



REGULAR MEETING AGENDA

May 3, 2018 at 2:00 p.m.

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

Telephonic Locations:

County of Kern
1115 Truxtun Avenue, Bakersfield, CA 93301

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

247 Electric Street
Auburn, CA 95603

Town of Colma
1198 El Camino Real, Colma, CA 94014

County of Solano
675 Texas Street, Fairfield, CA 94533

27788 Hidden Trail Road
Laguna Hills, CA 92653

3252 Southern Hills Drive
Fairfield, CA 94534

A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

<input type="checkbox"/> Dan Harrison, Chair <input type="checkbox"/> Larry Combs, Vice Chair <input type="checkbox"/> Kevin O'Rourke, Treasurer <input type="checkbox"/> Tim Snellings, Secretary <input type="checkbox"/> Michael Cooper, Alt. Member	<input type="checkbox"/> Jordan Kaufman, Member <input type="checkbox"/> Dan Mierzwa, Member <input type="checkbox"/> Irwin Bornstein, Member <input type="checkbox"/> Brian Moura, Alt. Member
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2. Consideration of the Minutes of the April 19, 2018 Regular Meeting.
3. Consent Calendar.
4. Public Comment.

B. ITEMS FOR CONSIDERATION

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

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2018 at ___: __ __m, Signed _____ . Please email signed page to info@cscda.org

- a. LA78, LP (LA78 Apartments), City of Los Angeles, County of Los Angeles; issue up to \$23,000,000 in multi-family housing bonds.
 - b. 840 W Walnut LP (Mission Trail Apartments), City of Lake Elsinore, County of Riverside; issue up to \$20,000,000 in multi-family housing bonds.
6. Consideration of updated PACE administrator agreement to address misleading lead generation activities.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

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

NEXT MEETING: Thursday, May 17, 2018 at 2:00 p.m.
California State Association of Counties
1100 K Street, 1st Floor, Sacramento, CA 95814

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CONSENT CALENDAR

1. Inducement of Morgan Tower Housing Associates, L.P. (Morgan Tower), City of National City, County of San Diego; issue up to \$50 million in multi-family housing revenue bonds.
2. Inducement of Kimball Tower Housing Associates, L.P. (Kimball Tower), City of National City, County of San Diego; issue up to \$70 million in multi-family housing revenue bonds.

May 3, 2018



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MINUTES

REGULAR MEETING OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

April 19, 2018 at 2:00 p.m.

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

Commission Chair Dan Harrison called the meeting to order at 2:03 p.m.

1. Roll Call.

Commission members present: Dan Harrison

Commission members participating via teleconference: Larry Combs, Kevin O'Rourke, Tim Snellings, Michael Cooper, Jordan Kaufman and Dan Mierzwa.

Others present: Jon Penkower, Bridge Strategic Partners; and Tony Velez, Rancho Murieta.

Others participating via teleconference: Cathy Bando, CSCDA Executive Director; Trisha Ortiz, Richards Watson & Gershon; James Hamill, Bridge Strategic Partners; Stacey Hanson, Jones Hall; Josh Anzel, Jones Hall; Meagan Singer, Orrick, Herrington & Sutcliffe.

2. Consideration of the Minutes of the March 15, 2018 and April 5, 2018 Regular Meetings.

The Commission approved the March 15, 2018 and April 5, 2018 minutes.

Motion to approve by L. Combs. Second by K. O'Rourke. Unanimously approved by roll-call vote.

3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of Trower Housing Partners, LP (Rocky Hill Veterans Apartments), City of Vacaville, County of Solano; issue up to \$18 million in multi-family housing revenue bonds.

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

4. Public Comment.

There was no public comment.

5. Consideration of the issuance of revenue bonds or other obligation to finance or refinance the following projects, the execution and delivery of related documents, and other related actions.
 - a. John Muir Health, Cities of Walnut Creek and Concord, County of Contra Costa; issue up to \$95,000,000 in nonprofit revenue bonds.

Executive Director Bando gave an overview of the proposed financing and confirmed that the financing complies with CSCDA's general and issuance policies. The financing refunds CSCDA's previously issued 2017 Bonds. Executive Director Bando recommended approval of the financing.

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

- b. Claremont Village Venture, LP (Claremont Village Apartments), City of Claremont, County of Los Angeles; issue up to \$49,000,000 in multi-family housing bonds.

Executive Director Bando explained that the project was approved by the Commission at its prior meeting on April 5th. A revised resolution was required to be brought to the Commission in order to make a technical correction to the name of the subordinate bond purchaser. No other changes to the prior approval were considered. Executive Director Bando recommended approval of the revised resolution.

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

- c. Pioneer Gardens Venture, LP (Pioneer Gardens Apartments), City of Santa Fe Springs, County of Los Angeles; issue up to \$53,000,000 in multi-family housing bonds.

Executive Director Bando explained that the project was approved by the Commission at its prior meeting on April 5th. A revised resolution was required to be brought to the Commission in order to make a technical correction to the name of the subordinate bond purchaser. No other changes to the prior approval were considered. Executive Director Bando recommended approval of the revised resolution.

Motion to approve and adopt by T. Snellings. Second by L. Combs. Unanimously approved by roll-call vote.

6. Statewide Community Infrastructure Program (SCIP):
 - a. Conduct proceedings with respect to the Statewide Community Infrastructure Program (SCIP) (hearing to be held at 2 p.m. or shortly thereafter):
 1. Open Consolidated Assessment Districts Public Hearing
 2. Close Consolidated Assessment District Public Hearing.

3. Open assessment ballots and announce results.

Commission Chair Dan Harrison 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 K. O'Rourke. Second by D. Mierzwa. Unanimously approved by roll-call vote.

b. Consider the following resolutions with the respect to SCIP:

1. Resolution approving final engineer's reports, levying assessments, ordering the financing of specified development impact fees and capital improvements, and confirming unpaid assessment amounts.

Motion to approve by L. Combs. Second by D. Mierzwa. Unanimously approved by roll-call vote.

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

Motion to approve by K. O'Rourke. Second by D. Mierzwa. Unanimously approved by roll call vote.

3. Resolution authorizing the issuance, sale and delivery of not to exceed \$25,830,538.20 of SCIP Revenue Bonds, Series 2018A and approving the forms of a trust agreement, a bond purchase agreement, a continuing disclosure agreement, and a preliminary official statement.

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

4. Resolution abandoning proceedings for proposed Assessment District No. 18-01 (County of Placer, California).

Motion to approve by K. O'Rourke. Second by D. Mierzwa. Unanimously approved by roll-call vote.

7. Review Q3 2017-2018 Budget, Financial Progress and Bank Account Activity.

Informational item. Executive Director Bando gave an overview of CSCDA's third quarter bank account activity and financial progress for FY 2017-18, which were provided in the attached financial reports.

8. Consider resolution adding Sedy Young as an additional authorized signatory.

The Commission approved the addition of Sedy Young as an authorized signatory.

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

9. Consideration of amendments to CaliforniaFirst documents relating to PACE financings.

Executive Director Bando explained that routine document amendments are required from time-to-time in connection with the CaliforniaFirst program. Commissioner Mierzwa questioned how foreclosure covenants would be treated in connection with the proposed amendment that will allow for the sale of delinquent assessment installments. Josh Anzel from Jones Hall confirmed that all foreclosure covenants would remain in place. Executive Director Bando recommended approval of the amendments.

Motion to approve and adopt by T. Snellings. Second by L. Combs. Unanimously approved by roll-call vote.

10. Executive Director Update.

Executive Director Bando informed the Commission that she and James Hamill were currently attending the CSAC Finance Corporation meeting. She mentioned that the CSAC Finance Corporation Board was very appreciative of CSCDA's contributions to the Finance Corporation.

11. Staff Update.

Staff had no updates.

12. Adjourn.

The meeting was adjourned at 2:36 pm.

Submitted by: Jon Penkower, Bridge Strategic Partners

NEXT MEETING: Thursday, May 3, 2018 at 2:00 p.m.
League of California Cities
1400 K Street, 3rd Floor, Sacramento, CA 95814

RESOLUTION NO. _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this May 3, 2018.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on May 3, 2018.

By: _____
Authorized Signatory

EXHIBIT A

Project Name	Project Location	Units	New Construction or Acquisition/Rehabilitation	Legal Names of Initial Owner and Sponsor	Bond Amount
Kimball Tower	1317 D Avenue National City, CA 91950	152	Acquisition and Rehabilitation	Kimball Tower Housing Associates, L.P. (Owner) Community HousingWorks (Sponsor)	\$70,000,000
Morgan Tower	1415 D Avenue National City, CA 91950	152	Acquisition and Rehabilitation	Morgan Tower Housing Associates, L.P. (Owner) Community HousingWorks (Sponsor)	\$50,000,000



Agenda Item No. 5a

Agenda Report

DATE: May 3, 2018

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: LA78 Apartments

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

AMOUNT: Not to Exceed \$23,000,000

EXECUTIVE SUMMARY:

LA78 Apartments (the “Project”) is an acquisition and rehabilitation of a 78-unit scattered site rental affordable housing project located in the City of Los Angeles. 100% of the units will remain rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Acquisition and rehabilitation of 78 units of affordable rental housing located throughout the City of Los Angeles.
- 1.49 acres.
- Two, three and four-story wood frame buildings.
- Consists of 19 studios, 41 one-bedroom units, 12 two-bedroom units, 6 three-bedroom units including two restricted manager units.

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 fifth financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: December 13, 2017 – City of Los Angeles – unanimous approval

CDLAC Approval: March 21, 2018

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 80% (63 units) restricted to 60% or less of area median income households.
 - 20% (15 units) restricted to 50% or less of area median income households.
- The Project is in close proximity to recreational facilities, grocery stores and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 16,456,182
Seller Carryback:	\$ 795,995
Deferred Developer Fee:	\$ 238,835
Tax Credits:	<u>\$ 6,871,153</u>
Total Sources:	\$ 24,362,165

Uses of Funds:

Acquisition:	\$ 15,599,883
Construction Costs:	\$ 3,171,770
Construction Contingency:	\$ 317,177
Developer Fee:	\$ 2,788,426
Costs of Issuance:	\$ 955,265
Reserves:	\$ 472,897
Soft Costs:	<u>\$ 1,056,747</u>
Total Uses:	\$ 24,362,165

Finance Partners:

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

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

Private Placement Purchaser: Berkadia Commercial Mortgage, LLC

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Closing: June 14, 2018

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 18H-__

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF A MULTIFAMILY HOUSING REVENUE NOTE IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$23,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS LA 78 APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE NOTE.

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

WHEREAS, LA78 LP, a California limited partnership, and entities related thereto (collectively, the "Borrower"), has requested that the Authority execute and deliver its California Statewide Communities Development Authority Multifamily Housing Revenue Note (LA 78 Apartments) 2018 Series H (the "Note") to assist in the financing of the acquisition, rehabilitation and development of a 78-unit multifamily housing rental development located on six sites in the City of Los Angeles, California (the "City"), and known as LA 78 Apartments (the "Project");

WHEREAS, on March 21, 2018, the Authority received an allocation in the amount of \$21,000,000 (the "Allocation Amount") from the California Debt Limit Allocation Committee in connection with the Project;

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

WHEREAS, the Authority is willing to execute and deliver the Note in an aggregate principal amount not to exceed \$23,000,000, provided that the portion of such Note 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 and very income persons;

WHEREAS, the Note will be executed and delivered to Berkadia Commercial Mortgage LLC (the "Funding Lender"), as the initial holder of the Note;

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 execution and delivery of the Note, 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 among the Funding Lender, U.S. Bank National Association, as fiscal agent (the "Fiscal Agent") and the Authority;

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

(3) Regulatory Agreement and Declaration of Restrictive Covenants relating to each Project site (collectively, the "Regulatory Agreement") with respect to the Project to be entered into by and between the Authority and the Borrower; and

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 Note in one or more series. The Note shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Note (LA 78 Apartments) 2018 Series H" 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 \$23,000,000; provided that the aggregate principal amount of any tax-exempt Note executed and delivered shall not exceed the Allocation Amount. The Note shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual or facsimile signature of 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 signature of any Authorized Signatory. The Note 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 or redemption premium, if any, and interest on, the Note shall be made solely from amounts pledged thereto under the Funding Loan Agreement, and the Note shall not be deemed to constitute a debt or liability of the Authority, any Program Participant of the Authority or any 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. 18R-2 of the Authority, adopted on April 19, 2018) (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 Note shall be as provided in the Funding Loan Agreement 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 Authority is hereby authorized to execute and deliver the Note to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the issuance, execution and delivery of

the Note are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, loan related documents, an assignment of deed of trust, a subordination and intercreditor agreement, an 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 issuance, execution and delivery of the Note 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 Note, 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 or any prepayment or redemption of the Note, 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 May 3, 2018.

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 May 3, 2018.

By _____
Authorized Signatory



Agenda Item No. 5b

Agenda Report

DATE: May 3, 2018

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: 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 \$20,000,000

EXECUTIVE SUMMARY:

Mission Trail Apartments (the “Project”) is the new construction of an 81-unit rental housing project located in the City of Lake Elsinore. One hundred percent of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Construction of 81-unit affordable rental housing facility located in the City of Lake Elsinore.
- Consists of 9 two-bedroom units, 71 three-bedroom units, and one manager’s unit.

PROJECT ANALYSIS:

Background on Applicant:

Since 1990 C&C Development has provided high quality affordable communities throughout Southern California. C&C is one of Southern California’s most experienced and trusted affordable housing developers with a commitment to develop and preserve quality affordable and mixed-income communities. C&C works closely with all stakeholders, such as city staff and elected officials, to develop affordable housing projects to help cities and communities pursue their goals and implement their long-term visions. C&C’s projects integrate well with surrounding neighborhoods, resulting in pride, safety and stability within the community. C&C is committed to providing high quality, cost effective developments and responsive management services, while creating enjoyable and productive living environments. C&C has developed 1,232 residential units and currently has five projects under construction totaling 362 units. This will be C&C’s third financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: June 27, 2017 – City of Lake Elsinore – unanimous approval

CDLAC Approval: December 28, 2017

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 59 units restricted to 60% or less of area median income households.
 - 21 units restricted to 50% or less of area median income households.
 - 1 manager’s unit.
- The Project is in close proximity to recreational facilities, grocery stores and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 16,000,000
City of Lake Elsinore Loan:	\$ 7,520,832
Tax Credits:	\$ 3,052,102
Cash Flow:	\$
Deferred Costs:	\$ 323,250
Deferred Developer Fee:	\$ 3,191,403
Total Sources:	\$ 30,087,487

Uses of Funds:

Acquisition:	\$ 2,020,000
Construction Costs:	\$ 17,326,895
Architecture/Engineering:	\$ 1,228,298
Debt Service:	\$ 788,141
Impact Fees/Permits:	\$ 2,632,500
Developer Fee:	\$ 3,491,403
Contingency:	\$ 326,913
Deferred Costs:	\$ 323,250
Other Soft Costs:	\$ 1,352,314
Cost of Issuance:	\$ 597,773
Total Uses:	\$ 30,087,487

Finance Partners:

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

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

Private Placement Purchaser: Bank of America

Finance Terms:

Rating: Unrated
Term: 35 years at a fixed interest rate
Structure: Private Placement
Closing: May 21, 2018

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

Attachment A

RESOLUTION NO. 018H-__

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 \$20,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS MISSION TRAIL APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE NOTE.

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, as the same may be amended (the “Agreement”), to issue revenue bonds and execute and deliver revenue notes for the purpose of financing, among other things, the acquisition, construction 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 Trail LE LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), have requested that the Authority execute and deliver its revenue note to assist in the financing of the acquisition, construction and development of a 81-unit multifamily rental housing development located in the City of Lake Elsinore, California and known as Mission Trail Apartments (the “Project”);

WHEREAS, on November 15, 2017, the Authority received an allocation in the amount of \$16,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, the City of Lake Elsinore is a Program Participant (as defined in the Agreement) of the Authority and has authorized the execution and delivery of the Note by the City Council of the City of Lake Elsinore Resolution No. 2017-080, adopted on June 27, 2017;

WHEREAS, this Resolution amends and restates in full Resolution No. 017H-49 previously adopted on December 14, 2017 by the Authority and shall take effect immediately upon its passage;

WHEREAS, the Authority is willing to execute and deliver its Multifamily Housing Revenue Note (Mission Trail Apartments) 2018 Series F (the “Note”), in the aggregate principal amount not to exceed \$20,000,000, provided that the aggregate portion of such Note

executed and delivered as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, the Note will be executed and delivered to Bank of America, N.A. (the “Funding Lender”), as the initial holder of the Note;

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

(1) Funding Loan Agreement with respect to the Note (the “Funding Loan Agreement”), to be entered into among the Authority, Bank of America, N.A., as fiscal agent (the “Fiscal Agent”) and the Funding Lender;

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

(3) Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”), to be entered into between 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 Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note in one or more series. The Note shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Mission Trail Apartments) 2018 Series F” including, if and to the extent necessary, Notes in one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$20,000,000; provided that the aggregate principal amount of any tax-exempt Note executed and delivered shall not exceed the Allocation Amount. The Note shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual signature of any Authorized Signatory. The Note shall be delivered and secured in accordance with the terms of the Funding Loan Agreement, presented to this meeting, as hereinafter approved. Payment of the principal of, and prepayment premium, if any, and interest on, the Note shall be made solely from amounts pledged thereto under the Funding Loan Agreement, and the Note 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 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. 18R-2 of the Authority, adopted on April 19, 2018) (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 May 1, 2023), 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 Note 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 Authority is hereby authorized to execute and deliver the Note to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

Section 7. 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 Note are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to one or more tax certificates, a subordination or intercreditor agreement, any endorsement and/or assignment of the deed of trust, an 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 Note 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 8. 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 Note, 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 or any prepayment of the Note, 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 May 3, 2018.

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 May 3, 2018.

By _____
Authorized Signatory



Agenda Item No. 6

Agenda Report

DATE: May 3, 2018

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of updated PACE administrator agreement to address misleading lead generation activities

SUMMARY:

At the April 5, 2018 CSCDA meeting the Commission received an update regarding the recommendation by General Counsel to require the Open PACE administrators to execute an amendment to their existing contracts with CSCDA to address the misleading lead generation activities (Attachment B). Attached is a draft of the amendment for the Commission's consideration and approval (Attachment A). A summary of the amendments are as follows:

1. Each PACE administrator shall maintain a list of contractors who they have determined are eligible to provide PACE Program services (each being an "Eligible Contractor"). Any contractor who the administrator has determined uses false or misleading marketing efforts, including but not limited to using lead generating companies to distribute postcards with content that implies that the federal, state, or local government, or any governmental entity other than CSCDA, provides the Program, shall not be included in the list of eligible contractors.
2. Each PACE administrator shall not approve a property owner application for Open PACE Program funding if such application: (a) does not identify an Eligible Contractor or (b) identifies a contractor who procured the work through marketing efforts that reasonably could be interpreted as implying that the federal, state, or local government, or any governmental entity other than CSCDA, provides the PACE program.
3. CSCDA shall not authorize an assessment against a property, record a lien or otherwise assist in providing Open PACE Program funding for any application approved in violation of sections outlined above.

RECOMMENDATION:

The Executive Director recommends approval of the amendment to the PACE administrator contract, and the execution of such amendment by CSCDA and all Open PACE administrators.

ATTACHMENT A

AMENDMENT TO CSCDA OPEN PACE PROGRAM ADMINISTRATOR PROFESSIONAL SERVICES AGREEMENT

This Amendment to Professional Services Agreement (“Amendment”) is dated [*month*] [*day*], [*year*] (“Effective Date”) and is between the California Statewide Communities Development Authority, a California joint powers authority (the “CSCDA”) and [*Administrator’s Legal Name*], a [*Legal Form of Entity, e.g., California corporation, limited partnership, limited liability company*] (“Administrator”). CSCDA and Administrator are sometimes individually referred to as “Party” and collectively as “Parties” in this Agreement.

RECITALS

A. The Parties entered into that certain Professional Services Agreement, dated [*Month*] [*Day*], [*Year*], to provide services in connection with administration of the CSCDA Open PACE Program (the “Program”) to finance the cost of installation of distributed generation renewable energy resources or energy efficiency or water conservation improvements (the “Improvements”).

B. CSCDA is aware that some contractors who install Improvements have engaged in misleading marketing efforts, including working with lead generating companies to distribute postcards, which inaccurately communicate that the local city or county government provides the Program and other related misleading statements.

C. Attempts to stop contractors and lead generators from distributing their misleading postcards have been unsuccessful.

D. CSCDA desires to promote honesty and integrity in marketing efforts related to the Program and

E. To further these goals, the Parties desire to exclude from the Program those contractors who engage in misleading marketing efforts, in accordance with the terms and conditions of this Amendment.

The parties therefore agree as follows:

Section 1. Section 2 (Administrator’s Services) of the Agreement is hereby amended by adding a Paragraph J. to read as follows:

“J. Qualified Contractors. To fulfill its obligations under this Paragraph, Administrator shall maintain a list of contractors who the Administer has determined are eligible to provide Program services (each being an “Eligible Contractor”). Any contractor who Administrator has determined uses false or misleading marketing efforts, including but not limited to using lead generating companies to distribute postcards with content that implies that the federal, state, or local government, or any governmental entity other than CSCDA, provides the Program, shall not be included in the list of eligible contractors.

J1. Applications. Notwithstanding anything in this Agreement to the contrary, Administrator shall not approve a property owner application for Program funding if such application: (a) does not identify an Eligible Contractor or (b) identifies a contractor who procured the work through marketing efforts that reasonably could be interpreted as implying that the federal, state, or local government, or any governmental entity other than CSCDA, provides the Program.

J2. Assessment Contracts. Notwithstanding anything in this Agreement to the contrary, CSCDA shall not authorize an assessment against a property, record a lien or otherwise assist in providing Program funding for any application approved in violation of Subparagraph J1.

Section 2. Except for the changes specifically set forth herein, all other terms and conditions of the Agreement shall remain in full force and effect.

Section 3. This Amendment may be executed in multiple counterparts each of which said executed counterparts shall be deemed an original for all purposes.

Section 4. The person or persons executing this Amendment on behalf of Administrator warrants and represents that he or she has the authority to execute this Amendment on behalf of the Administrator and has the authority to bind Administrator to the performance of its obligations hereunder.

The parties, through their duly authorized representatives, are signing this Amendment on the date stated in the introductory clause.

CSCDA:

Administrator:

CSCDA,
a California joint powers authority

[Administrator's Legal Name],
a [Legal Form of Entity]

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTACHMENT B



Agenda Item No. 8

Agenda Report

DATE: March 15, 2018

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Update and consideration of action related to lead generation activities associated with PACE contractors.

BACKGROUND AND SUMMARY:

CSCDA staff has received complaints from cities that are part of CSCDA's Open PACE program where lead generation postcards have been received by residential property owners. The postcards are misleading in a number of ways: (1) the language in the postcard indicates that the city is a "sponsor" of PACE; (2) the website link incorporates the name of the city to make it appear that the postcard is associated with the city; (3) some of the postcards state the program is using "government authorized funds". A sample of a lead generation postcard is provided in Attachment A. The affected cities include Albany, San Jose, El Cerrito, Hercules, and Pleasanton, to name a few.

The postcards are not coming from and are not generated by CSCDA Open PACE Administrators. They are coming from lead generation companies hired by contractors who use PACE as a financing tool. Some cities have complained directly to the lead generation firm, but the firm has been unapologetic and continues to utilize the postcard marketing campaign. Renew Financial, administrator of the CaliforniaFirst program, has sent a cease and desist letter to the lead generation company and the postcards have continued to be sent.

The affected cities are very frustrated. CSCDA staff has been working with the affected cities together with Open PACE Administrators to identify contractors who are using the lead generation company.

Executive Director Recommendation:

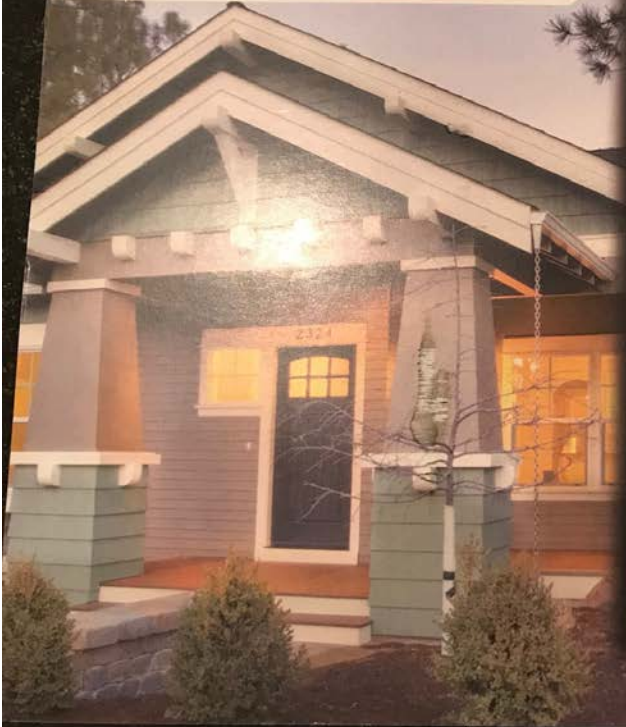
The Executive Director recommends that the Commission authorize staff to work with CSCDA General Counsel to identify possible remedies which may include:

1. Require that Open PACE Administrators terminate contractors who are engaged with the lead generation company.
2. Not execute assessment contracts generated by contractors engaged with the lead generation company.
3. Development of a list of possible legal remedies that could be used by the affected cities.

ATTACHMENT A

The postcard features a green header with a key icon and the text "Go To: WWW.HELPSANJOSE.COM". A postage stamp in the top right corner reads "PRSRT STD U.S. POSTAGE PAID CONCORD, CA Permit No. 835". The main body of the postcard has a light green background with diagonal lines. It contains the following text: "Want to know what upgrades your home is eligible for? Visit our site and enter in your ACCESS CODE to see your home and learn more about San Jose's new home renovation program." followed by "WWW.HELPSANJOSE.COM". Below this, it states: "In order to keep California's promise to lead the US in Home Efficiency, Select Cities in Northern California have approved programs to assist homeowners with the financial tools to upgrade their home." and "You can use the funds for: HVAC Roofing Windows Solar And More!". On the right side, it says "Questions: We are here to help! Call us Toll-Free at: (833) 228-8393". At the bottom center is the City of San Jose logo, which includes a stylized city skyline and the text "CITY OF SAN JOSE SPONSOR OF PACE". On the bottom right, contact information for Phillip Cornish is provided: "Phillip Cornish ACCESS CODE: FAVV6 1114 Delmas Avenue San Jose, CA 95125-1773". A barcode is located at the very bottom right of the postcard.

WWW.HELPALBANY.ORG



HVAC



SOLAR



WINDOWS



ROOFING

ATTENTION ALBANY HOME-OWNERS!

Newly released Government sponsored program allows you to upgrade your home's outdated roof, solar, windows, HVAC and more using government authorized funds!



WWW.HELPALBANY.ORG