

MEMBER CITIES

Alhambra
 Apple Valley
 Azusa
 Baldwin Park
 Barstow
 Bell
 Bellflower
 Brea
 Capitola
 Carson
 Chino
 Claremont
 Colton
 Commerce
 Compton
 Covina
 Downey
 Duarte
 El Monte
 Fairfield
 Fontana
 Fresno
 Gardena
 Garden Grove
 Glendale
 Glendora
 Hawaiian Gardens
 Hawthorne
 Hermosa Beach
 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 Mateo County
 Santa Clarita
 Santa Rosa
 Signal Hill
 South Gate
 Vernon
 Vista
 West Covina
 Whittier
 Yucaipa

BOARD MEMBERSOFFICERS

Mike McCormick, President
 Vernon

Mario Gomez, Vice President
 Huntington Park

Stephen Ajobiewe, Treasurer
 Compton

DIRECTORS

Ricardo Pacheco, Baldwin Park
 (Vacant), Compton
 (Vacant), Hawthorne
 Peter Tucker, Hermosa Beach
 Jim Morton, Lynwood
 Mario Hernandez, San Fernando
 Gil Hurtado, South Gate

Secretary/Program Administrator

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, December 5, 2012
 12:00 noon

NOTE LOCATION

Huntington Park City Hall
 Planning Conference Room
 6550 Miles Avenue
 Huntington Park, CA 90255

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.

- 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 Hawthorne
 City of Hermosa Beach
 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 September 12, 2012 Board of Directors Meeting. (Pages 5 & 16-24) *RECOMMEND APPROVAL*
- B. Approval Of The Financing Of A 93-Unit 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 Fresno, County Of Fresno. (Pages 5-9) *RECOMMEND APPROVAL*
- C. Approval And Adoption Of Resolution 2012-9 (A Resolution Of The Board Of Directors/Executive Committee Of The Independent Cities Finance Authority Authorizing The Issuance Of Not To Exceed \$7,500,000 Aggregate Principal Amount Of Independent Cities Finance Authority Mobile Home Park Revenue Bonds (Millbrook Mobile Home Village) Series 2012A And Independent Cities Finance Authority Mobile Home Park Subordinate Revenue Bonds (Millbrook Mobile Home Village) Series 2012B And Approving Certain Documents And Authorizing Certain Actions In Connection Therewith. (Pages 9-11 & 25-30) *RECOMMEND APPROVAL/ADOPTION*
- D. Update On ICFA Educational Seminar To Be Held On January 16, 2013. (Pages 11-12) *INFORMATION ONLY*
- E. Update On ICFA Community Outreach Program. (Pages 12-13) *INFORMATION ONLY*
- F. Update On Pending Projects/Activities. (Page 13) *INFORMATION ONLY*

VI. COMMENTS FROM BOARD MEMBERS. (Page 13)

REGULAR MEETING OF THE BOARD OF DIRECTORS
REGULAR MEETING OF THE EXECUTIVE COMMITTEE
December 5, 2012
Page Three

VII. MATTERS FROM STAFF. *(Pages 13-14)*

VIII. ADJOURNMENT. *(Page 14)*

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

December 5, 2012 - 12:00 noon

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 Lynwood
City of Compton	City of San Fernando
City of Hawthorne	City of South Gate
City of Hermosa Beach	City of Vernon
City of Huntington Park	

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 SEPTEMBER 12, 2012 BOARD OF DIRECTORS MEETING.

A. MATERIAL ENCLOSED: **(PAGES 16-24)**

Minutes of the September 12, 2012 Board of Directors meeting.

B. COMMENTS:

None.

C. RECOMMENDATION:

Approve the minutes of the September 12, 2012 Board of Directors meeting.

B. APPROVAL OF THE FINANCING OF A 93-UNIT 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 FRESNO, COUNTY OF FRESNO.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

Proposal:

To finance the funding of a manufactured home community in the City of Fresno (Millbrook Mobile Home Village), which is located at 3404 North Millbrook Avenue in the City of Fresno.

Millbrook Mobile Home Village contains 93 mobile home spaces, a 3 bedroom house and a 2 bedroom apartment, and is contained on 13.3 acres. The manufactured home community was built in 1955, is comprised of singlewides and doublewides, contains a pool and laundry room, and is 95.6% occupied.

The financing is on behalf of Millennium Housing of California. The City of Fresno is currently a member of the Authority.

Upon approval of this project, Millennium Housing of California and its affiliates will have facilitated the purchase of twelve manufactured home communities through ICFA -- one in the City of Fresno, one in the City of Salinas, one in the County of San Mateo, one in the City of Hermosa Beach, one in the City of Morgan Hill, one in the City of San Juan Capistrano, one in the City of Santa Rosa, one in the City of Capitola, two in the City of Yucaipa, one in the City of Palm Springs, and two in the City of Rohnert Park:

1. Westlake Park (Fresno) contains 330 spaces and occupies 50 acres. The total ICFA bond issuance was \$16 million.
2. Lamplighter-Salinas Mobilehome Park (Salinas) contains 251 spaces on 28.7 acres. The total ICFA bond issuance was \$25+ million.
3. El Granada/Pillar Ridge (San Mateo) contains 227 spaces and occupies 22+ acres. The total ICFA bond issuance was \$32+ million.
4. Marineland Mobilehome Park (Hermosa Beach) contains 60 spaces and occupies 4.2 acres. The total ICFA bond issuance was \$7,470,000.
5. Hacienda Valley Mobile Estates (Morgan Hill) contains 166 spaces and occupies 20.3 acres; the total ICFA bond issuance was \$12 million.

6. San Juan Mobile Estates (San Juan Capistrano) contains 312 spaces and occupies 38.2 acres; the total ICFA bond issuance was \$40± million.
7. Santa Rosa Leisure Mobile Home Park (Santa Rosa) contains 182 spaces and occupies 24.57 acres; the total ICFA bond issuance was \$18± million.
8. Castle Mobile Estates (Capitola) contains 108 spaces on 8.4 acres; the total bond issuance was \$9± million.
9. Rancho Del Sol and Grandview East (Yucaipa) contain 214 spaces on 20 acres; the total bond issuance was \$7± million.
10. Sahara Mobile Home Park (Palm Springs) contains 254 spaces on 29 acres; the total bond issuance was \$13± million.
11. Rancho Feliz and Las Casitas de Sonoma (Rohnert Park) contains 423 spaces on 50 acres; the total bond issuance was \$23+ million.

In addition, The Caritas Corporation has purchased five separate manufactured home communities through ICFA in the cities of Brea, Lancaster and Vista. In November of 2005, Caritas added a park in the City of Rohnert Park to their indenture, bringing the total parks financed through ICFA to six. In total, the Caritas parks financed through ICFA contain approximately 1,400 spaces on 170 acres, for a total bond issuance of approximately \$68 million.

Also, Augusta Communities has purchased four separate manufactured home communities through ICFA in the Cities of Montclair and Yucaipa. In total, the Augusta Communities parks financed through ICFA contain approximately 517 spaces on 68 acres, for a total bond issuance of approximately \$30 million.

After approval of this project, the purchase by nonprofits of nearly 4,537 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	Kinsell, Newcomb & De Dios, Inc.
Oversight Agent	Wolf & Company, Inc.
Trustee	Union Bank of California
Trustee's Counsel	Union Bank of California Legal Division

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:

	Series A	Seller Carry Back	Issue Summary
SOURCES OF FUNDS			
Par Amount Of Bonds	\$1,380,000.00	\$5,000,000.00	\$6,380,000.00
Total Sources	\$1,380,000.00	\$5,000,000.00	\$6,380,000.00
USES OF FUNDS			
Total Underwriter's Discount (0.470%)	30,000.00	-	30,000.00
Costs Of Issuance	129,400.00	-	129,400.00
Issuer Fee	2,760.00	-	2,760.00
Deposit To Debt Service Reserve Fund (DSRF)	89,462.50	-	89,462.50
Deposit To Project Construction Fund	-	5,000,000.00	5,000,000.00
Repair And Replacement Fund	1,025,000.00	-	1,025,000.00
Millennium Fee	100,000.00	-	100,000.00
Rounding Amount	3,377.50	-	3,377.50
TOTAL USES	\$1,380,000.00	\$5,000,000.00	\$6,380,000.00

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.
- A \$3,000 annual fee to cover audits, miscellaneous administrative and legal fees, etc.

Bond Documents:

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

C. RECOMMENDATION:

Approve all aspects of the proposed project for Millbrook Mobile Home Village in the City of Fresno.

C. APPROVAL AND ADOPTION OF RESOLUTION 2012-9 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$7,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (MILLBROOK MOBILE HOME VILLAGE) SERIES 2012A AND INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK SUBORDINATE REVENUE BONDS (MILLBROOK MOBILE HOME VILLAGE) SERIES 2012B, AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH.

A. MATERIAL ENCLOSED: (PAGES 25-30) AND UNNUMBERED BOND DOCUMENTS DELIVERED UNDER SEPARATE COVER)

1. Resolution 2012-9 (Pages 25-30)
2. Indenture of Trust
3. Loan Agreement
4. Regulatory Agreement
5. Administration And Oversight Agreement
6. Bond Placement Agreement
7. Purchase Contract
8. Preliminary Official Statement

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.

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 Millbrook Mobile Home Village 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 Fresno Obligations

The City of Fresno will conduct a TEFRA hearing on December 6th to approve the bond financing. As previously noted, the City of Fresno is currently an associate member (non voting) of ICFA so no further action is required by the City.

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 2012-9 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 2012-9 approving the bond issuance and the various agreements and documents relating thereto;
2. Authorize President McCormick and staff to execute all necessary documents.

D. UPDATE ON ICFA EDUCATIONAL SEMINAR TO BE HELD ON JANUARY 16, 2013.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

At the September Board meeting, authorization was given for staff and consultants to plan an ICFA educational seminar on January 16, 2013. In that regard, the conference will be take place from 9:00 a.m. to 1:00 p.m. at Luminarias Restaurant in the City of Monterey Park. The theme is "Developing Housing Programs in the Post-Redevelopment World." Presentation topics include:

- Designing, Financing and Administering Single-Family Home Ownership Programs
- Mobile Home Park Financing
- Get Home Now
- Current Financing Strategies for Affordable Housing

Speakers include Pam Newcomb and Janees Williams of the Newcomb DeDios Group, George Turk of Millennium Housing, Vaughn Irons and Duane Covert of APD Solutions, John Raymond of the City of Palm Springs, Matt Duke of Avant Strategic Partners, Ryan Warburton

of Ballard Spahr, Matt Callahan of Civic Center Home Loans, Walter Zhovreboff of First Home Inc, and Remoun Said of ReNew Real Estate Sales.

The program will consist of an opening session and four breakout sessions (noted above), along with continental breakfast, lunch and table top displays. It is anticipated that the cost of the event will be approximately \$5,000, of which ICFA approved \$1,000. Contributions from the sponsors noted below will be used to offset the remaining costs:

- Avant Strategic Partners
- Ballard Spahr
- Bank of America
- Best Best & Krieger
- Civic Center Home Loans & Realty
- George K. Baum
- Newcomb DeDios Financial Group
- Union Bank
- Wolf & Company, Inc.

The event will be an excellent opportunity for private sector professionals and city officials alike to share ideas and expand their networks.

C. RECOMMENDATION:

Information only.

E. UPDATE ON ICFA'S COMMUNITY OUTREACH PROGRAM.

A. MATERIAL ENCLOSED:

None.

B. COMMENTS:

On June 27, 2012 an ICFA Community Outreach Program was approved by the Board. The program allows eligible Board Members to make an annual maximum allocation of \$5,000 to the charity of their choice. To date, contributions have been made as follows:

- Crew 419 (Mike McCormick)
- Southeast Women's Organization (Mario Gomez)
- St. John The Baptist School (Ricardo Pacheco)
- South Gate Junior Athletic Association (Gil Hurtado)

C. RECOMMENDATION:

Information only.

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.

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December 5, 2012
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B. COMMENTS:

None.

C. RECOMMENDATION:

None.

VIII. ADJOURNMENT.

ATTACHMENTS

For The December 5, 2012
Independent Cities Finance Authority
Regular Board Of Directors Meeting/
Regular Executive Committee Meeting

INDEPENDENT CITIES FINANCE AUTHORITY

**BOARD OF DIRECTORS REGULAR ANNUAL MEETING
SEPTEMBER 12, 2012**

MINUTES

I. CALL TO ORDER.

The regular annual meeting of the Board of Directors of the Independent Cities Finance Authority (ICFA) was called to order at South Gate Park in the City of South Gate on September 12, 2012 at 12:15 p.m. by President Mike McCormick.

II. ROLL CALL.

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

W. Michael McCormick	Vernon
Mario Gomez	Huntington Park
Gil Hurtado	South Gate
Jim Morton	Lynwood
Ricardo Pacheco	Baldwin Park

Alternate Members Of The Board of Directors Present

Bryan Cook	South Gate
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The cities of Compton, Hawthorne, Hermosa Beach, and San Fernando were not represented by a voting member.

Guests Present

April Davila	Tripepi Smith & Associates
Beth Fawcett	Kinsell, Newcomb & De Dios
Jessica Hernandez	Tripepi Smith & Associates
Juli Morabe	Wolf & Company
Preston Olsen	Ballard Spahr
Ryder Smith	Tripepi Smith & Associates
George Turk	Millennium Housing
Janees Williams	Kinsell, Newcomb & De Dios
Wes Wolf	Wolf & Company

Staff Present

Scott Campbell	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 MINUTES OF THE JUNE 27, 2012 BOARD OF DIRECTORS MEETING.

It was moved by Jim Morton, seconded by Gil Hurtado, and unanimously carried that the minutes of the June 27, 2012 Board of Directors meeting be approved.

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

Staff noted that the City of Oceanside will take action on September 19, 2012 to become an associate (non-voting) member of the Independent Cities Finance Authority. ICFA must approve the City of Oceanside as a member of the Authority so that projects in the City are eligible to be funded through ICFA, more specifically funding of Laguna Vista Mobile Estates through Millennium Housing.

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

It was moved by Jim Morton, seconded by Gil Hurtado, and unanimously carried as follows:

1. To approve the City of Oceanside as an associate member (non-voting) of the Independent Cities Finance Authority; and
2. To authorize President McCormick and staff to execute necessary documents relative to associate membership.

C. APPROVAL OF THE FINANCING OF A 272-UNIT 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 OCEANSIDE, COUNTY OF SAN DIEGO.

Staff reported generally as follows:

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Board of Directors Meeting, September 12, 2012
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The proposal is to finance the purchase of a manufactured home community (Laguna Vista Mobile Estates) in the City of Oceanside on behalf of Millennium Housing.

George Turk of Millennium Housing provided a brief report on the project noting that the City of Oceanside purchased the park 12-13 years ago and is now selling the park due to the abolishment of redevelopment agencies

Staff presented a report on manufactured home communities financed through ICFA, the financial team, and costs of issuance for the project.

President McCormick thanked Mr. Turk for bringing this refinancing to the Authority, and asked if there were any questions or comments. There were none.

It was moved by Mario Gomez, seconded by Jim Morton, and unanimously carried to approve all aspects of the proposed financing on behalf of Millennium Housing.

D. APPROVAL AND ADOPTION OF RESOLUTION 2012-7 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$14,000,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (LAGUNA VISTA MOBILE ESTATES) SERIES 2012A AND INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK SUBORDINATE REVENUE BONDS (LAGUNA VISTA MOBILE ESTATES) SERIES 2012B, AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH) .

Staff reported generally as follows:

Resolution 2012-7 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 the Trustee.

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

It was moved by Gil Hurtado, seconded by Mario Gomez, and unanimously carried as follows:

1. To approve/adopt Resolution 2012-7 approving the bond issuance and the various agreements and documents relating thereto; and
2. To authorize President McCormick and staff to execute all necessary documents.

E. APPROVAL OF THE FINANCING OF A 126-UNIT AND A 297-UNIT 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 ROHNERT PARK, COUNTY OF SONOMA.

Staff reported generally as follows:

The proposal is to finance the refunding of two manufactured home communities (Rancho Feliz and Las Casitas De Sonoma) in the City of Rohnert Park on behalf of Millennium Housing. It was noted that the City of Rohnert Park is currently an associate member of the Authority.

George Turk of Millennium Housing provided a brief report on the projects noting that both parks are 100% occupied.

Staff presented a report on manufactured home communities financed through ICFA, the financial team, and costs of issuance for the project.

President McCormick expressed appreciation to Mr. Turk for bringing this refinancing to the Authority and noted that this is the twelfth project Mr. Turk has brought before the Authority. President McCormick asked if there were any questions or comments. There were none.

It was moved by Mario Gomez, seconded by Jim Morton, and unanimously carried to approve all aspects of the proposed financing on behalf of Millennium Housing.

F. APPROVAL AND ADOPTION OF RESOLUTION 2012-8 (A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$25,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE REFUNDING BONDS (RANCHO FELIZ AND LAS CASITAS DE SONOMA) SERIES 2012A AND INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK SUBORDINATE REVENUE REFUNDING BONDS (RANCHO FELIZ AND LAS CASITAS DE SONOMA) SERIES 2012B (FEDERALLY TAXABLE), AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH) .

Staff presented a revised resolution to those in attendance reflecting minor changes suggested by Legal Counsel, and reported generally as follows:

Resolution 2012-8 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 the Trustee.

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

It was moved by Mario Gomez, seconded by Gil Hurtado, and unanimously carried as follows:

1. To approve/adopt Resolution 2012-8 approving the bond issuance and the various agreements and documents relating thereto; and

2. To authorize President McCormick and staff to execute all necessary documents.

G. DISCUSSION/APPROVAL OF A LETTER OF ENGAGEMENT BETWEEN U.S. ADVOCACY AND ICFA, AND A MARKET EDUCATION CAMPAIGN.

Staff reported generally as follows:

It has come to our attention through Bruce Young, a former Assemblyman and current Sacramento lobbyist whom ICFA retained about two years ago, that Bill Lockyer, the California State Treasurer, has been outspoken about his displeasure with Joint Powers Authorities that do not have elected officials serving on the Board of Directors. He is particularly upset with the agencies that simply "rent" the League of California Cities and Counties names without any public official involvement.

The Treasurer has also been critical of the fees and costs, as well as the flamboyant lifestyles of executives associated with the California Statewide Communities Development Authority (a spinoff of the League of California Cities and the California State Association of Counties), which appears to be the target of the current probe.

At the request of the State Treasurer, the Joint Legislative Audit Committee conducted an audit of three public agencies that issue conduit bonds and their compliance with applicable laws and other regulations: 1) the California Health Facilities Finance Authority (a state entity located within the State Treasurer's Office); 2) the California Statewide Communities Development Authority (a joint powers authority); and 3) the California Municipal Finance Authority (a joint powers authority). Staff outlined the key findings and recommendations of the Joint Legislative Audit Committee report and noted that, as a result of said report, it is almost certain that legislation will be introduced next year that will deal directly with compensation, conflict of interest and other limitations on how joint powers authorities do business.

Even though ICFA is not the target, the "business plan" is clearly at risk. However, because ICFA is unique and its Board is made up entirely of elected officials, it is thought that ICFA could serve as a template for the Statewide standards that the Treasurer is looking for.

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In that regard, it is important that ICFA immediately become a part of the dialogue with the Treasurer's Office, the Joint Legislative Audit Committee, and the Legislature. In order to accomplish this, staff recommended that ICFA enter into a Letter of Engagement with U.S. Advocacy (Bruce Young) at a fee of \$7,500 per month for a six month period and approve a fairly extensive market education campaign at a cost not to exceed \$115,000.

Staff outlined the components of the Market Education Campaign which includes:

- Sacramento Representation & Guidance
- Content Development for Education Pieces
- Photography
- Video Production
- Press Releases & Associated Press
- Upkeep on the Website Beyond the Initial Marketing Services
- Expansion of the Website Menu & Associated Content Page
- Strategic Messaging Development
- Public Facing Disclosure Documents
- Response to Media Inquiries
- Market Education & Coordination With Other Parties
- Educational Tours to Sacramento

After a lengthy discussion of the Market Education Campaign and the estimated costs thereof and the need for ICFA's involvement, it was moved by Jim Morton, seconded by Mario Gomez, and unanimously carried as follows:

1. To approve the Letter of Engagement between U.S. Advocacy and ICFA at a fee of \$7,500 per month for a six month period; and
2. To approve the Market Education Campaign outlined, with a direction for staff to be frugal and keep a close eye on the funds being expended.

H. DISCUSSION/APPROVAL OF AN ICFA EDUCATIONAL SEMINAR ON JANUARY 16, 2013.

Staff reported generally as follows:

Part of ICFA's marketing program was the implementation of an educational seminar geared towards elected officials and city staff to make them more aware of ICFA and its programs. In that regard, ICFA staff and consultants are in the planning

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stages of a conference to be held on Wednesday, January 16, 2013 from 9:00 a.m. to 1:00 p.m. at Luminarias Restaurant in the City of Monterey Park.

The program will consist of an opening session and four breakout sessions, along with continental breakfast, lunch and table top displays. It is anticipated that the cost of the event will be approximately \$5,000, of which ICFA approved \$1,000.

In response to a question, it was noted that \$1,500 has been committed and that additional sponsors are being sought to offset the remaining costs.

It was moved by Ricardo Pacheco, seconded by Mario Gomez, and unanimously carried to authorize staff to proceed with planning and implementing an educational seminar on January 16, 2013.

I. UPDATE ON PENDING PROJECTS/ACTIVITIES.

Staffed noted that at the last Board meeting a Community Outreach Program was approved which allows for each eligible Board Member to allocate \$5,000 to a charitable organization of their choice. Staff will develop a sample letter for the charitable organization to type on their letterhead requesting the funds, identifying what the funds will be used for, and signed by an authorized representative of the organization. Upon receipt of the letter, staff will then process the requested contribution.

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

It was moved by Jim Morton, seconded by Gil Hurtado, and unanimously carried to authorize staff to develop said letter and process requested contributions.

VI. COMMENTS FROM BOARD MEMBERS.

Gil Hurtado welcomed all those present to the City of South Gate.

Vice President Gomez invited all those present to an event being sponsored by the Southeast Women's Organization on September 22nd.

President McCormick invited all those present to a Boy Scout Troop 419 Pancake Breakfast on October 13th.

VII. COMMENTS FROM STAFF.

Staff noted that ICFA has received a request from Rebecca Winthrop, one of the attorneys in the Downey Regional Medical Center-Hospital transaction and formerly of Ballard Spahr, to be one of three sponsors of a "Fabulous Women of Finance" event in January at a cost of \$1,500. The group is an organization formed to foster relationships among women bankers, members of private equity and hedge funds, and service providers in Los Angeles. Wells Fargo and Ms. Winthrop's firm (Brownstein Hyatt Farber Schreck) are the other two sponsors. Wells Fargo will provide a speaker on the economy and ICFA can be involved as little or as much as the Board desires. It was unanimously agreed that ICFA be one of the sponsors at a fee of \$1,500.

Wesley Wolf noted that today is Janees Williams' birthday and offered cake to all those in attendance.

VIII. ADJOURNMENT.

There being no further business to be discussed, the meeting was adjourned at 1:00 p.m.

Respectfully submitted,

_____/s/
Deborah J. Smith
Program Administrator

RESOLUTION NO. 2012-9

A RESOLUTION OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE OF THE INDEPENDENT CITIES FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF ITS NOT TO EXCEED \$7,500,000 AGGREGATE PRINCIPAL AMOUNT OF INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK REVENUE BONDS (MILLBROOK MOBILE HOME VILLAGE) SERIES 2012A AND INDEPENDENT CITIES FINANCE AUTHORITY MOBILE HOME PARK SUBORDINATE REVENUE BONDS (MILLBROOK MOBILE HOME VILLAGE) SERIES 2012B 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, COACH of San Diego, Inc., a California nonprofit public benefit corporation ("COACH") qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), 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 of a 93-space mobile home park known as the Millbrook Mobile Home Village located at 3404 North Millbrook Avenue, Fresno, California (the "Project"); and

WHEREAS, the Authority proposes to issue its not to exceed \$7,500,000 aggregate principal amount "Independent Cities Finance Authority Mobile Home Park Revenue Bonds (Millbrook Mobile Home Village) Series 2012A" (the "Series A Bonds") and "Independent Cities Finance Authority Mobile Home Park Subordinate Revenue Bonds (Millbrook Mobile Home Village) Series 2012B" (the "Series B Bonds" and together with the Series A Bonds, the "Bonds") pursuant to the Act to finance the acquisition and renovation of the Project by COACH or an affiliate thereof (the "Borrower"); 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 relating to the Series A Bonds, a Purchase Contract with respect to the purchase of the Series A Bonds by Kinsell, Newcomb & De Dios, Inc. (the "Underwriter") for sale to the public, and a Bond Placement Agreement with respect to the purchase of the Series B Bonds by the seller of the Project (the "Seller"); and

WHEREAS, as required by Section 147(f) of the Code, the City Council of the City of Fresno has conducted or will conduct a duly noticed public hearing with respect to the proposed issuance of the Bonds and financing the Project by the Authority on December 6, 2012, such notice being published in a newspaper of general circulation in the City of Fresno, and as the applicable elected representatives of the City of Fresno, the City Council has approved or will approve the issuance of the Bonds prior to the issuance thereof 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:

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

2. Appointment of Trustee. 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.

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 Program Administrator (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.

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.

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 purpose of providing financing for the acquisition and renovation of the Project, 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.

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.

7. Official Statement. The Preliminary Official Statement relating to the Series A Bonds (the “Preliminary Official Statement”) in the form presented at this meeting, is hereby approved for use in connection with the marketing of the Series A Bonds. The Program Administrator 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 final a Official Statement which shall contain such changes or modifications thereto as may be deemed necessary or desirable by the Program Administrator, 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 “near 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.

8. Purchase Contract. The Purchase Contract with respect to the Series A Bonds, 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 Series A Bonds do not exceed the following: (i) Maximum Principal Amount: \$2,000,000; (ii) Net Interest Cost: 9.0%; (iii) Maturity Date: December 15, 2053; and (iv) Underwriter’s Discount or Fee: 2.0%

9. Placement Agreement. The Bond Placement Agreement with respect to the Series B Bonds, between the Authority and the Seller (“Placement Agreement”), in the form presented at this meeting, is hereby approved. The Authorized Officers each acting alone, are hereby authorized to execute the Placement Agreement 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 Placement Agreement by the Authority; provided that the principal amount, the initial net interest cost and the maturity date for the Series B Bonds do not exceed the following: (i) Maximum Principal Amount: \$5,500,000; (ii) Net Interest Cost: 5.0%; and (iii) Maturity Date: December 15, 2053.

10. 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 Program Administrator 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.

11. 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. Kinsell, Newcomb & De Dios, Inc. is hereby designated as underwriter for the Series A Bonds.

12. 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.

13. Other Acts. The President, Vice President, members of the Board of Directors/Executive Committee, Program Administrator, 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 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.

14. 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.

15. 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.

16. 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.

17. PASSED, APPROVED, AND ADOPTED BY THE INDEPENDENT CITIES FINANCE AUTHORITY THIS 5TH DAY OF DECEMBER, 2012.

President

Secretary/Program Administrator

I, Deborah Smith, Secretary and Program Administrator 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 December, 2012, and that the same was passed and adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Deborah Smith, Secretary and Program Administrator of the
Independent Cities Finance Authority