



## **REGULAR MEETING AGENDA**

**August 19, 2021 at 2:00 p.m.**

*Pursuant to Governor Newsom's Executive Order, Board Members of the CSCDA Community Improvement Authority or staff may participate in this meeting via a teleconference. In the interest of maintaining appropriate social distancing, members of the public may participate in the meeting telephonically. Members of the public may observe and offer comment at this meeting telephonically by dialing 623-404-9000, Meeting ID 240 338 9861 Passcode 747188. If you are an individual with a disability and need a reasonable modification or accommodation pursuant to the Americans with Disabilities Act ("ADA") please contact [info@cscda.org](mailto:info@cscda.org) or 1-800-531-7476 prior to the meeting for assistance.*

### **A. OPENING AND PROCEDURAL ITEMS**

1. Roll Call.

_____ Kevin O'Rourke, Chair	_____ Marcia Raines, Member
_____ Tim Snellings, Vice Chair	_____ Brian Stiger, Member
_____ Brian Moura, Secretary	_____ Niroop Srivatsa, Alt. Member
_____ Jordan Kaufman, Treasurer	
_____ Dan Mierzwa, Member	
2. Consideration of the Minutes of the June 17, 2021 Regular Meeting.
3. Consent Calendar.
4. Public Comment.

### **B. ITEMS FOR CONSIDERATION AND ACTION**

5. Consideration of a resolution authorizing the acquisition and ownership of a multifamily rental housing facility (City of Orange Portfolio), City of Orange, County of Orange, and issue an amount not to exceed \$300,000,000 in revenue bonds.

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

6. Quarterly Financial Review (Informational Item).
7. Executive Director Update.
8. Staff Updates.
9. Adjourn.

This \_\_\_ page agenda was posted at 1100 K Street, Sacramento, California on \_\_\_\_, 20\_\_ at \_\_: \_\_ m, Signed \_\_\_\_\_. Please email signed page to [info@cscda.org](mailto:info@cscda.org)

**CSCDA COMMUNITY IMPROVEMENT AUTHORITY**  
**CONSENT CALENDAR**

1. Consideration of resolution approving and ratifying the City of Orange as an additional member to the Authority.

August 19, 2021



## **TABLE OF CONTENTS**

### **August 19, 2021**

#### **CSCDA Community Improvement Authority**

Item 2	June 17, 2021 Minutes	Page	4
Item 3	Consent Calendar	Page	6
Item 5	City of Orange Portfolio	Page	9
Item 6	Quarterly Financial Update	Page	24

\*\*\*\*\*

#### **CSCDA**

Item 2	August 5, 2021 Minutes	Page	31
Item 3	Consent Calendar	Page	37
Item 5a	Pasadena Studios	Page	42
Item 5b	Uptown Newport Apartments	Page	52
Item 6	Delta Coves	Page	64
Item 7	3Roots	Page	68



## MINUTES

### REGULAR MEETING AGENDA OF THE CSCDA COMMUNITY IMPROVEMENT AUTHORITY

**June 17, 2021 at 2:00 p.m.**

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

1. Roll Call.

Commission members participating via teleconference: Kevin O'Rourke, Tim Snellings, Brian Moura, Jordan Kaufman, Dan Mierzwa, Brian Stiger, and Marcia Raines.

Others participating via teleconference: Cathy Barna, CSCDA Executive Director; James Hamill, Bridge Strategic Partners; Jon Penkower, Bridge Strategic Partners; Sandy Young, CSAC Finance Corporation; Tricia Ortiz, Richards Watson & Gershon; and Patricia Eichar, Orrick, Herrington & Sutcliffe.

2. Consideration of the Minutes of the May 20, 2021 and May 27, 2021 Regular Meetings.

The Commission approved the May 20, 2021 and May 1327, 2021 Regular Meeting minutes.

***Motion to approve by M. Raines. Second by B. Moura. Unanimously approved by roll-call vote.***

3. Consent Calendar

The Commission approved the Consent Calendar.

1. Consideration of resolution approving and ratifying additional members to the Authority.

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

4. Public Comment.

There was no public comment.

5. Consideration of a resolution authorizing the acquisition and ownership of a multifamily

rental housing facility (Waterford Place Apartments, City of Dublin, County of Alameda) and issue an amount not to exceed \$450,000,000 in revenue bonds.

Executive Director Barna gave an overview of the project, and it is the acquisition and financing of a 390-unit rental housing. 100% of the units will be restricted to low and middle-income tenants. The acquisition and financing of the project complies with CSCDA CIA's issuance and project ownership policies. The project has been reviewed and approved by CSCDA CIA's Financial Advisor and Insurance Consultant. CSCDA has issued bonds for two prior affordable housing projects on behalf of BLVD and this is BLVD's first CIA workforce housing project. CSCDA CIA's Executive Director recommended that the Board of Directors adopt the resolution.

***Motion to approve with caption changed to just "Dublin" by T. Snellings. Second by D. Mierzwa. Unanimously approved by roll-call vote.***

6. Executive Director Update.

Executive Director Barna had no update.

7. Staff Update.

Staff had no update

8. Adjourn.

The meeting was adjourned at 2:10 p.m.

Submitted by: Sendy Young, CSAC Finance Corporation

**RESOLUTION NO. 2021-14**

**RESOLUTION OF THE CSCDA COMMUNITY IMPROVEMENT AUTHORITY  
APPROVING AND RATIFYING THE ADDITION OF  
ADDITIONAL MEMBERS TO THE AUTHORITY**

---

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”), the City of Orange (the “City”) entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the CSCDA Community Improvement Authority (the “Authority”) was organized;

WHEREAS, pursuant to Section 12 of the Agreement, the Authority may add a qualifying public agency to become a Non-Charter Member (an “Additional Member”) upon the filing by such public agency with the Authority of a resolution of the governing body of such public agency requesting to be added as an Additional Member of the Authority and adoption of a resolution of the Board approving the addition of such public agency as an Additional Member;

WHEREAS, the City has, by resolution, requested to join the Authority and the Authority has authorized the City to become an Additional Member pursuant to the provisions of the Agreement;

WHEREAS, the Board hereby finds and determines that the City is qualified to be added as an Additional Member to the Authority;

NOW, THEREFORE, BE IT RESOLVED by the Board of the CSCDA Community Improvement Authority, as follows:

Section 1. This Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The addition of the City as an Additional Member of the Authority is hereby approved, confirmed and ratified, and any actions heretofore taken on behalf of the City is hereby approved, confirmed and ratified.

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

PASSED AND ADOPTED by the CSCDA Community Improvement Authority  
this 19th day of August, 2021.

I, the undersigned, an Authorized Signatory of the CSCDA Community Improvement Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Board of Directors of the Authority at a duly called meeting of the Board of Directors of the Authority held in accordance with law on August 19, 2021.

By: \_\_\_\_\_  
Authorized Signatory  
CSCDA Community Improvement Authority

## **EXHIBIT A**

### **ADDITION OF PUBLIC AGENCIES AS ADDITIONAL MEMBERS OF THE CSCDA COMMUNITY IMPROVEMENT AUTHORITY**

#### **1. City of Orange**





## **Agenda Report**

**DATE:** August 19, 2021

**TO:** CSCDA CIA BOARD OF DIRECTORS

**FROM:** Cathy Barna, Executive Director

**PROJECT:** Cameo Apartments and The Garrison Apartments (City of Orange Portfolio)

**PURPOSE:** Approve the Acquisition, Ownership and Financing of Rental Housing Projects Located in the City of Orange, County of Orange

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

---

### **EXECUTIVE SUMMARY:**

The City of Orange Portfolio is comprised of Cameo Apartments, the acquisition and financing of a 262-unit rental housing project and The Garrison Apartments, the acquisition and financing of a 94-unit rental project, located in the City of Orange (collectively, the “Projects”). 100% of the units will be restricted to low and middle-income tenants.

### **PROJECT DESCRIPTIONS:**

#### **Cameo Apartments**

- Acquisition of 262-unit rental housing project located at 1055 West Town and County Road in the City of Orange.
- Class A property built in 2020.
- Studio, one-bedroom, two-bedroom, and three-bedroom apartments.
- Amenities include 462 parking spaces, clubhouses, fitness centers, an outdoor pool and spa, fire pits, and grilling areas.

#### **The Garrison Apartments**

- Acquisition of 94-unit rental housing project located at 1725 West Katella Avenue in the City of Orange.
- Class A property built in 2021.
- Studio, one-bedroom, and two-bedroom apartments.
- Amenities include 161 parking spaces, clubhouses, fitness centers, an outdoor pool and spa, fire pits, grilling areas, and activity rooms.

## **PROJECT ANALYSIS:**

### **Background on Project Sponsor & Administrator:**

Waterford Property Company is an owner-driven diversified real estate investment and development company whose principals have an established track record in land development and entitlements as well as acquisitions and repositioning of commercial and multifamily properties. Its founders, Sean Rawson and John Drachman, have collectively acquired or managed over \$1 billion in projects throughout California and Arizona. Waterford prides itself on its ability to plan/build/reposition unique real estate projects that meet or exceed the needs and desires of local stakeholders while maximizing the risk-adjusted returns for our investors. Additionally, Waterford is an expert in affordable housing and has built over 300 Low Income Housing Tax Credit (LIHTC) units. CSCDA has issued bonds for numerous affordable housing projects developed by Waterford's founders and these are Waterford's seventh and eighth CIA workforce housing projects.

### **Public Agency Approval:**

**Host Jurisdiction Approval:** August 10, 2021 at the City of Orange.

### **Public Benefits:**

- 100% of the units will be rent restricted for the term of the bonds (approximately 30 years).
  - 1/3 of units restricted to 80% or less of area median income households.
  - 1/3 of units restricted to 100% or less of area median income households.
  - 1/3 of units restricted to 120% or less of area median income households.
- The Projects are in close proximity to recreational facilities, grocery stores, and other retail establishments.
- Annual rent increases are limited to the lesser of 4% and increase in area median income.
- All surplus revenue upon the sale or recapitalization of the Properties are provided to the City and other taxing agencies.

### **Sources and Uses:**

#### Sources of Funds:

Tax-Exempt Bonds:	\$ 231,920,000
Subordinate Bonds:	\$ 8,000,000
Premium:	<u>\$ 3,814,965</u>
Total Sources:	\$ 243,734,965

#### Uses of Funds:

Acquisition:	\$ 208,060,000
Operating Reserve:	\$ 560,000
Coverage Reserve:	\$ 1,469,520
Capital Reserve:	\$ 4,000,000
Debt Service Reserve:	\$ 7,347,600
Operating Account:	\$ 374,000
Extraordinary Expense Reserve:	\$ 1,000,000
Capitalized Interest:	\$ 1,995,000
Capitalized Fee Reserve:	\$ 675,000
Project Sponsor Fee:	\$ 3,000,000

Deferred Payment Subordinate Bond Purchaser:	\$ 8,000,000
Costs of Issuance:	<u>\$ 7,253,845</u>
Total Uses:	\$ 243,734,965

**Finance Partners:**

Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Authority Counsel:	Orrick, Herrington & Sutcliffe, LLP
Underwriter:	Goldman Sachs Group, Inc.
Trustee:	Wilmington Trust
Authority Financial Advisor:	BLX Group, LLC
Authority Insurance Consultant:	Woodruff Sawyer & Co.
Designated Agent for Authority:	Bridge Strategic Partners LLC

**Finance Terms:**

<b>Rating:</b>	Unrated
<b>Term:</b>	Approximately 30 years
<b>Method of Sale:</b>	Limited Public Offering
<b>Estimated Closing:</b>	September 15, 2021

**CSCDA CIA Policy Compliance:**

The acquisition and financing of the Projects comply with CSCDA CIA's issuance and project ownership policies. The Projects have been reviewed and approved by CSCDA CIA's Financial Advisor and Insurance Consultant.

**DOCUMENTS:** (as attachments)

1. CSCDA CIA Resolution (Attachment A)
2. Project Photographs

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

CSCDA CIA's Executive Director recommends that the Board of Directors adopt the resolution, which:

1. Approves the acquisition of the Projects and issuance of the bonds;
2. Approves all necessary actions and documents in connection with the financing;  
and
3. Authorizes any member of the Board of Directors or Authorized Signatory to sign all necessary documents.

ATTACHMENT A

RESOLUTION NO. 2021-\_\_

CSCDA COMMUNITY IMPROVEMENT AUTHORITY

**A RESOLUTION AUTHORIZING A PROJECT CONSISTING OF THE ACQUISITION AND OWNERSHIP BY THE AUTHORITY OF MULTIFAMILY RENTAL HOUSING FACILITIES LOCATED IN THE CITY OF ORANGE, CALIFORNIA AND THE ISSUANCE OF REVENUE BONDS IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$300,000,000 TO FINANCE THE COSTS OF THE PROJECT AND CERTAIN RELATED COSTS AND OTHER MATTERS RELATING THERETO**

WHEREAS, pursuant to the provisions of 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, commonly known as the “Joint Exercise of Powers Act” (the “Act”), a California city and a California county (together with any other political subdivision that have been or may from time to time be designated as an “Additional Member” of the Authority pursuant to the Joint Exercise Agreement, collectively, the “Members”) entered into a joint exercise of powers agreement (the “Agreement”) pursuant to which the CSCDA Community Improvement Authority (the “Authority”) was organized; and

WHEREAS, the Authority is authorized and empowered under the Act and by the Agreement to, among other things, issue bonds or other evidences of indebtedness, to finance or assist in the financing of various types of projects and programs whenever there are significant public benefits for taking that action, including providing (i) demonstrable savings in effective interest rate, bond preparation, bond underwriter, or bond issuance costs, (ii) significant reductions in effective user charges levied by a local agency, (iii) employment benefits from undertaking a project in a timely fashion, or (iv) more efficient delivery of local agency services to residential and commercial development; and

WHEREAS, the Authority wishes to acquire and provide for the continued operation of multifamily rental housing facilities (the “Project”) located in the City of Orange, State of California (the “Project Jurisdiction”); and

WHEREAS, pursuant to a Trust Indenture (the “Indenture”) between the Authority and Wilmington Trust, National Association (the “Trustee”), the Authority will issue its CSCDA Community Improvement Authority Essential Housing Senior Lien Revenue Bonds, Series 2021A (City of Orange Portfolio) (Social Bonds) (the “Series 2021A Bonds”), its CSCDA Community Improvement Authority Essential Housing Mezzanine Lien Revenue Bonds, Series 2021B (City of Orange Portfolio) (Social Bonds) (the “Series 2021B Bonds”) and its CSCDA Community Improvement Authority Essential Housing Subordinate Lien Revenue Bonds, Series 2021C (City of Orange Portfolio) (the “Series 2021C Bonds” and, together with the Series 2021A Bonds and the Series 2021B Bonds, the “Bonds”) for the purpose of, among others things, acquiring the Project; and

WHEREAS, Waterford Residential 15, LLC (“Waterford Residential”) has acquired or will acquire an interest under that certain Agreement of Purchase and Sale (the “Cameo Agreement of Purchase and Sale”), between Waterford Residential, as purchaser, and TB Orange I Apartments LLC, a Delaware limited liability company, as seller (the “Cameo Seller”); and

WHEREAS, Waterford Residential has acquired or will acquire an interest under that certain Purchase Agreement and Escrow Instructions (the “Garrison Agreement of Purchase and Sale” and, together with the Cameo Agreement of Purchase and Sale, the “Agreements of Purchase and Sale”), between Waterford Residential, as purchaser, and BWV Marble, LLC, a Delaware limited liability company, as seller (the “Garrison Seller” and, together with the Cameo Seller, the “Sellers”); and

WHEREAS, Waterford Residential will assign and the Authority will assume the rights and (with certain exceptions) responsibilities of such Agreements of Purchase and Sale pursuant to an Assignment and Assumption of Agreement for Purchase and Sale (the “Assignment and Assumption Agreement”), by and between Waterford Residential, as assignor, and the Authority, for an acquisition price (subject to adjustment for, among other things, valuations and prorations, the “Purchase Price”) consisting of (i) a cash payment to the Sellers of not-to-exceed \$250,000,000 from a portion of the proceeds of the Series 2021A Bonds and the Series 2021B Bonds, and (ii) an upfront payment to Waterford Residential and the issuance and delivery to, or as directed by, Waterford Residential of the Series 2021C Bonds, as assignor under the Assignment and Assumption Agreement; and

WHEREAS, the Bonds will be secured by a Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing (the “Deed of Trust”) from the Authority to the Trustee granting a lien on the Authority’s interest in the Project in favor of the Trustee for the benefit of the owners from time to time of the Bonds; and

WHEREAS, the Authority will agree, pursuant to a Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”), between the Authority and the Trustee, to maintain certain occupancy and rent restrictions on the Project, which shall be in effect with respect to the Project until the payment or defeasance in full of the Bonds; and

WHEREAS, following the Authority’s purchase thereof, the Project will be operated by Greystar California, Inc., and/or any other property manager to be named (the “Property Manager”) pursuant to a Property Management Agreement (the “Management Agreement”) between the Authority and the Property Manager; and

WHEREAS, Waterford Property Company, LLC (the “Project Administrator”) is knowledgeable and experienced in managing affordable housing projects, and the Authority wishes to engage the Project Administrator to provide the management oversight and administration services specified in and pursuant to a Project Administration Agreement (the “Project Administration Agreement”) between the Authority and the Project Administrator; and

WHEREAS, pursuant to Government Code Section 5852.1, certain information relating to the Series 2021A Bonds and the Series 2021B Bonds is set forth in Exhibit A attached to this Resolution, and such information is hereby disclosed and made public;

WHEREAS, pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”), between the Authority and Goldman Sachs & Co. LLC (the “Underwriter”), the Underwriter will agree to purchase the Series 2021A Bonds and the Series 2021B Bonds, and pursuant to the distribution of a Preliminary Limited Offering Memorandum and a Limited Offering Memorandum (collectively, the “Limited Offering Memorandum”), the Series 2021A Bonds and the Series 2021B Bonds will be offered and sold in accordance with the Authority’s issuance policies exclusively to Qualified Institutional Buyers (as defined in Rule 144A under the Securities Act of 1933, as amended, the “Securities Act”) or Accredited Investors as described in Rule 501 of Regulation D under the Securities Act, and the proceeds of such sale will be used as set forth in the Indenture to finance, among other things, the Authority’s acquisition of the Project; and

WHEREAS, pursuant to the Indenture, the Series 2021C Bonds will be issued and delivered to, or as directed by, Waterford Residential as part of the purchase of the Project; and

WHEREAS, the Authority will enter into a Public Benefit Agreement (the “Public Benefit Agreement”) with the Project Jurisdiction pursuant to which the Authority will grant to the Project Jurisdiction the right to cause the Authority to sell all of the Authority’s right, title and interest (which includes fee simple title) to the Project while the Bonds are Outstanding, and, if not sold as aforesaid, will require the Authority to sell the Project when no Bonds remain outstanding; and

WHEREAS, the Project Jurisdiction has, by resolution and execution of the Agreement, become an Additional Member (as defined in the Agreement) of the Authority, and has approved the issuance of bonds for projects within the Project Jurisdiction and authorized the Public Benefit Agreement with the Authority in recognition of the significant public benefits; and

WHEREAS, in connection with the issuance of the Bonds, the Authority will deliver a tax certificate setting forth certain representations, expectations and covenants of the Authority pertaining to the tax status of the Bonds (the “Tax Certificate”); and

WHEREAS, in order to provide ongoing information to the purchasers of the Bonds, the Authority proposes to enter into a Continuing Disclosure Agreement to be dated the date of issuance of the Bonds (the “Continuing Disclosure Agreement”), between the Authority and the dissemination agent named therein; and

WHEREAS, the Board of Directors of the Authority (the “Board”), based on representations of the Project Administrator, but without independent investigation, has found and determined that the issuance of the Bonds and financing of the acquisition of the Project will promote significant public benefits for the Project Jurisdiction, including employment benefits from undertaking the Project in a timely fashion, more efficient delivery of local agency services to residential and commercial development and demonstrable savings in effective interest rate, bond preparation, bond underwriting, or bond issuance costs; and

WHEREAS, the Authority desires to designate the Series 2021A Bonds and the Series 2021B Bonds as “Social Bonds” and to obtain a second-party opinion from Sustainalytics (the “Sustainalytics Opinion”) to the effect that the Social Bond Framework (the “Social Bond Framework”) and, among other things, the use of proceeds of such bonds in accordance with the requirements of the Social Bond Framework, is consistent with the Social Bond Principles administered by the International Capital Market Association; and

WHEREAS, there have been made available to the Board prior to this meeting proposed forms of:

- (a) the Indenture (including a Master Glossary of Terms and the proposed forms of the Bonds);
- (b) the Assignment and Assumption Agreement;
- (c) the Deed of Trust;
- (d) the Regulatory Agreement;
- (e) the Management Agreement;
- (f) the Project Administration Agreement;
- (g) the Bond Purchase Agreement;
- (h) the Continuing Disclosure Agreement;
- (i) the Public Benefit Agreement;
- (j) the Limited Offering Memorandum;
- (k) the Guaranty Agreement; and
- (12) the Social Bond Framework.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the CSCDA Community Improvement Authority, as follows:

Section 1. The Board hereby finds and declares that the Authority’s acquisition and continued operation of the Project and the financing thereof through the issuance of the Bonds as hereinabove recited are in furtherance of the public purposes of the Act, the Agreement and the foregoing recitals and is within the powers conferred upon the Authority by the Act and the Agreement.

Section 2. Pursuant to the Act, the Agreement and the Indenture, the Authority is hereby authorized to issue its revenue bonds designated as the “CSCDA Community Improvement Authority Essential Housing Senior Lien Revenue Bonds, Series 2021A (City of Orange Portfolio) (Social Bonds),” the “CSCDA Community Improvement Authority Essential Housing Mezzanine

Lien Revenue Bonds, Series 2021B (City of Orange Portfolio) (Social Bonds),” and the “CSCDA Community Improvement Authority Essential Housing Subordinate Lien Revenue Bonds, Series 2021C (City of Orange Portfolio)” including, if and to the extent necessary, one or more sub-series, taxable or tax-exempt, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$300,000,000. The Bonds shall be issued and secured in accordance with the terms of the Indenture and shall be in substantially the forms contained in the Indenture and presented at this meeting. The final maturity of any Series 2021A Bonds shall not exceed 45 years from the date of their issuance, and the maximum interest rate to be borne by the Series 2021A Bonds (inclusive of any “taxable,” “penalty,” or “default” rate) shall not exceed 12% per annum. The final maturity of any Series 2021B Bonds shall not exceed 45 years from the date of their issuance, and the maximum interest rate to be borne by the Series 2021B Bonds (inclusive of any “taxable,” “penalty,” or “default” rate) shall not exceed 12% per annum. The final maturity of the Series 2021C Bonds shall not exceed 45 years from the date of their issuance, and the maximum interest rate with respect to the Series 2021C Bonds (inclusive of any “taxable,” “penalty,” or “default” rate) shall not exceed 12% per annum. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America at the principal corporate trust office of the Trustee, as paying agent and registrar, or at the office of any successor or additional paying agent and registrar in accordance with the Indenture. The Bonds shall be subject to mandatory and optional redemption prior to maturity as provided in the Indenture.

Section 3. 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 Director of the Authority, including the Vice-Chair and Treasurer of the Authority, or any other person as may be designated and authorized to sign for the Authority pursuant to Resolution No. 2020-02 of the Authority, adopted on October 15, 2020 (each, an “Authorized Signatory”), and attested by the manual or facsimile signature of the Secretary of the Authority or the manual signature of any Authorized Signatory. The facsimile, electronic or digital signature of any Authorized Signatory shall be deemed to be the legal equivalent of a manual signature on the Bonds and other documents and valid and binding for all purposes. If any Authorized Signatory whose signature, countersignature or attestation appears on a Bond or Bond-related document ceases to be an officer or director before delivery of the Bonds, his or her signature, countersignature or attestation appearing on the Bonds and any Bond-related document (regardless of whether any such Bond-related document is specifically identified in this Resolution) is valid and sufficient for all purposes to the same extent as if he or she had remained in office until delivery of the Bonds.

Section 4. The proposed form of Indenture, including the proposed forms of Bonds, as presented to this meeting, is hereby approved. The Authority is hereby authorized to perform its obligations under the Indenture and an 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 such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The dated dates, maturity date or dates, interest rate or rates, the amounts and timing and application of deposits to the funds or accounts, interest and principal payment periods and date or dates, principal amounts, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, conditions for issuance of additional



bonds, covenants, whether such Bonds are tax-exempt or taxable and other terms of the Bonds shall be as provided in the Indenture as finally executed. The appointment of Bridge Strategic Partners LLC to serve as Designated Agent, as provided in the Indenture, with the authority, duties and limitations set forth therein, is hereby approved and confirmed.

Section 5. The purchase of the Project and related assets by the Authority, on the terms set forth in the Assignment and Assumption Agreement, is hereby approved. The proposed form of Assignment and Assumption Agreement, as presented to this meeting, is hereby approved. The Authority is hereby authorized to perform its obligations under the Assignment and Assumption Agreement. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Assignment and Assumption Agreement in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The purchase price of the Project (subject to adjustment for, among other things, valuations and prorations) shall consist of (i) a cash payment to the Sellers of not-to-exceed \$250,000,000 from a portion of the proceeds of the Series 2021A Bonds and the Series 2021B Bonds, and (ii) an upfront payment to Waterford Residential and the issuance and delivery to, or as directed by, Waterford Residential of the Series 2021C Bonds, as assignor under and in accordance with the Assignment and Assumption Agreement.

Section 6. The grant by the Authority to the Trustee of a lien on and security interest in the Project, pursuant to and on the terms set forth in the Deed of Trust, is hereby approved. The proposed form of Deed of Trust, as presented to this meeting, is hereby approved and the Authority is hereby authorized to perform its obligations thereunder. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Deed of Trust in substantially said form, with such changes and insertions therein as such Authorized Signatory, 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 rent and occupancy restrictions placed on the Project pursuant to and on the terms set forth in the Regulatory Agreement are hereby approved. The proposed form of Regulatory Agreement, as presented to this meeting, is hereby approved and the Authority is hereby authorized to perform its obligations thereunder. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Regulatory Agreement in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. The engagement of the Property Manager to manage and operate the Project on the Authority's behalf, and the delegation to the Property Manager of certain powers to act in its discretion on behalf of the Authority in connection therewith, in accordance with the terms and provisions of the Management Agreement, are hereby approved. The proposed form of Management Agreement, as presented to this meeting, is hereby approved and the Authority is hereby authorized to perform its obligations thereunder. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Management Agreement in substantially said form, with such changes and insertions therein as such Authorized

Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 9. The engagement of the Project Administrator to provide management oversight and administration services for the Project on the Authority's behalf, and the delegation to the Project Administrator of certain powers to act in its discretion on behalf of the Authority in connection therewith, in accordance with the terms and provisions of the Project Administration Agreement, are hereby approved. The proposed form of Project Administration Agreement, as presented to this meeting, is hereby approved and the Authority is hereby authorized to perform its obligations thereunder. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Project Administration Agreement in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 10. The proposed form of Guaranty Agreement, as presented to this meeting, is hereby approved, and an Authorized Signatory is hereby authorized and directed, from and on behalf of the Authority, to execute and deliver the Guaranty Agreement in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 11. The proposed form of Limited Offering Memorandum relating to the Series 2021A Bonds and the Series 2021B Bonds is hereby approved. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver a Limited Offering Memorandum in substantially said form, with such changes therein as such officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 12. The Authority consents to the distribution by the Underwriter of the preliminary form of Limited Offering Memorandum to persons who may be interested in the purchase of the Series 2021A Bonds and the Series 2021B Bonds and its delivery of the Limited Offering Memorandum in final form to the purchasers of the Series 2021A Bonds and the Series 2021B Bonds, in each case with such changes as may be approved as aforesaid.

Section 13. The proposed form of the Bond Purchase Agreement, as presented to this meeting, is hereby approved. The Authority is hereby authorized to perform its obligations under the Bond Purchase Agreement. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement, in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, provided that any fee or discount to the Underwriter not exceed \$6,000,000.

Section 14. The proposed form of Continuing Disclosure Agreement, as presented to this meeting, is hereby approved. The Authority is hereby authorized to perform its obligations under the Continuing Disclosure Agreement. An 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 such Authorized Signatory, with the advice of counsel to the Authority, may approve.

Section 15. The proposed form of the Public Benefit Agreement, as presented to this meeting, is hereby approved. The Authority is hereby authorized to perform its obligations under the Public Benefit Agreement. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Public Benefit Agreement, in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 16. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver a Tax Certificate, in such form as such Authorized Signatory, with the advice of Bond Counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 17. The Bonds, when executed as provided in Section 3 and as provided in the Indenture, 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, in accordance with written instructions executed on behalf of the Authority by an Authorized Signatory. Such instructions shall provide for the delivery of the Bonds upon payment of the purchase price thereof.

Section 18. The proposed form of the Social Bond Framework, as presented to this meeting, is hereby approved. An Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver any and all documents and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to obtain the Sustainability Opinion and to designate the Series 2021A Bonds and the Series 2021B Bonds as "Social Bonds."

Section 19. The Chair, the Vice-Chair, the Secretary and other appropriate officers and agents of the Authority, including each Authorized Signatory, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, including, without limitation, any and all documents and certificates to be executed in connection with acquiring, equipping, owning and operating the Project, securing insurance related to the Project, investing proceeds of the Bonds or revenues of the Project, or 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 or to perform its obligations under the documents which the Authority has approved in this Resolution and to consummate by the Authority the transactions contemplated by the documents approved hereby, including entering into security agreements, bond purchase agreements, pledge agreements, collateral assignments, direct agreements and/or consents to assignment with respect to documents entered into by the Authority, the Project Administrator or the Property Manager in connection with the Project and assisting in the preparation of the Limited Offering Memorandum, and any other or subsequent agreements, supplements, instruments, amendments, approvals, authorizations, directions, certifications, waivers or consents entered into or given in accordance

with such documents including any letter agreements with the Project Jurisdiction. It is not necessary that the Bonds and various documents authorized hereby or otherwise relating to the Bonds all be signed by the same Authorized Signatory. The Board hereby approves the execution and delivery of all agreements, documents, certificates and instruments referred to herein with electronic signatures as may be permitted under the California Uniform Electronic Transactions Act and digital signatures as may be permitted under Section 16.5 of the California Government Code using DocuSign.

Section 20. All actions heretofore taken by the Chair, the Vice-Chair, the Treasurer, the Secretary or any Assistant Secretary and other appropriate officers and agents of the Authority with respect to the issuance of the Bonds are hereby ratified, confirmed and approved.

Section 21. This Resolution shall take effect from and after its adoption; provided, that no Bond authorized hereby shall be issued unless and until the Authority has been furnished with satisfactory evidence of the approvals by the Project Jurisdiction as hereinabove recited.

PASSED AND ADOPTED on the 19<sup>th</sup> day of August, 2021

I, the undersigned, an Authorized Signatory of the CSCDA Community Improvement Authority, DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Board of Directors of the Authority at a duly called meeting of the Board of Directors of the Authority held in accordance with law on August 19, 2021.

**CSCDA COMMUNITY IMPROVEMENT  
AUTHORITY**

\_\_\_\_\_  
Name: \_\_\_\_\_

Title: Authorized Signatory

Section 22.

Exhibit A

Required Disclosures Pursuant to  
California Government Code Section 5852.1

1. True Interest Cost of the Series 2021A Bonds and the Series 2021B Bonds (Estimated):  
3.5172693497%
2. Finance charge of the Series 2021A Bonds and the Series 2021B Bonds, being the sum of all fees and charges paid to third parties (Estimated): \$8,106,430
3. Proceeds of the Series 2021A Bonds and the Series 2021B Bonds expected to be received by the Authority, net of proceeds for Costs of Issuance in (2) above, and reserves (if any) to be paid from the principal amount of the Series 2021A Bonds and the Series 2021B Bonds (Estimated): \$210,835,750
4. Total Payment Amount for the Series 2021A Bonds and the Series 2021B Bonds, being the sum of all debt service to be paid on the Series 2021A Bonds and the Series 2021B Bonds to final maturity (Estimated): \$449,565,247

\*All amounts and percentages are estimates, and are made in good faith by the Authority based on information available as of the date of adoption of this Resolution. Estimates include certain assumptions regarding tax-exempt rates available in the bond market at the time of pricing the Series 2021A Bonds and the Series 2021B Bonds.

**ATTACHMENT B  
(Project Photographs)**

**Cameo Apartments**





## The Garrison Apartments





## Agenda Item No. 6

### Agenda Report

**DATE:** August 19, 2021

**TO:** CSCDA-CIA Board of Directors

**FROM:** Cathy Barna, Executive Director

**PURPOSE:** June 30, 2021 Financials and Bank Account Activity

---

CSCDA-CIA's ("CIA") bank account activity and budget to actual figures for the period ending June 30, 2021 are provided on the attached financial reports. CIA's first budget period commenced on October 15, 2020 and will continue through June 30, 2022.

#### **JUNE 30, 2021 FINANCIALS:**

The Financial Report provides the initial budget information for the period commencing October 15, 2020 through June 30, 2022. The variances represent 2020-22 budget figures compared to actual amounts received or disbursed through June 30, 2021.

1. **Issuance Fee Receipts** - Issuance fees received were \$18.5 million which represented 223% of the budget.
2. **Bond Administration Fee Receipts** - Bond administration fee collections will commence in December 2021, and based on increased transaction volume, bond administration fees are currently projected to be over \$2.2 million through June 30, 2022.
3. **Issuance Fee Disbursements** - Issuance fee disbursements of \$11.475 million were made. \$100,000 in Issuance Fees temporarily funded the Professional Services Account. CIA received approximately \$7 million more than the disbursements made through June 30, 2021. The \$7 million in receipts were disbursed in July 2021.
4. **Bond Administration Fee Disbursements** - Because no Bond Administration Fees were received, there were no disbursements. Please note that in the future the first \$200,000 of Bond Administration Fee's received each year will fund the Professional Services Account.
5. **General Administrative** - General Administrative disbursements equal to \$42,609 were made representing 31.56% of the budget.

#### **BANK ACCOUNT ACTIVITY:**

CIA's fee collections are disbursed monthly. As mentioned above, the Professional Services Account was temporarily funded with \$100,000 of Issuance Fees. In December 2021, \$100,000 of Bond Administration Fees will be repaid to the Issuance Fee Account and disbursed to BSP, CalCities and CSAC.

##### **1. Issuance Fee Account**

- \$18,547,775 in Issuance Fees were received and \$11,575,600 were disbursed leaving an ending balance as of June 30, 2021 of \$6,972,175.



**2. Professional Services Account**

- Deposits of \$100 thousand were received and disbursements of \$35 thousand were made through June 30, 2021.
- The ending balance as of June 30, 2021 was \$64.7 thousand.

**SUMMARY AND QUESTIONS**

CSCDA staff and CalCities accounting personnel are available to respond to any questions the Board may have about the attached June 30, 2021 financial report and bank account activity.

**CSCDA CIA**  
**Budget-to-Actual Comparison for the Nine Months Ended June 30, 2021**

	<b>21 mo. Budget</b> <b>Oct 2020-Jun 2022</b>	<b>Actual</b> <b>Oct 2020-Jun 2021</b>	<b>Variance</b>
<b>Amounts collected</b>			
Issuance fees			
Workforce housing program	8,300,000	18,547,750	223.47%
Investment income	0	46	
Total issuance fees	8,300,000	18,547,796	223.47%
 Bond administrative fees			
Workforce housing program	1,500,000	0	0.00%
Investment income	0	0	
Total bond administrative fees	1,500,000	0	0.00%
<b>Total amounts collected</b>	<b>9,800,000</b>	<b>18,547,796</b>	<b>189.26%</b>
 <b>Amounts disbursed</b>			
Issuance			
Program management fees - BSP	4,920,000	6,905,360	140.35%
Program governance fees - CSAC	1,640,000	2,285,120	139.34%
Program governance fees - League	1,640,000	2,285,120	139.34%
Total issuance	8,200,000	11,475,600	139.95%
 Bond administration			
Program administration fees - BSP	506,000	0	0.00%
Program governance fees - CSAC	379,500	0	0.00%
Program governance fees - League	379,500	0	0.00%
Total bond administration	1,265,000	0	0.00%
Subtotal Issuance & Bond Administration	9,465,000	11,475,600	121.24%
 General administrative			
Executive Director	90,000	30,000	33.33%
General Counsel - Richards Watson Gershon	15,000	9,923	66.15%
Auditor - MUN CPAs	20,000	0	0.00%
Bank service fees	0	1,318	
Other	10,000	1,368	13.68%
Total general administrative	135,000	42,609	31.56%
<b>Total amounts disbursed</b>	<b>9,600,000</b>	<b>11,518,209</b>	<b>119.98%</b>
 <b>Net surplus (deficit)</b>	<b>200,000</b>	<b>7,029,587</b>	

**CSCDA CIA**  
**Bank Account Activity**  
**For the Nine Months Ended June 30, 2021**

	<b>Beg Bal</b> <b>10/15/20</b>	<b>Add:</b> <b>Deposits</b>	<b>Less:</b> <b>Disbursements</b>	<b>End Bal</b> <b>06/30/21</b>
<b>Bank account:</b>				
Issuance	0	18,547,775	(11,575,600)	6,972,175
Professional services	0	100,001	(35,260)	64,741
	-----	-----	-----	-----
	0	18,647,776	(11,610,860)	7,036,916
	=====	=====	=====	=====



## REGULAR MEETING AGENDA

August 19, 2021

### 2:00 pm or upon adjournment of the CSCDA CIA Meeting

*Pursuant to Governor Newsom's Executive Order, Commissioners of the California Statewide Communities Development Authority or staff may participate in this meeting via a teleconference. In the interest of maintaining appropriate social distancing, members of the public may participate in the meeting telephonically. Members of the public may observe and offer comment at this meeting telephonically by dialing 623-404-9000, Meeting ID 240 338 9861 Passcode 747188. If you are an individual with a disability and need a reasonable modification or accommodation pursuant to the Americans with Disabilities Act ("ADA") please contact [info@cscda.org](mailto:info@cscda.org) or 1-800-531-7476 prior to the meeting for assistance.*

#### A. OPENING AND PROCEDURAL ITEMS

1. Roll Call.

_____ Kevin O'Rourke, Chair	_____ Brian Stiger, Member
_____ Tim Snellings, Vice Chair	_____ Marcia Raines, Member
_____ Brian Moura, Secretary	_____ Niroop Srivatsa, Alt. Member
_____ Jordan Kaufman, Treasurer	
_____ Dan Mierzwa, Member	
2. Consideration of the Minutes of the August 5, 2021 Regular Meeting.
3. Consent Calendar.
4. Public Comment.

#### B. ITEMS FOR CONSIDERATION AND ACTION

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. Pasadena Studios LP (Pasadena Studios), City of Pasadena, County of Los Angeles; issue up to \$45,000,000 in multi-family housing revenue bonds.

This \_\_\_ page agenda was posted at 1100 K Street, Sacramento, California on \_\_\_\_\_, 2021 at \_\_\_: \_\_ m, Signed \_\_\_\_\_. Please email signed page to [info@cscda.org](mailto:info@cscda.org)

- b. Uptown Newport Building Owner, LP (Uptown Newport Apartments), City of Newport Beach, County of Orange; issue up to \$70,000,000 in multi-family housing revenue bonds.
- 6. Change Proceedings for Improvement Area No. 2 of the California Statewide Communities Development Authority Community Facilities District No. 2016-02 (Delta Coves), County of Contra Costa, State of California (“CFD No. 2016-02”)
  - a. Conduct public hearing (hearing to be held at 2 p.m. or shortly thereafter).
  - b. Consideration of resolution calling special mailed-ballot election within Improvement Area No. 2 of CFD No. 2016-02.
  - c. Conduct special election within Improvement Area No. 2 of CFD No. 2016-02.
  - d. Consider resolution of change amending the appropriations limit and the authorization to incur bonded indebtedness for Improvement Area No. 2 of CFD No. 2016-02.
- 7. Consider the following resolutions for Statewide Community Infrastructure Program Assessment District No. 21-03 (3 Roots (District II)) City of San Diego, County of San Diego and a future bond issuance in relation thereto:
  - a. Resolution of intention to finance the payment of development impact fees for public capital improvements, including approval of proposed boundary map.
  - b. Resolution preliminarily approving the engineer’s report, setting date for the public hearing of protests and providing for a property owner ballot.

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

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

**NEXT MEETING:** Thursday, September 2, 2021 at 2:00 p.m.

**CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY**

**CONSENT CALENDAR**

1. Inducement of HPD Noble Creek II LP (Noble Creek Apartments), City of Beaumont, County of Riverside; issue up to \$12 million in multi-family housing revenue bonds.
2. Consideration of resolution authorizing hand billing for the CSCDA Open PACE program.

August 19, 2021



## MINUTES

### REGULAR MEETING AGENDA

August 5, 2021

2:00 pm

Commission Vice Chair Tim Snellings called the meeting to order at 2:02 pm.

1. Roll Call.

Commission members participating via teleconference: Tim Snellings, Brian Moura, Jordan Kaufman, and Niroop Srivatsa.

Others participating via teleconference: Cathy Barna, CSCDA Executive Director; James Hamill, Bridge Strategic Partners; Jon Penkower, Bridge Strategic Partners; Norman Coppinger, League of California Cities; Sendy Young, CSAC Finance Corporation; Tricia Ortiz, Richards Watson & Gershon; and Jim Brecher, Taylor Builders.

2. Consideration of the Minutes of July 15, 2021 Regular Meeting.

The Commission approved the July 15, 2021 Regular Meeting minutes.

***Motion to approve by B. Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

3. Consideration of the Consent Calendar.

The Commission approved the Consent Calendar.

1. Inducement of Community Development Partners (2nd & B Apartments), City of Oxnard, County of Ventura; issue up to \$32 million in multi-family housing revenue bonds.
2. Inducement of Western National Group (Gerald Ford Apartments), City of Palm Desert, County of Riverside; issue up to \$55 million in multi-family housing revenue bonds.
3. Inducement of C&C Development Co., LLC (The Meadows Seniors Apartments), City of Lake Forest, County of Orange; issue up to \$24 million in multi-family housing revenue bonds.

4. Inducement of Lynx Family Housing Partners, L.P. (Lynx Family Housing), City of Irvine, County of Orange; issue up to \$55 million in multi-family housing revenue bonds.
5. Inducement of Centennial Square Apartments, LP (Centennial Square Apartments), City of Santa Maria, County of Santa Barbara; issue up to \$60 million in multi-family housing revenue bonds.
6. Consideration of a resolution making certain determinations associated with placing assessments on the Ventura County tax roll.

***Motion to approve by J. Kaufman. Second by B. Moura. 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. Front Porch Communities and Services, City of Anaheim, County of Orange; City of Claremont, County of Los Angeles; City of Oakland, County of Alameda; Cities of San Diego & Chula Vista, County of San Diego; City of Pacific Grove, County of Monterey; City of Santa Rosa, County of Sonoma; Cities of Los Gatos & Palo Alto, County of Santa Clara, issue up to \$450,000,000 in nonprofit revenue bonds.

Executive Director Barna gave an overview of the project, and the financing complies with CSCDA's general and issuance policies. Front Porch has requested that CSCDA issue revenue bonds in an amount not to exceed \$450,000,000 for financing and refinancing the acquisition, construction, improvement, equipping and furnishing of senior living communities located throughout California. CSCDA's Executive Director recommended that the Commission adopt the resolution.

***Motion to approve by B Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

- b. Santee Senior Retirement Communities LLC (Lantern Crest Senior Living), City of Santee, County of San Diego, issue up to \$4,000,000 in commercial PACE bonds.

Executive Director Barna gave an overview of the project, and the financing complies with CSCDA's general, issuance, and CSCDA's policies. The proposed commercial PACE financing is for a to-be-built expansion. The existing 80-unit facility was built in 2012. The addition will be comprised of a 3-story apartment building featuring 46 assisted living studios, 2 duplexes and 4 independent living villas. CSCDA's Executive Director recommended that the Commission adopt the resolution.

***Motion to approve by J. Kaufman. Second by N. Srivatsa. Unanimously approved by roll-call vote.***



6. Proceedings related to California Statewide Communities Development Authority Community Facilities District No. 2020-02, Improvement Area No. 2 (Atwell), City of Banning, County of Riverside, State of California:

- i. Conduct public hearing (hearing to be held at 2 p.m. or shortly thereafter).

Commission Vice Chair Snellings opened the public hearing with respect to Facilities District No.2020-02. There were no oral or written comments from the public. The hearing was closed.

***Motion to close hearing by N. Srivatsa. Second by B. Moura. Unanimously approved by roll-call vote.***

- ii. Consideration of the following resolutions with respect to formation of CFD No. 2020-02:

1. A Resolution Deeming It Necessary to Incur Bonded Indebtedness to Finance Certain Public Improvements and Certain Development Impact Fees within California Statewide Communities Development Authority Community Facilities District No. 2020-02, Improvement Area No. 2 (Atwell), City of Banning, County of Riverside, State of California.

***Motion to approve by J. Kaufman. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

2. Resolution Calling Special Mailed-Ballot Election within Improvement Area No. 2 of the California Statewide Communities Development Authority Community Facilities District No. 2020-02 (Atwell), City of Banning, County of Riverside, State of California

***Motion to approve by N. Srivatsa. Second by B. Moura. Unanimously approved by roll-call vote.***

- iii. Conduct special election within Improvement Area No. 2.

All ballots have been cast in favor of Improvement Area No. 2, and no ballots have been cast opposed. Therefore, the measure was approved with a100% vote in favor.

- iv. Resolution Declaring Results of Special Mailed-Ballot Election within Improvement Area No. 2 of the California Statewide Communities Development Authority Community Facilities District No. 2020-02 (Atwell), City of Banning, County of Riverside, State of California

***Motion to approve by N. Srivatsa. Second by B. Moura. Unanimously approved by roll-call vote.***

7. Statewide Community Infrastructure Program (SCIP) 2021B:

1. Conduct proceedings with respect to the Statewide Community Infrastructure Program (“SCIP”) for certain Assessment Districts (collectively, the “Assessment Districts”) for multiple development projects:
  - a. Open consolidated Assessment District public hearing.
  - b. Close consolidated Assessment District public hearing.

Commission Vice Chair Snellings opened the public hearing with respect to the Statewide Community Infrastructure Program (SCIP). There were no oral or written comments from the public. The hearing was closed.

***Motion to close hearing by B. Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

2. Conduct following actions with respect to the SCIP Assessment Districts:
  - a. Open assessment ballots of landowners within the Assessment Districts and announce results.
  - b. Consideration of resolution approving final engineer’s reports, levying assessments, ordering the financing of specified development impact fees and capital improvements, confirming the amount of unpaid assessments and directing related actions in relation to the Assessment Districts.

All ballots have been cast in favor, and no ballots have been cast opposed. The assessment districts are being formed for the purpose of financing certain improvements and/or development impact fees.

***Motion to approve by N. Srivatsa. Second by J. Kaufman. Unanimously approved by roll-call vote.***

3. Conduct following actions with respect to issuance of SCIP Local Obligations and Revenue Bonds:
  - a. Consideration of resolution providing for the issuance of SCIP limited obligation improvement bonds each in one or more series and approving the form and substance of a trust agreement and authorizing related actions.

***Motion to close hearing by B. Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

- b. Consideration of resolution authorizing the issuance, sale and delivery of not to exceed \$24,306,661.53 of SCIP Revenue Bonds, Series 2021B and approving the forms of a trust agreement, a bond purchase agreement, a continuing disclosure certificate, an official.

***Motion to approve by J. Kaufman. Second by B. Moura. Unanimously approved by roll-call vote.***

8. Consideration of a Joint Exercise of Powers Agreement between CSCDA and West County Wastewater District.

Executive Director Barna reported that The West County Wastewater District has requested that CSCDA enter into a new joint exercise of powers agreement, creating the West County Facilities Financing Authority, to assist with the financing and refinancing of capital improvement projects for the District. CSCDA's Executive Director recommends that the Commission approve the resolution to authorize CSCDA to enter into the joint exercise of powers agreement by and between CSCDA and the West County Wastewater District.

***Motion to approve by B. Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

9. Consideration of California City Management Foundation (CCMF) Sponsorship.

Executive Director Barna recommended that CSCDA move back to a Foundation Circle sponsor for CCMF in the amount of \$10,000 due to the sponsorship benefits being offered in 2021-22.

***Motion to approve by J. Kaufman. Second by B. Moura. Unanimously approved by roll-call vote.***

10. Consideration of Urban Ingenuity as a commercial PACE Program Administrator.

Executive Director Barna informed the Commission that CSCDA received a proposal from Urban Ingenuity to become a commercial PACE only program administrator under the CSCDA Open PACE program. The Economic, Innovation and Sustainability Committee reviewed and approved recommended to the Commission approving Urban Ingenuity. It was recommend to approve the Urban Ingenuity as a new commercial Open PACE Program Administrator, and approve the agreement for services.

***Motion to approve by B. Moura. Second by N. Srivatsa. Unanimously approved by roll-call vote.***

11. Quarterly Financial Review (Informational Item).

Executive Director Barna gave an overview of the quarterly financials.

12. Executive Director Update.

Executive Director Barna reminded the Commission that CSCDA is currently looking for candidates to attend the Local Governance Summer Institute. The deadline to be eligible for a scholarship is next week. There are currently two spots open.

13. Staff Update.

Staff had no update.

14. Adjourn.

The meeting was adjourned at 2:39 p.m.

Submitted by: Sendy Young, CSAC Finance Corporation

**NEXT MEETING:** Thursday, August 19, 2021 at 2:00 p.m.



**CSCDA**  
CALIFORNIA STATEWIDE COMMUNITIES  
DEVELOPMENT AUTHORITY

## Agenda Item No. 3

### Agenda Report

**DATE:** August 19, 2021  
**TO:** CSCDA COMMISSIONERS  
**FROM:** Cathy Barna, Executive Director  
**PURPOSE:** Consent Calendar

---

#### SUMMARY:

2. Consideration of resolution authorizing hand billing for the CSCDA Open PACE program.

*In certain instances, PACE assessments require hand billing which are not levied on the property tax roll. This may be due to the nonprofit status of a property owner or a late enrollment. PACE counsel consisting of Jones Hall, Orrick, Herrington and Sutcliffe and Stradling, Yocca, Carlson & Rauth have reviewed the resolution. Recommend approval.*

Documents: [https://www.dropbox.com/sh/3b3pe3xa4ubppck/AAD2FjRX4JsGSIkBoadjPV\\_Qa?dl=0](https://www.dropbox.com/sh/3b3pe3xa4ubppck/AAD2FjRX4JsGSIkBoadjPV_Qa?dl=0)

## **RESOLUTION NO. 21H-22**

### **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 19, 2021.

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 19, 2021.

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>
Noble Creek Apartments	City of Beaumont, County of Riverside	108	Acquisition and Rehabilitation	HPD Noble Creek II LP	\$12,000,000



## **Agenda Item No. 5a**

### **Agenda Report**

**DATE:** August 19, 2021

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Barna, Executive Director

**PROJECT:** Pasadena Studios

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

**AMOUNT:** Not to Exceed \$45,000,000

---

#### **EXECUTIVE SUMMARY:**

Pasadena Studios (the “Project”) is the new construction of a 181-unit rental housing project located in the City of Pasadena. 100% of the units will be rent restricted for very low and low-income residents.

#### **PROJECT DESCRIPTION:**

- Construction of a 181-unit affordable rental housing facility located at 272 and 282 N. Oakland Avenue in the City of Pasadena.
- One 7-story building located on 0.5-acre site.
- Consists of 179 studio apartments and two manager’s units.
- Community room, rooftop deck, fitness center and bike storage room.

#### **PROJECT ANALYSIS:**

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

Community Builders Group, LLC (“CBG”) was founded in 1999 with the intention of creating quality housing for underserved communities. Since then, CBG has expanded its focus to include the new construction of mixed-use developments that elevate each neighborhood through community-oriented design. Serving Southern California and beyond, CBG is a real estate development firm dedicated to the pursuit of socially conscious, sustainable growth. The Project is CBG’s first financing with CSCDA.

**Public Agency Approvals:**

**TEFRA Hearing:** July 12, 2021 – City of Pasadena – Unanimous Approval

**CDLAC Approval:** April 28, 2021

**Public Benefits:**

- 100% of the units will be rent restricted for 55 years.
  - 10% (18 units) restricted to 30% or less of area median income households.
  - 10% (18 units) restricted to 50% or less of area median income households.
  - 80% (143 units) restricted to 60% or less of area median income households.
  - Two Manager's Units.
- The Project is in walking distance to parks, recreational facilities, and retail shopping.

**Sources and Uses:**

**Sources of Funds:**

Tax-Exempt Bonds:	\$ 28,073,678
Taxable Bonds:	\$ 6,394,067
Tax Credit Equity:	\$ 4,661,708
Deferred Developer Fee:	\$ 4,991,781
Deferred Fees & Costs:	<u>\$ 484,396</u>
Total Sources:	\$ 44,605,630

**Uses of Funds:**

Land:	\$ 5,525,000
Construction Costs:	\$ 27,703,218
Architecture & Engineering:	\$ 1,300,983
Capitalized/Const. Interest:	\$ 2,458,695
Reserves:	\$ 484,396
Developer Fee:	\$ 4,991,781
Legal Fees:	\$ 185,000
Soft Costs/Other:	<u>\$ 1,956,557</u>
Total Uses:	\$ 44,605,630

**Finance Partners:**

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

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

Bond Purchaser: Citibank, N.A.

**Finance Terms:**

**Rating:** Unrated  
**Term:** 35 years  
**Method of Sale:** Private Placement  
**Estimated Closing:** September 15, 2021

**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. 21H-\_\_**

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF A TAXABLE ESCROW NOTE AND ONE OR MORE MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$45,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT GENERALLY KNOWN AS PASADENA STUDIOS; 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**, Pasadena Studios LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority execute and deliver (i) its Taxable Escrow Note (Pasadena Studios) 2021 Series A (the “Taxable Escrow Note”); and thereafter (ii) its Multifamily Housing Revenue Note (Pasadena Studios) 2021 Series R-1 and its Multifamily Housing Revenue Taxable Note (Pasadena Studios) 2021 Series R-2 (collectively, the “Multifamily Notes” and, together with the Taxable Escrow Note, the “Notes”) to assist in the financing of the acquisition and construction of a 181-unit multifamily housing rental development located in the City of Pasadena, California, and known as Pasadena Studios (the “Project”);

**WHEREAS**, on April 28, 2021, the Authority received an allocation in the amount of \$24,073,678 (the “Baseline Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

**WHEREAS**, as part of its application to CDLAC made in connection with the Project, the Authority indicated its intention to use up to \$4,000,000 in recycled volume cap (the “Recycled Volume Cap Allocation Amount” and, together with the Baseline Allocation Amount, the “Allocation Amount”) in connection with the Project;

**WHEREAS**, the Taxable Escrow Note is expected, in accordance with Internal Revenue Code Section 146(i)(6), to be issued prior to issuance of the Multifamily Notes to preserve

private activity bond volume cap previously used to finance on a tax-exempt basis a qualified residential rental project other than the Project, which volume cap, in an amount not to exceed the Recycled Volume Cap Allocation Amount, will within six months after the issue date of the Taxable Escrow Note be recycled and used to provide tax-exempt financing for the Project;

**WHEREAS**, the Authority is willing to execute and deliver the Notes in an aggregate principal amount not to exceed \$45,000,000, provided that the portion of the Multifamily 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**, the Notes will be executed and delivered to Citibank, N.A. (the "Bank" or the "Funding Lender"), as the initial holder of the Notes; and

**WHEREAS**, the City of Pasadena (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**, 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**, 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) Escrow Bank Loan Agreement (the "Escrow Bank Loan Agreement") to be entered into between the Bank and the Authority;

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

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

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

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

(6) 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, the Escrow Bank Loan Agreement, 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 Taxable Escrow Note shall be designated as “California Statewide Communities Development Authority Taxable Escrow Note (Pasadena Studios) 2021 Series A” including, if and to the extent necessary, one or more sub-series, with appropriate modifications and series and sub-series designations as necessary. The Multifamily Notes shall be designated as “California Statewide Communities Development Authority Multifamily Housing Revenue Note (Pasadena Studios) 2021 Series R-1” and “California Statewide Communities Development Authority Multifamily Housing Revenue Taxable Note (Pasadena Studios) 2021 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. The aggregate principal amount of the Notes shall not exceed \$45,000,000; provided that the aggregate principal amount of any federally tax-exempt Multifamily 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 Escrow Bank Loan Agreement or the Funding Loan Agreement, as applicable, 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 Escrow Bank Loan Agreement or the Funding Loan Agreement, as applicable, 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 Escrow Bank Loan Agreement or the Funding Loan Agreement, as applicable, 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 Escrow Bank 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. 20R-1 of the Authority, adopted on January 23, 2020) (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 Escrow Bank 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 4. The Escrow 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 Escrow 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 Funding 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 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 Multifamily Notes shall be as provided in the Funding Loan Agreement as finally executed.

Section 6. 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 7. 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 8. The Contingency Draw-Down Agreement in the form presented at this meeting is hereby approved.

Section 9. The Authority is hereby authorized to execute and deliver the Notes to the Bank and the Funding Lender pursuant to the terms and conditions of the Escrow Bank Loan Agreement and the Funding Loan Agreement, respectively.

Section 10. 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, funds exchange agreements, an assignment of deed of trust, any endorsement, allonge or assignment of any note and such other documents as described in the Escrow Bank Loan Agreement or the Funding Loan Agreement, as applicable, 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 11. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the 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 Escrow Bank Loan Agreement or the Funding Loan Agreement, as applicable, and other documents approved herein.

This Resolution shall take effect upon its adoption.

**PASSED AND ADOPTED** by the California Statewide Communities Development Authority this August 19, 2021.

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 19, 2021.

By \_\_\_\_\_  
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: **Pasadena Studios LP**
2. Authority Meeting Date: **August 19, 2021**
3. Name of Obligations: **Pasadena Studios**
4.   X   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): **3.59%**.
  - (B) The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: **\$756,421.21**.
  - (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: **\$32,243,578.79**.
  - (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): **\$46,521,406.49**.]
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, \_\_\_\_ 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: **August 13, 2021**



## **Agenda Item No. 5b**

### **Agenda Report**

**DATE:** August 19, 2021

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Barna, Executive Director

**PROJECT:** Uptown Newport Apartments

**PURPOSE:** Approve the Refinancing of Rental Affordable Housing Project Located in the City of Newport Beach, County of Orange

**AMOUNT:** Not to Exceed \$70,000,000

---

#### **EXECUTIVE SUMMARY:**

On March 6, 2017, CSCDA issued \$161,620,000 in tax-exempt multifamily housing bonds for the construction of Uptown Newport Apartments, a mixed-income 455-unit rental affordable housing project located in the City of Newport Beach (the "Project"). Twenty-percent of the units are rent restricted for low-income tenants. The Project owner has requested that CSCDA now issue partial refunding bonds in order to lower the Project's credit enhancement costs by substituting certain letter of credit providers. The cost of the Project's letters of credit will decrease from 2.30% to 1.50%.

#### **PROJECT ANALYSIS:**

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

The Picerne Group (TPG) is a privately held, Southern California-based real estate investment firm that focuses on real estate investments nationwide, as well as best-in-class asset management. TPG has successfully invested more than \$1 billion in real estate equity and debt, diversifying investments across a variety of property types and geographies in the United States. The firm's executive committee members combined have decades of experience in managing complex portfolios of residential and commercial real estate, joint ventures and loans. The Project was TPG's first financing with CSCDA.

##### **Public Agency Approval:**

**TEFRA Hearing:** The transaction is a current refunding and bond counsel has confirmed that a TEFRA hearing is not required.

**Public Benefits:**

- 20% of the units remain rent restricted for 55 years.
  - All restricted units (91 units) restricted to 50% 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:	\$ 57,460,000
Taxable Bonds:	<u>\$ 4,095,000</u>
Total Sources:	\$ 61,555,000

Uses of Funds:

Refunded Bonds:	<u>\$ 61,555,000</u>
Total Uses:	\$ 61,555,000

**Finance Partners:**

Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP, San Francisco
Authority Counsel:	Orrick, Herrington & Sutcliffe, LLP, Sacramento
Underwriter:	Stern Brothers

**Finance Terms:**

<b>Rating:</b>	AA+ (S&P)
<b>Credit Enhancement:</b>	Standby letters of credit from Comerica Bank, First Hawaiian Bank, California Bank & Trust, Federal Home Loan Bank of Des Moines, Heleba Bank
<b>Term:</b>	35 Years at a Variable Interest Rate
<b>Method of Sale:</b>	Public Offering
<b>Estimated Closing:</b>	August 31, 2021

**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:**

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. 21H-\_\_**

**A RESOLUTION OF THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF VARIABLE RATE DEMAND MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$70,000,000 FOR THE REFINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS ONE UPTOWN NEWPORT APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE BONDS. REFERENCES HEREIN TO THE “BONDS” SHALL BE REFERENCES TO THE SERIES AA BONDS, THE TAX-EXEMPT SERIES BB BONDS, OR THE REFUNDING BONDS, AS APPROPRIATE.**

**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 and/or refinancing 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**, on March 6, 2017, the Authority issued its (i) Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) 2017 Series AA (the “**Tax-Exempt Series AA Bonds**”), (ii) Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) Taxable 2017 Series AA-T (the “**Taxable Series AA-T Bonds**”) and together with the Tax-Exempt Series AA Bonds, the “**Series AA Bonds**”), (iii) Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) 2017 Series BB (the “**Tax-Exempt Series BB Bonds**”) and (iv) Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) Taxable 2017 Series BB-T (the “**Taxable Series BB-T Bonds**”) and together with the Tax-Exempt Series BB Bonds, the “**Series BB Bonds**” and, collectively with the Series AA Bonds, the “**Prior Bonds**”), to finance a portion of the cost of the acquisition, construction and development of a mixed-use, multifamily rental housing development previously known as the Uptown Newport Apartments and now known as One Uptown Newport Apartments, located within the City of Newport Beach, California (the “**Project**”), owned and operated by Uptown Newport Building Owner, LP, a Delaware limited partnership (the “**Borrower**”);

**WHEREAS**, the Borrower has requested that the Authority refund and redeem certain of the Prior Bonds and issue tax-exempt revenue refunding bonds and additional taxable bonds (as further described herein, the “**Transaction**”) to assist in the refinancing of the acquisition, construction and development of the Project;

**WHEREAS**, the Authority is willing to issue not to exceed \$12,540,000 aggregate principal amount of its Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) Taxable 2017 Series AA-T (the “**Additional Bonds**”) and issue not to exceed \$57,460,000 aggregate principal amount of its Variable Rate Demand Multifamily Housing Revenue Refunding Bonds (One Uptown Newport Apartments) 2021 Series A (the “**Refunding Bonds**”), and loan the proceeds thereof to the Borrower to assist in providing refinancing for the Project;

**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 Taxable Series BB-T Bonds will be redeemed in whole in connection with the Transaction;

**WHEREAS**, proceeds of the Refunding Bonds will be applied on the closing in connection with the Transaction to redeem a like principal amount of Tax-Exempt Series BB Bonds;

**WHEREAS**, the aggregate principal amount of taxable and tax-exempt bonds of the Authority that will remain outstanding after the Transaction will be less than the aggregate principal amount of such bonds outstanding prior to the Transaction;

**WHEREAS**, the Additional Bonds are expected to be secured by a direct-pay letter of credit provided by Comerica Bank;

**WHEREAS**, the Refunding Bonds are expected to be secured by a direct-pay letter of credit provided by Landesbank Hessen-Thüringen Girozentrale, New York Branch;

**WHEREAS**, the Tax-Exempt Series BB Bonds, which were previously (together with the Taxable Series BB-T Bonds being redeemed as part of the Transaction) secured by direct-pay letters of credit provided by East West Bank and Cathay Bank and their respective standby letters of credit issued by the Federal Home Loan Bank of San Francisco, are on and after completion of the Transaction, expected to be secured by (i) amended and restated direct-pay letters of credit provided by each of Zions Bancorporation, N.A. (fka ZB, N.A.), dba California Bank & Trust and First Hawaiian Bank, or such comparable financial institutions as may be approved by the Underwriter (as defined below), and (ii) amended standby letters of credit provided by the Federal Home Loan Bank of Des Moines, and any other Federal Home Loan Bank, as applicable;

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



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

1. Second Amendment to Indenture of Trust with respect to the Series AA Bonds (the “**Series AA Indenture**”), to be entered into between the Authority and Wilmington Trust, National Association, as trustee (the “**Trustee**”); and
2. Second Amendment to Indenture of Trust with respect to the Series BB Bonds (the “**Series BB Indenture**”), to be entered into between the Authority and the Trustee; and
3. Indenture of Trust with respect to the Refunding Bonds (the “**Refunding Bonds Indenture**”), to be entered into between the Authority and the Trustee; and
4. Loan Agreement with respect to the Refunding Bonds (the “**Refunding Bonds Loan Agreement**”), to be entered into among the Authority, the Trustee and the Borrower; and
5. Bond Purchase Agreement with respect to the Additional Bonds (the “**Additional Bonds Purchase Agreement**”), to be entered into among the Authority, the Borrower and Stern Brothers & Co., as underwriter of the Bonds (the “**Underwriter**”); and
6. Bond Purchase Agreement with respect to the Refunding Bonds (the “**Refunding Bonds Purchase Agreement**”), to be entered into among the Authority, the Borrower and the Underwriter; and
7. Official Statement with respect to the Refunding Bonds (the “**Official Statement**”), to be used in connection with the offer and sale of the Refunding Bonds; and
8. First Amendment to Regulatory Agreement and Declaration of Restrictive Covenants with respect to the Bonds (the “**Regulatory Agreement**”), to be entered into among the Borrower, the Authority and the Trustee; and
9. Intercreditor Agreement (the “**Intercreditor Agreement**”), to be entered among the Authority, the Trustee and Comerica Bank, as Credit Bank Agent (the “**Credit Bank Agent**”).

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

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

Section 2. Pursuant to the JPA Law, the Series AA Indenture, the Series BB Indenture and the Refunding Bonds Indenture, as applicable, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds, including additional Bonds up to the not-to-exceed amount specified in this paragraph. The Bonds shall be designated

“California Statewide Communities Development Authority Variable Rate Demand Multifamily Housing Revenue Bonds (Uptown Newport Apartments) 2017 Series AA” and “California Statewide Communities Development Authority Variable Rate Demand Multifamily Housing Revenue Refunding Bonds (One Uptown Newport Apartments) 2021 Series A” with appropriate modifications and series and sub-series designations as necessary, including for taxable bonds and additional bonds as provided in the Bond documents approved herein, in an aggregate principal amount not to exceed \$70,000,000. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Series AA Indenture and the Refunding Bonds Indenture, as applicable, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Secretary of the Authority, or the manual signature of any Authorized Signatory. The Bonds shall be issued and secured in accordance with the terms of the Series AA Indenture and the Refunding Bonds Indenture, as applicable, presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Series AA Indenture and the Refunding Bonds Indenture, as applicable, and the Bonds shall not be deemed to constitute a debt or liability of the Authority or any Program Participant or Member of the Commission of the Authority (each, a “**Member**”).

Section 3. The Series AA Indenture substantially 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. 20R-1 of the Authority, adopted on January 23, 2020) (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 Series AA Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond December 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 redemption and other terms of the Series AA Bonds shall be as provided in the Series AA Indenture as finally executed.

Section 4. The Series BB Indenture substantially 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 Series BB Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The Refunding Bonds Indenture substantially 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 Refunding Bonds Indenture, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond December 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 redemption and other terms of the Refunding Bonds shall be as provided in the Refunding Bonds Indenture as finally executed.

Section 6. The Refunding Bonds Loan Agreement substantially 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 Refunding Bonds 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 7. The Authority is hereby authorized to sell the Additional Bonds to the Underwriter pursuant to the terms and conditions of the Additional Bonds Purchase Agreement. The form, terms and provisions of the Additional Bonds Purchase Agreement in the form presented at this meeting are hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Additional Bonds Purchase 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 hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 8. The Authority is hereby authorized to sell the Refunding Bonds to the Underwriter pursuant to the terms and conditions of the Refunding Bonds Purchase Agreement. The form, terms and provisions of the Refunding Bonds Purchase Agreement in the form presented at this meeting are hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Refunding Bonds Purchase 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 hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 9. The form, terms and provisions of the Official Statement in the form presented at this meeting are hereby approved and the Commission hereby approves the distribution of the Official Statement to prospective purchasers of the Refunding Bonds. Any Authorized Signatory, acting alone, is authorized to certify on behalf of the Authority that the Official Statement as to the sections therein related directly to the Authority is deemed final as of its date, within the meaning of rule 15c2-12 promulgated under the Securities Exchange Act of 1934. Any Authorized Signatory, acting alone, is authorized to execute, at the time of sale of the Bonds, said Official Statement in final form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are hereby approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 10. 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 11. The Intercreditor 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 Intercreditor 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 12. The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee is hereby requested and directed to authenticate the Bonds by executing the certificate of authentication of the applicable Trustee appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof, in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Trustee. Such instructions shall provide for the delivery of the Bonds to or at the direction of the purchasers thereof upon payment of the purchase price thereof.

Section 13. All actions heretofore taken by the officers and agents of the Authority with respect to the refinancing of the Project and the sale and issuance of the Bonds are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, a subordination or intercreditor agreement, any endorsement, allonge or assignment of the deed of trust and such other documents as described in the Series AA Indenture, the Series BB Indenture, the Refunding Bonds Indenture, the Refunding Bonds Loan Agreement, the Additional Bonds Purchase Agreement, the Refunding Bonds Purchase Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the refinancing of the Project.

Section 14. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Bonds, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Bonds or any redemption of the Bonds, may be given or taken by any Authorized Signatory, as appropriate, without further authorization by the Commission, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the refinancing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Series AA Indenture, the Series BB Indenture, the Refunding Bonds Indenture and other documents approved herein.

This Resolution shall take effect upon its adoption.

**PASSED AND ADOPTED** by the California Statewide Communities Development Authority this August 19, 2021.

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 19, 2021.

By \_\_\_\_\_

\_\_\_\_\_  
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: Uptown Newport Building Owner, LP
2. Authority Meeting Date: August 19, 2021
3. Name of Obligations:
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): Variable
  - (B) The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$1,854,000.
  - (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: \$155,146,000.
  - (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): Variable
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, ☒ 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: August 9, 2021



**CSCDA**  
CALIFORNIA STATEWIDE COMMUNITIES  
DEVELOPMENT AUTHORITY

## **Agenda Item No. 6**

### **Agenda Report**

**DATE:** August 19, 2021

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Barna, Executive Director

**PURPOSE:** Change Proceedings for Improvement Area No. 2 of the California Statewide Communities Development Authority Community Facilities District No. 2016-02 (Delta Coves), County of Contra Costa, State of California (“CFD No. 2016-02”)

---

#### **SUMMARY:**

On July 15, 2021 the Commission adopted an initial resolution to amend the appropriations limits and to incur bond indebtedness for Improvement Area No. 2 of the California Statewide Communities Development Authority Community Facilities District No. 2016-02 (Delta Coves), County of Contra Costa, State of California (“CFD No. 2016-02”). The public hearing for the change proceedings was scheduled for today’s meeting.

#### **BACKGROUND:**

CSCDA issued community facilities district (CFD) bonds for Delta Coves located in eastern Contra Costa County in 2016, 2018 and 2020. SDC Delta Coves, LLC (“Developer”) is the master developer of the property within the CFD which includes Improvement Area No. 1 (“IA 1”) and Improvement Area No. 2 (“IA 2”).

The CFD boundary map identifying the boundaries and parcels within IA 1 and IA 2 is attached for reference. (Attachment A)

At the time the CFD was formed, the property identified on the boundary map as Parcel C and Parcel D (“Property”) was planned to be used as a marina and not expected to include any homes or developed property.

The bond authorization for IA 2 was established assuming a total of only 66 units on Parcel B and Parcel E within IA 2 at buildout. Developer is currently in the process of entitling the Property to include residential units which will significantly increase the ultimate unit count within IA 2.

Based on the three series of bonds that have been issued for the CFD, the original IA 2 bond authorization of \$7 million has only \$4,480,000 remaining. The estimated bonding capacity for the revised development



plan is almost \$9 million resulting in a potential loss of net funding for facilities of approximately \$4 million. The Developer requesting an amendment to the appropriations limit, and authorization to increase the bonded indebtedness from \$7 million to \$13 million.

There has been no change in (1) the rate and method of apportionment of the special tax for the CFD, (2) the Improvements and Fees authorized to be financed by the CFD, and (3) the name of the CFD since its formation, nor is any contemplated here.

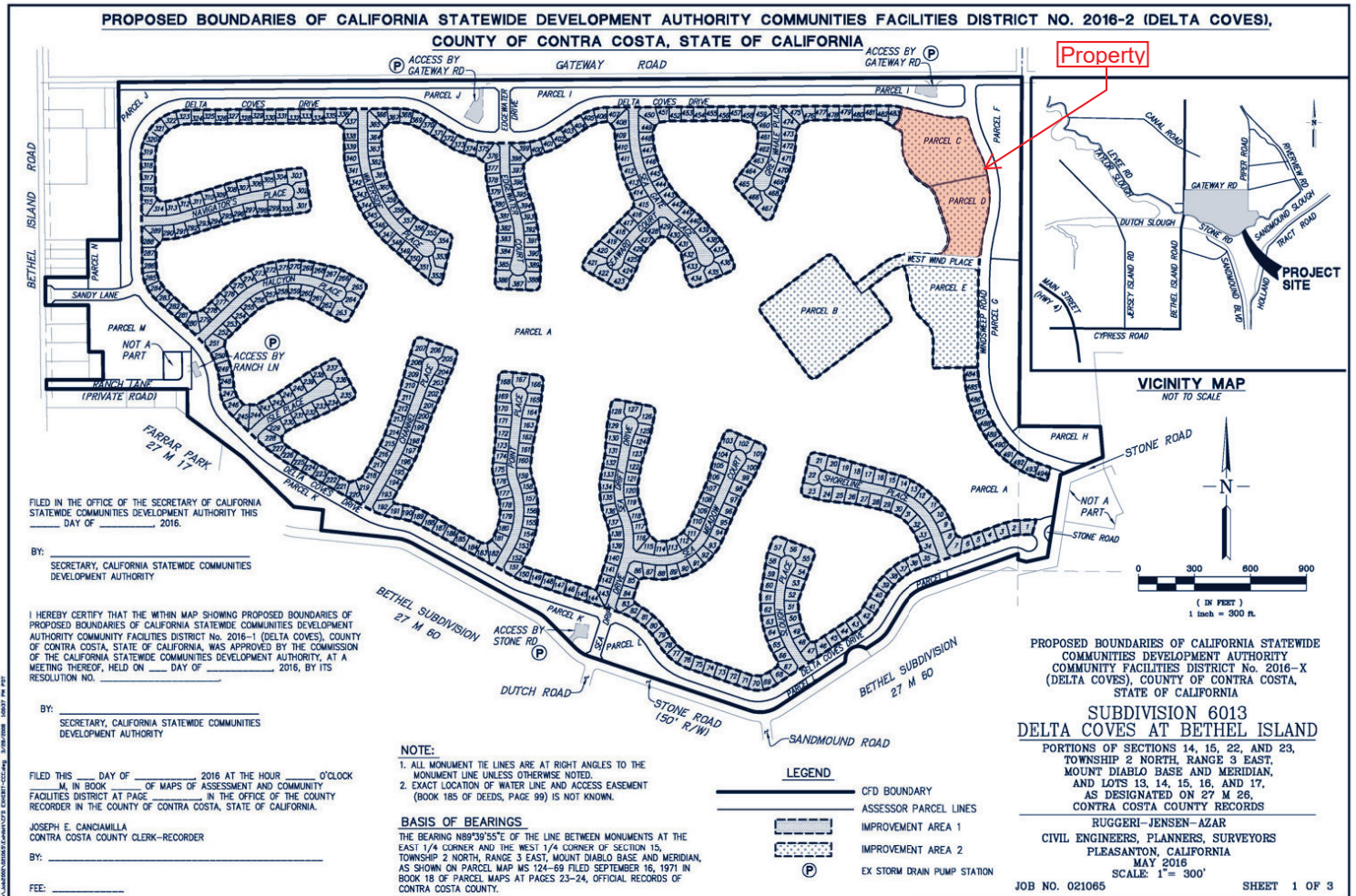
**EXECUTIVE DIRECTOR RECOMMENDATION:**

1. Conduct public hearing (hearing to be held at 2 p.m. or shortly thereafter).
2. Consideration of resolution calling special mailed-ballot election within Improvement Area No. 2 of CFD No. 2016-02.
3. Conduct special election within Improvement Area No. 2 of CFD No. 2016-02.
4. Consider resolution of change amending the appropriations limit and the authorization to incur bonded indebtedness for Improvement Area No. 2 of CFD No. 2016-02.

Documents: <https://www.dropbox.com/sh/rdxzn0740qsjmkt/AACIsafxamxfGCqmkbLwHudQa?dl=0>

## **ATTACHMENT A**

**Boundary Map of CSCDA CFD No. 2016-02 (Delta Coves),  
County of Contra Costa, State of California**





## **Agenda Item No. 7**

### **Agenda Report**

**DATE:** August 19, 2021

**TO:** CSCDA COMMISSIONERS

**FROM:** Cathy Barna, Executive Director

**PROJECT:** 3Roots (City of San Diego)– Assessment District

**PURPOSE:** Consider the following resolutions for Statewide Community Infrastructure Program Assessment District No. 21-03 (3 Roots (District II)) City of San Diego, County of San Diego and a future bond issuance in relation thereto:

- a. Resolution of intention to finance the payment of development impact fees for public capital improvements, including approval of proposed boundary map.
- b. Resolution preliminarily approving the engineer's report, setting date for the public hearing of protests and providing for a property owner ballot.

---

#### **EXECUTIVE SUMMARY:**

The action requested today is the initial step in the formation of Statewide Community Infrastructure Program (SCIP) Assessment District No. 21-03 (3Roots (District II)) located in the City of San Diego, California (the "City"). 3Roots (District II) is being formed to finance City of San Diego impact fees. The City of San Diego has adopted the SCIP resolution.

#### **BACKGROUND:**

3Roots (District II) will be formed to fund the impact fees for the Mira Mesa Public Facilities Financing Plan and Facilities Benefit Assessment fee for 646 residential units.

Located in the hills of Sorrento Mesa in San Diego, 3Roots is a wellness-based masterplan community with a focus on health and nature by Lennar Homes. 3Roots is San Diego's first Climate Action Planned Community designed to meet federal standards for renewable energy and carbon emission reductions. Paths and paseos connect residents to everyone and everywhere. The Mobility Hub centralizes bicycle and car sharing. Electric car charging stations abound, and every home is solar powered with a new focus on efficient and healthier indoor environments. Strategically located between the I-15 and I-805, the local

area features restaurants, shopping centers and attractions. Homeowners will have access to several amenities, including a clubhouse with a fitness center, swimming pool, parks and walking trails.

The financing is estimated to not exceed \$15,000,000 and will be brought back to the Commission for completion of the formation of 3Roots (District II), and for final approval of the bond issuance. Bonds will likely be issued in 2022.

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

CSCDA's Executive Director recommends approving the following resolutions:

1. Resolution of intention to finance the payment of development impact fees for public capital improvements, including approval of proposed boundary map.
2. Resolution preliminarily approving the engineer's report, setting date for the public hearing for of protests for October 7, 2021, and providing for a property owner ballot.

Documents: <https://www.dropbox.com/sh/tnd011fmf3r4kqo/AAAvmNhK2-RVODj2ieqgphiNa?dl=0>