



STATION DISTRICT FAMILY HOUSING PHASE I SUMMARY AND RECOMMENDATIONS

Applicant:	Mid-Peninsula Housing Coalition
Action:	Resolution
Amount:	\$25,000,000
Purpose:	First supplemental indenture related to the authority's multifamily housing revenue bonds for a Multifamily Rental Housing Facility Located in the City of Union City, Alameda County, California
Activity:	Affordable Housing
Meeting:	December 10, 2010

Background:

[Mid-Peninsula Housing Coalition](#) ("MPHC") is one of the largest and most successful non-profit developers of affordable housing in the San Francisco and Monterey Bay regions. Between 1970 and the end of 2004, MPHC has designed & built or acquired & rehabilitated almost 5,500 units of affordable housing. This equals 82 properties in 29 cities and towns in the San Francisco and Monterey Bay region. Their properties are constantly recognized for excellence for their quality of housing.

The Project:

The Station District Family Housing Phase I project is a proposed 100 unit acquisition/rehabilitation affordable housing projected located in the City of Union City. The project is located directly across the street from the Union City BART station and will be a transit oriented development comprised of one 6-story building with a detached parking structure. The project will also contain a flex/commercial component comprised of approximately 9,300 square feet of market rate retail/live-work loft space.

Project amenities include ample community space with a computer lab, management offices, and services offices, a tot lot and swimming pool. 100% of the housing units, with the exception of the manager's unit, will be affordable to households with incomes at or below 50% of the area median income. The flex/commercial space will be rented at market.

The Bonds were anticipated to be issued in two series that totaled \$25,000,000, however the Redevelopment Agency provided more funding for the parking structure, which reduced the bond issuance amount to \$19,000,000. The proceeds of the Bonds will be used to fund two loans for “MP Union City TOD 1, L.P., a California limited partnership” pursuant to the Construction and Permanent Loans. This financing will go towards the construction of a facility that provides 99 units (plus one manager’s unit) of multifamily rental housing known as Station District Family Housing Phase 1, located in the City of Union City, California.

Supplemental Indenture:

Union Bank, N.A., in its capacity as the sole owner of the Bonds (the “Bondowner”), has requested that the Indenture be amended to (i) provide that at all times that Union Bank, N.A. owns any of the Bonds, the Bondowner Representative will be Union Bank, N.A., or an entity designated by Union Bank, N.A.; (ii) provide that, upon any partial redemption of a series of the Bonds, the Bondowner Representative will determine the Bonds of such series to be redeemed; (iii) eliminate the need for the formal establishment of a Program Fund and a Bond Fund in order to allow for a more efficient administration of the Bonds and the proceeds thereof; (iv) alter the minimum denominations for the Bonds; and (v) eliminate a restriction on amendments to the Loan Documents (as such term is defined in the Indenture). Bond counsel will be issuing an opinion that these changes will not, in and of themselves, have any adverse effect on the tax exempt status of the Bonds.

The City of Union City:

The City of Union City became a member of the CMFA and held a TEFRA hearing on October 27, 2009. The City received \$11,875 as part of CMFA’s sharing of Issuance Fees.

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$25,000,000	\$ 6,864,000
Deferred Costs:	\$ 1,199,726	\$ 0
LIH Tax Credit Equity:	\$ 1,162,925	\$11,630,410
Direct & Indirect Public Funds:	<u>\$16,534,910</u>	<u>\$28,403,150</u>
Total Sources:	\$43,897,561	\$46,897,560

Uses of Funds:	
Acquisition Costs:	\$ 1,655,283
On & Off Site Costs:	\$ 1,456,984
Hard Construction Costs:	\$29,231,560
Architectural & Engineering:	\$ 1,050,000
Contractor Overhead & Profit:	\$ 1,757,119
Developer Fee:	\$ 1,400,000
Cost of Issuance:	\$ 496,880
Capitalized Interest:	\$ 376,427
Other Soft Costs (Marketing, etc):	<u>\$ 6,473,307</u>
Total Uses:	\$43,897,560

Terms of Transaction:

Amount:	\$25,000,000
Maturity:	Up to 40 years
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Closing:	April 2010

Public Benefit:

99 families will be able to enjoy high quality affordable housing in the City of Union City. The project will create a transit oriented community and will serve as the inclusionary housing component of the 1,000+ market rate condo units planned for the site adjacent to the project. The project will also help to meet the demand for low and very-low income housing in the City of Union City. Services at the complex will include on-site parking, laundry facilities, picnic areas, and community rooms.

Percent of Restricted Rental Units in the Project: 100%
100% (99 Units) restricted to 50% or less of area median income households.
Unit Mix: 1, 2 and 3 bedrooms
Term of Restriction: 55 years

Finance Team:

Underwriter:	Union Bank, N.A.
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Bond Counsel:	Quint & Thimmig LLP
Lender Counsel:	Rutan & Tucker, LLP
Financial Advisor:	Community Economics, Inc.
Borrower Counsel:	Gubb & Barshay LLP

Recommendation:

It is recommended that the CMFA Board of Directors approve and authorize the execution and delivery of a first supplemental indenture related to the Authority's multifamily housing revenue bonds (Station District Family Housing Phase 1), 2010 series A-1 and multifamily housing revenue bonds (Station District Family Housing Phase 1), 2010 series A-2.



MATER DEI HIGH SCHOOL SUMMARY AND RECOMMENDATIONS

Applicant:	The Roman Catholic Bishop of Orange
Action:	Final Resolution
Amount:	\$25,500,000
Purpose:	Finance and Refinance Educational Facilities Located in the City of Santa Ana, County of Orange, California
Activity:	Private School
Meeting:	December 10, 2010

Background:

Mater Dei High School first opened in September 1950 with 111 students. The first principal was Father Joseph L. Eyraud, who supervised a faculty of seven, including the Sisters of Charity of the Blessed Virgin Mary. The first graduating class chose the lion as the mascot, and decided that they should be called the "Monarchs" and wear red and gray. They were also responsible for establishing the tradition of academic excellence at Mater Dei.

Mater Dei High School continued to progress. During the next few years, they added their band, a California Scholarship Federation charter, more buildings and finally, their first chapel. Their students came to know an unusually rigorous level of dedication and a work ethic that is still demanded today.

In 1960, the school looked back on the first 10 years that added 1,300 students, in addition to a waiting list. They added their drama department in the 1970s and performed their first senior musical in 1974. Enrollment soon hit 2,200, making Mater Dei the largest Catholic high school west of Chicago.

During the 1980s, they broadened their curriculum and further heightened academic standards in order to provide the excellent education their students needed for success in college life and beyond. They expanded their community service and outreach programs, making it easier for students to get involved.

As the Mater Dei community continues its second 50 years, they are in the midst of the largest redevelopment project in the school's history. Phase I of the capital campaign has funded the construction of a parking lot, the Gordon & Gail Lee Family Chapel & Campus Ministry Center,

the Antone & Anna Borchard Family Library, Academic Services Complex, the Reed & Angela LeVecke Student Activities Complex and Shamrock Plaza.

Phase II brought the new Outdoor Athletics Complex including Rod Dedeaux Stadium at Joe O'Hara Field, the Rick Muth Track and two new FieldTurf fields. Construction is now complete on the Meruelo Athletic Center and William Lyon Homes Aquatic Center. The facility is home to the first pool on campus in school history, and one of the largest indoor athletics venues in Orange County, seating over 3,000 fans.

Phase III plans include the construction of the first Performing Arts Center on campus. The MD2010 and Beyond Capital Campaign will build on the tradition of excellence inspired by its founders nearly 60 years ago.

The Project:

The Borrower has submitted an application to the Authority requesting the issuance of Tax Exempt and Taxable Revenue Bonds in multiple series in an aggregate principal amount not to exceed \$25,500,000.

The proceeds of the Bonds will be used to (i) finance or refinance certain capital improvements relating to the educational facilities of Mater Dei High School located at 1202 W. Edinger Avenue, Santa Ana, California 92707, (ii) to finance all or a portion of the acquisition cost of land located adjacent to or near the High School, (iii) to refinance certain internal loans from the Borrower to the High School and (iv) pay the costs of issuance of the Bonds.

City of Santa Ana:

The City of Santa Ana is a member of the CMFA and held a TEFRA hearing on November 15, 2010. The City of Santa Ana is expected to receive approximately \$11,833 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources:

Proceeds from Series 2010A Bond:	\$	16,150,000
Proceeds from Series 2010B Bond:	\$	5,300,000
Proceeds from Series 2010C Bond:	\$	3,500,000
Proceeds from Series 2010D Bond:	\$	<u>1,950,000</u>
Total Sources:	\$	26,900,000

Uses:

Land Acquisition:	\$	6,731,190
Refinance Existing Bonds:	\$	19,658,810
Cost of Issuance:	\$	<u>510,000</u>
Total Uses:	\$	26,900,000

Terms of Transaction:

Amount:	\$25,500,000
Rate:	Multimodal
Maturity:	2020
Collateral:	Deed of Trust
Bond Purchasers:	Private Placement (Bank Qualified)
Estimated Closing:	December, 2010

Public Benefit:

Mater Dei High School is a Diocesan Catholic high school, serving a diverse community of students. Working with the parents/ guardians, who are primary educators of their children, the school is dedicated to the development of the whole person: spiritual, intellectual, physical, emotional and aesthetic. Each student is challenged by a college preparatory curriculum and encouraged to reach his/ her full potential through extensive co-curricular and extra-curricular programs. It is the hope of Mater Dei High School to graduate students who become leaders, committed to serving God and society with a profound sense of social justice, founded in love.

Finance Team:

Lender:	Farmers & Merchants Bank
Lender Counsel:	Buchalter, Nemer, Fields & Younger
Bond Counsel:	Squire, Sanders & Dempsey LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Borrower Counsel:	Diocese of Orange
Financial Advisor:	Catholic Finance Corporation

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution authorizing the issuance, sale and delivery of up to \$25,500,000 of tax-exempt private activity bonds for the purpose of financing and refinancing of educational facilities for Mater Dei High School located in the City of Santa Ana, Orange County, California.



GOLDEN WEST TRADING, INC. SUMMARY AND RECOMMENDATIONS

Applicant:	Golden West Trading, Inc., Culver City Meat Co, Inc or a related entity
Action:	Final Resolution
Amount:	\$10,000,000
Purpose:	Finance or Refinance the Acquisition and/or Construction, of Capital Projects Located In the City of Vernon, County of Los Angeles, CA.
Activity:	Manufacturing
Meeting:	December 10, 2010

Background:

Culver City Meat (“CCM”) was started in 1960 by others and purchased by Levi Litmanovich in 1977. CCM expanded into value added packaging and processing in 1993 with the formation of Golden West Trading (“GWT”).

The two entities further process partially processed poultry, beef, pork, etc. into smaller cuts with potentially other enhancements such as spicing or marinating. They sell these products to distributors, healthcare organizations and restaurant chains in the western United States.

The Project:

The CMFA will be issuing Recovery Zone Facility Bonds (“RZFB”) for the GWT project that is part of a larger financing. The financing of the project will include the design, acquisition, installation, construction, development, improvement, rehabilitation and equipping of approximately 214,000 square foot food processing facility, including freezer storage and chilled production space to be owned or operated by GWT and located at 3376 E. 44th Street, Vernon, CA.

The Tax-Exempt RZFBs will be used to purchase manufacturing equipment & freezers for the facility in Vernon, CA. The facility has previously been used for making pet food and is now in the process of converting the plant to a USDA food processing facility with a freezer storage capacity of 50,000 sq ft and chilled production space of 86,000 sq ft.

City of Vernon:

The City of Vernon is a member of the CMFA and held a TEFRA on November 15, 2010. The City is expected to receive up to \$6,250 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Recovery-Zone Facility Bond Proceeds:	<u>\$10,000,000</u>
Total Sources:	\$10,000,000

Uses of Funds:

Equipment Acquisition:	<u>\$10,000,000</u>
Total Uses:	\$10,000,000

Terms of Transaction:

Amount:	\$10,000,000
Rate:	Fixed Rate
Collateral:	Equipment.
Maturity:	2035
Bond Purchasers:	Private Placement
Estimated Closing:	December, 2010

Public Benefit:

The City of Vernon 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 GWT. With this Bond financing GWT will be able to create approximately 25 jobs.

Finance Team:

Underwriter:	GE Government Finance Inc.
Underwriter Counsel:	Kutak Rock LLP
Bond Counsel:	Jones Hall
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Borrower Counsel:	P.J. Javaheri Esq.

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution, contingent upon final CDLAC Board approval, in the amount of \$10,000,000 of Tax-Exempt Recovery Zone Facility Bonds to finance or refinance the acquisition and/or construction of capital projects located in the City of Vernon, County of Los Angeles, California.



MT. SAN ANTONIO GARDENS SUMMARY AND RECOMMENDATIONS

Applicant:	Congregational Homes, Inc.
Action:	Final Resolution
Amount:	\$22,000,000
Purpose:	Finance and Refinance the Construction, Improvement, Renovation and Equipping of Independent and Assisted Living Facilities Located in the Cities of Claremont and Pomona, California
Activity:	Assisted Living
Meeting:	December 10, 2010

Background:

Congregational Homes, Inc. (“CHI”) is a California not-for-profit public benefit corporation formed in 1957 under the sponsorship of the Congregational Conference of Southern California and the Southwest, currently known as the Southern California Nevada Conference of the United Church of Christ (the “Conference”). While CHI still has a relationship with the Conference and the local United Churches of Christ, the Conference is not legally or financially responsible for CHI nor is it involved in selecting, approving or appointing its representatives to the Board of Directors or Corporate Members other than the Conference Minister who is a permanent Corporate Member.

CHI is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Its purposes are:

- To develop and operate housing specially designed for the elderly, with arrangement for residents’ health care and financial security, and otherwise to promote the interests and serve the needs of the elderly. Provided that such activities are consistent with its exempt purposes; and
- To engage in any other activities that furthers such purposes.

There are two components of the CHI governance structure:

- Volunteer Leadership: The Board of Directors and Corporate Members – responsible for the leadership, vision and strategic decisions of the Corporation; promoting and advocating community outreach; and

- Executive Management – responsible for implementing the strategic decisions of the Board of Directors and overall management of the Community.

The Project:

The proceeds of the Bonds will be used to: (i) refinance all of the outstanding City of Pomona Certificates of Participation (Mt. San Antonio Gardens Project), Series 2004, the proceeds of which originally financed and/or refinanced the acquisition, construction, improvement, equipping and furnishing of the Borrower’s independent and assisted living facilities, located at 990 East Harrison Street, Pomona, California; (ii)-reimburse the Borrower for payment of prior expenditures for the Planning of the construction, acquisition, improvement, equipping and/or rehabilitation of additional senior living facilities, consisting of two single-story buildings of approximately 10,000 square feet, each containing 10 private rooms with private bathrooms for individuals requiring nursing care services in a resident-centric model, and related facilities, which facilities will be located at 467 and 475 Taylor Drive, Claremont, California, and will be owned and operated by the Borrower as part of its campus located at 900 East Harrison Street, Pomona, California; (iii) purchase an interest rate cap with respect to the Series 2010 Bonds; and (iv) pay certain expenses incurred in connection with the issuance of the Series 2010 Bonds.

Cities of Claremont & Pomona:

The City of Claremont is a member of the CMFA and will hold a TEFRA hearing on December 14, 2010. The City of Pomona is a member of the CMFA and held a TEFRA hearing on December 6, 2010. Claremont & Pomona will receive approximately \$10,666 at closing, as part of CMFA’s sharing of Issuance Fees for this project.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	<u>\$22,000,000</u>
Total Sources:	\$22,000,000

Uses of Funds:

Reimbursement to Borrower:	\$ 996,000
Refunding Escrow Deposits:	\$18,658,000
Interest Rate Cap:	\$ 1,905,000
Cost of Issuance:	<u>\$ 441,000</u>
Total Uses:	\$22,000,000

Terms of Transaction:

Amount:	\$22,000,000
Rate:	Fixed Rate.
Maturity:	December 2040
Collateral:	Deed of Trust
Bond Purchasers:	Private Placement
Estimated Closing:	December 2010

Public Benefit:

Refinancing will secure a favorable capital structure providing stability for the residents of Mt. San Antonio Gardens. The Greenhouse Project that will be funded primarily with cash, but will include a \$1 million reimbursement that will provide a state-of-the-art, resident centric model for nursing care. It will be the first greenhouse licensed as part of a skilled nursing facility in the State of California.

Finance Team:

Placement Agent:	Cain Brothers & Company, LLC
Purchaser:	JPMorgan Chase Bank, N.A.
Bond Counsel:	Squire, Sanders & Dempsey LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Purchaser Counsel:	Orrick, Herrington & Sutcliffe LLP
Borrower Counsel:	Law Offices of Rossi A. Russell
Trustee:	Wells Fargo Corporate Trust

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution authorizing the issuance, sale and delivery of up to \$22,000,000 of tax-exempt private activity bonds for the purpose of financing and refinancing the construction, improvement, renovation and equipping of independent and assisted living facilities located in the cities of Claremont and Pomona.



RED HILL EVANGELICAL LUTHERAN CHURCH SUMMARY AND RECOMMENDATIONS

Applicant: Red Hill Evangelical Lutheran Church of Tustin

Action: Final Resolution

Amount: \$5,500,000

Purpose: Refinance the Acquisition, Construction, Improvement, Renovation and Equipping of Educational Facilities, Located in the City of Tustin, County of Orange, California.

Activity: Private School

Meeting: December 10, 2010

Background:

The Red Hill Lutheran School is a co-ed, independent non-profit school located in Tustin, California. With the help of parents believing the importance of a Christian education, Red Hill Lutheran School was founded in 1961 and began with 14 kindergarten students. Pastor Showalter, the church's pastor, was the school's first principal and remained the principal until 1966. The principals that followed him assisted in the contribution of the school's growth and stability, while using their expertise to hire administration and staff to further the Christian school program in the right direction.

Ground was broken for a six room educational building on May 8, 1960. The building was dedicated on November 13, 1960. Additional buildings were added for administrative offices in the 1970's. In 1971, the school held all grades levels, Pre-School through Grade 8, for the first time.

During the years 2000-2007, the school was led by Mrs. Leslie Smith. Under her direction, the enrollment continued to grow and the facilities took shape with new playground equipment and facility improvements. The school is currently under the direction of Mrs. Cindy Jordan. Red Hill Lutheran continues to grow each year with the 2007-2008 school year student total enrollments of 383.

The Project:

With the proceeds of the tax-exempt loan issue, Red Hill Evangelical Lutheran Church of Tustin, a California nonprofit religious corporation, intends to (a) refinance certain outstanding indebtedness of the Borrower incurred for a portion of the cost of the construction, acquisition, installation, renovation, rehabilitation and improvement of real property, facilities, equipment and improvements of the Borrower's facilities located on its campus at 13200 Red Hill Avenue, Tustin, California 92780 and attributable to the Borrower's educational programs, including but not limited to demolition and replacement of an existing approximately 7,000 square foot, single-story building with the construction of an approximately 24,000 square foot two-story building with full basement (3 complete floors), and extensive upgrade and remodeling of all existing school classrooms, and related ancillary costs; (b) pay capitalized interest; (c) fund one or more reserve funds; and (d) pay certain costs of issuance.

The City of Tustin:

The City of Tustin became a member of the CMFA and held a TEFRA hearing on December 7th. The City will receive approximately \$3,633 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 5,500,000
Total Sources:	\$ 5,500,000

Uses of Funds:

Construction Loan Refinance:	\$ 5,300,000
Reimbursement of Capital Expenditures:	\$ 40,000
Cost of Issuance:	\$ 160,000
Total Uses:	\$ 5,500,000

Terms of Transaction:

Amount:	\$5,500,000
Maturity:	2040
Collateral:	Deed of Trust
Bond Purchasers:	Private Placement (Bank Qualified)
Estimated Closing:	December 2010

Public Benefit:

The School believes that all students are blessed with unique gifts, talents, and abilities. Red Hill Lutheran School seeks to assist parents with the identification, development, and nurturance of each student's unique gifts, talents, and abilities. Recognizing that all students learn differently, the faculty and staff at Red Hill Lutheran School are committed to individualizing learning activities while also maintaining high standards and expectations. Because parental involvement is key to the successful development of our students, the faculty and staff welcome and strongly encourage regular interaction, feedback, and continued partnership in the classroom and other school-related activities.

This transaction with Red Hill School further benefits the public by increasing the educational choices for area residents and their children, improving education for its existing and new students as well as those in other schools.

Finance Team:

Underwriter:	First Republic Bank
Underwriter Counsel:	Hecht Solberg Robinson Goldberg & Bagley LLP
Bond Counsel:	Benesch, Friedlander, Coplan & Aronoff LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Borrower Counsel:	Spalding McCullough & Tansil LLP
Borrower Financial Advisor:	Western Solutions Inc.

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution authorizing the issuance, sale and delivery of up to \$5,500,000 of tax-exempt bonds to refinance the acquisition, construction, improvement, renovation and equipping of educational facilities, located in the City of Tustin, County of Orange, California.



LINCOLN GLEN MANOR SUMMARY AND RECOMMENDATIONS

Applicant:	Lincoln Glen Manor for Senior Citizens
Action:	Final Resolution
Amount:	\$14,000,000
Purpose:	Financing and Refinancing Facilities for Lincoln Glen Manor for Senior Citizens Located in the City of San Jose, County of Santa Clara, California
Activity:	Assisted Living
Meeting:	December 10, 2010

Background:

Lincoln Glen Manor for Senior Citizens (the "Corporation") is a nonprofit public benefit corporation duly organized and existing under the laws of the State of California. The Corporation is exempt from federal income tax under Section 501(c)(3) of the Code and is exempt from State of California franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code of the State of California. Conceived in the early 1960's by members of the Lincoln Glen Mennonite Brethren Church, the Corporation was organized in 1965 as a residential care facility for the elderly members of the Mennonite community. The Corporation now offers services to any senior citizen in its community, regardless of religious affiliation.

The Corporation operates three facilities on a single campus located on a 6.6 acre parcel in the Willow Glen neighborhood of San Jose, California. The three facilities include Lincoln Glen Manor, which offers 74 independent living units (the "Manor"), Lincoln Glen Assisted Living Center, which offers 31 assisted living units (the "Assisted Living Center"), and Lincoln Glen Nursing Facility, which offers 59 skilled nursing beds (the "Nursing Facility"). The Manor was originally constructed in 1970 with financing through the Department of Housing and Urban Development (HUD). After completion of the Manor, the need for additional level care became apparent as Manor residents aged but could no longer function independently. In 1977, the Corporation constructed an intermediate care facility with 59 beds through which it offered 24-hour nursing care and assistance. As demand for the Corporation's services increased in the late

1980's, the Corporation licensed its intermediate care facility as its Nursing Facility and converted 13 of its 59 beds into skilled nursing beds. In 1992, 14 additional intermediate care beds were converted to skilled nursing beds. The Corporation converted the remainder of its intermediate care beds (32 beds) into skilled nursing beds in March 2000 in conjunction with the construction of its Assisted Living Facility. The conversion of the Nursing Facility and construction of the Assisted Living Center in 2000 were completed with the proceeds from issuance of \$7,500,000 Insured Revenue Certificates of Participation (Lincoln Glen Manor for Senior Citizens) Series 2000 (the "2000 COPs").

The Project:

Lincoln Glen Manor is comprised of two single-story apartment buildings, which are referred to as "North Manor" and "South Manor", respectively, 32 cottages units, and an administrative building, which is referred to as "Central Manor". North Manor has 8 studio apartments and 14 one-bedroom apartments, while South Manor has 8 studio apartments and 12 one-bedroom apartments. The apartments in both North and South each encircle a central courtyard. The cottages are housed in 16 duplex buildings where each unit is a one-bedroom with a kitchen. Residents of North and South Manor and the cottages are serviced by Central Manor, which in addition to the Corporation's administrative office also houses all the dining, and food preparation, a chapel, game room, library, and beauty salon. Central Manor has not been renovated since its original construction in 1970.

Lincoln Glen Assisted Living Center is two-story building that was completed in 2001 and houses 31 single units with private bathrooms. While designed for single occupancy, each unit can easily accommodate couples. The Assisted Living Center has two open recreation rooms and its occupants are also serviced by Central Manor.

Lincoln Glen Skilled Nursing Facility was originally constructed in 1977 and was most recently renovated in 2001. It houses 59 licensed skilled-nursing beds arranged in private and semi-private rooms, each room having its own bathroom facility. The facility is staffed with licensed nursing staff seven days a week, 24 hours a day.

The proceeds of the Bonds will be used to (a) refund, on a current basis, all outstanding ABAG Finance Corporation for Nonprofit Corporations Insured Certificates of Participation (Lincoln Glen Manor for Senior Citizens), Series 2000, executed and delivered to (i) refinance certain existing indebtedness of the Corporation, (ii) finance the renovation of existing buildings, and (iii) finance the costs of construction of a 31 unit assisted living facility ("2000 COPs"); (b) finance the conversion of 8 independent living units (from a 20 unit building) into 11 memory care beds for patients suffering from Alzheimer's disease and dementia; (c) finance the expansion, remodeling and updating of the Corporation's Central Manor, all located at the Corporation's multi-level facility for the elderly at 2671 Plummer Avenue in the City of San Jose, California.

The City of San Jose:

The City of San Jose is a member of the CMFA and held a TEFRA hearing on November 16, 2010. The City of San Jose is expected to receive approximately \$7,225 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>
Tax-Exempt Bond Proceeds:	\$13,355,000
Equity:	\$ 1,112,900
2000 DSRF:	<u>\$ 607,300</u>
Total Sources:	\$15,075,200

Uses of Funds:	
Rehabilitation Costs:	\$ 7,100,000
Refunding of 2000 Bonds:	\$ 5,900,023
DSRF:	\$ 1,115,517
Bond Insurance Premium:	\$ 576,722
Rounding:	\$ 2,938
Costs of Issuance:	<u>\$ 380,000</u>
Total Uses:	\$15,075,200

Terms of Transaction:

Amount:	\$14,000,000
Rate:	Fixed rate. Perm.
Maturity:	30 years.
Collateral:	Deed of Trust on property.
Bond Purchasers:	Institutional & Retail.
Bond Insurer:	CalMortgage
Expected Rating:	A+
Estimated Closing:	February 2011

Public Benefit:

The Corporation provides a range of senior care services to meet the needs of the citizens over the age of 65 in its community, including independent living, assisted living and skilled nursing. The project will enable Lincoln Glen Manor to operate an additional 3 beds, continue to employ 112 full-time, part-time and on-call employees. The Corporation is currently licensed to operate a total of 121 beds (59 skilled nursing beds licensed by the State of California Department of Public Health and 62 residential care beds licensed by the State of California Department of Social Services). With the completion of this transaction the Manor will be able to continue to offer superior care for the people that rely on their services.

Finance Team:

Underwriters:	Edward D. Jones & Co., L.P., Piper Jaffray & Co., Southwest Securities
Credit Enhancement Provider:	Office of Statewide Health Planning and Development (Cal-Mortgage)
Bond Counsel:	Quint and Thimmig LLP
Disclosure Counsel:	Wilson Law Group

Borrower Counsel:	Wilson Law Group
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Financial Advisor:	H.G. Wilson Consulting
Trustee:	U.S. Bank National Association
Trustee Counsel:	Dorsey & Whitney LLP

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution in the amount of \$14,000,000 of tax-exempt private activity bonds to finance or refinance certain facilities for Lincoln Glen Manor for Senior Citizens located in the City of San Jose, Santa Clara County, California.



OAK CREEK TERRACE SUMMARY AND RECOMMENDATIONS

Applicant: Napa Valley Community Housing

Action: Initial Resolution

Amount: \$10,000,000

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

Activity: Affordable Housing

Meeting: December 10, 2010

Background:

Napa Valley Community Housing's ("NVCH") Mission statement is "we respond to the unique housing needs of low and moderate income residents in Napa County. Napa Valley Community Housing builds preserves and manages Napa County's affordable housing stock. They provide opportunities for residents to grow succeed and improve the quality of their lives as they participate in the community".

Since 1990 NVCH has built, alone or in partnership with others, over 600 new apartments and rental homes and, in addition has supervised the rehabilitation of more than 200 additional units.

NVCH currently has over 300 rental units in the pre-development or construction states. As the County's primary affordable housing manager, it manages 440 housing units

NVCH's total real estate portfolio is valued at over \$50 million, invested in a total of 22 properties throughout the County, and its 2006 annual budget is just under \$1.5 million

This is the second transaction that the CMFA has participated with NVCH.

The Project:

Oak Creek Terrace is a new construction project which will provide forty-one affordable apartments. The project will be financed with Bond proceeds, HOME funds, and local subsidies.

Oak Creek Terrace is located in the City of Napa, Napa County. The project contains two apartment buildings on one parcel that is 1.77 acres. Oak Creek Terrace will also provide picnic areas and children's play areas. The property offers 41 units consisting of 1, 2 and 3 bedroom unit types.

The facilities will offer onsite laundry, onsite manager, community rooms, air conditioning, assigned parking and after school programs. The complex will also be offering financial literacy programs, farm worker assistance, and referrals to other agencies.

The City of Napa:

The City of Napa is already a member of the CMFA. The City of Napa will need to hold a TEFRA hearing and 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:	\$ 4,700,000
Taxable Bond Proceeds:	\$ 3,500,000
HOME:	\$ 4,000,000
Local:	<u>\$ 2,800,000</u>
Total Sources:	\$15,000,000

Uses of Funds:	
Land Acquisition:	\$ 850,000
New Construction:	\$10,500,000
Architect & Engineering Fees:	\$ 500,000
Legal, Professional & Fees:	\$ 2,630,000
Cost of Issuance:	<u>\$ 20,000</u>
Total Uses:	\$15,000,000

Terms of Transaction:

Amount:	\$10,000,000
Rate:	TBD
Maturity:	30 years
Collateral:	Deed of Trust on property.
Bond Purchasers:	Private Placement.
Estimated Closing:	December 2011

Public Benefit:

Forty-One families will now be able to enjoy high quality affordable housing in the City of Napa. Services at the complex will include on-site parking, laundry facilities, air conditioning, picnic areas and children's play areas, after school programs, financial literacy programs, farm workers assistance and referrals to other agencies.

Percent of Restricted Rental Units in the Project: 100%
48% (20 Units) restricted to 50% or less of area median income households; and
52% (21 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:

Underwriter:	TBD
Bond Counsel:	Jones Hall
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Lender Counsel:	TBD
Borrower Counsel:	Gubb & Barshay LLP

Recommendation:

It is recommended that the CMFA Board of Directors approve an Initial Resolution of \$10,000,000 for Oak Creek Terrace affordable housing project located in the City of Napa, Napa County, California.

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



NEW ROADS SCHOOL SUMMARY AND RECOMMENDATIONS

Applicant: New Roads School

Action: Final Resolution

Amount: \$13,000,000

Purpose: Finance and Refinance the Acquisition, Construction, Improvement, Renovation and Equipping of Educational Facilities, Located in the City of Santa Monica, California.

Activity: Private School

Meeting: December 10, 2010

Background:

New Roads School (“New Roads”) was established in 1995 as a model for education in an ethnically, racially, culturally, and socio-economically diverse community. New Roads began as a middle school program with 70 students and have grown in both directions each year thereafter. New Roads now serves over 600 students representing the kaleidoscope of communities that make up Los Angeles. Unique among independent schools, no less that 40% of the New roads School tuition budget is devoted to need-based financial aid every year, enabling them to provide financial assistance to more than 50% of their families.

New Roads School seeks to spark enduring curiosity, to promote personal, social, political, cultural and moral understanding, to instill respect for the life and ecology of the earth, and to foster the sensitivity to embrace life’s deep joys and mysteries. 100% of New roads School Graduates have been accepted to college

Their unique college preparatory program invites students to pursue knowledge with passion and with the courage to think independently, to question with clarity and purpose, and to act with humility and wisdom. They view education not as a race for the accumulation of facts, but as an opportunity for students to develop habits of mind and character, to nurture an ever expanding awareness of the human situation, and to acquire the tools needed for effective personal and moral participation.

The Project:

The CMFA will be issuing Revenue Bonds for the New Roads School project that will be used to finance the costs (1) acquire, construct, improve furnish and equip certain properties owned by New Roads School, New Visions Foundation, and/or a related entity, each an organization described in Section 501(c)(3) of the Code, located at 3131 Olympic Boulevard, Santa Monica, County of Los Angeles, California 90404, including an approximately 30,000 square foot, three-story building that will house a theater, classrooms, offices and a café, and other related middle school and high school campus facilities, and (2) pay costs of issuance with respect to the financing.

The City of Santa Monica:

The City of Santa Monica is a member of the CMFA and is scheduled to hold a TEFRA hearing on December 14, 2010. The City will receive approximately \$7,666 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Bond Proceeds:	\$	13,000,000
Pledges:	\$	1,153,668
Equity:	\$	8,382,509
Total Sources:	\$	22,536,177

Uses of Funds:

New Construction:	\$	14,835,714
Architectural & Engineering:	\$	1,308,612
Legal and Professional:	\$	1,162,059
Land & Relocation:	\$	206,120
Pre-Development:	\$	2,448,436
Off-Site Costs:	\$	1,240,636
FF&E:	\$	910,000
Cost of Issuance:	\$	424,600
Total Uses:	\$	22,536,177

Terms of Transaction:

Amount:	\$13,000,000
Rate:	Fixed
Maturity:	December 2020
Collateral:	Deed of Trust
Bond Purchasers:	Private Placement (Bank Qualified)
Estimated Closing:	December 2010

Public Benefit:

It is the goal of the New Roads School, Inc. to be able to meet the needs of the student in an innovative and resourceful way that provides education options that they may otherwise not have without the uniquely designed educational program of New Roads School. The school educates 560 middle school and high school students. The school also furthers environmental and social justice causes through conferences, workshops and organized collaborations.

Finance Team:

Purchaser:	California Bank & Trust
Purchaser Counsel:	Sheppard Mullin
Placement Agent:	Zion's Bank
Bond Counsel:	Kutak Rock LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Borrower Counsel:	Manatt, Phelps & Phillips LLP
Financial Advisor:	Stifel Nicolaus & Company

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution authorizing the issuance, sale and delivery of up to \$13,000,000 of tax-exempt bonds to finance and refinance the acquisition, construction, improvement, renovation and equipping of educational facilities for New Roads School, located in the City of Santa Monica, California.



TOURO UNIVERSITY SUMMARY AND RECOMMENDATIONS

Applicant: Touro University California

Action: Final Resolution

Amount: \$21,000,000

Purpose: Finance and/or Refinance the Acquisition, Construction, Improvement and Equipping of Educational Facilities, Located in the City of Vallejo, County of Solano, California.

Activity: Private University

Meeting: December 10, 2010

Background:

Touro University California (the “University”) is a nonprofit public benefit corporation duly incorporated and in good standing under the laws of the State of California. The University was established primarily to provide quality educational programs in the fields of health care and education in concert with the Judaic commitment to social justice, intellectual pursuit and service to humanity. The Institution is an affiliate of Touro College a New York not-for-profit education corporation and comprises one of more than 25 division campuses within Touro College. The Institution is the anchor tenant of the Mare Island complex, previously occupied by the United States Navy and used as a cryptographic school and education center. Current programs at the Mare Island campus include a College of Osteopathic Medicine (providing the Doctor of Osteopathic Medicine Degree-D.O.). College of Health Science (providing a dual degree program in the Master of Science in Physician Assistant Studies and Master of Public Health – MPAS /MPH), College of Education (providing teacher preparation credentials and Master of Arts in Education programs), and a College of Pharmacy (offering the Pharm.D. Degree). Touro University California also operates Touro College – Los Angeles, a division offering baccalaureate degrees in Business, Psychology and Jewish Studies and is developing a new distance learning unit under the name Touro University Worldwide to replace Touro University International, an internet division which was sold in October 2007.

The Project:

The CMFA will be issuing Bonds for Touro University to be used:

(1) to refinance the outstanding California Statewide Communities Development Authority \$21,000,000 Variable Rate Demand Revenue Bonds (Touro University California Project), Series 2008, which:

(a) refinanced Certificates of Participation evidencing direct, undivided fractional interests of the owners thereof in purchase payments to be made by the City of Vallejo as the purchase price of certain property pursuant to the First Installment Sale Agreement with Borrower, issued on November 2, 1999, which financed and/or refinanced a medical school consisting of six primary buildings and a number of auxiliary structures; and

(b) financed (i) the acquisition of the fee interest in the 44 acre campus located on Mare Island in Vallejo, California, formerly leased by Borrower from Lennar Mare Island LLC; and (ii) the renovation of various existing facilities on such campus to provide for additional small group instructional space and clinical training observation rooms;

(2) to finance a reserve fund for the Bonds; and

(3) to finance and/or refinance the related costs of issuance for the Bonds, including funding a debt service reserve account and funding termination payments in connection with certain interest rate swaps.

The County of Solano:

The County of Solano is a member of the CMFA and held a TEFRA hearing on December 7, 2010. The County will receive approximately \$10,333 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Bond Proceeds:	\$ 20,690,000
Transfer from Escrow:	\$ 3,500,000
Equity:	<u>\$ 3,498,260</u>
Total Sources:	\$ 27,688,260

Uses of Funds:

Refunding of Bonds:	\$ 19,585,868
Bank LOC & SWAP Termination Fee:	\$ 1,540,002
Deposit to Debt Service Reserve Fund:	\$ 2,588,040
Cost of Issuance:	<u>\$ 474,350</u>
Total Uses:	\$ 27,688,260

Terms of Transaction:

Amount:	\$21,000,000
Rate:	Variable (Weekly initially)
Maturity:	December 2040
Collateral:	Direct-Pay Irrevocable Letter of Credit and FHLB Standby/Support LOC
Bond Purchasers:	Institutional & Retail Investor
Estimated Closing:	December 2010
Expected Rating:	Aaa

Public Benefit:

Touro University California is a rapidly expanding graduate education institution focusing on health careers and teacher preparation programs. Touro University is composed of two campuses. The main campus located in Vallejo, California and the branch campus in Henderson, Nevada. This University is one of more than 25 division campuses within Touro College, a Jewish sponsored not-for-profit educational system principally located in New York.

The 44 acre campus, shaded by eucalyptus trees and surrounded by San Pablo Bay, is a rare and tranquil site for this growing academic center. Current programs include a College of Osteopathic Medicine (providing the Doctor of Osteopathic Medicine Degree - D.O.), College of Health Sciences (providing a dual degree program in the Master of Science in Physician Assistant Studies and Master of Public Health - MPAS/MPH), College of Education (providing teacher preparation credentials and Master of Arts in Education programs), and a College of Pharmacy (offering the Pharm.D. Degree).

Finance Team:

Underwriter:	Zions First National Bank
Underwriter Counsel:	Hinckley, Allen & Snyder, LLP
Bond Counsel:	Squire, Sanders & Dempsey LLP
Issuer Counsel:	Squire, Sanders & Dempsey LLP
Letter of Credit Bank:	California Bank & Trust
LOC Bank Counsel:	Bryan Cave LLP
Standby LOC:	Federal Home Loan Bank San Francisco
Borrower Counsel:	Touro College – In House Counsel
Borrower Financial Advisor:	Stephen Priddy
Rating Agency:	Moody's Investors Service
Trustee:	The Bank of New York Mellon Trust Company, N.A
Trustee Counsel:	Carter Ledyard & Milburn LLP

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution authorizing the issuance, sale and delivery of up to \$21,000,000 of tax-exempt bonds to finance and/or refinance the acquisition, construction, improvement and equipping of educational facilities for Touro University, located in the City of Vallejo, County of Solano, California.



AZAHAR PLACE SUMMARY AND RECOMMENDATIONS

Applicant:	Cabrillo Economic Development Corporation
Action:	Final Resolution
Amount:	\$15,156,000
Purpose:	Finance the Acquisition and Construction of a Multifamily Rental Housing Facility Located in the City of Ventura, Ventura County, California
Activity:	Affordable Housing
Meeting:	December 10, 2010

Background¹:

This is our fifth transaction with Cabrillo Economic Development Corporation (“CEDC”). CEDC has progressed from a grower-owned labor camp to a countywide housing and economic development corporation serving diverse socio-economic populations.

In 1975, farm worker families living in substandard housing conditions in Cabrillo Village (Saticoy, CA) received eviction notices from the labor camp’s grower-owners. Resisting the razing of their homes, 80 farm worker families raised money to purchase the land, started the Cabrillo Improvement Association (CIA), and became the land’s legal owners on Cinco de Mayo 1976.

Over the next five years, the CIA rehabbed 80 homes, developed two new housing complexes totaling 79 units, started three new business ventures to expand the neighborhood’s economic base, and provided social services to farm worker families. In 1981, in a decision to expand past its original borders, a countywide community development corporation was formed that became CEDC.

Since these humble beginnings, CEDC has built more than 1,000 units of affordable for-sale and multi-family rental housing, manages 440 affordable rental units, and has counseled more than 1,800 households preparing to purchase a home. In addition, CEDC has helped 275 families into homeownership through education, counseling, and lending services.

¹ Source: <http://www.cabrilloedc.org/about.html>

CEDC is now the leading non-profit affordable housing producer in Ventura County.

The Project:

Azahar Place is a new construction project that will have 60 units of multifamily rental townhomes. This project will be located in the city of Ventura. The development will consist of 18 low-income farm worker homes and 42 additional low-income homes.

This project will be part of a master planned community. There will be 60 for-sale attached condominiums, 59 single-family detached homes and a 2.57 acre park. This new project will fit in nicely with the surrounding neighborhoods. This new project will be a pedestrian friendly environment featuring connected streets, green ways, an open space amenity, and generous walk able areas.

The affordable housing units will mix in with the market rate units. This new development will raise the quality of life for 60 families. They will be able to live closer to work or transportation stations. Each unit will match the for sale units in quality and amenities.

City of Ventura:

The City of Ventura is a member of the CMFA and held a TEFRA hearing on October 18, 2010. Upon closing the city is expected to receive approximately \$9,472.50 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$15,156,000	\$ 1,089,000
Deferred Developer Fee:	\$ 1,610,745	\$ 1,610,745
Developer Equity:	\$ 100	\$ 100
LIH Tax Credit Equity:	\$ 1,983,172	\$ 8,604,000
Direct & Indirect Public Funds:	\$ 7,800,121	\$15,900,121
Neighbor Works of America:	\$ 300,000	\$ 300,000
Local Impact Fee Loan:	\$ 1,330,503	\$ 1,330,503
Deferred Costs:	<u>\$ 653,828</u>	<u>\$ 0</u>
Total Sources:	\$28,834,469	\$28,834,469

Uses of Funds:

Land Purchase:	\$ 2,700,000
On & Off Site Costs	\$ 2,389,212
Hard Construction Costs:	\$12,956,537
Architect & Engineering Fees:	\$ 1,326,057
Contractor Overhead, Profit & Supervision:	\$ 1,063,118
Developer Fee:	\$ 1,770,000
Acquisition Loan Interest & Expenses:	\$ 2,500,000
Cost of Issuance:	\$ 397,031
Capitalized Interest:	\$ 792,197
Other Soft Costs:	<u>\$ 4,710,317</u>
Total Uses:	\$28,834,469

Terms of Transaction:

Amount: \$15,156,000
Maturity: 30 years.
Collateral: Deed of Trust on property.
Bond Purchasers: Private Placement.
Estimated Closing: December 2010

Public Benefit:

The project will make it possible for 60 low income families to live in adequately sized, decent, safe, sanitary, and affordable housing. Social Service Coordination will be provided CEDC's Community Building and Neighborhood Revitalization Department. On-site educational learning activities will include courses and programming such as ESL, afterschool programs, parenting classes, nutrition classes, homeownership counseling, financial education classes, and legal aid.

Percent of Restricted Rental Units in the Project: 100%
39% (23Units) restricted to 50% or less of area median income households; and
61% (36 Units) restricted to 60% or less of area median income households
Unit Mix: 1, 2, 3 & 4 bedrooms
Term of Restriction: 55 years

Finance Team:

Lender: Wells Fargo Real Estate Group Community Lending Division
Lender Counsel: Sheppard, Mullin, Richter & Hampton LLP
Permanent Lender: California Community Reinvestment Corporation
Permanent Lender Counsel: SNR Denton
Bond Counsel: Quint & Thimmig LLP
Issuer Counsel: Squire, Sanders & Dempsey LLP
Borrower Counsel: Goldfarb & Lipman LLP
Borrower Consultant: California Housing Partnership Corporation
Tax Credit Investor: Wachovia Bank, N.A.
Tax Credit Counsel: Pillsbury Winthrop Shaw Pittman LLP

Recommendation:

It is recommended that the CMFA Board of Directors adopt a Final Resolution of \$15,156,000 for the affordable multi-family rental housing facility located in the City of Ventura, Ventura County, California.