



# *Agenda*

Tuesday, November 21, 2017

**Place:** County Board of Supervisors Chambers  
Kings County Government Center, Hanford, CA

**Time:** 11:00 a.m.

1.        **CALL TO ORDER**  
          **ROLL CALL – Clerk to the Board**
  
2.        **APPROVAL OF MINUTES**  
          Approval of the minutes from the November 14, 2017 regular meeting.
  
3.        **NEW BUSINESS**  
          **A.** Consideration of approving resolution 17-17A for Brisa Apartments L.P., City of  
          Livermore, County of Alameda; up to \$55,000,000 of revenue bonds. (Staff – Caitlin Lanctot)
  
4.        **PUBLIC COMMENT**  
          *Any person may directly address the Board at this time on any item on the agenda, or on  
          any other items of interest to the public, that is within the subject matter jurisdiction of the  
          Board. Five (5) minutes are allowed for each item.*
  
5.        **STAFF UPDATES**
  
6.        **ADJOURNMENT**  
          *Adjourn as the California Public Finance Authority.*



2. **APPROVAL OF MINUTES**

Approval of the minutes from the November 14, 2017 regular meeting.



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## *Action Summary*

Tuesday, November 14, 2017

**Place:** County Board of Supervisors Chambers  
Kings County Government Center, Hanford, CA

**Time:** 11:00 a.m.

- <sup>B 1</sup>
1. **CALL TO ORDER**  
**ROLL CALL – Clerk to the Board**  
**ALL MEMBERS PRESENT**
  
  2. **APPROVAL OF MINUTES**  
Approval of the minutes from the November 7, 2017 regular meeting.  
**ACTION: APPROVED AS PRESENTED (DV/RF/JN/CP-Aye, RV-Absent)**
  
  3. **CONSENT CALENDAR**  
A. Consideration of approving inducement resolution 17-08I for Hope on Broadway, L.P., City and County of Los Angeles; up to \$25,000,000 of revenue bonds.  
**ACTION: APPROVED AS PRESENTED (RF/JN/DV/CP-Aye, RV-Absent)**
  
  4. **NEW BUSINESS**  
A. Consideration of approving resolution 17-16A for Centro De Salud De La Comunidad De San Ysidro, Inc., City of San Ysidro, County of San Diego; up to \$11,500,000 of revenue bonds. (Staff – Caitlin Lanctot)  
**ACTION: APPROVED AS PRESENTED (DV/RV/JN/RF/CP-Aye)**
  
  5. **PUBLIC COMMENT**  
*Any person may directly address the Board at this time on any item on the agenda, or on any other items of interest to the public, that is within the subject matter jurisdiction of the Board. Five (5) minutes are allowed for each item. None*
  
  6. **STAFF UPDATES**  
None
  
  7. **ADJOURNMENT**  
*The meeting was adjourned at 11:11 a.m.*



### **3. NEW BUSINESS**

**A.** Consideration of approving resolution 17-17A for Brisa Apartments L.P., City of Livermore, County of Alameda; up to \$55,000,000 of revenue bonds. (Staff – Caitlin Lanctot)



**DATE:** NOVEMBER 21, 2017

**APPLICANT:** BRISA APARTMENTS, LP (AGENO APARTMENTS)

**AMOUNT:** UP TO \$55 MILLION OF A TAX EXEMPT NOTE

**PURPOSE:** FINANCE THE CONSTRUCTION OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT

**PRIMARY ACTIVITY:** MULTIFAMILY RENTAL HOUSING

**Background:**

Brisa Apartments, LP (the “Borrower”) has requested that CalPFA issue revenue notes to finance a multifamily housing development known as the Ageno Apartments, located in Livermore, California (the “Project”). The Project will be a 171-unit mixed income project with 20% of its units set aside for those earning 50% of AMI. Construction Project financing will be a combination of Low Income Housing Tax Credit Equity, Tax Exempt Bonds, Deferred Developer Fee and Lease Up Income.

**Description of Proposed Project:**

The Borrower is seeking approximately \$55 million to finance and refinance the acquisition, construction, improvement, renovation and equipping of a multifamily housing development. The Project is located on a vacant flat 4.97-acre site within a master planned community at the corner of S Vasco Road and Brisa Street in the City of Livermore and County of Alameda. The project will be 171 units and will be mixed income serving both market rate and very low income tenants. There will be 4 buildings including a clubhouse, swimming pool, covered and uncovered parking, green space and outdoor BBQ areas. Units will include a mix of 1, 2 and 3 bedroom types ranging in size from 548 to 1,231 square feet. Unit amenities will include Energy Star appliances, low flow faucets and toilets, walk-in closets, storage closets, balconies, assigned parking, air conditioning and be network ready. The project is immediately adjacent to the Ace Livermore Train Station and right off the 580 highway. The surrounding neighborhood includes residential, retail, parks, schools and commercial uses. The expected start date of the project is in the 1st quarter of 2018 with a completion date in late 2019.

**TEFRA Information:**

A TEFRA hearing was held by the City of Livermore on September 12, 2017.

A TEFRA hearing was held by Kings County on August 29, 2017.

**Financing Structure:**

The note will be privately placed and will mature in no more than 35 years. The current underwritten Tax Exempt Bond rate for both tranches is 4.25%. The financing will comply with California Public Finance Authority's issuance policies.

**Estimated Sources and Uses:**

Sources:

Tax-Exempt Bond Proceeds	\$	50,000,000
Projected Tax Credits	\$	5,000,000
Developer Equity	\$	3,500,000
Lease Up Income	\$	1,500,000
Deferred Developer Fee	\$	<u>2,500,000</u>
Total Sources:	\$	62,500,000

Uses:

Land Acquisition	\$	2,000,000
Construction or Remodel	\$	35,000,000
Cost of Issuance	\$	250,000
Capitalized Interest	\$	3,000,000
Reserves	\$	1,000,000
Soft Costs	\$	<u>21,250,000</u>
Total Uses:	\$	62,500,000

**Recommendations:**

Based on the overall Project public benefit detailed on Attachment 1, it is recommended that the Board of Directors approve the Resolution as submitted to the Board, which:

1. Approves the issuance of the Note;
2. Approves all necessary actions and documents for the financing; and
3. Authorizes any member of the Board or authorized signatory to sign all necessary documents

## Attachment 1

### **Public Benefit:**

- 20% of the Project's units will remain income and rent restricted
  - 34 units at 50% AMI
  - 2 manager's unit
- The Project will remain income and rent restricted for at least 55 years
- Site Amenities
  - The Project is located within a Public Transit Corridor

**RESOLUTION NO. 17-17A**

**A RESOLUTION OF THE CALIFORNIA PUBLIC FINANCE AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF A MULTIFAMILY HOUSING REVENUE NOTE IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$55,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT TO BE GENERALLY KNOWN AS AGENO APARTMENTS; DETERMINING AND PRESCRIBING CERTAIN MATTERS AND APPROVING AND AUTHORIZING THE EXECUTION OF AND DELIVERY OF VARIOUS DOCUMENTS RELATED THERETO; RATIFYING ANY ACTION HERETOFORE TAKEN AND APPROVING RELATED MATTERS IN CONNECTION WITH THE NOTE.**

**WHEREAS**, the California Public Finance Authority (the “Authority”) is authorized by the Joint Powers Act, commencing with Section 6500 of the California Government Code (the “JPA Law”), and its Joint Exercise of Powers Agreement, dated as of May 12, 2015, as the same may be amended (the “Agreement”), to issue revenue bonds and execute and deliver revenue notes for the purpose of financing, among other things, the acquisition, construction/rehabilitation, and development of multifamily rental housing projects in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code (the “Housing Law”);

**WHEREAS**, Brisa Apartments, LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority execute and deliver its California Public Finance Authority Multifamily Housing Revenue Note (Ageno Apartments) 2017 Series F (the “Note”) to assist in the financing of the acquisition, construction and development of a 171-unit multifamily housing rental development located in the City of Livermore, California, and to be known as Ageno Apartments (the “Project”);

**WHEREAS**, on March 15, 2017, the Authority received an allocation in the amount of \$49,880,585 the (“Allocation Amount”) from the California Debt Limit Allocation Committee in connection with the Project;

**WHEREAS**, the County of Kings is a Charter Member (as defined in the Agreement) of the Authority and the City of Livermore is an Additional Member (as defined in the Agreement) and each has authorized the execution and delivery of the Note;

**WHEREAS**, the Authority is willing to execute and deliver the Note in an aggregate principal amount not to exceed \$55,000,000, provided that the portion of such Note executed and delivered as federally tax-exempt obligations shall not exceed the Allocation Amount, and to loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low and very low income persons;



**WHEREAS**, the Note will be executed and delivered to Citibank, N.A. (the “Funding Lender”), as the initial holder of the Note;

**WHEREAS**, there have been prepared and made available to the members of the Board of Directors of the Authority (the “Board”) the following documents required for the execution and delivery of the Note, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

(1) Funding Loan Agreement (the “Funding Loan Agreement”) to be entered into among the Funding Lender, the Authority and Wilmington Trust, National Association as fiscal agent (the “Fiscal Agent”);

(2) Project Loan Agreement (the “Project Loan Agreement”) to be entered into between the Authority, the Borrower and the Fiscal Agent; and

(3) Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) to be entered into between the Authority and the Borrower.

**NOW, THEREFORE, BE IT RESOLVED** by the members of the Board, as follows:

Section 1. The recitals set forth above are true and correct, and the members of the Board hereby find them to be so.

Section 2. Pursuant to the JPA Law and the Funding Loan Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to execute and deliver the Note. The Note shall be designated as “California Public Finance Authority Multifamily Housing Revenue Note (Ageno Apartments) 2017 Series F” including, if and to the extent necessary, one or more series or sub-series designations, with appropriate modifications for such series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$55,000,000; provided that the aggregate principal amount of any such tax-exempt notes executed and delivered shall not exceed the Allocation Amount. The Note shall be executed and delivered in the form set forth in and otherwise in accordance with the Funding Loan Agreement, and shall be executed on behalf of the Authority by the facsimile signature of the Chair of the Authority or the manual signature of any Authorized Signatory (as defined below), and attested by the facsimile signature of the Treasurer and Secretary of the Authority, or the manual signature of any Authorized Signatory. The Note shall be secured in accordance with the terms of the Funding Loan Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and prepayment premium, if any, and interest on, the Note shall be made solely from amounts pledged thereto under the Funding Loan Agreement, and the Note shall not be deemed to constitute a debt or liability of the Authority or any Member of the Authority or any Director of the Board of the Authority (each, a “Director”).

Section 3. The Funding Loan Agreement in the form presented at this meeting is hereby approved. Any Director, including any such Director acting as an officer of the Board, or any other person as may be designated and authorized to sign for the Authority pursuant to a resolution adopted thereby (including, without limitation, the administrative

delegates duly authorized pursuant to Resolution No. 16-01C of the Authority, adopted on January 26, 2016) (together with the Directors including any such Director acting as an officer of the Board, each such person is referred to herein individually as an “Authorized Signatory”), acting alone, is authorized to execute by manual signature and deliver the Funding Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond December 1, 2062), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of prepayment and other terms of the Note shall be as provided in the Funding Loan Agreement as finally executed.

Section 4. The Project Loan Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Project Loan Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The Regulatory Agreement in the form presented at this meeting is hereby approved. Any Authorized Signatory, acting alone, is authorized to execute by manual signature and deliver the Regulatory Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The Authority is hereby authorized to execute and deliver the Note to the Funding Lender pursuant to the terms and conditions of the Funding Loan Agreement.

Section 7. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the execution and delivery of the Note are hereby approved, ratified and confirmed, and any Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, loan related documents, an assignment of deed of trust or similar security instrument, any endorsement, allonge or assignment of any note and such other documents as described in the Funding Loan Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of the Note and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 8. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the execution and delivery of the Note, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Note or any prepayment of the Note, may be given or taken by any Authorized

Signatory, as appropriate, without further authorization by the Board, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the financing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Funding Loan Agreement and other documents approved herein.

Section 9. This Resolution shall take effect upon its adoption.

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**PASSED AND ADOPTED** by the California Public Finance Authority this November 21, 2017.

The undersigned, an Authorized Signatory of the California Public Finance Authority, DOES HEREBY CERTIFY that the foregoing resolution was duly adopted by the Board of the Authority at a duly called meeting of the Board of the Authority held in accordance with law on November 21, 2017.

By \_\_\_\_\_  
Authorized Signatory