

MEMBER CITIES

Alhambra
 Apple Valley
 Azusa
 Baldwin Park
 Barstow
 Bell
 Bellflower
 Brea
 Capitola
 Carpinteria
 Carson
 Chino
 Claremont
 Colton
 Commerce
 Compton
 Covina
 Downey
 Duarte
 El Monte
 Fairfield
 Fontana
 Fresno
 Gardena
 Garden Grove
 Glendale
 Glendora
 Hawaiian Gardens
 Hawthorne
 Huntington Park
 Indio
 Inglewood
 La Habra
 La Puente
 Lakewood
 Lancaster
 Lawndale
 Long Beach
 Los Angeles
 Lynwood
 Monrovia
 Montclair
 Montebello
 Monterey Park
 Morgan Hill
 Norwalk
 Oceanside
 Palmdale
 Palm Springs
 Paramount
 Pico Rivera
 Planada Community Services District
 Pomona
 Rancho Cucamonga
 Rialto
 Riverside
 Rohnert Park
 Salinas
 San Bernardino
 San Bernardino County
 San Diego County
 San Fernando
 San Juan Capistrano
 San Marcos
 San Mateo County
 Santa Clarita
 Santa Rosa
 Signal Hill
 South Gate
 Vernon
 Vista
 West Covina
 Whittier
 Yucaipa

BOARD MEMBERS

OFFICERS

Mike McCormick, President
Vernon
 Gil Hurtado, Vice President
South Gate
 Jose Solache, Treasurer
Lynwood

DIRECTORS

Ricardo Pacheco, Baldwin Park
 Willie Jones, Compton
 Marilyn Sanabria, Huntington Park
 Edwin Hernandez, Lynwood
 Sylvia Ballin, San Fernando

Secretary/Executive Director

Debbie Smith
 General Legal Counsel
 Scott Campbell
 Best Best & Krieger, LLP



INDEPENDENT CITIES FINANCE AUTHORITY
 Regular Meeting Of The Board Of Directors
 Regular Meeting Of The Executive Committee

Wednesday, November 18, 2015
 12:00 p.m.

Vernon City Hall
 Conference Room 1
 4305 Santa Fe Avenue
 Vernon, CA 90058

TELECONFERENCE MEETING LOCATIONS:

Call In Information:

Call In Number: 1-712-775-7031

Participant Number: 236-977-467#

1. Palms Ranch Park Branch Library
 2920 Overland Avenue
 Los Angeles, CA 90064

MEETING AGENDA

STAFF REPORTS AND OTHER WRITTEN DOCUMENTS RELATED TO ITEMS ON THIS AGENDA CAN BE OBTAINED FROM THE INDEPENDENT CITIES FINANCE AUTHORITY BY CALLING (877) 906-0941.

FOR YOUR INFORMATION: The Authority Board/Executive Committee will hear from the public on any item on the agenda or an item of interest to the Board/Executive Committee that is not on the Agenda. These items may be referred for administrative action or scheduled on a future Agenda. Comments are to be limited to three minutes for each speaker, unless extended by the Authority Board. Each speaker will have an opportunity to speak on any Agenda item. You have the opportunity to address the Authority Board at the following times.

REGULAR MEETING OF THE BOARD OF DIRECTORS
REGULAR MEETING OF THE EXECUTIVE COMMITTEE
November 18, 2015
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- A. AGENDA ITEM: at the time the Authority Board considers the Agenda item or during Public Comment, and
- B. NON-AGENDA ITEMS: during Public Comment - comments will be received for a maximum 30-minute period; any additional requests will be heard following the completion of the Agenda.
- C. PUBLIC HEARINGS: at the time of the Public Hearing

I. CALL TO ORDER. *(Page 4)*

II. ROLL CALL. *(Page 4)*

City of Baldwin Park
City of Compton
City of Huntington Park
City of Lynwood

City of San Fernando
City of South Gate
City of Vernon

III. AMENDMENTS OR ADJUSTMENTS TO THE AGENDA. *(Page 4)*

IV. PUBLIC COMMENT. At this time the public shall have an opportunity to comment on any non-agenda item relevant to the jurisdiction of the Authority. Reasonable time limits are imposed on each topic and each speaker. In accordance with the provisions of the Ralph M. Brown Act (GC § 54950 et seq.), no action or discussion may take place by the Board on any item not on the posted agenda. The Board may respond to statements made or questions asked, and may direct staff to report back on the topic at a future meeting. *(Pages 4-5)*

V. NEW BUSINESS.

- A. Approval Of Minutes Of The October 7, 2015 And October 20, 2015 Board Of Directors Meetings. *(Pages 5 & 6-14)*

RECOMMEND APPROVAL

- B. Approval Of The City Of Visalia As An Associate Member (Non-Voting) Of The Independent Cities Finance Authority. *(Page 15)*

RECOMMEND APPROVAL

- C. Approval Of The Financing Of A Manufactured Home Community By ICFA For Augusta Communities And Its Affiliate, Villa Del Arroyo Moorpark LLC, Located In The City Of Visalia, County Of Tulare. *(Pages 15-17)*

RECOMMEND APPROVAL

- D. Approval/Adoption Of Resolution No. 2015-6 (A Resolution Of The Board of Directors/Executive Committee Of The Independent Cities Finance Authority Authorizing The Issuance Of Its Not To Exceed \$11,825,000 Aggregate Principal Amount Of Independent Cities Finance Authority Mobile Home Park Revenue Bonds (Mooney Grove Mobile Manor) Series 2016A And Mobile Home Park Revenue Bonds (Mooney Grove Mobile Manor) Series 2016B (Federally Taxable), And Approving Certain Documents And Authorizing Certain Actions In Connection Therewith. *(Pages 18-20 & 22-25)*

RECOMMEND APPROVAL/ADOPTION

- E. Status Report/Update On The California Solar Initiative's Multi-Family Affordable Solar Housing (MASH) Program. (Page 26)

RECOMMEND RECEIVE AND FILE

- F. Approval Of Financial Accounting For The Period October 1, 2015 to October 30, 2015. (Pages 26-27)

RECOMMEND APPROVAL

- G. Status Report/Update On The ICFA Market Rate Lease Purchase Homeownership Initiative Program (Pages 27-28)

RECOMMEND RECEIVE AND FILE

VI. COMMENTS FROM BOARD MEMBERS. (Page 28)

VII. MATTERS FROM STAFF. (Page 28)

VIII. ADJOURNMENT. (Page 28)

The public shall have an opportunity to comment on any item as each item is considered by the Board/Executive Committee and prior to action being taken. Agenda Reports are available at the Independent Cities Finance Authority office upon request by calling (877) 906-0941.

NOTICE: New items will not be considered after 2:00 p.m. unless the Board of Directors/Executive Committee votes to extend the time limit. Any items on the agenda that are not completed will be forward to the next regular Board of Directors/Executive Committee meeting.

IN COMPLIANCE WITH THE AMERICAN DISABILITIES ACT, IF YOU NEED SPECIAL ASSISTANCE TO PARTICIPATE IN THIS MEETING, PLEASE CONTACT THE INDEPENDENT CITIES FINANCE AUTHORITY AT (877) 906-0941. NOTIFICATION 48 HOURS PRIOR TO THE MEETING WILL ENABLE THE INDEPENDENT CITIES FINANCE AUTHORITY TO MAKE REASONABLE ARRANGEMENTS TO ENSURE ACCESSIBILITY TO THIS MEETING.

NOTE TO CITY CLERKS:

Please post this Meeting Notice in three separate locations, just as you would a City Council agenda.

INDEPENDENT CITIES FINANCE AUTHORITY
REGULAR MEETING OF THE BOARD OF DIRECTORS
REGULAR MEETING OF THE EXECUTIVE COMMITTEE

November 18, 2015 - 12:00 p.m.

AGENDA SUMMARY

I. CALL TO ORDER.

II. ROLL CALL.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

A roll call of the following member cities will be conducted:

City of Baldwin Park
City of Compton
City of Huntington Park
City of Lynwood

City of San Fernando
City of South Gate
City of Vernon

C. RECOMMENDATION:

None.

III. AMENDMENTS OR ADJUSTMENTS TO THE AGENDA.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

None.

C. RECOMMENDATION:

None.

IV. PUBLIC COMMENT.

A. MATERIAL ENCLOSED:

None.

AGENDA SUMMARY

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B. COMMENTS:

At this time the public shall have an opportunity to comment on any non-agenda item relevant to the jurisdiction of the Agency. Reasonable time limits are imposed on each topic and each speaker. In accordance with the provisions of the Ralph M. Brown Act (GC §54950 et seq.), no action or discussion may take place by the Board on any item not on the posted agenda. The Board may respond to statements made or questions asked, and may direct staff to report back on the topic at a future meeting.

C. RECOMMENDATION:

None.

V. NEW BUSINESS.

A. APPROVAL OF MINUTES OF THE OCTOBER 7, 2015 AND OCTOBER 20, 2015 BOARD OF DIRECTORS MEETINGS.

A. MATERIAL ENCLOSED: (PAGES 6-14)

1. Minutes of the October 7, 2015 Board of Directors meeting. **(Pages 6-10)**
2. Minutes of the October 20, 2015 Board of Directors meeting. **(Pages 11-14)**

B. COMMENTS:

None.

C. RECOMMENDATION:

Approve the minutes of the October 7, 2015 and October 20, 2015 Board of Directors meetings.

INDEPENDENT CITIES FINANCE AUTHORITY

**BOARD OF DIRECTORS ANNUAL MEETING
OCTOBER 7, 2015**

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 South Gate on October 7, 2015 at 12:10 p.m. by Vice President Gil Hurtado.

II. ROLL CALL.

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

Gil Hurtado, Vice President	South Gate
Sylvia Ballin	San Fernando
Edwin Hernandez	Lynwood
Johnny Phineda	Huntington Park

Alternate Members Of The Board of Directors Present

None

The cities of Baldwin Park, Compton and Vernon were not represented by a voting member.

Guests Present

Sara Appel	Tripepi Smith & Associates
Guy Burgoon	Emerging Markets Group
Chip Conway	Krisla, Inc.
Gilbert Pacheco	
Janees Williams	Newcomb Williams Financial Group
Wes Wolf	Wolf & Company, Inc.

Staff Present

Michael Maurer	Best Best & Krieger LLP
Glen Price	Best Best & Krieger LP
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 MINUTES OF THE JUNE 17, 2015 BOARD OF DIRECTORS MEETING.

It was moved by Sylvia Ballin, seconded by Edwin Hernandez, and unanimously carried to approve the minutes of the June 17, 2015 Board of Directors meeting.

B. APPROVAL/ADOPTION OF RESOLUTION NO. 2015-5 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE CREATION OF A \$100,000,000 SINGLE FAMILY LEASE PURCHASE HOMEOWNERSHIP INITIATIVE) AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH.

After referring those present to the staff report, agreements, exhibits and documents contained in the agenda packet, Glen Price of Best Best & Krieger outlined the proposed ICFA Single Family Lease Purchase Homeownership Initiative program, including the roles and responsibilities of all parties.

After numerous questions of Mr. Price and Guy Burgoon of EMG Markets Group regarding the program, geographical area, restrictions, payments, etc., it was moved by Gil Hurtado, seconded by Johnny Phineda, and unanimously carried as follows:

1. To approve/adopt Resolution 2015-5 approving the creation of an ICFA Single Family Lease Purchase Homeownership Initiative;
2. To authorize Legal Counsel to work with various parties in finalizing all agreements, exhibits, and documents relating thereto; and
3. To authorize Vice President Hurtado and staff to execute all necessary documents.

Staff thanked Guy Burgoon and Glen Price for all their efforts in making this program come to fruition.

C. APPROVAL OF AN ENGAGEMENT LETTER BETWEEN ICFA AND BALLARD SPAHR TO CONDUCT RESEARCH RE THE USE OF AN INSTALLMENT METHOD OF ACCOUNTING ON CERTAIN BOND FINANCINGS.

Staff reported generally as follows:

A number of mobile home park owners have expressed interest in selling their parks to nonprofit organizations using ICFA bond financing. However, these sellers have also expressed concerns about the large amount of taxes that are potentially due on the sale date. Many mobile home park owners have owned their parks for a number of years and the value of their parks has appreciated substantially. Because of the large tax liability, sellers often ask for purchase prices that are too high to make financial sense for nonprofit organizations.

One possible solution is for ICFA to issue both senior bonds and subordinate bonds to finance a park acquisition. The senior bonds would be sold to investors for cash, and the cash would be used by the nonprofit organization to pay part of the purchase price of the park. The subordinate bonds would be delivered directly to the seller of the park as consideration for the remaining balance of the purchase price of the park.

The firm of Ballard Spahr has conducted preliminary research which indicates that sellers may be able to use installment accounting to account for payments received on the subordinate bonds. With installment accounting, the sellers would pay taxes over time as they received payments on the subordinate bonds instead of all at once on the sale date.

According to information from real estate brokers, sellers would potentially sell their projects for lower purchase prices to nonprofit organizations if they could pay taxes over time instead of all at once on the sale date. This could potentially increase the number of parks being financed with bonds issued by ICFA.

Additional legal research is needed to determine if, in fact, sellers could use the installment method of accounting to account for payments received on subordinate bonds issued

by ICFA. Ballard Spahr proposes to research the tax issues and prepare a legal memorandum for ICFA that addresses this issue. Ballard Spahr estimates that such a memorandum and the accompanying legal research would cost between \$7,500 and \$12,500 in legal fees.

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

It was moved by Sylvia Ballin, seconded by Edwin Hernandez, and unanimously carried to approve the engagement letter between ICFA and Ballard Spahr authorizing them to conduct legal research to determine if an installment method of accounting can be used in certain bond financings at a fee not to exceed \$12,500.

D. STATUS REPORT ON SB 710 (GALGIANI) - JOINT EXERCISE OF POWERS: FINANCING

Staff provided an updated report on the status of SB 710 and indicated that, due to last minute unforeseen circumstances, the bill was dead.

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

It was moved by Sylvia Ballin, seconded by Gil Hurtado, and unanimously carried to receive and file the item.

E. STATUS REPORT ON THE COUNTY OF LOS ANGELES BECOMING AN ASSOCIATE MEMBER OF ICFA.

Staff noted that the matter is currently pending in the County Counsel's Office and that Greg Spiker of Ken Spiker And Associates, Inc. is in the process of setting up a meeting with Supervisor Mark Ridley-Thomas.

F. APPROVAL OF FINANCIAL ACCOUNTING FOR THE PERIOD MAY 1, 2015 TO MAY 30, 2015.

It was moved by Sylvia Ballin, seconded by Gil Hurtado, and unanimously carried to approve the financial accounting for the period June 1, 2015 to September 30, 2015.

G. UPDATE ON PENDING PROJECTS/ACTIVITIES.

There were no reports.

VI. COMMENTS FROM BOARD MEMBERS.

There were no comments from Board Members.

VII. COMMENTS FROM STAFF.

There were no comments from staff.

VIII. ADJOURNMENT.

There being no further business to be discussed, the meeting was adjourned at 1:05 p.m.

Respectfully submitted,

_____/s/
Deborah J. Smith
Executive Director

INDEPENDENT CITIES FINANCE AUTHORITY

**BOARD OF DIRECTORS ANNUAL MEETING
OCTOBER 20, 2015**

MINUTES

VI. CALL TO ORDER.

The special meeting of the Board of Directors of the Independent Cities Finance Authority (ICFA) was called to order in the City of Vernon on October 20, 2015 at 2:05 p.m. by President Mike McCormick.

VII. ROLL CALL.

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

W. Michael McCormick, President	Vernon
Gil Hurtado, Vice President	South Gate
Sylvia Ballin	San Fernando
Edwin Hernandez	Lynwood
Ricardo Pacheco	Baldwin Park
Marilyn Sanabria	Huntington Park

Alternate Members Of The Board of Directors Present

None

The city of Compton was not represented by a voting member.

Guests Present

Kevin McSpadden	Attorney-at-Law
Jim Stevens	Renewable Energy Solutions
Rebecca Taylor	Augusta Communities
Suzanne Taylor	Augusta Communities
Janees Williams	Newcomb Williams Financial Group
Wes Wolf	Wolf & Company, Inc.

Staff Present

Scott Campbell	Best Best & Krieger LLP
Glen Price	Best Best & Krieger LP
Debbie Smith	Smith, Alvarez & Castillo/ICFA

VIII. AMENDMENTS OR ADJUSTMENTS TO THE AGENDA.

There were no amendments or adjustments to the agenda.

IX. PUBLIC COMMENTS.

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

X. NEW BUSINESS.

**A. CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION
SIGNIFICANT EXPOSURE TO LITIGATION PURSUANT TO PARAGRAPH
(2) OF SUBDIVISION (D) OF SECTION 54956.9:
NUMBER OF CASES: UNKNOWN**

Board Members and staff entered into a closed session with General Legal Counsel at 2:10 p.m.

The closed session was adjourned at 2:22 p.m.

After roll was taken, Scott Campbell, ICFA General Legal Counsel, indicated that no reportable action was taken in closed session.

**B. APPROVAL/AUTHORIZATION FOR ICFA TO PARTICIPATE IN THE
CALIFORNIA SOLAR INITIATIVE'S MULTI-FAMILY AFFORDABLE SOLAR
HOUSING (MASH) PROGRAM.**

Scott Campbell and Glen Price of Best Best & Krieger outlined the program and role of ICFA in the MASH program, which offers energy efficient improvement programs for mobilehome parks in exchange for increasing or maintaining 20% affordable housing requirements. Briefly, ICFA would serve as the regulatory authority for projects funded through the MASH program by becoming a counterparty to the deed restriction which contains the occupancy and affordability covenants.

It was noted that since the projects are located in multiple counties, ICFA would need to have a wide jurisdictional reach across the State. After a lengthy discussion of whether or not to extend the activities of ICFA beyond the

INDEPENDENT CITIES FINANCE AUTHORITY

Board of Directors Meeting, October 20, 2015

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territory of its member agencies and numerous questions relating to the program, it was moved by Gil Hurtado, seconded by Sylvia Ballin, and unanimously carried by the following roll call vote to approve participation in the MASH program with the stipulation that those cities who are not currently members of ICFA be given a six month time frame to approve associate membership in the Authority:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Gil Hurtado (South Gate), W. Michael McCormick (Vernon), Ricardo Pacheco (Baldwin Park), Marilyn Sanabria (Huntington Park)

NOES: None

ABSTAIN: None

ABSENT: City of Compton

As part of the roll call vote, it was also unanimously agreed to authorize General Legal Counsel to work with respective parties to finalize necessary documents, and to authorize President McCormick and staff to execute all necessary documents.

C. APPROVAL OF OVERSIGHT AGREEMENT BY AND AMONG INDEPENDENT CITIES FINANCE AUTHORITY AND WOLF & COMPANY, INC. RELATING TO THE ICFA LEASE PURCHASE HOMEOWNERSHIP INITIATIVE PROGRAM.

President McCormick excused himself from the meeting at 2:45 p.m., due to a potential conflict, possible income from the purchase of homes under the program, at which time Vice President Hurtado introduced the agenda item.

Staff noted that at the October 7, 2015 Board meeting, ICFA approved the creation of a Single Family Lease Purchase Homeownership Initiative Program, along with the various agreements, exhibits and documents to implement the program. Not included in those documents was an Oversight Agreement to allow for a monthly review and summary report to ICFA to all Initiative-related funds.

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

It was moved by Sylvia Ballin, seconded by Gil Hurtado, and unanimously carried by the following roll call vote to approve the Oversight Agreement between ICFA and Wolf & Company, Inc. relating to the ICFA Lease Purchase

INDEPENDENT CITIES FINANCE AUTHORITY
Board of Directors Meeting, October 20, 2015
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AYES: Sylvia Ballin (San Fernando), Edwin Hernandez
(Lynwood), Gil Hurtado (South Gate), Ricardo
Pacheco (Baldwin Park), Marilyn Sanabria
(Huntington Park)
NOES: None
ABSTAIN: None
ABSENT: City of Compton

President McCormick returned to the meeting at 2:47 p.m.

VI. COMMENTS FROM BOARD MEMBERS.

There were no comments from Board Members.

VII. COMMENTS FROM STAFF.

There were no comments from staff.

VIII. ADJOURNMENT.

There being no further business to be discussed, the meeting
was adjourned at 2:48 p.m.

Respectfully submitted,

 /s/
Deborah J. Smith
Executive Director

AGENDA SUMMARY

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B. APPROVAL OF THE CITY OF VISALIA AS AN ASSOCIATE MEMBER (NON-VOTING) OF THE INDEPENDENT CITIES FINANCE AUTHORITY.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

The City Council of the City of Visalia will take action on November 16, 2015 to become an associate member (non-voting) of the Independent Cities Finance Authority. ICFA must approve the City of Visalia as a member of the Authority so that the Mooney Grove Mobile Manor is eligible to be funded through ICFA.

C. RECOMMENDATION:

1. Approve the City of Visalia an associate member (non-voting) of ICFA; and
2. Authorize President McCormick and staff to execute any and all necessary documents relating thereto

C. APPROVAL OF THE FINANCING OF A MANUFACTURED HOME COMMUNITY BY ICFA FOR AUGUSTA HOMES AND ITS AFFILIATE, VILLA DEL ARROYO MOORPARK LLC, LOCATED IN THE CITY OF VISALIA, COUNTY OF TULARE.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Proposal:

To finance the funding of a manufactured home community in the City of Visalia, Tulare County (Mooney Grove Mobile Manor), which is located at 26814 South Mooney Boulevard, on behalf of Augusta Homes, and its affiliate, Villa Del Arroyo Moorpark LLC.

Mooney Grove Mobile Manor is a 170 space, all age community. Spread over 7.2 acres, the residents enjoy a recreation center with assembly room, service kitchen, pool, shuffleboard, laundry and storage area.

By way of brief background, Augusta Homes has purchased four separate manufactured home communities through ICFA in the cities of Montclair and Yucaipa.

AGENDA SUMMARY

November 18, 2015

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In addition, Millennium Housing of California and its affiliates have facilitated the purchase and/or refunding of twenty-one manufactured home communities through ICFA. The parks are located in the cities of Capitola, Carpinteria, Fresno, Hermosa Beach, Morgan Hill, Moss Beach, Palm Springs, Rohnert Park, Salinas, San Juan Capistrano, San Marcos, Santa Rosa, and Yucaipa.

The purchase by nonprofits of nearly 5,500 manufactured home community spaces will have been financed by ICFA to date.

Financing Team:

The financing team for this transaction is as follows:

<u>Participant</u>	<u>Firm</u>
Issuer	Independent Cities Finance Authority
Issuer's Counsel	Best Best & Krieger LLP
Bond Counsel	Ballard Spahr, LLP
Underwriter	Newcomb Williams Financial Group
Underwriter's Counsel	By Underwriter
Financial Advisor/Oversight Agent	Wolf & Company, Inc.
Trustee	U.S. Bank National Association
Trustee's Counsel	Dorsey & Whitney LLP
Borrower	Augusta Communities
Borrower's 501(c)(3) Counsel	Goldfarb & Lipman

Costs of Issuance:

The costs of issuance will be covered partially by the funds from the issue that are permitted to be used for this purpose by the federal guidelines. The financing of this project is estimated generally as follows. Please note that these numbers are preliminary and are subject to change:

AGENDA SUMMARY
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SOURCES OF FUNDS:	SERIES A	SERIES B (TAXABLE)	ISSUE SUMMARY
Par Amount Of Bonds	\$11,190,000.00	\$315,000.00	\$11,505,000.00
TOTAL SOURCES	\$11,190,000.00	\$315,000.00	\$11,505,000.00
USES OF FUNDS:			
Original Issue Discount (OID)	43,069.45	7,859.25	50,928.70
Total Underwriter's Discount (2.000%)	223,800.00	6,300.00	230,100.00
Costs Of Issuance	---	265,000.00	265,000.00
Issuer Fee	23,380.00	630.00	23,010.00
Deposit To Debt Service Reserve Fund (DSRF)	675,675.00	31,500.00	707,175.00
Deposit To Project Construction Fund	9,875,000.00	---	9,875,000.00
Repair and Replacement	350,000.00	---	350,000.00
Rounding Amount	75.55	3,710.75	3,786.30
TOTAL USES	\$11,190,000.00	\$315,000.00	\$11,505,000.00

Issuer's Fees:

- 20 basis points times the aggregate principal amount of the bonds at issuance
- 10 basis points times the aggregate principal in the amount of the bonds outstanding annually.

Bond Documents:

The ICFA resolution approving the bond documents are enumerated under Agenda Item D.

C. RECOMMENDATION:

Approve all aspects of the proposed project for Mooney Grove Mobile Manor in the City of Visalia.

AGENDA SUMMARY

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D. APPROVAL/ADOPTION OF RESOLUTION NO. 2015-6 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF ITS NOT TO EXCEED \$11,825,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (MOONEY GROVE MOBILE MANOR) SERIES 2016A AND MOBILE HOME PARK REVENUE BONDS (MOONEY GROVE MOBILE MANOR) SERIES 2016B (FEDERALLY TAXABLE), AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH)

A. MATERIAL ENCLOSED: (PAGES 20-25) AND UNNUMBERED BOND DOCUMENTS DELIVERED UNDER SEPARATE COVER)

1. Resolution 2015-6 (**Pages 20-25**)
2. Indenture of Trust
3. Loan Agreement
4. Preliminary Official Statement
5. Regulatory Agreement
6. Deed of Trust
7. Administration And Oversight Agreement
8. Purchase Contract

B. COMMENTS:

DOCUMENTS:

The resolution is included in the packet; the draft bond documents were distributed via email for review.

For more details, please refer first to the Preliminary Official Statement and then to the individual documents contained therein.

ICFA Payment And Responsibilities

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 obligation of Augusta Homes to pay these fees is set forth in the Regulatory Agreement.

The bonds are not a financial obligation of the Authority. They are payable solely from revenues from Mooney Grove Mobile Manor pledged by Augusta Homes to repayment of the bonds. This pledge is further secured by the Deed of Trust in favor of the Bond Trustee.

Generally, after issuance of the bonds, ICFA's responsibilities will be limited to reviewing reports provided by the Oversight Agent and the Trustee.

City of Visalia Obligations

The City of Visalia will take action to become an associate member of ICFA on November 16, 2015 and will conduct a TEFRA hearing that same date to approve the bond financing.

Summary

The bond documents referred to above may be modified by the President, staff and General Legal Counsel to the extent necessary to carry out the purposes expressed by the Board of Directors/Executive Committee in Resolution 2015-6 following the distribution of this packet and action by the Board of Directors/Executive Committee.

Any and all questions regarding the myriad of bond documents will be answered by the various consultants at the meeting.

C. RECOMMENDATION:

1. Approve/adopt Resolution 2015-6 approving the bond issuance and the various agreements and documents relating thereto; and
2. Authorize President McCormick and staff to execute any and all necessary documents relating thereto

RESOLUTION NO. 2015-6

A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF ITS NOT TO EXCEED \$11,825,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (MOONEY GROVE MOBILE MANOR) SERIES 2016A AND MOBILE HOME PARK REVENUE BONDS (MOONEY GROVE MOBILE MANOR) SERIES 2016B (FEDERALLY TAXABLE), AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the Independent Cities Finance Authority, a joint powers authority duly organized and existing under the laws of the State of California (the "Authority"), is authorized to issue bonds pursuant to Chapter 8 of Part 5 of Division 31 of the Health and Safety Code of the State of California (the "Act") to finance the acquisition of mobile home parks by nonprofit organizations within the jurisdiction of the Authority; and

WHEREAS, Villa del Arroyo Moorpark LLC, a California limited liability company (the "Borrower"), has requested that the Authority issue and sell one or more series of its revenue bonds for the purpose of providing financing for the acquisition, improvement and equipping of the Mooney Grove Mobile Manor (the "Project") located within the City of Visalia, California (the "City"); and

WHEREAS, Augusta Homes, a California nonprofit public benefit corporation, the sole member of the Borrower, is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the operation of the Project by the Borrower will further its purpose to encourage, preserve, rehabilitate, develop, operate, and maintain decent, safe, sanitary and affordable housing for low income and disadvantaged persons in the State of California; and

WHEREAS, the operation of the Project by the Borrower will lessen the governmental burden of the City by preserving affordable housing within the City; and

WHEREAS, pursuant to the Act, the Authority proposes to issue its Mobile Home Park Revenue Bonds (Mooney Grove Mobile Manor) Series 2016A (the "Series 2016A Bonds") in an aggregate amount not to exceed \$11,375,000 and its Mobile Home Park Revenue Bonds (Mooney Grove Mobile Manor) Series 2016B (Federally Taxable) (the "Series 2016B Bonds" and, together with the Series 2016A Bonds, the "Bonds") in an aggregate amount not to exceed \$450,000 to finance the acquisition and improvement of the Project by the Borrower or an affiliate thereof; and

WHEREAS, there has been presented to the Board of Directors/Executive Committee at this meeting proposed forms of an Indenture of Trust, a Loan Agreement, a Regulatory Agreement and Declaration of Restrictive Covenants, an Administration and Oversight Agreement, a Preliminary Official Statement and a Purchase Contract among the Authority, the Borrower and Newcomb Williams Financial Group securities offered through Stinson Securities, LLC (the "Underwriter") pursuant to which the Bonds will be purchased by the Underwriter for sale to the public; and

WHEREAS, as required by Section 147(f) of the Code, the City Council of the City conducted a duly noticed public hearing with respect to the proposed issuance of the Bonds and financing of the Project by the Authority on November 16, 2015, such notice having been published in a newspaper of general circulation in the City, and as the applicable elected representatives of the City, the City Council has approved the issuance of the Bonds by the Authority; and

WHEREAS, all acts, conditions and things required by the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the issuance of the Bonds exist or will exist, have happened or will happen and have been or will be performed in due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to issue the Bonds for the purposes, in the manner and upon the terms herein provided.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AS FOLLOWS:

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

SECTION 2. Appointment of Trustee. U.S. Bank National Association is hereby appointed as the initial trustee (the "Trustee") under the Indenture of Trust (the "Indenture") relating to the Bonds, with the duties and powers of such Trustee as are set forth in the Indenture.

SECTION 3. Indenture. The Indenture authorizing the issuance of the Bonds, between the Authority and the Trustee, in the form presented at this meeting, is hereby approved and the President, Vice President or Executive Director (each, an "Authorized Officer"), each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Indenture in substantially the form hereby approved together with such additions or changes as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authority.

SECTION 4. Form of Bonds. The forms of the Bonds, as set forth in the Indenture, are hereby approved and the President or Vice President and the Secretary are hereby authorized and directed to execute by manual or facsimile signature, for and in the name and on behalf of the Authority, the Bonds in substantially the forms hereby approved together with such additions or changes as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authority, in either temporary and/or definitive forms in the aggregate principal amounts and all in accordance with the terms and provisions of the Indenture.

SECTION 5. Loan Agreement. The Loan Agreement (the "Loan Agreement") by and among the Authority, the Trustee and the Borrower, whereby the proceeds of the Bonds are to be loaned to the Borrower for the purposes set forth therein, in the form presented at this meeting, is hereby approved and the Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Loan Agreement in substantially the form hereby approved together with such additions or changes as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authority.

SECTION 6. Regulatory Agreement. The Regulatory Agreement and Declaration of Restrictive Covenants by and among the Authority, the Trustee and the Borrower (the "Regulatory Agreement") in the form presented at this meeting, is hereby approved and the Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Regulatory Agreement with respect to the Project in substantially the form hereby approved together with such additions or changes therein as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authority.

SECTION 7. Official Statement. The Preliminary Official Statement (the “Preliminary Official Statement”) in the form presented at this meeting, is hereby approved for use in connection with the marketing of the Bonds. The Executive Director is hereby authorized and directed to make changes to the form of the Preliminary Official Statement hereby approved, upon consultation with the Authority counsel or bond counsel, as necessary or desirable to reflect the terms of the financing and the documents with respect thereto.

The Preliminary Official Statement may be brought into the form of a final Official Statement which shall contain such changes or modifications thereto as may be deemed necessary or desirable by the Executive Director, upon consultation with the Authority counsel or bond counsel. The Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the final Official Statement. The Authorized Officers, each acting alone, are authorized and directed, on behalf of the Authority, to certify the Preliminary Official Statement as “deemed final” for purposes of Rule 15c2-12 under the Securities and Exchange Act of 1934, as amended (“Rule 15c2-12”), and to certify the Official Statement as “final” pursuant to Rule 15c2-12.

SECTION 8. Purchase Contract. The Purchase Contract among the Authority, the Borrower and the Underwriter, in the form presented at this meeting, is hereby approved. The Authorized Officers, each acting alone, are hereby authorized to execute the Purchase Contract in substantially said form, together with such additions or changes as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery of the Purchase Contract by the Authority; provided that the principal amount, the net interest cost, the maturity date and the Underwriter’s discount for the Bonds do not exceed the following: Series 2016A Bonds: (i) Maximum Principal Amount: \$11,375,000; (ii) Net Interest Cost: 5.75%; (iii) Maturity Date: July 1, 2051; and (iv) Underwriter’s Discount or Fee: 2.00%; and Series 2016B Bonds: (i) Maximum Principal Amount: \$450,000; (ii) Net Interest Cost: 6.75%; (iii) Maturity Date: July 1, 2031; and (iv) Underwriter’s Discount or Fee: 2.00%.

SECTION 9. Administration and Oversight Agreement. The Administration and Oversight Agreement (the “Oversight Agreement”) in the form presented at this meeting, by and among the Authority, the Borrower, and Wolf & Company Inc. (or such other entity as the Executive Director shall select) as Oversight Agent, is hereby approved and the Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute the Oversight Agreement in substantially the form hereby approved, together with such additions or changes as the officer executing the same, upon consultation with the Authority counsel or bond counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 10. Designation of Professionals. The law firm of Ballard Spahr LLP is hereby designated as bond counsel and disclosure counsel to the Authority with respect to the Bonds. Newcomb Williams Financial Group securities offered through Stinson Securities, LLC is hereby designated as underwriter for the Bonds. Wolf & Company Inc. is hereby designated as financial advisor to the Authority with respect to the Bonds.

SECTION 11. Ratification of Prior Acts. All actions previously taken (not inconsistent with the provisions of this resolution) by the Authority and by the officers of the Authority directed toward the issuance and sale of the Bonds are hereby ratified and approved.

SECTION 12. Other Acts. The President, Vice President, members of the Board of Directors/Executive Committee, Executive Director, Secretary, Treasurer, Authority counsel, and all other officers of the Authority are hereby authorized and directed, for and in the name and on behalf of

consultation with the Authority's financial consultant and the Underwriter, and including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents which they, or any of them, may deem necessary or advisable in order to consummate the transactions as described herein in connection with the issuance and sale of the Bonds or to otherwise effectuate the purposes of this Resolution.

SECTION 13. Limited Obligations. The Bonds, together with interest thereon, shall be limited obligations of the Authority, giving rise to no pecuniary liability of the Authority, any member of the Authority, the State of California or any political subdivision thereof, nor any charge against its general credit, and shall be payable solely from the Indenture trust estate. The Bonds shall not constitute an indebtedness or loan of the credit of the Authority, any member of the Authority or the State of California or any political subdivision thereof within the meaning of any constitutional or statutory provisions.

SECTION 14. Severability. If any provisions of this Resolution should be held invalid, the invalidity of such provision shall not affect the validity of any of the other provisions of this resolution.

SECTION 15. Effective Date. All resolutions of the Authority or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency. This Resolution shall take effect immediately upon adoption.

PASSED, APPROVED, AND ADOPTED BY THE INDEPENDENT CITIES FINANCE
AUTHORITY THIS 18TH DAY OF NOVEMBER, 2015.

President

Secretary/Executive Director

I, Deborah Smith, Secretary and Executive Director of the Independent Cities Finance Authority, do hereby certify that the foregoing Resolution was duly adopted by the Board of Directors/Executive Committee of said Authority at the meeting of the Board of Directors/Executive Committee of said Authority held on the 18th day of November, 2015, and that the same was passed and adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Deborah Smith, Secretary and Executive Director of the
Independent Cities Finance Authority

E. STATUS REPORT/UPDATE ON THE CALIFORNIA SOLAR INITIATIVE'S MULTI-FAMILY AFFORDABLE SOLAR HOUSING (MASH) PROGRAM.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

At the October 20, 2015 Board meeting, ICFA approved participation in the above referenced program.

A status report will be provided at the meeting.

C. RECOMMENDATION:

Receive and file.

F. APPROVAL OF FINANCIAL ACCOUNTING FOR THE PERIOD OCTOBER 1, 2015 TO OCTOBER 31, 2015.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Receipts for the period October 1, 2015 to October 31, 2015 were as follows:

Millbrook monthly fees (1 month)	\$ 114.17
Castle monthly fees (1 month)	539.58
Yucaipa monthly fees (1 month)	540.00
Vista de Santa Barbara (1 month)	702.50
Palm Springs monthly fees (1 month)	951.66
Santa Rosa monthly fees (1 month)	1,033.00
Westlake monthly fees (1 month)	1,512.00
Rancho Vallecitos monthly fees (1 month)	1,719.16
Rohnert Park monthly fees (1 month)	2,154.17
Pillar Ridge monthly fees (1 month)	2,465.00
Lamplighter loan payment (1 month)	2,467.00
Renewable Energy Partners (MASH legal/admin.fees)	2,500.00
Zions Bank (Alliance fee)	4,691.46
TOTAL RECEIPTS	\$21,389.70

Expenditures for the period October 1, 2015 to October 31, 2015 were as follows:

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USPS (Post Office Box Renewal Fee)	\$ 510.00
FedEx Office (Copy Fees)	145.04
Sylvia Ballin (Stipend for Oct. 7th Board Meeting)	150.00
Edwin Hernandez (Stipend for Oct. 7 th Board Meeting)	150.00
Gil Hurtado (Stipend for Oct. 7th Board Meeting)	150.00
Johnny Phineda (Stipend for Oct. 7 th Board Meeting)	150.00
City of South Gate (Lunch - Board Meeting)	158.38
Smith, Alvarez & Castillo (Staff Services)	18,750.00
US Bank (DPA Program Fees)	400.00
Best Best & Krieger (Legal Counsel Fees)	10,493.14
Southeast Scout Program (Charitable Contribution)	7,500.00
PSP Investment Group (Office Rent)	800.00
Ken Spiker And Associates, Inc. (Office expenses)	167.37
FedEx Office (Copy Fees)	31.88
W. Michael McCormick (Stipend for Oct. 20th Board Meeting)	150.00
Sylvia Ballin (Stipend for Oct.207th Board Meeting)	150.00
Edwin Hernandez (Stipend for Oct. 20 th Board Meeting)	150.00
Gil Hurtado (Stipend for Oct. 20th Board Meeting)	150.00
Ricardo Pacheco (Stipend for Oct. 20th Board Meeting)	150.00
Marilyn Sanabria (Stipend for Oct.207 th Board Meeting)	150.00
OCCMA (Sponsorship)	750.00
Tripepi Smith & Associates (Marketing Services)	1,665.00
TOTAL EXPENDITURES	\$42,870.81

ICFA account balances as of October 31, 2015 are as follows:

Bank of America	\$ 30,011.14
LAIF	\$242,987.69

It should also be noted that ICFA has two outstanding loans: One to Millennium Housing in the amount of \$250,000 and another to Augusta Communities in the amount of \$90,000.

C. RECOMMENDATION:

Approve the financial accounting for the period October 1, 2015 to October 31, 2015.

G. STATUS REPORT/UPDATE ON THE ICFA MARKET RATE LEASE PURCHASE HOMEONWERSHIP INITIATIVE PROGRAM.

A. MATERIAL ENCLOSED:

None.

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B. COMMENTS:

At the October 7, 2015 Board meeting, ICFA approved the implementation of a lease purchase homeownership initiative program.

A status report will be provided at the meeting.

C. RECOMMENDATION:

Receive and file.

VI. COMMENTS FROM BOARD MEMBERS.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

None.

C. RECOMMENDATION:

None.

VII. MATTERS FROM STAFF.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

None.

C. RECOMMENDATION:

None.

VIII. ADJOURNMENT.