

MEMBER CITIES

Alhambra
 Apple Valley
 Azusa
 Baldwin Park
 Barstow
 Bell
 Bellflower
 Brea
 Calaveras County Water District
 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
 Visalia
 Vista
 West Covina
 Whittier
 Yucaipa

BOARD MEMBERS

OFFICERS
 Gil Hurtado, President
South Gate
 Sylvia Ballin, Vice President
San Fernando
 Jose Solache, Treasurer
Lynwood

DIRECTORS
 Ricardo Pacheco, Baldwin Park
 Emma Sharif, Compton
 Marilyn Sanabria, Huntington Park
 Edwin Hernandez, Lynwood
 Leticia Lopez, Vernon

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, October 5, 2016
 12:00 p.m.

The Azalea Room
 Azalea Regional Shopping Center
(between Skechers and Game Stop)
 4761 Firestone Boulevard
 South Gate, CA 90280

TELECONFERENCE MEETING LOCATIONS:

Call In Information:

Call In Number: 1-712-775-7031
Participant Number: 236-977-467#

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Baldwin Park City Hall
 Room 304
 14403 East Pacific Avenue
 Baldwin Park, CA 91706</p> | <p>2. Compton City Hall
 City Council Office
 205 South Willowbrook Avenue
 Compton, CA 90220</p> |
| <p>3. 1557 Bosak Drive
 Brighton, MI 48114</p> | |

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.

- 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 June 28, 2016 Board Of Directors Meeting. *(Pages 5-11)*
RECOMMEND APPROVAL

- B. Approval Of The City of Clovis As An Associate Member (Non-Voting) Of The Independent Cities Finance Authority. *(Page 12)*
RECOMMEND APPROVAL

- C. Approval Of The Financing Of A Manufactured Home Community By ICFA For Millennium Housing Of California And Its Affiliates, Coach Of San Diego, Inc. And Millennium Housing Corporation Located In The City Of Clovis, County Of Fresno. *(Pages 12-14)*
RECOMMEND APPROVAL

- D. Approval/Adoption Of Resolution No. 2016-4 (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 \$33,500,000 Aggregate Principal Amount Of Independent Cities Finance Authority Mobile Home Park Revenue Bonds (The Woods Mobile Home Park) Series 2016, And Approving Certain Documents And Authorizing Certain Actions In Connection Therewith) *(Pages 15-22)*
RECOMMEND APPROVAL/ADOPTION

- E. Approval Of Financial Accounting For The Period June 1, 2016 To August 31, 2016. *(Pages 23-24)*
RECOMMEND APPROVAL

- F. Update On Pending Projects/Activities. *(Page 24)*
INFORMATION ONLY

VI. COMMENTS FROM BOARD MEMBERS. *(Pages 24-25)*

VII. MATTERS FROM STAFF. *(Page 25)*

VIII. ADJOURNMENT. *(Page 25)*

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 forwarded 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 just as you would a City Council agenda.

INDEPENDENT CITIES FINANCE AUTHORITY

ANNUAL MEETING OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF THE EXECUTIVE COMMITTEE

October 5, 2016 - 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 San Fernando
City of Compton	City of South Gate
City of Huntington Park	City of Vernon
City of Lynwood	

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.

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 JUNE 28, 2016 BOARD OF DIRECTORS MEETING.

A. MATERIAL ENCLOSED: **(PAGES 6-11)**

Minutes of the June 28, 2016 Board of Directors Meeting.

B. COMMENTS:

None.

C. RECOMMENDATION:

Approve the minutes of the June 28, 2016 Board of Directors meeting.

INDEPENDENT CITIES FINANCE AUTHORITY

BOARD OF DIRECTORS ANNUAL MEETING

June 28, 2016

MINUTES

I. CALL TO ORDER.

The annual meeting of the Board of Directors of the Independent Cities Finance Authority (ICFA) was called to order in the City of South Gate on June 28, 2016 at 12:10 p.m. by President Gil Hurtado.

II. ROLL CALL.

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

Gil Hurtado, President	South Gate
Sylvia Ballin, Vice President	San Fernando
Jose Solache, Treasurer	Lynwood
Edwin Hernandez	Lynwood
Leticia Lopez	Vernon
Ricardo Pacheco	Baldwin Park
Emma Sharif	Compton

Alternate Members Of The Board of Directors Present

None

The City of Huntington Park were not represented by a voting member.

Guests Present

Guy Burgoon	EMG Markets Group
Pam Newcomb	Newcomb Williams Financial Group
Preston Olsen	Ballard Spahr
Ryder Smith	Tripepi Smith & Associates
George Turk	Millennium Housing
Janees Williams	Newcomb Williams Financial Group
Wes Wolf	Wolf & Company, Inc.

Staff Present

Glen Price	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 MAY 3, 2016 BOARD OF DIRECTORS MEETING.

It was moved by Jose Solache, seconded by Gil Hurtado, and unanimously carried by the following roll call vote to approve the minutes of the May 3, 2016 Board of Directors meeting:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Gil Hurtado (South Gate), Leticia Lopez (City of Vernon), Ricardo Pacheco (Baldwin Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of Huntington Park

B. APPROVAL OF THE REFINANCING OF A MANUFACTURED HOME COMMUNITY BY ICFA FOR MILLENNIUM HOUSING OF CALIFORNIA AND ITS AFFILIATES COACH OF SAN DIEGO, INC. AND MILLENNIUM HOUSING CORPORATION, LOCATED IN THE CITY OF SANTA ROSA, COUNTY OF SONOMA.

Staff reported generally as follows:

The proposal is to finance the refunding of a manufactured home community in the City of Santa Rosa located in the County of Sonoma (Santa Rosa Leisure Mobile Home Park), on behalf of Millennium Housing. Millennium originally purchased the park in November of 2007 through ICFA.

George Turk of Millennium Housing provided a brief report on the park and all aspects of financing of the project. He indicated that \$600,000 in upgrades have taken place since purchasing the park in November of 2007 and that the Park has been awarded \$1.2 million in housing upgrades. 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 Santa Rosa conducted a TEFRA hearing on June 21st to approve the bond financing.

President Hurtado 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 Jose Solache, seconded by Emma Sharif, and unanimously carried by the following roll call vote to approve all aspects of the proposed financing for Santa Rosa Mobile Home Park on behalf of Millennium Housing:

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

C. APPROVAL/ADOPTION OF RESOLUTION NO. 2016-3 (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 \$15,250,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE REFUNDING BONDS (SANTA ROSA MOBILE HOME PARK) SERIES 2016, AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH)

Staff reported generally as follows:

Resolution 2016-3 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 park 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 Hurtado asked if there were any questions or comments. There were none.

It was moved by Emma Sharif, seconded by Jose Solache, and unanimously carried by the following roll call vote to approve/adopt Resolution 2016-3 approving the bond issuance and the various agreements and documents relating thereto and to authorize President Hurtado and staff to execute all necessary documents relating thereto:

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

D. APPROVAL/ADOPTION OF FIRST AMENDMENT TO ADMINISTRATIVE SERVICES AGREEMENT BETWEEN THE INDEPENDENT CITIES FINANCE AUTHORITY AND SMITH, ALVAREZ & CASTILLO, INC.

Scott Campbell, ICFA General Legal Counsel, noted that the contract for administrative services will terminate on June 30, 2016. After a discussion of the services being provided by Smith, Alvarez & Castillo and costs associated therewith,

it was moved by Jose Solache, seconded by Leticia Lopez, and unanimously carried by the following roll call vote to approve the First Amendment To Administrative Services Agreement for a three year term:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Gil Hurtado (South Gate), Leticia Lopez (City of Vernon), Ricardo Pacheco (Baldwin Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of Huntington Park

E. APPROVAL/ADOPTION OF A BUDGET FOR THE 2016-17 FY AND AN INVESTMENT POLICY FOR THE SAME PERIOD.

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.

It was further noted that the Board should adopt the Statement of Investment Policy which requires that all Authority funds be deposited in a bank and/or in the State of California Local Agency Investment Fund (LAIF), unless otherwise directed by the Board.

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

It was moved by Jose Solache, seconded by Sylvia Ballin, and unanimously carried by the following roll call vote to approve/adopt the 2016-17 FY budget and to approve/adopt the Statement of Investment Policy:

AYES: Sylvia Ballin (San Fernando), Edwin Hernandez (Lynwood), Gil Hurtado (South Gate), Leticia Lopez (City of Vernon), Ricardo Pacheco (Baldwin Park), Emma Sharif (Compton)

NOES: None

ABSTAIN: None

ABSENT: City of Huntington Park

B. APPROVAL OF THE CITY OF CLOVIS 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 Clovis will take action on October 3, 2016 to become an associate member (non-voting) of the Independent Cities Finance Authority. ICFA must approve the City of Clovis as a member of the Authority so that The Woods Mobile Home Park is eligible to be funded through ICFA.

C. RECOMMENDATION:

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

C. APPROVAL OF THE FINANCING OF A MANUFACTURED HOME COMMUNITY BY ICFA FOR MILLENNIUM HOUSING OF CALIFORNIA AND ITS AFFILIATES, COACH OF SAN DIEGO, INC. AND MILLENNIUM HOUSING CORPORATION LOCATED IN THE CITY OF CLOVIS, COUNTY OF FRESNO.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Proposal:

To finance a manufactured home community in the City of Clovis, County of Fresno (The Woods Mobile Home Park), located at 1001 Sylmar Avenue, on behalf of Millennium Housing.

The Woods Mobile Home Park consists of approximately 33.8 acres, containing 260 mobile home spaces, a recreation center with assembly room, a service kitchen, game rooms, a billiards room, a fitness center, a pool, spa, shuffleboard court, horseshoe pits, laundry facilities, and storage spaces.

By way of brief background, Millennium Housing of California and its affiliates have facilitated the purchase and/or refunding of twenty-three 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.

In addition, Augusta Communities has purchased four separate manufactured home communities through ICFA in the cities of Montclair and Yucaipa.

The purchase by nonprofits of nearly 5,700 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
Oversight Agent	Wolf & Company, Inc.
Financial Advisor	Wolf & Company, Inc.
Trustee	Union Bank of California
Trustee's Counsel	Union Bank of California Legal Division
Borrower	Millenniun Housing
Borrower's General Counsel	Charles Kane & Dye, LLP
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:

<u>SOURCES OF FUNDS:</u>	SERIES A	SERIES B	ISSUE SUMMARY
Par Amount Of Bonds	\$28,165,000.00	\$2,265,000.00	\$30,430,000.00
Millennium COI Contribution	215,000.00	-	215,000.00
TOTAL SOURCES	\$28,380,000.00	\$2,265,000.00	\$30,645,000.00
<u>USES OF FUNDS:</u>			
Original Issue Discount (OID)	677,245.75	67,734.45	744,980.20
Total Underwriter's Discount (1.500%)	422,475.00	33,975.00	456,450.00
Costs Of Issuance	198,996.88	16,003.12	215,000.00
Issuer Fee	56,330.00	4,530.00	60,860.00
Deposit To Debt Service Reserve Fund (DSRF)	1,396,781.26	126,112.50	1,522,893.76
Deposit To Project Construction Fund	23,985,000.00	2,015,000.00	26,000,000.00
Repair and Replacement Fund	1,000,000.00	-	1,000,000.00
Rental Assistance Fund	500,000.00	-	500,000.00
Lag Fund	140,000.00	-	140,000.00
Rounding Amount	3,171.11	1,644.93	4,816.04
TOTAL USES	\$28,380,000.00	\$2,265,000.00	\$30,645,000.00

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 The Woods Mobile Home Park.

D. APPROVAL/ADOPTION OF RESOLUTION NO. 2016-4 (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 \$33,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (THE WOODS MOBILE HOME PARK) SERIES 2016, AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH)

A. MATERIAL ENCLOSED: (PAGES 17-22) AND UNNUMBERED BOND DOCUMENTS DELIVERED UNDER SEPARATE COVER)

1. Resolution 2016-4 (Pages 17-22)
2. Indenture of Trust
3. Loan Agreement
4. Regulatory Agreement
5. Administration And Oversight Agreement
6. Preliminary Official Statement
7. 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 Millennium Housing of California 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 The Woods Mobile Home Park pledged by Millennium Housing of California 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 Clovis Obligations

The City of Clovis will take action on October 3rd to become an associate member (non voting) of ICFA, as well as conduct a TEFRA hearing and approve the bond financing by ICFA.

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 2016-4 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 2016-4 approving the bond issuance and the various agreements and documents relating thereto;
2. Authorize President Hurtado and staff to execute all necessary documents.

RESOLUTION NO. 2016-4

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 \$33,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (THE WOODS MOBILE HOME PARK) SERIES 2016, 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, Millennium Housing of California, a California nonprofit public benefit corporation (the "Borrower"), has requested that the Authority issue and sell one or more series of revenue bonds for the purpose of providing financing for the acquisition and renovation by the Borrower or a related party of an approximately 260-space mobile home park known as the Woods Mobile Home Park (the "Project") located at approximately 1001 Sylmar Avenue, Clovis, California; and

WHEREAS, 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, pursuant to the Act, the Authority proposes to issue its Mobile Home Park Revenue Bonds (The Woods Mobile Home Park) Series 2016A (the "Series A Bonds") and its Mobile Home Park Subordinate Revenue Bonds (The Woods Mobile Home Park) Series 2016B (the "Series B Bonds" and together with the Series A Bonds, the "Bonds") in an aggregate amount not to exceed \$33,500,000 and to loan the proceeds of such Bonds to the Borrower or a related party in order to finance the acquisition and renovation of the Project by the Borrower or an affiliate thereof; and

WHEREAS, the operation of the Project by the Borrower will lessen the governmental burden of the City of Clovis, California (the "City") by preserving affordable housing within such city; 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 October 3, 2016, such notice being published in a newspaper of general circulation in the City, and as the applicable elected representatives of the City, the City Council approved the issuance of the Bonds; 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, have happened and have been 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. MUFG Union Bank, N.A. 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, each 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 weighted average interest rate, the maturity date and the Underwriter’s discount for each series of Bonds do not exceed the following: Series A Bonds: (i) Maximum Principal Amount: \$30,000,000; (ii) Weighted Average Interest Rate: 5.00%; (iii) Maturity Date: December 31, 2056; and (iv) Underwriter’s Discount or Fee: 2.0%; Series B Bonds: (i) Maximum Principal Amount: \$3,500,000; (ii) Weighted Average Interest Rate: 6.00%; (iii) Maturity Date: December 31, 2056; and (iv) Underwriter’s Discount or Fee: 2.0%.

SECTION 9. Administration and Oversight Agreement. The Administration and Oversight Agreement (the “Administration 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 Administration 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 or any other nationally recognized law firm specializing in the area of tax-exempt municipal finance acceptable to the Executive Director 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 the Authority, to do any and all things and take any and all actions, including without limitation, obtaining bond insurance and a rating for the Bonds, if either is deemed to be advisable upon consultation with the Authority's financial consultant, if any, 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 5TH DAY OF OCTOBER, 2016.

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 5th day of October, 2016, 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. APPROVAL OF FINANCIAL ACCOUNTING FOR THE PERIOD JUNE 1, 2016 TO AUGUST 31, 2016.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Receipts for the period June 1, 2016 to August 31, 2016 were as follows:

Millbrook monthly fees (3 months)	\$ 339.34
Castle monthly fees (3 months)	1,618.74
Yucaipa monthly fees (3 months)	1,620.00
Vista de Santa Barbara monthly fees (3 months)	2,107.50
Hacienda Valley monthly fees (3 months)	2,571.51
Palm Springs monthly fees (3 months)	2,824.46
Santa Rosa monthly fees (3 months)	3,086.00
Santa Rosa monthly fees (3 months)	3,647.49
Westlake monthly fees (3 months)	4,468.74
Rancho Vallecitos monthly fees (3 months)	5,086.26
Palomar West monthly fees (3 months)	5,308.74
Rohnert Park monthly fees (3 months)	5,626.26
Lamplighter monthly fees (3 months)	7,384.00
Pillar Ridge monthly fees (3 months)	7,395.00
Zions Bank (charter school quarterly fees)	4,691.46
US Bank (Augusta quarterly fees)	8,038.14
Union Bank (Santa Rosa issuer fees)	28,320.00
Calaveras County Water District (admin. fees)	12,500.00
Millennium Housing Corp. (loan pay off)	<u>227,300.00</u>
TOTAL RECEIPTS	\$333,933.64

Expenditures for the period June 1, 2016 to August 31, 2016 were as follows:

Smith, Alvarez & Castillo (staff services)	\$18,750.00
Robert Eichel & Associates (audit services)	8,093.00
Krisla, Inc. (accounting services)	5,015.00
Tripepi Smith & Associates (public relations)	1,825.75
Calif. City Mgmt. Foundation (sponsorship)	3,000.00
PSP Investments (office rent)	825.00
City of San Fernando (charitable contribution)	7,500.00
St. John the Baptist Church (charitable contribution)	3,000.00

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Best Best & Krieger (legal services)	21,705.85
Smith, Alvarez & Castillo (staff services)	18,750.00
League of California Cities (meeting)	50.00
Smith, Alvarez & Castillo (expenses)	4,616.25
PSP Investments (office rent)	<u>825.00</u>
TOTAL EXPENDITURES	\$93,955.85

ICFA account balances as of August 31, 2016 are as follows:

Bank of America	\$236,290.19
LAIF	\$193,823.63

It should also be noted that ICFA has one outstanding loan to Augusta Communities in the amount of \$90,000.

C. RECOMMENDATION:

Approve the financial accounting for the period June 1, 2016 to August 31, 2016.

F. UPDATE ON PENDING PROJECTS/ACTIVITIES.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Staff will provide a verbal update on pending ICFA projects/activities.

C. RECOMMENDATION:

Information only.

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.