

# CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

## REGULAR MEETING

\*\*\*TELECONFERENCE MEETING NOTICE and AGENDA\*\*\*

### LOCATIONS LISTED BELOW

10:30 A.M.

Thursday, September 26, 2024

### Zoom Call Information

<https://us02web.zoom.us/j/83090950409?pwd=0m-8petUUMOnlGjf9Cv-ucfTFWNKIK.1>

Meeting ID: 830 9095 0409

Passcode: 866446

One tap mobile

+16699006833,,83090950409#,,,,\*866446# US (San Jose)

+13462487799,,83090950409#,,,,\*866446# US (Houston)

### Call to Order and Roll Call

### Statement of Disclosure

### Action Items

1. Consent Agenda
  - a. Approve Minutes from September 12, 2024.
2. Approve Resolution 24-17 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 \$14,000,000 to Finance and/or Refinance the Cost of the Acquisition, Construction, Expansion, Remodeling, Renovation, Improvement, Furnishing And/or Equipping of Educational Facilities for the Benefit of WFCS Holdings IV, LLC, And/or Related or Successor Entities, 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 24-18 of the California Enterprise Development Authority Authorizing the Issuance of Tax-Exempt and/or Taxable Revenue Bonds in One or More Series to Finance, Refinance And/or Reimburse the Cost of Acquisition, Construction, Improvement, Renovation, Furnishing and Equipping of Facilities for the Benefit of the National Test Pilot School Inc, Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Approving and Authorizing the Execution of Certain Documents Herein Specified.
4. Approve Resolution 24-19 of the Board of Directors of the California Enterprise Development Authority Declaring Intention to Establish Proposed Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.
5. Approve Resolution 24-20 of the Board of Directors of the California Enterprise Development Authority Declaring Necessity to Incur a Bonded Indebtedness of Proposed Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.
6. Approve Resolution 24-21 of the Board of Directors of the California Enterprise Development Authority Declaring Intention to Annex Territory in the Future to Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.
7. Approve and authorize execution of an engagement letter with Kosmont Financial Services for municipal advisory services to the California Enterprise Development Authority's BAND Program in

## CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

connection with the formation of a community facilities district for the Adelanto Industrial Center development.

8. Petition to the Board of Directors of California Enterprise Development Authority Requesting Initiation of Proceedings for the Formation of a Community Facilities District of California Enterprise Development Authority and Consenting to the Issuance of Bonds and the Levy of Special Taxes to Pay Debt Service on Such Bonds.

### Public Comment

### Chair 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 Michelle Stephens)  
2150 River Plaza Dr., Suite 275  
Sacramento, CA 95833

Rural County Representatives of  
California (Contact Robert Burris)  
1215 K Street, Suite 1650  
Sacramento, CA 95814

City of Ontario  
(Contact Jennifer Hiramoto)  
303 E. B Street  
Ontario, CA 91764

City of Vista  
(Contact Larry Vaupel)  
200 Civic Center  
Vista, CA 92084

City of West Sacramento  
(Contact Aaron Laurel or  
Sandra Barcenas)  
1110 West Capitol Avenue, 3<sup>rd</sup> Floor  
West Sacramento, CA 95691

Josh Metz  
(Contact Josh Metz)  
5753 Desoto Dr.  
Santa Rosa, Ca 95409

Opportunity Stanislaus  
(Contact Dave White)  
1625 I Street  
Modesto, CA 95354

City of Carson  
(Contact Eric Romero)  
701 E. Carson Street  
Carson, CA 90745

This agenda can be obtained at <https://ceda.caed.org>. The California Enterprise Development Authority complies with the Americans with Disabilities Act (ADA) by ensuring that the facilities are accessible to persons with disabilities and by providing this notice and information in alternative formats when requested. If you need further assistance, you may contact us before the meeting at (916) 448-8252, ext. 12.

# CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

**MINUTES  
REGULAR MEETING  
\*\*\*TELECONFERENCE MEETING\*\*\*  
CEDA BOARD OF DIRECTORS**

**10:30 A.M.  
Thursday, September 12, 2024**

**Zoom Call Information**

<https://us02web.zoom.us/j/83090950409?pwd=0m-8petUUMOnlGjf9Cv-ucTFWNKIK.1>

Meeting ID: 830 9095 0409

Passcode: 866446

**Call to Order**

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

**Roll Call**

Members Present:

Robert Burris

Jennifer Hiramoto

Josh Metz

Gurbax Sahota

Larry Vaupel

**CALED Management/Staff Present:**

Ian Gill

Michelle Stephens

**Public:**

Sam Balisy, Kutak Rock

Richard Clark, Raymond James

Larry Kosmont, Kosmont Companies

David Mnatsakanyan, Kutak Rock

Mrunal Shah, Best Best & Krieger LLP

Jessica Shaham, Kutak Rock

Adria Stauber, Kosmont Companies

**Statement of Disclosure**

None

**Action Items**

1. Consent Agenda

a. Approve Minutes from August 29, 2024.

b. Approve Resolution No. 24-14 of the California Enterprise Development Authority Approving Associate Membership by the City of Buena Park in the California Enterprise Development Authority and the Execution of an Associate Membership Agreement Relating to the Associate Membership of the City in the Authority.

**Motion:** Board Member Larry Vaupel made the motion to approve the Consent Agenda. Board Member Josh Metz seconded the motion on the floor.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

2. Approve Resolution No. 24-15 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 \$50,000,000 to Finance, Refinance And/or Reimburse the Cost of the Acquisition, Construction, Development, Installation, Equipping and Furnishing of Educational Facilities for the Benefit of the Rocklin Academy, 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.

**Discussion:** Michelle Stephens gave the staff report. Jessica Shaham provided additional background. Discussion ensued.

**Motion:** Board Member Josh Metz made the motion to approve Resolution 24-15. Board Member Robert Burris seconded the motion on the floor.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

3. Approve Resolution No. 24-16 of the California Enterprise Development Authority Confirming Participation by the City of Adelanto in the Bonds Assisting New Development Program.

**Discussion:** Chair Gurbax Sahota and Ian Gill provided information on the project. Mrunal Shah and Larry Kosmont provided additional background. Discussion ensued.

**Motion:** Board Member Josh Metz made the motion to approve Resolution 24-16. Board Member Robert Burris seconded the motion on the floor.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

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4. Approve and authorize execution of an engagement letter with Best Best & Krieger LLP for bond counsel services to the California Enterprise Development Authority's BAND Program in connection with the formation of a community facilities district for the Adelanto Industrial Center development.

**Discussion:** Chair Gurbax Sahota provided information on Best Best & Krieger LLP.

**Motion:** Board Member Jennifer Hiramoto made the motion to approve and authorize execution of an engagement letter with Best Best & Krieger LLP. Board Member Larry Vaupel seconded the motion on the floor.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

5. Approve and authorize execution of an engagement letter with BTI Appraisal for appraisal services to the California Enterprise Development Authority's BAND Program in connection with the formation of a community facilities district for the Adelanto Industrial Center development.

**Discussion:** Larry Kosmont provided information on BTI Appraisal.

**Motion:** Board Member Josh Metz made the motion to approve and authorize execution of an engagement letter with BTI Appraisal. Board Member Larry Vaupel seconded the motion on the floor.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

### **Public Comment**

None

### **Chair Report**

Chair Sahota asked whether a CEDA meeting would occur on September 19<sup>th</sup>. Sam Balisy mentioned a few more upcoming projects and confirmed that there would be a meeting on September 26<sup>th</sup>.

### **Other Business**

Jennifer Hiramoto and Josh Metz noted they will not be able to attend the CEDA meeting on September 26.

### **Adjournment**

Josh Metz made the motion to adjourn the meeting. Larry Vaupel seconded the motion on the floor. Chair Gurbax Sahota adjourned the meeting at 11:01 am after the roll call vote.

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

Robert Burris	Yes
Jennifer Hiramoto	Yes
Josh Metz	Yes
Gurbax Sahota	Yes
Larry Vaupel	Yes

## Staff Report

<b>Action Requested</b>	Approve Resolution No. 24-17 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 \$14,000,000 to Finance and/or Refinance the Cost of the Acquisition, Construction, Expansion, Remodeling, Renovation, Improvement, Furnishing And/or Equipping of Educational Facilities for the Benefit of WFCS Holdings IV, LLC, And/or Related or Successor Entities, 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.
<b>Borrower(s)</b>	Wonderful Foundations (WFCS Holdings IV, LLC)
<b>Borrower Description</b>	<p>Founded in 2018, Wonderful Foundations is a nonprofit organization that purchases buildings on behalf of charter schools. As part of the purchase structure, Wonderful Foundations sets aside a portion of rent received to provide annual grants to support student education needs and for capital improvements of the schools it works with. When the acquired facility is paid off, building title is transferred to the charter. Wonderful Foundations has raised \$1.3 billion for 20+ facilities nationwide, impacting around 10,104 students.</p> <p>The aggregate principal amount not to exceed \$14,000,000 will be used to finance the costs of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing, and/or equipping of charter school educational facilities for Wonderful Foundations on behalf of TEAM Charter Academy and TEAM Charter School, a K-8 shared campus located at 540 E. Main Street in Stockton, California.</p>
<b>Public Benefits</b>	The tax-exempt financing will allow TEAM Charter Academy and TEAM Charter School to support the ongoing public education of around 700 K-8 students in Stockton, California, a high percentage of which are economically disadvantaged (over 75%) and minority (over 93%). The financing will also create or retain 22 full-time jobs at the schools.
<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 No. 24-17 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 \$14,000,000 to Finance and/or Refinance the Cost of the Acquisition, Construction, Expansion, Remodeling, Renovation, Improvement, Furnishing And/or Equipping of Educational Facilities for the Benefit of WFCS Holdings IV, LLC, And/or Related or Successor Entities, 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. 24-17**

**CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

**RESOLUTION 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 \$14,000,000 TO FINANCE AND/OR REFINANCE THE COST OF THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION, IMPROVEMENT, FURNISHING AND/OR EQUIPPING OF EDUCATIONAL FACILITIES FOR THE BENEFIT OF WFCS HOLDINGS IV, LLC, AND/OR RELATED OR SUCCESSOR ENTITIES, 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 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 that are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the right to issue bonds and expend the proceeds thereof and the right to acquire and dispose of property, both real and personal; and

WHEREAS, the City of Stockton, California (the "Member Jurisdiction") is an associate member of the Authority; and

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

WHEREAS, WFCS Holdings IV, LLC, a Minnesota limited liability company (the "Borrower"), whose sole member is Wonderful Foundations, an Oregon nonprofit corporation and an entity described in Section 501(c)(3) of the Code, desires to purchase certain school facilities located in the Member Jurisdiction and lease such school facilities to Transformational Education, Inc., dba TEAM Charter School and TEAM Charter Academy; and

WHEREAS, the Borrower has requested that the Authority issue and sell the Bonds (hereinafter defined) in one or more series for the purpose of making one or more loans to the Borrower, to (a) finance, refinance and/or reimburse the cost of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of the real property and improvements located at 540 E. Main Street, Stockton, California 95202 (the “Facilities”); (b) fund a debt service reserve fund for the Bonds, to the extent deemed necessary by the Borrower; and (c) pay certain costs of issuance and other transaction costs in connection with such financing (collectively, the “Project”); and

WHEREAS, pursuant to a Bond Indenture, by and between UMB Bank, National Association (or such other trust company or commercial bank acceptable to the Authority), as trustee (the “Trustee”) and the Authority (the “Indenture”), the Authority will issue the California Enterprise Development Authority Revenue Bonds (WFCS IV) Series 2024 (the “Bonds”) in one or more series, as senior and/or subordinate tax-exempt and/or taxable bonds (including as bonds the interest on which may initially be taxable and later convert to being tax-exempt in accordance with the terms of the Indenture), with such other name or names as may be designated in the Indenture hereinafter approved in Section 3, for the purpose, among others, of financing the Project; and

WHEREAS, pursuant to a Loan Agreement, by and between the Authority and the Borrower (the “Loan Agreement”), the Authority will loan the proceeds of the Bonds to the Borrower for the purpose, among others, of financing the Project; and

WHEREAS, pursuant to a Bond Purchase Agreement, to be dated the date of sale of the Bonds (the “Purchase Contract”), among Raymond James & Associates, Inc., as underwriter (the “Underwriter”), the Authority and the Borrower, the Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Indenture to finance the Project; and

WHEREAS, the Bonds will be offered for sale through a limited offering memorandum, official statement or other offering document acceptable to the Authority; and

WHEREAS, the senior lien Bonds will be purchased by clients of Hamlin Capital Management, LLC (“Hamlin”) from the Underwriter; and

WHEREAS, Hamlin currently maintains a \$2,000,000 account minimum and insists on running highly diversified portfolios for its clients; and

WHEREAS, Hamlin has requested that the senior lien Bonds that satisfy the conditions set forth in the Indenture be sold in authorized denominations of \$25,000 and integral multiples of \$5,000 thereof; and

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

- (1) A proposed form of the Indenture;
- (2) A proposed form of the Loan Agreement;

(3) A proposed form of the Purchase Contract;

(4) A proposed form of the limited offering memorandum or official statement (the “Limited Offering Memorandum”) to be used by the Underwriter in connection with the offering and sale of the Bonds; and

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

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the Member Jurisdiction in providing educational and related services to residents of the Member Jurisdiction; 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.

**Section 2.** The Authority is hereby authorized to issue one or more series of its revenue bonds designated as the “California Enterprise Development Authority Revenue Bonds (WFCS IV) Series 2024” (or such other designation as shall be acceptable to the Authority and its counsel) in an aggregate principal amount not to exceed FOURTEEN MILLION DOLLARS (\$14,000,000). The interest on the Bonds shall be tax-exempt or taxable, as determined by bond counsel. The Bonds shall be issued and secured in accordance with the terms of, and shall be in the form or forms set forth in, the Indenture referenced above, with such changes, deletions or insertions as may be approved by any of the Chair or the Vice Chair of the Board of Directors of the Authority (each, an “Authorized Signatory”) and legal counsel to the Authority, such approvals being conclusively evidenced by the execution and delivery thereof. The Bonds shall be executed by the manual or facsimile signature of any Authorized Signatory 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 Indenture.

The Bonds and the interest thereon shall be special, limited obligations of the Authority, and payment of the principal of, redemption premium, if any, and interest on, the Bonds shall be made solely from loan payments made by the Borrower under the Loan Agreement and certain moneys held under the Indenture, and the Bonds shall not be deemed to constitute a general obligation of the Authority or of any member of the Authority or an obligation or commitment by the Authority to expend any of its funds other than from certain funds received under the Loan Agreement.

**Section 3.** The Indenture, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Indenture in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Trustee, the dated date, maturity date or dates, interest rate or rates,

method of determining interest rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture, as finally executed.

**Section 4.** The Loan Agreement, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Loan Agreement, in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 5.** The Purchase Contract, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Purchase Contract, in substantially said form, with such changes and insertions therein and as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 6.** The proposed form of the Limited Offering Memorandum as presented at this meeting, is hereby approved. The Underwriter is hereby authorized to distribute the Limited Offering Memorandum to persons who may be interested in the purchase of the Bonds and to deliver the Limited Offering Memorandum in final form to the purchasers of the Bonds, in each case with such changes as any Authorized Signatory, with advice of counsel to Authority, deems desirable, necessary or appropriate.

**Section 7.** The Bonds, when executed as provided in Section 2, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority which any Authorized Signatory, acting alone, is authorized and directed, for and on behalf of the Authority, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

**Section 8.** Any Authorized Signatory and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, including, without limitation, any tax agreement and/or tax certificate, any and all documents and certificates to be executed in connection with securing credit support, if any, for the Bonds, and to do any and all things and take any and all actions that may be necessary or advisable, in their discretion, to effectuate the actions that the Authority has approved in this Resolution; provided that no such documents or certificates shall create any obligation or liability of the Authority other than with respect to the revenues and assets derived from the proceeds of the Bonds or otherwise securing the Bonds under the financing documents described and authorized herein.

**Section 9.** All actions heretofore taken by the Authorized Signatories and other appropriate officers and agents of the Authority with respect to the issuance of the Bonds are hereby ratified, confirmed and approved.

**Section 10.** Any Authorized Signatory, acting alone, is hereby authorized to execute and deliver future amendments to the documents authorized to be executed and delivered pursuant to this Resolution (“Authorized Documents”), without further action of the Authority, for the purpose of (i) adding to the covenants and agreements of the Borrower or of the provider of any credit enhancement or liquidity facility; (ii) assigning or pledging additional security for any of the Bonds which security shall be provided by the Borrower; (iii) curing any ambiguity, inconsistency or omission or supplementing any defective provisions of the Authorized Documents; (iv) permitting the qualification of the Indenture or any supplemental indenture under the Trust Indenture Act of 1939 or any similar federal statutes hereafter in effect; (v) providing for any additional procedures, covenants or agreements necessary to convert the Bonds to tax-exempt obligations or to maintain the tax-exempt status of interest on the Bonds; (vi) modifying or eliminating the book-entry registration system for the Bonds, if any; or (vii) providing for the appointment of a co-trustee/bondowner representative or the succession of a new trustee/bondowner representative authorized pursuant to the terms of the Indenture; provided such amendments are (1) made pursuant to a written request of the Borrower, (2) made pursuant to the terms of such documents, (3) are consistent with such documents, (4) do not require the consent of the holders of the Bonds and (5) do not provide for any additional duties or costs with respect to the Authority for which the Borrower does not agree in advance to reimburse or indemnify the Authority therefor.

**Section 11.** Notwithstanding anything to the contrary in this Resolution, the Bonds may not be issued as tax-exempt Bonds unless and until the Member Jurisdiction has held the requisite hearing pursuant to Section 147(f) of the Code.

**Section 12.** 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 13.** This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 26th day of September, 2024.

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 September 26, 2024.

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Michelle Stephens, Assistant Secretary

## Attachment I

### PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, WFCS Holdings IV, LLC, a Minnesota limited liability company, 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 September 26, 2024 (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 \$14,000,000 (the “Obligations”).

1. Raymond James & Associates, Inc., as the underwriter of the Obligations, provided the Borrower with the required good faith estimates relating to the Obligations as follows (based on a currently expected combined par amount of \$12,500,000):
  - 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): 7.41%.
  - B. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$752,858.06.
  - 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: \$10,083,130.00.
  - 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): \$20,642,601.56.
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 24-18 of the California Enterprise Development Authority Authorizing the Issuance of Tax-Exempt and/or Taxable Revenue Bonds in One or More Series to Finance, Refinance and/or Reimburse the Cost of Acquisition, Construction, Improvement, Renovation, Furnishing and Equipping of Facilities for the Benefit of the National Test Pilot School Inc, Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Approving and Authorizing the Execution of Certain Documents Herein Specified.
<b>Borrower(s)</b>	National Test Pilot School
<b>Borrower Description</b>	<p>National Test Pilot School (“NTPS”) is a nonprofit civilian institution of higher education located in Mojave, California. Established in 1981, NTPS is the only civilian test pilot school in the United States. It offers master’s degrees and is certified by the European Aviation Safety Agency (EASA). NTPS’ student body is comprised of military, governmental, and civilian students from the United States and abroad.</p> <p>The aggregate principal amount not to exceed \$16,000,000 will be used to finance the costs of refinancing an existing loan that originally purchased buildings and aircraft, buy out lease agreements for facilities currently leased from a third-party, and establish a debt service reserve fund. The project site is located at the Mojave Air and Space Port, and encompasses 6 adjacent buildings.</p>
<b>Public Benefits</b>	The tax-exempt financing will allow NTPS to continue offering their unique educational curriculum, as well as retain the 40 full-time employees that currently work at the school. NTPS’ faculty, staff, students, and alumni are actively contributing to improved research, techniques, safety protocols, training, and practices that improve flight safety and aircraft operation for pilots, passengers, test crews, and manufacturers throughout the world.
<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 No. 24-18 of the California Enterprise Development Authority Authorizing the Issuance of Tax-Exempt and/or Taxable Revenue Bonds in One or More Series to Finance, Refinance and/or Reimburse the Cost of Acquisition, Construction, Improvement, Renovation, Furnishing and Equipping of Facilities for the Benefit of the National Test Pilot School Inc, Providing the Terms and Conditions for the Sale and Issuance of Said Bonds and Other Matters Relating Thereto and Approving and Authorizing the Execution of Certain Documents Herein Specified.

**RESOLUTION NO. 24-18**

**CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

**A RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE OF TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS IN ONE OR MORE SERIES TO FINANCE, REFINANCE AND/OR REIMBURSE THE COST OF ACQUISITION, CONSTRUCTION, IMPROVEMENT, RENOVATION, FURNISHING AND EQUIPPING OF FACILITIES FOR THE BENEFIT OF THE NATIONAL TEST PILOT SCHOOL INC, PROVIDING THE TERMS AND CONDITIONS FOR THE SALE AND ISSUANCE OF SAID BONDS AND OTHER MATTERS RELATING THERETO AND APPROVING AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED**

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

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

WHEREAS, pursuant to the provisions of the Act, the public agencies that are members of the Authority are authorized to jointly exercise any power common to such public agency members, including, without limitation, the right to issue bonds and expend the proceeds thereof and the right to acquire, sell, develop, lease or administer property; and

WHEREAS, the County of Kern (the "County") 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, National Test Pilot School Inc, a California nonprofit public benefit corporation has requested that the Authority issue and sell the Bonds (hereinafter defined) for the purpose of financing, refinancing and/or reimbursing the Borrower for the costs of (i) the acquisition, construction, improvement, rehabilitation, renovation, equipping and furnishing the Borrower's facilities located at 1030 Flight Line, Mojave, California 93501 and generally identified as Building 72, Hangar 161, Bunker 98, Bunker 99, Building 200 and Building 201, all of which buildings are located at the Mojave Air and Space Port in Mojave, California (together,

the “Property”) and (ii) the cost of aircraft, machinery and equipment located at the Property; (iii) the funding of a reserve fund for the Bonds, if required; (iv) paying interest on the Bonds; and (v) paying costs of issuance in connection with the issuance of the Bonds and the financing (collectively, the “Project”); and

WHEREAS, pursuant to an Indenture of Trust, by and between a trust company or commercial bank acceptable to the Authority, as trustee (the “Trustee”) and the Authority (the “Indenture”), the Authority will issue the California Enterprise Development Authority Revenue Bonds (National Test Pilot School Inc Project) Series 2024 (the “Bonds”) in one or more series for the purpose, among others, of financing the Project; and

WHEREAS, pursuant to a Loan Agreement, by and between the Authority and the Borrower (the “Loan Agreement”), the Authority will loan the proceeds of the Bonds to the Borrower for the purpose, among others, of financing the Project; and

WHEREAS, pursuant to a Bond Purchase Agreement, to be dated the date of sale of the Bonds (the “Bond Purchase Agreement”), among Stifel, Nicolaus & Company, Incorporated, as underwriter (the “Underwriter”), the Authority and the Borrower, the Bonds will be sold to the Underwriter, and the proceeds of such sale will be used as set forth in the Indenture to finance the Project; and

WHEREAS, the Bonds will be offered for sale through an official statement or other offering document acceptable to the Authority; and

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

- (1) A proposed form of the Indenture;
- (2) A proposed form of the Loan Agreement;
- (3) A proposed form of the Bond Purchase Agreement;
- (4) A proposed form of the limited offering memorandum (the “Limited Offering Memorandum”) in preliminary form to be used by the Underwriter in connection with the offering and sale of the Bonds; 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 Underwriter; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the County in connection with its mission of educating and training military and civilian aviation personnel so that each graduate increases flight test competency, improves flight test and aviation safety, and enhances the aerospace profession worldwide; 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.

**Section 2.** The Authority is hereby authorized to issue one or more series of its revenue bonds designated as the “California Enterprise Development Authority Revenue Bonds (National Test Pilot School Inc Project) Series 2024” (or such other designation as shall be acceptable to the Authority and its counsel) in an aggregate principal amount not to exceed \$16,235,000. The interest on the Bonds shall be tax-exempt or taxable, as determined by bond counsel. The Bonds shall be issued and secured in accordance with the terms of, and shall be in the form or forms set forth in, the Indenture referenced above, with such changes, deletions or insertions as may be approved by any of the Chair or the Vice Chair of the Board of Directors of the Authority (each, an “Authorized Signatory”) and legal counsel to the Authority, such approvals being conclusively evidenced by the execution and delivery thereof. The Bonds shall be executed by the manual or facsimile signature of any Authorized Signatory 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 Indenture.

The Bonds and the interest thereon shall be special, limited obligations of the Authority, and payment of the principal of, redemption premium, if any, and interest on, the Bonds shall be made solely from loan payments made by the Borrower under the Loan Agreement and certain moneys held under the Indenture, and the Bonds shall not be deemed to constitute a general obligation of the Authority or of any member of the Authority or an obligation or commitment by the Authority to expend any of its funds other than from certain funds received under the Loan Agreement.

**Section 3.** The Indenture, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Indenture in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Trustee, the dated date, maturity dates or dates, interest rate or rates, method of determining interest rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture, as finally executed.

**Section 4.** The Loan Agreement, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Loan Agreement, in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 5.** The Bond Purchase Agreement, in substantially the form placed on file with the Authority, is hereby approved. Any Authorized Signatory is hereby authorized and

directed, for and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement, in substantially said form, with such changes and insertions therein and as such Authorized Signatory, with the advice of counsel to the Authority, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 6.** The proposed preliminary form of Limited Offering Memorandum as presented at this meeting in preliminary form, is hereby approved. The Underwriter is hereby authorized to distribute the Limited Offering Memorandum in preliminary form to persons who may be interested in the purchase of the Bonds and to deliver the Limited Offering Memorandum in final form to the purchasers of the Bonds, in each case with such changes as any Authorized Signatory, with advice of counsel to Authority, deems desirable, necessary or appropriate.

**Section 7.** The Bonds, when executed as provided in Section 2, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority which any Authorized Signatory, acting alone, is authorized and directed, for and on behalf of the Authority, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

**Section 8.** Any Authorized Signatory and other appropriate officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, including, without limitation, any tax agreement and/or tax certificate, any and all documents and certificates to be executed in connection with securing credit support, if any, for the Bonds, and to do any and all things and take any and all actions that may be necessary or advisable, in their discretion, to effectuate the actions that the Authority has approved in this Resolution; provided that no such documents or certificates shall create any obligation or liability of the Authority other than with respect to the revenues and assets derived from the proceeds of the Bonds or otherwise securing the Bonds under the financing documents described and authorized herein.

**Section 9.** All actions heretofore taken by the Authorized Signatories and other appropriate officers and agents of the Authority with respect to the issuance of the Bonds are hereby ratified, confirmed and approved.

**Section 10.** Any Authorized Signatory, acting alone, is hereby authorized to execute and deliver future amendments to the documents authorized to be executed and delivered pursuant to this Resolution ("Authorized Documents"), without further action of the Authority, for the purpose of (i) adding to the covenants and agreements of the Borrower or of the provider of any credit enhancement or liquidity facility; (ii) assigning or pledging additional security for any of the Bonds which security shall be provided by the Borrower; (iii) curing any ambiguity, inconsistency or omission or supplementing any defective provisions of the Authorized Documents; (iv) permitting the qualification of the Indenture or any supplemental indenture under the Trust Indenture Act of 1939 or any similar federal statutes hereafter in effect; (v) providing for any additional procedures, covenants or agreements necessary to convert the Bonds

to tax-exempt obligations and to then maintain the tax-exempt status of interest on the Bonds; (vi) modifying or eliminating the book-entry registration system for the Bonds, if any; or (vii) providing for the appointment of a co-trustee/bondowner representative or the succession of a new trustee/bondowner representative authorized pursuant to the terms of the Indenture; provided such amendments are (1) made pursuant to a written request of the Borrower, (2) made pursuant to the terms of such documents, (3) are consistent with such documents, (4) do not require the consent of the holders of the Bonds and (5) do not provide for any additional duties or costs with respect to the Authority for which the Borrower does not agree in advance to reimburse or indemnify the Authority therefor.

**Section 11.** Notwithstanding anything to the contrary in this Resolution, the Bonds may not be issued until the County has held the requisite hearing pursuant to Section 147(f) of the Code.

**Section 12.** 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 13.** This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 26<sup>th</sup> day of September, 2024.

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 September 26, 2024.

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Michelle Stephens, Assistant Secretary

## Attachment I

### PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE BONDS

Pursuant to California Government Code Section 5852.1, National Test Pilot School Inc, a California nonprofit public benefit corporation (the “Borrower”) and an entity described in Section 501(c)(3) of the Internal Revenue Code 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 September 26, 2024 (the “Meeting”) of its Board of Directors (the “Board”) at which Meeting, the Board will consider the authorization of conduit revenue bonds in the aggregate principal amount not to exceed \$16,235,000 (the “Bonds”).

1. Stifel, Nicolaus & Company, Incorporated, as the underwriter of the Bonds, provided the Borrower with the required good faith estimates relating to the Bonds as follows (based on a currently expected combined par amount of \$16,235,000)
  - A. The true interest cost of the Bonds, 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 Bonds (to the nearest ten-thousandth of one percent): 6.626%.
  - B. The finance charge of the Bonds, which means the sum of all fees and charges paid to third parties: \$605,000.00.
  - C. The amount of proceeds received by the public body for sale of the Bonds less the finance charge of the Bonds described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Bonds: \$15,630,000.00.
  - D. The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Bonds plus the finance charge of the Bonds described in subparagraph (B) not paid with the proceeds of the Bonds (which total payment amount shall be calculated to the final maturity of the Bonds): \$35,379,450.00.
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 Bonds 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 Bonds.

The foregoing estimates constitute good faith estimates only. The actual principal amount of the Bonds 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 Bonds and the actual amortization of the Bonds will depend on market interest

rates at the time of the issuance of the Bonds. 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.

## Postponement

**Notice to the  
CEDA Board**

The Developer's team has requested that the Adelanto Industrial Center Project be pulled from the CEDA board meeting agenda this Thursday, to be revisited at a later time.

Items 1 through 3 will proceed as planned.

**Postponed  
Agenda Items**

4. Approve Resolution 24-19 of the Board of Directors of the California Enterprise Development Authority Declaring Intention to Establish Proposed Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.

5. Approve Resolution 24-20 of the Board of Directors of the California Enterprise Development Authority Declaring Necessity to Incur a Bonded Indebtedness of Proposed Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.

6. Approve Resolution 24-21 of the Board of Directors of the California Enterprise Development Authority Declaring Intention to Annex Territory in the Future to Community Facilities District No. 2024-1 (Adelanto Industrial Center Project) of the California Enterprise Development Authority, City of Adelanto, County of San Bernardino, State of California.

7. Approve and authorize execution of an engagement letter with Kosmont Financial Services for municipal advisory services to the California Enterprise Development Authority's BAND Program in connection with the formation of a community facilities district for the Adelanto Industrial Center development.

8. Petition to the Board of Directors of California Enterprise Development Authority Requesting Initiation of Proceedings for the Formation of a Community Facilities District of California Enterprise Development Authority and Consenting to the Issuance of Bonds and the Levy of Special Taxes to Pay Debt Service on Such Bonds.