

# CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

## REGULAR MEETING

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

10:30 A.M.

Thursday, July 11, 2019

#### Teleconference Phone Information

(712) 775-7031 - Conference Code: 183724#

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

#### Action Items

1. Consent Agenda
  - a. Approve Minutes from the Regular Meeting on June 27, 2019.
  - b. Approve Resolution No. 19-57 Approving Associate Membership by the City of Temecula 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.
2. Approve Resolution No. 19-58 of the California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan in An Aggregate Amount Not To Exceed \$25,000,000 for the Purpose of Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational Facilities for the Benefit of Bentley School, Providing the Terms and Conditions for Such Master Loan Agreement and Other Matters Relating Thereto Herein Specified.
3. Appoint officers of the California Enterprise Development Authority (the "Authority").

#### 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<br>(contact Helen Schaubmayer)<br>2150 River Plaza Drive, Suite 275<br>Sacramento, CA 95833 | Redding City Hall<br>(contact Larry Vaupel or Erica Thomas)<br>777 Cypress Ave.<br>Redding, CA 96001       | Sacramento Municipal Utility District<br>(contact Mather Kearney)<br>6301 S Street<br>Sacramento, CA 95817             |
| City of Santa Clarita<br>(contact Jason Crawford or Stephanie Givans)<br>23920 Valencia Blvd., Suite 100<br>Santa Clarita, CA 91355               | City of Lakeport<br>(contact Margaret Silveira or Hilary Britton)<br>225 Park Street<br>Lakeport, CA 95453 | City of Anaheim<br>(contact Jessica Gonzales or Amanda Wicker)<br>201 S. Anaheim Blvd., Ste. 1003<br>Anaheim, CA 92805 |

## CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

County of Stanislaus  
(contact Keith Boggs or Sheryl  
Swartz)  
1010 10<sup>th</sup> Street  
GSA Purchasing – 5th Floor  
GSA Director's Office  
Modesto, CA 95354

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

This agenda can be obtained at [www.ceda.caed.org](http://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, June 27, 2019**

## Teleconference Locations

California Association for Local  
Economic Development  
(contact Helen Schaubmayer)  
2150 River Plaza Dr. Suite 275  
Sacramento, CA 95833

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

Sacramento Municipal Utility District  
(contact Mather Kearney)  
6301 S Street  
Sacramento, CA 95817

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

City of Lakeport  
(contact Margaret Silveira or Hilary  
Britton)  
225 Park Street  
Lakeport, CA 95453

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

County of Stanislaus  
(contact Keith Boggs or Sheryl  
Swartz)  
1010 10<sup>th</sup> Street, Suite 5003  
Modesto, CA 95354

City of West Sacramento  
(contact Aaron Laurel or  
Polly Harris)  
1110 West Capitol Avenue, 3<sup>rd</sup> Floor  
West Sacramento, CA 95691

## Call to Order

Gurbax Sahota, Chair of the California Enterprise Development Authority, called the meeting to order at 10:32 am.

## Roll Call

Members Present: Jason Crawford  
Kevin Ham  
Gurbax Sahota  
Margaret Silveira

CALED Management/  
Staff Present: Helen Schaubmayer

Public:

## Statement of Disclosure

None

## Action Items

1. Approve Consent Agenda.
  - a. Approve Minutes from the Regular Meeting on June 20, 2019.
  - b. Approve Resolution No. 19-51 Approving Associate Membership by the City of Dinuba 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 Margaret made the motion to approve the Consent Agenda. Board Member Kevin Ham seconded the motion on the floor.

*The motion passed by voice vote.*

2. Approve Resolution No. 19-52 of the California Enterprise Development Authority Authorizing the Issuance and Sale of its California Enterprise Development Authority Revenue Bonds (United Health Centers of the San Joaquin Valley-Dinuba Project), Series 2019 for the Purpose of Financing The Cost of Acquiring, Developing, Constructing, Installing, Equipping and Furnishing a Healthcare Facility for the Benefit of United Health Centers of the San Joaquin Valley 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 Herein Specified.

**Discussion:** Helen briefed the board that United Health Centers (UHC) of the San Joaquin Valley is a private non-profit organization founded in 1971 with the purpose to provide health services to the medically underserved in the San Joaquin Valley. CEDA has been involved in a few financings with UHC already, including one for their Fresno project approved last week. United Health Centers of the San Joaquin Valley has requested that the Authority issue Revenue Bonds in the principal amount of \$8,000,000 for costs related to an approximate 16,000 square-foot health care clinic located in Dinuba.

**Motion:** *Board Member Jason Crawford made the motion to approve Resolution No. 19-52. Board Member Margaret Silveira seconded the motion on the floor.*

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

|                   |     |
|-------------------|-----|
| Jason Crawford    | Aye |
| Kevin Ham         | Aye |
| Gurbax Sahota     | Aye |
| Margaret Silveira | Aye |

3. Approve Resolution No. 19-53 of the California Enterprise Development Authority Authorizing the Issuance and Sale of Lease Revenue Bonds in One or More Series in a Principal Amount Not to Exceed \$50,000,000 to Finance the Design, Development, Construction, Installation and Equipping of Three New Public Libraries for the Benefit of the County Of Riverside, 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:** Gurbax Sahota stated that this action item has been removed and will be brought back to the board when it is ready.

4. Approve Resolution No. 19-54 of the California Enterprise Development Authority Authorizing and Approving the Execution and Delivery of a Supplemental Indenture and an Amendment to Loan Agreement; Repealing Action Heretofore Taken in Conflict Herewith; and Authorizing Officials of the Authority to Do All Other Things Necessary or Advisable to Complete the Transactions Authorized in this Resolution.

**Discussion:** Helen briefed the board that Ivy Academia was founded in 2004 and has nearly 700 students enrolled at two campuses located in Woodland Hills and West Hills. Ivy Academia's innovative efforts are capitalizing on an entrepreneurial skill set and raising awareness around the need for small, high-quality public elementary, middle and high schools. In June 2018, the Authority issued its Educational Facility Revenue Bonds (Ivy Academia Project) for Series 2018A (\$19,055,000), Series 2018B (\$4,800,000), and Series 2018C (\$1,025,000). With this Second Amendment to the Loan Agreement and Supplemental Indenture, the Borrower desires to increase the par amount of the Series 2018B Bonds from \$4,800,000 to \$4,920,000.

**Motion:** *Board Member Jason Crawford made the motion to approve Resolution No. 19-54. 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 |
| Gurbax Sahota     | Aye |
| Margaret Silveira | Aye |

Board Chair Gurbax Sahota opened the public hearing portion. After hearing no comments, Gurbax closed the public hearing portion.

**Public Hearing (Action Items 5 and 6)**

5. Approve Resolution No. 19-55 of the California Enterprise Development Authority Making Certain Findings and Determinations in Connection with and Confirming the Report Regarding the Establishment of a Contractual Assessment Program to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency, Seismic Retrofits, Electric Vehicle Charging Infrastructure and Water Efficiency Improvements; Confirming Assessments to be Levied Within the Parameters of the Report; and Taking Certain Other Actions in the City of Lynwood.
6. Approve Resolution No. 19-56 of the California Enterprise Development Authority Making Certain Findings and Determinations in Connection with and Confirming the Report Regarding the Establishment of a Contractual Assessment Program to Finance Installation of Distributed Generation Renewable Energy Sources, Energy Efficiency, Seismic Retrofits, Electric Vehicle Charging Infrastructure and Water Efficiency Improvements; Confirming Assessments to be Levied Within the Parameters of the Report; and Taking Certain Other Actions in the City of Port Hueneme.

**Discussion:** Helen briefed the Board this is the final step in the two-step process to join the PACE program.

**Motion:** Board Member Margaret Silveira made the motion to approve Resolution No. 's 19-55 and 19-56. Board Member Gurbax Sahota seconded the motion on the floor.

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

|                   |     |
|-------------------|-----|
| Jason Crawford    | Aye |
| Kevin Ham         | Aye |
| Gurbax Sahota     | Aye |
| Margaret Silveira | Aye |

**Public Comment**

**Chair Report**

Gurbax Sahota stated that this was Kevin Ham’s last call and thanked him for his support on the CEDA program. Helen stated that the next meeting will be held on July 11, 2019.

**PACE Report**

**Other Business**

**Adjournment**

**Motion:** Board Member Kevin Ham made the motion to adjourn the meeting. Board Member Jason Crawford seconded the motion on the floor. Chair Gurbax Sahota adjourned the meeting at 10:40 am by voice vote.

## Staff Report

|                          |  |
|--------------------------|--|
| <b>Actions Requested</b> | Approve Resolution No. 19-57 Approving Associate Membership by the City of Temecula 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.   |
| <b>Public Benefits</b>   | Adoption of Resolution No. 19-57 will allow CEDA to issue bonds and other tax-exempt financings within the City of Temecula. CEDA's issuance costs and ongoing annual fees are competitive and/or lower than other conduit issuers. The savings realized by borrowers using CEDA conduit-financing programs can then be used to further expand the underlying business and/or hire additional employees. |
| <b>Recommendation</b>    | Staff recommends approval of Resolution No. 19-57 Approving Associate Membership by the City of Temecula 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.  |

**RESOLUTION NO. 19-57**

**CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

**RESOLUTION APPROVING ASSOCIATE MEMBERSHIP BY THE CITY OF TEMECULA 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**

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

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

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

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

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

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

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

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

PASSED AND ADOPTED this 11<sup>th</sup> day of July, 2019.

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 July 11, 2019.

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Helen Schaubmayer, Assistant Secretary

## Staff Report

|                                      |  |
|--------------------------------------|--|
| <b>Action Requested</b>              | Approve Resolution No. 19-58 of the California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan in An Aggregate Amount Not To Exceed \$25,000,000 for the Purpose of Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational Facilities for the Benefit of Bentley School, Providing the Terms and Conditions for Such Master Loan Agreement and Other Matters Relating Thereto Herein Specified.   |
| <b>Borrower(s)</b>                   | Bentley School   |
| <b>Borrower Description</b>          | <p>Founded in 1920 and with a current enrollment of 700, Bentley School is a private college preparatory school in the East Bay. The School's lower and middle school campus (grades K-8) is located in Oakland, CA and the upper school (grades 9-12) campus is located in Lafayette, CA. In addition to a strong academic program, enrichment classes, clubs, electives, student government, and team sports provide students with opportunities to explore their interests and talents as well as develop leadership, cooperation, responsibility, and self-discipline</p> <p>This project for Bentley School is to refinance the construction, renovation, improvement and equipping of educational facilities located at 1 Hiller Drive, Oakland, California 94618, and at 1000 Upper Happy Valley Road, Lafayette, California 94549 and to pay various transaction and related costs. The refinancing is in an amount not to exceed \$25,000,000 and is initially a taxable loan, which subsequently may be converted into a tax-exempt loan. Prior to the conversion of the Authority Loan from a taxable loan to a tax-exempt loan, the Boards of Supervisors of the relevant counties shall conduct public hearings and adopt resolutions approving the issuance of the loan in order to refinance the project on a tax-exempt basis.</p> |
| <b>Public Benefits</b>               | The tax-exempt financing will allow the Bentley School to realize savings that can be put back into its operations.  |
| <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;</li> <li>■ Proposed financing is appropriate for the project.</li> </ul>   |
| <b>Recommendation</b>                | Staff recommends approval of Resolution No. 19-58 of the California Enterprise Development Authority Authorizing and Approving a Master Loan Agreement Pursuant to Which the California Enterprise Development Authority Will Make a Loan in An Aggregate Amount Not To Exceed \$25,000,000 for the Purpose of Refinancing the Construction, Renovation, Improvement, and Equipping of Certain Educational Facilities for the Benefit of Bentley School, Providing the Terms and Conditions for Such Master Loan Agreement and Other Matters Relating Thereto Herein Specified.  |

**RESOLUTION NO. 19-58**

**CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

**RESOLUTION OF THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AUTHORIZING AND APPROVING A MASTER LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY WILL MAKE A LOAN IN AN AGGREGATE AMOUNT NOT TO EXCEED \$25,000,000 FOR THE PURPOSE OF REFINANCING THE CONSTRUCTION, RENOVATION, IMPROVEMENT, AND EQUIPPING OF CERTAIN EDUCATIONAL FACILITIES FOR THE BENEFIT OF BENTLEY SCHOOL, PROVIDING THE TERMS AND CONDITIONS FOR SUCH MASTER LOAN AGREEMENT AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED**

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

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

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

**WHEREAS**, the County of Alameda and the County of Contra Costa (collectively, the “Counties”) are associate members of the Authority; and

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

**WHEREAS**, Bentley School (the “Borrower”) wishes to: (i) refinance the construction, renovation, improvement and equipping of certain educational facilities located at 1 Hiller Drive, Oakland, California 94618, and at 1000 Upper Happy Valley Road, Lafayette, California 94549, all owned and operated by the Borrower and used for educational purposes, and (ii) pay various transaction costs and other related costs (collectively, the “Project”); and

**WHEREAS**, there has been filed with the Secretary of the Authority a proposed form of (i) Master Loan Agreement (the “Master Loan Agreement”), by and among First Republic Bank,

as lender (the “Lender”), the Authority and the Borrower, and (ii) Assignment Agreement (the “Assignment Agreement”) between the Authority and the Lender; and

**WHEREAS**, the Authority intends to use the proceeds of a taxable loan, which subsequently may be converted into a tax-exempt loan, from the Lender to the Authority (the “Authority Loan”) in an amount not to exceed \$25,000,000 to make a loan of equal amount to the Borrower (the “Borrower Loan,” and, collectively with the Authority Loan, the “Loan”); and

**WHEREAS**, in accordance with the requirements of Section 147(f) of the Code and the Treasury Regulations thereunder, prior to the conversion of the Authority Loan from a taxable loan to a tax-exempt loan, the Boards of Supervisors of the Counties shall conduct public hearings and adopt resolutions approving the issuance of the Authority Loan in order to refinance the Project on a tax-exempt basis; and

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

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

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

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

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

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

**Section 3.** The proposed form of the Master Loan Agreement by and among the Authority, the Lender and the Borrower, on file with the Secretary of the Authority, is hereby approved in substantially the form presented to and considered at the meeting of the Board. The Chair or the Vice Chair of the Board of Directors (individually, an “Authorized Signatory” and, collectively, the “Authorized Signatories”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Master Loan Agreement in

substantially the form filed with the Authority prior to this meeting, with such changes and insertions therein consistent with the stated terms of this Resolution as the Authorized Signatory executing the same, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Secretary or Assistant Secretary of the Authority is authorized to attest the execution of the Master Loan Agreement.

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

**Section 5.** The Authority approves the Authority Loan, on a taxable basis which subsequently may be converted to a tax-exempt basis, and the making of the Borrower Loan to the Borrower in an amount not to exceed \$25,000,000 in accordance with the terms of and to be secured by the Master Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Authority Loan shall be made solely from the revenues to be received by the Authority from the Borrower Loan pursuant to the Master Loan Agreement, and the Authority Loan shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Authority Loan shall bear interest at the rate or rates set forth in the Master Loan Agreement.

**Section 6.** All assignments, consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the borrowing of amounts from the Lender and the making of the Borrower 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 Project, any assignment by Lender to an affiliate of Lender or qualified institutional buyer or any prepayment of the Borrower Loan, may be given or taken by the Chair or the Vice Chair or any designee of either of them without further authorization by this Board of Directors of the Authority, and such officers are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officers may deem necessary or desirable to further the purposes of this Resolution.

**Section 7.** All actions heretofore taken by the officials and agents of the Authority with respect to the Authority Loan and the Borrower Loan are hereby approved, confirmed and ratified, and the officials of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver, whether at the time of the original issuance of the Authority Loan on a taxable basis or upon conversion of the Authority Loan to a tax-exempt basis, any and all certificates, agreements and documents, including, without limitation, a tax certificate and agreement, which they or counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Authority Loan and otherwise to effectuate the purposes of this

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

**Section 8.** Notwithstanding anything to the contrary in this Resolution, the Authority Loan may not convert such that interest thereon is excluded from gross income for federal income tax purposes until the Counties have held the requisite hearings pursuant to Section 147(f) of the Code and the Treasury Regulations thereunder, and the other requirements to such conversion set forth in the Master Loan Agreement have been satisfied.

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

This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this July 11, 2019.

CALIFORNIA ENTERPRISE  
DEVELOPMENT AUTHORITY

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

ATTEST:

By: \_\_\_\_\_  
Helen Schaubmayer, Assistant Secretary

## Attachment I

### PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, Bentley School, a California nonprofit public benefit corporation (the “Borrower”), has provided the following required information to the California Enterprise Development Authority (the “Authority”), as conduit financing provider, prior to the Authority’s regular meeting on July 11, 2019 (the “Meeting”) of its Board of Directors (the “Board”) at which Meeting, the Board will consider the authorization of conduit revenue obligations in the aggregate principal amount not to exceed \$25,000,000 (the “Obligations”).

1. First Republic Bank, engaged by the Borrower, provided the Borrower with the required good faith estimates relating to the Obligations as follows:
  - a. The true interest cost of the Obligations, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Obligations (to the nearest ten-thousandth of one percent): 3.602%.
  - b. The finance charge of the Obligations, which means the sum of all fees and charges paid to third parties: \$241,481.00.
  - 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: \$25,000,000.00.
  - d. The total payment amount, which means the sum total of all payments the Borrower will make to pay debt service on the Obligations plus the finance charge of the Obligations described in subparagraph (B) not paid with the proceeds of the Obligations (which total payment amount shall be calculated to the final maturity of the Obligations): \$41,192,577.00.
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 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.

I, the undersigned, the duly appointed and qualified Assistant Secretary of the California Enterprise Development Authority, do hereby certify that the foregoing resolution was duly adopted by the Board of Directors of said Authority at a duly called meeting of the Board of Directors of said Authority held in accordance with law on July 11, 2019.

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Helen Schaubmayer  
Assistant Secretary

## Staff Report

|                              |   |
|------------------------------|---|
| <b>Action Requested</b>      | Appoint officers of the California Enterprise Development Authority (the "Authority").  |
| <b>Description of Action</b> | The Board of Directors is authorized to appoint a Vice Chair, Treasurer, and a Secretary for the Authority. The Board of Directors is also authorized to appoint assistant officers as the Board of Directors deems necessary. More information of these positions is specified under Article III of the Joint Exercise of Powers Agreement. The Board of Directors shall take action to appoint a Vice Chair, Treasurer, and a Secretary. The Board of Directors shall also confirm that the Chair of the Board of Directors maintains custody of the Authority's funds. |