

INDEPENDENT CITIES FINANCE AUTHORITY

BOARD OF DIRECTORS REGULAR MEETING

November 15, 2017

MINUTES

I. CALL TO ORDER.

The regular meeting of the Board of Directors of the Independent Cities Finance Authority (ICFA) was called to order in the City of Lynwood on November 15, 2017 at 12:10 p.m. by President Sylvia Ballin.

II. ROLL CALL.

Members Of The Executive Committee/Board of Directors Present (Voting)

Sylvia Ballin, President	San Fernando
Edwin Hernandez	Lynwood
Ricardo Pacheco	Baldwin Park
Marilyn Sanabria	Huntington Park
Emma Sharif	Compton
Leticia Lopez	Vernon

Alternate Members Of The Board of Directors Present

Jose Solache	Lynwood
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The City of South Gate was not represented by a voting member.

Guests Present

Clay Hardmore	Gilmore & Bell
Pam Newcomb	Newcomb Williams Financial Group
Tammy Ofek	Wolf & Company, Inc.
George Turk	Millennium Housing
Wes Wolf	Wolf & Company, Inc.

Staff Present

Lufti Kharuf	Best Best & Krieger LLP
Debbie Smith	Smith, Alvarez & Castillo/ICFA

III. AMENDMENTS OR ADJUSTMENTS TO THE AGENDA.

There were no amendments or adjustments to the agenda.

IV. PUBLIC COMMENTS.

There were no members of the public who wished to speak.

V. NEW BUSINESS.

A. APPROVAL OF THE MINUTES OF THE MARCH 23, 2017 BOARD OF DIRECTORS MEETING.

It was moved by Marilyn Sanabria, seconded by Edwin Hernandez, and unanimously carried by the following roll call vote to approve the minutes of the March 23, 2017 Board of Directors meeting:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of South Gate

B. APPROVAL/ADOPTION OF RESOLUTION 2017-2 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY APPROVING A DEBT MANAGEMENT POLICY AND TAKING OTHER ACTIONS RELATED THERETO.

It was reported generally as follows:

On September 12, 2017, the Governor signed into law Senate Bill 1029 (SB 1029). SB 1029 amended Government Code 8855 requiring local governments to prepare and submit accountability reports to the California Debt and Investment Advisory Commission (CDIAC). SB 1029 also mandated local governments to adopt debt policies 30 days prior to any debt issuance after January 21, 2017.

The Authority has not previously adopted a Debt Management Policy, and is scheduled to issue bonds in the near term. Therefore, the Authority must adopt a Debt Management Policy as soon as feasible.

The Debt Management Policy contained in the agenda packet meets the requirements of Government Code 8855 as amended. This Debt Policy shall govern all debt undertaken by the Authority.

President Ballin asked if there were any questions or comments. There were none.

It was moved by Edwin Hernandez, seconded by Leticia Lopez, and unanimously carried by the following roll call vote to approve/adopt Resolution 2017-2 and to authorize President Ballin and staff to execute same:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of South Gate

C. APPROVAL OF THE REFINANCING OF TWO MANUFACTURED HOME COMMUNITIES BY ICFA, FOR MILLENNIUM HOUSING OF CALIFORNIA AND ITS AFFILIATES, COACH OF SAN DIEGO, INC. AND MILLENNIUM HOUSING CORPORATION LOCATED IN THE CITY OF FRESNO, COUNTY OF FRESNO.

Staff reported generally as follows:

The proposal is to finance the refunding of two manufactured home communities in the City of Fresno (Westlake Mobilehome Park and Millbrook Mobile Home Village), on behalf of Millennium Housing. Millennium originally purchased Westlake Park in May of 2003 and refinanced it in April of 2007, both through ICFA. Millbrook Park was purchased by Millennium in January of 2013.

George Turk of Millennium Housing provided a brief report on the park and all aspects of financing of the project. By refinancing, the cash flow of the park will substantially increase which will allow Millennium to provide additional improvements in the park.

Staff presented a report on the finance team and costs of issuance for the project. It was noted that the City of Fresno conducted a TEFRA hearing on November 9th to approve the bond financing.

President Ballin thanked Millennium Housing for bringing this financing to the Authority, and asked if there were any additional questions or comments. There were none.

It was moved by Edwin Hernandez, seconded by Leticia Lopez, and unanimously carried by the following roll call vote to approve all aspects of the proposed financing for Westlake Mobilehome Park and Millbrook Mobile Home Village on behalf of Millennium Housing:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of South Gate

- D. APPROVAL/ADOPTION OF RESOLUTION NO. 2017-3 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE IN ONE OR MORE SERIES OF ITS NOT TO EXCEED \$24,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE REFUNDING BONDS (WESTLAKE AND MILLBROOK MOBILEHOME PARKS) SERIES 2017A AND MOBILEHOME PARK SUBORDINATE REVENUE REFUNDING BONDS (WESTLAKE AND MILLBROOK MOBILEHOME PARKS) SERIES 2017B, AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH).**

Staff reported generally as follows:

Resolution 2017-3 is the ICFA document which formally authorizes the issuance and delivery of the bonds and authorizes the execution of the bond documents. The various bond documents facilitate the funding thereof.

It was noted that ICFA will receive a fee at closing equal to 20 basis points times the principal amount of the bonds issued. ICFA will thereafter receive an annual fee equal to 10 basis points on the outstanding principal of the bonds as long as the bonds are outstanding. The bonds are not an obligation of the Authority. They are payable solely from revenues from the parks to repayment of the bonds. Generally, after issuance of the bonds, ICFA's responsibilities will be limited to reviewing reports provided by the Oversight Agent and Trustee.

President Ballin asked if there were any questions or comments. There were none.

It was moved by Emma Sharif, seconded by Edwin Hernandez, and unanimously carried by the following roll call vote to approve/adopt Resolution 2017-3 approving the bond issuance and the various agreements and documents relating thereto and to authorize President Ballin and staff to execute all necessary documents relating thereto:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of South Gate

E. APPROVAL/ADOPTION OF A BUDGET FOR THE 2017-18 FY.

Jose Solache, ICFA Treasurer, referred those present to the proposed budget contained in the agenda packet noting that it represents the best estimates of staff regarding future financings, and noted that a balanced budget is being presented for approval/adoption.

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President Ballin asked if there were any questions or comments. There were none

It was moved by Marilyn Sanabria, seconded by Edwin Hernandez, and unanimously carried by the following roll call vote to approve/adopt the 2017-18 FY budget:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)
NOES: None
ABSTAIN: None
ABSENT: City of South Gate

F. APPROVAL OF FINANCIAL ACCOUNTING FOR THE PERIOD FEBRUARY 1, 2017 TO SEPTEMBER 30, 2017.

It was moved by Edwin Hernandez, seconded by Marilyn Sanabria, and unanimously carried by the following roll call vote to approve the financial accounting for the period February 1, 2017 to September 30, 2017:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Leticia Lopez (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park), Emma Sharif (Compton)
NOES: None
ABSTAIN: None
ABSENT: City of South Gate

G. STATUS REPORT ON AN ICFA POOL SECURITIZATION PROGRAM.

Staff reported generally as follows:

In March, the ICFA Board gave approval for staff to proceed with the planning and implementation of an ICFA Pool Securitization Program using Measure M and Measure R funds.

After providing a brief background, staff noted that the Metro Board approved the Master Guidelines for allocation of Measure M funds at the end of June, but have not yet approved the bonding guidelines. ICFA has obtained interest from several cities to participate in a pool to assist them in obtaining funding for street projects. Staff will continue to approach cities in anticipation of the bonding guidelines being approved by the Metro Board.

Several Board members indicated that this is a great opportunity for cities to complete any transportation related projects.

President Ballin asked if there were any further questions or comments. There were none.

VI. COMMENTS FROM BOARD MEMBERS.

President Ballin wished everyone a Happy Thanksgiving and thanked them for attending the Board meeting. In addition, she indicated she was looking forward to seeing everyone again at the ICFA annual holiday luncheon on November 29th.

VII. MATTERS FROM STAFF.

There were no comments from staff.

VIII. ADJOURNMENT.

There being no further business to be discussed, the meeting was adjourned at 12:28 p.m.

Respectfully submitted,

 /s/
Deborah J. Smith
Executive Director