California
Municipal Finance Authority

PROCEDURAL ITEMS FOR THE CMFA
SUMMARY AND RECOMMENDATIONS

Items: A1, A2, A3

Action: Pursuant to the by-laws and procedures of CMFA, each meeting starts with the call to order and roll call (A1) and proceeds to a review and approval of the minutes from the prior meeting (A2). After the minutes have been reviewed and approved, time is set aside to allow for comments from the public (A3).

VINTAGE AT SYCAMORE APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	USA Properties
Action:	Initial Resolution
Amount:	$21,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Simi Valley, Ventura County, California
Activity:	Senior Affordable Housing
Meeting:	September 20, 2019

Background:

USA Properties Fund, Inc. ("USA") is a privately-owned real estate development organization specializing in the creation of outstanding senior and family communities. Founded in 1981 and headquartered in Roseville, California, USA provides a full range of capabilities for community development, including financing, development, construction services, rehabilitation and property management. Their values, leadership and team structure reflect their success with the development, construction and acquisition/rehabilitation of over 11,000 units of family and senior apartments in over 82 communities throughout California and Nevada.

USA employs over 325 individuals in two states. They also possess active State of California and State of Nevada Contractors Licenses as well as a State of California Department of Real Estate Broker's License. USA is an active Associate member of the California Redevelopment Association (CRA), is active in the Urban Land Institute (ULI) and has sitting Board Members within the North State B.I.A., C.B.I.A and HomeAid.

Nearly all of the communities developed by USA are public/private partnerships. They are confident in their ability to conceive and deliver developments worthy of local agency subsidy and participation. This commitment to enrich and revitalize communities at a neighborhood level is enhanced by their expertise in obtaining public subsidy bond and tax credit financing from local, state and federal sources. They take pride in creating inviting communities that are well known for their quality of construction, innovative design, appealing amenities and outstanding property management.

The Project:

The Vintage at Sycamore Apartments project is the new construction of a senior affordable housing project located in the City of Simi Valley. The project will be composed of 98 units of housing for senior households earning between 50% and 60% of Area Median Income, with one unit designated for a property manager. The Vintage at Sycamore project is comprised entirely of one-bedroom units. Centertown Apartments is located near several public transportation options, banks, parks, hospitals and other services and amenities. This financing will create 98 units of affordable senior housing for the City of Simi Valley for the next 55 years.

The City of Simi Valley:

The City of Simi Valley is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $10,625 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:		
Tax-Exempt Bond:	$	17,000,000
Equity:	$	13,447,184
Total Sources:	$	30,447,184
Uses of Funds:		
Land Acquisition:	$	5,333,699
New Construction:	$	16,745,932
New Machinery/Equipment:	$	200,000
Architectural & Engineering:	$	857,825
Operating Reserves:	$	296,600
Permit and Impact Fees:	$	470,000
Soft Costs:	$	876,260
Developer Fee:	$	3,000,241
Costs of Issuance:	$	2,666,627
Total Uses:	$	30,447,184

Terms of Transaction:

Amount:	$21,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	April 2020

Public Benefit:

A total of 98 senior households will be able to enjoy high quality, independent, affordable housing in the City of Simi Valley, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

10% (10 Units) restricted to 50% or less of area median income households; and
90% (88 Units) restricted to 60% or less of area median income households
Unit Mix: 1-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Citi Community Capital
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Bocarsly Emden Cowan Esmail & Arndt LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $21,000,000 for Vintage at Sycamore Apartments affordable multi-family housing facility located in the City of Simi Valley, County of Ventura, California.

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

*Other Costs: These are costs that are categorized by CDLAC as “Other Costs” and may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

VIRGINIA STREET STUDIOS APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$105,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of San Jose, Santa Clara County, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credit, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has facilitated over ten Pacific West Communities projects.

The Project:

The Virginia Street Studios Apartments project is a 301-unit new construction project for seniors located on 1.723 acres of vacant land at 295 E. Virginia Street in the City of San Jose, Santa Clara County, CA. The project will be 298 restricted studio units (approximately 428 sq. ft.) and 3 unrestricted manager units. Virginia Street Studios will provide affordable housing for seniors earning up to 60% of the area median income for Santa Clara County. The site will include one residential building. The units will be newly constructed apartments in a six-story residential building serviced with elevators. The type of construction will be 5-stories of modular construction over a one-story podium parking structure. This financing will provide 298 units of affordable housing in the City of San Jose for the next 55 years.

The City of San Jose:

The City of San Jose is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $26,666 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond A:	$ 85,000,000
Tax-Exempt Bond B:	$ 20,000,000
Deferred Costs:	$ 2,140,099
Deferred Developer Fee:	$ 12,000,000
Tax Credit Equity:	$ 632,529
Total Sources:	$ 119,772,628

Uses of Funds:

Land Acquisition:	$ 9,500,000
Construction Costs:	$ 75,161,651
Construction Contingency:	$ 4,000,000
Financing Costs:	$ 8,649,134
Architecture & Engineering:	$ 1,000,000
Other Soft Costs*:	$ 6,521,744
Developer Fees:	$ 12,000,000
Soft Cost Contingency:	$ 800,000
Post Construction Interest and Reserves:	$ 2,140,099
Total Uses:	$ 119,772,628

Terms of Transaction:

Amount:	$105,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2019

Public Benefit:

A total of 298 low income households will be able to enjoy high quality, independent, affordable housing in the City of San Jose for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

10% (30 Units) restricted to 50% or less of area median income households; and
90% (268 Units) restricted to 60% or less of area median income households.
Unit Mix: Studio

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Rosenmann LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $105,000,000 for the Virginia Street Studio Apartments affordable multi-family housing facility located in the City of San Jose, Santa Clara County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as "Other Costs" they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

EL DORADO FAMILY APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$8,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of El Centro, Imperial County, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credit, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has facilitated over ten Pacific West Communities projects.

The Project:

The El Dorado Family Apartments project is a 24-unit family new construction project located on a 2.93 acre portion of an approximately 15 -acre parcel of vacant land. With a mix of 8 two-bedroom units (approximately 826 sq. ft.), 8 three-bedroom units (approximately 1,140 sq. ft.), and 8 four-bedroom units (approximately 1,325 sq. ft.), the proposed project will target families earning up to 60% of the area median income for Imperial County.

The units will be newly constructed apartments in three (3) two-story residential buildings. The type of construction will be wood frame supported by perimeter foundations with concrete slab flooring. This type of construction will allow the buildings to conform to the natural terrain with only minor amounts of grading. The exterior will be stucco with tile roof shingles. Architectural accents will be incorporated, providing an aesthetically appealing exterior that blends with the character of the surrounding neighborhood and the community of El Centro. Minimum construction standards will be adhered to in order to assure that a quality family housing development is provided.

The buildings will be oriented appropriately throughout the site with the intent to create a community concept for families to enjoy while remaining social and active. Residents will enjoy access to a centrally located pool, playground, community building, and covered picnic area with a barbeque. The community building (approximately 2,469 sq. ft.) will include an office, computer room, laundry facilities, exercise room, and a community room with a communal kitchen. An on-site resident manager will provide assistance and management while residing in a three-bedroom manager's unit. Within the units, residents will enjoy standard features such as refrigerators, exhaust fans, dishwashers, disposals, and ranges with ovens. All units feature an outdoor patio or balcony with storage space. The design of these apartments will adhere to all necessary requirements to satisfy Section 504 as well as any additional mandates that the local jurisdiction deems appropriate. This financing will provide 23 units of affordable housing in the City of El Centro for the next 55 years.

The City of El Centro:

The City of El Centro is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $4,062 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:		
Tax-Exempt Bonds:	$	6,500,000
Deferred Costs:	$	80,940
Deferred Developer Fee:	$	1,220,471
HOME Loan:	$	1,250,000
City of El Centro:	$	134,000
Tax Credit Equity:	$	658,077
Total Sources:	$	9,843,488
Uses of Funds:		
Land Acquisition:	$	242,500
Construction Costs:	$	6,204,602
Construction Contingency:	$	311,000
Financing Costs:	$	391,934
Architecture & Engineering:	$	350,000
Other Soft Costs*:	$	942,041
Developer Fees:	$	1,220,471
Soft Cost Contingency:	$	100,000
Reserves:	$	80,940
Total Uses:	$	9,843,488

Terms of Transaction:

Amount:	$8,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2020

Public Benefit:

A total of 23 low income households will be able to enjoy high quality, independent, affordable housing in the City of El Centro for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

22% (5 Units) restricted to 50% or less of area median income households; and
78% (18 Units) restricted to 60% or less of area median income households.
Unit Mix: 2-, 3- and 4-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Rosenmann LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $8,000,000 for the El Dorado Family Apartments affordable multi-family housing facility located in the City of El Centro, Imperial County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as “Other Costs” they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

CINNAMON VILLAS II APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$6,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of Lemoore, Kings County, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credit, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has facilitated over ten Pacific West Communities projects.

The Project:

The Cinnamon Villas II Apartments is phase two of a two-phased project. The 80-unit first phase, Cinnamon Villas, was completed in October 2012. Phase II will be located directly east of Phase I. The proposed project is a 28-unit senior new construction development located on 1.88 acres of vacant land with one manager unit. With a mix of 24 one-bedroom units (approximately 600 sq. ft.) and 4 two-bedroom units (approximately 948 sq. ft.), Cinnamon Villas II will provide affordable housing for seniors earning up to 60% of the area median income for Kings County.

The units will be newly constructed apartments in four (4) single story residential buildings. The type of construction will be wood frame supported by perimeter foundations with concrete slab flooring. The exterior will be a combination of stucco and vinyl lap and shake siding with Class A composite roof shingles and stone veneer accents. Architectural accents will be incorporated, providing an aesthetically appealing exterior that blends in with the character of the surrounding neighborhood and matches the adjacent Phase I. The buildings will be oriented appropriately throughout the site to create a community concept. For the benefit and welfare of its residents, the project will share with Phase I a 2,469 sq. ft. community building consisting of an office, maintenance room, computer learning center, exercise room, and a community room with a communal kitchen. The development also includes a centrally located swimming pool and spa (constructed as part of Phase I). A 379 sq. ft. laundry building will be constructed as part of the Phase II development. This financing will provide 27 units of affordable housing in the City of Lemoore for the next 55 years.

The City of Lemoore:

The City of Lemoore is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $3,750 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	4,300,000
Deferred Costs:	$	59,627
Deferred Developer Fee:	$	753,949
HOME Loan:	$	701,051
City Fee Deferral:	$	230,200
Tax Credit Equity:	$	350,286
Total Sources:	$	6,395,113

Uses of Funds:

Land Acquisition:	$	382,000
Construction Costs:	$	3,556,719
Construction Contingency:	$	165,000
Financing Costs:	$	329,925
Architecture & Engineering:	$	400,000
Other Soft Costs*:	$	647,893
Developer Fees:	$	753,949
Soft Cost Contingency:	$	100,000
Reserves:	$	59,627
Total Uses:	$	6,395,113

Terms of Transaction:

Amount:	$6,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2020

Public Benefit:

A total of 27 low income households will be able to enjoy high quality, independent, affordable housing in the City of Lemoore for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

22% (6 Units) restricted to 50% or less of area median income households; and
78% (21 Units) restricted to 60% or less of area median income households.
Unit Mix: 1- and 2-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Rosenmann LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $6,000,000 for the Cinnamon Villas II Apartments affordable multi-family housing facility located in the City of Lemoore, Kings County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as “Other Costs” they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

UKIAH SENIOR APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$8,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Ukiah, County of Mendocino, California
Activity:	Senior Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credits, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has participated in over 10 projects with Pacific West Communities.

The Project:

The Ukiah Senior Apartments project is the new construction of an a 31-unit senior rental affordable housing project located on 0.89 acres of vacant land at the northeast corner of S. Oak Street and W. Gobbi Street in the City of Ukiah, Mendocino County, CA. With a mix of 27 one-bedroom units and 4 two-bedroom units, Ukiah Senior Apartments will provide affordable housing for seniors earning up to 60% of the area median income for Mendocino County. The site will include one residential building. The units will be newly constructed apartments in a three-story residential building serviced with an elevator. The type of construction will be wood frame supported by a perimeter foundation with concrete slab flooring. This type of construction will allow the building to conform to the natural terrain with only minor amounts of grading. The building will be oriented appropriately on the site to create a community concept. For the benefit and welfare of its residents, the project will include over 1,800 sq. ft. in common areas. The common areas will include an office, community room, exercise room, and a kitchen. This financing will create 30 units of affordable housing for seniors in the City of Ukiah for the next 55 years.

The City of Ukiah:

The City of Ukiah is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $3,937 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	6,300,000
LIH Tax Credit Equity:	$	663,252
HOME Loan:	$	2,000,000
Deferred Costs:	$	68,757
Deferred Developer Fee:	$	1,264,843
Total Sources:	$	10,296,852

Uses of Funds:

Land Acquisition:	$	335,000
New Construction:	$	6,595,847
Construction Contingency:	$	320,000
Financing Costs:	$	394,547
Architectural & Engineering:	$	500,000
Soft Cost Contingency:	$	100,000
Other Costs*:	$	717,858
Developer Fee:	$	1,264,843
Reserves:	$	68,757
Total Uses:	$	10,296,852

Terms of Transaction:

Amount:	$8,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2020

Public Benefit:

A total of 30 senior households will be able to enjoy high quality, independent, affordable housing in the City of Ukiah, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

20% (6 Units) restricted to 50% or less of area median income households; and
80% (24 Units) restricted to 60% or less of area median income households.
Unit Mix: 1- and 2-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Roseman, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $8,000,000 for the Ukiah Senior Apartments affordable multi-family housing facility located in the City of Ukiah, Mendocino County, California.

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

Other Costs: These are costs that are categorized by CDLAC as "Other Costs" they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

SYCAMORE RIDGE FAMILY APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$8,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Willows, County of Glenn, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credits, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has participated in over 10 projects with Pacific West Communities.

The Project:

The Sycamore Ridge Family Apartments project is the new construction of a 24-unit affordable multi-family housing development. The project site will be addressed as 1245 West Sycamore Street and is within the City of Willows. With a mix of 12 two-bedroom units and 12 three-bedroom units, the project will target families earning up to 60% of the area median income for Glenn County. A manager will provide assistance and management while residing in one of the three-bedroom units.

The development consists of two (2) residential buildings which will be wood framed supported by perimeter foundations with concrete slab flooring and stucco and vinyl siding. For the benefit and welfare of its residents, the project will offer an 1,830 sq. ft. community building. The community building will consist of an office, maintenance room, exercise room, laundry facilities, and a resident lounge. This financing will create 23 units of affordable housing for the City of Willows for the next 55 years.

The City of Willows:

The City of Willows is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $4,062 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:		
Tax-Exempt Bond:	$	6,500,000
LIH Tax Credit Equity:	$	606,837
HOME Loan:	$	1,500,000
Deferred Costs:	$	88,551
Deferred Developer Fee:	$	1,227,873
Total Sources:	$	9,923,261
Uses of Funds:		
Land Acquisition:	$	242,500
New Construction:	$	6,410,790
Construction Contingency:	$	325,000
Financing Costs:	$	400,358
Architectural & Engineering:	$	350,000
Soft Cost Contingency:	$	100,000
Other Costs*:	$	778,189
Developer Fee:	$	1,227,873
Reserves:	$	88,551
Total Uses:	$	9,923,261

Terms of Transaction:

Amount:	$8,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2020

Public Benefit:

A total of 23 households will be able to enjoy high quality, independent, affordable housing in the City of Willows, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

- 18% (4 Units) restricted to 30% or less of area median income households;
- 22% (5 Units) restricted to 40% or less of area median income households;
- 30% (7 Units) restricted to 50% or less of area median income households; and
- 30% (7 Units) restricted to 60% or less of area median income households.
- Unit Mix: 2- and 3-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Roseman, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $8,000,000 for the Sycamore Ridge Family Apartments affordable multi-family housing facility located in the City of Willows, Glenn County, California.

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

Other Costs: These are costs that are categorized by CDLAC as “Other Costs” they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

AMAYA VILLAGE APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$30,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Orange Cove, County of Fresno, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credits, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has participated in over 10 projects with Pacific West Communities.

The Project:

The Amaya Village Apartments project is the new construction of an 81-unit affordable multi-family housing development. The development is located at 1525 Park Boulevard, in the City of Orange Cove. The project will consist of nine 2-story residential buildings and a single-story community building. On-site amenities will include a playground, swimming pool and covered parking. This financing will create 80 units of affordable housing for the City of Orange Cove for the next 55 years.

The City of Orange Cove:

The City of Orange Cove is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $12,500 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	20,000,000
LIH Tax Credit Equity:	$	3,377,413
Deferred Costs:	$	273,702
Deferred Developer Fee:	$	3,378,848
Total Sources:	$	27,029,963

Uses of Funds:

Land Acquisition:	$	570,000
New Construction:	$	17,919,752
Construction Contingency:	$	925,000
Financing Costs:	$	980,677
Architectural & Engineering:	$	650,000
Soft Cost Contingency:	$	200,000
Other Costs*:	$	2,131,984
Developer Fee:	$	3,378,848
Reserves:	$	273,702
Total Uses:	$	27,029,963

Terms of Transaction:

Amount:	$30,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 80 households will be able to enjoy high quality, independent, affordable housing in the City of Orange Cove, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

20% (16 Units) restricted to 30% or less of area median income households;
42% (34 Units) restricted to 50% or less of area median income households; and
38% (30 Units) restricted to 60% or less of area median income households.
Unit Mix: 2-, 3- and 4-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Roseman, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $30,000,000 for the Amaya Village Apartments affordable multi-family housing facility located in the City of Orange Cove, Fresno County, California.

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

Other Costs: These are costs that are categorized by CDLAC as "Other Costs" they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

WALNUT APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	DFA Development
Action:	Initial Resolution
Amount:	$8,000,000
Purpose:	Finance Affordable Multi-Family Rental Senior Housing Facility Located in the City of Fort Bragg, County of Mendocino, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

DFA Development LLC builds with a focus on affordable workforce and senior housing, incorporating mixed income, mixed-use and market-rate development in their construction. DFA is currently building multi-family community complexes that meet both individual, urban core/downtown and suburban growth planning needs. This type of development not only benefits communities but is furthermore eco-friendly, utilizes shared resources, and convenient in allowing working individuals to live closer to their job. DFA is a responsible, sustainable development company focused on providing housing throughout California, Hawaii and Texas.

Founded by Daniel Fred in 1982 and more recently joining 3 Leaf Holdings, DFA has provided development, planning and financial consulting services to public agencies, non-profit organizations and private firms since 1982. Focusing its efforts primarily on affordable housing, DFA has served as co-developer and/or financial advisor/development consultant with affordable housing agencies, aiding in designing and implementing programs to meet affordable housing objectives. DFA has served as the financial advisor in accessing 9% low-income housing tax credits, as well as 4% low-income housing tax credits with private activity mortgage revenue bonds. This work also has involved securing finances from a variety of other funding sources.

DFA currently serves as the financial advisor to several housing authorities in California and is responsible for evaluating portfolios and advising housing authority staffs and Boards of Commissioners in all their development projects.

The Project:

The Walnut Apartments is the acquisition and rehabilitation of a 56-unit multifamily affordable housing development. All units will be restricted to households earning 30%, 50%, 60% and 80% of AMI. The project will enable local households to continue to reside in the City of Fort Bragg in a comfortable community. Proceeds from the refinancing will be used to renovate the property, completing structural, mechanical, electrical and plumbing repairs and improvements, as well as new finishes and energy efficiency improvements. This work will preserve the units for long term occupancy and extend the useful life of the building. Amenities include a community room, playground and laundry room. The financing of this project will result in the preservation of affordable housing for 55 low-income households in the City of Fort Bragg for the next 55 years.

The City of Fort Bragg:

The City of Fort Bragg will need to become a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive up to $3,437 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	5,500,000
LIH Tax Credit Equity:	$	500,000
USDA-RD Loan Assumption:	$	1,925,000
Post Construction Sources:	$	1,161,890
Total Sources:	$	9,086,890

Uses of Funds:

Land Acquisition:	$	400,000
Building Acquisition:	$	3,200,000
Rehabilitation:	$	3,100,000
Developer Fees:	$	1,067,390
Architectural & Engineering:	$	105,000
Legal & Professional:	$	138,500
Loan Fees & Interest Reserves:	$	475,000
Insurance & Taxes:	$	35,000
Reserves:	$	221,000
Studies and Soft Costs:	$	225,000
Costs of Issuance:	$	120,000
Total Uses:	$	9,086,890

Terms of Transaction:

Amount:	$8,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	April 2020

Public Benefit:

A total of 55 low-income households will be able to continue to enjoy high quality, independent, affordable housing in the City of Fort Bragg for another 55 years.

Percent of Restricted Rental Units in the Project: 100%

11% (6 Units) restricted to 30% or less of area median income households;
22% (12 Units) restricted to 50% or less of area median income households;
64% (35 Units) restricted to 60% or less of area median income households; and
3% (2 Units) restricted to 80% or less of area median income households.
Unit Mix: 1-, 2- & 3-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	Bonneville Multifamily Capital
Bond Counsel:	Quint & Thimmig, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Goldfarb & Lipman LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $8,000,000 for Walnut Apartments affordable multi-family housing facility located in the City of Fort Bragg, Mendocino County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as “Other Costs” they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

MOUNTAIN VIEW APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Many Mansions
Action:	Initial Resolution
Amount:	$53,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Fillmore, County of Ventura, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

On August 24, 1979, Many Mansions was incorporated as a California nonprofit corporation. Many Mansions initially devoted itself to rental assistance. Over the next approximately eight years, Many Mansions ran the successful "Adopt-A-Family" program in which donors from the community would donate money to be used as rental assistance for families that needed help. However, Many Mansions had no control over this housing—its condition, its rental levels, and the amenities. During 1986-87, Many Mansions embarked upon its first development project. Many Mansions, along with the City of Thousand Oaks and the Conejo Future Foundation, developed Schillo Gardens. Financed through the federal tax credit program and with assistance from the City of Thousand Oaks, Schillo Gardens housed individuals and families who were low-income and whose rent would be set accordingly. Many Mansions has continued to grow its portfolio and develop affordable housing.

Many Mansions Children and Adult Service Programs have distinguished them from other affordable housing providers. They have led the fight to end homelessness, and their compassionate and supportive services have made them the ideal housing provider of the disabled.

The CMFA has participated in eight projects with Many Mansions.

The Project:

The Mountain View Apartments project is the new construction of a 77-unit affordable multi-family housing development. The development is located at 210-220 Santa Clara St. in the City of Fillmore. The project will provide 54 units for extremely low-income households at or below 30% AMI and 22 units for low-income households at or below 50% AMI. The development will include a 2,200 sq. ft. community center. On-site amenities will include a playground, common courtyards, one laundry room and outdoor living spaces. In addition, the project has partnered with Ventura County Library System to bring library services and amenities to the onsite community space. The vacant 3-acre site is located less than a half mile from downtown Fillmore and is uniquely situated as a gateway entry point to the City. The site is located in close proximity to several amenities in the downtown neighborhood including Central Park, the Fillmore Bike Path and Balden Towne Plaza. This financing will create 76 units of affordable housing for the City of Fillmore for the next 55 years.

The City of Fillmore:

The City of Fillmore is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $16,433 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:		
Tax-Exempt Bond:	$	43,600,000
MHP:	$	7,398,393
CDBG:	$	1,037,200
Area Housing Authority:	$	500,000
Deferred Developer Fee:	$	4,280,562
Equity:	$	1,828,382
Total Sources:	$	58,644,537
Uses of Funds:		
Land Acquisition:	$	2,335,000
New Construction:	$	40,301,785
Architectural & Engineering:	$	1,570,598
Legal & Professional:	$	185,000
Contingencies & Reserves:	$	985,469
Construction Period Expenses:	$	4,988,298
Perm Fees/Other Fees*:	$	2,284,183
Developer Fee:	$	5,212,518
Costs of Issuance:	$	781,686
Total Uses:	$	58,644,537

Terms of Transaction:

Amount:	$53,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	April 2020

Public Benefit:

A total of 76 households will continue to be able to enjoy high quality, independent, affordable housing in the City of Fillmore, California for the next 55 years. There are no onsite homeless units.

Percent of Restricted Rental Units in the Project: 100%

71% (54 Units) restricted to 30% or less of area median income households; and
29% (22 Units) restricted to 50% or less of area median income households
Unit Mix: 1-, 2- and 3-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Quint & Thimmig, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Goldfarb & Lipman LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $53,000,000 for Mountain View Apartments affordable multi-family housing facility located in the City of Fillmore, Ventura County, California.

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

Other Costs: These are costs that are categorized by CDLAC as "Other Costs" they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

LA SIERRA UNIVERSITY
PROJECT SUMMARY AND RECOMMENDATIONS

Applicant:	La Sierra University
Action:	Final Resolution
Amount:	$11,100,000
Purpose:	Finance & Refinance the Acquisition, Construction, Improvement and Equipping Educational Facilities, located in the City of Riverside, California.
Activity:	Private University
Meeting:	September 20, 2019

Background:

La Sierra University is a Seventh-day Adventist coeducational institution that began as La Sierra Academy in 1922, on acreage that had been part of an 1846 Mexican land grant known as Rancho La Sierra. It is now part of the city of Riverside. In 1923, with the addition of coursework in preparation for teaching, the school became La Sierra Academy and Normal School. As the offerings continued to grow, it became Southern California Junior College in 1927 and La Sierra College in 1939. Accreditation as a four-year liberal arts college was received in 1946.

In 1967, La Sierra College was merged with Loma Linda University as its College of Arts and Sciences. The School of Education was organized in 1968, followed in 1986 by the School of Business and Management and the Division of Continuing Studies, and in 1987 by the School of Religion.

The Loma Linda and La Sierra campuses of Loma Linda University were reorganized into separate institutions in 1990, and four schools (the College of Arts and Sciences, the School of Education, the School of Business and Management, and the School of Religion) and the Division of Continuing Studies became La Sierra University.

La Sierra University's Mission Statement is "as a member of the diverse La Sierra University community, we are committed to inquiry, learning and service. Our Community is rooted in the Christian gospel and Seventh-day Adventist values and ideals."

The Project:

The CMFA previously issued Variable Rate Revenue Bonds for La Sierra University, Series 2008A and Series 2008B, in the original aggregate principal amount of $24,405,000 and loaned the proceeds to La Sierra University. This loan was used to finance and refinance the acquisition, construction, improvement and equipping of certain educational facilities owned and operated by the Borrower and located in the City of Riverside. The University wishes to (1) redeem the Prior Bonds and (2) finance all or a portion of the acquisition, construction, improvement and equipping of the Facilities, located in the City of Riverside, County of Riverside, California.

The City of Riverside:

The City of Riverside is a member of the CMFA and held a TEFRA hearing on September 17, 2019. Upon closing, the City is expected to receive $6,855 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	
Tax-Exempt Bonds:	$ 11,100,000
Total Sources:	$ 11,100,000
Uses of Funds:	
Refinancing Existing Debt:	$ 10,000,000
New Capital Expenditures:	$ 1,100,000
Total Uses:	$ 11,100,000

Terms of Transaction:

Amount:	$11,100,000
Maturity:	October 2029
Collateral:	Unsecured Loan
Bond Purchasers:	Private Placement
Estimated Closing:	September 2019

Initial Public Benefit:

The La Sierra University Mission is to Seek Truth, enlarging human understanding through scholarship; to know God, ourselves and the world through reflection, instruction and mentoring; to serve others, contributing to the good of our local and global communities.

The 150-acre campus in beautiful Southern California is home to more than 120 bachelor's, master's, and doctoral degree programs for more than 2,300 students. Programs are offered in: Tom & Vi Zapara School of Business, School of Education, H.M.S. Richards Divinity, College of Arts and Sciences, Division of Continuing Studies.

La Sierra offers an outstanding array of programs in the Pre-Health Professions. Many La Sierra students continue their medical education at nearby Loma Linda University, thanks to La Sierra's long association with that prominent institution.

Finance Team:

Lender:	MUFG Union Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Chapman and Cutler LLP
Borrower's Counsel:	Elisabeth Eisner Attorney at Law

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $11,100,000 for the La Sierra University located in the City of Riverside, County of Riverside, California.

*The information mandated by California Government Code Section 5852.1, including the true interest cost, finance charge, amount of proceeds received from the sale, and the total payment amount to final maturity is attached to this report.

WASTE MANAGEMENT, INC. PROJECT
SUMMARY AND RECOMMENDATIONS

Applicant:	Waste Management, Inc.
Action:	Final Resolution
Amount:	$75,000,000
Purpose:	Finance the Acquisition, Construction, Improvement, Renovation and Equipping of Solid Waste Disposal Facilities
Activity:	Pollution Control
Meeting:	September 20, 2019

Background:

Waste Management, Inc., a Delaware corporation ("WM"), is North America's leading provider of comprehensive waste management environmental services. Based in Houston, Texas, WM, through its subsidiaries, provides collection, transfer, recycling and resource recovery, and disposal services and is a leading developer, operator and owner of landfill gas-to-energy facilities in the United States. WM's subsidiaries partner with the residential, commercial, industrial and municipal customers and the communities they serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy.

The Project:

The Project consists of financing solid waste disposal and recycling facilities, as follows: (a) improvements to existing landfill facilities, including (i) construction of new disposal cells and liners within currently permitted acreage, (ii) installation of new liners for intermittent and final closure of completed sections of the landfill facilities, (iii) site improvements, (iv) acquisition of equipment to be used at the landfill facilities, and (v) acquisition of other equipment and assets (including, but not limited to, land) necessary to support the foregoing improvements and to place them into service and (b) an existing collection (hauling) and transfer station facility, including (i) construction of new buildings, (ii) acquisition of solid waste and recycling sorting and processing equipment, (iii) site improvements, and (iv) acquisition of other equipment and assets (including, but not limited to, land) necessary to support the foregoing improvements and place them into service.

							Total Capital Expenditure					
Business Unit	Facility Type	Street Address	City	County	State	Zip Code	FCAP	Landfill Cell Construction	Landfill Common Site Costs-Env	Landfill Common Site Costs-Airspace	Landfill Excavation	TOTAL CAPEX
Azusa Landfill	Disposal	1211 West Gladstone	Azusa	Los Angeles	CA	91702-5142	-	-	241,010	234,533	-	475,542
Kirby Canyon Landfill	Disposal	910 Coyote Creek Golf Dr.	Morgan Hill	Santa Clara	CA	95038	-	992,602	212,169	582,622	774,991	2,562,384
Palmdale Landfill	Disposal	1200 West City Ranch Road	Palmdale	Los Angeles	CA	93551-4456	-	2,127,443	30,810	1,192,462	663,894	4,014,609
McKittrick Waste Landfill	Disposal	56533 Highway 58 West	McKittrick	Kern	CA	93251-9729	-	1,844,824	-	102,625	961,956	2,909,405
Redwood Landfill	Disposal	8950 Redwood Highway	Novato	Marin	CA	94945-1435	-	-	555,312	835,728	-	1,391,040
Anderson Landfill	Disposal	18703 Cambridge Rd.,	Anderson	Shasta	CA	96007-9165	-	7,790,155	238,762	730,484	12,624,277	21,383,678
Guadalupe Rubbish Disposal Co	Disposal	15999 Guadalupe Mines Road	San Jose	Santa Clara	CA	95120-5022	-	363,964	245,288	581,488	350,000	1,540,740
WM of Central Valley (Kettleman Hills)	Disposal	35251 Old Skyline Road	Kettleman Hills	Kings	CA	93239-0471	-	1,097,106	985	643,486	-	1,741,577
Simi Valley Landfill	Disposal	2801 N. Madera Road	Simi Vally	Ventura	CA	93065-6208	-	8,262,467	1,023,894	2,979,546	12,439,488	24,705,395
Altamont Landfill	Disposal	10840 Altamont Pass Road	Livermore	Alameda	CA	94551-9722	652,915	1,985,449	2,221,244	2,991,029	6,720,457	14,571,094
							652,915	**24,464,009**	**4,769,475**	**10,874,002**	**34,535,062**	**75,295,464**

Cities and Counties:

The projects are located in the Cities of Azusa & Palmdale, Counties of Los Angeles, Kern, Kings, Marin, Santa Clara, Shasta & Ventura. The municipalities are members of the Authority and held TEFRA hearings. The Cities and Counties will share a prorated portion of the issuance fees as part of CMFA's fee sharing. Additionally, local non-profits will also benefit through charitable donations.

Proposed Financing:

Sources:	Proceeds from Bond Issuance:	$	75,000,000
	Equity:		750,000
	Total Sources:	$	75,750,000
Uses of Funds:			
	Landfill Improvements:		74,347,085
	Final Capping/Closure Expenditures:		652,915
	Cost of Issuance:		750,000
	Total Uses	$	75,750,000

Terms of Transaction:

Amount:	$75,000,000
Rate:	Multi-modal; initially fixed rate.
Rating:	Standard & Poor's A-/A-2
Maturity:	October 2049
Collateral:	Unsecured obligations of WM, guaranteed by Waste Management Holdings, Inc.
Estimated Closing:	October 2019

Public Benefit:

WM's nationwide commitment to corporate sustainability initiatives are addressed in detail on the Company's web-site and may be viewed in the 2018 Sustainability Report available at http://sustainability.wm.com/. Public benefits stemming from the Project include:

Improved Air Quality

- Transfer Stations and Manufacturing Recycling Facilities ("MRFs") – improving capacity and efficiency in many locations will reduce air pollution by reducing the length of truck routes and the number of trucks on the road due to the centralization of transfer stations within the service areas.
- Leachate and Methane Gas Recovery Systems – WM will continue to address the challenge of gas seepage from landfills.

Improved Water Quality

- The construction of new landfill cells at the landfill facilities included in the Project will ensure protection of groundwater due to state-of-the-art liners and systems for mitigating infiltration and runoff of water seeping through the refuse.

Improved Energy Efficiency

- The construction and/or expansion of transfer stations and MRFs will improve energy efficiency by reducing the length of the truck routes and the number of trucks on the road due to the centralization of transfer stations and MRFs within the service areas.

Finance Team:

Underwriter:	BofA Securities, Inc.
Underwriter Counsel:	Norton Rose Fulbright US LLP
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Borrower Counsel:	Locke Lord LLP
Issuer Counsel:	Jones Hall, APLC
Trustee:	The Bank of New York Mellon Trust Company, N.A
Rating Agency:	Standard & Poor's Rating Group

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution in the amount of up to $75,000,000 in solid waste disposal revenue bonds to finance the acquisition, construction, improvement, renovation and equipping of solid waste disposal facilities located in the Cities of Azusa & Palmdale, Counties of Los Angeles, Kern, Kings, Marin, Riverside, Santa Clara, Shasta & Ventura.

UNIVERSITY OF SAN DIEGO
SUMMARY AND RECOMMENDATIONS

Applicant:	University of San Diego
Action:	Final Resolution
Amount:	$112,000,000
Purpose:	Finance and Refinance the Acquisition, Construction, Improvement and Renovation of Educational Facilities Located in the City of San Diego, San Diego County, California.
Activity:	Private University
Meeting:	September 20, 2019

Background:

The University of San Diego (the "University" or "USD") is a co-educational, residential, comprehensive Roman Catholic university chartered in 1949. The University's 180-acre campus is located in Linda Vista overlooking Mission Bay on the Pacific Ocean, 10 minutes from downtown San Diego. Accredited by the Western Association of Schools and Colleges since 1956, the University offers bachelor’s degrees in 42 areas of undergraduate study, 25 master's degrees, three doctoral degrees, five Master of Laws degrees, and the Juris Doctorate. The University is a California nonprofit corporation and an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

For the 2018-19 academic year, the University enrolled 5,863 full-time equivalent undergraduate students, 1,631 full-time equivalent graduate students, 747 law school students and 86 paralegal students.

Governed by an independent Board of Trustees, the university has six academic divisions: The College of Arts and Sciences, School of Law, the School of Business Administration, the School of Leadership and Education Sciences, the Hahn School of Nursing and Health Science and the Joan B. Kroc School of Peace Studies. USD's values-based education offers students bachelors, masters and doctoral degree programs.

The 180-acre campus now houses buildings that encompass more than two million square feet and provide educational, administrative, residential, athletic, dining and support services.

The Project:

Proceeds of the 2019 bonds will be used to finance and refinance the acquisition, construction, improvement, renovation and equipping of certain educational facilities and other appurtenant facilities (the "New Money Project") and to refinance outstanding obligations of the University of San Diego (the "Borrower") which financed certain educational facilities and other appurtenant facilities (the "Refunding Project" and together with the New Money Project, the "Project"), all of which are or to be located in the County of San Diego and owned and operated or to be owned and operated by the Borrower.

The County of San Diego:

The County of San Diego is a member of the CMFA and is scheduled to hold a TEFRA hearing on September 24, 2019. Upon closing, the County is expected to receive approximately $14,166 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction
Tax-Exempt Bond (Series A):	$ 55,000,000
Taxable Bond (Series B):	$ 52,000,000
Equity:	$ 300,000
Total Sources:	$ 107,300,000

Uses of Funds:	
Advanced Refunding 2011A & B, 2012A:	$ 52,000,000
New Construction:	$ 55,000,000
Issuance Costs:	$ 300,000
Total Uses:	$ 107,300,000

Terms of Transaction:

Amount:	$60,000,000
Maturity:	Series A: October 2049
	Series B: October 2049
Rating:	A1 (Moody's)
Collateral:	General Revenue Pledge
Bond Purchasers:	Public Offering
Estimated Closing:	October 2019

Public Benefit:

The Project includes the refinancing of outstanding University indebtedness that financed improvements critical to the University's purpose. These facilities further the University's mission to provide higher education to eligible students throughout the region and from which the University operates as a principal employer and focus of civic and academic activity.

Further, every year, in every part of the region, USD community projects serve people in need with a range of programs, such as:

• CASA (Center for Awareness, Service and Action) promotes cultural awareness and social consciousness by providing outreach opportunities and making lasting connections between USD and the community.
• Free specialized legal clinics staffed by USD law students offer legal assistance to lower-income individuals and families.
• The annual Thanksgiving House Project provides USD business students the opportunity to renovate the home of a deserving family in the nearby Linda Vista neighborhood.
• The Institute of College Initiatives hosts such college preparation programs as Upward Bound, Expanding Your Horizons, and Global Youth Leadership Connection.
• Service learning reflects USD's emphasis on social justice and ethical conduct. The Center for Community Service-Learning, founded in 1994, offers students a broad spectrum of service and educational opportunities. USD's standing as an innovator of university- community engagement has been recognized widely.

Finance Team:

Underwriter:	George K. Baum & Company
Underwriter Counsel:	Hogan Lovells LLP
Bond Counsel:	Orrick Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Borrower Counsel:	Ropes & Gray LLP
Trustee:	Bank of New York Mellon

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $112,000,000 for the University of San Diego project located in the City of San Diego, San Diego County, California.

*The information mandated by California Government Code Section 5852.1, including the true interest cost, finance charge, amount of proceeds received from the sale, and the total payment amount to final maturity is attached to this report.

BOLD PROGRAM COMMUNITY FACILITIES DISTRICT
COLDSTREAM
SUMMARY AND RECOMMENDATIONS

Applicant:	Coldstream Properties, LLC
Action:	Consent Approval
Amount:	$11,775,000
Purpose:	Approve Resolutions Initiating Formation of the CMFA Community Facilities District No. 2019-2 and the Intention to Incur Indebtedness (Town of Truckee - Coldstream)
Activity:	BOLD/ Community Facilities District
Meeting:	September 20, 2019

Background and Resolutions:

The CMFA's BOLD Program ("BOLD") utilizes the Mello-Roos Community Facilities Act of 1982 (California Government Code Section 53311 et seq.) (the "Act") to raise revenues for the infrastructure needs of local agencies in California. The Town of Truckee (the "Town") is a member of the CMFA and a participant in BOLD. Coldstream Properties, LLC (the "Developer") has submitted an application to the CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the Town of Truckee. The CMFA and the Town of Truckee have accepted such application.

The applicant has requested formation of a community facilities district which will facilitate the future issuance of bonds by the CMFA under the program. Proceeds of bonds will primarily be used to finance public infrastructure facilities to be owned by the Town of Truckee.

As an initial step in using BOLD for the financing, the CMFA needs to form a community facilities district. The proposed community facilities district will be called the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee – Coldstream) (the "CFD").

Under the Act, it is a requirement that the CMFA, as the entity forming the CFD, adopt a resolution stating its intention to form the CFD, stating the types of public facilities to be financed on behalf of the CFD, setting forth the rate and method of apportionment of a proposed special tax to be levied in the CFD, and establishing the boundary. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Declaring its Intention to Establish California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee – Coldstream), Designate Three Improvement Areas Therein, and to Levy a Special Tax to Finance the Acquisition and Construction of Certain Public Facilities and Certain Public Services in and for such Community Facilities District (the "Resolution of Intention to Form CFD").

It is also a requirement under the Act that the CMFA, as the entity forming the CFD, adopt a resolution stating its intention to issue bonds payable from the levy of a special tax within the CFD. A resolution meeting that requirement of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Declaring its Intention to Incur a Bonded Indebtedness in and for the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee – Coldstream) to Finance the Acquisition and Construction of Certain Public Facilities (the "Resolution of Intention to Incur Bonded Indebtedness").

In order to finance the costs of the Facilities it is necessary to incur bonded indebtedness and other debt (as defined in the Act) in one or more series in the aggregate amount of not to exceed $11,775,000 on behalf of the CFD and all improvement areas therein.

The Project:

The Coldstream project is for the development of 178.6 acres within the Town of Truckee. The boundary of the CFD comprises three separate improvement areas. Improvement Area No. 1 (the Mixed-Use Village area) will consist of approximately 58 residential,4 live-work units, and up to 30,000 square feet of retail and commercial. Improvement Area No. 2 (the Village Green area) will consist of 81 residential units and Improvement Area No. 3 (the Lakeside area) will cover the remainder of the Project which consists of approximately 113 residential homes. The Project will also include a 58-unit affordable housing site as part of Phase 1 but this area will be excluded from the CFD boundary (and not taxed). Currently the site is under development with the expectation that Improvement Area No. 1 will be included in a pooled financing in 2020.

Future Action:

Under the Act, at a future meeting of the CMFA Board of Directors, the Board of Directors will need to hold a public hearing and adopt additional resolutions formally creating the CFD, authorizing the incurrence of bonded indebtedness for the CFD, levying the special tax within the CFD, and certain other related matters. Bonds payable from the special taxes are expected to be issued in multiple series, with each series subject to further resolution and approval at later dates undetermined at this time.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution of Intention to Form CFD and the Resolution of Intention to Incur Bonded Indebtedness.

EXHIBIT A
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2019-2 (TOWN OF TRUCKEE – COLDSTREAM)

DESCRIPTION OF FACILITIES TO BE FINANCED BY THE
CFD AND EACH IMPROVEMENT AREA THEREIN

The California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream) (the "CFD") is authorized to finance, in whole or in part, the following facilities, fees to pay for facilities, and related expenses:

I. Authorized Facilities

Roadway and Transportation Improvements

Authorized facilities include any and all on-site and off-site publicly-owned roadway and transportation facilities required to meet the needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: Acquisition of land and easements; design; project management; payment and performance bond premiums; clearing, grubbing, and demolition; grading, soil import/export; paving (including slurry seal), and decorative/enhanced pavement concrete and/or pavers; bridge crossings and culverts; joint trenches, underground utilities and undergrounding of existing utilities; dry utilities and appurtenances; curbs, gutters, sidewalks, bike trails (including onsite and off-site); enhanced fencing, and access ramps; street lights; roundabouts; intersections, signalization, and traffic signal control systems; bus turnouts; signs and striping; winterization and erosion control; median and landscape corridor landscaping and irrigation; bus shelters; retaining walls; masonry walls; implementation and maintenance of SWPPP measures; traffic control and agency fees required as a condition of development within the boundaries of the CFD; and other improvements related thereto where required.

Water System Improvements

Authorized facilities include any and all on-site and off-site potable water system facilities designed to meet the needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: Acquisition of land and easements; design; project management; grading; implementation and maintenance of SWPPP measures; potable water storage, groundwater wells, storage tanks, distribution facilities including pipelines and appurtenances, gate valves, flow meters, booster pump pressurization system, hardscape improvements (pavement), fencing, lighting at water storage tank sites, booster pumping stations, and groundwater wells; and other improvements related thereto.

Drainage System and Flood Protection Improvements

Authorized facilities include any and all on-site and off-site publicly-owned drainage facilities required to meet the storage and conveyance needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: Acquisition of land and easements; design; project management; grading; implementation and maintenance of SWPPP measures; mains, pipelines and appurtenances; outfalls, inlets and water quality measures; temporary drainage facilities; detention/retention basins and drainage pretreatment facilities; drainage ways/channels; pump stations; landscaping and irrigation; creek and pond restoration; access roads, gates, and fencing; striping and signage; and other improvements related thereto where required.

Wastewater System Improvements

Authorized facilities include any and all on-site and off-site publicly-owned facilities required to meet the conveyance needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: Acquisition of land and easements; design; project management; grading; implementation and maintenance of SWPPP measures; pipelines and all appurtenances thereto; manholes; tie-in to existing main line; emergency storage for at lift station sites; force mains; lift stations; odor-control facilities; sewer treatment plant improvements; hardscape improvements (pavement), fencing, lighting at lift station sites; and other improvements related thereto where required.

Electrical Utility

Authorized facilities include any and all onsite and offsite publicly-owned facilities required to meet the electrical needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: design, engineering, project management, grading, trenching, backfilling, electrical vaults, splice boxes, conduits and appurtenances.

Trails, Landscaping and Open Space Improvements

Authorized facilities include any and all on-site and off-site publicly-owned trail, landscaping and open space facilities required to meet the needs of development within the CFD. Eligible costs of these facilities include, but are not limited to, the following to the extent that they are capital costs of the facilities: Acquisition of land and easements; design; project management; grading; implementation and maintenance of SWPPP measures; turf and irrigation; trees and shrubs; sidewalks pathways and trails: masonry sound walls; maintenance roads; other related hard and soft-scape improvements along roadways and adjacent to or within parks, open space, drainage channels and detention basins; bike trails, bike/pedestrian bridges; storm drain crossings; landscaping and irrigation, access gates and fencing and related open space improvements.

Potential trails, landscaping and open space improvements may include but are not limited to the following:

Trails
- Multipurpose Trails
- Class 1 Trail

Fees

The CFD may also finance any fees payable to the Town of Truckee (the "Town, the proceeds of which will be used to fund all or a portion of the cost of any Facilities described above, or other public facilities with a useful life of five (5) years or more for which the parcels within the CFD have a fair-share responsibility.

Potential fees may include but are not limited to the following:

- Town Traffic Impact Fee
- Town Facilities Fee
- Town Park Impact Fee

II. Administrative and Incidental Expenses

In addition to the above facilities, other incidental expenses that may be financed by the CFD include but are not limited to the following: the cost of planning, permitting, approving and designing the authorized facilities (including the cost of environmental evaluation, orthophotography, environmental remediation/mitigation); land acquisition and easement payments for authorized facilities; project management, construction staking; engineering studies and reports (if required); utility relocation and demolition costs incidental to the construction of the public facilities; and any other expenses incidental to the construction, completion, and inspection of the facilities and related expenses associated with any of the foregoing.

In addition, the CFD shall fund the direct and indirect expenses incurred by the California Municipal Finance Authority ("CMFA") and/or the Town in carrying out its duties with respect to the CFD including, but not limited to:

(i) the levy and collection of the special taxes;

(ii) the fees and expenses of attorneys and consultants;

(iii) any fees related to the collection of special taxes;

(iv) an allocable share of the salaries and benefits of any CMFA and Town staff, or consultant fees, directly related thereto and a proportionate amount of CMFA's and the Town's general administrative overhead related thereto;

(v) any amounts paid by CMFA and the Town with respect to the CFD;

(vi) expenses incurred in undertaking action to foreclose on properties for which the payment of special taxes is delinquent;

(vii) administrative fees of CMFA and the Town and the bond trustee or fiscal agent related to the CFD and the bonds issued by or for the CFD;

(viii) costs related to the formation of the CFD;

(ix) reimbursement of costs related to the formation of the CFD advanced by CMFA and the Town, the landowner(s) in the CFD or any party related to any of the foregoing, as well as reimbursement of any costs advanced by CMFA and the Town, the landowner(s) in the CFD or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the CFD;

(x) costs related to the issuance of bonds by or for the CFD, including underwriters discount, reserve fund, capitalized interest, letter of credit fees and expenses, fees and expenses of bond counsel, disclosure counsel, special tax consultant, municipal advisor and appraiser, bond remarketing costs, and all other incidental expenses; and

(xi) all other costs and expenses of CMFA or the Town in any way related to the CFD.

EXHIBIT B

IMPROVEMENT AREA NO. 1 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2019-2
(TOWN OF TRUCKEE - COLDSTREAM)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

A Special Tax applicable to each Assessor's Parcel in Improvement Area No. 1 of the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream) shall be levied and collected according to the tax liability determined by the Board through the application of the appropriate amount or rate for Taxable Property, as described below. All of the property in Improvement Area No. 1, unless exempted by law or by the provisions of Section G below, shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to the CFD unless a separate Rate and Method of Apportionment is adopted for the annexation area.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Accessory Unit" means a second residential unit of limited size (e.g., granny cottage, second unit) that shares a Parcel with a single-family detached unit.

"Acre" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable Final Map or other parcel map recorded at the County Recorder's Office.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of CMFA in carrying out its duties with respect to Improvement Area No. 1, the CFD and the Bonds, including, but not limited to, the levy and collection of Special Taxes, the fees and expenses of its counsel, charges levied by the County in connection with the levy and collection of Special Taxes, costs related to property owner inquiries regarding the Special Tax, costs associated with appeals or requests for interpretation associated with the Special Tax and this RMA, amounts needed to pay rebate to the federal government with respect to Bonds, costs associated with complying with continuing disclosure requirements for CMFA and any major property owners or other obligated parties, costs associated with foreclosure and collection of delinquent Special Taxes, and all other costs and expenses of CMFA and County in any way related to the establishment or administration of Improvement Area No. 1 and the CFD.

"Administrator" shall mean the person or firm designated by CMFA to administer the Special Tax according to this RMA.

"Affordable Housing Unit" means any Residential Unit on a Parcel of Residential Property for which a deed restriction has been recorded on title of the property that limits the rental rate or sales price or otherwise restricts the affordability of the Residential Unit or income of its occupants. It is incumbent upon the builder, developer, or property owner to make the Administrator aware of such deed restriction.

"Assessor's Parcel" or **"Parcel"** means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's Parcel number.

"Assessor's Parcel Map" means an official map of the County Assessor designating Parcels by Assessor's Parcel number.

"Authorized Facilities" means the public facilities authorized to be financed, in whole or in part, by the CFD.

"Average Sales Price" means, for any Square Footage Category, the average sales price for all Residential Units within such Square Footage Category based on consideration of: (i) the average sales prices for all Residential Units that have sold within the CFD in the past 6 months, which shall not include prices for Residential Units that were sold at a discount for the purpose of stimulating initial sales activity, and (ii) for Residential Units that are expected to sell in a normal marketing environment, the average sales price within such Square Footage Category, as estimated by the Town and CMFA after coordination with developers and builders that are building Residential Units within the CFD.

"Base Special Tax" means, for any Land Use Category, the applicable Special Tax initially identified in Table 1 in Section C, as may be adjusted pursuant to Section D.

"Board" means the Board of Directors of CMFA.

"Bonds" means bonds or other debt (as defined in the Act), whether in one or more series, secured by the Special Tax and issued or assumed by or for Improvement Area No. 1 to fund Authorized Facilities.

"Building Permit" means a single permit or set of permits required to construct a residential or mixed-use structure. If a permit is issued for a foundation, parking, landscaping or other related facility or amenity, but a building permit has not yet been issued for the structure served by these facilities or amenities, such permit shall not be considered a "Building Permit" for purposes of application of the Special Tax herein.

"Capitalized Interest" means funds in any capitalized interest account available to pay debt service on Bonds.

"CFD" means the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream).

"CFD Formation" means the date on which the Resolution of Formation to form the CFD and designate Improvement Area No. 1 was adopted by the Board.

"CMFA" means the California Municipal Finance Authority.

"County" means the County of Nevada.

"Developed Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Taxable Owners Association Property or Taxable Public Property for which a Building Permit for new construction was issued prior to June 30 of the preceding Fiscal Year.

"Development Class" means, individually, Developed Property, Final Map Property, Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property.

"Expected Land Uses" means the number of, and Square Footage Category assignment for, Residential Units and the amount of Non-Residential Square Footage expected within Improvement Area No. 1 at CFD Formation, as identified in Attachments 1 and 2 of this RMA. Pursuant to Section D of this RMA, the Administrator shall update Attachment 1 each time there is a Land Use Change or a prepayment.

"Expected Maximum Special Tax Revenues" means the aggregate Special Tax that can be levied based on application of the Base Special Tax to the Expected Land Uses. The Expected Maximum Special Tax Revenues at CFD Formation are shown in Attachment 1 and may be revised pursuant to Section D below.

"Final Map" means a final map, or portion thereof, approved by the Town or County pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq*) that creates SFD Lots. The term "Final Map" shall not include any large-lot subdivision map, Assessor's Parcel Map, or subdivision map or portion thereof, that does not create SFD Lots, including Assessor's Parcels that are designated as remainder parcels.

"Final Map Property" means, in any Fiscal Year, all SFD Lots created within Final Maps that had recorded prior to June 30 of the preceding Fiscal Year and which have not yet become Developed Property.

"First Bond Sale" means issuance of the first series of Bonds secured, in whole or in part, by Special Taxes levied and collected from Parcels of Taxable Property in Improvement Area No. 1.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Improvement Area No. 1" means Improvement Area No. 1 of the CFD.

"Improvement Fund" means the account (regardless of its name) identified in the Indenture to hold funds that are available for expenditure to acquire or construct Authorized Facilities.

"Indenture" means the bond indenture, fiscal agent agreement, trust agreement, resolution or other instrument pursuant to which Bonds are issued, as modified, amended, and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Independent Price Point Study" means a price point study or letter updating a previous price point study prepared by a Price Point Consultant pursuant to Section D.5 herein. The Independent Price Point Study shall analyze Residential Units with similar density, lot sizes, square footage ranges, and product type as the Residential Units included in Improvement Area No. 1.

"Land Use Category" means the categories of land use identified in Table 1 in Section C below.

"Land Use Change" means a proposed or approved change to the Expected Land Uses in Improvement Area No. 1 after CFD Formation.

"Market Rate Unit" means a Residential Unit that is not an Affordable Housing Unit.

"**Maximum Special Tax"** means the greatest amount of Special Tax that can be levied on a Parcel of Taxable Property in any Fiscal Year, as determined in accordance with Sections C and D below.

"Multi-Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a building permit or use permit has been issued or is expected to be issued for construction of a residential structure with two or more Residential Units that share a single Assessor's Parcel number, are offered for rent to the general public, and cannot be purchased by individual homebuyers.

"Non-Residential Property" means all Assessor's Parcels of Taxable Property for which a Building Permit was or is expected to be issued for an office, commercial, retail, industrial or mixed-use building, as determined by the Administrator.

"Non-Residential Square Footage" and **"Non-Residential Square Foot"** means the net saleable or leasable square footage used by or designated for non-residential uses within a building as reflected on the condominium plan, site plan, Building Permit, or other such document. If a structure on a Parcel of Non-Residential Property includes Residential Units, such Residential Units shall be categorized and taxed as Residential Property, and the square footage of such Residential Units shall not be counted as Non-Residential Square Footage for purposes of determining the Maximum Special Tax pursuant to Section C below. Non-Residential Square Foot means one square foot within Non-Residential Square Footage.

"Owners Association" means a homeowners association or property owners association that provides services to, and collects assessments, fees, dues, or charges from, property within Improvement Area No. 1.

"Owners Association Property" means any property within the boundaries of Improvement Area No. 1 that is owned in fee or by easement by the Owners Association, not including any such property that is located directly under a residential structure.

"Price Point Consultant" means any consultant or firm selected by the Town and/or CMFA that: (a) has substantial experience in performing price point studies for Residential Units within

community facilities districts or otherwise estimating or confirming pricing for Residential Units in community facilities districts; (b) has recognized expertise in analyzing economic and real estate data that relates to the pricing of residential units in community facilities districts; (c) is independent and not under the control of the Town, CMFA or any developer/builder in Improvement Area No. 1; (d) does not have any substantial interest, direct or indirect, with or in: (i) Improvement Area No. 1, (ii) the Town, (iii) CMFA, or (iv) any owner of real property in Improvement Area No. 1; and (e) is not connected with CMFA or the Town as an officer or employee thereof, but who may be regularly retained to make reports to CMFA or the Town.

"Proportionately" means, for each Development Class, that the ratio of the actual Special Tax levied in any Fiscal Year to the Maximum Special Tax authorized to be levied in that Fiscal Year is equal for all parcels assigned to the Development Class.

"Public Property" means any property within the boundaries of Improvement Area No. 1 that is owned by the Town, federal government, State of California or other public agency.

"Required Coverage" means the amount by which the Expected Maximum Special Tax Revenues must exceed the Bond debt service and priority Administrative Expenses (if any), as set forth in the Indenture, Certificate of Special Tax Consultant, or other formation or bond document that sets forth the minimum required debt service coverage.

"Residential Property" means, collectively, Single Family Property and Multi-Family Property. If a building includes both Residential Units and Non-Residential Square Footage, the Residential Units within the building shall be categorized as Residential Property for purposes of this RMA.

"Residential Unit" means an SFD Unit or an individual residential unit within a duplex, halfplex, triplex, fourplex, townhome, live/work or condominium structure, or apartment building. An Accessory Unit that shares a Parcel with an SFD Unit shall not be considered a Residential Unit for purposes of levying the Special Tax.

"RMA" means this Rate and Method of Apportionment of Special Tax.

"SFD Lot" means an individual residential lot, identified and numbered on a recorded Final Map, on which a Building Permit has been or is permitted to be issued for construction of an SFD Unit without further subdivision of the lot and for which no further subdivision of the lot is anticipated pursuant to an approved Tentative Map.

"SFD Unit" means a Residential Unit that does not share a common wall with another Residential Unit.

"Single Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for: (i) construction of an SFD Unit, or (ii) construction of a residential structure consisting of two or more Residential Units that share common walls, have separate Assessor's Parcel numbers assigned to them (except for a duplex unit, which may share an Assessor's Parcel with another duplex unit), and may be purchased by individual homebuyers (which shall still be the case even if the Residential Units are purchased and subsequently offered for rent by the owners of the Residential Units), including such

residential structures that meet the statutory definition of a condominium contained in Civil Code Section 1351.

"Special Tax" means a special tax levied in any Fiscal Year to pay the Special Tax Requirement.

"Square Footage Category" means one of the three different categories of Single Family Property for which a Special Tax amount is set forth in Table 1 in Section C below.

"Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on the Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments on the Bonds; (iii) replenish reserve funds created for the Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; and (vi) pay directly for Authorized Facilities, so long as such levy under this clause (vi) does not increase the Special Tax levied on Final Map Property and Undeveloped Property. The amounts referred to in clauses (i) and (ii) of the definition of Special Tax Requirement may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of CMFA, proceeds received by the CFD from the collection of penalties associated with delinquent Special Taxes; and (c) any other revenues available to pay such costs, each as determined in the sole discretion of CMFA.

"Taxable Owners Association Property" means, in any Fiscal Year after the First Bond Sale, any Parcel of Owners Association Property that satisfies all three of the following conditions: (i) the Parcel had not been Owners Association Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Owners Association Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Owners Association Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Taxable Property" means all of the Parcels within the boundaries of Improvement Area No. 1 that are not exempt from the Special Tax pursuant to law or Section G below.

"Taxable Public Property" means in any Fiscal Year after the First Bond Sale, any Parcel of Public Property that satisfies all three of the following conditions: (i) the Parcel had not been Public Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Public Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Public Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Tentative Map" means a tentative map or substantial conformance exhibit for property in the CFD, including any adjustments or amendments thereto.

"Total Tax Burden" means, for any Square Footage Category, the Special Tax for such Square Footage Category, together with ad valorem property taxes, special assessments, special taxes for any overlapping community facilities districts, and any other taxes, fees and charges which would be collected by the County on property tax bills for a Residential Unit with an assessed value equal to the Average Sales Price, and which are payable from and secured by the property assuming such Residential Unit had been completed, sold, and subject to such levies and impositions, excluding service charges such as sewer and trash, and voluntary assessments such as those associated with a Property Assessed Clean Energy program.

"Town" means the Town of Truckee.

"Undeveloped Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Final Map Property, Developed Property, Taxable Owners Association Property, or Taxable Public Property, as defined herein.

B. DATA FOR ADMINISTRATION OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall: (i) assign each Parcel of Taxable Property to the appropriate Development Class, (ii) for Developed Property, categorize each Parcel as Single Family Property, Multi-Family Property, or Non-Residential Property, (iii) for Single Family Property, determine the Square Footage Category for each Residential Unit and whether each Residential Unit is an Affordable Housing Unit or a Market Rate Unit, (iv) for Single Family Property with attached units and for Multi-Family Property, determine the number of Affordable Housing Units and/or Market Rate Units on each Parcel, (v) for Non-Residential Property, determine the Non-Residential Square Footage on each Parcel, and (vi) determine the Special Tax Requirement for the Fiscal Year. In addition, the Administrator shall, on an ongoing basis, monitor the Tentative Map, Final Maps, and Building Permits to determine if there are any proposed Land Use Changes that would change the Expected Maximum Special Tax Revenues. If the Expected Maximum Special Tax Revenues will be revised pursuant to a proposed Land Use Change, the Administrator shall apply the steps set forth in Section D below.

In any Fiscal Year, if it is determined that: (i) a parcel map for property in Improvement Area No. 1 was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created parcels into the then current tax roll), (ii) because of the date the parcel map was recorded, the Assessor does not yet recognize the new parcels created by the parcel map, and (iii) one or more of the newly-created parcels is in a different Development Class than other parcels created by the subdivision, the Administrator shall calculate the Special Taxes for the property affected by recordation of the parcel map by determining the Special Taxes that apply separately to the property within each Development Class, then applying the sum of the individual Special Taxes to the Parcel that was subdivided by recordation of the parcel map.

C. MAXIMUM SPECIAL TAX

1. Developed Property

The Maximum Special Tax for a Parcel of Developed Property is the greater of (i) the Base Special Tax set forth in Table 1 below, or, (ii) the Maximum Special Tax determined pursuant to Section D.

Table 1
Base Special Tax
Developed Property

Land Use Category	Square Footage Category	Base Special Tax Fiscal Year 2019-20 *
Single Family Property	Greater than 1,800 square feet	$2,700 per Residential Unit
Single Family Property	1,500 – 1,800 square feet	$2,300 per Residential Unit
Single Family Property	Less than 1,500 square feet	$1,700 per Residential Unit
Multi-Family Property	N/A	$13,817 per Acre
Non-Residential Property	N/A	$0.75 per Non-Residential Square Foot

* On July 1, 2020, and on each July 1 thereafter, all figures shown in Table 1 above shall be increased by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

2. Final Map Property

The Maximum Special Tax for Final Map Property is $13,817 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

3. Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property

The Maximum Special Tax for Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property is $13,817 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

D. CHANGES TO THE MAXIMUM SPECIAL TAX

1. Land Use Changes

The Expected Maximum Special Tax Revenues shown in Attachment 1 were originally calculated based on the Expected Land Uses at CFD Formation. Attachment 1 is subject to modification upon the occurrence of Land Use Changes, as described below. The

Administrator shall review all Land Use Changes and compare the revised land uses to the Expected Land Uses to evaluate the impact on the Expected Maximum Special Tax Revenues.

Prior to the First Bond Sale, if a Land Use Change is proposed or identified that will result in a change in the Expected Maximum Special Tax Revenues, no action will be needed pursuant to this Section D. Upon approval of the Land Use Change, the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

After the First Bond Sale, if a Land Use Change is proposed or identified, Steps 1 through 3 must be applied:

Step 1: By reference to Attachment 1 (which shall be updated by the Administrator each time a Land Use Change has been processed according to this Section D or a partial prepayment has been made), the Administrator shall identify the Expected Maximum Special Tax Revenues prior to the Land Use Change.

Step 2: The Administrator shall calculate the Expected Maximum Special Tax Revenues that could be collected from Taxable Property in the CFD after the Land Use Change based on application of the Base Special Taxes from Table 1.

Step 3: If the revenues calculated in Step 2 are (i) higher than those determined in Step 1 or (ii) less than those calculated in Step 1, but the reduction in Expected Maximum Special Tax Revenues does not reduce debt service coverage on outstanding Bonds below Required Coverage, no further action is needed, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

If the revenues calculated in Step 2 are less than those calculated in Step 1, and the Administrator determines that the reduction in Expected Maximum Special Tax Revenues would reduce debt service coverage on outstanding Bonds below the Required Coverage, one of the following shall occur:

3.a. The landowner requesting the Land Use Change (the "Requesting Landowner") may make a prepayment in an amount that will ensure that the reduced Expected Maximum Special Tax Revenues are sufficient to provide Required Coverage, as determined pursuant to Section H below. If the Requesting Landowner notifies the Administrator that he/she would like to remedy the reduction by making a prepayment, such prepayment must be made by the earlier of (i) 30 days from the date of delivery of the prepayment estimate or (ii) the date of issuance of any Building Permits for any Parcel owned by the Requesting Landowner that was Final Map Property or Undeveloped Property at the time the Administrator prepared the prepayment estimate, **or**

3.b. If a prepayment is not received by the due date specified above, the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the area affected by the Land Use Change (as determined

by the Administrator) shall be increased proportionately until the Expected Maximum Special Tax Revenues are sufficient to maintain Required Coverage.

If multiple Land Use Changes are proposed simultaneously by a single landowner (which may include approval of multiple Final Maps at one time), and the landowner requests that the impact of two or more of the Land Use Changes be considered together, the Administrator shall consider the combined effect of the Land Use Changes to determine if there is a reduction in Expected Maximum Special Tax Revenues. If there is a reduction that would reduce debt service coverage below the Required Coverage, and no prepayment has been received, then the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the areas affected by the Land Use Changes (as determined by the Administrator) shall be increased proportionately until the aggregate amount that can be levied within such areas is equal to the amount that could have been levied prior to the proposed Land Use Changes. If Land Use Changes are proposed simultaneously by multiple landowners, or if an individual landowner proposing multiple Land Use Changes does not request that such Land Use Changes be considered together, the Administrator shall consider the proposed Land Use Changes individually.

Notwithstanding the foregoing, once a certificate of occupancy has been issued for a Residential Unit on a Parcel, the Maximum Special Tax for the Parcel cannot be increased because of subsequent Land Use Changes that may occur within the area in which the Parcel is located.

The duties imposed on the Administrator pursuant to this Section D to review Land Use Changes, and to review Final Maps and make certain calculations, are intended only to facilitate the administration of the Special Tax and to better assure the sufficiency of tax capacity to pay debt service on Bonds. Such duties are not intended to give any developer, subdivider, or owner of property the right to receive notice of the potential impact of Land Use Changes on the Special Tax applicable to a Parcel; and each developer, subdivider, or owner of property whose property is the subject of a Land Use Change shall be responsible for understanding the impact thereof on the Special Tax applicable to such property.

2. Affordable Housing Units

If, prior to the First Bond Sale, the Administrator is notified that Affordable Housing Units are expected within Improvement Area No. 1, the Administrator shall coordinate with the Town and the developer/builder to identify the size and number of such units, and the Expected Land Uses and Expected Maximum Special Tax Revenues in Attachment 1 shall be updated to reflect the inclusion of Affordable Housing Units that will be exempt from the Special Tax. Once such Affordable Housing Units are built, the units will be exempt from the Special Tax unless and until the deed restriction that qualified the unit as an Affordable Housing Unit is removed.

If, after the First Bond Sale, Affordable Housing Units are built within Improvement Area No. 1, such units will be taxed as if they are Market Rate Units unless and until a prepayment is made, pursuant to Section H below, to reduce or release the Special Tax lien on the Parcel.

3. Partial Prepayments

If a Parcel makes a partial prepayment pursuant to Section H below, the Administrator shall recalculate the Maximum Special Tax for the Parcel pursuant to Section H.2. In addition, the

Administrator shall update Attachment 1 to reflect the prepayment and the revised Expected Maximum Special Tax Revenues for Improvement Area No. 1. After the prepayment has been received, the application of Sections D, E, and H of this RMA shall be based on the adjusted Expected Maximum Special Tax Revenues after the prepayment.

4. Conversion of a Parcel of Public Property to Private Use

If, in any Fiscal Year, a Parcel of Public Property is converted to private use, such Parcel shall be subject to the levy of the Special Tax. The Maximum Special Tax for each such Parcel shall be determined based on the applicable Base Special Tax for the Parcel, as determined by the Administrator.

5. Reduction in Maximum Special Tax Prior to First Bond Sale

The Special Taxes set forth in Table 1 may be proportionately or disproportionately reduced once prior to the First Bond Sale. Such reduction shall be made without a vote of the qualified Improvement Area No. 1 electors following discussion with the developers/builders and a determination by the Town and CMFA that the Total Tax Burden on one or more of the Square Footage Categories may, without a reduction, exceed a Total Tax Burden of 1.80% of the Average Sales Price for the Square Footage Category. Based on the estimated Average Sales Price that the Town and CMFA determine to be appropriate for each Square Footage Category (which may be determined pursuant to an Independent Price Point Study), the Administrator shall reduce the Special Tax to the point at which the Total Tax Burden is estimated to equal 1.80% of the Average Sales Price for each Square Footage Category. Any such reduction shall occur at least 30 days prior to the First Bond Sale. The Special Tax reductions permitted pursuant to this paragraph shall be reflected in an Amended Notice of Special Tax Lien, which the Administrator shall cause to be recorded.

E. METHOD OF LEVY OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall determine the Special Tax Requirement to be collected in that Fiscal Year. A Special Tax shall then be levied according to the following steps:

Step 1: The Special Tax shall be levied Proportionately on each Parcel of Developed Property up to 100% of the Maximum Special Tax for each Parcel of Developed Property until the amount levied is equal to the Special Tax Requirement prior to applying any Capitalized Interest that is available in the CFD accounts.

Step 2: If additional revenue is needed after Step 1 in order to meet the Special Tax Requirement after Capitalized Interest has been applied to reduce the Special Tax Requirement, the Special Tax shall be levied Proportionately on each Parcel of Final Map Property up to 100% of the Maximum Special Tax for each Parcel of Final Map Property until the amount levied is equal to the Special Tax Requirement.

Step 3: If additional revenue is needed after Step 2, the Special Tax shall be levied Proportionately on each Parcel of Undeveloped Property up to 100% of the

Maximum Special Tax for each Parcel of Undeveloped Property until the amount levied is equal to the Special Tax Requirement.

Step 4: If additional revenue is needed after Step 3, the Special Tax shall be levied Proportionately on each Parcel of Taxable Owners Association Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Owners Association Property until the amount levied is equal to the Special Tax Requirement.

Step 5: If additional revenue is needed after Step 4, the Special Tax shall be levied Proportionately on each Parcel of Taxable Public Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Public Property until the amount levied is equal to the Special Tax Requirement.

F. <u>MANNER OF COLLECTION OF SPECIAL TAX</u>

The Special Tax shall be collected in the same manner and at the same time as ordinary ad valorem property taxes, provided, however, that prepayments are permitted as set forth in Section H below and provided further that CMFA may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods.

The Special Tax shall be levied and collected until principal and interest on Bonds have been repaid. However, in no event shall Special Taxes be levied after Fiscal Year 2055-56. Under no circumstances may the Special Tax on a Parcel of Developed Property in residential use be increased in any Fiscal Year as a consequence of delinquency or default in payment of the Special Tax levied on another Parcel or Parcels by more than ten percent (10%) above the amount that would have been levied in that Fiscal Year had there never been any such delinquencies or defaults.

G. <u>EXEMPTIONS</u>

Notwithstanding any other provision of this RMA, no Special Tax shall be levied in any Fiscal Year on the following:

(1) Public Property, except Taxable Public Property.

(2) Owners Association Property, except Taxable Owners Association Property.

(3) Parcels that are owned by a public utility for an unmanned facility.

(4) Parcels that are subject to an easement that precludes any other use on the Parcel.

(5) Parcels that have fully prepaid the Special Tax obligation assigned to the Parcel pursuant to the formula set forth in Section H below.

(6) Affordable Housing Units, except as otherwise provided in Section D.2 above.

H. PREPAYMENTS

The following definitions apply to this Section H:

> **"Outstanding Bonds"** means all Previously Issued Bonds which remain outstanding, with the following exception: if a Special Tax has been levied against, or already paid by, an Assessor's Parcel making a prepayment, and a portion of the Special Tax will be used to pay a portion of the next principal payment on the Bonds that remain outstanding (as determined by the Administrator), that next principal payment shall be subtracted from the total Bond principal that remains outstanding, and the difference shall be used as the amount of Outstanding Bonds for purposes of this prepayment formula.
>
> **"Previously Issued Bonds"** means all Bonds that have been issued prior to the date of prepayment.
>
> **"Public Facilities Requirement"** means either $2.55 million in 2019 dollars, which shall increase on January 1, 2020, and on each January 1 thereafter by 2% of the amount in effect in the prior year, or such other number as shall be determined by CMFA as sufficient to fund improvements that are authorized to be funded by the CFD. The Public Facilities Requirements shown above may be adjusted if property annexes into Improvement Area No. 1 or there is an adjustment to the Expected Maximum Special Tax Revenues due to a Land Use Change; at no time shall the Public Facilities Requirement exceed the amount of public improvement costs that can be funded by the Expected Maximum Special Tax Revenues, as determined by the Administrator.
>
> **"Remaining Facilities Costs"** means the Public Facilities Requirement minus public facility costs funded by Previously Issued Bonds, developer equity and any other source of funding.

1. Full Prepayment

The Special Tax obligation applicable to a Parcel in Improvement Area No. 1 may be prepaid and the obligation of the Parcel to pay the Special Tax permanently satisfied as described herein, provided that a prepayment may be made only if there are no delinquent Special Taxes with respect to such Parcel at the time of prepayment. An owner of a Parcel intending to prepay the Special Tax obligation shall provide CMFA with written notice of intent to prepay. Within 30 days of receipt of such written notice, CMFA or its designee shall notify such owner of the prepayment amount for such Parcel. Prepayment must be made not less than 60 days prior to any redemption date for Bonds to be redeemed with the proceeds of such prepaid Special Taxes. The Prepayment Amount shall be calculated as follows (capitalized terms as defined below):

Bond Redemption Amount	
plus	Remaining Facilities Amount
plus	Redemption Premium
plus	Defeasance Requirement
plus	Administrative Fees and Expenses
<u>less</u>	<u>Reserve Fund Credit</u>
equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be determined by application of the following steps:

Step 1. Compute the amount that could be collected from the Parcel prepaying the Special Tax in the Fiscal Year in which prepayment would be received by CMFA by applying the Base Special Tax to the Expected Land Uses for the Parcel. If this Section H is being applied to calculate a prepayment pursuant to Section D above, compute the amount by which the proposed Land Use Change would reduce Expected Maximum Special Tax Revenues below the amount needed for Required Coverage, and use this amount for purposes of this Step 1.

Step 2. Divide the Maximum Special Tax computed pursuant to Step 1 for such Parcel by the total Expected Maximum Special Tax Revenues for all property in Improvement Area No. 1, as shown in Attachment 1 and as adjusted by the Administrator after prepayments or Land Use Changes.

Step 3. Multiply the quotient computed pursuant to Step 2 by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (*the "**Bond Redemption Amount**"*).

Step 4. Compute the current Remaining Facilities Costs (if any).

Step 5. Multiply the quotient computed pursuant to Step 2 by the amount determined pursuant to Step 4 to compute the amount of Remaining Facilities Costs to be prepaid (*the "**Remaining Facilities Amount**"*).

Step 6. Multiply the Bond Redemption Amount computed pursuant to Step 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (*the "**Redemption Premium**"*).

Step 7. Compute the amount needed to pay interest on the Bond Redemption Amount starting with the first Bond interest payment date after which the prepayment will be received until the earliest redemption date for the Outstanding Bonds. However, if Bonds are callable at the first interest payment date after the prepayment has been received, Steps 7, 8 and 9 of this prepayment formula will not apply.

Step 8: Compute the amount of interest CMFA reasonably expects to derive from reinvestment of the Bond Redemption Amount plus the Redemption Premium from the first Bond interest payment date after which the prepayment has been received until the redemption date for the Outstanding Bonds.

Step 9: Subtract the amount computed pursuant to Step 8 from the amount computed pursuant to Step 7 (the ***"Defeasance Requirement"***).

Step 10. The administrative fees and expenses associated with the prepayment will be determined by the Administrator and include the costs of computing the prepayment, redeeming Bonds and recording any notices to evidence the prepayment and the redemption (the "***Administrative Fees and Expenses***").

Step 11. If and to the extent so provided in the Bond indenture, a reserve fund credit shall be calculated as a reduction in the applicable reserve fund for the Outstanding Bonds to be redeemed pursuant to the prepayment (the "***Reserve Fund Credit***").

Step 12. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to Steps 3, 5, 6, 9, and 10, less the amount computed pursuant to Step 11 (the "***Prepayment Amount***").

Step 13. From the Prepayment Amount, the amounts computed pursuant to Steps 3, 6, and 9 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to Step 5 shall be deposited into the Improvement Fund. The amount computed pursuant to Step 10 shall be retained in the account or fund that is established to pay Administrative Expenses.

Once a full prepayment of a Parcel's Special Tax obligation has been received, a Notice of Cancellation of Special Tax Lien shall be recorded against the Parcel to reflect the discharge of the Parcel's obligation to pay the Special Tax. However, a Notice of Cancellation of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

2. Partial Prepayment

A partial prepayment may be made in an amount equal to any percentage of full prepayment desired by the party making a partial prepayment, except that the full amount of Administrative Fees and Expenses determined in Step 10 shall be included in the partial prepayment. The Maximum Special Tax that can be levied on a Parcel after a partial prepayment is made shall be equal to the portion of the Maximum Special Tax that was not prepaid. Once a partial prepayment has been received, an Amended Notice of Special Tax Lien shall be recorded against the Parcel to reflect the reduced Special Tax lien for the Parcel, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues. However, an Amended Notice of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

I. INTERPRETATION OF RMA

Interpretations may be made by Resolution of the Board to interpret, clarify, and/or revise this RMA to correct any inconsistency, vagueness, or ambiguity as it relates to the Special Tax, method of apportionment, classification of properties, or any definition applicable to Improvement Area No. 1 or the CFD, as long as such correction does not materially affect the

levy and collection of Special Taxes. CMFA, upon the request of an owner of land within Improvement Area No. 1 which is not Developed Property or Final Map Property, may also amend this RMA in any manner acceptable to CMFA, by resolution or ordinance following a public hearing, upon the affirmative vote of such owner to such amendment and without the vote of owners of any other land within Improvement Area No. 1, provided such amendment only affects such owner's land. Under no circumstances may such revisions to the RMA decrease the Expected Maximum Special Tax Revenues to a level that will reduce debt service coverage below the Required Coverage.

ATTACHMENT 1

Improvement Area No. 1 of the
California Municipal Finance Authority
Community Facilities District No. 2019-2
(Town of Truckee - Coldstream)

Expected Land Uses and Expected Maximum Special Tax Revenues

Land Use Category	Square Footage Category	Expected Residential Units/ Non-Res. SqFt	Base Special Tax Fiscal Year 2019-20 *	Expected Maximum Special Tax Revenues *
Single Family Property	> 1,800 square feet	19 Residential Units	$2,700 per Residential Unit	$51,300
Single Family Property	1,500 – 1,800 square feet	24 Residential Units	$2,300 per Residential Unit	$55,200
Single Family Property	< 1,500 square feet	19 Residential Units	$1,700 per Residential Unit	$32,300
Multi- Family Property	N/A	0 Residential Units	$13,817 per Acre	$0
Non-Residential Property	N/A	15,000 Non-Residential Square Feet	$0.75 per Non-Residential Square Foot	$11,250
Expected Maximum Special Tax Revenues (FY 2019-20 $)				**$150,050**

* On July 1, 2020, and each July 1 thereafter, all dollar amounts shown above shall be increased by 2% of the amount in effect in the prior Fiscal Year.

ATTACHMENT 2

Improvement Area No. 1 of the
California Municipal Finance Authority
Community Facilities District No. 2019-2
(Town of Truckee - Coldstream)

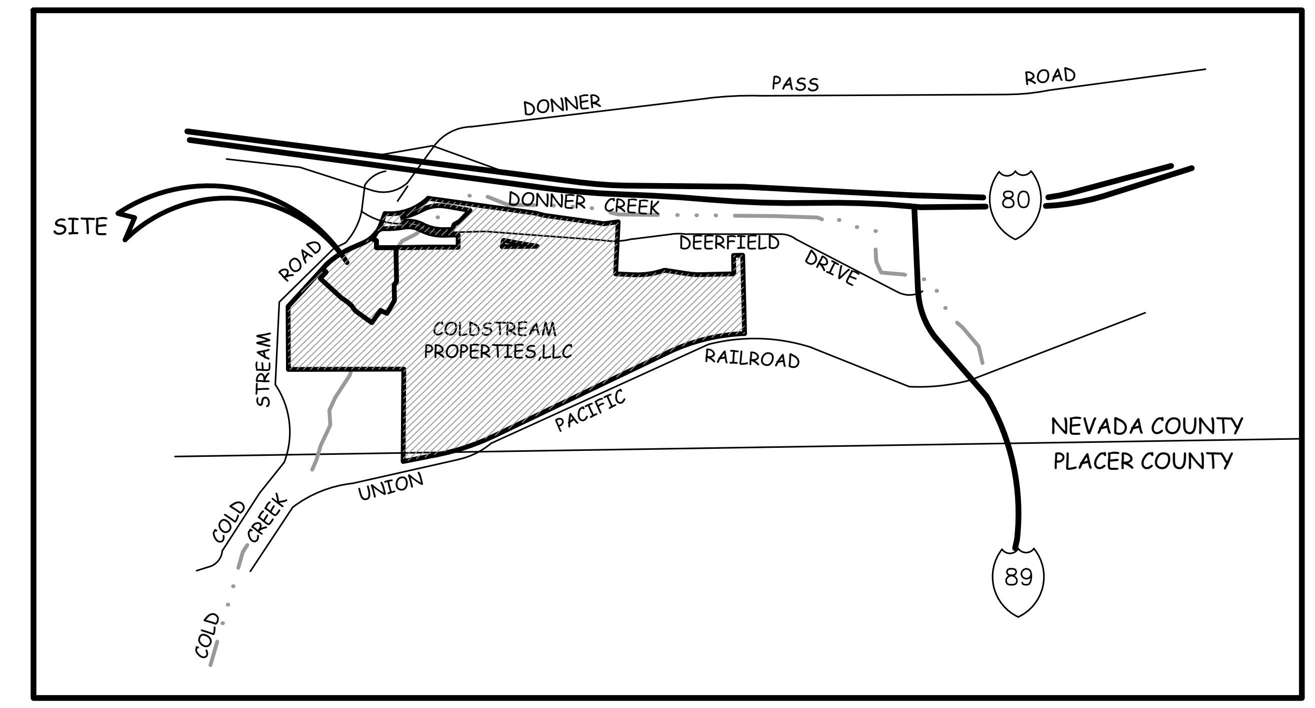
Expected Lot Layout in Improvement Area No. 1

ATTACHMENT 2

TOWN OF TRUCKEE, COUNTY OF NEVADA, CALIFORNIA

JULY, 2019

SCALE 1"=80'



VICINITY MAP

N.T.S.

SCO Planning Engineering & Surveying
140 Litton Drive, Suite 240
Grass Valley, CA 95945
T 530.272.5841 / F 530.272.5880
www.scopeinc.net

SHEET 1 OF 1

EXHIBIT B

IMPROVEMENT AREA NO. 2 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2019-2
(TOWN OF TRUCKEE - COLDSTREAM)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

A Special Tax applicable to each Assessor's Parcel in Improvement Area No. 2 of the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream) shall be levied and collected according to the tax liability determined by the Board through the application of the appropriate amount or rate for Taxable Property, as described below. All of the property in Improvement Area No. 2, unless exempted by law or by the provisions of Section G below, shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to the CFD unless a separate Rate and Method of Apportionment is adopted for the annexation area.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Accessory Unit" means a second residential unit of limited size (e.g., granny cottage, second unit) that shares a Parcel with a single-family detached unit.

"Acre" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable Final Map or other parcel map recorded at the County Recorder's Office.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of CMFA in carrying out its duties with respect to Improvement Area No. 2, the CFD and the Bonds, including, but not limited to, the levy and collection of Special Taxes, the fees and expenses of its counsel, charges levied by the County in connection with the levy and collection of Special Taxes, costs related to property owner inquiries regarding the Special Tax, costs associated with appeals or requests for interpretation associated with the Special Tax and this RMA, amounts needed to pay rebate to the federal government with respect to Bonds, costs associated with complying with continuing disclosure requirements for CMFA and any major property owners or other obligated parties, costs associated with foreclosure and collection of delinquent Special Taxes, and all other costs and expenses of CMFA and County in any way related to the establishment or administration of Improvement Area No. 2 and the CFD.

“Administrator” shall mean the person or firm designated by CMFA to administer the Special Tax according to this RMA.

“Affordable Housing Unit” means any Residential Unit on a Parcel of Residential Property for which a deed restriction has been recorded on title of the property that limits the rental rate or sales price or otherwise restricts the affordability of the Residential Unit or income of its occupants. It is incumbent upon the builder, developer, or property owner to make the Administrator aware of such deed restriction.

“Assessor’s Parcel” or **“Parcel”** means a lot or parcel shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel number.

“Assessor’s Parcel Map” means an official map of the County Assessor designating Parcels by Assessor’s Parcel number.

“Authorized Facilities” means the public facilities authorized to be financed, in whole or in part, by the CFD.

“Average Sales Price” means, for any Square Footage Category, the average sales price for all Residential Units within such Square Footage Category based on consideration of: (i) the average sales prices for all Residential Units that have sold within the CFD in the past 6 months, which shall not include prices for Residential Units that were sold at a discount for the purpose of stimulating initial sales activity, and (ii) for Residential Units that are expected to sell in a normal marketing environment, the average sales price within such Square Footage Category, as estimated by the Town and CMFA after coordination with developers and builders that are building Residential Units within the CFD.

“Base Special Tax” means, for any Land Use Category, the applicable Special Tax initially identified in Table 1 in Section C, as may be adjusted pursuant to Section D.

“Board” means the Board of Directors of CMFA.

“Bonds” means bonds or other debt (as defined in the Act), whether in one or more series, secured by the Special Tax and issued or assumed by or for Improvement Area No. 2 to fund Authorized Facilities.

“Building Permit” means a single permit or set of permits required to construct a residential or mixed-use structure. If a permit is issued for a foundation, parking, landscaping or other related facility or amenity, but a building permit has not yet been issued for the structure served by these facilities or amenities, such permit shall not be considered a “Building Permit” for purposes of application of the Special Tax herein.

“Capitalized Interest” means funds in any capitalized interest account available to pay debt service on Bonds.

“CFD” means the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream).

"CFD Formation" means the date on which the Resolution of Formation to form the CFD and designate Improvement Area No. 2 was adopted by the Board.

"CMFA" means the California Municipal Finance Authority.

"County" means the County of Nevada.

"Developed Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Taxable Owners Association Property or Taxable Public Property for which a Building Permit for new construction was issued prior to June 30 of the preceding Fiscal Year.

"Development Class" means, individually, Developed Property, Final Map Property, Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property.

"Expected Land Uses" means the number of, and Square Footage Category assignment for, Residential Units and the amount of Non-Residential Square Footage expected within Improvement Area No. 2 at CFD Formation, as identified in Attachments 1 and 2 of this RMA. Pursuant to Section D of this RMA, the Administrator shall update Attachment 1 each time there is a Land Use Change or a prepayment.

"Expected Maximum Special Tax Revenues" means the aggregate Special Tax that can be levied based on application of the Base Special Tax to the Expected Land Uses. The Expected Maximum Special Tax Revenues at CFD Formation are shown in Attachment 1 and may be revised pursuant to Section D below.

"Final Map" means a final map, or portion thereof, approved by the Town or County pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq*) that creates SFD Lots. The term "Final Map" shall not include any large-lot subdivision map, Assessor's Parcel Map, or subdivision map or portion thereof, that does not create SFD Lots, including Assessor's Parcels that are designated as remainder parcels.

"Final Map Property" means, in any Fiscal Year, all SFD Lots created within Final Maps that had recorded prior to June 30 of the preceding Fiscal Year and which have not yet become Developed Property.

"First Bond Sale" means issuance of the first series of Bonds secured, in whole or in part, by Special Taxes levied and collected from Parcels of Taxable Property in Improvement Area No. 2.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Improvement Area No. 2" means Improvement Area No. 2 of the CFD.

"Improvement Fund" means the account (regardless of its name) identified in the Indenture to hold funds that are available for expenditure to acquire or construct Authorized Facilities.

"Indenture" means the bond indenture, fiscal agent agreement, trust agreement, resolution or other instrument pursuant to which Bonds are issued, as modified, amended, and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Independent Price Point Study" means a price point study or letter updating a previous price point study prepared by a Price Point Consultant pursuant to Section D.5 herein. The Independent Price Point Study shall analyze Residential Units with similar density, lot sizes, square footage ranges, and product type as the Residential Units included in Improvement Area No. 2.

"Land Use Category" means the categories of land use identified in Table 1 in Section C below.

"Land Use Change" means a proposed or approved change to the Expected Land Uses in Improvement Area No. 2 after CFD Formation.

"Market Rate Unit" means a Residential Unit that is not an Affordable Housing Unit.

"**Maximum Special Tax"** means the greatest amount of Special Tax that can be levied on a Parcel of Taxable Property in any Fiscal Year, as determined in accordance with Sections C and D below.

"Multi-Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a building permit or use permit has been issued or is expected to be issued for construction of a residential structure with two or more Residential Units that share a single Assessor's Parcel number, are offered for rent to the general public, and cannot be purchased by individual homebuyers.

"Non-Residential Property" means all Assessor's Parcels of Taxable Property for which a Building Permit was or is expected to be issued for an office, commercial, retail, industrial or mixed-use building, as determined by the Administrator.

"Non-Residential Square Footage" and **"Non-Residential Square Foot"** means the net saleable or leasable square footage used by or designated for non-residential uses within a building as reflected on the condominium plan, site plan, Building Permit, or other such document. If a structure on a Parcel of Non-Residential Property includes Residential Units, such Residential Units shall be categorized and taxed as Residential Property, and the square footage of such Residential Units shall not be counted as Non-Residential Square Footage for purposes of determining the Maximum Special Tax pursuant to Section C below. Non-Residential Square Foot means one square foot within Non-Residential Square Footage.

"Owners Association" means a homeowners association or property owners association that provides services to, and collects assessments, fees, dues, or charges from, property within Improvement Area No. 2.

"Owners Association Property" means any property within the boundaries of Improvement Area No. 2 that is owned in fee or by easement by the Owners Association, not including any such property that is located directly under a residential structure.

"Price Point Consultant" means any consultant or firm selected by the Town and/or CMFA that: (a) has substantial experience in performing price point studies for Residential Units within

community facilities districts or otherwise estimating or confirming pricing for Residential Units in community facilities districts; (b) has recognized expertise in analyzing economic and real estate data that relates to the pricing of residential units in community facilities districts; (c) is independent and not under the control of the Town, CMFA or any developer/builder in Improvement Area No. 2; (d) does not have any substantial interest, direct or indirect, with or in: (i) Improvement Area No. 2, (ii) the Town, (iii) CMFA, or (iv) any owner of real property in Improvement Area No. 2; and (e) is not connected with CMFA or the Town as an officer or employee thereof, but who may be regularly retained to make reports to CMFA or the Town.

"Proportionately" means, for each Development Class, that the ratio of the actual Special Tax levied in any Fiscal Year to the Maximum Special Tax authorized to be levied in that Fiscal Year is equal for all parcels assigned to the Development Class.

"Public Property" means any property within the boundaries of Improvement Area No. 2 that is owned by the Town, federal government, State of California or other public agency.

"Required Coverage" means the amount by which the Expected Maximum Special Tax Revenues must exceed the Bond debt service and priority Administrative Expenses (if any), as set forth in the Indenture, Certificate of Special Tax Consultant, or other formation or bond document that sets forth the minimum required debt service coverage.

"Residential Property" means, collectively, Single Family Property and Multi-Family Property. If a building includes both Residential Units and Non-Residential Square Footage, the Residential Units within the building shall be categorized as Residential Property for purposes of this RMA.

"Residential Unit" means an SFD Unit or an individual residential unit within a duplex, halfplex, triplex, fourplex, townhome, live/work or condominium structure, or apartment building. An Accessory Unit that shares a Parcel with an SFD Unit shall not be considered a Residential Unit for purposes of levying the Special Tax.

"RMA" means this Rate and Method of Apportionment of Special Tax.

"SFD Lot" means an individual residential lot, identified and numbered on a recorded Final Map, on which a Building Permit has been or is permitted to be issued for construction of an SFD Unit without further subdivision of the lot and for which no further subdivision of the lot is anticipated pursuant to an approved Tentative Map.

"SFD Unit" means a Residential Unit that does not share a common wall with another Residential Unit.

"Single Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for: (i) construction of an SFD Unit, or (ii) construction of a residential structure consisting of two or more Residential Units that share common walls, have separate Assessor's Parcel numbers assigned to them (except for a duplex unit, which may share an Assessor's Parcel with another duplex unit), and may be purchased by individual homebuyers (which shall still be the case even if the Residential Units are purchased and subsequently offered for rent by the owners of the Residential Units), including such

residential structures that meet the statutory definition of a condominium contained in Civil Code Section 1351.

"Special Tax" means a special tax levied in any Fiscal Year to pay the Special Tax Requirement.

"Square Footage Category" means one of the three different categories of Single Family Property for which a Special Tax amount is set forth in Table 1 in Section C below.

"Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on the Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments on the Bonds; (iii) replenish reserve funds created for the Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; and (vi) pay directly for Authorized Facilities, so long as such levy under this clause (vi) does not increase the Special Tax levied on Final Map Property and Undeveloped Property. The amounts referred to in clauses (i) and (ii) of the definition of Special Tax Requirement may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of CMFA, proceeds received by the CFD from the collection of penalties associated with delinquent Special Taxes; and (c) any other revenues available to pay such costs, each as determined in the sole discretion of CMFA.

"Taxable Owners Association Property" means, in any Fiscal Year after the First Bond Sale, any Parcel of Owners Association Property that satisfies all three of the following conditions: (i) the Parcel had not been Owners Association Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Owners Association Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Owners Association Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Taxable Property" means all of the Parcels within the boundaries of Improvement Area No. 2 that are not exempt from the Special Tax pursuant to law or Section G below.

"Taxable Public Property" means in any Fiscal Year after the First Bond Sale, any Parcel of Public Property that satisfies all three of the following conditions: (i) the Parcel had not been Public Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Public Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Public Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Tentative Map" means a tentative map or substantial conformance exhibit for property in the CFD, including any adjustments or amendments thereto.

"Total Tax Burden" means, for any Square Footage Category, the Special Tax for such Square Footage Category, together with ad valorem property taxes, special assessments, special taxes for any overlapping community facilities districts, and any other taxes, fees and charges which would be collected by the County on property tax bills for a Residential Unit with an assessed value equal to the Average Sales Price, and which are payable from and secured by the property assuming such Residential Unit had been completed, sold, and subject to such levies and impositions, excluding service charges such as sewer and trash, and voluntary assessments such as those associated with a Property Assessed Clean Energy program.

"Town" means the Town of Truckee.

"Undeveloped Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Final Map Property, Developed Property, Taxable Owners Association Property, or Taxable Public Property, as defined herein.

B. DATA FOR ADMINISTRATION OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall: (i) assign each Parcel of Taxable Property to the appropriate Development Class, (ii) for Developed Property, categorize each Parcel as Single Family Property, Multi-Family Property, or Non-Residential Property, (iii) for Single Family Property, determine the Square Footage Category for each Residential Unit and whether each Residential Unit is an Affordable Housing Unit or a Market Rate Unit, (iv) for Single Family Property with attached units and for Multi-Family Property, determine the number of Affordable Housing Units and/or Market Rate Units on each Parcel, (v) for Non-Residential Property, determine the Non-Residential Square Footage on each Parcel, and (vi) determine the Special Tax Requirement for the Fiscal Year. In addition, the Administrator shall, on an ongoing basis, monitor the Tentative Map, Final Maps, and Building Permits to determine if there are any proposed Land Use Changes that would change the Expected Maximum Special Tax Revenues. If the Expected Maximum Special Tax Revenues will be revised pursuant to a proposed Land Use Change, the Administrator shall apply the steps set forth in Section D below.

In any Fiscal Year, if it is determined that: (i) a parcel map for property in Improvement Area No. 2 was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created parcels into the then current tax roll), (ii) because of the date the parcel map was recorded, the Assessor does not yet recognize the new parcels created by the parcel map, and (iii) one or more of the newly-created parcels is in a different Development Class than other parcels created by the subdivision, the Administrator shall calculate the Special Taxes for the property affected by recordation of the parcel map by determining the Special Taxes that apply separately to the property within each Development Class, then applying the sum of the individual Special Taxes to the Parcel that was subdivided by recordation of the parcel map.

C. MAXIMUM SPECIAL TAX

1. Developed Property

The Maximum Special Tax for a Parcel of Developed Property is the greater of (i) the Base Special Tax set forth in Table 1 below, or, (ii) the Maximum Special Tax determined pursuant to Section D.

Table 1
Base Special Tax
Developed Property

Land Use Category	Square Footage Category	Base Special Tax Fiscal Year 2019-20 *
Single Family Property	Greater than 2,100 square feet	$2,875 per Residential Unit
Single Family Property	1,801 – 2,100 square feet	$2,575 per Residential Unit
Single Family Property	1,500 – 1,800 square feet	$2,275 per Residential Unit
Single Family Property	Less than 1,500 square feet	$1,975 per Residential Unit
Multi-Family Property	N/A	$22,770 per Acre
Non-Residential Property	N/A	$0.75 per Non-Residential Square Foot

* On July 1, 2020, and on each July 1 thereafter, all figures shown in Table 1 above shall be increased by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

2. Final Map Property

The Maximum Special Tax for Final Map Property is $22,770 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

3. Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property

The Maximum Special Tax for Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property is $22,770 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

D. CHANGES TO THE MAXIMUM SPECIAL TAX

1. Land Use Changes

The Expected Maximum Special Tax Revenues shown in Attachment 1 were originally calculated based on the Expected Land Uses at CFD Formation. Attachment 1 is subject to modification upon the occurrence of Land Use Changes, as described below. The Administrator shall review all Land Use Changes and compare the revised land uses to the Expected Land Uses to evaluate the impact on the Expected Maximum Special Tax Revenues.

Prior to the First Bond Sale, if a Land Use Change is proposed or identified that will result in a change in the Expected Maximum Special Tax Revenues, no action will be needed pursuant to this Section D. Upon approval of the Land Use Change, the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

After the First Bond Sale, if a Land Use Change is proposed or identified, Steps 1 through 3 must be applied:

Step 1: By reference to Attachment 1 (which shall be updated by the Administrator each time a Land Use Change has been processed according to this Section D or a partial prepayment has been made), the Administrator shall identify the Expected Maximum Special Tax Revenues prior to the Land Use Change.

Step 2: The Administrator shall calculate the Expected Maximum Special Tax Revenues that could be collected from Taxable Property in the CFD after the Land Use Change based on application of the Base Special Taxes from Table 1.

Step 3: If the revenues calculated in Step 2 are (i) higher than those determined in Step 1 or (ii) less than those calculated in Step 1, but the reduction in Expected Maximum Special Tax Revenues does not reduce debt service coverage on outstanding Bonds below Required Coverage, no further action is needed, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

If the revenues calculated in Step 2 are less than those calculated in Step 1, and the Administrator determines that the reduction in Expected Maximum Special Tax Revenues would reduce debt service coverage on outstanding Bonds below the Required Coverage, one of the following shall occur:

3.a. The landowner requesting the Land Use Change (the "Requesting Landowner") may make a prepayment in an amount that will ensure that the reduced Expected Maximum Special Tax Revenues are sufficient to provide Required Coverage, as determined pursuant to Section H below. If the Requesting Landowner notifies the Administrator that he/she would like to remedy the reduction by making a prepayment, such prepayment must be made by the earlier of (i) 30 days from the date of delivery of the prepayment estimate or (ii) the date of issuance of any Building Permits for any Parcel owned by the Requesting Landowner that was Final Map Property or Undeveloped Property at the time the Administrator prepared the prepayment estimate, **or**

3.b. If a prepayment is not received by the due date specified above, the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the area affected by the Land Use Change (as determined

by the Administrator) shall be increased proportionately until the Expected Maximum Special Tax Revenues are sufficient to maintain Required Coverage.

If multiple Land Use Changes are proposed simultaneously by a single landowner (which may include approval of multiple Final Maps at one time), and the landowner requests that the impact of two or more of the Land Use Changes be considered together, the Administrator shall consider the combined effect of the Land Use Changes to determine if there is a reduction in Expected Maximum Special Tax Revenues. If there is a reduction that would reduce debt service coverage below the Required Coverage, and no prepayment has been received, then the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the areas affected by the Land Use Changes (as determined by the Administrator) shall be increased proportionately until the aggregate amount that can be levied within such areas is equal to the amount that could have been levied prior to the proposed Land Use Changes. If Land Use Changes are proposed simultaneously by multiple landowners, or if an individual landowner proposing multiple Land Use Changes does not request that such Land Use Changes be considered together, the Administrator shall consider the proposed Land Use Changes individually.

Notwithstanding the foregoing, once a certificate of occupancy has been issued for a Residential Unit on a Parcel, the Maximum Special Tax for the Parcel cannot be increased because of subsequent Land Use Changes that may occur within the area in which the Parcel is located.

The duties imposed on the Administrator pursuant to this Section D to review Land Use Changes, and to review Final Maps and make certain calculations, are intended only to facilitate the administration of the Special Tax and to better assure the sufficiency of tax capacity to pay debt service on Bonds. Such duties are not intended to give any developer, subdivider, or owner of property the right to receive notice of the potential impact of Land Use Changes on the Special Tax applicable to a Parcel; and each developer, subdivider, or owner of property whose property is the subject of a Land Use Change shall be responsible for understanding the impact thereof on the Special Tax applicable to such property.

2. Affordable Housing Units

If, prior to the First Bond Sale, the Administrator is notified that Affordable Housing Units are expected within Improvement Area No. 2, the Administrator shall coordinate with the Town and the developer/builder to identify the size and number of such units, and the Expected Land Uses and Expected Maximum Special Tax Revenues in Attachment 1 shall be updated to reflect the inclusion of Affordable Housing Units that will be exempt from the Special Tax. Once such Affordable Housing Units are built, the units will be exempt from the Special Tax unless and until the deed restriction that qualified the unit as an Affordable Housing Unit is removed.

If, after the First Bond Sale, Affordable Housing Units are built within Improvement Area No. 2, such units will be taxed as if they are Market Rate Units unless and until a prepayment is made, pursuant to Section H below, to reduce or release the Special Tax lien on the Parcel.

3. Partial Prepayments

If a Parcel makes a partial prepayment pursuant to Section H below, the Administrator shall recalculate the Maximum Special Tax for the Parcel pursuant to Section H.2. In addition, the

Administrator shall update Attachment 1 to reflect the prepayment and the revised Expected Maximum Special Tax Revenues for Improvement Area No. 2. After the prepayment has been received, the application of Sections D, E, and H of this RMA shall be based on the adjusted Expected Maximum Special Tax Revenues after the prepayment.

4. Conversion of a Parcel of Public Property to Private Use

If, in any Fiscal Year, a Parcel of Public Property is converted to private use, such Parcel shall be subject to the levy of the Special Tax. The Maximum Special Tax for each such Parcel shall be determined based on the applicable Base Special Tax for the Parcel, as determined by the Administrator.

5. Reduction in Maximum Special Tax Prior to First Bond Sale

The Special Taxes set forth in Table 1 may be proportionately or disproportionately reduced once prior to the First Bond Sale. Such reduction shall be made without a vote of the qualified Improvement Area No. 2 electors following discussion with the developers/builders and a determination by the Town and CMFA that the Total Tax Burden on one or more of the Square Footage Categories may, without a reduction, exceed a Total Tax Burden of 1.80% of the Average Sales Price for the Square Footage Category. Based on the estimated Average Sales Price that the Town and CMFA determine to be appropriate for each Square Footage Category (which may be determined pursuant to an Independent Price Point Study), the Administrator shall reduce the Special Tax to the point at which the Total Tax Burden is estimated to equal 1.80% of the Average Sales Price for each Square Footage Category. Any such reduction shall occur at least 30 days prior to the First Bond Sale. The Special Tax reductions permitted pursuant to this paragraph shall be reflected in an Amended Notice of Special Tax Lien, which the Administrator shall cause to be recorded.

E. METHOD OF LEVY OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall determine the Special Tax Requirement to be collected in that Fiscal Year. A Special Tax shall then be levied according to the following steps:

Step 1: The Special Tax shall be levied Proportionately on each Parcel of Developed Property up to 100% of the Maximum Special Tax for each Parcel of Developed Property until the amount levied is equal to the Special Tax Requirement prior to applying any Capitalized Interest that is available in the CFD accounts.

Step 2: If additional revenue is needed after Step 1 in order to meet the Special Tax Requirement after Capitalized Interest has been applied to reduce the Special Tax Requirement, the Special Tax shall be levied Proportionately on each Parcel of Final Map Property up to 100% of the Maximum Special Tax for each Parcel of Final Map Property until the amount levied is equal to the Special Tax Requirement.

Step 3: If additional revenue is needed after Step 2, the Special Tax shall be levied Proportionately on each Parcel of Undeveloped Property up to 100% of the

Maximum Special Tax for each Parcel of Undeveloped Property until the amount levied is equal to the Special Tax Requirement.

Step 4: If additional revenue is needed after Step 3, the Special Tax shall be levied Proportionately on each Parcel of Taxable Owners Association Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Owners Association Property until the amount levied is equal to the Special Tax Requirement.

Step 5: If additional revenue is needed after Step 4, the Special Tax shall be levied Proportionately on each Parcel of Taxable Public Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Public Property until the amount levied is equal to the Special Tax Requirement.

F. MANNER OF COLLECTION OF SPECIAL TAX

The Special Tax shall be collected in the same manner and at the same time as ordinary ad valorem property taxes, provided, however, that prepayments are permitted as set forth in Section H below and provided further that CMFA may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods.

The Special Tax shall be levied and collected until principal and interest on Bonds have been repaid. However, in no event shall Special Taxes be levied after Fiscal Year 2055-56. Under no circumstances may the Special Tax on a Parcel of Developed Property in residential use be increased in any Fiscal Year as a consequence of delinquency or default in payment of the Special Tax levied on another Parcel or Parcels by more than ten percent (10%) above the amount that would have been levied in that Fiscal Year had there never been any such delinquencies or defaults.

G. EXEMPTIONS

Notwithstanding any other provision of this RMA, no Special Tax shall be levied in any Fiscal Year on the following:

(1) Public Property, except Taxable Public Property.

(2) Owners Association Property, except Taxable Owners Association Property.

(3) Parcels that are owned by a public utility for an unmanned facility.

(4) Parcels that are subject to an easement that precludes any other use on the Parcel.

(5) Parcels that have fully prepaid the Special Tax obligation assigned to the Parcel pursuant to the formula set forth in Section H below.

(6) Affordable Housing Units, except as otherwise provided in Section D.2 above.

H. PREPAYMENTS

The following definitions apply to this Section H:

> **"Outstanding Bonds"** means all Previously Issued Bonds which remain outstanding, with the following exception: if a Special Tax has been levied against, or already paid by, an Assessor's Parcel making a prepayment, and a portion of the Special Tax will be used to pay a portion of the next principal payment on the Bonds that remain outstanding (as determined by the Administrator), that next principal payment shall be subtracted from the total Bond principal that remains outstanding, and the difference shall be used as the amount of Outstanding Bonds for purposes of this prepayment formula.
>
> **"Previously Issued Bonds"** means all Bonds that have been issued prior to the date of prepayment.
>
> **"Public Facilities Requirement"** means either $3.7 million in 2019 dollars, which shall increase on January 1, 2020, and on each January 1 thereafter by 2% of the amount in effect in the prior year, or such other number as shall be determined by CMFA as sufficient to fund improvements that are authorized to be funded by the CFD. The Public Facilities Requirements shown above may be adjusted if property annexes into Improvement Area No. 2 or there is an adjustment to the Expected Maximum Special Tax Revenues due to a Land Use Change; at no time shall the Public Facilities Requirement exceed the amount of public improvement costs that can be funded by the Expected Maximum Special Tax Revenues, as determined by the Administrator.
>
> **"Remaining Facilities Costs"** means the Public Facilities Requirement minus public facility costs funded by Previously Issued Bonds, developer equity and any other source of funding.

1. Full Prepayment

The Special Tax obligation applicable to a Parcel in Improvement Area No. 2 may be prepaid and the obligation of the Parcel to pay the Special Tax permanently satisfied as described herein, provided that a prepayment may be made only if there are no delinquent Special Taxes with respect to such Parcel at the time of prepayment. An owner of a Parcel intending to prepay the Special Tax obligation shall provide CMFA with written notice of intent to prepay. Within 30 days of receipt of such written notice, CMFA or its designee shall notify such owner of the prepayment amount for such Parcel. Prepayment must be made not less than 60 days prior to any redemption date for Bonds to be redeemed with the proceeds of such prepaid Special Taxes. The Prepayment Amount shall be calculated as follows (capitalized terms as defined below):

Bond Redemption Amount	
plus	Remaining Facilities Amount
plus	Redemption Premium
plus	Defeasance Requirement
plus	Administrative Fees and Expenses
<u>less</u>	<u>Reserve Fund Credit</u>
equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be determined by application of the following steps:

Step 1. Compute the amount that could be collected from the Parcel prepaying the Special Tax in the Fiscal Year in which prepayment would be received by CMFA by applying the Base Special Tax to the Expected Land Uses for the Parcel. If this Section H is being applied to calculate a prepayment pursuant to Section D above, compute the amount by which the proposed Land Use Change would reduce Expected Maximum Special Tax Revenues below the amount needed for Required Coverage, and use this amount for purposes of this Step 1.

Step 2. Divide the Maximum Special Tax computed pursuant to Step 1 for such Parcel by the total Expected Maximum Special Tax Revenues for all property in Improvement Area No. 2, as shown in Attachment 1 and as adjusted by the Administrator after prepayments or Land Use Changes.

Step 3. Multiply the quotient computed pursuant to Step 2 by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (*the "**Bond Redemption Amount**"*).

Step 4. Compute the current Remaining Facilities Costs (if any).

Step 5. Multiply the quotient computed pursuant to Step 2 by the amount determined pursuant to Step 4 to compute the amount of Remaining Facilities Costs to be prepaid (*the "**Remaining Facilities Amount**"*).

Step 6. Multiply the Bond Redemption Amount computed pursuant to Step 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (*the "**Redemption Premium**"*).

Step 7. Compute the amount needed to pay interest on the Bond Redemption Amount starting with the first Bond interest payment date after which the prepayment will be received until the earliest redemption date for the Outstanding Bonds. However, if Bonds are callable at the first interest payment date after the prepayment has been received, Steps 7, 8 and 9 of this prepayment formula will not apply.

Step 8: Compute the amount of interest CMFA reasonably expects to derive from reinvestment of the Bond Redemption Amount plus the Redemption Premium from the first Bond interest payment date after which the prepayment has been received until the redemption date for the Outstanding Bonds.

Step 9: Subtract the amount computed pursuant to Step 8 from the amount computed pursuant to Step 7 (the ***"Defeasance Requirement"***).

Step 10. The administrative fees and expenses associated with the prepayment will be determined by the Administrator and include the costs of computing the prepayment, redeeming Bonds and recording any notices to evidence the prepayment and the redemption (the "***Administrative Fees and Expenses***").

Step 11. If and to the extent so provided in the Bond indenture, a reserve fund credit shall be calculated as a reduction in the applicable reserve fund for the Outstanding Bonds to be redeemed pursuant to the prepayment (the "***Reserve Fund Credit***").

Step 12. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to Steps 3, 5, 6, 9, and 10, less the amount computed pursuant to Step 11 (the "***Prepayment Amount***").

Step 13. From the Prepayment Amount, the amounts computed pursuant to Steps 3, 6, and 9 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to Step 5 shall be deposited into the Improvement Fund. The amount computed pursuant to Step 10 shall be retained in the account or fund that is established to pay Administrative Expenses.

Once a full prepayment of a Parcel's Special Tax obligation has been received, a Notice of Cancellation of Special Tax Lien shall be recorded against the Parcel to reflect the discharge of the Parcel's obligation to pay the Special Tax. However, a Notice of Cancellation of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

2. Partial Prepayment

A partial prepayment may be made in an amount equal to any percentage of full prepayment desired by the party making a partial prepayment, except that the full amount of Administrative Fees and Expenses determined in Step 10 shall be included in the partial prepayment. The Maximum Special Tax that can be levied on a Parcel after a partial prepayment is made shall be equal to the portion of the Maximum Special Tax that was not prepaid. Once a partial prepayment has been received, an Amended Notice of Special Tax Lien shall be recorded against the Parcel to reflect the reduced Special Tax lien for the Parcel, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues. However, an Amended Notice of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

I. INTERPRETATION OF RMA

Interpretations may be made by Resolution of the Board to interpret, clarify, and/or revise this RMA to correct any inconsistency, vagueness, or ambiguity as it relates to the Special Tax, method of apportionment, classification of properties, or any definition applicable to Improvement Area No. 2 or the CFD, as long as such correction does not materially affect the

levy and collection of Special Taxes. CMFA, upon the request of an owner of land within Improvement Area No. 2 which is not Developed Property or Final Map Property, may also amend this RMA in any manner acceptable to CMFA, by resolution or ordinance following a public hearing, upon the affirmative vote of such owner to such amendment and without the vote of owners of any other land within Improvement Area No. 2, provided such amendment only affects such owner's land. Under no circumstances may such revisions to the RMA decrease the Expected Maximum Special Tax Revenues to a level that will reduce debt service coverage below the Required Coverage.

ATTACHMENT 1

Improvement Area No. 2 of the
California Municipal Finance Authority
Community Facilities District No. 2019-2
(Town of Truckee - Coldstream)

Expected Land Uses and Expected Maximum Special Tax Revenues

Land Use Category	Square Footage Category	Expected Residential Units/ Non-Res. SqFt	Base Special Tax Fiscal Year 2019-20 *	Expected Maximum Special Tax Revenues *
Single Family Property	> 2,100 square feet	20 Residential Units	$2,875 per Residential Unit	$57,500
Single Family Property	1,801 – 2,100 square feet	41 Residential Units	$2,575 per Residential Unit	$105,575
Single Family Property	1,500 – 1,800 square feet	20 Residential Units	$2,275 per Residential Unit	$45,500
Single Family Property	< 1,500 square feet	0 Residential Units	$1,975 per Residential Unit	$0
Multi- Family Property	N/A	0 Residential Units	$22,770 per Acre	$0
Non-Residential Property	N/A	0 Non-Residential Square Feet	$0.75 per Non-Residential Square Foot	$0
Expected Maximum Special Tax Revenues (FY 2019-20 $)				**$208,575**

* On July 1, 2020, and each July 1 thereafter, all dollar amounts shown above shall be increased by 2% of the amount in effect in the prior Fiscal Year.

ATTACHMENT 2

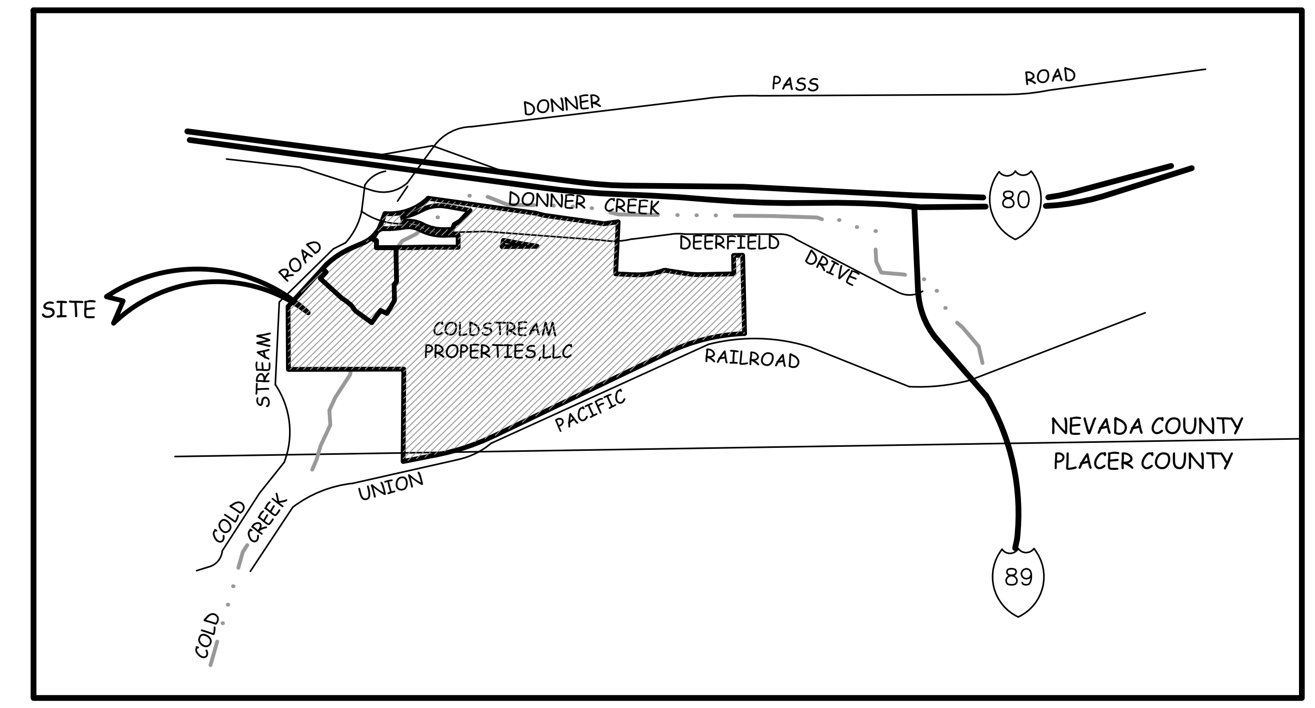
Improvement Area No. 2 of the
California Municipal Finance Authority
Community Facilities District No. 2019-2
(Town of Truckee - Coldstream)

Expected Lot Layout in Improvement Area No. 2

ATTACHMENT 2

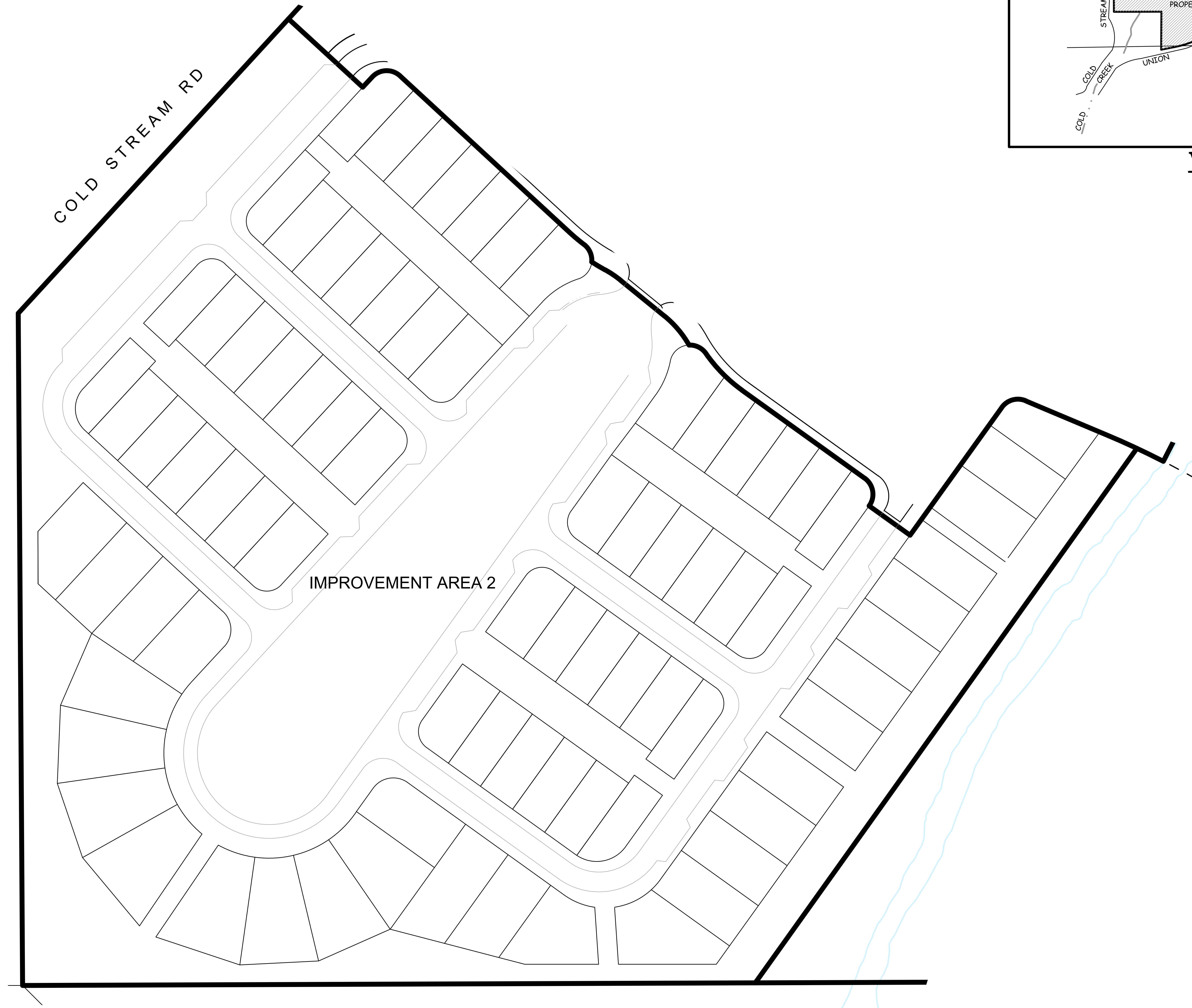
TOWN OF TRUCKEE, COUNTY OF NEVADA, CALIFORNIA

JULY, 2019



VICINITY MAP

N.T.S.



SCALE 1"=80'

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Grass Valley, CA 95945
T 530.272.5841 / F 530.272.5880
www.scopeinc.net

EXHIBIT B

**IMPROVEMENT AREA NO. 3 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2019-2
(TOWN OF TRUCKEE - COLDSTREAM)**

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

A Special Tax applicable to each Assessor's Parcel in Improvement Area No. 3 of the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream) shall be levied and collected according to the tax liability determined by the Board through the application of the appropriate amount or rate for Taxable Property, as described below. All of the property in Improvement Area No. 3, unless exempted by law or by the provisions of Section G below, shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to the CFD unless a separate Rate and Method of Apportionment is adopted for the annexation area.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Accessory Unit" means a second residential unit of limited size (e.g., granny cottage, second unit) that shares a Parcel with a single-family detached unit.

"Acre" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable Final Map or other parcel map recorded at the County Recorder's Office.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of CMFA in carrying out its duties with respect to Improvement Area No. 3, the CFD and the Bonds, including, but not limited to, the levy and collection of Special Taxes, the fees and expenses of its counsel, charges levied by the County in connection with the levy and collection of Special Taxes, costs related to property owner inquiries regarding the Special Tax, costs associated with appeals or requests for interpretation associated with the Special Tax and this RMA, amounts needed to pay rebate to the federal government with respect to Bonds, costs associated with complying with continuing disclosure requirements for CMFA and any major property owners or other obligated parties, costs associated with foreclosure and collection of delinquent Special Taxes, and all other costs and expenses of CMFA and County in any way related to the establishment or administration of Improvement Area No. 3 and the CFD.

"Administrator" shall mean the person or firm designated by CMFA to administer the Special Tax according to this RMA.

"Affordable Housing Unit" means any Residential Unit on a Parcel of Residential Property for which a deed restriction has been recorded on title of the property that limits the rental rate or sales price or otherwise restricts the affordability of the Residential Unit or income of its occupants. It is incumbent upon the builder, developer, or property owner to make the Administrator aware of such deed restriction.

"Assessor's Parcel" or **"Parcel"** means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's Parcel number.

"Assessor's Parcel Map" means an official map of the County Assessor designating Parcels by Assessor's Parcel number.

"Authorized Facilities" means the public facilities authorized to be financed, in whole or in part, by the CFD.

"Average Sales Price" means, for any Square Footage Category, the average sales price for all Residential Units within such Square Footage Category based on consideration of: (i) the average sales prices for all Residential Units that have sold within the CFD in the past 6 months, which shall not include prices for Residential Units that were sold at a discount for the purpose of stimulating initial sales activity, and (ii) for Residential Units that are expected to sell in a normal marketing environment, the average sales price within such Square Footage Category, as estimated by the Town and CMFA after coordination with developers and builders that are building Residential Units within the CFD.

"Base Special Tax" means, for any Land Use Category, the applicable Special Tax initially identified in Table 1 in Section C, as may be adjusted pursuant to Section D.

"Board" means the Board of Directors of CMFA.

"Bonds" means bonds or other debt (as defined in the Act), whether in one or more series, secured by the Special Tax and issued or assumed by or for Improvement Area No. 3 to fund Authorized Facilities.

"Building Permit" means a single permit or set of permits required to construct a residential or mixed-use structure. If a permit is issued for a foundation, parking, landscaping or other related facility or amenity, but a building permit has not yet been issued for the structure served by these facilities or amenities, such permit shall not be considered a "Building Permit" for purposes of application of the Special Tax herein.

"Capitalized Interest" means funds in any capitalized interest account available to pay debt service on Bonds.

"CFD" means the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream).

"CFD Formation" means the date on which the Resolution of Formation to form the CFD and designate Improvement Area No. 3 was adopted by the Board.

"CMFA" means the California Municipal Finance Authority.

"County" means the County of Nevada.

"Developed Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Taxable Owners Association Property or Taxable Public Property for which a Building Permit for new construction was issued prior to June 30 of the preceding Fiscal Year.

"Development Class" means, individually, Developed Property, Final Map Property, Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property.

"Expected Land Uses" means the number of, and Square Footage Category assignment for, Residential Units and the amount of Non-Residential Square Footage expected within Improvement Area No. 3 at CFD Formation, as identified in Attachment 1 of this RMA. Pursuant to Section D of this RMA, the Administrator shall update Attachment 1 each time there is a Land Use Change or a prepayment.

"Expected Maximum Special Tax Revenues" means the aggregate Special Tax that can be levied based on application of the Base Special Tax to the Expected Land Uses. The Expected Maximum Special Tax Revenues at CFD Formation are shown in Attachment 1 and may be revised pursuant to Section D below.

"Final Map" means a final map, or portion thereof, approved by the Town or County pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq*) that creates SFD Lots. The term "Final Map" shall not include any large-lot subdivision map, Assessor's Parcel Map, or subdivision map or portion thereof, that does not create SFD Lots, including Assessor's Parcels that are designated as remainder parcels.

"Final Map Property" means, in any Fiscal Year, all SFD Lots created within Final Maps that had recorded prior to June 30 of the preceding Fiscal Year and which have not yet become Developed Property.

"First Bond Sale" means issuance of the first series of Bonds secured, in whole or in part, by Special Taxes levied and collected from Parcels of Taxable Property in Improvement Area No. 3.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Improvement Area No. 3" means Improvement Area No. 3 of the CFD.

"Improvement Fund" means the account (regardless of its name) identified in the Indenture to hold funds that are available for expenditure to acquire or construct Authorized Facilities.

"Indenture" means the bond indenture, fiscal agent agreement, trust agreement, resolution or other instrument pursuant to which Bonds are issued, as modified, amended, and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Independent Price Point Study" means a price point study or letter updating a previous price point study prepared by a Price Point Consultant pursuant to Section D.5 herein. The Independent Price Point Study shall analyze Residential Units with similar density, lot sizes, square footage ranges, and product type as the Residential Units included in Improvement Area No. 3.

"Land Use Category" means the categories of land use identified in Table 1 in Section C below.

"Land Use Change" means a proposed or approved change to the Expected Land Uses in Improvement Area No. 3 after CFD Formation.

"Market Rate Unit" means a Residential Unit that is not an Affordable Housing Unit.

"**Maximum Special Tax"** means the greatest amount of Special Tax that can be levied on a Parcel of Taxable Property in any Fiscal Year, as determined in accordance with Sections C and D below.

"Multi-Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a building permit or use permit has been issued or is expected to be issued for construction of a residential structure with two or more Residential Units that share a single Assessor's Parcel number, are offered for rent to the general public, and cannot be purchased by individual homebuyers.

"Non-Residential Property" means all Assessor's Parcels of Taxable Property for which a Building Permit was or is expected to be issued for an office, commercial, retail, industrial or mixed-use building, as determined by the Administrator.

"Non-Residential Square Footage" and **"Non-Residential Square Foot"** means the net saleable or leasable square footage used by or designated for non-residential uses within a building as reflected on the condominium plan, site plan, Building Permit, or other such document. If a structure on a Parcel of Non-Residential Property includes Residential Units, such Residential Units shall be categorized and taxed as Residential Property, and the square footage of such Residential Units shall not be counted as Non-Residential Square Footage for purposes of determining the Maximum Special Tax pursuant to Section C below. Non-Residential Square Foot means one square foot within Non-Residential Square Footage.

"Owners Association" means a homeowners association or property owners association that provides services to, and collects assessments, fees, dues, or charges from, property within Improvement Area No. 3.

"Owners Association Property" means any property within the boundaries of Improvement Area No. 3 that is owned in fee or by easement by the Owners Association, not including any such property that is located directly under a residential structure.

"Price Point Consultant" means any consultant or firm selected by the Town and/or CMFA that: (a) has substantial experience in performing price point studies for Residential Units within

community facilities districts or otherwise estimating or confirming pricing for Residential Units in community facilities districts; (b) has recognized expertise in analyzing economic and real estate data that relates to the pricing of residential units in community facilities districts; (c) is independent and not under the control of the Town, CMFA or any developer/builder in Improvement Area No. 3; (d) does not have any substantial interest, direct or indirect, with or in: (i) Improvement Area No. 3, (ii) the Town, (iii) CMFA, or (iv) any owner of real property in Improvement Area No. 3; and (e) is not connected with CMFA or the Town as an officer or employee thereof, but who may be regularly retained to make reports to CMFA or the Town.

"Proportionately" means, for each Development Class, that the ratio of the actual Special Tax levied in any Fiscal Year to the Maximum Special Tax authorized to be levied in that Fiscal Year is equal for all parcels assigned to the Development Class.

"Public Property" means any property within the boundaries of Improvement Area No. 3 that is owned by the Town, federal government, State of California or other public agency.

"Required Coverage" means the amount by which the Expected Maximum Special Tax Revenues must exceed the Bond debt service and priority Administrative Expenses (if any), as set forth in the Indenture, Certificate of Special Tax Consultant, or other formation or bond document that sets forth the minimum required debt service coverage.

"Residential Property" means, collectively, Single Family Property and Multi-Family Property. If a building includes both Residential Units and Non-Residential Square Footage, the Residential Units within the building shall be categorized as Residential Property for purposes of this RMA.

"Residential Unit" means an SFD Unit or an individual residential unit within a duplex, halfplex, triplex, fourplex, townhome, live/work or condominium structure, or apartment building. An Accessory Unit that shares a Parcel with an SFD Unit shall not be considered a Residential Unit for purposes of levying the Special Tax.

"RMA" means this Rate and Method of Apportionment of Special Tax.

"SFD Lot" means an individual residential lot, identified and numbered on a recorded Final Map, on which a Building Permit has been or is permitted to be issued for construction of an SFD Unit without further subdivision of the lot and for which no further subdivision of the lot is anticipated pursuant to an approved Tentative Map.

"SFD Unit" means a Residential Unit that does not share a common wall with another Residential Unit.

"Single Family Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for: (i) construction of an SFD Unit, or (ii) construction of a residential structure consisting of two or more Residential Units that share common walls, have separate Assessor's Parcel numbers assigned to them (except for a duplex unit, which may share an Assessor's Parcel with another duplex unit), and may be purchased by individual homebuyers (which shall still be the case even if the Residential Units are purchased and subsequently offered for rent by the owners of the Residential Units), including such

residential structures that meet the statutory definition of a condominium contained in Civil Code Section 1351.

"Special Tax" means a special tax levied in any Fiscal Year to pay the Special Tax Requirement.

"Square Footage Category" means one of the three different categories of Single Family Property for which a Special Tax amount is set forth in Table 1 in Section C below.

"Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on the Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments on the Bonds; (iii) replenish reserve funds created for the Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; and (vi) pay directly for Authorized Facilities, so long as such levy under this clause (vi) does not increase the Special Tax levied on Final Map Property and Undeveloped Property. The amounts referred to in clauses (i) and (ii) of the definition of Special Tax Requirement may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of CMFA, proceeds received by the CFD from the collection of penalties associated with delinquent Special Taxes; and (c) any other revenues available to pay such costs, each as determined in the sole discretion of CMFA.

"Taxable Owners Association Property" means, in any Fiscal Year after the First Bond Sale, any Parcel of Owners Association Property that satisfies all three of the following conditions: (i) the Parcel had not been Owners Association Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Owners Association Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Owners Association Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Taxable Property" means all of the Parcels within the boundaries of Improvement Area No. 3 that are not exempt from the Special Tax pursuant to law or Section G below.

"Taxable Public Property" means in any Fiscal Year after the First Bond Sale, any Parcel of Public Property that satisfies all three of the following conditions: (i) the Parcel had not been Public Property on the date of the First Bond Sale, (ii) based on reference to Attachments 1 and 2 (as may be updated pursuant to Section D below), the Parcel was not anticipated to be Public Property as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Public Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Tentative Map" means a tentative map or substantial conformance exhibit for property in the CFD, including any adjustments or amendments thereto.

"Total Tax Burden" means, for any Square Footage Category, the Special Tax for such Square Footage Category, together with ad valorem property taxes, special assessments, special taxes for any overlapping community facilities districts, and any other taxes, fees and charges which would be collected by the County on property tax bills for a Residential Unit with an assessed value equal to the Average Sales Price, and which are payable from and secured by the property assuming such Residential Unit had been completed, sold, and subject to such levies and impositions, excluding service charges such as sewer and trash, and voluntary assessments such as those associated with a Property Assessed Clean Energy program.

"Town" means the Town of Truckee.

"Undeveloped Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Final Map Property, Developed Property, Taxable Owners Association Property, or Taxable Public Property, as defined herein.

B. DATA FOR ADMINISTRATION OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall: (i) assign each Parcel of Taxable Property to the appropriate Development Class, (ii) for Developed Property, categorize each Parcel as Single Family Property, Multi-Family Property, or Non-Residential Property, (iii) for Single Family Property, determine the Square Footage Category for each Residential Unit and whether each Residential Unit is an Affordable Housing Unit or a Market Rate Unit, (iv) for Single Family Property with attached units and for Multi-Family Property, determine the number of Affordable Housing Units and/or Market Rate Units on each Parcel, (v) for Non-Residential Property, determine the Non-Residential Square Footage on each Parcel, and (vi) determine the Special Tax Requirement for the Fiscal Year. In addition, the Administrator shall, on an ongoing basis, monitor the Tentative Map, Final Maps, and Building Permits to determine if there are any proposed Land Use Changes that would change the Expected Maximum Special Tax Revenues. If the Expected Maximum Special Tax Revenues will be revised pursuant to a proposed Land Use Change, the Administrator shall apply the steps set forth in Section D below.

In any Fiscal Year, if it is determined that: (i) a parcel map for property in Improvement Area No. 3 was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created parcels into the then current tax roll), (ii) because of the date the parcel map was recorded, the Assessor does not yet recognize the new parcels created by the parcel map, and (iii) one or more of the newly-created parcels is in a different Development Class than other parcels created by the subdivision, the Administrator shall calculate the Special Taxes for the property affected by recordation of the parcel map by determining the Special Taxes that apply separately to the property within each Development Class, then applying the sum of the individual Special Taxes to the Parcel that was subdivided by recordation of the parcel map.

C. MAXIMUM SPECIAL TAX

1. Developed Property

The Maximum Special Tax for a Parcel of Developed Property is the greater of (i) the Base Special Tax set forth in Table 1 below, or, (ii) the Maximum Special Tax determined pursuant to Section D.

Table 1
Base Special Tax
Developed Property

Land Use Category	Square Footage Category	Base Special Tax Fiscal Year 2019-20 *
Single Family Property	Greater than 2,100 square feet	$~~3,750~~2,875 per Residential Unit
Single Family Property	1,800 – 2,100 square feet	$~~3,500~~2,575 per Residential Unit
Single Family Property	Less than 1,800 square feet	$~~3,250~~2,275 per Residential Unit
Multi-Family Property	N/A	$~~14,780~~11,130 per Acre
Non-Residential Property	N/A	$0.75 per Non-Residential Square Foot

* On July 1, 2020, and on each July 1 thereafter, all figures shown in Table 1 above shall be increased by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

2. Final Map Property

The Maximum Special Tax for Final Map Property is $~~14,780~~11,130 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

3. Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property

The Maximum Special Tax for Undeveloped Property, Taxable Owners Association Property, and Taxable Public Property is $~~14,780~~11,130 per Acre for Fiscal Year 2019-20, which amount shall increase on July 1, 2020 and each July 1 thereafter by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

D. CHANGES TO THE MAXIMUM SPECIAL TAX

1. Land Use Changes

The Expected Maximum Special Tax Revenues shown in Attachment 1 were originally calculated based on the Expected Land Uses at CFD Formation. Attachment 1 is subject to modification upon the occurrence of Land Use Changes, as described below. The

Administrator shall review all Land Use Changes and compare the revised land uses to the Expected Land Uses to evaluate the impact on the Expected Maximum Special Tax Revenues.

Prior to the First Bond Sale, if a Land Use Change is proposed or identified that will result in a change in the Expected Maximum Special Tax Revenues, no action will be needed pursuant to this Section D. Upon approval of the Land Use Change, the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

After the First Bond Sale, if a Land Use Change is proposed or identified, Steps 1 through 3 must be applied:

Step 1: By reference to Attachment 1 (which shall be updated by the Administrator each time a Land Use Change has been processed according to this Section D or a partial prepayment has been made), the Administrator shall identify the Expected Maximum Special Tax Revenues prior to the Land Use Change.

Step 2: The Administrator shall calculate the Expected Maximum Special Tax Revenues that could be collected from Taxable Property in the CFD after the Land Use Change based on application of the Base Special Taxes from Table 1.

Step 3: If the revenues calculated in Step 2 are (i) higher than those determined in Step 1 or (ii) less than those calculated in Step 1, but the reduction in Expected Maximum Special Tax Revenues does not reduce debt service coverage on outstanding Bonds below Required Coverage, no further action is needed, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues.

If the revenues calculated in Step 2 are less than those calculated in Step 1, and the Administrator determines that the reduction in Expected Maximum Special Tax Revenues would reduce debt service coverage on outstanding Bonds below the Required Coverage, one of the following shall occur:

3.a. The landowner requesting the Land Use Change (the "Requesting Landowner") may make a prepayment in an amount that will ensure that the reduced Expected Maximum Special Tax Revenues are sufficient to provide Required Coverage, as determined pursuant to Section H below. If the Requesting Landowner notifies the Administrator that he/she would like to remedy the reduction by making a prepayment, such prepayment must be made by the earlier of (i) 30 days from the date of delivery of the prepayment estimate or (ii) the date of issuance of any Building Permits for any Parcel owned by the Requesting Landowner that was Final Map Property or Undeveloped Property at the time the Administrator prepared the prepayment estimate, **or**

3.b. If a prepayment is not received by the due date specified above, the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the area affected by the Land Use Change (as determined

by the Administrator) shall be increased proportionately until the Expected Maximum Special Tax Revenues are sufficient to maintain Required Coverage.

If multiple Land Use Changes are proposed simultaneously by a single landowner (which may include approval of multiple Final Maps at one time), and the landowner requests that the impact of two or more of the Land Use Changes be considered together, the Administrator shall consider the combined effect of the Land Use Changes to determine if there is a reduction in Expected Maximum Special Tax Revenues. If there is a reduction that would reduce debt service coverage below the Required Coverage, and no prepayment has been received, then the Base Special Tax used to determine the Maximum Special Tax for each Parcel of Taxable Property in the areas affected by the Land Use Changes (as determined by the Administrator) shall be increased proportionately until the aggregate amount that can be levied within such areas is equal to the amount that could have been levied prior to the proposed Land Use Changes. If Land Use Changes are proposed simultaneously by multiple landowners, or if an individual landowner proposing multiple Land Use Changes does not request that such Land Use Changes be considered together, the Administrator shall consider the proposed Land Use Changes individually.

Notwithstanding the foregoing, once a certificate of occupancy has been issued for a Residential Unit on a Parcel, the Maximum Special Tax for the Parcel cannot be increased because of subsequent Land Use Changes that may occur within the area in which the Parcel is located.

The duties imposed on the Administrator pursuant to this Section D to review Land Use Changes, and to review Final Maps and make certain calculations, are intended only to facilitate the administration of the Special Tax and to better assure the sufficiency of tax capacity to pay debt service on Bonds. Such duties are not intended to give any developer, subdivider, or owner of property the right to receive notice of the potential impact of Land Use Changes on the Special Tax applicable to a Parcel; and each developer, subdivider, or owner of property whose property is the subject of a Land Use Change shall be responsible for understanding the impact thereof on the Special Tax applicable to such property.

2. Affordable Housing Units

If, prior to the First Bond Sale, the Administrator is notified that Affordable Housing Units are expected within Improvement Area No. 3, the Administrator shall coordinate with the Town and the developer/builder to identify the size and number of such units, and the Expected Land Uses and Expected Maximum Special Tax Revenues in Attachment 1 shall be updated to reflect the inclusion of Affordable Housing Units that will be exempt from the Special Tax. Once such Affordable Housing Units are built, the units will be exempt from the Special Tax unless and until the deed restriction that qualified the unit as an Affordable Housing Unit is removed.

If, after the First Bond Sale, Affordable Housing Units are built within Improvement Area No. 3, such units will be taxed as if they are Market Rate Units unless and until a prepayment is made, pursuant to Section H below, to reduce or release the Special Tax lien on the Parcel.

3. Partial Prepayments

If a Parcel makes a partial prepayment pursuant to Section H below, the Administrator shall recalculate the Maximum Special Tax for the Parcel pursuant to Section H.2. In addition, the

Administrator shall update Attachment 1 to reflect the prepayment and the revised Expected Maximum Special Tax Revenues for Improvement Area No. 3. After the prepayment has been received, the application of Sections D, E, and H of this RMA shall be based on the adjusted Expected Maximum Special Tax Revenues after the prepayment.

4. Conversion of a Parcel of Public Property to Private Use

If, in any Fiscal Year, a Parcel of Public Property is converted to private use, such Parcel shall be subject to the levy of the Special Tax. The Maximum Special Tax for each such Parcel shall be determined based on the applicable Base Special Tax for the Parcel, as determined by the Administrator.

5. Reduction in Maximum Special Tax Prior to First Bond Sale

The Special Taxes set forth in Table 1 may be proportionately or disproportionately reduced once prior to the First Bond Sale. Such reduction shall be made without a vote of the qualified Improvement Area No. 3 electors following discussion with the developers/builders and a determination by the Town and CMFA that the Total Tax Burden on one or more of the Square Footage Categories may, without a reduction, exceed a Total Tax Burden of 1.80% of the Average Sales Price for the Square Footage Category. Based on the estimated Average Sales Price that the Town and CMFA determine to be appropriate for each Square Footage Category (which may be determined pursuant to an Independent Price Point Study), the Administrator shall reduce the Special Tax to the point at which the Total Tax Burden is estimated to equal 1.80% of the Average Sales Price for each Square Footage Category. Any such reduction shall occur at least 30 days prior to the First Bond Sale. The Special Tax reductions permitted pursuant to this paragraph shall be reflected in an Amended Notice of Special Tax Lien, which the Administrator shall cause to be recorded.

E. METHOD OF LEVY OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall determine the Special Tax Requirement to be collected in that Fiscal Year. A Special Tax shall then be levied according to the following steps:

Step 1: The Special Tax shall be levied Proportionately on each Parcel of Developed Property up to 100% of the Maximum Special Tax for each Parcel of Developed Property until the amount levied is equal to the Special Tax Requirement prior to applying any Capitalized Interest that is available in the CFD accounts.

Step 2: If additional revenue is needed after Step 1 in order to meet the Special Tax Requirement after Capitalized Interest has been applied to reduce the Special Tax Requirement, the Special Tax shall be levied Proportionately on each Parcel of Final Map Property up to 100% of the Maximum Special Tax for each Parcel of Final Map Property until the amount levied is equal to the Special Tax Requirement.

Step 3: If additional revenue is needed after Step 2, the Special Tax shall be levied Proportionately on each Parcel of Undeveloped Property up to 100% of the

Maximum Special Tax for each Parcel of Undeveloped Property until the amount levied is equal to the Special Tax Requirement.

Step 4: If additional revenue is needed after Step 3, the Special Tax shall be levied Proportionately on each Parcel of Taxable Owners Association Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Owners Association Property until the amount levied is equal to the Special Tax Requirement.

Step 5: If additional revenue is needed after Step 4, the Special Tax shall be levied Proportionately on each Parcel of Taxable Public Property, up to 100% of the Maximum Special Tax for each Parcel of Taxable Public Property until the amount levied is equal to the Special Tax Requirement.

F. MANNER OF COLLECTION OF SPECIAL TAX

The Special Tax shall be collected in the same manner and at the same time as ordinary ad valorem property taxes, provided, however, that prepayments are permitted as set forth in Section H below and provided further that CMFA may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods.

The Special Tax shall be levied and collected until principal and interest on Bonds have been repaid. However, in no event shall Special Taxes be levied after Fiscal Year 2055-56. Under no circumstances may the Special Tax on a Parcel of Developed Property in residential use be increased in any Fiscal Year as a consequence of delinquency or default in payment of the Special Tax levied on another Parcel or Parcels by more than ten percent (10%) above the amount that would have been levied in that Fiscal Year had there never been any such delinquencies or defaults.

G. EXEMPTIONS

Notwithstanding any other provision of this RMA, no Special Tax shall be levied in any Fiscal Year on the following:

(1) Public Property, except Taxable Public Property.

(2) Owners Association Property, except Taxable Owners Association Property.

(3) Parcels that are owned by a public utility for an unmanned facility.

(4) Parcels that are subject to an easement that precludes any other use on the Parcel.

(5) Parcels that have fully prepaid the Special Tax obligation assigned to the Parcel pursuant to the formula set forth in Section H below.

(6) Affordable Housing Units, except as otherwise provided in Section D.2 above.

H. PREPAYMENTS

The following definitions apply to this Section H:

> **"Outstanding Bonds"** means all Previously Issued Bonds which remain outstanding, with the following exception: if a Special Tax has been levied against, or already paid by, an Assessor's Parcel making a prepayment, and a portion of the Special Tax will be used to pay a portion of the next principal payment on the Bonds that remain outstanding (as determined by the Administrator), that next principal payment shall be subtracted from the total Bond principal that remains outstanding, and the difference shall be used as the amount of Outstanding Bonds for purposes of this prepayment formula.
>
> **"Previously Issued Bonds"** means all Bonds that have been issued prior to the date of prepayment.
>
> **"Public Facilities Requirement"** means either $~~6.8~~5.2 million in 2019 dollars, which shall increase on January 1, 2020, and on each January 1 thereafter by 2% of the amount in effect in the prior year, or such other number as shall be determined by CMFA as sufficient to fund improvements that are authorized to be funded by the CFD. The Public Facilities Requirements shown above may be adjusted if property annexes into Improvement Area No. 3 or there is an adjustment to the Expected Maximum Special Tax Revenues due to a Land Use Change; at no time shall the Public Facilities Requirement exceed the amount of public improvement costs that can be funded by the Expected Maximum Special Tax Revenues, as determined by the Administrator.
>
> **"Remaining Facilities Costs"** means the Public Facilities Requirement minus public facility costs funded by Previously Issued Bonds, developer equity and any other source of funding.

1. Full Prepayment

The Special Tax obligation applicable to a Parcel in Improvement Area No. 3 may be prepaid and the obligation of the Parcel to pay the Special Tax permanently satisfied as described herein, provided that a prepayment may be made only if there are no delinquent Special Taxes with respect to such Parcel at the time of prepayment. An owner of a Parcel intending to prepay the Special Tax obligation shall provide CMFA with written notice of intent to prepay. Within 30 days of receipt of such written notice, CMFA or its designee shall notify such owner of the prepayment amount for such Parcel. Prepayment must be made not less than 60 days prior to any redemption date for Bonds to be redeemed with the proceeds of such prepaid Special Taxes. The Prepayment Amount shall be calculated as follows (capitalized terms as defined below):

	Bond Redemption Amount
plus	Remaining Facilities Amount
plus	Redemption Premium
plus	Defeasance Requirement
plus	Administrative Fees and Expenses
less	Reserve Fund Credit
equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be determined by application of the following steps:

Step 1. Compute the amount that could be collected from the Parcel prepaying the Special Tax in the Fiscal Year in which prepayment would be received by CMFA by applying the Base Special Tax to the Expected Land Uses for the Parcel. If this Section H is being applied to calculate a prepayment pursuant to Section D above, compute the amount by which the proposed Land Use Change would reduce Expected Maximum Special Tax Revenues below the amount needed for Required Coverage, and use this amount for purposes of this Step 1.

Step 2. Divide the Maximum Special Tax computed pursuant to Step 1 for such Parcel by the total Expected Maximum Special Tax Revenues for all property in Improvement Area No. 3, as shown in Attachment 1 and as adjusted by the Administrator after prepayments or Land Use Changes.

Step 3. Multiply the quotient computed pursuant to Step 2 by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (*the "**Bond Redemption Amount**"*).

Step 4. Compute the current Remaining Facilities Costs (if any).

Step 5. Multiply the quotient computed pursuant to Step 2 by the amount determined pursuant to Step 4 to compute the amount of Remaining Facilities Costs to be prepaid (*the "**Remaining Facilities Amount**"*).

Step 6. Multiply the Bond Redemption Amount computed pursuant to Step 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (*the "**Redemption Premium**"*).

Step 7. Compute the amount needed to pay interest on the Bond Redemption Amount starting with the first Bond interest payment date after which the prepayment will be received until the earliest redemption date for the Outstanding Bonds. However, if Bonds are callable at the first interest payment date after the prepayment has been received, Steps 7, 8 and 9 of this prepayment formula will not apply.

Step 8: Compute the amount of interest CMFA reasonably expects to derive from reinvestment of the Bond Redemption Amount plus the Redemption Premium from the first Bond interest payment date after which the prepayment has been received until the redemption date for the Outstanding Bonds.

Step 9: Subtract the amount computed pursuant to Step 8 from the amount computed pursuant to Step 7 (the ***"Defeasance Requirement"***).

Step 10. The administrative fees and expenses associated with the prepayment will be determined by the Administrator and include the costs of computing the prepayment, redeeming Bonds and recording any notices to evidence the prepayment and the redemption (the "***Administrative Fees and Expenses***").

Step 11. If and to the extent so provided in the Bond indenture, a reserve fund credit shall be calculated as a reduction in the applicable reserve fund for the Outstanding Bonds to be redeemed pursuant to the prepayment (the "***Reserve Fund Credit***").

Step 12. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to Steps 3, 5, 6, 9, and 10, less the amount computed pursuant to Step 11 (the "***Prepayment Amount***").

Step 13. From the Prepayment Amount, the amounts computed pursuant to Steps 3, 6, and 9 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to Step 5 shall be deposited into the Improvement Fund. The amount computed pursuant to Step 10 shall be retained in the account or fund that is established to pay Administrative Expenses.

Once a full prepayment of a Parcel's Special Tax obligation has been received, a Notice of Cancellation of Special Tax Lien shall be recorded against the Parcel to reflect the discharge of the Parcel's obligation to pay the Special Tax. However, a Notice of Cancellation of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

2. Partial Prepayment

A partial prepayment may be made in an amount equal to any percentage of full prepayment desired by the party making a partial prepayment, except that the full amount of Administrative Fees and Expenses determined in Step 10 shall be included in the partial prepayment. The Maximum Special Tax that can be levied on a Parcel after a partial prepayment is made shall be equal to the portion of the Maximum Special Tax that was not prepaid. Once a partial prepayment has been received, an Amended Notice of Special Tax Lien shall be recorded against the Parcel to reflect the reduced Special Tax lien for the Parcel, and the Administrator shall update Attachment 1 to show the revised Expected Maximum Special Tax Revenues. However, an Amended Notice of Special Tax Lien shall not be recorded until all Special Taxes levied on the Parcel in the current or prior Fiscal Years have been collected.

I. INTERPRETATION OF RMA

Interpretations may be made by Resolution of the Board to interpret, clarify, and/or revise this RMA to correct any inconsistency, vagueness, or ambiguity as it relates to the Special Tax, method of apportionment, classification of properties, or any definition applicable to Improvement Area No. 3 or the CFD, as long as such correction does not materially affect the

levy and collection of Special Taxes. CMFA, upon the request of an owner of land within Improvement Area No. 3 which is not Developed Property or Final Map Property, may also amend this RMA in any manner acceptable to CMFA, by resolution or ordinance following a public hearing, upon the affirmative vote of such owner to such amendment and without the vote of owners of any other land within Improvement Area No. 3, provided such amendment only affects such owner's land. Under no circumstances may such revisions to the RMA decrease the Expected Maximum Special Tax Revenues to a level that will reduce debt service coverage below the Required Coverage.

ATTACHMENT 1

Improvement Area No. 3 of the California Municipal Finance Authority Community Facilities District No. 2019-2 (Town of Truckee - Coldstream)

Expected Land Uses and Expected Maximum Special Tax Revenues

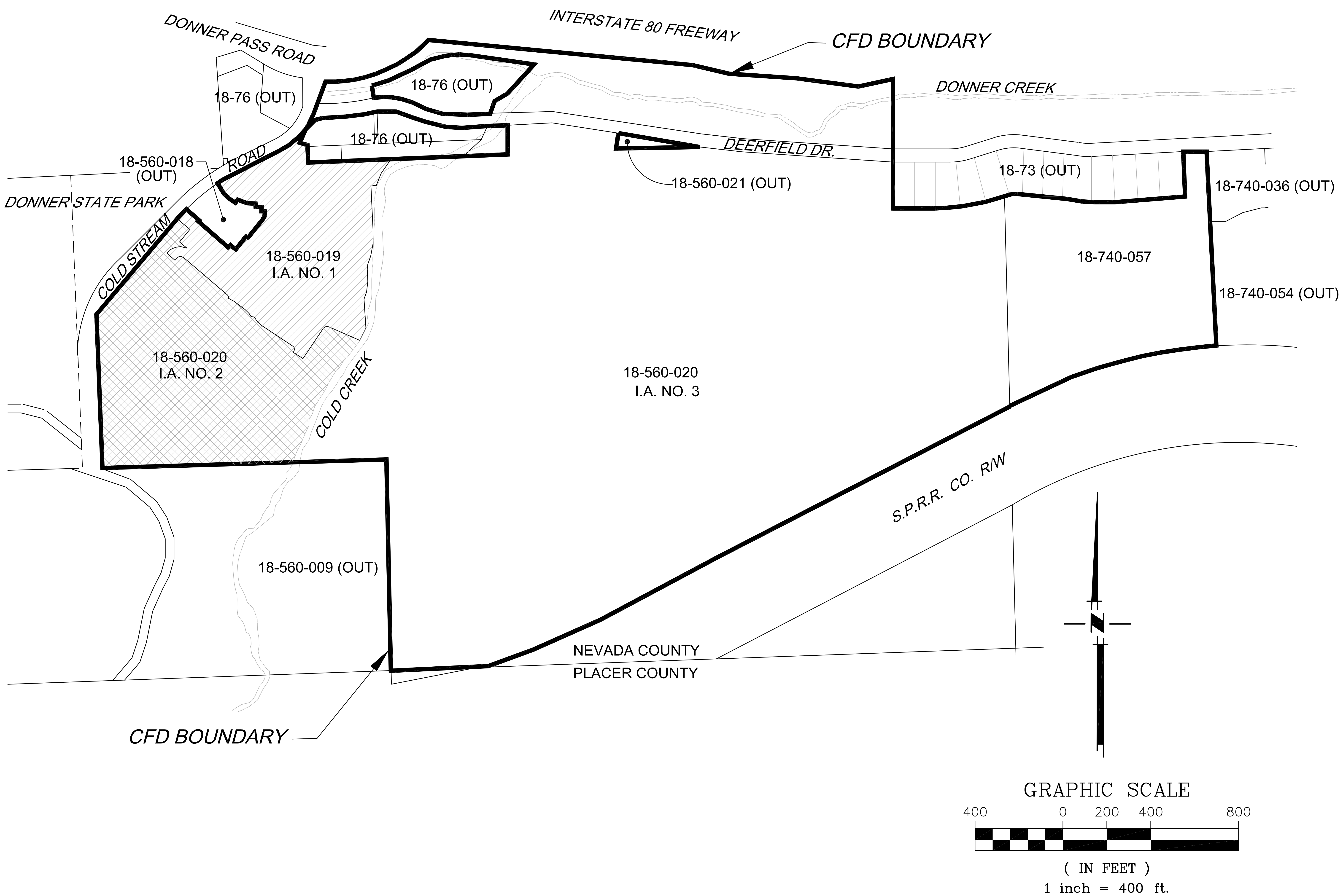
Land Use Category	Square Footage Category	Expected Residential Units/ Non-Res. SqFt	Base Special Tax Fiscal Year 2019-20 *	Expected Maximum Special Tax Revenues *
Single Family Property	> 2,100 square feet	69 Residential Units	$~~3,750~~2,875 per Residential Unit	$~~258,750~~198,375
Single Family Property	1,800 – 2,100 square feet	30 Residential Units	$~~3,500~~2,575 per Residential Unit	$~~105,000~~77,250
Single Family Property	< 1,800 square feet	10 Residential Units	$~~3,250~~2,275 per Residential Unit	$~~32,500~~22,750
Multi- Family Property	N/A	0 Residential Units	$~~14,780~~11,130 per Acre	$0
Non-Residential Property	N/A	0 Non-Residential Square Feet	$0.75 per Non-Residential Square Foot	$0
Expected Maximum Special Tax Revenues (FY 2019-20 $)				**$~~396,250~~298,375**

* On July 1, 2020, and each July 1 thereafter, all dollar amounts shown above shall be increased by 2% of the amount in effect in the prior Fiscal Year.

PROPOSED BOUNDARIES OF
AND FUTURE ANNEXATION AREAS OF

CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2019-2
(TOWN OF TRUCKEE-COLDSTREAM)

NEVADA COUNTY, STATE OF CALIFORNIA



CLERK'S MAP FILING STATEMENT

FILED IN THE OFFICE OF THE SECRETARY OF THE BOARD OF DIRECTORS OF THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY THIS____________DAY OF ___________ 2019.

____
SECRETARY

CLERK'S MAP CERTIFICATE

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES AND THE FUTURE ANNEXATION AREA OF CALIFORNIA MUNICIPAL FINANCE AUTHORITY COMMUNITY FACILITIES DISTRICT NO. 2019-2 (TOWN OF TRUCKEE-COLDSTREAM), COUNTY OF NEVADA, STATE OF CALIFORNIA, WAS APPROVED BY THE BOARD OF DIRECTORS OF THE CALIFONIA MUNICIPAL FINANCE AUTHORITY, AT A REGULAR MEETING THEREOF, HELD ON THE _______DAY OF _____________, 2019, BY ITS RESOLUTION NO. _________.

____
SECRETARY

RECORDER'S STATEMENT

FILED THIS __________DAY OF _________________, 20______ AT THE HOUR OF ____________ O'CLOCK_______M, IN BOOK _________ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE ____ THEREOF IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF NEVADA, STATE OF CALIFORNIA.

FEE_____________________

FILE NO._________________ NEVADA COUNTY RECORDER

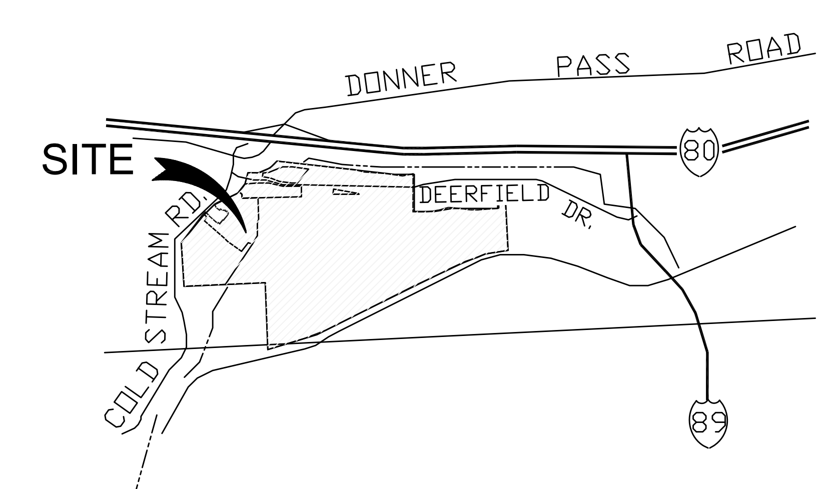
____
DEPUTY

NOTE:

REFERENCE IS HEREBY MADE TO THE MAPS AND DEEDS OF RECORD IN THE OFFICE OF THE ASSESSOR OF THE COUNTY OF NEVADA FOR THE DETAILED DESCRIPTION OF THE LINES AND DIMENSIONS OF ANY PARCELS SHOWN HEREON.

LEGEND

- 18-560-020 — ASSESSOR'S PARCEL NUMBER
- ASSESSOR'S PARCEL LOT LINE
- COMMUNITY FACILITIES DISTRICT NO. 2019-2
- IMPROVEMENT AREA 1 (I.A. NO 1)
- IMPROVEMENT AREA 2 (I.A. NO.2)
- IMPROVEMENT AREA 3 (I.A. NO.3)



VICINITY MAP
N.T.S.

GCG
GOODWIN CONSULTING GROUP

REPRESENTATIVES OF SIERRA MANAGEMENT GROUP, LLC.
SUMMARY AND RECOMMENDATIONS

Action:	Representatives of Sierra Management Group, LLC.
Meeting:	September 20, 2019

Background:

Section 8 of the Professional Services Agreement amongst Sierra Management Group, LLC ("SMG"), California Municipal Finance Authority ("CMFA") and California Foundation for Stronger Communities ("CFSC") require that Representative of Sierra identified to the CMFA and CFSC must be accepted as evidenced by an approving action of the Board of CMFA.

SMG has hired Alexis Tudor to provide accounting, administrative, and operational support.

Recommendation:

It is recommended that the CMFA Board of Directors approve Alexis Tudor as a Representative of SMG.

INFORMATIONAL ITEMS FOR THE CMFA
SUMMARY AND RECOMMENDATIONS

Item: Administrative Issues; A., B., C., D., E., F., G., H., I.

Action: Each meeting, the board has the opportunity to discuss, without taking any formal actions on items;

A. Executive Director Report
B. Marketing Update
C. Membership Update
D. Transaction Update
E. Legislative Update
F. Internal Policies and Procedures
G. Legal Update
H. Audits Update
I. PACE Update

PROCEDURAL ITEMS FOR THE CMFA
SUMMARY AND RECOMMENDATIONS

Items: A1, A2, A3

Action: Pursuant to the by-laws and procedures of CMFA, each meeting starts with the call to order and roll call (A1) and proceeds to a review and approval of the minutes from the prior meeting (A2). After the minutes have been reviewed and approved, time is set aside to allow for comments from the public (A3).

VIRGINIA STREET STUDIOS APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	$105,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of San Jose, Santa Clara County, California
Activity:	Affordable Housing
Meeting:	September 20, 2019

Background:

Pacific West Communities, Inc. ("PWC") was formed as a real estate development and financing firm, specializing in the construction and rehabilitation of affordable workforce housing throughout the western United States. With a particular emphasis on the use of the affordable housing tax credit, PWC and its related companies develop multi-family and senior citizen housing in the states of California, Arizona, New Mexico, Utah, Oregon, Montana, Idaho, Nevada, Colorado, Washington, and Wyoming. Currently PWC owns and operates approximately 110 developments with over 6,000 units of affordable housing.

The CMFA has facilitated over ten Pacific West Communities projects.

The Project:

The Virginia Street Studios Apartments project is a 301-unit new construction project for seniors located on 1.723 acres of vacant land at 295 E. Virginia Street in the City of San Jose, Santa Clara County, CA. The project will be 298 restricted studio units (approximately 428 sq. ft.) and 3 unrestricted manager units. Virginia Street Studios will provide affordable housing for seniors earning up to 60% of the area median income for Santa Clara County. The site will include one residential building. The units will be newly constructed apartments in a six-story residential building serviced with elevators. The type of construction will be 5-stories of modular construction over a one-story podium parking structure. This financing will provide 298 units of affordable housing in the City of San Jose for the next 55 years.

The City of San Jose:

The City of San Jose is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $26,666 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond A:	$ 85,000,000
Tax-Exempt Bond B:	$ 20,000,000
Deferred Costs:	$ 2,140,099
Deferred Developer Fee:	$ 12,000,000
Tax Credit Equity:	$ 632,529
Total Sources:	$ 119,772,628

Uses of Funds:

Land Acquisition:	$ 9,500,000
Construction Costs:	$ 75,161,651
Construction Contingency:	$ 4,000,000
Financing Costs:	$ 8,649,134
Architecture & Engineering:	$ 1,000,000
Other Soft Costs*:	$ 6,521,744
Developer Fees:	$ 12,000,000
Soft Cost Contingency:	$ 800,000
Post Construction Interest and Reserves:	$ 2,140,099
Total Uses:	$ 119,772,628

Terms of Transaction:

Amount:	$105,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2019

Public Benefit:

A total of 298 low income households will be able to enjoy high quality, independent, affordable housing in the City of San Jose for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

10% (30 Units) restricted to 50% or less of area median income households; and

90% (268 Units) restricted to 60% or less of area median income households.

Unit Mix: Studio

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Rosenmann LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $105,000,000 for the Virginia Street Studio Apartments affordable multi-family housing facility located in the City of San Jose, Santa Clara County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as "Other Costs" they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

FIRESHOUSE SQUARE APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	MidPen Housing Corporation
Action:	Initial Resolution
Amount:	$39,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facilities Located in the City of Belmont, San Mateo County, California
Activity:	Affordable Housing
Meeting:	September 20, 2020

Background:

MidPen Housing Corporation ("MidPen") is one of the nation's leading non-profit developers, owners and managers of high-quality affordable housing. MidPen has developed over 100 communities and 6,600 homes for low-income families, seniors and special needs individuals throughout Northern California over the last 40 years.

MidPen's developments are award winning and nationally recognized. MidPen has extensive experience in site acquisition and planning, entitlements, community outreach, design, and construction management. The organization has a solid track record in securing both public and private funding and proven expertise in positioning projects for long-term financial sustainability. In addition, MidPen provides comprehensive on-site services and programs to help residents advance. These services are delivered through the organization's staff and a network of over 300 service provider partners.

The CMFA has facilitated over 10 Mid-Peninsula Housing Coalition projects.

The Project:

The Firehouse Square Apartments is a new construction affordable housing community with 66 homes targeting families. All units will be restricted to households earning up to 80% of the area median income. Additionally, MidPen intends to layer in eight units for residents with Intellectual or Developmental Disabilities, with four of these eight units being for homeless households or households at risk of homelessness. The project provides several on-site community spaces and amenities, including a multi-purpose community room and kitchen, a computer lab, after school classroom, laundry facilities, and office space for an on-site property manager and service provider. Outdoor amenities include a walking path winding through the development connecting to the market-rate units adjacent to the project, and a playground for children. Firehouse Square is scheduled for a construction start in Fall/Winter 2020.

The City of Belmont is eager to transform the project site as it has been vacant since 1996. The project site is ideally located adjacent to El Camino Real, a transportation corridor that offers an array of public transit options. The location is ideal for families as it is close to community services, parks, retail, and employment opportunities. Firehouse Square will augment the range of housing available in San Mateo County and deepen the capacity of both MidPen Resident Services and the supportive services agencies contracted by the County to serve any special needs units that may be identified as the tenancy for this project continues to be refined. It is MidPen's intent to enter into an MOU with Housing Choices and Golden Gate Regional Center for Housing Choices and GGRC to provide services to the 8 units targeted for I/DD households. This financing will create 65 units of new affordable housing for the City of Belmont for the next 55 years.

The City of Belmont:

The City of Belmont will be asked to become a member of the CMFA and hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $14,573 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	32,440,018
Taxable Bond:	$	5,000,000
County AHF:	$	6,500,000
City of Belmont Loan:	$	2,598,000
FHLB AHP:	$	550,000
LIH Tax Credit Equity:	$	6,826,384
Total Sources:	$	53,914,402

Uses of Funds:

Land Acquisition:	$	32,501
New Construction:	$	37,115,709
Architectural & Engineering:	$	2,907,847
Legal & Professional:	$	171,500
Permits & Fees:	$	2,574,853
Financing Costs:	$	4,180,530
Developer's Fee:	$	2,351,313
Marketing and Lease up:	$	245,000
Financing Costs:	$	4,180,530
Costs of Issuance*:	$	154,619
Total Uses:	$	53,914,402

Terms of Transaction:

Amount:	$39,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 65 households will to be able to enjoy high quality, independent, affordable housing in the City of Belmont, California for the next 55 years. There will be four units set aside for homeless.

Percent of Restricted Rental Units in the Project: 100%

28% (18 Units) restricted to 30% or less of area median income households and;
12% (8 Units) restricted to 40% or less of area median income households and;
26% (17 Units) restricted to 50% or less of area median income households and;
17% (11 Units) restricted to 60% or less of area median income households and;
17% (11 Units) restricted to 80% or less of area median income households and;
Unit Mix: Studio, 1- and 2-bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall APLC
Issuer Counsel:	Jones Hall APLC
Lender Counsel:	TBD
Borrower Counsel:	Gubb and Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $39,000,000 for the Firehouse Square Apartments affordable housing facility located in the City of Belmont, San Mateo County, California.

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

*Other Costs: These are costs that are categorized by CDLAC as “Other Costs” they may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.

PROCEDURAL ITEMS FOR THE CFSC
SUMMARY AND RECOMMENDATIONS

Items:	A1, A2, A3
Action:	Pursuant to the by-laws and procedures of CFSC, each meeting starts with the call to order and roll call (A1) and proceeds to a review and approval of the minutes from the prior meeting (A2). After the minutes have been reviewed and approved, time is set aside to allow for comments from the public (A3).

CHARITABLE GRANT GUIDELINES

Recipient: Board Members of the California Foundation for Stronger Communities

Purpose: To Provide an Outline of Charitable Grant Guidelines

<u>CHARITABLE GUIDELINES:</u>

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 year. 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 individual 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
        ix. Governmental entities, if the donation will supplant governmental funds
2. A staff report must be provided to the Board at least 24 hours before donations are recommended or approved. Funds will not be disbursed on a cash advance basis.
3. CFSC staff may publicize donations in order to leverage the benefits to CMFA and CFSC of this unique charitable giving program. CFSC staff, and not board members, should be the point of contact with municipal staff, elected officials, recipient and press in coordinating and publicizing all donations to avoid even the appearance that board members are serving their personal or financial interests in recommending 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. Targeted Populations: Youth, Seniors, Low/Moderate Income Individuals, Victims of Abuse, Neglect or Crime, Disabled Veterans
5. Staff will distribute and process all charitable grants.

Index of Charities

Name	Nominated	Page #
Desert AIDS Project	08/30/2019	4
DesertArc	08/30/2019	5
Laura's House	08/30/2019	7
Operation Safe House, Inc.	08/30/2019	9
School on Wheels, Inc.	08/30/2019	11
Bay Area Community Resources	08/09/2019	1
East Bay Agency for Children	08/09/2019	6
Marine Raider Foundation (perviously MARSOC Foundation)	08/09/2019	8
Project Angel Food	08/09/2019	10
Upwardly Global	08/09/2019	14
California Association of Food Banks	07/19/2019	2
Coachella Valley Rescue Mission	07/19/2019	3
SOS-Soldiers Organized Services	07/19/2019	12
Table of Plenty	07/19/2019	13
Women's Empowerment	07/19/2019	15

Bay Area Community Resources

171 Carlos Drive

San Rafael , CA 949032005 County Marin

www.bacr.org

FEIN 94-2346815 Founded: 1980

Previous Donation: ○ Yes ◉ No List Date 8/9/2019

Mission:

BACR's Mission Is To Promote The Healthy Development Of Individuals And Families, Encourage Service And Volunteerism, And Help Build Community.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned	$33,968,436	90.0%	
Contributions	3,739,284	9.9%	
Other	35,466	0.1%	
Total Revenue:	$37,743,186	100.0%	
Expenses:			
Program	$32,465,743	86.5%	
Administration	4,882,437	13.0%	
Fund Raising	164,946	0.4%	
Total Expenses:	$37,513,126	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$230,060		
Net Assets:	$3,343,630		

BOD: Lissa Franklin; Rob NessBud Travers; Robert Davisson; Monica Baughan; Bryan Breckenridge; Sinclair Wu; Nancy McEvers Anderson; Moses Omolade

California Association of Food Banks

1624 Franklin Street, Suite 722

Oakland , CA 94612 County Alameda

www.cafoodbanks.org

FEIN 68-0392816 Founded: 1985

Previous Donation: ◉ Yes ○ No 20,000 6/7/2019 List Date 7/19/2019

Mission:

California Association of Food Banks (CAFB) is a membership organization of 41 food banks from throughout the state with a shared mission to build a well-nourished California and a firm commitment to providing cutting-edge leadership in the anti-hunger community.

Our major programs include Farm to Family, which works with growers and packers to provide fresh produce to food banks; statewide programs for food stamp outreach and enrollment; robust state and federal advocacy efforts; produce education; and member services that offer assistance with special projects as well as technical support.

Impact:

A donation would assist the organization in their mission of ending hunger in California

Financial Information: IRS Form 990 for FY 2016

Revenues:	Amount	%
Government/Earned	$23,967,874	94.4%
Contributions	1,428,189	5.6%
Other	2,387	0.0%
Total Revenue:	$25,398,450	100.0%
Expenses:		
Program	$23,667,655	95.7%
Administration	937,930	3.8%
Fund Raising	116,750	0.5%
Total Expenses:	$24,722,335	100.0%
Excess/(Deficit) of Revenues Over Expenses:	$676,115	
Net Assets:	$4,055,169	

Notes

Please see the attached listing of individual food banks that are a member of this coalition. If you wish to donate to one of them specifically, Please indicate in your resolution.

BOD: Andy Souza; Nicole Suydam; Lisa Houston; James Floros; Kathy Jackson; David Goodman; Anne Holcomb; Michael Flood; Larry Sly; Dave Martinez; Tom Tenorio; Shirley King; Mark Lowry; Kevin Sanchez; Al Brislain; Sara Griffen; Patricia L. Nickols-Butler;

Coachella Valley Rescue Mission

PO Box 10660

Indio , CA 92202 County Riverside

www.cvrm.org

FEIN 95-2684844 Founded: 1972

Previous Donation: ○ Yes ◉ No List Date 7/19/2019

Mission:

Meeting basic needs for those in need. We provide 30,000+ meals each month. We shelter 300+ men, women and children in our Coachella Valley shelter each night. Since 2017, we've seen a 47% increase of individuals and families experiencing a housing crisis and in need of emergency services. Many women are escaping violence and abuse at home with young children; here, they find a safe refuge with plenty of room for their children too.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned	$1,452,922	19.9%	
Contributions	5,589,004	76.6%	
Other	254,022	3.5%	
Total Revenue:	$7,295,948	100.0%	
Expenses:			
Program	$6,015,788	82.7%	
Administration	690,153	9.5%	
Fund Raising	564,051	7.8%	
Total Expenses:	$7,269,992	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$25,956		
Net Assets:	$12,660,844		

BOD: Joseph Hayes; Jim Parrish; Richard Twiss; Jeffishbein; Ernesto Rosales; Diane Busch; Matthew List; Connie Dorst; Jim Snellenberger; Larry Rogers

Desert AIDS Project

1695 N. Sunrise Way

Palm Springs , CA 92262 County Riverside

www.desertaidsproject.org

FEIN 33-0068583 Founded: 1984

Previous Donation: (•) Yes ( ) No 10,000 8/7/2015 List Date 8/30/2019

Mission:

Desert AIDS Project is a comprehensive HIV/AIDS service provider, operating an on-site medical clinic, dental clinic, behavioral clinic and a full range of client support services. DAP provides comprehensive HIV education and prevention service including free and confidential HIV testing.

Impact:

A donation will contribute to continuing operation of the organization.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned	$26,553,466	69.4%	
Contributions	10,656,939	27.8%	
Other	1,055,172	2.8%	
Total Revenue:	$38,265,577	100.0%	
Expenses:			
Program	$26,064,290	81.3%	
Administration	4,581,269	14.3%	
Fund Raising	1,398,132	4.4%	
Total Expenses:	$32,043,691	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$6,221,886		
Net Assets:	$25,379,220		

BOD: Steve Kaufer; Patrick Jordan; Fred Drewette;Mark Hamilton; Kevin Bass; Jerry Fogelson; Terril Ketover; Lauri Kibby; Athalie LaPamuk; Bertil Lindblad; Kyle Mudd; David Perez; Stephen Rose; Ann Sheffer

DesertArc

73-255 Country Club Drive

Palm Desert , CA 92260 County Riverside

www.desertarc.org

FEIN 95-6006700 Founded: 1959

Previous Donation: (●) Yes ( ) No 10,000 2/5/2016 List Date 8/30/2019

Mission:

In 1969, property was purchased in Palm Desert, California, and a vocational training workshop program for disabled adults was established. In 1983, program operations were moved when the first phase of the Palm Desert facility was built on donated property to provide expanded programs where more than 50 mentally and physically disabled adults where served by the Agency. In July 1999, Desert Arc constructed its 26,000-square-foot building at the Palm Desert Campus where vocational training and employment is provided to clients through the operation of on-site businesses. In 2000, two new workshop facilities for 60 clients were established, to include a site in Yucca Valley and Joshua Tree.Today, Desert Arc serves over 600 clients expanding from the Coachella Valley and the Morongo Basin, as far west as Temecula and as far east as Blythe.

Impact:

A donation would assist in continuing their mission.

Financial Information: IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned	$14,040,390	95.4%	
Contributions	648,314	4.4%	
Other	36,209	0.2%	
Total Revenue:	$14,724,913	100.0%	
Expenses:			
Program	$12,172,683	86.7%	
Administration	1,802,414	12.8%	
Fund Raising	62,664	0.4%	
Total Expenses:	$14,037,761	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$687,152		
Net Assets:	$6,714,966		

BOD: Brooke Beare Stjerne; Lori Serfling; Vern Kozlen; Mary Hendler; Damian Jenkins; Nate Otto; Lisa Howell; Glenn Miller; Robert Anzalone; Howard Levy; Nancy Singer; Iris Smotrich

East Bay Agency for Children

303 Van Buren Ave.

Oakland , CA 94610 County Alameda

www.ebac.org

FEIN 94-1358309 Founded: 1953

Previous Donation: ○ Yes ◉ No List Date 8/9/2019

Mission:

Children have seemingly magical ability to overcome exposure to adversity if they and their families are given guidance and tools to build resilience and aid in recovery. At East Bay Agency for Children, we work every day so children impacted by trauma can ultimately reach their full potential. Despite the overall wealth of the Bay Area, 1 in 5 of its residents lives in poverty. Children have vastly different prospects and opportunity dependent upon the zip code in which they live. An African American child born in West Oakland can expect to die almost fifteen years earlier than a white child born in the Oakland Hills. These social determinants of health combined with adverse childhood experiences such as abuse, neglect, household dysfunction create toxic stress and chronic exposure to trauma for many children. To address these needs, East Bay Agency for Children delivers a comprehensive continuum of services based on the strategies of building resilience, aiding in recovery and prevention.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned	$11,434,570	90.2%	
Contributions	1,238,535	9.8%	
Other	9,066	0.1%	
Total Revenue:	$12,682,171	100.0%	
Expenses:			
Program	$10,182,660	83.8%	
Administration	1,789,524	14.7%	
Fund Raising	174,049	1.4%	
Total Expenses:	$12,146,233	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$535,938		
Net Assets:	$3,836,329		

BOD: Mimi Park; Leah Hughes; Mary Colby; Tim Sommer; Tess Singha; Gary Cox; Joanne Karchmer; Rhonda Morris; Matthew Nelson; Nate Oubre; Patrick Piette; Jackie Lynn Ray; Madelyn Roderigues; Daniel Shulman

Laura's House

999 Corporate Drive #225

Ladera Ranch , CA 92694 County Orange

www.laurashouse.org

FEIN 33-0621826 Founded: 1995

Previous Donation: (•) Yes ( ) No 25,000 6/8/2018 List Date 8/30/2019

Mission:

When you support Laura's House you not only provide victims of domestic violence and their children with emergency shelter, you provide these families with the tools to build a new life. A life that is healthy, successful and free of violence. Laura's House is essential to improving the quality of life in Orange County, providing the services necessary to rebuild lives destroyed by violence. Laura's House provides direct services to more than 2,500 victims and their families each year through a 24-hour crisis hot line, emergency shelter, food and clothing, counseling, case management and legal services. Today, more than ever nonprofit organizations are facing severe financial challenges. As the economy has slowed and funding for services has been cut back, Laura's House depends on community support to help us meet the current needs of our clients, maintain our current level of quality services and grow our organization to meet our future needs.

Impact:

A donation would assist the program in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2016

Revenues:	Amount	%	Notes
Government/Earned	$930,102	23.9%	The organization has a thrift store which accounts for the majority of the other revenues.
Contributions	1,860,810	47.8%	
Other	1,101,499	28.3%	
Total Revenue:	$3,892,411	100.0%	
Expenses:			
Program	$3,396,109	79.9%	
Administration	518,559	12.2%	
Fund Raising	334,121	7.9%	
Total Expenses:	$4,248,789	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($356,378)		
Net Assets:	$6,576,776		

BOD: Laura Khouri; Wayne R. Pinnell; Don Barnes; Dan Weeks; Shannon Champion; Pat McAuley; Jorge Cisneros; Dr. Jill Murray; Payyt Cyr; Cheryl Osborn; Laverne Friedmann; Doug Pak; Kerri Strunk; Make James; Mark Jones; Richard V. Umphrey III; Kellie

Marine Raider Foundation (perviously MARSOC Foundation)

PO Box 2018

Temecula , CA 925932018 County Riverside

www.marineraiderfoundation.org

FEIN 45-2913544 Founded: 2011

Previous Donation: (•) Yes ( ) No 25,000 4/11/2014 List Date 8/9/2019

Mission:

As a 501(c)(3) non-profit, the MARSOC Foundation provides benevolent support to the U. S. Marine Corps Forces Special Operations Command (MARSOC). The Foundation supports active duty and medically retired MARSOC personnel and their families, as well as the families of Marines who have lost their lives in service to our Nation. MARSOC Foundation services are those unmet by the government or other organizationsAssist

MARSOC personnel who are injured or wounded in combat, contingency operations, or training with special needs receive:

Advanced rehabilitation programs and equipment

Operational health & performance programs and equipment

Advanced vocational training

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	1,601,190	98.3%	
Other	27,393	1.7%	
Total Revenue:	$1,628,583	100.0%	
Expenses:			
Program	$1,281,540	82.8%	
Administration	48,442	3.1%	
Fund Raising	217,946	14.1%	
Total Expenses:	$1,547,928	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$80,655		
Net Assets:	$1,330,321		

BOD: Derek Herrera; Peter Vermette; Michael Dastugue; Ambrose Fisher; Chuck Meacham; Jesse Pletts; Lorelei Gaus; Kathryn Tappen

Operation Safe House, Inc.

9685 Hayes Street

Riverside , CA 92503 County Riverside

operationsafehouse.org

FEIN 33-0326090 Founded: 1989

Previous Donation: (•) Yes ( ) No 10,000 7/19/2013 List Date 8/30/2019

Mission:

Operation SafeHouse is a 24-hour emergency shelter whose mission is to serve runaway, homeless, and at-risk youth ages 11 – 17 in Riverside County. Services include up to three-weeks of emergency shelter, nutritious meals, counseling, attempts at family reunification, on-site education program, aftercare and a 24- hour toll-free crisis line. Operation SafeHouse has been providing the Street Outreach program to entrenched street youth since 1997. Our team is in the community seven days a week at locations where runaway and homeless youth are known to congregate. They are given referrals, hygiene products, gift cards, and transportation to our shelters or transitional living programs if they would like to move from the streets into a safe and stable environment. Youth can also access our program through our 30 Safe Place partner sites, including the RTA and the SunLine bus systems who provide “mobile” Safe Places throughout the county.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned	$3,096,791	75.1%	
Contributions	962,102	23.3%	
Other	63,203	1.5%	
Total Revenue:	$4,122,096	100.0%	
Expenses:			
Program	$3,918,409	85.8%	
Administration	598,909	13.1%	
Fund Raising	48,195	1.1%	
Total Expenses:	$4,565,513	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($443,417)		
Net Assets:	$1,877,056		

BOD: Amy Harrison; David Austin; Eric Charrette; Sarah Clapp; Lachelle Crivello; Lee Fiorina; Valerie Hill; Carla Lidner; Misty Reynolds; Tina Robinson; Don Schroeder; ?Catherine Schwartz; Enrique Solis; Coby Webb

Project Angel Food

922 Vine Street

Los Angeles , CA 90038 County Los Angeles

www.angelfood.org

FEIN 95-4115863 Founded: 1989

Previous Donation: (•) Yes ( ) No 30,000 11/18/2016 List Date 8/9/2019

Mission:

Project Angel Food's mission is to nourish people debilitated by critical illnesses. We believe they should not also suffer the ravages of hunger and malnutrition, which can lead to catastrophic deterioration in their already fragile health.
We operate with the knowledge that food is medicine so we medically tailor our recipes and design our freshly-cooked meals to offer optimum benefits: overall improved health, efficacy of vital medications, prevention of secondary illnesses, optimum body weight and more.
Our client services and nutrition services teams assist clients in accessing other health resources and help them better understand the positive impact of healthy eating in their fight against disease and their overall life. We also provide a friendly ear during one of the most challenging experiences possible.

Impact:

A donation would assist in the furtherance of their mission

Financial Information: IRS Form 990 for FY 2016

Revenues:	Amount	%	Notes
Government/Earned	$635,906	15.5%	
Contributions	3,315,676	80.7%	
Other	156,506	3.8%	
Total Revenue:	$4,108,088	100.0%	
Expenses:			
Program	$3,223,369	79.5%	
Administration	370,807	9.1%	
Fund Raising	460,718	11.4%	
Total Expenses:	$4,054,894	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$53,194		
Net Assets:	$3,546,595		

BOD: Joe Mannis; Robert Bauer; Bobby Ralston; Peter Helenek; David Couper; Andre Dawson; Bert Edwards; Wayne Elias; Adam Ma; Ardis Moe; Faye Moseley; Pauley Perrette; Filippo Puglisi-Alibrandi; Tim Robinson; Richard Ayoub

School on Wheels, Inc.

PO Box 23371

Ventura , CA 93002 County Ventura

www.schoolonwheels.org

FEIN 95-4422640 Founded: 1993

Previous Donation: ○ Yes ◉ No List Date 8/30/2019

Mission:

Since 1993, the mission of School on Wheels has never wavered: to enhance educational opportunities for children who are experiencing homelessness from kindergarten through twelfth grade. Our goal is to shrink the gaps in their education and provide them with the highest level of education possible. Our program serves as a consistent support system for our students at a time of great stress and fear.

We partner with over 400 sites across Southern California—including libraries, shelters, and after-school programs. Volunteer tutors travel to meet students where they are at to provide stability, consistency, and educational support.

Our volunteers are the heart of our program. In 2018 alone, 2,321 volunteers tutored 3,624 students experiencing homelessness.

Impact:

A donation would assist the organization in the furtherance of their mission

Financial Information: IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned Contributions	2,673,242	99.8%	
Other	4,017	0.2%	
Total Revenue:	$2,677,259	100.0%	
Expenses:			
Program	$2,467,796	93.7%	
Administration	116,292	4.4%	
Fund Raising	48,665	1.8%	
Total Expenses:	$2,632,753	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$44,506		
Net Assets:	$1,446,581		

BOD: Joshua A. Fein; Steven F. Dahlberg; Clifford Neiman; Lynn M. Garnder; Chris C. Goodman; Beeong-Soo Kim; Laurie Levit; Cecil L. Murray; Ellen Padnos; Angela M. Sanchez; Susan Taylor; Janet A. Wertman; Melissa Zukerman; Catherine Meek

SOS-Soldiers Organized Services

PO Box 7007

La Quinta , CA 92248 County Riverside

www.sosride.org

FEIN 74-3216955 Founded: 2007

Previous Donation: ○ Yes ● No List Date 7/19/2019

Mission:

SOS -- Soldier's Organized Services links volunteer drivers with active-duty military personnel, their families and sweethearts to provide no-cost transportation between the Marine Corps Air Ground Combat Center in Twentynine Palms, California and Palm Springs or Ontario transportation hubs. We strive to relieve service-members of the cost ($175-$200 taxi fare each way) not reimbursable when traveling on pre-deployment, holiday or personal leave and the inherent stress of needing those funds to visit loved ones. We always offer safe, clean and reliable transportation, friendly conversation, and a firm handshake or warm hug as a thank you for their service to our nation.

S.O.S. has never, and will never accept contributions from the troops or their families.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2-17

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	309,778	100.0%	
Other			
Total Revenue:	$309,778	100.0%	
Expenses:			
Program	$297,087	100.0%	
Administration			
Fund Raising			
Total Expenses:	$297,087	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$12,691		
Net Assets:	$53,008		

BOD: Jim Slominski; Jan Welch; Diane Stone; Stephanie Miller; Dawn Lovejoy; Erica Stone

Table of Plenty

PO Box 22

Beaumont , CA 92223 County Riverside

www.tableofplenty.org

FEIN 45-2936011 Founded: 2011

Previous Donation: ○ Yes ◉ No List Date 7/19/2019

Mission:

We believe that hunger shouldn't be a way of life. At Table of Plenty, we rely on the helping hands of our volunteers to give back to those that are struggling with hunger in and around our community.
Table of Plenty serves hot meals Tuesdays and Fridays from 11:30 a.m. to 1 p.m. at the Beaumont Women’s Club and on Wednesdays from 11:30 a.m. to 1 p.m. at the Beaumont Presbyterian Church.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2017

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	304,244	100.0%	
Other			
Total Revenue:	$304,244	100.0%	
Expenses:			
Program	$282,595	94.8%	
Administration	15,589	5.2%	
Fund Raising			
Total Expenses:	$298,184	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$6,060		
Net Assets:	$9,960		

BOD: Darryl Smith; Rebecca Johnson; Ludwig Cibelli; Jason Smith; Art Welch; Onoalyse Lyons

Upwardly Global

582 Market St., Ste 1207

San Francisco , CA 94104 County San Francisco

www.upwardlyglobal.org

FEIN 94-3346127 Founded: 2000

Previous Donation: ○ Yes ◉ No List Date 8/9/2019

Mission:

Upwardly Global's mission is to eliminate employment barriers for skilled immigrants and refugees, and integrate this population into the professional U.S. workforce.

There are about 2 million immigrants and refugees currently in the U.S. who have college degrees from their home countries but are unemployed or working far below their skill level. Upwardly Global is the first and longest-serving organization that helps these men and women integrate into the professional American workforce.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2016

Revenues:	Amount	%	Notes
Government/Earned	$544,753	10.6%	
Contributions	4,559,250	89.1%	
Other	11,277	0.2%	
Total Revenue:	$5,115,280	100.0%	
Expenses:			
Program	$3,900,035	67.3%	
Administration	602,443	10.4%	
Fund Raising	1,295,292	22.3%	
Total Expenses:	$5,797,770	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($682,490)		
Net Assets:	$2,458,691		

BOD: Alex Lipman; Amy Henry; Ana Kreacic; Bassem Moussa; Ganesh Betanabhatle; Jane Leu; Justin Thornton; Kathy Taylor; Martha Gallo; Nikki Cicerani; Philipp Schumacher; Pranav S. Ramanathan; Rosalyn Chen; Scott Mauvais; Todd A. Harding; Winita Lau

Women's Empowerment

1590 North A Street

Sacramento , CA 95811 County Sacramento

www.womens-empowerment.org/

FEIN 03-0520643 Founded: 2001

Previous Donation: ○ Yes ◉ No List Date 7/19/2019

Mission:

A HOLISTIC APPROACH - By the time a homeless woman turns to us for help, she has lost almost everything. Being homeless is traumatizing; being homeless while raising children, escaping domestic violence, looking for work, or struggling with addiction can shatter her spirit.
Through classes, counseling, career mentoring and peer support, she gains the tools to rebuild her life. On-site childcare in our Child Development Center and other supportive services are offered in a safe, nurturing environment where each woman and her family are treated with respect.

Impact:

A donation would assist the organization in the furtherance of their mission.

Financial Information: IRS Form 990 for FY 2016

Revenues:	Amount	%	Notes
Government/Earned Contributions	1,095,932	96.3%	
Other	41,972	3.7%	
Total Revenue:	$1,137,904	100.0%	
Expenses:			
Program	$707,310	74.2%	
Administration	111,539	11.7%	
Fund Raising	134,860	14.1%	
Total Expenses:	$953,709	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$184,195		
Net Assets:	$883,644		

BOD: Paula Clarkson; Kellie England; Myel Jenkins; Susan Gower; Jonathan Kaufman; Bob Erlenbusch; Jessica Cook; Hedy Govenar; Jessica Leeson; Suzanne Dizon; Marisa Sharkey; Frank Apgar; Nikky Mohanna; Fimy Sahaida; Jonathan Kaufman; + 2

Donations as of 8/30/2019