



CSCDA
 CALIFORNIA STATEWIDE COMMUNITIES
 DEVELOPMENT AUTHORITY



REGULAR MEETING AGENDA

March 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

County of Butte
 7 County Drive, Oroville, CA 95965

County of Yuba
 915 8th Street, Marysville, CA 95901
 247 Electric Street
 Auburn, CA 95603

3252 Southern Hills Drive
 Fairfield, CA 94534

709 Portwalk Place
 Redwood City, CA 94061

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

77 De Silva Island Drive
 Mill Valley, CA 94941

County of Kern
 1115 Truxtun Avenue, Bakersfield, CA 93301

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 March 7, 2019 Regular Meeting.

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

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. Mission Cottages, LP (Cottages at Mission Trails), City of Lake Elsinore, County of Riverside; up to \$28,000,000 in multi-family housing revenue bonds.
 - b. Aqua Housing LP (Aqua Apartments), City of Santa Ana, County of Orange; up to \$19,000,000 in multi-family housing revenue bonds.
6. Community Facilities District No. 2019-01 (333 North Prairie):
 - a. Conduct second reading and consider adoption of “Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to the California Statewide Communities Development Authority Community Facilities District No. 2019-01 (333 North Prairie), City of Inglewood, County of Los Angeles, State of California”.
7. Consideration of Amendments to CSCDA Fee Schedule.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

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

NEXT MEETING: Thursday, April 4, 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 membership renewal for the California Affordable Housing Development Association (CAHDA).

March 21, 2019



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MINUTES

REGULAR MEETING OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

March 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 2:02 pm.

1. Roll Call.

Commission members present:

Commission members participating via teleconference: Larry Combs, Kevin O'Rourke, Dan Mierzwa, Marcia Raines and Michael Cooper.

Others present: James Hamill, Bridge Strategic Partners; Patricia Eichar, Orrick, Herrington & Sutcliffe; Norman Coppinger, League of California Cities; and Sendy Young, CSAC Finance Corporation; Bill Myers

Others participating via teleconference: Jon Penkower, Bridge Strategic Partners; Tricia Ortiz, Richards Watson & Gershon; and Besorah Won, Orrick, Herrington & Sutcliffe.

2. Consideration of the Minutes of February 21, 2019 Regular Meeting.

The Commission approved the February 21, 2019 Regular Meeting minutes.

Motion to approve by K. O'Rourke. Second by D. Mierzwa. Unanimously approved by roll-call vote. M. Cooper abstained from voting.

3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of Vision 17, LP (Hunter Street Apartments), City of Stockton, County of San Joaquin; issue up to \$20 million in multi-family housing revenue bonds.
2. Inducement of Salinas Pointe 2019, LP (Salinas Pointe Apartments), City of Salinas, County of Monterey; issue up to \$35 million in multi-family housing revenue bonds.

3. Inducement of Breezewood 2019, LP (Breezewood Apartments), City of Riverside, County of Riverside; issue up to \$20 million in multi-family housing revenue bonds.
4. Inducement of ABS Sepulveda, LP (Apple Tree Village), City of Los Angeles, County of Los Angeles; issue up to \$35 million in multi-family housing revenue bonds.
5. Consideration of reduction in backup tax for CSCDA CFD No. 2015-01-Improvement Area No. 2 (University District), City of Rohnert Park, County of Sonoma.

Motion to approve by D. Mierzwa. Second by M. Cooper. Unanimously approved by roll-call vote.

4. Public Comment.

There was no public comment.

5. Community Facilities District No. 2019-01 (333 North Prairie) (“CFD No. 2019-01”):
 - a. Conduct public hearing (hearing to be held at 2 p.m. or shortly thereafter):
 - i. Open CFD No. 2019-01 Public Hearing.
 - ii. Close CFD No. 2019-01 Public Hearing.

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.

Motion to close the public hearing by D. Mierzwa. Second by K. O’Rourke. Unanimously approved by roll-call vote.

- b. Consideration of the following resolutions with respect to formation of CFD No. 2019-01:
 - i. Resolution of formation establishing CFD No. 2019-01 and providing for the levy of a special tax to finance construction of certain public capital improvements eligible for payment from certain development impact fees.
 - ii. Resolution deeming it necessary to incur bonded indebtedness to finance construction of certain public capital improvements to mitigate the impacts of development within CFD No. 2019-01.
 - iii. Resolution calling special mailed-ballot election within CFD No. 2019-01.

Motion to approve by K. O’Rourke. Second by M. Raines. Unanimously approved by roll-call vote.

- c. Conduct special election within CFD No. 2019-01.
- d. Consider resolution declaring result of special mailed-ballot election for CFD No. 2019-01.

Motion to approve by M. Raines. Second by D. Mierzwa. Unanimously approved by roll-call vote.

- e. Conduct first reading of “Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to the California Statewide Communities Development Authority Community Facilities District No. 2019-01 (333 North Prairie), City of Inglewood, County of Los Angeles, State of California”.

Motion to waive the reading of the full ordinance and read by title only by K. O’Rourke. Second by D. Mierzwa. Unanimously approved by roll-call vote.

6. Executive Director Update.

Executive Director Bando was unable to participate in the meeting.

7. Staff Update.

Staff had no updates.

Commission Member O’Rourke announced that the CSCDA Solutions Survey is ready to go out to 36 cities and 17 counties. The survey will most likely go out the following week. Cities and counties will have a two-week turn-around time. CSCDA will do a follow-up with cities and/or counties that have been affected by disasters.

8. Adjourn.

The meeting was adjourned at 2:20 p.m.

Submitted by: Sedy Young, CSAC Finance Corporation

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



Agenda Item No. 3

Agenda Report

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

SUMMARY:

1. Consideration of membership renewal to the California Affordable Housing Development Association (CAHDA)

CAHDA is a 501(c)(6) organization that advocates for the common business interests of California's affordable housing development industry. Founded in 2016, CAHDA is dedicated to providing a voice and forum for affordable housing developers to build sustainable communities through the development of affordable and accessible housing throughout California. The membership fee is \$3,500.



Agenda Item No. 5a

Agenda Report

DATE: March 21, 2019

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Cottages at Mission Trail Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the City of Lake Elsinore, County of Riverside

AMOUNT: Not to Exceed \$28,000,000

EXECUTIVE SUMMARY:

Cottages at Mission Trail Apartments (the “Project”) is the new construction of a 143-unit rental housing project located in the City of Lake Elsinore. 100% of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Construction of a 143-unit affordable rental housing facility located in the City of Santa Ana.
- Consists of 38 two-bedroom, 104 three-bedroom and a manager’s unit.

PROJECT ANALYSIS:

Background on Applicant:

Civic Partners specializes in urban renewal and redevelopment projects, which are made possible through public/private partnerships. A major strength of Civic Partners is the ability to successfully establish and lead a team of both public and private interests through the development process. Civic Partners collaborates with the community and others to ensure that the projects they undertake achieve the level of success that cities have come to expect from Civic Partners. The Project is Civic Partners’ first financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: March 12, 2019 – City of Lake Elsinore – Unanimous Approval

CDLAC Approval: September 20, 2017 (the project experienced delays as a result of issues between the City and the California Department of Fish & Wildlife, which have now been resolved)

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 14% (20 units) restricted to 50% or less of area median income households.
 - 86% (122 units) restricted to 60% or less of area median income households.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 24,741,139
City Loan:	\$ 5,521,250
Operations Income:	\$ 127,348
Deferred DFW Mitigation Cost:	\$ 375,260
Tax Credits:	\$ 7,083,664
Total Sources:	\$ 37,848,661

Uses of Funds:

Acquisition:	\$ 3,918,362
Direct Construction Costs:	\$ 21,960,817
Construction Contingency:	\$ 1,148,041
Indirect & Soft Costs:	\$ 6,018,608
Financing Costs:	\$ 3,696,259
Reserves:	\$ 57,044
Developer Fee:	\$ 1,049,530
Total Uses:	\$ 37,848,661

Finance Partners:

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

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

Bond Purchaser: Red Stone Tax Exempt Funding

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: April 1, 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. _____

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 \$28,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS COTTAGES AT MISSION TRAIL; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS

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

WHEREAS, Mission Cottages, LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue and sell revenue bonds to assist in the financing of the acquisition, construction and development of a 143-unit multifamily rental housing development located in the City of Lake Elsinore (the “City”), County of Riverside, California, and known as Cottages at Mission Trail (the “Project”);

WHEREAS, (i) on September 20, 2017, the Authority received an allocation of private activity bond volume cap for the Project in the amount of \$21,100,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”);

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

WHEREAS, the Authority is willing to issue not to exceed \$28,000,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Cottages at Mission Trail) 2019 Series G-1 and its Taxable Multifamily Housing Revenue Bonds (Cottages at Mission Trail) 2019 Series G-2 (collectively the “Bonds”), provided that the aggregate portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the

Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, pursuant to Section 5852.1 of the California Government Code, the Authority, as a conduit financing provider, has received certain representations and good faith estimates from the Borrower and has disclosed such good faith estimates as set forth on Exhibit A attached hereto;

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

- (1) Indenture of Trust (the "Indenture"), to be entered into between the Authority and Wilmington Trust, National Association, as trustee (the "Trustee");
- (2) Loan Agreement (the "Loan Agreement"), to be entered into between the Authority and the Borrower;
- (3) Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement"), to be entered into among the Borrower, the Authority and the Trustee; and
- (4) Bond Purchase Agreement (the "Purchase Contract") to be entered into among the Authority, the Borrower and the Underwriter, relating to the initial sale of the Bonds (the "Purchaser").

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

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

Section 2. Pursuant to the JPA Law and the Indenture, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Cottages at Mission Trail) 2019 Series G-1" and "California Statewide Communities Development Authority Taxable Multifamily Housing Revenue Bonds (Cottages at Mission Trail) 2019 Series G-2" with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$28,000,000; provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Indenture, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Bonds shall be issued and secured in accordance with the terms of the Indenture, presented to this meeting, as hereinafter approved. Payment of the principal and

purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Indenture, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or any Member of the Commission of the Authority (each, a “Member”).

Section 3. The Indenture in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 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 or facsimile signature, and to deliver to the Trustee, the Indenture with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The principal amount, date, maturity date or dates (which shall not extend beyond April 1, 2064), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture as finally executed.

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

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

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

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

at the direction of the Purchaser in accordance with the Purchase Contract upon payment of the purchase price thereof.

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

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

This Resolution shall take effect upon its adoption.

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

By: _____
Authorized Signatory



Agenda Item No. 5b

Agenda Report

DATE: March 21, 2019

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Aqua Apartments

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

AMOUNT: Not to Exceed \$19,000,000

EXECUTIVE SUMMARY:

Aqua Apartments (the “Project”) is the new construction of a 57-unit rental housing project located in the City of Santa Ana. 100% of the units will be rent restricted for low-income tenants, providing permanent supportive housing targeting chronically homeless individuals and small families.

PROJECT DESCRIPTION:

- Construction of a 57-unit affordable rental housing facility located in the City of Santa Ana.
- Consists of 12 studios, 44 one-bedroom, and a manager’s unit.
- Project includes a community room, offices for property management and Mercy House which will provide onsite case management and services coordination to each resident.

PROJECT ANALYSIS:

Background on Applicant:

Community Development Partners (CDP) develops and operates sustainable, life-enhancing affordable housing with a focus on long term community engagement. CDP is a leader of transformative change – responsible for creating life-enhancing affordable development projects that adhere to strict standards of environmentally, socially and economically responsible buildings and communities. CDP’s mission is to repair and strengthen the fabric of cities and towns by meeting the housing needs of local citizens through the thoughtful planning and development of affordable communities. CDP is dedicated to providing the highest quality life-enhancing housing for qualifying low-income residents. Founded in 2012, CDP’s multi-disciplinary team is comprised of real estate development experts who contribute diverse backgrounds in both affordable and

market-rate development. Its goal is to weave a sense of community into each of the projects completed. The Project is CDP's seventh financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: December 4, 2018 – City of Santa Ana – Unanimous Approval

CDLAC Approval: October 17, 2018

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 71% (40 units) restricted to 50% or less of area median income households.
 - 19% (16 units) restricted to 60% or less of area median income households.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 16,006,479
Deferred Developer Fee:	\$ 2,484,000
CalHFA Special Needs Housing Program:	\$ 7,035,800
HCD Infill Infrastructure Grant:	\$ 1,941,000
Tax Credits:	\$ 2,587,426
Total Sources:	\$ 30,054,705

Uses of Funds:

Acquisition:	\$ 4,120,371
Direct Construction Costs:	\$ 17,546,015
Construction Contingency:	\$ 877,301
Indirect & Soft Costs:	\$ 2,217,067
Financing Costs:	\$ 1,960,003
Reserves:	\$ 247,785
Developer Fee:	\$ 3,086,163
Total Uses:	\$ 30,054,705

Finance Partners:

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

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

Bond Purchaser: Citibank

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: April 10, 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. 19N-__

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$19,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT GENERALLY KNOWN AS AQUA APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE NOTES.

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

WHEREAS, Aqua Housing LP, a California limited partnership (the “Borrower”) has requested that the Authority execute and deliver multifamily housing revenue notes (whether one or more, the “Notes”) to assist in financing the acquisition, construction, development and equipping of a 57-unit multifamily rental housing development located in the City of Santa Ana, California, and known or to be known as Aqua Apartments (the “Project”);

WHEREAS, on October 17, 2018, the Authority received an allocation in the amount of \$17,641,112 (the “Allocation Amount”) of private activity volume cap from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the City of Santa Ana (the “City”) is a Program Participant (as defined in the Agreement) of the Authority and has authorized the execution and delivery of the Notes in connection with the Project;

WHEREAS, the Authority is willing to execute and deliver the Notes in an aggregate principal amount not to exceed \$19,000,000, provided that the portion of such Notes executed and delivered as federally tax-exempt obligations shall not exceed the Allocation Amount, and to loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, pursuant to Section 5852.1 of the California Government Code, the Authority, as a conduit financing provider, has received certain representations and good faith estimates from the Borrower and has disclosed such good faith estimates as set forth in Exhibit A attached hereto;

WHEREAS, the Notes will be executed and delivered to Citibank, N.A. (the “Funding Lender”), as the initial holder of the Notes; 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 execution and delivery of the Notes, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

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

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

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

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

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Notes in one or more series. The Notes shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Aqua Apartments) 2019 Series F” including, if and to the extent necessary, one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$19,000,000; provided that the aggregate principal amount of any federally tax-exempt Notes executed and delivered shall not exceed the Allocation Amount. The Notes shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and, if appropriate, attested by the facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Notes shall be secured in accordance with the terms of the Funding Loan Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and prepayment

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

Section 3. The Funding Loan Agreement in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 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, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond 45 years from the date of execution and delivery thereof), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of prepayment and other terms of the Notes shall be as provided in the Funding Loan Agreement as finally executed.

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

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

Section 6. The Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the Notes are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, loan related documents, an assignment of deed of trust, any endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they,

or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Notes and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

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

This Resolution shall take effect upon its adoption.

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

By _____
Authorized Signatory



Agenda Item No. 6

Agenda Report

DATE: March 21, 2019

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: 333 North Prairie (City of Inglewood) – Community Facilities District

PURPOSE: Conduct second reading and consider adoption of “Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to the California Statewide Communities Development Authority Community Facilities District No. 2019-01 (333 North Prairie), City of Inglewood, County of Los Angeles, State of California”.

EXECUTIVE SUMMARY:

On January 24, 2019 the Commission approved the following to initiate the formation of the 333 North Prairie CFD for the City of Inglewood: (1) a joint community facilities agreement; (2) a declaration of intention to levy a special tax; (3) a resolution to incur bond indebtedness; and (4) set the public hearing to March 7, 2019. The public hearing was held on March 7, 2019, the CFD was formed and the first reading of the ordinance was approved.

The action requested today is the third and final step in the formation of the 333 North Prairie CFD.

BACKGROUND:

The development project known as “333 North Prairie” in the City of Inglewood is owned by Harridge Development Group, LLC (the “Developer”) who bought the property in May of 2017.

The redevelopment of this 18-acre site included demolition of the shuttered Daniel Freeman Hospital. The Developer has requested the City to consider the formation of a community facilities district by CSCDA. 333 North Prairie is final mapped for 226 single-family detached condo units which are in contract to be built by two (2) national homebuilders, Pulte & Woodside Homes. The project is located on North Prairie Ave and Grace Ave in downtown Inglewood, and is one mile north of the new Los Angeles Stadium at Hollywood Park (new home of the NFL’s Los Angeles Rams & Chargers) which is scheduled for completion in 2019. The new stadium is expected to bring significant redevelopment opportunities to Inglewood and the surrounding region in Los Angeles County with Super Bowl LVI being held there in 2022, hosting soccer matches as well as the opening & closing ceremonies of the 2028 Summer Olympics. The 333 North Prairie development project will promote economic development, the stimulation of economic activity, and increase the tax base within the City.

THE CFD:

The CFD will be authorized to finance public capital facilities and improvements including: City of Inglewood Sewer Connection Fees, Water Connection & Meter Fees & Park Fees as well as the Inglewood Unified School District's Development Impact Fee, with a not to exceed authorization of \$7,000,000 expected to be issued in the Fall of 2019 after the homebuilders have taken down all of the lots.

The financing will be brought back to the Commission for final approval of bond issuance.

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

CSCDA's Executive Director recommends that the Commission conduct the second reading and adopt the ordinance.

ATTACHMENT A

ORDINANCE NO. 19ORD-1

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**ORDINANCE LEVYING A SPECIAL TAX FOR FISCAL YEAR 2019-2020
AND FOLLOWING FISCAL YEARS SOLELY WITHIN AND RELATING TO
THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT
AUTHORITY COMMUNITY FACILITIES DISTRICT NO. 2019-01 (333
NORTH PRAIRIE), CITY OF INGLEWOOD, COUNTY OF LOS ANGELES,
STATE OF CALIFORNIA**

BE IT ENACTED BY THE COMMISSION OF THE CALIFORNIA
STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY:

SECTION 1. Pursuant to California Government Code Sections 53316 and 53340, and in accordance with the Rate and Method of Apportionment (the “RMA”), as set forth in Exhibit E of Resolution No. 19SCIP-1 (the “Resolution of Intention”) adopted January 24, 2019, as incorporated into Resolution No. 19SCIP-35 (the “Resolution of Formation”) adopted March 7, 2019, with respect to the California Statewide Communities Development Authority Community Facilities District No. 2019-01 (333 North Prairie), City of Inglewood, County of Los Angeles, State of California (the “Community Facilities District”), a special tax is hereby levied on all taxable parcels within the Community Facilities District for the 2019-2020 fiscal year and for all subsequent fiscal years in the amount determined by the Community Facilities District in accordance with the RMA, until collection of the Special Tax by the Commission ceases and a Notice of Cessation of Special Tax is recorded in accordance with Section 53330.5 of the Act, provided that this amount may in any fiscal year be levied at a lesser amount by resolution of the Commission.

SECTION 2. The Authority’s special tax consultant, currently David Taussig & Associates, Inc., 100 West San Fernando Street, Suite 430, San Jose, CA 95113, telephone (800) 969-4382, is authorized and directed, with the aid of the appropriate officers and agents of the Authority, to determine each year, without further action of the Commission, the appropriate amount of the Special Tax (pursuant to, and as that term is defined in, the Resolution of Formation) to be levied for the Community Facilities District, to prepare the annual Special Tax roll in accordance with the RMA, and to present the roll to the Commission for consideration.

SECTION 3. Upon approval by the Commission, whether as submitted or as modified by the Commission, the special tax consultant is authorized and directed, without further action of the Commission, to provide all necessary and appropriate information to the Los Angeles County Auditor in proper form, and in proper time, necessary to effect the correct and timely billing and collection of the Special Tax on the secured property tax roll of the County; provided, that as stated in the Resolution of Formation and in Section 53340 of the California Government Code, the Commission has reserved the right to utilize any method of collecting the Special Tax which it shall, from time to time, determine to be in the best interests of the Authority, including but not limited to, direct billing by the Authority to the property owners, supplemental billing and,

under the circumstances provided by law, judicial foreclosure, all or any of which the Commission may implement in its discretion by resolution.

SECTION 4. The appropriate officers and agents of the Authority are authorized to make adjustments to the Special Tax roll prior to the final posting of the Special Tax to the Los Angeles County tax roll each fiscal year, as may be necessary to achieve a correct match of the Special Tax levy with the assessor's parcel numbers finally utilized by the Los Angeles County Auditor in sending out property tax bills.

SECTION 5. The Authority agrees that, in the event the Special Tax is collected on the secured tax roll of Los Angeles County, the County may charge its reasonable and agreed charges for collecting the Special Tax as allowed by law, prior to remitting the Special Tax collections to the Authority.

SECTION 6. Taxpayers claiming that the amount of the Special Tax on their property is not correct are referred to Section F of the RMA for the proper claims procedure.

SECTION 7. If for any cause any portion of this Ordinance is found to be invalid, or if the Special Tax is found inapplicable to any particular parcel by a court of competent jurisdiction, the balance of this Ordinance, and the application of the Special Tax to all other parcels, shall not be affected.

SECTION 8. This Ordinance shall take effect and be in force thirty (30) days after its final passage; and before the expiration of fifteen (15) days after its passage a summary of the same shall be published, with the names of the members voting for and against the same, at least once in a newspaper of general circulation published and circulated in the area of the Community Facilities District.

* * *

I, the undersigned, the duly appointed and qualified representative of the Commission of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing ordinance was first read at a regular meeting of the Commission on March 7, 2019, and was duly passed and adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on [March 21], 2019.

AYES:

NOES:

ABSENT:

ABSTAIN:

By: _____

Authorized Signatory
California Statewide Communities
Development Authority



Agenda Item No. 7

Agenda Report

DATE: March 21, 2019
TO: CSCDA COMMISSIONERS
FROM: Cathy Bando, Executive Director
PURPOSE: Consideration of Amendments to CSCDA Fee Schedule

EXECUTIVE SUMMARY:

In connection with a recent periodic review of CSCDA's fee schedule, a few proposed changes are recommended as identified below:

- In order to remain competitive in the marketplace and continue to provide excellent value to 501c3 nonprofit organizations, revise issuance fees to 20 bps on first \$10 million and 5 bps thereafter, and cap issuance fees at \$75,000 per transaction.
- The current fee schedule references a \$20,000 upfront deposit for CFD transactions. The upfront third-party costs vary depending on the type and size of the CFD transaction and therefore the amount of the deposit will vary. Recommend removing the reference to \$20,000.
- CSCDA has never required that all issuance fees be paid in advance for transactions requiring volume cap. Recommend removing the footnote.

The proposed amended fee schedule is included as Attachment A and a redline against the current fee schedule is included as Attachment B.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the amended fee schedule as presented to the Commission in Attachment A.

Attachment A

Fee Schedule

Bond Program	Issuance Fee		Annual Fee
	Up to \$20 Million	Over \$20 Million	
Affordable Housing	20 bps (Min \$15,000)	\$40,000 + 12.5 bps over \$20M	5 bps ¹
Nonprofit Affordable Housing	20 bps (Min \$15,000)	\$40,000 + 5 bps over \$20M	5 bps ¹
501(c)(3) Nonprofits (Healthcare, Private Schools, Charter Schools, Higher Education, CCRCs) ²	20 bps on first \$10 million (Min \$15,000) 5 bps on amounts over \$10 million Maximum Fee of \$75,000 per transaction		1.5 bps
Small Issue Public Benefit Program	3% (Min \$60,000), 2% over \$2M	N/A	None
Municipal	15 bps (Min \$10,000)	\$30,000 + 2.5 bps over \$20M	None
Airports/Solid Waste/Exempt Facilities	25 bps (Min \$25,000)	\$50,000 + 12.5 bps over \$20M	5 bps
Taxable	25 bps (Min \$25,000)	\$50,000 + 12.5 bps over \$20M	1.5 bps
Industrial Development Bonds	\$25,000	N/A	10 bps
Community Facilities District (CFD) ³	1%	1%	\$10,000 + Actual Costs
SCIP	1.5%	1.5%	10 bps
Residential PACE	87.5 bps	87.5 bps	None
Commercial PACE ⁴	75 bps	75 bps	None

Notes:

Bond Programs require a \$5,000 Fee Deposit for each financing application which is applied to the issuance fee at closing (\$2,500 Fee Deposit for Small Issue Public Benefit Program & \$1,500 application fee for SCIP). All Annual Fees assessed against aggregate principal outstanding on interest payment date (SCIP annual fees assessed against aggregate original principal issuance amount).

¹ Minimum Annual Administration Fee for Housing bond issuances is \$5,000 per project (a \$5,000 annual compliance monitoring fee will replace the existing Annual Administration Fee throughout the CDLAC Compliance Period after the Qualified Project Period has expired).

² 501c3 Nonprofit Financings: Issuance Fee is capped at \$75,000 and the Annual Administration Fee is capped at \$150,000.

³ CFD issuances require an upfront deposit.

⁴ For assignment followed by bond issuance, CSCDA shall receive a 25 bps assignment fee and a 50 bps bond issuance fee (minimum bond issuance fee of \$10,000 and maximum bond issuance fee of \$250,000).

Attachment B



Fee Schedule

Bond Program	Issuance Fee		Annual Fee
	Up to \$20 Million	Over \$20 Million	
Affordable Housing ¹	20 bps (Min \$15,000)	\$40,000 + 12.5 bps over \$20M	Formatted Table
Nonprofit Affordable Housing ¹	20 bps (Min \$15,000)	\$40,000 + 5 bps over \$20M	5 bps ²
501(c)(3) Nonprofits (Healthcare, Private Schools, Charter Schools, Higher Education, CCRCs) ²	20 bps on first \$10 million (Min \$15,000) 5 bps on amounts over \$10 million Maximum Fee of \$75,000 per transaction	\$40,000 + 5 bps over \$20M	Deleted Cells 1.5 bps
Small Issue Public Benefit Program	3% (Min \$60,000), 2% over \$2M	N/A	None
Municipal	15 bps (Min \$10,000)	\$30,000 + 2.5 bps over \$20M	None
Airports/Solid Waste/Exempt Facilities	25 bps (Min \$25,000)	\$50,000 + 12.5 bps over \$20M	5 bps
Taxable	25 bps (Min \$25,000)	\$50,000 + 12.5 bps over \$20M	1.5 bps
Industrial Development Bonds	\$25,000	N/A	10 bps
Community Facilities District (CFD) ³	1%	1%	\$10,000 + Actual Costs
SCIP	1.5%	1.5%	10 bps
Residential PACE	87.5 bps	87.5 bps	None
Commercial PACE ⁴	75 bps	75 bps	None

Notes:

Bond Programs require a \$5,000 Fee Deposit for each financing application which is applied to the issuance fee at closing (\$2,500 Fee Deposit for Small Issue Public Benefit Program & \$1,500 application fee for SCIP).

All Annual Fees assessed against aggregate principal outstanding on interest payment date (SCIP annual fees assessed against aggregate original principal issuance amount).

¹ CSCDA reserves the right to collect all issuance fees upfront as a deposit for any bond issuance requiring volume cap allocation.

² Minimum Annual Administration Fee for Housing bond issuances is \$5,000 per project (a \$5,000 annual compliance monitoring fee will replace the existing Annual Administration Fee throughout the CDLAC Compliance Period after the Qualified Project Period has expired).

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³ ~~Health Facility² 501c3 Nonprofit~~ Financings: Issuance Fee ~~will be~~ capped at ~~\$400~~75,000 and the Annual Administration Fee ~~is~~ capped at \$150,000.

⁴³ CFD issuances require ~~a \$20,000~~an upfront deposit.

⁵⁴ For assignment followed by bond issuance, CSCDA shall receive a 25 bps assignment fee and a 50 bps bond issuance fee (minimum bond issuance fee of \$10,000 and maximum bond issuance fee of \$250,000).