



CSCDA
 CALIFORNIA STATEWIDE COMMUNITIES
 DEVELOPMENT AUTHORITY



REGULAR MEETING AGENDA

November 17, 2016 at 2:00 p.m.

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

Telephonic Locations:

709 Portwalk Place
 Redwood City, CA 94061

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

City of Auburn
 1225 Lincoln Way, Auburn, CA 95603

County of Monterey
 168 Alisal Street, Salinas, CA 93901

County of Butte
 7 County Drive, Oroville, CA 95965

A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

<input type="checkbox"/> Dan Harrison, Chair <input type="checkbox"/> Larry Combs, Vice Chair <input type="checkbox"/> Kevin O'Rourke, Treasurer <input type="checkbox"/> Ron Holly, Secretary	<input type="checkbox"/> Tim Snellings, Member <input type="checkbox"/> Dan Mierzwa, Member <input type="checkbox"/> Irwin Bornstein, Member <input type="checkbox"/> Brian Moura, Alt. Member
---	---
2. Consideration of the minutes of the November 3, 2016 Regular Meeting.
3. Consideration of the Consent Calendar.
4. Public Comment.

B. ITEMS FOR CONSIDERATION

5. Consideration of the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
 - a. Trower Housing Partners, L.P. (Rocky Hill Veterans Apartments), City of Vacaville, County of Solano; issue up to \$12,000,000 in in multi-family housing revenue bonds.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2016 at ___: __ __m, Signed _____ . Please email signed page to info@cscda.org

- b. The Salvation Army Bell Oasis Apartments, L.P. (The Salvation Army Bell Oasis Apartments), City of Bell, County of Los Angeles; issue up to \$14,000,000 in multi-family housing revenue bonds.
 - c. 840 W. Walnut L.P. (Casa Ramon Apartments), City of Orange, County of Orange; issue up to \$22,000,000 in multi-family housing revenue bonds.
 - d. Improved Living (SummerPlace at Lincoln), City of Lincoln, County of Placer; issue up to \$80,000,000 in assisted living facility revenue bonds.
 - e. Rogers Family Foundation (Lighthouse Community Charter School), City of Oakland, County of Alameda; issue up to \$5,500,000 in school facility revenue bonds.
 - f. Guidance Support Services, LLC (Guidance Charter School), City of Palmdale, County of Los Angeles; issue up to \$25,000,000 in school facility revenue bonds.
- 6. Consideration of the issuance of requests for proposals for assessment engineer services to the Statewide Community Infrastructure Program (SCIP).
 - 7. Consideration of the following resolutions for the Statewide Community Infrastructure Program (SCIP) Assessment District (City of Hercules):
 - a. Resolution of intention to finance the payment of capital improvements and development fees, including approval of proposed boundary maps.
 - b. Resolution preliminarily approve the engineer's report, setting the public hearing of protests and providing property owner ballots.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

- 8. Executive Director Update.
- 9. Staff Updates.
- 10. Adjourn.

NEXT MEETING: Thursday, December 1, 2016 at 2:00 p.m.
 League of California Cities
 1400 K Street, 3rd Floor, Sacramento, CA 95814

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CONSENT CALENDAR

1. Consent Calendar

- a. Consideration of Legal Services Agreement with Stradling, Yocca, Carlson & Roth as CSCDA foreclosure counsel under the Open PACE Program.
- b. Consideration of resolution approving a form of funding and acquisition agreement for Community Facilities District No. 2015-01 (University District).
- c. Consideration of resolution ordering the commencement of judicial foreclosure proceedings pursuant to collect delinquent assessment installments levied pursuant to the CaliforniaFIRST PACE program and directing the removal of delinquent assessment installments from the county tax roll.

November 17, 2016



TABLE OF CONTENTS
November 17, 2016

Item 2	November 3, 2016 Regular Meeting Minutes	Page 5
Item 3	Consent Calendar	Page 8
Item 5a	Rocky Hill Veterans Apartments	Page 29
Item 5b	The Salvation Army Bell Oasis Apartments	Page 36
Item 5c	Casa Ramon Apartments	Page 43
Item 5d	SummerPlace at Lincoln	Page 52
Item 5e	Lighthouse Community Charter School	Page 60
Item 5f	Guidance Charter School	Page 67
Item 6	Continued to a Future Meeting	
Item 7a&b	SCIP (City of Hercules)	Page 74

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

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

November 3, 2016

MINUTES

Commission chair Dan Harrison called the meeting to order at 2:00 pm.

1 Roll Call.

Commission members present: Dan Harrison. Irwin Bornstein; Alternate commissioner Brian Moura (representing Kevin O'Rourke); Larry Combs; and Dan Mierzwa participated by conference telephone.

CSCDA Executive Director, Catherine Bando also participated by conference telephone.

Others present included: Perry Stottlemeyer, League of California Cities; and Jon Penkower, Bridge Strategic Partners. James Hamill, Bridge Strategic Partners; and Tricia Ortiz, Richards Watson & Gershon, participated by conference telephone.

2 Approval of the minutes of the October 20, 2016 regular meeting.

Motion to approve by Combs, subject to correction of the start time; second by Mierzwa; unanimously approved by roll-call vote.

3 Approval of consent calendar:

- a Induce Self Help Enterprises (Lindsay Village Apartments), City of Lindsay, County of Tulare; issue up to \$18 million in multi-family housing revenue bonds.
- b Induce Alamo Garden Family Apartments, LP (Alamo Gardens Apartments), City of Vacaville, County of Solano; issue up to \$30 million in multi-family housing revenue bonds.
- c Induce C&C Development Co., LLC (Mission Trail Apartments), City of Lake Elsinore, County of Riverside; issue up to \$25 million in multi-family housing revenue bonds.

Motion to approve consent calendar by Bornstein; second by Mierzwa; unanimously approved by roll-call vote.

4 Public comment.

None.

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

- a Hebrew Home for Aged Disabled (Jewish Home of San Francisco), City and County of San Francisco; issue up to \$150 million in nonprofit revenue bonds.

Executive Director Bando explained that this project is for the acquisition, construction, improvement, equipping and furnishing of a continuing care retirement facility located on nine acres in San Francisco. The 30-year fixed rate bonds will be offered publicly. Bando indicated that the financing complies with CSCDA's general and issuance policies, subject to TEFRA approval, and she recommends approval.

Motion to approve Executive Director Bando's recommendation, subject to TEFRA approval, by Mierzwa; second by Combs; unanimously approved by roll-call vote.

- b Hollenbeck Palms, City of Los Angeles, County of Los Angeles; issue up to \$25 million in nonprofit revenue bonds.

Executive Director Bando explained that this project is for the refinancing of existing 2007 CSCDA bonds relating to continuing care retirement facilities located on eight acres in Los Angeles. The refinancing will result in significant savings for the borrower. The 21-year fixed rate bonds will be placed privately. Bando indicated that the financing complies with CSCDA's general and issuance policies and she recommends approval.

Motion to approve Executive Director Bando's recommendation by Combs; second by Mierzwa; unanimously approved by roll-call vote.

- c Watts Arm I Renewal, LP (Watts Arms I Apartments), City of Los Angeles, County of Los Angeles; issue up to \$23 million in multi-family housing revenue bonds.

Executive Director Bando excused herself from the meeting for this item due to a personal conflict of interest.

Jon Penkower explained that this project is for the acquisition and rehabilitation of a 104-unit affordable housing project located on 6.58 acres in Los Angeles. The borrower has been developing such projects since 1991 and is now moving into the California market. This will be its first financing through CSCDA. The 35-year unrated bonds will be directly placed. Staff indicates that the financing complies with CSCDA's general and issuance policies and guidelines and recommends approval.

Motion to approve staff's recommendation by Bornstein; second by Combs; unanimously approved by roll-call vote.

6 Executive Director update.

Executive Director Bando explained that she represented CSCDA at the recent County Administrative Officers Association conference in Monterey. CSAC's annual conference will be in December, and she

and James will man a booth in their exhibit hall. Also, she will attend a California Council for Affordable Housing (CCAH) meeting next week in San Diego.

7 Staff updates.

Jon Penkower indicated that the end of the calendar year will be very busy with multiple closings, and Bridge Strategic Partners is looking forward to a strong performance in 2017.

8 Chair Dan Harrison adjourned the meeting at 2:16 pm.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, November 17, at 2:00 pm
in California Association of Counties' office at 1100 K Street, 1st Floor, Sacramento, California.*



Agenda Item No. 3

Agenda Report

DATE: November 17, 2016
TO: CSCDA COMMISSIONERS
FROM: Cathy Bando, Executive Director
PURPOSE: Consent Calendar

SUMMARY:

- a. Consideration of Legal Services Agreement with Stradling, Yocca Carlson & Roth (SYCR) as CSCDA foreclosure counsel under the Open PACE Program.
Agreement for services with SYCR to serve as foreclosure counsel for CSCDA under the Open PACE program. Richards, Watson & Gershon has reviewed and approved the form and content of the agreement. All fees to be paid via the administrative fees and/or by the property owner. SYCR provides similar services for the CSCDA SCIP program.

- b. Consideration of resolution approving a form of funding and acquisition agreement for Community Facilities District No. 2015-01 (University District).
CSCDA issued bonds for the above referenced project for the City of Rohnert Park (the "City") and Brookfield Homes. The financing included infrastructure costs that the City needs to access. The agreement and resolution authorize CSCDA and the City to enter into such agreement releasing certain funds. Orrick, Herrington & Sutcliffe has reviewed and approved the resolution and agreement.

- c. Consideration of resolution ordering the commencement of judicial foreclosure proceedings pursuant to collect delinquent assessment installments levied pursuant to the CaliforniaFIRST PACE program and directing the removal of delinquent assessment installments from the county tax roll.
Pursuant to the indenture for the CSCDA PACE programs the Authority is required to initiate foreclosure proceedings and strip the assessment from the county tax roll where a property owner is delinquent for two pay periods. Each property owner has been sent three notices of the delinquency and request for payment. The delinquencies are for three property owners in San Mateo County, Yolo County and San Diego County.

Stradling

Attorneys at Law

ALLISON E. BURNS
(949) 725-4187
ABURNS@SYCR.COM

STRADLING YOCCA CARLSON & RAUTH, P.C.
660 NEWPORT CENTER DRIVE, SUITE 1600
NEWPORT BEACH, CA 92660-6422
SYCR.COM

CALIFORNIA
NEWPORT BEACH
SACRAMENTO
SAN DIEGO
SAN FRANCISCO
SANTA BARBARA
SANTA MONICA
COLORADO
DENVER
NEVADA
RENO
WASHINGTON
SEATTLE

September 29, 2016

VIA EMAIL AND U.S. MAIL

James Hamill
Managing Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

***Re: Proposal to Provide Judicial Foreclosure Services to California Statewide
Communities Development Authority***

Dear Mr. Hamill:

We thank you for this opportunity to express our interest in providing services to the California Statewide Communities Development Authority (“CSCDA”) as foreclosure counsel for CSCDA’s Property Assessed Clean Energy (“PACE”) program. Stradling Yocca Carlson & Rauth, a Professional Corporation (“SYCR”), was formed by four attorneys in 1975. SYCR’s primary areas of specialization are public law, litigation, public finance, tax, general corporate law, corporate securities, real estate and labor. SYCR has nine offices in California, Nevada, Washington and Colorado, its main location in Newport Beach, offices in San Francisco, Sacramento, Seattle, Denver and Reno which are devoted entirely to public finance work, and offices in Santa Monica, Santa Barbara and San Diego that are devoted to general corporate work. While the majority of our clients are headquartered here in California, SYCR represents a wide variety of clients located throughout the United States and internationally in connection with their activities across the nation and around the world.

We are recognized as one of the leaders in the State in connection with both our public law practice and public finance practice. Our public law attorneys devote their time exclusively to the representation of the interests of public agencies, including joint powers authorities, water districts, cities, counties, redevelopment agencies, school districts, and special districts of various kinds, and to the supplying of legal services in connection with the financings of such agencies. More information regarding the firm is available at its website at www.sycr.com.

California Statewide Communities Development Authority
September 29, 2016
Page Two

Thank you for your consideration and the opportunity to present this proposal to provide the CSCDA with the superior quality foreclosure services. Please see the enclosed proposal for detailed information concerning the scope, quality and costs of the proposed services

If after reviewing the enclosed proposal, the CSCDA decides to retain SYCR to perform judicial foreclosure services on behalf of the CSCDA, please execute the enclosed Terms of Retention Agreement and return the same to the undersigned.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH



Allison E. Burns

AEB:ace
Enclosures

PROPOSAL OF

**STRADLING YOCCA CARLSON & RAUTH,
A PROFESSIONAL CORPORATION**

TO PROVIDE
JUDICIAL FORECLOSURE SERVICES

TO

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

Date: September 29, 2016

Allison E. Burns
STRADLING YOCCA CARLSON & RAUTH
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
aburns@sycr.com
Direct Line: 949-725-4187
Facsimile: 949-725-4100

General Information/Executive Summary

Stradling Yocca Carlson & Rauth, a Professional corporation (“SYCR”) is recognized as one of the leaders in the state in connection with both public law practice and public finance/bond practice. Approximately 30 members of SYCR practice in the areas of public finance, redevelopment/general public law, and public law litigation, making SYCR one of the largest and most skilled public law firms in the state. SYCR’s public law attorneys devote their time primarily to the representation of the interests of public agencies, including joint powers authorities, water districts, school districts, cities, counties, redevelopment agencies, and special districts of various kinds, and to supplying legal services in connection with the financings of such agencies.

Members of the public law department are recognized experts in their areas and are often called upon to speak at seminars for public agencies, including seminars held by the Association of California Water Agencies, the Coalition for Adequate School Housing, the California Special District Seminars, the California League of Cities, the International Right-of-Way Association, the California Redevelopment Association, National Association of Redevelopment and Housing Officials, the National Association of Bond Lawyers, the California Debt and Investment Advisory Commission, and others.

Qualifications of Personnel with Foreclosure Experience

While the entire resources of SYCR would be available as needed to provide the highest level of legal services to the District, we propose that Allison E. Burns, David Palmer and Colin A. Hendricks be primarily responsible for providing the requested legal services to the District. In addition, Kelly E. Curran, CP would also be called upon to provide paralegal services to the District.

Allison E. Burns is experienced in all aspects of public agency related litigation, foreclosure eminent domain, business contract disputes and CEQA litigation and is a shareholder and head of the firm’s Public Law Litigation Department in Newport Beach. Ms. Burns also serves as the City Attorney to the City of Lancaster and General Counsel to the Chino Basin Desalter Authority, Antelope Valley Transit Authority, Rosamond Community Services District, Antelope Valley Air Quality Management District, Santiago Aqueduct Commission, Santa Margarita/Dana Point Authority and Emerald Bay Service District. She was recently named general counsel to the Antelope Valley Transit Authority and is former general counsel to San Juan Basin Authority. She currently represents numerous cities, school districts special district and redevelopment agencies in various advisory and litigation-related matters. Ms. Burns is a frequent speaker at conferences and seminars for public agencies. Ms. Burns received her J.D. from the University of California at Davis in 1998, where she was Senior Articles Editor of the U.C. Davis Law Review and Articles Editor of the Journal of Juvenile Law and Policy. Ms. Burns served as a judicial extern to Justice Fred K. Morrison of the Third District Court of Appeal of the State of California and to the Honorable Garland E. Burrell of the United States District Court of the Eastern District of California. A copy of Ms. Burns’ resume is enclosed.

David C. Palmer is a senior associate in the Firm’s Public Law Department and devotes almost the entirety of his practice to representation of public agencies. He has significant experience defending public agencies in Brown Act and Public Records Act cases. Mr. Palmer received his B.A. from the University of California, Santa Barbara with majors in Law and Society and Cultural

Anthropology. While attending UCSB Mr. Palmer was included on the Dean's Honor Roll. In 2007, Mr. Palmer received his J.D. from Loyola Law School and was admitted to the California State Bar. While attending Loyola Law School, Mr. Palmer was a two-year member of the nationally ranked Byrne Trial Advocacy Team and winner of the 2007 Byrne Trial Advocate Award. Prior to entering practice, Mr. Palmer participated in the American Board of Trial Advocates (ABOTA) Fellowship in Trial Advocacy. Mr. Palmer joined the Firm in January 2011. Mr. Palmer recently succeeded Ms. Burns as general counsel to the San Juan Basin Authority. Mr. Palmer is experienced in a wide range of public agency representation matters, including, real estate litigation, environmental litigation, foreclosure, eminent domain and other real property disputes. A copy of Mr. Palmer's resume is enclosed.

Colin A. Hendricks is an associate with the Public Law Litigation Department. Mr. Hendricks received his B.A. from the University of California, Santa Barbara with a major in History. He received his J.D. in 2012 from McGeorge School of Law with a certificate in Public Law and Policy. At McGeorge, Mr. Hendricks served as Student Body President, President of the Governmental Affairs Student Association, and studied fundamental rights under United States Supreme Court Justice Anthony Kennedy in Salzburg, Austria. Currently, he is a board member of the Young Lawyers Division of the Orange County Bar Association, and Chair of the Alumni Association Chapter. Mr. Hendricks's practice at SYCR is completely dedicated to public law litigation. A copy of Mr. Hendricks's resume is enclosed.

Kelly E. Curran, CP is a paralegal with the Public Law Department and has been with the firm since 1997. Ms. Curran received her Bachelor of Arts degree in Law and Society from the University of California at Santa Barbara in 1992. In 1993, she received her paralegal certificate from the University of California at Davis. In 1997, Ms. Curran became a "Certified Legal Assistant." A copy of Ms. Curran's resume is enclosed.

Foreclosure Experience

SYCR has recently ranked among the top three bond counsel firms in the State of California. As a necessary adjunct to bond counsel services, our public law litigation department is frequently engaged by our public agency clients to initiate judicial foreclosure actions. For example, Ms. Burns represents and has represented the City of Lancaster in dozens of Assessment District and Community Facilities District foreclosure matters, the City of Chula Vista in numerous Assessment District and Community Facilities District foreclosure matters, the Romoland School District in several Community Facilities District foreclosure matters, the City of Oceanside in a number of Community Facilities District foreclosure matters, Truckee Donner Public Utility District in several Community Facilities District Foreclosure matters, Mariposa County in several assessment District Foreclosure matters, as well as the Borrego Water District in Community Facilities District foreclosure matters. Because SYCR and the Public Law Litigation Department headed by Ms. Burns in particular has handled a high volume of foreclosure cases for public agencies, SYCR has developed forms and procedures which allow us to streamline the foreclosure process and provide superior service at a low cost.

Technical Proposal of Foreclosure Services

Because many of the cases are uncontested, the vast majority of the foreclosure services provided by SYCR on behalf of our public agency clients are performed by paralegals, and in particular, Kelly E. Curran, of our office. Generally, with the exception of court appearances and contested matters, Ms. Curran, CP is responsible for all aspects of the foreclosure process. Ms. Curran has worked extensively with many public finance firms, including Ms. Pam Hargesheimer at Willdan Financial, Mr. Brian Brown with NBS, and Mr. Nehal Thumar at David Taussig & Associates.

As a part of our firm's foreclosure procedure, we are committed to working in connection with the District and its delinquency monitoring team prior to filing litigation in an effort to resolve as many of the delinquencies as possible before incurring legal fees for litigation. We have found that, upon receiving a demand letter from a law firm on behalf of the District, property owners are often willing to pay the delinquency rather than have the case go to litigation. In using demand letters, we have been able to recover stripping fees (fees for removal of taxes from the County Tax Roll) as well as costs and attorneys' fees with payment made directly to the District. Many property owners see the benefit of paying such costs included in the demand letter rather than facing higher costs as the result of litigation. All negotiations through this process are done with the ultimate communication and approval from the client.

In circumstances where delinquencies on a property are excessive, it is in the best interest of the District to file litigation as quickly as possible. This process has been very successful in the past where the parties either reach a settlement agreement for payment, including costs and attorneys fees, or the matter proceeds to judgment for judicial foreclosure and order of sale. Once a judgment is obtained, SYCR proceeds to obtain a Writ of Sale from the court and work with the County Sheriff's Department to arrange and schedule a foreclosure sale (or auction) of the property.

Throughout the pre-litigation and foreclosure litigation process, we will remain in constant communication with the District's delinquency monitoring team. Status reports can be prepared as frequently as needed by the District, and an annual status report regarding all current litigation and delinquency status is prepared at the end of the year.

Rates For Legal Services

All attorneys' fees and costs are recoverable in a foreclosure lawsuit from the proceeds of the sale, so the District will not ultimately be out-of-pocket for these amounts. We propose that our fees for providing the legal services discussed above be based upon the rate of \$410 per hour for Allison E. Burns, and \$310 per hour for David C. Palmer and Colin A. Hendricks. The rate of other attorneys in our office would range from \$275 per hour to \$475 per hour, depending on the individual assigned to the matter, and \$145 per hour for paralegal services. These rates are inclusive of overhead and secretarial/clerical support, but exclusive of actual costs we may incur as described below.

All fees would be billed monthly. The monthly statement will set forth the nature of the services provided during the preceding month and the total number of hours attributable to providing such services. In addition to the above fees, we would be reimbursed for our out-of-pocket expenses including facsimile transmissions, document delivery and messenger fees (based upon actual charges incurred), photocopying, word processing, electronic research (based upon actual charges incurred),

court costs, and travel at the direction of the District. The rates for individual attorneys are subject to change from time to time upon 60 days prior notice to you.

References

Please feel free to contact any or all of the following:

1. Ms. Pamela Statsmann, Interim Finance Director for the City of Lancaster at (661) 723-6035.
2. Mr. Bob Mescher, Administrative Services Manager for the Truckee Donner Public Utility District at (530) 582-3946.
3. Seth Heeren, Assistant Superintendent of Business Services for San Jacinto Unified School District at (951) 929-7700.

Concluding Comments

We are very pleased to be considered by the District as its legal counsel for judicial foreclosure services. We will gladly provide additional references upon request. SYCR offers reliable, responsive counsel that can provide the highest quality of service available at a reasonable cost. SYCR believes responsiveness is critical and is prepared to commit to you the resources to assure you that we will be there when you need us.

ALLISON E. BURNS

Admitted to Bar:

State Bar of California, 1998.
U.S. District Court of California, Central and Southern Districts, 1998.

Practice Emphasis:

Public agency general advisory and litigation representation, real property acquisitions and disputes, environmental law and water .

Education:

J.D. 1998, University of California, Davis School of Law.

Senior Articles Editor, U.C. Davis Law Review.
Articles Editor, Journal of Juvenile Law and Policy.

B.A. 1995, with honors, University of California, Irvine.

Campus wide Honors Program;
Associated Students Legislative Council; Chairman Greek Presidents' Council.

Legal Experience:

Transactional and advisory legal services relating to general municipal law, real estate, economic development, California water laws, the California Environmental Quality Act (CEQA), conflict of interest and open meeting laws.

Substantial experience in public and commercial litigation including eminent domain, foreclosure, business contract disputes and CEQA litigation.

Judicial Extern to Justice Fred K. Morrison of the California Court of Appeal, Third District and to the Honorable Garland E. Burrell, Jr. of the U.S. District Court, Eastern District of California.

Professional Associations:

State Bar Association of California. Member, Environmental and Public Law Sections.
Orange County Bar Association. Member, Business Litigation and Environmental Sections.
International Right of Way Association

References: Mark V. Bozigian, City Manager, **City of Lancaster (661) 723-6133**
Curtis Paxton, General Manager, **Chino Basin Desalter Authority**
(909) 218-3729
Michael Dunbar, General Manager, **Emerald Bay Community Services District**
(949) 494-8572

DAVID C. PALMER

Admitted to Bar:

State Bar of California, 2007

U.S. District Court of California, Central District, 2007

U.S. District Court of California, Northern, Eastern and Southern Districts, 2008

Practice Emphasis:

Public and commercial litigation, environmental law and foreclosure actions.

Education:

- J.D., Loyola Law School, 2007
- B.A., University of California, Santa Barbara, 2004

Legal Experience:

Experienced in all facets of public agency representation and litigation, including environmental litigation, foreclosure actions, contract disputes, business and commercial disputes.

Professional Associations:

State Bar Association of California.

Orange County Bar Association.

COLIN A. HENDRICKS

Admitted to Bar:

State Bar of California, 2012

Practice Emphasis:

Public Law Litigation

Education:

J.D., McGeorge School of Law, 2012

B.A., University of California, Santa Barbara, 2007

Legal Experience:

Public Policy experience as a legal extern with California State Senator Lois Wolk.

Administrative Law experience as a volunteer adjudication officer for the City of Sacramento in the McGeorge Administrative Law Clinic.

KELLY E. CURRAN, CP

Practice Emphasis:

Litigation in areas of public law, foreclosure, environmental law and condemnation.

Education:

- Paralegal Certificate, University of California, Davis – Paralegal Certificate Program approved by the American Bar Association, 1993
- B.A., University of California, Santa Barbara, 1992

Legal Experience:

19 years' experience in Public Law Litigation, including eminent domain, foreclosure, CEQA and contract disputes with responsibilities include trial preparation and assistance; preparation of pleadings including complaints, discovery and motions; legal research.

Achievements and Professional Associations:

Certified Legal Assistant - December 1997
California Notary Public since December 1997
National Association of Legal Assistants - member since 1996
National Notary Association - member since 1997
Orange County Paralegal Association - Board of Directors 1996 & 1997
Orange County Paralegal Association - member 1995 - 1998

**TERMS OF RETENTION OF
STRADLING YOCCA CARLSON & RAUTH**

1. **Fees and Costs.** Stradling Yocca Carlson & Rauth is compensated for its services based primarily on the value of the services and the time spent performing them. This includes the time spent on conferences, court appearances, depositions, travel, research, drafting documents, and other activities. Our current hourly rates range from \$310 to \$520. We also bill for services performed by our paralegals, librarian, senior legal assistants, and other professional personnel at rates presently ranging between \$145 and \$170 per hour. These rates are modified from time to time.

The amount of fees charged on a statement is determined by starting with the hours expended by the different attorneys and other professional personnel involved. These amounts are then adjusted for factors such as the extent of any duplication of attorney effort, unusual efficiency (or lack of efficiency), the novelty or difficulty of the issues involved, the time demands of the representation, and unusually good (or unusually disappointing) results.

The firm also charges for various costs such as copying, telephone charges, computerized legal research, word processing and/or other computer time, overtime costs, messenger services, travel, filing fees and other costs. Bills for some costs are passed on directly, such as bills for litigation guaranties or other title related documents, certified shorthand reporters, technical consultants, appraisers and other professionals' fees.

Payment is due within ten days of the date of each fee and costs statement. Overdue statements will be charged interest of 10% per annum, compounded annually. If you wish to question any charge, you have agreed to do so within ten days of the statement date. Please contact the partner in charge of your matters if you have any questions about any of your bills.

2. **Estimates Not Binding.** Although we may furnish estimates of fees or costs that we anticipate will be incurred, these estimates are not intended to be binding, are subject to unforeseen circumstances, and are by their nature inexact.

3. **Termination by You.** You have the right at any time, in your sole discretion, to terminate our services and representation. Upon our termination, you will remain obligated to pay for all services rendered and costs or expenses paid or incurred on your behalf prior to the date of such termination or which are reasonably necessary thereafter.

4. **Termination by Us.** We reserve the absolute right to withdraw from representing you if, among other things, you fail to honor the terms of our agreement, you fail to cooperate fully or follow our advice on a material matter, or any fact or circumstance occurs that would, in our view, render our continuing representation unlawful or unethical. If we elect to withdraw, you will take all steps necessary to free us of any obligation to perform further services, including the execution of any documents necessary to complete our withdrawal, and we will be entitled to be paid at the time of withdrawal for all services rendered and costs and expenses paid or incurred on your behalf. If necessary in connection with litigation, we would request leave of court to withdraw.

5. **Date of Termination.** Our representation of you will be considered terminated at the earlier of (i) your termination of our representation, (ii) our withdrawal from our representation of you, or (iii) the substantial completion of our substantive work for you.

6. **Related Activities.** If any claim or action is brought against us or any personnel or agents of the firm based on your negligence or misconduct, or if we are asked to testify as a result of our representation of you or must defend the confidentiality of your communications in any proceeding, you agree to pay us for any resulting fees, costs, or damages, including our time, even if our representation of you has ended.

7. **No Guarantee of Outcome.** We do not and cannot guarantee any outcome in a matter.

8. **Insurance.** In accordance with the requirements of California Business and Professions Code § 6148, we advise you that this firm maintains professional errors and omissions insurance coverage applicable to the services to be rendered to you.

9. **Client.** This firm's client for the purpose of our representation is only the person or entity identified in the letter accompanying these Terms of Retention. Unless expressly agreed, we are not undertaking the representation of any related or affiliated person or entity, nor any parent, brother-sister, subsidiary, or affiliated corporation or entity, nor any of your or their officers, directors, agents, or employees.

10. **Payment Notwithstanding Dispute.** In the event of any dispute that relates to our entitlement to any payment from you, all undisputed amounts shall be paid by you. Any amounts in any client trust account held on your behalf, sufficient to pay the disputed amounts, shall continue to be held in such trust account until the final disposition of the dispute.

11. **Arbitration.** **IN THE EVENT OF A DISPUTE REGARDING FEES, COSTS, OR ANY OTHER MATTER ARISING OUT OF OR RELATED IN ANY WAY WHATSOEVER TO OUR RELATIONSHIP WITH YOU, OR YOUR OR OUR PERFORMANCE OF THIS AGREEMENT, INCLUDING THE QUALITY OF THE SERVICES WHICH WE RENDER, THE DISPUTE SHALL BE DETERMINED, SETTLED AND RESOLVED BY CONFIDENTIAL ARBITRATION IN ORANGE COUNTY, CALIFORNIA. ANY AWARD SHALL BE FINAL, BINDING AND CONCLUSIVE UPON THE PARTIES, AND A JUDGMENT RENDERED THEREON MAY BE ENTERED IN ANY COURT HAVING JURISDICTION THEREOF. SHOULD YOU ELECT TO HAVE ANY FEE DISPUTE ARBITRATED PURSUANT TO NONBINDING ARBITRATION UNDER STATUTORY OR CASE LAW, THEN SUCH NONBINDING ARBITRATION SHALL DETERMINE ONLY THE ISSUE OF THE AMOUNT OF FEES PROPERLY CHARGEABLE TO YOU. ANY OTHER CLAIMS OR DISPUTES BETWEEN US, INCLUDING CLAIMS FOR PROFESSIONAL NEGLIGENCE, SHALL REMAIN SUBJECT TO BINDING ARBITRATION PURSUANT TO THIS AGREEMENT.**

Arbitration may be demanded by the sending of written notice to the other party. If arbitration is demanded, within 20 days of the demand you shall present a list of five qualified individuals who would be willing to serve that you would find acceptable to act as arbitrator. To serve as arbitrator, the individual must be a retired judge having served on any federal court or the California Superior Court or higher court in the State of California. Within 20 days of receiving your list, we may at our sole discretion (i) select any individual from that list and that individual shall serve as the arbitrator, or (ii) propose our own list of five individuals for arbitrator. If we choose to present a separate list, you may within 20 days select any individual from that list and that person shall serve as arbitrator. If no arbitrator can be agreed upon at the end of this process, each of us

shall select one individual from our own respective list and those two persons shall jointly select the arbitrator. The arbitration shall be conducted pursuant to the procedures set forth in the California Code of Civil Procedure §§ 1280 *et seq.*, and in that connection you and we agree that § 1283.05 thereof is applicable to any such arbitration. Nothing herein shall limit the right of the parties to stipulate and agree to conduct the arbitration pursuant to the then-current rules of the American Arbitration Association, the Judicial Arbitration & Mediation Services, or any other agreed-upon arbitration services.

12. At your direction, SYCR will contract with one or more title companies, expert witnesses or other consultants necessary to your representation; any and all costs for such services shall be your sole and exclusive responsibility.

Date: _____, 2016

AGREED:

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY

BY: _____
ITS: _____

RESOLUTION NO. 16SCIP-__

RESOLUTION OF THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY APPROVING A FORM OF FUNDING AND ACQUISITION AGREEMENT FOR COMMUNITY FACILITIES DISTRICT NO. 2015-01 (UNIVERSITY DISTRICT)

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) has previously formed its Community Facilities District No. 2015-01 (University District) (the “Community Facilities District”) and Improvement Area No. 1 and Improvement Area M therein pursuant to the Community Facilities Act of 1982, Chapter 2.5 of Division 2 of Title 5 of the California Government Code, commencing with Section 53311 (the “Act”), for the purposes of financing certain public improvements and/or development impact fees to partially mitigate the impacts of new development is expected to occur or has occurred within the established boundaries of or adjacent to such Community Facilities District; and

WHEREAS, to provide for the use of bond proceeds to finance certain such fees and for the City of Rohnert Park to acquire certain of such public improvements, the Authority will enter into a Funding and Acquisition Agreement with the City of Rohnert Park and the developers of the property within the Community Facilities District; and

WHEREAS, a form of Funding and Acquisition Agreement is on file with the Authority and presented to this meeting; and

NOW, THEREFORE, BY IT RESOLVED by the Commission as follows:

Section 1. The foregoing recitals are true and correct, and this Commission so finds and determines.

Section 2. The form of Funding and Acquisition Agreement is hereby approved. In connection with the commencement of any proceedings by the Authority to establish Community Facilities Districts, the Commission hereby directs any member of the Commission of the Authority, the Executive Director of the Authority, or their administrative delegates duly authorized pursuant to a resolution of the Authority (each, an “Authorized Signatory”) is hereby authorized and directed to execute and deliver a Funding and Acquisition Agreement in substantially such form, with any changes therein as may be necessary after consultation with counsel to Authority, such approval to be conclusively evidenced by the execution and delivery of the Funding and Acquisition Agreement.

Section 4. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of November, 2016.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By _____
Authorized Signatory
California Statewide Communities
Development Authority

RESOLUTION NO. 16_ - ____

**RESOLUTION OF THE COMMISSION OF THE CALIFORNIA
STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY ORDERING
THE COMMENCEMENT OF JUDICIAL FORECLOSURE PROCEEDINGS
PURSUANT TO THE IMPROVEMENT ACT OF 1911 AND IMPROVEMENT
BOND ACT OF 1915 TO COLLECT DELINQUENT ASSESSMENT
INSTALLMENTS LEVIED PURSUANT TO THE CALIFORNIA FIRST
PROPERTY ASSESSED CLEAN ENERGY PROGRAM AND DIRECTING
THE REMOVAL OF DELINQUENT ASSESSMENT INSTALLMENTS
FROM THE COUNTY TAX ROLL.**

WHEREAS, the California Statewide Communities Development Authority (“CSCDA”) has incurred bonded indebtedness to finance renewable energy, energy efficiency, and water efficiency improvements pursuant to the Improvement Act of 1911 (Division 7 of the Streets and Highways Code of California) (the “Improvement Act”) and duly and regularly levied a special assessment (the “Assessment”) pursuant to the Improvement Bond Act of 1915 (Division 10 of the Streets and Highways Code of California) (the “Bond Act”) against certain parcels of real property subject to CSCDA’s “CaliforniaFirst” Property Assessed Clean Energy Program (“PACE”) by way of the properties’ respective County tax rolls; and

WHEREAS, CSCDA has duly recorded notice of the Assessment, thereby imposing a lien securing each installment thereof, and interest and penalties thereon, against those parcels set forth in said notice; and

WHEREAS, those installments of the Assessment set forth in Exhibit “A” attached hereto have not been paid when due and remain delinquent; and

WHEREAS, the Commission of the California Statewide Communities Development Authority (“Commission”) is authorized by Section 5898.30 of the Improvement Act to utilize the remedies available in the Bond Act in the event of delinquency and default of the installments of the Assessment; and

WHEREAS, the Commission is authorized by the Bond Act, not later than four (4) years subsequent to the last maturity of the principal of bonds secured by the Assessment, to order that any delinquent Assessment installments be collected by an action brought in the Superior Court to foreclose the liens securing those installments; and

WHEREAS, CSCDA has covenanted with the owners of certain bonded indebtedness pursuant to the Bond Act to commence and diligently prosecute judicial foreclosure proceedings to collect delinquent installments of the Assessment (“Bond Covenant”); and

WHEREAS, the Commission has determined that the public interest and convenience, including, but not limited to, the Bond Covenant, requires the prosecution of judicial foreclosure proceedings to collect the delinquent installments of the Assessment set forth in Exhibit “A”; and

WHEREAS, pursuant to Section 8833 of the Bond Act, when a foreclosure action is ordered, the County Tax Collector (“Tax Collector”) shall be credited upon the current tax roll with the amount charged on account of the delinquent Assessment to be sued on, including applicable penalties, interest, and costs, and relieved of further duty in regard thereto; and

WHEREAS, pursuant to Section 8833 of the Bond Act, a Notice of Intent to Remove Delinquent Assessment Installment from the Tax Roll (“NOI”) must be recorded prior to the removal of the delinquent Assessment installments from the county tax roll; and

WHEREAS, the Commission previously retained David Taussig & Associates and Renew Financial Corp. II (together, “Financial Consultants”), to administer the Assessment District on the behalf of CSCDA; and

WHEREAS, the Commission previously retained Stradling, Yocca, Carlson & Rauth, a Professional Corporation (“Special Counsel”), to prosecute judicial foreclosure actions on the behalf of CSCDA.

NOW, THEREFORE, the Commission of the California Statewide Communities Development Authority does hereby resolve, determine, and order as follows:

SECTION 1. The Assessment installments listed in Exhibit “A” attached hereto and incorporated herein by this reference shall be collected by action brought pursuant to the Bond Act in the applicable Superior Court of the State of California to foreclose the liens securing those delinquent Assessment installments (“Foreclosure Action”).

SECTION 2. Special Counsel is authorized to initiate and litigate the Foreclosure Action on behalf of CSCDA.

SECTION 3. All costs and attorneys’ fees incurred in the collection of the delinquent Assessments shall be sought in the Foreclosure Action pursuant to the Bond Act. Special Counsel is authorized to require the payment of costs and attorneys’ fees as a condition of any pre-judgment or post-judgment redemption.

SECTION 4. The Financial Consultants, in conjunction with Special Counsel, is directed to take the following actions pursuant to Section 8833 of the Bond Act:

- a. Record a Notice of Intent to Remove Delinquent Assessment Installment from the Tax Roll (“NOI”) that corresponds to the delinquent parcels listed in Exhibit “A”; and
- b. To present to the Tax Collector written proof of the recordation of the NOI together with a request for the Tax Collector to remove the delinquent Assessment installments from the tax rolls for each parcel listed in Exhibit “A”; and
- c. To credit the Tax Collector upon the current tax roll with the amount charged on account for the parcels listed in Exhibit “A”, including applicable penalties, interest, and costs, and relieve the Tax Collector of further duty in regard thereto.

SECTION 5. To the extent that any of the actions set forth in Section 4 above have already been completed by the District, the Commission hereby ratifies such prior actions.

SECTION 6. In the event that future installments of the Assessment levied against parcels listed in Exhibit “A” become delinquent during the pendency of the Foreclosure Action and/or prior to the delinquent parcel’s sale pursuant to judgment, Special Counsel is directed to cause those future delinquent Assessment installments to be removed from the county tax roll and collected, along with any applicable interest, penalties, costs, fees, and other charges, through the pending Foreclosure Action or modification of the judgment pursuant to Section 8830(c) of the Bond Act.

SECTION 7. The Commission hereby finds and determines that the recitals set forth above are true and correct and are incorporated herein.

SECTION 8. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority on November 17, 2016.

* * * * *

I, the undersigned, a duly appointed, and qualified Authorized Signatory of the Commission of the California Statewide Communities Development Authority, **DO HEREBY CERTIFY** that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on November 17, 2016.

By: _____,
Authorized Signatory
California Statewide Communities
Development Authority

EXHIBIT "A"

Delinquent Assessment Installments

Parcel	Fund Number	Bond Name	Owner's Name	Fiscal Year(s)	Installments
040-124-130	CA1st San Mateo County Fund Number	Debt Issue: 20150226.20-1	Stasia Siemont	2015/2016	1st & 2nd
040-124-130	CA1st San Mateo County Fund Number	Debt Issue: 20150430.15	Stasia Siemont	2015/2016	1st & 2nd
033-194-140	CA1st San Mateo County Fund Number	Debt Issue: 20150528.20	Stasia Siemont	2015/2016	1st & 2nd
005-181-012-000	CA1st Yolo FY 2015-16 Fund Number	Debt Issue: 20150416.20	Ricardo Gomez	2015/2016	1st & 2nd
464-040-02-00	CA1st San Diego Fund Number	Debt Issue: 20150702.10.0759. CSCDA	Robert P. & Maureen A. Fernandez Trust c/o Michael Fernandes	2015/2016	1st & 2nd



Agenda Item No. 5a

Agenda Report

DATE: November 17, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Rocky Hill Veterans Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the City of Vacaville, County of Solano

AMOUNT: Not to Exceed \$12,000,000

EXECUTIVE SUMMARY:

Rocky Hill Veterans Apartments (the “Project”) is a new 39-unit rental affordable housing project located in the City of Vacaville (the “City”). 100% of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- New construction of 39-unit affordable senior rental housing facility located at Rocky Hill Road and Holly Lane in the City of Vacaville.
- Two wood frame residential buildings on 1.42 acre site.
- Consists of 11 one-bedroom, 15 two-bedroom, 12 four-bedroom units and one manager’s unit. 29 units are restricted for veterans (11 of which will serve chronically homeless veterans).
- Construction is anticipated to begin in January, 2017 and be completed in approximately one year.

PROJECT ANALYSIS:

Background on Applicant:

Community Development Partners (CDP) develops and operates sustainable, life-enhancing affordable housing with a focus on long term community engagement. CDP is a leader of transformative change – responsible for creating life-enhancing affordable development projects that adhere to strict standards of environmentally, socially and economically responsible buildings and communities. CDP’s mission is to repair and strengthen the fabric of cities and towns by meeting the housing needs of local citizens through the thoughtful planning and

development of affordable communities. CDP is dedicated to providing the highest quality life-enhancing housing for qualifying low income residents. Founded in 2012, CDP's multi-disciplinary team is comprised of real estate development experts who contribute diverse backgrounds in both affordable and market-rate development. Its goal is to weave a sense of community into each of the projects completed. The Project is CDP's third financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: March 22, 2016 – City of Vacaville – unanimous approval

CDLAC Approval: May 18, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 63% (24 units) restricted to 60% or less of area median income households.
 - 37% (14 units) restricted to 50% or less of area median income households.
- The Project is in close proximity to recreational facilities, grocery stores and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 13,213,721
City Loan:	\$ 1,113,000
Subordinate Loan:	\$ 1,500,000
CITI Salute:	\$ 35,000
Deferred Developer Fee:	\$ 395,398
Tax Credits:	<u>\$ 4,719,456</u>
Total Sources:	\$ 20,976,475

Uses of Funds:

Land:	\$ 1,113,000
Construction Costs:	\$ 13,743,934
Architecture & Engineering:	\$ 888,000
Impact Fees:	\$ 1,498,665
Operating/Debt Service Reserve:	\$ 286,024
Permit Fees:	\$ 200,000
Loan Fees:	\$ 179,000
FF&E:	\$ 125,000
Developer Fee:	\$ 1,399,370
Costs of Issuance:	\$ 195,000
Capitalized Interest:	\$ 411,086
Other/Misc.:	\$ 596,932
Soft Cost Contingency:	<u>\$ 340,464</u>
Total Uses:	\$ 20,976,475

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco

Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento

Private Placement Purchaser: Citibank, N.A.

Finance Terms:

Rating: Unrated

Term: 35 years

Structure: Private Placement

Closing: December 5, 2015

CSCDA Policy Compliance:

The financing for the Project complies with CSCDA's general and issuance policies for unrated debt.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16N-__

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$12,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS ROCKY HILL VETERANS 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 NOTES.

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 and execute and deliver revenue notes 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, Trower Housing Partners, L.P., a California limited partnership, and entities related thereto (collectively, the "Borrower"), has requested that the Authority execute and deliver its California Statewide Communities Development Authority Multifamily Housing Revenue Construction/Permanent Note (Rocky Hill Veterans Apartments) 2016 Series CC-1 and its California Statewide Communities Development Authority Multifamily Housing Revenue Construction Note (Rocky Hill Veterans Apartments) 2016 Series CC-2 (collectively, the "Notes") to assist in the financing of the acquisition, construction and development of a 39-unit multifamily housing rental development located in the City of Vacaville, California, and known as Rocky Hill Veterans Apartments (the "Project");

WHEREAS, on May 18, 2016, the Authority received an allocation in the amount of \$11,000,000 (the "Allocation Amount") from the California Debt Limit Allocation Committee ("CDLAC") in connection with the Project;

WHEREAS, the City of Vacaville (the "City") is a Program Participant (as defined in the Agreement) of the Authority and has authorized the execution and delivery of the Notes;

WHEREAS, the Authority is willing to execute and deliver the Notes in an aggregate principal amount not to exceed \$12,000,000, provided that the portion of such Notes

executed and delivered as federally tax-exempt obligations shall not exceed the Allocation Amount, and to 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 Notes will be executed and delivered to Citibank, N.A. (the "Funding Lender"), as the initial holder of the Notes;

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 execution and delivery of the Notes, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

(1) Funding Loan Agreement (the "Funding Loan Agreement") to be entered into between the Funding Lender and the Authority;

(2) Borrower Loan Agreement (the "Borrower Loan Agreement") to be entered into between the Authority and Borrower;

(3) Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement") to be entered into between the Authority and the Borrower; and

(4) Contingency Draw-Down Agreement (the "Contingency Draw-Down Agreement") to be entered into by the Funding Lender and the Borrower;

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 Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Notes in one or more series. The Notes shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Construction/Permanent Note (Rocky Hill Veterans Apartments) 2016 Series CC-1" and "California Statewide Communities Development Authority Multifamily Housing Revenue Construction Note (Rocky Hill Veterans Apartments) 2016 Series CC-2" including, if and to the extent necessary, one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$12,000,000; provided that the aggregate principal amount of any tax-exempt Notes executed and delivered shall not exceed the Allocation Amount. The Notes shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual or facsimile signature of any Authorized Signatory. The Notes shall be secured in accordance with the terms of the Funding Loan Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and prepayment premium, if any, and interest on, the Notes

shall be made solely from amounts pledged thereto under the Funding Loan Agreement, and the Notes shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a "Member").

Section 3. The Funding Loan Agreement 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. 15R-53 of the Authority, adopted on October 22, 2015) (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 Funding 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. The date, maturity date or dates (which shall not extend beyond December 1, 2061), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of prepayment and other terms of the Notes shall be as provided in the Funding Loan Agreement as finally executed.

Section 4. The Borrower 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 Borrower 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 Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

Section 7. The Authority is hereby authorized to execute and deliver the Notes to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the Notes 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, loan related documents, an assignment of deed of trust, any endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Notes 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 execution and delivery of the Notes, 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 Notes or any prepayment of the Notes, 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 Funding Loan Agreement and other documents approved herein.

This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this November 17, 2016.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By _____
Authorized Signatory



Agenda Item No. 5b

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: The Salvation Army Bell Oasis Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the City of Bell, County of Los Angeles

AMOUNT: Not to Exceed \$14,000,000

EXECUTIVE SUMMARY:

The Salvation Army Bell Oasis Apartments (the “Project”) is a new construction of a 65-unit rental affordable housing project located in the City of Bell. 100% of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Construction of a 65-unit affordable rental housing facility located at 5600 Rickenbacker Road in the City of Bell.
- 1.53 acre site.
- The project will consist of three buildings: one three-story building with 37 apartments, one three-story building with 28 apartments, and a one-story building with administrative, ancillary, and supportive service space.
- Consists of 64 studio units and one manager’s unit.

PROJECT ANALYSIS:

Background on Applicant:

The Salvation Army’s mission is “Doing The Most Good”. The mission is to feed, clothe, comfort and to care. The Salvation Army operates over 7,500 centers nationwide which include food distribution, disaster relief, rehabilitation centers, children’s programs and providing affordable housing. This will be the Salvation Army’s second financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: May 11, 2016 – City of Bell – unanimous approval

CDLAC Approval: September 21, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 50% (32 units) restricted to 50% or less of area median income households.
 - 50% (32 units) restricted to 60% or less of area median income households.
- The Project is within will have an on-site community director and will be LEED certified Silver. The project is currently the site of a homeless shelter, and being converted to more permanent housing for the homeless community.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 12,000,000
Tax Credits:	\$ 1,671,757
LA CDC Loan:	\$ 2,572,750
CalHFA Loan:	\$ 1,200,000
Land Contribution:	\$ 1,475,000
General Partner Loan:	\$ 4,773,000
Deferred Interest:	<u>\$ 675,482</u>
Total Sources:	\$ 24,367,989

Uses of Funds:

Acquisition:	\$ 1,475,000
Construction Costs:	\$ 15,018,279
Architecture & Engineering:	\$ 1,243,618
Permits & Impact Fees:	\$ 694,045
Other Fees/Interest:	\$ 37,221
Loan Fees/Costs of Issuance:	\$ 1,281,775
Project Contingency:	\$ 962,628
Insurance:	\$ 112,200
Cost of Issuance:	\$ 116,400
Capitalized Interest:	\$ 1,306,080
Developer Fee:	\$ 1,000,000
Soft Costs:	<u>\$ 1,120,742</u>
Total Uses:	\$ 24,367,989

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
Underwriter: U.S. Bank, Los Angeles

Finance Terms:

Rating: Unrated
Term: 30 years
Structure: Private Placement
Estimated Closing: December 22, 2016

CSCDA Policy Compliance:

The financing of the Project complies with CSCDA's general and issuance policies for unrated debt.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16H-__

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 TO BE GENERALLY KNOWN AS THE SALVATION ARMY BELL OASIS 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, The Salvation Army Bell Oasis Apartments, 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, construction and development of a 64-unit multifamily rental housing development to be generally known as The Salvation Army Bell Oasis Apartments, located in the City of Bell, California (collectively, the “Project”);

WHEREAS, on September 21, 2016 the Authority received an allocation in the amount of \$12,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, the City of Bell 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 (The Salvation Army Bell Oasis Apartments) 2016 Series W (the “Bonds”), provided that the 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 and moderate income persons;

WHEREAS, the Bonds will be privately placed with U.S. Bank National Association (the “Bank”), 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) a Master Agency Agreement (the “Agency Agreement”) to be entered into between the Authority and the Bank, as agent (the “Agent”);

(2) a Master Pledge and Assignment (the “Pledge Agreement”) to be entered into among the Authority, the Agent and the Bank, as bondholder; and

(3) a form of Regulatory Agreement and Declaration of Restrictive Covenants, to be entered into between the Authority and the Borrower with respect to the Project (the “Regulatory Agreement”).

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 Pledge Agreement, 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 (The Salvation Army Bell Oasis Apartments) 2016 Series W,” 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 Pledge Agreement, 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 Pledge Agreement 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 Pledge Agreement, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a “Member”).

Section 3. The Pledge Agreement 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. 15R-53 of the Authority,

adopted on October 22, 2015) (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 Pledge 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. The date, maturity date or dates (which shall not extend beyond December 1, 2061), 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 Pledge Agreement as finally executed.

Section 4. The Agency 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 Agency 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 Bank pursuant to the terms and conditions of the Pledge Agreement.

Section 7. The Bonds, when executed, shall be delivered to the Agent for registration. The Agent is hereby requested and directed to register the Bonds by executing the certificate of registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof 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 Agent. Such instructions shall provide for the delivery of the Bonds to the purchasers thereof 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, loan related documents, an assignment of deed of trust, a termination of regulatory agreement, an allonge or assignment of any note and such other documents as described in the Pledge 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 Pledge Agreement 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 November 17, 2016.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By _____

Authorized Signatory



Agenda Item No. 5c

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Casa Ramon Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the City of Orange, County of Orange

AMOUNT: Not to Exceed \$22,000,000

EXECUTIVE SUMMARY:

Casa Ramon Apartments (the “Project”) is the acquisition and rehabilitation of a 75 unit rental affordable housing project in the City of Orange. 100% of the units will be rent restricted for low income tenants.

PROJECT DESCRIPTION:

- Acquisition and rehabilitation of a 75-unit affordable rental housing facility located at 840 W. Walnut Avenue in the City of Orange.
- 3.3 acre site.
- The project consists of five two-story buildings.
- The Project offers 75 one, two, and three-bedroom units.
- Consists of 26 one-bedroom units, 40 two-bedroom units, 8 three-bedroom units and one manager’s unit.

PROJECT ANALYSIS:

Background on Applicant:

C&C Development and Orange Housing Development Corporation have worked together since 1990 to provide high quality affordable communities throughout Southern California. C&C is one of Southern California’s most experienced and trusted affordable housing developers with a commitment to develop and preserve quality affordable and mixed-income communities. OHDC is a non-profit 501(c)(3) organization with a commitment to develop secure, clean and attractive housing for people of low and moderate incomes. With over 30 years of experience together, the

team has built one of the industry's most successful track records, developing more than 4,300 residential units. This will be C&C's second financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: September 13, 2016– City of Orange – unanimous approval

CDLAC Approval: October 19, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 65% (49 units) restricted to 50% or less of area median income households.
 - 35% (25 units) restricted to 60% or less of area median income households.
- The Project is within walking distance to mass transit, near a park, elementary school and hospital.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 16,179,470
Deferred Costs:	\$ 763,027
Deferred Developer Fee:	\$ 2,500,000
Seller Carry-Back Note:	\$ 6,412,588
Limited Partner Equity:	\$ 4,589,673
General Partner Equity:	\$ 100
Total Sources:	\$ 30,444,858

Uses of Funds:

Acquisition:	\$ 22,000,000
Construction Costs:	\$ 2,274,476
Deferred Costs:	\$ 763,027
Loan Fees/Costs of Issuance:	\$ 1,062,362
Soft Costs:	\$ 4,344,993
Total Uses:	\$ 30,444,858

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco

Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento

Underwriter: RBC Capital Markets, St. Petersburg, Florida

Finance Terms:

Rating: Rated – Expected Rating AA+ (Credit enhanced by HUD/FHA 223a loan)
Term: 35 years
Structure: Public Offering
Estimated Closing: December 21, 2016

CSCDA Policy Compliance:

The financing of the Project complies with CSCDA’s general and issuance policies for unrated debt.

DOCUMENTS: (as attachments)

1. Photos of Casa Ramon Apartments (Attachment A)
2. CSCDA Resolution (Attachment B)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

Casa Ramon Apartments



ATTACHMENT B

RESOLUTION NO. 016H-__

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 \$22,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS CASA RAMON 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, 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, 840 W Walnut, 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 75-unit multifamily rental housing development located in the City of Orange, California and known as Casa Ramon Apartments (the “Project”);

WHEREAS, on November 16, 2016, the Authority expects to receive an allocation in the amount of \$16,300,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, the City of Orange 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 \$22,000,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Casa Ramon Apartments) 2017 Series A (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) Trust Indenture with respect to the Bonds (the “Indenture”), to be entered into between the Authority and U.S. Bank National Association, as trustee (the “Trustee”);

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

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

(4) Bond Purchase Agreement (the “Bond Purchase Agreement”) relating to the Bonds, to be entered into by the Authority, RBC Capital Markets, LLC, as Underwriter (the “Underwriter”), and the Borrower; and

(5) Official Statement with respect to the Bonds (the “Official Statement”), to be used in connection with the offer 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 (Casa Ramon Apartments) 2017 Series A” including, if and to the extent necessary, Bonds in one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$22,000,000; provided that the Bonds may not be issued unless and until CDLAC grants the Project the Allocation Amount, and provided further 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. 15R-53 of the Authority, adopted on October 22, 2015) (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 December 1, 2061), 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, issuance and delivery 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 one or more tax certificates, a subordination or intercreditor agreement, any endorsement and/or assignment of the deed of trust and such other documents as described in the Indenture, 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.

This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this November 17. 2016.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17. 2016.

By _____
Authorized Signatory



Agenda Item No. 5d

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: SummerPlace at Lincoln

PURPOSE: Authorize the Issuance of Bonds for the Acquisition, Construction, Renovation, Equipping and Furnishing of Assisted Living and Memory Care Facility located in the City of Lincoln, County of Placer

AMOUNT: Not to Exceed \$80,000,000

EXECUTIVE SUMMARY:

Improved Living – SummerPlace at Lincoln LLC, a 501c3 nonprofit organization, has requested that CSCDA issue revenue bonds in an amount not to exceed \$80,000,000 (the “Bonds”) for the acquisition, construction, improvement, equipping and furnishing of an assisted living and memory care facility located in Lincoln, California (collectively, the “Project”). Improved Living is led by Donald Sampley, the former assistant director of multifamily housing for the City of Houston, and a conglomerate of multifamily housing professionals. They bring over 25 years of experience in real estate lending, development and management in multiple states.

PROJECT ANALYSIS:

The Project is a planned 174 unit, 206 bed assisted living and memory care facility with an 82-space parking lot to be located at the Southwest corner of Bella Breeze Drive and E. Joiner Parkway in Lincoln, California. The Project is designed as two adjoining buildings totaling approximately 162,680 square feet, with one building dedicated to assisted living and one building dedicated to memory care. Assisted living units will include 12 studio units, 90 1-bedroom units with 74 beds and 12 2-beroom units with 24 beds. Memory care units will include 40 private rooms and 20 shared rooms (with 40 beds). Each building will have its own dining room, commercial kitchen and office space. Common areas will feature many amenities, including a library, internet lounge, beauty salon and a moving theatre. Recreational facilities will include physical therapy and aerobics studios, a putting green, horseshoe pits and gardening area.

Public Agency Approval:

TEFRA Hearing: The TEFRA hearing is scheduled for November 15, 2016 at the City of Lincoln. An update on the TEFRA hearing will be provided at the CSCDA Commission meeting and Commission approval will be contingent upon TEFRA approval.

Public Benefit:

- 114 assisted living units will provide the following benefits:
 - Full utility service.
 - 24-hour security with 24-hour staffing.
 - Emergency call system to on-site staffing/relayed to public health/fire safety personnel.
 - Fire sprinkler protection and alarm system.
 - Three meals served daily in a banquet style.
 - Weekly resident unit housekeeping.
 - Scheduled van transportation.
 - Planned and coordinated activities/social services.
 - Medication monitoring, supervision and administration.
 - Assistance in bathing, dressing, ambulation and eating
- 60 additional memory care units will provide additional services for those suffering from dementia, Alzheimer's and other memory related diseases.
- The Project will create 172 construction jobs. Upon completion the facility will require 136 new employees to serve the residents.

Sources and Uses:

Sources of Funds:

Bond Proceeds:	\$ 53,230,000
EB-5 Funds:	\$ 6,000,000
Equity:	<u>\$ 5,100,000</u>
Total Sources:	\$ 64,330,000

Uses of Funds:

Project Fund:	\$ 51,718,060
Capitalized Interest:	\$ 5,960,281
Debt Service Reserve Fund:	\$ 4,286,587
Underwriter's Discount:	\$ 1,596,900
Additional Proceeds:	\$ 3,272
Costs of Issuance:	<u>\$ 764,900</u>
Total Uses:	\$ 64,330,000

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento

Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento

Underwriter: BB&T Capital Markets, Charlotte

Finance Terms:

Anticipated Rating: Unrated

Term: 35 years at a fixed interest rate

Structure: Limited Public Offering

Estimated Closing: December 12, 2016

CSCDA Policy Compliance:

The financing complies with CSCDA's general and issuance policies.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

1. Approves the issuance of the Bonds and the financing of the Project, subject to TEFRA approval by the City of Lincoln;
2. Approves all necessary actions and documents in connection with the financing; and
3. Authorizes any member of the Commission or Authorized Signatory to sign all necessary documents.

ATTACHMENT A

RESOLUTION NO. 16NP-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A
PRINCIPAL AMOUNT NOT TO EXCEED \$80,000,000 TO FINANCE AND REFINANCE
THE ACQUISITION, CONSTRUCTION, IMPROVEMENT AND EQUIPPING OF THE
ASSISTED LIVING AND MEMORY CARE FACILITIES, RELATED PARKING LOT
AND RELATED FACILITIES FOR IMPROVED LIVING – SUMMERPLACE AT
LINCOLN LLC 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 City of Lincoln, California (the “City”) is a Program Participant, and such City is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Article 1, Chapter 5, Part 2 of Division 3 of Title 4 of the Government Code of the State of California;

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, Improved Living – SummerPlace at Lincoln LLC (the “Corporation”), a California limited liability company that has Improved Living Foundation Inc., a California nonprofit public benefit corporation, as its sole member, wishes to finance or refinance the acquisition, construction, improvement and equipping of certain assisted living and memory care facilities, related parking lot and related facilities (the “Project”) to be owned by the Corporation, initially operated by the Manager under the Management Agreement (as those terms are defined in the Loan Agreement described below) and located in the City;

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

WHEREAS, pursuant to a Trust Indenture (the “Indenture”), between the Authority and Amegy Bank, a division of ZB, National Association, as trustee (the “Trustee”), the Authority will issue the California Statewide Communities Development Authority Revenue Bonds (SummerPlace at Lincoln Retirement Living Project), in one or more series, on a taxable or tax-exempt basis and on a senior or subordinate basis (collectively, the “Bonds”) for the purpose, among others, of financing or 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 or refinancing the Project;

WHEREAS, pursuant to a Bond Purchase Agreement (the “Purchase Contract”), to be dated the date of sale of certain of the Bonds (the “Underwritten Bonds”), among BB&T Capital Markets, a division of BB&T Securities, LLC, as underwriter (the “Underwriter”), the Authority and the Corporation, the Underwritten Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Indenture to finance or refinance the Project, to fund a debt service reserve fund and to pay costs incurred in connection with the issuance of the Underwritten Bonds;

WHEREAS, the Underwritten Bonds will be offered for sale to Qualified Institutional Buyers or Accredited Investors (each as defined in the Indenture) through a limited offering memorandum;

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

- (1) A proposed form of the Indenture;
- (2) A proposed form of the Loan Agreement;
- (3) A proposed form of the Purchase Contract;

(4) A proposed form of limited offering memorandum (the “Limited Offering Memorandum”) to be used by the Underwriter in connection with the offering and sale of the Underwritten Bonds; and

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 Indenture, the Authority is hereby authorized to issue its California Statewide Communities Development Authority Revenue Bonds (SummerPlace at Lincoln Retirement Living Project) in one or more series, on a taxable or tax-exempt basis and on a senior or subordinate basis in an aggregate principal amount not to exceed eighty million dollars (\$80,000,000). 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 Indenture. 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. 15R-53 of the Authority, adopted on October 22, 2015 (each, an “Authorized Signatory”), and attested by the manual or facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority or the manual signature of any Authorized Signatory.

Section 2. The proposed form of 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 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 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 form of preliminary Limited Offering Memorandum, as made available to the Commissioners, is hereby approved. The Underwriter is hereby authorized to distribute the Limited Offering Memorandum in preliminary form, to persons who may be interested in the purchase of the Underwritten Bonds and to deliver the Limited Offering

Memorandum in final form, in substantially the form of the preliminary Limited Offering Memorandum, to the purchasers of the Underwritten Bonds.

Section 6. The Bonds, when executed as provided in Section 1, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the 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 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 7. 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 subjecting to the lien and security interest of the Indenture any additional revenues, property or collateral and 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 8. 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 9. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until the City has held the hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, if required by said Section, and has approved the issuance of the Bonds as may be required thereby and in accordance with Section 9 of the Agreement to provide financing or refinancing for the Project.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of November, 2016.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By:

Authorized Signatory
California Statewide Communities
Development Authority



Agenda Item No. 5e

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Lighthouse Community Charter School

PURPOSE: Authorize the Issuance of Bonds to Finance the Refinancing for a Charter School in the City of Oakland, County of Alameda

AMOUNT: Not to Exceed \$5,500,000

EXECUTIVE SUMMARY:

Lighthouse Community Charter School (“Lighthouse” or the “School”), has requested that CSCDA issue nonprofit school facility refinancing bonds in an amount not to exceed \$5,500,000 (the “Bonds”) to refinance funds used for the acquisition and construction of a school site in the City of Oakland.

PROJECT ANALYSIS:

About Lighthouse:

Founded by a small group of committed teachers and parents, Lighthouse opened its doors in 2002 in downtown Oakland service 92 students in grades kindergarten through 6th grade. Since 2002, the School has grown to serve over 740 students in grades K-12 supported and taught by over 100 faculty and staff. 95% of the graduating classes from the 12th grade were accepted to 4 year colleges, with 90% of those students being the first in their family to go to college.

About the Project:

Lighthouse used New Markets Tax Credits (NMTC) to finance the acquisition and construction of its facilities in the City of Oakland. In August 2016, Lighthouse wound down the NMTC structure that was used to finance capital expenditures related to the School. First Republic Bank (FRB) will be loaning approximately \$5,250,000 to refinance a short-term line of credit that was used to pay off the loan (approximately \$5,000,000) that was in place in connection with the NMTCs, and to pay closing costs related to the FRB Loan (approximately \$250,000).

Public Agency Approval:

TEFRA Hearing: July 28, 2016 – City of Oakland – unanimous approval

Public Benefit:

Lighthouse provides free quality education to serve students from various backgrounds, including a large number of at-risk students in City of Oakland.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 5,250,000
Total Sources:	\$ 5,250,000

Uses of Funds:

Refinance Line of Credit:	\$ 5,000,000
Costs of Issuance:	\$ 250,000
Total Uses:	\$ 5,250,000

Finance Partners:

Bond Counsel: Hawkins, Delafield & Wood, LLP, San Francisco

Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento

Private Placement Purchaser: First Republic Bank, San Francisco

Finance Terms:

Anticipated Rating: Unrated
Term: 30 years at a fixed interest rate
Structure: Private Placement
Estimated Closing: December 7, 2016

CSCDA Policy Compliance:

The financing complies with CSCDA's general and issuance policies.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. ___ NP-___

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

A RESOLUTION AUTHORIZING THE ISSUANCE OF AN OBLIGATION IN A PRINCIPAL AMOUNT NOT TO EXCEED \$5,500,000, TO FINANCE AND/OR REFINANCE CERTAIN CAPITAL EXPENDITURES OF THE T. GARY AND KATHLEEN ROGERS PRIVATE FAMILY FOUNDATION OR AN AFFILIFATE THEREOF, 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 City of Oakland (the "City") is a Program Participant, and such City is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of 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, T. Gary and Kathleen Rogers Private Family Foundation, a California nonprofit public benefit corporation (the "Corporation"), wishes to: (1) refinance a bank loan and one or more related promissory notes, the proceeds of which financed the acquisition, renovation and improvements to the Lighthouse Community Charter School located at 444 Hegenberger Road, Oakland, California (collectively, the "Project"); (2) finance miscellaneous construction, improvements and renovations at 444 Hegenberger Road, Oakland, California and (3) pay certain expenses incurred in connection with the delivery of the Loan. The Project is owned by an affiliate of the Borrower and leased to and operated by Lighthouse Community Charter Public Schools, a California nonprofit public benefit corporation;;

WHEREAS, the Corporation is requesting the assistance of the Authority in financing and/or refinancing the Project;

WHEREAS, pursuant to a Master Loan Agreement to be executed by First Republic Bank (the "Lender"), the Authority and the Corporation (the "Master Loan Agreement"), the Authority will make a tax-exempt loan to the Corporation in a principal amount not exceeding \$5,500,000 (the "Obligation"), for the purpose of financing and/or refinancing the Project;

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

WHEREAS, there has been made available to the Commissioners of the Authority the proposed form of the Master Loan 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 Master Loan Agreement, the Authority is hereby authorized to issue the Obligation in an aggregate principal amount not to exceed Five Million Five Hundred Thousand Dollars (\$5,500,000). The Obligation shall be issued and secured in accordance with the terms of the Master Loan Agreement.

Section 2. The proposed form of Master Loan Agreement, as made available to the Commissioners, is hereby approved. Any member of the Commission of the Authority or their administrative delegates duly authorized pursuant to Resolution No. 15R-53 of the Authority, adopted on October 22, 2015 (each an "Authorized Signatory") is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Master 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. The dated date, maturity date or dates, interest rate or rates, methods of determining rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, tender provisions, and other terms of the Obligation shall be as provided in the Master Loan Agreement, as finally executed.

Section 3. 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 Obligation, 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 4. 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 Obligation are hereby ratified, confirmed and approved.

Section 5. Notwithstanding anything to the contrary in this resolution, no documents referenced in this resolution may be executed and delivered until the City has held the hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, if required by said Section, and has approved the issuance of the Obligation as may be required thereby and in accordance with Section 9 of the Agreement to provide financing and/or refinancing for the Project.

Section 6. This resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of November, 2016.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority



Agenda Item No. 5f

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Guidance Charter School

PURPOSE: Authorize the Issuance of Bonds to Finance the Acquisition and Construction of a Charter School in the City of Palmdale, County of Los Angeles

AMOUNT: Not to Exceed \$25,000,000

EXECUTIVE SUMMARY:

On August 18, 2016, the CSCDA Commission approved a resolution authorizing the issuance of nonprofit school facility bonds in an amount not to exceed \$25,000,000 (the “Bonds”) to finance the acquisition and construction of a school site in the City of Palmdale for Guidance Charter School (“Guidance” or the “School”). The School has engaged a new underwriter for the project and is now requesting that CSCDA approve an updated resolution and related documents that reference Piper Jaffray as underwriter.

PROJECT ANALYSIS:

About Guidance:

Guidance opened its doors in 2001 and is one of the oldest charter schools in the State of California. Enrollment currently consists of approximately 704 students enrolled serving grades K-12. The School currently maintains two campuses: 37230 37th Street which houses grades 7-12 and with current enrollment of 381 students and 1125-B East Palmdale Boulevard which houses grades K-6 and with current enrollment of 323 students. The School maintains a waiting list of 175 students and expects significant growth due to demand and community growth. The School is expected to reach a total of 1,139 students in its elementary and high school by the school year of 2019-20. The School is authorized by the Palmdale School District (PSD) under a five year charter. On November 6, 2012, PSD expanded Guidance’s charter to include 9-12 education and provided school space for the high school program. Guidance seeks to establish a firm foundation in the core curriculum of reading, language arts, mathematics, social studies, and science. Well-developed oral, listening, and written communication skills are integrated into all subject areas. The School’s API scores are in excess of 750 and the charter has been renewed three times during its history. Guidance was rewarded for its excellent performance when it was granted approval to expand from K-8 to K-12 in 2013. Guidance is also proud of recently receiving 6 years accreditation from The Western Association of Schools and Colleges.

About the Project:

Guidance Charter is in escrow to purchase approximately 31 acres of vacant land in Palmdale at the intersection of Avenue R and 40th Street East. This will be one of the largest charter school campuses in the State. The site is located three city blocks north of Guidance’s existing high school campus. The School’s plan is to construct an 87,000 square foot, one-story educational facility building which will be completed for the 2017-2018 school year. The site will house the middle school (grades 6-8) in a separate building on one side of the campus and the high school (grades 7-12) in another building on the other side of the campus. Both schools will share common resources located in the center of the campus. These common areas include a library, gymnasium, cafeteria, administrative offices, swimming pool, playing fields and visitor/teacher parking. The site will also allow for expansion area for both schools over the next three years.

Public Agency Approval:

TEFRA Hearing: July 6, 2016 – City of Palmdale – unanimous approval

Public Benefit:

Guidance provides free quality education to serve students from various backgrounds, including a large number of at-risk students in Palmdale. The School receives approximately \$10,603 average per student under Local Control Formula Funding and provides over 90% of its students free and reduced lunch.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 25,000,000
Equity:	\$ 2,000,000
Total Sources:	\$ 27,000,000

Uses of Funds:

Project Fund:	\$ 23,350,000
Capitalized Interest:	\$ 1,307,194
Debt Service Reserve:	\$ 1,582,618
Underwriter’s Discount:	\$ 375,000
Costs of Issuance:	\$ 385,000
Additional Proceeds:	\$ 188
Total Uses:	\$ 27,000,000

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, Los Angeles
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
Underwriter: Piper Jaffray, Minneapolis

Finance Terms:

Anticipated Rating: BBB- (S&P)
Term: 30 years at a fixed interest rate
Structure: Public Offering
Estimated Closing: December, 2016

CSCDA Policy Compliance:

The financing complies with CSCDA's general and issuance policies.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. __NP-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$25,000,000 TO FINANCE THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION, IMPROVEMENT, FURNISHING AND EQUIPPING OF PUBLIC CHARTER SCHOOL FACILITIES, AND ANCILLARY FACILITIES THEREOF, FOR GUIDANCE SUPPORT SERVICES, LLC 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 City of Palmdale (the "City") is a Program Participant, and such City is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Article 1, Chapter 5, Part 2 of Division 3 of Title 4 of the Government Code of the State of California;

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, Guidance Support Services, LLC, a California limited liability company (the “Borrower”), the sole member of which is initially The Guidance Charter School Foundation, a California nonprofit public benefit corporation, wishes to finance the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of public charter school facilities (the “Project”) to be owned by the Borrower and operated as a public charter school by The Guidance Charter School, a California nonprofit public benefit corporation, and to be located in the City;

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

WHEREAS, pursuant to an Indenture (the “Indenture”), between the Authority and Wilmington Trust, National Association (the “Trustee”), the Authority will issue the California Statewide Communities Development Authority School Facilities Revenue Bonds (Guidance Charter School) Series 2016, in one or more series (the “Bonds”) for the purpose, among others, of financing the Project;

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

WHEREAS, pursuant to a Bond Purchase Agreement, to be dated the date of sale of the Bonds (the “Bond Purchase Agreement”), among Piper Jaffray & Co., as underwriter (the “Underwriter”), the Authority and the Borrower, the Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Indenture to finance the Project, to fund a debt service reserve account and to pay costs incurred in connection with the issuance of the Bonds;

WHEREAS, if the Bonds are rated below BBB- (or equivalent), the offer for sale Bonds will be limited to Approved Institutional Buyers and Accredited Investors (each as defined in the Indenture) through a limited offering memorandum;

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

- (1) A proposed form of the Indenture;
 - (2) A proposed form of the Loan Agreement;
 - (3) A proposed form of the Bond Purchase Agreement;
 - (4) A proposed form of official statement or limited offering memorandum (the “Official Statement”) to be used by the Underwriter in connection with the offering and sale of the Bonds;
- and

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 Indenture, the Authority is hereby authorized to issue its revenue bonds designated as the “California Statewide Communities Development Authority School Facilities Revenue Bonds (Guidance Charter School) Series 2016”, in one or more series, in an aggregate principal amount not to exceed twenty-five million dollars (\$25,000,000). 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 Indenture. 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. 15R-53 of the Authority, adopted on October 22, 2015 (each, an “Authorized Signatory”), and attested by the manual or facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority or the manual signature of any Authorized Signatory.

Section 2. The proposed form of 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 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 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 Bond Purchase Agreement, as made available to the Commissioners, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement, in substantially said form, with such changes and insertions therein as any member of the Commission, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The proposed preliminary form of Official Statement, as made available to the Commissioners, is hereby approved. 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 6. The Bonds, when executed as provided in Section 1, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the 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 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 7. 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 8. 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 9. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until the City has held the hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, if required by said Section, and has approved the issuance of the Bonds as may be required thereby and in accordance with Section 9 of the Agreement to provide financing for the Project.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this ____ day of _____, 20__.

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 _____, 20__.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority



Agenda Item No. 7

Agenda Report

DATE: November 17, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of the following resolutions for the Statewide Community Infrastructure Program (SCIP) Assessment District (City of Hercules):

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

BACKGROUND AND SUMMARY:

The actions requested today by the Commission are the first steps for the SCIP 2016-02 issuance of bonds anticipated not to exceed \$4,000,000. A breakdown of the financing is outlined in Attachment A.

The following is a summary of the financing:

System Capacity Charges - East Bay Municipal Utility District ("EBMUD") Single Family Water Service Connection Charges – Charges collected against new development to fund water improvements dedicated to and maintained by the East Bay Municipal Utility District. These EBMUD Charges are expected to be used to pay debt service for capital improvements that have already been constructed. In consultation with Orrick on this structure pre-funded fees can be used for debt service if CSCDA closes the SCIP transaction within 90 days of the P&I payment due on new money bonds. This timeline will be accomplished with the current financing.

At this time, there are no capital improvements which are the subject to this financing.

City of Hercules Assessment District No. 2005-1 (John Muir Parkway) - The City of Hercules Assessment District No. 2005-1 (John Muir Parkway) ("AD No. 2005-1") was formed by the City of Hercules on November 23, 2004 for the purpose of providing a portion of the costs of certain public facilities and improvements. Lewis Entities, the Master Developer participating here in SCIP Assessment District No. 16-02, reported a proposed 17.27-acre commercial development to the City of Hercules when AD No. 2005-1 originally formed, resulting in a total assessment lien of \$2,188,094. The redemption of

the existing assessment benefits solely the property owners within CSCDA SCIP Assessment District No. 16-02. At this time, the estimated total pay-off amount, including redemption premium, for the existing obligation is \$1,585,000.

The attached resolutions include the following actions:

1. Intent to finance the capital improvements and development impact fees, including approval of proposal boundary maps (included in Documents for Commissioner Review);
2. Preliminary approval of the engineers reports (included in Documents for Commissioner Review);
3. Setting the public hearing of protests and providing property owner ballots for January 5, 2016 at 2:00 pm at the League of California Cities.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the resolutions as presented to the Commission in the form of Attachment B and setting the public hearing for January 5, 2016 at 2:00 pm at the League of California Cities.

ATTACHMENT A

Cost Estimate City of Hercules, County of Contra Costa - Muir Pointe					
Description	Development Impact Fees	Special Benefit Apportioned to Project	Total Amount (\$)	Amounts Pre-Paid by & Reimbursable to Developer	Amount Funded to Agency
Impact Fees & System Capacity Charges					
EBMUD Water System Capacity Charges - Single Family Service Connection	\$2,897,720	100%	\$2,897,720	\$0	\$2,897,720
Developer's Contribution					
	(\$1,600,800)	100%	(\$1,600,800)	\$0	(\$1,600,800)
Subtotal	\$1,296,920	NA	\$1,296,920	\$0	\$1,296,920
Estimated Payoff of the Existing AD No. 2005-1 Assessment					
Hercules AD 2005-1 (John Muir Parkway)	\$1,585,000	100%	\$1,585,000	\$0	\$1,585,000
Subtotal	\$2,881,920	NA	\$2,881,920	\$0	\$2,881,920
Professional Services					
Assessment Engineer	\$15,600	100%	\$15,600	\$0	\$15,600
Appraiser	\$10,000	100%	\$10,000	\$0	\$10,000
SCIP Program Administrator	\$5,000	100%	\$5,000	\$0	\$5,000
Administrative Expenses (City of Hercules, Etc.)	\$25,000	100%	\$25,000	\$0	\$25,000
Subtotal	\$55,600	NA	\$55,600	\$0	\$2,937,520
Financing Costs					
Bond Reserve Fund *	8.00%		\$292,000	-	-
Capitalized Interest *	6.00%		\$219,000	-	-
Legal	1.50%		\$54,750	-	-
Issuer	1.50%		\$54,750	-	-
Underwriter	2.50%		\$91,250	-	-
Contingency	0.02%		\$730	-	-
Subtotal	19.52%		\$712,480	-	-
Total Assessment			\$3,650,000		

ATTACHMENT B

RESOLUTION NO. 16SCIP__

RESOLUTION OF INTENTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY TO FINANCE CAPITAL IMPROVEMENTS AND/OR THE PAYMENT OF DEVELOPMENT FEES FOR PUBLIC CAPITAL IMPROVEMENTS IN THE PROPOSED STATEWIDE COMMUNITY INFRASTRUCTURE PROGRAM ASSESSMENT DISTRICT NO. 16-02 (CITY OF HERCULES, COUNTY OF CONTRA COSTA, CALIFORNIA), APPROVING A PROPOSED BOUNDARY MAP, MAKING CERTAIN DECLARATIONS, FINDINGS AND DETERMINATIONS CONCERNING RELATED MATTERS, AND AUTHORIZING RELATED ACTIONS IN CONNECTION THEREWITH

WHEREAS, under the authority of the Municipal Improvement Act of 1913 (the “1913 Act”), being Division 12 (commencing with Sections 10000 and following) of the California Streets and Highways Code (the “Code”), the Commission (the “Commission”) of the California Statewide Communities Development Authority (the “Authority”) intends to finance, through its Statewide Community Infrastructure Program, the payment of certain development fees for public improvements (the “Improvement Fees”) and/or to finance certain public capital improvements to be constructed by or on behalf of the property owner(s) and to be acquired by the County of Contra Costa or another local agency (the “Improvements”) as more particularly described in Exhibit A attached hereto and by this reference incorporated herein, all of which are of benefit to the proposed Statewide Community Infrastructure Program Assessment District No. 16-02 (City of Hercules, County of Contra Costa, California) (the “Assessment District”);

WHEREAS, the Commission finds that the land specially benefited by the Improvements and/or the Improvement Fees is shown within the boundaries of the map entitled “Proposed Boundaries of California Statewide Communities Development Authority Statewide Community Infrastructure Program Assessment District No. 16-02, City of Hercules, County of Contra Costa, California,” a copy of which map is on file with the Secretary and presented to this Commission meeting, and determines that the land within the exterior boundaries shown on the map shall be designated “Statewide Community Infrastructure Program Assessment District No. 16-02 (City of Hercules, County of Contra Costa, California)”;

WHEREAS, the County of Contra Costa is a member of the Authority and has approved the adoption on its behalf of this Resolution of Intention and has consented to the levy of the assessments in the Assessment District;

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

The above recitals are true and correct.

Pursuant to Section 2961 of the Special Assessment Investigation, Limitation and Majority Protest Act of 1931 (the “1931 Act”), being Division 4 (commencing with Section 2800) of the Code, the

Commission hereby declares its intent to comply with the requirements of the 1931 Act by complying with Part 7.5 thereof.

The Commission has designated a registered, professional engineer as Engineer of Work for this project, and hereby directs said firm to prepare the report containing the matters required by Sections 2961(b) and 10204 of the Code, as supplemented by Section 4 of Article XIID of the California Constitution.

The proposed boundary map of the Assessment District is hereby approved and adopted. Pursuant to Section 3111 of the Code, the Secretary of the Authority is directed to file a copy of the map in the office of the County Recorder of the County of Contra Costa within fifteen (15) days of the adoption of this resolution.

The Commission determines that the cost of financing the Improvements and/or the payment of the Improvement Fees shall be specially assessed against the lots, pieces or parcels of land within the Assessment District benefiting from the financing of the Improvements and/or payment of the Improvement Fees. The Commission intends to levy a special assessment upon such lots, pieces or parcels in accordance with the special benefit to be received by each such lot, piece or parcel of land, respectively, from the financing of the Improvements and/or the payment of the Improvement Fees.

The Commission intends, pursuant to subparagraph (f) of Section 10204 of the Code, to provide for an annual assessment upon each of the parcels of land in the proposed Assessment District to pay various costs and expenses incurred from time to time by the Authority and not otherwise reimbursed to the Authority which result from the administration and collection of assessment installments or from the administration or registration of the improvement bonds and the various funds and accounts pertaining thereto.

Bonds representing unpaid assessments, and bearing interest at a rate not to exceed twelve percent (12%) per annum, will be issued in the manner provided by the Improvement Bond Act of 1915 (Division 10 of the Code), and the last installment of the bonds shall mature not to exceed thirty (30) years from the second day of September next succeeding twelve (12) months from their date.

The procedure for the collection of assessments and advance retirement of bonds under the Improvement Bond Act of 1915 shall be as provided in Part 11.1 thereof.

Neither the Authority nor any member agency thereof will obligate itself to advance available funds from its or their own funds or otherwise to cure any deficiency which may occur in the bond redemption fund. A determination not to obligate itself shall not prevent the Authority or any such member agency from, in its sole discretion, so advancing funds.

The amount of any surplus remaining in the improvement fund after acquisition of the Improvements and/or payment of the Improvement Fees and all other claims shall be distributed in accordance with the provisions of Section 10427.1 of the Code.

To the extent any Improvement Fees are paid to the Authority in cash with respect to property within the proposed Assessment District prior to the date of issuance of the bonds, the amounts so paid shall be reimbursed from the proceeds of the bonds to the property owner or developer that made the payment.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of November, 2016.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By _____
Authorized Signatory
California Statewide Communities
Development Authority

EXHIBIT A

DESCRIPTION OF WORK

The payment of development fees levied within the Assessment District and/or public capital improvements (including incidental costs) to be acquired and owned by the County of Hercules or another local agency upon or for the benefit of parcels within the Assessment District, which are authorized to be financed pursuant to the Municipal Improvement Act of 1913 and as to which the owners of the applicable parcels within the Assessment District have applied for participation in SCIP, as more particularly described below.

PAYMENT OF DEVELOPMENT FEES

- East Bay Municipal Utility District Single Family Water Connection Fees

ATTACHMENT C

RESOLUTION NO. 16SCIP__

**RESOLUTION PRELIMINARILY APPROVING ENGINEER'S REPORT,
SETTING DATE FOR PUBLIC HEARING OF PROTESTS AND
PROVIDING FOR PROPERTY OWNER BALLOTS FOR CALIFORNIA
STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
STATEWIDE COMMUNITY INFRASTRUCTURE PROGRAM
ASSESSMENT DISTRICT NO. 16-02 (CITY OF HERCULES, COUNTY OF
CONTRA COSTA, CALIFORNIA)**

WHEREAS, at the direction of this Commission, David Taussig & Associates, as Engineer of Work for improvement proceedings in California Statewide Communities Development Authority Statewide Community Infrastructure Program Assessment District No. 16-02 (City of Hercules, County of Contra Costa, California) has filed with the Authority the report described in Section 10204 of the Streets and Highways Code (Municipal Improvement Act of 1913, hereafter in this resolution referred to as the "Act"), and containing the matters required by Article XIID of the California Constitution ("Article XIID"), and it is appropriate for this Commission to preliminarily approve said report and to schedule the public hearing of protests respecting said report.

NOW, THEREFORE, THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY HEREBY FINDS, DETERMINES AND RESOLVES as follows:

Section 1. The foregoing recital is true and correct, and this Commission so finds and determines.

Section 2. This Commission preliminarily approves the report without modification, for the purpose of conducting a public hearing of protests as provided in the Act, Article XIID, and Section 53753 of the California Government Code ("Section 53753"). Said report shall stand as the report for the purpose of all subsequent proceedings under the Act and Section 53753, except that it may be confirmed, modified, or corrected as provided in the Act.

Section 3. This Commission hereby sets 2:00 p.m., or as soon thereafter as the matter may be heard, on January 5, 2017, at the office of the League of California Cities, 1400 K Street, 3rd Floor, Sacramento, California, as the time and place for a public hearing of protests to the proposed financing of development fees, the proposed levy of assessments, the amounts of individual assessments, and related matters as set forth in said report, and any interested person may appear and object to said financing of development fees, or to the extent of said assessment district or to said proposed assessment.

Section 4. Staff is hereby directed to cause a notice of said public hearing to be given by mailing notices thereof, together with assessment ballots, in the time, form and manner provided by Section 53753, and upon the completion of the mailing of said notices and assessment

ballots, staff is hereby directed to file with the Engineer of Work an affidavit setting forth the time and manner of the compliance with the requirements of law for mailing said notices and assessment ballots.

Section 5. David Taussig & Associates, Engineer of Work, 2250 Hyde Street, 5th Floor, San Francisco, California 94109, (800) 969-4382, is hereby designated to answer inquiries regarding the report and the protest proceedings.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of November, 2016.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 17, 2016.

By _____
Authorized Signatory
California Statewide Communities
Development Authority