

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

**REGULAR MEETING
TELECONFERENCE MEETING NOTICE and AGENDA
LOCATIONS LISTED BELOW**

**10:30 A.M.
Thursday, September 15, 2016
Teleconference Phone Information
(712) 775-7031 - Conference Code: 895081223**

**Call to Order and Roll Call
Statement of Disclosure**

Action Items

1. Approve Minutes from the Regular Meeting on August 25, 2016.
2. Approve Resolution No. 16-97 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Laguna College of Art and Design Project), Series 2016, for the Purpose of Refinancing Facilities for the Benefit of Laguna College of Art and Design, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.
3. Approve Resolution No. 16-98 Authorizing and Approving an Assignment of the Program Administration Agreement in Connection with the California Enterprise Development Authority Property Assessed Clean Energy Program, and Authorizing and Directing the Execution of Related Documents and Approving Related Documents and Actions.

**Public Comment
Chair Report
PACE Report
Other Business
Adjournment**

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

California Association for Local
Economic Development
(contact Helen Schaubmayer)
550 Bercut Drive, Suite G
Sacramento, CA 95811

City of Vista
(contact Kevin Ham or
Reception)
200 Civic Center Dr.
Vista, CA 92084

Economic Development
Collaborative-Ventura County
(contact Bruce Stenslie
or Kelly Noble)
1601 Carmen Drive, #215
Camarillo, CA 93010

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

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

Los Angeles EDC
(contact Carrie Rogers or
Linden Johnson)
444 S. Flower St., 37th Floor
Los Angeles, CA 90071

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

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

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

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

MINUTES
Regular Meeting
*****TELECONFERENCE MEETING *****
CEDA BOARD OF DIRECTORS
Thursday, August 25, 2016

Teleconference Locations

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

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

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

Balboa Park Club
Santa Fe Meeting Room
2144 Pan America Road
San Diego, CA 92101

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

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

Los Angeles EDC
444 S. Flower St., 37th Floor
Los Angeles, CA 90071

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

Call to Order

Bruce Stenslie, Board Treasurer of the California Enterprise Development Authority, called the meeting to order at 10:31 am.

Roll Call

Members Present: Jason Crawford
Kevin Ham
Mike Dozier
Mike Nuby
Carrie Rogers
Gurbax Sahota
Bruce Stenslie

CALED Management/Staff

Present: Jillian Boyd
Helen Schaubmayer

Public Present: Dan Bronfman

Statement of Disclosure

None

Action Items

1. Approve Minutes from the Regular Meeting on August 18, 2016.

Motion: Board Member Kevin Ham made the motion to approve minutes from the regular meeting on August 18, 2016. Board Member Jason Crawford seconded the motion on the floor. The motion passed with a voice vote:

Jason Crawford	Aye
Kevin Ham	Aye
Mike Dozier	Aye
Mike Nuby	Aye
Carrie Rogers	Aye
Gurbax Sahota	Aye
Bruce Stenslie	Aye

2. Approve Resolution No. 16-96 Authorizing the Issuance and Sale of California Enterprise Development Authority Taxable Variable Rate Demand Industrial Development Revenue Bonds (J. Harris Industrial Water Treatment, Inc. Project), Series 2016 in the Aggregate Principal Amount of Not to Exceed \$2,340,000 for the Purpose of Financing and Refinancing Facilities For The Benefit Of KJH Properties, LLC and/or a Related or Successor Entity, Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.

Motion: Board Member Carrie Rogers made the motion to approve Resolution No. 16-96. Board Member Kevin Ham seconded the motion on the floor. The motion passed with the following roll call vote:

Jason Crawford	Aye
Kevin Ham	Aye
Mike Dozier	Aye
Mike Nuby	Aye
Carrie Rogers	Aye
Gurbax Sahota	Aye
Bruce Stenslie	Aye

Discussion: Helen briefed the Board that J. Harris Industrial Water Treatment, Inc. (KJH Properties) was founded in 1944 and is an innovative industrial water service company. KJH Properties requested the Authority to issue an additional series of taxable bonds for an aggregate amount not to exceed \$2,340,000 for the purpose of financing and refinancing the cost of the real property and improvements. Dan Bronfman stated KJH Properties is acquiring the building next to their current location in Oxnard to accommodate their future growth.

3. Approve James Marta & Associates Proposal for CEDA Annual Audit for 2015-2016, 2016 2017, and 2017-2018.
4. **Motion:** Board Member Mike Nuby made the motion to approve James Marta & Associates proposal for the CEDA Annual Audit for 2015-2016, 2016 2017, and 2017-2018. Board Member Jason Crawford seconded the motion on the floor. The motion passed with the following roll call vote:

Jason Crawford	Aye
Kevin Ham	Aye
Mike Dozier	Aye
Mike Nuby	Aye
Carrie Rogers	Aye

Gurbax Sahota
Bruce Stenslie

Aye
Aye

Discussion: Bruce Stenslie briefed the Board that CEDA staff went out for RFP and only received one response, possibly due to CEDA's structure as a JPA requires more specialized experience. Bruce stated that CEDA will be working with the same firm but the lead auditor has been different in preceding years.

Public Comment

Chair Report

Gurbax stated on September 13th during the CALED Board meeting the first hour and a half they will discuss CEDA's impacts on CALED. The meeting will be posted per the Brown Act. Gurbax also mentioned she will give an update on the IDB and CIDFAC conversations to the Board.

PACE Report

Other Business

Adjournment

Motion: *Board Member Mike Dozier moved to adjourn the meeting. Board Member Carrie Rogers seconded the motion. The motion passed unanimously by voice vote.*

Board Treasurer, Bruce Stenslie, adjourned the meeting at 10:43 am.

Staff Report

Action Requested	Approve Resolution No. 16-97 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Laguna College of Art and Design Project), Series 2016, for the Purpose of Refinancing Facilities for the Benefit of Laguna College of Art and Design, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.
Borrower(s)	Laguna College of Art and Design
Borrower Description	<p>Founded in 1961 as the Laguna Beach School of Art, the Laguna College of Art and Design, or LCAD, has grown to include five undergraduate majors and a graduate department. The institution offers a Bachelor of Fine Arts degree in Drawing and Painting, Illustration, Design + Digital Media, Animation, and Game Art and the graduate programs award Masters of Fine Arts in Drawing, Painting and Art of Game Design. LCAD has both a regional accreditation from the Western Association of Schools and Colleges and a national accreditation by the National Association of Schools of Art and Design. LCAD offers low tuition, access to scholarships, and financial aid as well as housing assistance to those who need it. Web site: http://www.lcad.edu/</p> <p>LCAD requests the Authority to issue Revenue Bonds in the aggregate principal amount not to exceed \$15,175,000 for the purpose of financing and refinancing the costs of acquisition, construction, restoration, improvement, renovation, equipping and general development of the real property and improvements at the Borrower's facilities (classrooms, art studios, study areas, school administration, and a parking lot) on Laguna Canyon Road, Laguna Beach, California, consisting of six buildings totaling approximately 30,000 square feet on about seven acres. The funds will facilitate the expansion of the college's programs in animation and game art which is where future growth is projected.</p>
Public Benefits	The borrower provides significant benefits to the local residents and surrounding community through facilities they provide for art education and the financing and refinancing of the Facilities through the Authority will result in demonstrable savings in effective interest rate that can be put back in their operations.
TEFRA Hearing	A public hearing will be held by the City of Laguna Beach Council on September 13, 2016.
Eligibility and Policy Review	<p>CEDA staff has reviewed the project. The proposed financing is eligible pursuant to state and federal law and addresses the objectives contained in CEDA's Bond Issuance Policies and Procedures</p> <ul style="list-style-type: none"> ■ The Borrower is capable of meeting the obligations incurred under the financing documents; ■ The Payments to be made are adequate to pay the expenses of CEDA in connection with the financing and to pay debt service; ■ Proposed financing is appropriate for the project.
Recommendation	Staff recommends approval of Resolution No. 16-97 Authorizing the Issuance and Sale of California Enterprise Development Authority Revenue Bonds (Laguna College of Art and Design Project), Series 2016, for the Purpose of Refinancing Facilities for the Benefit of Laguna College of Art and Design, a California Nonprofit Public Benefit Corporation, and/or a Related or Successor Entity; Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Authorizing the Execution of Certain Documents Herein Specified.

RESOLUTION NO. 16-97

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY REVENUE BONDS (LAGUNA COLLEGE OF ART AND DESIGN PROJECT), SERIES 2016, FOR THE PURPOSE OF REFINANCING FACILITIES FOR THE BENEFIT OF LAGUNA COLLEGE OF ART AND DESIGN, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, AND/OR A RELATED OR SUCCESSOR ENTITY; PROVIDING THE TERMS AND CONDITIONS FOR THE SALE AND ISSUANCE OF SAID BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

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

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or enter into Financing Agreement 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 Laguna Beach 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, Laguna College of Art and Design, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application to the Authority requesting the Authority to make issue its Revenue Bonds (Laguna College of Art and Design Project), Series 2016 (the "Bonds") in the aggregate principal amount not to exceed [\$15,175,000], and to lend the proceeds thereof to the Borrower (the "Loan") for the purposes of financing and refinancing) finance and refinance the cost of acquisition, construction, restoration, improvement, renovation, equipping and general development of the real property and improvements located at 2265, 2295, 2633, 2825 and 2851 Laguna Canyon Road, Laguna Beach, California 92651, consisting

of six buildings and related improvements totaling approximately 30,000 square feet located on approximately seven acres (the “Facilities”), and (ii) paying certain costs of issuance in connection with the Bonds; and

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

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

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

WHEREAS, the City of Laguna Beach has by resolution approved the issuance of the Bonds by the Authority, following notice and a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986; and

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

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

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

Section 2. The Authority hereby approves of the issuance of one or more series of the Bonds on a tax-exempt basis in the principal amount not to exceed [\$15,175,000], the purchase of the Bonds by the Purchaser pursuant to the Financing Agreement and making the Loan to the Borrower pursuant to the terms and provisions of the Financing Agreement. The Authority understands that the payments under the Loan will be assigned to the Purchaser to satisfy the Authority’s payments under the Bonds. The payments to be made by the Authority to the Purchaser under the Bonds will be satisfied solely from payments made by the Borrower to the Purchaser (as assignee of Authority) under the Loan.

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

require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Financing Agreement.

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

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

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

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

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

and the Secretary or Assistant Secretary of the Authority is authorized to attest the execution of such certificates, agreements and documents.

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

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

PASSED AND ADOPTED this September 15, 2016.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

Attest:

By _____
Helen Schaubmayer, Assistant Secretary

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on September 15, 2016.

Helen Schaubmayer, Assistant Secretary

Staff Report

Action Requested	Approve Resolution No. 16-98 Authorizing and Approving an Assignment of the Program Administration Agreement in Connection with the California Enterprise Development Authority Property Assessed Clean Energy Program, and Authorizing and Directing the Execution of Related Documents and Approving Related Documents and Actions.
Description of Action	Under Figtree Financing's recent merger with Dividend Finance LLC, it was deemed necessary to obtain approval of the full assignment of the PACE Program Administration Agreement to Divided Finance LLC and all of its affiliated entities (which include Figtree Finance and Dividend Solar).
Recommendation	Staff recommends the approval of Resolution No. 16-98 Authorizing and Approving an Assignment of the Program Administration Agreement in Connection with the California Enterprise Development Authority Property Assessed Clean Energy Program, and Authorizing and Directing the Execution of Related Documents and Approving Related Documents and Actions.

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

RESOLUTION NO. 16-98

RESOLUTION AUTHORIZING AND APPROVING AN ASSIGNMENT OF THE PROGRAM ADMINISTRATION AGREEMENT IN CONNECTION WITH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY PROPERTY ASSESSED CLEAN ENERGY PROGRAM, AND AUTHORIZING AND DIRECTING THE EXECUTION OF RELATED DOCUMENTS AND APPROVING RELATED DOCUMENTS AND ACTIONS

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

WHEREAS, the Authority is authorized by the Agreement and the Act to issue bonds, notes or other evidences of indebtedness, or certificates of participation in leases or other agreements, or to enter into loan agreements in order to promote economic development; and

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

WHEREAS, in 2008, the California State legislature adopted Assembly Bill 811 (codified at Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code, commencing with Section 5898.12, et seq.) (“AB 811”) and Assembly Bill 474 (codified at Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code, commencing with Section 5898.31, et seq.) (“AB 474”) which authorize the formation of assessment districts for the financing of the installation of energy efficient and water savings equipment (the “Improvements”) to be affixed to the property of certain property owners who voluntarily participate in the assessment district; and

WHEREAS, pursuant to Resolution 12-31 adopted on September 6, 2012, the Authority created its Water Efficiency and Property Assessed Clean Energy (PACE) and Job Creation Program (as amended to date, the “Program”); and

WHEREAS, the Authority entered into a Program Administration Agreement, dated as of March 17, 2016 (the “Administration Agreement”), with Figtree Company, Inc. (“Figtree”), pursuant to which Figtree has been engaged to administer the Program on behalf of the Authority; and

WHEREAS, Figtree has informed the Authority that on September 1, 2016 it completed a merger with Dividend Solar (“Dividend Solar”) into a new merged entity “Dividend Finance”); and

WHEREAS, Figtree has requested that its rights and obligations under the Administration Agreement be assigned to Dividend Finance and be serviced by Dividend Finance and its wholly-owned subsidiaries (including Dividend Solar and Figtree); and

WHEREAS, the Authority wishes to approve a form of assignment agreement, in substantially the form on file with the Secretary of the Authority (the “Assignment Agreement”) that would enable the assignment of the Program Administration Agreement from Figtree to Dividend Finance.

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

Section 1. The above recitals, and each of them, are true and correct.

Section 2. The Authority hereby approves the Assignment Agreement in substantially the form filed with the Secretary of the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Chair or the Vice Chair of the Board of Directors of the Authority (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”) executing the same, with the advice of the Authority’s counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. 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.

Section 4. Each Authorized Signatory and other appropriate officers and agents of the Authority is each hereby authorized and directed to take any and all actions necessary or appropriate, not inconsistent with the terms of this Resolution to effect the execution and delivery of the documents contemplated by this Resolution. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the documents and certificates contemplated by this Resolution.

Section 5. All approvals, assignments, consents, directions, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, including, without limitation, any of the foregoing which may be necessary or desirable in connection with any amendment of such documents, may be given or taken by any Authorized Signatory, without further authorization by the Board of Directors of the Authority, and each Authorized Signatory is hereby authorized and directed to give any such approval, consent, direction, notice, order or request and to take any such action which such Authorized Signatory, with the advice of bond counsel and legal counsel to the Authority, may deem necessary or desirable to further the purposes of this Resolution.

Section 6. All actions of the officers, directors, employees and agents of the Authority in conformity with the purpose and intent of this Resolution, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved.

Section 7. 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 15th day of September, 2016.

CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY

By _____
Gurbax Sahota, Chair

By _____
Helen Schaubmayer, Assistant Secretary

CERTIFICATE

I, Helen Schaubmayer, Assistant Secretary of the California Enterprise Development Authority hereby certify the foregoing to be a full, true and correct copy of Resolution No. 16-98 of the Board of Directors of the California Enterprise Development Authority duly adopted at its meeting of September 15, 2016.

By _____
Helen Schaubmayer, Assistant Secretary

Dividend Solar - Management Team

Experience in real asset & consumer finance, solar energy and technology-driven solutions

Shivraj “Raj” Mundy
Executive Chairman



- Raj is a senior financial services executive with over 20 years of experience in consumer finance, banking and strategy consulting, and a track record of building/growing consumer lending businesses
- Prior to joining Dividend, Raj served as President of the Mass Affluent Card business at JP Morgan Chase where he had **P&L responsibility for a \$55 billion portfolio with over \$2 billion of pre-tax income**, and was part of the leadership team developing a new data/analytics effort within JP Morgan Chase
- Prior to JP Morgan Raj was with HSBC where he served as EVP and Head of Bankcards and achieved over **20% consistent Y-o-Y growth to reach over \$20 billion in assets**. Raj also grew the company's auto finance business's direct-to-consumer line from less than \$200 million in volume to **over \$1 billion in volume within 2 years**
- Raj also participated in start-up ventures in consumer finance, **growing and staffing a direct-to-consumer venture from a handful of people to a team of over 200 and \$700 million in origination**
- Raj began his business career as a strategy consultant with McKinsey and Company. He holds an MBA from the Wharton School, University of Pennsylvania where he graduated as a Palmer Scholar

Eric White
Co-CEO



- Prior to founding Dividend Solar, Eric was an Investment Professional at American Infrastructure MLP Funds (“AIM”), playing a critical role in sourcing and executing **a quarter of AIM’s total platform investments**
- Additionally, Eric was integrally involved with **the management of three AIM portfolio investments**, including Landmark Dividend, the leading aggregator of cell-tower and billboard easements in the world
- Eric joined AIM from **Bank of America Merrill Lynch, where he was an Associate in the Bank’s Global Energy and Power investment banking group** based in London and Houston.
- Eric graduated summa cum laude from Tulane University’s A.B. Freeman School of Business with a major in Finance and minor in Political Science and is actively involved with his alma maters, serving on the Tulane University Alumni Association’s Board of Directors, as well as The McDonogh School’s Board of Visitors

Steve Michella
CEO, Dividend Ventures



- Prior to founding Dividend Solar, Steve was an Investment Professional at American Infrastructure MLP Funds (“AIM”), a leading Real Asset private equity firm where he was **responsible for identifying and executing investments in stable, cash-flowing businesses in the US Real Assets sector**
- In addition, Steve worked **directly with AIM’s Founder & CEO on the \$800 million fundraising of AIM II** and was responsible for **managing institutional diligence processes** as well as the **structuring of AIM’s first offshore investment vehicle**
- Prior to AIM, Steve was an Analyst in the Natural Resources Investment Banking Group at Barclays in New York, where he worked on **a number of M&A and capital markets transactions in the energy and infrastructure sectors**
- Steve graduated from Lehigh University with honors with a double major in Finance & Accounting

Christian Steiner
Chief Technology Officer



- Seasoned technology executive with over 15 years of experience of driving growth through effective portfolio management and systems development
- Previous experience includes senior positions at several prominent technology companies with a proven track record of overseeing and executing high-priority projects
- Prior to joining Dividend Solar, Christian **led the PayPal Data Technology Business Operations, Shared Services organization** where he was responsible for the program management, training, and financial planning teams, among others, after **leading the Bill Me Later Corporate Systems team during the acquisition by PayPal**
- Before Bill Me Later, Christian served as **Chief Technology Officer of iSKY, Inc.** following leadership roles in project management, infrastructure and engineering
- Christian holds a MBA from University of Baltimore and a Bachelor’s Degree from Case Western Reserve University

Dividend Solar - Management Team (Cont'd)

Christopher Doyle
Chief Commercial Officer



- Chris is a seasoned professional active in the energy efficiency, residential and commercial construction, renewable energy and consumer lending industries, and is an active leader in improving quality of installation and workforce education in the solar industry
- Experience includes **successfully launching the largest solar PV quality assurance program in the country at IBTS** as well as **leading the Solar Access to Public Capital (SAPC) Installer Best Practices initiative through NREL and the Department of Energy.**
- Chris holds a Bachelor's Degree from Texas A&M University, and an MBA from Rice University in addition to accreditations as a Certified Energy Manager (CEM) and Business Energy Professional (BEP) through the Association of Energy Engineers, and as a LEED AP through the USGBC.

Chet McGensy
General Counsel & Head of Compliance



- Chet is a seasoned legal & compliance professional with extensive experience in financial services and solar energy
- Previously, Chet was with SolarCity where he held several senior positions including Director of Policy & Electricity Markets and Regulatory Counsel as well as Compliance Counsel
- While at SolarCity Chet co-invented the MyPower Solar Loan** as well as directed all federal and state legislative activities concerning consumer finance, real estate, and regulatory issues
- Prior to SolarCity, Chet served as Vice President / Counsel at Rabobank N.A. and Associate at Bingham McCutchen, LLP
- Chet holds a JD/MBA from University of San Francisco and a Bachelor's Degree from Occidental College

Vinay Gupta
Chief Product Officer



- Vinay is an accomplished financial services leader with twenty years of experience in creating economic value through deep analytics
- Expertise in combining fundamental consumer understanding with data driven insights and a proven track record of **conceiving and executing direct-to-consumer strategies across consumer lifecycle**
- Prior to Dividend Vinay served as VP of Decision Science at Credit Karma, where he **led the Data Science, Business Analytics and Business Intelligence Functions**
- Vinay previously spent 14 years at Capital One where he gained expertise in virtually all aspects of the consumer lending business and ultimately **headed-up Marketing & Analytics for the Home Loan division**

Andrew Truitt
Head of PV Operations



- Andrew is a solar PV industry expert with a mission to facilitate the installation of high-quality PV systems with emphasis on safety, power production and customer service. After completing his B.S. in Physics at UC Santa Cruz and his MSc in Renewable Energy Systems Technology at Loughbrough University in the U.K, Andrew started his career in solar in the San Francisco Bay Area before **joining Standard Solar as their fifth employee, where he established their Engineering, Procurement, Permitting, Construction, and Service** departments as SSI grew to become a major player on the East Coast.
- A NABCEP-certified PV installer**, Andrew has participated in numerous NABCEP program development committees and was **elected to the NABCEP Board of Directors in 2011.**
- Prior to Dividend Solar, Andrew has **installed, designed, managed or commissioned over 1,000 residential and commercial PV system installations** (over 40 MW in total) in the U.S.

Key Personnel – LL Funds, LLC

Roberto Sella – Managing Partner

roberto.sella@llfunds.com

Mr. Sella started his investment career with Miller, Anderson & Sherrerd, LLP in 1992, becoming a Portfolio Manager in 1996, the year the firm was acquired by Morgan Stanley. He was promoted to Managing Director, Head of the Mortgage Research Team, and went on to co-lead U.S. Fixed Income Investments for Morgan Stanley Investment Management. Prior to working in the investment management arena, Mr. Sella worked at the Board of Governors of the Federal Reserve System as an assistant economist, and spent one year consulting for the Organization for Economic Cooperation and Development. He received his BA in Economics and Mathematics, Phi Beta Kappa, from the University of Wisconsin. He went on to earn a MBA from The Wharton School, University of Pennsylvania.

Fabio Terlevich – Partner

fabio.terlevich@llfunds.com

Prior to becoming a Partner at LL Funds, Mr. Terlevich was a Partner at Permit Capital leading its manager selection and special situations investments. He has over 15 years of alternative investments experience. Mr. Terlevich was an Executive Director and Portfolio Manager of Morgan Stanley Alternative Investment Partners. From 2003 to 2007, he was responsible for sourcing, executing, and monitoring over \$700 million of private equity secondaries, co-investments, and fund investments in the U.S., Europe, and Latin America. He was a Principal with Advent International Global Private Equity's London office, where he worked from 2000 to 2002, having initially joined Advent's Latin America Private Equity Fund in 1999. He started his professional career at McKinsey & Company in 1996. Mr. Terlevich holds BS and MS degrees (magna cum laude) from Universidad Católica Argentina and a MBA from The Wharton School, University of Pennsylvania. Mr. Terlevich is a Trustee and Treasurer of Wharton Private Equity Partners.

Shivraj (Raj) Mundy, Operating Partner

shivraj.mundy@llfunds.com

Shivraj (Raj) Mundy is joining LL Funds as Operating Partner. Raj is a senior financial services executive with over 20 years of experience in consumer finance, banking and strategy consulting, and a track record of building/growing consumer lending businesses. He served as President of the Mass Affluent Card business at JP Morgan Chase where he had P/L responsibility for a \$55 billion portfolio with over \$2 billion of pre-tax income. He was also part of the leadership team developing a new data/analytics effort within JP Morgan Chase. Prior to that he was EVP and Head of Bankcards for HSBC - USA where he achieved over 20% consistent YOY growth to reach over \$20 billion in assets with over \$1 billion in pre-tax income. He also grew HSBC's Auto Finance businesses direct-to-consumer line from less than \$200 million in volume to over \$1 billion in volume within 2 years. Raj also participated in start-up ventures in consumer finance, growing and staffing a direct-to-consumer venture from a handful of people to a team of over 200 and \$700 million in origination. Raj began his business career as a strategy consultant with McKinsey and Company. He has an MBA from the Wharton School, University of Pennsylvania where he graduated as a Palmer Scholar.

Paul Thompson – Head of Operations, Partner

paul.thompson@llfunds.com

Mr. Thompson joined LL Funds in July 2009 and became a Partner on January 1, 2011. Prior to his current position, he was a Vice President in the Fixed Income Middle Office at Morgan Stanley Investment Management where he was responsible for overseeing investment team and client support for Institutional and Retail Fixed Income. During his 12 years with Morgan Stanley, Mr. Thompson worked extensively with the mortgage investment team providing research and operational support. Prior to Morgan Stanley, Mr. Thompson worked for Alliance Capital Management and SEI. He received his BA in Finance from Stockton College.

Key Personnel – LL Funds, LLC (continued)

Marek Skawinski – Portfolio Manager, Partner

marek.skawinski@llfunds.com

Mr. Skawinski joined LL Funds in February 2012 as a Portfolio Manager. Prior to his current position, he was a Vice President in ABS Trading at Deutsche Bank, where he traded subprime and non-agency bonds for the bank's flow desk. Prior to a trading position, he was part of the desk's Strategy Team, where he provided quantitative analysis of residential non-agency sector, led quant development of relative value and loan level models, and worked on marketing trade ideas to bank's clients. He started at Deutsche Bank in 2004 as part of the risk management team modeling CMBS CDS, CDS option and correlation trading activity and working with traders and risk managers on theoretical underpinnings of credit models, and their shortcomings. Mr. Skawinski started his research and investing career at Goldman Sachs, in the Firmwide Risk Quant Group as Programmer Analyst in the year 2000. He holds a MA in Mathematics of Finance and a BS in Operations Research, Economics, and Computer Science from Columbia University.

Ronald Reese – Chief Financial Officer, Head of Business Administration, Partner

ronald.reese@llfunds.com

Mr. Reese joined LL Funds in 2013 and has worked with LL Funds since the inception of the Permit Capital Mortgage Fund, L.P. Mr. Reese was a Vice President of Permit Capital, LLC. Prior to Permit Capital, Mr. Reese was the Global Controller for Morgan Stanley's Institutional Asset Management business from 1996 to 2001. Mr. Reese was the Chief Administrative Officer for Miller Anderson & Sherrerd, LLP from 1988 to 1996. Earlier, Mr. Reese was a Senior Auditor for Price Waterhouse from 1982 to 1988. Mr. Reese holds a Bachelor of Sciences degree from Susquehanna University and is a member of the Pennsylvania Institute of CPA's.

Vijay Krishnamurthy – Senior Investment Analyst & Research

vijay.krishnamurthy@llfunds.com

Mr. Krishnamurthy joined LL Funds in June 2011. Prior to his current position, he was a Research Assistant in the Department of Operations Research & Financial Engineering at Princeton University, specializing in statistical modeling with applications in asset allocation and risk management. He started his professional career as an Associate at Banc of America's Global Structured Products, where he was part of a team that designed the bank's proprietary structured products software and performed quantitative analysis for RMBS and other structured products. Mr. Krishnamurthy received a Ph.D in Operations Research & Financial Engineering from Princeton University in 2011; focused on Optimization in Data Mining with Applications in Asset Management. He holds an MS in Industrial Administration from the Tepper School of Business, Carnegie Mellon University where he was awarded the William Larimer Fellowship. He has an MSc in Mathematics from the Indian Institute of Technology Madras.

Jaidip (Jai) Singh – Senior Investment Analyst & Research

jaidip.singh@llfunds.com

Mr. Singh joined LL Funds in February 2013. Most recently, Mr. Singh was a member of the MSIM fixed-income asset allocation committee and co-manager of the US long duration, Government, Core and Core-Plus separate accounts and mutual funds. He holds an MBA from the Wharton School, University of Pennsylvania, a Ph.D. in Electrical and Computer Engineering from the University of Illinois, an M.S. in Electrical and Computer Engineering from Rensselaer Polytechnic Institute and a Bachelor in Technology from the Indian Institute of Technology.

Key Personnel – LL Funds, LLC (continued)

Kevin Ays – Portfolio Analyst

kevin.ays@llfunds.com

Mr. Ays joined LL Funds in June 2012. Prior to his current position, he was an Assistant Vice President at Credit Suisse, where he focused on the valuation of cash and synthetic non-agency RMBS positions held in the bank's trading book. Prior to joining Credit Suisse, Mr. Ays spent three years at the Markit Group from 2008 to 2011. At Markit, he was the lead operations analyst, focusing on the firm's growing index, data, and evaluated pricing initiatives within the securitized products market. Later, he covered the corporate, sovereign, and municipal bond markets as well. In 2005, Mr. Ays started his career as a member of the portfolio and securitization team at American Home Mortgage Investment Corporation. At American Home, he was responsible for analyzing, structuring, and pricing RMBS. He holds a Bachelor of Sciences degree in Finance from the University of Scranton.

Paul Frick – Vice President, Head of Compliance

paul.frick@llfunds.com

Mr. Frick joined LL Funds in 2013 and has worked with LL Funds since the inception of the Permit Capital Mortgage Fund, L.P. Mr. Frick was a Vice President of Permit Capital, LLC. Prior to Permit Capital, Mr. Frick was Head Compliance Officer for Morgan Stanley's Institutional Asset Management business in West Conshohocken, PA from 1996 to 2004. Mr. Frick was the Chief Compliance Officer of Miller Anderson & Sherrerd, LLP from 1994 to 1996. Earlier Mr. Frick held compliance positions at the Delaware Group from 1986 to 1994, including Chief Compliance Officer from 1990 to 1994. Mr. Frick received a Bachelor of Sciences degree in Finance from The Pennsylvania State University.

Denise Muller, Office Business Manager

denise.muller@llfunds.com

Mrs. Muller joined LL Funds in May 2013. Mrs. Muller has over 20 years of experience in the investment management industry, recently at OMCAP Investors / Liberty Ridge Capital where she was an assistant of the CEO/CIO, marketing, and quantitative research teams.

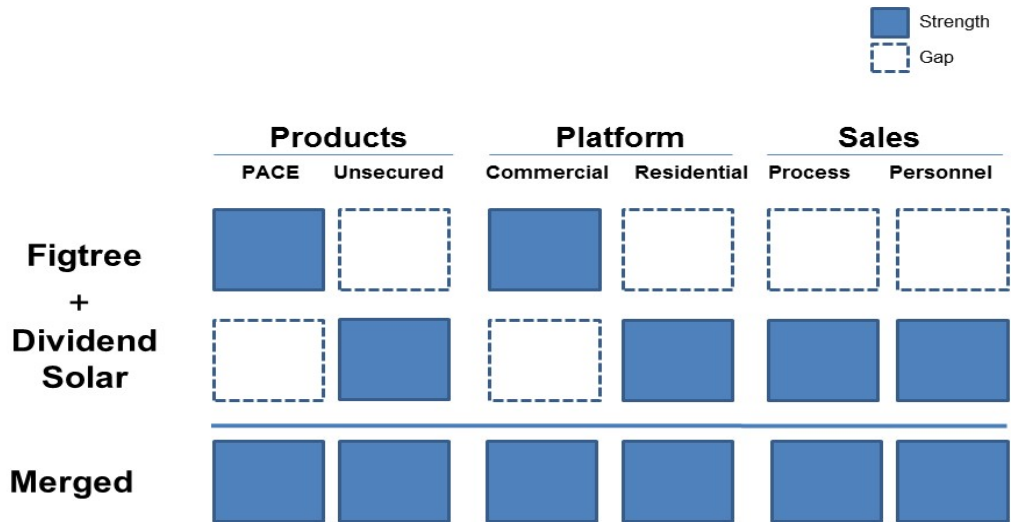
September 8, 2016

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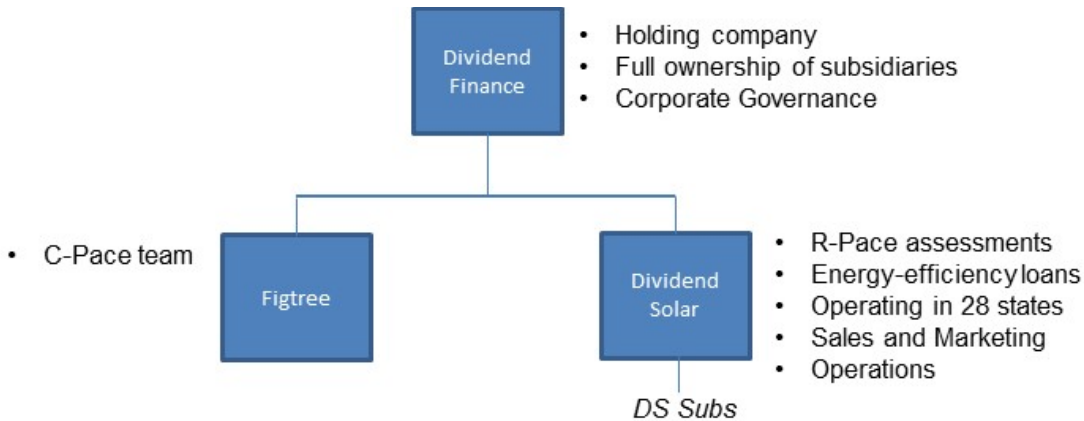
Dear Ms. Sahota,

The purpose of this letter is to update the Board on Figtree Financing’s recent merger with Dividend Solar and to request the Board’s approval for Figtree to leverage its new relationship with its recently merged affiliate entities, including Dividend Solar, to significantly grow the CEDA/Figtree Pace program.

Dividend Solar is a nationwide residential solar lender (finances installation of rooftop solar panels) and has significant expertise in residential lending, technology and a large network of contractors. The merger brings key capabilities to Figtree that allow it to expand its program into residential products, and into geographies beyond California. Building these capabilities instead of obtaining them through a merger, would have been difficult, would have taken at least 1-2 years and carried significant operational risk. The merger provides these capabilities immediately and allows Figtree to begin executing on its growth plans. The diagram below summarizes the rationale.



Effective September 1, 2016, Dividend Solar, Inc. (“Dividend Solar” or “Dividend”) and Figtree Financing (“Figtree”) closed their merger agreement. The result of the merger was not to dissolve Figtree and Dividend Solar into a single new entity, but to preserve both under a new parent – Dividend Finance, LLC. This structure allows for the retention of existing contracts/agreements/licenses, while still allowing both companies to operate as one.



The merger represents the first ever combination of a residential solar lender and PACE financing provider. The combination of the entities allows Figtree to expand its PACE program in California and to accelerate its growth nationwide. The majority stakeholder in this newly merged entity will be LL Funds-who has agreed to commit over \$200 million to support the growth of the combined entity.

About Dividend Solar

Dividend Solar is an innovative solar financing company whose loans includes solar performance guarantees and warranty management for an easy path to solar ownership. Dividend Solar offers \$0-down loan financing which enables homeowners to maximize the benefits of going solar while also enjoying hassle-free performance guarantees and warranty management. Founded in 2013, the Company has led the shift towards the direct ownership model in solar with a focus on providing low-cost loan financing for creditworthy borrowers. Dividend Solar’s technology platform has streamlined the credit approval and installation process, thereby lowering the cost of installing solar panels and energy efficiency upgrades for its customers and installation partners. Dividend currently operates in 28 states through its network of quality-driven solar installation partners. More information about the executive leadership team of Dividend is enclosed.

About LL Funds

Founded in 2009, LL Funds, LLC is an independent investment manager focused on identifying opportunistic investments with substantial positive return asymmetry, focusing primarily on the mortgage market. Currently LL Funds manages \$1.4 billion for endowments, foundations, individuals and family offices through multiple private-equity and fixed-income investment vehicles. The firm was founded in 2009 by Roberto Sella, former co-head of U.S. Fixed Income for Morgan Stanley’s Investment Management Division, and Fabio Terlevich, former Portfolio Manager of Morgan Stanley Alternative Investment Partners.

LL Funds is the perfect partner for Figtree and Dividend because of their significant experience in specialty finance and capital markets which can help to build a strong financing platform to serve the needs of all residents of California.

As part of the transaction, Shivraj (Raj) Mundy, Operating Partner with LL Funds, will join Dividend as its Executive Chairman. Mr. Mundy is a former McKinsey consultant and has over 17 years of consumer finance experience, including as President of Mass Affluent Cards at JPMorgan Chase and EVP, Head of Bankcards for HSBC USA. Dividend Solar and Figtree senior management will remain as senior operating executives (a summary of LL Fund's bios are also enclosed).

New Structure

Post-merger, LL Funds will be the majority shareholder of Dividend Finance LLC.. While both Figtree and Dividend will remain separate legal entities, for various legal purposes, the intent is to have both entities work very closely together and leverage each other's strengths to build a stronger PACE program in California and we will transition most employees of both entities to become full time employees of the parent company, Dividend Finance, LLC.

Dividend has built a very strong consumer platform that has originated millions of dollars in unsecured consumer loans. The intent is that, with CEDA's approval, Figtree will leverage Dividend's platform to start offering a residential PACE program in California. The addition of a PACE product to Dividend's technology platform will open the door for thousands of new customers to participate in the CEDA/Figtree PACE program.

Request

Our request is that the board assign the contract between CEDA and Figtree Financing, to Dividend Finance LLC and its affiliated entities. This will enable continued growth for the PACE program under its new corporate structure.

Sincerely,

Mahesh Shah
Co-CEO Dividend Finance

Cc: Shivraj Mundy, LL Funds
Eric White, Co-CEO Dividend Finance