

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

REGULAR MEETING
TELECONFERENCE MEETING NOTICE and AGENDA
LOCATIONS LISTED BELOW

10:30 A.M.
Thursday, April 27, 2017
Teleconference Phone Information
(712) 775-7031 - Conference Code: 895081223

Call to Order and Roll Call Statement of Disclosure

Action Items

1. Approve Minutes from the Regular Meeting on April 6, 2017.
2. Approve Resolution No. 17-13 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Sierra Canyon High School Foundation Project), Series 2017, for the Purpose of Financing and Refinancing Facilities for the Benefit of Sierra Canyon High School Foundation, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.
3. Approve Resolution No. 17-14 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Los Angeles LGBT Center Project), Series 2017, For the Purpose of Financing Facilities for the Benefit of Los Angeles LGBT Center, a California Nonprofit Public Benefit Corporation, AMR Campus QALICB, Inc., a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.

Public Comment Chair Report PACE Report Other Business Adjournment

Members of CEDA and members of the public may access this meeting at the following locations:

California Association for Local Economic Development (contact Helen Schaubmayer) 550 Bercut Drive, Suite G Sacramento, CA 95811	City of Vista (contact Kevin Ham or Reception) 200 Civic Center Dr. Vista, CA 92084	Economic Development Collaborative- Ventura County (contact Bruce Stenslie or Kelly Noble) 1601 Carmen Drive, #215 Camarillo, CA 93010
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550 Bercut Drive, Suite G, Sacramento, CA 95811 • (916) 448-8252, ext. 16

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

City of Santa Clarita
(contact Jason Crawford or
Marilyn Sourgose)
23920 Valencia Blvd., Suite
100
Santa Clarita, CA 91355

Fresno State
(contact Mike Dozier or
Reception)
550 East Shaw Ave., Suite 230
Fresno, CA 93710

Los Angeles County
Economic Development
Corporation (LAEDC)
(contact Carrie Rogers or
Linden Johnson)
444 S. Flower St., 37th Floor
Los Angeles, CA 90071

Southern California Edison,
Economic Development
Services
(contact Mike Nuby by phone:
626-812-7351)
6040-B N. Irwindale Ave.
Irwindale, CA 91702

This agenda can be obtained at www.ceda.caed.org. The California Enterprise Development Authority complies with the Americans with Disabilities Act (ADA) by ensuring that the facilities are accessible to persons with disabilities and by providing this notice and information in alternative formats when requested. If you need further assistance, you may contact us before the meeting at (916) 448-8252, ext. 16.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

MINUTES

Regular Meeting

***TELECONFERENCE MEETING ***

CEDA BOARD OF DIRECTORS

Thursday, April 6, 2017

Teleconference Locations

California Association for Local
Economic Development
550 Bercut Drive, Suite G
Sacramento, CA 95811

City of Santa Clarita
23920 Valencia Blvd., Suite 100
Santa Clarita, CA 91355

City of Vista
200 Civic Center Dr.
Vista, CA 92084

Fresno State
550 East Shaw Ave., Suite 230
Fresno, CA 93710

Economic Development Collaborative-
Ventura County
1601 Carmen Drive, #215
Camarillo, CA 93010

Los Angeles County
Economic Development
Corporation (LAEDC)
444 S. Flower St., 37th Floor
Los Angeles, CA 90071

Southern California Edison,
Economic Development Services
6040-B N. Irwindale Ave.
Irwindale, CA 91702

Call to Order

Gurbax Sahota, Board Chair of the California Enterprise Development Authority, called the meeting to order at 10:33 am.

Roll Call

Members Present: Kevin Ham
Mike Nuby
Carrie Rogers
Gurbax Sahota
Bruce Stenslie
Jason Crawford (not at posted location; no vote)

CALED Management/Staff

Present: Jillian Boyd
Helen Schaubmayer

Public: Joe Adams
Sam Balisy
Pete Carmichael
Kirk Dowdell
Bill Foltz
Kristin Griffith
Dayna Herz
Jeff Spinelli

Statement of Disclosure

None

Action Items

1. Approve Minutes from the Regular Meetings on March 16, 2017.

Motion: *Board Member Carrie Rogers made the motion to approve minutes from the regular meetings on March 16, 2017. Board Member Bruce Stenslie seconded the motion on the floor. The motion passed with the following roll call vote:*

Kevin Ham	Aye
Gurbax Sahota	Aye
Mike Nuby	Aye
Carrie Rogers	Aye
Bruce Stenslie	Aye

2. Approve Resolution No. 17-10 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan for the Purpose of Financing the Cost of Constructing, Developing, Installing, Improving, Equipping and Furnishing Certain Cultural, Recreational and Educational Facilities for the Benefit of Irvine Ice Foundation, Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Motion: *Board Member Kevin Ham made the motion to approve Resolution No.17-10. Board Member Carrie Rogers seconded the motion on the floor. The motion passed with the following roll call vote:*

Kevin Ham	Aye
Gurbax Sahota	Aye
Mike Nuby	Abstained
Carrie Rogers	Aye
Bruce Stenslie	Aye

Discussion: Helen briefed the Board that the Anaheim Amateur Hockey Association has operated a wide range of youth and family oriented programs since 1996 and remains committed to its mission of growing the sport of hockey and skating in Southern California. In May 2017, the assets of the Association will be contributed to the Irvine Ice Foundation, a 501c3 non-profit organization founded in 2016. The Foundation began construction of a new state-of-the-art public skating facility at the Orange County Great Park in February 2017. When it opens in early Fall 2018, the Great Park Ice & Sports Complex will be the largest in California and one of the largest in the U.S. with a 280,000-square-foot structure. The Complex will be owned by the Irvine Ice Foundation and managed by locally-based civic leaders. The Foundation requests the Authority to make a loan in the aggregate principal amount not to exceed \$75,000,000 for the purpose of financing the cost of constructing, developing, installing, improving, equipping and furnishing this ice and sports complex on approximately 13.5 acres of land at the western portion of the Great Park in Irvine and paying certain costs of issuance. Bill Foltz briefed the Board this project will be LEED-certified. Pete Carmichael thanked the partnership and is excited that Irvine is a new member of CEDA.

3. Approve Resolution No. 17-11 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan for the Purpose of Financing and Refinancing the Cost of Acquiring, Constructing, Installing, Improving, Equipping and Furnishing Certain Educational and Recreational Facilities for the Benefit of Discovery Science Center of Orange County, Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Motion: Board Member Bruce Stenslie made the motion to approve Resolution No.17-11. Board Member Kevin Ham seconded the motion on the floor. The motion passed with the following roll call vote:

Kevin Ham	Aye
Gurbax Sahota	Aye
Mike Nuby	Abstained
Carrie Rogers	Aye
Bruce Stenslie	Aye

Discussion: Helen briefed the Board that the Discovery Science Center of Orange County operates a world class, interactive science center that focuses on children 14 and under, known as the Discovery Cube-Orange County and is located in Santa Ana. Discovery is a private 501(c)(3) organization that was founded in 1993 and has been located at its current 59,000 square-foot facility since 1998. In July 2016, Discovery acquired, via a merger, ExplorOcean, a California non-profit that has owned and operated a nautical museum facility in Newport Beach. Through this merger, Discovery has since renamed ExplorOcean to Ocean Quest and it now serves as a satellite center for Discovery Cube. Discovery Science Center of Orange County requests the Authority to make a loan in the aggregate principal amount not to exceed \$6,000,000 for acquisition, construction, improving, and other costs related to the educational, recreational and related facilities located in Newport Beach. Joe Adams thanked the CEDA Board and mentioned the Discovery Science Center of Orange County has three campuses: Santa Ana, Newport Beach, and Los Angeles.

4. Approve Resolution No. 17-12 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan for the Purpose of Financing and Refinancing the Cost of Acquisition, Construction, Improvement and Equipping of Certain Facilities for the Benefit of Dominican University of California, Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Motion: Board Member Mike Nuby made the motion to approve Resolution No.17-12. Board Member Carrie Rogers seconded the motion on the floor. The motion passed with the following roll call vote:

Kevin Ham	Aye
Gurbax Sahota	Aye
Mike Nuby	Aye
Carrie Rogers	Aye
Bruce Stenslie	Aye

Discussion: Helen briefed the Board that the Dominican University of California is a Western Association of Schools and Colleges (WASC)-accredited university that provides both undergraduate and graduate educations. The University enrolls around 1,800 students, around 450 of which are graduate students. Dominican University requests the Authority to make one or more loans in the aggregate principal amount not to exceed \$31,475,000 for the purpose of financing and refinancing the cost of the acquisition, construction, expansion, rehabilitation, remodeling, renovation and equipping of various facilities comprising the university campus located in San Rafael. Sam Balisy briefed the Board this is a refinance for 2006 and 2007 bonds and additional loans which will reduce the interest expense for the borrower.

Public Comment

Chair Report

Gurbax recognized Kirk Dowdell's work and efforts in bringing CEDA multiple deals this past year.

PACE Report

Other Business

Adjournment

Motion: Board Member Kevin Ham made the motion to adjourn the meeting. Board member Carrie Rogers seconded the motion on the floor. Board Chair Gurbax Sahota adjourned the meeting at 10:58 am by voice vote.

Staff Report

Action Requested	Approve Resolution No. 17-13 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Sierra Canyon High School Foundation Project), Series 2017, for the Purpose of Financing and Refinancing Facilities for the Benefit of Sierra Canyon High School Foundation, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.
Borrower(s)	Sierra Canyon High School Foundation
Borrower Description	<p>Sierra Canyon was founded in 1978 as an elementary school serving K through 6th grades and is located in Chatsworth in the Los Angeles area. By 2005, the School expanded to include grades pre-K, 7th and 8th grades and build a second campus for grades 9 through 12. In 2006, the two campuses merged and formed a non-profit organization, Sierra Canyon High School Foundation. The college prep school currently enrolls 1,000 students serving 82 zip codes throughout Southern California.</p> <p>Web site: https://www.sierracanyonschool.org</p> <p>Sierra Canyon High School Foundation, a California nonprofit public benefit corporation is requesting the Authority to issue bonds in the aggregate principal amount not to exceed \$50,000,000 for the purposes of financing, refinancing and reimbursing Sierra Canyon for the cost of acquisition, construction, equipping, furnishing and improving the School's educational facilities located at 20801 Rinaldi Street, 11023 Lurline Avenue, 11022 and 11052 Independence Avenue, 11047 and 11049 De Soto Avenue, 20845 Rinaldi Street, and 20855 Rinaldi Street, all of which locations are in Chatsworth, California 91311. These facilities consist of classrooms, science labs, tutoring rooms, teacher's lounge, performing arts theatre, gymnasium, aquatic complex, audio visual computer center, main office, athletic facilities, meeting and similar school rooms and related facilities and paying certain costs of issuance in connection with the bonds.</p>
Public Benefits	The financing and refinancing will allow Sierra Canyon to expand its academic program while meeting the target student enrollment growth and the longer-term cash flow savings will enable the institution to build its endowment and fund the parking lot construction at the Lower Campus.
TEFRA Hearing	A public hearing is scheduled to be completed by the City of Los Angeles on May 5, 2017.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA's Bond Issuance Policies and Procedures</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Approve Resolution No. 17-13 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Sierra Canyon High School Foundation Project), Series 2017, for the Purpose of Financing and Refinancing Facilities for the Benefit of Sierra Canyon High School Foundation, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.

RESOLUTION NO. 17-13

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY REVENUE BONDS (SIERRA CANYON HIGH SCHOOL FOUNDATION PROJECT), SERIES 2017, FOR THE PURPOSE OF FINANCING AND REFINANCING FACILITIES FOR THE BENEFIT OF SIERRA CANYON HIGH SCHOOL FOUNDATION, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, AND/OR A RELATED OR SUCCESSOR ENTITY; PROVIDING THE TERMS AND CONDITIONS FOR THE SALE AND ISSUANCE OF SAID BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the "Act"), the cities of Eureka, Lancaster and Selma entered into a joint exercise of powers agreement (the "Agreement") pursuant to which the California Enterprise Development Authority (the "Authority") was organized; and

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into Financing Agreements to, among other things, finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, pursuant to the provisions of the Act, the public agencies which are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the power to acquire and dispose of property, both real and personal; and

WHEREAS, the City of Los Angeles is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal; and

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement, financing agreement or similar agreement for the purposes of promoting economic development; and

WHEREAS, Sierra Canyon High School Foundation, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application to the Authority requesting the Authority to issue its Senior Revenue Bonds (Sierra Canyon High School Foundation Project), Series 2017A (the "Series 2017A Bonds"), and its Subordinate Revenue Bonds (Sierra Canyon High School Foundation Project), Series 2017B (the "Series 2017B Bonds" and, together with the Series 2017A Bonds, the "Bonds") in the aggregate principal amount not to exceed \$50,000,000, and to lend the proceeds thereof to the Borrower (the "Loans") for the purposes of financing, refinancing and reimbursing the Borrower for the cost of acquisition,

construction, equipping, furnishing and improving the School's educational facilities located at 20801 Rinaldi Street, 11023 Lurline Avenue, 11022 and 11052 Independence Avenue, 11047 and 11049 De Soto Avenue, 20845 Rinaldi Street, and 20855 Rinaldi Street, all of which locations are in Chatsworth, California 91311 (collectively, the "Facilities") and consisting of classrooms, science labs, tutoring rooms, teacher's lounge, performing arts theatre, gymnasium, aquatic complex, audio visual computer center, main office, athletic facilities, meeting and similar school rooms and related facilities, (ii) funding a reserve fund with respect to the Series 2017A Bonds, and (iii) paying certain costs of issuance in connection with the Bonds; and

WHEREAS, the Series 2017A Bonds will be purchased by California Bank & Trust (the "Senior Purchaser") pursuant to a Financing Agreement, by and among the Senior Purchaser, the Authority and the Borrower (the "Senior Financing Agreement"); and

WHEREAS, the Series 2017B Bonds will be purchased by H and W Asset Holdings, LLC (the "Subordinate Purchaser" and, together with the Senior Purchaser, the "Purchasers" and each a "Purchaser") pursuant to a Financing Agreement, by and among the Senior Purchaser, the Authority and the Borrower (the "Subordinate Financing Agreement" and, together with the Senior Financing Agreement, the "Financing Agreements" and each a "Financing Agreement"); and

WHEREAS, there have been placed on file with the Authority prior to this meeting the following documents and agreements:

- (a) A proposed form of each Financing Agreement; and
- (b) A proposed form of Assignment Agreement, between the Authority and each Purchaser (the "Assignment Agreement"); and

WHEREAS, the Facilities provide significant benefits to the residents of the City of Los Angeles and surrounding community through its educational and public benefit services provided by the Borrower and, based on representations of the Borrower, the refinancing of the Facilities through the Authority will result in demonstrable savings in effective interest rate;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the California Enterprise Development Authority (the "Board of Directors"), as follows:

Section 1. The Authority finds that it is in the public interest to assist the Borrower in financing and refinancing the Facilities.

Section 2. The Authority hereby approves of the issuance of one or more series of the Bonds on a tax-exempt basis in the principal amount not to exceed \$50,000,000, the purchase of the Bonds by the Purchasers pursuant to the Financing Agreements and making the Loans to the Borrower pursuant to the terms and provisions of the Financing Agreements. The Authority understands that the payments under the Loans will be assigned to the Purchasers to satisfy the Authority's payments under the Bonds. The payments to be made by the Authority to the Purchasers under the Bonds will be satisfied solely from payments made by the Borrower to the Purchaser (as assignee of Authority) under the Loans.

Section 3. The proposed form of the Financing Agreements by and among each Purchaser, the Authority and the Borrower, on file with the Secretary of the Authority, is hereby approved. The Chair or the Vice Chair of the Board of Directors (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Financing Agreements in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Financing Agreements.

Section 4. The proposed form of the Assignment Agreement by and between the Authority and each Purchaser, on file with the Secretary of the Authority, is hereby approved. Each Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Assignment Agreements in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Assignment Agreements.

Section 5. The Bonds shall be executed by the manual or facsimile signature of the Chair or the Vice Chair of the Board of Directors and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority in the form set forth in and otherwise in accordance with the applicable Financing Agreement. The Bonds, when so executed, shall be delivered to each Purchaser in accordance with the respective Financing Agreement upon payment of the purchase price thereof.

Section 6. Repayment of the principal of, premium, if any, and the interest on, the Bonds shall be made solely from the revenues to be received by the Authority from the Loans pursuant to the Financing Agreements, and the Bonds shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Bonds shall bear interest at the rate or rates set forth in the applicable Financing Agreement.

Section 7. All assignments, 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 borrowing of amounts from the Purchaser and the making of the Loans to the Borrower, any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Facilities, any assignment by Purchaser to an affiliate of Purchaser, accredited investor or qualified institutional buyer or any prepayment of the Loan, may be given or taken by an Authorized Signatory without further authorization by the Board of Directors, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

Section 8. All actions heretofore taken by the officials and agents of the Authority with respect to the Bonds and the Loans are hereby approved, confirmed and ratified, and the officials of the Authority and their authorized designees are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates, agreements and documents, including, without limitation, a tax certificate and agreement, which they or the Authority's counsel or the Purchaser's counsel may deem necessary or advisable in order to consummate the Loans and the Bonds and otherwise to effectuate the purposes of this Resolution, and the Secretary or Assistant Secretary of the Authority is authorized to attest the execution of such certificates, agreements and documents.

Section 9. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed and delivered until the City of Los Angeles has held the requisite hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986 and has approved the issuance of the Bonds, pursuant to said Section 147(f) and Section 4 of the Agreement, to provide financing and/or refinancing for the Facilities.

Section 10. The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

Section 11. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this April 27, 2017.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

Attest:

By _____
Helen Schaubmayer, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on April 27, 2017.

Helen Schaubmayer, Assistant Secretary

Staff Report

Action Requested	Approve Resolution No. 17-14 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Los Angeles LGBT Center Project), Series 2017, For the Purpose of Financing Facilities for the Benefit of Los Angeles LGBT Center, a California Nonprofit Public Benefit Corporation, AMR Campus QALICB, Inc., a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.
Borrower(s)	Los Angeles LGBT Center
Borrower Description	<p>Since 1969, the Los Angeles LGBT Center has cared for, championed, and celebrated LGBT individuals and families in Los Angeles and beyond. Today the Center's nearly 600 employees provide services for more LGBT people than any other organization in the world, offering programs, services, and global advocacy that span four broad categories: Health, Social Services and Housing, Culture and Education, Leadership and Advocacy. Each month, the Center welcomes more than 42,000 visits from youth and adults who represent the full diversity of the LGBT community. All of their services, which are available to everyone, are free or low-cost. The organization has earned a four-star Charity Navigator rating for six consecutive years. Web site: https://lalgbtcenter.org/</p> <p>Los Angeles LGBT Center requests the Authority to issue its Revenue Bonds in the aggregate principal amount not to exceed \$19,100,000 for the purposes of financing or reimbursing a portion of the cost of designing, developing, acquiring, constructing, installing, equipping and furnishing a new headquarters facility for the Borrower and other related costs and costs of issuance. The new facility will include, but is not limited to, an approximately 18,040 square foot dwelling space offering up to 100 beds for homeless youth; a 7,085 square foot senior center; a 15,465 square foot youth center; 17,040 square feet of administrative offices; a 5,215 square foot accessory recreational space; a 4,520 square foot service space and commercial kitchen to feed homeless youth and seniors; up to 35 units of permanent supportive housing for young people; up to 100 units of affordable housing for seniors; an 1,885 square foot retail space; subterranean parking and other ancillary facilities, all to be located in Los Angeles.</p>
Public Benefits	The low-cost financing and reimbursement will allow Los Angeles LGBT Center to put the savings back into its operations. The new facility project will also create 80 new permanent FTE jobs.
TEFRA Hearing	A public hearing is scheduled to be completed by the City of Los Angeles on April 25, 2017.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA's Bond Issuance Policies and Procedures</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Approve Resolution No. 17-14 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Los Angeles LGBT Center Project), Series 2017, For the Purpose of Financing Facilities for the Benefit of Los Angeles LGBT Center, a California Nonprofit Public Benefit Corporation, AMR Campus QALICB, Inc., a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain

Documents Herein Specified.

RESOLUTION NO. 17-14

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY REVENUE BONDS (LOS ANGELES LGBT CENTER PROJECT), SERIES 2017, FOR THE PURPOSE OF FINANCING FACILITIES FOR THE BENEFIT OF LOS ANGELES LGBT CENTER, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, AMR CAMPUS QALICB, INC., A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, AND/OR A RELATED OR SUCCESSOR ENTITY; PROVIDING THE TERMS AND CONDITIONS FOR THE SALE AND ISSUANCE OF SAID BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the "Act"), the cities of Eureka, Lancaster and Selma entered into a joint exercise of powers agreement (the "Agreement") pursuant to which the California Enterprise Development Authority (the "Authority") was organized; and

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into financing agreements to, among other things, finance or refinance facilities owned and/or leased and operated by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, pursuant to the provisions of the Act, the public agencies which are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the power to acquire and dispose of property, both real and personal; and

WHEREAS, the City of Los Angeles is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal; and

WHEREAS, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds, rather than certificates of participation, and enter into a loan agreement, financing agreement or similar agreement for the purposes of promoting economic development; and

WHEREAS, Los Angeles LGBT Center, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application to the Authority requesting the Authority to issue its Revenue Bonds (Los Angeles LGBT Center Project), Series 2017 (the "Bonds") in the aggregate principal amount not to exceed \$19,100,000, and to lend the proceeds thereof to the Borrower (the "Loan") for the purposes of (a) financing or reimbursing the Borrower and/or AMR Campus QALICB, Inc., a California nonprofit public benefit corporation ("AMR"), for a portion of the cost of designing, developing, acquiring, constructing, installing,

equipping and furnishing a new headquarters facility for the Borrower, which will include, but is not limited to, an approximately 18,040 square foot dwelling space offering up to 100 beds for homeless youth, a 7,085 square foot senior center, a 15,465 square foot youth center, 17,040 square feet of administrative offices, a 5,215 square foot accessory recreational space, a 4,520 square foot service space and commercial kitchen to feed homeless youth and seniors, up to 35 units of permanent supportive housing for young people, up to 100 units of affordable housing for seniors, an 1,885 square foot retail space, subterranean parking and other ancillary facilities, all to be located at 1116 North McCadden Place, Los Angeles, California and 6725 Santa Monica Boulevard, Los Angeles, California (collectively, the “Facilities”); (b) providing one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable; (c) paying a portion of the interest to accrue on the Bonds, if deemed necessary or desirable; (d) paying certain working capital expenditures, if deemed necessary or desirable; and (e) paying certain costs of issuance of the Bonds; and

WHEREAS, the Bonds will be purchased by Wells Fargo Bank, National Association (the “Purchaser”), pursuant to that certain Financing Agreement, by and among the Purchaser, the Authority and the Borrower (the “Financing Agreement”); and

WHEREAS, there have been placed on file with the Authority prior to this meeting the following documents and agreements:

- (a) A proposed form of the Financing Agreement; and
- (b) A proposed form of Assignment Agreement, between the Authority and the Purchaser (the “Assignment Agreement”); and

WHEREAS, the Facilities provide significant benefits to the residents of the City of Los Angeles and surrounding community through the services provided by the Borrower and, based on representations of the Borrower, the financing of the Facilities through the Authority will result in demonstrable savings in effective interest rate;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority, as follows:

Section 1. The Authority finds that it is in the public interest to assist the Borrower in refinancing the Facilities.

Section 2. The Authority hereby approves of the issuance of one or more series of the Bonds, the interest on which will initially be includable in gross income for federal income tax purposes but is expected to convert to being excluded from gross income for federal income tax purposes upon receipt of a determination for AMR from the Internal Revenue Service, in the principal amount not to exceed \$19,100,000, the purchase of the Bonds by the Purchaser pursuant to the Financing Agreement and making the Loan to the Borrower pursuant to the terms and provisions of the Financing Agreement. The Authority understands that the payments under the Loan will be assigned to the Purchaser to satisfy the Authority’s payments under the Bonds. The payments to be made by the Authority to the Purchaser under the Bonds will be satisfied solely from payments made by the Borrower to the Purchaser (as assignee of Authority) under the Loan.

Section 3. The proposed form of the Financing Agreement by and among the Purchaser, the Authority and the Borrower, on file with the Secretary of the Authority, is hereby approved. The Chair or the Vice Chair of the Board of Directors (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Financing Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Financing Agreement.

Section 4. The proposed form of the Assignment Agreement by and between the Authority and the Purchaser, on file with the Secretary of the Authority, is hereby approved. Each Authorized Signatory, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Assignment Agreement in substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Assignment Agreement.

Section 5. The Bonds shall be executed by the manual or facsimile signature of the Chair or the Vice Chair of the Board of Directors of the Authority and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority in the form set forth in and otherwise in accordance with the Financing Agreement. The Bonds, when so executed, shall be delivered to the Purchaser in accordance with the Financing Agreement upon payment of the purchase price thereof.

Section 6. Repayment of the principal of, premium, if any, and the interest on, the Bonds shall be made solely from the revenues to be received by the Authority from the Loan pursuant to the Financing Agreement, and the Bonds shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Bonds shall bear interest at the rate or rates set forth in the Financing Agreement.

Section 7. All assignments, 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 borrowing of amounts from the Purchaser and the making of the Loan to the Borrower, any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Facilities, any assignment by the Purchaser to an affiliate of the Purchaser, accredited investor or qualified institutional buyer or any prepayment of the Loan, may be given or taken by an Authorized Signatory without further authorization by this Board of Directors of the Authority, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

Section 8. All actions heretofore taken by the officials and agents of the Authority with respect to the Bonds and the Loan are hereby approved, confirmed and ratified, and the officials of the Authority and their authorized designees are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates, agreements and documents, including, without limitation, a tax certificate and agreement, which they or the Authority's counsel or the Purchaser's counsel may deem necessary or advisable in order to consummate the Loan and the Bonds and otherwise to effectuate the purposes of this Resolution, and the Secretary or the Assistant Secretary of the Authority is authorized to attest the execution of such certificates, agreements and documents.

Section 9. The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

Section 10. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed or delivered until the City of Los Angeles has held the requisite hearing and the City Council of the City of Los Angeles has approved the issuance of the Bonds pursuant to Section 147(f) of the Code.

Section 11. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 27th day of April, 2017.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

Attest:

By _____
Helen Schaubmayer, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on April 27, 2017.

Helen Schaubmayer, Assistant Secretary