



REGULAR MEETING AGENDA

August 4, 2016 at 2:00 p.m.

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

Telephonic Locations:

County of Monterey
168 Alisal Street, Salinas, CA 93901

3252 Southern Hills Drive
Fairfield, CA 94534

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

County of Butte
7 County Drive, Oroville, CA 95965

709 Portwalk Place
Redwood City, CA 94061

27788 Hidden Trail Road
Laguna Hills, CA 92653

A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

<input type="checkbox"/> Dan Harrison, Chair	<input type="checkbox"/> Tim Snellings, Member
<input type="checkbox"/> Larry Combs, Vice Chair	<input type="checkbox"/> Dan Mierzwa, Member
<input type="checkbox"/> Kevin O'Rourke, Treasurer	<input type="checkbox"/> Irwin Bornstein, Member
<input type="checkbox"/> Ron Holly, Secretary	<input type="checkbox"/> Brian Moura, Alt. Member
<input type="checkbox"/> Nav Gill, Alt. Member	
2. Consideration of the minutes of the July 21, 2016 Regular Meeting.
3. Consideration of the Consent Calendar.
4. Public Comment.

B. ITEMS FOR CONSIDERATION

5. Consideration of the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
 - a. Warm Springs, LP (Innovia Apartments), City of Fremont, County of Alameda; issue up to \$42,300,000 in multi-family housing revenue bonds.

This ___ page agenda was posted at 1100 K Street, Sacramento, California on _____, 2016 at ___: ___ m, Signed _____. Please email signed page to info@cscda.org

- b. D1 Senior Irvine Housing Partners, LP (D1 Senior Irvine Housing Apartments), City of Irvine, County of Orange; issue up to \$25,305,225 in multi-family housing revenue bonds.
 - c. Esencia Norte Affordable Apartments, LP (Esencia Norte Apartments), unincorporated County of Orange; issue up to \$22,000,000 in multi-family housing revenue bonds.
 - d. Sendero Bluffs Senior Apartments, LP (Sendero Bluffs Apartments), unincorporated County of Orange; issue up to \$17,700,000 in multi-family housing revenue bonds.
 - e. The Culinary Institute of America, Cities of Napa and St. Helena, County of Napa, issue up to \$15,000,000 in nonprofit revenue bonds.
- 6. Consideration of the levy of special taxes for fiscal year 2015-16 for Community Facility District No. 2015-02 (Rio Bravo).
 - 7. Consideration of CFD No. 2016-01 (Napa Pipe), County of Napa:
 - a. Continue the Public Hearing and all proceedings to September 15, 2016.
 - 8. Consideration of Bronze Level Patron Program Sponsorship of CCAH.

C. STAFF ANNOUNCEMENTS, REPORTS ON ACTIVITIES OR REQUESTS

- 9. Executive Director Update.
- 10. Staff Updates.
- 11. Adjourn.

NEXT MEETING: Thursday, August 18, 2016 at 2:00 p.m.
California State Association of Counties
1100 K Street, 1st Floor, Sacramento, CA 95814

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

CONSENT CALENDAR

1. Consent Calendar

- a. Inducement of Central California Housing Corporation (Gateway Terrace II Apartments), City of Merced, County of Merced; issue up to \$10 million in multi-family housing revenue bonds.
- b. Inducement of Menlo Harbor Park Apartments, LP (Harbor Park Apartments), City of Vallejo, County of Solano; issue up to \$45 million in multi-family housing revenue bonds.
- c. Inducement of National Community Renaissance of California (Corona del Rey), City of Corona, County of Riverside; issue up to \$18 million in multi-family housing revenue bonds.
- d. Inducement of National Community Renaissance of California (The Promenade), City of West Covina, County of Los Angeles; issue up to \$12 million in multi-family housing revenue bonds.

August 4, 2016



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

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

July 21, 2016

MINUTES

Commission chair Dan Harrison called the meeting to order at 2:03 pm.

1 Roll Call.

Commission members present: Dan Harrison. Alternate commissioner Brian Moura (representing Irwin Bornstein); Larry Combs; Ron Holly; and Tim Snellings, participated by conference telephone.

CSCDA Executive Director, Catherine Bando also participated by conference telephone.

Others present included: Norman Coppinger and Perry Stottlemeyer, League of California Cities; James Hamill and Jon Penkower, Bridge Strategic Partners. Tricia Ortiz, Richards Watson & Gershon; Patricia Eichar, Orrick Herrington & Sutcliffe; and Chris Lynch, Jones Hall, participated by conference telephone.

2 Approval of the minutes of the July 7, 2016 regular meeting.

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

3 Approval of consent calendar:

a Induce 840 W Walnut, LP (Casa Ramon Apartments), City of Orange, County of Orange; issue up to \$25 million in multi-family housing revenue bonds.

b Approve City of Blue Lake as a CSCDA program participant.

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

4 Public comment.

None.

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

a Vintage at Sonoma, LP (Vista Sonoma Senior Living Apartments), City of Santa Rosa, County of Sonoma; issue up to \$25,025,732 in multi-family housing revenue bonds.

Executive Director Bando explained that this project is for the acquisition and rehabilitation of a 189-unit housing complex consisting of four three-story and four-story buildings. The developer has completed similar projects throughout California, Washington, Oregon, Nevada and Missouri over the past ten years. The 35-year bonds are unrated and will be privately placed.

Bando indicated that the financing complies with CSCDA's general and issuance policies and she recommends approval.

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

- 6 Approve an Assessment Contract and Indenture and the issuance of Limited Obligation Improvement Bonds not to exceed \$12.5 million to provide financing for the installation of seismic strengthening improvements on a commercial property in the City of Los Angeles, County of Los Angeles for the CaliforniaFIRST PACE program.

Executive Director Bando explained that commercial PACE projects exceeding \$10 must be approved by the Commission. This project is for the Hyatt House Hotel located on the University of Southern California campus in Los Angeles. The project consists of seismic strengthening of the building's frame, as well as various energy conservation measures. The capital provider is Hannon Armstrong, who will work with the CaliforniaPACE team.

Bando indicated that the project complies with the CaliforniaPACE requirements and she recommends approval.

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

- 7 Approve resolution ratifying and approving the forms of certain documents to be used in connection with the issuance of CSCDA OpenPACE limited obligation improvement bonds not to exceed \$100 million for Commercial PACE Direct and approving related documents and actions.

Executive Director Bando explained that the documents to be approved today were originally approved on December 4, 2014. The purpose of this item today is ratification and approval of the forms of Contract, Master Indenture, Issuance Certificate and Electronic Signature Agreement. CSCDA PACE counsel Stradling Yocca Carlson & Rauth has reviewed and approved the form and content of the proposed documents.

Additionally, PACE Funding has requested authorization to issue bonds in an amount not to exceed \$100 million.

Executive Director Bando recommends approval of the resolution ratifying and approving the forms of certain documents, and authorization to issue bonds not to exceed \$100 million for PACE Funding.

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

- 8 Approve resolution authorizing the CaliforniaFIRST program administrator to accept alternative forms of evidence that a financed project has been completed and approving related documents.

This item was pulled from the current agenda.

- 9 Approval of the levy of special taxes for the fiscal year 2016-17 for: (i) Community Facility District No. 2013-01 (Fancher Creek) Improvement Area No. 1 and 3; (ii) Community Facilities District No. 2007-01 (Orinda Wilder Project) and Delta Coves Community Facilities District No. 2016-02 Improvement Area No. 1 and 2.

Executive Director Bando explained that this procedure is required annually for CSCDA-established Community Facilities Districts so that taxes are levied so the bonds that have been issued will be repaid.

Bando recommends that the Commission approve the levy of special taxes for the 2016-17 fiscal year relating to these three Community Facilities Districts.

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

- 10 Approval of the following resolutions for the seven Statewide Community Infrastructure Program (SCIP) 2016B Assessment Districts:

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

Executive Director Bando explained that Commission approval of these resolutions today are the first step in connection with the issuance of SCIP 2016B bonds for seven projects. Additionally, the public hearing would be set for September 15, 2016 at 2:00 pm at the office of the California State Association of Counties.

Bando recommends approval of the resolutions financing the improvements and impact fees, approving the preliminary engineer's reports and the setting of the public hearing.

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

- 11 Approval of the following ordinances for Delta Coves Community Facilities District No. 2016-02:

- a Adopt ordinance levying a special tax for fiscal year 2016-17 and following fiscal years solely within and relating to California Statewide Communities Development Authority Community Facilities District No. 2016-02, Improvement Area No. 1 (Delta Coves), County of Contra Costa, State of California.

- b Adopt ordinance levying a special tax for fiscal year 2016-17 and following fiscal years solely within and relating to California Statewide Communities Development Authority Community Facilities District No. 2016-02, Improvement Area No. 2 (Delta Coves), County of Contra Costa, State of California.

Executive Director Bando explained that Commission approval of these ordinances is the next step toward completing CSD No. 2016-02. Bonds are not being issued at this time and will be presented to the Commission at a future meeting.

Bando recommends approval of the resolutions levying the special tax for both Improvement Areas.

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

12 Executive Director update.

Executive Director Bando explained that she, along with Jon and James, completed Commissioner orientation with new Alternate Commissioner Nav Gill earlier today.

Also, it appears that FHA has announced that they will now insure mortgages with PACE liens on them.

13 Staff updates.

James Hamill shared that the Obama Administration announced that they support PACE and the cleaner energy initiative throughout the country, especially solar.

14 Chair Dan Harrison adjourned the meeting at 2:26 pm.

Submitted by: Perry Stottlemeyer, League of California Cities staff

*The next regular meeting of the commission is scheduled for
Thursday, August 4, at 2:00 pm
in the League of California Cities' office at 1400 K Street, 1st Floor, Sacramento, California.*

RESOLUTION NO. 16H-__

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this August 4, 2016.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on August 4, 2016.

By: _____
Authorized Signatory

EXHIBIT A

Project Name	Project Location	Project Description (units)	New Construction/ Acquisition and Rehabilitation	Legal Name of initial owner/operator	Bond Amount
Gateway Terrace II Apartments	City of Merced, County of Merced	50	New Construction	Merced Gateway Investors II, LP	\$10,000,000
Harbor Park Apartments	City of Vallejo, County of Solano	182	Acquisition and Rehabilitation	Menlo Harbor Park Apartments, LP	\$45,000,000
Corona del Rey Apartments	City of Corona, County of Riverside	160	Acquisition and Rehabilitation	National Community Renaissance of California	\$18,000,000
The Promenade Apartments	City of West Covina, County of Los Angeles	124	Acquisition and Rehabilitation	National Community Renaissance of California	\$12,000,000



Agenda Item No. 5a

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Innovia Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the City of Fremont, County of Alameda

AMOUNT: Not to Exceed \$42,300,000

EXECUTIVE SUMMARY:

Innovia Apartments (the “Project”) is the new construction of a 290-unit rental affordable housing project located in the City of Fremont. 100% of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Construction of 290-unit affordable rental housing facility located at Warm Springs Blvd. in the City of Fremont.
- 4.20 acre site.
- One four-story residential building.
- Consists of 20 studio units, 129 one-bedroom units, 118 two-bedroom units, 20 three-bedroom units and three manager units.

PROJECT ANALYSIS:

Background on Applicant:

St. Anton Communities, LLC (“St. Anton”) is an award-winning, nationally recognized apartment and mixed-use builder with more than 25 years of ownership experience. St. Anton builds and owns its projects for the long-term and focuses on smart growth, transit and pedestrian-oriented rental housing and mixed use projects. The St. Anton team is actively engaged in all details of a project from acquisition to design, construction, and management operations. St. Anton prides itself on community collaboration, patience and long-term execution. Founder Peter Geremia’s companies have built over 7,000 apartment units throughout

California and he remains the owner or co-owner in nearly every project. St. Anton has financed more than 10 projects through CSCDA.

Public Agency Approval:

TEFRA Hearing: April 5, 2016 – City of Fremont – unanimous approval
CDLAC Approval: May 18, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 33% (93 units) restricted to 50% or less of area median income households.
 - 67% (194 units) restricted to 60% or less of area median income households.
- The Project is in walking distance to recreational facilities, grocery stores, and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 42,300,000
Tax Credits:	\$ 27,879,689
Lennar (Master Developer) Subsidy:	\$ 5,000,000
NOI during Lease-Up:	\$ <u>1,032,263</u>
Total Sources:	\$ 76,211,952

Uses of Funds:

Construction Costs:	\$ 53,847,058
Architecture & Engineering:	\$ 1,471,365
Third-Party Reports/Inspections:	\$ 190,100
Hard Cost Contingency:	\$ 2,692,353
Impact Fees:	\$ 13,029,695
Financing Costs:	\$ 2,647,101
FF&E:	\$ 493,625
TCAC Fees	\$ 150,914
Other Costs (Taxes, Marketing, Audit):	\$ 926,741
Soft Cost Contingency:	\$ <u>763,000</u>
Total Uses:	\$ 76,211,952

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
Private Placement Purchaser: Citibank

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: August 19, 2016

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16H-__

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 \$42,300,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS INNOVIA 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, Warm Springs, LP, a California limited partnership, and entities related thereto (collectively, the "Borrower"), has requested that the Authority execute and deliver its California Statewide Communities Development Authority Multifamily Housing Revenue Note (Innovia Apartments) 2016 Series M (the "Note") to assist in the financing of the acquisition, construction and development of a 290-unit multifamily housing rental development to be located in the City of Fremont, California, and to be known as Innovia Apartments (the "Project");

WHEREAS, on May 18, 2016, the Authority received an allocation in the amount of \$42,300,000 (the "Allocation Amount") from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the City of Fremont (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 \$42,300,000, 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 Citibank, N.A. (the "Funding Lender"), 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 Funding Lender and the Authority;

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

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

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

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note in one or more series. The Note shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Note (Innovia Apartments) 2016 Series M" 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 \$42,300,000; provided that the aggregate principal amount of any tax-exempt Note executed and delivered shall not exceed the Allocation Amount. The Note shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual signature of any Authorized Signatory. The Note shall be 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. 15R-53 of the Authority, adopted on October 22, 2015) (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 September 1, 2061), 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 Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the 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, an endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Note and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 9. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the execution and delivery of the 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 10. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this August 4, 2016.

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 August 4, 2016.

By _____
Authorized Signatory



Agenda Item No. 5b

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: D1 Senior Irvine Housing Apartments

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

AMOUNT: Not to Exceed \$25,305,225

EXECUTIVE SUMMARY:

D1 Senior Irvine Housing Apartments (the “Project”) is the new construction of a 157-unit rental affordable housing project located in the City of Irvine. 100% of the units will be rent restricted for low-income senior tenants.

PROJECT DESCRIPTION:

- Construction of 157-unit affordable rental housing facility located at Hamal and Magnet in the City of Irvine.
- 4.65 acre site.
- Two three-story residential buildings.
- Consists of 12 studio units, 124 one-bedroom units, 20 two-bedroom units and one manager’s unit.

PROJECT ANALYSIS:

Background on Applicant:

Related California (“Related”) is a fully-integrated real estate firm with a 25-year track record delivering top-quality, affordable and mixed-income housing across California. Related places a high priority on developing, acquiring and preserving housing for the affordable housing sector. Related’s broad portfolio of award-winning affordable and mixed-income developments demonstrates its continuing ability to create affordable housing opportunities in a variety of geographically, economically and socially diverse neighborhoods. This is Related’s seventh financing with CSCDA.

Public Agency Approval:

TEFRA Hearing: January 12, 2016 – City of Irvine – unanimous approval
CDLAC Approval: May 18, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 37% (58 units) restricted to 50% or less of area median income households.
 - 63% (98 units) restricted to 60% or less of area median income households.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 24,175,910
Tax Credits:	\$ 2,455,895
Deferred Developer Fee:	\$ 3,280,000
Deferred Operating Deficit Reserve	\$ 381,828
Deferred TCAC Monitoring Fee	\$ 64,000
Residual Receipts Loan:	<u>\$ 7,844,871</u>
Total Sources:	\$ 38,202,504

Uses of Funds:

Acquisition Costs:	\$ 10,000
Construction Costs:	\$ 23,570,945
Architecture & Engineering:	\$ 2,022,500
Fees & Permits:	\$ 2,877,043
Costs of Issuance:	\$ 1,851,000
Developer Fee:	\$ 4,530,000
Other Costs (Taxes, Marketing, Audit):	<u>\$ 3,341,016</u>
Total Uses:	\$ 38,202,504

Finance Partners:

Bond Counsel: Orrick, Herrington & Sutcliffe, LLP, San Francisco
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
Private Placement Purchaser: MUFG Union Bank, N.A.

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: August 26, 2016

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16H-__

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 \$25,305,225 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS D1 SENIOR IRVINE HOUSING 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, D1 Senior Irvine 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 (D1 Senior Irvine Housing Apartments Project) 2016 Series O (the "Note") to assist in the financing of the acquisition, construction and development of a 157-unit multifamily housing rental development located in the City of Irvine, California, and known as D1 Senior Irvine Housing Apartments (the "Project");

WHEREAS, on May 18, 2016, the Authority received an allocation in the amount of \$25,305,225 (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 \$25,305,225, 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 (D1 Senior Irvine Housing Apartments Project) 2016 Series O" 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 \$25,305,225; 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. 15R-53 of the Authority, adopted on October 22, 2015) (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, 2061), 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, any endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the 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.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this August 4, 2016.

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 August 4, 2016.

By _____
Authorized Signatory



Agenda Item No. 5c

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Esencia Norte Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the unincorporated County of Orange

AMOUNT: Not to Exceed \$22,000,000

EXECUTIVE SUMMARY:

Esencia Norte Apartments (the “Project”) is the new construction of a 112-unit rental affordable housing project located in the unincorporated Rancho Mission Viejo area of the County of Orange. 100% of the units will be rent restricted for low-income tenants.

PROJECT DESCRIPTION:

- Construction of 112-unit affordable rental housing facility located on Esencia Drive in Rancho Mission Viejo.
- 3.09 acre site.
- Seven two-story and three-story residential buildings.
- Consists of 20 one-bedroom units, 57 two-bedroom units, 34 three-bedroom units and one manager unit.

PROJECT ANALYSIS:

Background on Applicant:

Western National Properties (“WNP”) is the multifamily real estate investment company within Western National that represents the ownership interests in real estate properties. WNP consists of a seasoned team of professionals with experience in acquisitions, development, investment management, asset management, and finance. Since 1958, WNP has successfully developed a variety of distinctive apartment communities within diverse markets by leveraging strong relationships and a wide range of design and construction methods. WNP is committed to doing what it can to improve the lives of others in their communities. The Project, along with the

Sendero Bluffs Apartments project (also seeking approval today) are WNP's first two financings with CSCDA.

Public Agency Approval:

TEFRA Hearing: January 12, 2016 – County of Orange – unanimous approval

CDLAC Approval: March 16, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 30% (34 units) restricted to 50% or less of area median income households.
 - 70% (77 units) restricted to 60% or less of area median income households.
- The Project is in walking distance to recreational facilities, grocery stores, and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 16,160,000
Tax Credits:	\$ 12,256,127
Citi Subordinate Note:	\$ 540,000
Developer Note:	\$ <u>1,167,124</u>
Total Sources:	\$ 30,123,251

Uses of Funds:

Construction Costs:	\$ 18,137,989
Architecture & Engineering:	\$ 1,041,383
Fees & Permits:	\$ 2,412,461
FF&E:	\$ 175,000
Costs of Issuance:	\$ 526,195
Capitalized Interest:	\$ 934,525
Developer Fee:	\$ 3,773,570
Reserves:	\$ 2,128,161
Other Costs (Taxes, Marketing, Audit):	\$ 743,967
Soft Cost Contingency:	\$ <u>250,000</u>
Total Uses:	\$ 30,123,251

Finance Partners:

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

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

Private Placement Purchaser: Citibank

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: August 25, 2016

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16H-__

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 \$22,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS ESENCIA NORTE 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, Esencia Norte Affordable Apartments, 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 (Esencia Norte Apartments) 2016 Series K (the "Note") to assist in the financing of the acquisition, construction and development of a 112-unit multifamily housing rental development located in the City of Rancho Mission Viejo, County of Orange, California, and known as Esencia Norte Apartments (the "Project");

WHEREAS, on March 16, 2016, the Authority received an allocation in the amount of \$22,000,000 (the "Allocation Amount") from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the County of Orange (the "County") 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 \$22,000,000, 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 Citibank, N.A. (the "Funding Lender"), 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 Funding Lender and the Authority;

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

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

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

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note in one or more series. The Note shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Note (Esencia Norte Apartments) 2016 Series K" 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 \$22,000,000; 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. 15R-53 of the Authority, adopted on October 22, 2015) (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, 2061), 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 Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the 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, an endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Note and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 9. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the execution and delivery of the 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 10. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this August 4, 2016.

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 August 4, 2016.

By _____
Authorized Signatory



Agenda Item No. 5d

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Sendero Bluffs Apartments

PURPOSE: Approve the Financing of Rental Affordable Housing Project Located in the unincorporated County of Orange

AMOUNT: Not to Exceed \$17,700,000

EXECUTIVE SUMMARY:

Sendero Bluffs Apartments (the “Project”) is the new construction of a 107-unit rental affordable housing project located in the unincorporated Rancho Mission Viejo area of the County of Orange. 100% of the units will be rent restricted for low-income senior tenants.

PROJECT DESCRIPTION:

- Construction of 107-unit affordable rental housing facility located on Esencia Drive in Rancho Mission Viejo.
- 2.78 acre site.
- One three-story residential building.
- Consists of 87 one-bedroom units, 19 two-bedroom units, and one manager unit.

PROJECT ANALYSIS:

Background on Applicant:

Western National Properties (“WNP”) is the multifamily real estate investment company within Western National that represents the ownership interests in real estate properties. WNP consists of a seasoned team of professionals with experience in acquisitions, development, investment management, asset management, and finance. Since 1958, WNP has successfully developed a variety of distinctive apartment communities within diverse markets by leveraging strong relationships and a wide range of design and construction methods. WNP is committed to doing what it can to improve the lives of others in their communities. The Project, along with the Esencia Norte Apartments project (also seeking approval today) are WNP’s first two financings with CSCDA.

Public Agency Approval:

TEFRA Hearing: January 12, 2016 – County of Orange – unanimous approval

CDLAC Approval: March 16, 2016

Public Benefits:

- 100% of the units will be rent restricted for 55 years.
 - 30% (32 units) restricted to 50% or less of area median income households.
 - 70% (74 units) restricted to 60% or less of area median income households.
- The Project is in walking distance to recreational facilities, grocery stores, and public K-12 schools.

Sources and Uses:

Sources of Funds:

Tax-Exempt Bonds:	\$ 12,300,000
Tax Credits:	\$ 12,466,343
Developer Note:	<u>\$ 1,055,317</u>
Total Sources:	\$ 25,821,660

Uses of Funds:

Construction Costs:	\$ 15,528,339
Architecture & Engineering:	\$ 1,009,164
Fees & Permits:	\$ 1,401,340
FF&E:	\$ 175,000
Costs of Issuance:	\$ 469,645
Capitalized Interest:	\$ 703,875
Developer Fee:	\$ 3,234,769
Reserves:	\$ 2,462,654
Other Costs (Taxes, Marketing, Audit):	\$ 586,874
Soft Cost Contingency:	<u>\$ 250,000</u>
Total Uses:	\$ 25,821,660

Finance Partners:

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

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

Private Placement Purchaser: Citibank

Finance Terms:

Rating: Unrated
Term: 35 years
Structure: Private Placement
Estimated Closing: August 25, 2016

CSCDA Policy Compliance:

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

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. 16H-__

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 \$17,700,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS SENDERO BLUFFS 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, Sendero Bluffs Senior Apartments, 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 (Sendero Bluffs Apartments) 2016 Series L (the "Note") to assist in the financing of the acquisition, construction and development of a 107-unit multifamily housing rental development located in the City of Rancho Mission Viejo, County of Orange, California, and known as Sendero Bluffs Apartments (the "Project");

WHEREAS, on March 16, 2016, the Authority received an allocation in the amount of \$17,700,000 (the "Allocation Amount") from the California Debt Limit Allocation Committee in connection with the Project;

WHEREAS, the County of Orange (the "County") 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 \$17,700,000, 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 Citibank, N.A. (the "Funding Lender"), 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 Funding Lender and the Authority;

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

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

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

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note in one or more series. The Note shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Note (Sendero Bluffs Apartments) 2016 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 \$17,700,000; 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. 15R-53 of the Authority, adopted on October 22, 2015) (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, 2061), 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 Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the 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, an endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Note and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 9. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the execution and delivery of the 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 10. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this August 4, 2016.

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 August 4, 2016.

By _____
Authorized Signatory



Agenda Item No. 5e

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PROJECT: Culinary Institute of America

PURPOSE: Authorize the Issuance of Bonds to Finance Improvements to the City of St. Helena and City of Napa Campuses

AMOUNT: Not to Exceed \$15,000,000

EXECUTIVE SUMMARY:

The Culinary Institute of America (CIA), has requested that CSCDA issue nonprofit revenue bonds in an amount not to exceed \$15,000,000 (the “Bonds”) to finance improvements to its campuses in the cities of St. Helena and Napa.

PROJECT ANALYSIS:

About the CIA:

The Culinary Institute of America (CIA) is the world’s premier culinary college, with an industry-wide reputation for excellence and more than 48,000 alumni serving their professions as a living testament to the quality of a CIA education.

The CIA was founded in 1946 as the New Haven Restaurant Institute, a storefront cooking school in downtown New Haven, CT, with an enrollment of 50 students and a faculty consisting of a chef, a baker, and a dietitian. As the first and only school of its kind in the United States, the CIA was specifically created to train returning World War II veterans in the culinary arts. As the foodservice industry grew, so did enrollment, necessitating a move in 1947 to larger quarters—a 40-room estate adjacent to Yale University. The Institute’s name was changed to the Restaurant Institute of Connecticut and in 1951 it became known as The Culinary Institute of America, reflecting its national scope and the increasing diversity of the campus population.

In 1972, with a student body of 1,000, the college relocated to its present main campus, the former St. Andrew-on-Hudson in Hyde Park, NY. As the curriculum—and the CIA’s reputation—expanded, the college continued to grow. Residence halls were added on the New York campus, and an extensive culinary library, career planning center, and learning resources center were established.

Responding to a growing need for food and wine professional development on the West Coast, the college opened The Culinary Institute of America at Greystone, a branch campus located in the heart of California's Napa Valley. The campus is situated in and around the Greystone Cellars building formally owned by Christian Brothers. First offering continuing education programs for foodservice professionals, the California campus grew to include associate degree programs and food enthusiast classes.

Expanding the college's California campus and its presence in wine country, the CIA acquired the property that was Copia, the former center for food, wine, and the arts in downtown Napa. The Culinary Institute of America at Copia will offer food and wine education programs, as well as industry leadership conferences and initiatives. Visitors can anticipate new programs focused on food and wine, new dining facilities, an expanded calendar of special events, a public museum, and other consumer-focused experiences. The Food Business School will also be headquartered there. Today the CIA enrolls approximately 2,900 students in its degree programs and employs more than 170 expert chef-instructors and other faculty members representing 13 countries. The college's 48,000-plus graduates are leaders and pacesetters in the industry.

About the Project:

Copia Renovation Description (Napa)

The bond funds associated with Copia will be put toward the renovation of the facility to support its reactivation into a thriving center focused on food and wine education serving CIA students as well as the general public. In addition to its primary business purposes, the Copia site will serve as a strategically positioned brand enhancement by welcoming a large number of visitors to California wine country and exposing them to the mission of the college.

- Copia will include a newly imagined presentation of the CIA's Vintner's Hall of Fame collection which will be relocated from its current location at the Greystone facility to its new home in the expansive first floor atrium of the Copia building.
- Based upon a recent generous gift from the estate of Chuck Williams (founder of Williams-Sonoma), the CIA at Copia will present the extraordinary collection of cookware and kitchen related artifacts gathered by of Mr. Williams during his lifetime.
- Together, the Vintner's Hall of Fame and the Williams Museum will be presented as "free public access" attractions and serve as a popular place for wine country visitors to begin or augment their discovery of the region and enjoyment of food and wine.
- Copia will also house the CIA's newly launch school of graduate and executive studies, named the Food Business School (FBS). Staff and faculty for the FBS will use Copia as their regular office site and several classrooms will be dedicated for conducting FBS programming.

Greystone Renovation Description (St. Helena)

The bond funds associated with the Greystone facility will support the following renovations:

- The third floor teaching kitchens to optimize space utilization, and new bakeshops will be built to occupy the south end of the third floor which will provide a much needed update of equipment as well as an increase in student capacity.
- On the second floor of the building, a new special events kitchen will be created to better isolate and support the needs of Greystone's popular catering operations. Additionally, the

former restaurant space will be repurposed to provide a much needed solution to student dining which will become integrated into the curriculum in much the same way as it is driven the college's Hyde Park operations.

- First floor renovations will include the consolidation of administrative and support activities to include the creation of a new, energy efficient, storeroom and support operations housed in newly excavated underground caves. Several of the support activities, such as custodial and engineering, that are currently housed on the first floor will be strategically relocated to the areas closer to where the staff and equipment is more regularly deployed to the back of the third floor areas.

Public Agency Approval:

TEFRA Hearing: TEFRA was approved by the City of St. Helena on July 12, 2016 (3-1 vote in favor of the financing), and City of Napa is scheduled for August 2, 2016. CSCDA staff will update the Commission on the outcome of the Napa hearing at the meeting.

Public Benefit:

Given its non-profit status and the culture imbued into an institution of higher education, the CIA sets an expectation of itself to engage in service to various communities and the public interest. The CIA's California operations range from locally based community service to that of global reach and impact. In addition to its core mission of preparing students for successful careers, the CIA has a long history of engaging with broad audiences on key topics of importance related to food. Through a number of major conferences which are held at our California campus each year, the CIA hosts and collaborates with experts from around the globe whose disciplines cover health and wellness, sustainability, production and agricultural innovation, and cultural exchange among others. On a more local level the CIA's California operations frequently serve as host to a number of community serving events including school fundraisers, public education forums, and a variety of other charitable causes.

Sources and Uses:

Sources of Funds:

Bond Proceeds:	\$ 14,210,000
Net Premium:	\$ 868,016
Total Sources:	\$ 15,078,016

Uses of Funds:

Project Fund:	\$ 13,900,000
Capitalized Interest Fund:	\$ 892,962
Costs of Issuance:	\$ 284,200
Additional Proceeds:	\$ 854
Total Uses:	\$ 15,078,016

Finance Partners:

Bond Counsel: Nixon Peabody, LLP, Los Angeles
Authority Counsel: Orrick, Herrington & Sutcliffe, LLP, Sacramento
Underwriter: Barclays, New York

Finance Terms:

Anticipated Rating: Baa2 by Moody's
Term: 30 years at a fixed interest rate
Structure: Public Offering
Estimated Closing: September 16, 2016

CSCDA Policy Compliance:

The financing complies with CSCDA's general and issuance policies.

DOCUMENTS: (as attachments)

1. CSCDA Resolution (Attachment A)

COMMISSION ACTION RECOMMENDED BY THE EXECUTIVE DIRECTOR:

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

ATTACHMENT A

RESOLUTION NO. __NP-__

**CALIFORNIA STATEWIDE COMMUNITIES
DEVELOPMENT AUTHORITY**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN A
PRINCIPAL AMOUNT NOT TO EXCEED \$15,000,000 TO FINANCE THE
CONSTRUCTION, IMPROVEMENT, RENOVATION AND EQUIPPING OF
EDUCATIONAL FACILITIES FOR THE CULINARY INSTITUTE OF AMERICA 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 City of Napa ("Napa City") is a Program Participant, and such Napa City 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, the City of St. Helena ("St. Helena City") is a Program Participant, and such St. Helena City 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 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 Culinary Institute of America, a New York nonprofit corporation (the "Corporation"), wishes to finance the construction, improvement, renovation and equipping of two educational facilities (the "Project") owned and operated by the Corporation and located in St. Helena City and Napa City;

WHEREAS, the Corporation is requesting the assistance of the Authority in financing the Project;

WHEREAS, pursuant to an Indenture of Trust (the "Indenture"), between the Authority and The Bank of New York Mellon (the "Trustee"), the Authority will issue the California Statewide Communities Development Authority Revenue Bonds, Series 2016B (The Culinary Institute of America Project) (the "Bonds") for the purpose, among others, of financing the Project;

WHEREAS, pursuant to a Loan and Security Agreement (the "Loan Agreement"), between the Authority and the Corporation, the Authority will loan the proceeds of the Bonds to the Corporation for the purpose, among others, of financing the Project;

WHEREAS, pursuant to a Bond Purchase Contract, to be dated the date of sale of the Bonds (the "Purchase Contract"), among J.P. Morgan Securities LLC, as representative of the underwriters (the "Underwriter"), the Authority and the Corporation, the Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Indenture to finance the Project, to pay capitalized interest, and to pay costs incurred in connection with the issuance of the Bonds;

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

- (1) A proposed form of the Indenture;
- (2) A proposed form of the Loan Agreement;
- (3) A proposed form of the Purchase Contract;
- (4) A proposed form of the official statement (the "Official Statement") to be used by the Underwriter in connection with the offering and sale of the Bonds; and
- (5) A proposed form of the Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), which is included in the Official Statement.

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, Series 2016B (The Culinary Institute of America Project)” in an aggregate principal amount not to exceed fifteen million dollars (\$15,000,000). The Bonds shall be issued and secured in accordance with the terms of, and shall be in the form or forms set forth in, the Indenture. 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. 15R-53 of the Authority, adopted on October 22, 2015 (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 Indenture, 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 Indenture 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 trustee, dated date, maturity date or dates, interest rate or rates, tender provisions, 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 Indenture, as finally executed.

Section 3. The proposed form of Loan Agreement, 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 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.

Section 4. The proposed form of the Purchase Contract, 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 Contract, 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.

Section 5. The proposed preliminary form of the Official Statement, as made available to the Commissioners, is hereby approved. The Underwriter is hereby authorized to distribute the Official Statement in preliminary form, to persons who may be interested in the purchase of the Bonds and to deliver the Official Statement in final form, in substantially the form of the preliminary Official Statement, to the purchasers of the Bonds.

Section 6. The proposed form of the Continuing Disclosure Agreement, 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 Continuing Disclosure 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.

Section 7. 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 8. 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, an intercreditor agreement among the parties secured by a deed of trust granted by the Corporation, any and all documents and certificates to be executed in connection with securing credit support, if any, for the Bonds, 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 9. 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 10. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until St. Helena City and Napa City have held the hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, if required by said Section, and have approved the issuance of the Bonds as may be required thereby and in accordance with Section 9 of the Agreement to provide financing for the Project.

Section 11. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the California Statewide Communities Development Authority this 4th day of August, 2016.

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 August 4, 2016.

By: _____
Authorized Signatory
California Statewide Communities
Development Authority



Agenda Item No. 6

Agenda Report

DATE: August 4, 2016

TO: CSCDA COMMISSIONERS

FROM: Cathy Bando, Executive Director

PURPOSE: Consideration of the levy of special taxes for fiscal year 2016-17 for Community Facilities District No. 2015-02 (Rio Bravo)

EXECUTIVE SUMMARY:

There are various annual reporting requirements and reporting dates in connection with California Statewide Communities Development Authority Community Facilities Districts No. 2015-02 (Rio Bravo). The requirements include, among other things, the presentation of the “Annual Special Tax Roll” for CFD No. 2015-02 to the Commission for consideration. The annual levy is necessary to pay debt service on the outstanding bonds and to pay for certain public services. Commission consideration and approval is due each year prior to the County of Kern’s August 10th deadline for the inclusion of such special taxes on the consolidated property tax bills pursuant to Government Code Section 43340 of the Mello-Roos Community Facilities Act of 1982 (the “Act”), or in the case of direct billing, at a different time or in a different manner if necessary to meet its financial obligations.

The reports are prepared by David Taussig & Associates.

DISCUSSION:

CFD No. 2015-02 (Rio Bravo) was established on July 23, 2015 and the special taxes are for public facilities. CFD No. 2015-02 encompasses approximately 46.53 acres. For Fiscal Year 2016-2017, one (1) parcel within the district is classified as Developed Property and the remainder of the six (6) parcels within the district are classified as Undeveloped Property. Both Developed and Undeveloped Property within the district will be subject to the levy of special taxes.

FINANCIAL IMPACT:

The special taxes being levied hereunder are at the same rate or at a lower rate than provided within each applicable Ordinance. The ordinance sets forth the rate and method of apportionment (“RMA”) for CFD No. 2015-02. The total Fiscal Year 2016-2017 special tax levy for CFD No. 2015-02 is \$830,793.76.

ATTACHMENTS:

Special Tax Worksheets for CFD No. 2015-02.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends approval of the levy of special taxes for fiscal year 2016-17 for Community Facility District No. 2015-02 (Rio Bravo).

California Statewide Communities Development Authority

Community Facilities District No. 2015-02 (Rio Bravo)

Fiscal Year 2016-2017 Special Tax Requirement

Fund Balances as of June 30, 2016		\$0.00
Special Tax Fund	\$15,073.05	
Redemption Fund	\$1,647.17	
Bond Funded Administrative Credit	(\$16,720.23)	
Remaining Fiscal Year 2015-2016 Sources of Funds:		\$294,843.46
Special Tax Collections Available for Interest Due 9/1/16	\$0.00	
Capitalized Interest Funds Available for Interest Due 9/1/16	\$294,843.46	
Remaining Fiscal Year 2015-2016 Obligations:		(\$294,843.46)
Interest Due September 1, 2016	(\$294,843.46)	
Principal Due September 1, 2016	\$0.00	
Fiscal Year 2015-2016 Surplus / (Draw on Reserve Fund)		\$0.00
Series 2015A Debt Service Obligations:		(\$772,981.26)
Interest Due March 1, 2017	(\$296,490.63)	
Interest Due September 1, 2017	(\$296,490.63)	
Principal Due September 1, 2017	(\$180,000.00)	
Administrative Expense Obligations		(\$57,812.50)
Reserve Fund Replenishment ^[2]		\$0.00
Credit for Funds Available per the Indenture		\$0.00
Fiscal Year 2016-2017 Special Tax Requirement		\$830,793.76
Actual Fiscal Year 2016-2017 Levy		\$830,793.76
Number of Parcels Subject to FY 2016-2017 Levy		7
<i>[1] Amounts in the Reserve Fund in excess of the Reserve Requirement may be transferred to the Redemption Fund.</i>		
<i>[2] Funds currently exist to replenish the Reserve Fund to the required Reserve Requirement level.</i>		

**California Statewide Communities Development Authority
Community Facilities District No. 2015-02 (Rio Bravo)**

Fiscal Year 2016-2017 Special Tax Enrollment

Assessor Parcel Number	ATN Number	Land Use Class	Tax Basis	Building Square Feet	Parcel Acreage	* Step 1 * Special Tax	* Step 2 * Special Tax	* Step 3 * Special Tax	* Step 4 * Special Tax	FY 2016-17 Special Tax Levy	* Adjusted * FY 2016-17 Levy
434-010-50-0	434-010-50-00-1	2	Per Acre	NA	4.29	\$0.00	\$10,534.52	\$0.00	\$0.00	\$10,534.52	\$10,534.52
434-010-65-8	434-010-65-00-5	2	Per Acre	NA	13.61	\$0.00	\$33,420.71	\$0.00	\$0.00	\$33,420.71	\$33,420.72
434-010-67-4	434-010-67-00-1	2	Per Acre	NA	14.18	\$0.00	\$34,820.40	\$0.00	\$0.00	\$34,820.40	\$34,820.40
434-010-70-8	434-010-70-00-9	2	Per Acre	NA	2.65	\$0.00	\$6,507.34	\$0.00	\$0.00	\$6,507.34	\$6,507.34
434-010-71-6	434-010-71-00-2	2	Per Acre	NA	3.11	\$0.00	\$7,636.91	\$0.00	\$0.00	\$7,636.91	\$7,636.92
434-010-72-4	434-010-72-00-5	2	Per Acre	NA	2.55	\$0.00	\$6,261.78	\$0.00	\$0.00	\$6,261.78	\$6,261.78
434-010-73-2	434-010-73-00-8	1	Per Sq. Ft.	64,573	4.48	\$731,612.09	\$0.00	\$0.00	\$0.00	\$731,612.09	\$731,612.08
Total					44.870	\$731,612.09	\$99,181.67	\$0.00	\$0.00	\$830,793.76	\$830,793.76



Agenda Item No. 8

Agenda Report

DATE: August 4, 2016
TO: CSCDA COMMISSIONERS
FROM: Cathy Bando, Executive Director
PURPOSE: Consider Bronze Level Patron Program Sponsorship of CCAH

EXECUTIVE SUMMARY:

CSCDA is a current member of the California Council for Affordable Housing (CCAH) and has been invited to participate as a 2016 Patron Program Sponsor of CCAH's fall conference. CCAH is a tax-exempt nonprofit organization dedicated to facilitating the development and expansion of affordable housing in the State of California. CCAH devotes its resources to tracking relevant state and federal legislation, monitoring current housing development and finance programs, making recommendations on appropriate housing and programs, and keeping the CCAH membership informed about these matters. CCAH sponsors two annual statewide conferences and presents special seminars on a wide range of topics facing the affordable housing industry.

CSCDA has previously approved a Bronze Level Patron Program Sponsorship of CCAH's fall 2015 and spring 2016 conferences. The Bronze Level Patron Program Sponsorship helps support CCAH's mission and will provide the following benefits to CSCDA:

- One complimentary registration at its spring conference.
- Recognition in printed conference materials.
- CSCDA logo and link on the CCAH website.

The cost of the Bronze Level Patron Program Sponsorship is \$1,500.

RECOMMENDED ACTION:

CSCDA's Executive Director recommends that the Commission approve CSCDA's Bronze Level Patron Program Sponsorship of CCAH and direct staff to complete and submit the sponsorship application.