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).

2020-21 NON-PROFIT MEMBERSHIP
SUMMARY AND RECOMMENDATIONS

Action: Approve CMFA's Membership with Various Non-Profits

Purpose: Approve CMFA's Membership with Various Non-Profits

Meeting: June 26, 2020

Background:

Approve CMFA's membership with the following Non-profits; California Affordable Housing Development Association, Asian Americans in Public Finance, California City Management Foundation, California Contract Cities Association, California Housing Consortium, California Council for Affordable Housing, California Society of Municipal Finance Officers, Council of Development Finance Agencies, Government Finance Officers Association, Healthcare Financial Management Association, Housing California, Kennedy Commission, National Housing & Rehabilitation Association, Non-Profit Housing Association of Northern California, PACENation, Southern California Association of Non-Profit Housing and San Diego Housing Federation.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve membership in the previously listed nonprofit organizations located throughout California.

PROPERTY ASSESSED CLEAN ENERGY (“PACE”)
SUMMARY AND RECOMMENDATIONS

Action	Approve the Creation of a C-PACE Custodial Account for LA County PACE Assessment Payments
Purpose:	Property Assessed Clean Energy (“PACE”)
Activity:	PACE Financing and Refinancing of Energy Efficiency, Water Efficiency, Renewable Energy Generation and Seismic Improvements
Meeting:	June 26, 2020

Background:

Property Assessed Clean Energy (“PACE”) programs help local economies and the environment by providing financing for energy and water efficient improvements and renewable energy systems. Communities with PACE programs have increased construction activity, created jobs, lowered utility bills, and reduced greenhouse gas emissions. Property owners repay the financing through their property tax bill over the useful life of the installed products.

Discussion:

PACE property tax assessments are added to the property owner’s tax bills for collection by the county where the property is located. LA County establishes one account each for residential and commercial PACE (“C-PACE”) remittance processing. The CMFA currently has more than one C-PACE Program Administrator with active PACE financings in LA County. Therefore, PACE payments remitted by LA County will be co-mingled for all C-PACE Program Administrators. A custodial account is being established to receive all LA County C-PACE payments which will be further distributed to the appropriate C-PACE Program Administrators after verification and authorization is received by the appropriate parties.

The above listed items have been reviewed by Jones Hall.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve the creation of a custodial account for C-PACE assessment payments.

PROPERTY ASSESSED CLEAN ENERGY ("PACE")
SUMMARY AND RECOMMENDATIONS

Action	Approve Resolutions and Related Items for the Collection of PACE Property Tax Assessments by Counties
Purpose:	Property Assessed Clean Energy ("PACE")
Activity:	PACE Financing and Refinancing of Energy Efficiency, Water Efficiency, Renewable Energy Generation and Seismic Improvements
Meeting:	June 26, 2020

Background:

Property Assessed Clean Energy ("PACE") programs help local economies and the environment by providing financing for energy and water efficient improvements and renewable energy systems. Communities with PACE programs have increased construction activity, created jobs, lowered utility bills, and reduced greenhouse gas emissions. Property owners repay the financing through their property tax bill over the useful life of the installed products.

Discussion:

PACE property tax assessments are added to the property owner's tax bills for collection by the county where the property is located. The below listed counties require annual authorization by the Board of the taxing district to place the assessments on the tax roll. The CMFA Board is being asked to approve the following items for the respective counties.

1. County of San Joaquin Resolution
2. County of Yuba Resolution
3. County of Solano Resolution
4. County of Tulare Resolution
5. County of Riverside Resolution
6. County of Sutter Resolution
7. County of San Mateo Resolution
8. County of Tulare Compliance Certification and Hold Harmless Statement

The above listed items have been reviewed by Jones Hall.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve the above listed county resolutions and related items.

ENTRADA APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Wakeland Housing and Development Corp.
Action:	Initial Resolution
Amount:	$32,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facilities Located in the City of Riverside, Riverside County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

Wakeland Housing and Development Corporation ("Wakeland") was founded in 1998 as a nonprofit corporation. With its for-profit and non-profit partners, Wakeland has developed, acquired and rehabilitated over 5,000 units of affordable housing, emerging as a leader in affordable housing communities in San Diego and throughout California.

Wakeland works with a variety of municipalities, developers and redevelopment agencies throughout California. They utilize federal, state and local funding resources including tax exempt bonds and tax credits and leverage other funds from the private and public sectors.

Wakeland's board of directors is comprised of affordable-housing, community and business leaders. Their team of highly qualified staff has expertise in both affordable housing and on-site resident service programs that offer unique opportunities for families and individuals to enhance their job marketability and enrich their lives. This is the fourth transaction that the CMFA has participated in with Wakeland Development.

The Project:

The Entrada project is the new construction of a 65-unit multifamily affordable community located at 1705-1761, 7th Street, Riverside, CA. Entrada will be a high-quality development where residents can live comfortably while accessing numerous onsite amenities that help improve the quality of life and create a strong sense of community. Front doors, patios and balconies for most of the units will face out to the street, creating a small-scale residential feel that mirrors the single-family homes immediately south of the project site. The development will include five 2- and 3-story buildings and two 1-story buildings. The Community Buildings are single story. Property Management, common laundry facilities, recreation amenities and resident service offices are in these buildings. Parking will be in tuck-under garages in each building with limited, uncovered, surface parking north of the Community Buildings. 64 of the 65 total units will be reserved for households making with incomes at or below 60% of Area Median Income. There will be one, unrestricted, on-site manager's unit. This financing will provide 64 units of affordable housing for the City of Riverside for 55 years.

The City of Riverside:

The City of Riverside is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $12,788 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	$	21,730,000
Taxable Bond Proceeds:	$	5,770,462
AHSC:	$	3,670,000
City of Riverside (Cash, Land & Def. Int):	$	5,484,424
Deferred Developer Fee:	$	1,355,668
TUMF DIF Fee Waiver:	$	398,710
CDLAC Refund:	$	100,000
Cost Deferred Until Conversion:	$	2,264,920
LIH Tax Credit Equity:	$	1,411,508
Total Sources:	$	42,185,692

Uses of Funds:

Land Acquisition:	$	2,178,529
Building Acquisition:	$	1,800,000
New Construction:	$	24,166,096
Architectural & Engineering:	$	1,194,300
Legal and Professional Fees:	$	394,500
Perm. Relocation:	$	98,618
Permits and Fees:	$	4,165,933
Financing Costs:	$	2,145,945
Marketing/General Administrative:	$	479,262
Developer Fee:	$	4,174,060
Construction Contingency:	$	1,208,308
Indirect Cost Contingency:	$	180,141
Total Uses:	$	42,185,692

Terms of Transaction:

Amount:	$32,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2020

Public Benefit:

A total of 64 households will be able to enjoy high quality, independent, affordable housing in the City of Riverside for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

20% (13 Units) restricted to 30% or less of area median income households; and
60% (38 Units) restricted to 50% or less of area median income households; and
20% (13 Units) restricted to 60% or less of area median income households
Unit Mix: 1-, 2- and 3-bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall APLC
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 $32,000,000 for the Entrada Apartments affordable multi-family housing facility located in the City of Riverside, Riverside 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.

SOUTH BAY VILLA APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	The Related Companies, L.P.
Action:	Initial Resolution
Amount:	$25,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Los Angeles, Los Angeles County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

<u>Background:</u>

In 1972, Stephen Ross founded Related Companies, known then as Related Housing Companies. Today, Related is a fully integrated, highly diversified industry leader with expertise in virtually every aspect of development, acquisitions, management, finance, marketing and sales.

Related owns and operates a portfolio of assets valued at over $15 billion. Affordable housing laid the foundation of Related Companies and they continue to place a high priority on developing, acquiring and preserving housing for this sector. In fact, over 60% of the 40,000 residential apartment homes under their management are part of one or more affordable housing programs, and an additional 20% of these homes provide workforce housing.

To date, Related has developed or acquired over 23,000 affordable housing units with a total value of approximately $3.5 billion. Currently, they have over 7,000 units under development or under contract throughout the country with a value in excess of $1.5 billion. Their portfolio of affordable and mixed-income developments demonstrates their continuing ability to create affordable housing opportunities in a variety of geographically, economically and socially diverse neighborhoods.

The Project:

The South Bay Villa Apartments is the acquisition and rehabilitation of an affordable multifamily housing development located roughly 12 miles south of Downtown Los Angeles at 13111 San Pedro St., Los Angeles, CA. The project is an existing 80-unit Section 8 multifamily development that consists of 21 two-story townhouse style buildings constructed in 1980. All of the project's units benefit from a Section 8 contract except for one unit that is set aside as a manager's unit. The renovations will include building exterior upgrades. Building exterior renovations will consist of repairing of dry rot and repainting of the building. Individual apartment units will be updated with new kitchen cabinets and countertops, new appliances, new vanity, new plumbing fixtures and lighting and new paint. The financing of this project will result in the preservation of affordable housing for 79 low-income households in the City of Los Angeles for another 55 years.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $12,600 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction
Tax-Exempt Bond:	$ 20,600,000
Income from Operations:	$ 805,700
LIH Tax Credit Equity:	$ 8,568,000
Total Sources:	$ 29,973,700
Uses of Funds:	
Land Cost/ Acquisition:	$ 1,000,000
Rehabilitation:	$ 16,868,880
Construction Costs:	$ 4,514,400
Architectural Fees:	$ 2,495,888
Legal Fees:	$ 260,000
Financing & Issuance Costs:	$ 641,913
Equity Syndication Costs:	$ 75,328
Reserves & Escrows:	$ 437,418
Contingency:	$ 97,509
Developer Fee:	$ 3,582,364
Total Uses:	$ 29,973,700

Terms of Transaction:

Amount:	$25,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	January 2021

Public Benefit:

A total of 79 low-income households will continue to enjoy high-quality, independent, affordable housing in the City of Los Angeles for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

100% (79 Units) restricted to 60% or less of area median income households.

Unit Mix: 2- & 3-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Levitt & Boccio, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $25,000,000 for the South Bay Villa Apartments affordable multi-family housing facility located in the City of Los Angeles, Los Angeles 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.

PLUMMER VILLAGE APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	The Related Companies, L.P.
Action:	Initial Resolution
Amount:	$20,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Los Angeles, Los Angeles County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

In 1972, Stephen Ross founded Related Companies, known then as Related Housing Companies. Today, Related is a fully integrated, highly diversified industry leader with expertise in virtually every aspect of development, acquisitions, management, finance, marketing and sales.

Related owns and operates a portfolio of assets valued at over $15 billion. Affordable housing laid the foundation of Related Companies and they continue to place a high priority on developing, acquiring and preserving housing for this sector. In fact, over 60% of the 40,000 residential apartment homes under their management are part of one or more affordable housing programs, and an additional 20% of these homes provide workforce housing.

To date, Related has developed or acquired over 23,000 affordable housing units with a total value of approximately $3.5 billion. Currently, they have over 7,000 units under development or under contract throughout the country with a value in excess of $1.5 billion. Their portfolio of affordable and mixed-income developments demonstrates their continuing ability to create affordable housing opportunities in a variety of geographically, economically and socially diverse neighborhoods.

The Project:

The Plummer Village Apartments is the acquisition and rehabilitation of an affordable multifamily housing development located roughly 25 miles northwest of Downtown Los Angeles at 15450 Plummer St., in the community of North Hills, Los Angeles, CA. The project is an existing 75-unit senior section 8 multifamily development that consists of 1 three-story elevator-served building constructed in 1982. All of the project's units benefit from a Section 8 contract except for one unit that is set aside as a manager's unit. The renovations will include building exterior upgrades. Building exterior renovations will consist of repairing of dry rot and repainting of the building. Individual apartment units will be updated with new kitchen cabinets and countertops, new appliances, new vanity, new plumbing fixtures and lighting and new paint. The financing of this project will result in the preservation of affordable housing for 74 low-income senior households in the City of Los Angeles for another 55 years.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately $9,937 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

	Construction
Sources of Funds:	
Tax-Exempt Bond:	$ 15,900,000
Deferred Developer Fee:	$ 2,252,787
Income from Operations:	$ 612,500
LIH Tax Credit Equity:	$ 8,299,000
Total Sources:	$ 27,064,287
Uses of Funds:	
Land Cost/ Acquisition:	$ 1,500,000
Rehabilitation:	$ 15,000,000
Construction Costs:	$ 2,227,640
Architectural Fees:	$ 3,762,000
Legal Fees:	$ 260,000
Financing & Issuance Costs:	$ 575,643
Equity Syndication Costs:	$ 73,278
Reserves & Escrows:	$ 368,033
Contingency:	$ 93,757
Developer Fee:	$ 3,203,936
Total Uses:	$ 27,064,287

Terms of Transaction:

Amount:	$20,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	January 2021

Public Benefit:

A total of 74 low-income senior households will continue to enjoy high-quality, independent, affordable housing in the City of Los Angeles for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

100% (74 Units) restricted to 60% or less of area median income households.

Unit Mix: 1-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Levitt & Boccio, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of $20,000,000 for the Plummer Village Apartments affordable multi-family housing facility located in the City of Los Angeles, Los Angeles 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.

FOON LOK WEST APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	MidPen Housing Corporation
Action:	Final Resolution
Amount:	$75,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Oakland, Alameda County, California
Activity:	Affordable Housing
Meeting:	June 26, 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 15 MidPen Housing Corporation projects.

The Project:

Foon Lok West Apartments is a new construction project located in Oakland on a 1.16-acre site. The project consists of 129 restricted rental units and 1 unrestricted managers' unit. The project will have 48 one-bedroom units, 35 two-bedroom units and 47 three-bedroom units. Common amenities include a community room, community lounge spaces, a lobby space, a mail area, management offices, resident services offices, a learning center, a computer room, a laundry room and a courtyard. Each unit will have window blinds, carpet, coat closets, refrigerator, dishwasher, garbage disposal and oven. There are 167 parking spaces provided. The project will be pursuing LEED certification. Green features include solar thermal and photovoltaic panels and a photovoltaic system installed on the roof. The construction is expected to begin in July 2020 and be completed in August 2022. This financing will create 129 units of affordable housing for the City of Oakland for the next 55 years.

The City of Oakland:

The City of Oakland is a member of the CMFA and held a TEFRA hearing on December 10, 2019. Upon closing, the City is expected to receive approximately $18,995 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 58,970,000	$ 3,226,000
Tranche B Financing:	$ 0	$ 14,908,000
Taxable Bond Proceeds:	$ 7,470,338	$ 0
LIH Tax Credit Equity:	$ 4,958,117	$ 51,007,670
HCD No Place Like Home:	$ 0	$ 5,500,000
Deferred Developer Fee:	$ 10,288,552	$ 10,288,552
Deferred Costs:	$ 3,293,215	$ 0
GP Equity:	$ 100	$ 100
Accrued/ Deferred Interest County A1 Loan:	$ 344,957	$ 344,957
Alameda County Regional A1:	$ 9,648,000	$ 9,698,000
City of Oakland Development Loan:	$ 12,442,000	$ 12,442,000
FHLB SF - AHP:	$ 1,290,000	$ 1,290,000
Total Sources:	$ 108,705,279	$ 108,705,279

Uses of Funds:	
Acquisition/Land Purchase:	$ 277,060
New Construction:	$ 72,063,608
Contractor Overhead & Profit:	$ 2,308,814
Architectural:	$ 1,842,240
Survey & Engineering:	$ 714,800
Construction Interest & Fees:	$ 7,073,010
Permanent Financing:	$ 369,576
Legal Fees:	$ 118,000
Reserves:	$ 1,815,453
Appraisal:	$ 8,250
Hard Cost Contingency:	$ 3,729,974
Local Development Impact Fees:	$ 750,000
Other Project Costs*:	$ 5,353,981
Developer Costs:	$ 12,280,513
Total Uses:	$ 108,705,279

Terms of Transaction:

Amount:	$75,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 129 low-income households will be able to enjoy high quality, independent, affordable housing in the City of Oakland, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

69% (89 Units) restricted to 50% or less of area median income households; and
31% (40 Units) restricted to 60% or less of area median income households.
Unit Mix: 1-, 2- and 3-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Wells Fargo, NA
Bond Counsel:	Jones Hall APLC
Issuer Counsel:	Jones Hall APLC
Lender Counsel:	Fisher Broyles LLP
Borrower Counsel:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $75,000,000 for the Foon Lok West Apartments affordable multi-family housing facility located in the City of Oakland, Alameda County, California.

*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.

**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.

EL DORADO FAMILY APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Final Resolution
Amount:	$10,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of El Centro, Imperial County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

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 twenty Pacific West Communities projects.

The Project:

El Dorado Family Apartments is a new construction project located in El Centro on a 2.93-acre site. The project consists of 23 restricted rental units and 1 unrestricted manager's unit. The project will have 8 two-bedroom units, 7 three-bedroom units, 8 four-bedroom units and 1 three-bedroom unit as the manager's unit. Common amenities include a centrally located swimming pool, outdoor children's playground, community building, and a covered picnic area with a BBQ. Each unit will feature new refrigerators, exhaust fans, dishwashers, garbage disposals, ranges with ovens, and a patio or balcony with storage space. The construction is expected to begin July 2020 and be completed in July 2021. This development will provide the City of El Centro with 23 much needed units of affordable housing for the next 55 years.

The City of El Centro:

The City of El Centro is a member of the CMFA and held a TEFRA hearing on November 5, 2019. Upon closing, the City received $3,937 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 6,300,000	$ 1,500,000
LIH Tax Credit Equity:	$ 623,669	$ 2,843,629
Deferred Developer Fee:	$ 1,221,821	$ 385,000
Costs Deferred Until Conversion:	$ 83,139	$ 0
City of El Centro HOME Loan:	$ 1,500,000	$ 5,000,000
City of El Centro PI Loan:	$ 134,000	$ 134,000
Total Sources:	$ 9,862,629	$ 9,862,629

Uses of Funds:	
Land Cost/Acquisition:	$ 242,500
New Construction:	$ 6,269,902
Architectural Fees:	$ 200,000
Survey and Engineering:	$ 145,000
Construction Interest and Fees:	$ 394,000
Permanent Financing:	$ 115,000
Legal Fees:	$ 50,000
Reserves:	$ 83,139
Appraisal:	$ 10,000
Hard Cost Contingency:	$ 311,000
Other Soft Costs*:	$ 820,267
Developer Costs:	$ 1,221,821
Total Uses:	$ 9,862,629

Terms of Transaction:

Amount:	$10,000,000
Maturity:	17 months
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 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:	Mechanics Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Sheppard Mullin Richter & Hampton LLP
Borrower Counsel:	Law Offices of Clayton McReynolds
Financial Advisor:	Miller Housing Advisors

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $10,000,000 for El Dorado Family Apartments affordable multi-family housing facility located in the City of El Centro, Imperial County, California.

*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.

**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.

OCOTILLO SPRINGS APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Final Resolution
Amount:	$25,000,000
Purpose:	Finance Affordable Rental Housing Facility Located in the City of Brawley, Imperial County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

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 twenty Pacific West Communities projects.

The Project:

Ocotillo Springs Apartments is a new construction project located in Brawley on a 3.78-acre site. The project will consist of 74 restricted rental units and 1 unrestricted manager's unit. The project will have 52 two-bedroom units and 22 three-bedroom units. There will be four 3-story buildings. Common amenities include a swimming pool, outdoor children's playground, covered picnic area, a large community space consisting of an office, maintenance room, computer center, exercise room and community room with a communal kitchen. Each unit will have a refrigerator, exhaust fans, dishwasher, garbage disposal, range & oven, and an outdoor patio or balcony with storage space. There are 152 parking spaces provided. The project will include many green and sustainable features and will be certified LEED Gold. The construction is expected to begin in

July 2020 and be completed in July 2021. This development will provide the City of Brawley with 74 much needed units of affordable housing for the next 55 years.

The City of Brawley:

The City of Brawley is a member of the CMFA and held a TEFRA hearing on January 7, 2020. Upon closing, the City is expected to receive approximately $9,375 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 15,000,000	$ 2,600,000
Taxable Bond Proceeds:	$ 7,000,000	$ 0
LIH Tax Credit Equity:	$ 1,282,760	$ 12,781,551
Deferred Developer Fee:	$ 3,006,538	$ 806,538
Costs Deferred Until Conversion:	$ 248,791	$ 0
HCD/SGC – AHSC Loan:	$ 0	$ 10,350,000
Total Sources:	$ 26,538,089	$ 26,538,089

Uses of Funds:	
Land Cost/Acquisition:	$ 750,000
New Construction:	$ 16,349,358
Contractor Overhead & Profit:	$ 1,219,944
Architectural Fees:	$ 400,000
Survey and Engineering:	$ 240,000
Construction Interest and Fees:	$ 1,180,000
Permanent Financing:	$ 126,000
Legal Fees:	$ 70,000
Reserves:	$ 248,791
Appraisal:	$ 10,000
Hard Cost Contingency:	$ 1,295,000
Local Development Impact Fees:	$ 1,236,352
Other Soft Costs*:	$ 406,106
Developer Costs:	$ 3,006,538
Total Uses:	$ 26,538,089

Terms of Transaction:

Amount:	$25,000,000
Maturity:	17 months
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 74 low income households will be able to enjoy high quality, independent, affordable housing in the City of Brawley for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

66% (49 Units) restricted to 50% or less of area median income households; and

34% (25 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:	American First Mulitfamily Investors, LP (Greystone Affiliate)
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Kutak Rock LLP
Borrower Counsel:	Katten Muchin Rosenman LLP
Financial Advisor:	Miller Housing Advisors

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $25,000,000 for Ocotillo Springs Apartments affordable multi-family housing facility located in the City of Brawley, Imperial County, California.

*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.

**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.

HEBER DEL SOL APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	CRP Affordable Housing & Community Development
Action:	Final Resolution
Amount:	$16,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Heber, Imperial County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

CRP Affordable Housing and Community Development ("CRP") believes that working families should have access to affordable housing and that seniors on fixed incomes shouldn't have to struggle to make ends meet. CRP believes veterans, who have honorably served the nation, shouldn't have to worry about having a roof over their heads. CRP believes homelessness can be addressed by committed stakeholders working together to make communities better for all. Young people, who are transitioning out of foster care, should have supportive services and a caring hand to guide them into adulthood. It is their belief that all people facing housing challenges, whether they be families in need or individuals fleeing domestic violence, deserve safe and secure options. Most importantly, CRP believes in providing people with a place they can be proud to call home.

CRP achieves this mission by using their expertise and knowledge to develop affordable housing in neighborhoods that need it the most. By identifying areas where housing needs are unmet, they are able to work towards quality solutions that enhance neighborhoods and improve people's lives.

CRP's team of skilled professionals is able to provide high quality in-house development, construction and property management services. They meet the challenges posed by affordable housing by having a nimble approach and staying attuned to market trends and regulatory concerns.

The Project:

Heber del Sol Family Apartments is a new construction project located in Heber, California. The project consists of 47 restricted rental units and 1 restricted manager's unit. The project will have 12 one-bedroom units, 24 two-bedroom units and 12 three-bedroom units. The buildings will consist of six 3-story wood framed over concrete slabs with stucco exteriors and vinyl windows. Common amenities include a community building with an outdoor patio area and a covered courtyard, a covered tot lot play area to be located within the central courtyard, a computer lounge, laundry facilities and a management office. Each unit will have a refrigerator and a range/oven. There will be 66 covered surface parking spaces provided. Green features will include solar photo-voltaic systems atop all carports as well as roof top solar water heating. The construction is expected to begin in July 2020 and to be completed in September 2021. This financing will create 47 units of affordable housing for the City of Heber for the next 55 years.

The City of Heber:

The City of Heber is a member of the CMFA and held a TEFRA hearing on January 7, 2020. Upon closing, the City is expected to receive approximately $5,961 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 9,537,743	$ 2,853,830
Taxable Bond Proceeds:	$ 500,000	$ 0
Federal LIH Tax Credit Equity:	$ 1,579,686	$ 10,789,671
Deferred Developer Fee:	$ 0	$ 138,318
State LIH Tax Credit Equity:	$ 1,009,835	$ 0
Deferred Costs:	$ 1,641,361	$ 0
Residual Receipt Loans Accrued Interest:	$ 0	$ 156,420
Net Income from Operations:	$ 0	$ 135,121
County of Imperial COC HEAP:	$ 2,607,000	$ 2,607,000
AHP:	$ 470,000	$ 470,000
Forgone Developer Fee:	$ 0	$ 195,265
Total Sources:	$ 17,345,625	$ 17,345,625

Uses of Funds:	
Acquisition/Land Purchase:	$ 1,105,000
New Construction:	$ 8,965,800
Contractor Overhead & Profit:	$ 893,000
Architectural:	$ 350,000
Survey & Engineering:	$ 140,500
Construction Interest & Fees:	$ 843,776
Permanent Financing:	$ 25,009
Legal Fees:	$ 232,500
Reserves:	$ 259,056
Appraisal:	$ 10,000
Hard Cost Contingency:	$ 1,035,880

Local Development Impact Fees:	$	429,097
Other Project Costs*:	$	965,042
Developer Costs:	$	2,090,965
Total Uses:	$	17,345,625

Terms of Transaction:

Amount:	$16,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 47 low-income households will be able to enjoy high quality, independent, affordable housing in the City of Heber, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

62% (29 Units) restricted to 50% or less of area median income households; and
38% (18 Units) restricted to 60% or less of area median income households
Unit Mix: 1-, 2- and 3-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:	Fisher Broyles LLP
Borrower Counsel:	Hobson Bernardino
Financial Advisor:	Miller Housing Advisors

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $16,000,000 for the Heber Del Sol Apartments affordable multi-family housing facility located in the City of Heber, Imperial County, California.

*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.

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WORTHINGTON LA LUNA FAMILY APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	CRP Affordable Housing and Community Development
Action:	Final Resolution
Amount:	$20,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Imperial, Imperial County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

CRP Affordable was founded with the principles of providing quality affordable housing and strengthening communities. The founders of CRP Affordable have owned, operated, developed, and managed over 2,500 rent restricted units and have significant experience providing housing to at-risk, special needs, seniors, and other vulnerable populations. CRP Affordable has successfully partnered with non-profit, government, and community organizations to support individuals and families in need. CRP Affordable is a full-service, vertically integrated real estate firm with significant experience in multifamily acquisition/rehabilitation, ground-up development and property management. CRP Affordable's reputation and relationships, earned from a decade in real estate, allow it to provide housing solutions to underserved communities. With a team of highly skilled professionals, CRP Affordable combines unique vision, market knowledge, and a keen ability to execute multifamily rehabilitation or new construction projects.

CRP Affordable's Mission is to provide quality places for people to call home. They achieve their mission by using their expertise and knowledge to develop affordable housing in neighborhoods that need it the most. By identifying areas where housing needs are unmet, they can work towards quality solutions that enhance neighborhoods and improve people's lives. CRP Affordable's team of skilled professionals is able to provide high quality in-house development, construction and property management services. They meet the challenges posed by affordable housing by having a nimble approach and staying attuned to market trends and regulatory concerns. CRP Affordable believes in forming strategic partnerships with community stakeholders to give residents better lives and neighborhoods with more stability and quality of life.

The Project:

The Worthington La Luna Family Apartments is the new construction of a 66-unit multifamily affordable housing facility. The project is located at 605 West Worthington Road, in the City of Imperial, California. The project will be restricted to households making 30% to 60% or less of AMI. The project site is located within a primarily residential neighborhood in the western portion of Imperial. All major shopping, transportation, and recreational amenities are located within a short distance of the project. Access to groceries, pharmacy and shopping is convenient. Site amenities will include a community room, laundry room, computer room, and on-site manager. Social services for the general low-income family population will be provided on-site. Those services include English classes, computer classes, how to write a resume, etc. The services will be provided by the managing general partner of the project borrower entity, MMC Project. The financing of this project will result in continuing to provide affordable housing for 65 low-income households in the City of Imperial for another 55 years.

The County of Imperial:

The County of Imperial is a member of the CMFA and held a TEFRA hearing on January 7, 2020. Upon closing, the County is expected to receive approximately $7,539 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 12,063,278	$ 0
Taxable Loan:	$ 4,736,391	$ 4,459,444
State LIH Tax Credit Equity:	$ 773,317	$ 0
Federal LIH Tax Credit Equity:	$ 1,209,700	$ 13,220,109
Deferred Developer Fee:	$ 0	$ 61,968
Deferred Costs:	$ 1,821,400	$ 0
USDA 514 Loan:	$ 0	$ 2,350,000
Net Income from Operations:	$ 0	$ 210,460
Residual Receipts Loan Int.:	$ 0	$ 52,105
Land Note:	$ 578,947	$ 578,947
Total Sources:	$ 21,183,033	$ 20,933,033

Uses of Funds:	
Acquisition/Land Purchase:	$ 1,490,790
New Construction:	$ 12,643,579
Architectural:	$ 375,000
Survey and Engineering:	$ 148,577
Construction Interest & Fees:	$ 1,153,406
Permanent Financing:	$ 26,700
Legal Fees:	$ 232,500
Reserves:	$ 194,027
Hard Cost Contingency:	$ 747,610
Other Project Costs*:	$ 1,598,877
Developer Costs:	$ 2,571,967
Total Uses:	$ 21,183,033

Terms of Transaction:

Amount:	$20,000,000
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 continue enjoy high quality, independent, affordable housing in the City of Imperial for another 55 years.

Percent of Restricted Rental Units in the Project: 100%
46% (30 Units) restricted to 50% or less of area median income households; and
54% (35 Units) restricted to 60% or less of area median income households.
Unit Mix: 1-, 2-, & 3-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:	Fisher Broyles LLP
Borrower Counsel:	Hobson Bernardino + Davis LLP
Financial Advisor:	MirKa Investments LLC

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $20,000,000 for the Worthington La Luna Family Apartments affordable multi-family housing facility located in the City of Imperial, Imperial County, California.

*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.

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BOYD STREET APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Danco Group
Action:	Final Resolution
Amount:	$18,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Santa Rosa, Sonoma County, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

For over 27 years, the Danco Group of Companies has built and strengthened its foundation by truly understanding and meeting the specific objectives of its customers. Comprised of six distinct companies, the Danco Group is an alliance which enables its individual company's greater capacity for meeting and exceeding customers' conditions of satisfaction. They see it as their mission not just to develop and build buildings, but to produce the best possible situation for each customer and each community.

Founder, President, and CEO, Dan Johnson is a life-long resident of Humboldt County, which is the location of their corporate office and primary place of business. Starting Danco Builders in 1986, Dan continued to develop and grow new business over time. Today, the Danco Group of Companies offers commercial and residential construction, market rate and affordable housing development, senior assisted living management and development, and property management services.

Danco Development is a development company specializing in the master planning of communities and neighborhoods in Humboldt County. With a focus on brownfield redevelopment and infill projects, their mission is to provide the necessary infrastructure for the natural growth of their community. They do so by entitling lots for housing and the sale or lease of commercial buildings. Whether it is the addition of a new community neighborhood or an addition to one that already exists, their focus is effective contribution to the economic and social development of the area.

The Project:

The Boyd Street Apartments is the new construction of an affordable multifamily housing project. Composed of 2 buildings, the project entry and driveway are marked by the Community Building at the parcel's east boundary. Landscaped accessible pathways lead to a covered porch at the Community Building and to semiprivate spaces and the residential entryways along the apartment building's open exit corridors. Residents park their cars on both sides of the driveway, which terminates in an emergency vehicle hammerhead-shaped turnaround and also functions as a sport court for teens. Landscaped open space at the south side of the site consists of drought-tolerant planting and a community garden area. At least 2,760 square feet of this recreational landscaped open area will be designated as a growing area for a fruit and vegetable garden. This is a residential infill development that is 100% affordable and meets the goals of cities like Santa Rosa to increase density and to reform land use patterns in Priority Development Areas without losing their identity as family-oriented communities. This financing will create 45 units of affordable housing in the City of Santa Rosa for the next 55 years.

The City of Santa Rosa:

The City of Santa Rosa is a member of the CMFA and held a TEFRA hearing on January 14, 2020. Upon closing, the City is expected to receive approximately $8,125 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 13,000,000	$ 7,470,000
LIH Tax Credit Equity:	$ 5,046,707	$ 12,402,023
County Funds:	$ 1,500,000	$ 1,500,000
City of Santa Rosa:	$ 200,000	$ 200,000
Solar Tax Credit Equity:	$ 22,140	$ 110,700
Developer Note:	$ 2,399,669	$ 485,793
Total Sources:	$ 22,168,516	$ 22,168,516

Uses of Funds:	
Acquisition/Land Purchase:	$ 1,500,000
Relocation:	$ 56,905
New Construction:	$ 12,372,745
Contractor Overhead & Profit:	$ 1,389,105
Architectural:	$ 650,000
Survey & Engineering:	$ 200,000
Construction Interest & Fees:	$ 911,656
Permanent Financing:	$ 15,000
Legal Fees:	$ 120,000
Reserves:	$ 174,378
Appraisal:	$ 10,000
Hard Cost Contingency:	$ 690,938
Local Development Impact Fees:	$ 1,005,344
Other Project Costs*:	$ 672,552
Developer Costs:	$ 2,399,893
Total Uses:	$ 22,168,516

Terms of Transaction:

Amount:	$18,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

The construction of this project will create 45 units of high-quality affordable housing in the City of Santa Rosa for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

13% (6 Unit) restricted to 50% or less of area median income households; and

87% (39 Units) restricted to 60% or less of area median income households.

Unit Mix: 1-, 2- & 3-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	Pacific Western Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Kutak Rock LLP
Borrower Counsel:	Spencer Fane LLP
Financial Advisor:	Miller Housing Advisors, LLC

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $18,000,000 for the Boyd Street Apartments affordable housing facility located in the City of Santa Rosa, Sonoma County, California.

*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.

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JORDAN COURT APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Satellite Affordable Housing Associates
Action:	Final Resolution
Amount:	$14,132,500
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Berkeley, Alameda County, California
Activity:	Senior Affordable Housing
Meeting:	June 26, 2020

Background:

Satellite Affordable Housing Associates ("SAHA") provides quality affordable homes and services that empower people and strengthen neighborhoods.

SAHA began from the idea that every person deserves a home. Their work is inspired by a belief that quality homes and empowering services should be in reach for all of the Bay Area's community members and that despite the many obstacles to providing housing for people with low-incomes and special needs, this goal is possible.

SAHA's innovative properties provide more than 3,000 residents in seven counties in northern California with much-needed affordable housing and services. With a commitment to high-quality design and thoughtful, ongoing supportive services, they empower their residents to build better lives and create healthier, safer communities.

SAHA was created out of the strengths of two of the Bay Area's leaders in providing affordable housing for low-income and special needs populations. They want to advance the field of affordable housing, and guide their work in housing development, property management, and resident services by the following principles:

- They believe that every person deserves a home
- They commit to communities for the long term
- Their comprehensive housing services empower their residents to thrive
- High quality design inspires people and builds community
- Green building practices lead to a healthy, sustainable society
- Innovation and thoughtful risk-taking are part of how they pursue excellence

The Project:

The Jordan Court Apartments is a 35-unit new construction project serving low-income senior households, to be located at 1601-1607 Oxford Street in Berkeley, California. The development will be a four-story wood frame structure over a 1 story podium built into the site's existing slope. The building's connection to the street is articulated through a defined main corner entrance with stairs recessed to a lobby, manager's office, and bicycle parking at the podium level, as well as a staircase and elevator to the building's four upper stories. The rest of the podium level includes 21 parking spaces, which are accessible via a driveway from Oxford St. The central courtyard, which is built on top of the podium, is accessible via a second entrance uphill from Cedar Avenue and tucked inside of the L-shaped building, providing some privacy and separation from the Oxford and Cedar intersection but connectivity and direct access to the first floor, community room and lobby spaces. A combination of open space, outdoor seating, a labyrinth and raised garden beds combine to create gathering areas where residents may engage in the project's positive community atmosphere. The development will also include approximately 1450sq feet of administrative space for All Souls Episcopal Parish. This financing will create 34 units of affordable housing for senior households in the City of Berkeley for 55 years.

The City of Berkeley:

The City of Berkeley is a member of the CMFA and held a TEFRA hearing on November 12, 2019. Upon closing, the City is expected to receive approximately $8,832 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 14,132,500	$ 1,042,000
LIH Tax Credit Equity:	$ 1,330,432	$ 9,029,994
Developer Equity:	$ 0	$ 485,200
Deferred Developer Fee:	$ 374,403	$ 374,403
Deferred Costs:	$ 1,598,953	$ 0
Land Contribution:	$ 1	$ 1
City of Berkeley:	$ 6,025,000	$ 6,025,000
AHP:	$ 340,000	$ 340,000
Alameda Co. A1 Bonds:	$ 1,700,000	$ 5,834,096
Accrued Interest:	$ 240,313	$ 240,313
HCD No Place Like Home:	$ 0	$ 2,370,595
Total Sources:	$ 25,741,602	$ 25,741,602

Uses of Funds:	
Acquisition/Land Purchase:	$ 618,521
Relocation:	$ 250,000
New Construction:	$ 16,138,933
Contractor Overhead & Profit:	$ 725,819
Architectural:	$ 1,023,140
Survey & Engineering:	$ 257,561
Construction Interest & Fees:	$ 1,694,646
Permanent Financing:	$ 10,000
Legal Fees:	$ 25,000
Reserves:	$ 369,949
Appraisal:	$ 7,500

Hard Cost Contingency:	$	848,656
Local Development Impact Fees:	$	488,430
Other Project Costs*:	$	964,118
Developer Costs:	$	2,319,329
Total Uses:	$	25,741,602

Terms of Transaction:

Amount:	$14,132,500
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

A total of 34 low income households will be able to enjoy high quality, independent, affordable housing in the City of Berkeley, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

68% (23 Units) restricted to 50% or less of area median income households; and
32% (11 Units) restricted to 60% or less of area median income households.
Unit Mix: Studio and 2-bedroom

Term of Restriction: 55 years

Finance Team:

Lender:	Silicon Valley Bank
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Sheppard Mullin Richter & Hampton LLP
Borrower Counsel:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $14,132,500 for Jordan Court Apartments affordable multi-family housing facility located in the City of Berkeley, Alameda County, California.

*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.

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PLAZA DE CABRILLO APARTMENTS
SUMMARY AND RECOMMENDATIONS

Applicant:	Century Housing
Action:	Final Resolution
Amount:	$19,576,279
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Long Beach, County of Los Angeles, California
Activity:	Affordable Housing
Meeting:	June 26, 2020

Background:

Century Housing ("Century") is a leading Community Development Financial Institution (CDFI), delivering innovative financial products quickly and reliably to support the development of critical housing projects throughout California. Century's lending activity, combined with expert service and support for its developer clients, has resulted in the development and preservation of more than 25,000 affordable homes and apartments in underserved communities throughout the state.

Century invests in homes and communities so that low income individuals and families may have a dignified living environment, achieve economic independence, and enjoy healthful and vital places to live and work. Century believes that a just society provides safe, quality and affordable housing for all.

Century Housing has been around since 1995 when it was established as a 501(c)3 nonprofit organization. While Century may primarily be known as a lender to affordable housing developers throughout the State of California, Century has a long history of development experience.

Over the past 18 years, Century has developed more than 375,000 square feet of housing and supportive service space which includes 987 residential units across 10 developments.

The Project:

The Plaza de Cabrillo Apartments (fka Casa de Plaza) is an acquisition/rehabilitation of an existing project located in Long Beach on a 2.23-acre site. The project consists of 200 restricted rental units and 4 unrestricted managers' units. The project consists of all Studio units. The renovations will include building exterior and interior upgrades. Building exterior renovations will consist of stucco repairs, roof replacement, window replacements and a fresh coat of paint. Interior renovations will include elevator replacement, HVAC system upgrades, upgrades to the common area community room, laundry room and fitness center. Individual apartment units will be updated with new countertops in the kitchen and bathrooms, replacement of unit doors and hardware, storefront windows and damaged windowsills. Lastly, common or site area renovations will consist of concrete repairs and asphalt replacement. The financing of this project will result in the retention of affordable housing for 200 low-income households in the City of Long Beach for the next 55 years.

The City of Long Beach:

The City of Long Beach is a member of the CMFA and held a TEFRA hearing on May 3, 2020. Upon closing, the City is expected to receive approximately $12,235 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	Construction	Permanent
Tax-Exempt Bond Proceeds:	$ 19,576,279	$ 4,108,000
LIH Tax Credit Equity:	$ 1,100,651	$ 12,059,509
Developer Equity:	$ 100	$ 100
Deferred Developer Fee:	$ 1,262,919	$ 1,262,919
Deferred Costs:	$ 1,227,729	$ 0
Seller Carryback Loan:	$ 8,363,003	$ 8,363,003
Income from Operations:	$ 0	$ 237,150
Sponsor Loan:	$ 0	$ 5,000,000
Federal Home Loan - AHP:	$ 1,500,000	$ 1,500,000
Accrued Project Reserves:	$ 500,000	$ 500,000
GP Loan - Home Depot Funds:	$ 0	$ 500,000
Century Senior Loan & Accrued Interest:	$ 1,215,371	$ 1,215,371
Century Legacy Loan & Accrued Interest:	$ 732,931	$ 732,931
Capital Contribution - Developer Fee:	$ 1,758,960	$ 1,758,960
Total Sources:	$ 37,237,943	$ 37,237,943

Uses of Funds:	
Acquisition/Land Purchase:	$ 17,500,000
Rehabilitation:	$ 8,901,783
Relocation:	$ 248,400
Contractor Overhead & Profit:	$ 1,076,492
Architectural:	$ 415,000
Construction Interest & Fees:	$ 1,859,904
Permanent Financing:	$ 80,540

Legal Fees:	$	75,000
Reserves:	$	877,408
Appraisal:	$	15,000
Hard Cost Contingency:	$	1,081,591
Other Project Costs*:	$	584,946
Developer Costs:	$	4,521,879
Total Uses:	$	37,237,943

Terms of Transaction:

Amount:	$19,576,279
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	August 2020

Public Benefit:

A total of 200 low income households will continue to be able to enjoy high quality, independent, affordable housing in the City of Long Beach for another 55 years.

Percent of Restricted Rental Units in the Project: 100%

90% (180 Units) restricted to 50% or less of area median income households; and
10% (20 Units) restricted to 60% or less of area median income households.
Unit Mix: SRO units

Term of Restriction: 55 years

Finance Team:

Lender:	Wells Fargo Bank, NA
Bond Counsel:	Quint & Thimmig LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Dentons
Borrower Counsel:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $19,576,279 for the Plaza de Cabrillo Apartments affordable multi-family housing facility located in the City of Long Beach, Los Angeles County, California.

*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.

**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.

SEQUOYAH SCHOOL
PROJECT SUMMARY AND RECOMMENDATIONS

Applicant:	Sequoyah School
Action:	Final Resolution
Amount:	$3,000,000
Purpose:	Finance and/or Refinance the Acquisition, Construction, Equipping and/or Improving Educational Facilities for the Sequoyah School, located in the City of Pasadena, Los Angeles County, California.
Activity:	Private Education
Meeting:	June 26, 2020

Background:

Established in 1958, Sequoyah is a not-for profit, independent, co-educational day school currently serving approximately 374 students in grades K through 12. Sequoyah admitted its first 9th grade class in 2015-16 and plans to continue the expansion to provide a full K-12 education to its students.

Academic disciplines are introduced in meaningful contexts in which students are given the time for deliberate exploration, careful investigation, and playful discovery. Building on major concepts, processes, and skills, teachers guide students to realize connections between ideas. Field studies, class projects, and performance ensembles are designed to draw upon individual learning styles and group collaboration while reinforcing subject-matter understanding.

Sequoyah's enrichment program offers students opportunities to follow their interests and build their skills in focused, small-group classes. A variety of subjects are offered such as chess, cooking, yoga, woodworking, music, movie making, robotics, and debate team, to name a few.

Extra-curricular activities and a co-curricular schedule of classroom hot lunches, electives, all-school meetings, stewardship projects, student government, and service learning provide consistent opportunities to practice values in action framed by Sequoyah’s Habits of Mind.

The Project:

The Sequoyah School loan proceeds will be used to refinance indebtedness outstanding in the aggregate principal amount of approximately $2,300,000, the proceeds of which were used to finance the construction of a new two-story classroom building providing dedicated classroom space for the Arts and Sciences and a new high-bay multipurpose building for student assemblies and for the visual performing arts, and to purchase vans for student transportation, and finance a portion of the costs of the acquisition, construction, equipping and/or improvement of educational facilities and related equipment, in the aggregate principal amount of approximately $700,000 (collectively, the “Facilities”), and pay related expenses incurred with respect to the Loan (collectively, the “Project”), such Project being owned and operated by Sequoyah School (the “School”) and located on land leased by the School in the City of Pasadena, California.

The City of Pasadena:

The City of Pasadena is a member of the CMFA and is scheduled to hold a TEFRA hearing on November 18, 2019. Upon closing, the City is expected to receive approximately $2,000 as part of CMFA’s sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:		
Tax-Exempt Bonds:	$	3,000,000
Total Sources:	$	3,000,000
Uses of Funds:		
Pay off 2012 and 2015 loans:	$	2,240,000
School Improvements:	$	700,000
Cost of Issuance:	$	60,000
Total Uses:	$	3,000,000

Terms of Transaction:

Amount:	$3,000,000
Maturity:	December 2044
Collateral:	Operating Revenues/ Personal Property/ Equipment
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

The financing will reduce the cost of capital and allow Sequoyah to better serve its approximately 374 students in grades K through 12.

Finance Team:

Lender:	First Republic Bank
Special Tax Counsel:	Hawkins Delafield & Wood LLP
Issuer Counsel:	Jones Hall, APLC
Lenders Counsel:	Hawkins Delafield & Wood LLP
Borrower's Counsel:	Gibson, Dunn & Crutcher LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution authorizing the issuance of revenue bonds in an aggregate principal amount not to exceed $3,000,000 for the Sequoyah School project located in the City of Pasadena, County of Los Angeles, 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.

THE WINDWARD SCHOOL
SUMMARY AND RECOMMENDATIONS

Applicant:	The Windward School
Action:	Final Resolution
Amount:	$26,500,000
Purpose:	Finance and/or Refinance the Acquisition, Construction, Improvement, Renovation, and/or Equipping of Educational Facilities for The Windward School, located in the City of Los Angeles, Los Angeles County, California
Activity:	Private Education
Meeting:	June 26, 2020

Background:

History
Windward School was founded in 1971 in order to provide a unique educational opportunity for Westside young people. The School takes its name from Shirley Windward, one of Windward's founders. Windward serves approximately 625 7^{th} -12^{th} grade students

Under the leadership of Tom Gilder, who became Head of School in 1987, the School has continued to broaden its academic programs and to incorporate areas of social concern and global awareness into the classroom and extracurricular activities.

From its founding, the following concepts have been fundamental to Windward School: Educators and young people should work together in an environment that encourages them to responsible, caring, well-informed, ethical, and prepared.

Education should provide a basis for life-long growth, and the School should, therefore, concern itself with every facet of the student's life.

Today, Windward School stands as a living tribute to its many graduating classes and the hard work of innumerable individuals. Windward students attend the colleges of their choice around the country, and as working adults they have shown that they can succeed and prosper. Never resting on its laurels, Windward continues to pursue innovation, even as it remains faithful to the vision of its founders.

The Project:

The Windward School intends the proceeds of the loan to be used approximately: (i) to refinance the Corporation's obligations under a loan agreement related to the $25,000,000 California Municipal Finance Authority 2012 Tax-Exempt Loan (Windward School) (the "2012 Loan"), the proceeds of which were used by the Corporation to (A) refinance the Corporation's obligations under a loan agreement related to the $20,000,000 City of Los Angeles Adjustable Rate Certificates of Participation (Windward School) 2007 Series A (the "Series 2007A Certificates") the proceeds of which were used by the Corporation to: (1) current refund the outstanding amount of California Statewide Communities Development Authority Certificates of Participation (Windward School), dated as of December 1, 1999, the proceeds of which were used for the construction, renovation and equipping of an academic building, visual arts center and pavilion, the Riverwalk Bridge and Promenade and an expanded athletic center with renovated playing fields, (2) construct and equip a new center for teaching and learning and the science/math center, (3) renovate the gymnasium, (4) construct a new surface parking lot and improve landscaping and lighting, (5) construct and equip a new art gallery, (6) relocate the waterline, and (7) pay various costs related to the Series 2007A Certificates; (B) finance and/or refinance the acquisition, construction, improvement, renovation, furnishing and equipping of educational facilities at the Corporation's campus located at 11350 Palms Boulevard, Los Angeles, California and 3485 Sawtelle Boulevard, Los Angeles, California (collectively, the "Campus"); (C) pay the termination payment with respect to an interest rate swap related to the Series 2007A Certificates; and (D) pay costs of issuance and other related costs of the 2012 Loan; (ii) finance or refinance the construction and equipping of educational facilities located or to be located on the Campus and to consist of the renovation and expansion of classroom, theater, and administration facilities, construction of a new pedestrian bridge, reconfiguration of the existing Palms parking lot, and renovation of an apartment building located at 3485 Sawtelle Boulevard, Los Angeles, California currently owned by the Borrower to accommodate staff, faculty and students; (iii) finance the purchase of that portion of the real property upon which the Campus is situated that is currently leased by the Borrower from the City of Santa Monica; and (iv) pay costs of issuance and other costs related to the issuance of the Obligation (collectively, the "Project"). The Project is owned and operated by the Corporation and located in the City of Los Angeles, California.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and is expected to hold a TEFRA hearing on July 1, 2020. Upon closing, the City is expected to receive approximately $10,415 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	
Tax-Exempt Bond Proceeds:	$ 32,500,000
Total Sources:	$ 32,500,000
Uses of Funds:	
Building Acquisition:	$ 6,500,000
New Construction:	$ 6,500,000
Refinance Term Loan:	$ 18,500,000
Cost of Issuance:	$ 1,000,000
Total Uses:	$ 32,500,000

Terms of Transaction:

Amount:	$26,500,000
Maturity:	30 years
Collateral:	Revenue Pledge, Personal Property
Bond Purchasers:	Private Placement
Estimated Closing:	July 2020

Public Benefit:

At all times, Windward School strives to:

- appreciate and celebrate the origin and individuality of each member of the school community.
- respect the innate dignity of each person, which is reflected in the school's curriculum and co-curriculum.
- instill in its students a clear sense of self and a clear understanding of their present and future responsibilities as educated members of our global community.
- imbue students with the notion that they learn, work, live, and play in a world populated by individuals and groups of many races, ethnicities, religions, and resources, as well as varied learning styles, physical abilities, and sexual orientations.
- offer an inclusive, multicultural curriculum that nurtures independence and individual growth and helps prepare each student to continue in higher education.
- encourage every member of the community to actively participate in respectful and inclusive social interaction

Windward Global Education Goals:

- Students will exhibit cross-cultural understanding and appreciation of the commonalities and differences between peoples and regions.
- Students will develop the linguistic, cultural, and technological skills necessary to productively engage with other peoples, cultures, regions, and economies.
- Through global awareness, students will realize their own place in the world as global citizens.
- Through community awareness, partnerships, and leadership initiatives, students will demonstrate active service and meaningful practice in the promotion of equity and justice, locally and globally.
- Students will apply critical thinking and problem-solving skills in a variety of contexts in order to effectively confront and address global issues.
- Students will demonstrate curiosity, adaptability, and initiative in order to be both contributors to and leaders in a global society.

Service Learning

Service learning exposes students and faculty to experiences that engage each individual in creative problem solving, meaningful relationship-building, and learning that is connected to true community needs.

Service learning projects, opportunities, and curricula at Windward School are designed to create citizens of the local and global communities who are compassionate, curious, and connected with others. Students have the potential to learn deeply by developing collaborative, reciprocal relationships with local and global partners. Windward embraces an assets-based, community-driven approach where both students and community partners are serving and learning together through shared decision-making and direct engagement.

By integrating service experiences into the lives and learning of our students, the School hopes that they will grow as creative and innovative collaborators, and find the potential within themselves and in the world to become social changemakers.

Finance Team:

Lender:	First Republic Bank
Special Tax Counsel:	Hawkins Delafield & Wood LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Hawkins Delafield & Wood LLP
Borrower Counsel:	Liebert Cassidy Whitmore

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of $26,500,000 for the Windward School located in the City of Los Angeles, Los Angeles 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.

BROOKFIELD SCHOOL
SUMMARY AND RECOMMENDATIONS

Applicant:	Riverside School
Action:	Final Resolution
Amount:	$11,770,000
Purpose:	Finance Educational Facilities located in the City of Sacramento, Sacramento County, California
Activity:	Private School
Meeting:	July 15, 2016

Amendment – March 18, 2016 Final Resolution:

The Final Resolution for The Riverside School, Inc. was previously approved at the July 15, 2016 meeting. The Reissuing Final Resolution will allow for The Riverside School, Inc. ("Riverside") and RPM Capital Management, LLC (the "Bondholder Representative") to enter into a First Supplemental Trust Indenture and to amend The Master Loan Agreement ("MLA") in order to amend certain terms of the Bonds.

Background:

The Pinnacle Schools is an affiliation of Private schools that serves Northern California. The affiliation is made up of Harwood Hills Country School, Early Learning Academy, Hilldale School and Brookfield School. Brookfield Schools has been a fixture in the Sacramento community since 1962. During this time, it has established itself as a leading institution of excellence for college preparatory education. The school has always been a private, tax-paying operation which has been owned by Pinnacle Schools Inc. since 2004. In order to expand the reach of the school into broader and more diverse socio-economic communities in the Sacramento area the owners have decided to convert the school to a non-profit. This conversion is being done through the creation of a new 501c3 non-profit corporation, Riverside school Inc. Riverside School Inc. will be doing business as Brookfield School in order to continue to legacy and goodwill established by Brookfield over the past five decades.

Their Philosophy: "Brookfield School is a thriving independent, co-educational, college preparatory school, serving children in Kindergarten through eighth grade. The school is best known for its rigorous accelerated curriculum and emphasis on character development.

Brookfield's primary purpose is to prepare our students to become independent thinkers, responsible citizens, and effective leaders.

To achieve this purpose, the curriculum is challenging and balanced, class sizes are small, and students are held to high academic and behavioral standards. Teachers are selected for their collegiality, professionalism, dedication to scholarship, and passion for teaching accelerated learners.

The Brookfield community is proud of our diversity. We emphasize respect and understanding of each other's differences. We welcome students of all religious, ethnic, and social backgrounds."

The Project:

The proceeds will be used to: a) finance the costs of acquiring, improving and equipping the school facilities located at approximately 6115 Riverside Boulevard in Sacramento, California and the costs of the acquisition and construction of an expansion, (b) fund a debt service reserve fund, and (c) pay the costs of issuance expenses.

The City of Sacramento:

The City of Sacramento is a member of the CMFA and held a TEFRA hearing on July 19, 2016. Upon closing, the City is expected to receive approximately $6,814 as part of CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	
Tax-Exempt Bond:	$ 11,365,000
Taxable Bond Proceeds:	$ 405,000
Total Sources:	$ 11,770,000
Uses of Funds:	
Building Acquisition:	$ 9,470,000
New Construction:	$ 300,000
Debt Service Reserve Fund:	$ 900,000
Other:	$ 650,000
Costs of Issuance:	$ 450,000
Total Uses:	$ 11,120,000

Terms of Transaction:

Amount:	$11,770,000
Maturity:	August 2046
Collateral:	Deed of Trust
Bond Purchasers:	Limited Offering
Initial Closing:	July 2016

Public Benefit:

Riverside School Inc. d.b.a. Brookfield School is a not for profit preschool through eighth grade school serving the needs of above average and gifted children in the greater Sacramento, CA area. For more than 50 years Brookfield School has excelled in delivering a challenging and rigorous curriculum for those children that have been fortunate enough to have the ability to reach higher than most other students and who need a significantly greater challenge than most other children in order to avoid being bored. The nature of most public schools is such that to meet the needs of the typical and also the neediest students results in the most capable students often being left to their own devises. All too often boredom and behavioral issues result from the lack of attention that this special population requires. These very talented children are the students that have a wonderful opportunity to become the future leaders of our communities, businesses, and government if provided with the attention, challenge, and motivation to reach their potential. Brookfield School has been growing as it moved into the recently develo9per completed campus. With the opportunity to purchase the property and to further develop the school its continued grow in students served and employed staff, both professional non-credentialed.

Initial Finance Team:

Underwriter:	D. A. Davidson Companies
Bond Counsel:	Ballard Spahr LLP
Issuer Counsel:	Jones Hall, APLC
Underwriter Counsel:	Squire Patton Boggs (US) LLP
Borrower Counsel:	Berliner Cohen LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors authorize a Final Resolution of $11,770,000 for the Riverside School Located in the City of Sacramento, County of Sacramento, California.

TRUCKEE RAILYARD COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant:	Holliday Development
Action:	Approval
Amount:	$22,000,000
Purpose:	Approve Resolutions Forming CMFA Community Facilities District No. 2020-2 (Town of Truckee—Truckee Railyard), Authorizing Incurrence of Bonded Indebtedness and Holding Special Landowner Election
Activity:	BOLD/ Community Facilities District
Meeting:	June 26, 2020

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. Truckee Development Associates, LLC (the "Developer") previously submitted an application to the CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the Town. The CMFA and the Town previously accepted such application, and on May 15, 2020, the Board of Directors of the CMFA took the initial steps toward formation of a community facilities district for the project under the Act. The resolutions being considered by the Board on June 26, 2020 will complete the formation of the community facilities district and authorize the levying of special taxes and incurrence of bonded indebtedness for the community facilities district.

As an initial step in using BOLD for the financing of public infrastructure to be owned by a local agency such as the Town, the CMFA needs to form a community facilities district. On May 15th, 2020, the CMFA adopted a resolution stating its intention to form a proposed community facilities district (the "Resolution of Intention to Form CFD") to be called California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "CFD"), and a resolution stating its intention to incur bonded indebtedness for such CFD (the "Resolution of Intention to Incur Bonded Indebtedness").

Under the Act, the process of completing the formation of the CFD requires a noticed public hearing, the adoption of a resolution forming the CFD, the holding of a landowner election, and the adoption of an ordinance levying the special taxes. To form the CFD, the Board of Directors of the CMFA will first hold a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and consider any public comments received. After such public hearing, if there is no majority protest received, the Board of Directors of the CMFA can then proceed to adopt the resolution of formation for the CFD. 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 Forming California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard).

Next, the Board of Directors of the CMFA can adopt a resolution authorizing the issuance of debt for the CFD. 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 Determining Necessity to Incur Bonded Indebtedness and Other Debt in and for California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "Resolution Determining Necessity").

After adoption of the Resolution Determining Necessity, the Board of Directors of the CMFA can proceed to adopt a resolution calling for a special landowner election of the CFD. 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 Calling Special Election in and for California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "Resolution Calling Election"). The election is allowed to be held as part of this meeting since timing waivers from 100% of the landowner voters have been received by the CMFA. The Secretary will canvass the results of the landowner election. These ballots have already been received by the Secretary.

The Board of Directors of the CMFA can then proceed to adopt a resolution declaring the results of the landowner election for the CFD and directing filing of the Notice of the Special Tax Lien with the Town Recorder for Nevada County. 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 Results of Special Election and Directing Recording of Notice of Special Tax Lien in California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "Resolution Declaring Election Results"). The special tax lien puts the rate and method of apportionment on record for all parcels within the applicable Community Facilities District.

The final legislative act is the introduction of an ordinance levying special taxes on the land in the CFD. Assuming its introduction on June 26, 2020, the ordinance can be finally adopted at a subsequent Board meeting.

<u>The Project</u>:

The Project is a redevelopment of the former Union Pacific Railroad (UPRR) rail and snow removal operations and provides opportunities to grow and strengthen downtown Truckee's commercial core and increase the Town's supply of affordable and workforce housing. Ultimately, the Project is proposed to be a mixed-use development of up to 570 residential units, 70,000 square feet of retail uses, 93,250 square feet of office uses, a 750-seat theater, 25,000 square feet of civic use, a 35,000 square foot grocery store, and a 60-room condominium hotel.

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 $22,000,000 on behalf of the CFD and all improvement areas therein.

Development Status:

Infrastructure construction within the Railyard commenced in 2017 with the installation of backbone infrastructure servicing Phases 1, 2 and 3. In 2018, Truckee Development Associates began and completed infrastructure improvements serving Phase 1 of the Railyard. Roadway improvements were accepted by the Town of Truckee in 2018 and a final map was recorded on April 1, 2019.

Currently the developer is constructing the commercial portion of the project, including the movie theatre and other retail.

Authorized Facilities:

Funds from the issuance of bonds for the CFD will be used for the following authorized purposes:

Roadway and Transportation Improvements
Water System Improvements
Drainage System and Flood Protection Improvements
Wastewater System Improvements
Electrical Utility Improvements
Trails, Landscaping, and Open Space Improvements

Impact Fees including:
- Town Traffic Impact Fees
- Town Facilities Fees
- Town Park Impact Fees

Authorized facilities also include Administrative and Incidental Expenses.

Future Action:

The Ordinance Levying Special Taxes will need to be finally adopted at a future meeting of the Board of Directors. Bonds payable from the special taxes are not expected until 2021 at the earliest.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution of Formation, the Resolution Determining Necessity, the Resolution Calling Election, the Resolution Declaring Election Results, and introduce the Ordinance.

EXHIBIT A

CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-2
(TOWN OF TRUCKEE – TRUCKEE RAILYARD)

COMMUNITY FACILITIES DISTRICT HEARING REPORT

CONTENTS

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CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-2
(TOWN OF TRUCKEE – TRUCKEE RAILYARD)

INTRODUCTION

The Board of Directors (the "**Board**") of the California Municipal Financing Authority (the "Authority") did, pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982 (the "**Act**"), on May 15, 2020, adopt a resolution entitled, "Resolution of the Board of Directors of the California Municipal Finance Authority Declaring its Intention to Establish the California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard), Designate Improvement Area No. 1 therein and Establish Future Annexation Area, and to Levy a Special Tax to Finance the Acquisition and Construction of Certain Public Facilities in and for such Community Facilities District" (the "**Resolution of Intention**"). In the Resolution of Intention, the Board expressly ordered the preparation of a written Community Facilities District Report (the "**Report**") for the proposed California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "**CFD**").

The Resolution of Intention ordering the Report directed that the Report generally contain the following:

(a) A description of the facilities (the "**Facilities**") by type which will be required to adequately meet the needs of the CFD.

(b) An estimate of the fair and reasonable cost of the Facilities including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith and incidental expenses in connection therewith, including the costs of the proposed bond financing and other debt and all other related costs as provided in Section 53345.3 of the Act.

For particulars, reference is made to the Resolution of Intention for the CFD, as previously approved and adopted by the Board.

NOW, THEREFORE, the following data is submitted pursuant to the direction of the Board:

A. DESCRIPTION OF FACILITIES. A general description of the proposed Facilities is provided in Exhibit "A" attached hereto and hereby made a part hereof.

B. COST ESTIMATES. Cost estimates for the proposed Facilities is set forth in Exhibit "B" attached hereto and hereby made a part hereof.

C. PROPOSED BOUNDARIES OF THE COMMUNITY FACILITIES DISTRICT. The proposed boundaries of the CFD are those properties and parcels on which special taxes may be levied to pay for the Facilities. The proposed boundaries of the CFD, the specific boundaries of Improvement Area No. 1, and the proposed future annexation area are identified in the map entitled “Proposed Boundaries and Future Annexation Areas of California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard), Nevada County, State of California” which has been recorded in the office of the Nevada County Recorder.

D. RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX. All of the property located within the CFD boundaries, unless exempted by law or by the Rate and Method of Apportionment of Special Tax (the “**RMA**”), shall be taxed for the purpose of financing the Facilities. The Board will annually determine the actual amount of the special tax levy based on the method and subject to the Maximum Special Tax rates contained in the RMA. The RMA is provided in Exhibit “C” attached hereto and hereby made a part hereof.

EXHIBIT A

California Municipal Finance Authority
Community Facilities District No. 2020-2
(Town of Truckee – Truckee Railyard)

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

The California Municipal Finance Authority Community Facilities District No. 2020-2 (Town of Truckee – Truckee Railyard) (the "**CFD**") is authorized to finance, in whole or in part, the following facilities, fees to pay for facilities, and related expenses:

I. 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; monitoring and mitigation for archaeological resources; railyard at-grade, below-grade and above-grade road, bike and walkway crossings, 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.

II. 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.

III. 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.

IV. 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.

V. 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, relocation, removal and undergrounding of existing facilities, engineering, project management, grading, trenching, backfilling, electrical vaults, splice boxes, conduits and appurtenances.

VI. 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; public art; trash receptacles; benches; parking meters; parking lots; 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

VII. <u>Fees</u>

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

<u>Administrative and Incidental Expenses</u>
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"), the Town, and/or any other local agency in carrying out its duties with respect to the CFD and/or any authorized facility, including, but not limited to:

1. The levy and collection of special taxes
2. The fees and expenses of attorneys and consultants
3. Any fees related to the collection of special taxes
4. 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
5. Any amounts paid by CMFA and the Town with respect to the CFD
6. Expenses incurred in undertaking action to foreclose on properties for which the payment of special taxes is delinquent

7. 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
8. Costs related to the formation of the CFD
9. 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
10. 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
11. All other costs and expenses of CMFA or the Town in any way related to the CFD.

EXHIBIT B

California Municipal Finance Authority
Community Facilities District No. 2020-2
(Town of Truckee – Truckee Railyard)

COST ESTIMATES

Facilities

The following is a summary of the estimated costs of acquisition and construction of the Facilities based on the amount of fees expected to be paid for each facility type. In addition, the CFD will finance bond and other debt issuance costs, capitalized interest, a debt service reserve fund, the costs of forming the CFD and other costs associated with the sale of bonds and annual administration of the CFD.

Facilities	Estimated Cost
Project Engineering	$4,402,560
Land Acquisition/Easement	
Church Street ROW	$1,651,795
Beacon Lot Easement	$698,528
Phase 1	
Phase 1 Infrastructure	$6,999,815
Phase 1 Streetscape	$1,450,000
Phase 1 Extra Work – Q&D Contract	$267,045
Additional work for art tracts	$40,594
UPRR Crossings	$1,562,141
Utility Infrastructure	$1,684,002
Southwest Gas Infrastructure	$21,766
TTSA Connection Fees	$33,000
TSD Connection, Plan Review and Inspection Fees	$49,878
Phase 1 TDPUD Power Contract	$496,647
Phase 1 TDPUD Water Contract	$36,000
Mainline Crossing Agreement (TSD)	$44,500
License Agreement 02941-83 (Water)	$20,000
TDPUD Stand-alone Pole	$51,148
Demolition of UPRR Building	$205,000
Railroad Relocation Work	$4,087,557
Truckee Fire Protection District - UPRR Relocation	$8,913
Rolling Stock Fencing	$32,000
Rolling Stock - Relocation of Equipment	$100,000
Rolling Stock Landscaping	$22,500
Railroad Operations Relocation	$3,305,017
Nevada Energy	$374,179
Liberty Utilities	$130,656
Relocation of AT&T Manhole	$144,442

AT&T service to UPRR relocation	$18,621
UPRR Self-performed Work	$1,100,000
Contaminated Soils Removal - RK Contractors	$139,525
Intermountain Slurry Seal, Inc.	$7,100
Center for Creative Land Recycling	$17,190
Robert E. Sutton Company, Inc.	$780
Kelley Erosion Control, Inc.	$34,338
Environmental Soil Cleanup 2015	$650,000
Phase 2	
Phase 2 Infrastructure	$6,409,000
Phase 2 TDPUD Power Contract	$20,778
Phase 2 TDPUD Backbone Power Contract	$113,588
Phase 2 TDPUD Water Contract	$35,000
Gas Infrastructure	$42,000
Telephone Infrastructure	$77,000
Cable TV Infrastructure	$45,000
10% Contingency	$3,662,960
Total Estimated Costs (in 2019 dollars)	**$40,292,563**

EXHIBIT C

California Municipal Finance Authority
Community Facilities District No. 2020-2
(Town of Truckee – Truckee Railyard)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

EXHIBIT B

IMPROVEMENT AREA NO. 1 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-2
(TOWN OF TRUCKEE – TRUCKEE RAILYARD)

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. 2020-2 (Town of Truckee – Truckee Railyard) 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 herein. All of the property in Improvement Area No. 1, unless exempted by law or by the provisions of Section G herein, shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to Improvement Area No. 1 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 the Town 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 Developed 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.

“Apartment Square Footage” means, within a building on Mixed-Use/Apartment Property, the aggregate square footage of all Apartment Units within and expected within the building. Apartment Square Foot means a single square-foot unit of Apartment Square Footage.

“Apartment Unit” means an individual residential dwelling unit in 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.

“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.

“Association” means a homeowners or property owners association, including any master or sub-association, that provides services to, and collects dues, fees, or charges from, property within the CFD.

“Association Property” means a Parcel in Improvement Area No. 1 that is owned by an Association.

“Association Square Footage” means any Square Footage within a building that is <u>not</u> located on a Parcel of Association Property, but which Square Footage is leased to the Association.

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

“Average Sales Price” means, within a particular Square Footage Category, the average sales price for 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 for Residential Units 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. 2020-2 (Town of Truckee – Truckee Railyard).

"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.

"Commercial/Office Square Footage" means the gross saleable or gross leasable square footage within a nonresidential or mixed-use building in Improvement Area No. 1 that is not a Hotel, and which square footage: (i) is not Grocery Store Square Footage, SFA Square Footage, square footage within Affordable Housing Units, or Exempt Square Footage, and (ii) is or is expected to be used for one of the following: (a) a commercial establishment that sells general merchandise, hard goods, food and beverage, personal services, and other items directly to consumers, including but not limited to, restaurants, bars, entertainment venues, health clubs, spas, laundromats, dry cleaners, repair shops, storage facilities, and parcel delivery shops; (b) office space in which professional, banking, insurance, real estate, administrative, or in-office medical or dental activities are conducted; (c) a movie theater; or (d) any other square footage that does not fall within the definition provided in this RMA for other land uses. In a Hotel, any square footage that is leased to a party other than the hotel operator for use as a restaurant, spa, gift shop, or other commercial or retail outlet shall be taxed as Commercial/Office Square Footage. Upon notification by the Hotel operator that such leases exist within the building, the Administrator shall review plans for the Hotel to identify such square footage and, in the event there is any question as to the square footage of such uses, the Administrator shall work with the Town to determine the Commercial/Office Square Footage in the Hotel.

Commercial/Office Square Footage shall be determined based on reference to the condominium plan, site plan, Building Permit, or other information provided by the developer or the Town. The Administrator, in conjunction with the Town, shall make the final determination as to the amount of Commercial/Office Square Footage on any Parcel within Improvement Area No. 1, and such determination shall be conclusive and binding. In a building on Mixed-Use/SFA Property, the SFA Units shall be categorized and taxed as Residential Property, and the square footage of such Residential Units shall not be counted as Commercial/Office Square Footage for purposes of determining the Maximum Special Tax pursuant to Section C below. Commercial/Office Square Foot means a single square-foot unit of Commercial/Office Square Footage.

"County" means the County of Nevada, State of California.

"Developed Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Taxable Public Property or Taxable Association 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, Undeveloped Property, Taxable Association Property, and Taxable Public Property.

"Exempt Parking Lot" means a Planning Parcel within Improvement Area No. 1 that meets all of the following criteria: (i) the Planning Parcel is used as a parking lot serving residential and/or commercial uses on adjacent Planning Parcels, (ii) there are no Expected Land Uses assigned to the Planning Parcel, and (iii) other than Pop-Up Commercial Uses, there are no residential or commercial buildings on the Planning Parcel. At the time of CFD Formation and as shown in Attachment 1, it was anticipated that a parking lot that qualified as an Exempt Parking Lot would be built on Planning Parcel 9. However, the parking lot may move to another Planning Parcel, and the Expected Land Uses that had been assigned to that other Planning Parcel may move to Planning Parcel 9. Such a swap shall be considered a Land Use Change, and the Administrator shall apply Section D.1 to determine that Expected Maximum Special Tax Revenues. The Administrator shall then update Attachment 1, and there is no requirement for the updated Attachment 1 to be recorded. The Exempt Parking Lot, if there ultimately is one within Improvement Area No. 1, shall be on whichever Planning Parcel meets the criteria set forth above.

"Exempt Square Footage" means, prior to the First Bond Sale, any Square Footage in or expected in a building on a Parcel of Developed Property that is determined by the Administrator to be used or reserved for an Exempt Use. After the First Bond Sale, "Exempt Square Footage" for any building on a Parcel of Developed Property shall be the sum of following, as determined by the Administrator:

1. The Initial Exempt Square Footage for the building; and

2. Square footage in or expected in the building that (i) exceeds the Initial Exempt Square Footage, and (ii) if exempted from the Special Tax, would not reduce coverage on outstanding Bonds below the Required Coverage.

"Exempt Use" means Association Square Footage and Public Square Footage.

"Expected Land Uses" means the amount, Land Use Category, and Square Footage Category for Residential Units and Non-Residential Property expected in Improvement Area No. 1 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; there is no requirement for the updated Attachment 1 to be recorded.

"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. There is no requirement for the updated Attachment 1 to be recorded.

"Final Map" means a final map, or portion thereof, approved by the Town pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq*) that creates single family detached 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 single family detached lots, including Assessor's Parcels that are designated as remainder parcels.

"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.

"Grocery Store Square Footage" means, within a building on Planning Parcel 10, Square Footage that is part of a grocery store and operated by a recognized grocery retailer, as determined by the Administrator in conjunction with the Town.

"Hotel" means a structure that constitutes a place of lodging, providing temporary sleeping accommodations for travelers, which structure may include one or more of the following: spa services, restaurants, gift shops, meeting and convention facilities. Residential Units that are offered for rent to travelers (e.g., units offered through Airbnb) shall not be categorized as Hotel.

"Hotel Condominium" means a residential unit within a Hotel that is available for purchase. Such a unit shall be categorized as an SFA Unit and taxed accordingly based on the Square Footage of the Hotel Condominium. A Hotel Condominium shall never be categorized as a Hotel Room, whether or not the unit is offered for rent by the owner or the Hotel operator.

"Hotel Room" means an individual room within a Hotel that is available to rent on a nightly basis and cannot be purchased by an individual owner. The Administrator, in conjunction with the Town, shall make the final determination as to the number of Hotel Rooms within a building in Improvement Area No. 1.

"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.6 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.

"Initial Exempt Square Footage" means, for any building on a Parcel of Developed Property, the square footage in or expected in the building that, at the time the Parcel became Developed Property, was determined by the Administrator to be reserved for an Exempt Use.

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

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

"Live/Work Unit" means any structure: (i) within which an accessory commercial or business activity is conducted and within which the business operator resides, and (ii) that meets the criteria set forth for live/work units in Section 18.58.130 of the Truckee Municipal Code allowing for exceptions set forth in the Truckee Railyard Master Plan. The Town shall make the final determination as to whether a Residential Unit is a Live/Work Unit.

"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 herein.

"Mixed-Use/Apartment Building" means a building that includes both Apartment Units and Commercial/Office Square Footage.

"Mixed-Use/Apartment Property" means, in any Fiscal Year, a Parcel of Developed Property for which a Building Permit was issued for construction of a Mixed-Use/Apartment Building.

"Mixed-Use/SFA Building" means a building that includes both SFA Units and Commercial/Office Square Footage.

"Mixed-Use/SFA Property" means, in any Fiscal Year, a Parcel of Developed Property for which a Building Permit was issued for construction of a Mixed-Use/SFA Building.

"Multi-Family Property" means, in any Fiscal Year, all Parcels of Developed Property for which a Building Permit has been issued for construction of a residential structure made up of Apartment Units.

"Non-Residential Property" means Parcels of Developed Property on which buildings have been or are expected to be constructed that will include only Grocery Store Square Footage, Commercial/Office Square Footage, and/or Hotel Rooms.

"Planning Parcel" means a geographic area within Improvement Area No. 1 that, for planning and entitlement purposes, has been designated as a separate Parcel with a numeric identifier to be used for reference until an Assessor's Parcel is created and an Assessor's Parcel number is assigned. The Planning Parcels in Improvement Area No. 1 at CFD Formation are identified in Attachment 2 hereto.

"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 Parcel within the boundaries of Improvement Area No. 1 that is owned by the Town, County, federal government, State of California or other public agency.

"Public Square Footage" means any Square Footage within a building that is <u>not</u> located on a Parcel of Public Property, but which Square Footage is leased to the Town, County, 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 Detached Property, Single Family Attached Property, Multi-Family Property, SFA Units within a Mixed-Use/SFA Building, and Apartment Units within a Mixed-Use/Apartment Building.

"Residential Unit" means an SFD Unit, SFA Unit, or Apartment Unit. 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.

"SFA Square Footage" means, within a building on Mixed-Use/SFA Property, the aggregate square footage of all SFA Units within and expected within the building.

"SFA Unit" means an individual residential dwelling unit within a structure that includes 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 a 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 owner), including such residential structures that meet the statutory definition of a condominium contained in Civil Code Section 1351. For purposes of this RMA, Hotel Condominiums shall also be categorized as SFA Units and taxed accordingly based on the Square Footage of the Hotel Condominium.

"SFD Unit" means a residential dwelling unit that does not share a common wall with another residential dwelling unit.

"Single Family Attached Property" means, in any Fiscal Year, Parcels of Developed Property for which a Building Permit was issued for construction of a residential structure made up of SFA Units.

"Single Family Detached Property" means, in any Fiscal Year, Parcels of Developed Property for which a Building Permit was issued for construction of a SFD Unit.

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

"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 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.

"Square Footage" means: (i) for a building on Multi-Family Property and Non-Residential Property and for Mixed-Use/Apartment Buildings, the gross rentable, gross leasable, and gross saleable square footage, as determined by the Administrator in conjunction with the Town; (ii) for SFD Units and SFA Units, the square footage of each individual Residential Unit as reflected on a condominium plan, site plan, or Building Permit, and (iii) for Association Square Footage and Public Square Footage, the net rentable, net leasable, and net saleable square footage in a building on Taxable Property owned by or leased to an Association or public agency. For a Mixed-Use/SFA Building, the Square Footage of each SFA Unit shall be determined by reference to the condominium plan, site plan, or Building Permit, and the Administrator shall work with the Town to determine the net remaining Square Footage for all other Parcels in the Mixed-Use/SFA Building.

If a Building Permit is issued that will increase the Square Footage on any Parcel, the Administrator shall, in the first Fiscal Year after the final Building Permit inspection has been conducted in association with such expansion, work with the Town to recalculate (i) the Square Footage on the Parcel, and (ii) the Maximum Special Tax for the Parcel based on the increased Square Footage. The final determination of Square Footage for each Parcel shall be made by the Town.

"Square Footage Category" means the mutually exclusive categories for which Maximum Special Taxes are identified in Table 1 in Section C herein. .

"Taxable Affordable Housing Unit" means any Affordable Housing Unit subject to the Special Tax pursuant to Section D.2 herein.

"Taxable Association Property" means, in any Fiscal Year after the First Bond Sale, any Parcel of Association Property that satisfies all three of the following conditions: (i) the Parcel had not been 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 Association Property, as determined by the Administrator, and (iii) if the Parcel were to be exempt from the Special Tax because it is Association Property, the Expected Maximum Special Tax Revenues would be reduced to a point at which Required Coverage could not be maintained.

"Taxable Association Square Footage" means, in any Fiscal Year after the First Bond Sale, any Association Square Footage that the Administrator determines is not Exempt Square Footage.

"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 herein.

"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.

"Taxable Public Square Footage" means, in any Fiscal Year after the First Bond Sale, any Public Square Footage that the Administrator determines is not Exempt Square Footage.

"Tentative Map" means a tentative map or substantial conformance exhibit for property in Improvement Area No. 1, including any adjustments or amendments thereto.

"Total Tax Burden" means, for Single Family Detached Property and for any Square Footage Category of Single Family Attached Property, 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, 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 Developed Property, Taxable Association Property, or Taxable Public Property, as defined herein.

"Work/Live Unit" means any structure that: (i) is used primarily for a commercial or business activity but has a secondary living area within which the business operator resides, and (ii) meets the criteria set forth for work/live units in Section 18.58.130 of the Truckee Municipal Code allowing for exceptions set forth in the Truckee Railyard Master Plan. The Town shall make the final determination as to whether a Residential Unit is a Work/Live Unit.

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 Detached Property, Single Family Attached Property, Multi-Family Property, Non-Residential Property, Mixed-Use/Apartment Property, Mixed-Use/SFA Property, or Taxable Affordable Housing Unit; (iii) determine the Square Footage Category for each SFA Unit; (iv) for Multi-Family Property and Mixed-Use/Apartment Property, identify the Apartment Square Footage, (v) for Non-Residential Property, Mixed-Use/Apartment Property, Mixed-Use/SFA Property, determine the Commercial/Office Square Footage, number of Hotel Rooms, and/or Grocery Store Square Footage on each Parcel, and (iv) 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 herein.

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 for Developed Property

Land Use Category	Square Footage Category	Base Special Tax Fiscal Year 2019-20 *
Single Family Detached Property	All SFD Units	$3,000 per SFD Unit
Single Family Attached Property and SFA Units in a Mixed-Use/SFA Building or in a Hotel	SFA Units greater than 1,600 square feet	$3,000 per SFA Unit
Single Family Attached Property and SFA Units in a Mixed-Use/SFA Building or in a Hotel	SFA Units 1,201 – 1,600 square feet	$2,700 per SFA Unit
Single Family Attached Property and SFA Units in a Mixed-Use/SFA Building or in a Hotel	SFA Units 801 – 1,200 square feet	$2,400 per SFA Unit
Single Family Attached Property and SFA Units in a Mixed-Use/SFA Building or in a Hotel	SFA Units 501 – 800 square feet	$2,000 per SFA Unit
Single Family Attached Property and SFA Units in a Mixed-Use/SFA Building or in a Hotel	SFA Units 500 or less square feet	$1,600 per SFA Unit
Multi-Family Property and Mixed-Use/Apartment Property	All Apartment Square Footage	$2.40 per Apartment Square Foot
Live/Work Units and Work/Live Units	All Residential Units	$1,600 per Residential Unit
Hotel Room	N/A	$1,250 per Hotel Room
Commercial/Office Square Footage	N/A	$1.00 per Commercial/Office 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. *Undeveloped Property*

The Maximum Special Tax for Undeveloped Property is $57,704 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. Taxable Association Property and Taxable Public Property
Taxable Association Square Footage and Taxable Public Square Footage

The Maximum Special Tax for Taxable Association Property and Taxable Public Property is $57,704 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. The Maximum Special Tax for Taxable Association Square Footage and Taxable Public Square Footage is $1.00 per square foot, 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. In addition to incorporating the impact of individual Land Use Changes, the Administrator shall, prior to the First Bond Sale, coordinate with the Town and the developers/builders to update Attachment 1 to reflect all changes to the Expected Land Uses that are known at that time.

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 Improvement Area No. 1 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 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 directly 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 Requesting Landowner (which may include approval of multiple Final Maps at one time), and the Requesting 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 directly affected by the Land Use Changes (as determined by the Administrator) shall be increased proportionately until the Expected Maximum Special Tax Revenues are sufficient to maintain Required Coverage. If Land Use Changes are proposed simultaneously by multiple Requesting Landowners, or if an individual Requesting 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 that Residential Unit cannot be increased because of subsequent Land Use Changes that may occur within the area in which the Residential Unit 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, at any time after the First Bond Sale, additional Affordable Housing Units are proposed and, if exemption of the new Affordable Housing Units will decrease Expected Maximum Special Tax Revenues to a point at which Required Coverage cannot be maintained, then the Administrator shall calculate the Maximum Special Tax that must be assigned to each of the new Affordable Housing Units to maintain Required Coverage, and such Affordable Housing Units shall be subject to the levy of the Special Tax pursuant to Step 4 in Section E below. The Maximum Special Tax assigned to each Taxable Affordable Housing Unit shall be escalated each Fiscal Year by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year. Notwithstanding the foregoing, if State law exempts Affordable Housing Units from the levy of special taxes regardless of the impact on Required Coverage, then the new Affordable Housing Units would be exempt pursuant to the law.

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 Public Property or Association Property to Private Use

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

5. Conversion of a Residential Unit to a Live/Work Unit or Work/Live Unit

If, in any Fiscal Year after the First Bond Sale, one or more Residential Units that had been taxed as SFD Units or SFA Units in a prior Fiscal Year become Live/Work Units or Work/Live Units, the Administrator shall consider this to be a Land Use Change and shall apply Section D.1 herein to determine the Maximum Special Tax to be assigned to the Live/Work Unit or Work/Live Unit. If such a change occurs prior to the First Bond Sale, the Maximum Special Tax shall be reduced to the then-current rate for a Live/Work Unit and Work/Live Unit.

6. 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 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 3: If additional revenue is needed after Step 2, the Special Tax shall be levied Proportionately on all Taxable Association Property and Taxable Association Square Footage, up to 100% of the applicable Maximum Special Tax until the amount levied is equal to the Special Tax Requirement.

Step 4*:* If additional revenue is needed after Step 3 in order to meet the Special Tax Requirement, the Special Tax shall be levied Proportionately on each Taxable Affordable Housing Unit, up to 100% of the Maximum Special Tax that had been determined for each Taxable Affordable Housing Unit pursuant to Section D.2.

Step 5: If additional revenue is needed after Step 4, the Special Tax shall be levied Proportionately on all Taxable Public Property and Taxable Public Square Footage, up to 100% of the applicable Maximum Special Tax 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 in Improvement Area No. 1 after Fiscal Year 2065-66. Under no circumstances may the Special Tax on a Parcel of Residential Property 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) Association Property, except Taxable Association Property.

(3) Exempt Square Footage, except Taxable Public Square Footage or Taxable Association Square Footage.

(4) Grocery Store Square Footage.

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

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

(7) 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 Taxable Affordable Housing Units.

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 $9.54 million in 2020 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, Special Taxes, and any other source of public 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 and 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, 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. 2020-2
(Town of Truckee – Truckee Railyard)

Expected Land Uses and Expected Maximum Special Tax Revenues

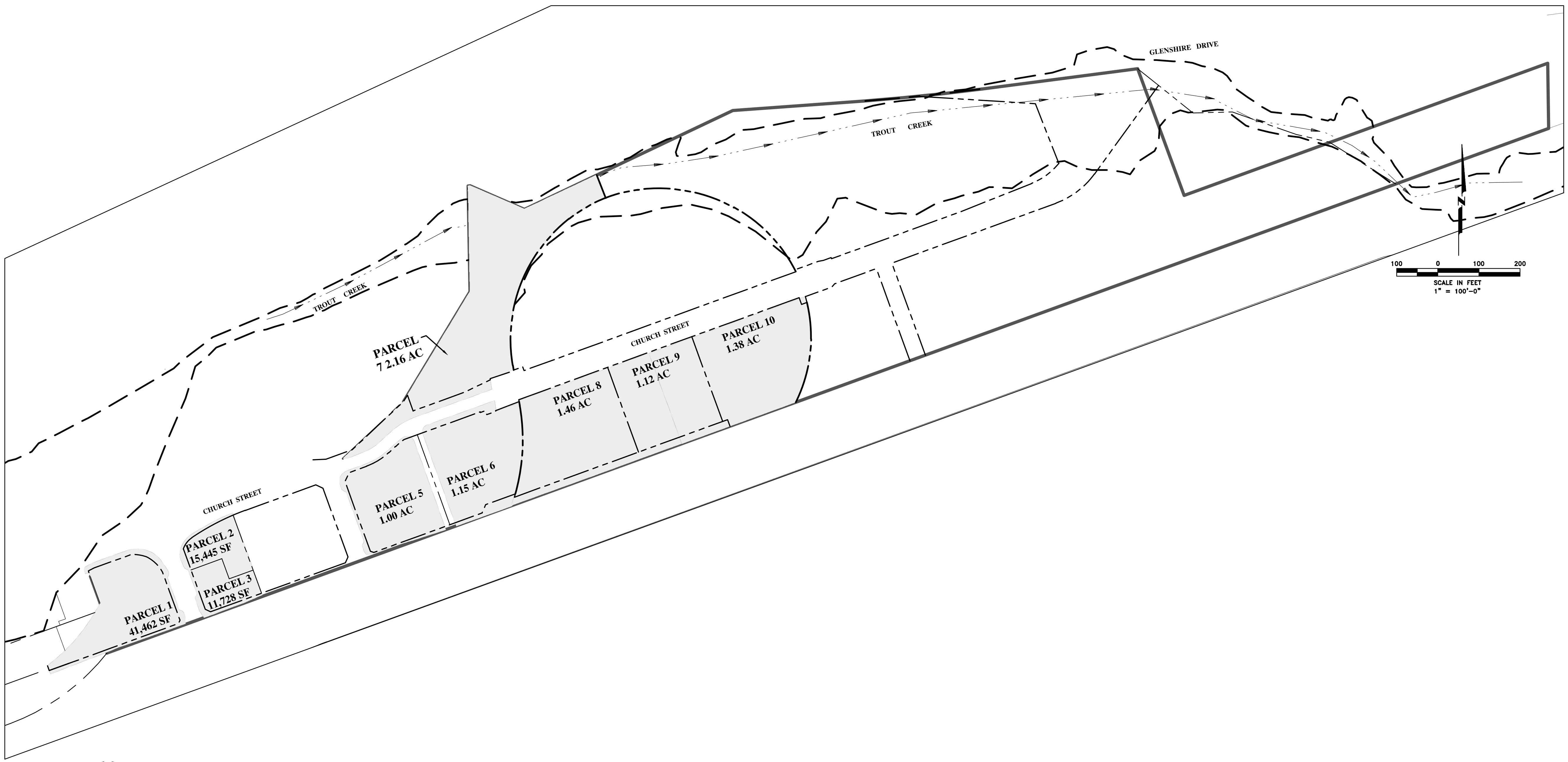
Planning Parcel	Expected Land Uses	Expected Residential Units/ Non-Res. SqFt/ Hotel Rooms	Base Special Tax (FY 2019-20$)*	Expected Maximum Special Tax Revenues * (FY 2019-20$)*
Parcel 1	Hotel Rooms	80 Hotel Rooms	$1,250/Hotel Room	$100,000
	SFA Units 801 – 1,200 SqFt	13 SFA Units	$2,400/SFA Unit	$31,200
	Commercial/Office Square Footage	7,075 square feet	$1.00/square foot	$7,075
Parcel 2	Commercial/Office Square Footage	14,375 square feet	$1.00/square foot	$14,375
Parcel 3	SFA Units 801 – 1,200 SqFt	3 SFA Units	$2,400/SFA Unit	$7,200
	SFA Units 501 – 800 SqFt	3 SFA Units	$2,000/SFA Unit	$6,000
	SFA Units ≤ 500 SqFt	28 SFA Units	$1,600/SFA Unit	$44,800
	Commercial/Office Square Footage	5,290 square feet	$1.00/square foot	$5,290
Parcel 5	SFA Units 1,201 – 1,600 SqFt	10 SFA Units	$2,700/SFA Unit	$27,000
	SFA Units 801 – 1,200 SqFt	25 SFA Units	$2,400/SFA Unit	$60,000
	SFA Units 501 – 800 SqFt	15 SFA Units	$2,000/SFA Unit	$30,000
	SFA Units ≤ 500 SqFt	10 SFA Units	$1,600/SFA Unit	$16,000
	Commercial/Office Square Footage	6,411 square feet	$1.00/square foot	$6,411
Parcel 6	SFA Units > 1,600 SqFt	5 SFA Units	$3,000/SFA Unit	$15,000
	SFA Units 1,201 – 1,600 SqFt	15 SFA Units	$2,700/SFA Unit	$40,500
	SFA Units 801 – 1,200 SqFt	30 SFA Units	$2,400/SFA Unit	$72,000
	SFA Units 501 – 800 SqFt	15 SFA Units	$2,000/SFA Unit	$30,000
	SFA Units ≤ 500 SqFt	10 SFA Units	$1,600/SFA Unit	$16,000
	Commercial/Office Square Footage	3,400 square feet	$1.00/square foot	$3,400
Parcel 7	Commercial/Office Square Footage	10,000 square feet	$1.00/square foot	$10,000
Parcel 8	Commercial/Office Square Footage	48,500 square feet	$1.00/square foot	$48,500
Parcel 9	Exempt Parking Lot	N/A	$0	$0
Parcel 10	Commercial/Office Square Footage	15,000	$1.00/square foot	$15,000
	Grocery Store Square Footage	20,000	$0/square foot	$0
Total Expected Maximum Special Tax Revenues (2019-20 $)				**$605,751**

* 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.

ATTACHMENT 2

Improvement Area No. 1 of the
California Municipal Finance Authority
Community Facilities District No. 2020-2
(Town of Truckee – Truckee Railyard)

Identification of Planning Parcels



Eastern Sierra Engineering
CIVIL ENGINEERING & CONSTRUCTION SERVICES
4515 TOWNE DRIVE, SUITE A
RENO, NV 89521
MAIN: (775) 828-7220
FAX: (775) 828-7221

ATTACHMENT 2
PLANNING PARCELS IN IMPROVEMENT AREA NO. 1

MADEIRA MEADOWS COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant:	Taylor Morrison of California, LLC
Action:	Approval
Amount:	$22,120,000
Purpose:	Approve Resolutions Forming CMFA Community Facilities District No. 2020-3 (City of Elk Grove—Madeira Meadows), Authorizing Incurrence of Bonded Indebtedness and Holding Special Landowner Election
Activity:	BOLD/ Community Facilities District
Meeting:	June 26, 2020

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 City of Elk Grove (the "City") is a member of the CMFA and a participant in BOLD. Taylor Morrison of California LLC., a California Limited Liability Company (the "Developer") previously submitted an application to the CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the City. The CMFA and the City previously accepted such application, and on May 8, 2020, the Board of Directors of the CMFA took the initial steps toward formation of a community facilities district for the project under the Act. The resolutions being considered by the Board on June 26, 2020 will complete the formation of the community facilities district and authorize the levying of special taxes and incurrence of bonded indebtedness for the community facilities district.

As an initial step in using BOLD for the financing of public infrastructure to be owned by a local agency such as the City, the CMFA needs to form a community facilities district. On May 8th, 2020, the CMFA adopted a resolution stating its intention to form a proposed community facilities district (the "Resolution of Intention to Form CFD") to be called California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows) (the "CFD"), and a resolution stating its intention to incur bonded indebtedness for such CFD (the "Resolution of Intention to Incur Bonded Indebtedness").

Under the Act, the process of completing the formation of the CFD requires a noticed public hearing, the adoption of a resolution forming the CFD, the holding of a landowner election, and the adoption of an ordinance levying the special taxes. To form the CFD, the Board of Directors of the CMFA will first hold a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and consider any public comments received. After such public hearing, if there is no majority protest received, the Board of Directors of the CMFA can then proceed to adopt the resolution of formation for the CFD. 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 Forming California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows).

Next, the Board of Directors of the CMFA can adopt a resolution authorizing the issuance of debt for the CFD. 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 Determining Necessity to Incur Bonded Indebtedness and Other Debt in and for California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows) (the "Resolution Determining Necessity").

After adoption of the Resolution Determining Necessity, the Board of Directors of the CMFA can proceed to adopt a resolution calling for a special landowner election of the CFD. 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 Calling Special Election in and for California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows) (the "Resolution Calling Election"). The election is allowed to be held as part of this meeting since timing waivers from 100% of the landowner voters have been received by the CMFA. The Secretary will canvass the results of the landowner election. These ballots have already been received by the Secretary.

The Board of Directors of the CMFA can then proceed to adopt a resolution declaring the results of the landowner election for the CFD and directing filing of the Notice of the Special Tax Lien with the City Recorder for Placer County. 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 Results of Special Election and Directing Recording of Notice of Special Tax Lien in California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows) (the "Resolution Declaring Election Results"). The special tax lien puts the rate and method of apportionment on record for all parcels within the applicable Community Facilities District.

The final legislative act is the introduction of an ordinance levying special taxes on the land in the CFD. Assuming its introduction on June 26, 2020, the ordinance can be finally adopted at a subsequent Board meeting.

<u>The Project</u>:

The Madeira Meadows project is expected to include construction of 331 residential units within the City of Elk Grove. Taylor Morrison is developing this site for sale to end homeowners. In addition to 331 detached single-family homes, the project includes one multifamily site that will not be within the CFD. Homes within this project will include 3 product lines:

- Barcelona—with lot sizes ranging from 2,120 to 3032 S;
- Sevilla—with lot sizes ranging from 2,477 to 3,943 SF; and
- Valencia—with lot sizes ranging from 2,984 to 4,014 SF.

The project includes 6 phases of development that will take place over the next 2 years. The CFD comprises 79.8 net acres, and no further annexation is anticipated.

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 $22,120,000 on behalf of the CFD and all improvement areas therein.

Development Status:

The project has an approved tentative map and approved improvement plans. Required offsite improvements are under construction and approaching completion. The District comprises two separate improvement areas. Improvement Area No. 1, which includes 232 single-family home sites, is expected to begin construction of models in June. The developer reports that it expects the first home closings to begin in late 2020. The second improvement area, Improvement Area No. 2, will begin construction in early 2021.

All discretionary improvements for this project have been satisfied.

Authorized Facilities:

Funds from the issuance of bonds for the CFD will be used for the following authorized purposes:

Roadway and Transportation Improvements
Wastewater System Improvements
Potable and Non-Potable Water System Improvements
Drainage System Improvements
Park, Trails, Landscaping and Open Space Improvements

Impact Fees including:

City of Elk Grove
- Roadway Fee
- Capital Facilities Fee
- Affordable Housing Fee
- Southeast Policy Area Park Fee
- Southeast Policy Area Trail Fee
- Southeast Policy Area Drainage Fee

Cosumnes Community Services District
- Fire Fee

Sacramento County
- Sacramento Area Sewer District Fee
- Regional SAN Sewer Fee
- I-5 Sub-Regional Corridor Mitigation Fee

Elk Grove Unified School District

- School Impact Fee

Authorized facilities also include Administrative and Incidental Expenses as well as authorized services.

Future Action:

The Ordinance Levying Special Taxes will need to be finally adopted at a future meeting of the Board of Directors. Bonds payable from the special taxes are expected to be issued in the Fall of 2020, subject to further resolution and approval.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution of Formation, the Resolution Determining Necessity, the Resolution Calling Election, the Resolution Declaring Election Results and introduce the Ordinance.

EXHIBIT A

CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-3
(CITY OF ELK GROVE – MADEIRA MEADOWS)

COMMUNITY FACILITIES DISTRICT HEARING REPORT

CONTENTS

CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-3
(CITY OF ELK GROVE – MADEIRA MEADOWS)

INTRODUCTION

The Board of Directors (the "**Board**") of the California Municipal Financing Authority (the "Authority") did, pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982 (the "**Act**"), on May 8, 2020, adopt a resolution entitled, "A Resolution of Intention to Establish the California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows), Designate Improvement Areas, and to Levy a Special Tax Therein to Finance the Acquisition and Construction of Certain Public Facilities in and for such Community Facilities District" (the "**Resolution of Intention**"). In the Resolution of Intention, the Board expressly ordered the preparation of a written Community Facilities District Report (the "**Report**") for the proposed California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows) (the "**CFD**").

The Resolution of Intention ordering the Report directed that the Report generally contain the following:

(a) A description of the facilities (the "**Facilities**") by type which will be required to adequately meet the needs of the CFD.

(b) An estimate of the fair and reasonable cost of the Facilities including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith and incidental expenses in connection therewith, including the costs of the proposed bond financing and other debt and all other related costs as provided in Section 53345.3 of the Act.

For particulars, reference is made to the Resolution of Intention for the CFD, as previously approved and adopted by the Board.

NOW, THEREFORE, the following data is submitted pursuant to the direction of the Board:

A. DESCRIPTION OF FACILITIES. A general description of the proposed Facilities is provided in Exhibit "A" attached hereto and hereby made a part hereof.

B. COST ESTIMATES. Cost estimates for the proposed Facilities is set forth in Exhibit "B" attached hereto and hereby made a part hereof.

C. PROPOSED BOUNDARIES OF THE COMMUNITY FACILITIES DISTRICT. The proposed boundaries of the CFD are those properties and parcels on which special taxes may be levied to pay for the Facilities. The proposed boundaries of the CFD, and the specific boundaries of Improvement Area No. 1 and Improvement Area No. 2, are identified in the map entitled "Proposed Boundaries and Future Annexation Areas of

California Municipal Finance Authority Community Facilities District No. 2020-3 (City of Elk Grove – Madeira Meadows), Sacramento County, State of California" which has been recorded in the office of the Sacramento County Recorder.

D. RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX. A separate Rate and Method of Apportionment of Special Tax (the "**RMA**") has been prepared for each of the two improvement areas. All of the property located within the CFD boundaries, unless exempted by law or by the RMA, shall be taxed for the purpose of financing the Facilities. The Board will annually determine the actual amount of the special tax levy based on the method and subject to the Maximum Special Tax rates contained in the RMA. The RMAs for Improvement Area No. 1 and Improvement Area No. 2 are provided in Exhibit "C" and Exhibit "D" attached hereto and hereby made a part hereof.

EXHIBIT A

California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

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

The CFD shall be authorized to finance all or a portion of the costs of the acquisition, construction and improvement of facilities authorized to be financed under the Mello-Roos Act and that are required as conditions of development of the property within the CFD, including, but not limited to, the following:

FACILITIES

Transportation Improvements

Public roadway improvements, including but not limited to:

- Bilby Road
- Bruceville Road

Eligible roadway improvements include the following items: acquisition of land and easements; roadway design; project management; bridge crossings and culverts; clearing, grubbing, and demolition; grading, soil import/export, paving (including slurry seal), and decorative/enhanced pavement concrete or pavers; power pole relocations; joint trenches, underground utilities, and undergrounding of existing utilities; dry utilities and appurtenances; curbs, gutters, sidewalks, bike trails (including on- and off-site), enhanced fencing, and access ramps; street lights, signalization, and traffic signal control systems; bus turnouts; signs and striping; erosion control; median and parkway landscaping and irrigation; entry monumentation; bus shelters; masonry walls; traffic control and agency fees; and other improvements related thereto. Eligible improvements for the roads listed above also include any and all necessary underground potable and non-potable water, sanitary sewer, and storm drainage system improvements.

Wastewater System Improvements

Authorized facilities include any and all on- and off-site backbone wastewater facilities. These facilities include pipelines and all appurtenances thereto; manholes; tie-in to existing main line; force mains; lift stations; odor-control facilities; sewer treatment plant improvements and permitting related thereto; and related sewer system improvements.

Potable and Non-Potable Water System Improvements

Authorized facilities include any and all on- and off-site backbone water facilities. These facilities include potable and non-potable mains, valves, services, and appurtenances; wells; and water treatment and storage facilities, and related improvements, including but not limited to: site clearing, grading, and paving; curbs and gutters; recycled water storage tanks, booster pump stations, and all appurtenances thereto; wells; water treatment; stand-by generator; site lighting, drainage, sanitary sewer, and water service; landscaping and irrigation; access gates and fencing; and striping and signage.

Drainage System Improvements

Authorized facilities include any and all on- and off-site backbone drainage and storm drainage improvements. These facilities include mains, pipelines and appurtenances, outfalls and water quality measures, temporary drainage facilities, detention/retention basins, and drainage pretreatment facilities; drainage ways/channels, pump stations, landscaping, and irrigation; access roads, gates, fencing, and striping and signage.

Landscaping and Open Space Improvements

Authorized facilities include any and all open space improvements, including, but not limited to: grading; turf and irrigation; trees and shrubs; sidewalks, pathways, and trails; masonry soundwalls; entry monumentation and signage; and other related hard-and soft-scape improvements along roadways and adjacent to or in parks, open space, drainage channels, and detention basins.

Park, Parkways, and Trails

Authorized facilities include any and all park, parkway, and trail improvements. These facilities include, but are not limited to: grading, turf and irrigation, trees and shrubs, sports fields/courts, playground equipment, signage, and other related hard-and soft-scape improvements within parks, parkways, and trails.

Other Public Facilities

Authorized facilities also include a community center, recreation center, sports (including aquatics) facilities, cultural arts facilities, museum, equestrian-related improvements, library and any other public facilities.

CAPITAL FACILITIES FUNDED BY FEES

Authorized facilities include capital facilities funded by development impact fees paid and not otherwise reimbursed, whether standard City, County, or other agency fees levied at any time up to the issuance of a building permit or required as part of the DA for the property. The authorized facilities include, but are not limited to, capital facilities funded by the following fees:

City of Elk Grove

- Roadway Fee
- Capital Facilities Fee
- Affordable Housing Fee
- Southeast Policy Area Park Fee
- Southeast Policy Area Trail Fee
- Southeast Policy Area Drainage Fee

Cosumnes Community Services District

- Fire Fee

Sacramento County

- Sacramento Area Sewer District Fee
- Regional SAN Sewer Fee
- I-5 Sub-Regional Corridor Mitigation Fee

Elk Grove Unified School District

- School Impact Fee

ADMINISTRATIVE AND INCIDENTAL EXPENSES

In addition to the above facilities, other incidental expenses as authorized by the Mello-Roos Community Facilities Act of 1982, include these: the cost of planning, permitting, and designing the facilities (including the cost of environmental evaluation, orthophotography, and environmental remediation/mitigation); land acquisition and easement payments for authorized CFD facilities; project management; construction staking; engineering studies and preparation of an engineer's report; utility relocation and demolition costs incidental to construction of the public facilities cost associated with the creation of the CFD and issuance of bonds; determination of the amount of taxes and collection of taxes; payment of taxes; costs otherwise incurred to carry out the authorized purposes of the CFD; reimbursements to other areas for infrastructure facilities or planning purposes serving development in the CFD; and any other expenses incidental to the construction, completion, and inspection of the facilities.

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

1. The levy and collection of special taxes
2. The fees and expenses of attorneys and consultants
3. Any fees related to the collection of special taxes

4. An allocable share of the salaries and benefits of any CMFA and City staff, or consultant fees, directly related thereto and a proportionate amount of CMFA’s and the City’s general administrative overhead related thereto
5. Any amounts paid by CMFA and the City with respect to the CFD
6. Expenses incurred in undertaking action to foreclose on properties for which the payment of special taxes is delinquent
7. Administrative fees of CMFA and the City and the bond trustee or fiscal agent related to the CFD and the bonds issued by or for the CFD
8. Costs related to the formation of the CFD
9. Reimbursement of costs related to the formation of the CFD advanced by CMFA and the City, 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 City, 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.
10. 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.
11. All other costs and expenses of CMFA or the City in any way related to the CFD.

EXHIBIT B

California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

COST ESTIMATES

Facilities

The following is a summary of the estimated costs of acquisition and construction of the Facilities. In addition, the CFD will finance bond and other debt issuance costs, capitalized interest, a debt service reserve fund, the costs of forming the CFD and other costs associated with the sale of bonds and annual administration of the CFD.

Facilities	Estimated Cost
Capital Facilities Fee Program	$1,411,715
Roadway Fee Program (Zone 1)	$3,491,957
Affordable Housing Fee	$1,520,283
Fire Fee Program – Consumes CSD (Zone 1)	$705,692
Sewer – SASD (Expansion)	$1,418,646
Sewer – Regional SAN (New)	$2,144,549
Elk Grove School Fee	$6,017,321
SEPA Park and Trail Improvement	$6,651,445
SEPA Plan Area Fee – Drainage (S7)	$1,655,000
Total	**$25,016,608**

EXHIBIT C

California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX
FOR IMPROVEMENT AREA NO. 1

IMPROVEMENT AREA NO. 1 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-3
(CITY OF ELK GROVE – MADEIRA MEADOWS)

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. 2020-3 (City of Elk Grove – Madeira Meadows) 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:

"Acre" or **"Acreage"** 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, the City, and the 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.

“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.

“Base Special Tax” means, for any Special Tax Category, the applicable Special Tax initially identified in Table 1 of 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 permit that allows for vertical construction of a building or buildings, which shall not include a separate permit issued for construction of the foundation thereof.

“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. 2020-3 (City of Elk Grove – Madeira Meadows).

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

“City” means the City of Elk Grove.

“CMFA” means the California Municipal Finance Authority.

“County” means the County of Sacramento.

“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 Special Tax Category assignment for, Residential Units, and the acreage of Other Property, 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 2 each time there is a Land Use Change.

Such update shall be maintained internally by the Administrator and shall not require recordation of an amended RMA.

"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 2 and may be revised pursuant to Section D below.

"Final Map" means a final map, or portion thereof, approved by the City 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 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 or to pay or reimburse eligible impact fees.

"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.

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

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

"Other Property" means any Parcel of Taxable Property in Improvement Area No. 1 that does not fit within the definition of Single Family Detached Property or Single Family Attached Property.

"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 through easement by the Owners Association, not including any such property that is located directly under a residential structure.

“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 City, federal government, State of California, the Elk Grove Unified School District, 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 Detached Property and Single Family Attached Property.

“Residential Unit” means an SFD Unit or an individual residential unit within a duplex, halfplex, triplex, fourplex, townhome, live/work or condominium structure. A second unit (granny flat) 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 dwelling unit that does not share a common wall with another residential dwelling unit.

“Single Family Attached Property” means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for 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.

“Single Family Detached Property” means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for construction of an SFD Unit.

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

"Special Tax Category" means one of the three categories of land uses for which a Special Tax amount is set forth in Table 1 of 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.

"Undeveloped Property" means, in any Fiscal Year, all Parcels of Taxable Property that are not Final Map Property or Developed 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 Detached Property, Single Family Attached Property, or Other Property; (iii) for Single Family Attached Property, determine the Acreage of each Parcel; (iv) for Other Property, determine the Acreage of each Parcel; and (v) 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

Special Tax Category	Base Special Tax Fiscal Year 2020-21 *
Single Family Detached Property	$2,000 per Residential Unit
Single Family Attached Property	$10,900 per Acre
Other Property	$10,900 per Acre

*** On July 1, 2021, 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 $10,900 per Acre for Fiscal Year 2020-21, which amount shall increase on July 1, 2021, 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 $10,900 per Acre for Fiscal Year 2020-21, which amount shall increase on July 1, 2021, 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 2 were originally calculated based on the Expected Land Uses at CFD Formation. Attachment 2 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 2 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 below must be applied:

Step 1: By reference to Attachment 2 (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 Improvement Area No. 1 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 2 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 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 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. 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 2 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.

3. 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.

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: (i) directly bill the Special Tax, (ii) collect Special Taxes at a different time or in a different manner, (iii) strip delinquent Special Taxes off the tax roll to pursue collection, and (iv) 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 2060-61. 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.

H. <u>PREPAYMENTS</u>

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 $6.85 million in 2020 dollars, which shall increase on January 1, 2021, 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 Requirement shown above may be adjusted each time 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 2 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 2 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, 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, 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.

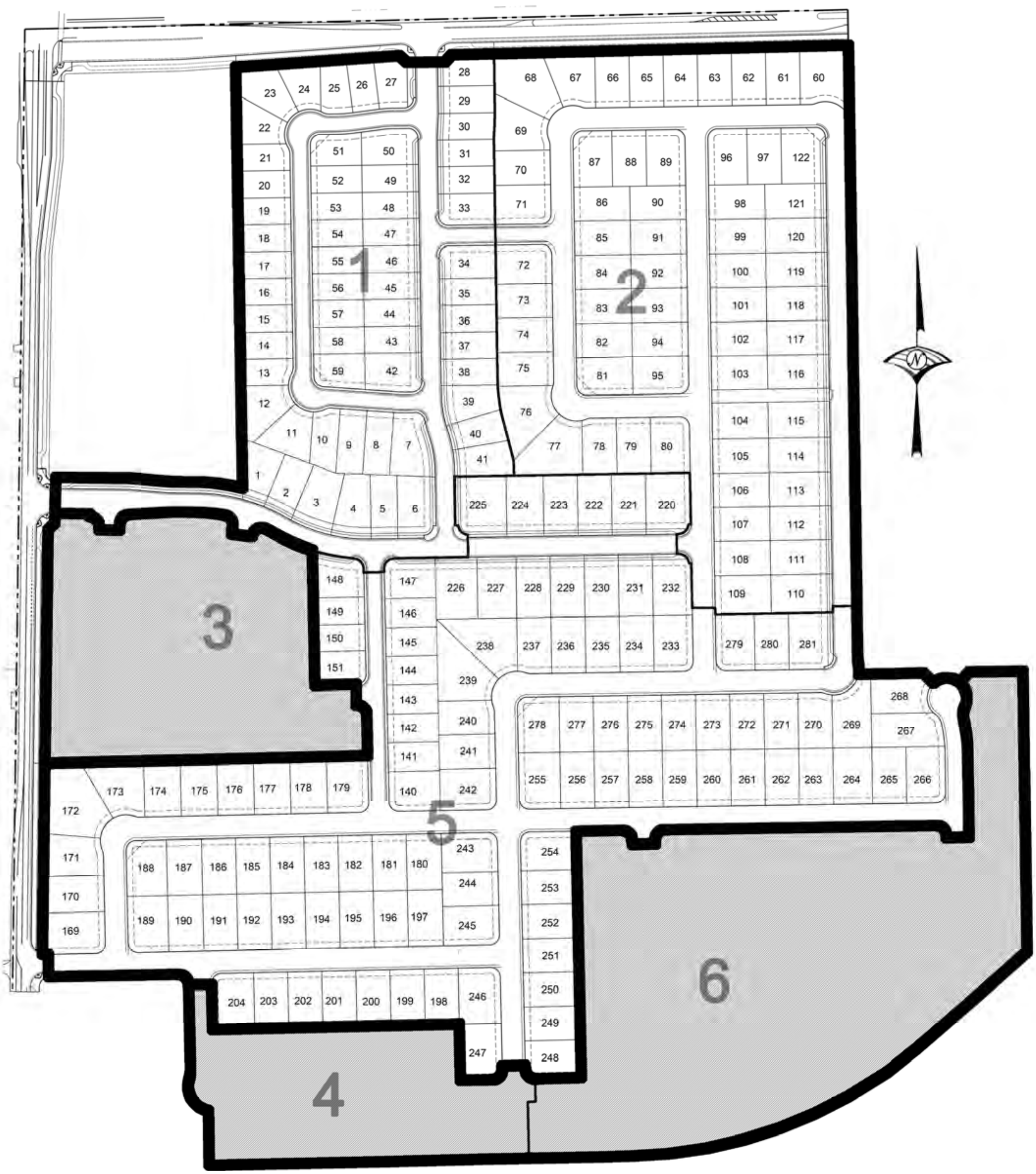
ATTACHMENT 1

Improvement Area No. 1 of the
California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

Madeira Meadows
Expected Lot Layout in Improvement Area No. 1

Attachment 1
Madeira Meadows
Expected Lot Layout - Improvement Area No. 1

99 Lots Total



= Improvement Area No. 2

Revised: 4/15/2020

ATTACHMENT 2

Improvement Area No. 1 of the
California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

Expected Land Uses and Expected Maximum Special Tax Revenues

Land Use	**Expected Units / Acres**	**Base Special Tax (FY 2020-21) ***	**Expected Maximum Special Tax Revenues (FY 2020-21) ***
Single Family Detached Property	232 Residential Units	$2,000 per Residential Unit	$464,000
Single Family Attached Property	0 Acres	$10,900 per Acre	$0
Other Property	0 Acres	$10,900 per Acre	$0
Expected Maximum Special Tax Revenues (FY 2020-21 $)			**$464,000**

* On July 1, 2021, 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.

EXHIBIT D

California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX
FOR IMPROVEMENT AREA NO. 2

IMPROVEMENT AREA NO. 2 OF THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY
COMMUNITY FACILITIES DISTRICT NO. 2020-3
(CITY OF ELK GROVE – MADEIRA MEADOWS)

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. 2020-3 (City of Elk Grove – Madeira Meadows) 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. <u>DEFINITIONS</u>

The terms hereinafter set forth have the following meanings:

"Acre" or **"Acreage"** 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, the City, and the 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.

“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.

“Base Special Tax” means, for any Special Tax Category, the applicable Special Tax initially identified in Table 1 of 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 permit that allows for vertical construction of a building or buildings, which shall not include a separate permit issued for construction of the foundation thereof.

“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. 2020-3 (City of Elk Grove – Madeira Meadows).

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

“City” means the City of Elk Grove.

“CMFA” means the California Municipal Finance Authority.

“County” means the County of Sacramento.

“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 Special Tax Category assignment for, Residential Units, and the acreage of Other Property, 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 2 each time there is a Land Use Change.

Such update shall be maintained internally by the Administrator and shall not require recordation of an amended RMA.

"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 2 and may be revised pursuant to Section D below.

"Final Map" means a final map, or portion thereof, approved by the City 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 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 or to pay or reimburse eligible impact fees.

"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.

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

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

"Other Property" means any Parcel of Taxable Property in Improvement Area No. 2 that does not fit within the definition of Single Family Detached Property or Single Family Attached Property.

"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 through easement by the Owners Association, not including any such property that is located directly under a residential structure.

"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 City, federal government, State of California, the Elk Grove Unified School District, 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 Detached Property and Single Family Attached Property.

"Residential Unit" means an SFD Unit or an individual residential unit within a duplex, halfplex, triplex, fourplex, townhome, live/work or condominium structure. A second unit (granny flat) 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 dwelling unit that does not share a common wall with another residential dwelling unit.

"Single Family Attached Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for 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.

"Single Family Detached Property" means, in any Fiscal Year, all Parcels of Taxable Property for which a Building Permit was or is expected to be issued for construction of an SFD Unit.

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

“Special Tax Category” means one of the three categories of land uses for which a Special Tax amount is set forth in Table 1 of 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.

“Undeveloped Property” means, in any Fiscal Year, all Parcels of Taxable Property that are not Final Map Property or Developed 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 Detached Property, Single Family Attached Property, or Other Property; (iii) for Single Family Attached Property, determine the Acreage of each Parcel; (iv) for Other Property, determine the Acreage of each Parcel; and (v) 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

Special Tax Category	**Base Special Tax Fiscal Year 2020-21 ***
Single Family Detached Property	$2,000 per Residential Unit
Single Family Attached Property	$10,668 per Acre
Other Property	$10,668 per Acre

*** On July 1, 2021, 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 $10,668 per Acre for Fiscal Year 2020-21, which amount shall increase on July 1, 2021, 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 $10,668 per Acre for Fiscal Year 2020-21, which amount shall increase on July 1, 2021, 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 2 were originally calculated based on the Expected Land Uses at CFD Formation. Attachment 2 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 2 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 below must be applied:

Step 1: By reference to Attachment 2 (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 Improvement Area No. 2 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 2 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 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 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. 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 2 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.

3. 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.

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: (i) directly bill the Special Tax, (ii) collect Special Taxes at a different time or in a different manner, (iii) strip delinquent Special Taxes off the tax roll to pursue collection, and (iv) 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 2060-61. 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.

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 $2.91 million in 2020 dollars, which shall increase on January 1, 2021, 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 Requirement shown above may be adjusted each time 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
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. 2, as shown in Attachment 2 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 2 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, 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, 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.

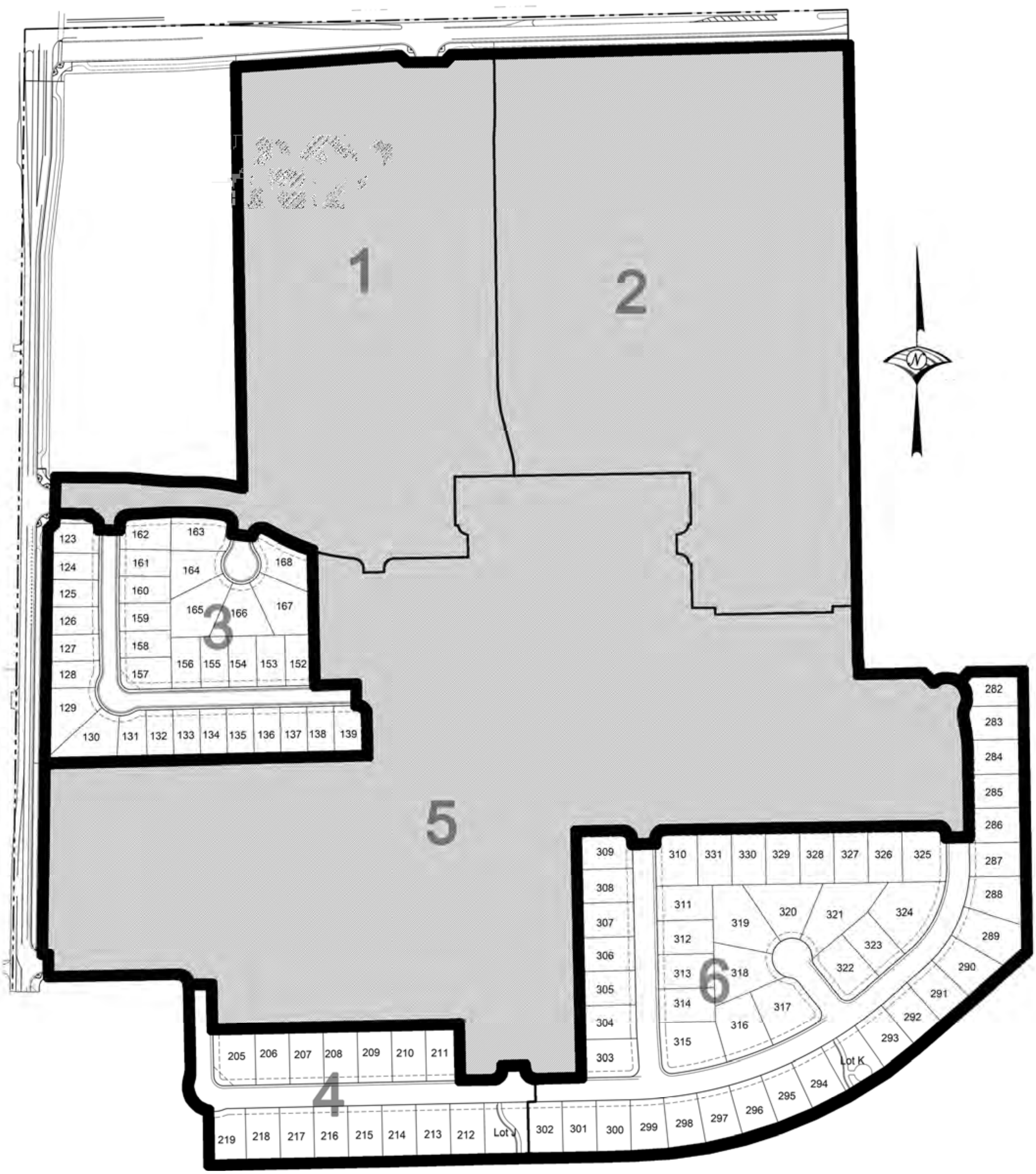
ATTACHMENT 1

Improvement Area No. 2 of the
California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

Madeira Meadows
Expected Lot Layout in Improvement Area No. 2

Attachment 1
Madeira Meadows
Expected Lot Layout - Improvement Area No. 2

99 Lots Total



= Improvement Area No. 1

Revised: 4/15/2020

ATTACHMENT 2

Improvement Area No. 2 of the
California Municipal Finance Authority
Community Facilities District No. 2020-3
(City of Elk Grove – Madeira Meadows)

Expected Land Uses and Expected Maximum Special Tax Revenues

Land Use	Expected Units / Acres	Base Special Tax (FY 2020-21) *	Expected Maximum Special Tax Revenues (FY 2020-21) *
Single Family Detached Property	99 Residential Units	$2,000 per Residential Unit	$198,000
Single Family Attached Property	0 Acres	$10,668 per Acre	$0
Other Property	0 Acres	$10,668 per Acre	$0
Expected Maximum Special Tax Revenues (FY 2020-21 $)			**$198,000**

* On July 1, 2021, 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.

Current 2020 Board Positions

CMFA

Paula Connors-	Chairperson
Justin McCarthy-	Vice Chairperson and Assistant Treasurer
Deborah A. Moreno-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

CFSC/CFPF

Deborah A. Moreno-	Chairperson and Assistant Treasurer
Paula Connors-	Vice Chairperson
Justin McCarthy-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

Subcommittees:

Audit Subcommittee:	Deborah Moreno and Bob Adams
Finance Subcommittee:	Faye Watanabe and Deborah Moreno
Professional Services Subcommittee:	Paula Connors and Justin McCarthy

3:10 PM
06/15/20
Accrual Basis

California Municipal Finance Authority
Budget Overview
July 2020 through June 2021

	Jul - Sep 20	Oct - Dec 20	Jan - Mar 21	Apr - Jun 21	TOTAL Jul '20 - Jun 21
Ordinary Income/Expense					
Income					
Annual Fee Income	1,200,000	1,700,000	950,000	1,150,000	5,000,000
Application Fee Income	2,500	2,500	2,500	2,500	10,000
Issuance Fees	650,000	1,000,000	550,000	550,000	2,750,000
Total Income	1,852,500	2,702,500	1,502,500	1,702,500	7,760,000
Gross Profit	1,852,500	2,702,500	1,502,500	1,702,500	7,760,000
Expense					
Bank Service Charges	800	800	800	800	3,200
Charitable Grants - Restricted	25,000	25,000	25,000	25,000	100,000
Charitable Grants -Unrestricted	563,075	868,075	426,075	528,850	2,386,075
Dues and Subscriptions	0	0	0	225	225
Insurance	27,500	27,500	27,500	27,500	110,000
JPA Member Distributions	217,000	333,000	183,000	183,000	916,000
Marketing	15,000	8,000	15,000	12,000	50,000
Outside Services	1,000	1,000	1,000	1,000	4,000
Professional Fees	989,000	1,425,000	810,000	910,000	4,134,000
Travel & Entertainment	4,500	4,500	4,500	4,500	18,000
Total Expense	1,842,875	2,692,875	1,492,875	1,692,875	7,721,500
Net Ordinary Income	9,625	9,625	9,625	9,625	38,500
Other Income/Expense					
Other Income					
Interest Income	375	375	375	375	1,500
Other Income	0	0			0
Total Other Income	375	375	375	375	1,500
Other Expense					
Other Expense	0	0	0	0	0
Total Other Expense	0	0	0	0	0
Net Other Income	375	375	375	375	1,500
Net Income	**10,000**	**10,000**	**10,000**	**10,000**	**40,000**

PERFORMANCE REVIEWS

Subject: Performance and/or Compensation Review of the CMFA Executive Director

Meeting: June 26, 2020

Background:

With respect to any engagement for professional services with the duration of at least one (1) year, the Board shall conduct a review on a periodic basis to assess and evaluate the performance of the service provider. Such review and assessment shall be conducted at least annually, but may be undertaken more frequently on an "as-needed" basis. The Board may also deliver any performance feedback on an "as-needed" basis. If permitted to terminate an engagement prior to its stated terms, such termination may be based upon the findings and determinations of the performance review.

As part of the periodic review and assessment of a service provider, the Board may evaluate the competiveness of the fees and expenses charged for such services delivered. The Board may also review whether the fees are commensurate with the service and value provided to the CMFA and shall ensure that public funds are expended for measurable, competitively-priced goods and services for all contractors. With respect to any engagement for professional services with the duration of at least three (3) years, such evaluation shall occur at least once every three (3) years by the Board. Based upon the evaluations, the Board may take appropriate actions including the amending of certain terms of an engagement or early termination of such engagement for professional services.

Recommendation:

The Professional Services Subcommittee recommends that the CMFA Board of Directors review the performance of the CMFA Executive Director.

AmeriNat Nationwide Loan Servicing (PACE Property Assessment Consultant)

AmeriNat is an industry leader in servicing loan portfolios owned or originated by government, quasi-government, financial institutions, private investors, and non-profit entities nationwide. Founded in 1975, AmeriNat manages $12 billion in loans and related deposits for nearly 300 city, county, state, and NGO clients (including more than 100 Habitat for Humanity affiliates).

With over 100 employees, AmeriNat has customized its technology platforms to meet the specific needs of its customers and their borrowers, ensuring that its technology is responsive to the loan types serviced. AmeriNat is a nationwide, licensed loan servicer and is approved by FHA/VA and Fannie Mae.

AmeriNat is an independent subsidiary of O'Brien-Staley Partners, a Minnesota-based, world-class investing firm that specializes in economic development loans and other story credits.

Arthur J. Gallagher & Co. (Insurance Broker)

Arthur J. Gallagher & Co. and its subsidiaries provide insurance brokerage, consulting, and third-party claims settlement and administration services to entities around the world. Gallagher is the world's fourth largest insurance broker/risk manager based on revenues, and the largest property and casualty third-party claims administrator globally as of 2017. Its expertise across industries, as well as insurance and risk management solutions, is unsurprisingly vast, ranging from automotive and healthcare to energy and transportation, from management liability and property to cyber and fine arts. Gallagher also has offerings in benefits and HR consulting, captives and alternative risk transfer, and reinsurance, among others.

The company's client service capabilities span more than 150 countries, a huge expansion from the first family-run agency that was set up in Chicago in 1927 by Arthur Gallagher. Its retail brokerage operations boast 500-plus offices located primarily across North America, the United Kingdom, Australia, Bermuda, the Caribbean, and New Zealand. Its wholesale brokerage operations, meanwhile, count offices in over 65 locations in the United States, Australia, and Bermuda, alongside an approved Lloyd's of London broker.

BlueFlame Energy Finance LLC (PACE Program Administrator)

BlueFlame Energy Finance LLC is a specialty finance company focused on low-cost, low-friction financing solutions for distributed and renewable energy projects. Their markets include Solar PV, Battery Storage, Cogeneration, Smart Metering, and Microgrid projects and serve the needs of customers in the small- and middle-market commercial and industrial sectors. Their main focus is on small and medium business and non-profit sectors. Their primary focus are C&I customers in California, New York, and Texas. They currently provide commercial Property Assessed Clean Energy Finance (PACE) and PACE-backed PPA financing for eligible energy projects.

Del Rio Advisors, LLC (BOLD MA Services for Placer County)

Del Rio Advisors, LLC ("DRALLC, formerly MuniSoft) is an Independent Registered Municipal Advisor that works exclusively with municipal issuers. DRALLC was founded by Kenneth L. Dieker in 1991 under the name MuniSoft and incorporated as Del Rio Advisors, LLC in 2005.

DRALLC Principal, Kenneth L. Dieker, has been in the business for thirty-three years with twenty-nine years spent serving as a Municipal Advisor. Mr. Dieker got his start in municipal finance investment banking in 1987 with Rauscher Pierce Refsnes, Inc. (currently RBC Capital Markets). Mr. Dieker has a BA from the University of California, Berkeley, an MBA from Oregon State University, is a Series 50 Registered Representative and a Series 54 Registered Principal.

DTA (Formerly David Taussig and Associates) (PACE Property Assessment Consultant)

DTA (formerly known as David Taussig and Associates) is a public finance consulting firm that earned its reputation as the industry leader in planning and implementing public finance and assessment engineering programs for infrastructure and public services. Their focus on efficiencies ensures that the right public financing programs are applied across the board to lower infrastructure and development costs, while building public improvements in a timely manner. Their engineering experience enables DTA to utilize assessment engineering and benefit apportionment techniques to promote the fair allocation of infrastructure and development costs among benefiting property owners. DTA is a leader in PACE financing. They serve as the Assessment Engineer and Property Tax Administrator for Property Assessed Clean Energy ("PACE") programs, collectively representing over 90% of California's PACE industry.

Edward Becker (CMFA Executive Director)

Dr. Edward Becker is the Executive Director for the CMFA. Previously, Dr. Becker was the Chief Financial Officer for Concept 7, Inc., a not-for-profit organization which has been providing services for children and their families in Southern California for over 30 years. This position supervised all accounting, human resources, management information systems, and business-related functions.

Dr. Becker has worked in the not-for-profit social services area for over sixteen years providing a business perspective which enables the organization to provide services more efficiently with minimum administrative overhead expense. His prior experience includes oversight of operations that provided services not only to California but Texas, Nevada, Utah, Colorado, Minnesota, Arizona, and South Carolina.

Dr. Becker served in the US Army for twenty years. His duty assignments were worldwide, and his last assignment was as a Personnel Officer at the United States Military, West Point, New York.

He holds a BS in business administration from Columbia College, an MBA from National University, and a DBA from California Pacific University. He is active in community and charitable organizations.

FortiFi Financial, Inc. (Formerly Energy Efficient Equity "E3") (PACE Program Administrator)

Specialty financing company Energy Efficient Equity, Inc. (E3) has changed its name to FortiFi Financial, Inc. (FortiFi). FortiFi, formerly Energy Efficient Equity, has experienced significant growth into new territories in both California and Florida. FortiFi's primary product offering is PACE (Property Assessed Clean Energy) financing that helps homeowners and businesses make their properties more energy efficient and resilient.

FortiFi recently joined the California Statewide Communities Development Authority Open PACE Program (CSCDA), significantly expanding the number of jurisdictions in California where it can provide financing. The CSCDA is a joint powers authority of over 334 cities and counties in California that provides tools for financing community-based public benefit projects, including PACE. Through the CSCDA, over 75% of California homeowners now have access to FortiFi financing. FortiFi also launched in Florida in mid-2019, operating under the authority of the Florida PACE Funding Agency (FPFA). FortiFi contractors can now serve more than 60% of Florida homeowners.

Francisco & Associates, Inc. (BOLD Program Special Tax Consultant)

The principal staff members of Francisco & Associates, Inc. have over fifty years of public financing and municipal engineering experience. The goals for their company are quite simple; listen to their clients, provide quality service with a personal touch and be extremely responsive. Because these goals have always been instilled in their staff it has allowed them to say that none of their existing clients have ever strayed to one of their competitors. This unprecedented record is the result of their quality work, attention to detail and listening to their clients' needs.

Goodwin Consulting Group (BOLD Program Special Tax Consultant)

Goodwin Consulting Group (GCG) has extensive experience analyzing the fiscal, financial, and economic impacts of land development, conversion, and transition. Instead of specializing solely in financial planning for new projects, GCG is also an active participant in the implementation and ongoing administration of financing programs. This difference is critical to ensuring that a project will be feasible from the early development stages through buildout. It is also a key reason why their public and private sector clients keep coming back to GCG for their public financing needs.

With over 100 years of combined experience in the industry, the principals of GCG have a proven track record you can trust. They stake their reputation on each and every project, and are proud of the long-term relationships they have established with our clients.

GCG is known to be fair, objective, and principled. Their project experience, strong relationships with both public and private sector clients, and expert facilitation skills encourage project stakeholders to reach consensus, which minimizes project timelines, reduces costs, and maximizes benefits to future homeowners and property owners.

GreenPACE Capital LLC (PACE Program Administrator)

GreenPACE Capital is a financial firm that offers PPAs to residential and commercial customers, allowing them to access Property Assessed Clean Energy (PACE) loans to finance solar energy projects. The firm works with local contractors to install solar for customers who would otherwise be unable to pay the upfront costs of a solar installation, or who cannot take advantage of the tax benefits that come with solar ownership. Employees include financial engineers and modelers, data miners, sales professionals, and solar concierge customer service personnel who work with customers and installers.

GreenPACE relies on financial engineers, financial modelers, a sales team, an IT team, data scientists, and an operations team to orchestrate these transactions. The data scientists, who have strong backgrounds in math and the hard sciences, run calculations on potential markets that may benefit from their services.

While offered exclusively in California, GreenPACE is excited to expand its business model and its product to other states this year. Business expansion will require the company to multiply its current workforce of about 100, especially on the sales side, to penetrate those new markets. GreenPACE sees the biggest demand for its product coming from the tax-exempt small commercial sector, such as nonprofits, houses of worship, and other entities that are unable to take advantage of tax credits. This market alone has led GreenPACE to hire more workers who have deep familiarity with the regulations and requirements surrounding these types of institutions.

Integra Realty Resources (BOLD Program Special Tax Consultant)

Integra was formed in July 1999 with 22 founding offices located throughout the United States. The entity evolved from the company, Valuation Network, Inc., that began in the mid-1980's as a network of small, highly respected appraisal offices whose owners forged friendships and professional alliances over the years. This group relied on each other for advancement in problem solving, benefited from assignment referrals, and shared comradery. By the early 1990's in response to business growth and strong market demand, plans were made to adopt a new business model for success. Integra chose a franchise platform that allowed local offices to thrive under the strong support and market-leading services provided by a corporate entity. The mission still stands today, "To provide comprehensive valuation and advisory services with national coverage through local expertise."

Integra quickly became the largest, most well-respected, independent appraisal company in North America as new offices were added on a very selective basis. The Integra business model has become so successful that it has been imitated by other appraisal firms. Integra continues to prosper and grow, expanding its coverage and specialties within North America and the Caribbean with more than 50 local offices.

Joe A. Gonsalves & Son (Government Relations)

Joe A. Gonsalves & Son has over 50 years of legislative experience successfully representing clients before the California State Legislature and California State Departments. They are committed to their clients' interests and strive to help them move toward their goals and provide personal, professional representation in an honest, legal, and ethical manner.

Jones Hall, A Professional Law Corporation (BOLD & Issuer Counsel)

Since 1978, Jones Hall has been helping cities, counties, school districts, housing authorities, special districts and other public agencies finance public infrastructure through a practice devoted exclusively to municipal bond law. Every year Jones Hall ranks among the top bond counsel firms in California.

With a specialized staff devoted to all aspects of bond financing, their clients enjoy the highest level of service and expertise from attorneys and staff.

Koppel & Gruber Public Finance (BOLD Program Special Tax Consultant)

Koppel & Gruber Public Finance ("K&G Public Finance") specializes in financial consulting to public agencies. The founding partners of the firm, Scott Koppel and Lyn Gruber, each have over eighteen years of experience in municipal financial consulting. They are privately held, and their greatest concern is the satisfaction of their clients and constituents and not shareholders. It is their practice to respect the culture and practices of each agency client and act as an addition to your staff.

Macias Gini & O'Connell (MGO) (Auditor)

One of the fastest growing CPA firms in the U.S., MGO combines deep industry expertise with proven accounting and advisory solutions to deliver tangible results. Their clients range from global aerospace and technology leaders to innovative start-ups and not-for-profit organizations – from the largest government entities in the country, to the biggest names in entertainment.

MGO is ranked as one of the top CPA firms in the nation by Accounting Today and Inside Public Accounting. And the firm was awarded the 'Best of Accounting' designation in Client Satisfaction by the independent research firm, Inavero.

OnPace Energy Solutions, LLC (PACE Program Administrator)

OnPACE Energy Solutions, based in Southern California, provides energy saving solutions and financing including Property Assessed Clean Energy ("PACE").

PACE Equity LLC (PACE Program Administrator)

Formed in October 2013 with headquarters in Milwaukee, Wisconsin, PACE Equity works in nearly every active C-PACE market. The principals and market leaders have completed over 125 PACE projects and PACE Equity is the leading project developer & funder in the country.

PACE Equity has had the benefit of working on some of the very first PACE projects in several local markets and is deeply involved at the local level with PACE legislation and development. Their mission is to enable building owners and developers to take advantage of PACE financing. They do this by providing PACE project development, engineering, project management and financing to projects throughout the country. To accomplish this, they are committed to continual expansion into new PACE markets as they become active.

Their goal at PACE Equity is to be the leader of PACE and related services to building owners, developers, and non-profits nationwide. They do this by providing building owners and developers with capital funding and full-service support to develop projects with PACE financing.

Piper Sandler Companies (Formerly Piper Jaffray & Co.) (BOLD Program Underwriter)

On January 6, 2020, Piper Jaffray Companies and Sandler O'Neill + Partners, L.P. announced the completion of their merger to become Piper Sandler Companies (NYSE: PIPR). The resulting company represents one of the broadest and most capable full-service investment banking platforms on Wall Street complemented by one of the largest securities distribution and trading franchises with market-leading research aligned to serve the middle-market.

The merger brings together Sandler O'Neill's leadership in providing advice and solutions to clients in the financial services industry with the growing Piper Jaffray investment banking platform. Jon Doyle, former senior managing principal at Sandler O'Neill, now leads Piper Sandler's financial services group. Jimmy Dunne, former senior managing principal at Sandler O'Neill, has been named vice chairman of Piper Sandler and senior managing principal of Piper Sandler's financial services group.

Piper Sandler is a leading investment bank and institutional securities firm driven to help clients Realize the Power of Partnership®. Through a distinct combination of candid counsel, focused expertise, and empowered employees, we deliver insight and impact to each and every relationship. Our proven advisory teams combine deep product and sector expertise with ready access to global capital. Founded in 1895, the firm is headquartered in Minneapolis with offices across the United States and in London, Aberdeen, and Hong Kong.

Piper Sandler Companies (NYSE: PIPR) is a leading investment bank and institutional securities firm driven to help clients Realize the Power of Partnership®. Securities brokerage and investment banking services are offered in the U.S. through Piper Sandler & Co., member SIPC and NYSE; in Europe through Piper Sandler Ltd., authorized and regulated by the U.K. Financial Conduct Authority; and in Hong Kong through Piper Sandler Hong Kong Limited, authorized and regulated by the Securities and Futures Commission. Asset management products and services are offered through separate investment advisory affiliates.

Samas Capital LLC (PACE Program Administrator)

Samas Capital is a program administrator and capital provider for energy improvement projects via the Property Assessed Clean Energy (PACE) platform. Samas Capital was founded with the goal of building an enduring alternative investment management and innovative specialty financial products firm, and delivers to the needs of their clients by focusing on their long-term interests.

Samas Capital provides PACE financing to commercial properties throughout California through San Francisco's GreenFinanceSF and CaliforniaFIRST, a statewide program that currently serves 14 counties.

Sierra Management Group LLC (Municipal Advisor)

Sierra Management Group, LLC ("Sierra") is a full-service, registered municipal advisory firm ("RMA") with the Municipal Securities Rulemaking Board ("MSRB"), which is overseen by the Securities and Exchange Commission ("SEC"). Sierra provides bond consulting and administrative services throughout the state. The firm was established in 2004 and has since facilitated over $19 billion in bond financing in over 300 cities, counties and special districts throughout the state. Since its inception, the firm has focused on assisting local governments, non-profit organizations and private enterprises with the issuance of taxable and tax-exempt financing aimed at improving the communities within the State of California.

Simplifile LLC (PACE E-Recording Consultants)

Simplifile LLC provides e-recording solutions as part of the CMFA PACE program. The Company caters to title company, bank, attorney, lien filer, and other types of document submitters. From loan collaboration to e-recording and post-closing, Simplifile offers an array of services in one place to help users securely share, record, and track documents, data, and fees with ease. Simply put, they are an electronic liaison between lenders, settlement agents, and counties, helping to streamline real estate and mortgage transactions while making our customers' day-to-day work just a little bit easier.

Smith Manus (Treasurer's Surety Bond)

Smith Manus is one of the largest surety bond agencies in the U.S. They have worked with businesses in many different industries to develop the best ways to meet their clients' surety bond needs for over 40 years. Headquartered in Louisville, Kentucky, Smith Manus has expanded tremendously across North America, becoming a premier provider of surety.

Structured Finance Associates LLC (PACE Program Administrator)

Founded by seasoned real estate and financial professionals, Structured Finance Associates (SFA) is a program administrator for the CMFA PACE program.

They understand real estate owners' need to deploy capital toward growth rather than utilizing cash to reduce operating expenses. Their creative and innovative financial solutions allow owners to do just that - allow commercial and tax-exempt properties to preserve capital for growth while using the PACE mechanism to invest in energy efficiency and renewable energy (without up-front cost or balance sheet impairment).

They are passionate about helping their clients achieve their goals of quantifiable increases in cash flow, job creation and environmental preservation. Their commercial insight and collaborative, full-service approach moves projects from concept to contract and often results in larger scale projects than originally considered.

Twain Community Partners II LLC (PACE Program Administrator)

Twain Financial Partners is an investment management firm located in St. Louis, Missouri with more than $4 billion in assets under management within the public-private partnership sector. The firm works with a wide variety of investment types, specializing in tax credit, structured debt, and real estate transactions. Twain works closely with financial institutions, corporations, and high-net-worth individuals to structure and manage investments that offer both attractive economic return and social benefits.

Before Twain, Marc Hirshman, Matt Badler, and Keith Willy were key members of the Senior Leadership Team at U.S. Bancorp Community Development Corporation (USBCDC). All three were integral in obtaining more than $10 billion in assets at USBCDC. Through their roles there, they recognized an opportunity for a smaller company to provide a full-service financial firm that specialized in the tax credit and community development industry.

US Bank Corporate Trust (BOLD Program Trustee)

U.S. Bancorp (stylized as US Bancorp) is an American bank holding company based in Minneapolis, Minnesota, and incorporated in Delaware. It is the parent company of U.S. Bank National Association, and is on the list of largest banks in the United States. The company provides banking, investment, mortgage, trust, and payment services products to individuals, businesses, governmental entities, and other financial institutions. It has 3,106 branches and 4,842 ATMs, primarily in the Western and Midwestern United States. It is ranked 117th on the Fortune 500. The company also owns Elavon, a processor of credit card transactions for merchants and Elan Financial Services, a credit card issuer that issue credit card products to US Bank and other financial institutions.

Wilson Turner Kosmo LLP (CMFA Litigation Counsel)

Wilson Turner Kosmo is the largest certified women-owned law firm in San Diego, and one of the largest in California. Founded in 1991, the firm represents the litigation and counseling needs of companies on a local, statewide, and national level.

Their attorneys have extensive experience as lead counsel in jury and bench trials in state and federal courts, as well as in arbitrations and mediations. They routinely provide representation on complex, class action and mass tort litigation. The firm is AV-rated in Martindale-Hubbell's Bar Register of Preeminent Lawyers and was recognized by Corporate Counsel magazine in 2018 as one of the "Go-To" law firms for Fortune 100 companies.

Their clients range from Fortune 50 companies to small local businesses in most industries including manufacturing, retail, restaurants and hospitality, health care, real estate, public entity, banking, transportation, oil and gas, technology, and pharmaceutical.

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 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).

California Municipal Finance Authority

Current 2020 Board Positions

CMFA

Paula Connors-	Chairperson
Justin McCarthy-	Vice Chairperson and Assistant Treasurer
Deborah A. Moreno-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

CFSC/CFPF

Deborah A. Moreno-	Chairperson and Assistant Treasurer
Paula Connors-	Vice Chairperson
Justin McCarthy-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

Subcommittees:

Audit Subcommittee:	Deborah Moreno and Bob Adams
Finance Subcommittee:	Faye Watanabe and Deborah Moreno
Professional Services Subcommittee:	Paula Connors and Justin McCarthy

4:31 PM
06/15/20
Accrual Basis

California Foundation For Stronger Communities
Budget Overview
July 2020 through June 2021

	Jul - Sep 20	Oct - Dec 20	Jan - Mar 21	Apr - Jun 21	TOTAL Jul '20 - Jun 21
Ordinary Income/Expense					
Income					
Restricted Income					
CMFA Restricted Grants	25,000	25,000	25,000	25,000	100,000
Total Restricted Income	25,000	25,000	25,000	25,000	100,000
Unrestricted Income					
CMFA Operations Grants	3,483	3,643	3,483	3,483	14,092
CMFA Unrestricted Grants	559,592	864,432	422,592	525,367	2,371,983
Total Unrestricted Income	563,075	868,075	426,075	528,850	2,386,075
Total Income	588,075	893,075	451,075	553,850	2,486,075
Expense					
Charitable Payments					
Restricted Charity Payments	25,000	25,000	25,000	25,000	100,000
Unrestricted Charity Payments	559,592	864,432	422,592	525,367	2,371,983
Total Charitable Payments	584,592	889,432	447,592	550,367	2,471,983
Dues and Subscriptions	0	150	0	0	150
Accounting Fees	3,483	3,483	3,483	3,483	13,932
Taxes	0	10	0	0	10
Total Expense	588,075	893,075	451,075	553,850	2,486,075
Net Ordinary Income	0	0	0	0	0
Other Income/Expense					
Interest Income	15	15	15	15	60
Total Other Income	15	15	15	15	60
Net Income	**15**	**15**	**15**	**15**	**60**

California
Municipal Finance Authority

AUDIT FIRM ENGAGEMENT
SUMMARY AND RECOMMENDATIONS

Subject: Audit Firm Engagement

Meeting: June 26, 2020

Discussion:

The CFSC is required to have an audit of the general-purpose financial statements conducted each year by an independent audit firm. Since 2013, the CFSC has utilized Macias Gini & O'Connell ("MGO") for audit and tax return services.

Listed below are the fees for the most recent 2019 audit as well as the MGO fee proposal for the last two years of their current three-year engagement.

	Prior 2019	Proposed Fees 2020	2021
CFSC Audit	9,280	9,442	9,608
CFSC Tax Return	4,180	4,255	4,332
Total:	13,460	13,697	13,940

Recommendation:

The Executive Director recommends the firm of Macias Gini & O'Connell be retained to conduct the FY2020 audits and tax return.

Index of Charities

Boys and Girls Club of Manteca and Lathrop

PO Box 1061

Manteca , CA 95336 County San Juaquin

www.bgmanteca.org

FEIN 94-2751177 Founded: 1979

Previous Donation: (●) Yes ( ) No 30,000 6/28/2019 List Date 6/26/2020

Mission:

To enable all young people, especially those who need us most, to reach their full potential as productive, caring, responsible citizens.
The Boys & Girls Clubs of Manteca and Lathrop Provides:

A safe place to learn and grow...

Ongoing relationships with caring, adult professionals...

Life-enhancing programs and character development experiences...

Hope and opportunity.

Impact:

A donation would assist them in their continuing mission

Financial Information: IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	$129,363	35.7%	
Contributions	218,884	60.5%	
Other	13,778	3.8%	
Total Revenue:	$362,025	100.0%	
Expenses:			
Program	$330,096	80.9%	
Administration	61,482	15.1%	
Fund Raising	16,591	4.1%	
Total Expenses:	$408,169	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($46,144)		
Net Assets:	$532,162		

BOD: Troylene Sayler; Ryan Vander Veen; Jay Holmes; Amy Kieffer; Connie Meintasis; Toni Raymus; Stephen Schluer; Arleen Sevor; Dennis Wyatt; Josie Omlin; Toni Lundgren; Becky Jones; Phyllis Abram; Shelby Jackson-Fox; Deanna De Dios; Joe Kriskovich

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 40,000 6/12/2020 List Date 4/3/2020

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	%	Notes
Government/Earned	$23,967,874	94.4%	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.
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		

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;

Give Every Child A Chance

322 Sun West Place

Manteca , CA 95337 County San Joaquin

www.gecac.net

FEIN 68-0399384 Founded: 1997

Previous Donation: ◉ Yes ○ No 40,000 6/28/2019 List Date 6/26/2020

Mission:

We believe every child should be given a chance to be successful. We further believe that community volunteers; working as academic mentors and tutors, together with the school districts will provide free assistance to children struggling in school the opportunity to improve academically and become successful lifelong learners. It is our mission to give every child a chance! From the founders, board of directors, community partners, corporate sponsors, mentor tutors, every aspect of GECAC is driven by the generosity of community volunteers. Because of the efforts of literally hundreds of volunteers, GECAC is able to offer its tutoring services AT NO COST. Churches, businesses, civic clubs, educational and governmental organizations, youth programming have all joined forces to work for the benefit of our children. We are committed to developing and maintaining a quality mentor program that will have a positive impact on the lives of children in our community.

Impact:

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

Financial Information: IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	$1,698,888	76.2%	
Contributions	452,057	20.3%	
Other	77,137	3.5%	
Total Revenue:	$2,228,082	100.0%	
Expenses:			
Program	$1,834,593	86.6%	
Administration	261,119	12.3%	
Fund Raising	21,544	1.0%	
Total Expenses:	$2,117,256	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$110,826		
Net Assets:	$2,311,275		

BOD: Marilyn Boston; Gariela Nuno; Teresa Clarke; Stephanie James; Eddie Torres; Traci Holzer; Jon Serafin; John Capri; Ryan Gerding; Lori Little; Jennifer Marek; Jay Holmes; Marla Nunes; Evelyn Moore; Wes Chamberlain; Bob Elliott; Tevani Liotard; Judy

Mixed Roots Foundation

445 S. Figueroa Street, Suite 3100

Los Angeles , CA 90071 County Los Angeles

www.mixedrootsfoundation.org

FEIN 45-2207782 Founded: 2011

Previous Donation: ○ Yes ◉ No List Date 4/24/2020

Mission:

We collaborate with individuals, businesses & organizations in the greater community to promote and support organizations, create awareness, and inspire future generations touched by adoption and foster care to achieve their dreams and goals through strategic outreach, multimedia, and innovative grant making programs.
Our Goals
– Serve as the principle philanthropic steward of the adoption and foster care community
– Assist our strategic and community partners for continued growth and prosperity
– Become the leading voice in creating awareness about the adoption and foster care experience
– Develop local, national, global leadership through collaboration within the adoption and foster care community and beyond
– Grow Mixed Roots Foundation and its circle of influence

Impact:

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

Financial Information: IRS Form 990-EZ for FY 2017

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	53,401	100.0%	
Other			
Total Revenue:	$53,401	100.0%	
Expenses:			
Program	$54,774	100.0%	
Administration			
Fund Raising			
Total Expenses:	$54,774	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($1,373)		
Net Assets:	$1,246		

BOD: Holly Choon Hyang Bachman; Kim Feder; Lilly Burchstead; Bonnie Ryder

People Assisting The Homeless (PATH)

340 North Madison Avenue

Los Angeles , CA 90004 County Santa Barbara

epath.org

FEIN 95-3950196 Founded: 1984

Previous Donation: ○ Yes ◉ No List Date 3/27/2020

Mission:

Our mission is to end homelessness for individuals, families, and communities. PATH envisions a world where every person has a home. Our values include creative collaborations, strategic leadership, empowerment for all, and passionate commitment.

On July 1, 2015, Casa Esperanza Homeless Shelter merged with PATH to become PATH Santa Barbara. We are very happy to be a part of the Santa Barbara community, working to rebuild lives and strengthen neighborhoods.

In Santa Barbara we provide a variety of services for our neighbors experiencing homelessness that include employment, outreach, housing navigation, interim housing, and rapid rehousing.

Impact:

A donation would be restricted to their Santa Barbara location

Financial Information: IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned	$39,407,647	82.7%	
Contributions	8,173,635	17.1%	
Other	88,713	0.2%	
Total Revenue:	$47,669,995	100.0%	
Expenses:			
Program	$38,725,989	84.4%	
Administration	6,294,108	13.7%	
Fund Raising	859,009	1.9%	
Total Expenses:	$45,879,106	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$1,790,889		
Net Assets:	$10,074,366		

BOD: Harreld Adams; Ron Fox; David Alden; Michael Goldberg; Stanley Schneider; Shane Goldsmith; Julie Summers; Myrna Hant; Brian Tucker; Terry Bird; Marsha Jones Moutrie; Dylan Ward; Jame Blumenfeld; Mark Jones, Sr.; Cathy Watts; + 12 others

Project R.I.D.E. Inc.

PO Box 159

Elk Grove , CA 95759 County Sacramento

www.projectride.org

FEIN 94-2778565 Founded: 2006

Previous Donation: (●) Yes ( ) No 25,000 6/28/2019 List Date 6/12/2020

Mission:

Project R.I.D.E. offers therapeutic recreational horseback riding instruction to over 600 riders with disabilities or special needs. Our goal is to improve physical, emotional and social functioning through participation in a highly structured and safe program. Riders' interaction with carefully selected and trained horses improves their balance, posture, flexibility, sensory awareness and endurance in addition to increasing confidence, self-esteem, self-discipline, motivation, attention span and integration with non-disabled peers.

Our program certainly has therapeutic benefits, but it is recreational in nature and is meant to be a fun activity that aligns with the goals of other therapeutic interventions.

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	$159,093	39.1%	
Contributions	242,306	59.6%	
Other	5,207	1.3%	
Total Revenue:	$406,606	100.0%	
Expenses:			
Program	$389,944	78.6%	
Administration	97,519	19.7%	
Fund Raising	8,804	1.8%	
Total Expenses:	$496,267	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	($89,661)		
Net Assets:	$999,911		

BOD: Kim Hettrick; Leon Vanderspek; Mark Schwan; Gretchen Brink; Duane Tadlock; Wayne Davis; Sandy Hastie; Eric McDonald; Amy Souza

United Service Organizations, Inc.

2111 Wilson Blvd

Arlington, VA , CA 22201 County Los Angeles

https://bobhope.uso.org/

FEIN 13-1610451 Founded: 1941

Previous Donation: ○ Yes ◉ No List Date 3/13/2020

Mission:

Bob Hope USO provides USO services, programming and outreach at six centers and dozens of military installations across 51,000 square miles in Southern and Central California, from San Luis Obispo to the San Diego County Line.

A 501c3 non-profit organization operating centers around the world including at LAX, Ontario International Airport, Orange County at John Wayne Airport, Palm Springs International Airport, Military Entrance Processing Station Los Angeles and at March ARB Deployment Center.

The USO is not part of the federal government. A congressionally chartered, private organization, the USO relies on the generosity of individuals, organizations and corporations to support its activities, and is powered by a family of volunteers to accomplish our mission of connection.

Impact:

A donation would be directed to the **Bob Hope USO**

Financial Information: IRS Form 990 for FY 2018

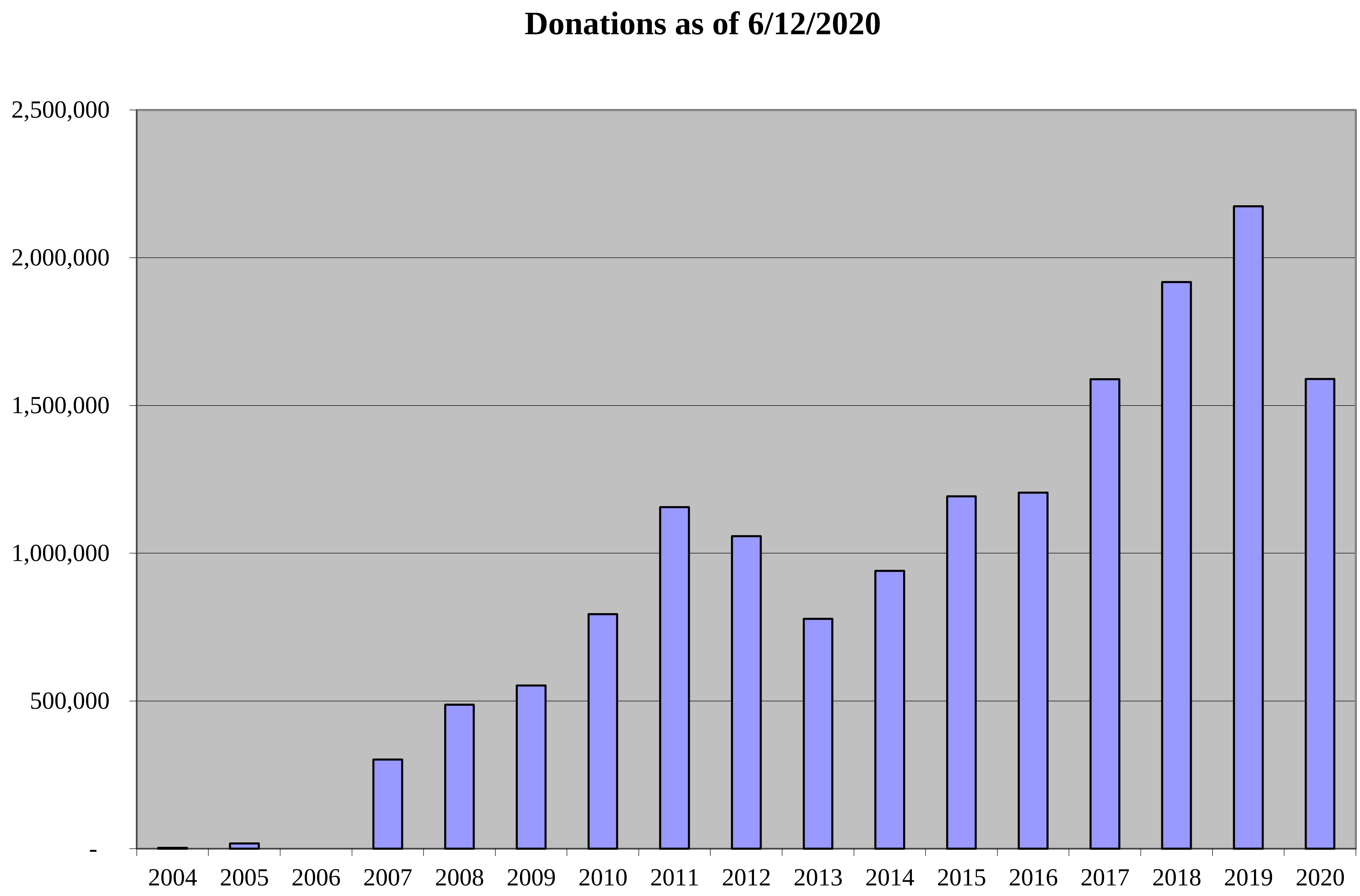
Revenues:	Amount	%	Notes
Government/Earned	$20,419,020	15.1%	
Contributions	114,342,925	84.4%	
Other	793,853	0.6%	
Total Revenue:	$135,555,798	100.0%	
Expenses:			
Program	$90,292,808	69.7%	
Administration	13,282,155	10.3%	
Fund Raising	25,984,825	20.1%	
Total Expenses:	$129,559,788	100.0%	
Excess/(Deficit) of Revenues Over Expenses:	$5,996,010		
Net Assets:	$92,238,132		

BOD: 26 Members - none on our BOD

	Food Bank	City	Counties Served	Last Donated To	Previous Date
1	Alameda County Community Food Bank	Oakland	Alameda County		
2	ATCAA Food Bank - Tuolumne County	Jamestown	Tuolumne County	5/8/2020	1/10/2020
3	Community Action Agency of Butte County - North State Food Bank	Chico	Butte, Colusa, Glenn, Plumas, Sierra, and Tehama County	5/8/2020	1/31/2020
4	California Emergency Foodlink	Sacramento	Sacramento County		
5	Central California Food Bank	Fresno	Fresno County	4/24/2020	
6	Community Action Partnership of Kern	Bakersfield	Kern County		
7	Community Action Partnership of San Bernardino County	San Bernardino	San Bernardino County	6/12/2020	
8	Community Action of Napa Valley Food Bank	Napa	Napa County		
9	Community Food Bank of San Benito County	Hollister	San Benito County	1/10/2020	
10	Dignity Health Connected Living	Redding	Shasta County	1/10/2020	
11	Emergency Food Bank	Stockton	San Joaquin County		
12	Feeding San Diego	San Diego	San Diego County		
13	FIND - Food In Need of Distribution	Indio	Riverside County	3/20/2020	
14	Food Bank of Contra Costa & Solano	Concord	Contra Costa and Solano County	5/8/2020	
15	Food Bank of El Dorado County	Cameron Park	Alpine and El Dorado County	1/10/2020	
16	Food Bank for Monterey County	Salinas	Monterey County		
17	Food for People	Eureka	Humboldt County	1/10/2020	
18	FOOD Share of Ventura County	Oxnard	Ventura County		
19	Foodbank of Santa Barbara	Santa Barbara	Santa Barbara County		
20	FoodLink for Tulare County	Exeter	Tulare County		
21	Imperial Valley Food Bank	Imperial	Imperial County	1/10/2020	
22	Interfaith Council of Amador	Jackson	Amador County		
23	The Jacobs & Cushman San Diego Food Bank	San Diego	San Diego County	1/10/2020	

24	Kings Community Action Organization	Hanford	Kings County	1/10/2020	
25	Los Angeles Regional Food Bank	Los Angeles	Los Angeles County	5/15/2020	1/10/2020
26	Mendocino Food & Nutrition Program - The Fort Bragg Food Bank	Fort Bragg	Mendocino County	1/31/2020	
27	Merced County Food Bank	Merced	Merced County		
28	Orange County Food Bank	Garden Grove	Orange County	4/3/2020	1/10/2020
29	Placer Food Bank	Roseville	Placer County		
30	Redwood Empire Food Bank	Santa Rosa	Sonoma County	10/27/2017	
31	The Resource Connection Food Bank	San Andreas	Calaveras County	1/10/2020	
32	Sacramento Food Bank and Family Services	Sacramento	Sacramento County	3/20/2020	
33	SF-Marin Food Bank	San Francisco	Marin and San Francisco County	4/3/2020	
34	Second Harvest of Silicon Valley	San Jose	Santa Clara and San Mateo County		
35	Second Harvest Food Bank San Joaquin & Stanislaus	Manteca	San Joaquin and Stanislaus County	10/4/2019	
36	Second Harvest Food Bank Orange County	Irvine	Orange County	3/20/2020	1/10/2020
37	Second Harvest Food Bank Santa Cruz County	Watsonville	Santa Cruz County		
38	SLO Food Bank	San Luis Obispo	San Luis Obispo County		
39	Westside Food Bank	Santa Monica	Los Angeles County		
40	Yolo Food Bank	Woodland	Yolo County	2/7/2014	
41	Yuba-Sutter Food Bank	Yuba City	Sutter and Yuba County		

Project Name	Borrower	City/County	Project Type	Non-Profit Organization	Donation Amount
Faber Street Foodworks	TWAIN	Union City	C-PACE	Serra Residential Center, Inc.	$ 8,897.68
Faucher Holdings Trust	SAMAS	San Diego County	C-PACE	San Diego Children's Choir	$ 1,803.75
316 12th Street	TWAIN	Oakland	C-PACE	24 Hour Oakland Parent-Teachers Children's Center	$ 8,117.81
					$ 18,819.24


Donations as of 6/12/2020
2,500,000
2,000,000
1,500,000
1,000,000
500,000
-
2004
2005
2006
2007
2008
2009
2010
2011
2012
2013
2014
2015
2016
2017
2018
2019
2020

PROCEDURAL ITEMS FOR THE CFPF
SUMMARY AND RECOMMENDATIONS

Items:	A1, A2, A3
Action:	Pursuant to the by-laws and procedures of CFPF, 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).

Current 2020 Board Positions

CMFA

Paula Connors-	Chairperson
Justin McCarthy-	Vice Chairperson and Assistant Treasurer
Deborah A. Moreno-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

CFSC/CFPF

Deborah A. Moreno-	Chairperson and Assistant Treasurer
Paula Connors-	Vice Chairperson
Justin McCarthy-	Treasurer
Bob Adams-	Secretary
Faye K. Watanabe-	Director

Subcommittees:

Audit Subcommittee:	Deborah Moreno and Bob Adams
Finance Subcommittee:	Faye Watanabe and Deborah Moreno
Professional Services Subcommittee:	Paula Connors and Justin McCarthy

1:49 PM
06/15/20
Accrual Basis

California Foundation for Public Facilities
Budget Overview
July 2020 through June 2021

	Jul - Sep 20	Oct - Dec 20	Jan - Mar 21	Apr - Jun 21	TOTAL Jul '20 - Jun 21
Ordinary Income/Expense					
Income					
Annual Fee Income	881.19	0.00	0.00	0.00	881.19
Audit Fee Reimbursement Income	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
Total Income	2,381.19	1,500.00	1,500.00	1,500.00	6,881.19
Expense					
Annual Fee Expense	440.60	0.00	0.00	0.00	440.60
Contract Services					
Accounting Fees	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
Total Contract Services	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
Total Expense	1,940.60	1,500.00	1,500.00	1,500.00	6,440.60
Net Ordinary Income	440.59	0.00	0.00	0.00	440.59
Net Income	**440.59**	**0.00**	**0.00**	**0.00**	**440.59**

AUDIT FIRM ENGAGEMENT
SUMMARY AND RECOMMENDATIONS

Subject: Audit Firm Engagement

Meeting: June 26, 2020

Discussion:

The CFPF is required to have an audit of the general-purpose financial statements conducted each year by an independent audit firm. Since 2019, the CFPF has utilized Macias Gini & O'Connell ("MGO") for audit and tax return services.

Listed below are the fees for the most recent 2019 audit as well as the MGO fee proposal for the last two years of their current three-year engagement.

	Proposed Fees		
	Prior 2019	2020	2021
CFPF Audit	5,000	6,000	TBD

Recommendation:

The Executive Director recommends the firm of Macias Gini & O'Connell be retained to conduct the FY2020 audit.