



CSCDA
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY



**AGENDA OF THE
REGULAR MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

July 17, 2014

10:00 a.m.

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

County of Yuba
915 8th Street, Suite 103
Marysville, CA 95901

27788 Hidden Trail Road
Laguna Hills, CA 92653

County of Monterey
168 West Alisal Street
Salinas, CA 93901

709 Portwalk Place
Redwood City, CA 94065

12715 Lookout Circle
Nevada City, CA 95959

- I. Call the Roll (alternates designate which member they are representing).
- II. Consideration of the Minutes of the June 12, 2014 Special Meeting and the June 26, 2014 Regular Meeting.
- III. Staff Updates.
- IV. Consideration of the Consent Calendar.
- V. Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2014 at __: __ m,
Signed _____. Please fax signed page to (925) 933-8457.

- a. Daughters of Charity Health System, Town of Los Altos Hills, County of Santa Clara; up to \$110 million in tax-exempt notes. (Staff: Scott Carper)
- b. The Salk Institute for Biological Studies, City of San Diego, County of San Diego; up to \$33 million in tax-exempt obligations. (Staff: Scott Carper)
- c. Riverside County Direct Levy Delinquency Financing, City of Lake Elsinore, County of Riverside; up to \$1 million in taxable revenue bonds. (Staff: Scott Carper)
- d. Pavilion Park Senior I Housing Partners, LP (Pavilion Park Senior Apartments), City of Irvine, County of Orange; up to \$33 million in multi-family housing revenue notes. (Staff: Caitlin Lanctot)
- e. Jefferson Cunningham Community Partners, LP (Jefferson Townhomes and Cunningham Village Apartments), City of Los Angeles, County of Los Angeles; up to \$15 million in multi-family housing revenue bonds. (Staff: Caitlin Lanctot)
- f. Richmond Pacific Associates, LP (Harbour View Apartments), City of Richmond, County of Contra Costa; up to \$13 million in multi-family housing revenue notes. (Staff: Caitlin Lanctot)

VI. CaliforniaFIRST 2014 program expansion: (Staff: Caitlin Lanctot)

- a. Hold a Public Hearing on the program report for the proposed CaliforniaFIRST program covering the jurisdictions listed on Exhibit A of the Resolution of Intention No. 14R-18.
- b. Consideration of a Resolution confirming report relating to the financing of the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements.
- c. Consideration of a Resolution authorizing the issuance of limited obligation improvement bonds, approving and directing the execution of related documents and approving related documents and actions.
- d. Consideration of a Resolution authorizing the issuance of revenue bonds, approving and directing the execution of related documents and approving related documents and actions.
- e. Consideration of a Resolution rendering approval, and explaining review process, under California Environmental Quality Act for the CaliforniaFIRST Program.

VII. Preliminary consideration of whether CSCDA should proceed with the preparation of documentation for the acquisition of Entrada Apartments – Thomas Jefferson School of Law in the City of San Diego. (Staff: Scott Carper)

VIII. Consideration of proposed structure for the CSCDA'S acquisition of a student housing facility known as the Lorenzo in the City of Los Angeles. (Staff: Scott Carper)

IX. Consideration of the establishment of the CSCDA Open PACE Program and appointment of Renewable Funding, Renovate America and AllianceNRG as Program Administrators. (Cathy Bando)

X. Consideration of the appointment of GPM Municipal Advisors, LLC as Municipal Advisor to the CSCDA and posting of certain language to the CSCDA public website regarding municipal advisor exemption requests. (Cathy Bando)

- XI. Consideration of the CSCDA two year update in response to the Bureau of State Audits Report No. 2011-118. (Cathy Bando)
- XII. Consideration of amending the 2014 CSCDA Regular Meeting Calendar to move the regularly scheduled meeting of Thursday, September 4, 2014, to Thursday, September 11, 2014. (Cathy Bando)
- XIII. Public Comment.
- XIV. Adjourn.



**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
CONSENT CALENDAR**

1. Consent Calendar:

- a. Inducement of Indio Family Housing Partners, LP (Indio Desert Palms Apartments), City of Indio, County of Riverside; issue up to \$17 million in multi-family housing revenue bonds.
- b. Inducement of Callen Street Investors, LP (Callen Street Apartments), City of Vacaville, County of Solano; issue up to \$9 million in multi-family housing revenue bonds.
- c. Wells Fargo Corporate Trust Services Invoice #1086221 for \$3,000.00 for trustee fees related to CSCDA SCIP Revenue Bonds 2010A.
- d. Wells Fargo Corporate Trust Services Invoice #1085040 for \$3,000.00 for trustee fees related to CSCDA SCIP Revenue Bonds 2007A.
- e. Wells Fargo Corporate Trust Services Invoice #1089954 for \$6,200.00 for trustee fees related to CSCDA SCIP 2014A.
- f. Approval of the City of Lake Elsinore and Nevada City as Program Participants.
- g. Approve the annual Special Tax roll for California Statewide Communities Development Authority Community Facilities District No. 2012-01, Improvement Area 1 and 3 (Fancher Creek), City of Fresno, County of Fresno, State of California.
- h. Approve the annual Special Tax roll for the California Statewide Communities Development Authority Community Facilities District No. 2007-01 (Orinda Wilder Project), City of Orinda, County of Contra Costa, State of California.

Thursday, July 17, 2014

Note: Persons requiring disability-related modification or accommodation to participate in this public meeting should contact (925) 933-9229, extension 225.

Item II

Consideration of the Minutes of the June 12, 2014 Special Meeting and the June 26, 2014 Regular Meeting.

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

League of California Cities
1400 K Street, Sacramento, California

June 12, 2014

MINUTES

Commission chair Larry Combs called the meeting to order at 10:27 am.

I. Roll Call

Commission members present: Larry Combs, Terry Schutten and Dan Harrison. Irwin Bornstein, Tim Snellings, Alternate Commissioner Ron Holly, representing Dan Mierzwa, and Alternate Commissioner Brian Moura, representing Kevin O'Rourke participated by conference telephone.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Perry Stottlemeyer, Norman Coppinger and Chris McKenzie, League of California Cities; Scott Carper, HB Capital; Jean Hurst, CSAC; Mimi Frusha, Renewable Funding; Jason Gonsalves and Anthony Gonsalves, Joe Gonzalves & Sons; and Mark Paxson, State Treasurer's Office. Nancy Parrish, CSAC Finance Corporation; Caitlin Lanctot, HB Capital; and Tricia Ortiz, Richards Watson & Gershon participated by conference telephone.

II. Consideration and possible action regarding the CSCDA Commission taking a position on AB 2046 (Gomez).

Chris McKenzie, Executive Director of the League of California Cities (League) and Jean Hurst, Senior Legislative Representative with the California State Association of Counties (CSAC) reported on advocacy efforts by the League and CSAC, on behalf of CSCDA, regarding AB 2046 (Gomez). Sponsored by the California Municipal Finance Agency (CMFA), it was reported the bill passed the Assembly and is set for hearing in the Senate Governance and Finance Committee on June 25. Because the next regularly scheduled CSCDA meeting is the day after the hearing, the Commission made a motion to grant the League and CSAC, in consultation with Commission Chair Larry Combs, the ability to adopt a position that the Commission would support.

Chair Combs directed staff to include AB 2046 on the agenda for the June 26, 2014 CSCDA meeting so Commissioners may be brief on the bill and advocacy efforts.

Motion to approve by Schutten; second by Snellings; unanimously approved by roll-call vote.

III. Public comment.

None.

IV. Adjournment.

Commission chair Larry Combs adjourned the meeting at 10:43 am.

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

California State Association of Counties
1100 K Street, Sacramento, California

June 26, 2014

MINUTES

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

I. Roll Call.

Commission members present: Larry Combs, Terry Schutten, and Tim Snellings. Kevin O'Rourke, alternate Commissioner Ron Holly, representing Dan Mierzwa, and alternate commissioner Brian Moura, representing Irwin Bornstein also participated by conference telephone.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Perry Stottlemeyer, Norman Coppinger and Chris McKenzie, League of California Cities; Mike LaPierre and Scott Carper, HB Capital; Jean Hurst, CSAC; and Mark Paxson, State Treasurer's Office. Caitlin Lanctot, HB Capital; and Greg Stepanicich, Richards Watson & Gershon, participated by conference telephone.

II. Approval of minutes—June 12, 2014.

The commission approved the minutes for the regular meeting held June 12, 2014. Minutes for the special meeting held June 12, 2014 will be approved at the next regular meeting on July 17.

Motion to approve by Schutten; second by Snellings; unanimously approved by roll-call vote.

III. Staff Updates.

Jean Hurst provided an update regarding the CSCDA Commission taking a position on AB 2046 (Gomez). The bill moved out of the Senate Committee yesterday, but not without some significant amendments: (i) JPA eligibility was changed to 25 members and 25 projects, and eliminated the date; (ii) eligibility for tax exemption (had requested amendments to include additional criteria to which the tax exemption would apply, but instead, the committee retained the existing criteria and added two new ones that are restrictive); and (iii) the committee established a 2020 sunset date. The amended version of the bill is not yet in print. The CSCDA board has not taken a position; the League offered supportive comments at the committee meeting; and CSAC will wait for the printed version before decided whether they support the bill.

Executive Director Bando will be presenting item VII instead of Mike LaPierre, and item VIII will be pulled from the agenda and considered at a future meeting.

Also, the July 17 meeting will be at CSAC's office.

IV. Approval of Consent Calendar.

1. Induce the following projects:

- a. Montclair Lemoore AR, LP (Montclair Apartments), City of Lemoore, County of Kings; issue up to \$5 million in multi-family housing revenue bonds.
- b. FC Investment Group, LP (Firebaugh Garden Apartments and Mendota Village Apartments), City of Firebaugh, County of Fresno, City of Mendota, County of Fresno; issue up to \$6 million in multi-family housing revenue bonds.

Motion to approve by Schutten; second by Holly; unanimously approved by roll-call vote.

V. Approve the financing, all necessary actions, the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- a. Hollenbeck Palms (HP), City of Los Angeles, County of Los Angeles; issue up to \$10 million in revenue bonds. HP offers independent residential living, assisted living and skilled nursing care at its retirement community in Los Angeles. The proceeds will finance multiple phases of a campus renovation and improvement project replacing 74 of the existing skilled nursing beds that were constructed in 1950, with 27 new skilled nursing beds and 24 assisted living memory care apartments.

Motion to approve staff recommendation by O'Rourke; second by Schutten; unanimously approved by roll-call vote.

- b. Los Angeles Jewish Home for the Aging (LAJHA), City of Los Angeles, County of Los Angeles; up to \$160 million in revenue bonds. LAJHA is a large complex healthcare provider with a wide array of programs and services for seniors in the Greater Los Angeles area. LAJHA currently operates two residential campuses. The proceeds will finance the construction, improvement and equipping of a third facility.

Motion to approve staff recommendation by Snellings; second by Holly; unanimously approved by roll-call vote.

- c. Presidio Hill School (PHS), City and County of San Francisco; up to \$9.35 million in tax exempt obligations. PHS currently serves just under 200 students. Proceeds will refund some existing debt, as well as finance the acquisition and/or construction, renovation, expansion and equipping of educational facilities located at 3839 Washington Street and 233 Maple Street in San Francisco.

Motion to approve staff recommendation by Schutten; second by Holly; unanimously approved by roll-call vote.

VI. Approve the following resolutions for Assessment District 14-02 (City of Rocklin, County of Placer) relating to the upcoming Statewide Community Infrastructure Program (SCIP) project.

- a. A resolution of intention to finance development impact fees and capital improvements, including the boundary map prepared by the assessment engineer.
- b. A resolution preliminarily approving engineer's reports, setting public hearing of protests (Aug 21, 2014 at CSAC) and providing property owner ballots for SCIP Assessment District.

Motion to approve the two resolutions per staff recommendation by O'Rourke; second by Holly; unanimously approved by roll-call vote.

VII. Consideration of assignment of HB Consulting LLC contract to GPM Municipal Advisors LLC.

A few years ago, the SEC established temporary Municipal Advisor rules requiring registration of financial advisors and municipal advisors, particularly with regard to investment securities and the sale of investment securities to municipalities. The temporary rules become permanent and will be effective on July 1. HB Capital Resources, Ltd. has taken steps to create a separate subsidiary to register as a Municipal Advisor with the SEC. Three current HB Capital employees, Scott Carper, Mike LaPierre and Caitlin Lanctot, as well as one PFA employee, will be transferred to the new subsidiary (GPM Municipal Advisors LLC) to fulfill the new requirements.

Staff recommends assignment of the HB Consulting LLC contract to GPM Municipal Advisors, LLC.

Motion to approve staff recommendation by Schutten; second by Snellings; unanimously approved by roll-call vote.

VIII. Consideration of additional CSCDA Commercial PACE Program Administrator.

Item pulled from agenda.

IX. Public Comment.

None.

X. Adjournment.

Commission chair Larry Combs adjourned the meeting at 10:28 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, July 17, at 10:00 a.m.
in CSAC's office at 1100 K Street, Sacramento, California.*

Item IV

Consent Calendar:

- a. Inducement of Indio Family Housing Partners, LP (Indio Desert Palms Apartments), City of Indio, County of Riverside; issue up to \$17 million in multi-family housing revenue bonds.
- b. Inducement of Callen Street Investors, LP (Callen Street Apartments), City of Vacaville, County of Solano; issue up to \$9 million in multi-family housing revenue bonds.
- c. Wells Fargo Corporate Trust Services Invoice #1086221 for \$3,000.00 for trustee fees related to CSCDA SCIP Revenue Bonds 2010A.
- d. Wells Fargo Corporate Trust Services Invoice #1085040 for \$3,000.00 for trustee fees related to CSCDA SCIP Revenue Bonds 2007A.
- e. Wells Fargo Corporate Trust Services Invoice #1089954 for \$6,200.00 for trustee fees related to CSCDA SCIP 2014A.
- f. Approval of the City of Lake Elsinore and Nevada City as Program Participants.
- g. Approve the annual Special Tax roll for California Statewide Communities Development Authority Community Facilities District No. 2012-01, Improvement Area 1 and 3 (Fancher Creek), City of Fresno, County of Fresno, State of California.
- h. Approve the annual Special Tax roll for the California Statewide Communities Development Authority Community Facilities District No. 2007-01 (Orinda Wilder Project), City of Orinda, County of Contra Costa, State of California.

Applicant Information

Primary Contact E-mail: james@affirmedhousing.com

Name of Developer: **Affirmed Housing Group**

TIN or EIN: **26-0812994**

Primary Contact

First Name: **Jimmy**

Last Name: **Silverwood**

Title: **Assistant Project Manager**

Address:

Street: **13520 Evening Creek Drive North**

Suite: **160**

City: **San Diego**

State: **California**

Zip: **92128**

Phone: **858-386-5178**

Ext:

Fax: **858-679-9076**

Email: james@affirmedhousing.com

Borrower Description:

☐ Same as developer ?

Name of Borrowing Entity: **Indio Family Housing Partners, L.P.**

Type of Entity:

☒ For-profit Corporation

☐ Non-profit Corporation

☐ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: 08.09.2007

No. of Multi-Family Housing Projects Completed in the Last 10 Years: **19**

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **19**

Primary Billing Contact

Organization: **Affirmed Housing Group, Inc.**

First Name: **Helen**

Last Name: **Crisafi**

Title: **Controller**

Address

Street: **13520 Evening Creek Drive North**

Suite: **160**

City: **San Diego**

State: **California**

Zip: **92128**

Phone: **858-386-5173**

Ext:

Fax: **858-679-9076**

Email: hcrisafi@affirmedhousing.com

Project Information

Project Information

Project Name: **Indio Desert Palms**

New Project Name(optional): **TBD..**

Facility Information

Facility #1

Facility Name: **Indio Desert Palms**

Facility Bond Amount: \$16,000,000.00

Project Address:

Street: **46575 Clintion Street**

City: **Indio**

State: **California**

Zip: **92201**

County: **Riverside County**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market: **2**

Restricted: **142**

Total: **144**

Lot size: **9.5 acres**

Amenities:

2 tot lots, barbecue areas, pool area, 1 swing area, community room (currently being utilized as one of the units), laundry buildings (3 in total).

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

Wood frame, pitched concrete tile roofs, 2 story walk-up garden style, surface parking, 14 residential buildings.

Type of Housing:

☐ New Construction

☒ Acquisition/Rehab

Facility Use:

☒ Family

☐ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency: **City of Indio**

First Name: **Jesus**

Last Name: **Gomez**

Title: **Housing Programs Manager**

Phone: **(760) 541-4260**

Ext:

Fax:

Email: **jgomez@indio.org**

Public Benefit Info:

Percentage of Units in Low Income Housing: **100**

Percentage of Area Median Income(AMI) for Low Income Housing Units: **50**

Total Number of Management Units: **2**

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	2 Bedrooms	50	3	683.00	862.00	
2.	2 Bedrooms	60	4	820.00	862.00	
3.	3 Bedrooms	50	15	789.00	1,151.00	
4.	3 Bedrooms	60	64	947.00	1,151.00	
5.	4 Bedrooms	50	11	881.00	1,281.00	

6.	4 Bedrooms	60	45	1,057.00	1,281.00	
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Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:	State Senate District #:	State Assembly District #:
36	40	56

Financing Information

Financing Information

Maturity 35 Years

Interest Rate Mode:

☒ Fixed

☐ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☐ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser: Bank of the West

Permanent Financing:

☐ Credit Enhancement

☐ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser: Bank of the West

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Sources of Proceeds

Tax-Exempt Bond Proceeds:	<u>\$16,000,000.00</u>
Taxable Bond Proceeds:	<u>\$</u>
Tax Credits:	<u>\$1,606,595.00</u>
Developer Equity:	<u>\$</u>
Other Funds (Describe):	
Solar Credits	<u>\$398,520.00</u>
Net Operating Income Year 1	<u>\$742,868.00</u>
Deferred Developer Fee	<u>\$652,767.00</u>
	<u>\$</u>
	<u>\$</u>
Total Sources:	<u>\$19,400,750.00</u>

Uses:

Land Acquisition:	<u>\$</u>
Building Acquisition:	<u>\$9,919,000.00</u>
Construction or Remodel:	<u>\$4,146,000.00</u>
Cost of Issuance:	<u>\$200,000.00</u>
Capitalized Interest:	<u>\$500,000.00</u>
Reserves:	<u>\$</u>
Other Uses (Describe):	
Soft Costs	<u>\$1,733,850.00</u>
Architect & Engineering Fees	<u>\$279,750.00</u>
Contractor Overhead & Profit	<u>\$384,750.00</u>
Developer Fee	<u>\$2,237,400.00</u>
	<u>\$</u>
Total Uses:	<u>\$19,400,750.00</u>

Financing Team Information

Bond Counsel

Firm Name: Quint & Thimmig LLP

Primary Contact

First Name: Paul

Last Name: Thimmig

Title: Attorney

Address:

Street: 575 Market Street

Suite: 3600

City: San Francisco

State: California

Zip: 94105-2874

Phone: 415-765-1550

Ext:

Fax: 415-765-1555

Email: PThimmig@qtlp.com

Bank/Underwriter/Bond Purchaser

Firm Name: Bank of the West

Primary Contact

First Name: Nick

Last Name: Griffin

Title: Lender

Address:

Street: 2527 Camino Ramon

Suite: 3D-D

City: San Ramon

State: California

Zip: 94583

Phone: (925) 843-4671

Ext:

Fax: (323) 837-3564

Email: Nick.Griffin@BAnkoftheWest.com

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Applicant Information

Primary Contact E-mail: pat@sabelhauslaw.com

Name of Developer: **C.F.Y. Development, Inc.**

TIN or EIN: **68-0182458**

Primary Contact

First Name: **Cyrus**

Last Name: **Youssefi**

Title: **President**

Address:

Street: **1006 4th Street**

Suite: **701**

City: **Sacramento**

State: **California**

Zip: **95814**

Phone: **916-446-4040**

Ext:

Fax: **916-446-4044**

Email: **cfyinc@yahoo.com**

Borrower Description:

☐ Same as developer ?

Name of Borrowing Entity: **Callen Street Investors, L.P.**

Type of Entity:

☐ For-profit Corporation

☐ Non-profit Corporation

☒ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: **07/02/2013**

No. of Multi-Family Housing Projects Completed in the Last 10 Years: **0**

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **0**

Primary Billing Contact

Organization: **C.F.Y. Development, Inc.**

First Name: **Cyrus**

Last Name: **Youssefi**

Title: **President**

Address

Street: **1006 4th Street**

Suite: **701**

City: **Sacramento**

State: **California**

Zip: **95814**

Phone: **916-446-4040**

Ext:

Fax: **916-446-4044**

Email: **cfyinc@yahoo.com**

Project Information

Project Information

Project Name: **Callen Street Apartments**

New Project Name(optional):

Facility Information

Facility #1

Facility Name: **Callen Street Apartments**

Facility Bond Amount: \$7,133,372.00

Project Address:

Street: **Street Numbers TBD - Callen Street**

City: **Vacaville**

State: **California**

Zip: **95688**

County: **Solano**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market: **0**

Restricted: **65**

Total: **65**

Lot size: **Multiple Parcels - TBD**

Amenities:

Rental office, Community Laundry

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

12 buildings

Type of Housing:

☒ New Construction

☐ Acquisition/Rehab

Facility Use:

☒ Family

☐ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name: Emily

Last Name: Cantu

Title: Project Coordinator

Phone: 707-449-5688

Ext:

Fax: 707-449-5680

Email: ecantu@cityofvacaville.com

Public Benefit Info:

Percentage of Units in Low Income Housing: 100

Percentage of Area Median Income(AMI) for Low Income Housing Units: 50

Total Number of Management Units: 1

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	1 Bedroom	50	5	739.00	1,478.00	739.00
2.	1 Bedroom	60	20	887.00	1,478.00	591.00
3.	2 Bedrooms	50	8	887.00	1,774.00	887.00
4.	2 Bedrooms	60	32	1,065.00	1,774.00	709.00

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:	State Senate District #:	State Assembly District #:
3	5	7

Financing Information

Financing Information

Maturity **40** Years

Interest Rate Mode:

☒ Fixed

☐ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☐ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Permanent Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Sources of Proceeds

Tax-Exempt Bond Proceeds:	<u>\$7,133,372.00</u>
Taxable Bond Proceeds:	<u>\$</u>
Tax Credits:	<u>\$549,900.00</u>
Developer Equity:	<u>\$</u>
Other Funds (Describe):	
Direct	<u>\$200,000.00</u>
Assumed City Loan	<u>\$4,620,000.00</u>
Deferred Developer Fee	<u>\$1,167,414.00</u>
Deferred Operating Expense Reserve	<u>\$150,334.00</u>
	<u>\$</u>
Total Sources:	<u>\$13,821,020.00</u>

Uses:

Land Acquisition:	<u>\$924,000.00</u>
Building Acquisition:	<u>\$3,696,000.00</u>
Construction or Remodel:	<u>\$5,742,029.00</u>
Cost of Issuance:	<u>\$199,000.00</u>
Capitalized Interest:	<u>\$100,000.00</u>
Reserves:	<u>\$150,334.00</u>
Other Uses (Describe):	
Contractor Overhead	<u>\$459,363.00</u>
Architect	<u>\$215,000.00</u>
Developer Fee	<u>\$1,167,414.00</u>
Construction Contingency	<u>\$329,796.00</u>
Soft Costs	<u>\$838,084.00</u>
Total Uses:	<u>\$13,821,020.00</u>

Financing Team Information

Bond Counsel

Firm Name: Orrick Herrington Sutcliffe, LLP

Primary Contact

First Name: Justin

Last Name: Cooper

Title: Attorney

Address:

Street: 405 Howard Street

Suite:

City: San Francisco

State: California

Zip: 94105

Phone: 415-773-5908

Ext:

Fax: 415-773-5759

Email: jcooper@orrick.com

Bank/Underwriter/Bond Purchaser

Firm Name: Umpqua Bank

Primary Contact

First Name: Jeff

Last Name: Birkholz

Title: Senior Vice President

Address:

Street: 500 Auburn Folsom Road

Suite: 200

City: Auburn

State: California

Zip: 95703

Phone: 530-886-2701

Ext:

Fax: 530-887-8280

Email: jeffbirkholz@umpquabank.com

Financial Advisor

Firm Name: Law Office of Patrick R. Sabelhaus

Primary Contact

First Name: Patrick

Last Name: Sabelhaus

Title: Attorney

Address:

Street: 1006 4th Street

Suite: 6th Floor

City: Sacramento

State: California

Zip: 95814

Phone: 916-444-0286

Ext: 267

Fax: 916-444-3408

Email: pat@sabelhauslaw.com

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Fee Invoice

Corporate Trust Services

**WELLS
FARGO**

Invoice Number 1086221	Billing Date 06/17/2014	Due Date 07/17/2014	Amount Due \$3,000.00 <i>Please mail or wire payment to:</i>
California Statewide Communities Development Luis Castro c/o California Communities 2999 Oak Road Suite 710 Walnut Creek, CA 94597			Mailing Address: Wells Fargo Bank WF 8113 P.O. Box 1450 Minneapolis, MN 55485-8113
			Wire Instructions: ABA #: 121000248 DDA #: 1000031565 Swift Code: WFBUS6S Reference: Invoice #, Acct Name, Attn Name
			ACH Instructions: ABA #: 091000019 DDA #: 1000031565 Memo: Invoice #, Account Name, Attn Name

Please return this portion of the statement with your payment in the envelope provided:

Please retain this portion for your records

Account Number: 80437300
SCIP Revenue Bonds 2010A

Administration Charges

Trustee Fee

For the Period 06/30/2014 through 06/29/2015

\$3,000.00

Total Amount Due:

\$3,000.00

Billings past due are subject to an 18% annual finance charge of the balance due.

Fee Invoice

Corporate Trust Services

**WELLS
FARGO**

Invoice Number 1085040	Billing Date 06/11/2014	Due Date 07/11/2014	Amount Due \$3,000.00 <i>Please mail or wire payment to:</i>
CSCDA Luis Castro 2999 Oak Road Suite 710 Walnut Creek, CA 94597			Mailing Address: Wells Fargo Bank WF 8113 P.O. Box 1450 Minneapolis, MN 55485-8113
			Wire Instructions: ABA #: 121000248 DDA #: 1000031565 Swift Code: WFBUIUS6S Reference: Invoice #, Acct Name, Attn Name
			ACH Instructions: ABA #: 091000019 DDA #: 1000031565 Memo: Invoice #, Account Name, Attn Name

Please return this portion of the statement with your payment in the envelope provided:

Please retain this portion for your records

Account Number: 22345300

SCIP Revenue Bonds 2007A

Administration Charges

For the Period 06/13/2014 through 06/12/2015

Trustee Fee

\$3,000.00

Total Amount Due:**\$3,000.00***Billings past due are subject to an 18% annual finance charge of the balance due.*

Fee Invoice

Corporate Trust Services

**WELLS
FARGO**

Invoice Number 1089954	Billing Date 06/27/2014	Due Date 07/27/2014	Amount Due \$6,200.00 <i>Please mail or wire payment to:</i>
California Statewide Communities Development 2999 Oak Road, Suite 710 Walnut Creek, CA 94597			Mailing Address: Wells Fargo Bank WF 8113 P.O. Box 1450 Minneapolis, MN 55485-8113 Wire Instructions: ABA #: 121000248 DDA #: 1000031565 Swift Code: WFBUS6S Reference: Invoice #, Acct Name, Attn Name ACH Instructions: ABA #: 091000019 DDA #: 1000031565 Memo: Invoice #, Account Name, Attn Name
<i>Please return this portion of the statement with your payment in the envelope provided:</i>			
<i>Please retain this portion for your records</i>			

Account Number: 48573200

CSCDA SCIP 2014A

Administration Charges

Acceptance Fee \$2,200.00

For the Period 05/15/2014 through 05/14/2015

Trustee Fee \$3,000.00

For the Period 05/15/2014 through 05/14/2015

Disclosure/Dissemination Fee \$500.00

Legal Fee

Legal Opinion Fee \$500.00

Total Amount Due: \$6,200.00*Billings past due are subject to an 18% annual finance charge of the balance due.*

California Statewide Communities Development Authority

Community Facilities District No. 2012-01 (Fancher Creek)

Fiscal Year 2014-2015 Special Tax Requirement

Fund Balances as of June 30, 2014	\$0.00
Special Tax Fund	\$48,764.22
Future Transfer from Special Tax Fund to Redemption Fund	(\$29,213.76)
Future Transfer from Special Tax Fund to Expense Fund	(\$19,550.46)
Reserve Fund Earnings Available for Debt Service ^[1]	\$0.00
Remaining Fiscal Year 2013-2014 Sources of Funds:	\$118,200.00
Special Tax Collections Available for Interest Due 9/1/14	\$29,213.76
Capitalized Interest Funds Available for Interest Due 9/1/14	\$88,986.24
Remaining Fiscal Year 2013-2014 Obligations:	(\$118,200.00)
Interest Due September 1, 2014	(\$118,200.00)
Principal Due September 1, 2014	\$0.00
Fiscal Year 2013-2014 Surplus / (Draw on Reserve Fund)	\$0.00
Series 2014 Debt Service Obligations:	(\$241,400.00)
Interest Due March 1, 2015	(\$118,200.00)
Interest Due September 1, 2015	(\$118,200.00)
Principal Due September 1, 2015	(\$5,000.00)
Administrative Expense Obligations	(\$36,000.00)
Reserve Fund Replenishment ^[2]	\$0.00
Direct Levy for Payment of Authorized Facilities ^[3]	\$0.00
Levy for Anticipated Special Tax Delinquencies	\$0.00
Credit for Funds Available per the Indenture	\$0.00
Redemption Fund Balance as of 6/30/14	\$88,986.24
Future Transfer from Special Tax Fund to Redemption Fund	\$29,213.76
<u>Less:</u> Funds Utilized for 9/1/14 Interest Payment	(\$118,200.00)
<i>Equals: Remaining Redemption Fund Balance</i>	<i>\$0.00</i>
<i>Bond Funded Administrative Expense Credit for FY 2014-15</i>	<i>\$0.00</i>
Fiscal Year 2014-2015 Special Tax Requirement	\$277,400.00
Actual Fiscal Year 2014-15 Levy	
Improvement Area No. 1 Levy	\$241,370.96
Improvement Area No. 3 Levy	<u>\$36,028.60</u>
Total Levy	\$277,399.56
Number of Parcel Subject to FY 2014-15 Levy	47
<small>[1] Amounts in the Reserve Fund in excess of the Reserve Requirement will be transferred to the Redemption Fund.</small>	
<small>[2] Funds currently exist to replenish the Reserve Fund to the required Reserve Requirement level.</small>	
<small>[3] A direct levy for payment of Authorized Facilities is not implemented for fiscal year 2014-15.</small>	

**California Statewide Communities Development Authority
Community Facilities District No. 2012-01 (Fancher Creek)**

Fiscal Year 2014-2015 Maximum Special Tax Rates

Land Use Class	Description	Improvement Area	Status	FY 2012-13 Maximum Special Tax (Per Acre)	FY 2014-15 Maximum Special Tax (Per Acre)
1	Assessor's Parcel No. 313-270-76	1	N/A	\$17,074.00	\$17,763.79
2	Residential or Non-Residential Property in Remainder of IA No. 1	1	N/A	\$1,135.00	\$1,180.85
3	Residential or Non-Residential Property	3	Dev.	\$4,530.00	\$4,713.01
4	Residential or Non-Residential Property	3	Undev.	\$5,210.00	\$5,420.48

^[1] The Maximum Special Tax is subject to 2% escalation through fiscal year 2061-62

Fiscal Year 2014-2015 Special Tax Levy

Land Use Class	Acreage as of 5/1/2014	Maximum FY 2014-15 Special Taxes	* Step 1 * Special Tax Levy	* Step 2 * Special Tax Levy	* Step 3 * Special Tax Levy	* Step 4 * Special Tax Levy	FY 2014-15 Special Tax Per Acre	Percent Levy of Maximum
1	8.90	\$158,097.73	\$158,097.73	NA	NA	NA	\$17,763.79	100.00%
2	70.52	\$83,273.54	\$0.00	\$83,273.54	NA	NA	\$1,180.85	100.00%
3	0.00	\$0.00	\$0.00	\$0.00	\$0.00	NA	\$0.00	NA
4	22.06	\$119,575.79	\$0.00	\$0.00	\$0.00	\$36,028.72	\$1,633.21	30.13%
TOTAL	NA	\$360,947.06	\$158,097.73	\$83,273.54	\$0.00	\$36,028.72	NA	NA

**California Statewide Communities Development Authority
Community Facilities District No. 2012-01 (Fancher Creek)**

Fiscal Year 2014-2015 Special Tax Enrollment

Assessor Parcel Number	Improvement Area	Parcel Acreage	* Step 1 * Special Tax	* Step 2 * Special Tax	* Step 3 * Special Tax	* Step 4 * Special Tax	FY 2014-15 Special Tax Levy	* Adjusted * FY 2014-15 Levy
31013201	1	1.54	\$0.00	\$1,818.51	\$0.00	\$0.00	\$1,818.51	\$1,818.50
31013202	1	1.51	\$0.00	\$1,783.08	\$0.00	\$0.00	\$1,783.08	\$1,783.08
31013203	1	2.91	\$0.00	\$3,436.27	\$0.00	\$0.00	\$3,436.27	\$3,436.26
31013204	1	1.62	\$0.00	\$1,912.98	\$0.00	\$0.00	\$1,912.98	\$1,912.98
31013205	1	1.01	\$0.00	\$1,192.66	\$0.00	\$0.00	\$1,192.66	\$1,192.66
31013206	1	0.91	\$0.00	\$1,074.57	\$0.00	\$0.00	\$1,074.57	\$1,074.56
31013207	1	0.92	\$0.00	\$1,086.38	\$0.00	\$0.00	\$1,086.38	\$1,086.38
31013208	1	0.91	\$0.00	\$1,074.57	\$0.00	\$0.00	\$1,074.57	\$1,074.56
31013209	1	0.32	\$0.00	\$377.87	\$0.00	\$0.00	\$377.87	\$377.86
31013301	1	0.93	\$0.00	\$1,098.19	\$0.00	\$0.00	\$1,098.19	\$1,098.18
31013302	1	0.95	\$0.00	\$1,121.81	\$0.00	\$0.00	\$1,121.81	\$1,121.80
31013303	1	0.82	\$0.00	\$968.30	\$0.00	\$0.00	\$968.30	\$968.30
31013304	1	3.30	\$0.00	\$3,896.81	\$0.00	\$0.00	\$3,896.81	\$3,896.80
31013305	1	1.53	\$0.00	\$1,806.70	\$0.00	\$0.00	\$1,806.70	\$1,806.70
31013306	1	1.67	\$0.00	\$1,972.02	\$0.00	\$0.00	\$1,972.02	\$1,972.02
31327057	1	2.04	\$0.00	\$2,408.93	\$0.00	\$0.00	\$2,408.93	\$2,408.92
31327058	1	1.75	\$0.00	\$2,066.49	\$0.00	\$0.00	\$2,066.49	\$2,066.48
31327059	1	2.08	\$0.00	\$2,456.17	\$0.00	\$0.00	\$2,456.17	\$2,456.16
31327060	1	1.15	\$0.00	\$1,357.98	\$0.00	\$0.00	\$1,357.98	\$1,357.98
31327061	1	1.19	\$0.00	\$1,405.21	\$0.00	\$0.00	\$1,405.21	\$1,405.20
31327062	1	2.32	\$0.00	\$2,739.57	\$0.00	\$0.00	\$2,739.57	\$2,739.56
31327063	1	1.76	\$0.00	\$2,078.30	\$0.00	\$0.00	\$2,078.30	\$2,078.30
31327064	1	1.61	\$0.00	\$1,901.17	\$0.00	\$0.00	\$1,901.17	\$1,901.16
31327065	1	2.41	\$0.00	\$2,845.85	\$0.00	\$0.00	\$2,845.85	\$2,845.84
31327066	1	2.46	\$0.00	\$2,904.89	\$0.00	\$0.00	\$2,904.89	\$2,904.88
31327067	1	1.80	\$0.00	\$2,125.53	\$0.00	\$0.00	\$2,125.53	\$2,125.52
31327068	1	1.47	\$0.00	\$1,735.85	\$0.00	\$0.00	\$1,735.85	\$1,735.84
31327069	1	1.99	\$0.00	\$2,349.89	\$0.00	\$0.00	\$2,349.89	\$2,349.88
31327070	1	1.19	\$0.00	\$1,405.21	\$0.00	\$0.00	\$1,405.21	\$1,405.20
31327071	1	1.14	\$0.00	\$1,346.17	\$0.00	\$0.00	\$1,346.17	\$1,346.16
31327072	1	1.49	\$0.00	\$1,759.47	\$0.00	\$0.00	\$1,759.47	\$1,759.46
31327073	1	1.32	\$0.00	\$1,558.72	\$0.00	\$0.00	\$1,558.72	\$1,558.72
31327074	1	1.66	\$0.00	\$1,960.21	\$0.00	\$0.00	\$1,960.21	\$1,960.20
31327075	1	1.77	\$0.00	\$2,090.10	\$0.00	\$0.00	\$2,090.10	\$2,090.10
31327076	1	8.90	\$158,097.73	\$0.00	\$0.00	\$0.00	\$158,097.73	\$158,097.72
31327077	1	2.49	\$0.00	\$2,940.32	\$0.00	\$0.00	\$2,940.32	\$2,940.32
31327078	1	2.43	\$0.00	\$2,869.47	\$0.00	\$0.00	\$2,869.47	\$2,869.46
31327079	1	1.73	\$0.00	\$2,042.87	\$0.00	\$0.00	\$2,042.87	\$2,042.86
31327080	1	1.72	\$0.00	\$2,031.06	\$0.00	\$0.00	\$2,031.06	\$2,031.06
31327081	1	2.04	\$0.00	\$2,408.93	\$0.00	\$0.00	\$2,408.93	\$2,408.92
31327082	1	1.91	\$0.00	\$2,255.42	\$0.00	\$0.00	\$2,255.42	\$2,255.42
31327083	1	1.64	\$0.00	\$1,936.59	\$0.00	\$0.00	\$1,936.59	\$1,936.58
31327084	1	1.47	\$0.00	\$1,735.85	\$0.00	\$0.00	\$1,735.85	\$1,735.84
31327085	1	1.64	\$0.00	\$1,936.59	\$0.00	\$0.00	\$1,936.59	\$1,936.58
31302130	3	7.51	\$0.00	\$0.00	\$0.00	\$12,265.41	\$12,265.41	\$12,265.40
31302131	3	5.42	\$0.00	\$0.00	\$0.00	\$8,852.00	\$8,852.00	\$8,852.00
31328072	3	9.13	\$0.00	\$0.00	\$0.00	\$14,911.21	\$14,911.21	\$14,911.20
Total		101.480	\$158,097.73	\$83,273.53	\$0.00	\$36,028.62	\$277,399.88	\$277,399.56

**California Statewide Communities Development Authority
Community Facilities District No. 2012-01 (Fancher Creek)**

Special Tax Bonds, Series 2013

Period Ending	Principal	Coupon	Interest	Total Debt Service
09/01/14	\$0	--	\$236,400.00	\$236,400.00
09/01/15	\$5,000	3.50%	\$236,400.00	\$241,400.00
09/01/16	\$10,000	3.50%	\$236,225.00	\$246,225.00
09/01/17	\$15,000	3.50%	\$235,875.00	\$250,875.00
09/01/18	\$20,000	3.50%	\$235,350.00	\$255,350.00
09/01/19	\$25,000	4.75%	\$234,650.00	\$259,650.00
09/01/20	\$35,000	4.75%	\$233,462.50	\$268,462.50
09/01/21	\$40,000	4.75%	\$231,800.00	\$271,800.00
09/01/22	\$45,000	4.75%	\$229,900.00	\$274,900.00
09/01/23	\$55,000	4.75%	\$227,762.50	\$282,762.50
09/01/24	\$60,000	5.70%	\$225,150.00	\$285,150.00
09/01/25	\$70,000	5.70%	\$221,730.00	\$291,730.00
09/01/26	\$80,000	5.70%	\$217,740.00	\$297,740.00
09/01/27	\$90,000	5.70%	\$213,180.00	\$303,180.00
09/01/28	\$105,000	5.70%	\$208,050.00	\$313,050.00
09/01/29	\$115,000	5.70%	\$202,065.00	\$317,065.00
09/01/30	\$130,000	5.70%	\$195,510.00	\$325,510.00
09/01/31	\$140,000	5.70%	\$188,100.00	\$328,100.00
09/01/32	\$155,000	5.70%	\$180,120.00	\$335,120.00
09/01/33	\$170,000	5.70%	\$171,285.00	\$341,285.00
09/01/34	\$190,000	5.70%	\$161,595.00	\$351,595.00
09/01/35	\$205,000	5.70%	\$150,765.00	\$355,765.00
09/01/36	\$225,000	5.70%	\$139,080.00	\$364,080.00
09/01/37	\$245,000	5.70%	\$126,255.00	\$371,255.00
09/01/38	\$265,000	5.70%	\$112,290.00	\$377,290.00
09/01/39	\$290,000	5.70%	\$97,185.00	\$387,185.00
09/01/40	\$315,000	5.70%	\$80,655.00	\$395,655.00
09/01/41	\$340,000	5.70%	\$62,700.00	\$402,700.00
09/01/42	\$365,000	5.70%	\$43,320.00	\$408,320.00
09/01/43	\$395,000	5.70%	\$22,515.00	\$417,515.00
TOTAL	\$4,200,000	NA	\$5,491,075.00	\$9,691,075.00

California Statewide Communities Development Authority

Community Facilities District No. 2007-01

(Orinda Wilder Project)

Fiscal Year 2014-2015 Facilities Annual Costs

(A) Fund Balances as of June 30, 2014	\$1,955,895.79
Special Tax Fund	\$1,955,895.45
Redemption Fund	\$0.34
Reserve Funds in Excess of Reserve Requirement	\$0.00
(B) Remaining Fiscal Year 2013-2014 Sources of Funds	\$15,053.85
Anticipated Final Paid Apportionment	\$0.00
Transfer to Special Tax Fund from Expense Fund ^[1]	\$15,053.85
(C) Remaining Fiscal Year 2013-2014 Obligations	\$1,970,927.46
Interest Due September 1, 2014	\$1,028,326.88
Principal Due September 1, 2014	\$720,000.00
Transfer to Services Fund ^[2]	\$222,600.58
(D) Fiscal Year 2013-2014 Surplus / (Shortfall) = (A+B-C)	\$22.18
(E) Series A Bond Debt Service Obligations:	\$2,751,757.50
Interest Due March 1, 2015 ^[3]	\$1,000,878.75
Interest Due September 1, 2015 ^[3]	\$1,000,878.75
Principal Due September 1, 2015 ^[3]	\$750,000.00
(F) Administrative Expense Obligations:	\$52,756.24
CSCDA Expenses	\$37,500.00
Administration Fees (DTA)	\$9,500.00
Arbitrage Fees (Bond Logistix)	\$2,750.00
Trustee Services (Wells Fargo)	\$2,700.00
County Collection Fees ^[4]	\$306.24
(G) Reserve Fund Replenishment ^[5]	\$0.00
(H) Levy for Anticipated Delinquency Amount ^[6]	\$0.00
(I) Pay-As-You-Go Expenditures	\$0.00
Fiscal Year 2014-2015 Facilities Annual Costs (E+F+G+H+I-D)	\$2,804,491.56
^[1] Required transfer to the Special Tax Fund from the Expense Fund to compensate for excess fiscal year 2013-2014 transfers. ^[2] Based on the fiscal year 2013-2014 Services Annual Costs levy reimbursable to the City of Orinda. ^[3] Debt service obligations post 9/1/2014 redemption utilizing prepayment proceeds on deposit in the Prepayment Fund. ^[4] Based on County fees established by the Board of Supervisors' Resolution No. 92/112 of \$250 per levy code and \$0.76 per parcel. ^[5] Funds currently exist to maintain a Reserve Fund at the required Reserve Requirement level. ^[6] CFD No. 2007-01 is a participant in the County's teeter program, has received a full apportionment from the County of the fiscal year 2013-2014 special taxes; therefore a levy for special tax delinquencies is not implemented for fiscal year 2014-2015.	

California Statewide Communities Development Authority

Community Facilities District No. 2007-01

(Orinda Wilder Project)

Fiscal Year 2014-2015 Services Annual Costs

(A) Costs of Authorized Police Services		\$121,891.00
Part-Time Police Officer	\$121,891.00	
Other Police Services Costs	\$0.00	
(B) Maintenance Costs for Recreation Amenities / Ballfields		\$125,976.49
<u>Monthly Maintenance Costs</u>	<u>\$10,498.04</u>	
<i>Recreation Amenities / Ballfields Maintenance</i>	<i>\$1,900.00</i>	
<i>Recreation Amenities / Ballfields Operation</i>	<i>\$6,098.04</i>	
<i>Recreation Amenities / Utilities</i>	<i>\$2,500.00</i>	
<i>Other Maintenance Costs</i>	<i>\$0.00</i>	
<u>Maintenance Period (Months)</u>	<u>12.00</u>	
<i>Maintenance Period Begins</i>	<i>07/01/14</i>	
<i>Maintenance Period Ends</i>	<i>06/30/15</i>	
(C) Levy for Anticipated Delinquency Amount / Rounding		\$2.03
Fiscal Year 2014-2015 Services Annual Costs (A+B+C)		\$247,869.52
<i>Notes: Based on police services costs and maintenance costs for playfields provided by City of Orinda on June 23, 2014.</i>		

California Statewide Communities Development Authority
Community Facilities District No. 2007-01
(Orinda Wilder Project)

Fiscal Year 2014-2015 Special Tax Roll

Assessor's Parcel Number						Facilities Special Tax		Services Special Tax		Fiscal Year 2014-2015
						Lot Count	Prepay Portion	Maximum	Actual	Maximum
273-270-007	9074	QQ	Large Lot Parcel	34	0.0000	\$450,500.00	\$302,742.12	\$70,299.76	\$0.00	\$302,742.12
273-280-005	9074	RR	Large Lot Parcel	60	0.0000	\$795,000.00	\$534,250.80	\$124,058.40	\$0.00	\$534,250.80
273-300-001	9074	35	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-002	9074	36	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-003	9074	37	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-004	9074	38	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-005	9074	39	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-006	9074	40	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-007	9074	41	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-008	9074	42	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-009	9074	43	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-010	9074	44	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-011	9074	45	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-012	9074	46	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-013	9074	47	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-014	9074	48	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-015	9074	49	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-016	9074	50	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-017	9074	51	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-018	9074	52	Developed Parcel	1	1.0000	\$0.00	\$0.00	\$2,067.64	\$1,641.52	\$1,641.52
273-300-019	9074	53	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-020	9074	54	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-021	9074	55	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-022	9074	56	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-023	9074	57	Developed Parcel	1	1.0000	\$0.00	\$0.00	\$2,067.64	\$1,641.52	\$1,641.52
273-300-024	9074	58	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-300-025	9074	59	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-001	9074	60	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-002	9074	61	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-003	9074	62	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-004	9074	63	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-005	9074	64	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-006	9074	65	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-007	9074	66	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-008	9074	67	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-009	9074	68	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-010	9074	69	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-011	9074	70	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-310-012	9074	71	Developed Parcel	1	0.5095	\$6,498.64	\$6,498.64	\$2,067.64	\$1,641.52	\$8,140.16
273-310-013	9074	72	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-001	9074	73	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-002	9074	74	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-003	9074	75	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-004	9074	76	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-005	9074	77	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-006	9074	78	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-007	9074	79	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-008	9074	80	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-009	9074	81	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-010	9074	82	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-011	9074	83	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-012	9074	122	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-013	9074	123	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-014	9074	124	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-015	9074	125	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-016	9074	126	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-017	9074	127	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52

**California Statewide Communities Development Authority
Community Facilities District No. 2007-01
(Orinda Wilder Project)**

Fiscal Year 2014-2015 Special Tax Roll

Assessor's Parcel Number	Tract	Lot	Designation	Lot Count	Prepay Portion	Facilities Special Tax		Services Special Tax		Fiscal Year 2014-2015
						Maximum	Actual	Maximum	Actual	Total Special Tax Levy
273-320-018	9074	128	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-320-019	9074	129	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-001	9074	113	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-002	9074	114	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-003	9074	115	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-004	9074	116	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-005	9074	117	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-006	9074	118	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-007	9074	119	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-008	9074	120	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-009	9074	121	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-010	9074	130	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-011	9074	131	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-012	9074	132	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-013	9074	133	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-014	9074	134	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-330-015	9074	135	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-001	9222	167	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-002	9222	168	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-003	9222	169	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-004	9222	170	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-005	9222	171	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-006	9222	172	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-007	9222	173	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-008	9222	174	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-009	9222	175	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-010	9222	176	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-011	9222	177	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-012	9222	178	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-013	9222	179	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-014	9222	189	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-015	9222	190	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-016	9222	191	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-017	9222	192	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-018	9222	193	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-019	9222	194	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-020	9222	195	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-021	9222	196	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-022	9222	197	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-023	9222	198	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-024	9222	211	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-025	9222	212	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-026	9222	213	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-027	9222	214	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-028	9222	215	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-029	9222	216	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-030	9222	217	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-031	9222	218	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-032	9222	219	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-033	9222	220	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-034	9222	221	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-340-035	9222	222	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-001	9222	180	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-002	9222	181	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-003	9222	182	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-004	9222	183	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-005	9222	184	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52

California Statewide Communities Development Authority
Community Facilities District No. 2007-01
(Orinda Wilder Project)

Fiscal Year 2014-2015 Special Tax Roll

Assessor's Parcel Number	Tract	Lot	Designation	Lot Count	Prepay Portion	Facilities Special Tax		Services Special Tax		Fiscal Year 2014-2015
						Maximum	Actual	Maximum	Actual	Total Special Tax Levy
273-350-006	9222	185	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-007	9222	186	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-008	9222	187	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-009	9222	188	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-010	9222	199	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-011	9222	200	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-012	9222	201	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-013	9222	202	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-014	9222	203	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-015	9222	204	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-016	9222	205	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-017	9222	206	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-018	9222	207	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-019	9222	208	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-020	9222	209	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-021	9222	210	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-022	9222	223	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-023	9222	224	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-024	9222	225	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-025	9222	226	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-350-026	9222	227	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-001	9222	228	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-002	9222	229	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-003	9222	230	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-004	9222	231	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-005	9222	232	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-006	9222	233	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-007	9222	234	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-008	9222	235	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-009	9222	236	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-010	9222	237	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-011	9222	238	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-012	9222	239	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-013	9222	240	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-014	9222	241	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-015	9222	242	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-016	9222	243	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-017	9222	244	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
273-360-018	9222	245	Developed Parcel	1	0.0000	\$13,250.00	\$13,250.00	\$2,067.64	\$1,641.52	\$14,891.52
TOTALS:				245	NA	\$3,212,998.64	\$2,804,491.56	\$506,571.80	\$247,869.52	\$3,052,361.08

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- a. Daughters of Charity Health System, Town of Los Altos Hills, County of Santa Clara; up to \$110 million in tax-exempt notes. (Staff: Scott Carper)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014

APPLICANT: DAUGHTERS OF CHARITY HEALTH SYSTEM

AMOUNT: UP TO \$110 MILLION OF TAX-EXEMPT NOTES

PURPOSE: FINANCE THE WORKING CAPITAL NEEDS OF THE DAUGHTERS OF CHARITY HEALTH SYSTEM

PRIMARY ACTIVITY: HEALTHCARE

LEGAL STRUCTURE: 501(C)(3) CORPORATION

Background:

Formed in June 2001, the Daughters of Charity Health System (“DCHS”) is a California nonprofit public benefit corporation which is the parent organization of a regional health system providing acute, long-term, community health, psychiatric, rehabilitation and residential care. Although DCHS was created in 2001, the Daughters of Charity of St. Vincent DePaul commenced their healthcare mission in California in 1856. In late 2001, the CSCDA issued \$450 million of its bonds to facilitate the acquisition of hospitals being acquired from Catholic Healthcare West. Upon its formation, DCHS became the fourth largest nonprofit healthcare system in California, with approximately 1,920 licensed acute care and skilled nursing beds. The six hospitals are:

- | | |
|----------------------------------|---------------------------------|
| ▪ O’Connor Hospital | City of San Jose |
| ▪ Saint Louise Medical Center | City of Gilroy |
| ▪ St. Francis Medical Center | City of Lynwood |
| ▪ St. Vincent Medical Center | City of Los Angeles |
| ▪ Seton Medical Center | City of Daly City |
| ▪ Seton Medical Center Coastside | Unincorporated San Mateo County |

In 2005, CSCDA issued \$364.655 million of its bonds to refinance a portion of the 2001 debt obligations and finance additional capital expenditures at the request of DCHS. At July 1, 2014, DCHS had \$284.475 million of long-term debt outstanding.

In January 2014, the DCHS Board of Directors announced its decision to solicit proposals from Catholic, public, non-profit and for-profit organizations to purchase DCHS hospitals individually or the health system in its entirety. The decision followed a lengthy process during which DCHS leadership carefully reviewed its options to preserve its hospitals and access to care. In April 2014, S&P placed a “B-” rating (down from “BBB+” in 2005 and “BBB-” in March 2014) on the CSCDA series 2005 fixed rate bonds on behalf of DCHS.

At this time, DCHS is requesting the CSCDA issue up to \$110.0 million in tax-exempt notes to provide working capital to DCHS until its hospitals have been sold.

Proposed Financing:

DCHS expects to apply the proceeds of the tax-exempt notes approximately as follows:

Sources:

Tax-Exempt Notes	\$ 110,000,000.00
Total Sources	\$ 110,000,000.00

Uses:

Working Capital	\$ 110,000,000.00
Total Uses	\$ 110,000,000.00

Finance Structure / TEFRA Information:

The tax-exempt notes will mature in no more than one year and will be issued in two series as fixed rate tax-exempt obligations (subject to certain adjustments if a specified debt service coverage ratio is not satisfied). The Notes will be purchased by Nuveen Investments, Inc. and/or other Nuveen funds in minimum denominations of \$100,000. Nuveen Investments is also the majority bondholder of the outstanding CSCDA bonds issued on behalf of DCHS in 2005. Transfers of bonds are limited to qualified institutional buyers. Moreover, in an investor letter, the purchasers will agree that neither the notes nor beneficial interests in the notes may be transferred to an entity other than an entity on whose behalf Nuveen Asset Management LLC has authority to make investment decisions.

Nuveen has requested that the notes be held in book-entry format. Since Nuveen is not a broker-dealer subject to MSRB Rule G-15, CSCDA issuance policies require physical delivery of the notes. This policy was designed to prevent fractional interests in the notes with principal amounts below \$100,000 being sold to investors. Since Nuveen has agreed that beneficial interests in the notes may only be sold to affiliated funds, Nuveen has requested a waiver of this policy.

DCHS expects to repay the 2014 CSCDA tax-exempt notes along with the existing 2005 CSCDA tax-exempt bonds from the sale proceeds of its hospital system. In the event the sale of DCHS hospitals extends beyond the term of the 2014 CSCDA tax-exempt notes, DCHS expects to repay the notes from monies received from other available moneys, including Medi-Cal funds received under the California Hospital Quality Assurance Fee Program.

A TEFRA hearing was held and unanimously approved by the Town of Los Altos Hills on June 19, 2014. Orrick, Herrington & Sutcliffe, serving as bond counsel, concluded that the Town of Los Altos Hills was the appropriate the political jurisdiction to approve the issuance of the CSCDA notes because the DCHS headquarters are located in the Town of Los Altos Hills.

To provide an additional contingency amount for working capital, DCHS intends to seek TEFRA approval from the Town of Los Altos Hills for an additional \$15 million in notes, and

to seek approval from CSCDA for the issuance of the additional notes. The approval may be requested at the CSCDA meeting on August 21.

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Portland
- DCHS Fin. Advisor: Kaufman, Hall & Associates, Inc.
- T/E Note Purchaser: Nuveen Investments, Inc. (and related funds)

Financing Approval:

Based on the overall Project meeting the Benefit Guidelines for 501(c)(3) Healthcare Facilities detailed on Attachment 1 and CSCDA's issuance guidelines (with the exception noted above), the Commission shall approve the Resolution as submitted to the Commission, which:

1. Approves the issuance of the Notes;
2. Approves the exception to the CSCDA Issuance Policies to allow the notes to be issued in book-entry form even though Nuveen is not subject to MSRB Rule G-15 provided Nuveen executes an acceptable investor letter to CSCDA as reviewed by the CSCDA Executive Director;
3. Approves all necessary actions and documents in connection with the financing; and
4. Authorizes any member of the Commission or Authorized Signatory to sign all necessary documents.

Attachment 1

CSCDA Benefit Guidelines for 501(c)(3) Healthcare Facilities

Economic Development:

- Daughters of Charity Health System (DCHS) employs more than 7,500 staff throughout its six medical and support facilities in the cities of San Jose, Gilroy, Daly City, Moss Beach, Redwood Shores, Los Altos Hills, Lynwood, and Los Angeles. DCHS does not employ physicians directly, instead DCHS contracts with private practice physicians and physicians groups for services at its facilities. Through this the model, DCHS has directly supported and increased the number of independent physicians and physicians groups in its service areas.
- DCHS, role as the one of the largest nonprofit healthcare providers in California, has established medical clinics, urgent care centers, pharmacies, rehabilitation centers and other medical related businesses to assist those in need of continued medical care. In addition, the majority of DCHS employees live, eat, and shop within the community in which they work.
- DCHS provides a professional setting for clinical, technical and vocational training despite the severe shortage of healthcare providers throughout California. For example, O'Connor Hospital is home to the Stanford-affiliated Family Medicine Residency Program that trains much needed family physicians who often choose to set up their practice in the area. The Neurologists and Neurosurgeons at the House Clinic, renowned worldwide for cutting-edge practices, perform complex surgeries at St. Vincent Medical Center. They are among the best at training doctors to treat patients with hearing and balance problems as well as complex tumors both benign and malignant.

Public Benefit:

- The six DCHS facilities provide desperately needed services to some of the most at risk populations in their service areas.
- As the largest providers of inpatient services to Medi-Cal patients in San Mateo County, Seton Medical Center and Seton Coastside play an important role in addressing the healthcare needs of low-income and underserved individuals. Additionally, the St. Elizabeth Ann Seton New Life Center offers a perinatal program to low income women. And, Seton Coastside has the only 24-hour standby Emergency Department on the California coast from Daly City to Santa Cruz. Coastside Rotacare Clinic provides free medical care to the under insured and uninsured.
- Saint Louise Regional Hospital is the only acute care hospital in South Santa Clara County. It has the busiest emergency room in the South County and CALSTAR emergency helicopter transport on the premises.
- Serving San Jose, the second largest city in California, O'Connor Hospital sees the highest proportion of inpatients over the age of 65 of any facility in the area. O'Connor Hospital

provides needed services to those individuals located in the Public Health Department's numerous Senior Risk Zones the hospital covers.

- St. Francis Medical Center, the only comprehensive, non-profit healthcare institution in Southeast Los Angeles, is designated as a Disproportionate Share Hospital due to the high number of uninsured and underinsured patients seen. St. Francis operates one of LA County's largest and busiest private emergency/trauma centers, treating more than 70,000 patients annually.
- St. Vincent Medical Center provides medical services to a service area with more than 1.2 million individuals, with 37% of adults in the region uninsured.

Emergency Care:

- DCHS hospitals provide 24-hour emergency care to all individuals, regardless of their ability to pay. In Fiscal Year 2013, DCHS hospitals recorded more than 172,000 emergency /urgent care visits.

Community Outreach:

- DCHS supports a wide range of activities and resources that promote health and wellness and increase access to healthcare services for vulnerable populations. In collaboration with numerous community partners, DCHS brings healthcare assistance and education to its local communities through the Health Benefits Resource Centers, one stop shops in each of our hospitals that link underserved families to valuable government-sponsored health benefits and social services. In addition, some of the educational topics covered by a small sampling of DCHS hospital outreach programs include diabetes, obesity, breastfeeding, childbirth, smoking cessation and Alzheimer's education. DCHS hospitals also provide local communities with free clinics, classes, health screenings, immunizations, support groups and other services.

Research:

- DCHS works to advance medical knowledge and develop innovative new procedures through a variety of partnerships and programs. A prime example is the partnership with the Joint Replacement Institute ("JRI"), which relocated its facilities to St. Vincent Medical Center in Los Angeles. JRI, a world leader in hip and knee replacement surgery, is dedicated to researching the efficacy and safety of the latest joint replacement designs/techniques and conducts clinical trials of cutting edge technology. Another example is the O'Connor Hospital Wound Care Clinic. The Clinic is a national training site on the use of SNaP (Smart Negative Air Pressure) application and techniques for wounds.
- Medi-Cal and Medicare Acceptance - DCHS provides health care and helps subsidize the cost of service for patients who participate in government sponsored programs such as Medi-Cal and Medicare. For the fiscal year ended June 30, 2014, DCHS served nearly 182,000 persons on Medi-Cal and more than 244,000 persons on Medicare.

Attachments:

- Original application
- Benefit Guidelines for 501(c)(3) Nonprofit Healthcare Facilities

Applicant Information

Primary Contact E-mail: mrobbins@kaufmanhall.com

Organization

Name of Organization: **Daughters of Charity Health System**

TIN or EIN:

Primary Contact

First Name: **Mike**

Last Name: **Stuart**

Title: **Chief Financial Officer**

Street: **26000 Altamont Road**

Suite:

City: **Los Altos Hills**

State: **California**

Zip: **94022**

Phone: **650-917-4528**

Ext:

Fax:

Email: **MikeStuart@dochs.org**

Primary Billing Contact

Organization: **Daughters of Charity Health System**

First Name: **Mike**

Last Name: **Stuart**

Title: **Chief Financial Officer**

Address:

Street: **26000 Altamont Road**

Suite:

City: **Los Altos Hills**

State: **California**

Zip: **94022**

Phone: **650-917-4528**

Ext:

Fax:

Email: **MikeStuart@dochs.org**

Project Information

Project type: **Healthcare: Hospital**

Other:

Project Name: **2014 Notes**

☐ Small Issue Public Benefit Project?

Facility #1

Facility Name: **2014 Notes**

Facility Bond Amount: **\$110,000,000.00**

Project Address:

Street: **26000 Altamont Road**

City: **Los Altos Hills**

State: **California**

Zip: **94022**

County: **Santa Clara**

Is Project located in an unincorporated part of the County? ☒ Y ☐ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information

Project/Facility is in:

Congressional District #:

State Senate District #:

State Assembly District #:

Financing Information

Financing Information

Tax Exempt: \$ 110,000,000.00
Taxable: \$
Total Principal Amount: \$ 110,000,000.00
Maturity 1Years

Interest Rate Mode:

☒ Fixed ☒ Variable

Denominations: 25000

Type of Offering:

☐ Public Offering ☒ Private Placement
☒ New Construction ☐ Acquisition of Existing Facility
☐ Refunding

Financing:

☐ Credit Enhancement ☐ Letter of Credit
☒ None
☐ Other

Name of Credit Enhancement Provider or Private Placement Purchaser:

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Financing Team Information

Bond Counsel

Firm Name: Orrick, Herrington & Sutcliffe LLP

Primary Contact

First Name: **John**

Last Name: **Myers**

Title: **Partner**

Address:

Street: **400 Capital Mall**

City: **Sacramento**

State: **California**

Suite: **3000**

Phone: **916-329-7903**

Ext:

Zip: **95814**

Email: **jmyers@orrick.com**

Fax:

Bank/Underwriter/Bond Purchaser

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Financial Advisor

Firm Name: Kaufman, Hall & Associates

Primary Contact

First Name: **Steve**

Last Name: **Hollis**

Title: **Senior Vice President**

Address:

Street: **5202 Old Orchard Rd**

City: **Skokie**

State: **Illinois**

Suite: **N700**

Phone: **(847) 441-8780**

Ext:

Zip: **60077**

Email: **SHollis@kaufmanhall.com**

Fax:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Benefit Guidelines for 501(c)(3) Nonprofit Healthcare Facilities

In 1991, CSCDA adopted economic development benefit guidelines based upon the finding that the nonprofit facility promotes economic development within the jurisdiction of a CSCDA Program Participant. Effective March 1, 2006, the CSCDA Commission adopted health care benefit guidelines to be considered in conjunction with the CSCDA economic development guidelines with respect to proposed bond issues for 501(c)(3) nonprofit healthcare facilities.

Economic Development Benefit*

A significant and growing opportunity for the creation and retention of employment to the California economy and the enhancement of the quality of life of local Program Participant residents;

The facility being a significant factor in the economic development of an area, promoting residential, commercial and industrial development and increasing the tax base; or

The facility providing the educational background and vocational training which is a necessary element to the development and retention of a capable work force.

Health Care Benefit*

Health care resource – consideration given to quality of life for Program Participant and other area residents for access to quality medical care in general;

Emergency care – consideration given to quality of life for Program Participant and other area residents; whether the health care facility provides 24-hour emergency care to all individuals, regardless of ability to pay;

Facility upgrades and increased patient capacity - consideration given to quality of life for Program Participant patients, health facility employees, physicians and staff for new, improved or expanded medical facilities;

SB1953 compliance - consideration given to quality of life for Program Participant patients, health facility employees, physicians and staff for medical facilities being rehabilitated or constructed in compliance with SB1953 and that provide a safer acute health care environment;

Public health facility assistance - consideration given to quality of life for Program Participant owned or operated public health facilities for healthcare applicants that identify programs, contracts or practices where facilities link with or otherwise assist or ease the burden on area public health facilities;

Community outreach – consideration given to quality of life for Program Participant residents from efforts of health facility physicians and staff (such as free health screenings, immunizations for the elderly and disadvantaged, toy drives, holiday events, etc.);

Attachment 2

Research – consideration given to medical advancements by way of research that benefit Program Participant residents and others;

Medi-Cal and Medicare acceptance - consideration given to quality of life for Program Participant residents for health care providers that serve Medi-Cal and / or Medicare patients; special consideration should be given to disproportionate share hospitals (a government measure for how much care hospitals provide to designated low-income patients);

Non-reimbursed community benefit costs for the poor and the broader community - consideration given to quality of life for Program Participant and other area residents that include:

- a. Charity care and uncompensated care
- b. Unpaid cost of Medi-Cal services
- c. Unpaid cost of Medicare services
- d. Education
- e. Research
- f. Low or negative margin services
- g. Nonbilled services
- h. Cash and in-kind donations
- i. Other benefits to the poor or broader community, as defined by the applicant

* Although any one of these listed benefits may demonstrate a clear public benefit, the absence of other benefits does not mean that there is a lack of public benefit associated with a project. There may be other benefits not listed which can also be considered to demonstrate public benefit.

Effective March 1, 2006.

RESOLUTION NO. __NP-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A
PRINCIPAL AMOUNT NOT TO EXCEED \$110,000,000 TO FINANCE WORKING
CAPITAL FOR THE OPERATIONS OF DAUGHTERS OF CHARITY HEALTH
SYSTEM AND ITS AFFILIATES, AND OTHER MATTERS RELATING THERETO**

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the "Act"), a number of California cities, counties and special districts (each a "Program Participant") entered into a joint exercise of powers agreement (the "Agreement") pursuant to which the California Statewide Communities Development Authority (the "Authority") was organized;

WHEREAS, the Authority is authorized by its Agreement to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements in order to promote economic development;

WHEREAS, the Authority is authorized by a resolution adopted March 21, 1991, to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements to finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 which are determined by the Authority to satisfy the criteria set forth in such resolution (the "Eligible Organizations");

WHEREAS, pursuant to the provisions of the Act, the cities, counties and special districts which are the contracting parties comprising the membership of the Authority are authorized to jointly exercise any power common to such contracting parties, including, without limitation, the power to acquire and dispose of property, both real and personal;

WHEREAS, the Town of Los Altos Hills is a Program Participant of the Authority, and is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Article 1, Chapter 5, Part 2 of Division 3 of Title 4 of the Government Code of the State of California;

WHEREAS, pursuant to the provisions of the Act and the Agreement, the Authority is authorized to enter into installment purchase and/or sale agreements with Eligible Organizations and to deliver certificates of participation evidencing interests therein;

WHEREAS, pursuant to the provisions of the Act, the Authority may, as its option, issue bonds, rather than certificates of participation, and enter into a loan agreement with Eligible Organizations;

WHEREAS, the Authority has previously issued revenue bonds for the purpose of financing and refinancing the acquisition of certain facilities of certain affiliates of Daughters of Charity Health System (the “Corporation”) located within the territorial limits of certain Program Participants (the “Facilities”); and

WHEREAS, Daughters of Charity Health System (the “Corporation”) wishes to finance working capital for the operations of the Corporation and its affiliates, each of which is a California nonprofit religious corporation, including, but not limited to, the operations of certain of its affiliates at the Facilities (the “Financing”);

WHEREAS, pursuant to one or more bond indentures (the “Indentures”), between the Authority and a corporate trustee to be named therein (the “Trustee”), the Authority will issue the California Statewide Communities Development Authority Revenue Bonds (Daughters of Charity Health System), Series 2014 in one or more series (the “Bonds”) for the purpose of providing the Financing;

WHEREAS, pursuant to one or more loan agreements (the “Loan Agreements”), between the Authority and the Corporation, the Authority will loan the proceeds of the Bonds to the Corporation for the purpose of providing the Financing;

WHEREAS, pursuant to one or more bond purchase agreements (the “Purchase Contracts”), among the purchasers to be named therein (the “Purchasers”), the Authority and the Corporation, the Bonds will be sold to the Purchasers, each of which is a “Qualified Institutional Buyer” as defined under Rule 144A of the Securities Act of 1933, as amended, and the proceeds of such sale will be used as set forth in the Indentures; and

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

- (1) Proposed form of the Indentures;
- (2) Proposed form of the Loan Agreements;
- (3) Proposed form of the Purchase Contracts; and

WHEREAS, the Purchasers desire to have the Bonds delivered in book-entry form notwithstanding that the Bonds will be unrated and the Purchasers are not broker-dealers subject to MSRB Rule G-15; and

WHEREAS, to facilitate the delivery of the Bonds in book-entry form, the Purchasers have requested that the Commission waive, with respect to the Bonds, the Authority’s policy to require that unrated bonds be physically delivered; and

WHEREAS, to facilitate the Commission’s waiver of this policy, the Purchasers will agree in one or more investment letters that neither the Bonds nor beneficial interests in the Bonds will be transferred to any entity other than an entity on whose behalf Nuveen Asset Management LLC or any affiliate thereof has authority to make investment decisions; and

WHEREAS, in consideration of such agreement by the Purchasers, the Commission desires to waive, with respect to the Bonds, the Authority's policy to require unrated bonds to be physically delivered;

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

Section 1. Pursuant to the Act and the Indenture, the Authority is hereby authorized to issue its revenue bonds designated as the "California Statewide Communities Development Authority Revenue Bonds (Daughters of Charity Health System), Series 2014 in one or more series in an aggregate principal amount not to exceed one hundred ten million dollars (\$110,000,000). The Bonds shall be issued and secured in accordance with the terms of, and shall be in the form set forth in, the Indentures made available to the Commissioners. The Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of the Chair of the Authority or the manual signature of any member of the Commission of the Authority or their administrative delegates duly authorized pursuant to Resolution No. 14R-4 of the Authority, adopted on February 6, 2014 (each, an "Authorized Signatory"), and attested by the manual or facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority or the manual signature of any Authorized Signatory.

Section 2. The proposed form of the Indentures, as made available to the Commissioners, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Indentures in substantially said form, with such changes and insertions therein as any member of the Commission, with advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The dated date, maturity date or dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indentures, as finally executed.

Section 3. The proposed form of the Loan Agreements, as made available to the Commissioners, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Loan Agreements in substantially said form, with such changes and insertions therein, as any member of the Commission, with advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of the Purchase Contracts, as made available to the Commissioners, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Purchase Contracts, in substantially said form, with such changes and insertions therein, as any member of the Commission, with advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Bonds, when executed as provided in Section 1, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication

appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is authorized and directed, for and on behalf of the Authority, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

Section 6. The Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this Resolution and to consummate by the Authority the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents.

Section 7. The Commission hereby waives, with respect to the Bonds, the Authority's policy to require unrated bonds to be physically delivered, subject to the delivery by or on behalf of the Purchasers, on or before the date of delivery of the Bonds, of one or more investment letters containing the agreement of the Purchasers that neither the Bonds nor beneficial interests in the Bonds will be transferred to any entity other than an entity on whose behalf Nuveen Asset Management LLC or any affiliate thereof has authority to make investment decisions.

Section 8. All actions heretofore taken by the Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority with respect to the issuance of the Bonds are hereby ratified, confirmed and approved.

Section 9. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July, 2014.

I, the undersigned, Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By:_____

Authorized Signatory
California Statewide Communities
Development Authority

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- b. The Salk Institute for Biological Studies, City of San Diego, County of San Diego; up to \$33 million in tax-exempt obligations. (Staff: Scott Carper)

SUMMARY AND APPROVALS

DATE:	JULY 17, 2014
APPLICANT:	THE SALK INSTITUTE FOR BIOLOGICAL STUDIES
AMOUNT:	UP TO \$33 MILLION OF TAX-EXEMPT NONPROFIT LOAN
PURPOSE:	PAY DEBT SERVICE AND REDEMPTION PRICE ON THE CSCDA 2005 BONDS AND TO FINANCE AND REFINANCE CAPITAL IMPROVEMENTS TO THE BORROWER'S CAMPUS
PRIMARY ACTIVITY:	RESEARCH INSTITUTE
LEGAL STRUCTURE:	501(C)(3) CORPORATION

Background:

Dr. Jonas Salk, developer of the polio vaccine, established The Salk Institute for Biological Studies, San Diego, California (the "Institute" or the "Borrower"). His goal was to create an institute that would serve as a "crucible for creativity" to pursue questions about the basic principles of life. He wanted biologists and others to work together to explore the wider implications of their discoveries for the future of humanity.

In 1959, the Institute and architect Louis Kahn began a unique partnership to design a truly distinguished research facility. The March of Dimes, which has generously continued to support the Institute over its history, provided the seed money. The San Diego City Council gifted the land where the facility is built – a decision that was overwhelmingly approved and affirmed by the people of San Diego in a special referendum.

Today, the Institute conducts its biological research under the guidance of 59 faculty investigators. It employs a scientific staff of more than 850, including visiting scientists, postdoctoral fellows, and graduate students. Recruited throughout the world, this group receives advice from nine distinguished nonresident fellows – influential scientists at similar institutions throughout the world.

The Institute is seeking up to \$33 million in a tax-exempt nonprofit loan (the "Obligation") from First Republic Bank (the "Lender") to finance: (1) the payment of debt service and the redemption price of the California Statewide Communities Development Authority Revenue Bonds (The Salk Institute for Biological Studies) Series 2005 (the "2005 Bonds"), currently outstanding in the aggregate principal amount of \$15,375,000; (2) the payment and/or reimbursement of capital expenditures related to the acquisition, construction, improvement, renovation, restoration, expansion, replacement, furnishing, and/or equipping of buildings, laboratories, offices and other related facilities at the Borrower's campus located at 10010 North Torrey Pines Road, La Jolla, California 92037 (the "Campus"), and (3) the payment of various costs of issuance and other related costs (collectively, the "Project"). The proceeds of the 2005 Bonds were used to prepay, on a current basis, certain 1994 Certificates of Participation executed and delivered by CSCDA on behalf of the Borrower (the "1994 Certificates"), the proceeds of which were used to finance the acquisition, construction and installation of certain capital facilities of the Borrower located at the Campus, and

to pay certain costs of issuance in connection with the execution and delivery of the 1994 Certificates, including credit enhancement fees.

The Borrower's application was submitted to CSCDA on June 29, 2014. This is the Institute's third financing with CSCDA.

Financing Approval:

Based on the overall Project public benefit and finance related considerations detailed on Attachment 1 and CSCDA's issuance guidelines, the Commission shall consider approval of the Resolution as submitted to the Commission, which:

1. Approves the granting of the Obligation;
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 1

Benefits:

- The Institute supports a broad program of activities aimed at bringing the excitement of science and scientific discovery to the San Diego community. These activities include several efforts in middle school and high school education, with an overall goal of heightening student and teacher enthusiasm for the biological sciences and current research approaches. The components of the Institute's educational outreach program include: (i) the Salk Mobile Science Laboratory, which brings current experimental techniques directly into San Diego classrooms, (ii) the Salk High School Scholars Program, which gives high school students the opportunity to do hands-on experimental work in a Salk research lab, supervised by a Salk faculty member: students work side-by-side with Salk scientists on projects involving today's cutting-edge research, and (iii) High School Science Day, where more than 200 students and teachers from the San Diego region spend a Saturday at the Institute for the annual High School Science Day, a half-day community outreach event designed to get youngsters interested in considering an exciting career in research.
- The major areas of study at the Institute are: molecular biology and genetics, neurosciences, and plant biology. The Institute's research provides new understanding and potential new therapies and treatments for a range of diseases – from cancer, AIDS and Alzheimer's disease, to cardiovascular disorders, anomalies of the brain and birth defects. Discoveries by plant biologists at the Institute pave the way to improving the quality and quantity of the world's food supply and to addressing pressing environmental problems, including global warming.
- With the completion of the Human Genome Project and the emergence of new research technologies and approaches, the Institute is strengthening its existing programs while also moving in exciting new directions. Six key areas represent strategic research priorities: chemistry and proteomics; stem cell biology; cell biology; regulatory biology; metabolic research; and computational and theoretical biology.
- The Institute consistently ranks among the leading research institutions in the world for its faculty's contributions and the impact of their findings. The Institute has trained more than 2,700 scientists, many of whom have gone on to positions of leadership in other prominent research centers worldwide. Five scientists trained at the Institute have won Nobel prizes. Salk is home to nine Howard Hughes Medical Investigators and 14 members of the National Academy of Sciences.
- Jonas Salk's vision, coupled with the hard work and dedication of former and present Salk investigators, has resulted in a unique environment where scientific discoveries have an important impact on our understanding of human health.

TEFRA Information:

A TEFRA hearing will be held by the County of San Diego on July 29, 2014. The approval of the financing by the Board of Supervisors of the County of San Diego is a condition precedent to the approval of the financing by CSCDA.

Finance Team:

- | | |
|----------------------------------|---|
| • Tax / Lender Counsel: | Hawkins Delafield & Wood LLP, San Francisco |
| • Authority Counsel: | Orrick, Herrington & Sutcliffe, LLP, Sacramento |
| • Borrower Counsel: | Allen Matkins Leck Gamble Mallory &
Natsis LLP, Los Angeles |
| • Lender: | First Republic Bank, San Francisco |
| • Financial Advisor to Borrower: | Prager & Co., LLC, San Francisco |
| • Trustee: | The Bank of New York Mellon Trust
Company, N.A., Los Angeles |

Financing Structure:

The unrated Obligation will mature in no more than 30 years and bear a fixed interest rate of 3.40%. The Obligation will be privately placed with First Republic Bank and may be transferred only to qualified institutional buyers. The proposed issuance is in accordance with CSCDA's issuance guidelines.

Estimated Sources and Uses:

Sources:

Par Amount	<u>\$33,000,000</u>
Total Sources:	<u>\$33,000,000</u>

Uses:

Debt Service and Redemption Price of the 2005 Bonds	\$16,081,100
New Money	16,528,700
Cost of Issuance	<u>390,200</u>
Total Uses:	<u>\$33,000,000</u>

Attachments:

1. Original application

Applicant Information

Primary Contact E-mail: sachin@prager.com

Organization

Name of Organization: **The Salk Institute for Biological Studies**

TIN or EIN:

Primary Contact

First Name: **Kim**

Last Name: **Witmer**

Title: **Senior VP/Chief Financial Officer**

Street: **10010 N. Torrey Pines Rd**

Suite:

City: **La Jolla**

State: **California**

Zip: **92037**

Phone: **8584534100**

Ext: **1410**

Fax:

Email: **witmer@salk.edu**

Primary Billing Contact

Organization: **The Salk Institute for Biological Studies**

First Name: **Kim**

Last Name: **Witmer**

Title: **Senior VP/Chief Financial Officer**

Address:

Street: **10010 N. Torrey Pines Rd**

Suite:

City: **La Jolla**

State: **California**

Zip: **92037**

Phone: **8584534100**

Ext: **1410**

Fax:

Email: **witmer@salk.edu**

Project Information

Project type: **Research Institute**

Other: **Research Institute**

Project Name: **Refinancing of 2005 Bonds and Capital Improvements Financing**

☐ Small Issue Public Benefit Project?

Facility #1

Facility Name: **SALK Main Campus**

Facility Bond Amount: **\$32,000,000.00**

Project Address:

Street: **10010 N. Torrey Pines Road**

City: **La Jolla**

State: **Massachusetts**

Zip: **92037**

County: **San Diego**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information

Project/Facility is in:

Congressional District #:

State Senate District #:

State Assembly District #:

Financing Information

Financing Information

Tax Exempt: \$ 32,000,000.00
Taxable: \$
Total Principal Amount: \$ 32,000,000.00
Maturity 30Years

Interest Rate Mode:

☒ Fixed ☐ Variable

Denominations: 1 cent

Type of Offering:

☐ Public Offering ☒ Private Placement
☒ New Construction ☐ Acquisition of Existing Facility
☒ Refunding

Financing:

☐ Credit Enhancement ☐ Letter of Credit
☒ None
☐ Other

Name of Credit Enhancement Provider or Private Placement Purchaser: **First Republic Bank**

Expected Rating:

☒ Unrated

Moody's:

S&P:

n/a

Fitch:

n/a

Financing Team Information

Bond Counsel

Firm Name: Hawkins Delafield & Wood LLP

Primary Contact

First Name: Sean

Last Name: Tierney

Title: Partner

Address:

Street: One Embarcadero Center

Suite: 3820

City: San Francisco

State: California

Zip: 94111

Phone: (415) 486-4201

Ext:

Fax:

Email: STierney@hawkins.com

Bank/Underwriter/Bond Purchaser

Firm Name: First Republic Bank

Primary Contact

First Name: Dirk

Last Name: ten Grotenhuis

Title: Managing Director

Address:

Street: 111 Pine Street Suite:

Suite: 9th fl.

City: San Francisco

State: California

Zip: 94111

Phone: 4152622428

Ext:

Fax:

Email: dteng@firstrepublic.com

Financial Advisor

Firm Name: Prager & Co., LLC.

Primary Contact

First Name: Saul

Last Name: Rosenbaum

Title: Managing Director

Address:

Street: One Maritime Plaza

Suite: 1000

City: San Francisco

State: California

Zip: 94111

Phone: 4154031913

Ext:

Fax:

Email: saul.rosenbaum@prager.com

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

RESOLUTION NO. ____ NP-____

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

A RESOLUTION AUTHORIZING THE ISSUANCE OF AN OBLIGATION IN A PRINCIPAL AMOUNT NOT TO EXCEED \$33,000,000, TO PAY DEBT SERVICE AND THE REDEMPTION PRICE OF THE OUTSTANDING CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY REVENUE BONDS (THE SALK INSTITUTE FOR BIOLOGICAL STUDIES) SERIES 2005, FINANCE AND/OR REFINANCE CERTAIN CAPITAL EXPENDITURES OF THE SALK INSTITUTE FOR BIOLOGICAL STUDIES, SAN DIEGO, CALIFORNIA, AND OTHER MATTERS RELATING THERETO

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the "Act"), a number of California cities, counties and special districts (each, a "Program Participant") entered into a joint exercise of powers agreement (the "Agreement") pursuant to which the California Statewide Communities Development Authority (the "Authority") was organized;

WHEREAS, the Authority is authorized by its Agreement to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements in order to promote economic development;

WHEREAS, the Authority is authorized by a resolution adopted March 21, 1991, to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements to finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 which are determined by the Authority to satisfy the criteria set forth in such resolution (the "Eligible Organizations");

WHEREAS, pursuant to the provisions of the Act, the cities, counties and special districts which are the contracting parties comprising the membership of the Authority are authorized to jointly exercise any power common to such contracting parties, including, without limitation, the power to acquire and dispose of property, both real and personal;

WHEREAS, the County of San Diego (the "County") is a Program Participant, and such County is authorized to acquire and dispose of property, both real and personal, pursuant to the provisions of Chapter 1, Division 1 of Title 3 of the Government Code of the State of California;

WHEREAS, pursuant to the provisions of the Act and the Agreement, the Authority is authorized to enter into installment purchase and/or sale agreements with the Eligible Organizations and to deliver certificates of participation evidencing interests therein;

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement with the Eligible Organizations;

WHEREAS, The Salk Institute for Biological Studies, San Diego, California, a California nonprofit public benefit corporation (the "Corporation"), wishes to finance: (1) the payment of debt service and the redemption price of the California Statewide Communities Development Authority Revenue Bonds (The Salk Institute for Biological Studies) Series 2005 (the "Refunded Bonds"), currently outstanding in the aggregate principal amount of \$15,375,000; (2) the payment and/or reimbursement of capital expenditures related to the acquisition, construction, improvement, renovation, restoration, expansion, replacement, furnishing, and/or equipping of buildings, laboratories, offices and other related facilities at the Borrower's campus located at 10010 North Torrey Pines Road, La Jolla, California 92037 (the "Campus"), owned and operated by the Corporation and located in the County, and (3) the payment of various costs of issuance and other related costs (collectively, the "Project");

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

WHEREAS, pursuant to a Master Loan Agreement to be executed by First Republic Bank (the "Lender"), the Authority and the Corporation (the "Master Loan Agreement"), the Authority will make a tax-exempt loan to the Corporation in a principal amount not exceeding \$33,000,000 (the "Obligation"), for the purpose of financing and/or refinancing the Project;

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

WHEREAS, there has been made available to the Commissioners of the Authority the proposed form of the Master Loan Agreement.

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

Section 1. Pursuant to the Act and the Master Loan Agreement, the Authority is hereby authorized to issue the Obligation in an aggregate principal amount not to exceed Thirty Three Million Dollars (\$33,000,000). The Obligation shall be issued and secured in accordance with the terms of the Master Loan Agreement.

Section 2. The proposed form of Master Loan Agreement, as made available to the Commissioners, is hereby approved. Any member of the Commission of the Authority or their administrative delegates duly authorized pursuant to Resolution No. 14R-4 of the Authority, adopted on February 6, 2014 (each an "Authorized Signatory") is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Master Loan

Agreement in substantially said form, with such changes and insertions therein as any member of the Commission, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The dated date, maturity date or dates, interest rate or rates, methods of determining rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, tender provisions, and other terms of the Obligation shall be as provided in the Master Loan Agreement, as finally executed.

Section 3. The Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, including, without limitation, any and all documents and certificates to be executed in connection with securing credit support, if any, for the Obligation, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this resolution and to consummate by the Authority the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents.

Section 4. All actions heretofore taken by the Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority with respect to the issuance of the Obligation are hereby ratified, confirmed and approved.

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this ____ day of July, 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July ____, 2014.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- c. Riverside County Direct Levy Delinquency Financing, City of Lake Elsinore, County of Riverside; up to \$1 million in taxable revenue bonds. (Staff: Scott Carper)

SUMMARY AND APPROVALS

DATE:	JULY 17, 2014
APPLICANT:	TOWER CAPITAL MANAGEMENT, LLC
AMOUNT:	APPROXIMATELY \$1,000,000
PURPOSE:	FUNDING DELINQUENT SPECIAL TAXES AND ASSESSMENTS OF FOUR RIVERSIDE COUNTY AGENCIES
PRIMARY ACTIVITY:	DELINQUENT SPECIAL TAX AND ASSESSMENT FINANCING
LEGAL STRUCTURE:	LIMITED LIABILITY COMPANY

Background:

Section 6516.6 of the Marks-Roos Act permits joint powers authorities to establish programs to finance delinquent property taxes, assessments and other amounts levied on the property tax rolls on behalf of local agencies. The joint powers authority enters into an agreement with each local agency to acquire its tax receivables, and finances the purchase by issuing a certificate of participation to a funding entity to finance the acquisition.

Tower Capital Management, LLC (Tower) is based in Morristown, New Jersey and is one of the largest funders of delinquent property tax receivables in the country. Tower began to fund delinquent property tax receivables (consisting of special taxes, assessments, and property-related fees and charges) for a small group of Riverside County local taxing agencies three years ago via a joint powers authority based in that county. Subsequently they have been selected to fund delinquent property taxes receivables for a group of 21 public school agencies in Monterey County and 92 public school agencies in Los Angeles County via joint powers authorities in those counties.

Proposal

Tower has asked CSCDA to take on the role of the purchasing joint powers authority for its Riverside County program to acquire delinquent special taxes, assessments, and property-related fees and charges.

The legal structure involves agreements between CSCDA and each participating local agency for the purchase and sale of the receivables, and an agreement between CSCDA and an affiliate of Tower for the purchase and sale of the certificate of participation. These agreements are submitted for approval as to form.

The four participating local agencies, and their estimated receivables that would be purchased in the current transaction, are:

City of Norco	\$26,258.06
City of Riverside	\$555,541.71
Lake Elsinore	\$283,267.54
Lee Lake Water District	\$43,288.85
Total	\$908,356.16

The current transaction would involve financing delinquencies for fiscal year 2012-13 for all four local agencies (and, for the City of Lake Elsinore, also for the prior 4 fiscal years, because that city has not previously participated in the program). The purchase price being paid to each local agency will consist of the principal amount of the receivables being purchase, plus a 10% premium amount. Tower will also pay all costs of issuance, including the fees of bond counsel and CSCDA's general counsel.

Each participating local agency is a member of CSCDA.

Tower is currently targeting a closing date of July 29, 2014.

Finance Team:

- Bond Counsel: Jones Hall, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Purchaser: Tower Capital Management, LLC, New Jersey
- Private Placement Funder: Fortress Investment Group, LLC, New York

Recommendation:

Staff recommends consideration of approval of the delinquent receivables program and the Resolution as submitted to the Commission, which:

1. Approves the program; and
2. Approves the legal documents for the current transaction.

Attachments:

1. Original application
2. Resolution

Applicant Information

Primary Contact E-mail: williamrdahms@gmail.com

Organizations

Name of Organization: Tower Capital Management, LLC

TIN or EIN: 27-2461900

Primary Contact

First Name: Kurt

Last Name: Shadle

Title: Managing Director

Address:

Street: 10 N Park Place

Suite: 300

City: Morristown

State: New Jersey

Zip: 07960

Phone: (973) 512-2370

Ext:

Fax: (973) 512-2370

Email: kshadle@tcmfund.com

Type of Entity:

☒ For-profit Corporation

☐ Non-profit Corporation

☐ Partnership

☐ Other (specify)

Date Organized: April 28, 2010

Primary Billing Contact

Organization: Tower Capital Management, LLC

First Name: Kurt

Last Name: Shadle

Title: Managing Director

Address:

Street: 10 N Park Place

Suite: 300

City: Morristown

State: New Jersey

Zip: 07960

Phone: (973) 512-2370

Ext:

Fax: (973) 512-2370

Email: kshadle@tcmfund.com

Project Information

Project Name: **Riverside County Direct Levy Delinquency Financing**

Facility #1

Facility Name: **City of Lake Elsinore**

Facility Bond Amount: **\$1.00**

Project Address:

Street: **130 South Main Street**

City: **City of Lake Elsinore**

State: **California**

Zip: **92530**

County: **Riverside**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information

Project/Facility is in:

Congressional District #:

State Senate District #:

State Assembly District #:

Facility #2

Facility Name: **City of Riverside**

Facility Bond Amount: **\$1.00**

Project Address:

Street: **3900 Main Street**

City: **Riverside**

State: **California**

Zip: **92501**

County: **Riverside**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information

Project/Facility is in:

Congressional District #:

State Senate District #:

State Assembly District #:

Facility #3

Facility Name: **City of Norco**

Facility Bond Amount: **\$1.00**

Project Address:Street: **2870 Clark Avenue**City: **Norco**State: **California**Zip: **92860**County: **Riverside**Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information**Project/Facility is in:**

Congressional District #:

State Senate District #:

State Assembly District #:

Facility #4Facility Name: **Lee Lake Water District**Facility Bond Amount: **\$1.00****Project Address:**Street: **22646 Temescal Canyon Road**City: **Corona**State: **California**Zip: **92883**County: **Riverside**Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Government Information**Project/Facility is in:**

Congressional District #:

State Senate District #:

State Assembly District #:

Financing Information

Tax Exempt: \$
Taxable: \$ 1,000,000.00
Total Principal Amount: \$ 1,000,000.00
Proposed Closing date: 06/30/2014 Maturity 5 Years

Interest Rate Mode:

☒ Fixed ☐ Variable

Denominations: **Single Certificate of Participation**

Type of Offering:

☐ Public Offering ☒ Private Placement

Financing:

☒ Credit Enhancement ☒ Letter of Credit
☐ None

☒ Other **Private Placement via Certificate of Participation**

Name of Credit Enhancement Provider or Private Placement Purchaser: **Tower Capital Management, LLC serve as purchaser**

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Financing Team Information

Bond Counsel

Firm Name: Jones Hall

Primary Contact

First Name: Scott

Last Name: Ferguson

Title: Attorney

Address:

Street: 650 California Street, 18th Floor

Suite:

City: San Francisco

State: California

Zip: 94108

Phone: (415) 391-5780

Ext:

Fax:

Email: sferguson@joneshall.com

Bank/Underwriter/Bond Purchaser

Firm Name: Tower Capital Management, LLC

Primary Contact

First Name: Kurt

Last Name: Shadle

Title: Managing Director

Address:

Street: 10 N Park Place

Suite: 300

City: Morristown

State: New Jersey

Zip: 07960

Phone: (973) 512-2370

Ext:

Fax: (973) 512-2370

Email: kshadle@tcmfund.com

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

RESOLUTION NO. _____

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY

**A RESOLUTION APPROVING DELINQUENT SPECIAL TAX AND
ASSESSMENT FINANCING PLAN FOR FISCAL YEARS 2012-13 AND
PRIOR FISCAL YEARS, AUTHORIZING ISSUANCE AND SALE OF
CERTIFICATES OF PARTICIPATION, AND AUTHORIZING
EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND
OFFICIAL ACTIONS**

WHEREAS, the California Statewide Communities Development Authority (the "Authority") is authorized under Section 6516.6 of the California Government Code (the "Law") to enter into agreements with local agencies to acquire, by sale, assignment, pledge, or other transfer, any or all right, title, and interest of any local agency in and to the enforcement and collection of delinquent and uncollected property taxes, assessments, and other receivables that have been levied by or on behalf of the local agency and placed for collection on the secured, unsecured, or supplemental property tax rolls, and the Authority is further authorized under the Law to issue its bonds, notes or certificates of participation to finance such acquisition; and

WHEREAS, the Commission of the Authority (the "Commission") wishes at this time to authorize the acquisition of certain tax receivables representing delinquent special taxes, assessments, and property-related fees and charges (the "Tax Receivables") for fiscal years 2012-13 from the City of Norco, the City of Riverside and the Lee Lake Water District, and for fiscal years 2008-09 through 2012-13 for the City of Lake Elsinore (collectively, the "Taxing Entities");

WHEREAS, in order to obtain funds for the purchase of the Tax Receivables from the Taxing Entities, the Authority will simultaneously sell the Tax Receivables to an affiliate of Tower Capital Management, LLC, a Delaware limited liability company ("Tower"), which will be evidenced by one or more certificates of participation evidencing a 100% participation interest in the Tax Receivables (the "Certificates of Participation") executed by the Authority and delivered to Tower;

WHEREAS, there have been made available to the Commissioners of the Authority the proposed form of the financing documents described below;

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

Section 1. Approval of Financing Plan. The Commission hereby approves the financing plan for the purchase of Tax Receivables by the Authority presented at the meeting at which this Resolution is adopted, and as generally described in the recitals of this Resolution. Without limiting the generality of the foregoing, the Commission hereby approves the following specific actions relating to the financing plan:

- the Authority's purchase of Tax Receivables for fiscal year 2012-13 from the City of Norco, the City of Riverside and the Lee Lake Water District, and the purchase of Tax Receivables for fiscal years 2008-09

through 2012-13 from the City of Lake Elsinore, all as set forth in each Purchase and Sale Agreement (as defined below) between the Authority and each respective Taxing Entity;

- the sale of the Tax Receivables by the Authority to Tower; and
- the execution and delivery by the Authority to Tower of one or more Certificates of Participation evidencing a 100% participation interest in the Tax Receivables.

Section 2. Approval of Financing Documents. In order to implement the financing plan approved under Section 1, the Commission hereby approves each of the following agreements:

- Separate Purchase and Sale Agreements between the Authority and each of the Taxing Entities with respect to the Tax Receivables, in substantially the form on file with the Secretary of the Authority.
- The Certificate Purchase Agreement between the Authority and Tower, specifying the terms and provisions on which the Authority will convey the Tax Receivables to Tower and execute and deliver the Certificates of Participation, in substantially the form on file with the Secretary of the Authority.

The Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority (each an "Authorized Signatory") are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to approve the final form of each of the foregoing agreements, and to execute each of the foregoing agreements, in the name and on behalf of the Authority. The Commission hereby authorizes the delivery and performance of each of the foregoing agreements.

Section 3. Issuance and Sale of Certificates of Participation. The Commission hereby authorizes the issuance of the Certificates of Participation and the sale thereof to Tower. The Certificates of Participation shall be issued in an aggregate principal amount not exceeding the aggregate principal amount of the Tax Receivables acquired by the Authority, and shall represent the right of the owner thereof to receive such Tax Receivables.

Each Authorized Signatory is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the Certificates of Participation and to deliver the Certificates of Participation to Tower upon satisfaction of the terms and conditions set forth in the related Certificate Purchase Agreement, including without limitation the condition that the Authority receive the purchase price of the Certificates of Participation. In accordance with the Law, the proceeds received by the Authority from the Certificates of Participation shall be applied to acquire the Tax Receivables from the Taxing Entities under the Purchase and Sale Agreements that are approved under Section 2.

Section 4. Authorization to Deliver Consolidated Certificates of Participation. At the request of Tower, the Certificates of Participation may be consolidated with one another, or with one or more Certificates of Participation which have been delivered to evidence a participation interest in the Tax Receivables from any prior fiscal year. Such consolidation shall be evidenced by the execution by the Authority of a new Certificate of Participation evidencing a participation interest in all of the years which have been consolidated, to be delivered to Tower upon surrender and cancellation of each Certificate of Participation which it is intended to consolidate.

Section 5. Facsimile Signatures of Authorized Officers. Whenever in this Resolution the Commission authorizes the execution of a document by an officer of the Authority, such execution may be accomplished by affixing the facsimile signature of the officer to that document. For purposes of this Section, the term "facsimile signature" has the meaning given to it in Section 5500(d) of the California Government Code. Each facsimile signature which is affixed to a document approved hereunder shall have the same legal effect as a manual signature.

Section 6. Closing Documents and Actions. Each Authorized Signatory 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, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the transactions described herein. Whenever in this Resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer is absent or unavailable.

Section 7. Effective Date. This resolution shall take effect from and after its adoption.

* * * * *

PASSED AND ADOPTED by the California Statewide Communities Development Authority this _____ day of July, 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July ____, 2014.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- d. Pavilion Park Senior I Housing Partners, LP (Pavilion Park Senior Apartments), City of Irvine, County of Orange; up to \$33 million in multi-family housing revenue notes. (Staff: Caitlin Lanctot)

SUMMARY AND APPROVALS

DATE:	JULY 17, 2014
APPLICANT:	PAVILION PARK SENIOR I HOUSING PARTNERS, L.P./RELATED CALIFORNIA
AMOUNT:	UP TO \$33,000,000 OF TAX-EXEMPT MULTI-FAMILY HOUSING REVENUE BONDS
PURPOSE:	FINANCE THE ACQUISITION AND CONSTRUCTION OF PAVILION PARK SENIOR APARTMENTS LOCATED AT RIDGE VALLEY AND IRVINE BLVD IN IRVINE, CA
CSCDA PROGRAM:	HOUSING

Background:

The proposed project, Pavilion Park Senior Apartments (the “Project”), will be a 221-unit senior property located in Irvine, California. The Project application was filed on December 12, 2013 and induced on December 19, 2013.

Summary:

Pavilion Park Senior I Housing, L.P. (the “Borrower”) has requested CSCDA to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$33,000,000 (the “Bonds”) for the purpose of financing the acquisition and construction of the Project. The Project will provide 189 one-bedroom and 32 two-bedroom units to low-income seniors in the master planned development known as the Grand Park Neighborhood in Irvine.

The Project is located on nearly 7 acres and will consist of 3 three-story residential buildings with elevators, a leasing and social services building, a fitness center, a multipurpose room, and a pool equipment building. Amenities include barbeque and picnic areas, a putting green, a bocce ball court, pool and spa.

Construction is expected to begin in September 2014 and take approximately 12 months to complete.

The Borrower has previously constructed or rehabilitated 25 multifamily and senior housing properties throughout California. This is their fourth financing with CSCDA.

Public Benefit:

- Project Affordability
 - 100% of the Project’s units will be income restricted:
 - 137 units reserved for tenants whose income is at or below 50% AMI
 - 82 units reserved for tenants whose income is at or below 60% AMI
 - 2 managers units
 - The term of the income and rental restrictions for the Project will be at least 55 years

- Site Amenities
 - The Project is located within a ½ mile of a park
 - The Project will provide instructor-led educational or skill building classes
 - The Project will provide health and wellness services and programs
- Economic Benefits
 - Based upon \$38,474,017.00 Project costs using a 1.8 multiplier the Project produces approximately \$69,253,230.60 total economic activity, and at 2.1 jobs per unit produces approximately 464 jobs. (Multipliers based on June 2010 study by Blue Sky Consulting Group and Center for Housing Policy on impact of housing in California using IMPLAN system.)

Agency Approvals:

TEFRA Hearing: April 8, 2014, City of Irvine, unanimous approval

CDLAC Approval: July 16, 2014

Estimated Sources and Uses:

Sources:

Bond Proceeds	\$28,896,739	75.11%
Residual Receipts - Heritage Fields	\$7,977,307	20.73%
LIHTC Equity	<u>\$1,599,971</u>	<u>4.16%</u>
Total Sources	\$38,474,017	100.00%

Uses:

Acquisition Cost	\$10,501	0.03%
Hard Construction Costs	\$18,880,581	49.07%
Architect & Engineering Fees	\$2,683,000	6.97%
Contractor Overhead & Profit	\$4,541,584	11.80%
Developer Fee	\$2,500,000	6.50%
Costs of Issuance	\$300,000	0.78%
Fees & Permits	\$4,984,249	12.95%
Capitalized Interest	\$1,157,000	3.01%
Soft Costs	<u>\$3,417,102</u>	<u>8.88%</u>
Total Uses	\$38,474,017	100.00%

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Lender: MUFG Union Bank, N.A.

Financing Structure:

The construction bonds will have a term of 30 months and will carry a variable interest rate of approximately Libor + 1.7%. The Bonds will then convert to the permanent phase for 30 years. The projected true interest cost of the fixed rate loan under current market conditions is estimated to be 5.15%. The bonds will be privately placed with Union Bank.

By using \$28,896,739 in CSCDA Bonds the Project is able to leverage an additional \$9,577,278 in other resources, for a ratio of 3.01 to 1.

Policy Compliance:

The Project complies with the following policies:

- CSCDA General Policies
- CSCDA Issuance Policies
- CDLAC's Qualified Residential Rental Program Requirements

Financing Approval:

Based on the overall public benefits as outlined in the California Debt Limit Allocation Committee resolution, as described on the attached Exhibit A, approval of the issuance of Bonds by the City of Irvine, and conformance to the CSCDA Issuance Policies, the Commission shall approve the Resolution as submitted to the Commission, which:

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

Attachments:

1. Original application
2. City of Irvine TEFRA Resolution

Applicant Information

Primary Contact E-mail: ltakano@related.com

Name of Developer: **Related California**

TIN or EIN: **33-0851672**

Primary Contact

First Name: **Liane**

Last Name: **Takano**

Title: **Vice President of Development**

Address:

Street: **18201 Von Karman Avenue**

City: **Irvine**

State: **California**

Suite: **900**

Phone: **949-660-7272**

Ext: **249**

Zip: **92612**

Email: **ltakano@related.com**

Fax: **949-660-7273**

Borrower Description:

☐ Same as developer ?

Name of Borrowing Entity: **Pavilion Park Senior I Housing Partners, L.P.**

Type of Entity:

☐ For-profit Corporation

☐ Non-profit Corporation

☒ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: **12/3/13**

No. of Multi-Family Housing Projects Completed in the Last 10 Years: **43**

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **42**

Primary Billing Contact

Organization: **Related California**

First Name: **Violet**

Last Name: **Cruz**

Title: **Accounting Assistant**

Address

Street: **18201 Von Karman Avenue**

City: **Irvine**

State: **California**

Suite: **900**

Phone: **949-660-7272**

Ext:

Zip: **92612**

Email: **vcruz@related.com**

Fax: **949-660-7273**

Project Information

Project Information

Project Name: **Pavilion Park Senior**

New Project Name(optional):

Facility Information

Facility #1

Facility Name: **Pavilion Park Senior**

Facility Bond Amount: \$26,465,000.00

Project Address:

Street: **Ridge Valley and Irvine Boulevard**

City: **Irvine**

State: **California**

Zip: **92618**

County: **Orange**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market: **0**

Restricted: **221**

Total: **221**

Lot size: **7.01**

Amenities:

Planned amenities include: pool, spa, fitness room, multi-purpose room, management space, putting green, BBQ area, bocce ball court, and restorative/reading areas.

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

Type V construction - 3 buildings, 3 stories, wood frame

Type of Housing:

☒ New Construction

☐ Acquisition/Rehab

Facility Use:

☐ Family

☒ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name: Donna

Last Name: Mullally

Title: City of Irvine Finance Director

Phone: 949-724-6037

Ext:

Fax:

Email: dmullally@cityofirvine.org

Public Benefit Info:

Percentage of Units in Low Income Housing: 100

Percentage of Area Median Income(AMI) for Low Income Housing Units: 55

Total Number of Management Units: 2

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	1 Bedroom	50	119	847.00	1,400.00	553.00
2.	1 Bedroom	60	70	1,017.00	1,400.00	383.00
3.	2 Bedrooms	50	18	981.00	2,000.00	1,019.00
4.	2 Bedrooms	60	12	1,219.00	2,000.00	781.00

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:	State Senate District #:	State Assembly District #:
45	37	68

Financing Information

Financing Information

Maturity 35 Years

Interest Rate Mode:

☐ Fixed

☒ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☐ None

☐ Letter of Credit

☒ Other (specify) :Private Placement

Name of Credit Enhancement Provider or Private Placement Purchaser:

Permanent Financing:

☒ Credit Enhancement

☐ None

☐ Letter of Credit

☒ Other (specify) :Private Placement

Name of Credit Enhancement Provider or Private Placement Purchaser: Union Bank, N.A.

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Sources of Proceeds

Tax-Exempt Bond Proceeds:	<u>\$26,465,000.00</u>
Taxable Bond Proceeds:	<u>\$</u>
Tax Credits:	<u>\$1,524,000.00</u>
Developer Equity:	<u>\$</u>
Other Funds (Describe):	
Master Developer Residual Receipt Loan	<u>\$7,011,000.00</u>
Deferred Developer Fee	<u>\$1,250,000.00</u>
Deferred Operating Deficit Reserve	<u>\$513,000.00</u>
	<u>\$</u>
	<u>\$</u>
Total Sources:	<u>\$36,763,000.00</u>

Uses:

Land Acquisition:	<u>\$11,000.00</u>
Building Acquisition:	<u>\$</u>
Construction or Remodel:	<u>\$23,423,000.00</u>
Cost of Issuance:	<u>\$300,000.00</u>
Capitalized Interest:	<u>\$</u>
Reserves:	<u>\$513,000.00</u>
Other Uses (Describe):	
Professional Fees	<u>\$2,683,000.00</u>
Fees and Permits	<u>\$3,315,000.00</u>
Financing Costs	<u>\$1,940,000.00</u>
Other Costs - FFE, Mrkting, Legal, Taxes, Accting/Audit	<u>\$2,078,000.00</u>
Developer Fee	<u>\$2,500,000.00</u>
Total Uses:	<u>\$36,763,000.00</u>

Financing Team Information

Bond Counsel

Firm Name: Orrick, Herrington & Sutcliffe LLP

Primary Contact

First Name: Justin

Last Name: Cooper

Title: Partner

Address:

Street: 405 Howard Street

Suite:

City: San Francisco

State: California

Zip: 94105-2669

Phone: (415) 773-5908

Ext:

Fax:

Email: jcooper@orrick.com

Bank/Underwriter/Bond Purchaser

Firm Name: Union Bank

Primary Contact

First Name: Ted

Last Name: Holman

Title: Vice President

Address:

Street: 200 Pringle Avenue

Suite: 355

City: Walnut Creek

State: California

Zip: 94596

Phone: 925-947-2491

Ext:

Fax: 925-947-2455

Email: ted.holman@unionbank.com

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

CITY COUNCIL RESOLUTION NO. 14-39

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
IRVINE APPROVING THE ISSUANCE BY THE CALIFORNIA
STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
OF MULTIFAMILY HOUSING REVENUE BONDS FOR
PAVILION PARK SENIORS

WHEREAS, the California Statewide Communities Development Authority (the "Authority") is authorized pursuant to the provisions of California Government Code Section 6500 et seq. and the terms of an Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the "Agreement"), among certain local agencies throughout the State of California, including the City of Irvine (the "City"), to issue revenue bonds in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code for the purpose of financing multifamily rental housing projects; and

WHEREAS, Pavilion Park Senior I Housing Partners, L.P. or related entities, has requested that the Authority adopt a plan of financing providing for the issuance of multifamily housing revenue bonds (the "Bonds") in one or more series issued from time to time, including bonds issued to refund such revenue bonds in one or more series from time to time, and at no time to exceed \$33,000,000 in outstanding aggregate principal amount, to finance the acquisition, construction and development of a 221-unit senior multifamily rental housing project located at Ridge Valley and Irvine Boulevard (Portion of APN: 580-083-03), Irvine, California, generally known as Pavilion Park Seniors (the "Project") and operated by Related Management Company; and

WHEREAS, the Bonds or a portion thereof will be "private activity bonds" for purposes of the Internal Revenue Code of 1986 (the "Code"); and

WHEREAS, pursuant to Section 147(f) of the Code, prior to their issuance, private activity bonds are required to be approved by the "applicable elected representative" of the governmental units on whose behalf such bonds are expected to be issued and by a governmental unit having jurisdiction over the entire area in which any facility financed by such bonds is to be located, after a public hearing held following reasonable public notice; and

WHEREAS, the members of this City Council (this "City Council") are the applicable elected representatives of the City; and

WHEREAS, there has been published, at least 14 days prior to the date hereof, in a newspaper of general circulation within the City, a notice that a public hearing regarding the Bonds would be held on a date specified in such notice; and

WHEREAS, such public hearing was conducted on such date, at which time an opportunity was provided to interested parties to present arguments both for and against the issuance of the Bonds; and

WHEREAS, the Authority is also requesting that the City Council approve the issuance of any refunding bonds hereafter issued by the Authority for the purpose of refinancing the Bonds which financed the Project (the "Refunding Bonds"), but only in such cases where federal tax laws would not require additional consideration or approval by the City Council; and

WHEREAS, it is intended that this resolution shall constitute the approval of the issuance of the Bonds required by Section 147(f) of the Code and Section 9 of the Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF IRVINE AS FOLLOWS:

Section 1. The above recitals are true and correct.

Section 2. The City Council hereby approves the issuance of the Bonds and the Refunding Bonds by the Authority. It is the purpose and intent of the City Council that this resolution constitute approval of the Bonds for the purposes of (a) Section 147(f) of the Code and (b) Section 9 of the Agreement.

Section 3. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing approved hereby.

Section 4. The City Clerk shall forward a certified copy of this Resolution to:

Justin Cooper, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105

Section 5. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the City Council of the City of Irvine at a regular meeting held on the 8th day of April 2014.


MAYOR OF THE CITY OF IRVINE

ATTEST:


INTERIM CITY CLERK OF THE CITY OF IRVINE

STATE OF CALIFORNIA)
COUNTY OF ORANGE)
CITY OF IRVINE)

I, Marie Macias, Interim City Clerk of the City of Irvine, HEREBY DO CERTIFY that the foregoing resolution was duly adopted at a regular meeting of the City Council of the City of Irvine, held on the 8th day of April 2014.

AYES:	5	COUNCILMEMBERS:	Agran, Krom, Lalloway, Shea and Choi
NOES:	0	COUNCILMEMBERS:	None
ABSENT:	0	COUNCILMEMBERS:	None


INTERIM CITY CLERK OF THE CITY OF IRVINE

RESOLUTION NO. 14H-__

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 \$33,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS PAVILION PARK SENIOR 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, Pavilion Park Senior I Housing Partners, L.P., a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority execute and deliver its California Statewide Communities Development Authority Multifamily Housing Revenue Note (Pavilion Park Senior Apartments Project) 2014 Series L (the “Note”) to assist in the financing of the acquisition, construction and development of a 221-unit multifamily housing rental development located in the City of Irvine, California, and known as Pavilion Park Senior Apartments (the “Project”);

WHEREAS, on July 16, 2014, the Authority received an allocation in the amount of \$28,896,739 (the “Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the City of Irvine (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 \$33,000,000, 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 income persons;

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

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 between the Bank and the Authority;

(2) Construction and Permanent Loan Agreement (Multifamily Housing Back to Back Loan Program) (the “Borrower Loan Agreement”) to be entered into among the Authority, the Bank and Borrower; and

(3) Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) to be entered into between the Authority 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 Note in one or more series. The Note shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Pavilion Park Senior Apartments Project) 2014 Series L” 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 \$33,000,000; provided that the aggregate principal amount of any tax-exempt Notes 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 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 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 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. 14R-4 of the Authority, adopted on February 6, 2014) (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 August 1, 2059), 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 Bank 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 a tax certificate, loan related documents, an assignment of deed of trust 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.

Section 9. This Resolution shall take effect upon its adoption.

[Remainder of Page Intentionally Left Blank]

PASSED AND ADOPTED by the California Statewide Communities Development Authority this July 17, 2014.

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 July 17, 2014.

By _____
Authorized Signatory

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- e. Jefferson Cunningham Community Partners, LP (Jefferson Townhomes and Cunningham Village Apartments), City of Los Angeles, County of Los Angeles; up to \$15 million in multi-family housing revenue bonds. (Staff: Caitlin Lanctot)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014

APPLICANT: JEFFERSON CUNNINGHAM COMMUNITY PARTNERS, L.P./WNC COMMUNITY PRESERVATION PARTNERS

AMOUNT: UP TO \$15,000,000 OF TAX-EXEMPT MULTI-FAMILY HOUSING REVENUE BONDS

PURPOSE: FINANCE THE ACQUISITION AND REHABILITATION OF JEFFERSON TOWNHOMES AND CUNNINGHAM VILLAGE APARTMENTS LOCATED AT 1693-1741 W. JEFFERSON BLVD AND 2300 VICTORIA AVE IN LOS ANGELES, CA

CSCDA PROGRAM: HOUSING

Background:

The proposed projects, Jefferson Townhomes (“Jefferson”) and Cunningham Village Apartments (“Cunningham”) (the “Projects”), are two multifamily properties located in Los Angeles, California. The Projects’ application was filed on December 12, 2013 and induced on December 19, 2013.

Summary:

Jefferson Cunningham Community Partners, L.P. (the “Borrower”) has requested CSCDA to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$15,000,000 (the “Bonds”) for the purpose of financing the acquisition and rehabilitation of the Projects. The Projects will continue to provide 65 units of affordable housing to families in Los Angeles.

Jefferson is a 30 unit property with all two-bedroom units spread throughout six 2-story townhomes. 100% of the units are section 8. Cunningham is a 35 unit property comprised of 25 two-bedroom, 5 three-bedroom and 5 four-bedroom units located in four 2-story garden style buildings and one 2-story townhome. 30 of the units are project based section 8. There is one management unit on site at Cunningham. Both Projects were constructed in 1985 and have uncovered parking and laundry rooms. An extensive rehabilitation is scheduled for both Projects including repairs to carpets, windows, metal fences, asphalt paving, flooring, counter tops, cabinets, drywall, signage, electrical items, plumbing, and appliances.

Rehabilitation is expected to begin in August 2014 and take approximately 6 months to complete.

The Borrower has previously rehabilitated over 20 multifamily and senior housing properties throughout California. This is their seventeenth financing with CSCDA.

Public Benefit:

- Project Affordability
 - 100% of the Project’s units will be income restricted:

- 20 units reserved for tenants whose income is at or below 50% AMI
 - 44 units reserved for tenants whose income is at or below 60% AMI
 - 1 manager unit
 - The term of the income and rental restrictions for the Project will be at least 55 years
- Site Amenities
 - The Projects are located within a Public Transit Corridor
 - Jefferson is located within ½ mile of a park
 - Jefferson is located within ½ mile of a grocery store
 - Cunningham is located within ½ mile of a public school
- Economic Benefits
 - Based upon \$19,709,790.00 Project costs using a 1.8 multiplier the Project produces approximately \$35,477,622 total economic activity, and at 2.1 jobs per unit produces approximately 137 jobs. (Multipliers based on June 2010 study by Blue Sky Consulting Group and Center for Housing Policy on impact of housing in California using IMPLAN system.)

Agency Approvals:

TEFRA Hearing: February 19, 2014, City of Los Angeles, unanimous approval
CDLAC Approval: May 21, 2014

Estimated Sources and Uses:

Sources:

Tax Exempt Bond Proceeds	\$15,000,000	76.10%
Taxable Debt Proceeds	\$1,737,277	8.81%
Developer Equity	\$2,377,795	12.06%
NOI/Capitalized Interest	<u>\$594,718</u>	<u>3.02%</u>
Total Sources	\$19,709,790	100.00%

Uses:

Acquisition Cost	\$12,200,000	61.90%
Hard Construction Costs	\$2,081,440	10.56%
Architect & Engineering Fees	\$105,000	0.53%
Contractor Overhead & Profit	\$291,400	1.48%
Relocation	\$100,000	0.51%
Capitalized Interest	\$275,593	1.40%
Developer Fee	\$2,377,795	12.06%
Cost of Issuance	\$884,822	4.49%
Other Soft Costs (Marketing, Etc.)	<u>\$1,393,740</u>	<u>7.07%</u>
Total Uses	\$19,709,790	100.00%

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Lender: California Bank & Trust

Financing Structure:

The construction bonds will have a term of 18 months and will carry a variable interest rate of approximately 3%. The Bonds will then convert to the permanent phase for 18 years. The projected true interest cost of the fixed rate loan under current market conditions is estimated to be 4.7%. The bonds will be privately placed with California Bank & Trust.

By using \$15,000,000 in CSCDA Bonds the Project is able to leverage an additional \$4,709,790 in other resources, for a ratio of 3.18 to 1.

Policy Compliance:

The Project complies with the following policies:

- CSCDA General Policies
- CSCDA Issuance Policies
- CDLAC's Qualified Residential Rental Program Requirements

Financing Approval:

Based on the overall public benefits as outlined in the California Debt Limit Allocation Committee resolution, as described on the attached Exhibit A, approval of the issuance of Bonds by the City of Los Angeles, and conformance to the CSCDA Issuance Policies, the Commission shall approve the Resolution as submitted to the Commission, which:

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

Attachments:

1. Original application
2. City of Los Angeles TEFRA Resolution
3. CDLAC Resolution

Applicant Information

Primary Contact E-mail: sgellis@wncinc.com

Name of Developer: **Community Preservation Partners**

TIN or EIN: **870724333**

Primary Contact

First Name: **Seth**

Last Name: **Gellis**

Title: **Sr. Project Manager**

Address:

Street: **17782 Sky Park Circle**

City: **Irvine**

State: **California**

Suite:

Zip: **92604**

Phone: **949-236-8280**

Ext:

Fax:

Email: **sgellis@wncinc.com**

Borrower Description:

☐ Same as developer ?

Name of Borrowing Entity: **Jefferson Cunningham Community Partners, LP**

Type of Entity:

☐ For-profit Corporation

☐ Non-profit Corporation

☒ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: **12/12/2013**

No. of Multi-Family Housing Projects Completed in the Last 10 Years:

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years:

Primary Billing Contact

Organization: **Community Preservation Partners**

First Name: **Seth**

Last Name: **Gellis**

Title: **Sr. Project Manager**

Address

Street: **17782 Sky Park Circle**

City: **Irvine**

State: **California**

Suite:

Zip: **92604**

Phone: **949-236-8280**

Ext:

Fax:

Email: **sgellis@wncinc.com**

Project Information

Project Information

Project Name: **Jefferson Cunningham Community Partners, LP**

New Project Name(optional):

Facility Information

Facility #1

Facility Name: **Jefferson Townhomes**

Facility Bond Amount: **\$5,770,000.00**

Project Address:

Street: **1693-1741 W. Jefferson Blvd**

City: **Los Angeles**

State: **California**

Zip: **90018**

County: **Los Angeles**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market: **0**

Restricted: **30**

Total: **30**

Lot size: **63598**

Amenities:

1. Kitchen Range/Oven W/ Hood-Fan
2. Refrigerators
3. Vinyl flooring in Kitchen and Bath
4. Vertical Blinds
5. Air Conditioner
6. Gated Community
7. Laundry Room

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

Wood Frame townhome style

Type of Housing:

☐ New Construction

☒ Acquisition/Rehab

Facility Use:

☒ Family

☐ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Public Benefit Info:

Percentage of Units in Low Income Housing: 29

Percentage of Area Median Income(AMI) for Low Income Housing Units: 60

Total Number of Management Units: 1

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	2 Bedrooms	60	20	1,060.00	1,500.00	440.00
2.	2 Bedrooms	50	9	10,606.00	1,500.00	440.00

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:

37

State Senate District #:

26

State Assembly District #:

59

Facility #2

Facility Name: **Cunningham Village**

Facility Bond Amount: **\$5,770,000.00**

Project Address:

Street: **2300 Victoria Ave**

City: **Los Angeles**

State: **California**

Zip: **90016**

County: **Los Angeles**

Is Project located in an unincorporated part of the County? ☐ Y ☒ N

Total Number of Units:

Market:

Restricted: **35**

Total: **35**

Lot size: **54014**

Amenities:

1. Kitchen Range/Oven W/ Hood-Fan
2. Refrigerators
3. Vinyl flooring in Kitchen and Bath
4. Vertical Blinds
5. Air Conditioner
6. Gated Community
7. Laundry Room

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

Type 5 wood frame construction, townhome style

Type of Housing:

☐ New Construction

☒ Acquisition/Rehab

Facility Use:

☒ Family

☐ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name:

Last Name:

Title:

Phone:

Ext:

Fax:

Email:

Public Benefit Info:

Percentage of Units in Low Income Housing: 100

Percentage of Area Median Income(AMI) for Low Income Housing Units: 60

Total Number of Management Units: 1

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	2 Bedrooms	60	5	1,060.00	1,400.00	340.00
2.	2 Bedrooms	60	15	1,060.00	1,400.00	340.00
3.	3 Bedrooms	60	2	1,236.00	1,800.00	564.00
4.	4 Bedrooms	60	2	1,367.00	2,000.00	633.00

5.	2 Bedrooms	50	4	879.00	1,400.00	521.00
6.	3 Bedrooms	50	3	1,020.00	1,800.00	780.00
7.	4 Bedrooms	50	3	1,127.00	2,000.00	873.00

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:	State Senate District #:	State Assembly District #:
37	26	54

Financing Information

Financing Information

Maturity **18** Years

Interest Rate Mode:

☒ Fixed

☐ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Permanent Financing:

☐ Credit Enhancement

☐ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Sources of Proceeds

Tax-Exempt Bond Proceeds:	<u>\$11,540,000.00</u>
Taxable Bond Proceeds:	<u>\$</u>
Tax Credits:	<u>\$6,332,319.00</u>
Developer Equity:	<u>\$954,886.00</u>
Other Funds (Describe):	
Cap Interest	<u>\$585,000.00</u>
NOI	<u>\$1,097,654.00</u>
	<u>\$</u>
	<u>\$</u>
	<u>\$</u>
Total Sources:	<u>\$20,509,859.00</u>

Uses:

Land Acquisition:	<u>\$</u>
Building Acquisition:	<u>\$12,200,000.00</u>
Construction or Remodel:	<u>\$3,301,158.00</u>
Cost of Issuance:	<u>\$639,450.00</u>
Capitalized Interest:	<u>\$585,000.00</u>
Reserves:	<u>\$252,000.00</u>
Other Uses (Describe):	
Third Party Reports	<u>\$152,223.00</u>
Tax Credit	<u>\$39,720.00</u>
Interim Interest	<u>\$478,088.00</u>
Other Costs	<u>\$382,500.00</u>
Developer Fee	<u>\$2,479,720.00</u>
Total Uses:	<u>\$20,509,859.00</u>

Financing Team Information

Bond Counsel

Firm Name: Orrick, Herrington & Sutcliffe LLP

Primary Contact

First Name: Tom

Last Name: Downey

Title: Counsel

Address:

Street: 405 Howard Street

Suite:

City: San Francisco

State: California

Zip: 94105

Phone: 4157735965

Ext:

Fax: 4157735965

Email: tdowney@orrick.com

Bank/Underwriter/Bond Purchaser

Firm Name: Citibank

Primary Contact

First Name: Mike

Last Name: Hemmens

Title: Director

Address:

Street: 325 E. Hillcrest Drive, Suite 160

Suite:

City: Thousand Oaks

State: California

Zip: 91360

Phone: (805) 557-0933

Ext:

Fax:

Email: mike.hemmens@citi.com

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LOS ANGELES
APPROVING THE ISSUANCE OF THE MULTIFAMILY HOUSING REVENUE
BONDS BY THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT
AUTHORITY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED
\$15,000,000 FOR THE ACQUISITION, REHABILITATION AND EQUIPPING OF
THE JEFFERSON TOWNHOMES AND CUNNINGHAM VILLAGE AND
CERTAIN OTHER MATTERS RELATING THERETO**

WHEREAS, the City of Los Angeles (the "City") is a member of the California Statewide Communities Development Authority, a joint powers authority organized and existing under the laws of the State of California (the "Authority"); and

WHEREAS, Jefferson Cunningham Community Partners, LP, a California limited partnership, or another limited partnership or limited liability company related to or to be formed by Community Preservation Partners (the "Borrower"), has requested the Authority to issue revenue bonds in the aggregate principal amount not to exceed \$15,000,000 (the "Bonds") for the acquisition, rehabilitation and equipping of the following multifamily rental housing projects located within the City:

- (a) 30-unit Jefferson Townhomes, located at 1693-1741 W. Jefferson Boulevard, Los Angeles, California; and
- (b) 35-unit Cunningham Village, located at 2300 Victoria Avenue, Los Angeles, California.

The projects are respectively known as Jefferson Townhomes and Cunningham Village (the "Projects"), owned and operated by the Borrower; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance of the Bonds by the Authority must be approved by the City because the Projects are located within the territorial limits of the City; and

WHEREAS, the City Council of the City (the "City Council") is the elected legislative body of the City and is an "applicable elected representative" required to approve the issuance of the Bonds under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the City Council approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Agreement; and

WHEREAS, there has been published, at least 14 days prior to the date hereof, in a newspaper of general circulation within the City, a notice that a public hearing regarding the Bonds would be held on a date specified in such notice;

NOW, THEREFORE, BE IT RESOLVED, BY THE CITY COUNCIL OF THE CITY OF LOS ANGELES AS FOLLOWS:

Section 1. The City Council hereby approves the issuance of the Bonds by the Authority. It is the purpose and intent of the City Council that this resolution constitute approval of the issuance of the Bonds by the Authority for the purposes of Section 147(f) of the Code by the applicable elected

representative of the governmental unit having jurisdiction over the area in which the Projects are located, in accordance with said Section 147(f).

Section 2. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

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

PASSED AND ADOPTED by the City Council of the City of Los Angeles this 18th day of March, 2014.

AYES: 12
NOES: 0
ABSTAIN:
ABSENT: 3

[SEAL]

Attest:

By: Sharon Bruce
City Clerk



RESOLUTION NO. 14-58
(QUALIFIED RESIDENTIAL RENTAL PROJECT)
EXHIBIT A

1. Applicant: California Statewide Communities Development Authority
2. Application No.: 14-062
3. Project Sponsor: Jefferson Cunningham Community Partners, LP (AHDF-Jefferson Cunningham GP, LLC and WNC-Jefferson Cunningham GP, LLC)
4. Project Management Co.: Professional Property Management, LLC
5. Project Name: Jefferson Townhomes and Cunningham Village Apartments
6. Type of Project: Acquisition and Rehabilitation/Family/Federally Assisted At-Risk
7. Location: Los Angeles, CA
8. Private Placement Purchaser: California Bank & Trust
9. The Private Placement Purchaser at the time of issuance will be the same as represented in the application.
Applicable
10. Total Number of Units: 64 plus 1 manager unit
11. Total Number of Restricted Rental Units: 64
12. The term of the income and rental restrictions for the Project will be at least 55 years.
13. The Project will utilize Gross Rents as defined in Section 5170 of the Committee's Regulations.
Applicable
14. Income and Rental Restrictions:
For the entire term of the income and rental restrictions, the Project will have:

At least 20 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 50% or below of the Area Median Income.

At least 44 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 60% or below of the Area Median Income.
15. For acquisition and rehabilitation projects, a minimum of \$10,000 in hard construction costs will be expended for each Project unit.
Applicable
16. A minimum of \$0,000 of public funds will be expended for the Project.
Not Applicable

RESOLUTION NO. 14-58

Exhibit A

Page 2 of 4

17. At a minimum, the financing for the Project shall include a Taxable Tail in the amount of \$0,000. Taxable debt may only be utilized for Project related expenses, not for the cost of issuance, for which the Project Sponsor could otherwise have used tax-exempt financing.

Not Applicable

18. If the Project received points for having large family units, for the entire term of the income and rental restrictions, the Project will have at least three-bedroom or larger units.

Not Applicable

19. For a period of ten (10) years after the Project is placed in use, the Project will provide to Project residents high-speed Internet or wireless (WiFi) service in each Project unit.

Not Applicable

20. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents an after school programs of an ongoing nature on-site or there must be an after school program available to Project residents within 1/4 mile of the Project. The programs shall include, but are not limited to: tutoring, mentoring, homework club, and art and recreation activities to be provided weekdays throughout the school year for at least 10 hours per week.

Not Applicable

21. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents instructor-led educational, health and wellness, or skill building classes. The classes shall include, but are not limited to: financial literacy, computer training, home-buyer education, GED, resume building, ESL, nutrition, exercise, health information/awareness, art, parenting, on-site food cultivation and preparation and smoking cessation. Classes shall be provided at a minimum of 84 hours per year (drop-in computer labs, monitoring and technical assistance shall not qualify) and be located within 1/4 mile of the Project.

Not Applicable

22. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents 20 hours or more per week of licensed childcare on-site or there must be 20 hours or more per week of licensed childcare available to Project residents within 1/4 mile of the Project.

Not Applicable

23. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents health and wellness services and programs within 1/4 mile of the Project. Such services and programs shall provide individualized support for tenants (not group classes) but need to be provided by licensed individuals or organizations. The services shall include, but are not limited to: visiting nurses programs, intergenerational visiting programs, and senior companion programs. Services shall be provided for a minimum of 100 hours per year.

Not Applicable

24. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents a bona fide service coordinator. The responsibilities must include, but are not limited to: (a) providing tenants with information about available services in the community, (b) assisting tenants to access services through referral and advocacy, and (c) organizing community-building and/or enrichment activities for tenants (such as holiday events, tenant council, etc.)

Not Applicable

25. All projects that receive points for being a Federally Assisted At-Risk Project will renew all Section 8 HAP Contracts or equivalent Project-based subsidies for their full term, and will seek additional renewals, if available, throughout the Project's useful life.

Applicable

26. All projects that receive points for being a Federally Assisted At-Risk Project based on an expiring Low Income Housing Tax Credit Regulatory Agreement or Tax-Exempt Bond Regulatory Agreement shall have a plan in place to re-certify the incomes of the existing tenants and shall not cause involuntary displacement of any tenant whose income may exceed the Project's income limits.

Not Applicable

RESOLUTION NO. 14-58

Exhibit A

Page 3 of 4

27. Applicants shall meet the multiple sustainable building standards utilizing landscaping and construction materials which are compatible with the neighborhood in which the proposed project is to be located, and that the architectural design and construction materials will provide for low maintenance and durability, as well as be suited to the environmental conditions to which the project will be subjected:

Applicable

Section Waived:

<input type="checkbox"/>	Energy Efficiency
<input type="checkbox"/>	CALGreen Compliance
<input type="checkbox"/>	Landscaping
<input type="checkbox"/>	Roofs
<input type="checkbox"/>	Exterior Doors
<input type="checkbox"/>	Appliances
<input type="checkbox"/>	Window Coverings
<input type="checkbox"/>	Water Heater
<input type="checkbox"/>	Floor Coverings
<input type="checkbox"/>	Paint
<input type="checkbox"/>	Insulation

28. The project commits to becoming certified under any one of the following programs upon completion:
- | | | |
|----|--|-----------------------|
| a. | Leadership in Energy & Environmental Design (LEED) | Not Applicable |
| b. | Green Communities | Not Applicable |
| c. | GreenPoint Rated Multifamily Guidelines | Not Applicable |
29. The project is a New Construction or Adaptive Reuse Project exceeding the Standards of Title 24, Part 6, of the California Building Code by:
- | | | |
|----|-------|-----------------------|
| a. | 17.5% | Not Applicable |
| b. | 20% | Not Applicable |
| c. | 25% | Not Applicable |
30. The Project will exceed the minimum energy efficiency certification requirements for New Construction/ Adaptive Reuse:
- | | | |
|----|-------------------------|-----------------------|
| a. | LEED for Homes (Silver) | Not Applicable |
| b. | LEED for Homes (Gold) | Not Applicable |
| c. | Green Point Rated (100) | Not Applicable |
| d. | Green Point Rated (125) | Not Applicable |
31. The project is a Home Energy Rating System (HERS II) Rehabilitation Project that commits to improve energy efficiency above the current modeled energy consumption of the building(s) by:
- | | | |
|----|-----|-----------------------|
| a. | 15% | Not Applicable |
| b. | 20% | Not Applicable |
| c. | 25% | Not Applicable |
| d. | 30% | Not Applicable |
32. The project is a Rehabilitation Project that commits to developing, and/or managing the Project with the following Photovoltaic generation or solar energy:
- | | | |
|----|--|-----------------------|
| a. | Photovoltaic generation that offsets tenants loads | Not Applicable |
| b. | Photovoltaic generation that offsets 50% of common area load | Not Applicable |
| c. | Solar hot water for all tenants who have individual water meters | Not Applicable |

RESOLUTION NO. 14-58

Exhibit A

Page 4 of 4

33. The project will implement sustainable building management practices that include: 1) development of a percent-specific maintenance manual including replacement specifications and operating information on all energy and green building features; 2) Certification of building management staff in sustainable building operations per BPI Multifamily Building Operator or equivalent training program; and 3) Undertaking formal building systems commissioning, retro-commissioning or re-commissioning as appropriate (continuous commissioning is not required:

Not Applicable

34. The project will sub-meter centralized hot water systems for all tenants:

Not Applicable

RESOLUTION NO. 14H-__

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 \$15,000,000 FOR THE FINANCING OF MULTIFAMILY RENTAL HOUSING PROJECTS TO BE GENERALLY KNOWN AS JEFFERSON TOWNHOMES AND CUNNINGHAM VILLAGE; 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, Jefferson Cunningham Community Partners, LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue and sell revenue bonds to assist in the financing of the acquisition, rehabilitation and development of a 30-unit multifamily rental housing development generally known as Jefferson Townhomes and a 35-unit multifamily rental housing development generally known as Cunningham Village, each located in the City of Los Angeles, California (collectively, the “Project”);

WHEREAS, on May 21, 2014 the Authority received an allocation in the amount of \$15,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, approval of the issuance of the Bonds (as defined herein) as provided herein is conditioned upon the receipt of the Allocation Amount for the Project from CDLAC;

WHEREAS, the City of Los Angeles 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 \$15,000,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Jefferson Townhomes/Cunningham

Village) 2014 Series K (the “Bonds”), provided that the portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low and very low income persons;

WHEREAS, the Bonds will be privately placed with California Bank & Trust (the “Bank”), as the initial purchaser of the Bonds, in accordance with the Authority’s private placement policy;

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

(1) a Master Agency Agreement (the “Agency Agreement”) to be entered into between the Authority and the Bank, as agent (the “Agent”);

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

(3) a Regulatory Agreement and Declaration of Restrictive Covenants with respect to Jefferson Townhomes and a Regulatory Agreement and Declaration of Restrictive Covenants with respect to Cunningham Village (collectively, the “Regulatory Agreements”), each to be entered into between the Authority 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 Pledge Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Jefferson Townhomes/Cunningham Village) 2014 Series K,” with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$15,000,000; provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Pledge Agreement, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Bonds shall be issued and secured in

accordance with the terms of the Pledge Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Pledge Agreement, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a “Member”).

Section 3. The Pledge Agreement in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 14R-4 of the Authority, adopted on February 6, 2014) (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Pledge Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond August 1, 2059), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Pledge Agreement as finally executed.

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

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

Section 6. The Authority is hereby authorized to sell the Bonds to the Bank pursuant to the terms and conditions of the Pledge Agreement.

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

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

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this July 17, 2014.

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 July 17, 2014.

By _____
Authorized Signatory

Item V

Consideration of the financing; all necessary actions; the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- f. Richmond Pacific Associates, LP (Harbour View Apartments), City of Richmond, County of Contra Costa; up to \$13 million in multi-family housing revenue notes. (Staff: Caitlin Lanctot)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014

APPLICANT: RICHMOND PACIFIC ASSOCIATES, L.P./PACIFIC WEST COMMUNITIES, INC.

AMOUNT: UP TO \$13,000,000 OF TAX-EXEMPT MULTI-FAMILY HOUSING REVENUE BONDS

PURPOSE: FINANCE THE ACQUISITION AND CONSTRUCTION OF HARBOUR VIEW APARTMENTS LOCATED AT 20 HARBOUR WAY IN RICHMOND, CA

CSCDA PROGRAM: HOUSING

Background:

The proposed project, Harbour View Apartments (the “Project”), will be a 62-unit senior property located in Richmond, California. The Project application was filed on May 6, 2013 and induced on May 16, 2013.

Summary:

Richmond Pacific Associates, L.P. (the “Borrower”) has requested CSCDA to issue and deliver multifamily housing revenue obligations in the anticipated principal amount of \$13,000,000 (the “Bonds”) for the purpose of financing the acquisition and construction of the Project. The Project will provide 50 one-bedroom and 12 two-bedroom units to low-income seniors in Richmond.

The Project is located on nearly 1 acre and will consist of 1 four-story building with an elevator. Podium parking will be provided with a total of 31 spaces. Amenities will include a learning center, laundry facilities, exercise room, community/TV room, craft room, plaza and community garden for residents to enjoy.

Construction is expected to begin in August 2014 and take approximately 12 months to complete.

The Borrower has previously constructed or rehabilitated over 90 multifamily and senior housing properties throughout the western United States. This is their twenty-seventh financing with CSCDA.

Public Benefit:

- Project Affordability
 - 100% of the Project’s units will be income restricted:
 - 7 units reserved for tenants whose income is at or below 50% AMI
 - 54 units reserved for tenants whose income is at or below 60% AMI
 - 1 manager unit
 - The term of the income and rental restrictions for the Project will be at least 55 years

- Site Amenities
 - The Project is located within a Public Transit Corridor
 - The Project is located within a ½ mile of a park
 - The Project is located within a ½ mile of a hospital
 - The Project is located within a ½ mile of a grocery store
- Economic Benefits
 - Based upon \$16,979,237.00 Project costs using a 1.8 multiplier the Project produces approximately \$30,562,626.60 total economic activity, and at 2.1 jobs per unit produces approximately 130 jobs. (Multipliers based on June 2010 study by Blue Sky Consulting Group and Center for Housing Policy on impact of housing in California using IMPLAN system.)

Agency Approvals:

TEFRA Hearing: May 20, 2014, City of Richmond

CDLAC Approval: March 19, 2014

Estimated Sources and Uses:

Sources:

Tax Exempt Bond Proceeds - Series A	\$9,000,000	53.01%
Tax Exempt Bond Proceeds - Series B	\$4,000,000	23.56%
LIHTC Equity	\$1,766,778	10.41%
Deferred Costs	\$251,776	1.48%
Deferred Developer Fee	<u>\$1,960,683</u>	<u>11.55%</u>
Total Sources	\$16,979,237	100.00%

Uses:

Total Land Costs	\$275,000	1.62%
Hard Construction Costs	\$10,555,375	62.17%
Architect & Engineering Fees	\$360,000	2.12%
Soft Cost Contingency	\$150,000	0.88%
Developer Fee	\$1,960,683	11.55%
Construction Contingency	\$530,000	3.12%
Financing Expenses	\$750,829	4.42%
Reserves	\$251,776	1.48%
Other Soft Costs (Marketing, Etc.)	<u>\$2,145,574</u>	<u>12.64%</u>
Total Uses	\$16,979,237	100.00%

Finance Team:

- Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
- Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
- Lender: Mechanics Bank

Financing Structure:

The Senior bonds will be privately placed with Mechanics Bank. During the construction phase, the bonds will have a term of 24 months and will carry a variable interest rate of approximately Libor + 2.25%. The Bonds will then convert to the permanent phase for 17 years. The projected true interest cost of the fixed rate loan under current market conditions is estimated to be 5.08%.

The Subordinate B bonds will be privately placed with AHLC Richmond, LP. The bonds will have a term of 40 years with a fixed 5% interest rate.

By using \$13,000,000 in CSCDA Bonds the Project is able to leverage an additional \$3,979,237 in other resources, for a ratio of 2.26 to 1.

Policy Compliance:

The Project complies with the following policies:

- CSCDA General Policies
- CSCDA Issuance Policies
- CDLAC's Qualified Residential Rental Program Requirements

Financing Approval:

Based on the overall public benefits as outlined in the California Debt Limit Allocation Committee resolution, as described on the attached Exhibit A, approval of the issuance of Bonds by the City of Richmond, and conformance to the CSCDA Issuance Policies, the Commission shall approve the Resolution as submitted to the Commission, which:

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

Attachments:

1. Original application
2. City of Richmond TEFRA Resolution
3. CDLAC Resolution

Applicant Information

Primary Contact E-mail: denisec@tpchousing.com

Name of Developer: **Pacific West Communities, Inc.**

TIN or EIN: **20-1657561**

Primary Contact

First Name: **Shellan**

Last Name: **Rodriguez**

Title: **Housing**

Address:

Street: **430 E. State Street**

Suite: **100**

City: **Eagle**

State: **Idaho**

Zip: **83616**

Phone: **208-461-0022**

Ext: **3033**

Fax: **208-461-3267**

Email: **shellanr@tpchousing.com**

Borrower Description:

☒ Same as developer ?

Name of Borrowing Entity: **Pacific West Communities, Inc.**

Type of Entity:

☒ For-profit Corporation

☐ Non-profit Corporation

☐ Partnership

☐ Other (specify)

☐ Will you be applying for State Volume Cap?

Date Organized: **9/24/2004**

No. of Multi-Family Housing Projects Completed in the Last 10 Years: **110**

No. of Low Income Multi-Family Housing Projects Completed in the Last 10 Years: **110**

Primary Billing Contact

Organization: **Pacific West Communities, Inc.**

First Name: **Shellan**

Last Name: **Rodriguez**

Title: **Housing**

Address

Street: **430 E. State Street**

Suite: **100**

City: **Eagle**

State: **Idaho**

Zip: **83616**

Phone: **208-461-0022**

Ext: **3033**

Fax: **208-461-3267**

Email: **shellanr@tpchousing.com**

Project Information

Project Information

Project Name: **Richmond Senior Apartments**

New Project Name(optional):

Facility Information

Facility #1

Facility Name: **Richmond Senior Apartments**

Facility Bond Amount: \$13,000,000.00

Project Address:

Street: **20 Harbour Way**

City: **Richmond**

State: **California**

Zip: **94804**

County: **Contra Costa**

Is Project located in an unincorporated part of the County? ☒ Y ☐ N

Total Number of Units:

Market:

Restricted: **62**

Total: **62**

Lot size: **40,280 s.f.**

Amenities:

community room, fitness room, great room, computer room , on site resident manager, manager's office, maintenance office, common laundry room, outdoor common areas, picnic/ bbq

Type of Construction (i.e., Wood Frame, 2 Story, 10 Buildings):

4 story, elevator, 1 building

Type of Housing:

☒ New Construction

☐ Acquisition/Rehab

Facility Use:

☐ Family

☒ Senior

Is this an Assisted Living Facility? ☐

Has the City or County in which the project is located been contacted? If so, please provide name, title, telephone number and e-mail address of the person contacted:

Name of Agency:

First Name: **Hector**

Last Name: **Lopez**

Title: **Senior Planner**

Phone: **510-620-6702**

Ext:

Fax:

Email: **hector_lopez@ci.richmond.ca.us**

Public Benefit Info:

Percentage of Units in Low Income Housing: **100**

Percentage of Area Median Income(AMI) for Low Income Housing Units: **60**

Total Number of Management Units: **4**

#	Bedrooms (Unit Size)	%AMI	No. of restricted units	Restricted rent	Market rent	Expected savings
1.	1 Bedroom					

Note: Restricted Rent must be least 10% lower than Market Rent and must be lower than the HUD Rent limit.

Government Information

Project/Facility is in:

Congressional District #:

State Senate District #:

State Assembly District #:

11

9

15

Financing Information

Financing Information

Maturity **40** Years

Interest Rate Mode:

☒ Fixed

☐ Variable

Type of Offering:

☐ Public Offering

☒ Private Placement

☐ New Construction

☐ Acquisition of Existing Facility

☐ Refunding

(Refunding only) Will you be applying for State Volume Cap? ☐ Yes ☐ No

Is this a transfer of property to a new owner? ☐ Yes ☐ No

Construction Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Permanent Financing:

☐ Credit Enhancement

☒ None

☐ Letter of Credit

☐ Other (specify)

Name of Credit Enhancement Provider or Private Placement Purchaser:

Expected Rating:

☒ Unrated

Moody's:

S&P:

Fitch:

Projected State Allocation Pool:

☒ General ☐ Mixed Income ☐ Rural

Will the project use Tax-Credit as a source of funding? ☒ Y ☐ N

Sources and Uses

Sources and Uses

Sources of Proceeds

Tax-Exempt Bond Proceeds:	<u>\$13,000,000.00</u>
Taxable Bond Proceeds:	<u>\$</u>
Tax Credits:	<u>\$1,334,913.00</u>
Developer Equity:	<u>\$</u>
Other Funds (Describe):	
Deferred Developer Fee	<u>\$1,960,683.00</u>
Deferred Costs	<u>\$259,681.00</u>
	<u>\$</u>
	<u>\$</u>
	<u>\$</u>
Total Sources:	<u>\$16,555,277.00</u>

Uses:

Land Acquisition:	<u>\$935,000.00</u>
Building Acquisition:	<u>\$</u>
Construction or Remodel:	<u>\$10,438,902.00</u>
Cost of Issuance:	<u>\$488,263.00</u>
Capitalized Interest:	<u>\$250,000.00</u>
Reserves:	<u>\$</u>
Other Uses (Describe):	
Architectural	<u>\$360,000.00</u>
Contractor Overhead & Profit	<u>\$1,202,220.00</u>
Developer Fee	<u>\$1,960,683.00</u>
Soft Costs	<u>\$920,209.00</u>
	<u>\$</u>
Total Uses:	<u>\$16,555,277.00</u>

Financing Team Information

Bond Counsel

Firm Name: Orrick, Herrington and Sutcliffe, LLP

Primary Contact

First Name: Justin

Last Name: Cooper

Title: Attorney

Address:

Street: 405 Howard Street, Orrick Building

Suite:

City: San Francisco

State: California

Zip: 94105-2669

Phone: 415-773-5908

Ext:

Fax: 415-773-5759

Email: jcooper@orrick.com

Bank/Underwriter/Bond Purchaser

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Financial Advisor

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

Rebate Analyst

Firm Name:

Primary Contact

First Name:

Last Name:

Title:

Address:

Street:

Suite:

City:

State:

Zip:

Phone:

Ext:

Fax:

Email:

RESOLUTION NO. 59-13

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RICHMOND
APPROVING THE ISSUANCE BY THE CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY OF MULTIFAMILY HOUSING REVENUE BONDS
FOR THE RICHMOND SENIOR APARTMENTS**

WHEREAS, the California Statewide Communities Development Authority (the "Authority") is authorized pursuant to the provisions of California Government Code Section 6500 et seq, and the terms of an Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the "Agreement"), among certain local agencies throughout the State of California, including the City of Richmond (the "City"), to issue revenue bonds in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code for the purpose of financing multifamily rental housing projects; and

WHEREAS, Pacific West Communities, Inc., or related entities, has requested that the Authority adopt a plan of financing providing for the issuance of multifamily housing revenue bonds (the "Bonds") in one or more series from time to time, and at no time to exceed \$15,000,000 in outstanding aggregate principal amount, to finance the acquisition, construction and development of a 62-unit senior multifamily rental housing project located at 20 Harbour Way, Richmond, California, generally known as Richmond Senior Apartments (the "Project") and operated by Buckingham Property Management; and

WHEREAS, the Bonds or a portion thereof will be "private activity bonds" for purposes of the Internal Revenue Code of 1986 (the "Code"); and

WHEREAS, pursuant to Section 147(f) of the Code, prior to their issuance, private activity bonds are required to be approved by the "applicable elected representative" of the governmental units on whose behalf such bonds are expected to be issued and by a governmental unit having jurisdiction over the entire area in which any facility financed by such bonds is to be located, after a public hearing held following reasonable public notice; and

WHEREAS, the members of this City Council (this "City Council") are the applicable elected representatives of the City; and

WHEREAS, there has been published, at least 14 days prior to the date hereof, in a newspaper of general circulation within the City, a notice that a public hearing regarding the Bonds would be held on a date specified in such notice; and

WHEREAS, such public hearing was conducted on such date, at which time an opportunity was provided to interested parties to present arguments both for and against the issuance of the Bonds, and

WHEREAS, the Authority is also requesting that the City Council approve the issuance of any refunding bonds hereafter issued by the Authority for the purpose of refinancing the Bonds which financed the Project (the "Refunding Bonds"), but only in such cases where federal tax laws would not require additional consideration of approval by the City Council; and

WHEREAS, it is intended that this resolution shall constitute the approval of the issuance of the Bonds required by Section 147(f) of the Code and Section 9 of the Agreement:

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF RICHMOND AS FOLLOWS:

Section 1. The above recitals are true and correct.

Section 2. The City Council hereby approves the issuance of the Bonds and the Refunding Bonds by the Authority. It is the purpose and intent of the City Council that this

resolution constitute approval of the Bonds for the purposes of (a) Section 147(f) of the Code and (b) Section 9 of the Agreement.

Section 3. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing approved hereby.

Section 4. The City Clerk shall forward a certified copy of this Resolution and a copy of the affidavit of publication of the hearing notice to:

Justin Cooper, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105

Section 5. This resolution shall take effect immediately upon its passage.

I certify that the foregoing resolution was passed and adopted by the Council of the City of Richmond at a regular meeting thereof held on June 18, 2013, by the following vote:

AYES: Councilmembers Bates, Beckles, Butt, Myrick, Rogers, Vice Mayor Boozé, and Mayor McLaughlin.

NOES: None.

ABSTENTIONS: None.

ABSENT: None.

DIANE HOLMES
CLERK OF THE CITY OF RICHMOND
(SEAL)

Approved:

GAYLE MCLAUGHLIN
Mayor

Approved as to form:

BRUCE GOODMILLER
City Attorney

State of California }
County of Contra Costa : ss.
City of Richmond }

Certified as a True Copy
DIANE HOLMES
CLERK OF THE CITY OF RICHMOND, CALIF
BY Shaula DeFor
DEPUTY

I certify that the foregoing is a true copy of Resolution No. 59-13, finally passed and adopted by the City Council of the City of Richmond at a regular meeting held on June 18, 2013.

RESOLUTION NO. 14-29
(QUALIFIED RESIDENTIAL RENTAL PROJECT)
EXHIBIT A

1. Applicant: California Statewide Communities Development Authority
2. Application No.: 14-032
3. Project Sponsor: Richmond Pacific Associates, LP (TPC Holdings V, LLC; Central Valley Coalition for Affordable Housing)
4. Project Management Co.: Barker Management, Inc.
5. Project Name: Harbour View Apartments
6. Type of Project: New Construction/Senior Citizens
7. Location: Richmond, CA
8. Private Placement Purchaser: Citibank, N.A.
9. The Private Placement Purchaser at the time of issuance will be the same as represented in the application.
10. Total Number of Units: 61 plus 1 manager unit
11. Total Number of Restricted Rental Units: 61
12. The term of the income and rental restrictions for the Project will be at least 55 years.
13. The Project will utilize Gross Rents as defined in Section 5170 of the Committee's Regulations.
Applicable
14. Income and Rental Restrictions:
For the entire term of the income and rental restrictions, the Project will have:

At least 7 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 50% or below of the Area Median Income.

At least 54 Qualified Residential units rented or held vacant for rental for persons or families whose income is at 60% or below of the Area Median Income.
15. For acquisition and rehabilitation projects, a minimum of \$10,000 in hard construction costs will be expended for each Project unit.
Not Applicable
16. A minimum of \$0,000 of public funds will be expended for the Project.
Not Applicable

RESOLUTION NO. 14-29

Exhibit A

Page 2 of 4

17. At a minimum, the financing for the Project shall include a Taxable Tail in the amount of \$0,000. Taxable debt may only be utilized for Project related expenses, not for the cost of issuance, for which the Project Sponsor could otherwise have used tax-exempt financing.
Not Applicable
18. If the Project received points for having large family units, for the entire term of the income and rental restrictions, the Project will have at least three-bedroom or larger units.
Not Applicable
19. For a period of ten (10) years after the Project is placed in use, the Project will provide to Project residents high-speed Internet or wireless (WiFi) service in each Project unit.
Not Applicable
20. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents an after school programs of an ongoing nature on-site or there must be an after school program available to Project residents within 1/4 mile of the Project. The programs shall include, but are not limited to: tutoring, mentoring, homework club, and art and recreation activities to be provided weekdays throughout the school year for at least 10 hours per week.
Not Applicable
21. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents instructor-led educational, health and wellness, or skill building classes. The classes shall include, but are not limited to: financial literacy, computer training, home-buyer education, GED, resume building, ESL, nutrition, exercise, health information/awareness, art, parenting, on-site food cultivation and preparation and smoking cessation. Classes shall be provided at a minimum of 84 hours per year (drop-in computer labs, monitoring and technical assistance shall not qualify) and be located within 1/4 mile of the Project.
Not Applicable
22. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents 20 hours or more per week of licensed childcare on-site or there must be 20 hours or more per week of licensed childcare available to Project residents within 1/4 mile of the Project.
Not Applicable
23. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents health and wellness services and programs within 1/4 mile of the Project. Such services and programs shall provide individualized support for tenants (not group classes) but need to be provided by licensed individuals or organizations. The services shall include, but are not limited to: visiting nurses programs, intergenerational visiting programs, and senior companion programs. Services shall be provided for a minimum of 100 hours per year.
Not Applicable
24. For a period of ten (10) years after the Project is placed in use, the Project will offer to Project residents a bona fide service coordinator. The responsibilities must include, but are not limited to: (a) providing tenants with information about available services in the community, (b) assisting tenants to access services through referral and advocacy, and (c) organizing community-building and/or enrichment activities for tenants (such as holiday events, tenant council, etc.)
Not Applicable
25. All projects that receive points for being a Federally Assisted At-Risk Project will renew all Section 8 HAP Contracts or equivalent Project-based subsidies for their full term, and will seek additional renewals, if available, throughout the Project's useful life.
Not Applicable
26. All projects that receive points for being a Federally Assisted At-Risk Project based on an expiring Low Income Housing Tax Credit Regulatory Agreement or Tax-Exempt Bond Regulatory Agreement shall have a plan in place to re-certify the incomes of the existing tenants and shall not cause involuntary displacement of any tenant whose income may exceed the Project's income limits.
Not Applicable

RESOLUTION NO. 14-29

Exhibit A

Page 3 of 4

27. Applicants shall meet the multiple sustainable building standards utilizing landscaping and construction materials which are compatible with the neighborhood in which the proposed project is to be located, and that the architectural design and construction materials will provide for low maintenance and durability, as well as be suited to the environmental conditions to which the project will be subjected:

Applicable

Section Waived:

<input type="checkbox"/>	Energy Efficiency
<input type="checkbox"/>	CALGreen Compliance
<input type="checkbox"/>	Landscaping
<input type="checkbox"/>	Roofs
<input type="checkbox"/>	Exterior Doors
<input type="checkbox"/>	Appliances
<input type="checkbox"/>	Window Coverings
<input type="checkbox"/>	Water Heater
<input type="checkbox"/>	Floor Coverings
<input type="checkbox"/>	Paint
<input type="checkbox"/>	Insulation

28. The project commits to becoming certified under any one of the following programs upon completion:

- | | | |
|----|--|-----------------------|
| a. | Leadership in Energy & Environmental Design (LEED) | Not Applicable |
| b. | Green Communities | Not Applicable |
| c. | GreenPoint Rated Multifamily Guidelines | Applicable |

29. The project is a New Construction or Adaptive Reuse Project exceeding the Standards of Title 24, Part 6, of the California Building Code by:

- | | | |
|----|-------|-----------------------|
| a. | 17.5% | Not Applicable |
| b. | 20% | Not Applicable |
| c. | 25% | Not Applicable |

30. The Project will exceed the minimum energy efficiency certification requirements for New Construction/ Adaptive Reuse:

- | | | |
|----|-------------------------|-----------------------|
| a. | LEED for Homes (Silver) | Not Applicable |
| b. | LEED for Homes (Gold) | Not Applicable |
| c. | Green Point Rated (100) | Not Applicable |
| d. | Green Point Rated (125) | Not Applicable |

31. The project is a Home Energy Rating System (HERS II) Rehabilitation Project that commits to improve energy efficiency above the current modeled energy consumption of the building(s) by:

- | | | |
|----|-----|-----------------------|
| a. | 15% | Not Applicable |
| b. | 20% | Not Applicable |
| c. | 25% | Not Applicable |
| d. | 30% | Not Applicable |

32. The project is a Rehabilitation Project that commits to developing, and/or managing the Project with the following Photovoltaic generation or solar energy:

- | | | |
|----|--|-----------------------|
| a. | Photovoltaic generation that offsets tenants loads | Not Applicable |
| b. | Photovoltaic generation that offsets 50% of common area load | Not Applicable |
| c. | Solar hot water for all tenants who have individual water meters | Not Applicable |

RESOLUTION NO. 14-29

Exhibit A

Page 4 of 4

33. The project will implement sustainable building management practices that include: 1) development of a percent-specific maintenance manual including replacement specifications and operating information on all energy and green building features; 2) Certification of building management staff in sustainable building operations per BPI Multifamily Building Operator or equivalent training program; and 3) Undertaking formal building systems commissioning, retro-commissioning or re-commissioning as appropriate (continuous commissioning is not required):

Not Applicable

34. The project will sub-meter centralized hot water systems for all tenants:

Not Applicable

RESOLUTION NO. 14H-___

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$13,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS HARBOUR VIEW APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS.

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

WHEREAS, Richmond Pacific Associates, a California Limited Partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue, sell, and deliver its (i) California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Harbour View Apartments Project) 2014 Series M (the “Senior Bonds”) and its (ii) California Statewide Communities Development Authority Multifamily Housing Revenue Bonds (Harbour View Apartments Project) 2014 Series M-S (Subordinate Series) (the “Subordinate Bonds” and, together with the Senior Bonds, the “Bonds”) to assist in the financing of the construction and development of a 62-unit multifamily housing rental development located in the City of Richmond, California, and generally known as Harbour View Apartments (the “Project”);

WHEREAS, on March 19, 2014, the Authority received an allocation in the amount of \$13,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the City of Richmond (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 \$13,000,000 aggregate principal amount of Bonds, provided that the portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low income persons;

WHEREAS, the Senior Bonds will be privately placed with Mechanics Bank (the “Bank”) and the Subordinate Bonds will be privately placed with AHLC Richmond, a California Limited Partnership (“AHLC”), as the initial purchasers of the Bonds, in accordance with the Authority’s private placement policy;

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

(1) Master Agency Agreement (the “Senior Bonds Agency Agreement”) to be entered into between the Authority and the Bank, as agent (the “Senior Bonds Agent”), relating to the Senior Bonds;

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

(3) Indenture of Trust (the “Subordinate Bonds Indenture”) to be entered into between the Authority and Wells Fargo Bank, National Association, as trustee (the “Trustee”), relating to the Subordinate Bonds;

(4) Financing Agreement (the “Subordinate Bonds Financing Agreement”) to be entered into among the Authority, the Borrower and the Trustee, relating to the Subordinate Bonds; and

(5) 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, the Senior Bonds Pledge and Assignment and the Subordinate Bonds 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 (Harbour View Apartments Project) 2014 Series M,” including, if and to the extent necessary, Senior Bonds in one or more sub-series and Subordinate Bonds in one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$13,000,000; 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 respective Senior Bonds Pledge and Assignment and Subordinate Bonds 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 respective Senior Bonds Pledge and Assignment and the Subordinate Bonds 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 respective Senior Bonds Pledge and Assignment and Subordinate Bonds Indenture, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a “Member”).

Section 3. The Senior Bonds Pledge and Assignment and the Subordinate Bonds Indenture in the respective forms presented at this meeting are hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 14R-4 of the Authority, adopted on February 6, 2014) (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 Senior Bonds Pledge and Assignment and the Subordinate Bond Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond July 1, 2059), 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 respective Senior Bond Pledge and Assignment and Subordinate Bonds Indenture as finally executed.

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

Section 5. The Subordinate Bonds Financing 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 Subordinate Bonds Financing 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 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 7. The Authority is hereby authorized to sell the Senior Bonds to the Bank pursuant to the terms of the Senior Bonds Pledge and Assignment and the Subordinate Bonds

to ALHC pursuant to the terms and conditions of the Subordinate Bonds Indenture.

Section 8. The Senior Bonds, when executed, shall be delivered to the Senior Bonds Agent for registration. The Senior Bonds Agent is hereby requested and directed to register the Senior Bonds by executing the certificate of registration appearing thereon, and to deliver the Senior Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Senior Bonds Agent. Such instructions shall provide for the delivery of the Senior Bonds to the purchasers thereof upon payment of the purchase price thereof.

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

Section 10. 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 any bond purchase or private placement agreements in substantially the same form and substance as bond purchase agreements previously approved by the Authority, any tax certificates, loan related documents, subordination or intercreditor agreements, any endorsement and/or assignment of deed of trust, any endorsement, allonge or assignment of any notes and such other documents as described in the Senior Bonds Pledge and Assignment and the Subordinate Bonds Indenture and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 11. 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 Senior Bonds Pledge and Assignment, the Subordinate Bonds Indenture and other documents approved herein.

Section 12. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this July 17, 2014.

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 July 17, 2014.

By _____
Authorized Signatory

Item VI

CaliforniaFIRST 2014 program expansion: (Staff: Caitlin Lanctot)

- a. Hold a Public Hearing on the program report for the proposed CaliforniaFIRST program covering the jurisdictions listed on Exhibit A of the Resolution of Intention No. 14R-18.
- b. Consideration of a Resolution confirming report relating to the financing of the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements.
- c. Consideration of a Resolution authorizing the issuance of limited obligation improvement bonds, approving and directing the execution of related documents and approving related documents and actions.
- d. Consideration of a Resolution authorizing the issuance of revenue bonds, approving and directing the execution of related documents and approving related documents and actions.
- e. Consideration of a Resolution rendering approval, and explaining review process, under California Environmental Quality Act for the CaliforniaFIRST Program.

SUMMARY AND RECOMMENDATIONS

DATE: JULY 17, 2014
PURPOSE: CALIFORNIAFIRST 2014 PROGRAM EXPANSION
CSCDA PROGRAM: CALIFORNIAFIRST – PROPERTY ASSESSED CLEAN ENERGY PROGRAM

Background:

The CaliforniaFIRST program has been established in 17 counties and 140 cities in California. Staff and Renewable Funding are in the process of forming the program in the rest of the state. As part of this expansion process, the CSCDA Commission adopted a Resolution of Intention (“ROI”) on April 17, 2014 to expand the CaliforniaFIRST program to the remaining 40 counties and all member cities within Los Angeles County; the jurisdictions that would be covered by the expansion program are listed on Exhibit A of the Resolution of Intention No. 14R-18 (the “Covered Jurisdictions”). The remaining steps in this expansion effort are (i) the public hearing and Commission actions summarized below and (ii) a judicial validation of the contractual assessments and related legal documents. Thereafter, the CaliforniaFIRST program will provide financing within any of the Covered Jurisdictions in which it is asked to do so by the relevant legislative body.

The ROI initiated the process for establishing the CaliforniaFIRST in the Covered Jurisdictions under Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California, which is commonly referred to as Assembly Bill 811. Specifically, the ROI set forth the Commission’s determination that the public interest will be served by the Program; directed creation of a report (the “Program Report”) that identifies the details of the Program (including a map of the boundaries for the each Program, a draft contract for Program participants, a financing plan for the Program, and a list of eligible improvements); and set the date for a public hearing to receive any public comment on the proposed Program report and for the Commission to confirm or modify the report.

It is requested that the Commission:

1. Hold a Public Hearing on the Program Report for the proposed CaliforniaFIRST program in the Covered Jurisdictions. The public hearing allows all persons who are present an opportunity to comment upon, object to, or present evidence with regard to the proposed expansion of the CaliforniaFIRST program, the extent of the proposed expansion area, the terms and conditions of the draft Assessment Contract, or the proposed financing provisions.
2. Consideration of a Resolution confirming report relating to the financing of the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements.
3. Consideration of a Resolution authorizing the issuance of limited obligation improvement bonds, approving and directing the execution of related documents and approving related documents and actions.
4. Consideration of a Resolution authorizing the issuance of revenue bonds, approving and directing the execution of related documents and approving related documents and actions.
5. Consideration of a Resolution rendering approval, and explaining review process, under California Environmental Quality Act for the CaliforniaFIRST Program.

Immediately following these approvals, staff will initiate a judicial validation action in the Sacramento Superior Court.

RESOLUTION NO. _____

**RESOLUTION CONFIRMING REPORT RELATING TO THE FINANCING OF
THE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE
ENERGY SOURCES AND ENERGY EFFICIENCY AND WATER EFFICIENCY
IMPROVEMENTS AND APPROVING AND ORDERING OTHER RELATED
MATTERS**

2014 PROGRAM EXPANSION

WHEREAS, the California Statewide Communities Development Authority ("California Communities") is authorized under the authority granted California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California ("Chapter 29") to levy contractual assessments to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property ("Authorized Improvements"); and

WHEREAS, Chapter 29 authorizes California Communities to enter into contractual assessments to finance the installation of Authorized Improvements in the counties listed at Schedule I (each, a "County") and the cities in Los Angeles County listed at Schedule II (each, a "City in Los Angeles County"; together with the Counties, the "Covered Jurisdictions"); and

WHEREAS, California Communities has previously established the CaliforniaFIRST Program in 17 counties of the State of California, and the Covered Jurisdictions represent the remainder of California Communities' county-members and the cities in Los Angeles County that are members of California Communities (Los Angeles County is not currently a member of California Communities); and

WHEREAS, on April 17, 2014, pursuant to Resolution No. 14R-18 (the "Resolution of Intention"), California Communities declared its intention to establish a CaliforniaFIRST program in the Covered Jurisdictions, pursuant to which California Communities would enter into contractual assessments to finance the installation of Authorized Improvements in the Covered Jurisdictions; and

WHEREAS, prior to entering into contractual assessments to finance the installation of Authorized Improvements with the owner of any property that is located within a Covered Jurisdiction, California Communities intends to require certain prior consent in:

(i) the unincorporated territory of each County, the board of supervisors must adopt an authorizing resolution in compliance with applicable law;

(ii) the incorporated territory of a city located within a County, the legislative body of the city must adopt an authorizing resolution in compliance with applicable law; and

(iii) a City in Los Angeles County, the legislative body of the City in Los Angeles County must adopt an authorizing resolution in compliance with applicable law; and

WHEREAS, the Resolution of Intention ordered the Program Manager for the CaliforniaFIRST program to prepare and file with the Commission a report (the "Report") addressing all of the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a draft agreement (the "Agreement") between the Authority and property owners participating in the CaliforniaFIRST program providing for payment of contractual assessments; and

WHEREAS, the Report is on file with the Secretary of the Commission and contains all the matters required by Sections 5898.22 and 5898.23 of Chapter 29; and

WHEREAS, the Resolution of Intention ordered a public hearing to be held on this date for the purposes of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of each Covered Jurisdiction or any of the CaliforniaFIRST program's particulars; and

WHEREAS, as required by Section 5898.24 of Chapter 29 and the Resolution of Intention, California Communities caused publication of a notice of public hearing for the purpose of allowing interested persons to object to or inquire about the proposed CaliforniaFIRST program within the boundaries of each Covered Jurisdiction or any of the CaliforniaFIRST program's particulars; and

WHEREAS, on this date, California Communities held a noticed public hearing as required by Chapter 29 at which the Report was summarized and all persons who were present were given an opportunity to comment upon, object to, or present evidence with regard to the proposed CaliforniaFIRST program within the boundaries of each Covered Jurisdiction, the extent of the area proposed to be included within the CaliforniaFIRST program, the terms and conditions of the draft Agreement attached as an exhibit to the Report, and the proposed financing provisions; and

WHEREAS, as required by Section 5898.24 of Chapter 29, the Secretary, on behalf of the Commission, provided written notice of the proposed CaliforniaFIRST program within the boundaries of each Covered Jurisdiction to all water or electric providers within the boundaries of the Covered Jurisdiction not less than 60 days prior to this date;

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

1. The above recitals are true and correct.
2. The provisions of the Resolution of Intention are hereby incorporated in this Resolution by this reference.
3. The Report and the component parts thereof, including each exhibit incorporated by reference in the Report, is hereby approved and confirmed. The Program Manager for the CaliforniaFIRST program is hereby authorized to make such changes to the matters addressed by the Report, including but not limited to the list of Authorized Improvements, draft Agreement and plan for financing installation of the Authorized Improvements, as such Program Manager determines are appropriate in connection with implementation of the CaliforniaFIRST program within the boundaries of each Covered Jurisdiction.

4. California Communities hereby establishes the CaliforniaFIRST program within the boundaries of each Covered Jurisdiction and orders its implementation consistent with the provisions of the Report and Section 3 of this Resolution.

5. California Communities hereby approves the form of Agreement attached to the Report, with such additions thereto and changes therein as any Authorized Signatory of California Communities (as designated by a current resolution of the Commission), in consultation with bond counsel and general counsel to California Communities, deems necessary, desirable or appropriate, the execution of which by an Authorized Signatory shall be conclusive evidence of the approval of any such additions and changes. An Authorized Signatory is hereby authorized and directed to execute Agreements with property owners in order to provide for the levy of contractual assessments to finance installation of Authorized Improvements. California Communities hereby authorizes the performance by California Communities of its obligations under such Agreements.

6. California Communities hereby orders that the Authorized Improvements identified in the Agreements be made and confirms the contractual assessments to finance installation of the Authorized Improvements to be levied by the Agreements.

7. In connection with execution of an Agreement with a property owner participating in the CaliforniaFIRST program, the Secretary is hereby directed to cause to be recorded in the office of the County Recorder for each Covered Jurisdiction the various notices and other documents required by Chapter 29 and other applicable laws.

8. The Program Manager is hereby authorized and directed to prepare the auditor's record for the CaliforniaFIRST program within the boundaries of each Covered Jurisdiction and transmit the auditor's record to the County Auditor for each Covered Jurisdiction.

9. All actions heretofore taken by the officers and agents of California Communities with respect to the matters contemplated by this Resolution and the Report are hereby approved, confirmed and ratified, and the proper officers of California Communities, including an Authorized Signatory, are hereby authorized, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, assignments, notes and other documents that they, or any of them, may deem necessary or advisable in order to consummate the matters contemplated by this Resolution and the Report.

10. In order to provide for the efficient and economic financing of the installation of Authorized Improvements, the Commission hereby creates (i) a "Residential Pool," in which properties (most of which shall be residential) shall be placed from time to time by the Program Manager and (ii) a "Non-Residential Pool," in which properties (most of which shall be non-residential) shall be placed from time to time by the Program Manager. By separate resolutions, the Commission will authorize (i) the issuance of limited obligation improvement bonds secured by contractual assessments in the Residential Pool only, (ii) the issuance of limited obligation improvement bonds secured by contractual assessments in the Non-Residential Pool only and (iii) the issuance of limited obligation improvement bonds secured by contractual assessments levied on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool.

11. This Resolution shall take effect immediately upon its adoption.

* * * * *

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

SCHEDULE I

LIST OF COUNTIES

Alpine	Mono
Amador	Nevada
Butte	Orange
Calaveras	Placer
Colusa	Plumas
Contra Costa	Riverside
Del Norte	San Bernardino
El Dorado	San Francisco
Glenn	San Joaquin
Humboldt	Santa Barbara
Imperial	Shasta
Inyo	Sierra
Kings	Siskiyou
Lake	Sonoma
Lassen	Stanislaus
Madera	Sutter
Mariposa	Tehama
Mendocino	Trinity
Merced	Tuolumne
Modoc	Yuba

SCHEDULE II

LIST OF CITIES WITHIN LOS ANGELES COUNTY

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

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING ISSUANCE OF LIMITED OBLIGATION
IMPROVEMENT BONDS, APPROVING AND DIRECTING THE EXECUTION
OF RELATED DOCUMENTS AND APPROVING RELATED DOCUMENTS
AND ACTIONS**

2014 PROGRAM EXPANSION

WHEREAS, this Commission has conducted proceedings under Resolution No. 14R-18, entitled "Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements" (the "Resolution of Intention"), which this Commission adopted on April 17, 2014, under Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (the "Act"), to authorize the levy of contractual assessments to finance the installation of distributed generation renewable energy sources, and energy efficiency and water efficiency improvements that are permanently fixed to real property (the "Authorized Improvements"), all as described therein; and

WHEREAS, as a result of its proceedings and under a resolution adopted on the date hereof, entitled "Resolution Confirming Report Relating to the Financing of Installation of Distributed Generation Renewable Energy Sources, and Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters" (the "Resolution Confirming Report"), the Authority has established the CaliforniaFIRST Program in the counties listed at Schedule I (each, a "County") and the cities in Los Angeles County listed at Schedule II (each, a "City in Los Angeles County"; together with the Counties, the "Covered Jurisdictions"); and

WHEREAS, prior to establishing the CaliforniaFIRST Program in the Covered Jurisdictions, California Communities established the CaliforniaFIRST Program in 17 counties of the State of California (the "Initial 17 Counties"), and the Covered Jurisdictions represent the remainder of California Communities' county-members and the cities in Los Angeles County that are members of California Communities (Los Angeles County is not currently a member of California Communities); and

WHEREAS, prior to entering into contractual assessments to finance the installation of Authorized Improvements with the owner of any property that is located within a Covered Jurisdiction, California Communities requires certain prior consent in:

- (i) the unincorporated territory of each County, the board of supervisors must adopt an authorizing resolution in compliance with applicable law;
- (ii) the incorporated territory of a city located within a County, the legislative body of the city must adopt an authorizing resolution in compliance with applicable law; and
- (iii) a City in Los Angeles County, the legislative body of the City in Los Angeles County must adopt an authorizing resolution in compliance with applicable law; and

WHEREAS, pursuant to the Act and the Resolution Confirming Report, (i) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the Covered Jurisdictions that the Authority has placed into a

“residential pool” of properties (the “Residential Pool”), (ii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on parcels in the Covered Jurisdictions that the Authority has placed into a “non-residential pool” of properties (the “Non-Residential Pool”) and (iii) the Authority is authorized to enter into contractual assessments to finance the installation of Authorized Improvements on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool (the “Non-Pooled Properties”); and

WHEREAS, pursuant to the Resolution of Intention, this Commission has provided for the issuance of one or more series of improvement bonds pursuant to the Improvement Bond Act of 1915, Division 10 of the Streets and Highways Code of the State of California (the “Bond Law”); and

WHEREAS, there have been submitted to this Commission certain documents providing for the issuance of improvement bonds to be designated “California Statewide Communities Development Authority California FIRST Limited Obligation Improvement Bonds” (the “Residential Pool Bonds”), and the use of the proceeds of those Residential Pool Bonds to finance the installation of Authorized Improvements on properties in the Residential Pool, and this Commission, with the aid of its staff, has reviewed those documents and found them to be in proper order; and

WHEREAS, the Authority established CaliforniaFIRST Programs in the Initial 17 Counties in order to finance the installation of Authorized Improvements on properties that the Authority has placed into a “residential pool” of properties for those counties; and

WHEREAS, in order to provide for a more economic and efficient financing of the installation of Authorized Improvements on properties in the residential pools throughout the State, including the Residential Pool in the Covered Jurisdictions, the Authority has provided for the issuance of one or more series of revenue bonds (“Residential Pool Revenue Bonds”), the proceeds of which will be used by the Authority to acquire bonds (including the Residential Pool Bonds) issued with respect to the residential pools of CaliforniaFIRST Programs throughout the State; and

WHEREAS, the documents providing for the issuance of improvement bonds to be designated “California Statewide Communities Development Authority, California FIRST (Non-Residential Pool) Limited Obligation Improvement Bonds” (the “Non-Residential Pool Bonds”), and the use of the proceeds of those Non-Residential Pool Bonds to finance the installation of Authorized Improvements on properties in the Non-Residential Pool would be substantially similar in form and substance to those for the Residential Pool Bonds, with the primary difference being the designation of the pool of participating properties; and

WHEREAS, the Authority established CaliforniaFIRST Programs in the Initial 17 Counties in order to finance the installation of Authorized Improvements on properties that the Authority has placed into a “non-residential pool” of properties for those counties; and

WHEREAS, in order to provide for a more economic and efficient financing of the installation of Authorized Improvements on properties in the non-residential pools throughout the State, including the Non-Residential Pool in the Covered Jurisdictions, the Authority has provided for the issuance of one or more series of revenue bonds (“Non-Residential Pool Revenue Bonds”), the proceeds of which will be used by the Authority to acquire bonds (including the Non-Residential Pool Bonds) issued with respect to the non-residential pools of CaliforniaFIRST Programs throughout the State; and

WHEREAS, there have been submitted to this Commission certain documents providing for the issuance of improvement bonds to be designated "California Statewide Communities Development Authority California FIRST Limited Obligation Improvement Bonds" (the "Non-Pooled Bonds"), and the use of the proceeds of those Non-Pooled Bonds to finance the installation of Authorized Improvements on Non-Pooled Properties, and this Commission, with the aid of its staff, has reviewed those documents and found them to be in proper order; and

WHEREAS, the Authority established CaliforniaFIRST Programs in the Initial 17 Counties in order to finance the installation of Authorized Improvements on one or more individual parcels that have not been placed in either the non-residential pool or the residential pool in those counties; and

WHEREAS, in order to provide for a more economic and efficient financing of the installation of Authorized Improvements on those parcels that have not been placed in either a residential pool or a non-residential pool throughout the State, including the Non-Pooled Properties in the Covered Jurisdictions, the Authority has provided for the issuance of one or more series of revenue bonds ("Non-Pooled Property Revenue Bonds"), the proceeds of which will be used by the Authority to acquire bonds (including the Non-Pooled Bonds) issued with respect to the non-pooled properties of CaliforniaFIRST Programs throughout the State; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Residential Pool Bonds, the Non-Residential Pool Bonds and the Non-Pooled Bonds (collectively, the "Bonds"), exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act and the Bond Law;

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

1. The Commission hereby authorizes the issuance of one or more series of the Bonds under and pursuant to the Act and the Bond Law.

2. The Residential Pool Bonds and Non-Residential Pool Bonds shall each be issued pursuant to a Master Indenture (the "Pooled Master Indenture"), as supplemented by one or more Supplemental Indentures (each, a "Pooled Supplemental Indenture;" collectively with the Pooled Master Indenture, the "Pooled Indenture"), between the Authority and a corporate bank trustee (the "Trustee").

3. With respect to each of the Residential Pool Bonds and the Non-Residential Pool Bonds, the Commission hereby approves the Pooled Master Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of the Pooled Master Indenture for and in the name of the Authority for each of the Residential Pool Bonds and Non-Residential Pool Bonds. The Commission hereby authorizes the delivery and performance of the Pooled Master Indenture for each of the Residential Pool Bonds and the Non-Residential Pool Bonds.

4. The Commission hereby approves the form of the Pooled Supplemental Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory, and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or

additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of each Pooled Supplemental Indenture for and in the name of the Authority for each of the Residential Pool Bonds and the Non-Residential Pool Bonds. The Commission hereby authorizes the delivery and performance of each Pooled Supplemental Indenture for each of the Residential Pool Bonds and the Non-Residential Pool Bonds.

5. Each series of Non-Pooled Bonds shall be issued pursuant to a separate Indenture (each, a "Non-Pooled Indenture"), between the Authority and the Trustee. The Commission hereby approves the form of the Non-Pooled Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. The Commission hereby authorizes and directs an Authorized Signatory to execute the final form of the Non-Pooled Indenture for and in the name of the Authority for each series of Non-Pooled Bonds. The Commission hereby authorizes the delivery and performance of the Non-Pooled Indenture for each series of Non-Pooled Bonds.

6. Each Authorized Signatory of the Authority 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, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the issuance and sale of the Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to the establishment of the CaliforniaFIRST Program and the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

7. The Commission hereby finds that adoption of this Resolution is not a "project" under the California Environmental Quality Act, because the Resolution does not involve any commitment to a specific project which may result in a potentially significant physical impact on the environment, as contemplated by Title 14, California Code of Regulations, Section 15378(b)(4)).

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide
Communities Development

Authority

SCHEDULE I

LIST OF COUNTIES

Alpine	Mono
Amador	Nevada
Butte	Orange
Calaveras	Placer
Colusa	Plumas
Contra Costa	Riverside
Del Norte	San Bernardino
El Dorado	San Francisco
Glenn	San Joaquin
Humboldt	Santa Barbara
Imperial	Shasta
Inyo	Sierra
Kings	Siskiyou
Lake	Sonoma
Lassen	Stanislaus
Madera	Sutter
Mariposa	Tehama
Mendocino	Trinity
Merced	Tuolumne
Modoc	Yuba

SCHEDULE II

LIST OF CITIES WITHIN LOS ANGELES COUNTY

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

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING ISSUANCE OF REVENUE BONDS,
APPROVING AND DIRECTING THE EXECUTION OF RELATED
DOCUMENTS AND APPROVING RELATED DOCUMENTS AND ACTIONS**

WHEREAS, the Authority is a joint exercise of powers authority duly organized and existing under the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), and is authorized pursuant to Article 4 of the Act (the "Bond Law") to borrow money for the purpose of financing the acquisition of bonds, notes and other obligations to provide financing or refinancing for public capital improvements of local agencies within the State of California; and

WHEREAS, the Authority is authorized to act under Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (the "Program Law") to establish programs to finance the installation of distributed generation renewable energy, energy efficiency and water efficiency improvements (the "Authorized Improvements"), which improvements the Authority is authorized to finance pursuant to Section 6546 of the Act; and

WHEREAS, the Authority previously established CaliforniaFIRST programs under the Program Law in 17 counties of the State (the "Initial Programs");

WHEREAS, the Authority has undertaken proceedings pursuant to the Program Law in the additional counties listed at Schedule I and the cities in Los Angeles County listed at Schedule II (the "Additional Programs," and collectively with the Initial Programs, the "Programs") that, like the Initial Programs, would finance the installation of Authorized Improvements on (i) properties that the Authority has placed into a "residential pool" of properties for those Programs (collectively, the "Residential Pool"), (ii) properties that the Authority has placed into a "non-residential pool" of properties for those Programs (collectively, the "Non-Residential Pool") and (iii) properties that the Authority has not placed into either the Residential Pool or the Non-Residential Pool (the "Non-Pooled Properties"); and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more series of local obligation bonds (the "Residential Pool Assessment Bonds") for the purposes of financing the installation of Authorized Improvements on properties in the Residential Pool; and

WHEREAS, in order to issue and sell the Residential Pool Assessment Bonds and finance the installation of Authorized Improvements on properties in the Residential Pool in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Residential Pool), in one or more series (the "Residential Pool Revenue Bonds"), all pursuant to and secured by an Indenture (as defined below) in the manner provided herein, for the purpose of providing the funds required to acquire the Residential Pool Assessment Bonds; and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more series of local obligation bonds (the "Non-Residential Pool Assessment Bonds") for the

purposes of financing the installation of Authorized Improvements on properties in the Non-Residential Pool; and

WHEREAS, in order to issue and sell the Non-Residential Pool Assessment Bonds and to finance the installation of Authorized Improvements on properties in the Non-Residential Pool in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Non-Residential Pool), in one or more series (the "Non-Residential Pool Revenue Bonds"), all pursuant to and secured by an Indenture in the manner provided herein, for the purpose of providing the funds required to acquire the Non-Residential Pool Assessment Bonds; and

WHEREAS, this Commission has conducted proceedings in connection with the Additional Programs (as it did with the Initial Programs) authorizing the issuance of one or more series of local obligation bonds (the "Non-Pooled Assessment Bonds"; together with the Residential Pool Assessment Bonds and the Non-Residential Pool Assessment Bonds, the "Assessment Bonds") for the purposes of financing the installation of Authorized Improvements on Non-Pooled Properties; and

WHEREAS, in order to issue and sell the Non-Pooled Assessment Bonds and to finance the installation of Authorized Improvements on the Non-Pooled Properties in a more efficient and economic manner, the Authority has determined (as it did with the Initial Programs) to issue its California Statewide Communities Development Authority Assessment Revenue Bonds (Non-Pooled Properties), in one or more series (the "Non-Pooled Revenue Bonds"), all pursuant to and secured by an Indenture in the manner provided herein, for the purpose of providing the funds required to acquire the Non-Pooled Assessment Bonds;

WHEREAS, the Commission authorized all proceedings relating to the issuance of the Residential Pool Revenue Bonds, the Non-Residential Pool Revenue Bonds and the Non-Pooled Revenue Bonds (collectively, the "Revenue Bonds") in connection with the Initial Programs pursuant to its Resolution No. 10R-43, adopted on March 10, 2010, or Resolution No. 13R-27, adopted on October 24, 2013, as applicable; and

WHEREAS, the Commission of the Authority wishes at this time to authorize all proceedings relating to the issuance of the Revenue Bonds in connection with the Additional Programs, and any additional CaliforniaFIRST programs that the Authority determines to establish in the future (the "Future Programs"), to acquire the applicable Assessment Bonds, and to approve the execution and delivery of all agreements and documents relating thereto; and

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

1. Pursuant to the Bond Law, the Commission hereby finds and determines that the issuance of the Revenue Bonds will result in savings in effective interest rates, bond underwriting costs and bond issuance costs and thereby result in significant public benefits within the contemplation of Section 6586 of the Bond Law.

2. The Commission hereby authorizes the issuance of one or more series of the Revenue Bonds under and pursuant to the Bond Law. The Revenue Bonds shall be issued pursuant to a Master Revenue Bond Indenture (the "Master Indenture"), as supplemented by one or more Supplemental Revenue Bond Indentures (each, a "Supplemental Indenture;")

collectively with the Master Indenture, the "Indenture"), between the Authority and a corporate bank trustee (the "Trustee").

3. With respect to the Revenue Bonds, the Commission hereby approves the Master Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of the Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. With respect to the Revenue Bonds, the Commission hereby authorizes and directs an Authorized Signatory to execute the final form of the Master Indenture for and in the name of the Authority. With respect to the Revenue Bonds, the Commission hereby authorizes the delivery and performance of the Master Indenture.

4. With respect to the Revenue Bonds, the Commission hereby approves the form of the Supplemental Indenture in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory, and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. With respect to Revenue Bonds, the Commission hereby authorizes and directs an Authorized Signatory to execute the final form of each Supplemental Indenture for and in the name of the Authority. With respect to the Revenue Bonds, the Commission hereby authorizes the delivery and performance of each Supplemental Indenture.

5. No Revenue Bonds shall be issued until such time as the conditions for issuance of Revenue Bonds set forth in the Master Indenture have been satisfied.

6. With respect to the Revenue Bonds, the Commission hereby authorizes an Authorized Signatory, in consultation with the Authority's general counsel and its bond counsel, to initiate and prosecute judicial validation proceedings with respect to the Master Indenture; the Supplemental Indenture; the Revenue Bonds and related Assessment Bonds; and all related matters pursuant to Code of Civil Procedure Section 860.

7. Each Authorized Signatory of the Commission 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, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which such Authorized Signatory may deem necessary or advisable in order to consummate the issuance and sale of the Revenue Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to sale and issuance of the Revenue Bonds are hereby approved, confirmed and ratified.

8. The Commission hereby finds that adoption of this Resolution is not a "project" under the California Environmental Quality Act, because the Resolution does not involve any commitment to a specific project which may result in a potentially significant physical impact on the environment, as contemplated by Title 14, California Code of Regulations, Section 15378(b)(4)).

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

SCHEDULE I

LIST OF COUNTIES

Alpine	Mono
Amador	Nevada
Butte	Orange
Calaveras	Placer
Colusa	Plumas
Contra Costa	Riverside
Del Norte	San Bernardino
El Dorado	San Francisco
Glenn	San Joaquin
Humboldt	Santa Barbara
Imperial	Shasta
Inyo	Sierra
Kings	Siskiyou
Lake	Sonoma
Lassen	Stanislaus
Madera	Sutter
Mariposa	Tehama
Mendocino	Trinity
Merced	Tuolumne
Modoc	Yuba

SCHEDULE II

LIST OF CITIES WITHIN LOS ANGELES COUNTY

Agoura Hills	Gardena	Paramount
Alhambra	Glendale	Pasadena
Arcadia	Glendora	Pico Rivera
Artesia	Hawaiian Gardens	Pomona
Avalon	Hawthorne	Rancho Palos Verdes
Azusa	Hermosa Beach	Redondo Beach
Baldwin Park	Huntington Park	Rolling Hills Estates
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Cudahy	Monrovia	Walnut
Culver City	Montebello	West Covina
Downey	Monterey Park	West Hollywood
Duarte	Norwalk	Westlake Village
El Monte	Palmdale	Whittier
El Segundo	Palos Verdes Estates	

RESOLUTION NO. _____

**RESOLUTION RENDERING APPROVAL, AND EXPLAINING REVIEW PROCESS,
UNDER CALIFORNIA ENVIRONMENTAL QUALITY ACT
FOR THE CALIFORNIAFIRST PROGRAM**

2014 PROGRAM EXPANSION

WHEREAS, the California Statewide Communities Development Authority ("California Communities") is authorized under the authority granted to California Communities pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (beginning with Section 6500) in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (beginning with Section 589810) ("Chapter 29") to levy contractual assessments to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property ("Authorized Improvements"); and

WHEREAS, Chapter 29 authorizes California Communities to enter into contractual assessments to finance the installation of Authorized Improvements in the counties listed at Schedule I (each, a "County") and the cities in Los Angeles County listed at Schedule II (together with the Counties, the "Covered Jurisdictions"); and

WHEREAS, California Communities has previously established the CaliforniaFIRST program in 17 counties of the State of California, and the Covered Jurisdictions represent the remainder of California Communities' county-members and the cities in Los Angeles County that are members of California Communities (Los Angeles County is not currently a member of California Communities); and

WHEREAS, on April 17, 2014, pursuant to Resolution No. 14R-18 (the "Resolution of Intention"), California Communities declared its intention to establish a CaliforniaFIRST program in the Covered Jurisdictions, pursuant to which California Communities would enter into contractual assessments to finance the installation of Authorized Improvements in the Covered Jurisdictions; and

WHEREAS, the Resolution of Intention ordered the Program Manager for the CaliforniaFIRST program to prepare and file with this Commission a report (the "Report") addressing all the matters set forth in Sections 5898.22 and 5898.23 of Chapter 29, including a form of agreement (the "Agreement") to be entered into between the Authority and any property owner participating in the CaliforniaFIRST program and that provides for payment of contractual assessments; and

WHEREAS, the Report includes as Exhibit C thereto an initial list of Authorized Improvements (which is subject to revision by publication of an updated list in the Program Handbook); and

WHEREAS, on the date hereof, after holding the duly noticed public hearing, this Commission adopted a resolution entitled "Resolution Confirming Report Relating to the Financing of the Installation of Distributed Generation Renewable Energy Sources and Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related

Matters” (the “Resolution Confirming Report”), pursuant to which this Commission confirmed the Report for the Covered Jurisdictions and established a CaliforniaFIRST program within the boundaries of the each Covered Jurisdiction, among other actions; and

WHEREAS, the California Environmental Quality Act (“CEQA”) requires that a public agency consider the environmental impacts of a “project” (for purposes of CEQA) for which it issues a discretionary approval, and the approval (“CEQA Approval”) may consist of (i) a determination that the project is exempt or otherwise not subject to CEQA, (ii) a determination of no significant impact (a negative declaration), (iii) a determination of no significant impact based upon mitigation measures (a mitigated negative declaration), or (iv) the review and approval of the findings of an environmental impact report that assesses and approves environmental impacts, but may include limitations and requirements applicable to the project; and

WHEREAS, California Communities has been advised by its counsel that the CaliforniaFIRST program, or the financing of any individual project through the CaliforniaFIRST program (each, a “Program Project”), may constitute a “project” under CEQA; and

WHEREAS, California Communities has considered the environmental impacts of the the CaliforniaFIRST program and wishes to render its CEQA Approval based on its findings; and

WHEREAS, California Communities also wishes to articulate its procedures for CEQA compliance in connection with the financing of each Program Project;

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

1. Under CEQA Guideline Section 15378(b)(4), the CaliforniaFIRST program is not a project for purposes of CEQA because it is a government funding mechanism or other government fiscal activity that does not involve any commitment to any specific project that may result in a potentially significant physical impact on the environment. Any project or activity approved or funded under the CaliforniaFIRST program may be modified or not implemented at all depending upon a number of factors, including CEQA environmental review.

2. California Communities will comply with CEQA in its implementation of the CaliforniaFIRST program (including the approval of financing for each Program Project) by adhering to the following procedures:

Step 1. During the application review process for each Program Project, the staff of California Communities, or the staff’s designees, will evaluate the facts submitted by the property owner applicants in the application materials and will complete the CEQA Approval Class Checklist (“Checklist”) (attached to this Resolution as Exhibit A) in order to designate the proper CEQA classification for each Program Project. Each Program Project will be classified as a “Class A Project,” “Class B Project” or “Class C Project.”

A “Class A Project” is a project that will not result in a direct or reasonably foreseeable indirect physical change in the environment and are, therefore, not a “project” for purposes of CEQA. 14 Cal. Code Regs. § 15060(c)(2).

A "Class B Project" is a project that meets any one of the criteria listed at Step 2 of the Checklist, which shows that it is exempt from CEQA or it has been determined by California Communities to have no potential significant environmental impacts.

A "Class C Project" is a project that qualifies neither as a Class A Project or Class B Project.

Attached to this Resolution as Exhibit B is a chart showing the (i) Authorized Improvements that California Communities has concluded are Class A Projects and (ii) Authorized Improvements that California Communities has concluded should be reviewed pursuant to the Checklist to determine if they constitute Class B Projects or Class C Projects.

Step 2. For each Program Project, California Communities will take one of the following actions based on the Program Project's classification:

a. Class A Projects. California Communities will complete the Checklist for any Program Project that is classified as a Class A Project, and California Communities will undertake no environmental review.

b. Class B Projects. A Program Project that is classified as a Class B Project will proceed through the application process with no additional CEQA or environmental review on the basis that the evidence on the record supports a determination that either (i) there is no possibility that the Program Project may have a significant effect on the environment and, therefore, the Program Project meets the common sense exemption (14 Cal. Code Regs. § 15061(b)(3)) or (ii) the Program Project is exempt from CEQA pursuant to the existing facilities categorical exemption (14 Cal. Code Reg. § 15301).

c. Class C Projects. California Communities will undertake an individual review and evaluation of each Program Project that it classifies as a Class C Project. If California Communities thereafter determines that it is required to comply with CEQA with respect to a Program Project, California Communities will comply with CEQA at that time, but only if the property owner applicant agrees to pay the costs incurred by California Communities or if another source of funds is available to California Communities for that purpose.

Step 3. California Communities will file a Notice of Exemption for each Program Project that California Communities determines is exempt from CEQA if the Program Manager determines it is prudent to do so.

3. The Program Manager is hereby directed to file a Notice of Exemption for the CaliforniaFIRST program in each Covered Jurisdiction in substantially the form of Exhibit C.

4. All actions heretofore taken by the officers and agents of California Communities with respect to the matters contemplated by this Resolution are hereby approved, confirmed and ratified, and the officers of California Communities are hereby authorized and directed, for and in the name and on behalf of California Communities, to do any and all things and take any and all actions consistent with the purposes of this Resolution.

5. This Resolution shall take effect immediately upon its adoption.

* * * * *

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of California Communities at a duly called meeting of the Commission of California Communities held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

SCHEDULE I

LIST OF COUNTIES

Alpine	Mono
Amador	Nevada
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Glenn	San Joaquin
Humboldt	Santa Barbara
Imperial	Shasta
Inyo	Sierra
Kings	Siskiyou
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Lassen	Stanislaus
Madera	Sutter
Mariposa	Tehama
Mendocino	Trinity
Merced	Tuolumne
Modoc	Yuba

SCHEDULE II

LIST OF CITIES WITHIN LOS ANGELES COUNTY

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

EXHIBIT A

[CEQA Approval Class Checklist]

CEQA Approval Class Checklist

STEP 1:

If the Project is listed as a Class A Project in the Authority's CEQA Resolution, no environmental review is required because the Project will not result in direct or reasonably foreseeable indirect physical change in the environment and is therefore not a "project" for purposes of CEQA. Class A Projects may proceed with the application process with no further Checklist or environmental reviews.

STEP 2:

Any Project meeting one or more of the following descriptions based on the information provided by the applicant or otherwise included in the record for the Project's classification will be a Class B Project and not require any additional environmental review because it is exempt from CEQA pursuant to the existing facilities categorical exemption (14 Cal. Code Reg. § 15301) or the common sense exemption (14 Cal. Code Regs. § 15061(b)(3)).

<u>YES</u>	<u>NO</u>	<u>DESCRIPTION</u>
<hr/>	<hr/>	The Project involves negligible or no expansion of use and consists of interior or exterior alterations involving things such as interior partitions, plumbing, and electrical conveyances.
<hr/>	<hr/>	The Project involves negligible or no expansion of use and consists of additions to existing structures and that addition will not result in an increase of more than 50 percent of the floor area or 2,500 square feet (whichever is less).
<hr/>	<hr/>	The Project involves negligible or no expansion of use and consists of the installation of solar panels on existing residential, commercial, or industrial buildings.
<hr/>	<hr/>	Based on a factual evaluation of the proposed activities, there is evidence in the record that supports a determination that there is no possibility that the activity in question may have a significant effect on the environment.

If any of the above Step 2 responses are "Yes," proceed to Step 3 below. If none of the above Step 2 responses are "Yes," then the Project must be designated as a Class C Project and proceed with an individual CEQA environmental review.

STEP 3:

If any of the following exclusions apply to the Project, it is ineligible for Class B and must be designated as a Class C Project and proceed with an individual CEQA environmental review. 14 Cal. Code Regs. § 15300.2.

<u>YES</u>	<u>NO</u>	<u>EXCLUSION</u>
_____	_____	There is a reasonable possibility of a significant effect on the environment due to unusual circumstances.
_____	_____	Significant cumulative impacts from projects of the same type in the same place over time will result.
_____	_____	The project will have impacts on a uniquely sensitive environment or resource of hazardous or critical concern that is designated, precisely mapped, and officially adopted pursuant to federal, state or local agencies.
_____	_____	The project may result in damage to scenic resources, including but not limited to trees, historic buildings, rock outcroppings, or similar resources, within a highway officially designated as a state scenic highway.
_____	_____	The project is located on a site which is included on any list compiled pursuant to Section 65962.5 of the Government Code. ³
_____	_____	The project may cause a substantial adverse change in the significance of a historical resource.

If any of the above Step 3 responses are “Yes,” the Project must be designated as a Class C Project and proceed with an individual CEQA environmental review. If none of the above Step 2 responses are “Yes,” then the Project may be designated as a Class B Project and proceed with the application process with no further environmental review.

³ The Secretary for Environmental Protection prepares and distributes to each city and county in which the following types of sites are located: certain hazardous waste facilities or related sites listed by the Department of Toxic Substances Control, certain contaminated public drinking water wells listed by the State Department of Health Services, sites at which releases from underground storage tanks or solid waste disposal facilities have occurred listed by the State Water Resources Control Board, solid waste disposal facilities from which there is a known migration of hazardous waste listed by the California Integrated Waste Management Board.

EXHIBIT B

[Classification of Authorized Improvements]

Initial CaliforniaFIRST Authorized Improvements

	CaliforniaFIRST Approved Measures		CEQA Approval Class
	Category	Measures	
Energy Efficiency	Air Sealing and Ventilation	Air Filtration	A
		Air Sealing	A
		Air Barriers	A
		Bathroom fan	A
		Ceiling fan	A
		Crawlspace Sealing	A
		Duct Sealing	A
	Whole House Fan	A	
	Insulation	Roof	A
		Attic	A
		Duct	A
		Floor	A
		Hot Water System	A
		Wall	A
	Space Heating and Cooling	Cogeneration furnace	B/C
		Demand Recirculation Pump	B/C
		Duct Replacement	A
		Ducted Heat Pump	A
		Evaporative coolers	B/C
		Exhaust Fan	A
		Geothermal Heat Pump	B/C
		Heat Recovery Ventilation System	B/C
		High Efficiency Air Conditioner	A
		High Efficiency Furnace	A
		Radiant Barrier Installation	B/C
		Solar Space Heating	A
		Thermostat Installation	A
		Weatherization	A
	Water Heating	High Efficiency Hot Water Boiler	A
		High Efficiency Water Heater	A
		Tankless Water Heater	A
		On demand Recirculation Pump	A
	Lighting	High Efficiency Lighting Retrofit	A
		Lighting (hard wired)	A
		Lighting controls, including occupancy sensors	A
	Windows, Doors and Skylights	Skylight	A
		Window Replacement	A
		Window Film	A
	Reflective Roof	White Roofing	B/C
Renewable Energy	Solar	Solar Thermal Installation	A
		Solar Photovoltaics	A
	Wind	Wind Turbine Power System	B/C
	Fuel Cell	Fuel Cell Power System	B/C
Water Efficiency (after pilot)	Fixtures	Low Flow Showerheads	A
		Low flow showers	A
		Toilets: flush a 1.28 gpf or less	A
		Urinals: flushing at 0.5 gpf or less	A
		Showerheads: flow at 1.5 gpm or less	A
		Aerators: flow at 1.0 gpm or less	A
	Landscaping	Grey water systems	B/C
	Other	Other measures such as potable water offsets, efficiency improvements, irrigation measures, process improvements and storm water management improvements shall be considered on a case-by-case basis in consultation with the CaliforniaFIRST program.	B/C

EXHIBIT C

[Form of Notice of Exemption]

Notice of Exemption

Appendix E

To: ☒ Office of Planning and Research
1400 Tenth Street, Room 121
Sacramento, CA 95814

☐ County Clerk
County of N/A

From: (Public Agency) California Statewide Communities

Development Authority

(Address)

[insert address]

Project Title: CaliforniaFIRST

Project Location - Specific: Statewide

Project Location - City: N/A

Project Location - County: N/A

Description of Nature, Purpose, and Beneficiaries of Project:

CaliforniaFIRST is an AB-811 program, which allows public agencies to provide public financing to property owners which is secured and repaid through contractual assessments included in the property tax bills for authorized renewable energy and energy and water efficiency improvements.

Name of Public Agency Approving Project: California Statewide Communities Development Authority

Name of Person or Agency Carrying Out Project: California Statewide Communities Development Authority

Exempt Status: (check one)

- ☐ Ministerial (Sec. 21080(b)(1); 15268);
☐ Declared Emergency (Sec. 21080(b)(3); 15269(a));
☐ Emergency Project (Sec. 21080(b)(4); 15269(b)(c));
☒ Categorical Exemption. State type and section number: See below.
☐ Statutory Exemptions. State code number:

Reasons why project is exempt: The CaliforniaFIRST Program is exempt as a government funding mechanism (CEQA Guideline Sec.

15378(b)(4)). The Authority's CEQA Resolution [insert date] explains the CEQA review process for each application. Class A applications are not

subject to CEQA under Guideline Sec. 15060(c)(2). Class B applications will likely be exempt under the common sense exemption (Guideline

Sec. 15061(b)(3)) or the existing facilities exemption (Guideline Sec. 15301). Class C applications will be individually reviewed under CEQA.

Lead Agency

Contact Person: [insert contact person] Area Code/Telephone/Extension: [insert phone number]

If filed by applicant:

1. Attach certified document of exemption finding.
2. Has a Notice of Exemption been filed by the public agency approving the project? ☐ Yes ☐ No

Signature: _____ Date: _____ Title: _____

☐ Signed by Lead Agency

Date received for filing at OPR:

☐ Signed by Applicant

Revised October 1989

Item VII

Preliminary consideration of whether CSCDA should proceed with the preparation of documentation for the acquisition of Entrada Apartments – Thomas Jefferson School of Law in the City of San Diego. (Staff: Scott Carper)

SUMMARY AND APPROVALS

PURPOSE:	PRELIMINARY CONSIDERATION OF WHETHER CSCDA SHOULD PROCEED WITH THE PREPARATION OF DOCUMENTATION FOR THE ACQUISITION OF ENTRADA APARTMENTS – THOMAS JEFFERSON SCHOOL OF LAW IN THE CITY OF SAN DIEGO
PRIMARY ACTIVITY:	STUDENT HOUSING
LEGAL STRUCTURE:	P3 ASSET OWNERSHIP
REVIEW DATE:	JULY 17, 2014

Background:

CSCDA staff has been in discussions about a possible acquisition of a student housing facility known as Entrada Apartments (the “Entrada”) in San Diego, CA for use by students of the Thomas Jefferson School of Law (“TSJL”). The proposed acquisition by the CSCDA would be similar to the financing and acquisition of a student housing project at San Diego State University which led to the CSCDA’s adoption of its Ownership (P3) Structure policy on May 8, 2014. The Project acquisition is estimated to be \$46 Million. To date, CSCDA has issued more than \$170 million in tax-exempt conduit revenue bond debt on behalf of TJSL since 2001 to finance and refinance improvements on campus.

Discussion:

In December 2010, TSJL entered into a long term lease transaction (the “Master Lease”) with Security Properties (“Security”) to house students at the Entrada at 453 13th Street, San Diego, CA 92101. Entrada is 172 unit student housing facility adjacent to TJSL. Pursuant to the Master Lease, TJSL has the right to acquire the property. TJSL has given notice to Security of its intention to acquire the property. It is expected that a purchase and sale agreement will be executed on or about July 15, 2014.

The Entrada is currently 93% occupied by TJSL students and faculty with the remaining 7% occupied by low-income tenants. The low-income tenants were a requirement of the Center City Development Corporation who provided financing to the original developer of the property. As the existing low-income tenants vacate, they are replaced by students who are also qualified as low-income tenants.

The proposed acquisition by CSCDA of the Entrada will assist TJSL in providing necessary affordable student housing to fulfill their respective educational mission. TJSL has engaged DAMG Advisors (“DAMG”) to provide real estate and financial advisory services in connection with arranging for the acquisition of the Entrada. CSCDA staff would recommend the CSCDA engage the BLX Group to serve as financial advisor / consultant to the CSCDA in further evaluating the acquisition and operation of the Entrada. Orrick, Herrington & Sutcliffe will serve as the Bond Counsel and Issuer Counsel in accordance with the CSCDA Ownership (P3) Structure Policy.

Approvals:

Based on the preliminary structure of the proposed acquisition of a student housing facility on behalf of TJSL in the City of San Diego, the CSCDA Commission shall consider approving the project documentation in accordance with the CSCDA Ownership (P3) Structure Policy subject to further review and consideration by the Commission when documents in substantial final form are presented. In addition, the CSCDA Commission shall approve the appointment of the BLX Group to serve as the CSCDA financial advisor / consultant.

Item VIII

Consideration of proposed structure for the CSCDA'S acquisition of a student housing facility known as the Lorenzo in the City of Los Angeles. (Staff: Scott Carper)

SUMMARY AND APPROVALS

PURPOSE:	CONSIDERATION OF PROPOSED STRUCTURE FOR THE CSCDA'S ACQUISITION OF A STUDENT HOUSING FACILITY IN THE CITY OF LOS ANGELES
PRIMARY ACTIVITY:	STUDENT HOUSING
LEGAL STRUCTURE:	P3 ASSET OWNERSHIP
REVIEW DATE:	JULY 17, 2014

Background:

On May 29, 2014, the CSCDA Commission authorized the preparation of project documentation in accordance with the CSCDA Ownership (P3) Structure Policy subject to further review and consideration by the Commission on behalf of a student housing facility known as the Lorenzo (the "Project") near the University of Southern California campus in Los Angeles, CA. As part of the CSCDA Commission's ongoing review, staff wants to provide an update as to how the transaction may be structured, including the role of the Public Finance Authority (PFA), a Wisconsin based national conduit issuer, in facilitating the CSCDA's acquisition as described below.

Discussion:

The Project is a student housing project in the City of Los Angeles that currently is owned by a private developer. PFA is a political subdivision of the State of Wisconsin that is not a taxpayer for federal income tax purposes. CSCDA is a California local government agency that is not a political subdivision and instead derives its income tax exemption from Internal Revenue Code Section 115.

The proposed structure of the transaction is a sale of the real property improvements and related FF&E by the private developer to PFA, subject to certain retained rights, and a long-term ground lease (e.g., 50 years) of the land from the private developer to PFA. At the same time PFA acquires the Project, PFA will sell the Project (including, a roughly 35 year sublease of the land) to CSCDA, subject to certain retained rights. CSCDA will issue bonds with a specific structure in order for CSCDA to pay for its purchase from PFA. CSCDA will transfer subordinate bonds and cash from the sale of senior bonds to PFA. PFA will transfer the subordinate bonds and all of the cash (less an amount sufficient to pay PFA's transaction costs) to the private developer. Neither PFA nor CSCDA will contribute any equity to the transaction.

The purpose of the sale of the Project first to PFA and the difference in term between the ground lease it will receive from the developer and the sublease of that lease to CSCDA is to avoid a technical income tax issue for CSCDA while preserving CSCDA's ownership interest for California property tax purposes. CSCDA will select the third party professional managers (subject to any PFA approval) and undertake the other obligations it has under the purchase and sale agreement with PFA just as if CSCDA had purchased the Project directly from the developer.

The bonds will be non-recourse bonds to be paid solely from Project revenues. The bonds consist of senior bonds sold publicly for cash and subordinate bonds that are seller take-back debt. The bond structure requires that all cash flow from the project after operating and maintenance cost are paid and reserves are filled is used to pay debt service on and redeem bonds. All cash reserves will be used to redeem bonds at the end or transferred to PFA, so that CSCDA does not receive or retain any of the excess cash flow from the project other than its customary conduit issuer fees, expense reimbursements and indemnifications. The Project will revert to PFA at the end of the sublease of the ground lease from PFA to CSCDA and will revert to the developer at the end of the 50 year ground lease from the developer to the PFA.

There will be detailed covenants built into the purchase and sale agreement between PFA and CSCDA and that require first class maintenance and operation of the Project, adequate insurance coverage to be maintained, and professional third party management of the Project. PFA may have a veto right (or other affirmative approval right or ability to limit the choice to a pre-approved list) over the professional third party managers chosen by CSCDA. PFA will also have a right to acquire the Project back from CSCDA for the cost of repaying all of the bonds in the event of a default on the bonds that risks a foreclosure by the owners of the bonds. PFA will have to affirmatively approve of the issuance of any additional bonds or of any refunding or restructuring of the bonds.

Please note the PFA Board will consider its role as described above at its Board meeting scheduled on Wednesday, July 16, 2014. The outcome of the PFA Board decision will be communicated to the CSCDA Commission at its meeting on July 17, 2014.

Approvals:

Based on the proposed transaction structure with respect to the acquisition of the Project in conjunction with the PFA, the CSCDA Commission shall approve the continued preparation of project documentation in accordance with the CSCDA Ownership (P3) Structure Policy subject to further review and consideration by the Commission.

Item IX

Consideration of the establishment of the CSCDA Open PACE Program and appointment of Renewable Funding, Renovate America and AllianceNRG as Program Administrators. (Cathy Bando)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014
SUBJECT: PACE PROGRAM ADMINISTRATORS
PURPOSE: FINANCE COMMERCIAL AND RESIDENTIAL CLEAN ENERGY IMPROVEMENTS
CSCDA PROGRAM: CSCDA PACE PROGRAM
PREPARED BY: CATHY BANDO, CSCDA EXECUTIVE DIRECTOR

Background:

In 2008, CSCDA selected Renewable Funding, LLC as its partner to develop and manage the CaliforniaFIRST Commercial and Residential PACE (Property Assessed Clean Energy) Programs. In 2010, CSCDA suspended the Residential CaliforniaFIRST PACE Program in response to an FHFA guidance letter regarding FHFA's concerns about the senior priority of PACE liens to residential mortgages. FHFA's guidance letter claims that PACE loans result in the involuntary subordination of residential home mortgages. FHFA is concerned that in the event of a property foreclosure prompted by a delinquent PACE loan, the financial position of residential home mortgage holders may be harmed.

In February 2014, the State of California, through CAEATFA (the California Alternative Energy and Advanced Transportation Financing Authority), established a fund designed to payoff outstanding delinquent PACE assessments in the event of a home foreclosure if necessary to protect mortgage lenders. In response to the availability of the CAEATFA Fund, CSCDA rescinded its resolution to suspend and reinstated the CaliforniaFIRST Residential PACE Program in March, 2014.

Current Situation:

Based on CSCDA's broad membership, including 57 of 58 counties and most California cities, CSCDA is in a unique position to offer PACE programs to its member agencies. During the past several years other PACE programs were developed and grew in California with considerable success. CSCDA has been approached by a number of competing PACE administrators requesting to be added to CSCDA's PACE platform.

A volunteer Ad Hoc committee of CSCDA's Board of Commissioners, including Ron Holly, Brian Moura and Tim Snellings, was established in April 2014 to examine the possibility of expanding CSCDA's PACE Programs. The committee, working with Mike LaPierre from HB Capital and Cathy Bando, CSCDA Executive Director, requested qualifications from several firms based on the PACE criteria adopted by the CSCDA Commission on April 17, 2014, including Renewable Funding, our current PACE Program Administrator. Meetings were scheduled with four possible Program Administrators to review the firms' capabilities.

Recommendations:

The Ad Hoc Committee believes that by expanding CSCDA's PACE Programs, California consumers and businesses will benefit through broader services and increased competition. The Ad Hoc Committee recommends the following:

1. Approve establishing a CSCDA Open PACE Program that will provide a competitive PACE platform to businesses and residential home owners located in CSCDA member agencies that elect to participate.
2. Authorize the development of (1) performance standards and reporting requirements in accordance with CSCDA Policies, (2) marketing materials to encourage participation in the Open PACE Program by CSCDA member cities and counties, and (3) documentation necessary to commence the necessary judicial validation covering all CSCDA's member agencies.
3. Appoint Renewable Funding, LLC to serve as Program Administrator of the CaliforniaFIRST Residential and Commercial PACE Program offered through the CSCDA Open PACE Program.
4. Appoint Renovate America, Inc. to serve as Program Administrator of the Hero Residential PACE Program offered through the CSCDA Open PACE Program, provided no loans are to be originated prior to January 1, 2015.
5. Appoint the AllianceNRG team (currently consisting of Deutsche Bank, Leidos Engineering, and Counterpointe Energy Solutions) to serve as Program Administrator of the (1) Commercial AllianceNRG PACE Program offered through the CSCDA Open PACE Program, commencing immediately and (2) the Residential AllianceNRG PACE Program offered through the CSCDA Open PACE Program, provided no residential loans are to be originated prior to January 1, 2015.

CSCDA Consideration of Approval:

A resolution establishing the CSCDA Open PACE Program approving the appointment of the following Program Administrators and authorizing staff to work with these Program Administrators on policies and procedures for their respective programs and any necessary validation actions:

- a. Renewable Funding, LLC to manage the CaliforniaFIRST Commercial and Residential PACE Program as part of the CSCDA Open PACE Program, commencing immediately.
- b. Renovate America, Inc. to serve as Program Administrator of the HERO Residential PACE Program as part of the CSCDA Open PACE Program, provided no loans are to be originated prior to January 1, 2015.
- c. The AllianceNRG team to serve as Program Administrators of the Commercial AllianceNRG PACE Program as part of the CSCDA Open PACE Program, commencing immediately.
- d. The AllianceNRG team to serve as Program Administrators of the Residential AllianceNRG PACE Program as part of the CSCDA Open PACE Program, provided no loans are to be originated prior to January 1, 2015.

RESOLUTION NO. 14R-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE CSCDA OPEN PACE PROGRAM AND THE
SELECTION OF NEW PACE ADMINISTRATORS FROM TIME TO TIME**

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), a number of California cities, counties and special districts entered into a joint exercise of powers agreement pursuant to which the California Statewide Communities Development Authority (the “Authority”) was organized;

WHEREAS, pursuant to the Improvement Act of 1911 as amended by AB 811 and the Mello-Roos Act of 1982 as amended by SB 555 (collectively, the “Enabling Legislation”), the Authority is authorized to levy contractual assessments or special taxes, respectively, to finance the installation of distributed generation renewable energy sources and energy efficiency and water efficiency improvements that are permanently fixed to real property (“Authorized Improvements”);

WHEREAS, the Commission previously established a program entitled “CaliforniaFIRST,” under which the Authority would enter into contractual assessments under the Enabling Legislation to finance Authorized Improvements and appointed Renewable Funding, LLC, as the initial program administrator thereunder;

WHEREAS, the Authority now finds it necessary and desirable to create the CSCDA Open PACE Program to enter into contractual assessments and/or create special districts under the Enabling Legislation, to include California FIRST and to add as additional program administrators for additional programs under the CSCDA Open PACE Program, the Alliance NRG team and Renovate America, Inc. and such additional administrators as the Authority in the future may select from time to time; and

WHEREAS, in order to implement the CSCDA Open PACE Program, the Authority finds it necessary and desirable to authorize staff to further develop and implement the CSCDA Open PACE Program and to work with the program administrators to prepare specific program policies and procedures;

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

Section 1. The Authority hereby finds and declares the following:

(a) The above recitals are true and correct.

(b) Energy conservation efforts, including the promotion of energy-related Authorized Improvements to residential, commercial, industrial, or other real property, are

necessary to address the issue of global climate change and the reduction of greenhouse gas emissions in each participating county.

(c) Water conservation efforts, including the promotion of water-related Authorized Improvements to residential, commercial, industrial, or other real property, are necessary to address the issue of chronic water shortages in California.

(d) The upfront cost of making residential, commercial, industrial, or other real property more energy and water efficient, along with the fact that most commercial loans for that purpose are due on the sale of the property, prevents many property owners from installing Authorized Improvements.

(e) A public purpose, including broader services and increased competition, will be served by expanding and making more inclusive the Authority's PACE programs to be known collectively as the CSCDA Open PACE Program.

Section 2. The Authority hereby confirms the appointment of Renewable Funding, LLC as program administrator of the California FIRST Commercial and Residential Program as part of the CSCDA Open PACE Program.

Section 3. The Authority hereby appoints Renovate America, Inc. as initial program administrator of the Hero Residential PACE program as part of the CSCDA Open PACE Program ("Hero PACE Program"), provided that no loans be originated under this Hero PACE Program prior to January 1, 2015.

Section 4. The Authority hereby appoints the AllianceNRG team (presently consisting of Deutsche Bank, Counterpointe Energy Solutions and Leidos Engineering, in such allocation of responsibilities as they may determine) as initial program administrator of the AllianceNRG PACE Commercial and Residential Program as part of the CSCDA Open PACE Program, provided that no residential loans be originated under this AllianceNRG PACE Program prior to January 1, 2015.

Section 5. The Authority hereby authorizes and directs staff to further develop the CSCDA Open PACE Program, policies, procedures, marketing and documentation, and to work with the administrators identified above to develop separate policies and procedures for each administrator and to facilitate the preparation of documents and the filing of any necessary validation actions and the receipt of local government consents to be included as soon as possible.

Section 6. The Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this Resolution.

Section 7. All actions heretofore taken by the Chair, the Vice Chair, the Secretary, the Treasurer, any other members of the Commission of the Authority and other

appropriate officers and agents of the Authority with respect to the development of the CSCDA Open PACE Program are hereby ratified, confirmed and approved.

Section 8. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July, 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

Item X

Consideration of the appointment of GPM Municipal Advisors, LLC as Municipal Advisor to the CSCDA and posting of certain language to the CSCDA public website regarding municipal advisor exemption requests. (Cathy Bando)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014

PURPOSE: CONSIDERATION OF GPM MUNICIPAL ADVISORS, LLC AS MUNICIPAL ADVISOR TO THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY (CSCDA) AND POSTING OF CERTAIN LANGUAGE TO THE CSCDA PUBLIC WEBSITE REGARDING MUNICIPAL ADVISOR EXEMPTION REQUESTS

PROGRAM: PROGRAM MANAGEMENT STAFF

Background:

Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act amended Section 15B (the “Final Rule”) of the Securities Exchange Act of 1934 (“Exchange Act”) to require “municipal advisors” (as defined by the Exchange Act) register with the Securities and Exchange Commission (“SEC”).

After extensive review of the newly proposed definition of a “municipal advisor” by the SEC in its Final Rule, GPM Municipal Advisors, LLC, a new wholly-owned subsidiary of HB Capital Resources, Ltd., made the decision to register as a municipal advisor with the SEC.

On June 26, 2014, the CSCDA Commission confirmed its consent of Contract Assignment and Assumption Agreement dated July 1, 2014 by and among HB Consulting, LLC, a California limited liability company (“HB Consulting”) and GPM Municipal Advisors, LLC, a California limited liability company (“GPM”), which are both wholly-owned subsidiaries of HB Capital Resources, Ltd.

The Exchange Act provides exemption from registration as a municipal advisor for persons providing advice to a municipal entity in circumstances in which such municipal entity (e.g. CSCDA) has engaged an independent registered municipal advisor (e.g. GPM) with respect to the same aspects of a municipal financial product or an issuance of municipal securities. The exemption requires:

- (1) the independent municipal advisor (e.g. GPM) to be registered as a municipal advisor pursuant to the Exchange Act and that is not, and within at least the past two years was not, associated with the person seeking to use this exemption;
- (2) the person seeking to use this exemption must receive a written representation from the municipal entity (e.g. CSCDA) that the municipal entity will rely on the advice of its independent registered municipal advisor (e.g. GPM); and

- (3) the person seeking to use this exemption must provide written disclosures to the municipal entity (e.g. CSCDA), with a copy to its independent registered municipal advisor (e.g. GPM), stating that the person is not a municipal advisor and is not subject to the fiduciary duty to municipal entities that the Exchange Act imposes on municipal advisors.

Discussion:

GPM has received a few inquiries from underwriters seeking to utilize the above-mentioned exemption from being regulated as a municipal advisor pursuant to the Exchange Act as such underwriters either are not registered as municipal advisors or do not wish to be subject to the fiduciary duties under the new municipal advisor rules. In order to disclose the role of GPM as an independent registered municipal advisor to the CSCDA, and provide written representation from the CSCDA that it will rely on the advice of GPM as its independent registered municipal advisor, GPM is proposing the following language be approved by the CSCDA Commission to be included on the CSCDA public website:

“By publicly posting the following written disclosure, the California Statewide Communities Development Authority (“CSCDA”) intends that market participants receive and use it for purposes of the independent registered municipal advisor exemption to the SEC Municipal Advisor Rule. CSCDA has retained an independent registered municipal advisor. CSCDA is represented by and will rely on its municipal advisor GPM Municipal Advisors, LLC (“GPM”) to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products. This certificate may be relied upon until July 1, 2016. Proposals may be addressed to CSCDA care of any of the Program Staff listed on CSCDA’s “Contact Us” webpage at <http://www.cacommunities.org/about-us/contact-us/>. All proposals received will be shared with CSCDA’s municipal advisor.”

Please note the SEC has stated that such notice could be posted on the municipal entity’s or CSCDA’s website.

Consideration:

The CSCDA Commission shall consider approval of GPM as its municipal advisor as defined by the SEC in its Final Rule and approval of posting language to the CSCDA public website with respect to the independent registered municipal advisor exemption to the SEC Municipal Advisor Rule.

RESOLUTION NO. _____

A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY DECLARING GPM MUNICIPAL ADVISORS, LLC AS MUNICIPAL ADVISOR TO THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY (CSCDA) AND AUTHORIZING THE POSTING OF MUNICIPAL ADVISOR EXEMPTION LANGUAGE TO THE CSCDA PUBLIC WEBSITE

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the “Act”), a number of California cities, counties and special districts entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the California Statewide Communities Development Authority (the “Authority”) was organized;

WHEREAS, the Authority is authorized by its Agreement to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements in order to promote economic development;

WHEREAS, Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act amended Section 15B of the Securities Exchange Act of 1934 (“Exchange Act”) to add a new requirement that “municipal advisors” (as defined in the Exchange Act), register with the Securities and Exchange Commission (“Commission”);

WHEREAS, on June 26, 2014, the Authority by execution confirmed its consent of a Contract Assignment and Assumption Agreement dated July 1, 2014, by and among HB Consulting, LLC, a California limited liability company (“HB Consulting”) and GPM Municipal Advisors, LLC, a California limited liability company (“GPM”).

WHEREAS, GPM is registered in accordance with the Exchange Act as a municipal advisor with the intent to serve as municipal advisor to the Authority.

WHEREAS, GPM provides both (i) municipal advisory services, and in that regard, GPM has a regulatory fiduciary responsibility to the Authority (GPM in its role of providing such municipal advisory services, is referred to herein as “Authority Municipal Advisor”) and (ii) contract staff services (the “Authority Contract Staff”) to the Authority who are compensated by the Authority through a percentage of issuance and administrative fees charged by the Authority;

WHEREAS, the Exchange Act provides exemption for persons providing advice in circumstances in which a municipal entity or obligated person has an independent registered municipal advisor with respect to the same aspects of a municipal financial product or an issuance of municipal securities, provided: (i) the “independent registered municipal advisor” must be a person that is registered as a municipal advisor pursuant to the Exchange Act and that is not, and within at least the past two years was not, associated with the person seeking to use this exemption; (ii) the person seeking to use this exemption must receive a written representation from the municipal entity or obligated person that the municipal entity or obligated person is represented by, and will rely on the advice of, the independent registered municipal advisor. The person seeking to use this exemption must have a reasonable basis for relying on this representation, and; (iii) the person seeking to use this exemption must provide written disclosures to the municipal entity or obligated person, with a copy to the independent registered municipal advisor, stating that the person is not a municipal advisor and is not subject to the fiduciary duty to municipal entities that the Exchange Act imposes on municipal advisors. Furthermore, this disclosure must be made at a time and in a manner reasonably designed to allow the municipal entity or

obligated person to assess the material incentives and conflicts of interest that such person may have in connection with the municipal advisory activities.

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

Section 1. The Authority hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The Authority hereby declares GPM as Authority Municipal Advisor. The Authority further declares its understanding that GPM is acting as both Authority Municipal Advisor and Authority Contract Staff, and the Authority approves GPM's service dual roles as Authority Contract Staff and Authority Municipal Advisor.

Section 3. To ensure notice of GPM's representation as Authority Municipal Advisor, the Authority hereby approves the following language to be posted on the Authority's public website:

“By publicly posting the following written disclosure, the California Statewide Communities Development Authority (“CSCDA”) intends that market participants receive and use it for purposes of the independent registered municipal advisor exemption to the SEC Municipal Advisor Rule. CSCDA has retained an independent registered municipal advisor. CSCDA is represented by and will rely on its municipal advisor GPM Municipal Advisors, LLC (“GPM”) to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products. This certificate may be relied upon until July 1, 2016. Proposals may be addressed to CSCDA, care of any of the Program Staff listed on CSCDA's “Contact Us” webpage at <http://www.cacommunities.org/about-us/contact-us/>. All proposals received will be shared with CSCDA's municipal advisor.”

Section 4. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the Commission of the California Statewide Communities Development Authority this 17th day of July, 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 17, 2014.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority

Item XI

Consideration of the CSCDA two year update in response to the Bureau of State Audits Report No. 2011-118. (Cathy Bando)

SUMMARY AND APPROVALS

DATE: JULY 17, 2014

PURPOSE: PROVIDE A TWO YEAR UPDATE TO THE BUREAU OF STATE AUDITS FOR ITS
RECOMMENDATIONS TO CSCDA IN AUDIT REPORT NO. 2011-118

Background:

In 2012 the results of the Bureau of State Audits (BSA) review of Conduit Bond Issuers was presented to CSCDA, including several recommendations made by the California State Auditor for improvement of process and procedures. California Government Code Section 8548.9 requires CSCDA to provide a written report to the California State Auditor annually explaining why CSCDA has not fully implemented the BSA recommendations. CSCDA has previously provided a 60-day, 6-month, and 1-year update as required by the statute.

Recommendation:

The CSCDA Executive Director recommends execution of the attached cover letter by the CSCDA Chair and delivery of the update to the BSA recommendations as noted in the attached.



July 17, 2014

Elaine M. Howle, CPA
State Auditor
Bureau of State Audits
555 Capitol Mall, Suite 300
Sacramento, CA 95814

RE: California Statewide Communities Development Authority ("California Communities")
Bureau of State Audits Report No. 2011-118 – Conduit Bond Issuers – Two Year Update

Dear Ms. Howle:

On behalf of California Communities, the enclosed is the two year update to the Bureau of State Audits Report No. 2011-118 on Conduit Bond Issuers (the "Report").

As stated in our original letter regarding the Report, the recommendations have been helpful to us and we have made changes where necessary that ensure any concerns identified are properly addressed. Attached is a summary of the outstanding items remaining and actions taken to address such recommendations posed by the Report.

If you have any questions, please don't hesitate to contact me at (925) 933-9229.

Sincerely,

Larry T. Combs
Chair of the Commission
California Statewide Communities
Development Authority

Enclosure

Chapter 1 Recommendation #4:

In implementing its January 2012 contracting policy, California Communities should either periodically subject existing contracts to competitive bidding or perform some other price comparison analysis to ensure that public funds it oversees are used effectively.

California Communities Action:

The Commission issued requests for proposals (RFP) for auditor and issuer's counsel with a term of three years, allowing for a two-year extension. A new auditor contract was awarded at the June 27, 2013, meeting per the attached minutes. A new issuer counsel contract was awarded at its December 19, 2013, meeting per the attached minutes.

In addition, the Commission appointed an Executive Director at its meeting on January 16, 2014, as an independent third party to review and recommend financings to the Commission received from the current Program Manager, HB Capital, and to begin the RFP process for Program Manager Services. The Executive Director issued an RFP on May 8, 2014, for Program Manager Services on behalf of the Commission. The RFP timeline calls for a selection of the Program Manager(s) by the Commission on September 4, 2014.

Chapter 1 Recommendation #7:

"Once the SEC finalizes its definition of municipal advisors, California Communities should have its legal counsel independently review whether HB Capital should register with the MSRB."

California Communities Action:

After extensive review of the newly proposed definition of a Municipal Advisor by the U.S. Securities and Exchange Commission (SEC), HB Capital Resources, Ltd. has made the determination to register a Municipal Advisor subsidiary with the SEC and MSRB effective June 2014. The Commission approved the assignment of a portion of the CSCDA Program Manager Services contract to GPM Municipal Advisors, LLC, a wholly owned subsidiary of HB Capital Resources, Ltd., at its meeting on June 26, 2014, per the attached meeting minutes. GPM Municipal Advisors, LLC will serve as a Municipal Advisor to California Communities.

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

California State Association of Counties
1100 K Street, Sacramento, California

June 26, 2014

MINUTES

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

I. Roll Call.

Commission members present: Larry Combs, Terry Schutten, and Tim Snellings. Kevin O'Rourke, alternate Commissioner Ron Holly, representing Dan Mierzwa, and alternate commissioner Brian Moura, representing Irwin Bornstein also participated by conference telephone.

CSCDA Executive Director, Catherine Bando was also present.

Others present included: Perry Stottlemeyer, Norman Coppinger and Chris McKenzie, League of California Cities; Mike LaPierre and Scott Carper, HB Capital; Jean Hurst, CSAC; and Mark Paxson, State Treasurer's Office. Caitlin Lancot, HB Capital; and Greg Stepanicich, Richards Watson & Gershon, participated by conference telephone.

II. Approval of minutes—June 12, 2014.

The commission approved the minutes for the regular meeting held June 12, 2014. Minutes for the special meeting held June 12, 2014 will be approved at the next regular meeting on July 17.

Motion to approve by Schutten; second by Snellings; unanimously approved by roll-call vote.

III. Staff Updates.

Jean Hurst provided an update regarding the CSCDA Commission taking a position on AB 2046 (Gomez). The bill moved out of the Senate Committee yesterday, but not without some significant amendments: (i) JPA eligibility was changed to 25 members and 25 projects, and eliminated the date; (ii) eligibility for tax exemption (had requested amendments to include additional criteria to which the tax exemption would apply, but instead, the committee retained the existing criteria and added two new ones that are restrictive); and (iii) the committee established a 2020 sunset date. The amended version of the bill is not yet in print. The CSCDA board has not taken a position; the League offered supportive comments at the committee meeting; and CSAC will wait for the printed version before decided whether they support the bill.

Executive Director Bando will be presenting item VII instead of Mike LaPierre, and item VIII will be pulled from the agenda and considered at a future meeting.

Also, the July 17 meeting will be at CSAC's office.

IV. Approval of Consent Calendar.

1. Induce the following projects:

- a. Montclair Lemoore AR, LP (Montclair Apartments), City of Lemoore, County of Kings; issue up to \$5 million in multi-family housing revenue bonds.
- b. FC Investment Group, LP (Firebaugh Garden Apartments and Mendota Village Apartments), City of Firebaugh, County of Fresno, City of Mendota, County of Fresno; issue up to \$6 million in multi-family housing revenue bonds.

Motion to approve by Schutten; second by Holly; unanimously approved by roll-call vote.

V. Approve the financing, all necessary actions, the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- a. Hollenbeck Palms (HP), City of Los Angeles, County of Los Angeles; issue up to \$10 million in revenue bonds. HP offers independent residential living, assisted living and skilled nursing care at its retirement community in Los Angeles. The proceeds will finance multiple phases of a campus renovation and improvement project replacing 74 of the existing skilled nursing beds that were constructed in 1950, with 27 new skilled nursing beds and 24 assisted living memory care apartments.

Motion to approve staff recommendation by O'Rourke; second by Schutten; unanimously approved by roll-call vote.

- b. Los Angeles Jewish Home for the Aging (LAJHA), City of Los Angeles, County of Los Angeles; up to \$160 million in revenue bonds. LAJHA is a large complex healthcare provider with a wide array of programs and services for seniors in the Greater Los Angeles area. LAJHA currently operates two residential campuses. The proceeds will finance the construction, improvement and equipping of a third facility.

Motion to approve staff recommendation by Snellings; second by Holly; unanimously approved by roll-call vote.

- c. Presidio Hill School (PHS), City and County of San Francisco; up to \$9.35 million in tax exempt obligations. PHS currently serves just under 200 students. Proceeds will refund some existing debt, as well as finance the acquisition and/or construction, renovation, expansion and equipping of educational facilities located at 3839 Washington Street and 233 Maple Street in San Francisco.

Motion to approve staff recommendation by Schutten; second by Holly; unanimously approved by roll-call vote.

VI. Approve the following resolutions for Assessment District 14-02 (City of Rocklin, County of Placer) relating to the upcoming Statewide Community Infrastructure Program (SCIP) project.

- a. A resolution of intention to finance development impact fees and capital improvements, including the boundary map prepared by the assessment engineer.
- b. A resolution preliminarily approving engineer's reports, setting public hearing of protests (Aug 21, 2014 at CSAC) and providing property owner ballots for SCIP Assessment District.

Motion to approve the two resolutions per staff recommendation by O'Rourke; second by Holly; unanimously approved by roll-call vote.

VII. Consideration of assignment of HB Consulting LLC contract to GPM Municipal Advisors LLC.

A few years ago, the SEC established temporary Municipal Advisor rules requiring registration of financial advisors and municipal advisors, particularly with regard to investment securities and the sale of investment securities to municipalities. The temporary rules become permanent and will be effective on July 1. HB Capital Resources, Ltd. has taken steps to create a separate subsidiary to register as a Municipal Advisor with the SEC. Three current HB Capital employees, Scott Carper, Mike LaPierre and Caitlin Lancot, as well as one PFA employee, will be transferred to the new subsidiary (GPM Municipal Advisors LLC) to fulfill the new requirements.

Staff recommends assignment of the HB Consulting LLC contract to GPM Municipal Advisors, LLC.

Motion to approve staff recommendation by Schutten; second by Snellings; unanimously approved by roll-call vote.

VIII. Consideration of additional CSCDA Commercial PACE Program Administrator.

Item pulled from agenda.

IX. Public Comment.

None.

X. Adjournment.

Commission chair Larry Combs adjourned the meeting at 10:28 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, July 17, at 10:00 a.m.
in CSAC's office at 1100 K Street, Sacramento, California.*

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

California State Association of Counties
1100 K Street, Sacramento, California

December 19, 2013

MINUTES

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

I. Roll Call

Commission members present: Larry Combs, Chair, Terry Schutten and Dwight Stenbakken. Irwin Bornstein, Kevin O'Rourke, Tim Snellings and alternate Commissioner Ron Holly, representing Dan Mierzwa, participated by conference telephone.

Others present included: Perry Stottlemeyer and Norman Coppinger, League of California Cities; Caitlin Lancot, CSCDA; Laura Labanieh Campbell, CSAC Finance Committee; Tom Downey, Orrick, Herrington; Mark Paxson, State Treasurer's Office; and Cathy Bando, Member of the public. James Hamill, CSCDA; and Greg Stepanicich, Richards Watson & Gershon participated by conference telephone.

II. Approval of minutes—December 5, 2013

The commission approved the minutes for the regular meeting held December 5, 2013.

Motion by Schutten; second by O'Rourke; unanimously approved by roll-call vote.

III. Staff Updates

Caitlin Lancot reminded the Commissioners that items XI and XII are to be removed from today's agenda.

IV. Approval of Consent Calendar

1. Approve the following invoices for payment:

- a. Wells Fargo invoice #1009355
- b. Wells Fargo invoice #1020542
- c. Wells Fargo invoice #1026304
- d. Wells Fargo invoice #1026272

2. Induce the following projects:

- a. Park Grand Landmark, LP (Park Grand Apartments), City of Pomona, County of Los Angeles; issue up to \$10 million in multi-family housing debt obligations.

- b. CH Valley View Partners, LP (Valley View Apartments), City of Delano, County of Kern; issue up to \$7 million in multi-family housing debt obligations.
- c. Pilgrim Terrace Affordable, LP (Pilgrim Terrace Homes), City of Santa Barbara, County of Santa Barbara; issue up to \$11 million in multi-family housing debt obligations.
- d. Jefferson Cunningham Community Partners, LP (Jefferson Townhomes and Cunningham Village), City of Los Angeles, County of Los Angeles; issue up to \$14 million in family housing debt obligations.
- e. Pavilion Park Senior I Housing Partners, LP (Pavilion Park Seniors), City of Irvine, County of Orange; issue up to \$23 million in multi-family housing debt obligations.

Motion by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

V. Approve the financing, all necessary actions, the execution and delivery of all necessary documents and authorize any member to sign all necessary financing documents for the following:

- a. Arbor Terrace Community Partners, LP (Arbor Terrace Apartments), City of Colton, County of San Bernardino; issue up to \$14 million in multi-family housing revenue bonds.

Motion by Schutten; second by Holly; unanimously approved by roll-call vote.

VI. Approve the following final resolutions for Assessment District 14-01 San Joaquin County related to the upcoming Statewide Infrastructure Program (SCIP) project:

- a. A resolution of intention to finance the payment of development impact fees, including approval of proposed boundary maps.

Motion to approve by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

- b. A resolution preliminarily approving engineer's reports, setting public hearing of protests and providing property owner ballots for Statewide Community Infrastructure Program Assessment District.

Motion to approve by O'Rourke; second by Schutten; unanimously approved by roll-call vote.

VII. Approve the following final resolutions for Assessment District 14-01 San Diego County related to the upcoming Statewide Infrastructure Program (SCIP) project:

- a. A resolution of intention to finance the payment of development impact fees, including approval of proposed boundary maps.

Motion to approve by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

- b. A resolution preliminarily approving engineer's reports, setting public hearing of protests and providing property owner ballots for Statewide Community Infrastructure Program Assessment District.

Motion to approve by Schutten; second by Stenbakken; unanimously approved by roll-call vote.

VIII. Approve the following final resolutions for Assessment District 14-01 Santa Clara County related to the upcoming Statewide Infrastructure Program (SCIP) project:

- a. A resolution of intention to finance the payment of development impact fees, including approval of proposed boundary maps.

Motion by Holly; second by Schutten; unanimously approved by roll-call vote.

- b. A resolution preliminarily approving engineer's reports, setting public hearing of protests and providing property owner ballots for Statewide Community Infrastructure Program Assessment District.

Motion by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

IX. Discussion and approval of resolution authorizing the issuance of bonds not to exceed \$220,000 for Softcom under the CaliforniaFirst PACE Program, City of Galt, County of Sacramento.

James Hamill explained that in 2010, the Commission formed the CaliforniaFirst program to finance energy efficient projects through a contractual assessment. This is an energy efficient solar power project for Softcom, a data center for high speed Internet solutions in Galt, California, and relates to expansion of Softcom's operations, which will require greater energy use. The solar PV will allow Softcom to increase their energy capacity by 115% at a lower cost than their current energy bill.

Motion to approve staff recommendation by Snellings; second by Schutten; unanimously approved by roll-call vote.

X. Discussion and approval of CSCDA issuer counsel pursuant to request for proposals.

Terry Schutten shared that the ad hoc committee, consisting of Dwight Stenbakken, Tim Snellings and Terry Schutten, met on December 5 to discuss and rate the five firms that responded. The committee considered factors such as fees, legal team and office locations. The committee recommends Orrick, Herrington & Sutcliffe.

Motion to approve committee recommendation by Schutten; second by Snellings; unanimously approved by roll-call vote.

XI. Discussion and approval of amendment to Indenture in connection with proposed refinancing of Quail Ridge Apartments.

Delayed to future meeting.

XII. Discuss and approve The Willows Apartments Delinquency Report.

Delayed to future meeting.

XIII. Semi-annual Compliance update of the CSCDA affordable housing portfolio.

Caitlin Lanctot reported that in accordance with the Commission's request during the June 27 workshop, staff is providing a semi-annual report on the compliance status of multi-family affordable housing properties financed by CSCDA. She reported that as of December 15, 2013, the portfolio is 98.8% compliant with affordable agreements.

XIV. Public Comment.

None.

XII. Adjournment.

Commission Chair Larry Combs adjourned the meeting at 10:22 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, January 16, at 10:00 a.m.
in the League's office at 1400 K Street, Sacramento, California.*

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

California State Association of Counties
1100 K Street, Sacramento, California

June 27, 2013

MINUTES

Commission Chair Larry Combs called the meeting to order at 10:03 a.m.

I. Roll Call

Commission members present: Larry Combs, Irwin Bornstein, Dan Mierzwa, Tim Snellings, Dwight Stenbakken and Alternate Commissioner Ron Holly representing Commissioner Terry Schutten. Commission members participating by conference telephone: Kevin O'Rourke.

Commission member Terry Schutten arrived in-person following agenda item IV. Alternative Commissioner Holly assumed a non-voting status.

Others present: James Hamill, Scott Carper, Caitlin Lanctot and Brian Shumey, CSCDA staff; Greg Stepanicich, Richards Watson & Gershon; Matt Cate, California State Association of Counties; Nancy Parrish and Laura Labanieh Campbell, CSAC Finance Corporation; Norman Coppinger and Perry Stottlemeyer, League of California Cities; Mark Paxson, State Treasurer's Office. Others participating by conference telephone: Justin Cooper, CSCDA staff.

II. Approval of Minutes

The commission approved the minutes of the meeting held June 13, 2013.

Motion by Snellings; second by Mierzwa; unanimously approved by roll-call vote.

III. Staff Updates.

No updates were provided.

IV. Approval of Consent Calendar

The commission approved by consent:

1. Approval of the following invoices for payment:

a. David Taussig & Associates Invoice #1304040

- b. David Taussig & Associates Invoice #1304090
- c. Burke, Williams & Sorensen Invoice #166132
- d. Willdan Financial Services Invoice #010-21114
- e. Willdan Financial Services Invoice #010-21115
- f. Willdan Financial Services Invoice #010-21116
- g. Willdan Financial Services Invoice #010-21117
- h. Willdan Financial Services Invoice #010-21118
- i. Willdan Financial Services Invoice #010-21119
- j. Willdan Financial Services Invoice #010-21120
- k. Willdan Financial Services Invoice #010-21121
- l. Willdan Financial Services Invoice #010-21122
- m. Willdan Financial Services Invoice #010-21123
- n. Willdan Financial Services Invoice #010-21124
- o. Willdan Financial Services Invoice #010-21125
- p. Willdan Financial Services Invoice #010-21126
- q. Willdan Financial Services Invoice #010-21127
- r. Willdan Financial Services Invoice #010-21128
- s. Willdan Financial Services Invoice #010-21129
- t. Willdan Financial Services Invoice #010-21130

2. Approval of the City of Greenfield as a Program Participant

Motion by Holly; second by Mierzwa; unanimously approved by roll-call vote.

V. Financing Approval

The commission approved the financing; all necessary actions; the execution and delivery of all necessary documents; and authorized any member to sign all necessary financing documents for the following project:

- a. Plaza Mendoza Housing, L.P. (Plaza Mendoza Apartments), City of Fresno, County of Fresno; up to \$7,480,000 in multifamily housing revenue notes.

Motion by Bornstein; second by Mierzwa; unanimously approved by roll-call vote.

VI. Loan Agreement and Industrial Revenue Bond Issued for 3450 Vernon Avenue, LLC

The commission approved the Resolution, which approves a First Amendment to Loan Agreement related to Industrial Development Revenue Bonds for the benefit of 3459 Vernon Avenue, LLC, approves the amended Bond, and authorizes any member of the commission or authorized signatory to sign all necessary documents.

Motion by Mierzwa; second by Schutten; unanimously approved by roll-call vote.

VII. Supplemental Series Indenture for the Noho Senior Artists Colony

The commission approved the Resolution, which approves a First Supplemental Series Indenture related to the Noho Senior Artists Colony affordable multifamily housing revenue bonds, and authorizes any member of the commission or authorized signatory to sign all necessary documents.

Motion by Stenbakken; second by Schutten; unanimously approved by roll-call vote.

VIII. Ad Hoc Committee Recommendations to Auditor Request For Proposals

The commission approved the ad hoc committee recommendation for auditor services to:

1. Award Macias, Gini & O'Connell the auditor services contract through 2015 and request a change of the existing partner, director and associate on the account since they have all worked on the CSCDA audit;
2. Require a mandatory change in auditor firms after the contract expires in 2015.

Motion by Mierzwa; second by Bornstein; unanimously approved by roll-call vote.

IX. Public Comments.

Nancy Parrish shared with the commissioners that CSAC used public benefit funds received from CSCDA to conduct training for county executive officers. Twenty-eight individuals attended the training provided through CSAC Institute.

X. Adjournment

Commission Chair Larry Combs adjourned the meeting at 10:17 a.m.

Submitted by: Norman Copping, Assistant to the Secretary

*The next regular meeting of the commission is scheduled for
Thursday, July 18, 2013, at 10:00 a.m.
in the CSAC Office at 1100 K Street, Sacramento, CA.*

Item XII

Consideration of amending the 2014 CSCDA Regular Meeting Calendar to move the regularly scheduled meeting of Thursday, September 4, 2014, to Thursday, September 11, 2014. (Cathy Bando)

SUMMARY AND APPROVALS

REQUEST: AMEND ADOPTED SCHEDULE OF 2014 CSCDA MEETING DATES

DATE: JULY 17, 2014

Background:

Staff received a request from Executive Director and the League of California Cities for an amendment to the 2014 adopted meeting schedule. Staff proposes changing the first meeting in September (9/4) to the following week on September 11th. The meeting will still be located at the League of California Cities. The existing meeting dates will remain the same. Attached is a revised calendar reflecting the change.

2014 California Statewide Communities Development Authority Regular Meeting Calendar

All Regular Meetings of the Authority will begin at 10:00 AM. The primary location for the first meeting of each month is the League of California Cities, located at 1400 K Street, 3rd Floor, Sacramento, CA 95814. The primary location for the second meeting of each month is the California State Association of Counties, located at 1100 K Street, Sacramento, CA 95814.

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Regular CSCDA Board Meetings highlighted Yellow.

Federal/State holidays highlighted in Red.

January 16
January 30
February 6
February 20
March 6
March 20
April 3
April 17
May 8
May 22
June 12
June 26

July 17
August 7
August 21
September 11
September 18
October 9
October 23
November 6
November 20
December 4
December 18

January 1 - New Year's Day
January 20 - Martin Luther King, Jr. Day
February 17 - President's Day
May 26 - Memorial Day
July 4 - Independence Day
September 1 - Labor Day
October 13 - Columbus Day
November 11 - Veterans Day
November 27 - Thanksgiving Day
December 25 - Christmas Day



CSCDA
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY



**AGENDA OF THE
SPECIAL MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

July 17, 2014

10:00 a.m.

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

County of Yuba
915 8th Street, Suite 103
Marysville, CA 95901

County of Monterey
168 West Alisal Street
Salinas, CA 93901

27788 Hidden Trail Road
Laguna Hills, CA 92653

709 Portwalk Place
Redwood City, CA 94065

12715 Lookout Circle
Nevada City, CA 95959

- I. Call the Roll (alternates designate which member they are representing).
- II. Consideration of consent by CSCDA to Squire Patton Boggs representation of Western Alliance Bank and its affiliates in relation to the Hollenbeck Palms transaction.
- III. Consideration of Bond Purchase Agreement to accompany each issuance of limited obligation bonds under the CaliforniaFIRST program.
- IV. Public Comment.
- V. Adjourn.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2014 at __: __ __m,
Signed _____. Please fax signed page to (925) 933-8457.

July 14, 2014

Mr. Larry Combs, Chair
California Statewide Communities Development
Authority
Sacramento, California

**Re: Consent by California Statewide Communities Development
Authority ("Authority") to Squire Patton Boggs (US) LLP's
("Squire") Representation of Western Alliance Bank and its affiliates
("Bank")**

Dear Mr. Combs:

Squire (including the undersigned and other attorneys of the firm) has been asked to represent Western Alliance Bank on a tax-exempt financing of the purchase of the Series 2014 Bonds of the Authority to benefit the Borrower defined below. The Bank has asked Squire to represent the Bank in connection with the issuance of the Series 2014 Bonds which the Authority has authorized, for the purpose of loaning the proceeds thereof to Hollenbeck Palms, a California nonprofit public benefit corporation (the "Borrower"), to finance the expansion, renovation and construction of the 2014 Project located at the Borrower's existing campus at 573 S. Boyle Avenue in the City of Los Angeles, California (the "Series 2014 Project") in which transaction the interests of the Bank, as Purchaser, are potentially adverse to the interests of the Authority, as issuer, of the Series 2014 Bonds.

Squire represents the Authority in connection with the issuance of the Series 2014 Bonds and the delivery of the Bond Counsel opinion. The Authority is also represented by separate Issuer Counsel in this transaction.

Please note that in case of any dispute between the Bank and the Authority relating to the Series 2014 Bonds, we would not represent either the Bank (on the one hand) or the Authority (on the other hand) against the other in adversarial proceedings relating to the Series 2014 Bonds.

The involvement of both the Authority and the Bank with respect to the Series 2014 Bonds makes it necessary and appropriate to discuss the rules regarding conflicts (both actual and potential).

The legal services being provided by Squire with respect to the 2014 Bonds are being provided primarily in California, so we note the following from the Rules of Professional Conduct of the State Bar of California ("Rules"). The Rules authorize clients to consent to the representation of certain clients notwithstanding the existence or development of any conflict. The Rules provide, in relevant part, as follows:

Rule 3-310(C)(3): "A member shall not, without the informed written consent of each client: ... Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter."

Rule 3-310(B)(1): "A member shall not accept or continue representation of a client without providing written disclosure to the client where: ... The member has a legal, business, financial, professional, or personal relationship with a party or witness in the same matter."

Rule 3-310(B)(3) "A member shall not accept or continue representation of a client without providing written disclosure to the client where: ... The member has a legal, business, financial, professional, or personal relationship with another person or entity the member knows or reasonably should know would be affected substantially by resolution of the matter."

By signing this letter where indicated below, the consents given in this letter are intended by you to have full force and effect in California and all other jurisdictions.

Squire wants you to know that we decided to seek this consent only after we had first considered and determined that Squire's representation of each of the Authority and the Bank would not adversely affect the exercise of independent professional judgment by the Squire attorneys working on the matters, and would not impair their ability to fulfill their professional responsibilities to the Bank and to the Authority.

To obtain your informed written consent as requested herein, we are obligated to disclose fully the circumstances and advise you of any actual or reasonably foreseeable adverse effect of those circumstances upon the representation. The circumstances are as we have disclosed above.

The reasonably foreseeable adverse consequences to the Authority are that Squire is providing and would provide to the Bank legal services on the Series 2014 Bonds in which the interests of the Bank and the Authority are adverse or potentially adverse at the same time as Squire represents and would represent the Authority in matters related to the Series 2014 Bonds.

We agree that we will not disclose to the Bank any confidential or proprietary information concerning the Authority that we have obtained in the course of representing the Authority or otherwise make use of such information to the advantage or disadvantage of the Bank.

By signing this letter where indicated below, you will be confirming that: (1) Squire may undertake and continue in its representation of the Bank in connection with the Series 2014 Bonds; and (2) the representation of the Bank and the Authority as described herein shall not be used as a basis for a motion to disqualify Squire as counsel for either organization.

Finally, by signing this letter where indicated below, you will be confirming that you have had an opportunity to consult with the independent counsel of your choice regarding this letter and the matters being consented to in it.

Since the Rules of Professional Conduct require us to obtain written consent in this type of situation, we would appreciate your giving us such written consent by printing out this letter and executing the Acknowledgment and Consent to Representation set forth at the end of this letter.

Please sign the attached Acknowledgment and Consent to Representation and return it to me by fax at (213) 623-4581 or by e-mail.

We appreciate your consideration of this matter.

Very truly yours,

SQUIRE PATTON BOGGS (US) LLP

A handwritten signature in cursive script, appearing to read "Harriet Welch".

Harriet M. Welch

ACKNOWLEDGMENT AND CONSENT TO REPRESENTATION

The undersigned, as an authorized representative of the California Statewide Communities Development Authority (the "Authority"), having read the foregoing disclosure letter concerning the representation by Squire Patton Boggs (US) LLP of the Western Alliance Bank and its affiliates (the "Bank") and the Authority as more fully described in the foregoing, and having had an opportunity to consult with independent legal counsel regarding this consent, hereby consents to such representation notwithstanding any actual or potential conflicts of interest created thereby.

CALIFORNIA STATEWIDE DEVELOPMENT AUTHORITY

By: _____

Date: _____

SUMMARY AND RECOMMENDATIONS

DATE:	JULY 17, 2014
CSSCDA PROGRAM:	CALIFORNIAFIRST – PROPERTY ASSESSED CLEAN ENERGY PROGRAM
PURPOSE:	APPROVE BOND PURCHASE AGREEMENT TO ACCOMPANY EACH ISSUANCE OF LIMITED OBLIGATION BONDS

Background:

On May 22, 2014 the Commission approved amendments to the Program Report, adjustments to program policies and the issuance of limited obligation bonds along with the related Program and Bond transaction documents.

An additional document has been added to the Bond transaction document list – a Bond Purchase Agreement. This Bond Purchase Agreement will accompany each bond purchase by an investor, serving as commitment of the investor to purchase the bonds.

The “Resolution Approving the Bond Purchase Agreement for CaliforniaFIRST Program” outlines content of the Bond Purchase Agreement. The resolution requests approval of the Bond Purchase Agreement, which is attached to the Resolution.

Attachments:

- Resolution Approving the Bond Purchase Agreement for CaliforniaFIRST Program
 - CaliforniaFIRST Program Report
 - Bond Purchase Agreement

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF A
BOND PURCHASE AGREEMENT AND APPROVING RELATED
DOCUMENTS AND ACTIONS**

17 INITIAL PROGRAMS

WHEREAS, under Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (the "Act"), this Commission of the California Statewide Communities Development Authority (the "Authority") has previously adopted the resolutions shown in Exhibit A for the counties therein listed (each, a "County," and collectively, the "Counties"), each entitled "Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements" (collectively, the "Resolutions of Intention"), to initiate proceedings under the Act in and for the territory within each County (a "Program Area") to establish a CaliforniaFIRST program (each, a "Program"), pursuant to which the Authority would enter into contractual assessments to finance the installation of distributed generation renewable energy, energy efficiency and water efficiency improvements as described in the Resolutions of Intention; and

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

WHEREAS, after holding a duly noticed public hearing at which interested persons could object to or inquire about the proposed Program within each Program Area or any of its particulars, this Commission adopted the resolutions listed in Exhibit B for the Counties, each entitled "Resolution Confirming Report Relating to the Financing of the Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters" (collectively, the "Initial Resolutions Confirming Program Report"), pursuant to which this Commission, among other things, (i) confirmed and approved a report for each Program (the "Initial Program Report") addressing all the matters required by the Act, including a draft agreement between the Authority and property owners participating in the Program providing for payment of contractual assessments, (ii) established a Program, and (iii) authorized Authorized Signatories (as defined herein) to execute agreements ("Assessment Contracts") with the owners of property in the respective Program Areas to provide for the levy of contractual assessments to finance installation of distributed generation renewable energy, energy efficiency and water efficiency improvements; and

WHEREAS, this Commission subsequently amended the Initial Resolutions Confirming Program Report that were adopted prior to January 1, 2011, to conform to the requirements of Assembly Bill 44 and Senate Bill 1340 (which amended the Act and became effective under California law on January 1, 2011) by adopting the resolutions listed in Exhibit C for the affected Programs (as amended, the "Updated Resolutions Confirming Program Report;" such Programs are referred to herein as the "Initial 14 Programs") and thereby also amended and restated the related Initial Program Reports (each as amended and restated, an "Updated Program Report"); and

WHEREAS, this Commission subsequently amended the Initial Resolutions Confirming Program Report that were adopted after January 1, 2011, and the Updated Resolutions

Confirming Program Report in order to implement certain policy changes by adopting a resolution entitled "Resolution Approving Modifications to the CaliforniaFIRST Program Policies; Approving Conforming Modifications to the Program Report; and Order Other Related Matters" (collectively as amended, the "Resolution Confirming Program Report") and thereby also amended and restated the Initial Program Reports that were adopted after January 1, 2011, and Updated Program Reports (each as amended and restated, a "Program Report"); pursuant to the Resolution Confirming Program Report, this Commission, among other things, confirmed and approved reports that, as subsequently amended, addressed all the matters set forth in Sections 5898.22 and 5898.23 of the Act, including a form of assessment contract between the Authority and property owners participating in the CaliforniaFIRST Program providing for payment of contractual assessments; and

WHEREAS, under the Act and the Bond Law, this Commission adopted the resolutions listed in Exhibit D for each Program, each entitled "A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions" (the "Original Resolutions of Issuance"), which among other matters, authorized the issuance of one or more series of improvement bonds of the Authority upon the security of assessments levied on the participating parcels within the respective Program Area under the Act and the Bond Law, and provided that the issuance of the bonds would be in accordance with the Bond Law and a master indenture and authorized the execution thereof; and

WHEREAS, it is contemplated that this Commission may adopt resolutions from time to time authorizing the issuances of bonds in one or more series in accordance with related supplemental indentures, and approving the execution of such supplemental indentures; and

WHEREAS, on July 17, 2014, this Commission adopted a resolution entitled "A Resolution Authorizing Issuance of Limited Obligation Improvement Bonds, Approving and Directing the Execution of Related Documents and Approving Related Documents and Actions," pursuant to which the Commission authorized the issuance of bonds in one or more series (collectively, "Bonds") initially in an aggregate principal amount not to exceed \$50,000,000, the form of a master indenture and the form of a supplemental indenture (respectively, the "Master Indenture" and "Supplemental Indenture"), each with Wilmington Trust, National Association, as trustee; and

WHEREAS, the Commission wishes to approve the form of a Bond Purchase Agreement between the Authority and the initial purchaser of the Bonds for each series of Bonds;

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

1. The Commission hereby approves the Bond Purchase Agreement in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by an Authorized Signatory of the Authority (as designated by a current resolution of this Commission), and the execution thereof by an Authorized Signatory shall be conclusive evidence of the approval of any such changes or additions. This Commission hereby authorizes and directs an Authorized Signatory to execute the final form of Bond Purchase Agreement for and in the name of the Authority for each series of Bonds. This Commission hereby authorizes the delivery and performance of the Bond Purchase Agreement.

2. Each Authorized Signatory of the Authority is hereby authorized and directed to do any and all other things and take any and all other actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, that they, or any of them, may deem necessary or advisable in order to consummate the transactions contemplated by the Bond Purchase Agreement and this Resolution. All actions heretofore taken by the officers and agents of the Authority with respect to the Bond Purchase Agreement and the transactions contemplated by the Bond Purchase Agreement are hereby approved, confirmed and ratified.

3. This resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 17th day of July 2014.

I, the undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on July 22, 2014.

By: _____
Authorized Signatory
California Statewide
Communities Development
Authority

EXHIBIT A

RESOLUTIONS OF INTENTION

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

EXHIBIT B

INITIAL RESOLUTIONS CONFIRMING PROGRAM REPORT

County	Resolution Confirming Report #	Date
Alameda	10R-45	3/10/2010
Fresno	10R-46	3/10/2010
Kern	10R-47	3/10/2010
Marin	13R-29	10/24/2013
Monterey	10R-48	3/10/2010
Napa	13R-30	10/24/2013
Sacramento	10R-51	3/10/2010
San Benito	10R-52	3/10/2010
San Diego	10R-53	3/10/2010
San Luis Obispo	10R-54	3/10/2010
San Mateo	10R-55	3/10/2010
Santa Clara	10R-49	3/10/2010
Santa Cruz	10R-50	3/10/2010
Solano	10R-56	3/10/2010
Tulare	13R-28	10/24/2013
Ventura	10R-57	3/10/2010
Yolo	10R-58	3/10/2010

EXHIBIT C

UPDATED RESOLUTIONS CONFIRMING PROGRAM REPORT

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

EXHIBIT D

ORIGINAL RESOLUTIONS OF ISSUANCE

County	Resolution of Issuance #	Date
Alameda	10R-29	3/10/2010
Fresno	10R-30	3/10/2010
Kern	10R-31	3/10/2010
Marin	13R-35	10/24/2013
Monterey	10R-32	3/10/2010
Napa	13R-36	10/24/2013
Sacramento	10R-35	3/10/2010
San Benito	10R-36	3/10/2010
San Diego	10R-37	3/10/2010
San Luis Obispo	10R-38	3/10/2010
San Mateo	10R-39	3/10/2010
Santa Clara	10R-33	3/10/2010
Santa Cruz	10R-34	3/10/2010
Solano	10R-40	3/10/2010
Tulare	13R-34	10/24/2013
Ventura	10R-41	3/10/2010
Yolo	10R-42	3/10/2010

\$[_____]

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CaliforniaFIRST

**Limited Obligation Improvement Bonds
([Tranche Identifier])
[5][10][15][20]-Year Maturity
Series ____**

BOND PURCHASE AGREEMENT

As of [____], 2014

California Statewide Communities Development Authority

[_____]

[_____]

[_____]

Ladies and Gentlemen:

1. Purchase and Sale of PACE Bonds; Description of PACE Bonds. Upon the terms and conditions and upon the basis of the representations, warranties and agreements set forth herein, [PURCHASER] (the “Purchaser”) hereby agrees to purchase from California Statewide Communities Development Authority, a joint exercise of powers agency duly organized and existing under and by virtue of the laws of the State of California (the “Issuer”), and the Issuer hereby agrees to sell to the Purchaser all (and not less than all) of the [INSERT DESCRIPTION OF PACE BONDS TO BE SOLD] (the “PACE Bonds”) in the aggregate principal amount set forth in the heading of this Bond Purchase Agreement (the “Purchase Price”). The PACE Bonds are subject to the terms and conditions of the Master Indenture, dated as of [____] (the “Indenture”), by and between the Issuer and Wilmington Trust, National Association (the “Trustee”), as supplemented by Supplemental Indenture No. [__] thereto, dated as of [____], by and between the Issuer and the Trustee (the “Supplemental Indenture” and, together with the Master Indenture, the “Indenture Documents”). Capitalized terms used but not defined herein shall have the meanings set forth in the Indenture Documents.

The PACE Bonds will be issued pursuant to (i) the Indenture Documents, (ii) Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code and the Improvement Bond Act of 1915, as amended, being Division 10 of the California Streets and Highways Code (collectively, the “Bond Law”), (iii) the Original Resolutions of Issuance and (iv) the Supplemental Resolutions of Issuance.

The PACE Bonds will be payable from and secured by a pledge of the Assessments (except as set forth in the Indenture Documents) and amounts in certain funds and accounts established under the Indenture Documents. The Assessments are payable pursuant to Assessment Contracts between the Issuer and the owners of Participating Parcels.

The Issuer received the following default judgment(s) (collectively, the “Validation Judgments”) in the following judicial validation action(s) (collectively, the “Validation Actions”) filed by the Issuer pursuant to Code of Civil Procedure Section 860 et seq. (the “Validation Statute”):

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

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

2. Representations and Warranties of the Issuer. The Issuer represents and warrants to the Purchaser as follows:

a. The Issuer is a joint exercise of powers agency duly organized and existing under and by virtue of the laws of the State of California (the “Enabling Legislation”).

b. The Issuer has all requisite legal right, power and authority to: (i) adopt the Resolutions of Intention, the Initial Resolutions Confirming Program Report, the Updated Resolutions Confirming Program Report, the Resolutions Confirming Program Report, the Original Resolutions of Issuance and the Supplemental Resolutions of Issuance (collectively, the “Resolutions”) and perform its obligations thereunder, (ii) execute and deliver the Indenture Documents, the Assessment Contracts and this Bond Purchase Agreement and perform its obligations thereunder and hereunder, (iii) execute, issue, sell and deliver the PACE Bonds and (iv) consummate the transactions to which the Issuer is or is to be a party as contemplated by the Resolutions, the Assessment Contracts, the Indenture Documents and this Bond Purchase Agreement.

c. The Issuer has duly authorized by all necessary actions: (i) the execution and delivery of the Indenture Documents, the Assessment Contracts, this Bond Purchase Agreement and performance of its obligations thereunder and hereunder, (ii) the execution, issuance, sale and delivery of the PACE Bonds and (iii) the consummation of the transactions to which the Issuer is or is to be a party as contemplated by the Resolutions, the Indenture Documents, the Assessment Contracts, this Bond Purchase Agreement and the PACE Bonds and such authorized acts do not and will not in any material respect conflict with, or constitute on the part of the Issuer a breach of or default under, any agreement or other instrument to which the Issuer is a party or any existing law, administrative regulation, judgment, order, decree or ruling by which the Issuer is bound or to which it is subject.

d. The Indenture Documents, the Assessment Contracts and this Bond Purchase Agreement constitute legal, valid and binding obligations of the Issuer enforceable in accordance with their terms and the PACE Bonds, when delivered to and paid for by the Purchaser at the Closing in accordance with the provisions of Section 4 hereof, will constitute legal, valid and binding limited obligations of the Issuer, enforceable in accordance with their terms and in conformity with, and entitled to the benefits of the provisions of, the Bond Law, the Indenture Documents and the Resolutions.

e. All consents, approvals, authorizations or orders of, or filings, registrations or declarations with, any court, governmental authority, legislative body, board, agency or commission which are required for the due authorization of, which would constitute a condition precedent to or the absence of which could reasonably materially adversely affect the due performance by the Issuer of its obligations in connection with the execution, issuance, delivery or sale (as applicable) of the PACE Bonds, the Assessment Contracts, the Indenture Documents and this Bond Purchase Agreement have been duly obtained (including any approvals of the State of California) and are in full force and effect.

f. The Issuer is not now in default under, and the execution and delivery of this Bond Purchase Agreement, the Indenture Documents, the Assessment Contracts and the PACE Bonds will not conflict with or constitute a breach of, any agreement or other instrument to which it is a party or any existing administrative regulation, judgment, order, decree, ruling or other law by which it is bound or subject, which breach or default is material to the transactions contemplated hereby and by the Resolutions, the Indenture Documents, the Assessment Contracts and the PACE Bonds and no event has occurred that with the passage of time or the giving of notice, or both, would constitute, under any such instrument or law, such a breach or default material to the transactions.

g. No litigation, action, suit, proceeding, investigation, right of rescission, setoff, counterclaim or defense, at law or in equity, before or by any court or governmental agency or body, is pending or, to the best knowledge of the Issuer, threatened against or affecting the Issuer to restrain or enjoin the execution, issuance, sale

or delivery of the PACE Bonds or, as applicable, with respect to their related underlying Assessments and/or Assessment Contracts or the proceedings or authority under which the PACE Bonds are to be issued, or contesting the legal existence of the Issuer, the title of any of its members or officers to their respective offices or, wherein an unfavorable decision, ruling or finding would, in any way, adversely affect (i) the transactions contemplated hereby and by the Resolutions, the Indenture Documents and the PACE Bonds and their related underlying Assessments and/or Assessment Contracts or (ii) the validity of the Resolutions, the Indenture Documents, this Bond Purchase Agreement, the PACE Bonds and their related underlying Assessments and/or Assessment Contracts or any agreement or instrument to which the Issuer is a party and which is used or is contemplated for use in the consummation of the transactions contemplated hereby and by the Resolutions, the Indenture Documents and the PACE Bonds and their related underlying Assessments and/or Assessment Contracts.

h. The representations and warranties of the Issuer pursuant to the Indenture Documents are true and correct.

i. The Bond Law establishes the lien priority of the Assessments.

j. With respect to the Validation Actions and Validation Judgments:

i. The Validation Actions were duly filed and the Validation Judgments duly entered in accordance with all applicable laws, rules and regulations of the State of California.

ii. Notice of the Validation Actions was duly made in accordance with the Validation Statute and the order of the Superior Court.

iii. The Validation Judgments are final and in full force and effect. Pursuant to their terms and California Code of Civil Procedure Section 870, the Validation Judgments are binding and conclusive as to all matters therein adjudicated or which at that time could have been adjudicated, against the Issuer and against all other persons, and the Validation Judgments permanently enjoin the institution by any person of any action or proceeding raising any issue as to which the Validation Judgments are binding and conclusive.

3. Agreements of the Issuer.

a. Prior to the Closing Date, the Issuer will not, without the prior written consent of the Purchaser, offer or issue any of the PACE Bonds under the Resolutions and Indenture Documents to any person other than the Purchaser.

b. In connection with the sale and issuance of the PACE Bonds, (i) the Purchaser is acting solely as a principal and not as an advisor or fiduciary of the

Issuer, (ii) the Purchaser has not assumed any advisory or fiduciary responsibility to the Issuer, (iii) the Purchaser has financial and other interests that differ from those of the Issuer, (iv) the Purchaser has not assumed any obligation to the Issuer in connection with the sale and issuance of the PACE Bonds other than the obligations expressly set forth in this Bond Purchase Agreement and (v) the Issuer has consulted with its own legal, accounting, tax, financial and other advisors, as applicable, to the extent that it has deemed appropriate [**when Renewable Funding-related entities are the Purchaser:** provided that an affiliate of the Purchaser has acted as “Program Administrator” of the CaliforniaFIRST program pursuant to that certain Agreement for Services between the Issuer and Renewable Funding, LLC, dated as of March 27, 2014].

4. Closing. On [____] or on such other date as may be agreed upon by the Issuer and the Purchaser (such date as finally determined is referred to herein as the “Closing Date”), the Issuer will deliver or cause to be delivered to the Purchaser, the PACE Bonds, in definitive form, duly executed and authenticated, by depositing the PACE Bonds with [COLLATERAL AGENT] in [TO REFERENCE SECURITIES ACCOUNT] (the “Securities Account”).

The Purchaser will accept such PACE Bonds in the Securities Account and pay the Purchase Price by the delivery to Issuer of a federal (immediately available) funds deposit to the order of the Issuer in an aggregate amount equal to such Purchase Price. The deliveries of such PACE Bonds and such funds is referred to herein as the “Closing.” The PACE Bonds shall be made available to the Purchaser for purposes of inspection, at any time not more than two (2) business days nor less than one (1) business day prior to the Closing Date at any place in New York, New York, agreed upon by the Issuer and the Purchaser.

5. Conditions of Closing and Termination of Purchaser’s Obligation. The obligation of the Purchaser to purchase and pay for the PACE Bonds at the Closing shall be subject to the performance by the Issuer, prior to or concurrently with the Closing, of its obligations to be performed under this Bond Purchase Agreement and to the accuracy of the representations and warranties of the Issuer contained in this Bond Purchase Agreement as of the date hereof and as of the Closing Date, as if made on and as of the Closing Date, and shall also be subject to the following additional conditions:

a. (i) Each of the Assessment Contracts, the Indenture Documents and this Bond Purchase Agreement shall have been duly authorized, executed and delivered, and each of the foregoing shall be in full force and effect and shall not have been amended, modified or supplemented, except as may have been agreed to by the Purchaser, (ii) the Issuer shall have duly adopted and there shall be in full force and effect such additional resolutions or agreements as shall be necessary in connection with the transactions contemplated hereby and (iii) the Issuer shall perform or have performed all of its obligations, and satisfied all conditions, required under or specified in the Resolutions, Indenture Documents, the Assessment Contracts and this Bond Purchase Agreement to be performed at or prior to the Closing.

b. The Purchaser shall receive or have received the following documents, in each case satisfactory in form and substance to them:

- i. A reliance letter, with respect to the opinion letter from Bond Counsel to the Issuer pursuant to and described in Section 3.03(H)(i) of the Indenture (the “Indenture Opinion”) on the related Closing Date addressed to (x) the Purchaser and (y) [LENDER TO PURCHASER OR AFFILIATE THEREOF UNDER AN APPLICABLE CREDIT AGREEMENT] (“Lender”), indicating that Bond Counsel has delivered the Indenture Opinion to the Issuer on that date and the Purchaser and Lender may rely on the Indenture Opinion as if it had been addressed to the Purchaser and Lender.
- ii. The supplemental opinion letter from Bond Counsel pursuant to and described in Section 3.03(H)(ii) of the Indenture (the “Supplemental Opinion”) on the related Closing Date addressed to (x) the Issuer, (y) the Purchaser and (z) Lender.
- iii. All other documents required to be delivered to the Purchaser pursuant to the Indenture Documents.

6. Expenses. The Purchaser shall be under no obligation to pay any expenses incident to the performance of the Issuer’s obligations hereunder, including, without limitation, (i) all costs of preparing the definitive PACE Bonds and (ii) all fees and disbursements of counsel of the Issuer and any other experts or consultants retained by the Issuer.

The Purchaser shall pay: (i) the fees and expenses of its counsel; (ii) fees, if any, payable to the California Debt and Investment Advisory Commission in connection with the issuance of the PACE Bonds; and (iii) all other expenses incurred by the Purchaser in connection with the offering of the PACE Bonds.

7. Representations and Warranties of the Purchaser. The Purchaser represents and warrants to the Issuer as follows:

a. The Purchaser is an "accredited investor" as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

b. The Purchaser has sufficient knowledge and experience in financial and business matters, including the purchase and ownership of municipal bonds and other tax-exempt obligations similar to the PACE Bonds, to be capable of evaluating the merits and risks of an investment in the PACE Bonds, and the Purchaser is able to bear the economic risks of such an investment.

c. The Purchaser is purchasing the PACE Bonds, pursuant to an exemption from registration under the Securities Act, for not more than one account for investment purposes and not with a view to distributing the purchased Bonds.

d. The Purchaser recognizes that an investment in the PACE Bonds involves significant risks, that there is no established market for the PACE Bonds and that none is likely to develop and, accordingly, that the Purchaser must bear the economic risk of an investment in the PACE Bonds for an indefinite period of time.

e. The Purchaser understands and acknowledges that, subject to satisfaction of certain conditions set forth in the Indenture, the Issuer may issue subsequent series of bonds secured by Assessments on a parity with the PACE Bonds.

f. The Purchaser (i) has conducted its own independent inquiry, examination and analysis with respect to the PACE Bonds, (ii) has had an opportunity to ask questions of and receive answers from the Issuer regarding the PACE Bonds (including the security therefor) and the matters, transactions and documents relating to the foregoing, (iii) has been provided by the Issuer with all documents and information regarding the PACE Bonds (including the security therefor) and the matters, transactions and documents relating to the foregoing that it has requested, and (iv) the Purchaser has been provided with information sufficient to allow the Purchaser to make an informed decision to purchase the PACE Bonds.

g. The Purchaser (i) is not relying upon the Issuer, or any of its affiliates, officers, employees or agents, for advice as to the merits and risks of investment in the PACE Bonds, and (ii) has sought such accounting, legal and tax advice as it has considered necessary to make an informed investment decision.

h. The Purchaser understands and acknowledges (i) that the offering of the PACE Bonds is neither subject to the requirements of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, nor being registered under the Securities Act or any state securities laws, and (ii) that the Issuer has not prepared or caused to be prepared, and is not delivering, a deemed final official statement with respect to the PACE Bonds.

i. The Purchaser is able to bear the economic risk of the investment represented by its purchase of the PACE Bonds.

j. In the event that the Purchaser wishes to sell the PACE Bonds in the future, the Purchaser agrees and acknowledges that the PACE Bonds cannot be sold without complying with transfer restrictions set forth in the Indenture, including but not limited to providing for execution and delivery by the proposed

transferee of a letter in substantially the form of Exhibit A, and the Purchaser hereby agrees to assume the responsibility for disclosure of all material information that may be necessary to comply with all federal and related state securities laws.

1. The Purchaser acknowledges that Jones Hall, A Professional Law Corporation (“Bond Counsel”) is acting as bond counsel to the Issuer, that Bond Counsel has no attorney-client relationship with the Purchaser, and that the Purchaser has sought legal advice from its own counsel to the extent it concluded legal advice was necessary.

8. Conditions of Closing to be Performed by Purchaser. The obligation of the Issuer to issue the PACE Bonds and deliver them on the Closing Date shall be subject to the following conditions to be satisfied by the Purchaser:

- a. Purchaser shall have executed and delivered a letter in the form and substance of Exhibit A.
- b. Purchaser shall have paid the Purchase Price as described above.
- c. Purchaser shall have executed and delivered to Issuer a receipt in which it acknowledges receipt of the PACE Bonds and satisfaction of the conditions set forth in this Bond Purchase Agreement.

9. Notices. Any notice or other communication to be given to the Issuer under this Bond Purchase Agreement may be given by delivering the same in writing at [_____] and any notice or other communication to be given to the Purchaser under this Bond Purchase Agreement may be given by delivering the same in writing (which shall include electronic forms thereof) to [_____].

10. Parties in Interest; Survival of Representations and Warranties. This Bond Purchase Agreement is made solely for the benefit of the Issuer and the Purchaser and no other person, partnership, association or corporation shall acquire or have any right hereunder or by virtue hereof. All the representations, warranties and agreements made by the Issuer in this Bond Purchase Agreement shall remain operative and in full force and effect, regardless of (a) any investigations made by or on behalf of the Purchaser, (b) the delivery of and payment for the PACE Bonds hereunder or (c) any termination of this Bond Purchase Agreement.

11. Headings. The headings of the sections of this Bond Purchase Agreement are inserted for convenience only and shall not be deemed to be a part hereof.

12. Governing Law. This Bond Purchase Agreement shall be construed in accordance with and governed by the laws of the State of California, without regard to any conflicts of law principles thereof that would call for the application of the laws of

any other jurisdiction. Any legal action brought under this Agreement must be instituted in the Superior Court of the County of Sacramento, State of California.

13. Execution by Counterparts. This Bond Purchase Agreement and any amendment or supplement hereto or any waiver granted in connection herewith may be executed in any number of counterparts (including .pdf counterparts) and by the different parties on separate counterparts and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same agreement.

14. Miscellaneous.

a. If any provision of this Bond Purchase Agreement shall be held or deemed to be or shall, in fact, be invalid, inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions because it conflicts with any provision of any constitution, statute, rule of public policy or any other reasons, such circumstances shall not have the effect of rendering any provision or provisions of this Bond Purchase Agreement, invalid or inoperative or unenforceable to any extent whatsoever.

b. This Bond Purchase Agreement shall not be amended nor shall either party hereof waive any provision hereto without the prior written consent of the Issuer and the Purchaser.

[Signature Page to Follow]

Very truly yours,

[PURCHASER]

By: _____

Name:

Title:

The foregoing is hereby agreed and acknowledged
as of the date first written above.

CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY

By: _____

Name:

Title:

EXHIBIT A

FORM OF PURCHASER LETTER

[CLOSING DATE]

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

Wilmington Trust, National Association
650 Town Center Drive, Suite 600
Costa Mesa, California 92626

Re: California Statewide Communities Development Authority CaliforniaFIRST Limited
Obligation Improvement Bonds ([Tranche Identifier]) Series [_____]

California Statewide Communities Development Authority CaliforniaFIRST Limited
Obligation Improvement Bonds ([Tranche Identifier]) Series [_____]

California Statewide Communities Development Authority CaliforniaFIRST Limited
Obligation Improvement Bonds ([Tranche Identifier]) Series [_____]

California Statewide Communities Development Authority CaliforniaFIRST Limited
Obligation Improvement Bonds ([Tranche Identifier]) Series [_____]

Ladies and Gentlemen:

The California Statewide Communities Development Authority (the “Issuer”) has issued the above-referenced bonds (the “Bonds”). Capitalized terms used in this letter but not defined have the meaning given them in the Master Indenture, dated as of ___, 20__ (the “Master Indenture”), as amended or supplemented by Supplemental Indentures No. [___], [___], [___] and [___], each dated as of ___, 20__ (the Master Indenture as supplemented, the “Indenture”) relating to the Bonds.

In connection with our purchase on the date hereof of \$_____ principal amount of the Bonds, the undersigned (the "Bond Purchaser") hereby represents, warrants and agrees as follows:

- (a) The Bond Purchaser is an "accredited investor" as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act").
- (b) The Bond Purchaser has sufficient knowledge and experience in financial and business matters, including the purchase and ownership of municipal bonds and other tax-exempt obligations similar to the Bonds, to be capable of evaluating the merits and risks of an investment in the Bonds, and the Bond Purchaser is able to bear the economic risks of such an investment.
- (c) The Bond Purchaser is purchasing the Bonds, pursuant to an exemption from registration under the Securities Act, for not more than one account for investment purposes and not with a view to distributing the purchased Bonds.
- (d) The Bond Purchaser recognizes that an investment in the Bonds involves significant risks, that there is no established market for the Bonds and that none is likely to develop and, accordingly, that the Bond Purchaser must bear the economic risk of an investment in the Bonds for an indefinite period of time.
- (e) The Bond Purchaser understands and acknowledges that, subject to satisfaction of certain conditions set forth in the Indenture, the Issuer may issue subsequent series of bonds secured by Assessments on a parity with the Bonds.
- (f) The Bond Purchaser (i) has conducted its own independent inquiry, examination and analysis with respect to the Bonds, (ii) has had an opportunity to ask questions of and receive answers from the Issuer regarding the Bonds (including the security therefor) and the matters, transactions and documents relating to the foregoing, (iii) has been provided by the Issuer with all documents and information regarding the Bonds (including the security therefor) and the matters, transactions and documents relating to the foregoing that it has requested, and (iv) the Bond Purchaser has been provided with information sufficient to allow the Bond Purchaser to make an informed decision to purchase the Bonds.
- (g) The Bond Purchaser (i) is not relying upon the Issuer, or any of its affiliates, officers, employees or agents, for advice as to the merits and risks of investment in the Bonds, and (ii) has sought such accounting, legal and tax advice as it has considered necessary to make an informed investment decision.

(h) The Bond Purchaser understands and acknowledges (i) that the offering of the Bonds is neither subject to the requirements of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, nor being registered under the Securities Act or any state securities laws, and (ii) that the Issuer has not prepared or caused to be prepared, and is not delivering, a deemed final official statement with respect to the Bonds.

(i) The Bond Purchaser is able to bear the economic risk of the investment represented by its purchase of the Bonds.

(j) In the event that the Bond Purchaser wishes to sell the Bonds in the future, the Bond Purchaser agrees and acknowledges that the Bonds cannot be sold without complying with transfer restrictions set forth in the Indenture, including but not limited to providing for execution and delivery by the proposed transferee of a letter in substantially the form of this letter, and the Bond Purchaser hereby agrees to assume the responsibility for disclosure of all material information that may be necessary to comply with all federal and related state securities laws.

Bond Purchaser agrees to defend, indemnify and hold harmless the Issuer from and against any and all claims, liabilities, obligations, losses, damages and penalties of any kind (including reasonable fees of outside counsel, litigation and court costs, amounts paid in settlement and amounts paid to discharge judgments) that may be imposed on, incurred by or asserted against the Authority in any way relating to or arising out of a transfer of the Bonds to which this letter relates in violation of the restrictions contained in Section 2.05(B) of the Master Indenture.

[BOND PURCHASER]

By: _____

Name:

Authorized Officer



CSCDC
CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION



AGENDA OF THE ANNUAL MEETING OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT CORPORATION

July 17, 2014

**10:15 a.m. or upon adjournment of the regularly scheduled CSCDA Board Meeting
California State Association of Counties
1100 K Street, 1st Floor
Sacramento, California**

County of Yuba
915 8th Street, Suite 103
Marysville, CA 95901

County of Monterey
168 West Alisal Street
Salinas, CA 93901

27788 Hidden Trail Road
Laguna Hills, CA 92653

709 Portwalk Place
Redwood City, CA 94065

12715 Lookout Circle
Nevada City, CA 95959

- I. Call the Roll (alternates designate which member they are representing).
- II. Approve the Minutes of the November 26, 2013 Meeting.
- III. Elect officers of CSCDC, including President, Vice President, Treasurer and Secretary.
- IV. New Markets Tax Credit Program Update.
- V. Discuss and Approve (i) Resolutions authorizing execution of an Allocation Agreement with the CDFI Fund to receive \$38,000,000 in New Markets Tax Credits; (ii) Unanimous Written Consent of Members of Subsidiary Allocatees; and (iii) Certificate in Support of Opinion of Allocatee and Subsidiary Allocatees.
- VI. Public Comment.
- VII. Adjourn.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2014 at __: __ m,
Signed _____. Please fax signed page to (925) 933-8457.

Note: Persons requiring disability-related modification or accommodation to participate in this public meeting should contact (925) 933-9229, extension 225.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2014 at __: __ __m,
Signed _____. Please fax signed page to (925) 933-8457.

**MEETING OF THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT CORPORATION
(CSCDC)**

California Association of Counties
1100 K Street, Sacramento, California

November 26, 2013

MINUTES

Commission Chair Larry Combs called the meeting to order at 10:03 am.

I. Roll call

Commission members present: Larry Combs, Chair. Irwin Bornstein, Kevin O'Rourke, Tim Snellings and alternate Commissioner Brian Moura, representing Dwight Stenbakken, participated by conference telephone.

Others present included: Perry Stottlemeyer and Norman Coppinger, League of California Cities; Scott Carper, CSCDA; Jenna Magan, Orrick, Herrington & Sutcliffe; and Mark Paxson, State Treasurer's Office. Patricia Eichar, Orrick, Herrington & Sutcliffe; and Jon Penkower, CSCDA participated by conference telephone.

II. Approval of minutes—October 24, 2013

The board approved the minutes for the meeting held October 24, 2013.

Motion to approve by Snellings; second by O'Rourke; unanimously approved by roll-call vote.

III. Asset Management services provided by New Markets Support Company (information item only)

Jon Penkower shared that staff has entered into an agreement with New Markets Support Company (NMSC) for back-end services, including asset management, loan servicing, reporting and compliance services for CSCDC's first round of completed New Market Tax Credits transactions utilizing its recent \$35 million allocation.

NMSC is a nonprofit organization and is affiliated with the Local Initiative Support Corporation (LISC), the nation's leading community development support organization. NMSC is the leader in providing advisory services to help Community Development Entities (CDEs) manage their projects and portfolios. During the course of this engagement, CSCDC will have access to a robust proprietary software tool that tracks all relevant data and documents in connection with each transaction.

IV. Staff updates

None.

V. Public comment

None.

VI. Adjournment

Commission Chair Larry Combs adjourned the meeting at 10:08 am.

Submitted by: Perry Stottlemeyer, League of California Cities staff

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT CORPORATION
SUMMARY AND APPROVAL

DATE: JULY 17, 2014

PURPOSE: DISCUSS AND APPROVE (I) RESOLUTIONS AUTHORIZING EXECUTION OF AN ALLOCATION AGREEMENT WITH THE CDFI FUND TO RECEIVE \$38,000,000 IN NEW MARKETS TAX CREDITS; (II) UNANIMOUS WRITTEN CONSENT OF MEMBERS OF SUBSIDIARY ALLOCATEES; AND (III) CERTIFICATE IN SUPPORT OF OPINION OF ALLOCATEE AND SUBSIDIARY ALLOCATEES.

Background:

On September 15, 2013, CSCDC filed an application with the U.S. Treasury Department's Community Development Financial Institutions Fund ("CDFI Fund") seeking an allocation of New Markets Tax Credits ("NMTCs"). On June 5, 2014, CSCDC was awarded \$38 million in New Markets Tax Credit investment authority by the CDFI Fund. CSCDC's first step in deploying the allocation is signing an allocation agreement with the CDFI Fund. The allocation agreement includes as parties each of the subsidiary community development entities ("CDE's") formed by CSCDC in anticipation of the allocation.

In connection with the allocation agreement, the CDFI Fund requires CSCDC to deliver an allocation agreement legal opinion from counsel to CSCDC that addresses typical transactional state law issues like good standing, authorization and enforceability and certain federal law issues regarding tax status and some specific to the New Markets Tax Credit Program. CSCDC's New Markets counsel Nixon Peabody will deliver the allocation agreement opinion.

With a fully executed and effective allocation agreement, each of CSCDC's subsidiary CDEs may accept an investment that it will designate as a Qualified Equity Investment ("QEI") earning NMTCs for the investor so long as QEI proceeds are used to make loans or investments to Qualified Active Low Income Community Businesses or "QALICBs". CSCDC will provide NMTC financing for QALICBs that promote public benefit through: 1) economic development through creating jobs, technologies, and goods and services; 2) health and social welfare and healthy living; 3) education and job training. Such businesses and projects are particularly challenged to fund capital gaps, as the State's poor credit and finances have made raising conventional debt and equity financing more expensive, and made government subsidies even scarcer.

Three documents are presented for board action:

1. Resolution taking actions necessary to ratify steps taken to date in connection with the NMTC allocation and formation of the subsidiary CDEs and authorizing execution of the allocation agreement enabling CSCDC to proceed with deploying its allocation;
2. Allocation Agreement opinion certificate; and
3. Unanimous Written Consent of the Subsidiary CDEs to enter into the Allocation Agreement.

Recommendation:

It is recommended that the directors of CSCDC approve (a) the Resolutions Authorizing Execution of an Allocation Agreement with the CDFI Fund to Receive \$38,000,000 in New Markets Tax Credits (in the form of Attachment 1), (b) the Unanimous Written Consent of Members of Subsidiary Allocatees (in the form of Attachment 2), and (c) the Certificate in Support of Opinion of Allocatee and Subsidiary Allocatees (in the form of Attachment 3), as submitted to the directors.

Attachment 1

**RESOLUTION OF THE BOARD OF DIRECTORS OF
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT CORPORATION**

As of July 17, 2014, the Board of Directors of California Statewide Communities Development Corporation, a California nonprofit public benefit corporation (the "Allocatee"), does hereby adopt the following resolutions:

WHEREAS, the Allocatee and CSCDC 5, LLC, CSCDC 6, LLC, CSCDC 7, LLC, CSCDC 8, LLC, CSCDC 9, LLC, CSCDC 10, LLC (collectively, the "Subsidiary Allocatees") were organized for the purpose of participating in the federal New Markets Tax Credit ("NMTC") program, designed by Congress to encourage investment in (1) the rehabilitation and construction of commercial, retail, office and manufacturing space in low-income communities; (2) businesses and nonprofits active in low-income communities; and (3) the provision of technical assistance and other services to businesses active in low-income communities; and

WHEREAS, by law, NMTC investments must be made through a qualified community development entity (a "CDE"), which is a legal entity that (i) has as its primary mission serving or providing investment capital for low-income communities or low-income persons, and (ii) maintains accountability to residents of low-income communities through their representation on an advisory board to the CDE; and

WHEREAS, the Allocatee was certified by the Community Development Financial Institutions Fund (the "CDFI Fund") as a CDE, and the Allocatee submitted an Eleventh Round (2013) New Markets Tax Credit Allocation Application (the "Application"); and

WHEREAS, each Subsidiary Allocatee was certified by the CDFI Fund as a subsidiary CDE of the Allocatee; and

WHEREAS, the Allocatee received an allocation of NMTCs under Section 45D of the Internal Revenue Code of 1986, as amended, in the amount of \$38,000,000 of NMTC authority (the "Allocation") in connection with its Application; and

WHEREAS, the Allocatee is the managing member of each of the Subsidiary Allocatees and intends to sub-allocate all or a portion of its Allocation to the Subsidiary Allocatees.

NOW, THEREFORE, BE IT

RESOLVED, that the form, terms, and provisions of, and the transactions contemplated by, the Allocation Agreement to be entered into by and between the Allocatee, the Subsidiary Allocatees and the CDFI Fund (the "Allocation Agreement") and the schedules (which are a part of the Allocation Agreement), the material provisions of the Application and the attachments, exhibits, appendices, and supplements to the Application be, and hereby are, authorized, adopted and approved in all respects; and be it further

RESOLVED, that all actions taken by Jonathan Penkower in connection with the formation of the Subsidiary Allocatees and on behalf of the Allocatee and the Subsidiary Allocatees pursuant to the Allocation Agreement, the Allocation Application, the Unanimous Written Consent of Members of the Subsidiary Allocatees and any related documents, including without limitation, signing as Managing Director, are hereby ratified, approved and adopted in all respects; and be it further

RESOLVED, that each of the following individuals (each an “Authorized Signatory”) be, and each of them hereby is singly or jointly, authorized, empowered and directed, to execute, deliver and perform the Allocation Agreement on behalf of the Allocatee in its own capacity and in its capacity as managing member of the Subsidiary Allocatees, and all related documents with such changes, additions, deletions, amendments or modifications to the Allocation Agreement as the Authorized Signatory may deem necessary, proper or advisable: Catherine Bando, Norman Coppinger, Nancy Parrish and Laura Labanieh Campbell; and be it further

RESOLVED, that each of the Subsidiary Allocatees is hereby authorized to receive sub-allocations of all or a portion of the Allocation, and agrees to accept such sub-allocations; and be it further

RESOLVED, that the Allocatee is authorized to negotiate any further changes to the Allocation Agreement and all related documents as may be required and take any action necessary to implement the business plan of the Allocatee and the Subsidiary Allocatees within the NMTC requirements set forth in the Allocation Agreement and otherwise in furtherance of the NMTC program, including forming additional subsidiary limited liability companies, serving as managing member or manager of the Subsidiary Allocatees and such other subsidiaries, as may be the case, and taking any action necessary to certify such other subsidiaries as CDEs under the NMTC program; and be it further

RESOLVED, that each of the Allocatee and the Subsidiary Allocatees be, and each of them hereby is singly or jointly, authorized, empowered and directed, to take or cause to be taken any and all actions, to make all payments, and to negotiate, enter into, execute, deliver and perform all other agreements, instruments, notices, certificates, filings, written consents and other documents as may be necessary, appropriate, convenient or proper to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, such agreements, instruments, notices, certificates, filings, written consents and other documents to be in such form and to contain such terms and conditions as the Allocatee or any of the Subsidiary Allocatees executing the same shall in its sole discretion determine to be necessary, appropriate, convenient or proper, the execution and delivery thereof by the Allocatee or the applicable Subsidiary Allocatees to be conclusive evidence of such approval; and be it further

RESOLVED, that all actions previously taken by the Allocatee or the Subsidiary Allocatees or their officers, attorneys or agents relating to the foregoing resolutions and transactions contemplated thereby are hereby adopted, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that these resolutions may be executed in counterparts, including by signature pages provided by facsimile or in PDF format, which together shall constitute one and the same instrument.

Adopted by the Board of Directors of Allocatee at its meeting held on July 17, 2014.

Larry Combs
President

ATTEST:

Dan Harrison
Secretary

Attachment 2

UNANIMOUS WRITTEN CONSENT OF MEMBERS OF SUBSIDIARY ALLOCATEES

On July 17, 2014, the undersigned, being the Members of CSCDC 5, LLC, CSCDC 6, LLC, CSCDC 7, LLC, CSCDC 8, LLC, CSCDC 9, LLC and CSCDC 10, LLC, each a California limited liability company (collectively referred to herein as the “Subsidiary Allocatees”), do hereby adopt the following resolutions with respect to the Subsidiary Allocatees:

WHEREAS, the Subsidiary Allocatees were organized for the purpose of participating in the federal New Markets Tax Credit (“NMTC”) program, designed by Congress to encourage investment in (1) the rehabilitation and construction of commercial, retail, office and manufacturing space in low-income communities; (2) businesses and nonprofits active in low-income communities; and (3) the provision of technical assistance and other services to businesses active in low-income communities; and

WHEREAS, by law, NMTC investments must be made through a qualified community development entity (a “CDE”), which is a legal entity that (i) has as its primary mission serving or providing investment capital for low-income communities or low-income persons, and (ii) maintains accountability to residents of low-income communities through their representation on an advisory board to the CDE; and

WHEREAS, California Statewide Communities Development Corporation (the “Allocatee”) was certified by the Community Development Financial Institutions Fund (the “CDFI Fund”) as a CDE, and the Allocatee submitted a Eleventh Round (2013) New Markets Tax Credit Allocation Application (the “Application”); and

WHEREAS, each Subsidiary Allocatee was certified by the CDFI Fund as a subsidiary CDE of the Allocatee; and

WHEREAS, the Allocatee received an allocation of NMTCs under Section 45D of the Internal Revenue Code of 1986, as amended, in the amount of \$38,000,000 of NMTC authority (the “Allocation”) in connection with its Application; and

WHEREAS, the Allocatee is the managing member of each of the Subsidiary Allocatees and intends to sub-allocate all or a portion of its Allocation to the Subsidiary Allocatees; and

WHEREAS, the Allocatee, as managing member of each Subsidiary Allocatee, manages the Subsidiary Allocatees in accordance with the organizational documents of each Subsidiary Allocatee and hereby consents (along with the other members) to the actions take herein.

NOW, THEREFORE, BE IT

RESOLVED, that the form, terms, and provisions of, and the transactions contemplated by, the Allocation Agreement to be entered into by and between the Allocatee, the Subsidiary Allocatees and the CDFI Fund (the “Allocation Agreement”) be, and hereby are, authorized, adopted and approved in all respects; and be it further

RESOLVED, that each of the Subsidiary Allocatees be, and each of them hereby is singly or jointly, authorized, empowered and directed, to execute, deliver and perform the Allocation Agreement, with such changes, additions, deletions, amendments or modifications to the Allocation Agreement as the Allocatee or the Subsidiary Allocatees may deem necessary, proper or advisable; and be it further

RESOLVED, that each of the Subsidiary Allocatees is hereby authorized to receive sub-allocations of all or a portion of the Allocation, and agrees to accept such sub-allocations; and be it further

RESOLVED, that the Allocatee is authorized to negotiate any further changes to the Allocation Agreement as may be required and take any action necessary to implement the business plan of the Allocatee and the Subsidiary Allocatees within the NMTC requirements set forth in the Allocation Agreement and otherwise in furtherance of the NMTC program, including forming additional subsidiary limited liability companies, serving as managing member or manager of the Subsidiary Allocatees and such other subsidiaries, as may be the case, and taking any action necessary to certify such other subsidiaries as CDEs under the NMTC program; and be it further

RESOLVED, that each of the Subsidiary Allocatees be, and each of them hereby is singly or jointly, authorized, empowered and directed, to take or cause to be taken any and all actions, to make all payments, and to negotiate, enter into, execute, deliver and perform all other agreements, instruments, notices, certificates, filings and other documents as may be necessary, appropriate, convenient or proper to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, such agreements, instruments, notices, certificates, filings and other documents to be in such form and to contain such terms and conditions as any of the Subsidiary Allocatees executing the same shall in its sole discretion determine to be necessary, appropriate, convenient or proper, the execution and delivery thereof by the applicable Subsidiary Allocatees to be conclusive evidence of such approval; and be it further

RESOLVED, that all actions previously taken by the Subsidiary Allocatees or their officers, attorneys or agents relating to the foregoing resolutions and transactions contemplated thereby are hereby adopted, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that these resolutions may be executed in counterparts, including by signature pages provided by facsimile or in PDF format, which together shall constitute one and the same instrument.

(Signatures contained on the following page)

IN WITNESS WHEREOF, the undersigned Members of the Subsidiary Allocatees have executed and delivered this Unanimous Written Consent of the Members on the date first above written.

CSCDC 5, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:
Title:

CSCDC 7, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:

CSCDC 6, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:
Title:

CSCDC 8, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:

Title:

CSCDC 9, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:
Title:

Title:

CSCDC 10, LLC

MANAGING MEMBER:

California Statewide Communities Development Corporation, a California nonprofit public benefit corporation

By: _____
Name:
Title:

NON-MANAGING MEMBER:

CSCDC Manager, LLC, a Delaware limited liability company

By: CALIFORNIA STATEWIDE
COMMUNITIES DEVELOPMENT
CORPORATION, a California nonprofit
public benefit corporation, its sole member

By: _____
Name:
Title:

Attachment 3

CERTIFICATE IN SUPPORT OF OPINION OF ALLOCATEE AND SUBSIDIARY ALLOCATEES

This Certificate in Support of Opinion of Allocatee and Subsidiary Allocatees is made as of the ___th day of July, 2014, on behalf of California Statewide Communities Development Corporation (the "Allocatee"), a California nonprofit public benefit corporation and CSCDC 5 LLC, CSCDC 6 LLC, CSCDC 7 LLC, CSCDC 8 LLC, CSCDC 9 LLC and CSCDC 10 LLC, each a California limited liability company (collectively, the "Subsidiary Allocatees"), for reliance upon by Nixon Peabody LLP ("Counsel") in connection with the issuance of an opinion letter (the "Opinion Letter") to be delivered by Counsel as a condition of that certain Allocation Agreement (the "Allocation Agreement") to be entered into by and between the Allocatee, the Subsidiary Allocatees and the Community Development Financial Institutions Fund. In connection with the Opinion Letter, the Allocatee and the Subsidiary Allocatees hereby certify to Counsel for its reliance, the truth, accuracy and completeness of the following matters:

1. Attached hereto as Exhibit A are true, correct and complete copies of the Allocatee's Organizational Documents (as defined in the Opinion Letter). The Allocatee's Organizational Documents have not been altered, amended, modified or rescinded and remain in full force and effect on the date hereof. No steps have been taken by the Board of Directors or stockholders or members of the Allocatee to effect or authorize any amendment or other modification to the Allocatee's Organizational Documents.

2. Attached hereto as Exhibit B are true, correct and complete copies of the Subsidiary Allocatees' Organizational Documents (as defined in the Opinion Letter). The Subsidiary Allocatees' Organizational Documents have not been altered, amended, modified or rescinded and remain in full force and effect on the date hereof. No steps have been taken by the Managing Member or other members of any Subsidiary Allocatee to effect or authorize any amendment or other modification to any of the Subsidiary Allocatees' Organizational Documents.

3. The resolution of the Board of Directors of the Allocatee dated July __, 2014, attached hereto as Exhibit C, authorizing the transactions contemplated in the Opinion Letter were duly approved and adopted by the Allocatee's Board of Directors in accordance with the requirements of the Allocatee's Organizational Documents and have not been amended or supplemented in any respect and are in full force and effect on the date hereof.

4. The resolutions of the members of the Subsidiary Allocatees, dated July __, 2014, attached hereto as Exhibit D, authorizing the transactions contemplated in the Opinion Letter were duly approved and adopted by the members in accordance with the requirements of the Subsidiary Allocatees' Organizational Documents and have not been amended or supplemented in any respect and are in full force and effect on the date hereof.

5. The representations and warranties of the Allocatee and the Subsidiary Allocatees set forth in the Allocation Agreement and the Allocation Application (as defined in the Opinion Letter) are true and correct in all material respects.

6. The representations and warranties of the Allocatee and the Subsidiary Allocatees set out in each applicable CDE Certification Application (as defined in 66 FR 65806) are true and correct in all material respects.

7. No further authorization, consent, approval, or other action by, or filing with, any individual, entity, or state, local, or governmental authority, is required in connection with, the execution, delivery and performance of the Allocation Agreement by the Allocatee or the Subsidiary Allocatees.

8. The execution, delivery and performance of the Allocation Agreement by the Allocatee and the Subsidiary Allocatees will not cause the Allocatee or the Subsidiary Allocatees to be in violation of (i) any material agreement to which the Allocatee and the Subsidiary Allocatees are a party or by which the Allocatee and the Subsidiary Allocatees are bound, or (ii) any court judgment, decree, writ, injunction, rule or regulation or order of any governmental body to which the Allocatee and the Subsidiary Allocatees are subject.

9. There is no suit, action, proceeding, or investigation, pending or threatened against the Allocatee or the Subsidiary Allocatees that questions the validity of the Allocation Agreement or any actions taken or to be taken pursuant thereto.

10. This Certificate is given by the Allocatee and the Subsidiary Allocatees to Counsel with the intention and with the agreement that Counsel will use and rely upon it in issuing the Opinion Letter.

11. The Allocatee is legally authorized to transact business in the State of California, which is its principal place of business. The Allocatee is currently only transacting business in the State of California.

12. Each of the Subsidiary Allocatees is legally authorized to transact business in the State of California, which is its principal place of business. Each of the Subsidiary Allocatees is currently only transacting business in the State of California.

13. The following named individuals are the duly appointed authorized representatives of the Allocatee and, pursuant to the attached resolutions, are authorized to execute and deliver certain documents on behalf of the Allocatee; each of the signatures after the name is the genuine signature of such individual:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Catherine Bando	Authorized Signatory	_____

[Signature Pages Follow]

IN WITNESS WHEREOF, the Allocatee and the Subsidiary Allocatees have executed this Certificate in Support of Opinion of Allocatee and the Subsidiary Allocatees effective as of the date set forth above.

ALLOCATEE:

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation

BY:

Catherine Bando, Authorized Signatory

SUBSIDIARY ALLOCATEES:

CSCDC 5 LLC, a California limited liability company

By:

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By:

Catherine Bando, Authorized Signatory

CSCDC 6 LLC, a California limited liability company

By:

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By:

Catherine Bando, Authorized Signatory

CSCDC 7 LLC, a California limited liability company

By:

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By:

Catherine Bando, Authorized Signatory

CSCDC 8 LLC, a California limited liability company

By: **CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By: _____
Catherine Bando, Authorized Signatory

CSCDC 9 LLC, a California limited liability company

By: **CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By: _____
Catherine Bando, Authorized Signatory

CSCDC 10 LLC, a California limited liability company

By: **CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT CORPORATION**, a California nonprofit
public benefit corporation, its Managing Member

By: _____
Catherine Bando, Authorized Signatory

The undersigned hereby certifies that Catherine Bando is a duly qualified and acting Authorized Signatory and that each signature set forth above is his true and genuine signature.

Larry Combs
President

Exhibit A

Allocatee's Organizational Documents

[See Attached]

Exhibit B

Subsidiary Allocatee's Organizational Documents

[See Attached]

Exhibit C

Resolutions of the Board of Directors

[See Attached]

Exhibit D

Member Consent

[See Attached]