



Agenda

Tuesday, December 12, 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 December 5, 2017 regular meeting.

3. **NEW BUSINESS**
 A. Consideration of approving resolution 17-21A for St. Anton Folsom, LP, City of Folsom, County of Sacramento; up to \$30,000,000 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.



CALIFORNIA
PUBLIC
FINANCE
AUTHORITY

2. **APPROVAL OF MINUTES**

Approval of the minutes from the December 5, 2017 regular meeting.



Action Summary

Tuesday, December 5, 2017

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

Time: 11:00 a.m.

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1. **CALL TO ORDER**
ROLL CALL – Clerk to the Board
ALL MEMBERS PRESENT

2. **APPROVAL OF MINUTES**
Approval of the minutes from the November 21, 2017 regular meeting.
ACTION: APPROVED AS PRESENTED (DV/RF/JN/RV/CP-Aye)

3. **CONSENT CALENDAR**
A. Consideration of approving the 2018 CalPFA calendar.
B. Consideration of approving inducement resolution 17-09I for:
 - i. St. Anton Rocklin, LP, City of Rocklin, County of Placer; up to \$57,000,000 of revenue bonds.
 - ii. Hope on Central, LP, City of Los Angeles, County of Los Angeles; up to \$30,000,000 of revenue bonds.**ACTION: APPROVED AS PRESENTED (DV/RF/JN/RV/CP-Aye)**

4. **NEW BUSINESS**
A. Consideration of approving resolution 17-18A for Sharp HealthCare, Cities of San Diego, Chula Vista, La Mesa & Bonita, County of San Diego; up to \$320,000,000 of revenue bonds. (Staff – Caitlin Lancot)
ACTION: APPROVED AS PRESENTED (DV/RF/JN/RV/CP-Aye)
B. Consideration of approving resolution 17-19A for Good Shepherd Homes Preservation, L.P., City of Inglewood, County of Los Angeles; up to \$15,000,000 of revenue bonds. (Staff – Caitlin Lancot)
ACTION: APPROVED AS PRESENTED (RF/DV/JN/RV/CP-Aye)
C. Consideration of approving resolution 17-20A for Credo High School, City of Rohnert Park, County of Sonoma; authorizing the authority to enter into a first supplemental indenture. (Staff – Caitlin Lancot)
ACTION: APPROVED AS PRESENTED (DV/RV/JN/RF/CP-Aye)

CalPFA Action Summary

December 5, 2017

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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 11:15 a.m.



3. NEW BUSINESS

A. Consideration of approving resolution 17-21A for St. Anton Folsom, LP, City of Folsom, County of Sacramento; up to \$30,000,000 of revenue bonds. (Staff – Caitlin Lanctot)



DATE: DECEMBER 12, 2017

APPLICANT: ST. ANTON FOLSOM, LP

AMOUNT: UP TO \$30,000,000 IN REVENUE BONDS

PURPOSE: FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT

PRIMARY ACTIVITY: AFFORDABLE HOUSING

Background:

St. Anton Folsom, LP (the "Borrower") has requested that CalPFA issue revenue bonds to assist in the acquisition, construction and development of the Bidwell Pointe Apartments, located at 125 E. Bidwell St. in Folsom, California (the "Project"). The Project application was filed on August 30, 2017, induced on September 12, 2017, and is anticipating an allocation of tax exempt bonds on December 13, 2017.

Description of Proposed Project:

The Borrower is requesting CalPFA to issue and deliver multifamily housing revenue bonds in an amount not to exceed \$30,000,000 (the "Bonds") to finance the acquisition, construction and development of the Project. The Project is part of a mixed-use master planned community and will include 140 rental housing residences, of which 100 are dedicated as income-restricted affordable housing and 40 are unrestricted market rate apartments. Of the 40 market rate residences, seven are Live/Work units. The project also includes ±837 sq. ft. of ground floor commercial space.

The Project is located on a 4.16 acre site and will include the development of seven (7) three-story apartment buildings and one (1) single-story community building. The Project will reflect a modern architectural style with many high-quality elements including varied roof forms and shapes, highly articulated facades, recessed entries and balconies, dormers, and decorative enhancements. Proposed building materials include stucco siding, fiber cement panels, stone veneer, stucco trim, decorative metal railing, and composition shingle roof tiles. The Project will offer spacious floor plans for families in Folsom, including 67 one-bedroom, 58 two-bedroom, 8 three-bedroom, and 7 live/work units. The Project will provide 220 total at-grade and tuck-under parking garages of which 216 are dedicated to residential units and 4 are reserved for commercial users. Common area amenities will include a fully equipped communal kitchen, business center, fitness center, community room, swimming pool, BBQ and sun deck, tot lot, and bike racks.

Construction is expected to begin in January 2018 and be completed by July 2019.

TEFRA Information:

TEFRA hearings were held by the City of Folsom and Kings County on October 10, 2017.

Financing Structure:

The construction Bonds will be privately placed and mature in no more than 30 months. The Bonds will then convert to permanent financing for 35 years. Interest will be fixed and will not exceed 12%. The proposed financing is in accordance with the Authority's issuance guidelines.

Estimated Sources and Uses:

Sources:

Tax Exempt Bond Proceeds	\$25,000,000
Low Income Housing Tax Credit Equity	\$890,000
City of Folsom Subordinate Loan	\$5,300,000
<u>GP Subordinate Loan</u>	<u>\$1,250,000</u>
Total Sources	\$32,440,000

Uses:

Land Acquisition Cost	\$2,227,750
New Construction Costs	\$21,406,937
Architectural Fees	\$523,950
Construction Interest & Fees	\$567,433
Legal & Organizational	\$70,000
Reserves	\$416,363
Other	\$3,827,567
<u>Developer Fee</u>	<u>\$3,400,000</u>
Total Uses	\$32,440,000

Recommendations:

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

1. Approves the issuance of the Bonds;
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 Benefits:

- 71% of the Project's units will remain income and rent restricted
 - 14 units at 50% AMI
 - 86 units at 60% AMI
 - 1 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
 - The Project is located within ½ mile of a grocery store
 - The Project is located within ½ mile of a public school
 - The Project is located within a mile of a hospital

RESOLUTION NO. 17-21A

A RESOLUTION OF THE CALIFORNIA PUBLIC FINANCE AUTHORITY AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$30,000,000 FOR THE FINANCING OF A MULTIFAMILY RENTAL HOUSING PROJECT TO BE GENERALLY KNOWN AS BIDWELL POINTE 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 BONDS.

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 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, St. Anton Folsom, LP, a California limited partnership, and entities related thereto (collectively, the “Borrower”), has requested that the Authority issue and sell revenue bonds to assist in the financing of the acquisition, construction and development of a 140-unit multifamily rental housing development to be generally known as Bidwell Pointe Apartments, located in the City of Folsom, California (collectively, the “Project”);

WHEREAS, on December 13, 2017 the Authority expects to receive an allocation in the amount of \$25,000,000 (the “Allocation Amount”) from the California Debt Limit Allocation Committee (“CDLAC”) in connection with the Project;

WHEREAS, approval of the issuance of the Bonds (as defined herein) as provided herein is conditioned upon the receipt of the Allocation Amount for the Project from CDLAC;

WHEREAS, the County of Kings is a Charter Member (as defined in the Agreement) of the Authority and the City of Folsom is an Additional Member (as defined in the Agreement) and each has authorized the issuance of the Bonds;

WHEREAS, the Authority is willing to issue not to exceed \$30,000,000 aggregate principal amount of its Multifamily Housing Revenue Bonds (Bidwell Pointe Project) 2017 Series I (the “Bonds”), provided that the portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and 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 Bonds will be privately placed with Banner Bank (the “Bank”), as the initial purchaser of the Bonds, in accordance with the Authority’s private placement policy;

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 issuance of the Bonds, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

(1) a Master Agency Agreement (the “Agency Agreement”) to be entered into between the Authority and the Bank, as agent (the “Agent”);

(2) a Master Pledge and Assignment (the “Pledge Agreement”) to be entered into among the Authority, the Agent and the Bank, as bondholder;

(3) a Paying Agent Agreement (the “Paying Agent Agreement”) to be entered into between the Borrower and U.S. Bank National Association, as paying agent (the “Paying Agent”); and

(4) a form of Regulatory Agreement and Declaration of Restrictive Covenants, to be entered into between the Authority and the Borrower with respect to the Project (the “Regulatory Agreement”).

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 Pledge Agreement, and in accordance with the Housing Law, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as “California Public Finance Authority Multifamily Housing Revenue Bonds (Bidwell Pointe Project) 2017 Series I,” with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$30,000,000; provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Pledge 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 Bonds shall be issued and secured in accordance with the terms of the Pledge Agreement presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Pledge

Agreement, and the Bonds 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 Pledge 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 Pledge 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 September 1, 2061), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Pledge Agreement as finally executed.

Section 4. The Agency 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 Agency 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 Paying Agent Agreement in the form presented at this meeting is hereby approved, 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 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 7. The Authority is hereby authorized to sell the Bonds to the Bank pursuant to the terms and conditions of the Pledge Agreement.

Section 8. The Bonds, when executed, shall be delivered to the Agent for registration. The Agent is hereby requested and directed to register the Bonds by executing the certificate of registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Signatory, which any Authorized Signatory, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Agent. Such instructions shall provide for the delivery of the Bonds to the purchasers thereof upon payment of the purchase price thereof.

Section 9. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the Bonds 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, a termination of regulatory agreement, an allonge or assignment of any note and such other documents as described in the Pledge Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds 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 10. 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 issuance of the Bonds, 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 Bonds or any redemption of the Bonds, 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 Pledge Agreement and other documents approved herein.

Section 11. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED by the California Public Finance Authority this December 12, 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 December 12, 2017.

By _____
Authorized Signatory