in 1986, The Redwoods’ completed the continuum of care with the addition of the Health Care Center, the facility’s skilled nursing unit.

The Redwoods continues to offer three levels of affordable housing and care to elders, age 62 years and older. The Redwoods provides equal housing opportunities for all persons regardless of race, color, religion, sex, national origin, disability and familial status.

The Redwoods is host to programs that bring in speakers on a variety of subjects. In early 2013 The Redwoods brought a panel of speakers together to discuss the Affordable Care Act and more recently, hosted the local representative to the U.S. Congress to discuss Social Security and Medicare.

TEFRA Hearing:

TEFRA hearing will be held at the County of Marin on October 29, 2013.

Finance Team:

- Bond Counsel: Jones Day
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Underwriter: Ziegler

Financing Structure:

It is anticipated that the Series 2013 Bonds will be issued as 4.5% fixed-rate Insured Revenue Bonds. The maturity is expected to be 30 years.

Estimated Sources and Uses:

Sources:

Bond Proceeds (Tax-Exempt):	\$ 31,150,000
Net Original Issue Premium (Discount):	\$ (301,213)

	Borrower Equity:	\$ 4,600,000
	Trustee-Held Funds:	<u>\$ 892,982</u>
	Total Sources:	\$ 36,341,769
Uses:		
	Project Fund:	\$ 27,400,000
	Refunding Escrow:	\$ 3,042,667
	Debt Service Reserve Fund:	\$ 2,175,231
	Funded Interest:	\$ 700,000
	Insurance Premium:	\$ 2,074,024
	Cost of Issuance:	<u>\$ 949,847</u>
	Total Uses:	\$ 36,341,769

Recommendations:

Based on the overall Project public benefit and finance related considerations detailed above, it is recommended that this Commission approve the Resolution as submitted to the Commission, which:

1. Approves the issuance of the Bonds and the financing of the Project, subject to TEFRA approval by Marin County;
2. Approves all necessary actions and documents for the issuance of the Bonds; and
3. Authorizes any member of the Commission or authorized signatory to sign all necessary documents.

Applicant Information

Primary Contact E-mail: cneumann@theredwoods.org

Organization

Name of Organization: **The Redwoods, a Community of Seniors**

TIN or EIN: **23-7085414**

Primary Contact

First Name: **Barbara**

Last Name: **Solomon**

Title: **Chief Executive Officer**

Street: **40 Camino Alto**

Suite:

City: **Mill Valley**

State: **California**

Zip: **94941**

Phone: **415-383-2741**

Ext: **230**

Fax: **415-383-0115**

Email: **bsolomon@theredwoods.org**

Primary Billing Contact

Organization: **The Redwoods, a Community of Seniors**

First Name: **Barbara**

Last Name: **Solomon**

Title: **Chief Executive Officer**

Address:

Street: **40 Camino Alto**

Suite:

City: **Mill Valley**

State: **California**

Zip: **94941**

Phone: **415-383-2741**

Ext: **230**

Fax: **415-383-0115**

Email: **bsolomon@theredwoods.org**

Project Information

Project type: **Healthcare: Continuing care**

Other:

Project Name: **The Redwoods' Revitalization Project**

Facility #1

Facility Name: **The Redwoods, a Community of Seniors**

Facility Bond Amount: **\$35,000,000.00**

Project Address:

Street: **40 Camino Alto**

City: **Mill Valley**

State: **California**

Zip: **94941**

County: **Marin**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

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:

First Name: **Dan**

Last Name: **Martin**

Title: **Building Official**

Phone: **415-388-4033**

Ext: **4816**

Fax:

Email: **dmartin@cityofmillvalley.org**

Government Information

Project/Facility is in:

Congressional District #:

2

State Senate District #:

2

State Assembly District #:

10

Financing Information

Financing Information

Tax Exempt: \$ 35,000,000.00
Taxable: \$
Total Principal Amount: \$ 35,000,000.00
Maturity 30 Years

Interest Rate Mode:

☒ Fixed ☐ Variable

Denominations: \$5,000.00

Type of Offering:

☒ Public Offering ☐ Private Placement
☒ New Construction ☐ Acquisition of Existing Facility
☒ Refunding

Financing:

☐ Credit Enhancement ☐ Letter of Credit
☒ None
☐ Other

Name of Credit Enhancement Provider or Private Placement Purchaser: **Cal-Mortgage Loan Insurance**

Expected Rating:

☐ Unrated

Moody's:

S&P:

Fitch:

Financing Team Information

Bond Counsel

Firm Name: JonesDay

Primary Contact

First Name: **John**

Last Name: **Bibby**

Title: **Esquire**

Address:

Street: **77 Wacker Drive**

City: **Chicago**

State: **Illinois**

Suite:

Zip: **60601**

Phone: **(312) 269-4240**

Ext:

Fax: **(312) 782-8585**

Email: **jfbibby@jonesday.com**

Bank/Underwriter/Bond Purchaser

Firm Name: Ziegler

Primary Contact

First Name: **Sarkis**

Last Name: **Garabedian**

Title: **Senior Vice President**

Address:

Street: **120 Westlake Avenue North**

City: **Seattle**

State: **Washington**

Suite: **1124**

Zip: **98109**

Phone: **312 705 7232**

Ext:

Fax: **480 951 2093**

Email: **SGarabedian@ziegler.com**

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

RESOLUTION NO. __NP-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A
PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000 TO FINANCE THE
CONSTRUCTION, IMPROVEMENT, RENOVATION AND EQUIPPING OF SENIOR
LIVING FACILITIES FOR THE REDWOODS, A COMMUNITY OF SENIORS, AND
TO REFINANCE INDEBTEDNESS USED TO FINANCE THE COST OF THE
CONSTRUCTION, RENOVATION, FURNISHING AND EQUIPPING OF SENIOR
LIVING FACILITIES FOR THE REDWOODS, A COMMUNITY OF SENIORS,
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 Marin (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, The Redwoods, a Community of Seniors, 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 the construction, improvement, renovation and equipping of senior living facilities and to refinance indebtedness used to finance the cost of the construction, renovation, furnishing and equipping of senior living facilities (collectively, 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 and refinancing the Project;

WHEREAS, pursuant to a Bond Trust Indenture (the "Bond Indenture"), between the Authority and The Bank of New York Mellon Trust Company, N.A. (the "Bond Trustee"), the Authority will issue the California Statewide Communities Development Authority Insured Revenue Bonds, Series 2013 (The Redwoods, a Community of Seniors) (the "Bonds") for the purpose, among others, of financing and refinancing the Project;

WHEREAS, pursuant to a Loan Agreement (the "Loan Agreement"), between the Authority and the Corporation, the Authority will loan the proceeds of the Bonds to the Corporation for the purpose, among others, of financing and refinancing the Project;

WHEREAS, pursuant to a Bond Purchase Agreement, to be dated the date of sale of the Bonds (the "Purchase Contract"), among B.C. Ziegler & Company, as underwriter (the "Underwriter"), the Authority and the Corporation, the 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 and refinance the Project, to fund a debt service reserve account and to pay costs incurred in connection with the issuance of the Bonds;

WHEREAS, the Bonds will be offered for sale through an Official Statement (the "Official Statement");

WHEREAS, payment of the principal of and interest on the Bonds will be insured by the Office of Statewide Health Planning and Development of the State of California (the "Office") pursuant to a Contract of Insurance (the "Contract of Insurance") among the Corporation, the Authority and the Office and a Regulatory Agreement (the "Regulatory Agreement") among the Corporation, the Authority and the Office;

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

- (1) A proposed form of the Bond Indenture;
- (2) A proposed form of the Loan Agreement;

- (3) A proposed form of the Purchase Contract;
- (4) A proposed form of the Official Statement to be used by the Underwriter in connection with the offering and sale of the Bonds;
- (5) A proposed form of the Contract of Insurance; and
- (6) A proposed form of the Regulatory Agreement;

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 Insured Revenue Bonds, Series 2013 (The Redwoods, a Community of Seniors)” to be issued in an aggregate principal amount not to exceed Thirty-five Million dollars (\$35,000,000). The 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, as made available to the Commissioners. The 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. 13R-20 of the Authority, adopted on September 5, 2013 (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 Bond 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 Bond 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 trustee, dated date, maturity date or dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Bond Indenture, as finally executed.

Section 3. The proposed form of Loan 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 Loan 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 the Purchase Contract, 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 Contract, 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 preliminary form of Official Statement, 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 the Official Statement, 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 6. The Underwriter is hereby authorized to distribute the Official Statement in preliminary form, to persons who may be interested in the purchase of the Bonds and to deliver the Official Statement in final form to the purchasers of the Bonds, in each case with such changes as may be approved as aforesaid.

Section 7. The proposed form of the Contract of Insurance, 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 Contract of Insurance, 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 8. The proposed form of the Regulatory 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 Regulatory 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 9. The 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 Bonds by executing the Bond Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority by an 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 Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

Section 10. 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 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 11. 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 Bonds are hereby ratified, confirmed and approved.

Section 12. 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 issuance of the Bonds as may be required thereby and in accordance with Section 9 of the Agreement to provide financing and refinancing for the Project.

Section 13. This Resolution shall take effect from and after its adoption.

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

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

Item VI

Hold public hearings regarding establishment of three county specific CaliforniaFIRST programs and discuss and approve resolutions (I) confirming the reports for the programs, (II) for each program, authorizing the issuance of local obligation bonds and approving related documents, and (III) authorizing issuance of revenue bonds and approving related documents and matters.

SUMMARY AND APPROVALS

PROGRAM: CALIFORNIAFIRST

PURPOSE: HOLD PUBLIC HEARINGS REGARDING THE ESTABLISHMENT OF 3 COUNTY-SPECIFIC CALIFORNIAFIRST PROGRAMS AND DISCUSS AND APPROVE RESOLUTIONS (I) CONFIRMING THE REPORTS OF THE PROGRAMS; (II) AUTHORIZING THE ISSUANCE OF LOCAL OBLIGATION BONDS; AND (III) AUTHORIZING THE ISSUANCE OF REVENUE BONDS AND APPROVING RELATED DOCUMENTS AND MATTERS.

DATE: OCTOBER 24, 2013

Background:

At the September 26, 2013 meeting, the Commission approved Resolutions of Intention (“ROIs”) to establish the CaliforniaFIRST Program (the “Program”) for Marin, Napa and Tulare counties (the “Counties”).

Each ROI set forth the Commission’s determination that the public interest would be served by establishing the Program in the counties; directed creation of a report (the “Report”) that identifies the details of the Program; and set October 24, 2013 as the date for the public hearing to receive any public comment on the proposed Report and the Commission to confirm or modify the Report.

Discussion:

The finance team has developed the Report in compliance with Streets & Highways Code Section 5898.22. To proceed with establishing the Program in the Counties, the Commission is required to hold a public hearing during which the summary of the Report will be presented and public comment will be accepted. Notices of the public hearing were published in Sacramento County and the Counties.

Approvals:

Based upon the resolutions and submitted Reports the following approvals are requested:

1. Concurrently open and hold a public hearing for the Counties;
2. Present a summary of the Report (Attachment I);
3. Take public comment;
4. Close the public hearing. If, at the close of the public hearing, the Commission wishes to proceed, the following items are to be considered and approved:
 - a. For the Counties, a resolution confirming the Reports.
 - b. A resolution authorizing issuance of local obligation bonds and approving the form of

related documents.

- c. Authorization of the issuance of revenue bonds and related documents and matters.

Attachment I

Program Report Summary

The Report for each of the Counties meets the requirements of Streets & Highways Code Section 5898.22 specifically:

- A boundary map for the Counties programs, which encompasses the entire Counties footprint.
- The draft contractual assessment agreement between CSCDA and the participating property owners.
- The statement of the public agency policies concerning voluntary contractual assessments.
- The plan for financing authorized improvements which involves the issuance of bonds payable from contractual assessments.
- A report on the consultations with the county auditor's office or county controller's office concerning the fees that will be charged to CSCDA for levying the proposed contractual assessments on the property tax bill, and a plan for financing the payment on those fees.

RESOLUTION NO. _____

**RESOLUTION CONFIRMING REPORT RELATING TO THE FINANCING OF
THE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE
ENERGY SOURCES AND ENERGY EFFICIENCY AND WATER EFFICIENCY
IMPROVEMENTS AND APPROVING AND ORDERING OTHER RELATED
MATTERS**

COUNTY OF MARIN

WHEREAS, the California Statewide Communities Development Authority ("California Communities") is authorized under the authority granted California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California ("Chapter 29") to levy contractual assessments to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property ("Authorized Improvements"); and

WHEREAS, Chapter 29 authorizes California Communities to enter into contractual assessments to finance the installation of Authorized Improvements in the County of Marin (the "County"); and

WHEREAS, on September 26, 2013, pursuant to Resolution No. 13R-21 (the "Resolution of Intention"), California Communities declared its intention to establish a CaliforniaFIRST program in the County, pursuant to which California Communities would enter into contractual assessments to finance the installation of Authorized Improvements in the County; and

WHEREAS, the Resolution of Intention ordered the Program Manager for the CaliforniaFIRST program to prepare and file with the Commission a report (the "Report") addressing all of the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a draft agreement (the "Agreement") between the Authority and property owners participating in the CaliforniaFIRST program providing for payment of contractual assessments; and

WHEREAS, the Report is on file with the Secretary of the Commission and the Report contains all of the matters required to be contained therein by Sections 5898.22 and 5898.23 of Chapter 29; and

WHEREAS, the Resolution of Intention ordered a public hearing to be held on this date for the purposes of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, as required by Section 5898.24 of Chapter 29 and the Resolution of Intention, California Communities caused publication of a notice of public hearing for the purpose of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, on this date, California Communities held a noticed public hearing as required by Chapter 29 at which the Report was summarized and all persons who were present were given an opportunity to comment upon, object to, or present evidence with regard to the proposed CaliforniaFIRST program within the boundaries of the County, the extent of the area

proposed to be included within the CaliforniaFIRST program, the terms and conditions of the draft Agreement attached as an exhibit to the Report, and the proposed financing provisions; and

WHEREAS, as required by Section 5898.24 of Chapter 29, the Secretary, on behalf of the Commission, provided written notice of the proposed CaliforniaFIRST program within the boundaries of the County to all water or electric providers within the boundaries of the County not less than 60 days prior to this date;

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

1. The above recitals are true and correct.
2. The provisions of the Resolution of Intention are hereby incorporated in this Resolution by this reference.
3. The Report and the component parts thereof, including each exhibit incorporated by reference in the Report, is hereby approved and confirmed. The Program Manager for the CaliforniaFIRST program is hereby authorized to make such changes to the matters addressed by the Report, including but not limited to the list of Authorized Improvements, the draft Agreement and the plan for financing installation of the Authorized Improvements, as such Program Manager determines are appropriate in connection with implementation of the CaliforniaFIRST program within the boundaries of the County.
4. California Communities hereby establishes the CaliforniaFIRST program within the boundaries of the County and orders its implementation consistent with the provisions of the Report and Section 3 of this Resolution.
5. California Communities hereby approves the forms of the Agreement attached to the Report, with such additions thereto and changes therein as any Authorized Signatory of California Communities (as designated by a current resolution of the Commission), in consultation with bond counsel and general counsel to California Communities, deems necessary, desirable or appropriate, the execution of which by an Authorized Signatory shall be conclusive evidence of the approval of any such additions and changes. An Authorized Signatory is hereby authorized and directed to execute Agreements with property owners in order to provide for the levy of contractual assessments to finance installation of Authorized Improvements. California Communities hereby authorizes the performance by California Communities of its obligations under such Agreements.
6. California Communities hereby orders that the Authorized Improvements identified in the Agreements be made and confirms the contractual assessments to finance installation of the Authorized Improvements to be levied by the Agreements.
7. In connection with execution of an Agreement with a property owner participating in the CaliforniaFIRST program, the Secretary is hereby directed to cause to be recorded in the office of the County Recorder the various notices and other documents required by Chapter 29 and other applicable laws.

8. The Program Manager is hereby authorized and directed to prepare the auditor's record for the CaliforniaFIRST program within the boundaries of the County and to transmit the auditor's record to the County Auditor of the County.

9. All actions heretofore taken by the officers and agents of California Communities with respect to the matters contemplated by this Resolution and the Report are hereby approved, confirmed and ratified, and the proper officers of California Communities, including an Authorized Signatory, are hereby authorized, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, assignments, notes and other documents which they, or any of them, may deem necessary or advisable in order to consummate the matters contemplated by this Resolution and the Report.

10. In order to provide for the efficient and economic financing of the installation of Authorized Improvements, the Commission hereby creates (i) a "Residential Pool," in which properties (most of which shall be residential) shall be placed from time to time by the Program Manager and (ii) a "Non-Residential Pool," in which properties (most of which shall be non-residential) shall be placed from time to time by the Program Manager. By separate resolutions, the Commission will authorize (i) the issuance of limited obligation improvement bonds secured by contractual assessments in the Residential Pool only, (ii) the issuance of limited obligation improvement bonds secured by contractual assessments in the Non-Residential Pool only and (iii) the issuance of limited obligation improvement bonds secured by contractual assessments levied on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool.

11. This resolution shall take effect immediately upon its adoption.

* * * * *

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

RESOLUTION NO. _____

**RESOLUTION CONFIRMING REPORT RELATING TO THE FINANCING OF
THE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE
ENERGY SOURCES AND ENERGY EFFICIENCY AND WATER EFFICIENCY
IMPROVEMENTS AND APPROVING AND ORDERING OTHER RELATED
MATTERS**

COUNTY OF NAPA

WHEREAS, the California Statewide Communities Development Authority ("California Communities") is authorized under the authority granted California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California ("Chapter 29") to levy contractual assessments to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property ("Authorized Improvements"); and

WHEREAS, Chapter 29 authorizes California Communities to enter into contractual assessments to finance the installation of Authorized Improvements in the County of Napa (the "County"); and

WHEREAS, on September 26, 2013, pursuant to Resolution No. 13R-22 (the "Resolution of Intention"), California Communities declared its intention to establish a CaliforniaFIRST program in the County, pursuant to which California Communities would enter into contractual assessments to finance the installation of Authorized Improvements in the County; and

WHEREAS, the Resolution of Intention ordered the Program Manager for the CaliforniaFIRST program to prepare and file with the Commission a report (the "Report") addressing all of the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a draft agreement (the "Agreement") between the Authority and property owners participating in the CaliforniaFIRST program providing for payment of contractual assessments; and

WHEREAS, the Report is on file with the Secretary of the Commission and the Report contains all of the matters required to be contained therein by Sections 5898.22 and 5898.23 of Chapter 29; and

WHEREAS, the Resolution of Intention ordered a public hearing to be held on this date for the purposes of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, as required by Section 5898.24 of Chapter 29 and the Resolution of Intention, California Communities caused publication of a notice of public hearing for the purpose of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, on this date, California Communities held a noticed public hearing as required by Chapter 29 at which the Report was summarized and all persons who were present were given an opportunity to comment upon, object to, or present evidence with regard to the proposed CaliforniaFIRST program within the boundaries of the County, the extent of the area

proposed to be included within the CaliforniaFIRST program, the terms and conditions of the draft Agreement attached as an exhibit to the Report, and the proposed financing provisions; and

WHEREAS, as required by Section 5898.24 of Chapter 29, the Secretary, on behalf of the Commission, provided written notice of the proposed CaliforniaFIRST program within the boundaries of the County to all water or electric providers within the boundaries of the County not less than 60 days prior to this date;

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

1. The above recitals are true and correct.
2. The provisions of the Resolution of Intention are hereby incorporated in this Resolution by this reference.
3. The Report and the component parts thereof, including each exhibit incorporated by reference in the Report, is hereby approved and confirmed. The Program Manager for the CaliforniaFIRST program is hereby authorized to make such changes to the matters addressed by the Report, including but not limited to the list of Authorized Improvements, the draft Agreement and the plan for financing installation of the Authorized Improvements, as such Program Manager determines are appropriate in connection with implementation of the CaliforniaFIRST program within the boundaries of the County.
4. California Communities hereby establishes the CaliforniaFIRST program within the boundaries of the County and orders its implementation consistent with the provisions of the Report and Section 3 of this Resolution.
5. California Communities hereby approves the forms of the Agreement attached to the Report, with such additions thereto and changes therein as any Authorized Signatory of California Communities (as designated by a current resolution of the Commission), in consultation with bond counsel and general counsel to California Communities, deems necessary, desirable or appropriate, the execution of which by an Authorized Signatory shall be conclusive evidence of the approval of any such additions and changes. An Authorized Signatory is hereby authorized and directed to execute Agreements with property owners in order to provide for the levy of contractual assessments to finance installation of Authorized Improvements. California Communities hereby authorizes the performance by California Communities of its obligations under such Agreements.
6. California Communities hereby orders that the Authorized Improvements identified in the Agreements be made and confirms the contractual assessments to finance installation of the Authorized Improvements to be levied by the Agreements.
7. In connection with execution of an Agreement with a property owner participating in the CaliforniaFIRST program, the Secretary is hereby directed to cause to be recorded in the office of the County Recorder the various notices and other documents required by Chapter 29 and other applicable laws.

8. The Program Manager is hereby authorized and directed to prepare the auditor's record for the CaliforniaFIRST program within the boundaries of the County and to transmit the auditor's record to the County Auditor of the County.

9. All actions heretofore taken by the officers and agents of California Communities with respect to the matters contemplated by this Resolution and the Report are hereby approved, confirmed and ratified, and the proper officers of California Communities, including an Authorized Signatory, are hereby authorized, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, assignments, notes and other documents which they, or any of them, may deem necessary or advisable in order to consummate the matters contemplated by this Resolution and the Report.

10. In order to provide for the efficient and economic financing of the installation of Authorized Improvements, the Commission hereby creates (i) a "Residential Pool," in which properties (most of which shall be residential) shall be placed from time to time by the Program Manager and (ii) a "Non-Residential Pool," in which properties (most of which shall be non-residential) shall be placed from time to time by the Program Manager. By separate resolutions, the Commission will authorize (i) the issuance of limited obligation improvement bonds secured by contractual assessments in the Residential Pool only, (ii) the issuance of limited obligation improvement bonds secured by contractual assessments in the Non-Residential Pool only and (iii) the issuance of limited obligation improvement bonds secured by contractual assessments levied on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool.

11. This resolution shall take effect immediately upon its adoption.

* * * * *

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

RESOLUTION NO. _____

**RESOLUTION CONFIRMING REPORT RELATING TO THE FINANCING OF
THE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE
ENERGY SOURCES AND ENERGY EFFICIENCY AND WATER EFFICIENCY
IMPROVEMENTS AND APPROVING AND ORDERING OTHER RELATED
MATTERS**

COUNTY OF TULARE

WHEREAS, the California Statewide Communities Development Authority ("California Communities") is authorized under the authority granted California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California ("Chapter 29") to levy contractual assessments to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property ("Authorized Improvements"); and

WHEREAS, Chapter 29 authorizes California Communities to enter into contractual assessments to finance the installation of Authorized Improvements in the County of Tulare (the "County"); and

WHEREAS, on September 26, 2013, pursuant to Resolution No. 13R-23 (the "Resolution of Intention"), California Communities declared its intention to establish a CaliforniaFIRST program in the County, pursuant to which California Communities would enter into contractual assessments to finance the installation of Authorized Improvements in the County; and

WHEREAS, the Resolution of Intention ordered the Program Manager for the CaliforniaFIRST program to prepare and file with the Commission a report (the "Report") addressing all of the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a draft agreement (the "Agreement") between the Authority and property owners participating in the CaliforniaFIRST program providing for payment of contractual assessments; and

WHEREAS, the Report is on file with the Secretary of the Commission and the Report contains all of the matters required to be contained therein by Sections 5898.22 and 5898.23 of Chapter 29; and

WHEREAS, the Resolution of Intention ordered a public hearing to be held on this date for the purposes of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, as required by Section 5898.24 of Chapter 29 and the Resolution of Intention, California Communities caused publication of a notice of public hearing for the purpose of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of the County or any of its particulars; and

WHEREAS, on this date, California Communities held a noticed public hearing as required by Chapter 29 at which the Report was summarized and all persons who were present were given an opportunity to comment upon, object to, or present evidence with regard to the proposed CaliforniaFIRST program within the boundaries of the County, the extent of the area

proposed to be included within the CaliforniaFIRST program, the terms and conditions of the draft Agreement attached as an exhibit to the Report, and the proposed financing provisions; and

WHEREAS, as required by Section 5898.24 of Chapter 29, the Secretary, on behalf of the Commission, provided written notice of the proposed CaliforniaFIRST program within the boundaries of the County to all water or electric providers within the boundaries of the County not less than 60 days prior to this date;

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

1. The above recitals are true and correct.
2. The provisions of the Resolution of Intention are hereby incorporated in this Resolution by this reference.
3. The Report and the component parts thereof, including each exhibit incorporated by reference in the Report, is hereby approved and confirmed. The Program Manager for the CaliforniaFIRST program is hereby authorized to make such changes to the matters addressed by the Report, including but not limited to the list of Authorized Improvements, the draft Agreement and the plan for financing installation of the Authorized Improvements, as such Program Manager determines are appropriate in connection with implementation of the CaliforniaFIRST program within the boundaries of the County.
4. California Communities hereby establishes the CaliforniaFIRST program within the boundaries of the County and orders its implementation consistent with the provisions of the Report and Section 3 of this Resolution.
5. California Communities hereby approves the forms of the Agreement attached to the Report, with such additions thereto and changes therein as any Authorized Signatory of California Communities (as designated by a current resolution of the Commission), in consultation with bond counsel and general counsel to California Communities, deems necessary, desirable or appropriate, the execution of which by an Authorized Signatory shall be conclusive evidence of the approval of any such additions and changes. An Authorized Signatory is hereby authorized and directed to execute Agreements with property owners in order to provide for the levy of contractual assessments to finance installation of Authorized Improvements. California Communities hereby authorizes the performance by California Communities of its obligations under such Agreements.
6. California Communities hereby orders that the Authorized Improvements identified in the Agreements be made and confirms the contractual assessments to finance installation of the Authorized Improvements to be levied by the Agreements.
7. In connection with execution of an Agreement with a property owner participating in the CaliforniaFIRST program, the Secretary is hereby directed to cause to be recorded in the office of the County Recorder the various notices and other documents required by Chapter 29 and other applicable laws.

8. The Program Manager is hereby authorized and directed to prepare the auditor's record for the CaliforniaFIRST program within the boundaries of the County and to transmit the auditor's record to the County Auditor of the County.

9. All actions heretofore taken by the officers and agents of California Communities with respect to the matters contemplated by this Resolution and the Report are hereby approved, confirmed and ratified, and the proper officers of California Communities, including an Authorized Signatory, are hereby authorized, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, assignments, notes and other documents which they, or any of them, may deem necessary or advisable in order to consummate the matters contemplated by this Resolution and the Report.

10. In order to provide for the efficient and economic financing of the installation of Authorized Improvements, the Commission hereby creates (i) a "Residential Pool," in which properties (most of which shall be residential) shall be placed from time to time by the Program Manager and (ii) a "Non-Residential Pool," in which properties (most of which shall be non-residential) shall be placed from time to time by the Program Manager. By separate resolutions, the Commission will authorize (i) the issuance of limited obligation improvement bonds secured by contractual assessments in the Residential Pool only, (ii) the issuance of limited obligation improvement bonds secured by contractual assessments in the Non-Residential Pool only and (iii) the issuance of limited obligation improvement bonds secured by contractual assessments levied on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool.

11. This resolution shall take effect immediately upon its adoption.

* * * * *

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING ISSUANCE OF REVENUE BONDS,
APPROVING AND DIRECTING THE EXECUTION OF RELATED
DOCUMENTS AND APPROVING RELATED DOCUMENTS AND
ACTIONS**

WHEREAS, the Authority is a joint exercise of powers authority duly organized and existing under the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), and is authorized pursuant to Article 4 of the Act (the "Bond Law") to borrow money for the purpose of financing the acquisition of bonds, notes and other obligations to provide financing or refinancing for public capital improvements of local agencies within the State of California; and

WHEREAS, the Authority is authorized to act under Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (the "Program Law") to establish programs to finance the installation of distributed generation renewable energy, energy efficiency and water efficiency improvements (the "Authorized Improvements"), which improvements the Authority is authorized to finance pursuant to Section 6546 of the Act; and

WHEREAS, the Authority previously established CaliforniaFIRST programs under the Program Law in 14 counties of the State (the "Initial Programs");

WHEREAS, the Authority has undertaken proceedings pursuant to the Program Law in three additional counties of the State to establish CaliforniaFIRST programs (the "Additional Programs," and collectively with the Initial Programs, the "Programs") that, like the Initial Programs, would finance the installation of Authorized Improvements on (i) properties that the Authority has placed into a "residential pool" of properties for those Programs (collectively, the "Residential Pool"), (ii) properties that the Authority has placed into a "non-residential pool" of properties for those Programs (collectively, the "Non-Residential Pool") and (iii) properties that the Authority has not placed into either the Residential Pool or the Non-Residential Pool (the "Non-Pooled Properties"); and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more series of local obligation bonds (the "Residential Pool Assessment Bonds") for the purposes of financing the installation of Authorized Improvements on properties in the Residential Pool; and

WHEREAS, in order to issue and sell the Residential Pool Assessment Bonds and finance the installation of Authorized Improvements on properties in the Residential Pool in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Residential Pool), in one or more series (the "Residential Pool Revenue Bonds"), all pursuant to and secured by an Indenture (as defined below) in the manner provided herein, for the purpose of providing the funds required to acquire the Residential Pool Assessment Bonds; and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more

series of local obligation bonds (the “Non-Residential Pool Assessment Bonds”) for the purposes of financing the installation of Authorized Improvements on properties in the Non-Residential Pool; and

WHEREAS, in order to issue and sell the Non-Residential Pool Assessment Bonds and to finance the installation of Authorized Improvements on properties in the Non-Residential Pool in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Non-Residential Pool), in one or more series (the “Non-Residential Pool Revenue Bonds”), all pursuant to and secured by an Indenture in the manner provided herein, for the purpose of providing the funds required to acquire the Non-Residential Pool Assessment Bonds; and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more series of local obligation bonds (the “Non-Pooled Assessment Bonds”; together with the Residential Pool Assessment Bonds and the Non-Residential Pool Assessment Bonds, the “Assessment Bonds”) for the purposes of financing the installation of Authorized Improvements on Non-Pooled Properties; and

WHEREAS, in order to issue and sell the Non-Pooled Assessment Bonds and to finance the installation of Authorized Improvements on the Non-Pooled Properties in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Non-Pooled Properties), in one or more series (the “Non-Pooled Revenue Bonds”), all pursuant to and secured by an Indenture in the manner provided herein, for the purpose of providing the funds required to acquire the Non-Pooled Assessment Bonds;

WHEREAS, the Commission authorized all proceedings relating to the issuance of the Residential Pool Revenue Bonds, the Non-Residential Pool Revenue Bonds and the Non-Pooled Revenue Bonds (collectively, the “Revenue Bonds”) in connection with the Initial Programs pursuant to its Resolution No. 10R-43, adopted on March 10, 2010; and

WHEREAS, the Commission of the Authority wishes at this time to authorize all proceedings relating to the issuance of the Revenue Bonds in connection with the Additional Programs, and any additional CaliforniaFIRST programs that the Authority determines to establish in the future (the “Future Programs”), to acquire the applicable Assessment Bonds, and to approve the execution and delivery of all agreements and documents relating thereto; and

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

1. Pursuant to the Bond Law, the Commission hereby finds and determines that the issuance of the Revenue Bonds will result in savings in effective interest rates, bond underwriting costs and bond issuance costs and thereby result in significant public benefits within the contemplation of Section 6586 of the Bond Law.

2. The Commission hereby authorizes the issuance of one or more series of the Revenue Bonds under and pursuant to the Bond Law. The Revenue Bonds shall be issued pursuant to a Master Revenue Bond Indenture (the “Master Indenture”), as supplemented by one or more Supplemental Revenue Bond Indentures (each, a “Supplemental Indenture;”

collectively with the Master Indenture, the "Indenture"), between the Authority and a corporate bank trustee (the "Trustee").

3. With respect to the Revenue Bonds, the Commission hereby approves the Master Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. With respect to the Revenue Bonds, the Commission hereby authorizes and directs an Authorized Signatory to execute the final form of the Master Indenture for and in the name of the Authority. With respect to the Revenue Bonds, the Commission hereby authorizes the delivery and performance of the Master Indenture.

4. With respect to the Revenue Bonds, the Commission hereby approves the form of the Supplemental Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory, and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. With respect to Revenue Bonds, the Commission hereby authorizes and directs an Authorized Signatory to execute the final form of each Supplemental Indenture for and in the name of the Authority. With respect to the Revenue Bonds, the Commission hereby authorizes the delivery and performance of each Supplemental Indenture.

5. No Revenue Bonds shall be issued until such time as (i) an Authorized Signatory has caused a preliminary Official Statement describing the Revenue Bonds and the security for the Revenue Bonds to be prepared and caused such preliminary Official Statement to be submitted to this Commission for its approval and (ii) the conditions for issuance of Revenue Bonds set forth in the Master Indenture have been satisfied.

6. With respect to the Revenue Bonds, the Commission hereby authorizes an Authorized Signatory, in consultation with the Authority's general counsel and its bond counsel, to initiate and prosecute judicial validation proceedings with respect to the Master Indenture; the Supplemental Indenture; the Revenue Bonds and related Assessment Bonds; and all related matters pursuant to Code of Civil Procedure Section 860. The Commission hereby authorizes the Authorized Signatory to initiate judicial validation proceedings in a separate action for each Program or on a collective basis for all Programs, in its discretion.

7. Each Authorized Signatory of the Commission is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which such Authorized Signatory may deem necessary or advisable in order to consummate the issuance and sale of the Revenue Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to sale and issuance of the Revenue Bonds are hereby approved, confirmed and ratified.

8. This resolution shall take effect from and after its adoption.

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

Item VII

Approve resolution for County of Sacramento and County of Ventura California FIRST programs, in each case (I) authorizing the issuance of non-pooled local obligation bonds and (II) approving related documents and matters.

SUMMARY AND APPROVALS

PROGRAM: CALIFORNIAFIRST
PURPOSE: CONSIDERATION AND APPROVAL OF CALIFORNIAFIRST PROJECTS FOR THE
COUNTY OF SACRAMENTO AND COUNTY OF VENTURA
DATE: OCTOBER 24, 2013

Background/Discussion:

In 2010, the Commission formed the CaliforniaFirst program to finance energy efficient projects through a contractual assessment. The following is an outline of the two commercial projects (the “Projects”) for approval in Sacramento County and Ventura County. The Projects meet the criteria established by the Commission to participate in the CaliforniaFIRST program.

Projects:

Child Abuse Prevention Center (Roseville, Sacramento County)

Bond Amount/Uses: \$186,277 for HVAC and energy efficiency upgrades.
Savings: 73,264 kWh will be saved annually resulting in a 26.4% energy savings.
Bond Purchaser: Clean Fund
Interest Rate: 7.25%
Bond Counsel: Jones Hall, San Francisco

CPS Partners (Ventura, Ventura County)

Bond Amount/Uses: \$108,295 for HVAC, Cool Roof and energy efficiency upgrades.
Savings: Approximately 20% annual energy savings resulting from the upgrades installed.
Bond Purchaser: Smith Family Trust
Interest Rate: 6.75%
Bond Counsel: Jones Hall, San Francisco

Financing Approvals:

Based on the overall public benefit of the financing and meeting the Authority's finance related policies it is submitted that the Authority approve the Resolution as submitted, which:

1. Approves the issuance of the Bonds,
2. Approves all necessary actions and documents for the financing; and
3. Authorizes any member of the Board or Authorized Signatory to sign all necessary documents.

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING ISSUANCE OF BONDS CAPTIONED
“CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT
AUTHORITY, CALIFORNIA FIRST LIMITED OBLIGATION
IMPROVEMENT BONDS, SERIES 2013-NR1,” APPROVING AND
DIRECTING THE EXECUTION OF RELATED DOCUMENTS AND
APPROVING RELATED DOCUMENTS AND ACTIONS**

WHEREAS, this Commission has conducted proceedings under Resolution No. 10R-5, entitled “Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements” (the “Resolution of Intention”), which this Commission adopted on January 27, 2010, under Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (the “Act”), to authorize the levy of contractual assessments to finance the installation of distributed generation renewable energy sources, and energy efficiency and water efficiency improvements that are permanently fixed to real property (the “Authorized Improvements”), all as described therein; and

WHEREAS, as a result of its proceedings under a resolution adopted on March 10, 2010, entitled “Resolution Confirming Report Relating to the Financing of Installation of Distributed Generation Renewable Energy Sources, and Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters” (the “Resolution Confirming Report”), which this Commission adopted on March 10, 2010, the Authority has established the CaliforniaFIRST Program in the County of Sacramento (the “County”); and

WHEREAS, pursuant to the Act and the Resolution Confirming Report, (i) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the County that the Authority has placed into a “residential pool” of properties (the “Residential Pool”), (ii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the County that the Authority has placed into a “non-residential pool” of properties (the “Non-Residential Pool”) and (iii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool (the “Non-Pooled Properties”); and

WHEREAS, pursuant to the Resolution Confirming Report, this Commission, among other things, confirmed and approved a report that, as subsequently amended, addressed all the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a form of assessment contract between the Authority and property owners participating in the CaliforniaFIRST Program providing for payment of contractual assessments; and

WHEREAS, pursuant to the Resolution of Intention, this Commission has provided for the issuance of one or more series of improvement bonds pursuant to the Improvement Bond Act of 1915, Division 10 of the Streets and Highways Code of the State of California (the “Bond Law”); and

WHEREAS, this Commission adopted its Resolution No. 10R-51 for the County on March 10, 2010, entitled "A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions" (the "Program Resolution of Issuance"), pursuant to which it (among other things) authorized the issuance of one or more series of local obligation bonds secured by contractual assessments levied on Non-Pooled Properties ("Non-Pooled Bonds") and approved a form of indenture for Non-Pooled Bonds ("Non-Pooled Indenture"); and

WHEREAS, on August 17, 2012, the Superior Court of the County of Sacramento filed a default judgment in the validation action entitled "California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities' "CaliforniaFIRST" Property Assessed Clean Energy ("PACE") Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto," Case No. 34-2012-00121447, pursuant to which, among other things, the court ordered that all persons are thereby permanently enjoined and restrained from the institution of any action or proceeding challenging, inter alia, the validity of the contractual assessments and forms of the assessment contract, Non-Pooled Bonds, and Non-Pooled Indenture; and

WHEREAS, the Authority wishes to issue a series of Non-Pooled Bonds to be captioned "California Statewide Communities Development Authority, California FIRST Limited Obligation Improvement Bonds, Series 2013-NR1" (the "Bonds") for the purpose of providing financing for Authorized Improvements to Assessor's Parcel No. 240-0550-062-0000 located within the County; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act and the Bond Law;

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

1. Pursuant to the Bond Law, this Resolution and the Indenture (the "Indenture") between the Authority and Wilmington Trust, National Association, as trustee, the Bonds are hereby authorized to be issued in the aggregate principal amount not to exceed \$200,000. The Bonds shall be executed in the form, mature, and be payable in the priorities and bear interest at the rates as provided in the Indenture, which the Commission confirms is substantially in the form approved by it under the Program Resolution of Issuance. The Commission finds that the issuance of the Bonds complies with the Act, Bond Law and Program Resolution of Issuance.

2. The Commission hereby approves the Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Indenture for and in the name of the Authority for the Bonds. The Commission hereby authorizes the delivery and performance of the Indenture for the Bonds.

3. The Commission hereby approves the assessment contract entitled "Agreement to Pay Assessment and Finance Improvements" (the "Assessment Contract") in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Assessment Contract for and in the name of the Authority in connection with the issuance of the Bonds. The Commission hereby authorizes the delivery and performance of the Assessment Contract in connection with the Bonds.

4. Each Authorized Signatory of the Authority is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and direct recordation with the County recorder of a Payment of Contractual Assessment Required (pursuant to Section 5898.24(d)(1) of the Act) and notice of assessment (pursuant to Section 5898.32 of the Act) and do any and all other things and take any and all other actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, that they, or any of them, may deem necessary or advisable in order to consummate the issuance and sale of the Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

5. This resolution shall take effect from and after its adoption.

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING ISSUANCE OF BONDS CAPTIONED
“CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT
AUTHORITY, CALIFORNIA FIRST LIMITED OBLIGATION
IMPROVEMENT BONDS, SERIES 2013-NR2,” APPROVING AND
DIRECTING THE EXECUTION OF RELATED DOCUMENTS AND
APPROVING RELATED DOCUMENTS AND ACTIONS**

WHEREAS, this Commission has conducted proceedings under Resolution No. 10R-13, entitled “Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements” (the “Resolution of Intention”), which this Commission adopted on January 27, 2010, under Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (the “Act”), to authorize the levy of contractual assessments to finance the installation of distributed generation renewable energy sources, and energy efficiency and water efficiency improvements that are permanently fixed to real property (the “Authorized Improvements”), all as described therein; and

WHEREAS, as a result of its proceedings under a resolution adopted on March 10, 2010, entitled “Resolution Confirming Report Relating to the Financing of Installation of Distributed Generation Renewable Energy Sources, and Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters” (the “Resolution Confirming Report”), which this Commission adopted on March 10, 2010, the Authority has established the CaliforniaFIRST Program in the County of Ventura (the “County”); and

WHEREAS, pursuant to the Act and the Resolution Confirming Report, (i) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the County that the Authority has placed into a “residential pool” of properties (the “Residential Pool”), (ii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the County that the Authority has placed into a “non-residential pool” of properties (the “Non-Residential Pool”) and (iii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool (the “Non-Pooled Properties”); and

WHEREAS, pursuant to the Resolution Confirming Report, this Commission, among other things, confirmed and approved a report that, as subsequently amended, addressed all the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a form of assessment contract between the Authority and property owners participating in the CaliforniaFIRST Program providing for payment of contractual assessments; and

WHEREAS, pursuant to the Resolution of Intention, this Commission has provided for the issuance of one or more series of improvement bonds pursuant to the Improvement Bond Act of 1915, Division 10 of the Streets and Highways Code of the State of California (the “Bond Law”); and

WHEREAS, this Commission adopted its Resolution No. 10R-57 for the County on March 10, 2010, entitled "A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions" (the "Program Resolution of Issuance"), pursuant to which it (among other things) authorized the issuance of one or more series of local obligation bonds secured by contractual assessments levied on Non-Pooled Properties ("Non-Pooled Bonds") and approved a form of indenture for Non-Pooled Bonds ("Non-Pooled Indenture"); and

WHEREAS, on August 17, 2012, the Superior Court of the County of Sacramento filed a default judgment in the validation action entitled "California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities' "CaliforniaFIRST" Property Assessed Clean Energy ("PACE") Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto," Case No. 34-2012-00121447, pursuant to which, among other things, the court ordered that all persons are thereby permanently enjoined and restrained from the institution of any action or proceeding challenging, inter alia, the validity of the contractual assessments and forms of the assessment contract, Non-Pooled Bonds, and Non-Pooled Indenture; and

WHEREAS, the Authority wishes to issue a series of Non-Pooled Bonds to be captioned "California Statewide Communities Development Authority, California FIRST Limited Obligation Improvement Bonds, Series 2013-NR2" (the "Bonds") for the purpose of providing financing for Authorized Improvements to Assessor's Parcel No. 073-0-042-010 located within the County; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act and the Bond Law;

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

1. Pursuant to the Bond Law, this Resolution and the Indenture (the "Indenture") between the Authority and Wilmington Trust, National Association, as trustee, the Bonds are hereby authorized to be issued in the aggregate principal amount not to exceed \$125,000. The Bonds shall be executed in the form, mature, and be payable in the priorities and bear interest at the rates as provided in the Indenture, which the Commission confirms is substantially in the form approved by it under the Program Resolution of Issuance. The Commission finds that the issuance of the Bonds complies with the Act, Bond Law and Program Resolution of Issuance.

2. The Commission hereby approves the Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Indenture for and in the name of the Authority for the Bonds. The Commission hereby authorizes the delivery and performance of the Indenture for the Bonds.

3. The Commission hereby approves the assessment contract entitled "Agreement to Pay Assessment and Finance Improvements" (the "Assessment Contract") in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Assessment Contract for and in the name of the Authority in connection with the issuance of the Bonds. The Commission hereby authorizes the delivery and performance of the Assessment Contract in connection with the Bonds.

4. Each Authorized Signatory of the Authority is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and direct recordation with the County recorder of a Payment of Contractual Assessment Required (pursuant to Section 5898.24(d)(1) of the Act) and notice of assessment (pursuant to Section 5898.32 of the Act) and do any and all other things and take any and all other actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, that they, or any of them, may deem necessary or advisable in order to consummate the issuance and sale of the Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

5. This resolution shall take effect from and after its adoption.

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

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority