



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).



CALIFORNIA MUNICIPAL FINANCE AUTHORITY

Regular Meeting Agenda

Friday, November 19, 2021 @ 10:00 a.m.

2111 Palomar Airport Road, Suite 320, Carlsbad, CA 92011; and 13838 Meadow Lane,
Lytle Creek, CA 92358-0239 (**Posted Only; Dial in below to Participate**)

Telephonic Meeting Only: Dial in Number: (669) 900-6833; 83836118991#

A. PROCEDURAL ITEMS FOR THE CMFA

1. Call to Order and Roll Call.
_____ Mr. Bob Adams _____ Mr. Andrew Alexander (Alt.)
_____ Ms. Paula Connors _____ Ms. Joya De Foor (Alt.)
_____ Mr. Justin McCarthy _____ Ms. Deborah Moreno
_____ Ms. Faye Watanabe
2. Approve Minutes of the meeting(s) of the Board on November 5, 2021.
3. Public Comment.

B. ACTION ITEMS FOR THE CMFA

4. Consent:
 - a. Adopt findings required by California Government Code Section 54953(e)(3) for continuation of teleconference meetings.
 - b. Waiver of Second Reading and Adoption of Ordinance levying special taxes within California Municipal Finance Authority Community Facilities District No. 2021-13 (City of Lincoln – Esplanade at Turkey Creek). (Ordinance 21- 13)
 - c. Waiver of Second Reading and Adoption of Ordinance levying special taxes within California Municipal Finance Authority Community Facilities District No. 2021-15 (County of Placer – Rancho Del Oro). (Ordinance 21- 14)
 - d. Waiver of Second Reading and Adoption of Ordinance levying special taxes within California Municipal Finance Authority Community Facilities District No. 2021-16 (City of Fairfield – Monte Verde). (Ordinance 21- 15)
5. Declare the CMFA’s intent to incur tax-exempt and/or taxable obligations to finance the following projects and other related actions:
 - a. Morgan Hill Senior Housing, LP, (Morgan Hill Senior Housing Apartments), City of Morgan Hill, County of Santa Clara; issue up to \$40,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-318)
 - b. Northview Pointe, LP, (Northview Pointe Apartments), City of Sacramento, County of Sacramento; issue up to \$30,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-319)
 - c. Redlands Supportive Housing, L.P., (Liberty Lane Apartments), City of Redlands, County of San Bernardino; issue up to \$35,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-320)
 - d. Mercy Housing 104, LP, (Homeless Prenatal Family Housing Apartments), City of San Francisco, County of San Francisco; issue up to \$45,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-321)
 - e. Ventura Pacific Associates, a California Limited Partnership, (Alameda Avenue Apartments), City of Ventura, County of Ventura; issue up to \$30,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-322)
 - f. Oak Rose Apts LP, (Oak Rose Apartments), City of Elk Grove, County of Sacramento; issue up to \$30,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-323)

- g. Standard Companies or a to be formed affiliate thereof, (Heritage Portfolio), Cities of Anaheim, Escondido, Livermore, and Counties of Orange, San Diego, Alameda; issue up to \$230,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-324)
- 6. Authorize the issuance and sale of special tax revenue bonds for and on behalf of California Municipal Finance Authority Community Facilities District No. 2020-4 (County of Sacramento – Barrett Ranch East) Improvement Area 2 in an amount not to exceed \$9,110,000, and approving related agreements and actions (Resolution 21-325)
- 7. Authorize the issuance and sale of special tax revenue bonds (BOLD Series 2021C) in an amount not to exceed \$20,000,000, and related issuance and purchase of special tax bonds issued for and on behalf of CFD No. 2020-1 (City of Rocklin – Sierra Pine) in an amount not to exceed \$8,655,000, CFD No. 2020-7 (City of Elk Grove – Mendes) in an amount not to exceed \$7,500,000, CFD No 2021-7 (County of Placer – Auburn Douglas Duets) in an amount not to exceed \$2,600,000, CFD No. 2021-12 (County of Placer – The Glen at Granite Bay) in an amount not to exceed \$1,245,000 and approving related agreements and actions. (Resolution 21-326)
- 8. Discuss and approve a development grant in an amount not to exceed \$11,000, and the form of a grant agreement and regulatory agreement for an affordable multifamily rental housing project (2121 Wood Apartments), in City of Oakland, County of Alameda for the benefit of a limited partnership to be formed by Harbinger Development, Inc., a Delaware corporation, and Community Revitalization & Development Corporation, a California nonprofit public benefit corporation.
- 9. Discuss and Approve Representatives of Sierra Management Group, LLC.

C. INFORMATIONAL ITEMS FOR THE CMFA

- 10. Administrative Issues.
 - a. Executive Director Report
 - b. Marketing Update
 - c. Membership Update
 - d. Transaction Update
 - e. Legislative Update
 - f. Legal Update
- 11. Adjournment.

Address for public inspection of certain meeting materials distributed to the Board of Directors: 2111 Palomar Airport Road, Suite 320, Carlsbad, California 92011.

A request for disability-related modification or accommodation, including auxiliary aids or services, may be made by any person with a disability who requires a modification or accommodation to participate in the public meeting by contacting Matt France, (760) 502-0050, mfrance@cmfa-ca.com, 2111 Palomar Airport Rd, Suite 320, Carlsbad, CA 92011.

This 2-page agenda was posted at _____ on _____, 2021 at _____ . Signed _____.



CALIFORNIA MUNICIPAL FINANCE AUTHORITY

Minutes

Friday, November 5, 2021 @ 10:00 a.m.

2111 Palomar Airport Road, Suite 320, Carlsbad, CA 92011; and 13838 Meadow Lane,
Lytle Creek, CA 92358-0239 (Posted Only; Dial in below to Participate)
Telephonic Meeting Only: Dial in Number: (669) 900-6833; 88412146631#

A. PROCEDURAL ITEMS FOR THE CMFA

1. Call to Order and Roll Call.

_____ Mr. Bob Adams	_____ Mr. Andrew Alexander(Alt.)
_____ Ms. Paula Connors	<u>X</u> _____ Ms. Joya De Foor (Alt.)
_____ Mr. Justin McCarthy	<u>X</u> _____ Ms. Deborah Moreno
<u>X</u> _____ Ms. Faye Watanabe	

Executive Director, Edward Becker attended virtually. John Stoecker, Lee McCormick, Benjamin Barker Anthony Stubbs, and Travis Cooper, of Sierra Management Group, LLC attended virtually as financial advisors to the Authority. Ron Lee of Jones Hall, APLC, attended virtually as counsel to the Authority. Brian Haroldson of Jones Hall also attended virtually. Matthew France, Crystal Liu and Leann Balzac attended virtually as representatives of Sierra Management Group, LLC.

2. Approve Minutes of the meeting(s) of the Board on October 29, 2021.

Motion by Joya De Foor Seconded by Faye Watanabe. Motion carries unanimously by a roll call vote, without abstentions.

3. Public Comment.

None.

B. ACTION ITEMS FOR THE CMFA

Andrew Alexander joined virtually at this point in time.

4. Consent:
 - a. Adopt findings required by California Government Code Section 54953(e)(3) for continuation of teleconference meetings.
 - b. Approve BondLink Partnership Proposal.

Motion by Faye Watanabe Seconded by Joya De Foor. Motion carries unanimously by a roll call vote, without abstentions.

5. Authorize the issuance of revenue bonds or other obligations to finance or refinance the following projects, the execution and delivery of related documents, and other related actions:
 - a. Century Housing Corporation, a nonprofit public benefit corporation, (CityView Apartments), City of Long Beach, County of Los Angeles; issue up to \$30,000,000 in tax-exempt and/or taxable revenue bonds. (Resolution 21-317)

Motion by Joya De Foor Seconded by Faye Watanabe. Motion carries unanimously by a roll call vote, without abstentions.

C. INFORMATIONAL ITEMS FOR THE CMFA

6. Administrative Issues.

- a. Executive Director Report
- b. Marketing Update
- c. Membership Update
- d. Transaction Update
- e. Legislative Update
- f. Legal Update

7. Adjournment.

Motion by Faye Watanabe Seconded by Andrew Alexander. Motion carries unanimously by roll call vote, without abstentions.

Address for public inspection of certain meeting materials distributed to the Board of Directors: 2111 Palomar Airport Road, Suite 320, Carlsbad, California 92011.

A request for disability-related modification or accommodation, including auxiliary aids or services, may be made by any person with a disability who requires a modification or accommodation to participate in the public meeting by contacting Matt France, (760) 502-0050, mfrance@cmfa-ca.com, 2111 Palomar Airport Rd, Suite 320, Carlsbad, CA 92011.

This 1-page agenda was posted at _____ on _____, 2021 at _____ . Signed _____ .



CALIFORNIA GOVERNMENT CODE SECTION 54953(E)(3) SUMMARY AND RECOMMENDATIONS

Action:	Findings
Purpose:	Adopt Findings Per California Government Code Section 54953(e)(3) for the CMFA/CFSC/CFPF/SFA

Background:

Under the current provisions of California Government Code Section 54953(e)(3), if a state of emergency remains active, or state or local officials have imposed or recommended measures to promote social distancing, meetings of the Board of Directors may continue to be held by teleconference without compliance with certain agenda, quorum and other requirements of California Government Code Section 54953(b)(3), but the Board must make the following findings not later than 30 days after teleconferencing for the first time after October 1, 2021, and every 30 days thereafter, by majority vote:

- (A) The Board of Directors has reconsidered the circumstances of the state of emergency.
- (B) Any of the following circumstances exist:
 - (i) The state of emergency continues to directly impact the ability of the members to meet safely in person.
 - (ii) State or local officials continue to impose or recommend measures to promote social distancing.

For the purposes of these findings, “state of emergency” means a state of emergency proclaimed pursuant to Section 8625 of the California Emergency Services Act (Article 1 (commencing with Section 8550) of Chapter 7 of Division 1 of Title 2).

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the findings stated above in this staff report.



**ESPLANADE AT TURKEY CREEK COMMUNITY FACILITIES
DISTRICT
SUMMARY AND RECOMMENDATIONS**

Applicant: Taylor Morrison of California LLC, a California Limited Liability Corporation

Action: Consent Approval

Amount: \$35,400,000

Purpose: Approve Waiver of 2nd Reading and Adoption of Ordinance Levying Special Taxes within CMFA Community Facilities District No. 2021-13 (City of Lincoln—Esplanade at Turkey Creek)

Activity: BOLD/ Community Facilities District

Meeting: November 19, 2021

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 Lincoln (the “City”) is a member of the CMFA and a participant in BOLD. Taylor Morrison (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.

On September 17, 2021, 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. 2021-13 (City of Lincoln – Esplanade at Turkey Creek) (the “CFD”), and a resolution stating its intention to incur bonded indebtedness for such CFD (the “Resolution of Intention to Incur Bonded Indebtedness”).

On October 29, 2021, the CMFA held a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and held the special election on the formation of the CFD. The CMFA then adopted the following resolutions to facilitate the formation of California Municipal Finance Authority Community Facilities District No. 2021-13:

- Resolution of the Board of Directors of the California Municipal Finance Authority Forming California Municipal Finance Authority Community Facilities District No. 2021-13 (City of Lincoln – Esplanade at Turkey Creek) (the “Resolution of Formation”).
- 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. 2021-13 (City of Lincoln – Esplanade at Turkey Creek) (the “Resolution Determining Necessity”).
- 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. 2021-13 (City of Lincoln – Esplanade at Turkey Creek) (the “Resolution Calling Election”).
- 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 and for Each Improvement Area in California Municipal Finance Authority Community Facilities District No. 2021-13 (City of Lincoln – Esplanade at Turkey Creek) (the “Resolution Declaring Election Results”).

Ordinance:

The final legislative act for the formation of California Municipal Finance Authority Community Facilities District No. 2021-13 at the October 29, 2021 CMFA meeting of the Board of Directors was the introduction of the ordinance levying special taxes on the land in the CFD. The Board of Directors of the CMFA is now being asked to approve this Ordinance.

The Ordinance of the Board of Directors Levying Special Taxes on the land in the CFD will support the bonds and the services by this ordinance. The special tax lien puts the rate and method of apportionment for each Improvement Area on record for all parcels within the applicable Improvement Area. The levy conforms to the special tax formula approved by the Board in the Resolution of Formation and provides for the taxes to be collected each year on the general tax rolls of the County.

The Project:

Taylor Morrison is developing 280.5 gross acres (203 net acres) of property in the City of Lincoln. Taylor Morrison will develop 862 single-family homes for individual homeowners. Of the total units, 179 are medium density units and the remaining 683 are low density units. Homes will vary in size from approximately 1,408 square feet to 2,985 square feet, with lot sizes ranging from 3,870 square feet to 6,825 square feet. Anticipated base prices will range from \$575,990 to \$854,990.

Backbone infrastructure for the entire project is being developed at once and the project will be exclusively an active-adult community with a mix of low and medium density single-family detached residential units. Taylor Morrison plans to construct a large community-oriented clubhouse that will serve as a central gathering place for its residents.

As of the date of application, the entire site was graded, and underground utilities were partially completed and in various stages of construction with completion scheduled for fall of 2021.

Some intract subdivision roads had been paved with lot development complete. The majority of infrastructure was in place. Models were scheduled to begin construction in the fall of 2021, with home sales commencing in later 2021.

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 not to exceed \$35,400,000 on behalf of the CFD and all improvement areas therein.

Authorized Facilities:

Authorized facilities and costs that may be funded through the Community Facilities District (CFD) include the following public improvements, development impact fees funding public improvements, and formation and administrative expenses.

Authorized Facilities:

- Transportation Improvements
- Wastewater System Improvements
- Potable and Non-Potable Water System Improvements
- Drainage System Improvements
- Landscaping and Open Space Improvements
- Park, Parkways, and Trails
- Other Public Facilities including a community center, recreation center, sports (including aquatics) facilities, cultural arts facilities, museum, equestrian-related improvements, library and any other public facilities

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

City of Lincoln:

- Sewer Connection Fee
- Water Connection Fee
- Public Facilities Element / Community Services Fees (e.g., Park Construction Fee)
- Park Tax
- Traffic Mitigation Fee
- Drainage Fee
- Plan Area Fee (PFFP)

Placer County:

- County Capital Facilities Fee

South Placer Regional Transportation Authority (SPRTA):

- SPRTA Tier 1 Fee
- SPRTA Tier 2 Fee

Authorized facilities also include Formation, Administrative, and other incidental expenses as authorized by the Mello-Roos Act.

Future Action:

Bonds payable from the special taxes are expected to be issued in early 2022, subject to further resolution and approval. The Esplanade at Turkey Creek CFD will be sold as a stand-alone financing. It is expected that bonds for the Esplanade at Turkey Creek project will be sold in late 2022.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Ordinance Levying Special Taxes within the CMFA Community Facilities District No. 2021-13 (City of Lincoln – Esplanade at Turkey Creek).



RANCHO DEL ORO COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant: Tsakopoulos Investments, LLC

Action: Consent Approval

Amount: \$16,300,000

Purpose: Approve Waiver of 2nd Reading and Adoption of Ordinance Levying Special Taxes within CMFA Community Facilities District No. 2021-15 (County of Placer—Rancho Del Oro)

Activity: BOLD/ Community Facilities District

Meeting: November 19, 2021

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 County of Placer (the “County”) is a member of the CMFA and a participant in BOLD. Tsakopoulos Investments (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 County.

On September 17, 2021, 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. 2021-15 (County of Placer – Rancho Del Oro) (the “CFD”), and a resolution stating its intention to incur bonded indebtedness for such CFD (the “Resolution of Intention to Incur Bonded Indebtedness”).

On October 29, 2021, the CMFA held a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and held the special election on the formation of the CFD. The CMFA then adopted the following resolutions to facilitate the formation of California Municipal Finance Authority Community Facilities District No. 2021-15:

- Resolution of the Board of Directors of the California Municipal Finance Authority Forming California Municipal Finance Authority Community Facilities District No. 2021-15 (County of Placer – Rancho Del Oro) (the “Resolution of Formation”).

- 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. 2021-15 (County of Placer – Rancho Del Oro) (the “Resolution Determining Necessity”).
- 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. 2021-15 (County of Placer – Rancho Del Oro) (the “Resolution Calling Election”).
- 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 and for Each Improvement Area in California Municipal Finance Authority Community Facilities District No. 2021-15 (County of Placer – Rancho Del Oro) (the “Resolution Declaring Election Results”).

Ordinance:

The final legislative act for the formation of California Municipal Finance Authority Community Facilities District No. 2021-15 at the October 29, 2021 CMFA meeting of the Board of Directors was the introduction of the ordinance levying special taxes on the land in the CFD. The Board of Directors of the CMFA is now being asked to approve this Ordinance.

The Ordinance of the Board of Directors Levying Special Taxes on the land in the CFD will support the bonds and the services by this ordinance. The special tax lien puts the rate and method of apportionment for each Improvement Area on record for all parcels within the applicable Improvement Area. The levy conforms to the special tax formula approved by the Board in the Resolution of Formation and provides for the taxes to be collected each year on the general tax rolls of the County.

The Project:

Tsakopoulos Investments, LLC is developing 119 acres of property in the County of Placer. Their plan is to develop 89 lots in a gated community for sale to merchant builders. The Rancho Del Oro project will consist of homes between 3,000 and 3,500 square feet on lots with a minimum 42,000 Sq. Ft. Home prices are expected to start at more than \$1 million.

The developer is currently developing the lots, which should be finished in November of 2021. Vertical construction is scheduled for December 2021 with sales expected to commence in early 2022.

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 not to exceed \$16,300,000 on behalf of the CFD and all improvement areas therein.

Future Action:

Bonds payable from the special taxes are expected to be issued in early 2022, subject to further resolution and approval. The Rancho Del Oro CFD will be pooled with other CFDs and sold as a combined financing. It is expected that bonds for the Rancho Del Oro project will be pooled with other districts at some point in 2022.

Authorized Facilities:

Authorized facilities and costs that may be funded through the Community Facilities District (“CFD”) include the following development impact fees, prepayment of overlapping liens, and formation and administrative expenses.

Authorized Facilities:

- Roadway Improvements
- Water System Improvements
- Drainage System Improvements
- Wastewater System Improvements

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

- Traffic Impact Fees
- Sewer Fees (Local and Regional)
- Park Impact Fees
- Capital Facility Fees
- School Fees

Authorized facilities also include Formation, Administrative, Incidental Expenses, and other incidental expenses as authorized by the Mello-Roos Act.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Ordinance Levying Special Taxes within the CMFA Community Facilities District No. 2021-15 (County of Placer – Rancho Del Oro).



MONTE VERDE COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant:	Century Communities of California LLC
Action:	Consent Approval
Amount:	\$11,500,000
Purpose:	Approve Waiver of 2 nd Reading and Adoption of Ordinance Levying Special Taxes within CMFA Community Facilities District No. 2021-16 (City of Fairfield—Monte Verde)
Activity:	BOLD/ Community Facilities District
Meeting:	November 19, 2021

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 Fairfield (the "City") is a member of the CMFA and a participant in BOLD. Century Communities (the "Developer") previously submitted an application to CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the City.

On September 17, 2021, 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. 2021-16 (City of Fairfield – Monte Verde) (the "CFD"), and a resolution stating its intention to incur bonded indebtedness for such CFD (the "Resolution of Intention to Incur Bonded Indebtedness").

On October 29, 2021, the CMFA held a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and held the special election on the formation of the CFD. The CMFA then adopted the following resolutions to facilitate the formation of California Municipal Finance Authority Community Facilities District No. 2021-16:

- Resolution of the Board of Directors of the California Municipal Finance Authority Forming California Municipal Finance Authority Community Facilities District No. 2021-16 (City of Fairfield – Monte Verde) (the "Resolution of Formation").

- 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. 2021-16 (City of Fairfield – Monte Verde) (the “Resolution Determining Necessity”).
- 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. 2021-16 (City of Fairfield – Monte Verde) (the “Resolution Calling Election”).
- 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 and for Each Improvement Area in California Municipal Finance Authority Community Facilities District No. 2021-16 (City of Fairfield – Monte Verde) (the “Resolution Declaring Election Results”).

Ordinance:

The final legislative act for the formation of California Municipal Finance Authority Community Facilities District No. 2021-16 at the October 29, 2021, CMFA meeting of the Board of Directors was the introduction of the ordinance levying special taxes on the land in the CFD. The Board of Directors of the CMFA is now being asked to approve this Ordinance.

The Ordinance of the Board of Directors Levying Special Taxes on the land in the CFD will support the bonds and the services by this ordinance. The special tax lien puts the rate and method of apportionment for each Improvement Area on record for all parcels within the applicable Improvement Area. The levy conforms to the special tax formula approved by the Board in the Resolution of Formation and provides for the taxes to be collected each year on the general tax rolls of the County.

The Project:

Century Communities is currently developing 124 single family homes on 24.37 acres within the City of Fairfield, CA. The Monte Verde project consists of 124 tentative mapped residential lots with a typical lot size of 45’ x 95’. Home prices are expected to range from \$550,000 to \$600,000.

The property is final mapped and grading of the property is currently underway. The Developer expects to have all backbone infrastructure in place by November 2021, with sales to begin in January 2022 and models opening in February 2022.

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 not to exceed \$11,500,000 on behalf of the CFD and all improvement areas therein.

Future Action:

Bonds payable from the special taxes are expected to be issued in early 2022, subject to further resolution and approval. The Monte Verde CFD will likely be pooled with other like-sized CFDs

and sold as a combined financing. Depending on development status, the Monte Verde CFD may be included in a pool in early 2022.

Authorized Facilities:

Authorized facilities and costs that may be funded through the Community Facilities District (CFD) include the following public improvements, development impact fees funding public improvements, and formation and administrative expenses.

Authorized Facilities:

- Transportation Improvements
- Wastewater System Improvements
- Drainage System Improvements
- Landscaping and Open Space Improvements
- Park, Parkways, and Trails
- Other Public Facilities including a community center, recreation center, sports (including aquatics) facilities, cultural arts facilities, museum, equestrian-related improvements, library and any other public facilities.

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

City of Fairfield:

- Park and Rec. Fee
- Cordelia Open Space Fee
- Water Connection Fee
- Water Meter & Box Fee
- AB1600 Fees: Urban Design, Public Facilities, Traffic Impact, Park & Rec Facilities
- Quimby Fee

Authorized facilities also include Formation, Administrative, Incidental Expenses, and other incidental expenses as authorized by the Mello-Roos Act.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Ordinance Levying Special Taxes within the CMFA Community Facilities District No. 2021-16 (City of Fairfield – Monte Verde).



MORGAN HILL SENIOR HOUSING APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Beacon Development Group
Action:	Initial Resolution
Amount:	\$40,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Morgan Hill, County of Santa Clara, California
Activity:	Affordable Housing
Meeting:	November 19, 2021

Background:

Beacon Development Group (“Beacon”) is an affordable housing consulting firm that works with West Coast nonprofits and housing authorities. As a subsidiary of HumanGood, they facilitate the funding, design, and construction of affordable housing developments for their clients, managing the entire development process from financing to construction to handing off the keys. Since 1999, Beacon has served thousands of people through the development of over 5,000 units in 87 projects, with a combined value of over \$900 million dollars. They believe that when all people and families have the security of an affordable home, our entire community benefits.

HumanGood was founded in the belief that everyone should have the opportunity to live life with enthusiasm, confidence and security, regardless of physical, social or economic circumstances. Their mission is to ensure that those they serve have every opportunity to become their best selves as they define it. This extends to those who live in HumanGood communities, their family and friends, and the team members who serve them. Beyond simply building more affordable housing, HumanGood strives to raise the bar in terms of environmental and program design, innovative supportive services and ever-improving quality standards.

HumanGood is the combination of two nonprofit organizations with rich heritages and a common mission: to help older adults be everything they want to be. While the name is new, the mission is not. As American Baptist Homes of the West and Southern California Presbyterian Homes before HumanGood, the organization has supported older adults in their well-aging journey for nearly 70 years.

The Project:

The Morgan Hill Senior Housing Apartments is the proposed new construction of a low-income, senior multi-family housing development, located in Morgan Hill, CA. The project consists of 81 restricted rental units with 1 manager's unit. The project will be made up of 82 one-bedroom units. The units will be restricted to senior households ages 55 and over with incomes of 25% to 70% of AMI. Amenities will include a laundry room, individual mailboxes, elevator, library, community room, meeting room and convenient public transportation. The financing of this project will result in the creation of affordable housing for 81 low-income senior households in the City of Morgan Hill for another 55 years.

The City of Morgan Hill:

The City of Morgan Hill is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$13,966 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 28,800,000
LIH Tax Credit Equity:	\$ 2,400,000
GP Construction Loan:	\$ 17,260,000
Capital Magnet Funds:	\$ 1,000,000
Deferred Developer Fee:	<u>\$ 4,440,000</u>
Total Sources:	\$ 53,900,000

Uses of Funds:

Land Acquisition:	\$ 3,457,353
New Construction:	\$ 33,620,111
Architectural & Engineering:	\$ 2,590,691
Legal & Professional:	\$ 225,870
Contingency (Hard & Soft):	\$ 4,017,011
Impact Fees:	\$ 2,487,283
Interest & Reserves:	\$ 2,561,681
Developer Fee:	\$ 4,440,000
Costs of Issuance:	<u>\$ 500,000</u>
Total Uses:	\$ 53,900,000

Terms of Transaction:

Amount:	\$40,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	August 2022

Public Benefit:

A total of 81 low-income senior households will be able to enjoy high quality, independent, affordable housing in the City of Morgan Hill for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
40% (32 Units) restricted to 25% or less of area median income households; and
13% (11 Units) restricted to 30% or less of area median income households; and
16% (13 Units) restricted to 40% or less of area median income households; and
31% (25 Units) restricted to 70% 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:	Gubb and Barshay
Financial Advisor:	Community Economics

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$40,000,000 for the Morgan Hill Senior Housing Apartments affordable multi-family housing facility located in the City of Morgan Hill, Santa Clara 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.



NORTHVIEW POINTE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Excelerate Housing Group
Action:	Initial Resolution
Amount:	\$30,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Sacramento, Sacramento County, California
Activity:	Affordable Housing
Meeting:	November 19, 2021

Background:

Excelerate Housing Group is a real estate development company that creates new affordable housing in communities across the U.S. and is particularly focused on partnering with local nonprofits and public agencies to expand housing opportunities. Founded by Dana Trujillo, Excelerate aims to add value in communities that need housing for low-income families, seniors, moderate income households, and people experiencing homelessness. Excelerate partners with local nonprofits who currently provide high-quality services to people in their communities but need real estate development expertise and capacity building. Excelerate Housing Group was founded to accelerate housing production in the United States.

Collectively, the Excelerate team has 35 years of prior experience developing approximately 3,000 units of affordable housing in Southern California with both nonprofit and for-profit developers. The Excelerate team has developed over one thousand units of permanent supportive housing, and has collaborated with multiple ICMS providers, internationally recognized architects and property management agencies to implement better systems more appropriately suited for a formerly homeless population.

The Project:

The Northview Pointe Apartments is the proposed new construction of a 67-unit affordable, permanent supportive housing project in the City of Sacramento. The project will be made up of 66 studio units targeted to households experiencing homelessness and 1 two-bedroom manager's unit. The project is a two-story garden style apartment building with 14 surface parking spaces, single-loaded corridors and landscaped courtyards. Amenities will include on-site supportive services offices, community room with kitchen, community lounge and property management offices. Services will be provided by TLCS Inc. dba (Hope Cooperative) onsite and will provide residents with the opportunity to receive services and programming that are designed to be responsive to the specific language, scheduling and demographic needs of this community. Instead of a one size fits all approach, the supportive services are structured to blend seamlessly into resident's daily lives and to be flexible to accommodate the schedules of households requiring extra assistance. During off hours, service provider staff will be on-call and available for emergencies. This financing will create 66 units of affordable permanent supportive housing in the City of Sacramento for 55 years.

The City of Sacramento:

The City of Sacramento is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$10,415 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 16,664,640
Taxable Bond Proceeds:	\$ 9,280,902
Deferred Developer Fee:	\$ 1,520,000
Deferred Costs:	\$ 1,879,367
LIH Tax Credit Equity:	<u>\$ 3,031,477</u>
Total Sources:	\$ 32,376,386

Uses of Funds:

Land Acquisition:	\$ 330,000
New Construction:	\$ 20,164,161
Architectural & Engineering:	\$ 939,645
Legal & Professional:	\$ 152,500
Reserves:	\$ 996,237
Soft Costs:	\$ 4,292,043
Const. Loan Interest and Fees:	\$ 1,665,300
Developer Fee:	\$ 3,720,000
Cost of Issuance:	<u>\$ 116,500</u>
Total Uses:	\$ 32,376,386

Terms of Transaction:

Amount:	\$30,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	October 2022

Public Benefit:

A total of 66 households will be able to enjoy high quality, independent, affordable permanent supportive housing in the City of Sacramento for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

30% (20 Units) restricted to 15% or less of area median income households; and

56% (37 Units) restricted to 20% or less of area median income households; and

14% (9 Units) restricted to 30% or less of area median income household.

Unit Mix: Studio Units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Quint & Thimmig LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Bocarsly Emden Cowan Esmail & Arndt LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$30,000,000 for the Northview Pointe Apartments affordable multi-family housing facility located in the City of Sacramento, Sacramento 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.



LIBERTY LANE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	A Community of Friends
Action:	Initial Resolution
Amount:	\$35,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Redlands, San Bernardino County, California
Activity:	Affordable Housing
Meeting:	November 19, 2021

Background:

Founded with a contract from the Department of Mental Health, A Community of Friends (ACOF) has been a premier non-profit affordable housing developer in Los Angeles County since 1988. Their mission is to end homelessness through the provision of affordable, quality, permanent supportive housing for people living with mental illness. ACOF's activities positively impact the community by providing homes for people who are formerly homeless and have a mental illness, many of whom also have a history of substance abuse. ACOF's current goal is to increase programming for children and families and to develop additional communities addressing the needs of veterans and seniors.

As one of the largest developers and providers of permanent supportive housing in Southern California, ACOF has completed over 2,000 units in 49 properties, with ten properties in various stages of development. While most of ACOF's work is in Los Angeles County, ACOF has since expanded its geographic footprint to Orange County, San Bernardino County, Riverside County, and Ventura County. Forty-three buildings are currently in ACOF's portfolio, where ACOF is direct owner or managing general partner (in tax credit limited partnerships). Completed projects include 19 substantial rehabilitation communities and 30 new construction projects, which range in size from 9 to 76 units. Total development costs for each project range from \$600,000 to \$30,000,000.

ACOF's approach is to develop affordable housing within a community context, working collaboratively with community-based service agencies to offer tenants a variety of on-site supportive services in each building. Through this model ACOF has been able to provide housing for thousands of homeless, disabled and very low-income persons creating permanent, affordable housing and an environment that promotes stability.

The Project:

The Liberty Lane Apartments is the proposed new construction of an 80-unit Supportive Housing project with 60 one-bedroom, 19 two-bedroom and 1 three-bedroom unrestricted manager unit. The development will be restricted to low-income families with incomes ranging from 30% - 60% of Area Median Income (AMI). Of the 62 VHHP Assisted Units, six will target chronically homeless veteran households, 13 will target homeless veterans with a disability, and 43 will target other homeless veterans with incomes ranging from 30%-50% of AMI. The remaining 17 units will house low-income families with incomes at or below 60% of AMI with a preference given to veterans. Seven of the supportive housing units will be funded by funds that originally came from the County of San Bernardino's Mental Health Service Act Special Needs Housing Program. This financing will create 79 units of permanent supportive affordable housing for low-income households in the City of Redlands for the next 55 years.

The City of Redlands:

The City of Redlands is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$12,533 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax Exempt Financing:	\$ 20,263,727
Taxable Bond Proceeds:	\$ 9,720,086
SB County Capital:	\$ 5,375,303
FHLB-AHP:	\$ 1,185,000
Costs Deferred Until Conversion:	\$ 2,199,037
LIH Tax Credit Equity:	\$ <u>1,671,804</u>
Total Sources:	\$ 40,414,957

Uses of Funds:

Land Acquisition:	\$ 2,123,000
New Construction:	\$ 25,392,827
Architectural & Engineering:	\$ 1,239,260
Legal & Professional:	\$ 215,000
Const. Interest & Fees:	\$ 2,402,585
Perm Financing Costs:	\$ 60,600
Developer Costs:	\$ 1,850,000
Reserves:	\$ 1,376,237
Other Soft Costs*:	\$ 2,934,541
Costs of Issuance:	\$ <u>2,820,907</u>
Total Uses:	\$ 40,414,957

Terms of Transaction:

Amount:	\$35,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	October 2022

Public Benefit:

The financing will create high quality, independent, affordable housing for 79 households in the City of Redlands, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
35% (28 Units) restricted to 30% or less of area median income households; and
8% (6 Units) restricted to 40% or less of area median income households; and
35% (28 Units) restricted to 50% or less of area median income households; and
22% (17 Units) restricted to 60% or less of area median income households.
Unit Mix: 1- & 2-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:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$35,000,000 for the Liberty Lane Apartments affordable multi-family housing facility located in the City of Redlands, San Bernardino 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.



HOMELESS PRENATAL FAMILY HOUSING APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Mercy Housing California
Action:	Initial Resolution
Amount:	\$45,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City and County of San Francisco, California
Activity:	Affordable Housing
Meeting:	November 19, 2021

Background:

Mercy Housing California is the largest regional division of Mercy Housing, Inc. With offices in Los Angeles, San Francisco and West Sacramento, Mercy Housing California offers affordable low-income housing programs and Resident Services. They have served California residents and communities through the development of 128 rental properties across 36 California counties serving low- and very-low-income working poor families, seniors and individuals. Mercy Housing California has developed 10,942 affordable homes including 7,940 in rental and 3,002 in homeownership.

Many California residents struggle daily with the high cost of living. The average household income is more than \$71,805 – nearly \$5,000 more than the national average. The average annual income of a Mercy Housing California resident is \$17,448. Mercy Housing California remains committed to changing lives and revitalizing neighborhoods by providing safe, quality, service-enriched housing.

The Project:

The Homeless Prenatal Family Housing Apartments project is a new, 8-story building of concrete construction that will provide much needed supportive housing for low-income families and those transitioning out of homelessness. The project will consist of 73 units in a mix of sizes up to three-bedroom units. The housing component of the project is 100% affordable with 36 units at 20% AMI, 4 units at 40% AMI, and 32 units at 50% AMI. The building's lowest two floors will also include dedicated office space for the Homeless Prenatal Program (HPP), allowing them to expand their existing office, program and training spaces currently housed next door at 2500 18th

Street. On-site supportive services will be provided by Mercy Housing. Two Case Management Staff will be provided by Homeless Prenatal Program. Amenities will include a community room, courtyard space, four resident lounges and proximity to a homeless prenatal program family resource center. This financing will create 72 units of affordable housing for households in the City of San Francisco for the next 55 years.

The City and County of San Francisco:

The City and County of San Francisco is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City and County are expected to receive approximately \$15,166 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 38,970,000
Taxable Construction Loan:	\$ 7,000,000
Local Funding: (MOHCD Loan):	\$ 15,000,000
State Financing: HCD IIG:	\$ 5,060,000
(Cost Deferred to Conversion/ FHLB AHP):	\$ 3,280,000
LIH Tax Credit Equity:	\$ 2,800,000
Total Sources:	\$ 72,110,000

Uses of Funds:

Land Acquisition:	\$ 6,909,000
New Construction:	\$ 50,550,000
Architectural & Engineering:	\$ 3,300,000
Legal & Professional:	\$ 380,000
Construction Loan Interest:	\$ 3,230,000
Developer Fee:	\$ 2,200,000
Soft Contingency:	\$ 1,860,000
Other*:	\$ 2,937,000
Cost of Issuance:	\$ 744,000
Total Uses:	\$ 72,110,000

Terms of Transaction:

Amount:	\$45,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2023

Public Benefit:

A total of 72 households will be able to enjoy high quality, independent, affordable housing in the City of San Francisco for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

50% (36 Units) restricted to 20% or less of area median income households; and

6% (4 Units) restricted to 40% or less of area median income household; and

44% (32 Units) restricted to 50% or less of area median income households.

Unit Mix: Studio, 1-, 2- and 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:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$45,000,000 for the Homeless Prenatal Family Housing Apartments affordable multi-family housing facility located in the City and County of San Francisco, 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.



ALAMEDA AVENUE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Pacific West Communities, Inc.

Action: Initial Resolution

Amount: \$30,000,000

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

Activity: Affordable Housing

Meeting: November 19, 2021

Background:

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

The Project:

The proposed project, Alameda Avenue Apartments, is a 52-unit multifamily new construction rental project located on vacant land. With a mix of 24 studio units, 13 two-bedroom units and 15 three-bedroom units, the proposed project will provide affordable housing for families earning up to 80% of the area median income (AMI) for Ventura County. The project will include one residential building and one community building. The units will be newly constructed apartments contained in a five-story, elevator served, residential building. For the benefit and welfare of its residents, the project will include a leasing office, spacious community room, and an outdoor rooftop children's playground. Laundry facilities will also be provided. An on-site resident manager will provide assistance and management while residing in a three-bedroom manager's unit. Within the units, residents will enjoy standard features including refrigerators, exhaust fans, dishwashers, disposals and ranges with ovens. The design of these apartments will adhere to all necessary requirements to satisfy Section 504 as well as any additional mandates that the local jurisdiction deems appropriate. This financing will create 51 units of affordable housing for low-income households in the City of Ventura for the next 55 years.

The City of Ventura:

The City of Ventura is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$12,138 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 14,000,000
Recycled Bonds:	\$ 5,421,176
Deferred Developer Fee:	\$ 3,256,779
Deferred Costs:	\$ 285,737
LIH Tax Credit Equity:	<u>\$ 3,266,419</u>
Total Sources:	\$ 26,230,111

Uses of Funds:

Land Acquisition:	\$ 655,000
New Construction:	\$ 14,846,396
Architectural & Engineering:	\$ 800,000
Other Soft Costs*:	\$ 3,326,305
Developer Fee:	\$ 3,256,779
Hard & Soft Contingency:	\$ 1,750,000
Reserves:	\$ 285,737
Cost of Issuance/ Financing Costs:	<u>\$ 1,309,894</u>
Total Uses:	\$ 26,230,111

Terms of Transaction:

Amount:	\$30,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	June 2023

Public Benefit:

A total of 51 households will be able to enjoy high quality, independent, affordable housing in the City of Ventura, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
12% (6 Units) restricted to 30% or less of area median income households; and
12% (6 Units) restricted to 50% or less of area median income households; and
55% (28 Units) restricted to 60% or less of area median income households; and
21% (11 Units) restricted to 80% or less of area median income households.
Unit Mix: Studio, 2- & 3-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$30,000,000 for the Alameda Avenue Apartments affordable multi-family housing facility located in the City of Ventura, Ventura County, California.

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

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



OAK ROSE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Excelerate Housing Group
Action:	Initial Resolution
Amount:	\$30,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Elk Grove, Sacramento County, California
Activity:	Affordable Housing
Meeting:	November 19, 2021

Background:

Excelerate Housing Group is a real estate development company that creates new affordable housing in communities across the U.S. and is particularly focused on partnering with local nonprofits and public agencies to expand housing opportunities. Founded by Dana Trujillo, Excelerate aims to add value in communities that need housing for low-income families, seniors, moderate income households, and people experiencing homelessness. Excelerate partners with local nonprofits who currently provide high-quality services to people in their communities but need real estate development expertise and capacity building. Excelerate Housing Group was founded to accelerate housing production in the United States.

Collectively, the Excelerate team has 35 years of prior experience developing approximately 3,000 units of affordable housing in Southern California with both nonprofit and for-profit developers. The Excelerate team has developed over one thousand units of permanent supportive housing, and has collaborated with multiple ICMS providers, internationally recognized architects and property management agencies to implement better systems more appropriately suited for a formerly homeless population.

The Project:

The Oak Rose Apartments is the proposed new construction of a 67-unit affordable, permanent supportive housing project in the City of Elk Grove. The project will be made up of 66 studio units targeted to households experiencing homelessness and 1 two-bedroom manager's unit. The project is a two-story garden style apartment building with 14 surface parking spaces, single-loaded corridors and landscaped courtyards. Amenities will include on-site supportive services offices, community room with kitchen, community lounge and property management offices. Services will be provided by TLCS Inc. (dba Hope Cooperative) onsite and will provide residents with the opportunity to receive services and programming that are designed to be responsive to the specific language, scheduling and demographic needs of this community. Instead of a one size fits all approach, the supportive services are structured to blend seamlessly into the resident's daily lives and to be flexible to accommodate the schedules of households requiring extra assistance. During off hours, service provider staff will be on-call and available for emergencies. This financing will create 66 units of affordable permanent supportive housing in the City of Elk Grove for 55 years.

The City of Elk Grove:

The City of Elk Grove is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$11,184 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 17,895,368
Taxable Bond Proceeds:	\$ 8,675,782
AHP:	\$ 1,000,000
Deferred Developer Fee:	\$ 1,700,000
Deferred Costs:	\$ 1,657,883
LIH Tax Credit Equity:	<u>\$ 3,741,264</u>
Total Sources:	\$ 34,670,297

Uses of Funds:

Land Acquisition:	\$ 850,000
New Construction:	\$ 21,085,334
Architectural & Engineering:	\$ 900,000
Legal & Professional:	\$ 152,500
Reserves:	\$ 952,980
Soft Costs:	\$ 4,710,183
Const. Loan Interest and Fees:	\$ 1,999,300
Developer Fee:	\$ 3,900,000
Cost of Issuance:	<u>\$ 120,000</u>
Total Uses:	\$ 34,670,297

Terms of Transaction:

Amount:	\$30,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	June 2023

Public Benefit:

A total of 66 households will be able to enjoy high quality, independent, affordable permanent supportive housing in the City of Elk Grove for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

47% (31 Units) restricted to 15% or less of area median income households; and
24% (15 Units) restricted to 20% or less of area median income households; and
24% (15 Units) restricted to 30% or less of area median income households; and
7% (5 Units) restricted to 40% or less of area median income household.

Unit Mix: Studio Units

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Quint & Thimmig LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Bocarsly Emden Cowan Esmail & Arndt LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$30,000,000 for the Oak Rose Apartments affordable multi-family housing facility located in the City of Elk Grove, Sacramento 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.



BARRETT RANCH EAST COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant: Lennar Homes of California, Inc.

Amount: \$9,110,000

Action: Approve Resolution Authorizing the Issuance of Special Revenue Bonds, Series 2021, Related Issuance and Purchase of Special Tax Bonds for and on Behalf of CMFA Community Facilities District (“District” or “CFD”), Along With All Related Documents

Purpose: Issuing Community Facilities District Bonds, which will be used to finance infrastructure, including funding impact fees, within CMFA Community Facilities District No. 2020-4 (County of Sacramento—Barrett Ranch East Improvement Area No. 2.)

Activity: BOLD/ Community Facilities District

Meeting: November 19, 2021

Background:

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 Developer of the project within the County of Sacramento, as a member of the CMFA, has submitted an application to participate in the BOLD program, and the County has held the required public hearings and made the required findings under applicable law related to the issuance by the CMFA of revenue bonds under the Marks-Roos Local Bond Pooling Act of 1985. In addition, the CMFA has taken all actions necessary to form the District, including Improvement Areas No. 1 and No. 2. The CMFA previously issued bonds for Improvement Area No. 1. and is now looking to issue bonds to fund the facilities within Improvement Area No. 2.

The CMFA will issue CMFA Special Tax Revenue Bonds, Series 2021 (the “Bonds”), which will be supported by the Special Taxes paid from CFD 2020-4 (County of Sacramento—Barrett Ranch East Improvement Area No. 2).

Bonds will be issued on a stand-alone basis, in an amount not to exceed \$9,110,000. Up to an additional \$3,890,000 in bonds will be issued in the future when sufficient additional development has occurred, subject to the additional bonds test.

The District:

Lennar Homes of California, Inc. is developing a total of 482 single-family homes on 128 gross acres within the County of Sacramento. In 2020, bonds were issued for 152 units within Improvement Area No. 1. At this point, the Developer wishes to issue bonds for Improvement Area No. 2, which consists of 228 units. The remaining 102 units will be included in a future Improvement Area No. 3.

Within Improvement Area No. 2 for Barrett Ranch East, there are 3 Villages, which are developing as described below:

Village 1. Village 1 has a total of 133 lots, of which only 93 lots are in Improvement Area No. 2; the remaining lots are in Improvement Area No. 1. The portion of Village 1 included in Improvement Area No. 2 (93 lots) is planned for 93 single family detached homes on 6,050 square-foot lots under the marketing name “Lapis”. There are five plan sizes ranging from 1,950 to 3,312 square feet. Base pricing ranges from \$590,990 to \$741,990. As of November 1, 2021, all site improvements had been constructed and there have been 4 construction starts/building permits pulled, 0 sales and 0 closings. Lennar is utilizing models in Village 2 (not in this Improvement Area) for sales purposes.

Village 3. Village 3 is planned for 82 single family detached homes on 5,250 square-foot lots and the marketing name is “Sunstone”. Model construction began in June 2021 and is expected to be completed in January 2022. Production home construction began in July 2021, with first homes expected to be completed in the first quarter of 2022. There are four plan sizes ranging from 1,662 to 3,033 square feet. Base pricing ranges from \$569,990 to \$694,990. As of November 1, 2021, all site improvements had been constructed and there have been 8 sales, 0 closings and 24 construction starts/building permits pulled (of which 3 are models).

Village 8. Village 8 is planned for 53 single family detached homes on 3,600 lots and the marketing name is “Citrine”. Model construction began in July, 2021 and is expected to be completed in January 2022. Production home construction began in August, 2021 with first homes expected to be completed in the first quarter of 2022. There are four plan sizes ranging from 1,467 to 1,892 square feet. Base pricing ranges from \$470,990 to \$510,990. As of November 1, 2021, all site improvements had been constructed and there have been 7 sales, 0 closings and 26 construction starts/building permits pulled (of which 4 are models).

An appraisal was completed by Integra Realty Resources which demonstrated a value of \$36,472,900 as of the October 6, 2021 date of value, subject to the conditions and

qualifications set forth in the Appraisal. Based on a not to exceed par amount of \$9,110,000, the bonds will have a value to lien of approximately 4.00 to 1.

The District formation documents allow for a total amount of \$13 million to be issued for Barrett Ranch East Improvement Area No. 2. Additional bonds in the amount of up to \$3,890,00 may be issued in the future subject to the Additional Bonds Test, as described below.

Financing Documents:

The Resolution approves the forms of Indenture of Trust, Bond Purchase Agreement, Preliminary Official Statement, and Continuing Disclosure Certificate presented to the Board at the meeting, as well as related actions and documents. The principal documents being approved are summarized as follows:

- Indenture of Trust. The Indenture is the legal document pursuant to which the Community Facilities District No. 2020-4 (County of Sacramento –Barret Ranch East Improvement Area No. 2) Special Tax Bonds, Series 2021 (“2021 Bonds”) are issued by CMFA. The 2021 Bonds are payable from special taxes received from property within CFD 2020-4 (County of Sacramento—Barrett Ranch East Improvement Area No. 2). US Bank National Association will serve as trustee under the Indenture, and Goodwin Consulting will serve as special tax administrator, responsible for ensuring the special tax levy for the District is placed on the County property tax roll each year so that debt service and administrative costs can be paid each year. The Indenture contains typical provisions related to the 2021 Bonds and the underlying special tax bonds, including as it relates to optional redemption and special mandatory redemption from special tax prepayments, and the establishment and administration of reserve accounts, project accounts and other accounts for the deposit of proceeds of the underlying special tax bonds.

Under the Indenture, a reserve fund will be established for the benefit of the holders of the 2021 Bonds. In the event of a delinquency in payment of special taxes by property owners within the District of CFD 2020-4, amounts in the reserve account established for the CFD can be used to cover the shortfall.

In the Indenture, the CMFA covenants to bring a foreclosure action against delinquent property owners based on either an overall delinquency rate within the District (5%) or based on a threshold dollar amount of delinquencies for a particular owner (\$3,000). The first step in the foreclosure process would be having the CFD administrator (Goodwin Consulting) send out a written demand letter to the applicable owner(s). Amounts levied each year within CFD 2020-4 for administrative costs, as well as amounts set-aside in the reserve account, would be available to CMFA to pay for the costs associated with any potential foreclosure proceeding.

As discussed above, this is the first of two or more series of bonds to be issued by Improvement Area No. 2. The additional bonds test requires that the appraised value of all the property be at least 4 times the amount of the bonds, any parity bonds or overlapping direct debt. Additionally, all bonds and parity bonds must have at least 110% debt service coverage after reducing special taxes by annual administrative costs. Finally, at the time bonds are issued, a deposit to the debt service reserve fund will need to be made to increase the balance to the reserve requirement.

- Bond Purchase Agreement. The Bond Purchase Agreement is the legal document pursuant to which the 2021 Bonds are sold by CMFA to Piper for further sale and distribution to ultimate purchasers. The BPA contains customary representations and warranties from the CMFA regarding the formation of CFD 2020-4 and the issuance of the 2021 Bonds. Forms of certificates of the Developer are also included.
- Preliminary Official Statement. The Preliminary Official Statement (“POS”) is the document pursuant to which material information is disclosed to potential purchasers of the 2021 Bonds. Once final pricing information is available for the 2021 Bonds, the POS will be turned into the Official Statement and distributed to actual purchasers of the 2021 Bonds. Among other things, the POS contains information regarding the 2021 Bonds, the underlying special tax bonds, the Indenture, CMFA, the trustee, the BOLD Program, and various potential risks associated with investing in the 2021 Bonds. Included in various appendices to the POS is additional detailed information regarding CFD 2020-4, the rate and method of apportionment, and an appraisal performed by Integra Realty Resources of the estimated market value of the land within the District.
- Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate is included as Appendix D-1 to the draft POS. The Continuing Disclosure Certificate is the document pursuant to which the CMFA agrees to provide certain information to investors in the 2021 Bonds, via postings to the MSRB’s Electronic Municipal Market Access (“EMMA”) website. On an annual basis, CMFA will need to supply its audited financial statements and information concerning the CFD as enumerated therein, including total assessed value, delinquency information, prepayment information, changes to any of the rate and method of apportionments for the CFDs, and annual information required to be provided to the California Debt and Investment Advisory Commission (CDIAC) each year. In addition, in a timely manner, the CMFA will need to report on the occurrence of any listed event enumerated therein, including relating to delinquencies, draws on the reserve fund, and bankruptcy events. Goodwin Consulting will serve as dissemination agent for the 2021 Bonds, assisting the CMFA in meeting its requirements under the Continuing Disclosure Certificate.

Assuming the Board approves this financing, staff will work with the Bond finance team to determining the final Bond sizing, and the preliminary Official Statement will be

finalized and posted electronically for investors to review. Assuming the market remains stable, the Authority and Piper Sandler, the bond underwriter, will hold a pre-pricing call as early as the week of December 6th, 2021 to review bond market conditions and the preliminary interest rates, after which, the Bonds will be sold. An authorized officer will then execute, on behalf of the Authority, a Bond Purchase Agreement with Piper Sandler, finalizing the bond interest rates and setting the delivery date, which is anticipated to occur the week of pricing.

Fiscal Impact:

None. The Special Tax Bonds are secured solely by the Special Taxes levies within the District. Costs of issuance are payable solely from Bond proceeds.

In accordance with Government Code 5852.1, the following information consists of estimates of certain costs and charges for the Bonds that have been provided by the underwriter, Piper Sandler & Co., which has been represented by such party to have been provided in good faith: (1) estimated true interest cost of the Bonds: 3.65%; (2) estimated finance charge of the Bonds (sum of all fees and charges paid to third parties): \$511,610; (3) estimated amount of proceeds of the Bonds received (net of finance charges, reserves and capitalized interest, if any): \$ 8,236,933; and (4) estimated total payment amount (sum total of all payments to pay debt service on the Bonds plus the finance charge not paid with proceeds of the Bonds) calculated to the final maturity of the Bonds: \$16,655,791.

Terms of Transaction:

Amount:	\$9,110,000
Maturity:	September 1, 2051
Security:	Revenue Pledge and Lien, Special Taxes
Bond Purchasers:	Public Offering; Retail and Institutional Investors
Rating:	Unrated
Estimated Closing:	December 22, 2021

Finance Team:

Underwriter:	Piper Sandler & Co.
Bond/Disclosure Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Underwriters Counsel:	Stradling Yocca Carlson & Rauth, PC
Project Administrator:	Francisco & Associates
CFD Administrator:	Goodwin & Associates
Trustee:	U.S. Bank National Association

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution to issue the special tax revenue bonds and the CFD bonds on behalf of the District for an amount not to exceed \$9,110,000.



**AUBURN DOUGLAS DUETS, THE GLEN AT GRANITE BAY,
MENDES, AND SIERRA PINE COMMUNITY FACILITIES
DISTRICTS
SUMMARY AND RECOMMENDATIONS**

Applicants: Premier Homes, Blue Mountain Communities, Tri Pointe Homes, BlackPine Communities, Richmond American Homes

Amount: \$20,000,000

Action: Approve Resolution Authorizing the Issuance of Special Revenue Bonds, Series 2021C, Related Issuance and Purchase of Special Tax Bonds for and on Behalf of CMFA Community Facilities Districts (“Districts” or “CFDs”), Along With All Related Documents

Purpose: Issuing Bonds to purchase underlying Community Facilities District Bonds, which will be used to finance infrastructure, including funding impact fees, within the Districts. Underlying District Bonds include 2021-7 (Placer County – Auburn Douglas Duets), Community Facilities District No. 2021-12 (Placer County – The Glen at Granite Bay), Community Facilities District No. 2020-1 (City of Rocklin-Sierra Pine), and Community Facilities District No. 2020-7 (City of Elk Grove – Mendes).

Activity: BOLD/ Community Facilities District

Meeting: November 19, 2021

Background:

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. Developers within the County of Placer and

the cities of Elk Grove and Rocklin, as members of the CMFA, have submitted applications to participate in the BOLD program, and the members have held the required public hearings and made the required findings under applicable law related to the issuance by the CMFA of revenue bonds under the Marks-Roos Local Bond Pooling Act of 1985. In addition, the CMFA has taken all actions necessary to form the Districts and is now looking to issue bonds on a pooled basis to fund the facilities within each District.

The CMFA will issue CMFA Special Tax Revenue Bonds, Series 2021C (the “Bonds”), which will be utilized to purchase CFD bonds. Debt service payments made on the underlying CFD bonds will provide revenues for the payment of debt service due on the bonds being sold publicly to investors.

The underlying CFD bonds being issued, and their not to exceed amount for each district are as follows:

- CMFA Community Facilities District No. 2021-7 (Auburn Douglas Duets) in the aggregate principal amount not to exceed \$2,600,000;
- Community Facilities District No. 2021-12 (The Glen at Granite Bay) in the aggregate principal amount not to exceed \$1,245,000;
- CMFA Community Facilities District No. 2020-1 (Sierra Pine) in the aggregate principal amount not to exceed \$8,655,000; and
- CMFA Community Facilities District No. 2020-7 (Mendes) in the aggregate principal amount not to exceed (combined tax-exempt and taxable) \$7,500,000.

In aggregate, not more than \$20,000,000 in bonds will be issued to acquire the CFD bonds. The not to exceed par amount for the Revenue Bonds to be sold will be \$20,000,000. Bonds will be issued as a single tax-exempt financing. No additional bonds except for refunding bonds.

The Districts:

Descriptions of the districts are as follows:

Community Facilities District No. 2021-7 (Auburn Douglas Duets): The Auburn Douglas Duets project consists of approximately 8 acres currently in development of a 52-lot duet attached residential subdivision identified as Premier Sol. Premier Homes is the developer of the project, which is located within the unincorporated community of Granite Bay, in Placer County, California. The proposed homes will range in size from 1,719 to 3,167 square feet with an average lot size of 4,394 square feet. Home prices are expected to range from \$790,000 for the smallest product type, up to \$920,000 for the largest units. As of November 1, 2021, all site improvements have been completed, 8 building permits have been pulled and 6 homes are under contract for sale.

As of the date of appraisal, the appraiser estimated the combined value of property within the District was \$11,973,000. Based on the Not to Exceed amount of \$2,600,000, this project would have a value to lien of 4.52 to 1.

Community Facilities District No. 2021-12 (The Glen at Granite Bay): The Glen at Granite Bay consists of a 33 single-family home subdivision being constructed by Blue Mountain communities on 6.11 acres within the unincorporated community of Granite Bay, Placer County,

California. The proposed homes will range in size from 1,873 to 2,590 square feet with a typical lot size of 4,900 square feet. Home prices are projected to range from \$665,000 to \$735,000. Site development is currently underway, and lots are being developed.

As of the date of appraisal, October 19, 2021, the appraised estimated value of property within the District was \$4,983,000. Based on a Not to Exceed par of \$1,245,000 this project would have a value to lien of 4.70 to 1.

Community Facilities District No. 2020-1 (Sierra Pine): The Sierra Pine project encompasses a total of 26.4 acres of residential property within the City of Rocklin. The development consists 199 lots spread across three tax zones, each being developed by a separate merchant builder. Tax Zone 1, which is being developed by Tri Pointe Homes, will feature three floor plans, ranging in size from 1,895 to 2,300 square feet, with a typical lot size of 2,925 square feet. Tax Zone 2, which is being developed by BlackPine Communities, will feature three floor plans, ranging in size from 1,656 to 2,197 square feet, with a typical lot size of 2,650 square feet. Tax Zone 3, which is being developed by Richmond American, will feature three floor plans, ranging in size from 2,170 to 2,490 square feet, with a typical lot size of 3,360 square feet.

Tax Zone 1, which is being developed by Tri Pointe Homes, includes 71 total lots. As of November 1, 30 homes have been sold and closed to individual homeowners, 3 models have been constructed, and 30 homes (in addition to the models and homes already closed) have been sold, and the remaining 5 are under construction.

Tax Zone 2, which is being developed by BlackPine Communities, includes 61 total lots. As of November 1, 13 homes have been sold and closed to individual homeowners, 2 models have been constructed, 42 homes are under construction and 4 lots are in finished condition. For Tax Zone 2, there have been 58 sales.

Tax Zone 3, which is being developed by Richmond American Homes, includes 67 total lots. As of November 1, 13 homes have been sold and closed to individual homeowners, 2 models have been constructed, 33 homes are under construction and 21 lots are in finished condition. For Tax Zone 3, there have been 33 sales.

As of the date of appraisal (value), October 13, 2021, the appraised estimated value of property within the District was \$55,676,000. Based on a Not to Exceed par of \$8,655,000 this project would have a value to lien of 6.43 to 1.

Community Facilities District No. 2020-7 (Mendes): The Mendes project encompasses a total of 33 acres of residentially zoned land within the City of Elk Grove on which a 216-lot subdivision is currently under construction. The project includes 3 phases, the first of which includes Village 1 on which 102 single family homes being developed by Richmond American Homes. Village 1 has an average lot size of 5,775 square feet, and home prices are expected to be approximately \$675,000. Villages 2 and 3 include 114 units being developed by KB Homes. Lots in Village 2 have an average lot size of 4,050 square feet, while Village 3 has a typical size of 2,600 square feet. Village 2 is expected to sell in the \$650,000 range, while homes in Village 3 (which are smaller) are projected to sell in the \$515,000 range.

Village 1 is being developed by Richmond American Homes. As of the date of appraisal, all the lots in Village 1 have been finished and a final map has been recorded. As of November 11th, 25 building permits have been pulled and 30 homes are in contract for sale. No models or homes have been completed to date.

Villages 2 and 3 are being developed by KB Homes. Village 2 includes 42 finished lots, while Village 3 includes 72 finished lots. As of November 11th, KB has pulled permits to build 4 models. They have not yet released homes for sale.

As of the date of appraisal, October 26, 2021, the appraised estimated value of property within the District is \$33,162,000. Based on a Not to Exceed par of \$7,500,000 this project would have a value to lien of 4.42 to 1.

Financing Documents:

The Resolution approves the forms of Indenture of Trust, Bond Purchase Agreement, Preliminary Official Statement, and Continuing Disclosure Certificate presented to the Board at the meeting, as well as related actions and documents. The principal documents being approved are summarized as follows:

- Indenture of Trust. The Indenture is the legal document pursuant to which the Special Tax Revenue Bonds, BOLD Program Series 2021C (“2021C Bonds”) and the underlying special tax bonds for each of the six CFDs are issued by the CMFA. The underlying special tax bonds for the six CFDs will be purchased by the CMFA for the benefit of the holders of the 2021C Bonds, and the debt service payable on the underlying special tax bonds will be used to pay debt service on the 2021C Bonds, replenish amounts in the reserve fund created for the 2021C Bonds, and pay administrative costs of the CMFA in administering the bonds and the CFDs. U.S. Bank National Association will serve as trustee under the Indenture, and Goodwin Consulting will serve as special tax administrator, responsible for ensuring the special tax levy for each of the three CFDs is placed on the applicable County property tax roll each year so that debt service and administrative costs can be paid each year. The Indenture contains typical provisions related to the 2021C Bonds and the underlying special tax bonds, including as it relates to optional redemption and special mandatory redemption from special tax prepayments, and the establishment and administration of reserve accounts, project accounts and other accounts for the deposit of proceeds from each of the underlying special tax bonds.

Under the Indenture, a reserve fund will be established for the benefit of the holders of the 2021C Bonds, and within such reserve fund a “reserve account” for each of the six CFDs. In the event of a delinquency in payment of special taxes by property owners within a CFD, amounts in the reserve account established for such CFD can be used to cover the shortfall. There is no cross-collateralization among the four CFDs. Each reserve account will be funded at the closing of the 2021C Bonds, using a portion of the proceeds of the 2021C Bonds, to the applicable reserve requirement.

In the Indenture, the CMFA covenants to bring a foreclosure action against delinquent property owners based on either an overall delinquency rate within a particular CFD (5%) or based on a threshold dollar amount of delinquencies for a particular owner (\$3,000). The first step in the foreclosure process would be having the CFD administrator (Goodwin Consulting) send out a written demand letter to the applicable owner(s). Amounts levied each year within the applicable CFD for administrative costs, as well as amounts set-aside in the applicable reserve account, would be available to the CMFA to pay for the costs associated with any potential foreclosure proceeding.

No additional bonds are anticipated or permitted to be issued under the Indenture, except for refunding bonds. No additional CFD Bonds can be issued within each CFD except for refunding bonds.

- Bond Purchase Agreement. The Bond Purchase Agreement is the legal document pursuant to which the 2021C Bonds are sold by the CMFA to Piper Sandler for further sale and distribution to ultimate purchasers. The BPA contains customary representations and warranties from the CMFA regarding the formation of each of the 4 CFDs, the issuance of the underlying special tax bonds, and the issuance of the 2021C Bonds. Forms of certificates of each of the developers that own the property in the CFDs are also included.
- Preliminary Official Statement. The Preliminary Official Statement (“POS”) is the document pursuant to which material information is disclosed to potential purchasers of the 2021C Bonds. Once final pricing information is available for the 2021C Bonds, the POS will be turned into the Official Statement and distributed to actual purchasers of the 2021C Bonds. Among other things, the POS contains information regarding the 2021C Bonds, the underlying special tax bonds, the Indenture, the CMFA, the trustee, the BOLD Program, and various potential risks associated with investing in the 2021C Bonds. Included in various appendices to the POS is additional detailed information regarding each of the four CFDs, the rate and method of apportionment of each of the four CFDs, and an appraisal performed by Integra Realty Resources of the estimated market value of the land within each of the six CFDs.
- Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate is included as Appendix G to the draft POS. The Continuing Disclosure Certificate is the document pursuant to which the CMFA agrees to provide certain information to investors in the 2021C Bonds, via postings to the MSRB’s Electronic Municipal Market Access (“EMMA”) website. On an annual basis, the CMFA will need to supply its audited financial statements and information concerning each of the four CFDs as enumerated therein, including total assessed value, delinquency information, prepayment information, changes to any of the rate and method of apportionments for the CFDs, and annual information required to be provided to the California Debt and Investment Advisory Commission (CDIAC) each year. In addition, in a timely manner, the CMFA will need to report on the occurrence of any listed event enumerated therein, including relating to delinquencies, draws on the reserve fund, and bankruptcy events. Goodwin Consulting will serve as dissemination agent for the 2021C Bonds, assisting the CMFA in meeting its requirements under the Continuing Disclosure Certificate.

Assuming the Board approves this financing, staff will work with the Bond finance team to determine the final Bond sizing, and the preliminary Official Statement will be finalized and posted electronically for investors to review. Assuming the market remains stable, the Authority and Piper Sandler, the bond underwriter, will hold a pre-pricing call to review bond market conditions and the preliminary interest rates, after which, the Bonds will be sold. An authorized officer will then execute, on behalf of the Authority, a Bond Purchase Agreement with Piper Sandler, finalizing the bond interest rates and setting the delivery date, which is anticipated to occur the week of pricing.

Fiscal Impact:

None. The Special Tax Bonds are secured solely by the Special Taxes levies within each district. Districts are not cross-collateralized, meaning each district is only responsible for their debt service. Costs of issuance are payable solely from Bond proceeds.

In accordance with Government Code 5852.1, the following information consists of estimates of certain costs and charges for the Bonds that have been provided by the underwriter, Piper Sandler & Co., which has been represented by such party to have been provided in good faith: (1) estimated true interest cost of the Bonds: 3.60%; (2) estimated finance charge of the Bonds (sum of all fees and charges paid to third parties): \$890,000; (3) estimated amount of proceeds of the Bonds received (net of finance charges, reserves and capitalized interest, if any): \$14,814,000; and (4) estimated total payment amount (sum total of all payments to pay debt service on the Bonds plus the finance charge not paid with proceeds of the Bonds) calculated to the final maturity of the Bonds: \$29,407,000.

Terms of Transaction:

Amount:	\$20,000,000
Maturity:	September 1, 2051
Security:	Revenue Pledge and Lien, Special Taxes
Bond Purchasers:	Public Offering; Retail and Institutional Investors
Rating:	Unrated
Estimated Closing:	December 22, 2021

Finance Team:

Underwriter:	Piper Sandler & Co.
Bond/Disclosure Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Underwriters Counsel:	Stradling Yocca Carlson & Rauth, PC
Project Administrator:	Francisco & Associates
CFD Administrator:	Goodwin & Associates
Trustee:	U.S. Bank National Association

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution to issue the special tax revenue bonds and the CFD bonds on behalf of each of the districts for an amount not to exceed \$20,000,000.



REPRESENTATIVES OF SIERRA MANAGEMENT GROUP, LLC. SUMMARY AND RECOMMENDATIONS

Action: Representatives of Sierra Management Group, LLC.

Meeting: November 19, 2021

Background:

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

SMG has hired Leann Balzac to provide accounting, analytical, compliance and operational support.

SMG has hired Emily Burlbaw to provide accounting, administrative, analytical, compliance and operational support.

Recommendation:

It is recommended that the CMFA Board of Directors approve Emily Burlbaw as a Representative of SMG.