



## REGULAR MEETING AGENDA

**November 21, 2019 at 2:00 p.m.**

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

Telephonic Locations:

County of Solano  
675 Texas Street, Fairfield, CA 94533

77 De Silva Island Drive  
Mill Valley, CA 94941

County of Kern  
1115 Truxtun Avenue, Bakersfield, CA 93301

City of Lafayette  
3675 Mt. Diablo Blvd., Suite 210  
Lafayette, CA 94549

County of Butte  
7 County Drive, Oroville, CA 95965

City of Sausalito  
420 Litho Street, Sausalito, CA 94965

709 Portwalk Place  
Redwood City, CA 94061

3252 Southern Hills Drive  
Fairfield, CA 94534

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

247 Electric Street  
Auburn, CA 95603

### **A. OPENING AND PROCEDURAL ITEMS**

1. Roll Call.

_____ Larry Combs, Chair	_____ Jordan Kaufman, Member
_____ Kevin O'Rourke, Vice Chair	_____ Marcia Raines, Member
_____ Tim Snellings, Secretary	_____ Michael Cooper, Alt. Member
_____ Brian Moura, Treasurer	_____ Niroop Srivatsa, Alt. Member
_____ Dan Mierzwa, Member	
2. Consideration of the Minutes of the November 7, 2019 Regular and Special Meetings.
3. Consent Calendar.
4. Public Comment.

This \_\_\_ page agenda was posted at 1100 K Street, Sacramento, California on \_\_\_\_\_, 2019 at \_\_\_: \_\_\_ m, Signed \_\_\_\_\_. Please email signed page to [info@cscda.org](mailto:info@cscda.org)

**B. ITEMS FOR CONSIDERATION**

5. Consideration of the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
  - a. Tripp Avenue Housing Associates, LP (Parkside Terrace Apartments), City of San Jose, County of Santa Clara; up to \$61,963,318 in multi-family housing revenue bonds.
  - b. Vision 17, LP (Liberty Square Apartments), City of Stockton, County of San Joaquin; up to \$13,527,000 in multi-family housing revenue bonds.
6. Consideration of the inclusion of additional territory for Renovate America's residential Open PACE program.
7. Consider the following resolutions for multiple Statewide Community Infrastructure Program (SCIP) Assessment Districts:
  - a. Resolutions of intention to finance capital improvements and/or the payment of development impact fees for public capital improvements, including approval of proposed boundary maps.
  - b. Resolutions preliminarily approving the engineer's reports, setting date for the public hearing of protests and providing for property owner ballots.
8. Consideration of Open PACE Handbook & Documents for Menlo PACE.
9. Consideration of CSCDA Audited Financial Statement for the Year Ended June 30, 2019.

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

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

**NEXT MEETING:** Thursday, December 5, 2019 at 2:00 p.m.  
League of California Cities  
1400 K Street, 3rd Floor, Sacramento, CA 95814

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

**CONSENT CALENDAR**

1. Consideration of Amendment to Services Agreement with Rahill Capital for its commercial PACE Program.

November 21, 2019



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## MINUTES

### REGULAR MEETING OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

November 7, 2019 at 2:00 p.m.

League of California Cities  
1400 K Street, 3rd Floor, Sacramento, CA 95814

Commission Chair Larry Combs called the meeting to order at 2:01 pm.

#### 1. Roll Call.

Commission members present:

Commission members participating via teleconference: Larry Combs, Kevin O'Rourke, Tim Snellings, Brian Moura, Dan Mierzwa, Jordan Kaufman, Marcia Raines, Michael Cooper, and Niroop Srivatsa.

Others present: Cathy Bando, CSCDA Executive Director; Norman Coppinger, League of California Cities; Sendy Young, CSAC Finance Corporation; Tina McCauslin, Evergreen Communities; and Tom Kollen, Evergreen Communities.

Others participating via teleconference: James Hamill, Bridge Strategic Partners; Jon Penkower, Bridge Strategic Partners; and Tricia Ortiz, Richards Watson & Gershon; Patricia Eichar, Orrick, Herrington & Sutcliffe.

#### 2. Consideration of the Minutes of October 17, 2019 Regular Meeting.

The Commission approved the October 17, 2019 Regular Meeting minutes.

***Motion to approve by D. Mierzwa. Second by J. Kaufman. Unanimously approved by roll-call vote.***

#### 3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of Block 7 Downtown Investors, LP (Block 7 Downtown Apartments), City of Redding, County of Shasta; issue up to \$50 million in multi-family housing revenue bonds.

***Motion to approve by T. Snellings. Second by K. O'Rourke. Unanimously approved by roll-call vote.***

4. Public Comment.

There was no public comment.

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

- a. Miramar Tower Preservation, LP (Miramar Tower Apartments), City of Los Angeles, County of Los Angeles; up to \$32,000,000 in multi-family housing revenue bonds.

Staff gave an overview of the project, and the financing complies with CSCDA's general and issuance policies. The project is the acquisition and rehabilitation of a 157-unit rental affordable housing project. 100% of the units will remain rent restricted for low-income tenants. This is the company's second financing with CSCDA. Staff recommended that the Commission adopt the resolution.

***Motion to approve by D. Mierzwa. Second by B. Moura. Unanimously approved by roll-call vote.***

- b. Pavilion Affordable Housing, LP (Pavilion Court Apartments), City of Pico Rivera, County of Los Angeles; up to \$35,000,000 in multi-family housing revenue bonds.

Executive Director Bando gave an overview of the project, and the financing complies with CSCDA's general and issuance policies. The project is the acquisition and rehabilitation of a 132-unit rental affordable housing project. 100% of the units will remain rent restricted for low-income tenants. This is the company's second financing with CSCDA. CSCDA's Executive Director recommended that the Commission adopt the resolution.

***Motion to approve by J. Kaufman. Second by T. Snellings. Unanimously approved by roll-call vote.***

6. Statewide Community Infrastructure Program (SCIP) 2019C:

- a. Conduct proceedings with respect to the Statewide Community Infrastructure Program for multiple Assessment Districts:
1. Open consolidated assessment districts public hearing.
  2. Close consolidated assessment districts public hearing.
  3. Open assessment ballots and announce results.

Commission Chair Larry Combs opened the public hearing with respect to the Statewide Community Infrastructure Program (SCIP). There were no oral or written comments from the public. The hearing was closed. All ballots have been cast in favor of formation of the assessment district, and no ballots have been cast opposed. The assessment districts are being formed for the purpose of financing certain improvements and/or development impact fees. A full list of all the projects has been included in the staff report.

***Motion to close the public hearing by T. Snellings. Second by D. Mierzwa. Unanimously approved by roll-call vote.***

b. Consideration of the following resolutions with respect to SCIP:

1. Resolution abandoning proceedings for SCIP Assessment District No. 19-02 (Santosha), City of Tracy, County of San Joaquin.

***Motion to approve by D. Mierzwa. Second by B. Moura. Unanimously approved by roll call vote.***

2. Resolution approving final engineer's reports, levying assessments, ordering the financing of specified development impact fees and capital improvements, confirming the amount of unpaid assessments and directing related actions.

***Motion to approve by T. Snellings. Second by D. Mierzwa. Unanimously approved by roll call vote.***

3. Resolution providing for the issuance of SCIP limited obligation improvement bonds each in one or more series and approving the form and substance of a trust agreement and authorizing related actions.

***Motion to approve by K. O'Rourke. Second by J. Kaufman. Unanimously approved by roll call vote.***

4. Resolution authorizing the issuance, sale and delivery of not to exceed \$21,474,250.89 of SCIP Revenue Bonds, Series 2019C and approving the forms of a trust agreement, a bond purchase agreement, a continuing disclosure certificate, an official statement, and authorizing certain other actions in connection therewith.

***Motion to approve by D. Mierzwa. Second by T. Snellings. Unanimously approved by roll call vote.***

7. Consider the following resolutions relating to Community Facilities District No. 2015-01 (University District), City of Rohnert Park, County of Sonoma, State of California:

- a. Resolution of intention to designate an improvement area and to authorize the levy of special taxes.

***Motion to approve by J. Kaufman. Second by B. Moura. Unanimously approved by roll-call vote.***

- b. Resolution to incur bonded indebtedness to finance certain development impact fees and the acquisition and construction of certain public facilities, to mitigate the impacts of development within the new improvement area and calling for a public hearing.

***Motion to approve by T. Snellings. Second by D. Mierzwa. Unanimously approved by roll-call vote.***

8. Consideration of Open PACE Handbook & Documents for Enhanced Capital.

Executive Director Bando gave a quick review regarding the program handbook and documents Enhanced Capital is proposing to utilize. Staff and counsel, Jones Hall, have reviewed the program handbook and related documents. The documents meet all of CSCDA's general, issuance and PACE guidelines. All commercial PACE transactions originated by Enhanced Capital will be brought back to the Commission for approval. CSCDA's Executive Director recommended approval of the program handbook and documents for Enhanced Capital relating to commercial PACE projects.

9. Executive Director Update.

Executive Director Bando reminded the Commission that the CSCDA Annual Meeting would be held January 8<sup>th</sup>-10<sup>th</sup> in Carmel Valley. An email with hotel and event details will be sent out later this week.

10. Staff Update.

Staff had no updates.

11. Adjourn.

The meeting was adjourned at 2:29 p.m.

Submitted by: Sendy Young, CSAC Finance Corporation

**NEXT MEETING:** Thursday, November 21, 2019 at 2:00 p.m.  
California State Association of Counties  
1100 K Street, 1st Floor, Sacramento, CA 95814





## MINUTES

### SPECIAL MEETING AGENDA

November 7, 2019

2:15 p.m. or upon adjournment of the Regular CSCDA Meeting

League of California Cities  
1400 K Street, 3rd Floor, Sacramento, CA 95814

Commission Chair Larry Combs called the meeting to order at 2:29 p.m.

#### 1. Roll Call.

Commission members participating via teleconference: Larry Combs, Kevin O'Rourke, Tim Snellings, Brian Moura, Dan Mierzwa, Jordan Kaufman, Marcia Raines, Michael Cooper, and Niroop Srivatsa.

Others present: Cathy Bando, CSCDA Executive Director; Norman Coppinger, League of California Cities; and Sendy Young, CSAC Finance Corporation.

Others participating via teleconference: James Hamill, Bridge Strategic Partners; Jon Penkower, Bridge Strategic Partners; Tricia Ortiz, Richards Watson & Gershon; and Patricia Eichar, Orrick, Herrington & Sutcliffe.

#### 2. Consent Calendar

The Commission approved the Consent Calendar.

1. Inducement of Legacy Square, L.P. (Legacy Square Apartments), City of Santa Ana, County of Orange; issue up to \$40 million in multi-family housing revenue bonds.

***Motion to approve by B. Moura. Second by D. Mierzwa. Unanimously approved by roll-call vote.***

#### 3. Public Comment.

There was no public comment.

#### 4. Adjourn.

The meeting was adjourned at 2:30 p.m.

Submitted by: Sendy Young, CSAC Finance Corporation

Special Meeting  
November 7, 2019



## Agenda Item No. 3

### Agenda Report

**DATE:** November 21, 2019  
**TO:** CSCDA COMMISSIONERS  
**FROM:** Cathy Bando, Executive Director  
**PURPOSE:** Consent Calendar

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#### SUMMARY:

- a. Consideration of Amendment to Services Agreement with Rahill Capital for its commercial PACE Program.

*In July, 2019 CSCDA's current Open PACE administrator, Rahill Capital, merged with Stonehill Strategic Capital (SSC). SSC focuses on hospitality lending and have formed Stonehill PACE LLC. All of the same employees of Rahill Capital approved by the Commission will work for Stonehill PACE LLC. The approval requested today is to amend the services agreement to reference Stonehill PACE LLC instead of Rahill Capital.*



## **Agenda Item No. 5a**

### **Agenda Report**

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** Parkside Terrace Apartments

**PURPOSE:** Approve the Financing of Rental Affordable Housing Project Located in the City of San Jose, County of Santa Clara

**AMOUNT:** Not to Exceed \$61,963,318

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#### **EXECUTIVE SUMMARY:**

Parkside Terrace Apartments (the “Project”) is an acquisition and rehabilitation of 201 units of rental affordable housing located in the City of San Jose. 100% of the units will remain rent restricted for low-income residents and 40% of the units are restricted for senior tenants.

#### **PROJECT DESCRIPTION:**

- Acquisition and rehabilitation of a 201-unit affordable rental housing facility located at 463 Wooster Avenue in the City of San Jose.
- Seven-acre site.
- 11 two-story residential buildings, clubhouse, fitness center, computer center, playground and laundry rooms.
- Consists of 200 one-bedroom units and one manager’s unit.

#### **PROJECT ANALYSIS:**

##### **Background on Applicant:**

Community Housing Works (CHW) is a California 501(c)(3) non-profit organization that has been helping people and communities move up in the world since 1982. CHW specializes in developing and operating affordable rental apartments in urban, suburban, and rural residential communities throughout San Diego County and has completed more than 3,300 units within 35 projects. CHW has financed more than 10 prior projects with CSCDA.

**Public Agency Approval:**

**TEFRA Hearing:** February 5, 2019 – City of San Jose – unanimous approval

**CDLAC Approval:** October 16, 2019

**Public Benefits:**

- 100% of the units will be rent restricted for 55 years.
  - 65% (130 units) restricted to 60% or less of area median income households.
  - 35% (70 units) restricted to 50% or less of area median income households.
  - One Manager's unit.
- The Project is in walking distance to parks, recreational facilities, public schools, grocery stores and other retail establishments.

**Sources and Uses:**

Sources of Funds:

Tax-Exempt Bonds:	\$ 60,916,899
Reserves:	\$ 270,259
Tax Credit Equity:	\$ 30,565,860
Income:	\$ 3,150,076
Deferred Developer Fee:	\$ 9,624,000
Accrued/Deferred Interest:	\$ 1,001,900
Total Sources:	\$ 105,528,994

Uses of Funds:

Acquisition:	\$ 70,000,000
Construction Costs:	\$ 14,361,416
Architecture & Engineering:	\$ 598,855
Relocation:	\$ 786,500
Capitalized Interest:	\$ 3,467,000
Operating Reserve	\$ 798,030
Developer Fee:	\$ 13,114,000
Costs of Issuance:	\$ 995,601
Soft Costs:	\$ 1,278,136
Soft Cost Contingency:	\$ 129,456
Total Uses:	\$ 105,528,994

**Finance Partners:**

Bond Counsel: Jones Hall, San Francisco

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

Private Placement Purchaser: JLL Capital Markets

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Method of Sale:** Private Placement  
**Estimated Closing:** December 11, 2019

**CSCDA Policy Compliance:**

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

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)

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

CSCDA's Executive Director recommends that the Commission adopt the resolution, which:

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

**ATTACHMENT A**

**RESOLUTION NO. 19H-\_\_**

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF A MULTIFAMILY HOUSING REVENUE NOTE AND SUBORDINATE MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$61,963,318 FOR THE FINANCING OF MULTIFAMILY RENTAL HOUSING DEVELOPMENTS KNOWN AS PARKSIDE TERRACE APARTMENTS IN THE CITY OF SAN JOSE; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS.**

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

**WHEREAS**, Tripp Avenue Housing Associates, LP, a California limited partnership (the “Borrower”), has requested that the Authority issue, sell, and deliver its California Statewide Communities Development Authority Multifamily Housing Revenue Note (Parkside Terrace Apartments) 2019 Series V (the “Note”) and its California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Parkside Terrace Apartments) 2019 Series V-S (Subordinate Series) (the “Bonds”) to assist in the financing of the acquisition and rehabilitation of a multifamily rental development consisting of 201 units (including a manager’s unit) located at 463 Wooster Avenue, located in the City of San José, Santa Clara, California, and to be known as Parkside Terrace Apartments (the “Project”);

**WHEREAS**, on October 16, 2019, the Authority received an allocation in the amount of \$61,963,318 (the “Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

**WHEREAS**, City of San José is a Program Participant (as defined in the Agreement) of the Authority and has authorized the issuance of the Note and Bonds after a duly noticed public hearing;

**WHEREAS**, the Authority is willing to issue not to exceed \$61,963,318 aggregate principal amount of the Note and Bonds, and loan the proceeds thereof to the Borrower to assist in

providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

**WHEREAS**, the Note will be privately placed with Jones Lang LaSalle Multifamily, LLC (the “Note Purchaser”), as the initial purchaser of the Note, in accordance with the Authority’s private placement policy;

**WHEREAS**, the Bonds will be privately placed with Wooster Ave, LLC, a Delaware limited liability company, as holder (the “Bond Holder”), as the initial purchaser of the Bonds, in accordance with the Authority’s private placement policy; and

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

(1) Funding Loan Agreement (the “Funding Loan Agreement”) to be entered into between the Authority, Wilmington Trust, National Association, as fiscal agent (the “Fiscal Agent”), and the Note Purchaser;

(2) Project Loan Agreement (the “Project Loan Agreement”) to be entered into among the Authority, the Borrower and the Fiscal Agent;

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

(4) Multifamily Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, together with the Assignment of Security Instrument from the Authority to the Fiscal Agent;

(5) Subordinate Master Agency Agreement (the “Master Agency Agreement”) between the Authority and Wooster Ave, LLC, a Delaware limited liability company, as agent (the “Agent”); and

(6) Subordinate Master Pledge and Assignment (the “Master Pledge and Assignment”) among the Authority, the Bond Holder, and the Agent.

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

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

**Section 2.** Pursuant to the JPA Law and the Funding Loan Agreement and Master Pledge and Assignment (as applicable), and in accordance with the Housing Law, the Authority is hereby authorized to issue the Note and the Bonds. The Note shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Parkside Terrace Apartments) 2019 Series V” and the Bonds shall be designated as “California Statewide

Communities Development Authority Multifamily Housing Revenue Bonds (Parkside Terrace Apartments) 2019 Series V-S (Subordinate Series),” including, if and to the extent necessary, one or more sub-series of the Note or Bonds, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$61,963,318; provided that the aggregate principal amount of any tax-exempt Note and tax-exempt Bonds issued shall not exceed the Allocation Amount. The Note shall be issued in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual or facsimile signature of any Authorized Signatory (as defined below). The Bonds shall be issued in the form set forth in and otherwise in accordance with the Master Pledge and Assignment, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority or the manual signature of any Authorized Signatory. The Note and the Bonds shall be issued and secured in accordance with the terms of the Funding Loan Agreement and the Master Pledge and Assignment, respectively, presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, redemption premium, if any, and interest on, the Note and the Bonds shall be made solely from amounts pledged thereto under the Funding Loan Agreement and the Master Pledge and Assignment, respectively, and the Note and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a “Member”).

**Section 3.** The Funding Loan Agreement, the Master Agency Agreement and the Master Pledge and Assignment in the forms presented at this meeting are hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 19R-1 of the Authority, adopted on January 24, 2019) (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Funding Loan Agreement, the Master Agency Agreement and the Master Pledge and Assignment, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall comply with the provisions of the Housing Law), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Note and the Bonds shall be as provided in the Funding Loan Agreement and the Master Pledge and Assignment, respectively, as finally executed.

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

**Section 5.** The Regulatory Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Regulatory Agreement, with such changes and insertions therein as may be necessary to cause



the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

**Section 6.** The Multifamily Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Assignment of Security Instrument related thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

**Section 7.** The Authority is hereby authorized to sell the Note to the Purchaser pursuant to the terms and conditions of the Funding Loan Agreement.

**Section 8.** The Authority is hereby authorized to sell the Bonds to the Holder pursuant to the terms and conditions of the Master Pledge and Assignment.

**Section 9.** The Note, when executed, shall be delivered to the Fiscal Agent for authentication and registration. The Fiscal Agent is hereby requested and directed to register the Note by executing the certificate of registration appearing thereon, and to deliver the Note, when duly executed and authenticated, to or at the direction of the purchasers thereof in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver to the Fiscal Agent. Such instructions shall provide for the delivery of the Note to the purchasers thereof upon payment of the purchase price thereof.

**Section 10.** The Bonds, when executed, shall be delivered to the Agent for authentication and registration. The Agent is hereby requested and directed to register the Bonds by executing the certificate of registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver to the Agent. Such instructions shall provide for the delivery of the Bonds to the purchasers thereof upon payment of the purchase price thereof.

**Section 11.** All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the Note and Bonds are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, loan-related documents, subordination agreements, such documents as are described in the Funding Loan Agreement, the Master Pledge and Assignment or the Project Loan Agreement, and the other documents herein approved, that they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Note and Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

**Section 12.** All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Note and the Bonds, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Note and Bonds or any redemption of the Note or Bonds, may be given or taken by any Authorized Signatory, as appropriate, without further authorization by the Commission, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the financing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Funding Loan Agreement, the Master Pledge and Assignment and other documents approved herein.

**Section 13.** This resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** by the California Statewide Communities Development Authority this 21st day of November 2019.

The undersigned Authorized Signatory of the California Statewide Communities Development Authority DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on November 21, 2019.

CALIFORNIA STATEWIDE  
COMMUNITIES  
DEVELOPMENT AUTHORITY

By: \_\_\_\_\_  
Authorized Signature

## PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, the borrower (the “Borrower”) identified below has provided the following required information to the California Statewide Communities Development Authority (the “Authority”) as conduit financing provider, prior to the Authority’s regular meeting (the “Meeting”) of its Commission (the “Commission”) at which Meeting the Commission will consider the authorization of conduit revenue obligations (the “Obligations”) as identified below.

1. Name of Borrower: **Tripp Avenue Housing Associates, LP, a California limited partnership**
2. Authority Meeting Date: **November 21, 2019**
3. Name of Obligations: CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY MULTIFAMILY HOUSING REVENUE NOTE (PARKSIDE TERRACE APARTMENTS) 2019 SERIES V
4. X Private Placement Lender or Bond Purchaser, \_\_ Underwriter or \_\_ Financial Advisor (mark one) engaged by the Borrower provided the Borrower with the required good faith estimates relating to the Obligations [as follows / attached as Schedule A]:
  - [(A)] The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for Obligations (to the nearest ten-thousandth of one percent): **4.59% (net of 10bps per year in servicing fee).**
  - [(B)] The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: **\$995,601.**
  - [(C)] The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: **\$30,457,369 (\$32,251,000 in proceeds less B above and \$798,030 in reserves).**
  - [(D)] The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): **\$33,122,171 (Annual**

**DS on loan \$1,928,238, plus annual issuer fee of 5bps or \$16,125, plus  
fiscal agent fee of \$4,000 = \$1,948,363 x 17 year term = \$33,122,171).**

5. The good faith estimates [provided above / attached as Schedule A] were X presented to the governing board of the Borrower, or \_\_\_\_ presented to the official or officials or committee designated by the governing board of the Borrower to obligate the Borrower in connection with the Obligations or, in the absence of a governing board, \_\_\_\_ presented to the official or officials of the Borrower having authority to obligate the Borrower in connection with the Obligations (mark one).

The foregoing estimates constitute good faith estimates only. The actual principal amount of the Obligations issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to a variety of factors. The actual interest rates borne by the Obligations and the actual amortization of the Obligations will depend on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the Borrower.

The Authority is authorized to make this document available to the public at the Meeting of the Authority.

Dated: **November 21, 2019**



## Agenda Item No. 5b

### Agenda Report

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** Liberty Square Apartments

**PURPOSE:** Approve the Financing of Rental Affordable Housing Project Located in the City of Stockton, County of San Joaquin

**AMOUNT:** Not to Exceed \$13,527,000

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#### **EXECUTIVE SUMMARY:**

Liberty Square Apartments (the “Project”) is the new construction of a 43-unit rental housing project located in the City of Stockton. 100% of the units will be rent restricted for low-income tenants.

#### **PROJECT DESCRIPTION:**

- Construction of a 43-unit affordable rental housing facility located at 804 N. Hunter Street in the City of Stockton.
- One three-story building.
- Consists of one, two and three-bedroom units, and one manager’s unit.

#### **PROJECT ANALYSIS:**

##### **Background on Applicant:**

Visionary Home Builders of California, a 501c3 nonprofit organization (Visionary), creates and advocates for healthy, vibrant, safe communities through the development of affordable housing and educational opportunities to families, seniors and individuals of low and moderate income. Visionary’s most significant achievement was its emergence from a small group of farm workers in 1983 whose sole purpose was to improve the living environment for farm workers living in public housing, into a prominent leader in the development and renovation of housing in the Central Valley region. Visionary builds housing and strengthens communities in the toughest neighborhoods that other developers may not consider. This is Visionary’s first financing with CSCDA.

**Public Agency Approval:**

**TEFRA Hearing:** August 15, 2018 – City of Stockton – Unanimous Approval

**CDLAC Approval:** April 2, 2019

**Public Benefits:**

- 100% of the units will be rent restricted for 55 years.
  - 74% (31 units) restricted to 50% or less of area median income households.
  - 26% (11 units) restricted to 60% or less of area median income households.
  - One Manager's unit.
- The Project is in walking distance to parks, recreational facilities, public schools, grocery stores and other retail establishments.

**Sources and Uses:**

Sources of Funds:

Tax-Exempt Bonds:	\$ 13,109,000
City Loans:	\$ 2,849,000
Deferred Developer Fee:	\$ 516,418
Deferred Costs:	\$ 346,929
GP Contributions:	\$ 1,430,673
Tax Credits:	<u>\$ 652,662</u>
Total Sources:	\$ 18,904,682

Uses of Funds:

Acquisition:	\$ 968,902
Construction Costs:	\$ 11,515,750
Architecture/Engineering/Permits:	\$ 836,722
Reserves:	\$ 147,662
Capitalized Interest:	\$ 1,135,535
Costs of Issuance:	\$ 347,554
Developer Fee:	\$ 2,183,588
Other Soft Costs:	<u>\$ 1,768,969</u>
Total Uses:	\$ 18,904,682

**Finance Partners:**

Bond Counsel: Kutak Rock, LLP, Omaha

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

Bond Purchaser: Banner Bank

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Method of Sale:** Private Placement  
**Estimated Closing:** December 30, 2019

**CSCDA Policy Compliance:**

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

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)

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

CSCDA's Executive Director recommends that the Commission adopt the resolution, which:

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

**ATTACHMENT A**

**RESOLUTION NO. 19-\_\_\_\_\_**

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$13,527,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE KNOWN AS LIBERTY SQUARE APARTMENTS, DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO AND RATIFYING RELATED MATTERS IN CONNECTION WITH SUCH BONDS.**

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

**WHEREAS**, Vision 17, L.P., a California limited partnership (the “Borrower”), has requested that the Authority issue and sell revenue notes or bonds to assist in the financing of the acquisition, construction and equipping of a 43-unit (including one manager unit) multifamily housing development located at 804 N. Hunter Street in the City of Stockton, California (the “City”), to be known as Liberty Square (f/k/a Hunter Street) Apartments (the “Project”);

**WHEREAS**, during a meeting held on October 16, 2019, the California Debt Limit Allocation Committee (“CDLAC”) adopted its Resolution No. 19-123 transferring an aggregate of \$13,527,000 of State of California qualified private activity bond authority for 2019 (the “Allocation Amount”) to the Authority for use in connection with the financing of the Project;

**WHEREAS**, the City is a Program Participant (as defined in the Agreement) of the Authority, and on April 17, 2018, following the conduct by it of a public hearing on the financing of the Project, the City Council of the City adopted Resolution No. 2019-04-02-1501 approving the issuance by the Authority of tax-exempt obligations



for the Project for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended;

**WHEREAS**, the Authority is willing to issue not to exceed \$13,527,000 aggregate principal amount of its California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Liberty Square Apartments) 2019 Series X in one or more series, and to loan the proceeds of the Bonds to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and assist in providing housing for low income persons;

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

(1) Master Pledge and Assignment (the “Master Pledge and Assignment”), to be entered into by the Authority and Banner Bank, as Agent (the “Agent”) and as “Holder”, providing for the issuance of the Bonds;

(2) Master Agency Agreement between the Authority and the Agent (the “Agency Agreement”); and

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

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

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

Section 2. Pursuant to the JPA Law and the Master Pledge and Assignment, and in accordance with the Housing Law, the Authority is hereby authorized to issue the Bonds in one or more series. The Bonds shall be designated collectively as “California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Liberty Square Apartments) 2019 Series X (the “Bonds”) with appropriate modifications and series and sub-series designations, as necessary, in an aggregate principal amount not to exceed the Allocation Amount. The Bonds shall be issued in the form or forms set forth in and otherwise in accordance with the Master Pledge and Assignment and shall be executed on behalf of the Authority by the manual signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below) and attested by the manual or facsimile signature of the Secretary of the Authority, or the manual or facsimile signature of any Authorized Signatory. The Bonds shall be issued and secured in accordance with the terms of the Master Pledge and Assignment presented to this meeting, as it may be modified as described in Section 3 below. Payment of the

principal of, redemption premium, if any, and interest on, the Bonds shall be made solely from the sources specifically pledged therefor in the Master Pledge and Assignment, and the Bonds shall not be deemed to constitute a debt or liability of the Authority (except to the limited extent set forth in the Master Pledge and Assignment), or a debt or liability of any Program Participant of the Authority or member of the Commission.

Section 3. The Master Pledge and Assignment in the form presented at this meeting is hereby approved. Any member of the Commission of the Authority (each, a “Member”), or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 19-1 of the Authority, adopted on January 24, 2019) (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and to deliver the Master Pledge and Assignment, with such changes thereto and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery by the Authority of the Master Pledge and Assignment. The date, maturity date or dates (which shall not extend beyond November 1, 2059), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, purchase price form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Master Pledge and Assignment as finally delivered by the Authority.

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

Section 5. The Authority is hereby authorized to sell the Bonds to the Holder pursuant to the terms and conditions of the Master Pledge and Assignment.

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

Section 7. The Bonds, in the form set forth in the Master Pledge and Assignment shall, when executed, be delivered to the Holder in exchange for payment of the initial purchase price thereof. The outstanding principal amount, up

to the Allocation Amount, shall increase with each funding disbursement from the Holder.

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

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 21st day of November, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on this 21st day of November, 2019.

By

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Authorized Signatory

## EXHIBIT A

### BORROWER GOOD FAITH ESTIMATE

\$13,527,000

California Statewide Communities Development Authority  
Multifamily Housing Revenue Bonds  
(Liberty Square Apartments)  
2019 Series X

In connection with the issuance of the above-referenced Bonds (the “Bonds”) and pursuant to Section 5852.1 of the California Government Code, Vision 17, L.P. (the “Borrower”) hereby provides to California Statewide Communities Development Authority and Banner Bank the following good faith estimate of the terms and financing costs with respect to the Bonds:

#### Terms of the Bonds

Loan Amount:	\$13,527,000
Estimated Closing Date:	12/18/2019
Construction Period:	2 years
Construction Period Interest Rate:	(30-Day LIBOR + 1.75%) x 80%
Final Bond Maturity Date:	June 1, 2040

#### Estimated Financing Costs in Connection with the Bonds

Description	Amount
Issuer Fee	\$ [27,100]
CDIAC Issuance Fee	\$ [3,400]
CDLAC Issuance Fee	\$ 87,454
Lender Fees	\$ 103,160
Escrow and Title Charges	\$ 25,000
Housing Consultant Fees	\$ 40,000
Issuer’s Counsel Fees	\$ 35,000
Bond Counsel Fees	\$ 50,000
Borrower’s Counsel Fees	\$ 25,000
Lender’s Counsel Fees	\$ 60,000
Tax Credit Allocation Committee Fees	\$ 40,581
Tax Credit Investor Counsel Fees	\$ 35,000
Syndication Fee	\$ 50,000

Capitalized Interest

\$ 559,650

The above information is, to the best knowledge of the Borrower, true and correct as of this November \_\_\_, 2019.

**VISION 17, L.P.,**  
a California limited partnership

By: Vision 17 GP LLC, a California limited liability company, its General Partner

By: Visionary Home Builders of California, Inc., a California nonprofit public benefit corporation, its sole member/manager

By: 

Carol J. Ornelas  
Chief Executive Officer



## **Agenda Item No. 6**

### **Agenda Report**

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PURPOSE:** Consideration of the inclusion of additional territory for Renovate America's residential Open PACE program.

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#### **EXECUTIVE SUMMARY:**

- On June 1, 2017, CSCDA approved Renovate America as a program administrator under the Open PACE program to operate in San Bernardino County only.
- On April 18, 2019 the Commission authorized additional territory under the CaliforniaFirst PACE program to be opened to all CSCDA Open PACE administrators.
- On November 4, 2019, the Western Riverside Council of Governments (WRCOG) Board authorized Renovate America to participate with the CSCDA Open PACE local governments that have not opted-in to the WRCOG PACE program. See attached list.

#### **ACTION REQUESTED:**

The action requested today is to authorize Renovate America to operate in the cities and counties referenced in Attachment A under CSCDA's Open PACE program. As with the action taken in April 2019 by the Commission, CSCDA will notify the local governments of the inclusion of Renovate America in the CSCDA Open PACE territory.

Additionally, staff will work with CSCDA's General Counsel and Renovate America to draft an amendment to the current program administrator agreement as it only includes the San Bernardino County territory. The amendment will need to reference the cities and counties below.

#### **RECOMMENDED ACTION:**

CSCDA's Executive Director recommends authorizing Renovate America to operate in the cities and counties referenced in Attachment A under CSCDA's Open PACE program, subject to a contract amendment which will be brought back to the Commission at a future meeting after review by CSCDA's General Counsel.



## ATTACHMENT A

- |                             |                                |
|-----------------------------|--------------------------------|
| 1. Alameda                  | 12. Santa Barbara              |
| 2. Livermore                | 13. Los Altos                  |
| 3. Hercules                 | 14. Palo Alto                  |
| 4. Town of<br>Corte Madera  | 15. Saratoga                   |
| 5. Town of Ross             | 16. Sunnyvale                  |
| 6. Marina                   | 17. Town of Los<br>Altos Hills |
| 7. Soledad                  | 18. Town of Los<br>Gatos       |
| 8. Folsom                   | 19. Anderson                   |
| 9. Hollister                | 20. Arroyo<br>Grande           |
| 10. County of<br>San Benito | 21. Atascadero                 |
| 11. East Palo<br>Alto       | 22. County of<br>Ventura       |

## **Agenda Item No. 7**

### **Agenda Report**

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PURPOSE:** Consider Resolutions for the Statewide Community Infrastructure Program (SCIP) 2 Assessment Districts: (Sweetwater Place (San Diego County) & Orchard Phase 2 (Unit 2 &3) (Yuba County)

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

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#### **BACKGROUND AND SUMMARY:**

##### 2020A (Sweetwater Place (San Diego County) & Orchard Phase 2 (Unit 2 &3) (Yuba County))

The actions requested today by the Commission are the first steps in connection with two projects expected to be included in the SCIP 2020A pool. These two projects are off the normal resolution of intention cycle for 2020 due the stage of development, and the need for the district to be formed to recover costs. The remainder of the 2020A projects will be brought back in February, 2020. The two projects include the following:

1. **Sweetwater Place (County of San Diego)** – The financing will be San Diego County's first financing with the SCIP program. It will be for capital improvements associated with a project for KB Homes:
  - o Street and Streetlight Improvements - Funding for capital improvements including, but not limited to, local streets with related grading; installation maintenance, concrete curb, gutter and sidewalk, aggregate base, asphaltic concrete paving, and street lighting improvements.

- Storm Drain Improvements - Funding for capital improvements including, but not limited to, facilities for the collection and disposal of storm waters for drainage and flood control purposes, including mainline and connector pipes, drainage inlets, manholes, retention basin, bubblers, risers, and outfall pumps.
  - Water Improvements - Funding for wet utilities for the park including, but not limited to, the removal and installation of water mains and appurtenances, and the installation of fire hydrants, backflow preventer and irrigation, necessary to meet the potable and non-potable water needs of the Sweetwater Place development.
  - Parks, Recreational Amenities, and Landscaping Improvements - Funding for capital improvements including, but not limited to, park hardscape and amenities, ground cover, irrigation, erosion control, fencing, and sound walls necessary to serve the Sweetwater Place development.
2. **Orchard Phase 2 (County of Yuba)** - This will be Phase 2 of the Orchard Project in Yuba County and include the following impact fees:
- Linda County Water District - Water Connection Fee - Development Impact Fees collected to reimburse other parties for the construction of Well 17.
  - Linda County Water District - Water Meter Fee - Development Impact Fees collected for meter installation, and to provide source of supply and storage for all regular service connections. Amounts are determined by the size and location of the meter.
  - Linda County Water District - Sewer Collection Fee - Development Impact Fees collected to finance items on the Linda County Water District Capital Improvement Plan and to reimburse the development of other Linda County Water District systems.
  - Linda County Water District - Sewer Treatment Fee - Development Impact Fees collected to fund wastewater treatment plant improvements.
  - County of Yuba - County Wide Capital Facilities Fees (Ordinance No. 1369, adopted May 2, 2006, effective July 1, 2018) - Development impact fees collected to defray costs associated with County capital improvements. At this time, the fee estimate only reflects the Transportation Facilities Fee component.
  - South Yuba Transportation Improvement Authority ("SYTIA") - Traffic Impact Fee - Development Impact Fees collected to fund transportation infrastructure required to support land development.

The resolutions/notices include the following actions:

1. Intent to finance the capital improvements and/or development impact fees, including approval of proposal boundary maps. Resolutions:  
[https://www.dropbox.com/sh/wv0tlqptn8p1975/AAA\\_i2jpHi8qIjzt5OLmqaTJa?dl=0](https://www.dropbox.com/sh/wv0tlqptn8p1975/AAA_i2jpHi8qIjzt5OLmqaTJa?dl=0)
2. Preliminary approval of the engineer's reports. Resolutions:  
[https://www.dropbox.com/sh/wv0tlqptn8p1975/AAA\\_i2jpHi8qIjzt5OLmqaTJa?dl=0](https://www.dropbox.com/sh/wv0tlqptn8p1975/AAA_i2jpHi8qIjzt5OLmqaTJa?dl=0)

3. Setting the public hearing of protests and providing property owner ballots for January 23, 2020 at 2:00 pm at the California State Association of Counties.

Subsequent approvals of the financing will be brought back to the Commission at future meetings.

**RECOMMENDED ACTION:**

CSCDA's Executive Director recommends approval of the resolutions as presented to the Commission and setting the public hearing for January 23, 2020 at 2:00 pm at the California State Association of Counties.



## **Agenda Item No. 8**

### **Agenda Report**

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PURPOSE:** Consideration of Open PACE Handbook & Documents for Menlo PACE, LLC

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#### **EXECUTIVE SUMMARY:**

CSCDA's Open PACE program currently has nine program administrators: Renew Financial, AllianceNRG/Counterpointe, PACE Funding, CleanFund Commercial Capital, Petros PACE Finance, Greenworks Lending, PACE Equity, White Oak Advisors, E3.

#### **About Menlo PACE, LLC**

Menlo PACE, LLC, a subsidiary of The Menlo Companies, is a diversified, national owner and manager of commercial real estate that enhances its portfolio through the investment of renewable energy projects, hotel new construction and remodeling, affordable housing, medical facilities, and rehabilitation of historic commercial real estate properties, utilizing corporate assets, and federal and state incentive programs and other public policy investment strategies.

Menlo PACE, LLC is proposing to finance commercial PACE projects as conduit bonds versus under a program administrator platform. Menlo PACE anticipates engaging a team comprised of firms similar to those required for an assessment district financing or community facilities district, in order to administer each PACE financing.

In order to complete this structure with CSCDA a program handbook and documents that outline the parameters of the commercial PACE financing are required to be approved.

#### **OVERVIEW:**

Attached are the program handbook and documents Menlo PACE, LLC is proposing to utilize. Staff and counsel, Jones Hall, have reviewed the program handbook and related documents. The documents meet all of CSCDA's general, issuance and PACE guidelines.

All commercial PACE transactions originated by Menlo PACE, LLC will be brought back to the Commission for approval.

**RECOMMENDED ACTION:**

CSCDA's Executive Director recommends approval of the program handbook and documents for Menlo PACE, LLC relating to commercial PACE projects.

**Attachment: Menlo PACE, LLC Program Handbook & Documents:**

[https://www.dropbox.com/sh/qmv5cv4l9j30gtu/AAAaEk0VkqLkI7VFOV\\_WGc19a?dl=0](https://www.dropbox.com/sh/qmv5cv4l9j30gtu/AAAaEk0VkqLkI7VFOV_WGc19a?dl=0)



## Agenda Item No. 9

### Agenda Report

**DATE:** November 21, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PURPOSE:** Consideration of CSCDA Audited Financial Statement for the Year Ended June 30, 2019

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#### BACKGROUND AND SUMMARY:

Attached for the consideration of the Commission are the CSCDA audited financial statements for the Year Ended June 30, 2019. Mann, Urrutia, Nelson, CPAs & Associates, LLP prepared the reports working with the League of California Cities and CSCDA staff. Highlights from the audited financial statements include the following:

1. **Bonds Issued** – During fiscal year ending June 30, 2019, CSCDA issued \$2 billion in conduit bonds which were in the following categories:
  - **Private Activity Bonds** – CSCDA financed 27 projects for a total of \$1.5 billion in bonds
  - **Public Agency Bonds** – CSCDA issued 8 bond issues totaling \$167 million in bonds benefiting 29 public agencies.
  - **PACE** – CSCDA had 113 bond issuances totaling \$283 million in bonds.
2. **Bond Issuance Fees** – CSCDA collected \$4,935,389 in new bond issuance fees which is a 7% decrease over 2018 Bond Issuance Fees of \$5.3 million.
3. **Bond Administrative Fees** – CSCDA collected \$9,694,791 in bond administration fees which is a 6.3% increase over 2018 Bond Administrative Fees of \$9.1 million.
4. **Distributions** – CSCDA's disbursements were:
  - \$4,901,494 – HB Capital Bond Admin. Fees, down \$197 thousand (-3.7%) compared to 2018.
  - \$2,374,239 – BSP Bond Issuance Fees, down \$62 thousand (-2.5%) from 2018.
  - \$692,677 – BSP Bond Admin. Fees, up \$175 thousand (+34%) from 2018.
  - \$2,545,108 – CSAC FC and LCC Issuance Fees, a decrease of \$340 thousand (-11.8%) under 2018.
  - \$3,274,956 – CSAC FC and LCC Admin. Fees, an increase of \$211 thousand (+7%) under 2018.
  - \$497,904 – General Administrative Activities, which included \$68,271 paid to the Executive Director and \$245,004 paid to General Counsel.

5. **Cash and Investment** – As of June 30, 2019, CSCDA's had \$6,645,753 in cash and investments which primarily represent prepaid bond administration fees and deposits. The balance in the General Administrative Fund was \$345,875 as of June 30, 2019.
6. **Investments** – CSCDA's cash and investments are held in money market funds and US Treasury Obligations

**RECOMMENDED ACTION:**

CSCDA's Executive Director recommends approval of the Audited Financial Statement for the Year Ended June 30, 2019.



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**CALIFORNIA STATEWIDE COMMUNITIES  
DEVELOPMENT AUTHORITY (CSCDA)**



Independent Auditor's Report  
Financial Statement  
and Supplementary Information

June 30, 2019

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**MANN, URRUTIA, NELSON, CPAS & ASSOCIATES, LLP  
1760 CREEKSIDE OAKS DRIVE, SUITE 160  
SACRAMENTO, CALIFORNIA 95833**

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
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MANN • URRUTIA • NELSON CPAs & ASSOCIATES, LLP  
GLENDALE • ROSEVILLE • SACRAMENTO • SOUTH LAKE TAHOE • KAUAI, HAWAII

## INDEPENDENT AUDITOR'S REPORT

To the Board of Commissioners  
California Statewide Communities Development Authority  
Sacramento, California

We have audited the accompanying statement of fiduciary assets and liabilities - agency funds - of the California Statewide Communities Development Authority, as of June 30, 2019, and the related notes to the financial statement.

### Management's Responsibility for the Financial Statement

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statement referred to above present fairly, in all material respects, the financial position of the California Statewide Communities Development Authority, as of June 30, 2019 in accordance with accounting principles generally accepted in the United States of America.

## Other Matters

### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis as listed in the table of contents, be presented to supplement the basic financial statement. Such information, although not a part of the basic financial statement, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statement in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statement, and other knowledge we obtained during our audit of the basic financial statement. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

### *Other Information*

Our audit was conducted for the purpose of forming an opinion on the financial statement. The schedule of fiduciary fee collections/charges and disbursements related to the conduit finance activities - agency funds is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The schedule of fiduciary fee collections/charges and disbursements related to the conduit finance activities - agency funds is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statement. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statement and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statement or to the basic financial statement themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of fiduciary fee collections/charges and disbursements related to the conduit finance activities - agency funds is fairly stated, in all material respects, in relation to the basic financial statement as a whole.

*Mona Urrutia, Nelson CPAs*

Sacramento, California  
October 24, 2019

## **CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

#### **Management's Discussion and Analysis**

The California Statewide Communities Development Authority (CSCDA) was created in 1988, under California's Joint Exercise of Powers Act, to provide California's local governments with an effective tool for the timely financing of community-based public benefit projects.

Although cities, counties and special districts are able to issue their own debt obligations or serve as a conduit issuer of private activity bonds that promote economic development and provide critical community services, many local agencies find stand-alone financings too costly or lack the necessary resources or experience to facilitate the bond issuance and perform post-issuance activities for the term of the bonds.

In response, local governments formed CSCDA. CSCDA was created by and for local governments in California, and is sponsored by the California State Association of Counties (CSAC) and the League of California Cities (the League).

Today, over 500 cities, counties, and special districts have become Program Participants to CSCDA - which serves as their conduit issuer and provides access to an efficient and effective mechanism to finance locally-approved public benefit projects. At June 30, 2019, the aggregate amount of CSCDA's conduit debt obligations outstanding issued on behalf of program participants totaled \$25.2 billion.

CSCDA helps local governments build community infrastructure, provide affordable housing, create jobs, make access available to quality healthcare and education, and more. CSCDA provides an important resource to its local government members by ensuring that local community projects get funded quickly and reliably.

#### **Conduit Finance Activity**

During the fiscal year ended June 30, 2019, CSCDA served as issuer for \$2.0 billion in conduit revenue bonds related to its Private Activity and Public Agency Finance Programs.

Private Activity Finance Program projects are those owned by the private sector, but which provide specific public benefits as authorized under the Internal Revenue Code and approved by the local City Council or County Board of Supervisors. During the year ended June 30, 2019, CSCDA provided conduit financing for 27 Private Activity Finance Program projects ranging from construction of affordable and senior housing apartments to erecting hospital and educational infrastructure to building new manufacturing facilities. In total, CSCDA provided conduit access to the tax-exempt and taxable municipal finance marketplace for approximately \$1.5 billion in Private Activity Finance Program projects.

Public Agency Finance Program projects are those where CSCDA serves as the conduit issuer for financing where a city, county, and/or special district is the borrower. CSCDA frequently conducts these types of financings on a pooled basis with more than one government entity participating in a single financing, thereby spreading the costs of issuance across borrowers to produce a lower-cost transaction than each local government would enjoy on its own. During the year ended June 30, 2019, CSCDA conducted 8 Public Agency Finance Program conduit issuances totaling approximately \$167 million and benefiting 29 of its public agency members.

PACE Finance Program allow property owners in participating cities and counties to finance renewable energy, energy water efficiency improvements, seismic improvements and electric vehicle charging infrastructure on their property. Participation in the assessment is 100% voluntary by the property owner. The improvements installed on the owner's property are financed by the issuance of bonds. The bonds are secured by a voluntary contractual assessment levied on the owner's property. Property owners who wish to participate in PACE agree to repay the money through the voluntary contractual assessment collected with property taxes. The voluntary contractual assessments are levied by CSCDA and collected in annual installments through the applicable county secured property tax bill. During the year ended June 30, 2019, there were 113 bond issuances totaling \$283 million through the CSCDA PACE program.

#### **Overview of the Financial Statement**

This discussion and analysis is intended to serve as an introduction to CSCDA's financial statement. CSCDA's financial statement comprises two components: 1) the statement of fiduciary assets and liabilities- agency funds and 2) notes to the financial statement.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**Financial Statement.** CSCDA has only one financial statement, the statement of fiduciary assets and liabilities-agency funds, which appears on page 6. This statement reports assets held in an agency capacity for others and that are not the property of CSCDA itself. As an issuer which acts exclusively in a conduit capacity, CSCDA has no assets, liabilities, revenues, or expenses of its own. Instead, cash flows related to the collection of CSCDA service fees are treated as discussed below in the sections titled "Bond Issuance" and "Bond Administration" while costs associated with CSCDA's operations are handled as discussed below in the sections titled "General Administrative Activities." Because of this structure, in accordance with Accounting Principles Generally Accepted in the United States of America, CSCDA does not report either a statement of net position and governmental fund balance sheet or a statement of activities and governmental fund revenues, expenditures, and changes in fund balance.

**Notes to the Financial Statement.** The notes provide additional information that is essential to a full understanding of the data provided in the financial statement. The notes to the financial statement can be found on pages 7 - 11 of this report.

**Analysis of Fiduciary Assets and Liabilities-Agency Funds**

Agency funds reported by CSCDA in the statement of fiduciary assets and liabilities-agency funds are the property of others. These agency funds fall into one of three categories, each of which is reported in the schedule of fiduciary fee collections/charges and disbursements related to the conduit finance activities - agency funds, which appears on page 12 as information supplemental to the financial statement. The categories are: 1) bond issuance, 2) bond administration, and 3) general administrative activities:

**Bond Issuance.** This agency fund represents amounts received from borrowers in CSCDA's name to pay for the program manager's services as well as for the program sponsorship, and marketing provided by CSAC and the League. CSCDA bills the borrower in advance for bond issuance fees and then places the payment on deposit with US Bank. Amounts held are invested in cash and cash equivalents.

Once bonds are issued, the trustee distributes payments pursuant to agreements approved by the CSCDA Board of Commissioners and for services provided to CSCDA. For the year ended June 30, 2019, CSCDA collected approximately \$7.4 million for bond issuance services and CDLAC deposits. At June 30, 2019, the related accounts held approximately \$2.4 million.

**Bond Administration.** This agency fund represents amounts assessed by CSCDA for the performance of ongoing administration and compliance work to help keep long-term bond issues in good standing. Bond administration fees are generally paid in advance by the borrower (sometimes several years in advance) and are remitted into various accounts with US Bank until the associated ongoing administration services are performed. These monies are invested either in cash and cash equivalents or in United States government treasury STRIPs.

Amounts held are considered to be the property of the payer until such time as the ongoing administration services are carried out by the program manager or others. Such services are primarily performed by the program manager and a housing compliance monitoring firm, each of which receives payments as services are rendered. For the year ended June 30, 2019, CSCDA collected approximately \$9.7 million in payments and prepayments for ongoing bond administration activities. At June 30, 2019, the related accounts held approximately \$3.8 million for bond administration activities pending performance of bond administration services.

**General Administrative Activities.** This agency fund represents amounts held in bank accounts where they are owned jointly by CSAC and the League. These accounts are funded by set-asides made prior to the distribution of bond administration service fees. Amounts held in these reserve accounts are first used, under the direction of the CSCDA Board of Commissioners, to pay the expenses of the CSCDA Executive Director and General Counsel, both of whom are engaged under contract with CSCDA. Remaining amounts are used by CSCDA for purposes such as marketing, funding public agency education programs, purchasing public official's insurance for the Board of Commissioners, to reimburse Commissioner expenses, and paying audit, legal, and other professional services expenses. For the year ended June 30, 2019 these accounts funded \$497,904 in general administrative expenses of which \$68,271 was paid to the Executive Director and \$245,004 was paid to General Counsel. At June 30, 2019, the general administrative activities agency fund totaled \$345,875.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**Related Parties**

CSCDA maintains agreements with CSAC and the League for the provision of program sponsorship, and marketing. In exchange, both organizations receive shares of the distributions made from agency funds collected for bond issuance and bond administration services. For the year ended June 30, 2019, CSAC and the League together received \$5,820,064, shared equally between them. Program administration services are performed under contract with CSCDA by Bridge Strategic Partners. For the year ended June 30, 2019, this company was paid \$3,454,145. Prior program administration fees are paid pursuant to an Agreement between CSCDA and HB Capital Resources, Ltd. For the year ended June 30, 2019 this company was paid \$4,901,494.

**Requests for Information**

This financial report is designed to provide a general overview of CSCDA's finances for all those interested. Questions concerning any of the information provided in this report or requests for additional information should be addressed to:

California Statewide Communities Development Authority  
1100 K Street, Suite 101  
Sacramento, California 95814

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**STATEMENT OF FIDUCIARY ASSETS AND LIABILITIES**  
**AGENCY FUNDS**  
**AS OF JUNE 30, 2019**

**ASSETS**

Cash and investments	\$ 6,645,753
Other assets	<u>10,000</u>
Total Assets	\$ <u>6,655,753</u>

**LIABILITIES**

Accounts payable	\$ 79,272
Agency obligations	<u>6,576,481</u>
Total Liabilities	\$ <u>6,655,753</u>

See accompanying notes to the financial statement



**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENT**  
**JUNE 30, 2019**

**NOTE 1 - NATURE OF ORGANIZATION**

The California Statewide Communities Development Authority (CSCDA) is a conduit finance issuer only. It has no revenues, expenses, assets, or liabilities of its own. Debt obligations issued through CSCDA are those of the governments, non-profit organizations, and private companies who use CSCDA's own governmental status to access the tax-exempt and taxable municipal finance marketplace. Once a borrower uses CSCDA to issue debt, financial servicing of that debt falls to a trustee, or potentially to the investor itself in certain private placements. CSCDA maintains no ongoing interest in bonds issued through its conduit and no debt servicing responsibility.

CSCDA is a public agency established in 1988 as a Joint Powers Authority (JPA). It is sponsored by the California State Association of Counties and the League of California Cities and is set up per the provisions of California's Joint Exercise of Powers Act. Under this law, any two or more public agencies may by agreement jointly exercise powers common among them. In this manner, through CSCDA, local governments have a vehicle they control to complete public benefit projects that otherwise may not have been economical or practical to pursue were the local jurisdiction to have served as issuer. CSCDA is a cooperative repository of public benefit finance expertise that allows its members to use an array of tax-exempt programs without the burden of managing the associated set of issuance and ongoing administrative responsibilities directly themselves.

CSCDA is governed by a seven-member commission. CSCDA's Board of Commissioners (the "Board" or "Commission") is appointed by the California State Association of Counties (CSAC) and the League of California Cities (the League) (see Note 4 - Related Parties), which together represent the interests of counties and cities throughout the state. This Board is required by the joint powers agreement to establish public benefit finance criteria and to evaluate every submitted project on the basis of benefit provided, after receiving the requisite local approval. No project can proceed without the approval of the commissioners which ensures the preservation of both city and county interests. Since January 16, 2014, administration of CSCDA has been managed by an Executive Director engaged under contract by the Board.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

General

The accompanying financial statement of CSCDA has been prepared in conformity with accounting principles generally accepted in the United States of America as applied to governmental units. The financial statement is presented using the accrual basis of accounting. As discussed in Note 1, however, CSCDA has no revenues or expenses to report for the period covered.

Agency Fund - Bond Issuance and Ongoing Bond Administration

While CSCDA has no revenues of its own, the Program Manager (see Note 4 - Related Parties) oversees the collection of bond issuance and ongoing bond administration fees received in CSCDA's name. Such fees are published in CSCDA's fee schedule and are generally assessed as percentages of bonds issued or bonds outstanding. Fee collections, some of which are prepaid by borrowers, are deposited into one or more third-party trustee accounts where they are held until distributed to CSAC, the League, the Program Manager, the Prior Program Manager, or other designated payees. CSCDA recognizes no revenues or expenses related to these fee collections and disbursements, all of which are reported in the financial statements of CSAC, the League, the Program Manager, and other third parties. Funds held in third-party trustee accounts related to bond issuance and ongoing bond administration activities, and reported within the statement of fiduciary assets and liabilities - agency funds, amounted to \$6,230,606 at June 30, 2019.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
NOTES TO THE FINANCIAL STATEMENT  
JUNE 30, 2019

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Agency Fund - General Administrative Activities

Prior to the distribution of bond administration service fees to CSAC, the League, and the Program Manager (see Note 4 - Related Parties), an allocation is made to accounts owned by CSAC and the League and held for them. These accounts are first used, under the direction of the Commission, to pay the expenses of the CSCDA Executive Director and General Counsel, both of whom are engaged under contract with CSCDA. Remaining amounts are used to buy insurance for CSCDA, fund certain marketing activities, reimburse Commissioner expenses, and support other general administrative activities. Amounts held in reserve accounts are for CSAC and the League and are reported within the statement of fiduciary assets and liabilities - agency funds. The general administrative activity agency fund totaled \$345,875 at June 30, 2019.

Future Government Accounting Standards Board Statements

These statements are not effective until July 1, 2019 or later and may be applicable for CSCDA. However, CSCDA has not determined the effects, if any, on the financial statements.

Government Accounting Standards Board Statement No. 84

In January 2017, GASB issued Statement No. 84, *Fiduciary Activities*. This Statement establishes criteria for identifying fiduciary activities of all state and local governments. Additionally, this Statement describes four fiduciary funds that should be reported, as well as provides for recognition of a liability to the beneficiaries in a fiduciary fund when an event has occurred that compels the government to disburse fiduciary resources. Management has not determined what impact, if any, this pronouncement will have on the financial statements. Application of this statement is effective for CSCDA's fiscal year ending June 30, 2020.

Government Accounting Standards Board Statement No. 91

In May 2019, GASB issued Statement No. 91, *Conduit Debt Obligations*. The primary objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. The Statement clarifies the existing definition of a conduit debt obligation; establishes that a conduit debt obligation is not a liability of the issuer; establishes standards for accounting and financial reporting of additional commitments and voluntary commitments extended by issuers and arrangements associated with conduit debt obligations; and improves required note disclosures. The Authority has not determined what impact, if any, this pronouncement will have on the financial statements. Application of this statement is effective for the Authority's fiscal year ending June 30, 2022.

**NOTE 3 - CONDUIT FINANCE ACTIVITY**

CSCDA's conduit finance activity for the year ended June 30, 2019 appears as follows:

<u>Private Activity Finance Programs</u>	<u>No. of Projects Financed</u>	<u>No. of Bonds Issued</u>	<u>Debt Issued</u>
Qualified 501(c)(3) Nonprofit	9	9	\$ 1,077,560,000
Affordable Multifamily Housing	<u>18</u>	<u>18</u>	<u>433,907,113</u>
Total Private Activity	<u>27</u>	<u>27</u>	<u>\$ 1,511,467,113</u>

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENT**  
**JUNE 30, 2019**

**NOTE 3 - CONDUIT FINANCE ACTIVITY (Continued)**

<u>Public Agency Finance Programs</u>	<u>No. of Program Participants</u>	<u>No. of Bonds Issued</u>	<u>Debt Issued</u>
Statewide Community Infrastructure Program (SCIP)	24	3	\$ 79,175,000
Community Facilities Districts (CFDs)	3	3	46,405,000
CaLease	1	1	3,900,000
Total Road Improvement Program	<u>1</u>	<u>1</u>	<u>37,500,000</u>
Total Public Agency	<u>29</u>	<u>8</u>	<u>\$ 166,980,000</u>

  

<u>Property Assessed Clean Energy (PACE) Finance Programs</u>	<u>No. of Bonds Issued</u>	<u>Debt Issued</u>
Open PACE Program	<u>113</u>	<u>\$ 283,423,578</u>
Total PACE	<u>113</u>	<u>\$ 283,423,578</u>
Total Debt Issued	<u>148</u>	<u>\$ 1,961,870,691</u>

At June 30, 2019 the aggregate amount of CSCDA's conduit debt obligations outstanding issued on behalf of program participants totaled \$25.2 billion.

The amount of conduit debt obligations authorized, but unsold as of June 30, 2019 was \$4,500,000.

**NOTE 4 - RELATED PARTIES**

CSCDA has entered into Intellectual Property License, Royalty, and Administrative Agreements with CSAC and the League (see Note 1-Nature of Organization) for sponsorship and marketing of CSCDA's conduit finance programs. In addition, per the provisions of the CSCDA Joint Powers Agreement, CSAC and the League appoint individuals to serve on CSCDA's seven-member commission.

CSCDA has also entered into Program Administration Agreements with Bridge Strategic Partners for the provision of comprehensive staff services for daily operational and marketing purposes. Acting as CSCDA's staff, Bridge Strategic Partners personnel implement the issuance policies established by CSCDA's Board of Commissioners, execute aspects of the deal qualification and structuring process, analyze and present transactions to CSCDA's Board of Commissioners for review and approval, and work with the financial and legal community, local agencies and regulatory bodies, and others to ensure that conduit bonds issued in CSCDA's name remain in good standing. CSCDA has an ongoing prior administration agreement with HB Capital Resources Ltd. related to bond administration fees for bond issuances prior to July 1, 2015.

Pursuant to the above referenced program administration agreements, HB Capital Resources Ltd. receives a percentage of bond administration fees paid by borrowers for bond issuances prior to July 1, 2015 and Bridge Strategic Partners receives a set percentage of the bond issuance and ongoing bond administration fees assessed to borrowers in CSCDA's name after June 30, 2015, with such percentages varying based upon deal type. Under the intellectual Property License, et seq. Agreement, CSAC and the League receive an equal portion of the remaining bond issuance and ongoing bond administration fees. CSAC, the League, HB Capital Resources and Bridge Strategic Partners pay all their own expenses related to the provision of their respective activities or services. For the year ended June 30, 2019, CSAC and the League of California Cities together received \$5,820,064 split equally between them, while Bridge Strategic Partners received \$3,454,145 and HB Capital Resources received \$4,901,494.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENT**  
**JUNE 30, 2019**

**NOTE 5 - CASH AND INVESTMENTS**

Cash and investments at June 30, 2019 consisted of the following:

Investments	
Money Market Funds	\$ 3,953,569
U.S. Treasury Obligations	<u>2,692,184</u>
Total investments	<u>\$ 6,645,753</u>

Agency Fund Investments Authorized by CSCDA's Investment Practice

The table below identifies the investment types authorized by CSCDA for agency funds held for the benefit of CSCDA's conduit issuance activities. "None," in the context used in the table, means there are no limitations. (This table does not address investments of conduit bond proceeds held by bond trustees that are governed by the provisions of the associated conduit debt agreements.)

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum % of Portfolio</u>	<u>Maximum Investment in one Issuer</u>
Money Market Funds	N/A	None	None
U.S. Treasury Obligations	None	None	None

Disclosures Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in interest rates. One of the ways that CSCDA manages the exposure of agency funds is by authorizing the purchase of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity over time as necessary to provide the cash flow and liquidity needed for conduit operations.

Information about the sensitivity of the fair values of agency fund investments to market rate fluctuations is provided by the following table that shows the distribution of investments by maturity:

<u>Investment Type</u>	<u>Maturities</u>				<u>Total</u>
	<u>12 Months or Less</u>	<u>13 to 24 Months</u>	<u>25 to 60 Months</u>	<u>More Than 60 Months</u>	
Money Market Funds	\$ 3,953,569	\$ -	\$ -	\$ -	\$ 3,953,569
U.S Treasury Obligations	<u>225,567</u>	<u>196,148</u>	<u>556,832</u>	<u>1,713,637</u>	<u>2,692,184</u>
Total	<u>\$ 4,179,136</u>	<u>\$ 196,148</u>	<u>\$ 556,832</u>	<u>\$ 1,713,637</u>	<u>\$ 6,645,753</u>

Disclosures Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. CSCDA mitigates the credit risk of agency funds by limiting permitted investments to U.S. Treasury obligations or money market funds that carry the assignment of a BBB or better rating by a nationally-recognized statistical rating organization. At June 30, 2019, agency fund investments were held entirely in money market funds and U.S. Treasury obligations with Standards & Poor's ratings of AAA and AA+, respectively. However, under GASB 40, U.S. Treasury obligations are not considered to have credit risk.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENT**  
**JUNE 30, 2019**

**NOTE 5 - CASH AND INVESTMENTS (Continued)**

Concentration of Credit Risk

CSCDA's investment practice with respect to agency funds limits concentration of credit risk by restricting investments to U.S. Treasury obligations or money market funds. CSCDA's agency fund investment position at June 30, 2019, was in compliance with this practice.

Custodial Credit Risk

The custodial credit risk for agency fund investments is the risk that, in the event of the failure of the counterparty to a transaction, the beneficiaries of the agency funds will not be able to recover the value of their investments or collateral securities that are in the possession of another party. CSCDA's agency fund investments are not exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

The custodial credit risk for agency fund deposits is the risk that, in the event of the failure of a depository financial institution, CSCDA will not be able to recover collateral securities that are in the possession of an outside party. Deposits that potentially subject CSCDA to custodial credit risk consist of demand deposits and money market accounts in excess of amounts insured by the Federal Deposit Insurance Corporation (FDIC). It is the practice of CSCDA to place its demand deposits and money market accounts with a high-credit, quality financial institution. At June 30, 2019, CSCDA held all of its funds at one financial institution which provides FDIC coverage of deposits up to \$250,000. Deposits not covered by the FDIC are secured in accordance with the California Government Code, which requires that financial institutions secure deposits made by state and local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law. The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. Collateral is considered held in CSCDA's name.

Fair Value Measurements

CSCDA categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles (GASB 72). The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs. The Authority has the following recurring fair value measurements as of June 30, 2019:

<u>Investment Type</u>	<u>Total</u>	<u>Fair Value Measurements Using:</u>	
		<u>Level 1</u>	<u>Level 2</u>
Money Market Funds	\$ 3,953,569	\$ 3,953,569	\$ -
U.S. Treasury Obligations	<u>2,692,184</u>	<u>-</u>	<u>2,692,184</u>
Total	<u>\$ 6,645,753</u>	<u>\$ 3,953,569</u>	<u>\$ 2,692,184</u>

## **SUPPLEMENTARY INFORMATION**

The following page contains information that is supplemental to the operations of the California Statewide Communities Development Authority (CSCDA). The information that appears shows the consolidated activity and balances of accounts used to collect issuance and administrative fees remitted to CSCDA by borrowers. Amounts collected in these accounts are the property of the California State Association of Counties (CSAC), the League of California Cities (the League), and certain conduit borrowers for which services have not yet been performed, but who have deposited funds for the future payment of those services. CSCDA holds no right or title to these accounts.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**  
**SCHEDULE OF FIDUCIARY FEE COLLECTIONS/CHARGES AND DISBURSEMENTS**  
**RELATED TO THE CONDUIT FINANCE ACTIVITIES**  
**AGENCY FUNDS**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	Bond Issuance	Bond Administration	General Administrative Activities	Total
<b>Amounts Collected and Charged in Benefit of Conduit Finance Activities of CSCDA</b>				
Bond issuance fees	\$ 4,935,389	\$ -	\$ -	\$ 4,935,389
Bond administrative fees	-	9,428,473	-	9,428,473
Deposits	2,472,706	-	-	2,472,706
Investment income:				
Interest	39,825	38,911	-	78,736
Change in fair value of investments	-	227,407	-	227,407
Total Amounts Collected and Charged in Benefit of Conduit Finance Activities of CSCDA	<u>7,447,920</u>	<u>9,694,791</u>	<u>-</u>	<u>17,142,711</u>
<b>Amounts Disbursed in Benefit of Conduit Finance Activities of CSCDA</b>				
Program Administration:				
Program Manager - Bridge Strategic Partners, LLC	2,374,239	692,677	-	3,066,916
Prior Program Manager - HB Capital Resources, Ltd.	-	4,901,494	-	4,901,494
Program Governance and Marketing:				
CSAC	1,272,554	1,637,478	-	2,910,032
League of California Cities	1,272,554	1,637,478	-	2,910,032
Compliance Monitoring:				
Urban Futures Bond Administration, Inc.	-	185,300	-	185,300
Bridge Strategic Partners, LLC	-	363,229	-	363,229
Executive Director & General Counsel Compensation	-	-	313,275	313,275
General Administrative:				
Bridge Strategic Partners, LLC	-	-	24,000	24,000
Others	-	-	160,629	160,629
Deposits returned and Other	<u>1,850,293</u>	<u>-</u>	<u>-</u>	<u>1,850,293</u>
Total Amounts Disbursed in Benefit of Conduit Finance Activities of CSCDA	<u>6,769,640</u>	<u>9,417,656</u>	<u>497,904</u>	<u>16,685,200</u>
Transfers	<u>-</u>	<u>(466,813)</u>	<u>466,813</u>	<u>-</u>
Change in Account Balances	678,280	(189,678)	(31,091)	457,511
Account Balances, July 1, 2018	<u>1,707,734</u>	<u>4,034,270</u>	<u>376,966</u>	<u>6,118,970</u>
Account Balances, June 30, 2019	<u>\$ 2,386,014</u>	<u>\$ 3,844,592</u>	<u>\$ 345,875</u>	<u>\$ 6,576,481</u>

See accompanying notes to the financial statement