

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

REGULAR MEETING

TELECONFERENCE MEETING NOTICE and AGENDA

LOCATIONS LISTED BELOW

10:30 A.M.

Thursday, May 20, 2021

Zoom Call Information

<https://us02web.zoom.us/j/82364783709?pwd=aDFITVM1MmtlS3R5c1hCUWtrVjJJZz09>

Meeting ID: 823 6478 3709

Passcode: 629209

One tap mobile

+16699006833,,82364783709#,,,,*629209# US (San Jose)

+13462487799,,82364783709#,,,,*629209# US (Houston)

Dial by your location

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+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 929 205 6099 US (New York)

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Washington DC)

Pursuant to the Governor's Executive Order N-29-20, members of the California Enterprise Development Authority and staff will participate in this meeting via a teleconference. To reduce the spread of COVID-19, members of the public are asked to Livestream

<https://us02web.zoom.us/j/82364783709?pwd=aDFITVM1MmtlS3R5c1hCUWtrVjJJZz09>

and to submit comments in writing to michelle@caled.org by 7:00 pm on May 19, 2021.

To submit a comment in writing, please email michelle@caled.org and write "Public Comment" in the subject line. In the body of the email, include the item number and/or title of the item as well as your comments.

Call to Order and Roll Call

Statement of Disclosure

Action Items

1. Consent Agenda
 - a. Approve Minutes from the Regular Meeting on April 29, 2021.
2. Approve Resolution 21-15 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One or More Loans for the Purpose of Financing and/or Refinancing the Cost of Acquisition, Construction, Installation, Equipping, and Furnishing of Educational Facilities for the Benefit of Berean Christian High School of Contra Costa County and/or a Related or Successor Entity; Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.
3. Approve Resolution 21-16 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One Or More Loans for the Purpose Of Financing the Cost of Acquisition, Construction, Development, Improvement, Furnishing, and Equipping of Senior Housing Facilities for the Benefit of Cardiff Orthodox Housing Foundation and Saints Constantine and Helen Greek Orthodox Church and/or Related or Successor Entities; Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Public Comment

Chair Report

PACE Report

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

Other Business Adjournment

This agenda can be obtained at <https://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. 12.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

MINUTES

Regular Meeting

ZOOM CALL

CEDA BOARD OF DIRECTORS

Thursday, April 29, 2021

Zoom Call Location

<https://us02web.zoom.us/j/85288333418?pwd=NDhzYlAvMXpjaDNUWmZ0bHFweXJWQT09>

Meeting ID: 852 8833 3418

Call to Order

Larry Vaupel, Acting Chair of the California Enterprise Development Authority, called the meeting to order at 10:31 a.m.

Roll Call

Members Present:

Keith Boggs
Jessica Gonzales
Mather Kearney
Margaret Silveira
Larry Vaupel

CALED Management/

Staff Present:

Michelle Stephens
Alphonse Wilfred

Public:

Sam Balisy, Kutak Rock
Bernhard Alvine, Kutak Rock
Peter Grabell, Dividend Finance

Statement of Disclosure

Action Items

1. Approve Consent Agenda
 - a. Approve Minutes from the Regular Meeting on April 8, 2021.

Motion: Board Member Keith Boggs made the motion to approve the Consent Agenda. Board Member Margaret Silveira seconded the motion on the floor.

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

2. Approve Resolution 21-11 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority Will Make One or More Loans for The Purpose Of Financing, Refinancing and/or Reimbursing The Cost of

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

The Acquisition, Improvement, Construction, Furnishing, Developing, and Equipping Of Facilities for The Benefit of The Hanna Fenichel Center for Child Development and/or a Related or Successor Entity; Providing The Terms and Conditions For Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

3.

Discussion: Michelle Stephens gave the staff report. Sam stated that the funding will go towards debt from a property they just bought as well as improvements.

Motion: *Board Member Jessica Gonzales made the motion to approve Resolution 21-11. Board Member Keith Boggs seconded the motion on the floor.*

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

4. Approve Resolution 21-12 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority Will Make One or More Loans for The Purpose of Refinancing The Cost of The Acquisition, Construction, Installation, Improvement, Equipping, And Furnishing of Facilities for The Benefit of Semper Virens Bakery Food Cooperative, Inc., D/B/A Alvarado Street Bakery and/or A Related or Successor Entity; Providing The Terms and Conditions For Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Discussion: Michelle Stephens gave the staff report.

Motion: *Board Member Margaret Silveira made the motion to approve Resolution 21-12. Board Member Jessica Gonzales seconded the motion on the floor.*

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

5. Approve Resolution 21-13 of The California Enterprise Development Authority Authorizing and Approving the Issuance of Revenue Bonds in an Amount Not to Exceed \$7,000,000 for The Purpose of Financing or Refinancing The Cost of The Acquisition, Construction, Renovation, Rehabilitation, Improvement, and/or Equipping of Educational Facilities for The Benefit of Alta Vista School and/or a Related or Successor Entity; Approving a Bond Indenture, a Loan Agreement, and a Bond Purchase Agreement in Connection Therewith, and Other Matters Relating Thereto Herein Specified.

Approve Resolution 21-14 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority Will Make One or More Loans for The Purpose of Financing or Refinancing The Cost of The Acquisition, Construction, Renovation, Rehabilitation, Improvement, and/or Equipping of Educational Facilities

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

For The Benefit of Alta Vista School and/or a Related or Successor Entity; Providing The Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

Discussion: Michelle Stephens gave the staff report. Sam discussed that the school has acquired property and owns the facilities so the funding will be used to refinance the taxable debt they have and convert it into tax-exempt debt.

Motion: Board Member Keith Boggs made the motion to approve Resolution 21-13. Board Member Margaret Silveira seconded the motion on the floor.

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

Motion: Board Member Jessica Gonzales made the motion to approve Resolution 21-14. Board Member Mather Kearney seconded the motion on the floor.

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

Public Comment

Chair Report: Michelle notified the board that there will be no meeting next Thursday (5-06-21)

PACE Report

Peter Grabell reported that they are in the process of hiring five more business development employees that will start in 2-3 weeks. They have been working on the relationship building with the North American Development Bank and hope to work on a project along the Mexico/US border. Lastly, they are working on 4 projects in San Diego County.

Other Business

Adjournment

Motion: Keith Boggs made the motion to adjourn the meeting. Margaret Silveira seconded the motion on the floor. Larry Vaupel adjourned the meeting at 10:47 am after the roll call vote.

The motion passed with the following roll call vote:

Keith Boggs	Aye
Jessica Gonzales	Aye
Mather Kearney	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

Staff Report

Action Requested	Approve Resolution 21-15 of The California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One or More Loans for the Purpose of Financing and/or Refinancing the Cost of Acquisition, Construction, Installation, Equipping, and Furnishing of Educational Facilities for the Benefit of Berean Christian High School of Contra Costa County and/or a Related or Successor Entity; Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.
Borrower(s)	Berean Christian High School of Contra Costa County
Borrower Description	<p>Berean Christian High School (Berean) has served the San Francisco East Bay Area since 1968, providing a distinctive, Bible-centered, college-preparatory education to develop lifetime followers of Christ. Caring, committed, and highly qualified teachers nurture and challenge ninth through twelfth-grade students to become lifelong learners through an educational program marked by academic and extracurricular excellence. Their purpose is to serve families who desire not merely a private education, but a distinctively Christian education for their children. Drawing from a diverse Christian community, the school partners with parents and their churches to develop students' unique, God-given talents to their highest potential.</p> <p>Berean Christian High School of Contra Costa County has submitted an application to the Authority requesting the Authority to make one or more loans in the aggregate principal amount not to exceed \$2,400,000 to be applied to refinance certain outstanding indebtedness that Berean Christian High School incurred to finance and refinance the acquisition, construction, installation, renovation, rehabilitation, and equipping of its educational facilities located at 245 El Divisadero Avenue, Walnut Creek, California 94598. This will consist of six, single-story buildings with approximately 44,400 square feet of space, a football field, a paved parking lot, and other ancillary facilities. It will also finance the cost of certain improvements to this location, including a new artificial turf, new roofs and other improvements and pay certain costs of issuance in connection with such financing or refinancing.</p>
Public Benefits	The tax-exempt financing will allow Berean Christian High School of Contra Costa County to realize savings that can be put into purchasing and rehabilitating real property.
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; and ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution 21-15 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One or More Loans for the Purpose of Financing and/or Refinancing the Cost of Acquisition, Construction, Installation, Equipping, and Furnishing of Educational Facilities for the Benefit of Berean Christian High School of Contra Costa County and/or a Related or Successor Entity; Providing the Terms and Conditions for Such Loan Agreement and Other Matters Relating Thereto Herein Specified.

RESOLUTION NO. 21-15

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE ONE OR MORE LOANS FOR THE PURPOSE OF FINANCING AND/OR REFINANCING THE COST OF ACQUISITION, CONSTRUCTION, INSTALLATION, EQUIPPING, AND FURNISHING OF EDUCATIONAL FACILITIES FOR THE BENEFIT OF BEREAN CHRISTIAN HIGH SCHOOL OF CONTRA COSTA COUNTY AND/OR A RELATED OR SUCCESSOR ENTITY; PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Exercise of 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;

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”);

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;

WHEREAS, the City of Walnut Creek (the “City”) is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal;

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;

WHEREAS, Berean Christian High School of Contra Costa County, a California nonprofit religious corporation (the “Borrower”), has submitted an application to the Authority requesting the Authority to make one or more loans (collectively, the “Borrower Loan”) in the aggregate principal amount not to exceed \$2,400,000 to the Borrower to be applied to (a) refinance certain outstanding indebtedness of the Borrower incurred to finance and refinance the acquisition, construction, installation, renovation, rehabilitation, and equipping of the Borrower’s educational facilities located at 245 El Divisadero Avenue, Walnut Creek, California 94598 (the “Property”),

consisting of six, single-story buildings with approximately 44,400 square feet of space, a football field, a paved parking lot, and other ancillary facilities, (b) finance the cost of certain improvements to the Property, including a new artificial turf, new roofs and other improvements to the Property (collectively, the “Facilities”); and (c) pay certain costs of issuance in connection with such financing or refinancing;

WHEREAS, the Authority intends to use the proceeds of one or more tax-exempt loans from Bank of Marin, as a private placement lender, or its successor (the “Lender”), to the Authority (collectively, the “Authority Loan”) to make the Borrower Loan;

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

(a) A proposed form of Loan Agreement (the “Loan Agreement”), by and among the Lender, the Authority and the Borrower; and

(b) A proposed form of Assignment Agreement (the “Assignment Agreement”), by and between the Authority and the Lender;

WHEREAS, pursuant to California Government Code Section 5852.1, certain information regarding the Loans, attached hereto as Attachment I, has been presented to the Authority by the Borrower based on a good faith estimates by the Lender; and

WHEREAS, the Facilities provide significant benefits to the residents of the City and surrounding community through the educational 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 financing and refinancing the Facilities.

Section 2. The Authority hereby approves of the entering into the Authority Loan, the interest with respect to which will be excluded from gross income for federal income tax purposes, and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Authority understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loan. The payments to be made by the Authority to the Lender under the Authority Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of the Authority) under the Borrower Loan.

Section 3. The proposed form of the Loan Agreement, by and among the Lender, 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 Loan 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 Loan Agreement.

Section 4. The proposed form of the Assignment Agreement, by and between the Authority and the Lender, 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 Authority approves the Authority Loan, the interest with respect to which will be excluded from gross income for federal income tax purposes, and the making of the Borrower Loan to the Borrower in an amount not to exceed \$2,400,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Loan Agreement, and the Authority Loan shall not be deemed to constitute a debt or liability of the State of California or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 6. 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 Lender and the making of the Borrower 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 Lender to an affiliate of the Lender, accredited investor or qualified institutional buyer or any prepayment of the Borrower 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 7. All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan and the Borrower 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 Lender's counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan 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 8. 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 9. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed or delivered until the City has held the requisite hearing and the City Council of the City of Walnut Creek has approved the making of the Authority Loan pursuant to Section 147(f) of the Code.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 20th day of May, 2021.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

Attest:

By _____
Michelle Stephens, 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 May 20, 2021.

Michelle Stephens, Assistant Secretary

Attachment I

PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, Berean Christian High School of Contra Costa County, a California nonprofit religious corporation (the “Borrower”), has provided the following required information to the California Enterprise Development Authority (the “Authority”), as conduit financing provider, prior to the Authority’s regular meeting on May 20, 2021 (the “Meeting”) of its Board of Directors (the “Board”) at which Meeting, the Board will consider the authorization of conduit revenue obligations in the aggregate principal amount not to exceed \$2,400,000 (the “Obligations”).

1. Bank of Marin, as private placement lender, engaged by the Borrower, provided the Borrower with the required good faith estimates relating to the Obligations as follows:
 - A. The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Obligations (to the nearest ten-thousandth of one percent): 3.26816%.
 - B. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$82,800.
 - C. The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: \$2,400,000.
 - D. The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$3,026,609.21.
2. The good faith estimates provided above were based on the information which was presented to the governing board of the Borrower, or presented to the official or officials or committee designated by the governing board of the Borrower to obligate the Borrower in connection with the Obligations or, in the absence of a governing board, presented to the official or officials of the Borrower having authority to obligate the Borrower in connection with the Obligations.

The foregoing estimates constitute good faith estimates only. The actual principal amount of the Obligations issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to a variety of factors. The actual interest rates borne by the Obligations and the actual amortization of the Obligations will depend on market interest rates at the time of the issuance of the Obligations. Market interest rates are affected by economic and other factors beyond the control of the Borrower.

The Authority is authorized to make this document available to the public at the Meeting of the Authority.

Staff Report

Action Requested	Approve Resolution 21-16 Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One Or More Loans for the Purpose Of Financing the Cost of Acquisition, Construction, Development, Improvement, Furnishing, and Equipping of Senior Housing Facilities for the Benefit of Cardiff Orthodox Housing Foundation and Saints Constantine and Helen Greek Orthodox Church and/or Related or Successor Entities; Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
Borrower(s)	Cardiff Orthodox Housing Foundation and Sts. Constantine and Helen Greek Orthodox Church
Borrower Description	<p>This project has two borrowers: Cardiff Orthodox Housing Foundation and Sts. Constantine and Helen Greek Orthodox Church.</p> <p>Sts. Constantine and Helen Greek Orthodox Church journey started in 1979. Each Sunday, divine liturgies, baptisms, and weddings are held in the cafeteria of a junior high school in nearby Solana Beach. They believe that the Orthodox church has preserved and taught the historic Christian Faith, free from error and distortion, from the time of the Apostles and believe that the church and the faith are inseparable. It is through the Church that an individual is nurtured in the Faith.</p> <p>Cardiff Orthodox Housing Foundation provides affordable housing to elderly people in north San Diego County and on church grounds. Cardiff manages the senior apartments that the Sts. Constantine and Helen Greek Orthodox Church provide for senior citizens.</p> <p>Cardiff Orthodox Housing Foundation and Saints Constantine and Helen Greek Orthodox Church have submitted an application to the Authority requesting to make one or more loans in the aggregate principal amount not to exceed \$18,500,000 to be applied to finance the cost of the acquisition, construction, development, improvement, furnishing and equipping of a 60-unit, multi-family, senior housing project located at 3459 Manchester Avenue, Cardiff by the Sea, California 92007 and pay certain costs of issuance in connection with such financing.</p>
Public Benefits	The tax-exempt financing will allow Cardiff Orthodox Housing Foundation and Sts. Constantine and Helen Greek Orthodox Church to realize savings that can be put into purchasing and rehabilitating real property.
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; and ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution 21-16 of the California Enterprise Development Authority Authorizing and Approving a Loan Agreement Pursuant to which The California Enterprise Development Authority will Make One Or More Loans for the Purpose Of Financing the Cost of Acquisition, Construction, Development, Improvement, Furnishing, and Equipping of Senior Housing Facilities for the Benefit of Cardiff Orthodox Housing Foundation and Saints Constantine and Helen Greek Orthodox Church and/or Related or Successor Entities; Providing the Terms and Conditions for such Loan Agreement and Other

	Matters Relating Thereto Herein Specified.
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RESOLUTION NO. 21-16

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE ONE OR MORE LOANS FOR THE PURPOSE OF FINANCING THE COST OF ACQUISITION, CONSTRUCTION, DEVELOPMENT, IMPROVEMENT, FURNISHING, AND EQUIPPING OF SENIOR HOUSING FACILITIES FOR THE BENEFIT OF CARDIFF ORTHODOX HOUSING FOUNDATION AND SAINTS CONSTANTINE AND HELEN GREEK ORTHODOX CHURCH AND/OR RELATED OR SUCCESSOR ENTITIES; PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, pursuant to the provisions of the Joint Exercise of 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;

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");

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;

WHEREAS, the County of San Diego (the "County") is an associate member of the Authority and is authorized to acquire and dispose of property, both real and personal;

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 purpose of promoting economic development;

WHEREAS, Cardiff Orthodox Housing Foundation, a California nonprofit religious corporation, and Saints Constantine and Helen Greek Orthodox Church, a California nonprofit religious corporation (together, the "Borrower"), have submitted an application to the Authority requesting the Authority to make one or more loans (collectively, the "Borrower Loan") in the aggregate principal amount not to exceed \$18,500,000 to the Borrower to be applied to (a) finance the cost of the acquisition, construction, development, improvement, furnishing and equipping of a 60-unit, multi-family, senior housing project located at 3459 Manchester Avenue, Cardiff by the

Sea, California 92007 (collectively, the “Facilities”); and (b) pay certain costs of issuance in connection with such financing;

WHEREAS, the Authority intends to use the proceeds of one or more tax-exempt loans from First Republic Bank, as a private placement lender, or its successor (the “Lender”), to the Authority (collectively, the “Authority Loan”) to make the Borrower Loan;

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

(a) A proposed form of Loan Agreement (the “Loan Agreement”), by and among the Lender, the Authority, and the Borrower; and

(b) A proposed form of Assignment Agreement (the “Assignment Agreement”), by and between the Authority and the Lender;

WHEREAS, pursuant to California Government Code Section 5852.1, certain information regarding the Loans, attached hereto as Attachment I, has been presented to the Authority by the Borrower based on a good faith estimates by the Lender; and

WHEREAS, the Facilities provide significant benefits to the residents of the County and surrounding community with the senior housing 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 financing the Facilities.

Section 2. The Authority hereby approves of the entering into the Authority Loan, the interest with respect to which will be excluded from gross income for federal income tax purposes, and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Authority understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loan. The payments to be made by the Authority to the Lender under the Authority Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of the Authority) under the Borrower Loan.

Section 3. The proposed form of the Loan Agreement, by and among the Lender, 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 Loan 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 Loan Agreement.

Section 4. The proposed form of the Assignment Agreement, by and between the Authority and the Lender, 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 Authority approves the Authority Loan, the interest with respect to which will be excluded from gross income for federal income tax purposes, and the making of the Borrower Loan to the Borrower in an amount not to exceed \$18,500,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Loan Agreement, and the Authority Loan shall not be deemed to constitute a debt or liability of the State of California or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 6. 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 Lender and the making of the Borrower 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 Lender to an affiliate of the Lender, accredited investor or qualified institutional buyer or any prepayment of the Borrower 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 7. All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan and the Borrower 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 Lender's counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan 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 8. 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 9. Notwithstanding anything to the contrary in this Resolution, no documents referenced in this Resolution may be executed or delivered until the County has held the requisite hearing and the Board of Supervisors of the County has approved the making of the Authority Loan pursuant to Section 147(f) of the Code.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 20th day of May, 2021.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

Attest:

By _____
Michelle Stephens, 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 May 20, 2021.

Michelle Stephens, Assistant Secretary

Attachment I

PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, Cardiff Orthodox Housing Foundation, a California nonprofit religious corporation, and Saints Constantine and Helen Greek Orthodox Church, a California nonprofit religious corporation (together, the “Borrower”), have provided the following required information to the California Enterprise Development Authority (the “Authority”), as conduit financing provider, prior to the Authority’s regular meeting on May 20, 2021 (the “Meeting”) of its Board of Directors (the “Board”) at which Meeting, the Board will consider the authorization of conduit revenue obligations in the aggregate principal amount not to exceed \$18,500,000 (the “Obligations”).

1. First Republic Bank, as private placement lender, engaged by the Borrower, provided the Borrower with the required good faith estimates relating to the Obligations as follows:
 - A. The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Obligations (to the nearest ten-thousandth of one percent): 3.22272%.
 - B. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$345,000.
 - C. The amount of proceeds received by the public body for sale of the Obligations less the finance charge of the Obligations described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Obligations: \$18,155,000.
 - D. The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$30,791,179.71.
2. The good faith estimates provided above were based on the information which was presented to the governing board of the Borrower, or presented to the official or officials or committee designated by the governing board of the Borrower to obligate the Borrower in connection with the Obligations or, in the absence of a governing board, presented to the official or officials of the Borrower having authority to obligate the Borrower in connection with the Obligations.

The foregoing estimates constitute good faith estimates only. The actual principal amount of the Obligations issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to a variety of factors. The actual interest rates borne by the Obligations and the actual amortization of the Obligations will depend on market interest rates at

the time of the issuance of the Obligations. Market interest rates are affected by economic and other factors beyond the control of the Borrower.

The Authority is authorized to make this document available to the public at the Meeting of the Authority.