

# CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

## REGULAR MEETING

### \*\*\*TELECONFERENCE MEETING NOTICE and AGENDA\*\*\* LOCATIONS LISTED BELOW

10:30 A.M.

Thursday, July 2, 2020

#### Zoom Call Information

<https://us02web.zoom.us/j/87830339910?pwd=d3ZGTWY5RWF2WEVhR0xWWUNpS3haUT09>

Meeting ID: 878 3033 9910

Password: 129953

One tap mobile

+14086380968,,87830339910#,,,0#,,129953# US (San Jose)

+16699006833,,87830339910#,,,0#,,129953# US (San Jose)

Dial by your location

+1 408 638 0968 US (San Jose)

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 312 626 6799 US (Chicago)

+1 646 876 9923 US (New York)

+1 301 715 8592 US (Germantown)

*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/87830339910?pwd=d3ZGTWY5RWF2WEVhR0xWWUNpS3haUT09>) and to submit comments in writing to by 7:00 pm on July 1, 2020.*

*To submit a comment in writing, please email [michelle@caled.org](mailto: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 June 11, 2020 and the Founders Meeting on June 18, 2020.
  - b. Approve Resolution 20-17 Approving Associate Membership by the County of San Benito in the California Enterprise Development Authority and the Execution of an Associate Membership Agreement Relating to the Associate Membership of the County in the Authority.
  - c. Approve Resolution 20-18 of the California Enterprise Development Authority Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency, and Water Efficiency Improvements in the County of San Benito.
2. Approve Resolution 20-19 of the California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to which the California Enterprise Development Authority will Make Loans in an Aggregate Amount not to Exceed \$20,000,000 for the Purpose of Financing and Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational and Related Facilities for the Benefit of San Francisco Day School, Providing the Terms and Conditions for such Master Loan Agreement and other Matters Relating Thereto Herein Specified.
3. Approve Resolution 20-20 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 Acquiring,

## **CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

Developing, Constructing, Installing, Equipping and Furnishing Educational and Related Facilities to be Owned and Operated by San Francisco Waldorf School Association; Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.

### **Public Hearing**

4. Approve Resolution 20-21 of the California Enterprise Development Authority Making Certain Findings and Determinations in Connection with and Confirming the Report Regarding the Establishment of a Contractual Assessment Program to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency, Seismic Retrofits, Electric Vehicle Charging Infrastructure and Water Efficiency Improvements; Confirming Assessments to be Levied within the Parameters of the Report; and Taking Certain other Actions – City of Alameda.

### **Public Comment**

#### **Chair Report**

#### **PACE Report**

#### **Other Business**

#### **Adjournment**

This agenda can be obtained at <https://ceda.caled.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.

**MINUTES**  
**Regular Meeting**  
**\*\*\*ZOOM CALL\*\*\***  
**CEDA BOARD OF DIRECTORS**  
**Thursday, June 11, 2020**

**Zoom Call Location**

<https://us02web.zoom.us/j/83945459780?pwd=VIBIZThiMDBqNGFlQ1UrUIEwUCtSQTO9>

Meeting ID: 839 4545 9780  
Password: 529888

**Call to Order**

Gurbax Sahota, Chair of the California Enterprise Development Authority, called the meeting to order at 10:31 am.

**Roll Call**

Members Present:

Keith Boggs  
Jason Crawford  
Jessica Gonzales  
Aaron Laurel \*10:54am  
Gurbax Sahota  
Margaret Silveira  
Larry Vaupel

CALED Management/

Staff Present: Michelle Stephens  
Alphonse Wilfred

Public: Bernhard J. Alvine, Kutak Rock  
Sam Balisy, Kutak Rock  
Peter Grabell, Dividend Finance  
David Mnatsakanyan, Kutak Rock

**Statement of Disclosure**

**Action Items**

1. Approve Consent Agenda.
  - a. Approve Minutes from the Regular Meeting on May 28, 2020.

**Motion:** *Board Member Larry Vaupel 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
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

2. Approve Resolution 20-16 of the California Enterprise Development Authority Authorizing the Issuance of Taxable and/or Tax Exempt Revenue Bonds in One or More Series in a Principal Amount Not to Exceed \$25,000,000 to Finance, Refinance, or Reimburse the Cost of the Acquisition, Improvement, Construction, Development, Installation, Equipping and Furnishing of Certain Educational and Appurtenant Facilities for the Benefit of Hillcrest Christian Center of

Thousand Oaks d/b/a Hillcrest Christian School, 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.

**Discussion:** Michelle presented a staff report approve up to \$25 million to finance, refinance, or reimburse the borrower of their facilities located in Thousand Oaks. The school is selling their smaller campus and moving to a larger campus.

**Motion:** *Board Member Margaret Silveira made the motion to approve Resolution 20-16. Board Member Jessica Gonzales seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

3. Approve \$250,000 to the California Association for Local Economic Development to support its 2019-2020 Work Program.

**Discussion:** Treasurer Larry Vaupel reviewed the budget and estimated year-end actual financials for CEDA. He noted that it was a strong year with many projects and more fee revenue than what was budgeted. In light of this, CEDA is in a position to declare that money surplus and support the economic development mission through contributions to the California Association for Local Economic Development and The California Academy for Economic Development. Board Member Keith Boggs noted that the contributions were needed because of the impact of the COVID-19 crisis on both organizations' ability to deliver their missions to support local economic development throughout California. Treasurer Vaupel and other members agreed over concerns of negative budget impacts from COVID-19.

**Motion:** *Board Member Margaret Silveira made the motion to the approve \$250,000 to the California Association for Local Economic Development to support its 2019-2020 Work Program because of the impact of COVID-19. Board Member Keith Boggs seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Abstain
Margaret Silveira	Aye
Larry Vaupel	Aye

4. Approve \$200,000 to the California Association for Local Economic Development to support its 2020-2021 Work Program.

**Motion:** *Board Member Margaret Silveira made the motion to approve \$200,000 to the California Association for Local Economic Development to support its 2020-2021 Work*

*Program because of the impact of COVID-19. Board Member Jason Crawford seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Abstain
Margaret Silveira	Aye
Larry Vaupel	Aye

5. Approve \$75,000 to the California Academy for Economic Development to support its 2020-2021 Work Program.

**Motion:** *Board Member Margaret Silveira made the motion to approve \$75,000 to the California Academy for Economic Development to support its 2020-2021 Work Program. Board Member Jessica Gonzales seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Abstain
Margaret Silveira	Aye
Larry Vaupel	Aye

6. Approve the California Enterprise Development Authority's 2020-2021 budget.

**Motion:** *Board Member Jessica Gonzales made the motion to approve the California Enterprise Development Authority's 2020-2021 budget. Board Member Margaret Silveira seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

7. Approve FY 2020-2021 CEDA Work Program.

**Discussion:** Gurbax discussed the CEDA work program with the board. Some new items included in CEDA's 20-21 work program are finalizing affordable housing fees and additional marketing/promotion.

**Motion:** *Board Member Jason Crawford made the motion to approve the FY 2020-2021 CEDA Work Program. Board Member Margaret Silveira seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

8. Approve Amended CEDA Bylaws.

**Discussion:** Gurbax shared the proposed changes to the bylaws. Larry Vaupel asked a question about a comment in the bylaws, regarding Article IV, Item 4 (p.3 of document), which discusses posting a copy of the order for adjournment after meetings. Legal counsel will review this and other items for compliance. The action was changed to approve bylaws pending legal review.

**Motion:** *Board Member Larry Vaupel made the motion to approve the Amended CEDA Bylaws pending legal opinion. Jessica Gonzales seconded the motion on the floor.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

**Public Comment**

**Chair Report**

Gurbax shared that there will be a Founders Meeting and invited the board members to the call. She also explained the importance of CEDA's support to CALED in dealing with the impacts of COVID-19 and helping the association deliver it's mission.

**PACE Report**

Peter updated the board about recent C-PACE impacts nationwide and in California. Developers are looking at PACE as an alternative, but for lenders, there are still some challenges because of the COVID-19 pandemic which create delay. Peter and his team are working on different solutions so that they can do more PACE deals with construction lenders and developers in California.

**Other Business**

**Adjournment**

**Motion:** *Keith Boggs made the motion to adjourn the meeting. Jessica Gonzales seconded the motion on the floor. Gurbax Sahota adjourned the meeting at 11:02 am after the roll call vote.*

*The motion passed with the following roll call vote:*

Keith Boggs	Aye
Jason Crawford	Aye
Jessica Gonzales	Aye
Aaron Laurel	Aye
Gurbax Sahota	Aye
Margaret Silveira	Aye
Larry Vaupel	Aye

**MINUTES**  
**Regular Meeting**  
**\*\*\*ZOOM CALL\*\*\***  
**CEDA ANNUAL FOUNDERS MEETING**  
**Thursday, June 18, 2020**

**Zoom Call Location**

<https://us04web.zoom.us/j/75162487601?pwd=NWhxekVPSkxGbkg3K2lkUCtKdU1uUT09>

Meeting ID: 751 6248 7601  
Password: 7TbG15

**Call to Order**

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

**Roll Call**

CEDA Founder

Members Present:

Swan Asbury, City of Eureka  
Tracy Tosta, City of Selma  
Sydney Yeseta, City of Lancaster

CEDA Board

Members Present: Jessica Gonzales  
Aaron Laurel  
Gurbax Sahota  
Larry Vaupel

CALED Management/

Staff Present: Michelle Stephens  
Alphonse Wilfred

Public:

Bernhard J. Alvine, Kutak Rock  
Sam Balisy, Kutak Rock  
Peter Grabell, Dividend Finance  
Christine Tyson, City of Eureka

**Statement of Disclosure**

**Action Items**

**Founding Members Report**

Michelle Stephens reviewed the 2019-20 CEDA year and some representative projects with the Founders. There were 26 nonprofit bond issuances totaling in over \$478 million and one PACE project totaling about \$3.7 million. Some unique projects that were done this year included a \$100 million project with AIDS Healthcare Foundation; a \$50 million project with Orange County Art Museum; and a \$4 million project with Impact Justice.

**Chair Report**

Gurbax Sahota thanked the Founders for creating CEDA and emphasized the importance of it in supporting CALED's mission and work. CEDA's contributions toward CALED were important because CALED was able to provide a cash match for CALED's Rural Infrastructure Guidebook; fund CARES Act analysis; and working on CDBG non-entitlement funding opportunities to make it more accessible to these communities. Without CEDA, CALED would not be able to be in such a proactive position.

**PACE Report**

Peter Grabell discussed PACE financing within new construction development projects. Some development projects that they are working on are the Alameda Marina project being redeveloped into mixed-use, the Long Beach Breakers Hotel, the Calimesa senior housing facility, and the Seaside memory care facility. Also, PACE is being used as "rescue capital" for projects. One example of this is in Palm Springs. There is a hotel and ground-floor retail

project that the developer walked away from but it is starting back again and will use PACE financing to help finish the project.

**Other Business**

Sam Bailsy thanked the founders and Aaron Laurel expressed his appreciation for the vision and purpose of setting up CEDA and its impact.

**Adjournment**

**Motion:** *Swan Asbury made the motion to adjourn the meeting. Tracy Tosta seconded the motion on the floor. Gurbax Sahota adjourned the meeting at 10:45 am after the roll call vote.*

*The motion passed with the following roll call vote:*

Swan Asbury	Aye
Tracy Tosta	Aye
Sydney Yeseta	Aye



## **RESOLUTION NO. 20-17**

### **CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

#### **RESOLUTION APPROVING ASSOCIATE MEMBERSHIP BY THE COUNTY OF SAN BENITO IN THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AND THE EXECUTION OF AN ASSOCIATE MEMBERSHIP AGREEMENT RELATING TO THE ASSOCIATE MEMBERSHIP OF THE COUNTY IN THE AUTHORITY**

**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 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**, pursuant to Section 2.10 of the Agreement, a local agency may be admitted as an associate member of the Authority upon approval of the Board of Directors of the Authority and the adoption by the legislative body of the local agency of a resolution approving an Associate Membership Agreement; and

**WHEREAS**, the County of San Benito (the “County”) wishes to join the Authority and has passed the requisite resolution approving the County becoming an associate member of the Authority and has approved an Associate Membership Agreement; and

**WHEREAS**, the Board of Directors desires to admit the County into the Authority as an associate member;

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

**Section 1.** The County is hereby admitted as a new associate member of the Authority.

**Section 2.** The Chair or the Vice Chair of the Board of Directors is hereby authorized to execute the Associate Membership Agreement with the County. All actions heretofore taken by the officers, or their respective designees, employees and agents of the Authority in connection with the Authority’s entry into the Associate Membership Agreement with the County are hereby ratified and confirmed.

**Section 3.** This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 2<sup>nd</sup> day of July, 2020.

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 July 2, 2020.

---

Michelle Stephens, Assistant Secretary

## **RESOLUTION NO. 20-18**

### **RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY DECLARING INTENTION TO FINANCE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE ENERGY SOURCES, ENERGY EFFICIENCY, AND WATER EFFICIENCY IMPROVEMENTS IN THE COUNTY OF SAN BENITO**

**WHEREAS**, the California Enterprise Development Authority (“CEDA”) is a joint powers authority organized and existing pursuant to the Joint Exercise of Powers Act (Government Code Section 6500 et seq.) and that certain Joint Exercise of Powers Agreement (the “Agreement”) dated as of June 1, 2006, among the cities of Eureka, Lancaster and Selma; and

**WHEREAS**, CEDA is authorized under the Agreement and Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California and in accordance with Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California (“Chapter 29”) to authorize assessments to finance the installation of distributed generation renewable energy sources, energy efficiency, and water efficiency improvements that are permanently fixed to real property (“Authorized Improvements”); and

**WHEREAS**, CEDA has obtained authorization from the County of San Benito (the “County”) to conduct assessment proceedings and to enter into contractual assessments to finance the installation of Authorized Improvements within the jurisdictional boundaries of the County pursuant to Chapter 29; and

**WHEREAS**, CEDA desires to declare its intention to establish a Figtree PACE program (“Figtree PACE”) in the County, pursuant to which CEDA, subject to certain conditions set forth below, would enter into contractual assessments to finance the installation of Authorized Improvements in the County.

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

**Section 1. Findings.** The Board of Directors hereby finds and determines the following:

- (a) The above recitals are true and correct and are incorporated herein by this reference.
- (b) Energy and water conservation efforts, including the promotion of Authorized Improvements to residential, commercial, industrial, or other real property, are necessary to address the issue of global climate change and the reduction of greenhouse gas emissions in the County.
- (c) The upfront cost of making residential, commercial, industrial, or other real property more energy and water efficient, along with the fact that most

commercial loans for that purpose are due on the sale of the property, prevents many property owners from installing Authorized Improvements.

- (d) A public purpose will be served by establishing a contractual assessment program, to be known as Figtree PACE, pursuant to which CEDA will finance the installation of Authorized Improvements to residential, commercial, industrial, or other real property in the County.

**Section 2. Determination of Public Interest.** The Board of Directors hereby determines that (a) it would be convenient, advantageous, and in the public interest to designate an area, which shall encompass the entire geographic territory within the boundaries of the County, within which CEDA and property owners within the County may enter into contractual assessments to finance the installation of Authorized Improvements pursuant to Chapter 29 and (b) it is in the public interest for CEDA to finance the installation of Authorized Improvements in the County pursuant to Chapter 29.

**Section 3. Identification of Authorized Improvements.** CEDA hereby declares its intention to make contractual assessment financing available to property owners to finance installation of Authorized Improvements, including but not limited to those improvements detailed in the Report described in Section 8 hereof (the “Report”), as that Report may be amended from time to time.

**Section 4. Identification of Boundaries.** Contractual assessments may be entered into by property owners located within the entire geographic territory of the County.

**Section 5. Proposed Financing Arrangements.** Under Chapter 29, CEDA may issue bonds, notes or other forms of indebtedness (the “Bonds”) pursuant to Chapter 29 that are payable by contractual assessments. Division 10 (commencing with Section 8500) of the Streets & Highways Code of the State (the “Improvement Bond Act of 1915”) shall apply to any indebtedness issued pursuant to Chapter 29, insofar as the Improvement Bond Act of 1915 is not in conflict with Chapter 29. The creditworthiness of a property owner to participate in the financing of Authorized Improvements will be based on the criteria developed by Figtree Energy Financing (the “Program Administrator”) upon consultation with Figtree PACE Program underwriters or other financial representatives, CEDA general counsel and bond counsel, and as shall be approved by the Board of Directors of CEDA. In connection with indebtedness issued under the Improvement Bond Act of 1915 that is payable from contractual assessments, serial and/or term improvement bonds or other indebtedness shall be issued in such series and shall mature in such principal amounts and at such times (not to exceed 20 years from the second day of September next following their date), and at such rate or rates of interest (not to exceed the maximum rate permitted by applicable law) as shall be determined by Board of Directors at the time of the issuance and sale of the indebtedness. The provisions of Part 11.1 of the Improvement Bond Act of 1915 shall apply to the calling of the bonds. It is the intention of CEDA to create a special reserve fund for the bonds under Part 16 of the Improvement Bond Act of 1915. Neither CEDA, nor any of its members participating in the Figtree PACE Program, shall advance available surplus funds from its treasury to cure any deficiency in the redemption fund to be created with respect to the indebtedness; provided, however, that this determination shall not prevent CEDA or any of its members from, in their sole discretion, so advancing funds.

The Bonds may be refunded under Division 11.5 of the California Streets and Highways Code or other applicable laws permitting refunding, upon the conditions specified by and upon determination of CEDA.

CEDA hereby authorizes the Program Administrator, upon consultation with CEDA general counsel, bond counsel and the Figtree PACE underwriter, to commence preparation of documents and take necessary steps to prepare for the issuance of bonds, notes or other forms of indebtedness as authorized by Chapter 29.

In connection with the issuance of bonds payable from contractual assessments, CEDA expects to obligate itself, through a covenant with the owners of the bonds, to exercise its foreclosure rights with respect to delinquent contractual assessment installments under specified circumstances.

**Section 6. Public Hearing.** Pursuant to the Act, CEDA hereby orders that a public hearing be held before CEDA Board (the “Board”), at 2150 River Plaza Drive, Suite 275, Sacramento, CA 95833, on Thursday, August 6, 2020, at 10:30 AM, for the purposes of allowing interested persons to object to, or inquire about, the proposed Figtree PACE Program. The public hearing may be continued from time to time as determined by the Board for a time not exceeding a total of 180 days.

At the time of the hearing, the Report described in Section 8 hereof shall be summarized, and the Board shall afford all persons who are present an opportunity to comment upon, object to, or present evidence with regard to the proposed Figtree PACE Program, the extent of the area proposed to be included within the boundaries of the assessment district, the terms and conditions of the draft assessment contract described in Section 8 hereof (the “Contract”), or the proposed financing provisions. Following the public hearing, CEDA may adopt a resolution confirming the Report (the “Resolution Confirming Report”) or may direct the Report’s modification in any respect, or may abandon the proceedings.

The Board hereby orders the publication of a notice of public hearing once a week for two successive weeks. Two publications in a newspaper published once a week or more often, with at least five days intervening between the respective publication dates not counting such publication dates, are sufficient. The period of notice will commence upon the first day of publication and terminate at the end of the fourteenth day. The first publication shall occur not later than 20 days before the date of the public hearing.

**Section 7. Notice to Water and Electric Providers.** Pursuant to Section 5898.24 of the Streets & Highways Code, written notice of the proposed contractual assessment program within the County to all water and electric providers within the boundaries of the County has been provided.

**Section 8. Report.** The Board hereby directs the Program Administrator to prepare the Report and file said Report with the Board at or before the time of the public hearing described in Section 6 hereof containing all of the following:

- a) A map showing the boundaries of the territory within which contractual assessments are proposed to be offered, as set forth in Section 4 hereof.
- b) A draft contractual assessment contract (the "Contract") specifying the terms and conditions of the agreement between CEDA and a property owner within the County.
- c) A statement of CEDA's policies concerning contractual assessments including all of the following:
  - (1) Identification of types of Authorized Improvements that may be financed through the use of contractual assessments.
  - (2) Identification of the CEDA official authorized to enter into contractual assessments on behalf of CEDA.
  - (3) A maximum aggregate dollar amount of contractual assessments.
  - (4) A method for setting requests from property owners for financing through contractual assessments in priority order in the event that requests appear likely to exceed the authorization amount.
- d) A plan for raising a capital amount required to pay for work performed in connection with contractual assessments. The plan may include the sale of a bond or bonds or other financing relationship pursuant to Section 5898.28 of Chapter 29. The plan (i) shall include a statement of, or method for determining, the interest rate and time period during which contracting property owners would pay any assessment, (ii) shall provide for any reserve fund or funds, and (iii) shall provide for the apportionment of all or any portion of the costs incidental to financing, administration and collection of the contractual assessment program among the consenting property owners and CEDA.
- e) A report on the results of the discussions with the County Auditor-Controller described in Section 10 hereof, concerning the additional fees, if any, that will be charged to CEDA for inclusion of the proposed contractual assessments on the general property tax roll of the County, and a plan for financing the payment of those fees.

**Section 9. Nature of Assessments.** Assessments levied pursuant to Chapter 29, and the interest and any penalties thereon, will constitute a lien against the lots and parcels of land on which they are made, until they are paid. Unless otherwise directed by CEDA, the assessments shall be collected in the same manner and at the same time as the general taxes of the County on real property are payable, and subject to the same penalties and remedies and lien priorities in the event of delinquency and default.

**Section 10. Consultations with City Auditor-Controller.** CEDA hereby directs the Program Administrator to enter into discussions with the County Auditor-Controller in order to reach agreement on what additional fees, if any, will be charged to CEDA for incorporating the proposed contractual assessments into the assessments of the general taxes of the County on real property.

**Section 11. Preparation of Current Roll of Assessment.** Pursuant to Section 5898.24(c), CEDA hereby designates the Program Administrator as the responsible party

for annually preparing the current roll of assessment obligations by assessor's parcel number on property subject to a voluntary contractual assessment.

**Section 12. Procedures for Responding to Inquiries.** The Program Administrator shall establish procedures to promptly respond to inquiries concerning current and future estimated liability for a voluntary contractual assessment.

**Section 13. Effective Date.** This resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** this 2<sup>nd</sup> day of July, 2020.

CALIFORNIA ENTERPRISE  
DEVELOPMENT AUTHORITY

By: \_\_\_\_\_  
Gurbax Sahota, Chair

ATTEST:

\_\_\_\_\_  
Michelle Stephens, Assistant Secretary



## Staff Report

<b>Action Requested</b>	Approve Resolution 20-19 California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to which the California Enterprise Development Authority will Make Loans in an Aggregate Amount not to Exceed \$20,000,000 for the Purpose of Financing and Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational and Related Facilities for the Benefit of San Francisco Day School, Providing the Terms and Conditions for such Master Loan Agreement and other Matters Relating Thereto Herein Specified.
<b>Borrower(s)</b>	San Francisco Day School
<b>Borrower Description</b>	<p>Since its inception, the San Francisco Day School (SF Day) has grounded students in the foundational skills of literacy, complex communications, number sense, and the ability to compute and calculate. The school equally embraces artistic interpretation and expression--musically, visually, and theatrically. Movement, exercise, and athletics are essential elements of the overall educational experience at SF Day. The immersive experiences students have through the service learning curriculum, travel opportunities to diverse cultures, and regular excursions into nature and the outdoors fosters not only their intellectual curiosity, but provides meaningful and invaluable life experiences through which students gain social context and develop emotional composure and maturity.</p> <p>SF Day wishes to finance and refinance the construction, renovation, rehabilitation, improvement and/or equipping of</p> <ul style="list-style-type: none"> <li>- Their educational facilities located at 350 Masonic Avenue, in San Francisco, California 94118, including the addition of 16,500 square feet of instructional space located at 2130 Golden Gate Avenue, in San Francisco, California 94118,</li> <li>- Faculty housing located at 2120-2122 Golden Gate Avenue, in San Francisco, California 94118, and used for educational purposes,</li> <li>- Pay various transaction costs and other related costs</li> </ul>
<b>Public Benefits</b>	The tax-exempt financing will allow San Francisco Day School to realize savings that can be put into purchasing and rehabilitating real property.
<b>Eligibility and Policy Review</b>	<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"> <li>■ The Borrower is capable of meeting the obligations incurred under the financing documents;</li> <li>■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; and</li> <li>■ Proposed financing is appropriate for the project.</li> </ul>
<b>Recommendation</b>	Staff recommends approval of Resolution 20-19 of the California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to which the California Enterprise Development Authority will Make Loans in an Aggregate Amount not to Exceed \$20,000,000 for the Purpose of Financing and Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational and Related Facilities for the Benefit of San Francisco Day School, Providing the Terms and Conditions for such Master Loan Agreement and other Matters Relating Thereto Herein Specified.

## **RESOLUTION NO. 20 -19**

### **CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

#### **RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A MASTER LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE LOANS IN AN AGGREGATE AMOUNT NOT TO EXCEED \$20,000,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE CONSTRUCTION, RENOVATION, IMPROVEMENT, AND EQUIPPING OF CERTAIN EDUCATIONAL AND RELATED FACILITIES FOR THE BENEFIT OF SAN FRANCISCO DAY SCHOOL, PROVIDING THE TERMS AND CONDITIONS FOR SUCH MASTER 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; 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 loan 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 and County of San Francisco (the “City”) is an associate member of the Authority; and

**WHEREAS**, pursuant to the provisions of the Act, the Authority may, at its option, issue bonds or other evidences of indebtedness, rather than certificates of participation, and enter into a loan agreement; and

**WHEREAS**, San Francisco Day School (the “Borrower”) wishes to: (i) finance and refinance the construction, renovation, rehabilitation, improvement and/or equipping of (a) its educational facilities located at 350 Masonic Avenue, in San Francisco, California 94118, including the addition of 16,500 square feet of instructional space located at 2130 Golden Gate Avenue, in San Francisco, California 94118, and (b) faculty housing located at 2120-2122 Golden Gate Avenue, in San Francisco, California 94118, all owned and operated by the Borrower (or its wholly-owned limited liability company) and used for educational purposes, and (ii) pay various transaction costs and other related costs (collectively, the “Project”); and

**WHEREAS**, there has been filed with the Secretary of the Authority a proposed form of (i) Master Loan Agreement (the “Master Loan Agreement”), by and among First Republic Bank, as lender (the “Lender”), the Authority and the Borrower, and (ii) Assignment Agreement (the “Assignment Agreement”) between the Authority and the Lender; and

**WHEREAS**, the Authority intends to use the proceeds of two taxable loans, which subsequently may be converted into tax-exempt loans, from the Lender to the Authority (the “Authority Loans”) in an aggregate amount not to exceed \$20,000,000 to make two loans of equal amount to the Borrower (the “Borrower Loans,” and, collectively with the Authority Loans, the “Loans”); and

**WHEREAS**, in accordance with the requirements of Section 147(f) of the Code and the Treasury Regulations thereunder, prior to the conversion of the Authority Loans from taxable loans to tax-exempt loans, the Board of Supervisors of the City shall conduct a public hearing and adopt a resolution approving the issuance of the Authority Loans in order to finance and refinance the Project on a tax-exempt basis; and

**WHEREAS**, the Borrower is expected to provide significant benefits to the residents of the City and surrounding communities and will also create and retain employment opportunities for residents of the City and surrounding communities over the long term; and

**WHEREAS**, the financing for the Borrower through the Authority will result in a more economical and efficient funding process because of the Authority’s expertise in conduit financings; and

**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

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

**Section 1.** The Board hereby finds and determines that the foregoing recitals are true and correct. The Board finds that it is in the public interest to assist the Borrower in financing the Project.

**Section 2.** The Authority hereby approves of the entering into the Authority Loans, on a taxable basis which subsequently may be converted to a tax-exempt basis, subject to the terms and conditions set forth in the Master Loan Agreement, and using the proceeds thereof to make the Borrower Loans pursuant to the terms and provisions of the Master Loan Agreement. The Authority understands that the payments under the Borrower Loans will be assigned to the Lender to satisfy the Authority’s payments under the Authority Loans. The payments to be made by the Authority to the Lender under the Authority Loans will be satisfied solely from payments made by the Borrower to the Lender (as assignee of Authority) under the Borrower Loans.

**Section 3.** The proposed form of the Master Loan Agreement by and among the Authority, the Lender and the Borrower, on file with the Secretary of the Authority, is hereby approved in substantially the form presented to and considered at the meeting of the Board. 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 Master 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 Master Loan Agreement.

**Section 4.** The proposed form of the Assignment Agreement between the Lender and the Authority, on file with the Secretary of the Authority, is hereby approved. Each of 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 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.

**Section 5.** The Authority approves the Authority Loans, on a taxable basis which subsequently may be converted to a tax-exempt basis, and the making of the Borrower Loans to the Borrower in an aggregate amount not to exceed \$20,000,000 in accordance with the terms of and to be secured by the Master Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loans shall be made solely from the revenues to be received by the Authority from the Borrower Loans pursuant to the Master Loan Agreement, and the Authority Loans shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Authority Loans shall bear interest at the rate or rates set forth in the Master 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 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 Project, any assignment by Lender to an affiliate of Lender or qualified institutional buyer or any prepayment of the Borrower Loans, may be given or taken by the Chair or the Vice Chair or any designee of either of them 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 Loans and the Borrower Loans are hereby approved, confirmed and ratified, and the officials of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver, whether at the time of the original issuance of the Authority Loans on a taxable basis or upon conversion of the Authority Loans to a tax-exempt basis, any and all certificates, agreements and documents, including, without

limitation, a tax certificate and agreement, which they or counsel may deem necessary or advisable in order to consummate the Borrower Loans and the Authority Loans 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.** Notwithstanding anything to the contrary in this Resolution, the Authority Loans may not convert such that interest thereon is excluded from gross income for federal income tax purposes until the City has held the requisite hearing pursuant to Section 147(f) of the Code and the Treasury Regulations thereunder, and the other requirements to such conversion set forth in the Master Loan Agreement have been satisfied.

**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.

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this July 2, 2020.

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 July 2, 2020.

---

Michelle Stephens  
Assistant Secretary

## **Attachment I**

### **PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS**

Pursuant to California Government Code Section 5852.1, San Francisco Day School, a California nonprofit public benefit 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 July 2, 2020 (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 \$20,000,000 (the “Obligations”).

1. First Republic Bank, 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): 2.83364%.
  - b. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$165,000.
  - 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: \$20,000,000.00.
  - 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): \$26,745,365.97.
2. The good faith estimates provided above were 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

<b>Action Requested</b>	Approve Resolution 20-20 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 Acquiring, Developing, Constructing, Installing, Equipping and Furnishing Educational and Related Facilities to be Owned and Operated by San Francisco Waldorf School Association; Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.
<b>Borrower(s)</b>	San Francisco Waldorf School Association
<b>Borrower Description</b>	<p>With love and devotion, the San Francisco Waldorf School (SFWS) strives to nourish the unique capacities of every student, that in each may awaken the critical and creative intelligence to envision the future, the compassion and commitment to understand others, and the courage to be a free and active participant in their common human experience. The school recognizes the changing nature of the students at each stage of development; generational and familial changes in the parent body; biographical changes in the faculty; organizational changes within the school; demographic and economic changes in the City of San Francisco; technological changes in how humans engage the world; and cultural changes at home and around the globe.</p> <p>As SFWS continues to stay competitive and deliver on its mission, it seeks ways to create offerings that maximize the use of its enhanced facilities, competitive salaries and benefits for faculty, expand access to a diverse population of students, and serve the community. As SFWS moves further into the new century, the school must continue to advance its mission in order to meet the needs of new generations. SFWS's financing goals are essential to its growth. Achieving the best and most cost-efficient financing will help SFWS achieve its goals to continue to offer students outstanding educational opportunities.</p> <p>SFWS is requesting \$25,000,000 of which to be loaned to:</p> <ul style="list-style-type: none"> <li>- Refinance certain indebtedness that previously financed costs relating to the acquisition, construction, renovation, rehabilitation, improvement and/or equipping of its educational facilities located at 470 West Portal Ave., San Francisco, California 94127 and at 2938 Washington Street, San Francisco, California 94115 and;</li> <li>- Finance and/or reimburse the Borrower for the cost of acquisition, construction, renovation, rehabilitation, improvement and/or equipping of a 10,020 square foot athletic and community center located at the High School Campus, including a gymnasium, performance venue, classroom and meeting space, an 1,100 square foot expansion to the Lower/Middle School Campus, including activity spaces, a kitchen area and communal space, and an approximately 1,400 square foot residential property located at 460 West Portal, San Francisco, California 94127 and;</li> <li>- Pay various transaction costs and related costs.</li> </ul>
<b>Public Benefits</b>	The tax-exempt financing will allow San Francisco Waldorf School to realize savings that can be put into purchasing and rehabilitating real property.
<b>Eligibility and Policy Review</b>	<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"> <li>■ The Borrower is capable of meeting the obligations incurred under the financing documents;</li> <li>■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; and</li> <li>■ Proposed financing is appropriate for the project.</li> </ul>
<b>Recommendation</b>	Staff recommends approval 20-20 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 or Refinancing the Cost of Acquiring, Developing, Constructing, Installing, Equipping and Furnishing Educational and Related Facilities to be Owned and Operated by San Francisco Waldorf School Association; Providing the Terms and Conditions for such Loan Agreement and Other Matters Relating Thereto Herein Specified.

## **RESOLUTION NO. 20-20**

### **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 OR REFINANCING THE COST OF ACQUIRING, DEVELOPING, CONSTRUCTING, INSTALLING, EQUIPPING AND FURNISHING EDUCATIONAL AND RELATED FACILITIES TO BE OWNED AND OPERATED BY SAN FRANCISCO WALDORF SCHOOL ASSOCIATION; 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; 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 San Francisco, California (the "City") 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** San Francisco Waldorf School Association, or a related or successor entity (the "Borrower"), a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), has requested that the Authority facilitate the issuance of revenue obligations in an aggregate principal amount not to exceed \$25,000,000 (the "Obligations"), the proceeds of which are to be loaned to the Borrower to (a) to refinance certain indebtedness that previously financed costs relating to the acquisition, construction, renovation, rehabilitation, improvement and/or

equipping of its educational facilities (the “Prior Project”) located at 470 West Portal Ave., San Francisco, California 94127 (the “High School Campus”) and at 2938 Washington Street, San Francisco, California 94115 (the “Lower/Middle School Campus”); (ii) to finance and/or reimburse the Borrower for the cost of acquisition, construction, renovation, rehabilitation, improvement and/or equipping of (a) a 10,020 square foot athletic and community center located at the High School Campus, including a gymnasium, performance venue, classroom and meeting space, (b) an 1,100 square foot expansion to the Lower/Middle School Campus, including activity spaces, a kitchen area and communal space, and (c) an approximately 1,400 square foot residential property located at 460 West Portal, San Francisco, California 94127 (collectively, the “New Project” and, together with the Prior Project, the “Project”), and (iii) to pay various transaction costs and related costs; and

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

**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 through its operation of San Francisco Waldorf School (the “School”) and, based on representations of the Borrower, the financing and 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 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 \$25,000,000 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 Board of Supervisors of the City 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 2<sup>nd</sup> day of July, 2020.

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 July 2, 2020.

---

Michelle Stephens, Assistant Secretary

## Attachment I

### PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, San Francisco Waldorf School Association, a California nonprofit public benefit corporation organized and existing under the laws of the State of California (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 July 2, 2020 (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 \$25,000,000 (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): 2.7097%.
  - B. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$212,500.
  - 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: \$24,787,500.
  - 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): \$37,274,890.89.
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.

## CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

**Date:** July 2, 2020  
**To:** Board of Directors  
**From:** CALED Staff  
**Subject:** Formation of Assessment District in connection with the FIGTREE PACE Program in the City of Alameda

### **RECOMMENDATION**

Approve Resolution No. 20-21 of the California Enterprise Development Authority Making Certain Findings and Determinations in Connection with and Confirming the Report Regarding the Establishment of a Contractual Assessment Program to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency, Seismic Retrofits, Electric Vehicle Charging Infrastructure and Water Efficiency Improvements; Confirming Assessments to be Levied Within the Parameters of the Report; and Taking Certain Other Actions.

### **FISCAL IMPACT**

There are no fiscal impacts to the California Enterprise Development Authority from the adoption of the attached resolutions.

### **INTRODUCTION**

On Thursday, May 28, 2020, the Board of Directors approved Resolutions of Intention for the City of Alameda.

This Resolution declared its intent to include the jurisdiction of the participating member entity in an energy and water efficiency district. The resolution among other things, briefly described the proposed arrangements for funding the FIGTREE PACE Program and directed Dividend Finance, LLC, the Program Administrator, to prepare a report as required by AB 811. Subsequently, July 2, 2020 was set as the date for a public hearing on the Program.

The proposed Resolution for the public entity is the final step in a two-step process necessary for the implementation of the FIGTREE PACE Program in participating member jurisdictions.

### **BACKGROUND**

The resolution passed by CEDA declaring its intent also directed the program administrator to prepare and file with the CEDA board a Program report that complies with AB 811. AB 811 requires the report to provide all of the following:

1. A map showing the boundaries of the territories within which contractual assessments are proposed to be offered.

2. A draft contract specifying the terms and conditions that would be agreed upon by a property owner and the California Enterprise Development Authority.
3. A statement of CEDA policies concerning contractual assessments including all of the following:
  - a. Identification of types of facilities, distributed generation renewable energy sources, or energy efficiency improvements that may be financed through the use of contractual assessments.
  - b. Identification of the CEDA official authorized to enter into contractual assessments on behalf of the member jurisdiction.
  - c. A maximum aggregate dollar amount of contractual assessments.
  - d. A method for setting requests from property owners for financing through contractual assessments in priority order in the event that requests appear likely to exceed the authorization amount.
  - e. Description of criteria for determining the underwriting requirements.
  - f. Safeguards that will be used to ensure that the total annual property taxes and assessments on the property will not exceed 5 percent of the property's market value.
4. A plan for raising a capital amount required to pay for work performed pursuant to contractual assessments, including a statement of or method for determining the interest rate and time period during which contracting property owners would pay any assessment; and the apportionment of all or any portion of the costs incidental to financing, administration, and collection of the contractual assessment program among the consenting property owners and CEDA.
5. A report on the results of the consultations with the City Auditor-Controller's Office of each participating member jurisdiction regarding the additional fees that will be charged to the participating property owner for incorporating the proposed contractual assessments into the assessments of general taxes of the city on real property, and a plan for financing the payment of those fees.

The program report was prepared and filed as required.

Pursuant to AB 811, CEDA provided notice of the public hearing by publishing a notice once a week for two weeks in regional publications of participating members.

### **CONCLUSION**

Adoption of this Resolution is the final step required by CEDA in the required assessment district proceedings. At the conclusion of adopting this Resolution, the Program will commence accepting applications for the provision of financing for participating property owners. Once a sufficient number of property owners have entered the Program, staff will bring before the board for approval the terms of the financing of the assessment districts.

## **RESOLUTION 20-21**

### **A RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY MAKING CERTAIN FINDINGS AND DETERMINATIONS IN CONNECTION WITH AND CONFIRMING THE REPORT REGARDING THE ESTABLISHMENT OF A CONTRACTUAL ASSESSMENT PROGRAM TO FINANCE INSTALLATION OF DISTRIBUTED GENERATION RENEWABLE ENERGY SOURCES, ENERGY EFFICIENCY, SEISMIC RETROFITS, ELECTRIC VEHICLE CHARGING INFRASTRUCTURE AND WATER EFFICIENCY IMPROVEMENTS; CONFIRMING ASSESSMENTS TO BE LEVIED WITHIN THE PARAMETERS OF THE REPORT; AND TAKING CERTAIN OTHER ACTIONS**

#### **CITY OF ALAMEDA**

**WHEREAS**, on July 2, 2020, the Board of Directors (the “Board of Directors”) of the California Enterprise Development Authority, a joint powers financing agency organized and existing pursuant to the Marks Roos Local Bond Pooling Act (“CEDA”), adopted a resolution declaring its intention to order the implementation of a contractual assessment program to finance the installation of distributed generation renewable energy sources, energy efficiency, seismic retrofits, electric vehicle charging infrastructure and water efficiency improvements (the “Resolution of Intention”) pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (the “Act”); and

**WHEREAS**, Chapter 29 authorizes CEDA to enter into contractual assessments to finance the installation of Authorized Improvements in the City of Alameda (the “City”); and

**WHEREAS**, the Resolution of Intention directed Dividend Finance, LLC (the “Program Administrator”) to prepare and file with the Board of Directors a report (the “Report”) in accordance with Section 5898.22 of the Act, and the Program Administrator has filed said Report with the Board of Directors; and

**WHEREAS**, the Resolution of Intention set the time and place for a hearing on the proposed Figtree Property Assessed Clean Energy Program (“PACE Program”) described in the Report; and

**WHEREAS**, the Resolution of Intention described the proposed arrangements for funding which may include bonds, notes or other forms of indebtedness. Indebtedness issued pursuant to the Act will be repaid by voluntary contractual assessments; and

**WHEREAS**, on July 2, 2020, following notice duly given in accordance with law, the Board of Directors held a full and fair public hearing on the Report, and matters relating thereto, at which interested persons were afforded the opportunity to comment upon, object to, or present evidence with regard to the proposed Figtree PACE Program or any of its particulars, including the extent of the area proposed to be included within PACE Program, the terms and conditions of the draft contract with landowners (as further described herein, the “Assessment Contract”) assessment, and the proposed financing provisions; and

**WHEREAS**, the Report sets forth each of the items required to be contained therein pursuant to Section 5898.22 of the Act; and

**WHEREAS**, the Board of Directors, having considered all oral and written testimony, desires to confirm the Report and proceed with the establishment of the Figtree PACE Program in the City of Alameda;

**NOW, THEREFORE, BE IT RESOLVED, DETERMINED, AND ORDERED BY THE BOARD OF DIRECTORS OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AS FOLLOWS:**

**Section 1.** The recitals set forth hereinabove are true and correct in all respects.

**Section 2.** The Board of Directors finds and determines that all actions required to be taken and all conditions required to be satisfied prior to action by the Board of Directors pursuant to law, including the Act, have been taken and satisfied.

**Section 3.** The Board of Directors hereby confirms the Report and approves the formation of the contractual assessment program in connection with the PACE Program. The Board of Directors also confirms the levy of assessments for the financed amount of the improvements and approves a cost recovery annual administrative assessment to be added to the annual levy within the parameters of the Report. The Board of Directors directs the establishment of the PACE Program and the implementation thereof as provided in the Report and in accordance with the applicable law.

**Section 4.** The Program Administrator is directed to cause to be recorded in the office of the County Recorder in which a participating property resides, concurrently with the instrument creating the voluntary contractual assessment, a document entitled "Payment of Contractual Assessment Required" pursuant to Section 5898.24(d) of the Act. The County Recorder shall only be responsible for examining such document and determining that it contains the information required by Section 5898.24(d)(2)(A), (E) and (F) of the Act and for indexing the document under the names of the persons and entities identified in Section 5898.24(d)(2)(A) and (E) of the Act. The County Recorder shall not examine any other information contained in such document.

**Section 5.** The Board of Directors hereby designates the Program Administrator as the office responsible for annually preparing the current roll of assessment obligations by assessor's parcel number on property subject to a voluntary contractual assessment and directs the Program Administrator to establish procedures to promptly respond to inquiries concerning current and future estimated liability for a voluntary contractual assessment; provided that neither the Program Administrator nor the Board of Directors shall be liable if any estimate of future voluntary contractual assessment liability is inaccurate or for any failure of any seller to request notice pursuant to the Act or to provide the notice to a buyer.

**Section 6.** The Program Administrator is hereby authorized and directed to do all acts and things which may be required of him or her by this Resolution, or which may be necessary or desirable in carrying out the PACE Program as described in the Report, and all matters incidental thereto, including without limitation, to make clarifying changes to the Report; after

consulting with counsel, to modify the draft application and the draft Assessment Contract set forth in the Report; and to modify the schedule of eligible improvements attached to the Report as deemed necessary or desirable.

**Section 7.** This Resolution shall be effective upon its adoption by the Board of Directors.

The foregoing Resolution was on the 2<sup>nd</sup> day of July 2020, adopted by the Board of Directors of the California Enterprise Development Authority.

CALIFORNIA ENTERPRISE  
DEVELOPMENT AUTHORITY

By: \_\_\_\_\_  
Gurbax Sahota, Chair

ATTEST:

By: \_\_\_\_\_  
Michelle Stephens, Assistant Secretary