



**REGULAR MEETING AGENDA**

**September 19, 2019 at 2:00 p.m.**

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

Telephonic Locations:

County of Solano  
675 Texas Street, Fairfield, CA 94533

City of Sausalito  
420 Litho Street, Sausalito, CA 94965

77 De Silva Island Drive  
Mill Valley, CA 94941

709 Portwalk Place  
Redwood City, CA 94061

County of Kern  
1115 Truxtun Avenue, Bakersfield, CA 93301

3252 Southern Hills Drive  
Fairfield, CA 94534

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

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

County of Butte  
7 County Drive, Oroville, CA 95965

**A. OPENING AND PROCEDURAL ITEMS**

1. Roll Call.

- |                                |                                  |
|--------------------------------|----------------------------------|
| ___ Larry Combs, Chair         | ___ Jordan Kaufman, Member       |
| ___ Kevin O'Rourke, Vice Chair | ___ Marcia Raines, Member        |
| ___ Tim Snellings, Secretary   | ___ Michael Cooper, Alt. Member  |
| ___ Brian Moura, Treasurer     | ___ Niroop Srivatsa, Alt. Member |
| ___ Dan Mierzwa, Member        |                                  |

2. Consideration of the Minutes of the September 5, 2019 Regular Meeting.

3. Consent Calendar.

4. Public Comment.

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

**B. ITEMS FOR CONSIDERATION**

5. Consideration of the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
  - a. Campus Oaks Apartments 2, LP (Campus Oaks Apartments Phase 2), City of Roseville, County of Placer; up to \$47,000,000 in multi-family housing revenue bonds.
  - b. 353 Main Street Apartments, LP (353 Main Street Family Apartments), City of Redwood City, County of San Mateo; up to \$75,000,000 in multi-family housing revenue bonds.
  - c. WP Kimberly Park Apartments, LP (Kimberly Park Apartments), City of Victorville, County of San Bernardino; up to \$10,000,000 in multi-family housing revenue bonds.
  
6. Consider the following resolutions for multiple Statewide Community Infrastructure Program (SCIP) Assessment Districts:
  - a. Resolutions of intention to finance capital improvements and/or the payment of development impact fees for public capital improvements, including approval of proposed boundary maps.
  - b. Resolutions preliminarily approving the engineer’s reports, setting date for the public hearing of protests and providing for property owner ballots.

Continue assessment district public hearing with respect to Assessment District No. 19-02 (City of Santee, County of San Diego) (Riverview) to November 7, 2019:

  - a. Notice of Continuance of Public Hearing.
  - b. Certificate of Posting Notice of Continuance of Public Hearing.
  
7. Community Facilities District No. 2019-02 (Sand Creek)
  - a. Conduct second reading and consider adoption of “Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to Improvement Area No. 1 of the California Statewide Communities Development Authority Community Facilities District No. 2019-02 (Sand Creek), City of Antioch, County of Contra Costa, State of California”.

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

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

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

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

**CONSENT CALENDAR**

1. Inducement of Concord RHF Partners, LP (The Concord), City of Pasadena, County of Los Angeles; issue up to \$55 million in multi-family housing revenue bonds.
2. Inducement of Holiday Manor Apartments, LP (Holiday Manor Apartments), City of Oxnard, County of Ventura; issue up to \$68 million in multi-family housing revenue bonds.
3. Inducement of Pacific Palms Apartments, LP (Pacific Palms Apartments), City of Palm Springs, County of Riverside; issue up to \$23 million in multi-family housing revenue bonds.

September 19, 2019



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## MINUTES

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

September 5, 2019 at 2:00 p.m.

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

Commission Vice Chair Kevin O'Rourke called the meeting to order at 2:01 pm.

1. Roll Call.

Commission members present: Tim Snellings

Commission members participating via teleconference: Kevin O'Rourke, Dan Mierzwa, Jordan Kaufman, Marcia Raines, Michael Cooper, and Niroop Srivatsa.

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

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

2. Consideration of the Minutes of August 22, 2019 Regular Meeting.

The Commission approved the August 22, 2019 Regular Meeting minutes.

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

3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of SF Steinbeck Commons LP (Steinbeck Commons), City of Salinas, County of Monterey; issue up to \$35 million in multi-family housing revenue bonds.
2. Consideration of resolution amending certain documents for Springbrook Grove Apartments.

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

4. Public Comment.

There was no public comment.

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

- a. Montage Health and Community Hospital of the Monterey Peninsula, Cities of Carmel-By-The-Sea, Marina and Monterey, County of Monterey; issue up to \$45,000,000 in nonprofit revenue obligations.

Executive Director Bando gave an overview of the project, and the financing complies with CSCDA's general and issuance policies. Community Hospital of the Monterey Peninsula (CHOMP) has requested that CSCDA issue nonprofit revenue notes in an amount not to exceed \$45,000,000 to finance and refinance the construction, improvement, renovation and equipping of healthcare facilities. This will be the sixth CSCDA financing for CHOMP. Executive Director recommends that the Commission adopt the resolution.

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

- b. Los Angeles Jewish Home for the Aging, City of Los Angeles, County of Los Angeles; issue up to \$70,000,000 in Insured Health Facility Refunding Revenue Bonds.

Executive Director Bando gave an overview of the project, and the financing complies with CSCDA's general and issuance policies. Los Angeles Jewish Home for the Aging has requested that CSCDA issue insured health facility refunding revenue bonds in an amount not to exceed \$70,000,000 to finance and refinance the acquisition, construction, improvement, and/or equipping of a continuing care retirement community. This will be the sixth CSCDA financing for LAJHA. CSCDA's Executive Director recommends that the Commission adopt the resolution.

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

6. Community Facilities District No. 2019-02 (Sand Creek) ("CFD No. 2019-02")

- a. Conduct public hearing (hearing to be held at 2 p.m. or shortly thereafter):
- i. Open CFD No. 2019-02 Public Hearing.
  - ii. Close CFD No. 2019-02 Public Hearing.

Commission Vice Chair Kevin O'Rourke opened the public hearing with respect to the Sand Creek CFD. There were no oral or written comments from the public. The hearing was closed. All ballots have been cast in favor of formation of the community facility district, and

no ballots have been cast opposed. The community facility district is being formed for the purpose of financing certain public improvements and/or development impact fees.

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

- b. Consideration of the following resolutions with respect to formation of CFD No. 2019-02:
  - i. Resolution of formation establishing CFD No. 2019-02, designating Improvement Area No. 1 therein and providing for the levy of a special tax to finance certain public improvements, and identifying territory proposed for annexation to CFD No. 2019-02 in the future to levy special taxes therein.

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

- ii. Resolution deeming it necessary to incur bonded indebtedness to finance certain public improvements to mitigate the impacts of development within Improvement Area No. 1 of CFD No. 2019-02.

***Motion to approve by M. Cooper. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

- iii. Resolution calling special mailed-ballot election within Improvement Area No. 1 of CFD No. 2019-02.

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

- c. Conduct special election within Improvement Area No. 1 of CFD No. 2019-02.
- d. Consider resolution declaring result of special mailed-ballot election within Improvement Area No. 1 of CFD No. 2019-02.

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

- e. Conduct first reading of “Ordinance Levying a Special Tax for Fiscal Year 2019- 2020 and Following Fiscal Years Solely Within and Relating to Improvement Area No. 1 of the California Statewide Communities Development Authority Community Facilities District No. 2019-02 (Sand Creek), City of Antioch, County of Contra Costa, State of California”.

***Motion to waive the reading of the full ordinance and read by title only by T. Snellings. Second by J. Kaufman. Unanimously approved by roll-call vote.***



7. Executive Director Update

Executive Director Bando reported she would be attending the CSAC Finance Corporation Board Meeting in Orange County in two weeks. She will also be attending two meetings in October the League of Cities Annual Conference and the County Executive Meeting.

8. Staff Update.

Staff had no update.

9. Adjourn.

The meeting was adjourned at 2:24 p.m.

Submitted by: Sendy Young, CSAC Finance Corporation

**NEXT MEETING:** Thursday, September 19, 2019 at 2:00 p.m.  
California State Association of Counties  
1100 K Street, 1st Floor, Sacramento, CA 95814

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

**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 September 19, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on September 19, 2019.

By: \_\_\_\_\_  
Authorized Signatory

**EXHIBIT A**

<b>Project Name</b>	<b>Project Location</b>	<b>Project Description (units)</b>	<b>New Construction/ Acquisition and Rehabilitation</b>	<b>Legal Name of initial owner/operator</b>	<b>Bond Amount</b>
Holiday Manor Apartments	City of Oxnard, County of Ventura	252	Acquisition and Rehabilitation	Holiday Manor Apartments, LP	\$68,000,000
Pacific Palms Apartments	City of Palm Springs, County of Riverside	140	Acquisition and Rehabilitation	Pacific Palms Apartments, LP	\$23,000,000

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY (THE "AUTHORITY") SETTING FORTH THE AUTHORITY'S OFFICIAL INTENT TO ISSUE MULTIFAMILY HOUSING REVENUE BONDS OR NOTES TO UNDERTAKE THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT 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 or notes pursuant to Part 5 (commencing with Section 52000) of the California Health and Safety Code (the "Act"), for the purpose of financing a multifamily rental housing project; and

WHEREAS, the borrower identified in Exhibit A hereto and/or related entities (collectively, the "Borrower") has requested that the Authority issue and sell multifamily housing revenue bonds or notes (the "Bonds") pursuant to the Act for the purpose of financing the acquisition, rehabilitation and construction as set forth in Exhibit A, of that certain multifamily rental housing development identified in Exhibit A hereto (the "Project"); and

WHEREAS, the Authority, in the course of assisting the Borrower in financing the Project, expects that the Borrower has paid or may pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project 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 Project 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 Project 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 Project (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and conditions as may then be agreed upon by the Authority, the Borrower and the purchaser of the Bonds) in an aggregate principal amount not to exceed the amount with respect to the 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 Project (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 an aggregate principal amount not to exceed the amount set forth in Exhibit A. This action is taken expressly for the purpose of inducing the Borrower to undertake the Project, and nothing contained herein shall be construed to signify that the Project complies 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 Project, 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 the Project in an amount not to exceed the amount 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 September 19, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of said Authority at a duly called meeting of the Commission of said Authority held in accordance with law on September 19, 2019.

By: \_\_\_\_\_  
Authorized Signatory



**EXHIBIT A**

<b>Project Name</b>	<b>Project Location</b>	<b>Project Description (units)</b>	<b>New Construction/ Acquisition or Rehabilitation</b>	<b>Legal Name of initial owner/operator</b>	<b>Bond Amount</b>
The Concord Apartments	275 E. Cordova Street, Pasadena, CA 91101	149 (including 3 manager units)	Acquisition and Rehabilitation	Concord RHF Partners, LP	\$55,000,000



## Agenda Item No. 5a

### Agenda Report

**DATE:** September 19, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** Campus Oaks Apartments Phase 2

**PURPOSE:** Approve the Financing of Rental Affordable Housing Project Located in the City of Roseville, County of Placer

**AMOUNT:** Not to Exceed \$47,000,000

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#### **EXECUTIVE SUMMARY:**

Campus Oaks Apartments Phase 2 (the “Project”) is a new 210-unit mixed income rental housing project located in the City of Roseville (the “City”). 22% of the units will be rent restricted for low-income tenants.

#### **PROJECT DESCRIPTION:**

- New construction of 210-unit mixed income rental housing project located at 350 Roseville Parkway in the City of Roseville.
- 14 two to four-story wood frame residential buildings on an 8.89 acre site.
- Project includes access to swimming pools, fitness center, kitchen and clubhouse.

#### **PROJECT ANALYSIS:**

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

Scott Canel & Associates (Canel), based in Highland Park, Illinois, specializes in a broad range of real estate development, construction and management. Canel has developed commercial retail centers, nursing facilities, single family homes and multi-family housing projects throughout the United States. Canel has significant experience in affordable housing projects, having constructed and/or rehabilitated more than 1,500 restricted units across nine projects throughout the country. The Project is Canel’s second financing with CSCDA. Canel closed Campus Oaks Apartments Phase I with CSCDA in 2017.

**Public Agency Approval:**

**TEFRA Hearing:** May 15, 2019 – City of Roseville – unanimous approval

**CDLAC Approval:** July 19, 2019

**Public Benefits:**

- 22% of the units will be rent restricted for 55 years.
  - All restricted units (45 units) restricted to 50% or less of area median income households.
- The Project is in close proximity to recreational facilities, grocery stores, and public K-12 schools.

**Sources and Uses:**

Sources of Funds:

Tax-Exempt Bonds:	\$ 47,000,000
Developer Equity:	\$ 7,339,708
CSCDA SCIP Loan:	<u>\$ 4,089,095</u>
Total Sources:	\$ 58,428,803

Uses of Funds:

Land:	\$ 4,083,333
Construction Costs:	\$ 37,702,719
Interest & Loan Fees:	\$ 3,670,733
Architecture & Engineering:	\$ 991,580
Impact Fees/City Fees	\$ 8,925,000
Developer Fee:	\$ 160,000
Costs of Issuance:	\$ 638,500
Reserves:	\$ 922,757
Other/Misc.:	<u>\$ 1,334,181</u>
Total Uses:	\$ 58,428,803

**Finance Partners:**

Bond Counsel: Kutak Rock, LLP, Omaha

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

Private Placement Purchasers: Sterling Bank

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Method of Sale:** Private Placement  
**Closing:** October 15, 2019

**CSCDA Policy Compliance:**

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

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)

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

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

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

**ATTACHMENT A**

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

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF A MULTIFAMILY HOUSING REVENUE NOTE IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$47,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE KNOWN AS CAMPUS OAKS APARTMENTS, PHASE 2 AND APPROVING THE EXECUTION AND DELIVERY OF DOCUMENTS AND OTHER MATTERS RELATED THERETO**

**WHEREAS**, the California Statewide Communities Development Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, as the same may be amended (the “Agreement”), to issue revenue notes or bonds for the purpose of financing, among other things, the acquisition and construction 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**, Campus Oaks Apartments 2, LP, an Illinois limited partnership (the “Borrower”), has requested that the Authority issue and sell revenue notes to assist in the financing of the acquisition and construction of a 210-unit multifamily housing development located at 350 Roseville Parkway, in the City of Roseville, California (the “City”), to be known as Campus Oaks Apartments Phase 2 (the “Project”);

**WHEREAS**, during a meeting held on July 17, 2019, the California Debt Limit Allocation Committee adopted its Resolution No. 19-078 transferring an aggregate of \$47,000,000 (the “Allocation Amount”) of the State of California qualified private activity bond authority from 2019 to the Authority for use in connection with the financing of the Project;

**WHEREAS**, the City is a Program Participant (as defined in the Agreement) of the Authority, and on May 15, 2019, following the conduct by it of a public hearing on the financing of the Project, the City Council of the City adopted Resolution No. 19-201 approving the issuance by the Authority of tax-exempt obligations for the Project for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended;

**WHEREAS**, the Authority is willing to issue not to exceed \$47,000,000 aggregate principal amount of its California Statewide Communities Development Authority Multifamily Housing Revenue Note (Campus Oaks Apartments Phase 2) 2019 Series N in

one or more series (the “Note”), and to loan the proceeds of the Note to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and assist in providing housing for low income persons;

**WHEREAS**, there have been prepared and made available to the Commissioners of the Authority the following documents required for the issuance of the Note, and such documents are now in substantially final 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 by the Authority, UMB Bank as fiscal agent (the “Fiscal Agent”) and Sterling Bank, as the initial funding lender (the “Funding Lender”), providing for the issuance of the Note;

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

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

NOW, THEREFORE, BE IT RESOLVED by the members of the Commission of the Authority (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 issue the Note in one or more series. The Note shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Campus Oaks Apartments Phase 2) 2019 Series N” with appropriate modifications and designations as necessary, in an aggregate principal amount not to exceed the Allocation Amount. The Note shall be issued in the form or forms set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual or facsimile signature of the Chair of the Authority or the manual or facsimile signature of any Authorized Signatory (as defined below), and attested by the manual or facsimile signature of the Secretary of the Authority, or the manual or facsimile signature of any Authorized Signatory. The Note shall be issued and secured in accordance with the terms of the Funding Loan Agreement presented to this meeting, as it may be modified as described in Section 3 below. Payment of the principal of, redemption premium, if any, and interest on, the Note shall be made solely from the sources specifically pledged therefor in the Funding Loan Agreement, and the Note shall not be deemed to constitute a debt or liability of the Authority (except to the limited extent set forth in the Funding Loan Agreement), or a debt or liability of any Program Participant or member of the Authority.

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

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

Section 5. The Authority is hereby authorized to sell the Note to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

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

Section 7. The Note, in the form set forth in the Funding Loan Agreement shall, when executed, be delivered to the Funding Lender in exchange for payment of the purchase price thereof.

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the 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, a subordination or intercreditor agreement, any endorsement and/or assignment of the deed of trust securing the repayment of the loan under the Project Loan Agreement and such other documents as described in the Funding Loan Agreement, the Regulatory Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Note and to effectuate the purposes thereof and of the documents herein approved in accordance with this Resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

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

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

PASSED AND ADOPTED by the California Statewide Communities Development Authority this September 19, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing Resolution was duly adopted by the Commission of the Authority at a duly called regular meeting of the Commission of the Authority held in accordance with law on September 19, 2019.

By

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Authorized Signatory



## PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

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

1. Name of Borrower: Campus Oaks Apartments 2 LP
2. Authority Meeting Date: September 19, 2019
3. Name of Obligations: California Statement Communities Development Authority  
For the Campus Oaks Apartments Phase 2 Project
4.  Private Placement Lender or Bond Purchaser,  Underwriter or  Financial Advisor (mark one) engaged by the Borrower provided the Borrower with the required good faith estimates relating to the Obligations [as follows / attached as Schedule A]:
  - (A) The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for Obligations (to the nearest ten-thousandth of one percent): 0 %. No discount
  - (B) The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$ 470,000.00 . (1%)
  - (C) The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: \$ 46,530,000.00.
  - (D) The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$ \$39,192,546.10 .]
5. The good faith estimates [provided above / attached as Schedule A] were  presented to the governing board of the Borrower, or  presented to the official or officials or committee designated by the governing board of the Borrower to

obligate the Borrower in connection with the Obligations or, in the absence of a governing board,  X  presented to the official or officials of the Borrower having authority to obligate the Borrower in connection with the Obligations (mark one).

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

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

Dated: September 16, 2019



## Agenda Item No. 5b

### Agenda Report

**DATE:** September 19, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** 353 Main Street Family Apartments

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

**AMOUNT:** Not to Exceed \$75,000,000

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#### **EXECUTIVE SUMMARY:**

353 Main Street Family Apartments (the “Project”) is a new 125-unit mixed income rental housing project located in the City of Redwood City (the “City”). 50% of the units will be rent restricted for low-income tenants.

#### **PROJECT DESCRIPTION:**

- New construction of 125-unit mixed income rental housing project located at 350 Main Street in the City of Redwood City.
- One five-story residential building with underground parking on a 1.83 acre site.
- Studio, one-bedroom, and two-bedroom apartments plus a manager’s unit.
- Project includes fitness center, resident club room, homework/computer room, resident services office, 2nd story resident deck above the leasing office, and an amenity deck complete with a kid’s play structure, communal + lounge seating.

#### **PROJECT ANALYSIS:**

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

ROEM Development Corporation is a full-service development and construction organization that specializes in the acquisition, planning, financing, new construction, renovation, and asset management of affordable housing for families and seniors. As a longstanding developer of multifamily housing, ROEM maintains its commitment to working locally and collaboratively to successfully complete developments with quality control and efficiency. ROEM has previously constructed or rehabilitated 25 multifamily and senior housing properties. This is ROEM’s 14<sup>th</sup> financing with CSCDA.

**Public Agency Approval:**

**TEFRA Hearing:** November 15, 2018 – City of Redwood City – unanimous approval

**CDLAC Approval:** January 16, 2019

**Public Benefits:**

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

**Sources and Uses:**

Sources of Funds:

Tax-Exempt Bonds:	\$ 53,247,500
CSCDA Taxable Loan:	\$ 9,651,690
San Mateo County Loans:	\$ 10,500,000
Net Operating Income:	\$ 413,821
Deferred Developer Fee:	\$ 8,362,622
Deferred Reserve	\$ 875,057
Tax Credits:	<u>\$ 9,871,476</u>
Total Sources:	\$ 92,922,166

Uses of Funds:

Land:	\$ 18,150,000
Construction Costs:	\$ 49,984,006
Construction Interest & Fees:	\$ 7,088,983
Architecture & Engineering:	\$ 1,750,000
Impact Fees:	\$ 1,153,992
Developer Fee:	\$ 8,479,128
Costs of Issuance:	\$ 295,000
Other Fees & Costs:	\$ 1,997,956
Reserves:	\$ 875,057
Soft Cost Contingency:	<u>\$ 3,148,044</u>
Total Uses:	\$ 92,922,166

**Finance Partners:**

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

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

Private Placement Purchasers: Citibank

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Method of Sale:** Private Placement  
**Closing:** October 10, 2019

**CSCDA Policy Compliance:**

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

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)

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

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

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

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

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$75,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS 353 MAIN STREET FAMILY 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 NOTES.**

**WHEREAS**, the California Statewide Communities Development Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, as the same may be amended (the “Agreement”), to issue revenue bonds 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**, 353 Main Street Apartments, L.P., a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority execute and deliver its Multifamily Housing Revenue Note (353 Main Street Family Apartments) 2019 Series R-1 and its Multifamily Housing Revenue Taxable Note (353 Main Street Family Apartments) 2019 Series R-2 (collectively, the “Notes”) to assist in the financing of the acquisition and construction of a 125-unit multifamily housing rental development located in the City of Redwood City, California, and known as 353 Main Street Family Apartments (the “Project”);

**WHEREAS**, on January 16, 2019, the Authority received an allocation in the amount of \$53,247,500 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

**WHEREAS**, the City of Redwood City (the “City”) is a Program Participant (as defined in the Agreement) of the Authority and has authorized the execution and delivery of the Notes;

**WHEREAS**, the Authority is willing to execute and deliver the Notes in an aggregate principal amount not to exceed \$75,000,000, provided that the portion of such Notes executed and delivered as federally tax-exempt obligations shall not exceed the Allocation Amount, and to loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low and moderate income persons;

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

**WHEREAS**, the Notes will be executed and delivered to Citibank, N.A. (the "Funding Lender"), as the initial holder of the Notes; and

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

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

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

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

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

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Notes in one or more series. The Notes shall be designated as "California Statewide Communities Development Authority Multifamily Housing Revenue Note (353 Main Street Family Apartments) 2019 Series R-1 and California Statewide Communities Development Authority Multifamily Housing Revenue Taxable Note (353 Main Street Family Apartments) 2019 Series R-2" 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 \$75,000,000; provided that the aggregate principal amount of any federally tax-exempt Note executed and delivered shall not exceed the Allocation Amount. The Notes shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the manual or facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and, if appropriate, attested by the facsimile signature of the Secretary of the Authority or the Assistant to

the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Notes shall be secured in accordance with the terms of the Funding Loan Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and prepayment premium, if any, and interest on, the Notes shall be made solely from amounts pledged thereto under the Funding Loan Agreement, and the Notes shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a "Member").

Section 3. The Funding Loan Agreement in the form presented at this meeting is hereby approved. Any Member, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative delegates duly authorized pursuant to Resolution No. 19R-1 of the Authority, adopted on January 24, 2019) (together with the Members, each such person is referred to herein individually as an "Authorized Signatory"), acting alone, is authorized to execute by manual signature and deliver the Funding Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond 45 years from the date of execution and delivery thereof), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of prepayment and other terms of the Notes shall be as provided in the Funding Loan Agreement as finally executed.

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

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

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

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

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the Notes are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other



documents, including but not limited to a tax certificate, contingency draw-down agreement, loan related documents, an assignment of deed of trust, any endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Notes and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

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

This Resolution shall take effect upon its adoption.

**PASSED AND ADOPTED** by the California Statewide Communities Development Authority this September 19, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on September 19, 2019.

By \_\_\_\_\_  
Authorized Signatory

## ATTACHMENT A

### PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

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

1. Name of Borrower: 353 Main Street Apartments, LP
2. Authority Meeting Date: September 19, 2019
3. Name of Obligations: 353 Main Street Apartments
4.  Private Placement Lender or Bond Purchaser,  Underwriter or  Financial Advisor (mark one) engaged by the Borrower provided the Borrower with the required good faith estimates relating to the Obligations as follows:
  - [(A) The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for Obligations (to the nearest ten-thousandth of one percent): 3.66%.
  - (B) The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$1,166,540.
  - (C) The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: \$52,080,959.
  - (D) The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$80,987,109
5. The good faith estimates provided above were  presented to the governing board of the Borrower, or  presented to the official or officials or committee designated by the governing board of the Borrower to obligate the Borrower in

connection with the Obligations or, in the absence of a governing board, \_\_\_\_  
presented to the official or officials of the Borrower having authority to obligate  
the Borrower in connection with the Obligations (mark one).

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

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

Dated: September 11, 2019



## Agenda Item No. 5c

### Agenda Report

**DATE:** September 19, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** Kimberly Park Apartments

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

**AMOUNT:** Not to Exceed \$10,000,000

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#### **EXECUTIVE SUMMARY:**

Kimberly Park Apartments (the “Project”) is the acquisition and rehabilitation of a 132-unit rental housing project located in the City of Victorville. 100% of the units will be rent restricted for low-income tenants.

#### **PROJECT DESCRIPTION:**

- Acquisition and rehabilitation of a 132-unit affordable rental housing facility located in the City of Victorville.
- The Project consists of 32 two-bedroom units, 71 three-bedroom units, 28 four-bedroom units and 1 manager’s unit.
- Extending the affordability covenants for the Project for another 55 years.

#### **PROJECT ANALYSIS:**

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

Willow Partners, LLC’s mission is to develop and maintain quality affordable housing for families and seniors throughout the State of California. Since 1997, Willow Partners has obtained Low-Income Housing Tax Credits supplemented with a wide variety of local, state and federal assistance for the development of affordable housing. Together with a professional team of contractors, architects, engineers, and property managers, Willow has developed and is operating over 1,000 units of affordable multi-family housing in California. Each apartment community has the look and feel of market rate properties. The Project is Willow Partners’s fifth financing with CSCDA.

**Public Agency Approval**

**TEFRA Hearing:** February 19, 2019 – City of Victorville – Unanimous Approval

**CDLAC Approval:** July 17, 2019

**Public Benefits:**

- 100% of the units will be rent restricted for 55 years.
  - 100% of the units restricted to 60% or less of area median income households.

**Sources and Uses:**

Sources of Funds:

Tax-Exempt Bonds:	\$ 8,600,000
Tax Credits:	\$ 5,372,501
Deferred Developer Fee:	\$ 1,784,874
Cash Flow from Operations:	\$ 399,628
Seller Carry-Back Loan:	<u>\$ 2,119,584</u>
Total Sources:	\$ 18,276,587

Uses of Funds:

Acquisition:	\$ 9,119,943
Direct Construction Costs:	\$ 4,396,685
Architect/Engineering:	\$ 400,000
Construction Contingency:	\$ 398,169
Indirect & Soft Costs:	\$ 546,500
Financing Costs:	\$ 903,550
Reserves:	\$ 293,240
Developer Fee:	<u>\$ 2,218,500</u>
Total Uses:	\$ 18,276,587

**Finance Partners:**

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

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

**Bond Purchaser:** CBRE

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Structure:** Fixed Rate  
**Method of Sale:** Private Placement  
**Estimated Closing:** September 24, 2019

**CSCDA Policy Compliance:**

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

**DOCUMENTS:** (as attachments)

1. CSCDA Resolution (Attachment A)

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

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

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

ATTACHMENT A

RESOLUTION NO. 19H-\_\_

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT GENERALLY KNOWN AS KIMBERLY PARK 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 NOTES.**

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

**WHEREAS**, WP Kimberly Park Apartments 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 (Kimberly Park Apartments) 2019 Series O (the “Note”) to assist in the financing of the acquisition, rehabilitation and development of a 132-unit multifamily housing rental development located in the City of Victorville, California, and known or to be known as Kimberly Park Apartments (the “Project”);

**WHEREAS**, on July 17, 2019, the Authority received an allocation in the amount of \$8,600,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

**WHEREAS**, the City of Victorville (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 \$10,000,000, 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 CBRE Capital Markets, Inc., a Texas corporation, as initial funding lender (the “Funding Lender”) and initial holder of the Note;

**WHEREAS**, the Federal Home Loan Mortgage Company, a shareholder-owned government-sponsored enterprise (“Freddie Mac”) has entered into an agreement with the Funding Lender whereby Freddie Mac has committed to facilitate the financing of the Project by purchasing the Funding Loan as evidenced by the Note from CBRE Capital Markets, Inc., a Texas corporation (the “Freddie Mac Seller/Servicer”), subject to such Freddie Mac Seller/Servicer’s purchase of the Funding Loan as evidenced by the Note from the Funding Lender subject to satisfaction of certain conditions as described in the Funding Loan Agreement (defined below);

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

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

- (1) A proposed form of Funding Loan Agreement (the “Funding Loan Agreement”) to be entered into among the Authority, Zions Bancorporation, National Association, or an affiliate, as fiscal agent (the “Fiscal Agent”) and the Funding Lender;
- (2) A proposed form of Project Loan Agreement (the “Project Loan Agreement”) to be entered into among the Authority, the Fiscal Agent and the Borrower;
- (3) A proposed form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) with respect to the Project to be entered into by the Authority, the Fiscal Agent and the Borrower; and

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

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

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note in one or more series. The Note shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Kimberly Park Apartments) 2019 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 \$10,000,000; provided that the aggregate principal amount of any tax-exempt Note executed and delivered shall not exceed the Allocation Amount. The Note shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan



Agreement, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority or the Assistant to the Secretary of the Authority, or the manual signature of any Authorized Signatory. The 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. 19R-1 of the Authority, adopted on January 24, 2019 (together with the Members, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Funding Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond 45 years from the date of execution and delivery of the Notes), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of prepayment and other terms of the Note shall be as provided in the Funding Loan Agreement as finally executed.

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

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

Section 6. The Authority is hereby authorized to execute and deliver the Note to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

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

directed to execute and deliver such instructions to the Fiscal Agent. Such instructions shall provide for the delivery of the Note to or at the direction of the Funding Lender in accordance with the Funding Loan Agreement upon payment of the purchase price thereof.

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the 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, termination of regulatory agreement 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.

[Remainder of Page Intentionally Left Blank]

**PASSED AND ADOPTED** by the California Statewide Communities Development Authority this September 19, 2019.

The undersigned, an Authorized Signatory of the California Statewide Communities Development Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on September 19, 2019.

By \_\_\_\_\_  
Authorized Signatory

EXHIBIT A

[Attach Gov't. Code Section 5852.1 information]

## PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

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

1. Name of Borrower: **WP KIMBERLY PARK APARTMENTS LP, a California limited partnership.**
2. Authority Meeting Date: **September 5, 2019.**
3. Name of Obligations: **Multifamily Housing Revenue Note (Kimberly Park Apartments) 2019 Series O.**
4.  Private Placement Lender or Bond Purchaser,  Underwriter or  Financial Advisor (mark one) engaged by the Borrower provided the Borrower with the required good faith estimates relating to the Obligations as follows:
  - (A) The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for Obligations (to the nearest ten-thousandth of one percent): 5.236%.
  - (B) The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$188,395.
  - (C) The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: \$8,566,377.
  - (D) The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$15,051,449.
5. The good faith estimates provided above were  presented to the governing board of the Borrower, or  presented to the official or officials or committee designated by the governing board of the Borrower to obligate the Borrower in

connection with the Obligations or, in the absence of a governing board,   X    
presented to the official or officials of the Borrower having authority to obligate  
the Borrower in connection with the Obligations (mark one).

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

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

Dated: September 17, 2019



## Agenda Item No. 6

### Agenda Report

- DATE:** September 19, 2019
- TO:** CSCDA COMMISSIONERS
- FROM:** Cathy Bando, Executive Director
- PURPOSE:** Consider Resolutions for the Statewide Community Infrastructure Program (SCIP) 2019C Assessment Districts:
- a. Resolutions of intention to finance capital improvements and/or the payment of development impact fees for public capital improvements, including approval of proposed boundary maps.
  - b. Resolutions preliminarily approving the engineer's reports, setting date for the public hearing of protests and providing for property owner ballots.

Continue assessment district public hearing with respect to Assessment District No. 19-02 (City of Santee, County of San Diego) (Riverview) to November 7, 2019:

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

##### 2019C

The actions requested today by the Commission are the first steps in connection with 12 projects expected to be included in the SCIP 2019C pool. Attachment A includes a breakdown of the 12 projects being formed today. The estimated amount of the SCIP 2019C financing is \$30 million.

##### Riverview Continuance

The Riverview project in the City of Santee was originally part of SCIP 2018B, but the public hearing was not held due to final numbers not being available from the developer and the City of Santee. Riverview is now part of SCIP 2019C and the original public hearing needs to be continued to the upcoming hearing for 2019C, which will be November 7, 2019.

The resolutions/notices include the following actions:

1. Intent to finance the capital improvements and/or development impact fees, including approval of proposal boundary maps.  
Resolutions: <https://www.dropbox.com/s/93leh4m4g47n4yk/1.%20Resolutions%20of%20Intentions%20-%20Compiled%20-%202019C.docx?dl=0>
2. Preliminary approval of the engineer's reports.  
Resolutions: <https://www.dropbox.com/s/o7heyrfit5iwt9d/2.%20Resolutions%20Preliminary%20Approving%20Engineer%27s%20Reports%20-%20Compiled%20-%202019C%20%281%29.docx?dl=0>
3. Setting the public hearing of protests and providing property owner ballots for November 7, 2019 at 2:00 pm at the League of California Cities.
4. Notice of Continuance of Public Hearing.
5. Certificate of Posting Notice of Continuance of Public Hearing.

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

**RECOMMENDED ACTION:**

CSCDA's Executive Director recommends approval of the resolutions and notices as presented to the Commission and setting the public hearing for November 7, 2019 at 2:00 pm at the League of California Cities.



## ATTACHMENT A

Local Agency	Project	Developer	Land Use	Land Use Type	Units	Estimated Par Amounts
El Dorado, County of	<a href="#">Stone Ranch</a>	La Jolla Pacific Investments, LLC	Single-Family	Residential	24	1,081,000
Gardena, City of	<a href="#">Stonefield</a>	KB Home	Multi-Family	Residential	63	1,074,000
Lincoln, City of	<a href="#">Ferrari Pavilion</a>	Guggenheim Retail Real Estate Partners	Retail	Commercial	9	2,193,000
Lincoln, City of	<a href="#">Lincoln 16</a>	La Jolla Pacific Investments, LLC	Single-Family	Residential	16	424,000
Desert Hot Springs, City of	<a href="#">Rolling Hills</a>	Watermarke Homes, LLC	Single-Family	Residential	29	492,000
Sacramento, City of	<a href="#">Bruceville Terrace</a>	KB Home Sacramento, Inc.	Single-Family	Residential	85	1,620,000
Folsom, City of	<a href="#">Enclave at Folsom Ranch</a>	KB Home	Single-Family	Residential	111	2,800,000
Citrus Height, City of	<a href="#">Mitchell Farms</a>	KB Home	Single-Family	Residential	255	4,641,000
Sacramento, County of	<a href="#">Portofino</a>	Portofino on Bell, LLC	Single-Family	Residential	26	922,000
Elk Grove, City of	<a href="#">Sheldon Terrace (Phase II)</a>	KB Home Sacramento Inc.	Single-Family	Residential	92	1,859,000
San Diego, City of	<a href="#">Pacific Highlands Ranch (U)</a>	Pardee Homes	Single-Family	Residential	94	5,165,000
Tracy, City of	<a href="#">Santosha</a>	DeNova Homes	Single-Family	Residential	71	2,041,000
<b>Total</b>	<b>12 Projects</b>				<b>875</b>	<b>\$24,312,000</b>



## Agenda Item No. 7

### Agenda Report

**DATE:** September 19, 2019

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Bando, Executive Director

**PROJECT:** Sand Creek (City of Antioch) – Community Facilities District

**PURPOSE:** Community Facilities District No. 2019-02 (Sand Creek) (“CFD No. 2019-02”)

Conduct second reading and consider adoption of “Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to Improvement Area No. 1 of the California Statewide Communities Development Authority Community Facilities District No. 2019-02 (Sand Creek), City of Antioch, County of Contra Costa, State of California”

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#### BACKGROUND:

On July 25, 2019, the Commission approved the following to initiate the formation of the Sand Creek CFD for the City of Antioch: (1) a joint community facilities agreement; (2) a declaration of intention to levy a special tax; and (3) a resolution to incur bonded indebtedness;

On September 5, 2019 the public hearing was held and the first reading of the Ordinance Levying a Special Tax was conducted.

The actions requested today are the second reading and adoption of the ordinance to form the Sand Creek CFD.

#### PROJECT DESCRIPTION:

The proposed project consists of a residential development on 141.6 total acres, including up to 650 single-family residential units on 127.5 acres; 31.6 acres of parks and landscaped areas (some of which overlap with the residential area); extension of Heidorn Ranch Road, Hillcrest Avenue, and Sand Creek Road; extension of a portion of the Sand Creek Trail for connection to other City and regional trails; and utility improvements. The proposed project would be constructed in two main phases arranged into six neighborhoods. On-site infrastructure for the project would consist of subdivision roads, including curbs, gutters, and sidewalks, and water, sewer, and storm drainage connections and improvements.

The financing will not exceed \$13,000,000 and will be brought back to the Commission for completion of the formation of the CFD and for final approval of the bond issuance.

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

CSCDA's Executive Director recommends the following actions:

1. Conduct second reading and consider adoption of "Ordinance Levying a Special Tax for Fiscal Year 2019-2020 and Following Fiscal Years Solely Within and Relating to Improvement Area No. 1 of the California Statewide Communities Development Authority Community Facilities District No. 2019-02 (Sand Creek), City of Antioch, County of Contra Costa, State of California"

**ORDINANCE NO. 19ORD-2**

**CALIFORNIA STATEWIDE COMMUNITIES  
DEVELOPMENT AUTHORITY**

**ORDINANCE LEVYING A SPECIAL TAX FOR FISCAL YEAR 2019-2020  
AND FOLLOWING FISCAL YEARS SOLELY WITHIN AND RELATING TO  
IMPROVEMENT AREA NO. 1 OF THE CALIFORNIA STATEWIDE  
COMMUNITIES DEVELOPMENT AUTHORITY COMMUNITY  
FACILITIES DISTRICT NO. 2019-02 (SAND CREEK), CITY OF ANTIOCH,  
COUNTY OF CONTRA COSTA, STATE OF CALIFORNIA**

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

SECTION 1. Pursuant to California Government Code Sections 53316 and 53340, and in accordance with the Rate and Method of Apportionment (the “RMA”), as set forth in Exhibit E of Resolution No. 19SCIP-78 (the “Resolution of Intention”) adopted July 25, 2019, as incorporated into Resolution No. 19SCIP-85 (the “Resolution of Formation”) adopted September 5, 2019, with respect to the California Statewide Communities Development Authority Community Facilities District No. 2019-02 (Sand Creek), City of Antioch, County of Contra Costa, State of California (the “Community Facilities District”) including Improvement Area No. 1 therein (the “Improvement Area”), a special tax is hereby levied on all taxable parcels within the Improvement Area for the 2019-2020 fiscal year and for all subsequent fiscal years in the amount determined by the Community Facilities District in accordance with the RMA, until collection of the Special Tax by the Commission ceases and a Notice of Cessation of Special Tax is recorded in accordance with Section 53330.5 of the Act, provided that this amount may in any fiscal year be levied at a lesser amount by resolution of the Commission.

SECTION 2. The Authority’s special tax consultant, currently DTA, 99 Almaden Blvd, Suite 875, San Jose, California 95113, telephone (800) 969-4382, is authorized and directed, with the aid of the appropriate officers and agents of the Authority, to determine each year, without further action of the Commission, the appropriate amount of the Special Tax (pursuant to, and as that term is defined in, the Resolution of Formation) to be levied for the Improvement Area, to prepare the annual Special Tax roll in accordance with the RMA, and to present the roll to the Commission for consideration.

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

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

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

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

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

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

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

\* \* \*

I, the undersigned, the duly appointed and qualified representative of the Commission of the California Statewide Communities Development Authority, DO HEREBY CERTIFY that the foregoing ordinance was first read at a regular meeting of the Commission on September 5, 2019, and was duly passed and adopted by the Commission of the Authority at a duly called meeting of the Commission of the Authority held in accordance with law on September 19, 2019.

AYES:

NOES:

ABSENT:

ABSTAIN:

By: \_\_\_\_\_

Authorized Signatory  
California Statewide Communities  
Development Authority