



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.



SPONSORSHIP OF THE BOWLS OF HOPE EVENT, THE CCAH CONFERENCES AND THE NPH CONFERENCE

Subject: Sponsorship of Housing Events and Conferences

Meeting: February 25, 2022

Background:

The Many Mansions Bowls of Hope annual community event not only raises awareness around those experiencing housing insecurity but also raises funds for those who call Many Mansions home.

CCAH will be hosting the spring conference in Sacramento on June 20-21 to be held at the Sawyer Hotel and the fall conference is set for November 3-4 at the Wyndham San Diego Bayside Hotel.

It is expected that affordable housing leaders, peers, developers, advocates, and experts and cross-sector partners will attend the 43rd Annual NPH Affordable Housing Conference. As a Conference Sponsor, the benefits will be supporting NPH, exposure to hundreds of conference attendees and acknowledgment in NPH online publications.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve sponsorships of the Bowls of Hope Event (Silver Sponsorship), CCAH Spring and Fall Conferences (Gold), Non-Profit Housing Association of Northern California (NPH) Annual Housing Conference (Benefactor).



THE PARCEL PHASE I APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	\$50,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the Town of Mammoth Lakes, County of Mono, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Amending Resolution – January 15, 2021, Initial Resolution

The CMFA Board approved an Initial Resolution on January 15, 2021. The project is currently restructuring the financing and will utilize recycled bonds. Therefore, the not to exceed amount will need to increase to \$50,000,000.

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 Parcel Phase I Apartments is the new construction of an 81-unit affordable multi-family rental project to be located in the Town of Mammoth Lakes, California. With a mix of 21 studio units, 18 one-bedroom units, 21 two-bedroom units and 21 three-bedroom units, the proposed project will provide affordable housing for households earning up to 60% of AMI. There will be three residential stories built over one level of concrete podium parking. Residents will enjoy amenities such as a community center, onsite day care center, bicycle storage and an outdoor

children's playground. An on-site resident manager will provide assistance and management while residing in two-bedroom manager's unit. Within the units, residents will enjoy standard features including refrigerators, exhaust fans, dishwashers, disposals, and ranges with ovens. This financing will create 80 units of affordable housing for the Town of Mammoth Lakes for the next 55 years.

The Town of Mammoth Lakes:

The Town of Mammoth Lakes is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the Town is expected to receive approximately \$14,380 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Recycled Bonds:	\$ 44,000,000
Deferred Developer Fee:	\$ 6,420,758
Deferred Costs:	\$ 400,685
Town Land Loan:	\$ 1,620,000
Town Fee Deferral:	\$ 1,259,703
Mono County MHSA/NPLH:	\$ 2,305,000
Total Sources:	\$ 56,006,146

Uses of Funds:

Land Acquisition:	\$ 1,620,000
New Construction:	\$ 39,720,203
Architectural & Engineering:	\$ 800,000
Other Soft Costs*:	\$ 3,000,103
Developer Fee:	\$ 6,420,758
Hard & Soft Contingency:	\$ 2,070,000
Reserves:	\$ 400,685
Cost of Issuance/ Financing Costs:	\$ 1,974,397
Total Uses:	\$ 56,006,146

Terms of Transaction:

Amount:	\$50,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	June 2022

Public Benefit:

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

Percent of Restricted Rental Units in the Project: 100%
20% (16 Units) restricted to 30% or less of area median income households; and
20% (16 Units) restricted to 40% or less of area median income households; and
34% (27 Units) restricted to 50% or less of area median income households; and
26% (21 Units) restricted to 60% 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:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Roseman, LLP
Financial Advisor:	Miller Housing Advisors, LLC

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$50,000,000 for The Parcel Phase I Apartments affordable multi-family housing facility located in the Town of Mammoth Lakes, Mono County, California.

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



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

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- (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.



JOHN ADAMS ACADEMY PROJECT SUMMARY AND RECOMMENDATIONS

Applicant: John Adams Academies, Inc.

Action: Fifth Supplemental Resolution

Amount: \$10,000,000

Initial Purpose: Finance Educational Facilities for the John Adams Academy, located in the City of Roseville, Placer County, California.

Activity: Charter School

Meeting: February 25, 2022

Amendment – August 29, 2014 Final Resolution

The Final Resolution for the John Adams Academy was previously approved at the August 29, 2014 CMFA Board meeting. John Adams Academy informed the Authority that it desires to modify certain terms of the Original Indenture to redeem prior to maturity all of the Series 2014 Bonds and amend certain notice provisions related thereto, pursuant to a Fifth Supplement to the Indenture of Trust.

Background:

John Adams Academy is Northern California's only tuition-free, K-12 Classical Leadership Education charter school. Located in Roseville, CA, John Adams Academy is preparing future leaders and statesmen through principle-based education centered in classics and great mentors. Scholars enjoy a classical liberal arts curriculum encompassing history, English, math, visual and performing arts, laboratory science, foreign language and college preparatory electives.

John Adams Academy provides a rigorous, systematic study of great minds down through the ages to achieve mastery of a subject and make connections between past events and the flood of current information. The curriculum of John Adams Academy inspires students through self-discipline to educate themselves in the principles of freedom. In partnership with parents and mentors students discover and prepare for their unique mission and purpose in life. The teaching structure that is used is to learn through the classics.

John Adams Academy is fully accredited by the Schools Commission of the Western Association of Schools and Colleges (WASC).

The Project:

The proceeds of the Bonds will be used to finance the acquisition of certain real property and school facilities thereon located at One Sierragate Plaza in the City of Roseville, California (the “Facility”) and to finance certain related project costs (collectively, the “Project”). The Borrower will use a portion of the proceeds of the Bonds to acquire approximately 4.5 acres of real property (“Property”) and school facilities located thereon (the “Improvements”; together with the Property, the “Facilities”). The Facilities consist of an approximately 51,000 square foot facility, with 34 classrooms, and other rooms. The Facilities presently accommodate a student enrollment of approximately 900 pupils and will have a capacity of 950 pupils after completion of the improvements.

The City of Roseville:

The City of Roseville is a member of the CMFA and held a TEFRA hearing August 6, 2014. Upon closing, the City is received \$5,987 as part of CMFA’s sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 8,465,305
Tax-Exempt Bonds:	<u>\$ 166,000</u>
Total Sources:	\$ 8,631,305

Uses of Funds:

Land Acquisition:	\$ 7,700,000
Bond Reserve Fund:	\$ 599,305
Cost of Issuance:	<u>\$ 332,000</u>
Total Uses:	\$ 8,631,305

Terms of Transaction:

Amount:	\$10,000,000
Maturity:	October 2044
Collateral:	Deed of Trust
Bond Purchasers:	Institutional Investors
Offering:	Limited Offering
Estimated Closing:	October 2014

Public Benefit:

The proceeds of the Bonds will be used to finance the acquisition and improvement of certain property and facilities to be used as a charter school. The Project will allow the John Adams Academy to better serve approximately 860 students and will promote significant and growing opportunities for the creation and retention of employment to the California economy and the enhancement of the quality of life to residents in and around the city of Roseville.

Finance Team:

Underwriter:	Piper Jaffray & Co.
Bond Counsel:	Jones Hall, APLC
Issuer's Counsel:	Jones Hall, APLC
Underwriter's Counsel:	Dorsey & Whitney LLP
Borrower's Counsel:	Johnson, Fort, Meissner, Joseph & Palley
Financial Advisor:	Dowdell Financial Services

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt a resolution approving a Fifth Supplement to the Indenture of Trust related to the California Municipal Finance Authority Revenue Bonds (John Adams Academies, Inc. Project) Series 2014A&B and authorizing and approving related amendments, documents and other matters related to the project located in the City of Roseville, Placer County, California.



JOHN ADAMS ACADEMY EL DORADO HILLS PROJECT SUMMARY AND RECOMMENDATIONS

Applicant: John Adams Academies, Inc.

Action: First Supplemental Resolution

Amount: \$21,000,000

Initial Purpose: Finance Educational Facilities for the John Adams Academy, El Dorado Hills, Unincorporated Territory of El Dorado County, California.

Activity: Charter School

Meeting: February 25, 2022

Amendment – April 27, 2018 Final Resolution

The Final Resolution for the John Adams Academy was previously approved at the April 27, 2018 CMFA Board meeting. John Adams Academy notified the Authority that it desires to modify certain terms of the Original Indenture to redeem prior to maturity all of the Series 2018 Bonds and amend certain notice provisions related thereto, pursuant to a First Supplement to Indenture of Trust.

Background:

John Adams Academies, Inc. is a California nonprofit public benefit corporation founded in 2010 to provide classical, tuition-free education for students in northern California. The Borrower currently operates charter school campuses in Roseville, Lincoln and El Dorado Hills, California.

The Corporation currently operates the El Dorado Hills Academy under a charter granted by the El Dorado County Office of Education, which charter is currently scheduled to expire on June 30, 2020. As of February 20, 2018, the Academy has approximately 243 students enrolled in portable classrooms in grades K-7 for the 2017-18 school year.

The Mission of the Borrower is to restore America's heritage by developing servant-leaders who are keepers and defenders of the principles of freedom for which our Founding Fathers pledged their lives, fortunes, and sacred honor.

The Borrower provides a rigorous, systematic study of great minds down through the ages to achieve mastery of a subject and make connections between past events and the flood of current information. The curriculum of John Adams Academy inspires students through self-discipline to educate themselves in the principles of freedom. In partnership with parents and mentors, students discover and prepare for their unique mission and purpose in life. The teaching structure that is used is to learn through the classics.

The Project:

The proceeds of the Series 2018 Bonds will be used for (i) the acquisition of an approximately 1.4-acre site located in the unincorporated territory of County of El Dorado and the existing improvements thereon, including an approximately 80,000 square-foot building and the improvement of the site and the building and the acquisition and installation of fixtures, furniture and equipment for public charter school use; (ii) capitalized interest, if necessary, with respect to the Bonds; (iii) a reserve fund, if necessary, with respect to the Bonds; and (iv) certain expenses incurred in connection with the issuance of the Bonds, including any applicable credit enhancement costs for the Bonds.

The County of El Dorado:

The County of El Dorado is a member of the CMFA and approved a TEFRA hearing on April 10, 2018. Upon closing, the County received \$8,250 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 15,995,000
Taxable Bonds:	<u>\$ 275,000</u>
Total Sources:	\$ 16,270,000

Uses of Funds:

Project Fund:	\$ 14,000,000
Capitalized Interest Fund:	\$ 557,457
Debt Service Reserve Fund:	\$ 1,146,300
Underwriter's Discount:	\$ 203,375
Additional Proceeds:	\$ 5,712
Cost of Issuance:	<u>\$ 357,156</u>
Total Uses:	\$ 16,270,000

Terms of Transaction:

Amount:	\$21,000,000
Maturity:	July 2053
Collateral:	Deed of Trust
Bond Purchasers:	Institutional & Sophisticated Investors
Offering:	Limited Offering
Closing:	August 2018

Public Benefit:

The proceeds of the Bonds will be used to finance the acquisition and improvement of certain property and facilities to be used as a charter school. The Project will increase the safety and soundness of its existing facilities and allow the John Adams Academy to better serve its students.

Finance Team:

Underwriter:	Piper Jaffray & Co.
Bond Counsel:	Jones Hall, APLC
Issuer's Counsel:	Jones Hall, APLC
Underwriter's Counsel:	Dorsey & Whitney LLP
Borrower's Counsel:	Procopio, Cory, Hargreaves & Savitch, LLP
Financial Advisor:	Urban Futures, Inc.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt a resolution approving a First Supplement to the Indenture of Trust related to the California Municipal Finance Authority Revenue Bonds (John Adams Academies – El Dorado Hills Project) Series 2018A&B and authorizing and approving related amendments, documents and other matters related to the project located in the unincorporated territory of El Dorado County.



THE PARCEL PHASE I APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	\$50,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the Town of Mammoth Lakes, County of Mono, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Amending Resolution – January 15, 2021, Initial Resolution

The CMFA Board approved an Initial Resolution on January 15, 2021. The project is currently restructuring the financing and will utilize recycled bonds. Therefore, the not to exceed amount will need to increase to \$50,000,000.

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 Parcel Phase I Apartments is the new construction of an 81-unit affordable multi-family rental project to be located in the Town of Mammoth Lakes, California. With a mix of 21 studio units, 18 one-bedroom units, 21 two-bedroom units and 21 three-bedroom units, the proposed project will provide affordable housing for households earning up to 60% of AMI. There will be three residential stories built over one level of concrete podium parking. Residents will enjoy amenities such as a community center, onsite day care center, bicycle storage and an outdoor

children's playground. An on-site resident manager will provide assistance and management while residing in two-bedroom manager's unit. Within the units, residents will enjoy standard features including refrigerators, exhaust fans, dishwashers, disposals, and ranges with ovens. This financing will create 80 units of affordable housing for the Town of Mammoth Lakes for the next 55 years.

The Town of Mammoth Lakes:

The Town of Mammoth Lakes is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the Town is expected to receive approximately \$14,380 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Recycled Bonds:	\$ 44,000,000
Deferred Developer Fee:	\$ 6,420,758
Deferred Costs:	\$ 400,685
Town Land Loan:	\$ 1,620,000
Town Fee Deferral:	\$ 1,259,703
Mono County MHSA/NPLH:	\$ 2,305,000
Total Sources:	\$ 56,006,146

Uses of Funds:

Land Acquisition:	\$ 1,620,000
New Construction:	\$ 39,720,203
Architectural & Engineering:	\$ 800,000
Other Soft Costs*:	\$ 3,000,103
Developer Fee:	\$ 6,420,758
Hard & Soft Contingency:	\$ 2,070,000
Reserves:	\$ 400,685
Cost of Issuance/ Financing Costs:	\$ 1,974,397
Total Uses:	\$ 56,006,146

Terms of Transaction:

Amount:	\$50,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	June 2022

Public Benefit:

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

Percent of Restricted Rental Units in the Project: 100%
20% (16 Units) restricted to 30% or less of area median income households; and
20% (16 Units) restricted to 40% or less of area median income households; and
34% (27 Units) restricted to 50% or less of area median income households; and
26% (21 Units) restricted to 60% 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:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Katten Muchin Roseman, LLP
Financial Advisor:	Miller Housing Advisors, LLC

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$50,000,000 for The Parcel Phase I Apartments affordable multi-family housing facility located in the Town of Mammoth Lakes, Mono County, California.

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



WINDING CREEK ESTATES COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant: Towne Development of Sacramento

Amount: \$1,600,000

Action: Consent Approval

Purpose: Approve Resolutions Initiating Formation of CMFA Community Facilities District No. 2022-1 (County of Placer – Winding Creek Estates)

Activity: BOLD/ Community Facilities District

Meeting: February 25, 2022

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. Towne Development (the "Developer") has submitted an application to the CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the County. The CMFA and the County have accepted such application.

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

As an initial step in using BOLD for the financing, the CMFA needs to form a community facilities district. The proposed community facilities district will be called California Municipal Finance Authority Community Facilities District No. 2022-1 (County of Placer - Winding Creek Estates) (the "CFD").

Under the Act, it is a requirement that the CMFA, as the entity forming the CFD, adopt a resolution stating its intention to form the CFD, stating the types of public facilities to be financed on behalf of the CFD, setting forth the rate and method of apportionment of a proposed special

tax to be levied in the CFD, and establishing the boundary. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Declaring its Intention to Establish California Municipal Finance Authority Community Facilities District No. 2022-1 (County of Placer – Winding Creek Estates), and to Levy a Special Tax to Finance the Acquisition and Construction of Certain Public Facilities in and for such Community Facilities District (the “Resolution of Intention to Form CFD”).

It is also a requirement under the Act that the CMFA, as the entity forming the CFD, adopt a resolution stating its intention to issue bonds payable from the levy of a special tax within the CFD. A resolution meeting that requirement of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Declaring its Intention to Incur a Bonded Indebtedness in and for the California Municipal Finance Authority Community Facilities District No. 2022-1 (County of Placer – Winding Creek Estates) to Finance the Acquisition and Construction of Certain Public Facilities (the “Resolution of Intention to Incur Bonded Indebtedness”).

The Project:

Towne Development is developing 19 single-family residential homes on 24.5 gross acres in unincorporated Placer County. The homes within this district will range in size from 2,505 sq ft. to 3,340 sq ft, on average lot sizes of 15,000 sq ft. Homes are project to sell at prices ranging from \$700,000 to \$785,000.

The Developer is currently installing the infrastructure for the project and expects to begin sales in the spring.

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 \$1,600,000 on behalf of the CFD and all improvement areas therein.

Future Action:

Under the Act, at a future meeting of the CMFA Board of Directors, the Board of Directors will need to hold a public hearing and adopt additional resolutions formally creating the CFD, authorizing the incurrence of bonded indebtedness for the CFD, levying the special tax within the CFD, and certain other related matters. The Winding Creek Estates CFD will likely be pooled with other like-sized CFDs, and sold as a combined financing. Depending on development status, the Winding Creek Estates CFD may be included in a pool in early fall, 2022.

Authorized Facilities:

Authorized facilities include any facilities authorized by the Mello-Roos Community Facilities Act of 1982 (Mello-Roos Act) that are financed in whole or in part by development impact fees, whether County of Placer (County) or other local agency fees levied in connection with development of the property, the proceeds of which will be used to fund all or a portion of the cost of public facilities with a useful life of five years or more for which the parcels within the

CFD have a fair-share responsibility. The authorized facilities include, but are not limited to, facilities authorized by the Mello-Roos Act to be funded by the following fees:

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

- County Traffic Impact Fee
- County Capital Facilities Fee
- County Park Impact Fee
- County Sewer Facilities Fee
- Roseville Joint Union High School District Fee
- Dry Creek Joint Elementary School District 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 Resolution of Intention to Form CFD and the Resolution of Intention to Incur Bonded Indebtedness in an amount not to exceed \$1,600,000.



MIDDLEFIELD JUNCTION APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Mercy Housing California

Action: Initial Resolution

Amount: \$85,000,000

Purpose: Finance Affordable Multi-Family Rental Housing Facility Located in Unincorporated San Mateo County, California

Activity: Affordable Housing

Meeting: February 25, 2022

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:

Middlefield Junction is a 179-unit, 100% affordable development located in the North Fair Oaks community of San Mateo County. The three-acre site is located behind the South County Health Clinic at 2700 Middlefield Road, and will include housing for families, a childcare center and public community space. The 179 units of one-, two-, and three-bedrooms, will be restricted to households earning between 20% to 80% of Area Median Income (AMI), and 10% of the units will be set aside for persons experiencing homelessness. The development offers enormous potential to improve the housing and amenity needs of the North Fair Oaks Community's existing residents, as well as expand the supply of much needed affordable housing in the Bay Area. This financing will create 177 units of affordable housing for households in San Mateo County for the next 55 years.

The County of San Mateo:

The County of San Mateo is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the County is expected to receive approximately \$29,220 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 74,916,735
Taxable Bond Proceeds:	\$ 45,404,691
HHC Article II:	\$ 2,052,608
County of San Mateo:	\$ 11,761,191
Fee Waivers:	\$ 1,537,840
LIH Tax Credit Equity:	<u>\$ 6,528,263</u>
Total Sources:	\$ 142,201,328

Uses of Funds:

Land Acquisition:	\$ 778,740
New Construction:	\$ 109,712,292
Architectural & Engineering:	\$ 3,835,715
Legal & Professional:	\$ 75,000
Soft Costs/Fees:	\$ 10,024,375
Contingencies:	\$ 6,614,534
Perm Financing (During Construction):	\$ 140,000
Construction Interest/Fees:	\$ 8,127,320
Developer Costs:	\$ 864,600
Syndication Costs:	\$ 135,000
Cost of Issuance:	<u>\$ 1,893,752</u>
Total Uses:	\$ 142,201,328

Terms of Transaction:

Amount:	\$85,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	September 2022

Public Benefit:

A total of 177 households will be able to enjoy high quality, independent, affordable housing in the County of San Mateo for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

11% (20 Units) restricted to 20% or less of area median income households; and

20% (36 Units) restricted to 30% or less of area median income households; and

30% (53 Units) restricted to 50% or less of area median income households; and

26% (46 Units) restricted to 60% or less of area median income households; and

13% (22 Units) restricted to 80% or less of area median income households.

Unit Mix: 1-, 2- and 3-bedroom units.

Term of Restriction: 55 years

Finance Team:

Lender:	Bank of America
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Gubb & Barshay LLP
Financial Advisor:	Community Economics, Inc.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$85,000,000 for the Middlefield Junction Apartments affordable multi-family housing facility located in unincorporated San Mateo County, California.

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

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



OSGOOD APARTMENTS SOUTH SUMMARY AND RECOMMENDATIONS

Applicant: Pacific West Communities, Inc.

Action: Initial Resolution

Amount: \$50,000,000

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

Activity: Affordable Housing

Meeting: February 25, 2022

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, Osgood Apartments South, is a 100-unit new construction rental project located on 0.78 acres in Fremont CA. With a mix of 50 studio units, 25 two-bedroom units, and 25 three-bedroom units, the proposed project will provide affordable housing for families earning up to 80% of the AMI for Alameda County. The units will be newly constructed apartments contained in one six-story residential building. The project will be five residential stories over one level of podium parking. Residents will enjoy amenities such as a community center, fitness center, and an outdoor children's playground. An on-site resident manager will provide assistance and management while residing in a studio manager's unit. Within the units, residents will enjoy standard features including refrigerators, exhaust fans, dishwashers, disposals, and ranges with ovens. This financing will create 99 units of affordable housing for low-income households in the City of Fremont for the next 55 years.

The City of Fremont:

The City of Fremont is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$17,166 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 35,000,000
Taxable Bonds:	\$ 6,000,000
Recycled Bonds:	\$ 7,000,000
Deferred Developer Fee:	\$ 7,921,790
Deferred Costs:	\$ 665,763
City of Fremont:	\$ 6,000,000
LIH Tax Credit Equity:	<u>\$ 3,721,742</u>
Total Sources:	\$ 66,309,295

Uses of Funds:

Land Acquisition:	\$ 4,255,000
New Construction:	\$ 39,131,382
Architectural & Engineering:	\$ 1,000,000
Other Soft Costs*:	\$ 6,001,188
Developer Fee:	\$ 7,921,790
Hard & Soft Contingency:	\$ 4,500,000
Reserves:	\$ 665,763
Cost of Issuance/ Financing Costs:	<u>\$ 2,834,172</u>
Total Uses:	\$ 66,309,295

Terms of Transaction:

Amount:	\$50,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022



777 WEST SAN CARLOS RESIDENTIAL APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Danco Group

Action: Initial Resolution

Amount: \$85,000,000

Purpose: Finance an Affordable Multi-Family Rental Housing Facility Located in the City of San Jose, Santa Clara County, California

Activity: Affordable Housing

Meeting: February 25, 2022

Background:

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

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

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

The Project:

The 777 West San Carlos Residential Apartments is the new construction of a 154-unit affordable housing multi-family apartment project located in the City of San Jose, CA. Common areas will include a common main entry lobby along Sunol street and secondary entry along W San Carlos St, multi-purpose room, community room with full kitchen, manager's office and therapy rooms/small offices for individual sessions. There will also be another office, fitness room, yoga room, bike parking, bike repair area, package storage area, pet grooming room, trash room, and two elevators. Laundry rooms are provided on each residential floor and will contain super-efficient commercial grade washers and dryers, with fully accessible controls and maneuvering clearances. Having common laundry facilities instead of in-unit laundry has been proven to save significant amounts of water and energy, as well as provide opportunities for unstructured positive social interaction. This financing will create 153 units of affordable housing in the City of San Jose for the next 55 years.

The City of San Jose:

The City of San Jose is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$23,477 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 71,231,864
Taxable Bond Proceeds:	\$ 12,633,948
LIH Tax Credit Equity:	\$ 13,320,852
State Tax Credits:	\$ 3,911,352
Measure A Funds:	\$ 29,720,215
Deferred Developer Fee:	<u>\$ 3,826,477</u>
Total Sources:	\$ 134,644,708

Uses of Funds:

Acquisition/Land Purchase:	\$ 11,200,000
New Construction:	\$ 99,745,461
Architectural:	\$ 2,200,000
Construction Interest & Fees:	\$ 5,104,056
Permanent Financing:	\$ 433,618
Legal Fees:	\$ 150,000
Reserves:	\$ 670,316
Soft Cost Contingency:	\$ 616,107
Other Project Costs*:	\$ 9,423,180
Developer Costs:	<u>\$ 5,101,970</u>
Total Uses:	\$ 134,644,708

Terms of Transaction:

Amount:	\$85,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

The construction of this project will create 153 units of high-quality affordable housing in the City of San Jose for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

- 11% (102 Units) restricted to 30% or less of area median income households; and
- 11% (14 Units) restricted to 40% or less of area median income households; and
- 11% (14 Units) restricted to 50% or less of area median income households; and
- 37% (23 Units) restricted to 60% or less of area median income households.

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

Term of Restriction: 55 years

Finance Team:

Lender:	Pacific Western Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Odu & Associates

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$85,000,000 for the 777 West San Carlos Residential Apartments affordable housing facility located in the City of San Jose, 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.

Public Benefit:

A total of 99 households will be able to enjoy high quality, independent, affordable housing in the County of Fremont, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
10% (10 Units) restricted to 30% or less of area median income households; and
25% (25 Units) restricted to 50% or less of area median income households; and
48% (47 Units) restricted to 60% or less of area median income households; and
17% (17 Units) restricted to 80% or less of area median income households.
Unit Mix: Studio, 2- and 3-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$50,000,000 for the Osgood Apartments South affordable multi-family housing facility located in the City of Fremont, Alameda County, California.

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

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



MERIDIAN AT CORONA STATION APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Danco Group

Action: Initial Resolution

Amount: \$60,000,000

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

Activity: Affordable Housing

Meeting: February 25, 2022

Background:

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

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

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

The Project:

The Meridian at Corona Station Apartments is the new construction of a 131-unit affordable housing multi-family apartment project located in the City of Petaluma, CA. There will be a total of six 3-story buildings with a unit mix of studios, 1-bedroom, 2-bedroom and 3-bedrooms units and one 4-story building with a unit mix of studios, 1-bedroom, 2-bedroom, and 3 bedrooms. Site amenities include a basketball half-court, a play field and recreational area for kids ages 13-17, and a “tot-lot” for kids ages 2-12 which are placed in full view of the community and away from vehicular parking. This financing will create 130 units of affordable housing in the City of Petaluma for the next 55 years.

The City of Petaluma:

The City of Petaluma is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$18,242 as part of the CMFA’s sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 39,251,968
Taxable Bond Proceeds:	\$ 11,283,825
Recycled Bond Proceeds:	\$ 3,916,391
LIH Tax Credit Equity:	\$ 7,086,082
State Tax Credits:	\$ 3,948,757
City of Petaluma:	\$ 2,000,000
Deferred Costs:	\$ 396,897
Deferred Developer Fee:	<u>\$ 6,070,973</u>
Total Sources:	\$ 73,954,893

Uses of Funds:

Acquisition/Land Purchase:	\$ 10,630,000
New Construction:	\$ 43,643,117
Architectural:	\$ 1,731,187
Construction Interest & Fees:	\$ 3,329,844
Permanent Financing:	\$ 241,010
Legal Fees:	\$ 115,000
Reserves:	\$ 475,348
Soft Cost Contingency:	\$ 382,179
Other Project Costs*:	\$ 5,312,578
Developer Fee:	<u>\$ 8,094,630</u>
Total Uses:	\$ 73,954,893

Terms of Transaction:

Amount:	\$60,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

The construction of this project will create 130 units of high-quality affordable housing in the City of Petaluma for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
25% (33 Units) restricted to 30% or less of area median income households; and
11% (14 Units) restricted to 50% or less of area median income households; and
64% (83 Units) restricted to 60% or less of area median income households.
Unit Mix: Studio, 1-, 2- & 3-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Pacific Western Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Odu & Associates

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$60,000,000 for the Meridian at Corona Station Apartments affordable housing facility located in the City of Petaluma, Sonoma 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.



8181 ALLISON APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	USA Properties
Action:	Initial Resolution
Amount:	\$45,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of La Mesa, San Diego County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

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

The Project:

The 8181 Allison Apartments project is the new construction of a 147-unit multifamily affordable housing project located in the City of La Mesa, CA. The project will be restricted to households earning between 30% and 70% of Area Median Income, with one unit designated for the property manager. Amenities will include a clubroom with TV, resident computers and hospitality Kitchen. Outdoor amenities will include courtyards that include spa, outdoor seating and BBQ are with dining spaces. There will also be a roof terrace and laundry rooms. Services will include adult educational classes such as health and wellness, or skill building classes, etc. (no less than 84 hours per year) and individualized health and wellness services and programs (no less than 100 hours per year). This financing will create 146 units of affordable multifamily housing for low-income households in the City of La Mesa for the next 55 years.

The City of La Mesa:

The City of La Mesa a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$15,916 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 31,000,000
Taxable Bond Proceeds:	\$ 9,500,000
Deferred Fees:	\$ 7,117,003
City of La Mesa:	\$ 6,620,000
LIH Tax Credit Equity:	<u>\$ 5,379,263</u>
Total Sources:	\$ 59,616,266

Uses of Funds:

Land Acquisition:	\$ 6,620,000
New Construction:	\$ 36,924,603
Architectural & Engineering:	\$ 1,913,205
Legal & Professional:	\$ 165,000
Operating Reserves:	\$ 523,720
Permit and Impact Fees:	\$ 1,861,077
Soft Costs*:	\$ 4,728,506
Developer Fee:	\$ 6,624,846
Costs of Issuance:	<u>\$ 255,309</u>
Total Uses:	\$ 59,616,266

Terms of Transaction:

Amount:	\$45,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 146 low-income households will be able to enjoy high quality, independent, affordable housing in the City of La Mesa, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
21% (30 Units) restricted to 30% or less of area median income households; and
21% (30 Units) restricted to 50% or less of area median income households; and
58% (86 Units) restricted to 70% or less of area median income households
Unit Mix: 1- & 2-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$45,000,000 for the 8181 Allison Apartments affordable multi-family housing facility located in the City of La Mesa, San Diego 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” and may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.



CUSSICK APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Danco Group
Action:	Initial Resolution
Amount:	\$35,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Chico, Butte County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

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

The Project:

The Cussick Apartments is the new construction of a 76-unit affordable housing multi-family apartment project located in the City of Chico, CA. There will be a total of seven buildings with a unit mix of 2-bedroom, 3-bedrooms and 4-bedroom units. Located within the ground floor of Building E, at the center of the project development, the community building amenity is designed for flexibility and resident access of amenities after regular business hours. Both the commercial grade laundry room and exercise facility are directly accessible from the exterior of the structure through controlled access entries. Typical controlled access features, for resident safety and security, include RFID FOB's or similar radio transmission cards or plastic key fobs that have a distinctive code and access privilege specific to an individual unit for recordation and historical archiving of access to common amenities. The common area living room will have wall mounted televisions, speakers and amps for sound distribution, commercial grade furnishings and décor. The on-site laundry facility will be provided with quarry tile flooring and base, commercial grade washing machines and dryers, along with a utensil sink and folding table. Both the laundry facility and common area will have access to fully ADA compliant unisex restrooms, which are directly adjacent to the on-site manager's office and storage area. This financing will create 75 units of affordable housing in the City of Chico for the next 55 years.

The City of Chico:

The City of Chico is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$13,405 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 24,567,544
Taxable Bond Proceeds:	\$ 865,971
LIH Tax Credit Equity:	\$ 3,624,593
State Tax Credits:	\$ 2,091,111
HCD CDBG:	\$ 12,000,000
Deferred Costs:	\$ 2,273,456
Deferred Developer Fee:	\$ 2,015,710
Total Sources:	\$ 47,438,385

Uses of Funds:

Acquisition/Land Purchase:	\$ 3,010,000
New Construction:	\$ 33,573,016
Architectural:	\$ 1,656,760
Construction Interest & Fees:	\$ 1,159,314
Permanent Financing:	\$ 201,835
Legal Fees:	\$ 115,000
Reserves:	\$ 169,432
Soft Cost Contingency:	\$ 328,995
Other Project Costs*:	\$ 4,536,420
Developer Fee:	\$ 2,687,613
Total Uses:	\$ 47,438,385

Terms of Transaction:

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

Public Benefit:

The construction of this project will create 75 units of high-quality affordable housing in the City of Chico for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

- 29% (22 Units) restricted to 30% or less of area median income households; and
- 47% (35 Units) restricted to 40% or less of area median income households; and
- 19% (14 Units) restricted to 50% or less of area median income households; and
- 5% (4 Units) restricted to 60% or less of area median income households.

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

Term of Restriction: 55 years

Finance Team:

Lender:	Pacific Western Bank
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Odu & Associates

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$35,000,000 for the Cussick Apartments affordable housing facility located in the City of Chico, Butte 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.



MARJA ACRES APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	USA Properties
Action:	Initial Resolution
Amount:	\$16,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Carlsbad, San Diego County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

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

The Project:

The Marja Acres Apartments project is the new construction of a 47-unit multifamily senior affordable housing project located in the City of Carlsbad, CA. The proposed community will consist of one-bedroom units that will be restricted to households earning between 30% and 60% of AMI. The proposed amenities will include a clubroom, outdoor dining patio with BBQ, a community garden and laundry room. Services will include adult educational classes such as health and wellness, or skill building classes, etc. (no less than 84 hours per year) and individualized health and wellness services and programs (no less than 60 hours per year). This financing will create 46 units of affordable multifamily housing for low-income senior households in the City of Carlsbad for the next 55 years.

The City of Carlsbad:

The City of Carlsbad a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$5,625 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 9,000,000
Deferred Developer Fee:	\$ 2,299,131
Subsidy Loan - Carlsbad:	\$ 650,000
Master Developer Subsidy:	\$ 3,810,000
LIH Tax Credit Equity:	<u>\$ 1,568,922</u>
Total Sources:	\$ 17,328,053

Uses of Funds:

Land Acquisition:	\$ 1
New Construction:	\$ 10,269,887
Architectural & Engineering:	\$ 979,000
Legal & Professional:	\$ 165,000
Operating Reserves:	\$ 141,454
Permit and Impact Fees:	\$ 891,242
Soft Costs*:	\$ 2,456,002
Developer Fee:	\$ 2,138,817
Costs of Issuance:	<u>\$ 286,650</u>
Total Uses:	\$ 17,328,053

Terms of Transaction:

Amount:	\$16,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	October 2022

Public Benefit:

A total of 46 low-income senior households will be able to enjoy high quality, independent, affordable housing in the City of Carlsbad, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
11% (5 Units) restricted to 30% or less of area median income households; and
78% (36 Units) restricted to 50% or less of area median income households; and
11% (5 Units) restricted to 60% or less of area median income households.
Unit Mix: 1-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$16,000,000 for the Marja Acres Apartments affordable multi-family housing facility located in the City of Carlsbad, San Diego 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” and may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.



VIEW AT BLOSSOM HILL APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	JEMCOR Development Partners, LLC
Action:	Initial Resolution
Amount:	\$95,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of San Jose, Santa Clara County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

JEMCOR Development Partners, LLC and its affiliate JEMCOR Construction Partners, Inc. ("JEMCOR") are vertically integrated real estate development and construction companies that focus on the acquisition, development and construction of affordable workforce, affordable senior and mixed-income apartment communities throughout California. JEMCOR has been involved in the acquisition, design, entitlement, finance, construction and asset management of thousands of apartment units across affordable, luxury market rate and mixed-use apartment communities most of which they maintain ownership in. Every development has been either partially or fully funded with internal capital giving JEMCOR a vested interest in the long-term success and impact on the community and its stakeholders. Other financing sources have included conventional debt, tax-exempt bonds, low-income housing tax credit equity and joint venture equity with most sources coming from existing relationships.

The Project:

The View at Blossom Hill Apartments project is the new construction of a multifamily affordable housing project located in the City of San Jose, CA. The project will be composed of 271 units of housing for low-income households earning between 30% and 60% of Area Median Income. Four units will be designated for property managers. Amenities will include a community center with great room, game and lounge areas, business center, community kitchen and outdoor dining patio with seating areas. The project will offer after-school services and job training services. This financing will create 267 units of affordable multifamily housing in the City of San Jose for the next 55 years.

The City of San Jose:

The City of San Jose is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$25,000 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 75,000,000
Taxable Bonds:	\$ 15,000,000
Recycled Bonds:	\$ 5,000,000
LIH Tax Credit Equity:	\$ 26,000,000
Deferred Fees:	<u>\$ 20,000,000</u>
Total Sources:	\$ 141,000,000

Uses of Funds:

Land Acquisition:	\$ 10,800,000
New Construction:	\$ 89,250,000
Architectural & Engineering:	\$ 3,000,000
Legal & Professional:	\$ 1,900,000
Permit and Impact Fees:	\$ 10,000,000
Construction Interest & Fees:	\$ 1,500,000
Development Fees:	\$ 16,500,000
Interest:	\$ 7,500,000
Costs of Issuance:	<u>\$ 550,000</u>
Total Uses:	\$ 141,000,000

Terms of Transaction:

Amount:	\$95,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 267 low-income households will be able to enjoy high quality, independent, affordable housing in the City of San Jose, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
11% (29 Units) restricted to 30% or less of area median income households; and
11% (29 Units) restricted to 50% or less of area median income households; and
78% (209 Units) restricted to 60% or less of area median income households;
Unit Mix: 1-, 2- & 3-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Citibank N.A.
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Rodriguez Wright

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$95,000,000 for View at Blossom Hill Affordable Apartments affordable multi-family housing facility located in the City of San Jose, Santa Clara County, California.

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

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



RICHLAND VILLAGE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Sutter Community Affordable Housing
Action:	Initial Resolution
Amount:	\$45,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Yuba City, Sutter County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

Sutter Community Affordable Housing (SCAH) was formed in 1997 and is a nonprofit affiliate of Regional Housing Authority. The goal of SCAH is to:

1. Provide affordable housing for low-income persons and households where no adequate housing exists for such groups;
2. Provide decent, safe and sanitary housing for low-income persons and households and assist them to secure the basic human need of decent shelter; and
3. Act as general partner in limited partnerships to develop and own housing for the benefit of low-income persons.

SCAH has developed over 240 units of affordable housing throughout Yuba City and has participated as the owner, co-developer and/ or general partner in 7 affordable housing projects.

The Project:

The proposed project, Richland Village, will be composed of eight three-story residential buildings that will create 176 residential housing units that will span over approximately 4.36 acres, as well as one community building. The site will incorporate passive solar site planning & building strategies along with roof-top photovoltaic panels to achieve a zero-net-energy usage. 175 of the units will be income restricted to individuals, couples and families that qualify between 30%-60% of area median income, and one unit will be unrestricted for the on-site property manager. Twenty units will also receive rental assistance through the Regional Housing Authority project-based voucher program. This financing will create 175 units of affordable multifamily housing for low-income households in the City of Yuba City for the next 55 years.

The City of Yuba City:

The City of Yuba City a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$17,833 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 36,000,000
Taxable Bond Proceeds:	\$ 16,000,000
HCD AHSC HRI:	\$ 3,000,000
Sutter County:	\$ 453,552
RHA-City Loan:	\$ 1,000,000
RHA-Land Acquisition:	\$ 2,110,000
Deferred Fees:	\$ 4,098,761
LIH Tax Credit Equity:	\$ 7,187,687
Total Sources:	\$ 69,850,000

Uses of Funds:

Land Acquisition:	\$ 2,110,000
New Construction:	\$ 48,450,000
Permanent Relocation:	\$ 303,122
Architectural & Engineering:	\$ 965,000
Legal & Professional:	\$ 230,000
Contingency Costs:	\$ 3,341,178
Reserves:	\$ 881,000
Financing & Interest Fees:	\$ 5,010,000
Developer Fee:	\$ 8,366,200
Costs of Issuance:	\$ 193,500
Total Uses:	\$ 69,850,000

Terms of Transaction:

Amount:	\$45,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2022

Public Benefit:

A total of 175 low-income households will be able to enjoy high quality, independent, affordable housing in the City of Yuba City, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
21% (36 Units) restricted to 30% or less of area median income households; and
40% (71 Units) restricted to 50% or less of area median income households; and
39% (68 Units) restricted to 60% or less of area median income households.
Unit Mix: 1-, 2- and 3-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Citi Community Capital
Bond Counsel:	Orrick Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Sabelhaus and Strain, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$45,000,000 for the Richland Village Apartments affordable multi-family housing facility located in the City of Yuba City, Sutter 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” and may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.



RANCHO SIERRA SENIOR APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Many Mansions
Action:	Initial Resolution
Amount:	\$45,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in Unincorporated Ventura County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

The Project:

Rancho Sierra Senior Apartments is a new 50-unit multifamily affordable housing development, located in Unincorporated Ventura County just outside of Camarillo city limits. Many Mansions entered into a long term (99 year) ground lease in December 2021 with the County of Ventura. Rancho Sierra Senior Apartments will feature 49 one-bedroom of which all the units will be restricted to seniors (62+). 24 of the restricted units will service seniors (62+) experiencing homelessness with a mental disability and/or at-risk of being homeless. All units will be restricted to 30% of the Area Median Income. This financing will create 49 units of affordable housing for Ventura County households for the next 55 years.

The County of Ventura:

The County of Ventura is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the County is expected to receive approximately \$14,011 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 29,068,353
County of Ventura PHLA:	\$ 771,259
County of Ventura HOME:	\$ 291,960
Deferred Costs:	\$ 1,856,153
Deferred Developer Fee:	\$ 1,300,000
GP Capital Contribution:	\$ 100
LIH Tax Credit Equity:	<u>\$ 1,489,825</u>
Total Sources:	\$ 34,777,650

Uses of Funds:

Land Acquisition:	\$ 0
New Construction:	\$ 24,025,000
Architectural & Engineering:	\$ 1,641,517
Legal & Professional:	\$ 216,392
Contingencies & Reserves:	\$ 2,060,997
Perm Fees/Other Soft Costs*:	\$ 2,731,019
Developer Fee:	\$ 3,500,000
Costs of Issuance:	<u>\$ 602,725</u>
Total Uses:	\$ 34,777,650

Terms of Transaction:

Amount:	\$45,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 49 households will continue to be able to enjoy high quality, independent, affordable housing in the County of Ventura, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
100% (49 Units) restricted to 30% 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:	Goldfarb & Lipman LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$45,000,000 for Rancho Sierra Senior Apartments affordable multi-family housing facility located in unincorporated 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.



FRIENDSHIP SENIOR HOUSING APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Community Housing Development Corporation of North Richmond
Action:	Initial Resolution
Amount:	\$35,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Oakland, Alameda County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

Community Housing Development Corporation of North Richmond (“CHDC”) was founded in 1990 by local leaders in North Richmond working to eliminate blight, improve housing opportunities for current and future residents, and create better economic conditions. It emerged from a housing committee of the North Richmond Neighborhood House and received early support from several local faith-based organizations.

Today, CHDC has added over 200 owner-occupied homes to the Richmond area along with street improvements, public services, senior and family rental housing; CHDC is a leader in the greater Richmond area in affordable homeownership and quality rental housing, and CHDC is recognized statewide for its asset-building programs for low-income households.

CHDC provides a broad range of affordable housing opportunities and services to enable low/moderate income residents to gain better housing and financial stability. Their unique approach to community development engages residents at the grassroots level and ensures that the whole neighborhood benefits from the affordable housing and neighborhood services provided.

CHDC serves households throughout Contra Costa County and beyond. The majority of their clients live in the greater Richmond area. They serve people of all income levels but specialize in serving low- and moderate-income families. A large majority of their clients have incomes below 80% of the area median income.

The Project:

The proposed Friendship Senior Housing Apartments project will be a single, four-story building consisting of 15 studios; 34 one-bedrooms; and 1-two-bedroom manager's unit, serving senior residents age 62 and older with incomes at or below 40% of Area Median Income (AMI). Ten units will be set aside to specifically target senior homeless populations diagnosed with mental illness. The county of Alameda's Coordinated Entry System (CES) will be used to identify these homeless households and will be guided by an experienced, compassionate team of case managers and service providers. The residential units will be constructed on a podium over 45 parking spaces, administrative offices, and the community/activity room. Amenities to provide a comfortable living environment for the seniors will include a large community/activity room with a kitchen, a computer lounge, and lounge/social areas on each residential level promoting resident interaction, laundry facilities, and a beautifully landscaped open courtyard. This financing will create 49 units of affordable senior housing for residents of Oakland for the next 55 years.

The City of Oakland:

The City of Oakland is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$13,931 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 19,650,000
Taxable Bond Proceeds:	\$ 8,938,914
City of Oakland:	\$ 6,350,000
Lessor Note:	\$ 1,700,000
Deferred Costs:	\$ 3,332,094
Deferred Developer Fee:	\$ 298,828
GP Capital Contribution:	\$ 100
LIH Tax Credit Equity:	<u>\$ 1,581,887</u>
Total Sources:	\$ 41,851,823

Uses of Funds:

Land Acquisition:	\$ 2,553,500
New Construction:	\$ 28,592,142
Architectural & Engineering:	\$ 1,492,818
Legal & Professional:	\$ 220,000
Construction Period Financing:	\$ 2,655,286
Perm Fees/Other Soft Costs*:	\$ 851,823
Fees/Permits:	\$ 778,554
Design & Environmental:	\$ 645,800
Developer Fee:	\$ 2,423,828
Reserves:	\$ 1,419,822
Costs of Issuance:	<u>\$ 218,250</u>
Total Uses:	\$ 41,851,823

Terms of Transaction:

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

Public Benefit:

A total of 49 households will continue to be able to enjoy high quality, independent, affordable housing in the City of Oakland, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

21% (10 Units) restricted to 20% or less of area median income households; and
69% (34 Units) restricted to 30% or less of area median income households; and
10% (5 Units) restricted to 40% or less of area median income households.

Unit Mix: Studio and 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:	Goldfarb & Lipman LLP
Financial Advisor:	Devine & Gong

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$35,000,000 for Friendship Senior Housing Apartments affordable multi-family housing facility located in the City of Oakland, Alameda County, California.

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

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



VILLA VERDE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Abode Communities
Action:	Initial Resolution
Amount:	\$50,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Coachella, Riverside County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

Abode Communities Mission is to open new doors in people's lives through creative and responsible design, development and operation of service-enhanced affordable housing. Since 1968, when they were founded as the Los Angeles Community Design Center, Abode Communities has found success through the strength of their fully integrated, multidisciplinary approach. Every project receives the benefit of the experience and cooperation of their core groups: Development, Architecture, Housing Services and Resident Services.

Abode Communities' specific strength is building sustainable, multi-family affordable housing to address the needs of Southern California's large workforce, low-income families, seniors and individuals with special needs. Currently, they own 34 properties that are home to more than 6,200 residents.

Beyond bricks and mortar, Abode Communities is committed to the individual success of each of their residents. They build childcare centers, community centers and computer labs into their facilities, and provide an enriching Resident Services Program.

Their work encourages participation and leadership in their communities, enhances children's academic achievement and self-esteem, and helps adults to become confident and educated contributors to their community.

The Project:

The new-construction Villa Verde multifamily affordable project will provide 152 one-, two- and three-bedroom units that will be income-restricted to households making 30-50% of AMI. Of those units, 50 units will be designated as permanent supportive housing for persons who are at-risk of homelessness/chronic homelessness and in need of mental health services, and 2 units will be reserved as manager units. The project will consist of 27 two-story wood-framed buildings. Onsite facilities will include 171 covered parking spaces, laundry facilities, outdoor play areas spread over 5 programmed patios, and a community building with a community room (equipped with kitchen) and office spaces for property management, resident services, and supportive services staff. This financing will create 150 units of affordable housing for Coachella households for the next 55 years.

The City of Coachella:

The City of Coachella is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$19,400 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 39,117,510
Taxable Bond Proceeds:	\$ 22,287,121
Deferred Costs:	\$ 3,327,053
Riverside Co. PLHA:	\$ 3,000,000
Riverside Co. Land Contr.:	\$ 1,850,000
Deferred Developer Fee:	\$ 1,300,000
Riverside Co. Taxable Bond:	\$ 450,000
Coachella RDA Funds:	\$ 219,892
LIH Tax Credit Equity:	<u>\$ 3,794,806</u>
Total Sources:	\$ 75,346,382

Uses of Funds:

Land Acquisition:	\$ 1,850,000
New Construction:	\$ 55,079,800
Architectural & Engineering:	\$ 2,895,146
Legal & Professional:	\$ 1,624,595
Permits/Fees:	\$ 3,072,769
Other Soft Costs*:	\$ 4,385,533
Reserves:	\$ 1,862,453
Developer Fee:	\$ 3,500,000
Costs of Issuance:	<u>\$ 1,076,086</u>
Total Uses:	\$ 75,346,382

Terms of Transaction:

Amount:	\$50,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	June 2023

Public Benefit:

A total of 150 households will continue to be able to enjoy high quality, independent, affordable housing in the City of Coachella, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
52% (78 Units) restricted to 30% or less of area median income households; and
19% (28 Units) restricted to 40% or less of area median income households; and
29% (44 Units) restricted to 50% or less of area median income households.
Unit Mix: 1-, 2- and 3-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Bocarsly Emden Cowan Esmail & Arndt LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$50,000,000 for Villa Verde Apartments affordable multi-family housing facility located in the City of Coachella, Riverside County, California.

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

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



2350 S. BASCOM APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	\$76,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of San Jose, Santa Clara County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

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, 2350 S. Bascom, is a 123-unit new construction rental project located on 0.96 acres in San Jose, CA. With a mix of 50 studio units, 5 one-bedroom units, 31 two-bedroom units, and 37 three-bedroom units, the proposed project will provide affordable housing for families earning up to 80% of the AMI for Santa Clara County. The units will be newly constructed apartments contained in one six-story residential building. The project will consist of a building with five residential stories over one level of podium parking. Residents will enjoy amenities such as a community center, fitness center, and an outdoor children's playground. 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. This financing will create 122 units of affordable housing for low-income households in the City of San Jose for the next 55 years.

The City of San Jose:

The City of San Jose is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$21,833 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 48,000,000
Taxable Bonds:	\$ 20,000,000
Recycled Bonds:	\$ 8,000,000
Deferred Developer Fee:	\$ 9,800,000
Deferred Costs:	\$ 934,530
LIH Tax Credit Equity:	<u>\$ 5,357,404</u>
Total Sources:	\$ 92,091,934

Uses of Funds:

Land Acquisition:	\$ 9,960,000
New Construction:	\$ 55,406,425
Architectural & Engineering:	\$ 1,500,000
Other Soft Costs*:	\$ 4,447,036
Developer Fee:	\$ 9,800,000
Hard & Soft Contingency:	\$ 4,850,000
Reserves:	\$ 934,530
Cost of Issuance/ Financing Costs:	<u>\$ 5,193,943</u>
Total Uses:	\$ 92,091,934

Terms of Transaction:

Amount:	\$76,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 122 households will be able to enjoy high quality, independent, affordable housing in the City of San Jose, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
8% (10 Units) restricted to 30% or less of area median income households; and
29% (35 Units) restricted to 50% or less of area median income households; and
47% (57 Units) restricted to 60% or less of area median income households; and
16% (20 Units) restricted to 80% 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:	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 \$76,000,000 for the 2350 S. Bascom Apartments affordable multi-family housing facility located in the City of San Jose, Santa Clara County, California.

Note: This transaction is subject to review and 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.



ORION APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	USA Properties
Action:	Initial Resolution
Amount:	\$45,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Orange, Orange County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

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

The Project:

The Orion Apartments project is the new construction of a 166-unit multifamily affordable housing project located in the City of Orange, CA. The proposed community will consist of three buildings which are 3 to 4-stories in height, surface parking and landscaping. The proposed total gross building area is approximately 145,814 SF, including apartments and resident-serving amenity uses. The community has been designed to include ample open space, provide gathering areas for residence, create street presence along both S. Tustin Street and La Veta Avenue, and to respect the existing adjacent neighborhoods. Services will include adult educational classes such as health and wellness, or skill building classes, etc. (no less than 84 hours per year) and individualized health and wellness services and programs (no less than 60 hours per year). This financing will create 165 units of affordable multifamily housing for low-income households in the City of Orange for the next 55 years.

The City of Orange:

The City of Orange a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$14,933 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond Proceeds:	\$ 27,000,000
Recycled Bond Proceeds:	\$ 7,600,000
Deferred Fees:	\$ 6,665,296
RCC Loans:	\$ 7,630,000
LIH Tax Credit Equity:	<u>\$ 3,472,814</u>
Total Sources:	\$ 52,368,110

Uses of Funds:

Land Acquisition:	\$ 1
New Construction:	\$ 34,028,783
Architectural & Engineering:	\$ 2,134,088
Legal & Professional:	\$ 165,000
Operating Reserves:	\$ 663,741
Permit and Impact Fees:	\$ 4,724,797
Soft Costs*:	\$ 3,973,435
Developer Fee:	\$ 6,434,315
Costs of Issuance:	<u>\$ 243,950</u>
Total Uses:	\$ 52,368,110

Terms of Transaction:

Amount:	\$45,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 165 low-income households will be able to enjoy high quality, independent, affordable housing in the City of Orange, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
12% (19 Units) restricted to 30% or less of area median income households; and
27% (45 Units) restricted to 50% or less of area median income households; and
27% (45 Units) restricted to 60% or less of area median income households; and
34% (56 Units) restricted to 70% or less of area median income households
Unit Mix: 1- & 2-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$45,000,000 for the Orion Apartments affordable multi-family housing facility located in the City of Orange, Orange 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” and may include the following; Accounting/Reimbursable, Appraisals, Audit Costs, Capital Needs Assessment, Contingency, Demolition & Environmental Remediation, Environmental Audit, Furnishings, Inspections, Insurance, Investor Due Diligence, Local Development Impact Fees, Marketing, Market Study, Operating Reserves, Permit Processing Fees, Prevailing Wage Monitoring, Relocation, Seismic, Syndication Consultants, TCAC App/Allocation/Monitoring Fees.



SMOKE TREE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Pacific West Communities, Inc.
Action:	Initial Resolution
Amount:	\$25,000,000
Purpose:	Finance an Affordable Multi-Family Rental Housing Facility Located in the City of Wasco, Kern County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

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, Smoke Tree Apartments, will be a 36-unit new construction multifamily farmworker rental project located on 2.6 acres in Wasco, CA. With a mix of 20 two-bedroom units and 16 three-bedroom units, the proposed project will provide affordable housing for families earning up to 60% of the AMI for Kern County. The units will be newly constructed apartments contained in four (4) two-story residential buildings. The project will also offer a one-story community building. Residents will enjoy amenities such as a community center, fitness center, an outdoor children's playground, and a basketball half-court. 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. This financing will create 35 units of affordable housing for low-income households in the City of Wasco for the next 55 years.

The City of Wasco:

The City of Wasco is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$5,136 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 8,217,764
Deferred Developer Fee:	\$ 1,909,651
Deferred Costs:	\$ 180,852
HCD – Joe Serna Loan:	\$ 3,775,000
LIH Tax Credit Equity:	<u>\$ 1,320,457</u>
Total Sources:	\$ 15,403,724

Uses of Funds:

Land Acquisition:	\$ 360,000
New Construction:	\$ 9,940,230
Architectural & Engineering:	\$ 600,000
Other Soft Costs*:	\$ 1,296,600
Developer Fee:	\$ 1,909,651
Hard & Soft Contingency:	\$ 672,000
Reserves:	\$ 180,852
Cost of Issuance/ Financing Costs:	<u>\$ 444,391</u>
Total Uses:	\$ 15,403,724

Terms of Transaction:

Amount:	\$25,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	December 2022

Public Benefit:

A total of 35 households will be able to enjoy high quality, independent, affordable housing in the City of Wasco, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
25% (9 Units) restricted to 30% or less of area median income households; and
25% (9 Units) restricted to 50% or less of area median income households; and
50% (17 Units) restricted to 60% or less of area median income households.
Unit Mix: 2- and 3-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$25,000,000 for the Smoke Tree Apartments affordable multi-family housing facility located in the City of Wasco, Kern 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.



VINE CREEK 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 Temecula, Riverside County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

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 site for the proposed project, Vine Creek Apartments, is approximately 2.27 acres of land located on the northwest corner of Main Street and Pujol Street in the City of Temecula. The proposed development will be a 60-unit rental new construction project. With a mix of 7 one-bedroom units, 32 two-bedroom units, and 21 three-bedroom units, Vine Creek Apartments will provide affordable housing for families earning up to 60% of the area median income for Riverside County. The project will include two residential buildings. The units will be newly constructed three-story garden style apartments. Exterior design elements are incorporated with the design style of Andalusian Spanish Architecture to conform to the Temecula Old Town Specific Plan. Within the units, residents will enjoy standard features including refrigerators, exhaust fans, dishwashers, disposals, and ranges with ovens. All units feature an outdoor balcony or patio with storage space. Project amenities are distributed throughout the site, providing community space in both residential buildings. Amenities include a large community room with kitchen, fitness center, centrally located pool with pool deck, and outdoor children's playground. This financing will create 59 units of affordable housing for low-income households in the City of Temecula for the next 55 years.

The City of Temecula:

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

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bonds:	\$ 20,000,000
Deferred Developer Fee:	\$ 3,507,761
Deferred Costs:	\$ 619,435
City of Temecula Loans:	\$ 2,262,145
County of Riverside PLHA Loan:	\$ 2,964,921
LIH Tax Credit Equity:	<u>\$ 1,508,525</u>
Total Sources:	\$ 30,862,787

Uses of Funds:

Land Acquisition:	\$ 3,600,000
New Construction:	\$ 18,543,513
Architectural & Engineering:	\$ 600,000
Other Soft Costs*:	\$ 2,529,233
Developer Fee:	\$ 3,507,761
Hard & Soft Contingency:	\$ 1,130,000
Reserves:	\$ 242,484
Cost of Issuance/ Financing Costs:	<u>\$ 709,796</u>
Total Uses:	\$ 30,862,787

Terms of Transaction:

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

Public Benefit:

A total of 59 households will be able to enjoy high quality, independent, affordable housing in the City of Temecula, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

10% (6 Units) restricted to 30% or less of area median income households; and
29% (17 Units) restricted to 50% or less of area median income households; and
45% (27 Units) restricted to 60% or less of area median income households; and
16% (9 Units) restricted to 80% or less of area median income households.

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

Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	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 Vine Creek Apartments affordable multi-family housing facility located in the City of Temecula, Riverside County, California.

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

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



BETH ASHER SENIOR APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Satellite Affordable Housing Associates
Action:	Initial Resolution
Amount:	\$25,000,000
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Oakland, Alameda County, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

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

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

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

The Project:

The Beth Asher Apartments is the acquisition and rehabilitation of a 49-unit project serving low- and very low-income households located at 3649 Dimond Avenue, Oakland, CA. The development consists of 15 one-bedroom and 34 Studio units in a 1970's concrete construction building located in the Dimond District of Oakland. Substantial building upgrades and unit renovations will be needed for the project. Rehabilitation work will increase energy efficiency and resiliency at the building for emergencies and reduce GHG emissions. Unit amenities include balcony/patios, blinds, oven/range and refrigerator. Common area amenities include a community room, computers, rear courtyard/garden, elevator, on-site laundry, gated and secure building, gated perimeter and garage, video surveillance for security as well as an on-site property manager and service coordination staff. This financing will preserve 48 units of affordable housing for households in the City Oakland for the next 55 years.

The City of Oakland:

The City of Oakland is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$12,549 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 17,832,769
Taxable Bond Proceeds:	\$ 2,465,750
Seller Carryback:	\$ 9,000,000
Deferred Fee:	\$ 3,324,731
GP Equity/ Existing Reserves:	\$ 176,145
LIHTC Equity:	\$ 1,181,180
Total Sources:	\$ 33,980,575

Uses of Funds:

Land Acquisition:	\$ 900,000
Building Acquisition:	\$ 13,500,000
Rehabilitation:	\$ 10,791,536
Architectural & Engineering:	\$ 675,783
Legal and Professional:	\$ 185,000
Relocation:	\$ 1,300,000
Other Soft Costs*:	\$ 2,247,859
Developer Fee:	\$ 4,058,657
Costs of Issuance:	\$ 321,740
Total Uses:	\$ 33,980,575

Terms of Transaction:

Amount:	\$25,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	September 2022

Public Benefit:

A total of 48 low-income households will continue to be able to enjoy high quality, independent, affordable housing in the City of Oakland, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
15% (7 Units) restricted to 30% or less of area median income households; and
85% (41 Units) restricted to 60% or less of area median income households.
Unit Mix: Studio and 1-bedrooms
Term of Restriction: 55 years

Finance Team:

Lender:	TBD
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Goldfarb & Lipman
Financial Advisor:	Community Economics, Inc.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$25,000,000 for Beth Asher Senior Apartments affordable multi-family housing facility located in the City of Oakland, Alameda County, California.

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

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



VOSE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Alliant Strategic Development

Action: Initial Resolution

Amount: \$150,000,000

Purpose: Finance Affordable Rental Housing Facilities Located in the City of Los Angeles, Los Angeles County, California

Activity: Affordable Housing

Meeting: February 25, 2022

Background:

Alliant Strategic Development is led by an experienced team of multifamily real estate professionals. With an average of 25 years of real estate experience, Alliant's executives have collectively built a portfolio of over 1,000 affordable housing communities and have provided homes for over 400,000 families nationwide.

Alliant's focus is to develop safe, healthy, and affordable communities where residents and their families can thrive. This approach directly impacts affordable housing residents by providing quality and stable environments, strengthening the foundations of the communities they serve. Their experience in creative financing and capital structuring has helped in identifying and closing complicated and unique acquisition opportunities. With over 20 years of existing relationships, Alliant's partners include owners, institutional and family office investors; working together to develop successful and profitable projects.

Alliant has an engineering and design team that creates updated, sustainable designs that promote safe and healthy accommodations for all of their developments. They build high quality and environmentally friendly properties that integrate well within each local neighborhood and community. Alliant also has an experienced asset management team ensuring their properties are operating at the highest achievable levels, with positive tenant satisfaction and retention. The asset management team knows market conditions to accurately create viable lease-up schedules resulting in communities that quickly reach stabilization.

The Project:

Vose Apartments is the proposed new construction of a podium, six-story building consisting of 332 residential units plus 3,900 square feet of retail space located on 2.0 acres in Van Nuys, Los Angeles, CA. The unit mix will include 93 studios, 156 one-bedroom/one-bathroom units and 83 two-bedroom/two-bathroom units. 67 units will be restricted rental units. The site is currently improved with 19,700 square feet of retail, which will be demolished to allow the construction of the Project. All the retail spaces are vacant. Alliant Strategic Development, LLC (“ASD”), the sponsor of the Project, will obtain entitlements for the Project and secure a GMP contract to start construction by April 2022.

The unit amenities will include stainless steel kitchen appliances, energy efficient fixtures, central AC, bicycle storage, granite countertops, “in-unit” washer/dryer, and balconies. The project amenities will include a clubhouse that includes a fitness center, game area, recreational room, and business center. The project amenities will also include a pool, hot tub, resident lounge area, BBQ areas, dog run and washing station, garage parking, EV parking chargers, bike storage, additional storage space, both property and unit secured-keyless access, and retail on-site. The Project will offer 170 parking spaces sufficient to meet resident demand given the availability of nearby public transit options (existing bus stops and future Metrolink station planned within walking distance). A car-share program will be available to residents, giving greater autonomy to tenants who choose not to own an automobile.

ASD is utilizing the City of Los Angeles Transit Oriented Communities (TOC) incentives to secure the entitlements for the Project. These incentives include the potential for added density, increased floor area ratio, increased building height, and reduced parking requirements. In exchange, the owner will set-aside 37 of the 332 total units to Extremely Low-Income households with incomes of up to 30% of Area Median Income (“AMI”). In addition, 30 units will be set-aside to Very Low-Income households with incomes of up to 50% AMI. This financing will create 67-units of affordable housing for households in the City of Los Angeles for the next 30 years.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and will be asked to hold a TEFRA hearing. Upon closing, the City is expected to receive approximately \$31,631 as part of the CMFA’s sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Recycled Bonds:	\$ 119,285,000
B-Tranche Recycled Bonds:	\$ 15,000,000
Taxable Bond Proceeds:	\$ 500,000
Developer Equity:	<u>\$ 8,668,469</u>
Total Sources:	\$ 143,453,469

Uses of Funds:

Land Acquisition:	\$ 12,584,865
Building Acquisition:	\$ 16,688,075
New Construction:	\$ 114,180,529
Total Uses:	\$ 143,453,469

Terms of Transaction:

Amount:	\$150,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	May 2022

Public Benefit:

A total of 67 households will be able to enjoy high quality, independent, affordable housing in the City of Los Angeles for the next 30 years.

Percent of Restricted Rental Units in the Project: 20%
10% (37 Units) restricted to 30% or less of area median income households; and
10% (30 Units) restricted to 50% or less of area median income households.
Unit Mix: Studio, 1-, and 2 -bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	RBC Capital Markets, LLC
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	TBD
Borrower Counsel:	Stoel Rives LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve an Initial Resolution of \$150,000,000 for Vose Apartments affordable housing facility located in the City of Los Angeles, Los Angeles County, California.

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

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



FRANK G APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	East Bay Asian Local Development Corporation
Action:	Final Resolution
Amount:	\$38,680,982
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Oakland, Alameda County, California.
Activity:	Affordable Housing
Meeting:	February 25, 2022

Amending Resolution – June 5, 202 Final Resolution

The CMFA Board approved a Final Resolution on June 5, 2020, and the project issued bonds on August 14, 2020. The project is currently seeking to extend the conversion date which triggers a technical reissuance. Therefore, the CMFA Board will need to approve another Final Resolution.

Background:

The East Bay Asian Local Development Corporation (“EBALDC”) was created around the dream of buying and preserving a beautiful but deteriorated warehouse in Oakland's Chinatown. That warehouse became the Asian Resource Center, a multi-service center to house social services and businesses. The Asian Resource center is home to EBALDC, various nonprofit agencies, retail businesses, medical facilities, school district classes, and the Asian Resource Art Gallery.

Since 1975, EBALDC community development efforts have included development of: over 1,600 affordable apartments and townhouses in 17 developments, five of which are historic structures; 124 first-time homeownership units; and 280,000 square feet of space for community organizations, including space for nonprofit organizations, resident services, childcare and small businesses.

In 1999, EBALDC created the Neighborhood Economic Development (NED) Department. The NED Department is dedicated to empowering diverse low-income individuals, families, businesses, and community organizations by mobilizing resources and facilitating collaborations. The NED department includes the following program areas: Family Economic Success (FES), Resident Services and Community Planning and Organizing.

EBALDC is a certified Community Housing Development Organization (CHDO) in Alameda and Contra Costa Counties and has won multiple awards for excellence in architectural design.

The Project:

Frank G Mar Apartments is an existing project located in Oakland on a .92-acre site. The project consists of 117 restricted rental units and 2 unrestricted managers' units. The project has 51 one-bedroom units, 35 two-bedroom units, 27 three-bedroom units and 6 four-bedroom units. The renovations will include building interior upgrades. Interior renovations will include laundry room appliance upgrades, leasing office, community room and lighting upgrades. Individual apartment units will be updated with a new appliance package, countertops, cabinets, lighting fixtures, paint and electrical updates. Lastly, common or site area renovations will consist of a new solar thermal system. The rehabilitation is expected to begin in June 2020 and will be completed in June 2021. The financing of this project will result in preserving affordable housing for 117 low-income households in the City of Oakland for another 55 years.

The City of Oakland:

The City of Oakland is a member of the CMFA and held a TEFRA hearing on January 22, 2020. Upon closing, the City received \$15,613 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond:	\$ 38,680,982	\$ 1,290,000
LIH Tax Credit Equity:	\$ 2,346,412	\$ 24,814,119
Developer Equity:	\$ 5,689,213	\$ 5,689,213
Deferred Developer Fee:	\$ 1,500,000	\$ 1,500,000
Deferred Costs:	\$ 1,701,933	\$ 0
Seller Carryback Loan:	\$ 10,492,373	\$ 10,492,373
City of Oakland ORA Loan:	\$ 4,873,227	\$ 4,873,227
City of Oakland ORA Loan:	\$ 1,747,113	\$ 1,747,113
City of Oakland HODAG Loan:	\$ 5,889,589	\$ 5,889,589
City of Oakland NOFA Loan:	\$ 0	\$ 5,000,000
EBALDC Loan:	\$ 0	\$ 11,500,000
Income from Operations:	\$ 0	\$ 125,208
Total Sources:	\$ 72,920,842	\$ 72,920,842

Uses of Funds:	
Land Cost/ Acquisition:	\$ 40,881,264
Rehabilitation:	\$ 11,860,427
Relocation:	\$ 2,000,000
Contractor Overhead & Profit:	\$ 733,254
Architectural Fees:	\$ 740,000
Survey & Engineering:	\$ 70,000
Construction Interest & Fees:	\$ 2,726,620
Permanent Financing:	\$ 77,900
Legal Fees:	\$ 105,000
Reserves:	\$ 630,644
Appraisal:	\$ 10,000

Hard Cost Contingency:	\$ 3,286,731
Soft Costs, Marketing, etc.*:	\$ 1,450,881
Developer Costs:	<u>\$ 8,348,121</u>
Total Uses:	\$ 72,920,842

Terms of Transaction:

Amount:	\$38,680,982
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	March 2022

Public Benefit:

A total of 117 households will continue to be able to enjoy high quality, independent, affordable housing in the City of Oakland for 55 years.

Percent of Restricted Rental Units in the Project: 100%

62% (72 Units) restricted to 50% or less of area median income households; and

38% (45 Units) restricted to 60% or less of area median income households.

Unit Mix: 1-, 2-, 3- and 4-bedroom units

Term of Restriction: 55 years

Finance Team:

Lender:	U.S. Bank NA
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Kutak Rock, LLP
Borrower Counsel:	Goldfarb & Lipman, LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$38,680,982 for Frank G Mar Apartments affordable multi-family housing facility located in the City of Oakland, Alameda County, California.

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

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



INTERNAL CONTROLS AND POLICIES & PROCEDURES

Subject: Internal Controls and Policies & Procedures

Meeting: February 25, 2022

Background:

The CMFA Internal Controls, which include Policies & Procedures as an appendix, are reviewed annually. The proposed Internal Controls and Policies & Procedures include minor updates and clarifications as well as the addition of a new Website Privacy Policy.

Recommendation:

The Executive Director recommends approving the proposed Internal Controls and Policies and Procedures.



PORTOLA SENIOR APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant:	Community Housing Works
Action:	Final Resolution
Amount:	\$14,245,815
Purpose:	Finance Affordable Multi-Family Rental Housing Facility Located in the City of Lake Forest, County of Orange, California
Activity:	Affordable Housing
Meeting:	February 25, 2022

Background:

Community Housing Works (“CHW”) has a successful 20-year history as a developer and owner of affordable rental apartments in urban, suburban and rural communities across San Diego County. Having completed over 1,300 rental and cooperative apartments in 25 complexes, they currently have some 300 apartments in progress. As a leader in San Diego’s affordable multi-family community, they both build new complexes to alleviate the housing need in San Diego and they acquire and preserve older buildings to revitalize neighborhoods.

Working hard to create a new standard for what affordable housing can and should look like, many of their complexes have won national awards.

Their complexes have also received recognition in Time magazine and design journals. CHW’s projects have been featured on the cover of an Urban Land Institute’s guide to affordable housing programs. The California League of Cities, the Pacific Coast Builders, the California Redevelopment Association, and various local organizations have also recognized CHW projects.

The Project:

Portola Seniors Apartments is the new construction of an affordable multifamily senior apartment complex. The project will be located on Glenn Ranch Road, Lake Forest, CA. The project will be made up of 57 one-bedroom units restricted to households making 50% of Area Median Income

and 1 two-bedroom unit reserved as a manager's unit. The common facilities will include 61 parking spaces, common laundry, onsite office and community space. The project will offer services such as a part-time resident coordinator plus adult classes in health, wellness and financial fitness. The financing of this project will result in the creation of affordable housing for 57 low-income senior households in the City of Lake Forest for the next 55 years.

The City of Lake Forest:

The City of Lake Forest is a member of the CMFA and held a TEFRA hearing on October 19, 2021. Upon closing, the City is expected to receive approximately \$7,028 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond:	\$ 11,245,815	\$ 0
LIH Tax Credit Equity:	\$ 1,723,969	\$ 10,420,282
Developer Equity:	\$ 0	\$ 1,549,502
City of Lake Forest HHAP:	\$ 3,880,000	\$ 3,880,000
City of Lake Forest Fee Waiver	\$ 1,106,633	\$ 1,106,633
LIH State Tax Credit Equity:	\$ 2,500,000	\$ 2,500,000
HCD NPLH Non-Comp:	\$ 0	\$ 1,000,000
Total Sources:	\$ 20,456,417	\$ 20,456,417

Uses of Funds:	
Land Cost/ Acquisition:	\$ 587,365
Construction Costs:	\$ 11,675,586
Construction Hard Cost Contingency:	\$ 1,866,247
Soft Cost Contingency:	\$ 200,000
Architectural/ Engineering:	\$ 1,110,000
Construction Interest & Perm Financing:	\$ 1,408,859
Legal Fees:	\$ 190,000
Reserves:	\$ 893,566
Developer Fee:	\$ 2,524,794
Total Uses:	\$ 20,456,417

Terms of Transaction:

Amount:	\$14,245,815
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	March 2022

Public Benefit:

A total of 57 low-income senior households will be able to enjoy high quality, independent, affordable housing in the City of Lake Forest for 55 years.

Percent of Restricted Rental Units in the Project: 100%
100% (57 Units) restricted to 50% or less of area median income households; and
Unit Mix: 1- & 2-bedroom units
Term of Restriction: 55 years

Finance Team:

Lender:	Pacific Western Bank
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Kutak Rock
Borrower Counsel:	Downs Pham & Kuei, LLP
Financial Advisor:	CHPC

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$14,245,815 for the Portola Senior Apartments affordable multi-family housing facility located in the City of Lake Forest, Orange County, California.

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

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



THE LAKES APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Affordable Housing Alliance II, Inc., dba Integrity Housing

Action: Final Resolution

Amount: \$40,000,000

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

Activity: Affordable Housing

Meeting: February 25, 2022

Background:

Integrity Housing's history began in 1993 with the formation of Affordable Housing Alliance II, Inc. (AHA) with a mission to provide safe, quality multi-family rental housing to households of moderate to low income, initially in the State of Colorado. In the 1990's AHA partnered in the development of Maroon Creek which provides workforce housing in the City of Aspen as well as Woodbridge and Reflections, senior housing in the City of Fort Collins. The cities of Aspen and Fort Collins proved to be good partners and ensured the success of each development. Each project continues to thrive and provide a home for residents.

From the 1990's through 2010, working with an affiliate, key team members of AHA continued to develop, own and operate over 10,000 units of affordable multi-family housing throughout the United States. Rebranding to Integrity Housing in 2010 the company initiated new collaborations of experts in the field of affordable housing, finance and investment strategies to expand its portfolio across the United States. With industry experience tracing back to 1999 the leaders of Integrity Housing have built a diverse and extensive track record in all areas of multifamily and affordable housing.

The Project:

The Lakes Apartments project is the acquisition and rehabilitation of a 102-unit multifamily market rate housing project. The project will be purchased using 501(c)3 bonds to be converted to an affordable multifamily housing project with incomes restricted to 50% and 80% of AMI. Community amenities will include a renovated pool, lounge area, upgraded unit interiors, stainless steel appliance, etc. The project is located at 1818, 1819, 1850 Laguna St., in the City of Concord. This financing will create 102 units of affordable housing in the City of Concord for the next 30 years.

The City of Concord:

The City of Concord became a member of the CMFA and held a TEFRA hearing on February 22, 2022. Upon closing, the City is expected to receive up to \$15,119 as part of the CMFA's sharing of Issuance Fees.

Proposed Construction Financing:

Sources of Funds:

Tax-Exempt Bond:	\$ 35,719,000
Total Sources:	\$ 35,719,000

Uses of Funds:

Building Acquisition:	\$ 33,000,000
Rehabilitation:	\$ 2,000,000
Costs of Issuance:	\$ 719,000
Total Uses:	\$ 35,719,000

Terms of Transaction:

Amount:	\$40,000,000
Maturity:	30 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Institutional & Sophisticated Investors
Rating:	Unrated
Estimated Closing:	February 2022

Public Benefit:

A total of 102 households will be able to enjoy high quality, independent, affordable housing in the City of Concord for the next 30 years.

Percent of Restricted Rental Units in the Project: 100%
21% (21 Units) restricted to 50% or less of area median income households; and
79% (81 Units) restricted to 80% or less of area median income households.
Unit Mix: 1-, 2- and 3-bedrooms
Term of Restriction: 30 years

Finance Team:

Underwriter:	Piper Sandler & Co.
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Underwriter Counsel:	Kutak Rock LLP
Borrower Counsel:	Chernove & Associates, Inc.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$40,000,000 for The Lakes Apartments affordable housing facility located in the City of Concord, Contra Costa County, California.

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



THE CARITAS CORPORATION SUMMARY AND RECOMMENDATIONS

Applicant:	The Caritas Corporation
Action:	Final Resolution
Amount:	\$95,000,000
Purpose:	Refinance the Costs of the Acquisition, Construction, and Improvement of Mobile Home Parks and other Affordable Multifamily Housing Facilities Located in the Cities of Brea, Lancaster, Rohnert Park, Vista, and the Town of Yucca Valley, Counties of Lake, Los Angeles, San Bernardino, San Diego, Sonoma, and Orange, California
Activity:	Affordable Housing (Mobile Home Park)
Meeting:	February 25, 2022

Background:

The Caritas Corporation is a California non-profit public benefit corporation. The mission of The Caritas Corporation is to own and operate affordable housing projects and create vibrant communities where quality of life, resident involvement and caring are priorities.

The Caritas Corporation, based in Irvine, California, was established on September 16, 1996 and is a California nonprofit public benefit corporation. The Borrower received a determination letter from the Internal Revenue Service as to its status as an organization described in Section 501(c)(3) of the Code dated October 24, 1996. Their goal is to own and operate affordable housing projects (mobile home parks) that help lessen the burden of local government by providing and maintaining affordable housing for persons of low income and means.

Caritas owns and operates 20 mobile home parks throughout California that have a combined 3,667 spaces. Caritas is the second largest non-profit owner and operator of mobile home parks in California.

The Project:

The Borrower wishes to finance and refinance the previously incurred costs of the acquisition, construction, improvement and equipment of certain mobile home park facilities owned and operated by the Borrower for the following; (a) a 165 space mobile home park known as Aztec Mobile Home Estates located at 7425 Church Street, Yucca Valley, California 92284; (b) a 123 space mobile home park known as Desert Sands Estates Mobile Home Park located at 45111 25th Street East, Lancaster, California 93535; (c) a 107 space mobile home park known as Estrella de Oro located at 220 Camino Corto, Vista, California 92083; (d) a 464 space mobile home park known as Friendly Village Mobile Home Park located at 1301 E. Avenue I, Lancaster, California 93535; (e) a 261 space mobile home park known as Hacienda Mobile Estates located at 2330 East Avenue J-8, Lancaster, California 93535; (f) a 100 space mobile home park known as Rancho Brea Mobile Home Estates located at 1414 West Central Avenue, Brea, California 92821; (g) a 68 space mobile home park known as Sterling Shores Estates Manufactured Housing Community located at 5830 Robin Hill Road, Lakeport, California 95453; (h) a 283 space mobile home park known as Valley Village Mobile Home Park located at 6401 Country Club Drive in Rohnert Park, California 94928; and (i) a 159 space mobile home park known as Vista Manor Mobile Home Park located at 200 Olive Avenue, Vista, California 92083 (collectively the “Series 2014 Projects” and, when refinanced with certain proceeds of the Bonds (as defined herein), such Series 2014 Projects may also be referred to as the “Series 2022 Projects”).

Lake County and the Cities of Brea, Lancaster, Rohnert Park and Vista and Town of Yucca Valley:

The municipalities all held TEFRA hearings for as required for the initial financing. Upon closing, the municipalities are expected to share approximately \$20,833 as part of the CMFA’s sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:

Taxable Bond Proceeds:	\$ 90,000,000
Prior DSRF 2014A:	\$ 5,000,000
Prior DSRF 2014B:	\$ 1,000,000
Prior DS Fund:	<u>\$ 1,300,000</u>
Total Sources:	\$ 97,300,000

Uses of Funds:

Advance Refunding Escrow:	\$ 90,000,000
Debt Service Reserve Fund:	\$ 5,500,000
Costs of Issuance:	<u>\$ 1,800,000</u>
Total Uses:	\$ 97,300,000

Terms of Transaction:

Amount:	\$95,000,000
Maturity:	2049
Collateral:	Parity Deeds of Trust on property
Bond Purchasers:	Institutional & Retail
Estimated Closing:	March 2022
Expected Rating:	S&P A-

Public Benefit:

Caritas, as a nonprofit, unites people with a purpose to preserve affordable communities that uplift and empower its residents.

With the increasing number of households on fixed or limited incomes and with the scarcity of reliable, long-term, reasonably priced housing in California, Caritas endeavors to create vibrant communities where resident involvement and caring are priorities. In addition to keeping costs down, Caritas works to provide experienced and responsive management of its properties. Residents and Caritas work together to meet ongoing needs, resolve problems and enhance the quality of life throughout its communities.

Finance Team:

Underwriter:	D.A. Davidson & Co.
Underwriter Counsel:	Butler Snow LLP
Bond Counsel:	Squire Patton Boggs (US) LLP
Issuer Counsel:	Jones Hall, APLC
Borrower Counsel:	Dzida, Carey & Steinman PC
Rating Agency:	S&P Global Ratings
Trustee:	Computershare Trust Company, N.A.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$95,000,000 to refinance the acquisition and improvement of mobile home parks located in the Cities of Brea, Lancaster, Rohnert Park, Vista, and the Town of Yucca Valley, Counties of Lake, Los Angeles, San Bernardino, San Diego, Sonoma, and Orange, California.

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