



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).



FOON LOK EAST APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	MidPen Housing Corporation
Action:	Initial Resolution
Amount:	\$60,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facilities Located in the City of Oakland, Alameda County, California
Activity:	Affordable Housing
Meeting:	December 18, 2020

Background:

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

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

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

The Project:

Brooklyn Basin Affordable Housing is a proposed multi-phased development located in the Brooklyn Basin master planned community south of Jack London Square in the City of Oakland. The site consists of two parcels jointly owned by the City of Oakland and the Oakland Housing Authority known as Parcel F and Parcel A.

MidPen Housing Corporation (MidPen) was selected by the City and master developer Zarsion-OHP I, LLC (ZOHP), an entity managed by Signature Development Group, to be its affordable housing partner at Brooklyn Basin, a planned 3,100 unit development that will transform a 63 acre formerly-industrial site on the Oakland Estuary into a vibrant mixed-use neighborhood with many on-site amenities including public parks, trails, and waterfront access. MidPen's development plan includes four separate projects, with two phases at Parcel F and two phases at Parcel A.

The proposed bond is specifically for the Foon Lok East project, which is the second of two projects at Parcel A. It will provide a total of 124 units to serve lower income families and formerly homeless households. This project will provide 38 one-bedroom units (30%) designated for serving formerly homeless households earning 20% AMI or less. These units are set aside for referrals from the Alameda County Coordinated Entry System. The remaining 86 restricted units are composed of units ranging from one to three bedrooms and will serve lower income family households earning between 30%-60% AMI.

When constructed, Foon Lok East will provide many on-site amenities that will help low income families and formerly homeless households live comfortably and thrive. This includes a large multi-purpose community room and ample landscaped outdoor space at the podium level with views to the waterfront. The computer lab and learning center will host after school programs for kids of varying ages, as well as a variety of programs tailored to lower income workforce adults and individuals with supportive needs (i.e., computing classes, financial literacy, life skill classes, etc.) Adjacent to the learning center are dedicated service offices that will provide space for private meetings with case managers and service coordinators. This financing will create 123 units of new 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 will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$20,968 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 54,202,712
Taxable Bond:	\$ 16,606,493
City of Oakland:	\$ 17,333,000
Costs Deferred Until Conversion:	\$ 2,899,150
GP Capital – City Environmental:	\$ 659,418
Below Market Land Value:	\$ 9,920,000
Deferred Developer Fee:	\$ 11,322,819
LIH Tax Credit Equity:	<u>\$ 4,975,525</u>
Total Sources:	\$ 117,919,117

Uses of Funds:

Land Acquisition:	\$ 10,060,000
New Construction:	\$ 78,179,137
Architectural & Engineering:	\$ 2,723,811
Legal & Professional:	\$ 320,000
Construction Int. & Con./Perm Financing Fees:	\$ 5,318,024
Other Project Costs*:	\$ 6,047,643
Developer Fee:	\$ 13,580,998
Reserves:	\$ 1,460,903
Costs of Issuance:	\$ 228,601
Total Uses:	\$ 117,919,117

Terms of Transaction:

Amount:	\$60,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	August 2021

Public Benefit:

A total of 123 households will to 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%

31% (38 Units) restricted to 20% or less of area median income households;
7% (9 Units) restricted to 30% or less of area median income households;
15% (18 Units) restricted to 40% or less of area median income households;
22% (27 Units) restricted to 50% or less of area median income households; and
25% (31 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:	Gubb and Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$60,000,000 for Foon Lok East Apartments affordable housing facility located in the City of Oakland, Alameda 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.



BARLOW RESPIRATORY HOSPITAL SUMMARY AND RECOMMENDATIONS

Applicant:	Barlow Respiratory Hospital
Action:	Final Resolution
Amount:	\$50,000,000
Purpose:	Finance the Construction, Improvement, Renovation and Equipping of Health and Medical Facilities Located in the City of Los Angeles, County of Los Angeles, California
Activity:	Health Facilities
Meeting:	December 18, 2020

Background:

Barlow Respiratory Hospital was founded in 1902 by Dr. W. Jarvis Barlow. They are the only not-for-profit Long-Term Care Hospital (LTCH) in California, specializing in serving medically complex patients dependent on a ventilator to take their next breath. Their expert team of physicians and clinicians draw upon more than a century of respiratory health expertise and are dedicated to achieving the best possible outcomes for their patients to provide high-quality post ICU care.

LTCH's, also known as long-term acute care (LTAC/LTACH) hospitals, serve patients with complex medical needs who require longer hospital stays and need highly specialized care. Barlow Respiratory Hospital is accredited by the Joint Commission and licensed by the State of California. The benefits of Long Term Acute Care Hospitalization at Barlow Respiratory Hospital includes access to their expert interdisciplinary medical team, state of the art technology and dedication to patient safety and infection prevention. They work together as a team and consult with leading specialists to provide each patient and their family individualized goals of care and a treatment and discharge plan to achieve the most complete recovery possible. Patients stay with them for an average of twenty five days with the goal of moving to a lower level of care or return home to their loved ones.

Barlow Respiratory Hospital's mission is to make a positive difference in the lives of individuals with chronic critical illnesses and complex respiratory conditions in post-acute settings. Their vision is to be the best in the care of individuals with complex respiratory conditions in the post-acute setting.

The Project:

The proceeds of the Bonds will be used to: (1) finance and refinance the construction, improvement and equipping of acute care hospital facilities and related administrative support facilities, all located at 2000 Stadium Way, Los Angeles, California; (2) pay certain expenses incurred in connection with the issuance of the Bonds. The facilities are to be owned and operated by Barlow Respiratory Hospital, a California nonprofit public benefit corporation and an organization described in Section 501(c) of the Internal Revenue Code of 1986.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and held a TEFRA hearing on December 15, 2020. The City is expected to receive \$12,500 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 45,000,000
Premium:	\$ <u>2,194,824</u>
Total Sources:	\$ 47,194,824

Uses of Funds:

New Construction:	\$ 46,600,951
Underwriters Discount:	\$ 293,873
Costs of Issuance:	\$ <u>300,000</u>
Total Uses:	\$ 47,194,824

Terms of Transaction:

Amount:	\$50,000,000
Maturity:	September 2050
Bond Sale:	Private Placement
Collateral:	Deed of Trust
Rating:	BBB (S&P)
Bond Purchasers:	Institutional Investors
Closing:	December 2020

Public Benefit:

As a nonprofit corporation, Barlow Respiratory Hospital is committed to improving the health of their communities by providing the highest quality healthcare to everyone. The benefits of Long Term Acute Care Hospitalization at Barlow Respiratory Hospital include access to their expert interdisciplinary medical team, state of the art technology and dedication to patient safety and infection prevention.

Finance Team:

Purchaser:	Deutsche Bank Securities, Inc.
Bond Counsel:	Foley & Lardner LLP
Issuer Counsel:	Jones Hall APLC
Borrower Counsel:	Foley & Lardner LLP
Purchaser Counsel:	Kutak Rock, LLP
Placement Agent:	Cain Brothers
Placement Agent Counsel:	Hawkins Delafield & Wood LLP
Trustee:	US Bank, NA

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$50,000,000 for the Barlow Respiratory Hospital located in the City of Los Angeles, 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.



PALOMAR HEALTH SUMMARY AND RECOMMENDATIONS

Applicant:	Palomar Health
Action:	Final Resolution
Amount:	\$35,000,000
Purpose:	Finance/ Refinance Acute Care Hospital Facilities Located in the County of San Diego, California.
Activity:	Healthcare Services
Meeting:	December 18, 2020

Background:

Palomar Health (the “District” or “PH”) is a local health care district formed by a vote of Palomar Health’s electorate in 1948 and is a political subdivision in the State of California. Palomar Health was originally known as the Northern San Diego County Hospital District and, between 2001 and 2012, was known as Palomar Pomerado Health. Palomar Health is located inland in the northern portion of the County of San Diego (the “County” and the northern portion of the County, the “North County”) and is the largest California local health care district in terms of geographical area, covering approximately 800 square miles. The 2015 population within Palomar Health’s boundaries was estimated to be approximately 539,000. Included within those boundaries are all or a portion of the cities and communities of Escondido, Poway, Carmel Mountain, Julian, Pala, Palomar Mountain, Pauma Valley, Ramona, Rancho Bernardo, Rancho Peñasquitos, San Marcos, Santa Ysabel, Valley Center and Vista.

Palomar Health owns and operates two acute care hospital facilities, Palomar Medical Center Escondido (“PMCE”), which is a 288-licensed-bed acute care hospital located in Escondido that opened in August 2012, and Palomar Medical Center Pomerado (“Pomerado”), which is a 107-licensed-bed acute care hospital located in Poway that opened in 1977. Palomar Health also owns and operates: a 129-bed skilled nursing facility, Villa Pomerado, located on the Pomerado campus in Poway; a 36-bed sub-acute unit also operating out of Villa Pomerado; Palomar Health Rehabilitation Services, which provides acute rehabilitation, with 15 beds; Palomar Health Wound Care Center, Corporate Health services and a cardiac rehabilitation program, all located in San Marcos; and a comprehensive home health program based in Escondido. Additionally, Palomar Health operates the San Marcos Outpatient Behavioral Medicine Center and two Expresscare Clinics providing urgent care in Escondido and San Elijo Hills.

PMCE is a full-service tertiary and acute care facility. PMCE is the only designated trauma center in the North County and has a trauma service area of approximately 2,200 square miles (approximately 10% larger than the land area of Rhode Island). Pomerado is a full-service community hospital.

Palomar Health additionally owns Palomar Health Downtown Campus (“PHDC”), a 295-licensed-bed acute care hospital, located in downtown Escondido. In June 2015, the Palomar Health Board of Directors approved the closure of PHDC and the relocation of service lines to Palomar Health’s other facilities in order to consolidate its services and reduce costs.

Project:

In order to obtain funds to finance and/or reimburse the District for its prior payment of certain costs incurred in connection with the Project, the District proposes to sell certain real property to the Authority pursuant to a Purchase Agreement between the District, as seller, and the Authority, as purchaser, and to purchase the real property back from the Authority pursuant to an Installment Sale Agreement, between the Authority, as seller, and the District, as purchaser; and pursuant to a Trust Agreement, between the Authority and U.S. Bank National Association, as trustee, the Trustee will execute and deliver certain certificates of participation evidencing undivided ownership interests in the installment payments to be made by the District pursuant to the Installment Sale Agreement; and pursuant to a Placement Agent Agreement among the Authority, the District and Cain Brothers, a division of KeyBanc Capital Markets Inc., the Placement Agent will agree with the Authority and the District, on a reasonable efforts basis, to locate a purchaser for the Certificates, with no understanding, expressed or implied, of a commitment by the Placement Agent to purchase or place the bonds; and pursuant to one or more Certificate Purchase Agreements, among the Authority, the District and the purchasers named therein, the certificates will be sold to the purchasers, and the proceeds of such sale will be used as set forth in the Trust Agreement to finance the Project, to fund capitalized interest and/or a debt service reserve fund if the District determines that it is in the best interest of the District to do so, and to pay costs incurred in connection with the execution and delivery of the Certificates.

Palomar Health:

Palomar Health became a member of the CMFA on December 11, 2017. They held a TEFRA hearing on December 15, 2020 and approved the financing pursuant to a plan of finance.

Proposed Financing:

Sources of Funds:

Taxable Bond Proceeds:	\$ 35,000,000
Premium:	\$ 7,511,000
Total Sources:	\$ 42,511,000

Uses of Funds:

Project Improvements:	\$ 39,953,150
Debt Service Reserve Fund:	\$ 1,750,000
Cost of Issuance:	\$ 807,850
Total Uses:	\$ 42,511,000

Terms of Transaction:

Amount:	\$35,000,000
Rating:	BBB-/BBB (Anticipated S&P / Fitch)
Maturity:	December 2027
Collateral:	Deed of Trust and Gross Revenue Pledge
Bond Purchasers:	Institutional & Retail Investors
Estimated Closing:	January 2021

Public Benefit:

As a public health district, highlights of Palomar Health's contributions include:

- Community-based health improvement
- Health education & training programs
- Unreimbursed medical care services

Palomar Health collaborates with other health systems, government agencies, and community groups to identify the greatest needs within the community. Most notably, Palomar Health is an active participant in the Hospital Association of San Diego and Imperial Counties Community Health Needs Assessment and convenes Community Action Councils across the District.

The financing will improve Palomar Health's capacity to provide life savings services to patients in San Diego County.

Finance Team:

Placement Agent:	Cain Brothers, a division of KeyBanc Capital Markets
Issuer Counsel:	Jones Hall, APLC
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Borrower Counsel:	Daniel Steeber, Esq.
Placement Agent Counsel:	Chapman and Cutler LLP
Financial Advisor:	Kaufman Hall & Associates
Rating Agencies:	Fitch Ratings and Standard & Poors
Trustee:	US Bank, N.A.
Trustee Counsel:	Dorsey & Whitney LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$35,000,000 authorizing the execution and delivery of an installment sale agreement and the execution, delivery and sale of certificates of participation for the Palomar Health project located in the County of San Diego, 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.



OCEANSIDE VA HEALTH CARE CENTER SUMMARY AND RECOMMENDATIONS

Applicant: Cole of Oceanside CA, LP

Action: Supplemental Resolution

Amount: up to \$100,000,000

Purpose: Refinance the Acquisition, Construction, Improvement and Equipping of the Oceanside VA Health Care Center located in Oceanside, County of San Diego, California.

Activity: VA Health Care Center Facilities Lease

Meeting: November 6, 2020

Supplemental Resolution to – November 6, 2020 Final Resolution:

The Final Resolution for the Oceanside VA Health Care Center was previously approved at the November 6, 2020 CMFA Board meeting. Moody's Investors Service, Inc. is currently evaluating/updating the rating methodology for the asset class that covers the Oceanside VA Health Care Center and will not provide a rating for approximately 90 days. The Borrower would like to close by year end and is looking at the option of privately placing unrated bonds.

Background:

Borrower:

Cole of Oceanside CA, LP (the "Borrower"), a limited partnership, duly organized and validly existing under the laws of the State of Delaware. The Borrower owns an approximate 77,180 rentable square foot two-story building (65,465 net usable square feet), located on approximately 8.4 acres in Oceanside, California (the "Facility"). The Facility was developed as a "build-to-suit" property in conjunction with the United States of America (the "Government") acting by and through its Department of Veterans Affairs (the "VA"). The Government leases the facility from the Borrower pursuant to U.S. Government Lease for Real Property No. VA101-183R-664-09-06 dated May 6, 2008, as amended (the "VA Lease") that expires on August 10, 2030. The VA operates the Facility as the Oceanside VA Health Care Center – an outpatient clinic within the San Diego VA Healthcare System.

On the Closing Date, NLCA BSM VA Oceanside LP LLC, a Delaware limited liability company ("BSM"), NLCA DFB VA Oceanside LP LLC, a Delaware limited liability company ("DFB")

and NLCA VA Oceanside LLC, a Delaware limited liability company ("NLCA Oceanside" and, together with BSM and DFB, the "Acquirer(s)") will acquire 100% of the partnership interests in the Borrower from the Borrower's existing general partner and limited partners. Following the acquisition, BSM and DFB will each own 49.95% of the partnership interests in the Borrower, and NLCA Oceanside will own 0.1% of the partnership interests in the Borrower.

The Borrower is a single-purpose entity. For the year ended December 31, 2019 revenue received under the terms of the VA Lease accounted for 100% of the revenue of the Borrower.

The Acquirer is an affiliate of Net Lease Capital Advisors, LLC ("NLCA"). The Acquirer and its affiliates will acquire 100% of the partnership interests in the Borrower on the Closing Date. Principals of NLCA and its affiliates have experience in developing, acquiring and managing facilities similar to the Facility. Among those similar projects are:

- An approximate 400,000 square foot outpatient health care center in Kernersville, North Carolina leased to the VA;
- A 53,600 square foot primary care annex and 2,334 space parking garage in Birmingham, Alabama leased to the Government for use by the VA;
- A 123,500 square foot ambulatory surgery center in Eugene, Oregon leased to the Government for use by the VA;
- A 162,500 square foot office building in Minneapolis, Minnesota leased to the FBI;
- A 134,000 square foot office building in Portland, Oregon leased to the FBI; and
- A 474,700 square foot office, lab and exhibition facility in St. Louis, Missouri leased to the National Archives Records Administration.

The Facility:

The Facility consists of an approximate 77,180 rentable square foot two-story building (65,465 net usable square feet), located on approximately 8.4 acres in Oceanside, California (the "Facility"). The Facility was developed as a "build-to-suit" property in conjunction with the VA.

The Facility is located approximately 5 miles from Marine Corps Base Camp Pendleton which houses over 42,000 active duty personnel. More than 77,000 military veterans live within a 50-mile radius of Camp Pendleton. Over 226,000 veterans live in San Diego County, the third largest county in the nation by veteran population. The Facility is also located approximately 3 miles from the Tri-City Medical Center, a full-service acute care hospital with emergency room services facilitating immediate inpatient admissions and care for veterans.

The Project:

The proceeds of the 2020 Bonds will be loaned to Cole of Oceanside CA, LP, a Delaware partnership ("the Borrower"), pursuant to a Loan Agreement, dated as of December 1, 2020 (the "Loan Agreement"), between the Issuer and the Borrower for the following purposes: (1) to finance the acquisition of the partnership interests in the Borrower; (2) to refinance certain indebtedness of the Borrower and its affiliates (the "Prior Debt") incurred in connection with the Borrower's acquisition, construction, improvement and equipping of the facilities housing the Oceanside VA Health Care Center located at 1300 Rancho Del Oro Drive, Oceanside, CA 92056 (the "Facility") and the land on which it is situated, as more particularly described in Exhibit A hereto (the "Land"); (3) to fund of any required reserves for the 2020 Bonds; and (4) to pay certain costs of issuing the 2020 Bonds and related costs (collectively, the "Project"). Pursuant to the Loan Agreement, the proceeds of the 2020 Bonds will be loaned to the Borrower, and the

Borrower will be required to make payments to the Issuer at times and in amounts sufficient for the Issuer to pay the principal of and interest on the 2020 Bonds.

The Borrower leases the Facility to the United States of America (the "Government") acting by and through its Department of Veterans Affairs (the "VA") pursuant to a Government Lease for Real Property No. V101-183R-664-09-06 dated May 6, 2008 (together with all amendments, modifications, and supplements from time to time made thereto, the "GSA Lease"). The Borrower's sole source of funds to make such payments to the Issuer is expected to be lease payments made by the GSA to the Borrower ("Lease Payments") under the GSA Lease.

In order to secure its performance under the Loan Agreement, the Borrower will grant to the Trustee a security interest in and to the Facility and the Land (the "Mortgaged Premises") pursuant to a Deed of Trust, Security Agreement and Fixture Filing dated the date of issuance of the 2020 Bonds (the "Closing Date") (together with all amendments, modifications, and supplements from time to time made thereto, the "Mortgage") and assign its interests in the VA Lease to the Trustee pursuant to an Assignment of Leases and Rents dated the Closing Date (together with all amendments, modifications, and supplements from time to time made thereto, the "Assignment of Leases") and pursuant to the Assignment of Claims dated the Closing Date (together with all amendments, modifications, and supplements from time to time made thereto, the "Assignment of Claims") from the Borrower to the Trustee.

Proposed Financing:

Sources of Funds:

Taxable Bonds:	\$ 91,070,000
Total Sources:	\$ 91,070,000

Uses of Funds:

Acquisition Price:	\$ 85,898,678
Reserve Funds:	\$ 2,112,260
Underwriters Discount:	\$ 1,593,725
Cost of Issuance:	\$ 1,465,337
Total Uses:	\$ 91,070,000

Proposed Terms of Transaction:

Amount:	\$100,000,000
Offering:	Private Placement, Taxable
Rate Mode:	Fixed
Estimated Rating:	Unrated
Maturity:	2036
Security:	Deed of Trust
Estimated Closing:	December 2020

Public Benefit:

The VA operates the Facility as the Oceanside VA Health Care Center – an outpatient clinic within the San Diego VA Healthcare System. The Facility opened in August 2010. In 2019, the Facility had approximately 93,000 patient visits.

The Facility is one of seven outpatient clinics supporting the San Diego VA Medical Center, the hub of the San Diego VA Health Care System. The San Diego VA Health Care System is one of eight such systems comprising the VA's Veterans Integrated Service Network ("VISN") 22: Desert Pacific Healthcare Network, which covers the entirety of Arizona as well as parts of California, New Mexico and Colorado. In addition to San Diego, VISN 22 system "hubs" are located in Albuquerque, NM; Long Beach, CA; Phoenix, AZ; Prescott, AZ; Tucson, AZ; Loma Linda, CA; and West Los Angeles, CA.

Finance Team:

Underwriter/Placement Agent:	Oppenheimer & Co. Inc
Underwriter/Placement Agent Counsel:	Ice Miller, LLP
Special Counsel to the Underwriter:	Dilworth Paxson LLP
Bond Counsel:	Ballard Spahr, LLP
Borrower Counsel:	Kelley Drye & Warren LLP
Issuer Counsel:	Jones Hall APLC
Trustee:	U.S. Bank National Association
Trustee Counsel:	Calfee, Halter & Griswold LLP
Rating Agency:	Moody's Investors Service, Inc.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution authorizing the issuance of the federal lease revenue bonds in an aggregate principal amount not to exceed \$100,000,000 for the Oceanside VA Health Care Center project located in the City of Oceanside, County of San Diego, 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.



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).

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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 65,000 12/11/2020 List Date 8/7/2020

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 2018

Revenues:	Amount	%	Notes
Government/Earned	\$26,050,258	85.8%	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	4,153,182	13.7%	
Other	<u>153,103</u>	<u>0.5%</u>	
Total Revenue:	<u>\$30,356,543</u>	<u>100.0%</u>	
Expenses:			
Program	\$29,403,117	96.8%	
Administration	726,287	2.4%	
Fund Raising	<u>234,239</u>	<u>0.8%</u>	
Total Expenses:	<u>\$30,363,643</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>(\$7,100)</u>		
Net Assets:	<u>\$5,071,013</u>		

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;

Fisher House Southern California, Inc.

400 West Ocean Blvd 2403

Long Beach , CA 90802

County Los Angeles

www.fisherhousesocal.org

FEIN

46-1815286

Founded: 2013

Previous Donation: ☐ Yes ☒ No

List Date 12/18/2020

Mission:

Fisher House Foundation builds comfort homes where military and veteran families can stay free of charge, while a loved one is receiving medical care at military and VA medical centers.

These homes are located at military and VA medical centers around the world. As November 2020, there are 90 Fisher Houses located on 25 military installations and 40 VA medical centers in the U.S., Germany and the United Kingdom.

With up to 21 suites, private bedrooms and baths, the houses can accommodate 16 to 42 family members.

Since the program inception in 1990, the program has saved military and veteran families an estimated \$500 million in out of pocket costs for lodging and transportation, providing more than 500,000 families with more than 10 million days of lodging. In 2019, more than 32,000 families were served.

Impact:

A donation would be restricted to the Long Beach Home

Financial Information:

IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	285,010	90.8%	
Other	<u>28,851</u>	<u>9.2%</u>	
Total Revenue:	<u>\$313,861</u>	<u>100.0%</u>	
Expenses:			
Program	\$79,282	70.1%	
Administration	28,263	25.0%	
Fund Raising	<u>5,606</u>	<u>5.0%</u>	
Total Expenses:	<u>\$113,151</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>\$200,710</u>		
Net Assets:	<u>\$1,583,241</u>		

BOD: Steven T. Kuykendall; Kenneth S. Gillespie; Gary W. Hopkins; John G. Lipscombe; John Wagner; Beverly Bingham; Terry L. Geiling; Elizabeth H. Lucas; Pamela S. Luckey; Linda J. Rahn; Gregory L. Owen; Valerie J. Owen; James R. Paddock; Stgeven B. Spriggs

Greater Los Angeles Fisher House Foundation

140 S. Barrington Ave

Los Angeles , CA 90049 County Los Angeles

www.greaterlafisherhouse.org

FEIN

20-3061920

Founded: 2005

Previous Donation: ☐ Yes ☒ No

List Date 12/18/2020

Mission:

The mission of the Greater L.A. Fisher House Foundation is to make measureable contributions to the military families of Los Angeles County by providing temporary housing while a family member undergoes long-term treatment at the Veterans Administrations of Los Angeles County. The GLAFH realizes this mission through fundraising, community building, events, as well as maintenance and humanitarian support. In partnership with The Fisher House Foundation, Inc., the GLA Fisher House raised the funds to build the 42nd Fisher House, which was dedicated in 2009.

Impact:

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

Financial Information: IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	9,421	100.0%	
Other			
Total Revenue:	<u>\$9,421</u>	<u>100.0%</u>	
Expenses:			
Program	\$51,288	88.9%	
Administration	6,425	11.1%	
Fund Raising			
Total Expenses:	<u>\$57,713</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>(\$48,292)</u>		
Net Assets:	<u>\$208,898</u>		

BOD: Tim Byk; Scott Schaffer; Lee Johnson; Scott Erickson; Lou Cozolino; Cindy Truhan

Haight Ashbury Food Program

PO Box 170202

San Francisco , CA 94117 County San Francisco

www.thefoodprogram.org

FEIN 94-2970899 Founded: 1983

Previous Donation: ☐ Yes ☒ No

List Date 12/18/2020

Mission:

HAFP's mission is to support the principle that freedom from hunger is a right, not a privilege. We exist to provide meals and referral services to those in need while fostering a sense of belonging and self worth for all involved.

The organization consists of one staff member, a board of directors, volunteers from the surrounding community, and private, foundation and corporate donors of monetary and in-kind support.

We are committed to sustaining a program based on compassion, respect and empowerment.

Impact:

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

Financial Information: IRS Form 990-EZ for FY 2019

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	74,310	100.0%	
Other			
Total Revenue:	<u>\$74,310</u>	<u>100.0%</u>	
Expenses:			
Program	\$69,936	100.0%	
Administration			
Fund Raising			
Total Expenses:	<u>\$69,936</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>\$4,374</u>		
Net Assets:	<u>\$52,836</u>		

BOD: Jennifer Sramek; Thea Miller; Pam Weatherford

Home on the Green Pastures

PO Box 1755

Tustin , CA 92781

County

Orange

hogp.org

FEIN

33-0572943

Founded: 1993

Previous Donation: ☒ Yes ☐ No 20,000 6/24/2016 List Date 12/18/2020

Mission:

HOGP's mission is simple and yet addresses a profound issue that has serious social consequences. We are dedicated to helping victims of domestic violence in a holistic approach. This approach includes initial contact through the 24-hour hotline, to counseling, to providing shelter, and through relocation. Within these general categories of service there exists a wide range of needs that HOGP works to meet.

HOGP's shelter lies at the heart of the residential program. Women and children who are displaced due to incidents of domestic violence are provided safe, clean, housing, and necessities. The shelter is managed by trained staffs and volunteers who are also acting liaison to the organization's administrative office.

Impact:

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

Financial Information:

IRS Form 990EZ for FY 2019

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	70,187	100.0%	
Other			
Total Revenue:	<u>\$70,187</u>	<u>100.0%</u>	
Expenses:			
Program	\$98,670	100.0%	
Administration			
Fund Raising			
Total Expenses:	<u>\$98,670</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>(\$28,483)</u>		
Net Assets:	<u>\$38,766</u>		
BOD:	Hae Young Yoo; Hazel Choi; Jane Kim; Alina Ahn; Caroline Nam; Sandy Chung; Ellen Baek		

Linda Blair Worldheart Foundation

10061 Riverside Drive, Suite 1003

Toluca Lake , CA 91602

County

Los Angeles

www.lindablairworldheart.org

FEIN

20-0279278

Founded: 2004

Previous Donation: ☐ Yes ☒ No

List Date 12/11/2020

Mission:

LBWF is a unique safe haven for animals providing top-quality, lifelong care to the animals it rescues. We emphasize proper nutrition, provide first-class veterinary care, comfortable facilities, training, socializing, and of course, an abundance of love. Using the media as an outlet for education, we hope to raise the level of awareness on important issues such as pet overpopulation and dog fighting, as well as debunking the unfounded, illogical and fear-based arguments that all too often lead to breed-specific bans and the heartbreaking extermination of beautiful animals whose only crime is having been born. The recent economic recession and financial crisis have resulted in a record number of foreclosures and people aren't the only ones to suffer in times like these. Homelessness is a harsh reality facing more and more animals, as people heartlessly abandon them or are reluctantly forced to leave them behind at already overcrowded shelters because they can no longer afford to care for them.

Impact:

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

Financial Information:

IRS Form 990 for FY 2018

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	353,906	100.0%	
Other			
Total Revenue:	<u>\$353,906</u>	<u>100.0%</u>	
Expenses:			
Program	\$343,249	92.5%	
Administration	27,970	7.5%	
Fund Raising			
Total Expenses:	<u>\$371,219</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>(\$17,313)</u>		
Net Assets:	<u>\$36,973</u>		

BOD: Linda Blair; M. Katherine Davis; Christopher Amerouso

My Safe Harbor, Inc.
 819 S. Harbor Boulevard
 Anaheim , CA 92805 County Orange
 mysafeharbor.org

FEIN 26-3001119 Founded: 2008

Previous Donation: ☒ Yes ☐ No 25,000 10/25/2019 List Date 12/18/2020

Mission:

Low-income single moms severely lacking in functional life skills, employment, health care, and support systems are a growing population in Anaheim. They are rooted in generations of poverty, and will pass the same problems along to their children—unless we provide alternate pathways to a better future. In order to do that, My Safe Harbor exists as a faith-based nonprofit to empower single mothers with new: Resources – life skills for parenting, home management, education, and the workplace. Referrals for counseling, housing, and financial assistance and access to community advocates. Relationships – long-term peer and mentor support systems that model and foster healthy choices and promote involvement in a faith community. Responsibilities – Proactive leadership in their families, functioning as productive citizens in the community, and living a life of integrity and self-esteem. By planting the seeds of self-reliance and providing long-term support, the cycles of poverty can be broken and replaced with healthy, hopeful families.

Impact:

A donation would assist the program in its mission

Financial Information: IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	\$29,913	8.6%	
Contributions	319,084	91.4%	
Other	<u>107</u>	<u>0.0%</u>	
Total Revenue:	<u>\$349,104</u>	<u>100.0%</u>	
Expenses:			
Program	\$310,552	98.9%	
Administration	3,520	1.1%	
Fund Raising			
Total Expenses:	<u>\$314,072</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$35,032</u>		
Net Assets:	<u>\$87,829</u>		

BOD: Anaheim Sporn; Robert Pate; Lisa Luckey; Sarah Steele

Swords to Plowshares Veterans Rights Organization

401 Van Ness Ave, Suite 313

San Francisco , CA 94102 County San Francisco

www.swords-to-plowshares.org

FEIN 94-2260626 Founded: 1976

Previous Donation: ☒ Yes ☐ No 15,000 8/7/2015 List Date 12/18/2020

Mission:

We are a community-based not-for-profit 501(c)(3) organization. We are dedicated to supporting nearly 3,000 homeless, low-income and at-risk veterans in the Bay Area every year. We offer employment and job training, supportive housing programs, permanent housing placement, counseling and case management, and legal services.

Swords to Plowshares started with a single grant and a small office on Valencia Street. Now over 45 years later with an annual budget of \$25 million, we are still doing the same thing we set out to do — heal the wounds of war, restore dignity, hope, and self-sufficiency to all veterans in need, and prevent and end homelessness and poverty among veterans.

Impact:

A donation would assist in the operation of their program

Financial Information: IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	\$18,745,698	84.7%	
Contributions	3,347,455	15.1%	
Other	<u>39,093</u>	<u>0.2%</u>	
Total Revenue:	<u>\$22,132,246</u>	<u>100.0%</u>	
Expenses:			
Program	\$16,777,512	82.8%	
Administration	2,721,484	13.4%	
Fund Raising	<u>773,899</u>	<u>3.8%</u>	
Total Expenses:	<u>\$20,272,895</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$1,859,351</u>		
Net Assets:	<u>\$8,252,412</u>		

BOD: Julie Cane; Michael Deksheniaks; Michael Fassler; Dottie Guy; Placido Ordona; Jared Schulman; Deleano Seymour; Stephen Plath; Paul Cox; Rick Houlberg; Robert Trevorow; Michael Thiel; Erik Edwards; John Marquez; Kate Richardson; David Moragne

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	<u>793,853</u>	<u>0.6%</u>	
Total Revenue:	<u>\$135,555,798</u>	<u>100.0%</u>	
Expenses:			
Program	\$90,292,808	69.7%	
Administration	13,282,155	10.3%	
Fund Raising	<u>25,984,825</u>	<u>20.1%</u>	
Total Expenses:	<u>\$129,559,788</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$5,996,010</u>		
Net Assets:	<u>\$92,238,132</u>		

BOD: 26 Members - none on our BOD

United States Veterans Initiative

800 West 6th Street No 1505

Los Angeles , CA 90017

County Los Angeles

www.usvets.org

FEIN

95-4382752

Founded: 1993

Previous Donation: ☐ Yes ☒ No

List Date 12/18/2020

Mission:

U.S.VETS is on a mission to end veteran homelessness in the United States. "The streets" are simply no place for veterans; no place for the many men and women who volunteered, giving of themselves and their youth, to protect our great freedoms.

We believe all veterans deserve every opportunity to live with dignity and independence. It is our duty at U.S.VETS to deliver on our promise to always serve those who've served.

Impact:

A donation would be restricted to California

Financial Information: IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	\$50,193,878	89.3%	
Contributions	5,593,240	10.0%	
Other	<u>420,289</u>	<u>0.7%</u>	
Total Revenue:	<u>\$56,207,407</u>	<u>100.0%</u>	
Expenses:			
Program	\$48,095,603	84.8%	
Administration	7,272,609	12.8%	
Fund Raising	<u>1,342,941</u>	<u>2.4%</u>	
Total Expenses:	<u>\$56,711,153</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>(\$503,746)</u>		
Net Assets:	<u>\$11,104,778</u>		

BOD: Stephen Peck; Joseph A. Czyzyk; Linda Miles; Mike Roos; Herbert A. Lampert; Vadm Jody; Carlos Contreras; Wilfred N. Cooper, Sr.; Bob Foster; David Kirman; Jerold B. Neuman; Peter S. Pawling; Adam Siegler

Vietnam Veterans of San Diego dba Veterans Village of San Diego

4141 Pacific Highway

San Diego , CA 92110

County

San Diego

www.vvsd.net

FEIN

95-3649525

Founded: 1981

Previous Donation: ☐ Yes ☒ No

List Date 12/18/2020

Mission:

Veterans Village of San Diego (VVSD) has served all veterans since 1981 and is dedicated to "Leave No One Behind." VVSD is the only program of its kind in the United States and is nationally recognized as the leader in serving homeless military veterans. Each year VVSD provides services to more than 3,000 military veterans throughout San Diego County.

Recognized as the "most valuable outreach tool for homeless veterans" by the National Coalition for Homeless Veterans, Stand Down offers respite from the daily combat of living on the streets. Veterans are met with a handshake, coffee and breakfast. Animals and possessions are stored under 24/7 protection while men, women and families are assigned to a bunker. Volunteers then escort participants to clothing tents, showers, barbers, makeovers, medical, dental and optical services.

Impact:

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

Financial Information:

IRS Form 990 for FY 2019

Revenues:	Amount	%	Notes
Government/Earned	\$12,622,731	87.0%	
Contributions	1,663,160	11.5%	
Other	<u>221,529</u>	<u>1.5%</u>	
Total Revenue:	<u>\$14,507,420</u>	<u>100.0%</u>	
Expenses:			
Program	\$12,908,485	88.5%	
Administration	1,551,203	10.6%	
Fund Raising	<u>128,689</u>	<u>0.9%</u>	
Total Expenses:	<u>\$14,588,377</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>(\$80,957)</u>		
Net Assets:	<u>\$13,388,067</u>		

BOD: Alyce Fernebok; Harry Stephens; Tom Mulvaney; Angela Bartosik; Steve Binder; Sandy Borum; Bobby Brown; John Clausen; Benjamin Felleman; Dana Gemmingen; Douglas Gourlay; Mike Madigan; Peter Seidler; Dan Shea; Akilah Templeton; Thomas Topuzes

	Food Bank	City	Counties Served	Last Donated To	Previous Date
1	Alameda County Community Food Bank	Oakland	Alameda County	6/26/2020	
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	6/26/2020	
5	Central California Food Bank	Fresno	Fresno County	12/11/2020	11/20/2020
6	Community Action Partnership of Kern	Bakersfield	Kern County	11/20/2020	6/26/2020
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	6/26/2020	
9	Community Food Bank of San Benito County	Hollister	San Benito County	12/11/2020	1/10/2020
10	Dignity Health Connected Living	Redding	Shasta County	1/10/2020	
11	Emergency Food Bank	Stockton	San Joaquin County	6/26/2020	
12	Feeding San Diego	San Diego	San Diego County	6/26/2020	
13	FIND - Food In Need of Distribution	Indio	Riverside County	12/11/2020	11/20/2020
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	12/11/2020	6/26/2020
17	Food for People	Eureka	Humboldt County	1/10/2020	
18	FOOD Share of Ventura County	Oxnard	Ventura County	6/26/2020	
19	Foodbank of Santa Barbara	Santa Barbara	Santa Barbara County	6/26/2020	
20	FoodLink for Tulare County	Exeter	Tulare County	6/26/2020	
21	Imperial Valley Food Bank	Imperial	Imperial County	8/7/2020	1/10/2020
22	Interfaith Council of Amador	Jackson	Amador County	6/26/2020	
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	11/20/2020	1/31/2020
27	Merced County Food Bank	Merced	Merced County	6/26/2020	
28	Orange County Food Bank	Garden Grove	Orange County	11/20/2020	4/3/2020
29	Placer Food Bank	Roseville	Placer County	6/26/2020	
30	Redwood Empire Food Bank	Santa Rosa	Sonoma County	6/26/2020	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	11/20/2020	4/3/2020
34	Second Harvest of Silicon Valley	San Jose	Santa Clara and San Mateo County	6/26/2020	
35	Second Harvest Food Bank San Joaquin & Stanislaus	Manteca	San Joaquin and Stanislaus County	11/20/2020	6/26/2020
36	Second Harvest Food Bank Orange County	Irvine	Orange County	11/20/2020	3/20/2020
37	Second Harvest Food Bank Santa Cruz County	Watsonville	Santa Cruz County	12/11/2020	6/26/2020
38	SLO Food Bank	San Luis Obispo	San Luis Obispo County	6/26/2020	
39	Westside Food Bank	Santa Monica	Los Angeles County	6/26/2020	
40	Yolo Food Bank	Woodland	Yolo County	6/26/2020	2/7/2014
41	Yuba-Sutter Food Bank	Yuba City	Sutter and Yuba County	6/26/2020	

Donations as of 12/11/2020

