



REGULAR MEETING AGENDA

November 19, 2015 at 10:00 a.m.

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

Telephonic Locations:

420 Litho Street, Sausalito, CA 94965

112 Cassin Court, Folsom, CA 95630

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

County of Monterey
168 Alisal Street, Salinas, CA 93901

A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

_____ Larry Combs, Chair	_____ Tim Snellings, Member
_____ Kevin O'Rourke, Vice Chair	_____ Dan Mierzwa, Member
_____ Terry Schutten, Treasurer	_____ Ron Holly, Alt. Member
_____ Dan Harrison, Secretary	_____ Brian Moura, Alt. Member
_____ Irwin Bornstein, Member	
2. Consideration of the minutes of the November 5, 2015 Regular Meeting.
3. Consideration of the Consent Calendar.
4. Public Comment.

B. ITEMS FOR CONSIDERATION

5. Consider resolution approving issuance of not to exceed \$15,000,000 principal amount of CFD No. 2015-01 (University District) Special Tax Bonds, Series 2015A; authorizing the execution and delivery of an indenture; approving a Bond Purchase Contract, an Official Statement, a Continuing Disclosure Certificate, an Acquisition Agreement; authorizing the sale of such bonds; and authorizing related actions and the execution of related documents in connection with the issuance, sale and delivery of such bonds.
6. Conduct proceedings with respect to the Statewide Community Infrastructure Program Assessment District No. 15-01 (City of Roseville, County of Placer, State of California) (hearing to be held at 10 a.m. or shortly thereafter).

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2015 at ___: ___ m, Signed _____. Please email signed page to info@cscda.org

- a. Open Assessment District Public Hearing.
 - b. Close Assessment District Public Hearing.
 - c. Open assessment ballot and announce results.
- 7. Consideration of the following resolutions with respect to SCIP Assessment District No. 15-01 (City of Roseville, County of Placer, State of California):
 - a. Resolution approving an amended assessment diagram and final engineer's report, levying assessments, ordering the financing of specified development impact fees, and confirming unpaid assessment amounts.
 - b. Resolution providing for the issuance of a separate series of SCIP limited obligation for improvement bonds and approving the form and substance of a trust agreement.
- 8. Consider resolution approving the form of the Deposit and Reimbursement Agreement for CSCDA Assessment Districts and the Statewide Community Infrastructure Program.
- 9. Consider resolution to approve forms of assignment-related agreements to facilitate limited subordination of voluntary contractual assessments for the CaliforniaFIRST program.
- 10. Conduct public hearing and consider resolution confirming amended and restated program report to incorporate seismic and other improvements authorized under AB 811 into the CaliforniaFIRST program.
- 11. Consideration of financial hardship fee waivers for Chelsea Investment Corporation.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

- 12. Executive Director Update.
- 13. Staff Updates.
- 14. Adjourn.

NEXT MEETING: Thursday, December 3, 2015 at 10:00 a.m.
 League of California Cities
 1400 K Street, 3rd Floor, Sacramento, CA 95814

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CONSENT CALENDAR

1. Consent Calendar

- a. Approve and ratify the addition of the City of Sonoma as a member to CSCDA.
- b. Inducement of The Salvation Army Bell Oasis Apartments LP (The Salvation Army Bell Oasis Apartments), City of Bell, County of Los Angeles; issue up to \$14 million in multi-family housing revenue bonds.
- c. Inducement of Cadence Family Irvine Housing Partners, L.P. (RCC Cadence Family), City of Irvine, County of Orange; issue up to \$21 million in multi-family housing revenue bonds.
- d. Inducement of Paramount Family Irvine Housing Partners, L.P. (ETHIC Paramount Family), City of Irvine, County of Orange; issue up to \$22 million in multi-family housing revenue bonds.
- e. Inducement of D1 Senior Irvine Housing Partners, L.P. (D1 Senior), City of Irvine, County of Orange; issue up to \$28 million in multi-family housing revenue bonds.

November 19, 2015



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

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

November 5, 2015

MINUTES

Commission chair Larry Combs called the meeting to order at 10:02 am.

1 Roll Call.

Commission members present: Dan Harrison, Larry Combs and Terry Schutten. Kevin O'Rourke, Irwin Bornstein, Alternate commissioner Brian Moura (not voting because all city commissioners are present), and Dan Mierzwa participated by conference telephone.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Norman Coppinger and Perry Stottlemeyer, League of California Cities; Alan Fernandes and Laura Labaneih, CSAC Finance Corporation, Matt Cate and Graham Knaus, CSAC; James Hamill and Jon Penkower, Bridge Strategic Partners; Mark Paxson, State Treasurer's Office; and Marshall Linn and Raette Frazeur, Urban Futures Bond Administration. Greg Stepanicich, Richards Watson & Gershon participated by conference telephone.

2 Approval of the minutes of the October 22, 2015 regular meeting.

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

3 Approval of consent calendar.

- a Induce Chelsea Investment Corporation (Villa Storia), City of Oceanside, County of San Diego; issue up to \$7 million in multi-family housing revenue bonds.

Motion to approve by Schutten; second by O'Rourke; 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 UHC 0558 Oxnard, LP (Las Cortes Apartments), City of Oxnard, County of Ventura, up to \$33 million in multi-family housing revenue bonds.

Executive Director Bando explained that this project is for the new construction of a 144-unit low income housing facility being developed by Urban Housing Communities (UHC). This is UHC's 8th financing through CSCDA. The 24-month unrated construction bonds will be privately placed and will convert to an FHA/HUD loan at the end of the construction term. The project meets CSCDA requirements and policies and she recommends approval.

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

- b Essex Portfolio (Fountain Park Apartments and Belmont Station Apartments), City of Los Angeles, County of Los Angeles, (Hidden Valley Apartments), City of Simi Valley, County of Ventura, up to \$150 million in multi-family housing refunding bonds.

Executive Director Bando explained that Essex, a fully integrated real estate investment trust, either built or acquired these three affordable housing projects and wishes to refund the existing bonds on each project. Essex has previously financed four projects through CSCDA. Due to the collective size of the refunding, Essex has asked for a reduction of the \$193,750 issuance fee to \$158,000. Approval today would be subject to City of Los Angeles' approval on November 9 and City of Simi Valley's approval today, November 5. The project meets CSCDA requirements and policies and she recommends approval.

Motion to approve Executive Director's recommendation by Harrison; second by O'Rourke; unanimously approved by roll-call vote.

- 6 Approval of resolution adopting a new fee reduction policy for borrowers experiencing substantial financial hardship.

Executive Director Bando explained that CSCDA changed its bond administration fee policy about ten years ago, changing from a percentage (about 25 basis points) based on the original bond amount to a percentage based on the declining outstanding principal. However, this change only applied to new bond issuances, not to those that already funded. The proposed policy change applies only to the extent that certain projects experience a true operating loss, especially for at least three of the past five years, including during the immediate past year, for projects that were funded under the old method of calculating administration fees (25 basis points on original bond amount), if the borrower asks for a fee reduction for relief, then the Executive Committee would consider a change to the new method (based on the declining outstanding principal).

Commissioner Schutten suggested the policy require each such request be presented to the Commission for approval instead of to a committee. Commissioner Mierzwa suggested that it would be important to analyze the portfolio to determine how many outstanding fundings are under the old administrative fee policy as opposed to those subject to the declining outstanding balance method so that the potential magnitude of this policy change can be quantified.

James Hamill indicated that only a portion of the outstanding fundings under the old administrative fee policy are in current financial distress and at issue.

Motion to approve, subject to Commission approval of all such fee changes, by Schutten; second by Harrison; unanimously approved by roll-call vote.

7 Approval of revised fee schedule for community facilities district financings.

Executive Director Bando explained that CSCDA offers two types of land secured financings: Statewide Community Infrastructure Program (SCIP) and Special Tax Bonds for Community Facility Districts (CFDs). The current fee structure for CFDs does not adequately compensate CSCDA for the costs of conducting the formation process. Consequently, she recommends adjusting the issuance fee from .25% to 1%, and change the administrative fee to a flat \$10,000 per year per project. This proposal will bring the CFD issuance fee structure more in line with the SCIP program. A flat fee is also more conducive to the method of apportioning and collecting fees for CFDs.

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

8 Approval of the award and proposed contract for housing compliance services with Urban Futures Bond Administration in connection with CSCDA transactions closed prior to July 1, 2015 per request for proposals authorized on September 24, 2015.

Executive Director Bando explained that CSCDA issued a request for proposals for housing compliance monitoring services on September 28, 2015. Proposals were received from five firms. The ad hoc committee reviewed the proposals and unanimously recommended the appointment of Urban Futures Bond Administration, Inc. (UFBA). UFBA has provided such services for more than 35 years and currently monitors more than 1,700 projects with 70,000 restricted units. CSCDA's portfolio consists of approximately 640 projects with just under 70,000 units. Additionally, UFBA fee proposal will result in cost savings of approximately \$400,000. The term of the contract is three years with the ability to renew for up to two additional years.

Motion to approve the ad hoc committee's recommendation and approve the contract by Schutten; second by O'Rourke; unanimously approved by roll-call vote.

9 Approval of second amendment to services agreement by and between CSCDA and Bridge Strategic Partners.

Executive Director Bando explained that CSCDA entered into a services agreement with Bridge Street Partners (BSP) on December 4, 2014, which became effective on July 1, 2015. Under the agreement, BSP provides comprehensive program origination, development and management services, as well as municipal advisory services to CSCDA and its affiliates. That agreement was amended on August 20, 2015.

This amendment adds language to describe other particular services that BSP will provide. For transactions that closed prior to July 1, 2015; (i) BSP will respond to all inquiries relating to those transactions; and (ii) BSP will facilitate post-issuance finance restructuring, workouts, or other necessary CSCDA approvals in accordance with financing documents.

Additionally, this amendment formalizes BSP agreement to provide bond administration services for transactions that closed prior to July 1, 2015 at no additional cost to CSCDA. Consequently, Executive Director Bando recommends approval of this amendment to the services agreement.

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

- 10 Approval of first amendment to intellectual property license, royalty and administrative agreement between CSCDA, the League of California Cities, and California State Association of Counties to expand the services to be provided to CSCDA to include billing and collection of bond administration fees for transactions that closed prior to July 1, 2015.

Executive Director Bando explained that this item will be bifurcated because, although it has been reviewed by CSCDA's General Counsel, it has not been reviewed by the League's General Counsel. Bando noted that during today's meeting the Commission will consider a verbal appointment of the League to perform billing and collection of bond administration fees prior to July 1, 2015 and the first amendment agreement to provide these additional accounting services will be provided to the Commission for approval at its regular meeting to be held on November 19, 2015.

Bando also indicated CSCDA may incur set-up costs in connection with the transitioning of these services, although LCC has agreed to otherwise provide these services without expectation of additional fees. However, LCC may request offsetting compensation to the extent that additional staff is required to provide the services.

Motion to approve a verbal appointment of the League to provide billing and collection services for bond administration fees prior to July 1, 2015 by Schutten; second by Harrison; unanimously approved by roll-call vote.

- 11 Executive Director update.

Executive Director Bando shared that the financial statement audit is not yet complete, as auditors are waiting to receive documentation relating to a few older bond issuances from the 1990s that HB Capital has been having trouble locating. Upon completion of the audit, the budget will be presented for approval.

- 12 Staff updates.

James Hamill shared that the annual meeting is being planned and Commissioners will be notified as soon as plans are finalized. Also, over the past two weeks, James and Jon have attended two housing conferences in San Diego, one for San Diego housing focus and the other for statewide housing focus. Feedback has been very good in terms of how CSCDA is working.

Jon Penkower indicated that four months post-separation from HB Capital, CSCDA as an organization, along with Bridge Strategic Partners (BSP) as the new program administrator, has been able to show that it is heading in the right direction. It appears that about \$400 million will close in November, with slightly less in December. During these past four months, BSP has originated 18 new transactions and

has been trying to get to the \$1 billion mark, but probably will be just shy of that. However, BSP is thrilled and is appreciative of the Commission's support.

13 Commission chair Larry Combs adjourned the meeting at 10:47 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, November 19, at 10:00 am
in California State Association of Counties' office at 1100 K Street, 1st Floor, Sacramento, California.*

RESOLUTION NO. 15H-__

**A RESOLUTION OF THE CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT AUTHORITY SETTING
FORTH THE AUTHORITY'S OFFICIAL INTENT TO ISSUE
MULTIFAMILY HOUSING REVENUE BONDS TO UNDERTAKE
THE FINANCING OF VARIOUS MULTIFAMILY RENTAL
HOUSING PROJECTS AND RELATED ACTIONS**

WHEREAS, the Authority is authorized and empowered by the Title 1, Division 7, Chapter 5 of the California Government Code to issue mortgage revenue bonds pursuant to Part 5 (commencing with Section 52000) of the California Health and Safety Code (the "Act"), for the purpose of financing multifamily rental housing projects; and

WHEREAS, the borrowers identified in Exhibit A hereto and/or related entities (collectively, the "Borrowers") have requested that the Authority issue and sell multifamily housing revenue bonds (the "Bonds") pursuant to the Act for the purpose of financing the acquisition and rehabilitation or construction as set forth in Exhibit A, of certain multifamily rental housing developments identified in Exhibit A hereto (collectively, the "Projects"); and

WHEREAS, the Authority, in the course of assisting the Borrowers in financing the Projects, expects that the Borrowers have paid or may pay certain expenditures (the "Reimbursement Expenditures") in connection with the Projects within 60 days prior to the adoption of this Resolution and prior to the issuance of the Bonds for the purpose of financing costs associated with the Projects on a long-term basis; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Projects with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of Bonds for the purpose of financing costs of the Projects (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and condition as may then be agreed upon by the Authority, the Borrower and the purchaser of the Bonds) in an aggregate principal amount not to exceed the amount with respect to each Project set forth in Exhibit A; and

WHEREAS, Section 146 of the Internal Revenue Code of 1986 limits the amount of multifamily housing mortgage revenue bonds that may be issued on behalf of for-profit borrowers in any calendar year by entities within a state and authorizes the governor or the legislature of a state to provide the method of allocation within the state; and

WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the California Government Code governs the allocation of the state ceiling among governmental units in the State of California having the authority to issue private activity bonds; and

WHEREAS, Section 8869.85 of the California Government Code requires a local agency desiring an allocation of the state ceiling to file an application with the California Debt Limit Allocation Committee (the "Committee") for such allocation, and the Committee has certain policies that are to be satisfied in connection with any such application;

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

Section 1. The above recitals, and each of them, are true and correct.

Section 2. The Authority hereby determines that it is necessary and desirable to provide financing for the Projects (including reimbursement of the Reimbursement Expenditures) by the issuance and sale of Bonds pursuant to the Act, as shall be authorized by resolution of the Authority at a meeting to be held for such purpose, in aggregate principal amounts not to exceed the amounts set forth in Exhibit A. This action is taken expressly for the purpose of inducing the Borrowers to undertake the Projects, and nothing contained herein shall be construed to signify that the Projects comply with the planning, zoning, subdivision and building laws and ordinances applicable thereto or to suggest that the Authority or any program participant, officer or agent of the Authority will grant any such approval, consent or permit that may be required in connection with the acquisition and construction or rehabilitation of the Projects, or that the Authority will make any expenditures, incur any indebtedness, or proceed with the financing of the Project.

Section 3. This resolution is being adopted by the Authority for purposes of establishing compliance with the requirements of Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of indebtedness to reimburse the Reimbursement Expenditures.

Section 4. The officers and/or the program managers of the Authority are hereby authorized and directed to apply to the Committee for an allocation from the state ceiling of private activity bonds to be issued by the Authority for each of the Projects in an amount not to exceed the amounts set forth in Exhibit A, and to take any and all other actions as may be necessary or appropriate in connection with such application, including but not limited to the payment of fees, the posting of deposits and the provision of certificates, and any such actions heretofore taken by such officers and program managers are hereby ratified, approved and confirmed.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this November 19, 2015.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on November 19, 2015.

By: _____
Authorized Signatory

EXHIBIT A

Project Name	Project Location	Project Description (units)	New Construction/ Acquisition and Rehabilitation	Legal Name of initial owner/operator	Bond Amount
The Salvation Army Bell Oasis Apartments	City of Bell, County of Los Angeles	65	New Construction	The Salvation Army Bell Oasis Apartments LP	\$14,000,000
RCC Cadence Family	City of Irvine, County of Orange	82	New Construction	Cadence Family Irvine Housing Partners, L.P.	\$21,000,000
ETHIC Paramount Family	City of Irvine, County of Orange	84	New Construction	Paramount Family Irvine Housing Partners, L.P.	\$22,000,000
D1 Senior	City of Irvine, County of Orange	157	New Construction	D1 Senior Irvine Housing Partners, L.P.	\$28,000,000



Agenda Item No. 6

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Conduct proceedings with respect to the Statewide Community Infrastructure Program Assessment District No. 15-01 (City of Roseville, County of Placer, State of California)

EXECUTIVE SUMMARY:

On August 6, 2015, the CSCDA Commission continued the public hearing to November 19, 2015, for the TopGolf financing in the SCIP 2015-01 pool due to delays in the entitling process. The action before the Commission today is to conduct the public hearing, open the assessment ballot and announce the results.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends the following:

1. Open the public hearing;
2. Close the public hearing;
3. Open the assessment ballot and announce results.

Agenda Item No. 7

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of the following resolutions with respect to SCIP Assessment District No. 15-01 (City of Roseville, County of Placer, State of California):

- a. Resolution approving an amended assessment diagram and final engineer's report, levying assessments, ordering the financing of specified development impact fees, and confirming unpaid assessment amounts.
- b. Resolution providing for the issuance of a separate series of SCIP limited obligation for improvement bonds and approving the form and substance of a trust agreement.

EXECUTIVE SUMMARY:

In order for the TopGolf financing to proceed the CSCDA Commission must approve the following:

- Amended assessment diagram and final engineer's report levying assessments, ordering the financing of specifies impact fee and confirming unpaid assessments amount for the TopGolf project. The reports are located in the Documents for Commissioner Review files.
- A resolution providing for the issuance of a separate series of SCIP limited obligations for improvement bonds and the form of the trust agreement.

Bonds for this project will not be issued until 2016 as part of the next SCIP pool.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends the following resolutions:

1. Resolution approving an amended assessment diagram and final engineer's report, levying assessments, ordering the financing of specified development impact fees, and confirming unpaid assessment amounts.
2. Resolution providing for the issuance of a separate series of SCIP limited obligation for improvement bonds and approving the form and substance of a trust agreement.

ATTACHMENT I

RESOLUTION NO. _____

RESOLUTION OF THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY APPROVING AN AMENDED ASSESSMENT DIAGRAM AND A FINAL ENGINEER'S REPORT, LEVYING ASSESSMENTS, ORDERING THE FINANCING OF SPECIFIED DEVELOPMENT IMPACT FEES, CONFIRMING THE AMOUNT OF UNPAID ASSESSMENTS, AND DIRECTING RELATED ACTIONS

WHEREAS, the California Statewide Communities Development Authority is a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the "Authority"), with this Commission (this "Commission") serving as the legislative body of the Authority; and

WHEREAS, this Commission has taken a series of actions pursuant to the Municipal Improvement Act of 1913 (Division 12, commencing with Section 10000 of the Streets and Highways Code of the State of California) (the "1913 Act") preliminary to ordering the financing of certain development impact fees, the proceeds of which will be used to pay the cost of certain public capital improvements (the "Fees") eligible to be funded under the 1913 Act, which development impact fees are described in the Final Engineer's Report (as defined below) approved by this Resolution, said fees and related incidental expenses allocable thereto to be charged to the parcels of land with respect to which the Fees are payable in connection with the proposed development of said parcels of land which are situated within the assessment district (the "District") to be designated as set forth in Exhibit A attached hereto and by this reference incorporated into this Resolution; and

WHEREAS, the program of the Authority providing for the financing of eligible development impact fees is commonly known as the "Statewide Community Infrastructure Program," or "SCIP;" and

WHEREAS, on June 18, 2015, this Commission approved the assessment diagram for the District and adopted its Resolution of Intention (the "Resolution of Intention") relating to the District, and such assessment diagram was thereafter filed for record in the office of the County Recorder of the County in which the District is located; and

WHEREAS, in accordance with the direction of this Commission provided in the Resolution of Intention, the Assessment Engineer of the Authority for SCIP, as Engineer of Work (the "Engineer of Work"), prepared and filed with the Authority on June 18, 2015, a report containing the information regarding the District required by Section 10204 of the Streets and Highways Code of the State of California, which report was duly presented to this Commission for preliminary consideration; and

WHEREAS, this Commission, by resolution duly adopted on June 18, 2015 (the "Resolution of Preliminary Approval"), corresponding to the proposed District, preliminarily approved the report, and fixed 10:00 a.m., or as soon thereafter as the matter might be heard, on August 6, 2015, at the offices of the League of California Cities, 1400 K Street, 3rd Floor, Sacramento, California, as the time and place for a public hearing with respect to the financing of the Fees, to the extent of the District and to the levy of the assessments therein (the "Assessments"); and

WHEREAS, this Commission continued said public hearing from time to time to November 19, 2015, at the offices of the California State Association of Counties, 1100 K Street, Suite 101, Sacramento, California; and

WHEREAS, this Commission directed that notice of the public hearing and the related property owner assessment ballot procedure be given in the time, form and manner required by Article XIID of the California Constitution (“Article XIID”), together with the property owner assessment ballots themselves; and

WHEREAS, there have been filed with the Authority a certificate setting forth the time and manner of the compliance with the requirements of law for mailing (a) the notices of the public hearing and assessment ballot procedure and (b) the property owner assessment ballots, as required by Article XIID; and

WHEREAS, this Commission hereby finds and determines that notices of public hearing and assessment ballot procedure and the property owner assessment ballots themselves have been mailed in the form and manner required by Article XIID; and

WHEREAS, said public hearing was duly convened by this Commission for the District at said time and place specified in the Resolution of Preliminary Approval and was continued from time to time to the date hereof, and this Commission has proceeded with said public hearing and duly heard all interested parties desiring to be heard at said public hearing on any aspect of the proposed District; and

WHEREAS, having thereupon closed the public hearing, and the assessment ballots which had been returned having then been opened and tallied, and it having been determined that all of the assessment ballots which were returned were marked in support of the proposed levy of Assessments, this Commission hereby finds and determines that property owner assessment ballots cast against the levy of the Assessments did not exceed the property owner ballots cast in favor of the levy of the Assessments, with the assessment ballots weighted in proportion to the amount of the proposed Assessment for the parcel to which each such assessment ballot pertains; and

WHEREAS, prior to the public hearing on the date hereof, the Engineer of Work found it necessary to prepare and submit a modified Assessment Diagram and Engineer’s Report due to certain changes to the parcels in the assessment district, including, but not limited to, elimination of certain parcels from the assessment district; and

WHEREAS, an Amended Assessment Diagram designated “Amended Assessment Diagram California Statewide Communities Development Authority Statewide Community Infrastructure Program Assessment District No. 15-01 (City of Roseville, County of Placer) State of California” and a Final Engineer’s Report (the “Final Engineer’s Report”) have been prepared by the Engineer of Work and made available to the Commission for consideration; and

WHEREAS, this Commission has elected to comply with the requirements of Part 7.5 of the Special Assessment Investigation, Limitation and Majority Protest Act of 1931 (the “1931 Act”), being Division 4 (commencing with Section 2800) of Streets and Highways Code of the State of California, and on the basis of the information included in the Final Engineer’s Report, this Commission hereby finds and determines that the requirements of the 1931 Act are satisfied in the manner provided by subsection (d) of Section 2961 of said Part 7.5 of the 1931 Act; and

WHEREAS, there has been filed with the Authority a Consent and Waiver executed by each owner of each of the parcels upon which an Assessment is proposed to be levied or by an authorized representative of each owner, waiving any defect in the notice or procedure in the conduct of the public hearing and the assessment ballot procedure including the timing of receipt of the notice of the public hearing, waiving the entitlement to pay all or any part the Assessment in cash within the 30-day cash payment period, and consenting to the modifications made to the Engineer’s Report between the preliminary approval thereof and approval of the Final Engineer’s Report by this Resolution; and

WHEREAS, on the basis of the executed Consent and Waiver forms on file with the Authority, in which each owner of each parcel on which an Assessment is proposed to be levied has waived the entitlement to pay all or any portion of such Assessment levied upon the such parcel in cash (which entails the benefit of a cash payment discount) prior to the issuance, sale and delivery of bonds upon the security of such Assessment, the Authority has confirmed that the amount of unpaid Assessments is equal to the full amount of the Assessments levied;

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

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

Section 2. There having been no protest received (either written or oral) from any owner of any of the parcels of land upon which an Assessment is proposed to be levied, this Commission finds that there has not been a “majority protest,” as said term is defined by Article XIID, and this Commission hereby overrules the protests received, if any, whether written and oral, from any other person.

Section 3. This Commission hereby approves the Amended Assessment Diagram and the Secretary of the Authority is directed to file a copy of the assessment diagram in the office of the County Recorder of the County of Placer within fifteen (15) days of the adoption of this resolution.

Section 4. This Commission hereby approves the Final Engineer’s Report and the component parts thereof, including each exhibit incorporated by reference in the report.

Section 5. This Commission hereby finds and determines that the requirements of the 1931 Act have been satisfied in the manner provided by Part 7.5 thereof, and this action shall be final as to all persons.

Section 6. This Commission hereby finds and determines that the Engineer of Work, in the Final Engineer’s Report, has fairly and properly apportioned the cost of the financing of the Fees to each parcel of land in the District in proportion to the estimated benefits to be received by each parcel, respectively, from the financing of the Fees. This Commission hereby confirms and levies each individual Assessment as stated in the Final Engineer’s Report.

Section 7. This Commission hereby orders the financing of the Fees as detailed in the Final Engineer’s Report.

Section 8. 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, commencing with Section 8500, of the Streets and Highways Code of the State of California) (the “1915 Act”), and the last installment of the bonds shall mature not to exceed twenty-nine (29) years from the second day of September next succeeding twelve (12) months from their date.

Section 9. This Commission hereby finds and determines that either each of the owners or an authorized representative of each of the owners of each of the parcels assessed in these proceedings has executed and filed with the administrator of SCIP (the “Program Administrator”) a form of Consent and Waiver by which the entitlement otherwise given to each such owner to pay all or any part of the subject Assessment or Assessments in cash within the 30-day cash payment period has been waived, and by which the property owner consents to the changes to the Engineer’s Report between the preliminary approval thereof on June 18, 2015, and the approval of the Final Engineer’s Report by this Resolution. Accordingly, this Commission hereby confirms that the amount of unpaid Assessments is equal to the full amount of the Assessments levied and directs the Program Administrator to proceed forthwith, without the necessity of

the 30-day cash payment period otherwise required, to provide for the issuance, sale and delivery of limited obligation improvement bonds in a principal amount equal to the Assessments levied.

Section 10. The Program Administrator is hereby authorized and directed to prepare the auditors record for the District, pursuant to the Streets and Highways Code, and to transmit said auditors record to the County Auditor of the County within which the District is located. The assessment installments for the initial series of bonds issued for the District shall be apportioned among the parcels in the District having an unpaid Assessment.

Section 11. The Program Administrator is hereby directed to record the Final Engineer's Report with the Authority. The Program Administrator is hereby further directed to record the assessment diagrams contained in the Final Engineer's Report and the notice of assessment in the office of the County Recorder of the County within which the District is located in the time, form and manner as required by law.

Section 12. This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the Commission of the California Statewide Communities Development Authority this November 19, 2015.

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 19, 2015.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

EXHIBIT A

District Name (County)	Assessment/Local Obligation Amount
Statewide Community Infrastructure Program Assessment District No. 15-01 (City of Roseville, County of Placer, California)	\$1,513,616

RESOLUTION NO. _____

RESOLUTION OF THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY PROVIDING FOR THE ISSUANCE OF A SEPARATE SERIES OF STATEWIDE COMMUNITY INFRASTRUCTURE PROGRAM LIMITED OBLIGATION IMPROVEMENT BONDS; APPROVING THE FORM AND SUBSTANCE OF A TRUST AGREEMENT AND AUTHORIZING CHANGES THERETO AND EXECUTION THEREOF; AND AUTHORIZING RELATED ACTIONS AND THE EXECUTION OF RELATED DOCUMENTS TO IMPLEMENT THE PROPOSED FINANCING PROGRAM

WHEREAS, the California Statewide Communities Development Authority is a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the “Authority”), with this Commission (this “Commission”) serving as the legislative body of the Authority; and

WHEREAS, this Commission, on June 18, 2015, adopted its Resolution of Intention (the “Resolution of Intention”) relating to the financing of certain development impact fees in an assessment district (the “District”) designated by the name set forth in Exhibit A attached hereto and by this reference incorporated herein; and

WHEREAS, the Resolution of Intention was adopted pursuant to the provisions of the Municipal Improvement Act of 1913 (Division 12, commencing with Section 10000 of the Streets and Highways Code of the State of California) (the “1913 Act”) and provided that serial and/or term bonds to represent the unpaid assessments (the “Assessments”) would be issued in the manner provided by the Improvement Bond Act of 1915 (Division 10, commencing with Section 8500, of the Streets and Highways Code of the State of California) (the “1915 Act”), reference being hereby made to the Resolution of Intention for further particulars of such bonds; and

WHEREAS, the written engineer’s report relating to the proposed District (in its final form, the “Engineer’s Report”) was thereafter duly prepared and filed with the Authority, and after a hearing duly noticed and held, the Assessments have been confirmed, levied and approved by resolution adopted by this Commission on the date hereof; and

WHEREAS, the assessment diagram and related notices of assessment have been authorized to be duly recorded in the office of the Secretary of the Authority, who is authorized to act as Superintendent of Streets with respect to the District, and the assessment diagram and related notices of assessment shall be recorded in the office of the County Recorder of the County in which the District is located, all in the time, form and manner required by law; and

WHEREAS, the Assessments have been levied in the total amounts set forth in Exhibit A to this Resolution upon the several subdivisions of land in the District in proportion to the estimated benefits to be received by such subdivisions, respectively, from the payment of certain development impact fees, as shown in the Engineer’s Report; and

WHEREAS, the owners of all of the property which has been assessed in the District or the authorized representatives of such owners have executed and filed Consent and Waiver forms, by which, among other things, such owners have waived their rights to pay all or any part of their respective Assessments in cash and have further waived mailed notice of the Assessments; and

WHEREAS, on the basis of the executed Consent and Waiver forms on file with the Authority, in which each owner of each parcel on which an Assessment is proposed to be levied has waived the entitlement to pay all or any portion of such Assessment levied upon the such parcel in cash (which entails the benefit of a cash payment discount) prior to the issuance, sale and delivery of bonds upon the security of such Assessment, the Authority has confirmed that the amount of unpaid Assessments is equal to the full amount of the Assessments levied, as set forth in Exhibit A to this Resolution, and this Commission hereby finds and determines that the total of the unpaid Assessments for the District is as set forth in Exhibit A to this Resolution; and

WHEREAS, in connection with the financing of development impact fees pursuant to the Authority's Statewide Community Infrastructure Program (the "Program"), this Commission has determined to issue a separate series of its Statewide Community Infrastructure Program Limited Obligation Improvement Bonds, relating to the District (the "Local Obligations"), pursuant to a Trust Agreement in substantially the form currently on file with this Commission (the "Trust Agreement"), by and between the Authority and Wells Fargo Bank, National Association (the "Trustee"), such Local Obligations to be registered in the name of the Trustee and each series thereof to be issued in an aggregate principal amount equal to the principal amount of unpaid Assessments of the applicable District; and

WHEREAS, for the purpose of funding the Local Obligations and thereby financing the development impact fees in the District as described above, this Commission, in accordance with the Program, will at a later date consider whether to authorize and issue its Statewide Community Infrastructure Program Revenue Bonds (the "Revenue Bonds") pursuant to the same Trust Agreement; and

WHEREAS, the Authority will at a future date consider the issuance of and sale of the Revenue Bonds, with the net proceeds of sale thereof (after funding a reserve fund and payment of costs of issuance) to be utilized by the Trustee to acquire the Local Obligations; and

WHEREAS, in furtherance of implementing the issuance of the Local Obligations as described above, there has been filed with the Secretary of the Authority, for consideration and approval by this Commission, the form of the Trust Agreement, under the terms of which, among other things, the Local Obligations are to be issued; and

WHEREAS, being fully advised in the matter of the Program, this Commission wishes to approve the financing as described above;

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

The foregoing recitals are true and correct, and this Commission so finds and determines. This Resolution is adopted in accordance with the "SCIP Manual of Procedures" adopted by this Commission, as it may be amended from time to time.

This Commission has reviewed all proceedings heretofore taken relative to the foregoing and has found, as a result of such review, and does hereby find and determine that all acts, conditions and things required by law to exist, to happen and to be performed precedent to and in the issuance of the Local Obligations as hereinafter authorized and provided do exist, have happened and have been performed in due time, form and manner as required by law, and the Authority, upon approval by the Authority of the issuance of the Revenue Bonds, shall be authorized pursuant to each and every requirement of law to issue the Local Obligations.

The separate series of Local Obligations shall be issued for the District as provided in the Trust Agreement and shall represent and shall be secured by the unpaid Assessment of such District in accordance with the provisions of the 1915 Act and pursuant to the provisions of the Resolution of Intention and proceedings taken thereunder. Each series of the Local Obligations shall be issued in an aggregate principal

amount equal to the unpaid Assessment as set forth in Exhibit A to this Resolution, shall bear interest at rates not to exceed 12%, and shall be known as the “California Statewide Communities Development Authority Statewide Community Infrastructure Program Limited Obligation Improvement Bonds,” with appropriate series and sub-series designations as determined by the Authority. The Local Obligations may be issued pursuant to the same Trust Agreement as other Local Obligations of the Authority.

The form and substance of the Trust Agreement made available to the Commissioners at this meeting is hereby approved. Any member of the Commission of the Authority, the Executive Director of the Authority, or their administrative delegates duly authorized pursuant to resolution of the Authority (each, an “Authorized Signatory”), is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Trust Agreement in substantially said form, with such changes therein as any member of the Commission may require or approve in consultation with Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

The Treasurer of the Authority and the Secretary of the Authority are hereby authorized and directed to execute the Local Obligations on behalf of the Authority, manually or by use of engraved, printed or lithographed facsimile signature. Such signing as herein provided shall be a sufficient and binding execution of the Local Obligations by the Authority, without the necessity of a seal. In case the person whose signature appears on the Local Obligations shall cease to be such officer before the delivery of the Local Obligations to the purchaser, such signature shall nevertheless be valid and sufficient for all purposes the same as though such person had remained in office until the delivery of the Local Obligations. Only such of the Local Obligations as shall bear thereon a certificate of registration and authentication in the form set forth in the Trust Agreement, executed and dated by any Authorized Signatory, shall be entitled to any benefits hereunder or be valid or obligatory for any purpose, and such certificate shall be conclusive evidence that the Local Obligations so authenticated have been duly authorized, executed, issued and delivered hereunder and are entitled to the benefits hereof.

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, to do any and all things and to execute and deliver any and all documents, or to make any necessary modifications thereto, which are acceptable to the members of the Commission of the Authority, the Authority’s general legal counsel and Bond Counsel and which they deem necessary or advisable in order to consummate the issuance, sale and delivery of the Local Obligations and to carry out the purposes of this Resolution.

This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the Commission of the California Statewide Communities Development Authority this 19th day of November 2015.

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 19, 2015.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

EXHIBIT A

District Name (County)	Local Obligation Amount
Statewide Community Infrastructure Program Assessment District No. 15-01 (City of Roseville, County of Placer, California)	per Engineer's Report, not to exceed \$1,513,616

Agenda Item No. 8

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consider resolution approving the form of the Deposit and Reimbursement Agreement for CSCDA Assessment Districts and the Statewide Community Infrastructure Program (SCIP).

EXECUTIVE SUMMARY:

In order for CSCDA to recover third party professional expenses (i.e. attorneys, assessment engineers, appraisers, etc.) incurred in connection with the establishment of assessment districts and for the SCIP Program, a deposit and reimbursement agreement is established between the CSCDA and the developer. The funds are kept in a separate trust account and paid via a requisition for the professional services incurred.

In order to efficiently process these deposit and reimbursement agreements, establishing a standard form of the agreement would be beneficial. A standard form would avoid having to come back to the Commission every time one of these agreements need to be approved, and would avoid prolonged negotiation back and forth on the terms of the agreement.

CSCDA's issuer counsel has prepared and approves of the form of the attached deposit and reimbursement agreement.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the attached form of deposit and reimbursement agreement for CSCDA Assessment Districts and the Statewide Community Infrastructure Program.

ATTACHMENT 1

RESOLUTION NO. 15R-__

RESOLUTION OF THE COMMISSION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY APPROVING A FORM OF DEPOSIT AND REIMBURSEMENT AGREEMENT FOR ASSESSMENT DISTRICTS

WHEREAS, the Commission (the “Commission”) of the California Statewide Communities Development Authority (the “Authority”) from time to time undertakes proceedings toward the establishment of assessment districts (the “Assessment Districts”) pursuant to the Municipal Improvement Act of 1913, being Division 12 (Sections 10000 and following) of the California Streets and Highways Code, for the purposes of financing certain public improvements and/or development impact fees to partially mitigate the impacts of new development expected to occur or has occurred within the proposed boundaries of or adjacent to such Assessment Districts; and

WHEREAS, to provide for a source of funding to pay preliminary and incidental costs and expenses incurred by the Authority in connection with the Authority’s proceedings to implement the proposed Assessment Districts, the Authority will enter into a Deposit and Reimbursement Agreement with each developer; and

WHEREAS, a form of Deposit and Reimbursement Agreement is on file with the Secretary of 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 Deposit and Reimbursement Agreement is hereby approved. In connection with the commencement of any proceedings by the Authority to form Assessment Districts, 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 Deposit and Reimbursement 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 Deposit and Reimbursement Agreement.

Section 3. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 19th day of November, 2015.

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 19, 2015.

By _____
Authorized Signatory
California Statewide Communities
Development Authority

EXHIBIT A

FORM OF DEPOSIT AND REIMBURSEMENT AGREEMENT

California Statewide Communities Development Authority

**Assessment District
(City of [City], County of [County])**

Recitals

A. The parties to this agreement are the CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY, a California joint exercise of powers authority (the “Authority”), and [Developer], a [state] [type of company] (the “Developer”).

B. The effective date of this agreement shall be [____, 20__].

C. The Authority has established a public financing program known as the “Statewide Community Infrastructure Program,” or “SCIP,” for the purpose of providing public financing for certain authorized development impact fees (“Fees”) and/or certain authorized public improvements (“Improvements”) imposed upon a developer as conditions of approval to the development of a land development project situated within a City or County which has taken action to become a participant in SCIP.

D. Pursuant to SCIP, the Developer has applied to the Authority for financing of certain Fees and Improvements pertaining to the development project (the “Project”) of the Developer, situated in [Participant], California (the “City”), a SCIP participant, and subject to the terms and conditions of this agreement, the Authority intends (a) to initiate proceedings pursuant to SCIP for the establishment of an assessment district (the “Assessment District”), said proceedings to be taken pursuant to the Municipal Improvement Act of 1913 (Sections 10000 and following, California Streets and Highways Code) (the “1913 Act”), and (b) to issue and sell limited obligation improvement bonds of the Authority (the “Bonds”) pursuant to the Improvement Bond Act of 1915 (Sections 8500 and following, California Streets and Highways Code) (the “1915 Act”) upon the security of the special assessments levied and recorded as a lien against the real property comprising the Project which the Developer has acquired [(with legal title taken in the name of a related legal entity, namely [Developer], a [state] [type of company])] and is developing within the Assessment District.

E. In the event the Authority is able to establish the Assessment District and to accomplish the sale and delivery of the Bonds pursuant to the 1915 Act, the Authority intends to utilize the proceeds of sale thereof to (1) reimburse the Developer for the deposit required by this agreement and (2) finance the Fees and the completed Improvements which are to be constructed and installed by the Developer, all in accordance with and subject to the terms and conditions of this agreement.

F. In consideration for the mutual undertakings of the parties stated herein, the parties agree as follows.

Agreement

1. The foregoing recitals are true and correct, and the parties expressly so acknowledge.

2. The Developer has paid the Authority \$[_____] to the Program Administrator, BLX Group LLC, for deposit in the fund created for the payment of preparation of the engineer's report, legal costs, and appraisal costs associated with the Assessment District. If the City elects to withdraw from SCIP prior to the formation of the Assessment District, Developer shall be entitled to the return of all amounts deposited which have not been disbursed from the fund that are not required for payment of outstanding costs at the time of the City's withdrawal from SCIP. In the event that the balance in said fund is drawn down to an amount of less than \$5,000, the Authority may notify the Developer of such fact, and the Developer shall forthwith provide the Authority with an additional deposit of \$5,000 or such larger amount specified by CSCDA to assure the continued availability of funds for the payment of such preliminary expenses.

3. The Authority shall proceed with all due diligence to form the Assessment District and upon completion of formation, the Authority shall proceed with all due diligence to accomplish issuance and sale of the Bonds upon the security of the unpaid special assessments which have been levied and recorded as liens upon the parcels comprising the Project land within the Assessment District. Upon receipt of proceeds of sale of the Bonds, the Authority shall proceed with all due diligence to accomplish the authorized purposes of the Assessment District, including but not limited to reimbursement to the Developer for its deposit or deposits pursuant to this agreement, to pay the Fees (or to reimburse the Developer for such portion of the Fees, if any, as shall have been prepaid by the Developer), and to fund the City's acquisition of the authorized Improvements from the Developer upon completion.

With respect to the acquisition of completed Improvements, the parties expressly acknowledge that prior to the sale of the Bonds, an agreement, entitled "Acquisition Agreement," shall be entered into between the City and the Developer, specifying the terms and conditions under which the City will submit requisitions to the Trustee for disbursement of the specified portion of proceeds of sale of the Bonds to reimburse the Developer for the cost and expense of completed Improvements in such amounts as shall be determined under the terms of the agreement. The Developer acknowledges that the Acquisition Agreement will condition any obligation to pay for any portion of the cost and expense of Improvements upon completion of such Improvements to the satisfaction of the City or such other local agency as shall become the owner of any portion of the Improvements following completion.

4. The Authority agrees to use its best efforts to accomplish a public offering and sale of the proposed assessment bonds, it being understood that the Authority intends to accomplish such offering and sale through a negotiated sale to RBC Capital Markets, San Francisco, California (the "Underwriter"). To enable the Authority, disclosure counsel to the Authority for the Bonds ("Disclosure Counsel") and the Underwriter to prepare an Official Statement to be utilized in connection with the Underwriter's public offering of the proposed Bonds, the Developer agrees to provide such financial information, development program information, title reports, appraisal reports, and such other information, relating to the Project, as the Authority, Disclosure Counsel and the Underwriter may reasonably consider material in connection with preparing the Official

Statement and determining feasibility and structure of the proposed Bond issue; provided, however, Developer shall not be required to disclose any confidential information of Developer or any information that is protected by the attorney-client privilege; provided, further, that if any confidential information would cause the information in the Official Statement to be untrue or misleading, the Developer shall inform the Authority, Disclosure Counsel and the Underwriter of such fact. Such reports and information shall be provided to the Authority, Disclosure Counsel and the Underwriter at no cost; provided, that the actual cost and expense of the Developer in providing the information shall be eligible for reimbursement from bond sale proceeds so long as sufficient proceeds of the Bonds are available for that purpose.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their authorized representatives as of the effective date stated above.

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY,
a California joint exercise of powers authority

By _____
(Signature)

(Print Name)

(Title)

[DEVELOPER],
a [state] [type of company]

By _____
(Signature)

(Print Name)

Agenda Item No. 9

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consider resolution to approve forms of assignment-related agreements to facilitate limited subordination of voluntary contractual assessments for the CaliforniaFIRST program

EXECUTIVE SUMMARY:

On September 10, 2015, the CSCDA Commission approved the limited subordination of voluntary contractual assessments for the CaliforniaFIRST program. In order to facilitate the limited subordination mechanism, bond counsel to the CaliforniaFIRST program has drafted and submitted for approval the forms of assignment documents for limited subordination.

DISCUSSION:

The action approved at the September 10, 2015 meeting allowed CSCDA to notify the trustee of its request to release any assessment from the lien of the CaliforniaFIRST master indenture. Once an assessment is released, it can be subordinated to an existing/proposed mortgage lender on a limited basis through the execution of the limited subordination agreement that was approved by the Commission at the September 10th meeting.

The form of master assignment agreement being considered today provides the overall terms of the assignments and meets all of CSCDA's issuance policies and requirements of AB 811 for PACE financings.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the resolution to approve forms of assignment related agreements to facilitate the limited subordination of voluntary contractual assessments for the CaliforniaFIRST program.

ATTACHMENT I

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF A
MASTER ASSIGNMENT AGREEMENT FOR ASSIGNMENT OF VOLUNTARY
CONTRACTUAL ASSESSMENTS IN CONNECTION WITH LIMITED
SUBORDINATION AND APPROVING AND DIRECTING RELATED
DOCUMENTS AND ACTIONS**

ALL COVERED JURISDICTIONS

WHEREAS, the California Statewide Communities Development Authority (“California Communities”) is authorized under the authority granted to California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (beginning with Section 6500) in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (beginning with Section 589810) (“Chapter 29”) to levy contractual assessments to finance the installation of certain improvements; and

WHEREAS, this Commission previously adopted the resolutions shown in Appendix 1 for the counties, and cities in Los Angeles County, listed at Appendix 1 (each, a “Covered Jurisdiction,” and collectively, the “Covered Jurisdictions”), each entitled “Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements” (collectively, the “Resolutions of Intention”), to initiate proceedings under Chapter 29 in and for the territory within each Covered Jurisdiction (the “Program Area”) to establish the CaliforniaFIRST program (the “Program”), pursuant to which California Communities would enter into contractual assessments to finance distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property (“Authorized Improvements”); and

WHEREAS, by the Resolutions of Intention, the Commission provided that one or more series of bonds would be issued under the Improvement Bond Act of 1915, Division 10 of the California Streets and Highways Code (as amended, the “Bond Law”), and reference to the Resolutions of Intention is hereby expressly made for further particulars; and

WHEREAS, after holding a duly noticed public hearing at which interested persons were allowed to object to or inquire about the proposed Program within the Program Area or any of the Program’s particulars, the Commission adopted the resolutions listed in Appendix 1 for the Covered Jurisdictions, each entitled “Resolution Confirming Report Relating to the Financing of the Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters” (collectively, the “Initial Resolutions Confirming Program Report”), pursuant to which the Commission, among other things, (i) confirmed and approved a report (as subsequently amended, the “Program Report”) addressing all the matters required by Chapter 29, including a draft agreement between California Communities and property owners participating in the Program providing for payment of contractual assessments, (ii) established the Program, and (iii) authorized signatories to execute agreements (“Assessment Contracts”) with the owners of property in the Program Area to provide for the levy of contractual assessments to finance installation of Authorized Improvements; and

WHEREAS, the Commission subsequently amended those of the Program Reports that were approved prior to the effectiveness of Assembly Bill 44 and Senate Bill 1340 by adopting

the resolutions listed in Appendix 1 under the heading “2012 Resolutions Amending Program Report” for the related Covered Jurisdictions; and

WHEREAS, the Commission subsequently amended the Program Reports relating to the then-member Covered Jurisdictions by adopting Resolution No. 14R-23 on May 22, 2014, and Resolution No. 14R-59 on November 6, 2014 (such resolutions, together with the Initial Resolutions Confirming Program Report and 2012 Resolutions Amending Program Report, the “Resolutions Confirming Program Report”); and

WHEREAS, pursuant to the Resolutions Confirming Program Report, the Commission, among other things, confirmed and approved Program Reports that addressed all the matters set forth in Sections 5898.22 and 5898.23 of Chapter 29, including a form of Assessment Contract between California Communities and property owners participating in the Program providing for payment of contractual assessments; and

WHEREAS, under Chapter 29 and the Bond Law, the Commission adopted the resolutions listed in Appendix 1 under the heading “Original Resolutions of Issuance” for the Covered Jurisdictions, each entitled “A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions,” which among other matters, authorized the issuance of one or more series of improvement bonds of California Communities upon the security of assessments levied on the participating parcels within the Program Area under Chapter 29 and the Bond Law, and provided that the issuance of the bonds would be in accordance with the Bond Law and a master indenture and authorized the execution thereof; and

WHEREAS, in connection with the Program, California Communities obtained the following default judgments:

(i) a default judgment rendered on August 17, 2012, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2012-00121447;

(ii) a default judgment rendered on March 4, 2014, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2013-00153863; and

(iii) a default judgment rendered on October 17, 2014, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions

and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2014-00166647; and

WHEREAS, this Commission adopted its Resolution No. 14R-24 on May 22, 2014, entitled “A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions,” pursuant to which, among other things, it (i) approved execution of a master indenture (the “Original Master Indenture”) to be supplemented from time to time by one or more supplemental indentures and (ii) authorized the issuance of bonds (“Bonds”) in one or more series, in each case with respect to residential property containing less than four units; and

WHEREAS, this Commission adopted its Resolution No. 15R-2 on January 15, 2015, entitled, “Resolution Approving an Amended and Restated Master Indenture for the CaliforniaFIRST Program Reflecting the 2014 Program Expansion and to Make Certain Other Modifications to Reflect Operational Matters; a Consolidated Notice of Assessment and Payment of Contractual Assessment for the CaliforniaFIRST Program; and Ordering Other Related Matters,” pursuant to which, among other things, the Commission approved a form of amended and restated master indenture (the “Amended and Restated Master Indenture”), which amended and restated the Original Master Indenture; and

WHEREAS, this Commission adopted its Resolution No. 15R-51 on September 10, 2015, entitled “Resolution Approving and Directing the Execution of a Second Amended and Restated Master Indenture; Approving a Form of Assessment Contract That Allows for Multiphase Installations of Authorized Improvements; Authorizing Collection of Contractual Assessments by Hand-Billing in Connection with Financings for Residential and Non-Residential Property; And Approving Related Documents and Actions,” pursuant to which, among other things, it approved the execution from time to time, in order to effectuate Limited Subordination (as defined below), of a (i) Second Amended and Restated Master Indenture (the “Second Amended and Restated Master Indenture”) primarily to enable California Communities to release from the lien of the Second Amended and Restated Master Indenture, and, subsequently, subordinate on a limited basis, any contractual assessment that secures the Bonds (such subordination is referred to herein as “Limited Subordination”) and (ii) subordination instrument; the purpose of Limited Subordination is to facilitate the approval by an existing or prospective mortgage lender of a loan secured by a first deed of trust to be recorded on any residential property containing less than four units and participating in the Program; and

WHEREAS, Section 5898.28(b) of Chapter 29, which became effective as of January 1, 2015, with the enactment of Assembly Bill 1883, permits California Communities to transfer its right, title and interest in and to any voluntary contractual assessment for a term not to exceed three years (an “Assignment”) if bonds have not been issued pursuant to Section 5898.28(a) of Chapter 29; and

WHEREAS, the Commission wishes to approve the following documents, in substantially the forms on file with the Secretary, in order to enable California Communities to effectuate Assignments of voluntary contractual assessments that it opts to release from the lien of the Second Amended and Restated Master Indenture and make subject to Limited Subordination: (i) a form of master assignment agreement (the “Master Assignment Agreement”); (ii) a form of depositary and account control agreement (the “Depositary Agreement”); and (iii) a form of Assignment Instrument (which is attached as Exhibit A to the Master Assignment Agreement); and

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

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

1. The above recitals are true and correct.
2. The Commission hereby approves the Master Assignment Agreement in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute one or more Master Assignment Agreements with assignees that are “qualified institutional buyers” as generally defined under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), or “accredited investors” as generally defined under Regulation D of the Securities Act for and in the name of California Communities after consultation with appropriate legal counsel for California Communities. This Commission hereby authorizes the delivery and performance of the Master Assignment Agreement by California Communities.
3. The Commission hereby approves the Depositary Agreement in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Depositary Agreement for and in the name of California Communities after consultation with appropriate legal counsel for California Communities. This Commission hereby authorizes the delivery and performance of the Depositary Agreement by the Authority.
4. The Commission hereby approves the execution and delivery of one or more Assignment Instruments in substantially the form attached to a Master Assignment Agreement, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute one or more Assignment Instruments for and in the name of California Communities after consultation with appropriate legal counsel for California Communities. This Commission hereby authorizes the delivery and performance of such Assignment Instruments by the Authority.

The purpose of an Assignment is to facilitate Limited Subordination with respect to voluntary contractual assessments for which California Communities already issued Bonds, and therefore, an Assignment shall not be limited by a maximum dollar amount.

5. The Commission hereby authorizes the Program Manager for the Program to make any conforming changes or additions, that it deems appropriate, to the form of Assessment

Contract previously approved by the Commission, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions.

6. Each Authorized Signatory of California Communities is hereby authorized and directed, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, that it may deem necessary or advisable in order to consummate the Assignments authorized by this Resolution and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of California Communities with respect to the Master Assignment Agreement, Depositary Agreement, Assignment Instruments and proposed Assignments are hereby approved, confirmed and ratified.

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

* * * * *

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 19th day of November 2015.

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 California Communities at a duly called meeting of the Commission of California Communities held in accordance with law on November 19, 2015.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

APPENDIX 1

1. Counties:

Alpine	Placer
Alameda	Plumas
Amador	Riverside
Butte	Sacramento
Calaveras	San Benito
Colusa	San Bernardino
Contra Costa	San Diego
Del Norte	San Francisco
El Dorado	San Joaquin
Fresno	San Luis Obispo
Glenn	San Mateo
Humboldt	Santa Barbara
Imperial	Santa Clara
Inyo	Santa Cruz
Kern	Shasta
Kings	Sierra
Lake	Siskiyou
Lassen	Sonoma
Madera	Solano
Marin	Stanislaus
Mariposa	Sutter
Mendocino	Tehama

Merced	Trinity
Modoc	Tulare
Monterey	Tuolumne
Mono	Ventura
Nevada	Yolo
Napa	Yuba
Orange	

2. Cities in Los Angeles County

Agoura Hills	Gardena	Paramount
Alhambra	Glendale	Pasadena
Arcadia	Glendora	Pico Rivera
Artesia	Hawaiian Gardens	Pomona
Avalon	Hawthorne	Rancho Palos Verdes
Azusa	Hermosa Beach	Redondo Beach
Baldwin Park	Huntington Park	Rolling Hills Estates
Bell	Industry	San Dimas
Bell Gardens	Inglewood	San Gabriel
Bellflower	La Mirada	San Marino
Beverly Hills	La Verne	Santa Clarita
Burbank	Lakewood	Santa Fe Springs
Calabasas	Lancaster	Santa Monica
Carson	Lomita	South Gate
Claremont	Long Beach	South Pasadena
Commerce	Los Angeles	Temple City
Compton	Lynwood	Torrance
Covina	Maywood	Vernon
Cudahy	Monrovia	Walnut
Culver City	Montebello	West Covina
Downey	Monterey Park	West Hollywood
Duarte	Norwalk	Westlake Village
El Monte	Palmdale	Whittier
El Segundo	Palos Verdes Estates	

3. Resolutions of Intention:

Covered Jurisdiction(s)	Resolution of Intention #	Date
Alameda	10R-15	1/27/2010
Fresno	10R-2	1/27/2010
Kern	10R-3	1/27/2010
Marin	13R-21	9/20/2013
Monterey	10R-4	1/27/2010
Napa	13R-22	9/20/2013
Sacramento	10R-5	1/27/2010
San Benito	10R-6	1/27/2010
San Diego	10R-7	1/27/2010
San Luis Obispo	10R-8	1/27/2010
San Mateo	10R-9	1/27/2010
Santa Clara	10R-10	1/27/2010
Santa Cruz	10R-11	1/27/2010
Solano	10R-12	1/27/2010
Tulare	13R-23	9/20/2013
2014 Program Expansion*	14R-18	4/17/2014
Ventura	10R-13	1/27/2010
Yolo	10R-14	1/27/2010

* Consists of Covered Jurisdictions shown in this Appendix 1, Pages 1 and 2, that are not otherwise shown in this table.

4. Initial Resolutions Confirming Report:

Covered Jurisdiction(s)	Resolution Confirming Report #	Date
Alameda	10R-45	3/10/2010
Fresno	10R-46	3/10/2010
Kern	10R-47	3/10/2010
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Sacramento	10R-51	3/10/2010
San Benito	10R-52	3/10/2010
San Diego	10R-53	3/10/2010
San Luis Obispo	10R-54	3/10/2010
San Mateo	10R-55	3/10/2010
Santa Clara	10R-49	3/10/2010
Santa Cruz	10R-50	3/10/2010
Solano	10R-56	3/10/2010
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Ventura	10R-57	3/10/2010
Yolo	10R-58	3/10/2010

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5. 2012 Resolutions Amending Program Report:

Covered Jurisdiction(s)	Resolution Confirming Report #	Date
Alameda	12H-10	2/02/2012
Fresno	12H-9	2/02/2012
Kern	12H-11	2/02/2012
Monterey	12H-12	2/02/2012
Sacramento	12H-13	2/02/2012
San Benito	12H-14	2/02/2012
San Diego	12H-15	2/02/2012
San Luis Obispo	12H-16	2/02/2012
San Mateo	12H-17	2/02/2012
Santa Clara	12H-18	2/02/2012
Santa Cruz	12H-19	2/02/2012
Solano	12H-20	2/02/2012
Ventura	12H-21	2/02/2012
Yolo	12H-22	2/02/2012

6. Original Resolutions of Issuance:

Covered Jurisdiction	Resolution #	Date
Alameda	10R-29	3/10/2010
Fresno	10R-30	3/10/2010
Kern	10R-31	3/10/2010
Marin	13R-35	10/24/2013
Monterey	10R-32	3/10/2010
Napa	13R-36	10/24/2013
Sacramento	10R-35	3/10/2010
San Benito	10R-36	3/10/2010
San Diego	10R-37	3/10/2010
San Luis Obispo	10R-38	3/10/2010
San Mateo	10R-39	3/10/2010
Santa Clara	10R-33	3/10/2010
Santa Cruz	10R-34	3/10/2010
Solano	10R-40	3/10/2010
Tulare	13R-34	10/24/2013
2014 Program Expansion*	14R-31	7/17/2014
Ventura	10R-41	3/10/2010
Yolo	10R-42	3/10/2010

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Agenda Item No. 10

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Conduct public hearing and consider resolution confirming amended and restated program report to incorporate seismic and other improvements authorized under AB 811 into the CaliforniaFIRST program

EXECUTIVE SUMMARY:

On October 8, 2015, the CSCDA Commission adopted a resolution of intention to incorporate seismic improvements, electric vehicle charging infrastructure and other improvements authorized by Chapter 29 of the Streets and Highways Code into the CaliforniaFIRST program. Today's action is to conduct the public hearing and consider the adoption of a resolution confirming the incorporation of seismic improvements, electric vehicle charging infrastructure and other improvements authorized by Chapter 29 of the Streets and Highways Code into the CaliforniaFIRST program.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends the following:

1. Open the public hearing and receive and communications or comments;
2. Close the public hearing;
3. Adopt the resolution confirming the amended and restated program report to incorporate seismic and other improvements authorized under AB 811 into the CaliforniaFIRST program.

ATTACHMENT I

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF A MASTER ASSIGNMENT AGREEMENT FOR ASSIGNMENT OF VOLUNTARY CONTRACTUAL ASSESSMENTS IN CONNECTION WITH LIMITED SUBORDINATION AND APPROVING AND DIRECTING RELATED DOCUMENTS AND ACTIONS

ALL COVERED JURISDICTIONS

WHEREAS, the California Statewide Communities Development Authority (“California Communities”) is authorized under the authority granted to California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (beginning with Section 6500) in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (beginning with Section 589810) (“Chapter 29”) to levy contractual assessments to finance the installation of certain improvements; and

WHEREAS, this Commission previously adopted the resolutions shown in Appendix 1 for the counties, and cities in Los Angeles County, listed at Appendix 1 (each, a “Covered Jurisdiction,” and collectively, the “Covered Jurisdictions”), each entitled “Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements” (collectively, the “Resolutions of Intention”), to initiate proceedings under Chapter 29 in and for the territory within each Covered Jurisdiction (the “Program Area”) to establish the CaliforniaFIRST program (the “Program”), pursuant to which California Communities would enter into contractual assessments to finance distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property (“Authorized Improvements”); and

WHEREAS, by the Resolutions of Intention, the Commission provided that one or more series of bonds would be issued under the Improvement Bond Act of 1915, Division 10 of the California Streets and Highways Code (as amended, the “Bond Law”), and reference to the Resolutions of Intention is hereby expressly made for further particulars; and

WHEREAS, after holding a duly noticed public hearing at which interested persons were allowed to object to or inquire about the proposed Program within the Program Area or any of the Program’s particulars, the Commission adopted the resolutions listed in Appendix 1 for the Covered Jurisdictions, each entitled “Resolution Confirming Report Relating to the Financing of the Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters” (collectively, the “Initial Resolutions Confirming Program Report”), pursuant to which the Commission, among other things, (i) confirmed and approved a report (as subsequently amended, the “Program Report”) addressing all the matters required by Chapter 29, including a draft agreement between California Communities and property owners participating in the Program providing for payment of contractual assessments, (ii) established the Program, and (iii) authorized signatories to execute agreements (“Assessment Contracts”) with the owners of property in the Program Area to provide for the levy of contractual assessments to finance installation of Authorized Improvements; and

WHEREAS, the Commission subsequently amended those of the Program Reports that were approved prior to the effectiveness of Assembly Bill 44 and Senate Bill 1340 by adopting

the resolutions listed in Appendix 1 under the heading “2012 Resolutions Amending Program Report” for the related Covered Jurisdictions; and

WHEREAS, the Commission subsequently amended the Program Reports relating to the then-member Covered Jurisdictions by adopting Resolution No. 14R-23 on May 22, 2014, and Resolution No. 14R-59 on November 6, 2014 (such resolutions, together with the Initial Resolutions Confirming Program Report and 2012 Resolutions Amending Program Report, the “Resolutions Confirming Program Report”); and

WHEREAS, pursuant to the Resolutions Confirming Program Report, the Commission, among other things, confirmed and approved Program Reports that addressed all the matters set forth in Sections 5898.22 and 5898.23 of Chapter 29, including a form of Assessment Contract between California Communities and property owners participating in the Program providing for payment of contractual assessments; and

WHEREAS, under Chapter 29 and the Bond Law, the Commission adopted the resolutions listed in Appendix 1 under the heading “Original Resolutions of Issuance” for the Covered Jurisdictions, each entitled “A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions,” which among other matters, authorized the issuance of one or more series of improvement bonds of California Communities upon the security of assessments levied on the participating parcels within the Program Area under Chapter 29 and the Bond Law, and provided that the issuance of the bonds would be in accordance with the Bond Law and a master indenture and authorized the execution thereof; and

WHEREAS, in connection with the Program, California Communities obtained the following default judgments:

(i) a default judgment rendered on August 17, 2012, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2012-00121447;

(ii) a default judgment rendered on March 4, 2014, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2013-00153863; and

(iii) a default judgment rendered on October 17, 2014, by the Superior Court of the State of California, County of Sacramento, in the validation action entitled “California Statewide Communities Development Authority v. All Persons Interested in the Matter of California Communities’ ‘CaliforniaFIRST’ Property Assessed Clean Energy (‘PACE’) Program Established in Certain Counties and Cities, Including the Adoption of Resolutions

and the Authorization of the Matters Therein, and all Bonds, Contracts, Contractual Assessments, and other Matters and Proceedings Related Thereto,” Case No. 34-2014-00166647; and

WHEREAS, this Commission adopted its Resolution No. 14R-24 on May 22, 2014, entitled “A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions,” pursuant to which, among other things, it (i) approved execution of a master indenture (the “Original Master Indenture”) to be supplemented from time to time by one or more supplemental indentures and (ii) authorized the issuance of bonds (“Bonds”) in one or more series, in each case with respect to residential property containing less than four units; and

WHEREAS, this Commission adopted its Resolution No. 15R-2 on January 15, 2015, entitled, “Resolution Approving an Amended and Restated Master Indenture for the CaliforniaFIRST Program Reflecting the 2014 Program Expansion and to Make Certain Other Modifications to Reflect Operational Matters; a Consolidated Notice of Assessment and Payment of Contractual Assessment for the CaliforniaFIRST Program; and Ordering Other Related Matters,” pursuant to which, among other things, the Commission approved a form of amended and restated master indenture (the “Amended and Restated Master Indenture”), which amended and restated the Original Master Indenture; and

WHEREAS, this Commission adopted its Resolution No. 15R-51 on September 10, 2015, entitled “Resolution Approving and Directing the Execution of a Second Amended and Restated Master Indenture; Approving a Form of Assessment Contract That Allows for Multiphase Installations of Authorized Improvements; Authorizing Collection of Contractual Assessments by Hand-Billing in Connection with Financings for Residential and Non-Residential Property; And Approving Related Documents and Actions,” pursuant to which, among other things, it approved the execution from time to time, in order to effectuate Limited Subordination (as defined below), of a (i) Second Amended and Restated Master Indenture (the “Second Amended and Restated Master Indenture”) primarily to enable California Communities to release from the lien of the Second Amended and Restated Master Indenture, and, subsequently, subordinate on a limited basis, any contractual assessment that secures the Bonds (such subordination is referred to herein as “Limited Subordination”) and (ii) subordination instrument; the purpose of Limited Subordination is to facilitate the approval by an existing or prospective mortgage lender of a loan secured by a first deed of trust to be recorded on any residential property containing less than four units and participating in the Program; and

WHEREAS, Section 5898.28(b) of Chapter 29, which became effective as of January 1, 2015, with the enactment of Assembly Bill 1883, permits California Communities to transfer its right, title and interest in and to any voluntary contractual assessment for a term not to exceed three years (an “Assignment”) if bonds have not been issued pursuant to Section 5898.28(a) of Chapter 29; and

WHEREAS, the Commission wishes to approve the following documents, in substantially the forms on file with the Secretary, in order to enable California Communities to effectuate Assignments of voluntary contractual assessments that it opts to release from the lien of the Second Amended and Restated Master Indenture and make subject to Limited Subordination: (i) a form of master assignment agreement (the “Master Assignment Agreement”); (ii) a form of depositary and account control agreement (the “Depositary Agreement”); and (iii) a form of Assignment Instrument (which is attached as Exhibit A to the Master Assignment Agreement); and

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

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

1. The above recitals are true and correct.
2. The Commission hereby approves the Master Assignment Agreement in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute one or more Master Assignment Agreements with assignees that are “qualified institutional buyers” as generally defined under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), or “accredited investors” as generally defined under Regulation D of the Securities Act for and in the name of California Communities after consultation with appropriate legal counsel for California Communities. This Commission hereby authorizes the delivery and performance of the Master Assignment Agreement by California Communities.
3. The Commission hereby approves the Depositary Agreement in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Depositary Agreement for and in the name of California Communities after consultation with appropriate legal counsel for California Communities. This Commission hereby authorizes the delivery and performance of the Depositary Agreement by the Authority.
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The purpose of an Assignment is to facilitate Limited Subordination with respect to voluntary contractual assessments for which California Communities already issued Bonds, and therefore, an Assignment shall not be limited by a maximum dollar amount.

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Contract previously approved by the Commission, together with any changes therein or additions thereto approved by an Authorized Signatory of California Communities (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions.

6. Each Authorized Signatory of California Communities is hereby authorized and directed, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, that it may deem necessary or advisable in order to consummate the Assignments authorized by this Resolution and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of California Communities with respect to the Master Assignment Agreement, Depositary Agreement, Assignment Instruments and proposed Assignments are hereby approved, confirmed and ratified.

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

* * * * *

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 19th day of November 2015.

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 California Communities at a duly called meeting of the Commission of California Communities held in accordance with law on November 19, 2015.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

APPENDIX 1

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San Mateo	12H-17	2/02/2012
Santa Clara	12H-18	2/02/2012
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Agenda Item No. 11

Agenda Report

DATE: November 19, 2015

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of financial hardship fee waivers for Chelsea Investment Corporation

BACKGROUND AND SUMMARY:

At its November 19, 2015 regular meeting, the CSCDA Commission approved a resolution adopting the following policy for borrowers experiencing financial hardship (the “Financial Hardship Policy”):

- CSCDA may consider fee reduction requests from borrowers that pay fees which are calculated in a manner that is not consistent with CSCDA’s current methodology. CSCDA may adjust fees to more closely align with its current fee policy if a CSCDA borrower can demonstrate that a project has experienced net operating losses for three of the prior five years, including the most recent year. Approval by the CSCDA Commission is required for all fee reduction requests and a granted fee reduction may not reduce the borrower’s fee below the amount of the then current fee policy adopted by the Commission.

CSCDA has received a request from Chelsea Investment Corporation (“Chelsea”) for review of five projects under the Financial Hardship Policy. A summary of the request and staff analysis is as follows:

- CSCDA issued bonds between 2003 and 2004 for the five Chelsea projects located in Imperial County that are experiencing financial distress.
- Chelsea is currently paying to CSCDA a 0.25% annual administrative fee for each project, calculated at the original bond issuance amount.
- Chelsea has requested that the Authority revise the Regulatory Agreements for the five projects to assess the administrative fees based upon the Authority’s current methodology (fees to be assessed based upon current outstanding principal balance).
- While CSCDA’s current fee schedule charges a 0.05% administrative fee for housing projects, Chelsea will continue to pay administrative fees at 0.25%.
- Four of the five projects have experienced net operating losses for three of the past five years including the most recent year.
- Although the Brawley Gardens and the Holtville Gardens projects were able to achieve modest positive cash flow of \$5,163 and \$2,739 in 2014 (respectively), the projects had significant

operating losses in the four prior years (as indicated below) and is requesting that CSCDA apply the Financial Hardship Policy to them along with the other projects.

- The Replacement Reserve Deposit line item is considered an operating expense because each project is required to impound specific amounts into the replacement reserves under the loan agreements. Deposits are paid from rental income.
- Staff has reviewed audited financials for each project and confirmed the accuracy of the representations made below and in the request letters.

The formal request letters from Chelsea are included as Attachment A and the following is a summary of the financial situation for each of the five projects:

Brawley Gardens

	2010	2011	2012	2013	2014
Income	470,249	479,389	488,736	494,957	517,521
Operating Expenses	313,691	417,377	323,099	319,911	294,837
Replacement Reserve Deposits	39,504	40,886	42,317	42,317	42,317
Net Operating Income	117,054	21,126	123,320	132,729	180,367
Debt Service	175,204	175,204	175,204	175,204	175,204
Cash Flow	(58,150)	(154,078)	(51,884)	(42,475)	5,163

Westmorland Family

	2010	2011	2012	2013	2014
Income	424,472	412,644	387,633	409,693	421,537
Operating Expenses	264,302	304,388	278,808	288,469	256,028
Replacement Reserve Deposits	22,365	23,148	23,958	24,437	24,437
Net Operating Income	137,805	85,108	84,867	96,787	141,072
Debt Service	187,076	187,076	187,076	187,076	187,076
Cash Flow	(49,271)	(101,968)	(102,209)	(90,289)	(46,004)

Imperial Gardens

	2010	2011	2012	2013	2014
Income	495,087	501,328	514,590	513,280	517,058
Operating Expenses	334,708	392,383	322,626	321,868	339,355
Replacement Reserve Deposits	27,873	28,849	29,859	30,904	30,904
Net Operating Income	132,506	80,096	162,105	160,508	146,799
Debt Service	161,472	161,472	161,472	161,472	161,472
Cash Flow	(28,966)	(81,376)	633	(964)	(14,673)

Heber Woods

	2010	2011	2012	2013	2014
Income	624,703	612,974	632,824	646,630	635,214
Operating Expenses	336,832	383,682	331,439	337,478	371,051
Replacement Reserve Deposits	27,887	28,863	29,874	30,919	30,919
Net Operating Income	259,984	200,429	271,511	278,233	233,244
Debt Service	291,149	291,149	291,149	291,149	291,149
Cash Flow	(31,165)	(90,720)	(19,638)	(12,916)	(57,905)

Holtville Gardens

	2010	2011	2012	2013	2014
Income	471,467	481,833	482,724	466,929	463,473
Operating Expenses	312,902	347,930	298,388	318,317	269,866
Replacement Reserve Deposits	28,849	29,859	30,904	31,985	31,985
Net Operating Income	129,716	104,044	153,432	116,627	161,622
Debt Service	158,883	158,883	158,883	158,883	158,883
Cash Flow	(29,167)	(54,839)	(5,451)	(42,256)	2,739

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the financial hardship fee waivers as requested in Attachment A.

Attachment A

[Request Letters]

BRAWLEY GARDENS, LP
5993 Avenida Encinas, Suite 101
Carlsbad, CA 92008

November 11, 2015

Catherine Bando, Executive Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

Re: Request for Reduction in Annual Issuer Fee for with respect to
\$2,385,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Brawley Gardens Apartments) 2004 Series Y-1 and
\$4,615,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Brawley Gardens Apartments) 2004 Series Y-2

Dear Ms. Bando,

This letter is a formal request for a reduction in the annual issuer fee payable by the Borrower, Brawley Gardens, LP, to CSCDA with respect to its issuance of the captioned bonds. Since the date these bonds were issued, CSCDA has determined, on the advice of consultants and others, that its prior rate structure for Section 42 bonds, to which the captioned bonds were subjected, does not best serve its clients. Accordingly, it now makes available to Section 42 bond issues the same calculation method as for Section 501(c)(3) bonds, all annual fees assessed against aggregate principal outstanding on interest payment date. Such an approach is consistent with a policy of not unfairly burdening affordable housing projects, and of charging a fee commensurate, but not in excess of, the costs of monitoring such bond issuances.

Brawley Gardens, LP has operated below breakeven for four of the past five years. The current annual fee of \$17,500, assessed on the original principal amount \$7,000,000, is \$13,028 greater than the fee if the bonds were issued subsequent to the implementation of the current fee structure. The \$13,028 delta is equal to 8% of the annual debt service on the partnership.

Please consider this reasonable request to revise the Regulatory Agreement to reflect CSCDA's current policy for this trouble asset.

Sincerely,

A handwritten signature in blue ink that reads "A. Gutteridge".

Adam Gutteridge, Authorized Agent

WFA, LP
5993 Avenida Encinas, Suite 101
Carlsbad, CA 92008

November 11, 2015

Catherine Bando, Executive Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

Re: Request for Reduction in Annual Issuer Fee for with respect to
\$2,226,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Westmorland Family Apartments) 2003 Series KK-1 and
\$2,381,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Westmorland Family Apartments) 2003 Series KK-2 and
\$324,834 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Westmorland Family Apartments) 2003 Series KK-3

Dear Ms. Bando,

This letter is a formal request for a reduction in the annual issuer fee payable by the Borrower, WFA, LP, to CSCDA with respect to its issuance of the captioned bonds. Since the date these bonds were issued, CSCDA has determined, on the advice of consultants and others, that its prior rate structure for Section 42 bonds, to which the captioned bonds were subjected, does not best serve its clients. Accordingly, it now makes available to Section 42 bond issues the same calculation method as for Section 501(c)(3) bonds, all annual fees assessed against aggregate principal outstanding on interest payment date. Such an approach is consistent with a policy of not unfairly burdening affordable housing projects, and of charging a fee commensurate, but not in excess of, the costs of monitoring such bond issuances.

WFA, LP has operated below breakeven for the past five years. The current annual fee of \$12,330, assessed on the original principal amount \$4,931,834, is \$7,591 greater than the fee if the bonds were issued subsequent to the implementation of the current fee structure. The \$7,591 delta is equal to 4% of the annual debt service on the partnership.

Please consider this reasonable request to revise the Regulatory Agreement to reflect CSCDA's current policy for this trouble asset.

Sincerely,


Adam Gutteridge, Authorized Agent

IGA, LP
5993 Avenida Encinas, Suite 101
Carlsbad, CA 92008

November 11, 2015

Catherine Bando, Executive Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

Re: Request for Reduction in Annual Issuer Fee for with respect to
\$2,251,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Imperial Gardens Apartments) 2003 Series II-1 and
\$2,249,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Imperial Gardens Apartments) 2003 Series II-2

Dear Ms. Bando,

This letter is a formal request for a reduction in the annual issuer fee payable by the Borrower, IGA, LP, to CSCDA with respect to its issuance of the captioned bonds. Since the date these bonds were issued, CSCDA has determined, on the advice of consultants and others, that its prior rate structure for Section 42 bonds, to which the captioned bonds were subjected, does not best serve its clients. Accordingly, it now makes available to Section 42 bond issues the same calculation method as for Section 501(c)(3) bonds, all annual fees assessed against aggregate principal outstanding on interest payment date. Such an approach is consistent with a policy of not unfairly burdening affordable housing projects, and of charging a fee commensurate, but not in excess of, the costs of monitoring such bond issuances.

IGA, LP has operated below breakeven for four of the past five years. The current annual fee of \$10,223, assessed on the original principal amount \$4,089,000, is \$4,474 greater than the fee if the bonds were issued subsequent to the implementation of the current fee structure. The \$4,474 delta is equal to 3% of the annual debt service on the partnership.

Please consider this reasonable request to revise the Regulatory Agreement to reflect CSCDA's current policy for this trouble asset.

Sincerely,


Adam Gutteridge, Authorized Agent

**HEBER FAMILY, LP
5993 Avenida Encinas, Suite 101
Carlsbad, CA 92008**

November 11, 2015

Catherine Bando, Executive Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

Re: Request for Reduction in Annual Issuer Fee for with respect to
\$4,010,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Heber Family Apartments) 2004 Series S-1 and
\$2,340,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Heber Family Apartments) 2004 Series S-2 and
\$600,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Heber Family Apartments) 2004 Series S-2

Dear Ms. Bando,

This letter is a formal request for a reduction in the annual issuer fee payable by the Borrower, Heber Family, LP, to CSCDA with respect to its issuance of the captioned bonds. Since the date these bonds were issued, CSCDA has determined, on the advice of consultants and others, that its prior rate structure for Section 42 bonds, to which the captioned bonds were subjected, does not best serve its clients. Accordingly, it now makes available to Section 42 bond issues the same calculation method as for Section 501(c)(3) bonds, all annual fees assessed against aggregate principal outstanding on interest payment date. Such an approach is consistent with a policy of not unfairly burdening affordable housing projects, and of charging a fee commensurate, but not in excess of, the costs of monitoring such bond issuances.

Heber Family, LP has operated below breakeven for the past five years. The current annual fee of \$10,223, assessed on the original principal amount \$6,950,000, is \$8,663 greater than the fee if the bonds were issued subsequent to the implementation of the current fee structure. The \$8,663 delta is equal to 3% of the annual debt service on the partnership.

Please consider this reasonable request to revise the Regulatory Agreement to reflect CSCDA's current policy for this trouble asset.

Sincerely,

A handwritten signature in blue ink that reads "AP Gutteridge" with a stylized flourish at the end.

Adam Gutteridge, Authorized Agent

**Holtville Gardens LP
5993 Avenida Encinas, Suite 101
Carlsbad, CA 92008**

November 11, 2015

Catherine Bando, Executive Director
California Statewide Communities Development Authority
1700 North Broadway, Suite 405
Walnut Creek, CA 94596

Re: Request for Reduction in Annual Issuer Fee for with respect to
\$2,200,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Holtville Gardens Apartments) 2003 Series HH-1 and
\$2,160,000 California Statewide Communities Development Authority Multifamily
Housing Revenue Bonds (Holtville Gardens Apartments) 2003 Series HH-2

Dear Ms. Bando,

This letter is a formal request for a reduction in the annual issuer fee payable by the Borrower, Holtville Gardens, LP, to CSCDA with respect to its issuance of the captioned bonds. Since the date these bonds were issued, CSCDA has determined, on the advice of consultants and others, that its prior rate structure for Section 42 bonds, to which the captioned bonds were subjected, does not best serve its clients. Accordingly, it now makes available to Section 42 bond issues the same calculation method as for Section 501(c)(3) bonds, all annual fees assessed against aggregate principal outstanding on interest payment date. Such an approach is consistent with a policy of not unfairly burdening affordable housing projects, and of charging a fee commensurate, but not in excess of, the costs of monitoring such bond issuances.

Holtville Gardens, LP has operated below breakeven for four of the past five years. The current annual fee of \$10,950, assessed on the original principal amount \$4,380,000, is \$6,242 greater than the fee if the bonds were issued subsequent to the implementation of the current fee structure. The \$6,242 delta is equal to 4% of the annual debt service on the partnership.

Please consider this reasonable request to revise the Regulatory Agreement to reflect CSCDA's current policy for this trouble asset.

Sincerely,


Adam Gutteridge, Authorized Agent