



SILVERWOOD COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant: Silverwood Development Phase I LLC/DMB Development

Amount: \$2,000,000,000

Action: Approval

Purpose: Approve Waiver of 2nd Reading and Adoption of Ordinance Levying Special Taxes within CMFA Community Facilities District No. 2023-11 (City of Hesperia – Silverwood Improvement Area No. 1)

Activity: BOLD/ Community Facilities District

Meeting: November 3, 2023

Background and Resolutions:

The CMFA’s BOLD Program (“BOLD”) utilizes the Mello-Roos Community Facilities Act of 1982 (California Government Code Section 53311 et seq.) (the “Act”) to raise revenues for the infrastructure needs of local agencies in California. The City of Hesperia (the “City”) is a member of the CMFA and a participant in BOLD. Silverwood Development Phase I LLC/DMB Development (the “Developer”) previously submitted an application to the CMFA to use BOLD in relation to the Developer’s proposed development of certain property located in the City.

On August 25, 2023 the CMFA adopted a resolution stating its intention to form a proposed community facilities district (the “Resolution of Intention to Form CFD”) to be called California Municipal Finance Authority Community Facilities No. 2023-11 (City of Hesperia – Silverwood Improvement Area No. 1), and a resolution stating its intention to incur bonded indebtedness for such CFD (the “Resolution of Intention to Incur Bonded Indebtedness”).

On October 13, 2023 the CMFA held a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and held the special election on the formation of the CFD. The CMFA then adopted the following resolutions to facilitate the formation of California Municipal Finance Authority Community Facilities District No. 2023-11:

- Resolution of the Board of Directors of the California Municipal Finance Authority Forming California Municipal Finance Authority Community Facilities District No. 2023-11 (City of Hesperia – Silverwood) (the “Resolution of Formation”).
- Resolution of the Board of Directors of the California Municipal Finance Authority Determining Necessity to Incur Bonded Indebtedness and Other Debt in and for California Municipal Finance Authority Community Facilities District No. 2023-11 (City of Hesperia – Silverwood) (the “Resolution Determining Necessity”).
- Resolution of the Board of Directors of the California Municipal Finance Authority Calling Special Election in and for California Municipal Finance Authority Community Facilities District No. 2023-11 (City of Hesperia – Silverwood) (the “Resolution Calling Election”).
- Resolution of the Board of Directors of the California Municipal Finance Authority Declaring Results of Special Election and Directing Recording of Notice of Special Tax Lien in and for Each Improvement Area in California Municipal Finance Authority Community Facilities District No. 2023-11 (City of Hesperia – Silverwood) (the “Resolution Declaring Election Results”).

Ordinance:

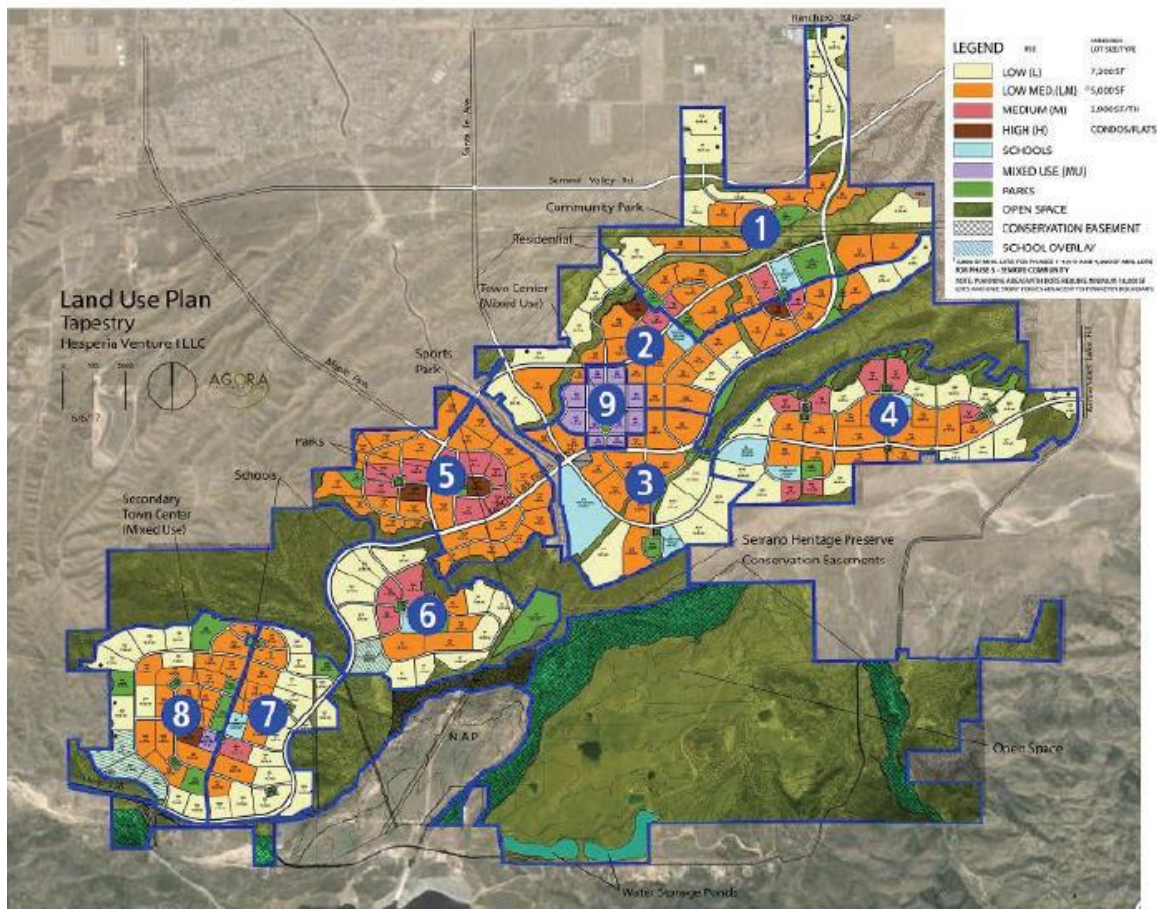
The final legislative act for the formation of California Municipal Finance Authority Community Facilities District No. 2023-11 at the October 13, 2023 CMFA meeting of the Board of Directors was the introduction of the ordinance levying special taxes on the land in the CFD. The Board of Directors of the CMFA is now being asked to approve this Ordinance.

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

The Project:

The Project will be developed in nine phases over many years. The following image is the land use map showing the boundaries of the Project and the nine phases.

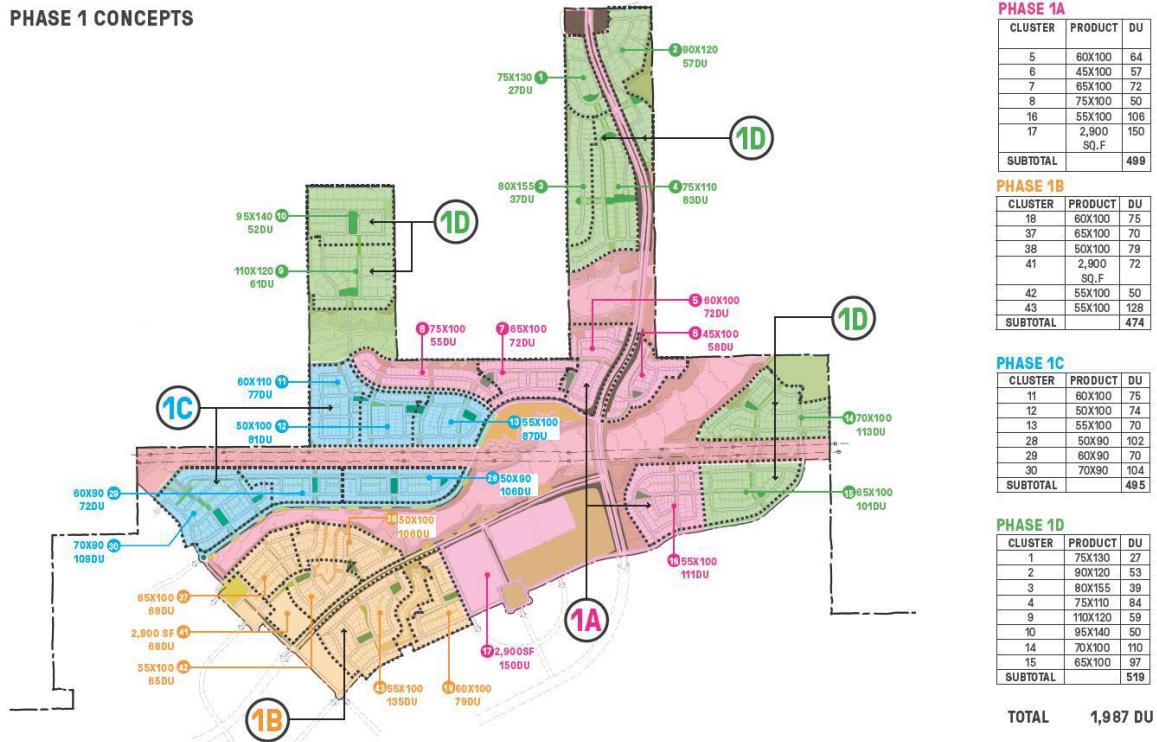
Specific Plan Details | Land Use Map with Phase Boundaries



The proposed CFD is a component of a much larger Master Planned Community in the City of Hesperia known as Silverwood. The entire project includes more than 9,000 acres and is planned for more than 15,000 homes, plus commercial uses, school, parks and open space.

The proposed CFD only incorporates Improvement Area No. 1 of Phase I of the project, encompassing a total of 1,035 acres, with 7 different special tax zones and will include up to 575 single family homes. The Developer will be developing the lots and then selling them to merchant home builders, which is anticipated to begin Q4 2023.

SILVERWOOD BUILDER TRACTS PHASE 1 CONCEPTS



Zone 1 of the CFD includes 69 single family units, Zone 2 includes 57, Zone 3 includes 120, Zone 4 include 76, Zone 5 includes 78, Zone 6 includes 71 and Zone 7 includes 104. The average home size for units contained within Phase I is 2,218 square feet. In addition to funding infrastructure and impact fees through the CFD, the CFD will also levy a maintenance tax against the property located within the District

The Developer is currently installing infrastructure for the Zones within Phase I of the development. The final map for the CFD is expected to be recorded in Q3 2024.

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 \$2,000,000,000 on behalf of the CFD and all improvement areas therein.

Future Action:

The Ordinance Levying Special Taxes will need to be finally adopted at a future meeting of the Board of Directors. Bonds payable from the special taxes are expected to be issued in late 2023, subject to further resolution and approval. The Silverwood CFD is a large district that may issue more than one series of bonds over time. As a result, it will not be pooled with other financings but instead will have bonds issued over time, on a standalone basis. Depending on development status, the first improvement area may issue bonds as early as Spring 2024.

Authorized Facilities:

The California Municipal Finance Authority Community Facilities District No. 2023-11 (City of Hesperia – Silverwood), including Improvement Area No. 1 and all Future Improvement Areas that are designated by annexation of property (collectively, the “CFD”) is authorized to finance, in whole or in part, the following facilities and services:

Authorized Facilities including Fees:

In accordance with the Act, the CFD is authorized to finance the purchase, construction, expansion, improvement, or rehabilitation of any real or other tangible property with an estimated useful life of five years or longer, together with the planning and design work that is directly related to the purchase, construction, expansion, or rehabilitation of any real or tangible property (collectively, the “Facilities”). By way of example and not limitation, the CFD may fund any of the following: roadways and roadway improvements, tunnels, regional hiking and biking trails, storm drains and basins, water and wastewater facilities (including, without limitation, domestic and non-domestic water facilities, wells, pre-treatment basins, infiltration basins, reservoirs, pipelines, storm and sewer drains and related infrastructure and improvements), wet and dry utilities, bridges and pedestrian bridges, parks sites, park facilities and equipment, traffic signals, school sites, school facilities and equipment, facilities and equipment relating to fire protection and suppression, sheriff’s substations and equipment, animal control facilities, library facilities and equipment, general government facilities, and related infrastructure improvements, both onsite and offsite, and all appurtenances and appurtenant work in connection with the foregoing (including utility line relocations and electric, gas and cable utilities). The Facilities may be constructed and installed by the City of Hesperia (the “City”) and/or acquired by the City from private parties that construct the Facilities.

Authorized Facilities include facilities financed by development impact fees paid and not otherwise reimbursed, whether levied by the City, County of San Bernardino (“County”), or other local agency fees, including but not limited to the following:

City of Hesperia Fees:

- Fire Suppression
- Police Facilities
- Animal Control Facilities
- City Hall Facilities
- Record Storage Facilities
- Drainage
- Streets

Hesperia Water District Fees:

- Meter
- Installation
- Facilities
- Supplemental Water
- Sewer Connection (Regional)
- Sewer Connection (Local)

Authorized Facilities include the prepayment of overlapping liens (e.g., SCIP assessment district liens).

Authorized Services:

The services to be funded, in whole or in part, by the CFD consist of all services authorized under Section 53313 of the Government Code, including, but not be limited to, police protection services, maintenance of streets, roads, storm drains and trail maintenance (the "Services"). The Services include all direct and incidental costs related to providing for the maintenance of public infrastructure within the area of the CFD and areas adjacent to or in the vicinity of such areas. The CFD may fund any of the following related to the Services: furnishing, operating and maintaining equipment, apparatus or facilities related to providing the services and/ or equipment, apparatus, facilities or fixtures in areas to be maintained, paying the salaries and benefits of personnel necessary or convenient to provide the Services, payment of insurance costs and other related expenses and the provision of reserves for repairs and replacements and for the future provision of Services. It is expected that the Services will be provided by the City, either with its own employees or by contract with third parties, or any combination thereof.

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Ordinance Levying Special Taxes within the CMFA Community Facilities District No. 2023-11 (City of Hesperia – Silverwood).



SPONSORSHIP OF THE CITY MANAGERS CONFERENCE

Subject: Sponsorship of the City Managers Conference

Meeting: November 3, 2023

Background:

The City Managers Conference provides city officials with the essential information and updates needed to effectively run their cities and best position their communities for the future.

The conference will be held February 7-9, 2024 at the Loews Hollywood Hotel in Los Angeles.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a \$1,500 Supporting Sponsorship for the City Managers Conference.



2024 CMFA/ CFSC/ CFPF/ SFAs Regular Meeting Schedule

Meetings will begin at 11:00 am at City Hall, 200 S. Anaheim Blvd, 6th Floor, Anaheim, CA 92805 unless noted with an *.

January '24						
Su	M	Tu	W	Th	F	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
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28	29	30	31			

February '24						
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March '24						
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24	25	26	27	28	29	30
31						

April '24						
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May '24						
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June '24						
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July '24						
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August '24						
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September '24						
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October '24						
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November '24						
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December '24						
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29	30	31				



CMFA Meetings



Holidays

* Please refer to posted agenda for correct time and addresses of meeting.



CURRENT BOARD POSITIONS

CMFA/CMFA SFAs

Paula Connors-	Chairperson
Justin McCarthy-	Vice Chairperson and Assistant Treasurer
Deborah A. Moreno-	Treasurer
Bob Adams-	Secretary
Joya De Foor-	Director
Andrew Alexander	Alternate

CFSC/CFPF

Deborah A. Moreno-	Chairperson and Assistant Treasurer
Paula Connors-	Vice Chairperson
Justin McCarthy-	Treasurer
Bob Adams-	Secretary
Joya De Foor-	Director
Andrew Alexander	Alternate

Subcommittees:

Audit Subcommittee:	Deborah Moreno and Bob Adams
Finance Subcommittee:	Deborah Moreno and Joya De Foor
Professional Services Subcommittee:	Paula Connors and Justin McCarthy



BORROWING FROM VINTAGE HOUSING HOLDINGS FOR RECYCLE BOND PROGRAM SUMMARY AND RECOMMENDATIONS

Action:	Approval
Amount:	\$12,000,000
Purpose:	Authorize Borrowing from Vintage Housing for the CMFA Multifamily Housing Bond Volume Cap Allocation Recycling Program
Activity:	Preservation and Recycling of Private Activity Bond Volume Cap
Meeting:	November 3, 2023

Background:

The CMFA established a Tax-Exempt Multifamily Housing Bond Recycling Program in 2021, which has helped facilitate the financing of additional affordable rental housing in the State of California without obtaining new private activity bond volume cap. Recycled bond volume cap becomes available when borrowers prepay bonds that previously received private activity bond volume cap. The CMFA expects to receive a prepayment, in an amount not to exceed \$12,000,000, of all or a portion of one or more prior obligations, the proceeds of which were previously used to finance, on a tax-exempt basis, one or more qualified residential rental projects. In order to preserve the private activity bond volume cap associated with the prepayment, the Authority has determined to borrow from Vintage Housing, or an affiliate or designee thereof, an amount equal to the principal amount of the prepayment for a period not to exceed six months from the first date of such borrowing. Approval will provide up to \$12,000,000 of recycled bond volume cap for use on one or more affordable housing projects.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a resolution authorizing the CMFA to borrow an amount not to exceed \$12,000,000 from Vintage Housing for the Preservation of Private Activity Bond Volume Cap.



WARNER CENTER APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Meta Development, LLC

Action: Final Resolution

Amount: \$85,000,000

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

Activity: Affordable Housing

Meeting: November 3, 2023

Amending Final Resolution

The Board of the CMFA previously approved a Final Resolution on October 13, 2023, for a not to exceed amount of \$85,000,000. The developer has asked that the Board approve an amendment to the resolution potentially naming Align Financial to be a lender on the recycle bond tranche.

Original Staff Report

Background:

The Meta team has been active in the financing, construction, and management of affordable housing since 1969, and has developed more than 8,729 units. Meta's projects actively engage their tenants in activities such as tutoring, wellness, and art. This approach has consistently won national recognition including the National Association of Home Builders' 50+ Housing Gold Achievement award, PCBC Gold Nugget Award and the SAGE Award. The National Endowment for the Arts has recognized Meta's Burbank Senior Artists Colony as one of the finest examples of the incorporation of services, education and activities with architecture.

Meta works closely with city and community leaders, a variety of local and state housing agencies, and community-based nonprofits that are often in the best position to determine which solutions will work best for a community. Community outreach plays a critical role in developing design and

programming, and Meta works closely with local stakeholders to ensure early identification and addressing of key issues.

The Project:

Warner Center Phase I is the proposed new construction of 173 units, including 91 restricted rental units, 80 market rate units, and 2 unrestricted manager's units. The development is comprised of five residential stories over two levels of podium parking at grade. The development will feature 40 studio units, 41 one-bedroom units, 46 two-bedroom units, and 46 three-bedroom units. The restricted units will be set aside for individuals and families earning between 30% AMI and 70% AMI. Onsite amenities will include onsite property management and service provider office spaces, community room, children's play area, outdoor courtyard, and bicycle storage. Services will include instructor-led adult education, health and wellness, and skill building classes. This financing will create 91 units of affordable housing for low-income households in the City of Los Angeles for the next 55 years.

The City of Los Angeles:

The City of Los Angeles is a member of the CMFA and is scheduled to hold a TEFRA hearing on October 13, 2023. The city is expected to receive approximately \$23,917 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 51,600,000	\$ 29,628,364
Taxable Bond Proceeds:	\$ 22,200,000	\$ 0
LIH Tax Credit Equity:	\$ 0	\$ 62,753,088
Deferred Developer Fee:	\$ 9,737,058	\$ 8,153,790
Deferred Costs:	\$ 722,875	\$ 0
Tax Credit Equity - Federal:	\$ 4,026,181	\$ 0
Tax Credit Equity - State:	\$ 2,249,128	\$ 0
Re-issued Bonds:	\$ 10,000,000	\$ 0
Total Sources:	\$ 100,535,242	\$ 100,535,242

Uses of Funds:	
Land and Acquisition:	\$ 11,230,300
Construction Costs:	\$ 54,309,094
Construction Hard Cost Contingency:	\$ 2,714,705
Soft Cost Contingency:	\$ 1,050,000
Architectural / Engineering:	\$ 2,564,415
Const. Interest, Perm. Financing:	\$ 11,826,872
Legal Fees:	\$ 395,000
Reserves:	\$ 722,875
Other Costs*:	\$ 4,743,584
Developer Fee:	\$ 10,978,397
Total Uses:	\$ 100,535,242

Terms of Transaction:

Amount:	\$85,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2023

Public Benefit:

A total of 91 households will be able to enjoy high quality, independent, affordable housing in the City of Los Angeles for the next 55 years.

Percent of Restricted Rental Units in the Project: 53%
21% (36 units) restricted to 30% or less of area median income households; and
1% (1 unit) restricted to 50% or less of area median income households; and
31% (54 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:	Bank of America, N.A.
Recycle Lender:	Align Financial Partners, LLC.
Bond Counsel:	Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel:	Jones Hall APLC
Lender Counsel:	Buchalter
Borrower Counsel:	Bocarsly Emden Cowan Esmail & Arndt LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$85,000,000 for the Warner Center Apartments affordable housing facility located in the City of Los Angeles, Los Angeles 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.



NORTH HARBOR VILLAGE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Jamboree Housing Corporation

Action: Final Resolution

Amount: \$15,000,000

Purpose: Finance Affordable Multi-Family Rental Housing Facility Located in the City of Santa Ana, Orange County, California

Activity: Affordable Housing

Meeting: November 3, 2023

Amendment – November 18, 2022 & March 17, 2023:

The North Harbor Village Final Resolution was approved on February 26, 2021, and a supplemental allocation Final Resolution on November 18, 2022. The project previously applied for and received a supplemental allocation of \$4,284,275. The project has once again applied for a supplemental allocation of \$2,218,110. The project has applied for a third time and received an additional 1,535,187 of supplemental allocation. Increased costs require the supplemental allocation to pass the 50% test.

Original Staff Report:

Background:

Jamboree's mission is to create opportunity for their residents with the homes they build and the services they provide. It's an opportunity for families, seniors and those with special needs to access homes they can afford, with distinctive resident services that are responsive and that strengthen the community.

They achieve their mission through the development and construction of new affordable rental and for-sale housing; the preservation of existing affordable housing units through acquisition and rehabilitation; and partnerships with cities to develop broader community and economic opportunities.

Founded in 1990 by the late Lila Lieberthal, a life-long affordable housing advocate, Jamboree has experienced steady growth and geographic expansion. Today, their portfolio includes development and/or ownership interest of nearly 6,300 affordable homes in 61 California communities – topping a market value of \$1 billion.

The Project:

North Harbor Village is a new construction project located in Santa Ana on a 1.79-acre site. The project will consist of 89 restricted rental units and 2 unrestricted manager units. The project will have 89 studios, 1 two-bedroom unit and 1 three-bedroom unit. The project will feature a community garden, sports court and dog run. The leasing area will be where the existing motel lobby area is located. New unit amenities will include air conditioning, refrigerator, range/oven, microwave, various furnishings, wall mounted A/C and curtains/blinds. Current units will be upgraded with new kitchen and bathroom cabinetry, new vinyl plank flooring, interior paint, 2-burner electric stove top, refrigerator, and microwave furnishing. The units will also get new heating and cooling equipment. The property currently has a pool that will be removed for a new resident services/leasing building. Solar panels will be added to the project's roof area. The construction was started in April 2021 and expected to be completed by June 2023. The financing of this project will result in the addition of 89 units of affordable housing for low-income households in the City of Santa Ana for 55 years.

The City of Santa Ana:

The City of Santa Ana is a member of the CMFA and held a TEFRA hearing on February 12, 2021. Upon closing, the City received \$13,333 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 19,000,000	\$ 9,284,261
Taxable Bond Proceeds:	\$ 5,000,000	\$ 0
LIH Tax Credit Equity:	\$ 4,313,906	\$ 9,586,458
Deferred Developer Fee:	\$ 1,452,983	\$ 896,170
AHP Loan:	\$ 890,000	\$ 890,000
VHHP:	\$ 0	\$ 10,000,000
OCHFT:	\$ 2,292,920	\$ 2,292,920
General Partner Capital Contribution:	\$ 1,687,047	\$ 1,687,047
Total Sources:	\$ 34,636,856	\$ 34,636,856

Uses of Funds:

Land Acquisition:	\$ 15,838,582
New Construction:	\$ 8,931,614
Contractor Overhead & Profit:	\$ 664,041
Architectural Fees:	\$ 750,000
Survey & Engineering:	\$ 190,000
Construction Financing Expenses:	\$ 2,333,407
Permanent Financing:	\$ 154,632
Legal and Professional Fees:	\$ 150,000
Reserves:	\$ 285,135
Appraisal:	\$ 7,000

Hard Cost Contingency:	\$ 946,259
Local Development Impact Fees:	\$ 529,417
Other Project Costs*:	\$ 1,418,657
Developer Costs:	\$ 2,438,112
Total Uses:	\$ 34,636,856

Terms of Transaction:

Amount: \$15,000,000
Maturity: 17 years
Collateral: Deed of Trust on property
Bond Purchasers: Private Placement
Estimated Closing: November 2023

Public Benefit:

A total of 89 low-income households will be able to enjoy high quality, independent, affordable housing in the City of Santa Ana for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
100% (89 Units) restricted to 50% or less of area median income households.

Unit Mix: Studio units.

Term of Restriction: 55 years

Finance Team:

Lender: JPMorgan Chase Bank, N.A.
Bond Counsel: Orrick, Herrington & Sutcliffe, LLP
Issuer Counsel: Jones Hall, APLC
Lender Counsel: Fisher Broyles LLP
Borrower Counsel: Rutan & Tucker, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$15,000,000 for the North Harbor Village Apartments affordable multi-family housing facility located in the City of Santa Ana, Orange County, California.

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

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



4995 STOCKTON BOULEVARD APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Mercy Housing California

Action: Final Resolution

Amount: \$1,800,000

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

Activity: Affordable Housing

Meeting: November 3, 2023

Amendment – May 20, 2022:

4995 Stockton Boulevard Apartment Final Resolution was approved on May 20, 2022. The project applied for and received a supplemental allocation of \$1,800,000. Increased costs require the supplemental allocation to pass the 50% test.

Original Staff Report:

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:

4995 Stockton Boulevard is the new construction of 200 units of high-quality affordable rental housing in the Stockton Boulevard corridor. Located at 4995 Stockton Boulevard and just south of the UC Davis Medical Center and proposed Aggie Square, this development will be within walking distance of public transit, grocery stores, schools, shopping, and recreation. Additionally, residents will enjoy site amenities such as landscaped green space, a community room and kitchen, ample parking, and onsite property management and resident services. The project will be comprised of a 4-story building with community and office uses on the ground floor and three stories of residential above on Stockton Boulevard, nine 3-story apartment buildings comprised of 15 units each at the interior of the site, and thirteen triplex buildings at the northern edge of the property coming into scale with the single-family neighborhood to the north. This financing will create 198 units of affordable housing for the City of Sacramento for the next 55 years.

The City of Sacramento:

The City of Sacramento is a member of the CMFA and held a TEFRA hearing on May 10, 2022. Upon closing, the City is expected to receive approximately \$18,111 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 39,671,000	\$ 13,698,000
Taxable Bond Proceeds:	\$ 14,000,000	\$ 0
LIH Tax Credit Equity:	\$ 4,435,258	\$ 42,361,879
Deferred Developer Fee:	\$ 2,991,826	\$ 2,991,826
GP Capital Contribution:	\$ 3,831,733	\$ 0
FHLB-AHP:	\$ 1,250,000	\$ 0
HCD IIG:	\$ 4,400,000	\$ 0
SHRA:	\$ 0	\$ 14,244,394
Accrued/Deferred Interest:	\$ 633,217	\$ 633,217
Costs Deferred Until Perm:	<u>\$ 2,716,282</u>	<u>\$ 0</u>
Total Sources:	\$ 73,929,316	\$ 72,929,316

Uses of Funds:	
Land Acquisition:	\$ 7,398,297
Rehabilitation:	\$ 40,554,742
Contractor Overhead & Profit:	\$ 1,667,998
Architectural Fees:	\$ 2,250,000
Survey & Engineering:	\$ 590,000
Construction Financing Expenses:	\$ 3,840,908
Permanent Financing:	\$ 15,296
Legal and Professional Fees:	\$ 120,000
Reserves:	\$ 2,434,502
Appraisal:	\$ 15,000
Hard Cost Contingency:	\$ 4,550,636
Other Project Costs*:	\$ 2,694,900
Developer Costs:	<u>\$ 7,797,037</u>
Total Uses:	\$ 73,929,316

Terms of Transaction:

Amount:	\$1,800,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2023

Public Benefit:

A total of 198 low-income households will continue to be able to enjoy high quality, independent, affordable housing in the City of Sacramento for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%

- 49% (98 Units) restricted to 50% or less of area median income households; and
- 26% (51 Units) restricted to 60% or less of area median income households; and
- 25% (49 Units) restricted to 80% or less of area median income households.

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

Term of Restriction: 55 years

Finance Team:

Lender:	Bank of America, N.A.
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Buchalter, APC
Borrower Counsel:	Gubb & Barshay, LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$1,800,000 for the 4995 Stockton Boulevard Apartments affordable multi-family housing facility located in the City of Sacramento, Sacramento County, California.

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

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



SYCAMORE STREET COMMONS AND LA PLAYA APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Mercy Housing California

Action: Final Resolution

Amount: \$2,152,400

Purpose: Finance Affordable Multi-Family Rental Housing Facilities Located in the City of Santa Cruz, County of Santa Cruz California

Activity: Affordable Housing

Meeting: November 3, 2023

Amendment – April 29, 2022:

The Sycamore Street Commons and La Playa Apartments Final Resolution was approved on April 29, 2022. The project applied for and received a supplemental allocation of \$2,152,400. Increased costs require the supplemental allocation to pass the 50% test.

Original Staff Report:

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 \$48,400 – nearly \$5,000 more than the national average. The average annual income of a Mercy Housing California resident is \$14,400. Mercy Housing California remains committed to changing lives and revitalizing neighborhoods by providing safe, quality, service-enriched housing.

The Project:

The Sycamore Street Commons apartment complex is located at 125 Sycamore Street, Santa Cruz, CA. The property is situated on a 2.5-acre site. There are 60 apartments with a total of 58,720 square feet, housed in 12 three-story buildings. Building type 1 houses 6 units (4 total type 1), type 2 houses 5 units (2 total type 2), type 3 houses 6 units (1 type 3), type 4 houses 4 units (3 total type 4), type 5 houses 5 units (1 type 5), and type 6 houses 3 units (1 type 6). All buildings are walk-up with no elevator access. Units are configured either as first floor flats, or multistory townhomes. The project also includes 2 management offices, 2 laundry rooms, and a community room, as well as a Headstart program (operated by a 3rd party lessee). The project was originally constructed in 1997; routine maintenance and repairs have occurred, in 2015 three buildings decks were replaced, no other rehabilitations have been undertaken. The existing unit mix consists of eight 1-bedroom apartments, twenty-one 2-bedroom apartments, twenty-six 3-bedroom apartments (including one 3-bedroom manager's unit), and five 4-bedroom apartments. Given the number of large bedroom types, the target population is large families.

La Playa Residential is located at 216 Leibrandt Ave in Santa Cruz, California. The property is situated on approximately 0.2 acres, all of which is occupied by the building. The property consists of a two-story building with a total of eight 1-bedroom apartments, which are located on the 2nd floor above leased commercial space. There is no manager's office or community room on site – these spaces are provided at Sycamore Street Commons located approximately 2 blocks away. The project was originally constructed in 1994; other than routine maintenance, no rehabilitations have been undertaken since then. The target population is low-income families.

The facilities are to be owned and operated by Mercy Housing California 72, L.P., a California limited partnership. The financing of this project will result in continuing to provide affordable housing for 67 low-income households in the City of Santa Cruz for another 55 years.

The City of Santa Cruz:

The City of Santa Cruz is a member of the CMFA and approved a TEFRA hearing on April 12, 2022. Upon closing, the City is expected to receive approximately \$10,429 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 21,524,000	\$ 4,705,000
LIH Tax Credit Equity:	\$ 1,536,835	\$ 16,628,353
GP Equity-Existing Project Reserves:	\$ 897,986	\$ 897,986
GP Loan:	\$ 0	\$ 2,985,046
GP Capital:	\$ 100	\$ 100
Costs Deferred Until Conversion:	\$ 1,511,150	\$ 0
Deferred Developer Fee:	\$ 977,430	\$ 977,430
Seller Carryback Loan:	\$ 11,726,831	\$ 11,726,831
Income From Operations:	\$ 0	\$ 253,586
HCD LPR Loan:	\$ 2,733,472	\$ 2,733,472
Deferred Interest:	\$ 498,485	\$ 498,485
Santa Cruz City RDA Loan-Sycamore:	\$ 842,240	\$ 842,240
City CDBG & Red Cross Loan-La Playa:	\$ 926,575	\$ 926,575
Total Sources:	\$ 43,175,104	\$ 43,175,104

Uses of Funds:

Land Cost/Acquisition:	\$ 22,325,000
Rehabilitation:	\$ 11,096,581
Relocation:	\$ 1,300,000
Architecture Fees:	\$ 265,000
Survey and Engineering:	\$ 145,000
Construction Interest and Fees:	\$ 2,004,243
Permanent Financing:	\$ 107,009
Legal Fees:	\$ 145,000
Reserves:	\$ 609,476
Appraisal:	\$ 12,000
Hard Cost Contingency:	\$ 1,562,732
Soft Cost Contingency:	\$ 285,355
Other Soft Costs*:	\$ 786,203
Developer Costs:	\$ 2,464,005
Predevelopment Interest/Holding Costs:	\$ 67,500
Total Uses:	\$ 43,175,104

Terms of Transaction:

Amount:	\$2,152,400
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2023

Public Benefit:

A total of 67 households will continue enjoy high quality, independent, affordable housing in the City of Santa Cruz for another 55 years.

Percent of Restricted Rental Units in the Project: 100%

19% (13 Units) restricted to 35% or less of area median income households; and
39% (26 Units) restricted to 50% or less of area median income households; and
42% (28 Units) restricted to 60% or less of area median income households.

Unit Mix: Studio, 1-, 2-, 3- and 4-bedrooms

Term of Restriction: 55 years

Finance Team:

Lender:	US Bank
Bond Counsel:	Jones Hall, APLC
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Davis Wright Tremaine LLP
Borrower Counsel:	Gubb & Barshay LLP
Financial Advisor:	California Housing Partnership Corporation

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Initial Resolution of \$2,152,400 for the Sycamore Street Commons and La Playa Apartments affordable multi-family housing facility located in the City of Santa Cruz, Santa Cruz County, California.

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

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



BUELLTON GARDEN APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: People's Self-Help Housing Corporation

Action: Final Resolution

Amount: \$60,000,000

Purpose: Finance Affordable Multi-Family Rental Housing Facility
Located in the City of Buellton, Santa Barbara County,
California

Activity: Affordable Housing

Meeting: November 3, 2023

Background:

The Mission of Peoples' Self-Help Housing is to provide affordable housing and programs leading to self-sufficiency for low-income families, seniors and other special needs groups on California's Central Coast. Peoples' Self-Help Housing ("PSHH") is a national award-winning non-profit organization that creates affordable housing and self-sufficiency programs on California's Central Coast, San Luis Obispo, Santa Barbara, and Ventura Counties.

In 1970 in San Luis Obispo, California, a small group of people and local community leaders were concerned about the lack of affordable housing available to low-income and special needs households. The group learned of a federally sponsored program available to non-profit sponsors to finance the construction of owner built low-income housing. The group incorporated to form Peoples' Self-Help Housing. Since then, the organization has built approximately 1,100 "sweat equity" and 1,400 affordable rental units. They operate 30 affordable housing complexes in San Luis Obispo, Santa Barbara and Ventura counties. PSHH has helped over 1,150 first time home buyers build and purchase their first home (residents contribute over 2,000 hours of 'sweat equity' in building their home).

The Project:

Buellton Garden Apartments is a new construction project located in Buellton on a 3.059-acre site. The project consists of 88 restricted rental units and one unrestricted manager's unit. The project will have 30 one-bedroom units, 37 two-bedroom units (one of which is designated as a manager unit) and 22 three-bedroom units. The project will be comprised of two three-story residential buildings. Common amenities include a community room, picnic area, playground, half basketball court, on-site management, a laundry room, computer room, and surveillance cameras. Each unit will have central heating, blinds, storage closet, refrigerator, stove/oven, and a dishwasher. The construction is expected to begin November 2023 and be completed in November 2025.

The City of Buellton:

The City of Buellton is a member of the CMFA and held a TEFRA hearing on August 10, 2023. The city is expected to receive approximately \$17,581 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond Proceeds:	\$ 32,382,281	\$ 3,830,000
Taxable Bond Proceeds:	\$ 17,947,035	\$ 0
LIHTC Equity:	\$ 3,137,665	\$ 32,344,144
Deferred Developer Fee:	\$ 1,300,000	\$ 1,300,000
Deferred Costs:	\$ 1,862,163	\$ 0
HCD JSJFW:	\$ 5,260,770	\$ 5,260,770
HCD MPH:	\$ 0	\$ 19,155,000
Total Sources:	\$ 61,889,914	\$ 61,889,914

Uses of Funds:	
Land and Acquisition:	\$ 2,065,741
Construction Costs:	\$ 41,624,035
Construction Hard Cost Contingency:	\$ 2,096,502
Soft Cost Contingency:	\$ 605,072
Architectural / Engineering:	\$ 1,100,000
Const. Interest, Perm. Financing:	\$ 6,260,956
Legal Fees:	\$ 157,500
Reserves:	\$ 610,673
Other Costs*:	\$ 3,869,435
Developer Fee:	\$ 3,500,000
Total Uses:	\$ 61,889,914

Terms of Transaction:

Amount:	\$60,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2023

Public Benefit:

A total of 88 households will be able to enjoy high quality, independent, affordable housing in the City of Buellton for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
18% (16 units) restricted to 30% or less of area median income households; and
48% (42 units) restricted to 40% or less of area median income households; and
34% (30 units) restricted to 50% or less of area median income households.
Unit Mix: 1-, 2-, & 3-bedroom units
Term of Restriction: 55 years

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$60,000,000 for the Buellton Garden Apartments affordable housing facility located in the City of Buellton, Santa Barbara 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.

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VINTAGE AT VIZCAYA APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: Vintage Housing

Action: Final Resolution

Amount: \$65,000,000

Purpose: Finance Affordable Multi-Family Rental Housing Facility
Located in the City of Santa Maria, Santa Barbara County,
California

Activity: Affordable Housing

Meeting: November 3, 2023

Background:

Vintage Housing, along with partner Kennedy Wilson, specializes in the development and operation of affordable housing in the Western United States. Through affordable housing tax credits and other state and federal financing resources, they offer attractive apartment homes to income-qualified families and active seniors. Vintage Housing is committed to constructing quality affordable homes that provide more than just a place to live, but also new opportunities and programs that enhance the lives of families and retired seniors in our communities.

Vintage Housing offers affordable residential communities with a wide range of amenities for income-eligible families across the Western United States. Their family serving properties offer a warm, inviting environments for all ages, and include many features that help create a true sense of community.

Vintage Housing's apartments for seniors offer quality affordable retirement housing for independent, active seniors ages 55 and older. Additionally, a specified number of units in various locations are made available for seniors with disabilities. Affordable retirement communities are handicap accessible and designed exclusively for seniors and include a wide range of amenities. Their senior living communities are often within walking distance to shopping and public transportation routes.

The Project:

Vizcaya Apartments is an existing project located in Santa Maria, CA on a 17.42-acre site. The project consists of 233 restricted rental units and 3 unrestricted manager's units. The project has 24 one-bedroom units, 112 two-bedroom units, 80 three-bedroom units, and 20 four-bedroom units. Building exterior renovations will consist of ADA compliant carports/garages, landscape drainage, new fencing, landscaping, new exterior building lights, ADA upgraded roadways, new recreational area equipment, ADA ramps, new mail/parcel lockers, new patios, new entry doors, fresh paint, exterior siding repair, new roofing, new windows, and new gutters & downspouts. Interior renovations will include kitchen, bath, and clubhouse remodel, including new floors, walls, and paint. Individual apartment units will be updated with new appliances including refrigerator, range, and dishwasher, new kitchen, new carpeting if needed, drywall repairs, new countertops, new flooring, new lighting, fresh paint, new faucets for kitchen and bathroom, new smoke and CO2 detectors, new bathtub and toilet, new blinds, and new vanity mirrors. Lastly, common or site area renovations will consist of ADA kitchen and appliances, ADA pool lift, and correction of cross slope and grades with restripe. The rehabilitation is expected to begin in December 2023 and be completed in June 2025. This financing will preserve 233 units of affordable housing for the City of Santa Maria for the next 55 years.

The City of Santa Maria:

The City of Santa Maria is a member of the CMFA and will hold a TEFRA hearing on November 21, 2023. The city is expected to receive approximately \$22,400 as part of the CMFA's sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Citibank, N.A. (Tax Exempt):	\$ 47,500,000	\$ 47,500,000
Citibank, N.A. (Taxable):	\$ 11,846,681	\$ 11,846,681
LIH Tax Credit Equity:	\$ 0	\$ 30,680,023
Citibank, N.A. (Tax Exempt Recycled Bonds):	\$ 19,800,080	\$ 0
Net Income From Operations:	\$ 5,867,935	\$ 5,867,935
Aegon Realty Advisors:	\$ 4,602,463	\$ 0
Vintage Housing:	\$ 11,500,409	\$ 7,352,445
Deferred Reserves:	\$ 2,129,516	\$ 0
Existing Reserves:	\$ 279,190	\$ 279,190
Total Sources:	\$ 103,526,274	\$ 103,526,274

Uses of Funds:	
Land and Acquisition:	\$ 64,500,000
Construction Costs:	\$ 0
Rehabilitation Costs:	\$ 15,026,400
Construction Hard Cost Contingency:	\$ 722,160
Soft Cost Contingency:	\$ 150,000
Relocation:	\$ 32,500
Architectural / Engineering:	\$ 350,000
Const. Interest, Perm. Financing:	\$ 7,911,761
Legal Fees:	\$ 209,500

Reserves:	\$ 2,129,516
Other Costs*:	\$ 994,028
Developer Fee:	\$ <u>11,500,409</u>
Total Uses:	\$ 103,526,274

Terms of Transaction:

Amount:	\$65,000,000
Maturity:	17 years
Collateral:	Deed of Trust on property
Bond Purchasers:	Private Placement
Estimated Closing:	November 2023

Public Benefit:

A total of 233 households will be able to enjoy high quality, independent, affordable housing in the City of Santa Maria, California for the next 55 years.

Percent of Restricted Rental Units in the Project: 100%
 11% (25 Units) restricted to 30% or less of area median income households; and
 10% (24 Units) restricted to 50% or less of area median income households; and
 79% (184 Units) restricted to 60% or less of area median income households.

Unit Mix: 1-, 2-, 3- & 4-bedroom units
 Term of Restriction: 55 years

Finance Team:

Lender:	JLL Capital Markets
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Ballar Sphar LLP
Borrower Counsel:	Sabelhaus and Strain, LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$65,000,000 for the Vintage at Vizcaya Apartments affordable housing facility located in the City of Santa Maria, Santa Barbara 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.

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COLISEUM TRANSIT VILLAGE APARTMENTS SUMMARY AND RECOMMENDATIONS

Applicant: UrbanCore Development

Action: Final Resolution

Amount: \$21,500,000

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

Activity: Affordable Housing

Meeting: November 3, 2023

Update:

On August 31, 2017, the Authority issued its note captioned “\$29,100,000 California Municipal Finance Authority Multifamily Note (Coliseum Connections)” (the “Prior Note”) for the purpose of making a loan to Coliseum Transit Village One, LP, a California limited partnership (the “Borrower”), to finance the acquisition, construction and development of a 110-unit multifamily rental housing facility located at 805 71st Avenue in the City of Oakland, known as Coliseum Connections. On September 18, 2020, The Borrower requested that the Authority issue the Note (hereinafter defined) for the purpose of refinancing the Prior Borrower Loan and refunding the Prior Note.

The project has suffered a flood which has caused a mortgage hardship. The Developer has requested that the CMFA approve an amendment resolution which triggers a technical reissuance and extends the maturity date of the repayment on the bonds.

Original Staff Report:

Background:

UrbanCore Development (“UrbanCore”) started in 2010 and has focused on creating, enhancing, and improving communities through vibrant projects that address the core values of aesthetic appeal, environmental and financial stewardship, and social responsibility. UrbanCore emphasizes partnerships between the public, private, and community sectors, and is known for successfully bringing these groups together to complete projects. The result of these public-private relationships is that UrbanCore is able to enhance the feasibility of the private investment in its transactions by leveraging the public investment contributions in each project.

UrbanCore has successfully completed, or has in progress, a total of 32 projects, including approximately 3,000 housing units and over 100,000 square feet at a cost of over \$800 million, primarily throughout the San Francisco Bay Area, but also Atlanta and Oregon, as well as several projects in the Southeast United States. Also, within the last several years, UrbanCore has worked in San Diego on a couple of projects, most recently completing in a joint venture the renovation of the historic Bakery Building at 16th & G Streets, and currently has a Charter School turnkey development under construction for the Urban Discovery Academy.

UrbanCore has recently received awards from the San Francisco Chamber of Commerce, the San Francisco Business Times, and Multi-Family Housing Finance Magazine for its Fillmore Heritage Center and North Beach Place development projects in San Francisco.

The Project:

The Coliseum Transit Village Apartments project is a new construction of a 110-unit affordable multi-family housing development. The development sits on an existing BART owned parking lot adjacent to the Coliseum BART station. Half of the units will be restricted at 50-60% AMI. The remaining units will be “workforce units” (60-100% AMI), which will be affordable to individuals and families that are highly “housing insecure,” meaning they spend more than half their income on rent, but are not served by traditional affordable housing. Residents will benefit from green housing and free transit passes and will also benefit from improved bus, bike, and pedestrian networks which will deliver important health and environmental benefits to this polluted area, while improving access to key amenities and job centers. The project will be located at Snell and 71st Street, Oakland, CA and will provide 55 years of affordable housing.

The City of Oakland:

The City of Oakland is a member of the CMFA and held a TEFRA hearing on April 4, 2017. Upon closing, the City is expected to receive approximately \$14,500 as part of the CMFA’s sharing of Issuance Fees.

Proposed Financing:

Sources of Funds:	<u>Construction</u>	<u>Permanent</u>
Tax-Exempt Bond:	\$ 32,000,000	\$ 16,750,000
CMFHC Equity:	\$ 1,000,000	\$ 1,250,000
LIH Tax Credit Equity:	\$ 1,162,687	\$ 11,626,872
Oakland Subordinate Debt:	\$ 12,000,000	\$ 12,000,000
Deferred Developer Fee:	\$ 0	\$ 1,446,132
Deferred Costs and Fees:	\$ 1,585,317	\$ 0
CA AHSC Subordinate Debt:	\$ 0	\$ 4,675,000
CA AHSC Grant - Loan:	\$ 5,223,012	\$ 5,223,012
Land Lease Value:	<u>\$ 3,350,000</u>	<u>\$ 3,350,000</u>
Total Sources:	\$ 56,321,016	\$ 56,321,016

Uses of Funds:	
Acquisition/ Land Purchase:	\$ 3,733,385
New Construction:	\$ 37,379,372
Contractor Overhead:	\$ 3,722,728
Architectural Fees:	\$ 1,000,000

Survey & Engineering Fees:	\$ 352,500
Construction Interest and Fees:	\$ 2,380,349
Legal Fees:	\$ 220,694
Reserves:	\$ 996,834
Contingency Cost:	\$ 391,554
Local Development Impact Fees:	\$ 2,565,000
Soft Costs, Marketing, etc.*:	\$ 778,600
Developer Costs:	<u>\$ 2,800,000</u>
Total Uses:	\$ 56,321,016

Terms of Transaction:

Amount:	\$21,500,000
Maturity:	17 years
Collateral:	Deed of Trust
Bond Purchasers:	Private Placement
Closing:	September 2017

Public Benefit:

A total of 55 families will continue to be able to enjoy high quality, independent, affordable housing in the City of Oakland, California.

Percent of Restricted Rental Units in the Project: 50%
 20% (22 Units) restricted to 50% or less of area median income households; and
 30% (33 Units) restricted to 60% or less of area median income households.
 Unit Mix: 1- and 2-bedroom units
 Term of Restriction: 55 years

Finance Team:

Lender:	JP Morgan Chase Bank
Bond Counsel:	Seyfarth Shaw LLP
Issuer Counsel:	Jones Hall, APLC
Lender Counsel:	Paul Hastings LLP
Borrower Counsel:	Seyfarth Shaw LLP

Recommendation:

The Executive Director recommends that the CMFA Board of Directors approve a Final Resolution of \$21,500,000 for Coliseum Transit Village Apartments affordable multi-family housing facility located in the City of Oakland, Alameda County, California.

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

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SUMMERWIND COMMONS COMMUNITY FACILITIES DISTRICT SUMMARY AND RECOMMENDATIONS

Applicant: Calimesa 2 Holding, LLC

Amount: \$6,510,000

Action: Approval

Purpose: Approve Resolutions Forming CMFA Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons) Authorizing Incurrence of Bonded Indebtedness and Holding Special Landowner Election

Activity: BOLD/ Community Facilities District

Meeting: November 3, 2023

Background and Resolutions:

The CMFA's BOLD Program ("BOLD") utilizes the Mello-Roos Community Facilities Act of 1982 (California Government Code Section 53311 et seq.) (the "Act") to raise revenues for the infrastructure needs of local agencies in California. The City of Calimesa (the "City") is a member of the CMFA and a participant in BOLD. Calimesa 2 Holding, LLC (the "Developer") previously submitted an application to the CMFA to use BOLD in relation to the Developer's proposed development of certain property located in the City. The CMFA and the City previously accepted such application, and on August 4, 2023, the Board of Directors of the CMFA took the initial steps toward formation of a community facilities district for the project under the Act. The resolutions being considered by the Board on October 13, 2023 will complete the formation of the community facilities district and authorize the levying of special taxes and incurrence of bonded indebtedness for the community facilities district.

As an initial step in using BOLD for the financing of public infrastructure to be owned by a local agency such as the City, the CMFA needs to form a community facilities district. On August 4, 2023 the CMFA adopted a resolution stating its intention to form a proposed community facilities district (the "Resolution of Intention to Form CFD") to be called California Municipal Finance Authority Community Facilities No. 2023-14 (City of Calimesa – Summerwind Commons), and a resolution stating its intention to incur bonded indebtedness for such CFD (the "Resolution of Intention to Incur Bonded Indebtedness").

Under the Act, the process of completing the formation of the CFD requires a noticed public hearing, the adoption of a resolution forming the CFD, the holding of a landowner election, and the adoption of an ordinance levying the special taxes. To form the CFD, the Board of Directors of the CMFA will first hold a public hearing on the formation of the CFD and the incurrence of bonded indebtedness for the CFD and consider any public comments received. After such public hearing, if there is no majority protest received, the Board of Directors of the CMFA can then proceed to adopt the resolution of formation for the CFD. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Forming California Municipal Finance Authority Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons).

Next, the Board of Directors of the CMFA can adopt a resolution authorizing the issuance of debt for the CFD. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Determining Necessity to Incur Bonded Indebtedness and Other Debt in and for California Municipal Finance Authority Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons).

After adoption of the Resolution Determining Necessity, the Board of Directors of the CMFA can proceed to adopt a resolution calling for a special landowner election of the CFD. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Calling Special Election in and for California Municipal Finance Authority Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons) (the “Resolution Calling Election”). The election is allowed to be held as part of this meeting since timing waivers from 100% of the landowner voters have been received by the CMFA. The Secretary will canvass the results of the landowner election. These ballots have already been received by the Secretary.

The Board of Directors of the CMFA can then proceed to adopt a resolution declaring the results of the landowner election for the CFD and directing filing of the Notice of the Special Tax Lien with the County Recorder for Riverside County. A resolution meeting the requirements of the Act is presented at this meeting in the form of a Resolution of the Board of Directors of the California Municipal Finance Authority Declaring Results of Special Election and Directing Recording of Notice of Special Tax Lien in California Municipal Finance Authority Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons) (the “Resolution Declaring Election Results”). The special tax lien puts the rate and method of apportionment on record for all parcels within the applicable Community Facilities District.

The final legislative act is the introduction of an ordinance levying special taxes on the land in the CFD. Assuming its introduction on November 3, 2023, the ordinance can be finally adopted at a subsequent Board meeting.

The Project:

The proposed CFD will include approximately 24.68 developable acres and is planned to include 168 single family residential homes ranging from 2,500 to 5,000 square feet. The developer will be developing the lots and then selling them to merchant builders.

The developer is currently in discussions with merchant builders to purchase the lots, with the goal of having all lots sold by the end of the year. Land use and entitlement planning is currently underway and anticipated to be approved by August 2023. The final map is expected to be recorded Q3 2023.

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 \$6,510,000 on behalf of the CFD and all improvement areas therein.

Future Action:

The Ordinance Levying Special Taxes will need to be finally adopted at a future meeting of the Board of Directors. Bonds payable from the special taxes are expected to be issued in late 2023, subject to further resolution and approval. The Summerwind Commons CFD will be pooled with other CFDs and sold as a combined financing. It is expected that bonds for the Summerwind Commons project will be pooled with other districts in 2024 or 2025.

Authorized Facilities:

Authorized facilities and costs that may be funded through the California Municipal Finance Authority Community Facilities District No. 2023-14 (City of Calimesa – Summerwind Commons) (the “CFD”) include the following public improvements, development impact fees funding public improvements, and formation and administrative expenses.

Facilities:

The CFD is authorized to finance the purchase, construction, expansion, improvement, or rehabilitation of any real or other tangible property with an estimated useful life of five years or longer, together with the planning and design work that is directly related to the purchase, construction, expansion, or rehabilitation of any real or tangible property (collectively, the “Facilities”), including, but not be limited to, transportation facilities, water, sewer and storm drain facilities, parks, parkways, and open space.

Public Facilities Financed Through Development Impact Fees:

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 levied in connection with development of the property, whether by the City of Calimesa (City), the County of Riverside (County), the Western Riverside Council of Governments, or any other local agency. By way of example and not limitation, authorized facilities include facilities to be constructed using the following fees levied by the City:

- City Development Impact Fees

Authorized facilities also include Formation, Administrative, 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 Formation, the Resolution Determining Necessity to Incur Bonded Indebtedness in an amount not to exceed \$6,510,000, the Resolution Calling Election, the Resolution Declaring Election Results, and introduce the Ordinance.



WILDFLOWER/CREEKSIDE ENCORE COMMUNITY FACILITIES DISTRICT ANNEXATION NO. 1 (PACIFIC POPPY) SUMMARY AND RECOMMENDATIONS

Applicant: Pacific Communities

Action: Approval

Purpose: Approve Resolutions of Annexation No. 1 (Pacific Poppy) to CMFA Community Facilities District No. 2022-8 (City of Palmdale – Wildflower/Creekside Encore)

Activity: BOLD/ Community Facilities District

Meeting: November 3, 2023

Background and Resolutions:

The CMFA’s BOLD Program (“BOLD”) utilizes the Mello-Roos Community Facilities Act of 1982 (California Government Code Section 53311 et seq.) (the “Act”) to raise revenues for the infrastructure needs of local agencies in California. The City of Palmdale (the “City”) is a member of the CMFA and a participant in BOLD. Pacific Communities has submitted an application to the CMFA to use BOLD in relation to the Developer’s proposed development of certain property located in the City. The CMFA and the City have accepted such application as well as an application to annex additional property into the already formed CFD.

The applicant has requested the annexation of property into a previously formed 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 impact fees owed to the City and other public agencies.

On June 24, 2022, the Board of Directors of the CMFA formed Community Facilities District 2022-8 (City of Palmdale – Wildflower/Creekside Encore) as Resolution No. 22-187 (the “Resolution of Formation”), and a future Annexation Area for the project. The proposed annexation will include 73 lots and the lots will be annexed into Tax Zone 1 of Community Facilities District 2022-8 (City of Palmdale – Wildflower/Creekside Encore).

Under the Act, it is a requirement that the CMFA, as the agency that formed the CFD, adopt a resolution stating its intention to annex the property into 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 Annex Territory into the Community Facilities District and To Authorize The Levy of Special Taxes Therein for the California Municipal Finance Authority Community Facilities District 2022-8 (City of Palmdale – Wildflower/Creekside Encore), 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 was presented at a meeting on June 24, 2022 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. 2022-8 (City of Palmdale – Wildflower/Creekside Encore) to Finance the Acquisition and Construction of Certain Public Facilities (the “Resolution of Intention to Incur Bonded Indebtedness”).

The Project:

The CFD includes approximately 55 acres, 39 of which are proposed for the development. The CFD is planned to include 206 single-family residences between 2,200 and 4,300 square feet.

The project includes the Wildflower division including 95 units and the Creekside Encore division consisting of 111 units. Pacific Communities is developing the property and will also build and sell the homes to homeowners.

The final map for Wildflower has been recorded and model homes are under construction. Home sales are underway. The final map for Creekside has been recorded.

The Annexation Area includes 12.68 acres and will include 73 residential lots. The final map has been recorded for the 73 lots and the Annexation Area is directly next to the Wildflower and Creekside divisions.

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 to annex territory into the CFD. The Wildflower/Creekside Encore CFD will likely be pooled with other like-sized CFDs and sold as a combined financing. Depending on development status, the Wildflower/Creekside Encore CFD will likely be included in a pooled financing in late 2024.

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution of Intention to Annex Territory to CMFA Community Facilities District 2022-8 (City of Palmdale – Wildflower/Creekside Encore).



**BOLD SERIES 2023: CFD NO. 2023-5 (COUNTY OF SACRAMENTO
– THE GAP)
SUMMARY AND RECOMMENDATIONS**

Amount: \$15,500,000

Action: Approve Resolution Authorizing the Issuance of Improvement Area No. 1 of California Municipal Finance Authority CFD No. 2023-5 (County of Sacramento – The Gap) Special Tax Revenue Bonds, Series 2023, Related Issuance and Purchase of Special Tax Bonds for and on Behalf of CMFA Community Facilities Districts (“Districts” or “CFDs”), Along With All Related Documents

Purpose: Issuing Bonds to purchase underlying Community Facilities District Bonds, which will be used to finance infrastructure, including funding impact fees, within the District. Underlying District Bonds include Improvement Area No. 1 of CFD No. 2023-5 (County of Sacramento – The Gap)

Activity: BOLD/ Community Facilities District

Meeting: November 3, 2023

Background:

The CMFA’s BOLD Program (“BOLD”) utilizes the Mello-Roos Community Facilities Act of 1982 (California Government Code Section 53311 et seq.) (the “Act”) to raise revenues for the infrastructure needs of local agencies in California. Developers within the County of Sacramento, as a member of the CMFA, have submitted applications to participate in the BOLD program, and the members have held the required public hearings and made the required findings under applicable law related to the issuance by the CMFA of revenue bonds under the Marks-Roos Local Bond Pooling Act of 1985. In addition, the CMFA has taken all actions necessary to form the Districts and is now looking to issue bonds to fund the facilities within the District.

The CMFA will issue California Municipal Finance Authority CFD No. 2023-5 (County of Sacramento – The Gap), Improvement Area No. 1 Special Tax Revenue Bonds, Series 2023 (the “Bonds”) in the aggregate principal amount not to exceed \$15,500,000. There will be non-escrow and escrow bonds associated with Series 2023. The not to exceed par amount of the non escrow bonds is \$10,395,000 and the not to exceed par amount for the escrow bonds is \$5,105,000. In aggregate, not more than \$15,500,000 in bonds will be issued.

The District:

The 2023 Bonds will include a single CFD. The allocation of bonds reflects the expected sizing and the not to exceed par for the non-escrow bonds.

Based on the appraised values, the non-escrow bonds are expected to have an overall value to lien of 4 to 1. The par amount of the non-escrow bonds will be capped at an amount to produce a 4 to 1 value-to-lien when considering overlapping debt.

Further detail on the district is given below:

Improvement Area No. 1 CFD No. 2023-5 (County of Sacramento – The Gap)

The CFD is being developed by Lennar Homes of California and is located just north of the City of Elk Grove in Sacramento County. Lennar Homes is developing the lots and will also build and sell the homes to individual homeowners. Lennar Homes of California has extensive experience developing and building single family communities in California.

The property in the District consists of 331 homes within 3 different communities: Antinori II, Cortese and Bordeaux. Home sizes vary from 1,446 to 3,025 square feet, with lot sizes ranging from 3,600 to 5,460 square feet.

As of September 15, 2023, 102 homes were under construction, 42 homes were in escrow and zero homes closed to individual homeowners. There are a higher amount of homes under construction as of the date information was provided by the Developer versus the date of the appraisal. The appraisal does not include the value of vertical construction, which is substantial.

There will be both non-escrow and escrow bonds issued for the CFD. The non-escrow bonds will be issued in a par amount that produces a minimum 4 to 1 value-to-lien against the appraised property within the CFD including any overlapping assessment/special tax debt. Based on an appraised value of \$44,736,000, and overlapping debt equal to \$780,312, the not-to-exceed par amount of the non-escrow bonds is equal to \$10,395,000 – resulting in a value-to-lien of 4 to 1.

Given the cap on the non-escrow bonds par amount, the not-to-exceed amount of the escrow bonds is equal to \$5,105,000. The escrow bonds proceeds will be deposited into an escrow account and can only be released once an updated appraisal is prepared that shows an increase in value so that upon the release of the escrowed bond proceeds, the value to lien ratio is in excess of 4:1 when including the non-escrow and escrow bonds, as well as any overlapping debt. Given the large amount of homes that are under construction, it is expected that Lennar will meet this test by Q1 of 2024.

Financing Documents:

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

- Indenture of Trust. The Indenture is the legal document pursuant to which the Improvement Area No. 1 of California Municipal Finance Authority CFD No. 2023-5 (County of Sacramento – The Gap) Special Tax Revenue Bonds, Series 2023 (“2023 Bonds”) and the underlying special tax bonds for the District being issued by the CMFA. The underlying special tax bonds for the CFD will be purchased by the CMFA for the

benefit of the holders of the 2023 Bonds, and the debt service payable on the underlying special tax bonds will be used to pay debt service on the Bonds, replenish amounts in the reserve fund created for the 2023 Bonds, and pay administrative costs of the CMFA in administering the bonds and the CFDs. U.S. Bank National Association will serve as trustee under the Indenture, and Goodwin Consulting will serve as special tax administrator, responsible for ensuring the special tax levy for the CFD is placed on the Sacramento County property tax roll each year so that debt service and administrative costs can be paid each year. The Indenture contains typical provisions related to the 2023 Bonds and the underlying special tax bonds, including as it relates to optional redemption and special mandatory redemption from special tax prepayments, and the establishment and administration of reserve accounts, project accounts and other accounts for the deposit of proceeds from each of the underlying special tax bonds.

Under the Indenture, a reserve fund will be established for the benefit of the holders of the 2023 Bonds. In the event of a delinquency in payment of special taxes by property owners within any of the districts, amounts in the reserve account can be used to cover the shortfall; replenishment of the reserve account will come from the special tax levy within the CFD. In the event the escrow bonds are released, an additional deposit will be made to the reserve account from the proceeds of the escrow bonds for the bonds portion of the total aggregate debt service.

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

- Bond Purchase Agreement. The Bond Purchase Agreement is the legal document pursuant to which the 2023 Bonds are sold by the CMFA to Piper Sandler for further sale and distribution to ultimate purchasers. The BPA contains customary representations and warranties from the CMFA regarding the formation of the District, the issuance of the underlying special tax bonds, and the issuance of the 2023 Bonds. Forms of certificates of the developer are also included.
- Preliminary Official Statement. The Preliminary Official Statement (“POS”) is the document pursuant to which material information is disclosed to potential purchasers of the 2023 Bonds. Once final pricing information is available for the 2023 Bonds, the POS will be turned into the Official Statement and distributed to actual purchasers of the 2023 Bonds. Among other things, the POS contains information regarding the 2023 Bonds, the underlying special tax bonds, the Indenture, the CMFA, the trustee, the BOLD Program, and various potential risks associated with investing in the 2023 Bonds. Included in the POS is additional detailed information regarding the community facility district, the rate and method of apportionment of the CFD, and an appraisal performed by Integra Realty Resources of the estimated market value of the land within the CFD.
- Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate is included as Appendix E1 to the draft POS. The Continuing Disclosure Certificate is the document pursuant to which the CMFA agrees to provide certain information to investors for the 2023 Bonds, via postings to the MSRB’s Electronic Municipal Market Access (“EMMA”) website. On an annual basis, the CMFA will need to supply its audited financial statements and information concerning the CFD as enumerated therein, including total assessed value, delinquency information, prepayment information,

changes to any of the rate and method of apportionments for the CFD, and annual information required to be provided to the California Debt and Investment Advisory Commission (CDIAC) each year. In addition, in a timely manner, the CMFA will need to report on the occurrence of any listed event enumerated therein, including relating to delinquencies, draws on the reserve fund, and bankruptcy events. Goodwin Consulting will serve as dissemination agent for the 2023 Bonds, assisting the CMFA in meeting its requirements under the Continuing Disclosure Certificate.

Assuming the Board approves this financing, staff will work with the Bond finance team to determine the final Bond sizing, and the preliminary Official Statement will be finalized and posted electronically for investors to review. Assuming the market remains stable, the Authority and Piper Sandler, the bond underwriter, will hold a pre-pricing call the week of November 13th, 2023, to review bond market conditions and the preliminary interest rates, after which, the Bonds will be sold. An authorized officer will then execute, on behalf of the Authority, a Bond Purchase Agreement with Piper Sandler, finalizing the bond interest rates and setting the delivery date, which is anticipated to occur the week of pricing.

Fiscal Impact:

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

In accordance with Government Code 5852.1, the following information consists of estimates of certain costs and charges for the Bonds that have been provided by the underwriter, Piper Sandler & Co., which has been represented by such party to have been provided in good faith: (1) estimated true interest cost of the Bonds: 6.389%; (2) estimated finance charge of the Bonds (sum of all fees and charges paid to third parties): \$786,690.00; (3) estimated amount of proceeds of the Bonds received (net of finance charges, reserves and capitalized interest, if any): \$11,003,788.99; and (4) estimated total payment amount (sum total of all payments to pay debt service on the Bonds plus the finance charge not paid with proceeds of the Bonds) calculated to the final maturity of the Bonds: \$32,451,581.30.

Terms of Transaction:

Amount:	\$15,500,000
Maturity:	September 1, 2053
Security:	Revenue Pledge and Lien, Special Taxes
Bond Purchasers:	Public Offering; Retail and Institutional Investors
Rating:	Unrated
Estimated Closing:	December 5, 2023

Finance Team:

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

Recommendation:

The Executive Director recommends that the CMFA Board of Directors adopt the Resolution to issue the special tax revenue bonds on behalf of the District in an amount not to exceed \$15,500,000.



AUDIT APPROVAL SUMMARY AND RECOMMENDATIONS

**CMFA SPECIAL FINANCE AGENCY
CMFA SPECIAL FINANCE AGENCY I
CMFA SPECIAL FINANCE AGENCY VII
CMFA SPECIAL FINANCE AGENCY VIII
CMFA SPECIAL FINANCE AGENCY XII**

Subject: Fiscal Year-End Audit Report

Meeting: November 3, 2023

Discussion:

The CMFA Special Finance Agencies (“Agencies”) are required to have an annual audit of the Agencies and each multifamily rental property’s financial statements by an independent audit firm. For FY 2023, Macias Gini & O’Connell (“MGO”) was selected to perform the audits for the Agencies and their multifamily rental properties.

The multifamily rental property audits were completed by MGO, the property managers, and project administrators for each property with oversight by the CMFA Special Finance Agencies.

Recommendation:

The Executive Director recommends that the Board of Directors approve the FY 2023 audits for the Special Finance Agencies multifamily properties.

Index of Charities

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Adonai

8038 Rosebud St

Rancho Cucamonga , CA 91701

County San Bernardino

adonaifamilies.org

FEIN

56-2611932

Founded: 2006

Previous Donation: ☒ Yes ☐ No 10,000 10/28/2022 List Date 10/13/2023

Mission:

At Adonai families our mission is to value and serve families who are coping with a child with cancer or other serious illness. We strive to provide a place for families coping with tragedy to join together, laugh, and create memories together.

Really, it isn't about the parties at all, It's about the "community" atmosphere that Adonai provides. We provide a place where the parents can sit back and watch their kids have a good time, where parents can connect with other parents coping with the same type of problems, and where the kids can be with like kids and have a lot of fun.

At our events we strive to be a place where Parents feel an overwhelming sense of acceptance and normalcy. It's a place where parents feel loved and cared for. A place where volunteers cater to the parents and the kids so that not only do the kids have an amazing time, but the parents get pampered and feel taken care of as well.

Impact:

A donation would assist them in having a Christmas party for the children.

Financial Information:

IRS Form 990-EZ for FY 2022

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	129,161	100.0%	
Other	8	0.0%	
Total Revenue:	<u>\$129,169</u>	<u>100.0%</u>	
Expenses:			
Program	\$183,470	100.0%	
Administration			
Fund Raising			
Total Expenses:	<u>\$183,470</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>(\$54,301)</u>		
Net Assets:	<u>\$99,242</u>		

BOD: Pam Brown; Dan French; Deanna Hardy; Ladd Hardy; Kent Tucker; Erich Soiles; Kelly Soiles; Donna Hansen

Kidsave International
100 Corporate Pointe, #380
Culver City , CA 90230 County Los Angeles
kidsave.org

FEIN 91-1887623 Founded: 1997

Previous Donation: ☒ Yes ☐ No 35,000 2/25/2022 List Date 8/25/2023

Mission:

At Kidsave, we are driven by the simple belief that children for adoption, everywhere, deserve to grow up with the support of a loving, caring family. For older kids in foster care, scared of aging out alone, this can sometimes feel like an impossible wish.

At Kidsave, we believe in the potential inside every child. We strive to create change in our world so that all kids, everywhere, grow up in loving, supportive families, connected to caring adults. Our programs help older kids in foster care and orphanages find meaningful, lasting connections with adults and families. Whether that relationship is with a mentor, a host family, or an adoptive forever family, our kids get a voice and a choice in who they get to know and who becomes their "family."

Impact:

A donation would be designated for the organizations operations in California

Financial Information: IRS Form 990 for FY 2021

Revenues:	Amount	%	Notes
Government/Earned	\$614,200	21.7%	
Contributions	2,219,643	78.3%	
Other	<u>2,365</u>	<u>0.1%</u>	
Total Revenue:	<u>\$2,836,208</u>	<u>100.0%</u>	
Expenses:			
Program	\$1,694,558	87.7%	
Administration	211,073	10.9%	
Fund Raising	<u>26,367</u>	<u>1.4%</u>	
Total Expenses:	<u>\$1,931,998</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$904,210</u>		
Net Assets:	<u>\$2,768,983</u>		

BOD: Michael F. Byrne; Thomas A. Donohue; Elizabeth Dresing; Dave Gulezian; Eric Vega; James J. Kilcourse; Joni Noel; Gerald A. Porter; Ella Marie Schiralli; Allyson B. Baker; Doug Thomson; Craig A. Waldman; Wrenn Chais; Gernaro Perez Jr. Shannon Paul +2

Korean American Coalition - Los Angeles

3727 W 6th Street, Suite 305

Los Angeles , CA 90020

County Los Angeles

www.kacla.org

FEIN

95-3823437

Founded: 1990

Previous Donation: ☐ Yes ☒ No

List Date 8/25/2023

Mission:

The Korean American Coalition – Los Angeles (KAC) is a 501(c)(3) nonprofit organization established to promote the civic and civil rights interests of the Korean American community. KAC endeavors to achieve these goals through education, community organizing, leadership development, and coalition-building with diverse communities.

To promote and advocate for the civil and civic rights interests of Korean Americans, increasing civic and legislative awareness and the general social consciousness of the Korean American community.

To organize and implement leadership development programs encouraging Korean American students to become capable leaders in community and civic affairs.

Impact:

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

Financial Information:

IRS Form 990 for FY 2021

Revenues:	Amount	%	Notes
Government/Earned	\$365,903	76.2%	
Contributions	110,918	23.1%	
Other	<u>3,648</u>	<u>0.8%</u>	
Total Revenue:	<u>\$480,469</u>	<u>100.0%</u>	
Expenses:			
Program	\$310,483	87.1%	
Administration	37,960	10.6%	
Fund Raising	<u>8,093</u>	<u>2.3%</u>	
Total Expenses:	<u>\$356,536</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$123,933</u>		
Net Assets:	<u>\$441,553</u>		

BOD: Susie J. Oh; Robert J. Kang; Garrett Lee; Albert J. Jang; Robert Lee Ahn; Joyce Kwon; Joone Kim-Lopez; James Santa Maria

LA's BEST
200 North Spring Street, M-120
Los Angeles , CA 90012 County Los Angeles
www.lasbest.org

FEIN 95-4311058 Founded: 1988

Previous Donation: ☐ Yes ☒ No

List Date 9/15/2023

Mission:

LA's BEST provides free supervised after-school activities to over 25,000 children at 197 schools in the Los Angeles Unified School District (LAUSD).

All children, no matter their neighborhood or circumstances, should be safe after school. But they also deserve more — they deserve a place where they can learn and thrive through social, emotional, intellectual and physical engagement with caring adults and dynamic experiences.

Impact:

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

Financial Information: IRS Form 990 for FY 2022

Revenues:	Amount	%	Notes
Government/Earned	\$5,720,627	78.0%	
Contributions	1,599,030	21.8%	
Other	<u>11,011</u>	<u>0.2%</u>	
Total Revenue:	<u>\$7,330,668</u>	<u>100.0%</u>	
Expenses:			
Program	\$4,810,228	77.8%	
Administration	1,373,777	22.2%	
Fund Raising	<u>907</u>	<u>0.0%</u>	
Total Expenses:	<u>\$6,184,912</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$1,145,756</u>		
Net Assets:	<u>\$10,011,257</u>		

BOD: Damian Mazzotta; Jenna Binder; Adam Deromedi; Alberto Diaz; Christopher Dusseault; Trudi Ferguson; Neal Fraser; Ruben Gonzalez; Peter Hidalgo; Gerald L. Katell; Heather Lord; Jawaad Malik; Mary Odell; Kelechi Ogbunamiri Alisa O'Hara; Dakota Ortiz +6

Miracle Messages

845 Market Street, Ste 450

San Francisco , CA 94103 County San Francisco

www.miraclemessages.org

FEIN 82-4179328□ Founded: 2020

Previous Donation: ☒ Yes ☐ No 20,000 6/24/2022 List Date 8/25/2023

Mission:

Reunion services: A person isolated by homelessness records a short message to a loved one (or vice versa). Then, our network of volunteer "digital detectives" attempt to locate the loved one and deliver the message. To date, we've reunited over 500 families worldwide, with an average time disconnected of 10+ years.

Phone buddy program: Miracle Friends matches unhoused neighbors with caring volunteers for weekly calls and texts, to provide general wellness checks and lightweight problem solving support. To date, we've facilitated over 150 new friendships worldwide.

Basic income: Miracle Money is a direct cash transfer program for people experiencing homelessness. In our 2021 proof of concept in the San Francisco Bay Area, we distributed \$50K to 14 unhoused participants of Miracle Friends. 66% of recipients secured housing as a direct result of their \$500 a month over 6 months.

Impact:

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

Financial Information: IRS Form 990 for FY 2021

Revenues:	Amount	%	Notes
Government/Earned			
Contributions	616,070	97.6%	
Other	<u>15,383</u>	<u>2.4%</u>	
Total Revenue:	<u>\$631,453</u>	<u>100.0%</u>	
Expenses:			
Program	\$251,958	53.7%	
Administration	159,900	34.1%	
Fund Raising	<u>57,286</u>	<u>12.2%</u>	
Total Expenses:	<u>\$469,144</u>	<u>100.0%</u>	
Excess/(Deficit) of			
Revenues Over Expenses:	<u>\$162,309</u>		
Net Assets:	<u>\$421,865</u>		

BOD: Kevin F. Adler; Jen McClure; Melissa Gregory; James Olson

Safe Refuge
1041 Redondo Ave
Long Beach , CA 90804 County Los Angeles
www.asaferefuge.org

FEIN 33-0355130 Founded: 2006

Previous Donation: ☐ Yes ☒ No

List Date 8/25/2023

Mission:

Safe Refuge is a place where people who are struggling can come to discover a supportive and caring recovery community. We take pride in our open arms approach, where people from diverse backgrounds can seek, and find, the help they need. We do not discriminate in any way and, in fact, are sometimes found as a last resort by those seeking help. We differ from many organizations you will encounter because of our specific, government-funded programs for the homeless, veterans, parolees, HIV/AIDS patients, single women and men with children and co-occurring disorders. Each professionally developed and implemented treatment plan is unique to that individual. Our difference also comes from our family-oriented residential campus in Long Beach, California. We have 11 houses and 2 apartment buildings on one city block that houses 89 clients in our State Licensed & Certified beds, where clients obtain ongoing treatments that includes group and/or individual counseling.

Impact:

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

Financial Information: IRS Form 990 for FY 2021

Revenues:	Amount	%	Notes
Government/Earned	\$8,199,491	94.2%	
Contributions	495,314	5.7%	
Other	<u>6,289</u>	<u>0.1%</u>	
Total Revenue:	<u>\$8,701,094</u>	<u>100.0%</u>	
Expenses:			
Program	\$6,160,657	80.1%	
Administration	1,255,165	16.3%	
Fund Raising	<u>274,918</u>	<u>3.6%</u>	
Total Expenses:	<u>\$7,690,740</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$1,010,354</u>		
Net Assets:	<u>\$8,867,883</u>		

BOD: Kathy Romo; Jennifer Lundahl; Joannie Jorceak; John Santos; Joe Avelino; Elaine Wang; Tamara Hectus; Kevin Doyle

Saffyre Sanctuary, Inc.

PO Box 921708

Sylmar , CA 91392

County Los Angeles

www.saffyresanctuary.org

FEIN

27-0333811

Founded: 2009

Previous Donation: ☐ Yes ☒ No

List Date 6/2/2023

Mission:

Saffyre Sanctuary, located in Los Angeles, California, is a horse rescue and rehabilitation program that cares for horses that have been abandoned, abused, or neglected. By allowing them to rediscover their true nature, we provide every opportunity for them to experience the possibility of enjoying a second career, or offer them a well deserved retirement due to soundness issues, age, or owner hardships.

Impact:

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

Financial Information:

IRS Form 990-EZ for 2022

Revenues:	Amount	%	Notes
Government/Earned	\$13,680	7.3%	
Contributions	172,678	92.3%	
Other	<u>640</u>	<u>0.3%</u>	
Total Revenue:	<u>\$186,998</u>	<u>100.0%</u>	
Expenses:			
Program	\$190,566	100.0%	
Administration			
Fund Raising			
Total Expenses:	<u>\$190,566</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>(\$3,568)</u>		
Net Assets:	<u>\$65,200</u>		

BOD: Esta Bernstein; Lori Reyes; Ken Del Alcazar; Catherine Del Castillo; Audrey Jorgensen; Linda Kiefer

San Francisco Opera Association

301 Van Ness Avenue

San Francisco , CA 94102 County San Francisco

<https://www.sfopera.com/opera-guild/support/>

FEIN

94-0836240

Founded: 1923

Previous Donation: ☐ Yes ☒ No

List Date 9/15/2023

Mission:

We believe opera is a uniquely compelling, entertaining and emotionally thrilling art form. Our mission is to bring together growing audiences to experience opera's transformative power.

San Francisco has had a love affair with opera for more than 168 years. In fact, citizens during the Gold Rush were mad for it. Between 1851 and the earthquake of 1906, nearly 5,000 opera performances were given in San Francisco in 26 different theaters. San Francisco Opera, one of the world's leading opera companies for more than 100 years, is synonymous with what the Bay Area is known for: entrepreneurship, innovation and community involvement.

Impact:

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

Financial Information:

IRS Form 990 for FY 2022

Revenues:	Amount	%	Notes
Government/Earned	\$19,203,106	21.7%	
Contributions	46,991,371	53.2%	
Other	<u>22,181,625</u>	<u>25.1%</u>	
Total Revenue:	<u>\$88,376,102</u>	<u>100.0%</u>	
Expenses:			
Program	\$50,137,644	73.1%	
Administration	14,453,879	21.1%	
Fund Raising	<u>4,038,845</u>	<u>5.9%</u>	
Total Expenses:	<u>\$68,630,368</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$19,745,734</u>		
Net Assets:	<u>\$314,499,971</u>		

BOD: John A. Gunn; Franklin Johnson, Jr.; Steven Menzies; Keith Geeslin; Robert Ellis; Lisa Erdberg; William Coughran; Karen Kubin; Susan Anderson=Norby; Helen Berggruen; Claire Wrenn Bobrow; Romana Bracco + 67

Tracy Friends for Parks, Recreation, and Community Services Foundation

1025 North Central Ave

Tracy , CA 95376 County San Joaquin

Facebook

FEIN 68-0373339 Founded: 1996

Previous Donation: ☒ Yes ☐ No 25,000 8/5/2022 List Date 9/15/2023

Mission:

Tracy Friends for Parks, Recreation, & Community Services Foundation is a locally based and privately funded 501(c)(3) non-profit originally formed in 1992. It is recognized by the City of Tracy as an integral partner dedicated to assisting and providing funds to support programs, events, special projects & scholarship opportunities for our local youth. 100% of the money raised goes towards these goals, we have no paid staff or board members.

Many of our board members are from families that are multi-generational in the Tracy area, and are leaders in the community on a number of different levels. Others have joined the foundation as a result of their passion to make a difference in their community.

Impact:

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

Financial Information: CA CT-TR-1

Revenues:	Amount	%	Notes
Government/Earned	\$3,430	86.7%	
Contributions	525	13.3%	
Other			
Total Revenue:	<u>\$3,955</u>	<u>100.0%</u>	
Expenses:			
Program	\$6,608	85.9%	
Administration	1,084	14.1%	
Fund Raising			
Total Expenses:	<u>\$7,692</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>(\$3,737)</u>		
Net Assets:	<u>\$12,836</u>		
BOD: Wes Huffman;			

Upward Bound House
1104 Washington Avenue
Santa Monica , CA 90403 County Los Angeles
upwardboundhouse.org

FEIN 95-4288926 Founded: 1991

Previous Donation: ☐ Yes ☒ No

List Date 7/14/2023

Mission:

The mission of Upward Bound House (UBH) is to eliminate homelessness among families with children in our community by providing housing, supportive services, and advocacy.

We strive to reduce the number of homeless families with minor children who are hungry and living on the streets of Los Angeles, by helping them access basic resources and successfully transition into their own homes with the capacity to remain there permanently.

Impact:

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

Financial Information: IRS Form 990 for FY 2021

Revenues:	Amount	%	Notes
Government/Earned	\$5,385,427	78.8%	
Contributions	1,397,269	20.4%	
Other	<u>52,456</u>	<u>0.8%</u>	
Total Revenue:	<u>\$6,835,152</u>	<u>100.0%</u>	
Expenses:			
Program	\$5,400,577	88.8%	
Administration	278,460	4.6%	
Fund Raising	<u>401,248</u>	<u>6.6%</u>	
Total Expenses:	<u>\$6,080,285</u>	<u>100.0%</u>	
Excess/(Deficit) of Revenues Over Expenses:	<u>\$754,867</u>		
Net Assets:	<u>\$10,271,886</u>		

BOD: Cindy Maroun; Glenda Martinez; Tracy Edwards; Ryan A. Leggio; Kim Defenderfer; Patricia Farris; Lisa Elson; Ray Hofmeister; Cindy McQuade; Booker Pearson; Jane Spiegel; Jamie Tierney; Albert Vera; Kitty Wallace; Russell Whittenburg +2