



CARSON FAMILY HOUSING APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Affirmed Housing Group, Inc.

Action: Initial Resolution

Amount: \$9,000,000 (not to exceed)

Purpose: Finance Affordable Multi-Family Rental Housing Facility
Located in the City of Carson, Los Angeles County,
California

Activity: Affordable Housing

Meeting: July 22, 2011

Background:

The Affirmed Housing Group is a Southern-California based Affordable Housing Developer specializing in tax-credit and tax-exempt bond financed multi-family and single family developments. Areas of expertise include site selection, engineering, architecture, construction, relocation, and marketing. They also have extensive knowledge in public finance, low-income housing tax credit acquisition and tax- exempt bond financing. Through collaboration with civic leaders and private-sector financial partners, Affirmed Housing Group is dedicated to improving and sustaining the viability of California communities through the development of well designed and professionally managed affordable housing

James Silverwood, President and CEO of Affirmed Housing Group has over 24 years of experience in the development and construction industry, and has extensive experience as general partner in partnerships with over \$500 Million of real estate development activity in the past 13 years.

Current development activities include new construction, as well as acquisition and substantial rehabilitation of family and senior apartment complexes throughout California and the mid-Atlantic U.S. This is the second project with Affirmed.

The Project:

The Carson Family Housing Apartments is a new construction multi-family housing development located in the City of Carson, California. The project will combine three different sites located at 21227 Figueroa Street, 21243 Figueroa Street and, 21245 Figueroa Street. Once the new construction is complete there will be a total of 40 units of affordable rental housing on an approximately 4-acre site. The project will include a mix of one, two, and three bedroom units for families earning between 40% and 60% of AMI. Site amenities will include gated access, recreational areas, community room, barbecues, tot-lot, and covered parking.

The City of Carson:

The City of Carson will need to become a member of the CMFA and hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$5,625 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 6,474,500
City RDA:	\$ 2,000,000
Deferred Fee:	\$ 200,000
Carson Land Contribution:	\$ 1,345,000
Additional City Contribution:	\$ 1,285,000
Equity:	<u>\$ 1,680,000</u>
Total Sources:	\$12,984,500

Uses of Funds:	
Land Acquisition:	\$ 2,247,500
New Construction:	\$ 6,770,000
Architectural & Engineering:	\$ 795,000
Legal & Professional:	\$ 75,000
Developer Fee:	\$ 1,300,000
Soft Costs:	\$ 427,000
Construction Loan Interest:	\$ 437,000
Permits & Fees:	\$ 683,000
Costs of Issuance:	<u>\$ 250,000</u>
Total Uses:	\$12,984,500

Terms of Transaction:

Amount:	\$9,000,000 (not to exceed)
Rate:	TBD
Maturity:	30 years
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Estimated Closing:	December 2011

Public Benefit:

A total of forty families will now be able to enjoy high quality affordable housing in the City of Carson. Services at the complex will include on-site parking, laundry facilities, air conditioning, picnic areas and children's play areas and after school programs.

Percent of Restricted Rental Units in the Project: 100%
30% (12 Units) restricted to 40% or less of area median income households; and
20% (8 Units) restricted to 50% or less of area median income households; and
50% (20 Units) restricted to 60% or less of area median income households;
Unit Mix: 1, 2 and 3 bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Quint & Thimmig
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Lender Counsel:	TBD
Borrower Counsel:	Incorvaia & Associates LLP

Recommendation:

It is recommended that the CMFA Board of Directors approve an Initial Resolution of \$9,000,000 for the Carson Family Housing Apartments affordable housing project located in the City of Carson, Los Angeles County, California.

Note: This transaction is subject to review and final approval at the Final Resolution.



CASA RITA APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Payne Development LLC

Action: Initial Resolution

Amount: \$11,000,000 (not to exceed)

Purpose: Finance Affordable Multi-Family Rental Housing Facility
Located in the City of Huntington Park, Los Angeles
County, California

Activity: Affordable Housing

Meeting: July 22, 2011

Background:

Payne Development, LLC is successor operating entity of Payne Development Corporation, which was formed in March of 2002 by Kevin P. Payne. Payne Development specializes in the development of affordable rental apartment communities for low to moderate-income families and seniors throughout the State of California, and to date has completed ten projects, with another two currently under development and three in the planning stage, representing a total of 1,008 family and senior units.

Kevin Payne has over 27 years of experience supervising the development and financing of almost 15,000 market-rate and affordable multi-family units throughout the western United States through programs such as Section 42 low income housing tax credits, tax-exempt mortgage-backed revenue bonds, 501(c)3 tax-exempt bonds, tax increment bonds, the California Housing Finance Agency, Fannie Mae, and numerous other financing programs through various city and state agencies.

Prior to forming Payne Development, Kevin Payne served as Senior Vice President of Simpson Housing Solutions, LLC ("SHS"), a wholly owned division of Denver, CO-based, Simpson Housing Limited partnership. He was responsible for overseeing all development activities at SHS, which specializes in the development, financing, construction and management of affordable rental apartment communities for low to moderate-income families and seniors throughout the nation.

The Project:

The Casa Rita Apartments will be an acquisition and rehabilitation project. This project is located in the City of Huntington Park in an area that desperately needs affordable housing. The project contains a total of 103 units of affordable rental housing. The project includes a mix of two and three bedroom units for families earning below 50-60% of AMI. Site amenities will include security features, recreational areas, community room, computer room, educational classes and underground parking.

The City of Huntington Park:

The City of Huntington Park will need to become a member of the CMFA and hold a TEFRA hearing. Upon closing is expected to receive approximately \$6,250 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds	<u>Construction</u>
Tax-Exempt Bond Proceeds:	\$10,000,000
Century Housing Loan:	\$ 5,315,000
Deferred Developer Fee:	\$ 1,935,000
Equity:	<u>\$ 1,300,000</u>
Total Sources:	\$18,550,000

Uses of Funds:	
Land Acquisition:	\$ 2,730,000
Building Acquisition:	\$ 8,840,000
Rehabilitation:	\$ 2,668,973
Architectural & Engineering:	\$ 53,000
Legal & Professional:	\$ 135,000
Reserves:	\$ 695,853
Construction Interest & Fees:	\$ 1,061,059
Miscellaneous:	\$ 285,411
Developer Fee:	\$ 1,891,000
COI:	<u>\$ 189,704</u>
Total Uses:	\$18,550,000

Terms of Transaction:

Amount:	\$11,000,000 (Not to Exceed)
Rate:	TBD
Maturity:	28 years
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Estimated Closing:	January 2012

Public Benefit:

A total of 103 families will be able to enjoy high quality affordable housing in the City of Huntington Park. Services at the complex will include on-site parking, laundry facilities security features, recreational areas, community room, computer room, free internet and educational classes.

Percent of Restricted Rental Units in the Project: 100%
20% (21 Units) restricted to 50% or less of area median income households, and
80% (82 Units) restricted to 60% or less of area median income households,

Unit Mix: 2 and 3 bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	Bank of America, N.A.
Bond Counsel:	Quint & Thimmig LLP
Lender Counsel:	TBD
Borrower Counsel:	Virtual Law Partners
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Financial Advisor:	Strategic Consulting Initiative

Recommendation:

It is recommended that the CMFA Board of Directors approve an Initial Resolution of \$11,000,000 for the Casa Rita affordable housing project located in the City of Huntington Park, County of Los Angeles, California.

Note: This transaction is subject to review and final approval at the Final Resolution.



PARADISE COMMUNITY VILLAGE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Community Housing Improvement Program, Incorporated
Action:	Initial Resolution
Amount:	\$5,500,000 (not to exceed)
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the Town of Paradise, Butte County, California
Activity:	Affordable Housing
Meeting:	July 22, 2011

Background:

The Community Housing Improvement Program (“CHIP”) is a private, non-profit corporation that serves the counties of Butte, Glenn, Tehama, Shasta, Sutter, Yuba and Lassen. CHIP was incorporated in 1973 and has been in business continuously since its inception.

CHIP currently has approximately 50 employees. In its more than 35 years, CHIP has:

- rehabilitated 533 homes
- developed 586 multi-family units, managing 711 units
- built more than 1,600 sweat-equity, single-family houses
- secured over \$ 450 million in loans, grants, and contracts

CHIP receives most of its funding from state, federal, and local government grants and contracts. The Board of Directors consists of 12 volunteers who represent a cross-section of the communities that CHIP represents. CHIP holds a B-1 contractor's license that allows the organization to perform its own construction as well as obtain construction permits.

CHIP has three program areas that specialize in different areas of housing and community development: Multi-Family Housing; Self-Help Housing; and the Community Housing & Credit Counseling Center (CHCCC).

This is our second CHIP project.

The Project:

The Paradise Community Village Apartments will be a new construction project located in the Town of Paradise. The project contains a total of 36 units of affordable rental housing. The project includes a mix of one, two and three bedroom units for families earning below 30-60% of AMI. The project includes a community building with laundry facilities, computer room, meeting rooms, kitchen and manager's office. The development will have an on-site property manager and maintenance/landscape person. Project amenities include playground, open areas, picnic tables, security camera, and balconies or patios. Unit amenities include a dishwasher, stove, refrigerator, ceiling fans, and storage units.

The Town of Paradise:

The Town of Paradise will need to become a member of the CMFA and hold a TEFRA hearing. Upon closing is expected to receive approximately \$3,400 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 577,100
Direct & Indirect Public Funds:	\$ 5,089,386
Developer Equity:	\$ 522,394
LIHTC Equity:	<u>\$ 3,215,873</u>
Total Sources:	\$ 9,404,753

Uses of Funds:	
Land Acquisition:	\$ 1
New construction:	\$ 4,609,003
Architectural & Engineering:	\$ 285,000
On-Site/ Off-Site Work:	\$ 1,198,359
Construction Overhead & Profit:	\$ 753,336
Capitalized Interest & Other Soft Costs:	\$ 1,310,976
Developer Fee:	\$ 1,121,368
COI:	<u>\$ 126,710</u>
Total Uses:	\$ 9,404,753

Terms of Transaction:

Amount:	\$5,500,000 (Not to Exceed)
Rate:	TBD
Maturity:	17 years
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Estimated Closing:	December 2011

Public Benefit:

35 families will be able to enjoy high quality affordable housing in the Town of Paradise. Construction of Paradise Community Village will help the Town of Paradise comply with its Housing Element requirements and demand for 1,240 units to be built from 2007-2014 of which 206 would be very low-income and 189 low-income.

The project includes a community building with laundry facilities, computer room, meeting rooms, kitchen and manager's office. The development will have an on-site property manager and maintenance/landscape person. Project amenities include playground, open areas, picnic tables, security camera, and balconies or patios. Unit amenities include a dishwasher, stove, refrigerator, ceiling fans, and storage units.

An experienced, bonafide service coordinator and will work with local agencies to provide youth and adult educational classes such as computer training, resume development, nutrition classes, etc. These services will be offered on-site in the community building and will be offered free of charge to the residents.

Percent of Restricted Rental Units in the Project: 100%
11% (4 Units) restricted to 30% or less of area median income households, and
11% (4 Units) restricted to 40% or less of area median income households, and
51% (18 Units) restricted to 50% or less of area median income households, and
26% (9 Units) restricted to 60% or less of area median income households,

Unit Mix: 1, 2 and 3 bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	Wells Fargo
Bond Counsel:	Jones Hall
Lender Counsel:	TBD
Borrower Counsel:	Gubb & Barshay
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Financial Advisor:	Community Economics

Recommendation:

It is recommended that the CMFA Board of Directors approve an Initial Resolution of \$5,500,000 for the Paradise Community Village affordable housing project located in the Town of Paradise, County of Butte, California.

Note: This transaction is subject to review and final approval at the Final Resolution.



DESERT MEADOWS APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	National Community Renaissance of California
Action:	Final Resolution
Amount:	\$12,700,000 (Not to Exceed)
Purpose:	Finance Affordable Housing Located in the unincorporated County of Riverside, California
Activity:	Affordable Housing
Meeting:	July 22, 2011

Background:

National CORE is a nonprofit organization committed to transforming communities through high quality affordable housing, family/senior services, and long term ownership/management. This unique combination has resulted in the creation of beautiful and healthy neighborhoods where people thrive.

National CORE constantly strives to improve the quality of life for low-income residents by utilizing best practices from the social service, business and academic sectors. The organization has grown from three to more than 300 employees and houses its own project development, construction, property management, accounting, compliance, and asset management departments. National CORE and its affiliated 501(c)3 nonprofit, Hope Through Housing Foundation provide high quality family and senior services to National CORE communities. Programs focus on three key areas that contribute to community vitality and quality of life: Child Development, Youth Development, and Senior Wellness.

This is our third National CORE project.

The Project:

The Desert Meadows Apartments bond proceeds will be used for the acquisition, construction, improvement and equipping of an 80-unit multifamily rental housing project, to be located at 44701 Clinton Street, near Indio, California (unincorporated Riverside County). The project will be situated on 4.15 acres and is currently vacant. Targeted residents will have a household income between 25% and 40% of AMI. There will be 172 covered/uncovered parking spaces and the

overall density is approximately 19 units per acre. The development is designed to achieve LEED certification and will include solar panels on the roof and carport parking structures. Site amenities will include a swimming pool, fitness room, childcare center, tot lot, central laundry facilities, gated and fenced community and after school programs of an ongoing nature and educational classes.

The County of Riverside:

The County of Riverside is a member of the CMFA and held a TEFRA hearing April 5, 2011. Upon closing, the County is expected to receive approximately \$7,937 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 12,700,000	\$ 0
Direct & Indirect Public Funds:	\$ 7,900,000	\$14,431,655
Low Income Housing Tax Credit Equity:	\$ 1,837,635	\$ 8,673,000
Deferred Developer Fee:	\$ 0	\$ 35,000
Total Sources:	\$ 22,437,635	\$23,139,655

Uses of Funds:

Land Purchase:	\$ 1
On-Site & Off-Site Costs:	\$ 3,109,602
Hard Construction Costs:	\$11,576,486
Architect & Engineering Fees:	\$ 810,000
Contractor Overhead & Profit:	\$ 1,199,532
Developer Fee:	\$ 1,200,000
Cost of Issuance:	\$ 117,625
Capitalized Interest:	\$ 894,292
Other Soft Costs:	\$ 4,232,117
Total Sources:	\$23,139,655

Terms of Transaction:

Amount:	\$12,700,000
Maturity:	2 years.
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Estimated Closing:	August 2011.

Public Benefit:

The Desert Meadows Apartments will provide 79 affordable apartments for low-income and very low income households. This project will help supply the County of Riverside with affordable housing for 55 years.

Percent of Restricted Rental Units in the Project: 100%

- 10% (8 units) restricted to 25% or less of area median income households; and
- 15% (12 units) restricted to 40% or less of area median income households; and
- 75% (59 units) restricted to 50% or less of area median income households.

Unit Mix: 2 and 3 bedrooms
Term of Restrictions: 55 years

Finance Team:

Lender:	Union Bank, N.A.
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Lender Counsel:	Rutan & Tucker
Borrower Counsel:	Law Office of Edward A. Hopson

Recommendation:

It is recommended that the CMFA Board of Directors approve a Final Resolution of \$12,700,000 for the Desert Meadows affordable housing project located in the unincorporated County of Riverside, California.



SANITARY DISTRICT NO. 5 OF MARIN COUNTY SUMMARY AND RECOMMENDATIONS

Applicant: Sanitary District No. 5 of Marin County

Action: Approve JPA Creation & Membership

Amount: \$12,000,000

Purpose: To Create a New JPA creating the Tiburon / Belvedere Wastewater Financing Authority

Activity: Creating JPA

Meeting: July 22, 2011

Background:

Sanitary District No.5 of Marin County provides collection and treatment of wastewater to parts of the Tiburon Peninsula and the City of Belvedere. The District serves over 3,500 households, collecting, processing, and treating wastewater in accordance with State and Federal Regulations under a National Pollution Discharge Elimination System Permit.

The CMFA has been requested by the Sanitary District No. 5 of Marin County (the "District") to join it in creating a new Joint Powers Authority to be called the Tiburon / Belvedere Wastewater Financing Authority ("new JPA"). The new JPA would be a single purpose entity controlled by the District with the sole purpose of issuing bonds for the benefit of the District. The initial and immediate purpose of the JPA is to facilitate the issuance by the new JPA of the District's upcoming sewer revenue bonds in order to finance improvements to its wastewater treatment plant. Recent changes in the municipal market have resulted in an interest rate premium being charged to certificates of participation (as opposed to lease revenue bonds). Accordingly, with CMFA's assistance the District desires to form the new JPA in order to issue revenue bonds in order to finance these improvements at the most cost-effective rate.

Changes in the municipal markets have significantly widened the cost of borrowing through issuance of certificates of participation versus revenue bonds. Substantively there is no difference between a revenue-secured COP and a revenue bond; the security for both forms of debt is identical. But because COPs are also used for lease-backed debt of cities, counties and school districts, and these are subject to annual appropriation, lease abatement, and other risks, there is some widespread market confusion. This confusion has been exacerbated by the demise of the bond insurance

companies, which previously shielded investors from such complexity. Despite the fact that “revenue bonds” and “revenue COPs” are substantially the same, primary and secondary markets have widened the pricing between the two instruments to anywhere from 5 to 50 basis points.

The new JPA will be governed by a member Board which will consist of all members of the District’s Board of Directors. The officers of the new JPA will be staff members of the District. The CMFA and the District will be the only members and the new JPA will be limited to issuing bonds only for the District.

The Project:

The revenue bonds will finance needed improvements to the District’s wastewater treatment plant, which serves the communities of Tiburon and Belvedere in Marin County.

Liability Issues for CMFA:

By approving this transaction, CMFA will become a member of the new JPA, but will have no role in the proposed bond transaction. CMFA has no liability of any kind for the obligations of the new JPA. CMFA will have no ongoing responsibilities for the administration or operation of the new JPA or maintenance of the bonds. CMFA counsel fees, as well as a transaction fee, will be paid from proceeds of the bond financing.

The firm of Jones Hall will serve as bond counsel and disclosure counsel for the transaction and is representing the District in the formation of the new JPA.

Anticipated Bond Closing:

November 2011

Public Benefit:

The improvements consist of necessary upgrades to the District’s wastewater treatment plant designed to ensure continued system reliability and meet current regulatory requirements.

Finance Team:

District:	Sanitary District No. 5 of Marin County
District General Counsel:	Ragghianti, Freitas LLP
Underwriter:	Wulff, Hansen & Co.
Bond Counsel:	Jones Hall
CMFA Counsel:	Squire, Sanders & Dempsey

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Resolution authorizing the execution of a Joint Exercise of Powers Agreement by and between the California Municipal Finance Authority and the Sanitary District No. 5 of Marin County for the purpose of forming the new joint powers authority to be known as the Tiburon / Belvedere Wastewater Financing Authority.



UTS BIOENERGY LLC SUMMARY AND RECOMMENDATIONS

Applicant: RP1 Fuel Cell LLC

Action: Amended Resolution

Amount: \$17,000,000 (not to exceed)

Purpose: Finance a Renewable Energy Project for UTS BioEnergy Located in Riverside County, CA.

Activity: Exempt Facility

Meeting: July 22, 2011

Background:

In 1992, BioGas was founded by Adam Bürger together with 4 employees in Germany. The company soon began planning, development, production and installation of pump and mixing technology for agriculture and municipal sewage plants. During the past 25 years many trends have come and gone but their corporate and product philosophy has stayed the same. Best quality and expert consulting from the planning to the installation and service are binding values for them. BioGas puts strong emphasis on the development of environmentally compatible products.

With more than 1,500 equipped biogas plants, UTS Biogastechnik GmbH is one of the leading biogas companies in Germany. They take care of the planning, development, production, delivery and installation of components as well as the realization of large biogas plants as general contractor.

UTS BioEnergy LLC is a subsidiary of BioGas and develops, owns and operates alternative energy projects in the Americas. The Company is dedicated to help solve the energy problem through advanced alternative energy technologies developed in America. The main focus is on biogas production and conversion to electricity and heat or pipeline quality methane.

The Project:

UTS BioEnergy is planning to install a digester gas treatment and fuel cell system at the Inland Empire Utility Agency (IEUA) Regional Plant #1. This facility will produce power from

renewable anaerobic digester gas (ADG). This anaerobic digester gas is composed mostly of methane, hydrogen sulfide, oxygen, sulfur-based contaminants, and water vapor. The gas will be conditioned to meet strict standards before being used by the fuel cells to produce renewable electricity.

Digester gas treatment system:

The digester gas system passes the gas through the following stages:

- a. iron sponge scrubbers for hydrogen sulfide removal
- b. a gas compression/refrigerated drying system for moisture removal
- c. a regenerable activated carbon system for siloxane, volatile organic compound (VOC) and organic sulfur removal
- d. a non-regenerable conventional activated carbon in-line backup system with the same type of carbon as in c. but larger volume
- e. a final impregnated activated carbon guard system to remove small organic sulfur molecules that could escape the upstream activated carbon systems.

A major advantage of utilizing the regenerable system is that it significantly reduces the amount of activated carbon required. Traditional systems require large amounts of carbon which are replaced a few times a year, while this system has a very small amount of carbon that's regenerated and replaced about once a year. This innovative arrangement minimizes the system capital and operational costs, while reducing both resource requirements and waste to landfills. UTS BioEnergy has taken an extra precaution in the design of these gas treatment systems by following this innovative treatment step with a redundant traditional activated carbon backup system.

County of Riverside:

The County of Riverside is a member of the CMFA and will need to hold a TEFRA hearing. The County of Riverside is expected to receive approximately \$9,375 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$15,920,000
Equity:	<u>\$ 4,325,000</u>
Total Sources:	\$20,245,000

Uses of Funds:

Construction Fund:	\$17,560,000
Capitalized Interest:	\$ 825,000
Debt Service Reserve Fund:	\$ 1,590,000
Costs of Issuance:	<u>\$ 270,000</u>
Total Uses:	\$20,245,000

Terms of Transaction:

Amount:	\$17,000,000 (not to exceed)
Rate:	TBD
Collateral:	Equipment
Maturity:	November, 2032
Bond Purchasers:	Private Placement
Estimated Closing:	November, 2011

Public Benefit:

This transaction will create new full-time jobs in addition to retaining their current full-time employees. Furthermore, the County of Riverside will enjoy an increase and diversification of the local tax base through salaries, wages, sales taxes, property taxes, and other local revenues generated through various vendors and businesses supporting the Borrower. The facility is intended to produce electricity with a reduced carbon footprint.

Finance Team:

Underwriter:	Stern Brothers & Co.
Underwriter Counsel:	TBD
Bond Counsel:	Squire, Sanders & Dempsey, LLP
Issuer Counsel:	Squire, Sanders & Dempsey, LLP
Borrower Counsel:	TBD

Recommendation:

It is recommended that the CMFA Board of Directors adopt an amended Initial Resolution in the amount of \$17,000,000 to finance the UTS BioEnergy RP1 project located in Riverside County, California.

Note: This transaction is subject to review and final approval at the Final Resolution.



UTS BIOENERGY LLC SUMMARY AND RECOMMENDATIONS

Applicant:	UTS SJ-1, LLC
Action:	Amended Resolution
Amount:	\$10,000,000 (not to exceed)
Purpose:	Finance a Renewable Energy Project for UTS BioEnergy Located the City of San Jose, Santa Clara County, CA.
Activity:	Exempt Facility
Meeting:	July 22, 2011

Background:

In 1992, BioGas was founded by Adam Bürger together with 4 employees in Germany. The company soon began planning, development, production and installation of pump and mixing technology for agriculture and municipal sewage plants. During the past 25 years many trends have come and gone but their corporate and product philosophy has stayed the same. Best quality and expert consulting from the planning to the installation and service are binding values for them. BioGas puts strong emphasis on the development of environmentally compatible products.

With more than 1,500 equipped biogas plants, UTS Biogastechnik GmbH is one of the leading biogas companies in Germany. They take care of the planning, development, production, delivery and installation of components as well as the realization of large biogas plants as general contractor.

UTS BioEnergy LLC is a subsidy of BioGas and develops, owns and operates alternative energy projects in the Americas. The Company is dedicated to help solve the energy problem through advanced alternative energy technologies developed in America. The main focus is on biogas production and conversion to electricity and heat or pipeline quality methane.

The Project:

UTS BioEnergy is planning to install a digester gas treatment and fuel cell system at the San Jose Water Pollution Control Plant. This facility will produce power from renewable anaerobic

digester gas (ADG). This anaerobic digester gas is composed mostly of methane, hydrogen sulfide, oxygen, sulfur-based contaminants, and water vapor. The gas will be conditioned to meet strict standards before being used by the fuel cells to produce renewable electricity.

Digester gas treatment system:

The digester gas system passes the gas through the following stages:

- a. iron sponge scrubbers for hydrogen sulfide removal
- b. a gas compression/refrigerated drying system for moisture removal
- c. a regenerable activated carbon system for siloxane, volatile organic compound (VOC) and organic sulfur removal
- d. a non-regenerable conventional activated carbon in-line backup system with the same type of carbon as in c. but larger volume
- e. a final impregnated activated carbon guard system to remove small organic sulfur molecules that could escape the upstream activated carbon systems.

A major advantage of utilizing the regenerable system is that it significantly reduces the amount of activated carbon required. Traditional systems require large amounts of carbon which are replaced a few times a year, while this system has a very small amount of carbon that's regenerated and replaced about once a year. This innovative arrangement minimizes the system capital and operational costs, while reducing both resource requirements and waste to landfills. UTS BioEnergy has taken an extra precaution in the design of these gas treatment systems by following this innovative treatment step with a redundant traditional activated carbon backup system.

City of San Jose:

The City of San Jose is a member of the CMFA and will need to hold a TEFRA hearing. The City of San Jose is expected to receive approximately \$5,625 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 9,300,000
Equity:	<u>\$ 2,700,000</u>
Total Sources:	\$12,000,000

Uses of Funds:

Construction Fund:	\$10,360,000
Capitalized Interest:	\$ 500,000
Debt Service Reserve Fund:	\$ 930,000
Costs of Issuance:	<u>\$ 210,000</u>
Total Uses:	\$12,000,000

Terms of Transaction:

Amount:	\$10,000,000 (not to exceed)
Rate:	TBD
Collateral:	Equipment
Maturity:	November 2032
Bond Purchasers:	Private Placement
Estimated Closing:	November, 2011

Public Benefit:

This transaction will create new full-time jobs in addition to retaining their current full-time employees. Furthermore, the County of Riverside will enjoy an increase and diversification of the local tax base through salaries, wages, sales taxes, property taxes, and other local revenues generated through various vendors and businesses supporting the Borrower. The facility is intended to produce electricity with a reduced carbon footprint.

Finance Team:

Underwriter:	Stern Brothers & Co.
Underwriter Counsel:	TBD
Bond Counsel:	Squire, Sanders & Dempsey, LLP
Issuer Counsel:	Squire, Sanders & Dempsey, LLP
Borrower Counsel:	TBD

Recommendation:

It is recommended that the CMFA Board of Directors adopt an amended Initial Resolution in the amount of \$10,000,000 to finance the UTS BioEnergy SJ-1 project located in the City of San Jose, Santa Clara County, California.

Note: This transaction is subject to review and final approval at the Final Resolution.



BIOSTAR ENERGY SUMMARY AND RECOMMENDATIONS

Applicant: BioStar Systems, LLC

Action: Amended Initial Resolution

Amount: \$55,000,000

Purpose: Finance or Refinance Costs for a Project for OHR Biostar Energy, LLC Located In the City of Sonoma, Sonoma County, CA.

Activity: Exempt Facility

Meeting: July 22, 2011

Background:

OHR Biostar Energy, LLC company's headquarters is located in Kansas City, Missouri. Biostar Energy owns and operates multiple locations throughout the Country. Their services include a full spectrum, which takes projects from feasibility analysis through commissioning, and potentially including owning and operating. Some of the services that they offer are site Surveys, Feasibility Determinations, Joint Ventures, Project Management, Construction Management, Process Commissioning, Operations Management, Waste and Energy Audits, Project Development, BioStar Licensing, Design & Engineering, Operator Training, Facility Start-up and Ongoing Technical Support.

The foundation of BioStar's technology is anaerobic digestion (AD); the decomposition of organic materials as a product of bacterial metabolism in an environment absent of oxygen. Almost any organic material can be processed with anaerobic digestion. This includes biodegradable waste materials such as waste paper, grass clippings, food, sewage and animal waste. AD reduces the emission of greenhouse gas into the atmosphere and is widely used as a renewable energy source. The process produces methane-rich biogas suitable for energy production to offset the use of fossil fuel energy power. Additionally, the nutrient-rich digestate (stabilized solids) recovered from the process can be used to produce environmentally-friendly organic fertilizer.

The Project:

It is the intent of the borrower to secure the lowest cost financing for the development, construction and operation of the anaerobic digester, gas cleaning system and fuel cell system. The proposed bond financing will help Biostar Energy (i) finance or refinance the acquisition, installation, construction and development of an anaerobic digester, one or more fuel cells and related facilities to be located in the County of Sonoma, State of California, and to be owned and/or operated by the Borrower (the "Project"), (ii) to fund one or more debt service, operating, replacement or other reserves as may be necessary to obtain the lowest overall borrowing costs, and (iii) pay all or a portion of the costs incurred with the issuance of the Bonds.

County of Sonoma:

The County of Sonoma is a member of the CMFA and held a TEFRA hearing. The County of Sonoma is expected to receive approximately \$23,000 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	<u>\$55,000,000</u>
Total Sources:	\$55,000,000

Uses of Funds:

Construction:	\$22,500,000
New Machinery & Equipment:	\$24,000,000
Engineering/ Architecture:	\$ 1,500,000
DSR/ Cap I	\$ 6,000,000
Costs of Issuance:	<u>\$ 1,000,000</u>
Total Uses:	\$55,000,000

Terms of Transaction:

Amount:	\$55,000,000
Rate:	TBD
Collateral:	Equipment
Maturity:	TBD
Bond Purchasers:	Private Placement
Estimated Closing:	November, 2011

Public Benefit:

This transaction will create new full-time jobs in addition to retaining their current full-time employees. Furthermore, the County of Sonoma will enjoy an increase and diversification of the

local tax base through salaries, wages, sales taxes, property taxes, and other local revenues generated through various vendors and businesses supporting the Borrower.

Finance Team:

Underwriter:	Stern Brothers & Co.
Underwriter Counsel:	McGuire Woods
Bond Counsel:	Jones Hall
Issuer Counsel:	Squire, Sanders & Dempsey
Borrower Counsel:	Stoel Rives LLP

Recommendation:

It is recommended that the CMFA Board of Directors adopt an amended Initial Resolution in the amount of \$55,000,000 to finance a project for OHR Biostar Energy located in the County of Sonoma, California.

Note: This transaction is subject to review and final approval at the Final Resolution.

CHARITABLE GRANT RECOMMENDATION

Asian Rehabilitation Services
Bladder Exstrophy Research Foundation
Borrego Community Health Foundation
Furnishing Hope of Orange County
Homeless Health Care Los Angeles
Jewish Family & Children's Services
Little Tokyo Service Center
Los Angeles Police Memorial Foundation
Moral Values Program
Picture Me Happy
Rural Community Assistance Corporation
SPARK
St. John's Health Center*
Thai Community Development Center
Volunteers of America

Listed for Over One Year

Goodwill Industries of San Joaquin Valley, Inc
Mar Vista Family Center
Ocean Park Community Center

CHARITABLE GRANT GUIDELINES

Recipient: Board Members of the California Foundation for Stronger Communities

Purpose: To Provide an Outline of Charitable Grant Guidelines

CHARITABLE GUIDELINES:

1. Ensure charitable donations are directed towards organizations that:
 - a. Are in California communities.
 - b. Find it difficult to receive funding through other sources.
 - c. Have not received a charitable donation in the last three years. This is not meant to include those organizations that have enjoyed a fee reduction through a CMFA financing.
 - d. Do not require compliance monitoring by the CMFA or CFSC.
 - e. Are not in a category listed below:
 - i. individuals, including scholarship or fellowship assistance
 - ii. For-profit entities, including start-up businesses
 - iii. Political, labor, religious, or fraternal activities
 - iv. Endowments
 - v. Film or video projects, including documentaries
 - vi. Travel, including student trips or tours
 - vii. Promotional merchandise
 - viii. Organizations other than IRS 501(c)(3), 501(c)(6), governmental, or tribal entities
2. A staff report must be provided to the Board at least 24 hours before donations are recommended or approved. Funds will not be dispersed on a cash advance basis.
3. Coordinate donation with municipal staff, elected officials, recipient and press to ensure everyone on the team benefits from our partnership and unique give back. Furthermore, the widest dissemination of the donation will further the goals of the CMFA, and provide the greatest chance for leveraging these funds by inducing other donations.
4. Suggested categories the CMFA through the CFSC could direct funds are:
 - a. Health Care
 - b. Education
 - c. Human Services
 - d. Affordable Housing
 - e. Cultural
 - f. Subcategories:
 - i. Youth
 - ii. Seniors
 - iii. Low/Moderate Income Individuals
5. Staff will distribute and process all charitable grants.

CHARITABLE GRANT RECOMMENDATION

Recipient: **ASIAN REHABILITATION SERVICE** (1/14/2011)
Location: 1701 E. Washington Blvd. Los Angeles, CA 90021
Purpose: Provides vocational rehabilitation services and employment training services
Website: www.asianrehab.org
Revenue: \$3,013,541

MISSION/VISION:

Asian Rehabilitation Service, Inc. (ARS) believes in the uniqueness, worth, cultural integrity and right to human dignity for every person. It is our mission to provide vocational rehabilitation and other employment services by which individuals with disabilities can achieve their highest potential.

BACKGROUND:

Founded in 1972, ARS has a long history of providing quality commercial manufacturing assembly services and professional custodial services to our business and government customers.

Developing mutually beneficial partnerships with our customers has been crucial to our ongoing success. Customers receive quality business solutions to increase their bottom line, while simultaneously creating employment opportunities, building futures and promoting independence for individuals with disabilities.

ARS is CARF accredited for the following Community Employment Services programs:

- Job Development
- Job-Site Training
- Job Supports
- Organizational Employment Services

FISCAL IMPACT:

Donations will help fund the services provided and increases opportunities, build futures, and creates independence

BOARD OF DIRECTORS:

CHARITABLE GRANT RECOMMENDATION

Recipient: **BLADDER EXSTROPHY RESEARCH FOUNDATION** (7/22/2011)

Location: P.O. Box 13083, Newport Beach, CA 92694

Purpose: Provides Research and treatment for infants that are born deformed

Website: www.exstrophyresearch.org

Revenue: \$120,000

MISSION/VISION:

The Bladder Exstrophy Research Foundation is a non-profit 501(c)3 public charity dedicated to raising funds for research related to the cause and treatment of bladder exstrophy, a congenital birth defect. The Foundation also serves as a resource for information on current, ongoing and future research in this area.

BACKGROUND:

The Bladder Exstrophy Research Foundation (BERF) was established to help families that are dealing with their new-born deformities and cope with possible treatment options. Currently most specialist live and practice on the East Coast. The BERF helps educate doctors on how to treat Bladder Exstrophy. This allows the new-born children to receive treatment in their home area.

Bladder exstrophy is a rare, complex congenital birth defect that involves abnormalities of multiple body systems and organs including the lower abdominal wall, bladder, pelvis, genitalia, rectum and anus. The condition is thought to occur due to abnormal development of the cloacal membrane during early fetal growth. This malformation results in protrusion of the bladder through the lower abdominal wall.

Incidence rates for bladder exstrophy have been reported to occur in approximately one of every 30,000 live births, with an estimated 2:1 male to female ratio. Current methods for gathering and reporting such figures vary however, so actual occurrence may differ from that previously reported.

FISCAL IMPACT:

Donations will help provide treatment and research options to this foundation.

BOARD OF DIRECTORS:

CHARITABLE GRANT RECOMMENDATION

Recipient: **BORREGO COMMUNITY HEALTH FOUNDATION** (12/10/2010)

Location: 1166 K Street, Brawley, CA 92227

Purpose: Provides primary and preventive health programs to low income families.

Website: www.borregomedical.org

Revenue: \$13,733,160

MISSION/VISION:

The Mission of Borrego Community Health Foundation is to "become the hub of medical and social services for the communities we serve and their adjoining geographic areas. The centers shall provide comprehensive, affordable care and daily primary and preventive care to all the residents, regardless of the ability to pay. The centers shall strive to maintain current services and to develop additional services to meet the medical and social needs of all these communities."

BACKGROUND:

Only in recent years have the clinics of the Borrego Community Health Foundation emerged as a regional medical network in the inland region of San Diego and Riverside counties. Originally, a group of Borrego Springs citizens organized the foundation as a nonprofit benefit corporation when Scripps Clinic and Research Foundation bowed out of its nine-year ownership of Scripps Clinic-Borrego Springs in 1990. The 8,600-square-foot Scripps facility, built and equipped in 1982 with private donations, became known as the Borrego Medical Center.

In 2003, the medical center reached a major milestone when it became a Federally Qualified Health Center. Along with the renewable federal support came a new calling to extend comprehensive social and medical services to the surrounding desert region.

FISCAL IMPACT:

Donations will help provide assistance to low-income families.

BOARD OF DIRECTORS:

F. Seth Brown
Tom Middleton
Nancy Hall
Marcia Anderson
John Barrett
Raymond Balanos
Joe Ceja
Mary Creske
Leslie Greathouse
Harry Isley
Dora M. Murillo
Carol Will

CHARITABLE GRANT RECOMMENDATION

Recipient: **FURNISHING HOPE OF ORANGE COUNTY** (12/10/2010)
Location: 3857 Birch Street, Ste 503, Newport Beach, CA 92660
Purpose: Provides programs for at-risk youth safe and drug and violence-free
Website: www.furnishinghope.org
Revenue: \$185,000

MISSION/VISION:

Furnishing homes for people in need.

BACKGROUND:

Furnishing Hope was founded to provide a home like environment for kids and families in stressful situations. Furnishing Hope was founded in 2003 and remains the only non-profit in Orange County providing this type of service. Accomplishments include furnishing 26 homes built by Habitat for Humanity (every home built in Orange County since 2004), furnishing 8 apartments for Orangewood Foundation's Rising Tide Communities, Providing complete home furnishings for an Orange Coast Interfaith Shelter family, and supplying Regional Center of Orange County's developmentally disabled patrons with items for their apartments.

FISCAL IMPACT:

Donations create nurturing rooms for families in need

BOARD OF DIRECTORS:

Beth Phillips, Founder and Executive Director

Joellyn Finn, Administrative Director

Robyn Phillips, Administrative Assistant

Sandy Anchondo, Rising Tide Communities Coordinator

Marta Gallahair, Fundraising

Pat Carpenter, Aquisitions Coordinator

Carol Gergen, Special Events Director

Debbie Pfeiffer, Fundraising

Ann Gildersleeve, Fundraising

CHARITABLE GRANT RECOMMENDATION

Recipient: **GOODWILL INDUSTRIES OF SAN JOAQUIN VALLEY, INC**
(8/20/2010)

Location: 3900 Sisk Road, Modesto, CA

Purpose: Provides job training and placement services.

Website: <http://www.goodwill-sjv.org/>

Revenue: \$15,856,695

MISSION/VISION:

Goodwill Industries of San Joaquin Valley, Inc. (Goodwill Industries or Borrower) is a nonprofit agency that provides job training and placement services to assist people with employment barriers to become self-sufficient. Goodwill Industries implements its mission by operating retail stores and contract businesses that provide on-the-job training and by operating other job training and placement programs. Goodwill Industries is especially committed to serving people with disabilities.

BACKGROUND:

Goodwill Industries was established in 1937 with its first retail store in Stockton. There are currently 15 retail and/or donation centers in the San Joaquin Valley and three training centers, located in Fresno, Modesto and Stockton, providing on-the-job training and placement services to assist people with employment barriers to self-sufficiency.

The concept for Goodwill Industries International (Goodwill Industries' parent organization) began over 100 years ago when Edgar J. Helms, a Methodist minister in Boston, MA, was asked for food and clothing by a group in need. Instead of asking donors for money, he requested donations of clothing and other items. He then hired those in need – many considered unemployable - to repair any damaged items, and then sell the donated goods. From that first effort to provide people with the means to earn a paycheck, Goodwill Industries International has evolved into the world's largest nonprofit provider of employment, training and career services for people with disabilities and vocational barriers.

FISCAL IMPACT:

Donations will help fund job services at Goodwill store locations and activities at the job training centers.

BOARD OF DIRECTORS

Jim Anthony, Chair
Kristen Birtwhistle, Vice Chair
Mark Goldberg, Treasurer
Hedy Holmes, Secretary
Karen Andersen
Jane Butterfield
Joe Dittmann
Donald Geiger
Bob Harmon
Hal Monroe
Mark Plovnick
Raul Rodriguez
Joseph Serra
Dave Vaccarezza

CHARITABLE GRANT RECOMMENDATION

Recipient: **HOMELESS HEALTH CARE LOS ANGELES (2/4/2011)**

Location: 2330 Beverly Blvd., Los Angeles, CA 90057

Purpose: To Improve the Lives of the Homelessness

Website: www.housingca.org

Revenue: \$4,016,789

MISSION/VISION:

The mission of Homeless Health Care Los Angeles (HHCLA) is to improve the health of homeless people through direct services, education and advocacy.

BACKGROUND:

Since 1985, board members, the executive director, staff and volunteers of HHCLA have dedicated themselves to improving the health of Los Angeles' homeless. When they see expressions of hope and relief on the faces of those whom they serve, they know that they, as professional social workers, health care advocates, trainers, sponsors, and donors, are truly making an impact on this enormous social problem. For example:

- Their multicultural, multidisciplinary staff uses a comprehensive case management model to provide a unique and highly successful drug treatment and health services program.
- Their training and education department provides skill-building training for homeless service providers to increase their abilities to effectively assist homeless people and gain a basic understanding of and develop skills in health and safety, mental health substance abuse, case management, counseling and tuberculosis.
- Their advocacy work is focused on affecting policy that increases access to health care services, which goes hand in hand with our mission of improving the health of our community.

FISCAL IMPACT:

This charitable donation would increase the odds of helping the homeless regain control of their lives and transform themselves into productive citizens.

BOARD OF DIRECTORS:

Carol Prescott
Matt Humphreys
Brenda Goldstein
Gail Kennard
Samantha Martinez
Richard Browne
Brad Gwinn
John W. Tsuang
Michael Lehrer
Scott Fears
Mark Edwards
Jacqui Biery
Carl King
Lisa Kring
CJ Martinez
Marsha Temple
Lisa Kaminir
David Langness

CHARITABLE GRANT RECOMMENDATION

Recipient: **JEWISH FAMILY AND CHILDREN'S SERVICES** (Marin)
(6/10/2011)

Location: 2150 Post Street, San Francisco, CA 94115

Purpose: To Strengthen Individuals, Families and Community

Website: www.jfcs.org

Revenue: \$776,752

MISSION/VISION:

Strengthening individuals. Strengthening families. Strengthening Community. That's what Jewish Family and Children's Services is all about.

BACKGROUND:

Jewish Family and Children's Services is one of the oldest and largest family service institutions in the United States, founded in 1850 by immigrant pioneers who arrived in California during the Gold Rush and created an extended family to care for each other.

Today, they continue to be that extended family, serving 65,000 people annually with the highest quality, research-based social services designed to strengthen individuals, strengthen families, and strengthen community.

As the problem-solving center for residents of San Francisco, Marin, Sonoma, Santa Clara, and San Mateo counties, they are a lifeline for children, families, and older adults facing life transitions and personal crises.

FISCAL IMPACT:

This charitable donation would go towards the many programs that are provided. This specific write up is towards the Marin group that focuses on children's needs. .

BOARD OF DIRECTORS:

CHARITABLE GRANT RECOMMENDATION

Recipient: **LITTLE TOKYO SERVICE CENTER** (1/14/2011)
Location: 231 E. Third St., Suite G-106, Los Angeles, CA 90013
Purpose: Helps improve the lives of families through cultural social services
Website: www.ltsc.org
Revenue: \$379,248

MISSION/VISION:

The mission of the Little Tokyo Service Center, a Community Development Corporation, is to meet the critical needs of people and build community.

- *We improve the lives of Individuals and families through culturally sensitive social services.*
- *We strengthen neighborhoods through housing and community development.*
- *We promote the rich heritage of the ethnic community.*

BACKGROUND:

For over 29 years, the Little Tokyo Service Center, a Community Development Corporation (LTSC CDC), has been an important resource for the residents of a diverse community. Founded in 1979, LTSC CDC is a nonprofit charitable organization serving Asian and Pacific Islanders throughout Los Angeles County who are in need, especially those facing language or cultural gaps, financial need, or physical disabilities.

FISCAL IMPACT:

Donations continue to fund the outreach programs of the organization.

BOARD OF DIRECTORS:

Bill Watanabe – Executive Director

Erich Nakano – Deputy Director

Dean Matsubayashi – Director of Community Economic Development

Gayle Yamada – Director of Development

Scarlet Sy – Director of Finance

Mike Murase – Director of Service Programs

Yasuko Sakamoto – Director of Social Services

CHARITABLE GRANT RECOMMENDATION

Recipient: **LOS ANGELES POLICE MEMORIAL FOUNDATION**
(7/22/2011)

Location: 1880 North Academy Drive, Los Angeles, CA 90012

Purpose: Provides Assistance to Families of Police Officers Killed in the Line of Duty

Website: www.lapmf.org

Revenue: \$671,850

MISSION/VISION:

Reaching out to our extended L.A.P.D. Family

BACKGROUND:

The Los Angeles Police Memorial Foundation was founded in 1972 and is chartered by the State of California as a tax exempt, non-profit organization. Chief of Police Edward M. Davis incorporated former Chief Tom Reddin's concept of the Memorial Foundation to provide assistance to families of police officer who were killed in the line of duty. Financial assistance would be available to offset the hardship the loss of a breadwinner can produce.

Chief Davis was certain that the Los Angeles Community would support such an organization as a way of expressing their appreciation to those who provide police protection and service.

Today, the Memorial Foundation is the cornerstone of the Department's Employee Wellness Program.

FISCAL IMPACT:

Donations continue the funding of funeral expenses of officers killed in the line of duty, funding for college expenses for dependents of officers killed in the line of duty, funding for special educational needs of children of officers who suffer from neurological and other medical disorders.

BOARD OF DIRECTORS:

President - John J. McMahon

1st Vice President - Chief Sandy Jo MacArthur

2nd Vice President - Chief Charlie Beck

Treasurer - Joseph Connolly

Treasurer Secretary - Willard Z. Carr, Jr.

CHARITABLE GRANT RECOMMENDATION

Recipient: **MAR VISTA FAMILY CENTER** (7/16/2010)
Location: 5075 S. Slauson Avenue, Culver City, CA 90230
Purpose: To help families make positive changes in their lives
Website: www.marvistafc.org
Revenue: \$2,203,089

MISSION/VISION:

The mission of Mar Vista Family Center (MVFC) is to provide low-income families with quality early childhood education, youth enrichment, and educational tools to create positive change in their lives and their communities.

BACKGROUND:

Mar Vista Family Center was founded in 1977 as a preschool for low-income families that aimed to engage parents as partners in the education of their children. In 1980, after functioning in a public school bungalow for three years, a preschool facility was built at the end of a cul-de-sac in the same crime-ridden area that a local gang called home. Three weeks after the preschool opened, the building was burned down. Realizing that the success of a rebuilt preschool would depend on the empowerment of community leaders and parents to play a larger role in the life of the preschool, the MVFC founders developed a model of increased community involvement and personal responsibility. Parents, teens and other members of the community became classroom volunteers, preschool teachers, mentors, fundraisers and community advocates. As additional services have been added over the years - to serve elementary and high school students, as well as adults - MVFC continues to involve the community in the decision-making and running of its programs. MVFC's long-term involvement with entire families has improved family functioning, decreased domestic violence and improved youths' academic successes and rates of attendance at institutes of higher education.

FISCAL IMPACT:

Donations continue to funding the outreach programs of the organization.

BOARD OF DIRECTORS

Susan Rosenblum – Board Chair
Nancy Gilson – Board Trustee
Dr. Sandra Sparling – Board Secretary
Halleh Yafeh, Esq – Board Counsel
Ronnie Avedon
Kristina Deutsch
John Dupuy
Claudia Estevez
H. Allen Evans
Cura Franklin
Venisa Ibarra
Jolisa Jones-Corey
Nikolas Lew
Terri Lyman
Edward Melendez
Judson Mock
Loren Montgomery, Esq.
Sandy Sirirat
Raymond Reisler

CHARITABLE GRANT RECOMMENDATION

Recipient: **MORAL VALUES PROGRAM** (7/22/2011)
Location: 2891 32ND Ave., Sacramento, CA 95824
Purpose: Provides Services to Disadvantaged Youth in Sacramento
Website: www.mypsacramento.org
Revenue: \$144,507

MISSION/VISION:

Moral Values Program provides mentoring tutoring, transportation, meals and recreational activities to over 100 disadvantaged youth in Sacramento County.

BACKGROUND:

The Moral Values Program (MVP) is a 501(C)(3) community-based program which began on August 18, 1994, at the Sacramento County Boys Ranch. Frank Victorio started the program there because as a teen he was one of the first wards at this facility. He went on to become a youth counselor working for the California Youth Authority. His first-hand knowledge and understanding of the needs of those incarcerated adolescents was the driving force for the development of the Moral Values Program.

The Victorio's daughter, Monica, who was seven at the time, happened to see some boys smoking and acting out, outside their home. She told her Dad that we needed to start a program in the neighborhood so they wouldn't end up like the boys at the County Boys Ranch.

In November 1994, MVP's Neighborhood program was established. It is operated out of the Victorio's home seven days a week, 24 hours a day. It is virtually a drop-in center, safe house and "home" to many of the children. For the past six years, Laura had been our home-school teacher at MVP, where we have witnessed the transformation of many young lives. Each year has become more successful than the previous year, with six of our eight recent graduates being accepted into Christian Brothers High School. Laura learned many years ago, after volunteering in Calcutta with Mother Teresa's sisters, that teaching with love is first and foremost, which is exactly what our children need.

FISCAL IMPACT:

Donations continue to help funding the ongoing household and learning center operating expenses, Teacher subsistence and other house employees, the current Learning Center Building and the in-home and school age kids that come after school to eat meals daily

BOARD OF DIRECTORS

CHARITABLE GRANT RECOMMENDATION

Recipient: **OCEAN PARK COMMUNITY CENTER (7/16/2010)**

Location: 1453 16th Street, Santa Monica, CA 90404

Purpose: Supportive Services for all People

Website: www.opcc.net

Revenue: \$7,329,995

MISSION/VISION:

OPCC empowers people to rebuild their lives by providing a continuum of care for men, women and children who need assistance in returning to lives of self-sufficiency. In addition to basic emergency services such as food, clothing, showers, bus tokens, etc., the agency's programs are designed to help individuals access the resources they need to ensure survival, end victimization and improve the quality of their lives. These resources include case management, mental health counseling, transitional housing and permanent housing with supportive services.

BACKGROUND:

OPCC, (formerly the Ocean Park Community Center), is a network of shelters and services for low-income and homeless youth, adults and families, battered women and their children and people living with mental illness. Founded in 1963, it is a community-supported organization in which staff, volunteers and clients work together with mutual respect to address the effects of poverty, abuse, neglect and discrimination. OPCC's success with our clients stems from the full range of services provided by our ten main programs the Access Center, Campion Mental Health, Daybreak Day Center and Shelter, k9 connection, Night Light, Safe Haven, Samoshel, Shwashlock, Sojourn Services for Battered Women and Their Children and Turning Point. OPCC's uses UCLA's MCP services every 1st and 3rd Saturday of the month.

FISCAL IMPACT:

Donations continue to funding the outreach programs of the organization.

BOARD OF DIRECTORS:

Rae W. Archibald

Colette Brooks

Francesca D'Alessandro

Greg Germann

Leslye S. Goldberg

Stephen Gunther

Richard Hirsch, Esq.

Lindsey Hirsch

Sarah Jessup, CPA (Chair

Steaven K. Jones

Sheila James Kuehl, Esq.

Darlene Lasher

Richard T. Peters, Esq

Gary A. Richwald

Stephen E. Scherer, Esq.

Charles F. Smith

LaTisha D. Starbuck, RN,

Diane Wilson

Bart Zitnitsky (Secretary)

CHARITABLE GRANT RECOMMENDATION

Recipient: **PICTURE ME HAPPY** (7/22/2011)
Location: 2801 Atlantic Avenue, Long Beach, CA 90806
Purpose: Supports Serious Ill Children with Activities in the Hospital
Website: www.picturemehappy.org
Revenue: \$71,000

MISSION/VISION:

Picture Me Happy aspires to stimulate the healing process and enhance a sense of overall well being by bringing the creative process of a photography based program to chronically and terminally ill children in hospitals throughout Southern California. Picture Me Happy accomplishes this goal by encouraging children to shoot their own photos and then to use the photos in designing their own personal magazines.

BACKGROUND:

Picture Me Happy engages hospitalized children in the creative process by introducing them to the polaroid camera and teaching them to set up their own photo shoots.

As they set the scene for their shoot, Picture Me Happy passionately opens childrens' minds and imaginations to the abundance of people, props, backgrounds, scenes, angles and stories that are available to them within the hospital. "We give very little instruction, but, offer a lot of ideas and options to help stimulate their own personal creativity." At a time when illness is controlling their lives, Picture Me Happy encourages a child to take complete charge and ownership of their creativity...they are "the Photographers," they are, "the designers and creators of their magazines."

Picture Me Happy's "hands-on photo workshop," transforms the child and their environment. Cameras clicking, smiles widening, creativity expanding, brightness fills the room as the child brings focus into the creative process, the moment, and away from illness.

FISCAL IMPACT:

Donations continue to fund the program by buying equipment, paying for hotels for families and helping support the children.

BOARD OF DIRECTORS:

John Lustenring, Secretary
Attorney

David Powers, CFO
Attorney

Eric Sakas
Cosmetic & Beauty Consultant

Dean Gilbert M.D.

Lindsay Lowell
Public Relations

Tim Courtney, Founder and President

CHARITABLE GRANT RECOMMENDATION

Recipient: **RURAL COMMUNITY ASSISTANCE CORPORATION**
(4/29/2011) (Previously donated to on 3/09/07)

Location: 3120 Freeboard Drive, Suite 201, West Sacramento, CA 95691

Purpose: Assists Rural Communities Achieve Their Goals

Website: www.rcac.org

Revenue: \$15,639,715

MISSION/VISION:

Provides technical assistance, training and financing so rural communities achieve their goals and visions.

BACKGROUND:

Rural Community Assistance Corporation was founded in Sacramento, California on Oct. 1, 1978. Funding from The Rosenberg Foundation allowed RCAC to establish itself as a multi-state agency helping to build the capacity of other nonprofit agencies and create new agencies to serve low-income people living in rural communities in the western United States.

RCAC is committed to green initiatives in affordable housing development, environmental programs and lending, and in its organizational operations. They seek new partnerships and opportunities to advance comprehensive community development as they strive to become the provider of choice. As this year unfolds, RCAC will rise to a new level of accountability to their clients and funders to create opportunities in rural America.

FISCAL IMPACT:

The donation will provide support to the specific programs that are offered.

BOARD OF DIRECTORS:

Dr. Florine Raitano

Elizabeth Moore

Robert Rendon

Anita Gahimer Crow

Sandra Borbridge

Ann Harrington

Joe Herring

Nalani Fujimori Kaina

Vickie Kitseallyboy Oldman-John

David E. Provost

Jon Townsend

William H. Wiese, MD

Kirke Wilson

CHARITABLE GRANT RECOMMENDATION

Recipient: **SPARK** (7/1/2011)

Location: 10900 Wilshire Blvd., 5th Floor, Los Angeles, CA 90024

Purpose: To Provide Mentoring and Scholarship Programs to the Less Fortunate

Website: www.sparkprogram.org

Revenue: \$267,966

MISSION:

Spark's mission is to provide life-changing apprenticeships to youth in underserved communities across the United States.

BACKGROUND:

Founded in 2004 by teachers Chris Balme and Melia Dicker, Spark has always aspired to strengthen the community in two ways: by helping youth become motivated learners and connected community members, and by encouraging adults to nurture the next generation through mentoring and volunteerism.

Spark has grown rapidly since its inception. Enrollment grew by more than 50% year over year, and after five years, Spark expanded from the San Francisco Bay Area to Los Angeles in 2010 and Chicago in 2011, with plans to expand to the east coast by 2013.

In 2011, Spark will create its 1,000th apprenticeship. Studies of Spark's initial cohort of students reveal that over 98% are on track to graduate from high school on time. This is true for only 50-60% of their non-Spark peers in a similar demographic. 95% of Spark students report improvements in areas such as self confidence, motivation, goal-setting, and team work, and in skills such as financial literacy, public speaking, and networking/resourcefulness. In a focused survey from 2009, 97% of students responded that participating in Spark made them more interested in learning, and 77% reported being more interested in school.

FISCAL IMPACT:

The donations can sponsor specific students or the program as a whole. .

BOARD OF DIRECTORS:

Charlie Cohen: COO, MGM

Joan I. Chu: Senior Partner, Monitor Group

Sarah & Alex Graves

Aaron Meyerson: President of Programming and Development, CBS Television Distribution

Robert Perrin: Partner, Latham & Watkins LLP

CHARITABLE GRANT RECOMMENDATION

Recipient: **ST. JOHN'S HEALTH CENTER (UCLA COMMUNITY PARTNERSHIP)** (11/12/2010)

Location: 2121 Santa Monica Blvd., Santa Monica, CA 90404

Purpose: To Provide Low Cost Health-Care to the Less Fortunate

Website: www.stjohns.org

Revenue: \$16,837,394

MISSION:

We will in the spirit of the Sisters of Charity, reveal God's healing love by improving the health of the individuals and communities we serve, especially those who are poor and vulnerable.

BACKGROUND:

Embedded in the mission of Saint John's Health Center is their commitment to providing leading-edge medicine with unwavering compassion and personalized care. For more than 65 years, the physicians and employees of Saint John's Health Center have focused on their healing ministry.

Saint John's is a 233 bed Primary Care hospital that serves the Santa Monica. Saint John's provides a full spectrum of treatment and diagnostic services. In particular, they are committed to Saint John's four areas of excellence: Cancer Care, Cardiac Care, Orthopedics, Women's Health, and a wide array of Other Health Services. The dedication of their nurses and physicians in these and all areas of health care, and their attention to patient needs, along with the overall excellence of the Health Center's staff, have helped Saint John's set the standard for health care now and for years to come. They are in the process of constructing the Howard Keck Diagnostic and Treatment Center, a 275,000-square-foot, four-story treatment facility that will house a state-of-the-art Emergency Department, surgery rooms with the latest technologies, and imaging centers to meet both in and out-patient needs.

FISCAL IMPACT:

The donation will provide support to the specific programs that are offered.

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CHARITABLE GRANT RECOMMENDATION

Recipient: **THAI COMMUNITY DEVELOPMENT CENTER** (1/14/2011)

Location: 6376 Yucca Street, Suite #B, Los Angeles, CA 90028

Purpose: To act as an advocate to low & moderate income Thais

Website: www.thaicdchome.org

Revenue: \$364,488

MISSION/VISION:

To advance the social and economic well-being of low and moderate income Thais and other ethnic communities in the greater Los Angeles area through a comprehensive community development strategy including human rights advocacy, affordable housing, access to healthcare, promotion of small businesses, neighborhood empowerment, and social enterprises

BACKGROUND:

Thai Community Development Center (Thai CDC), a community development non-profit organization since 1994, facilitated the designation of the one and only Thai Town in the world located in Hollywood, Los Angeles, and founded the Thai New Year's Day Songkran Festival. Thai CDC aims to create a thriving community by creating businesses and jobs, developing decent and affordable housing, and revitalizing public space. Thai CDC serves economically disadvantaged populations including immigrants, low-wage workers, and victims of human trafficking. In fact, the famed El Monte Slavery Case, the first case of modern day slavery in the United States, was vigorously fought by Thai CDC and our human rights allies until justice was achieved for the victims.

FISCAL IMPACT:

All donations go towards the services that are provided to the low and moderate income Thai community.

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CHARITABLE GRANT RECOMMENDATION

Recipient: **VOLUNTEERS OF AMERICA** (10/26/2010)
Location: 3530 Camino Del Rio North, Suite 300, San Diego, CA 92108
Purpose: Provides Services to those in need to rebuild their lives.
Website: www.voa.org
Revenue: \$11,094,999

MISSION/VISION:

At Volunteers of America, we are more than a nonprofit organization. We are a ministry of service that includes nearly 16,000 paid, professional employees dedicated to helping those in need rebuild their lives and reach their full potential.

Through our thousands of human service programs, including housing and healthcare, Volunteers of America helps more than 2 million people in over 400 communities in 44 states. Since 1896, we have supported and empowered America's most vulnerable groups, including at-risk youth, the frail elderly, men and women returning from prison, homeless individuals and families, people with disabilities, and those recovering from addictions. Our work touches the mind, body, heart — and ultimately the spirit — of those we serve, integrating our deep compassion with highly effective programs and services.

BACKGROUND:

The name Volunteers of America was selected when the organization was founded 114 years ago. It signified that the organization was comprised of people voluntarily choosing to help others. Our services are delivered through a partnership of professional staff, volunteers and other community supporters.

When Maud and Ballington Booth thought of names for their new organization 113 years ago, one word remained prominent: "volunteer." In those days, a volunteer was anyone who was committed to a mission or cause. Since its earliest days, when Volunteers of America brought food, medicine and comfort to people not served by other charities, volunteering has been instrumental in every aspect of the organization's ministry of service.

FISCAL IMPACT:

Your gift may provide such basic human necessities as shelter and food and such life-renewing assistance as rehabilitation and counseling.

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