



375 Beale Street  
Suite 700  
San Francisco, California  
94105

## Meeting Agenda

### ACFA Governing Board

*Chair, David Rabbitt, Supervisor, County of Sonoma*  
*Vice Chair, Karen Mitchoff, Supervisor, County of Contra Costa*

---

Thursday, September 20, 2018

5:10 PM

Board Room - 1st Floor

---

The ACFA Governing Board may act on any item on the agenda.

The meeting is scheduled to begin at 5:10 p.m.,  
or immediately following the preceding ABAG committee meeting.  
Agenda, roster, and webcast available at <http://abag.ca.gov/meetings>.  
For information, contact Clerk of the Board at (415) 820-7913.

#### Governing Board Roster

David Rabbitt, Supervisor, County of Sonoma—Chair  
Karen Mitchoff, Supervisor, Count of Contra Costa—Vice Chair  
Cindy Chavez, Supervisor, County of Santa Clara  
Julie Pierce, Councilmember, City of Clayton  
Greg Scharff, Councilmember, City of Palo Alto

#### 1. Call to Order

1.a. Roll Call

1.b. Confirm Quorum

#### 2. Public Comment

#### 3. Governing Board Announcements

#### 4. Governing Board Consent Calendar

4.a. [18-0743](#) Approval of ACFA Governing Board Summary Minutes of May 17, 2018

Action: Approval

Presenter: Secretary

Attachments: [Minutes 20180517 Draft.pdf](#)

## 5. Update on ACFA and ABAG FAN Activities

[18-0744](#) Update on ACFA and ABAG FAN Activities

**Action:** Information

**Presenter:** Steve Heminger, Executive Director

**Attachments:** [Memo Update ACFA FAN Activities.pdf](#)

## 6. Update on ACFA Marketing Efforts

[18-0788](#) Update on ACFA Marketing Efforts

**Action:** Information

**Presenter:** Brad Paul, Deputy Executive Director, Local Government Services

**Attachments:** [Memo ACFA Marketing Efforts.pdf](#)  
[Attachment Memo Marketing Plan.pdf](#)

## 7. Adjournment / Next Meeting

The next regular meeting of the ACFA Governing Board is on November 15, 2018.

**Public Comment:** The public is encouraged to comment on agenda items at Committee meetings by completing a request-to-speak card (available from staff) and passing it to the Committee secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

**Meeting Conduct:** If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Committee may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

**Record of Meeting:** Committee meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site ([mtc.ca.gov](http://mtc.ca.gov)) for public review for at least one year.

**Accessibility and Title VI:** MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 415.778.6757 or 415.778.6769 for TDD/TTY. We require three working days' notice to accommodate your request.

**可及性和法令第六章:** MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者, 請致電 415.778.6757 或 415.778.6769 TDD / TTY。我們要求您在三個工作日前告知, 以滿足您的要求。

**Acceso y el Titulo VI:** La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 415.778.6757 o al 415.778.6769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

---

Attachments are sent to Committee members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Committee. Actions recommended by staff are subject to change by the Committee.

## Legislation Details (With Text)

---

**File #:** 18-0743      **Version:** 1      **Name:**

**Type:** Minutes      **Status:** Consent

**File created:** 9/6/2018      **In control:** ACFA Governing Board

**On agenda:** 9/20/2018      **Final action:**

**Title:** Approval of ACFA Governing Board Summary Minutes of May 17, 2018

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [Minutes 20180517 Draft.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

Approval of ACFA Governing Board Summary Minutes of May 17, 2018

Secretary

Approval

# SUMMARY MINUTES (DRAFT)

Advancing California Finance Authority  
Governing Board  
Thursday, May 17, 2018  
Bay Area Metro Center  
375 Beale Street, Board Room  
San Francisco, California

## 1. CALL TO ORDER / ROLL CALL / CONFIRM QUORUM

ACFA Governing Board Chair David Rabbitt, Supervisor, County of Sonoma, called the regular meeting of the ACFA Governing Board to order at about 5:54 p.m.

The Clerk was directed conduct a roll call of members.

A quorum was present at about 5:54 p.m.

### Members Present

David Rabbitt, Supervisor, County of Sonoma—*Chair*  
Cindy Chavez, Supervisor, County of Santa Clara  
Karen Mitchoff, Supervisor, Count of Contra Costa—*Vice Chair*  
Julie Pierce, Councilmember, City of Clayton  
Greg Scharff, Councilmember, City of Palo Alto

### Staff Present

Steve Heminger, MTC Executive Director  
Adrienne Weil, MTC General Counsel  
Alix Bockelman, MTC Deputy Executive Director, Policy  
Andrew Fremier, MTC Deputy Executive Director, Operations  
Brad Paul, MTC Deputy Executive Director, Local Government Services  
Brian Mayhew, MTC Chief Financial Officer

## 2. PUBLIC COMMENT

There was no public comment.

## 3. GOVERNING BOARD ANNOUNCEMENTS

There were no Governing Board member announcements.

## 4. APPROVAL OF GOVERNING BAORD SUMMARY MINUTES OF MEETING ON MARCH 15, 2018

Chair Rabbitt recognized a motion by Pierce, which was seconded by Mitchoff, to approve the summary minutes of the meeting on March 15, 2018.

There was no discussion.

There was no public comment.

The aye votes were: Chavez, Mitchoff, Pierce, Rabbitt, Scharff.

The nay votes were: None.

Abstentions were: None.

Absent were: None.

The motion passed unanimously.

**5. REPORT ON ACFA MARKETING PLAN**

Paul gave the staff report.

Members discussed marketing costs; percentage of proposed Millbrae project costs; transaction process; advance re-funding; access to tax-exempt bonds; focus on Bay Area; market competition; advantages regarding fees and savings; support of ABAG programs.

Chair Rabbitt recognized a motion by Pierce, which was seconded by Mitchoff, to approve the staff report.

There was no discussion.

There was no public comment.

The aye votes were: Chavez, Mitchoff, Pierce, Rabbitt, Scharff.

The nay votes were: None.

Abstentions were: None.

Absent were: None.

The motion passed unanimously.

**6. ADJOURNMENT**

Chair Rabbitt adjourned the meeting at about 6:19 p.m.

The next regular meeting will be on July 19, 2018.

Submitted:

/s/ Fred Castro, Clerk of the Board

Date Submitted: June 11, 2018

Approved:

## Legislation Details (With Text)

---

**File #:** 18-0744      **Version:** 1      **Name:**

**Type:** Report      **Status:** Informational

**File created:** 9/6/2018      **In control:** ACFA Governing Board

**On agenda:** 9/20/2018      **Final action:**

**Title:** Update on ACFA and ABAG FAN Activities

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [Memo Update ACFA FAN Activities.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

Update on ACFA and ABAG FAN Activities

Steve Heminger, Executive Director

Information

# ADVANCING CALIFORNIA FINANCE AUTHORITY

Date: September 13, 2018

To: ACFA Governing Board

From: Executive Director

Subject: **Update on ACFA and ABAG FAN Activities**


This memo summarizes several recent developments related to the Advancing California Finance Authority (ACFA) and its predecessor ABAG Finance Authority for Nonprofit Corporations (ABAG FAN). This agenda item is followed by a report from Brad Paul, Deputy Executive Director, Local Government Services, that lays out next steps for marketing ACFA throughout the region.

First Refinancing. In July, the 690 Market Street Condo Association approached staff with a request to refinance their CFD bonds in ABAG FAN's portfolio to provide them with significant cost savings. To meet a September 1<sup>st</sup> refinancing deadline, staff and our consultants—Nixon Peabody and Sperry Capitol—prepared a variety of complex documents in less than 30 days and brought them before ABAG FAN Executive Committee at its regularly scheduled August meeting for approval. The bonds were sold at the end of August and generated \$97,500 in issuance fees for the Association of Bay Area Governments (ABAG).

ACFA Program Coordinator Hired. The Program Coordinator position was posted at the beginning of July and drew over 60 applicants. Human Resources staff reduced that pool to 18 qualified candidates and Brad Paul reviewed those 18 and selected six for phone screening.

Based on those phone screenings, Ann Macaulay, Human Resources Recruiting Manager, and Brad Paul chose two to be interviewed by Brad, Cathy Cam, MTC Treasury Assistant Director, and Jason Wong, Principal at Sperry Capital. Both candidates were strong, but the panel unanimously recommended Max Lelu. Max accepted an offer letter on September 6<sup>th</sup> and begins work September 24<sup>th</sup>.

Max Lelu currently works for the UK Department for International Trade as a Trade and Investment Associate. In that position he engages in the types of events and relationship building activities the ACFA Program Coordinator will be asked to handle. Both Cathy and Jason felt Max would quickly pick up the technical details of conduit financing. His experience in marketing, program coordination, and relationship management makes him an excellent choice.



---

Steve Heminger



## Legislation Details (With Text)

---

**File #:** 18-0788      **Version:** 1      **Name:**

**Type:** Report      **Status:** Informational

**File created:** 9/10/2018      **In control:** ACFA Governing Board

**On agenda:** 9/20/2018      **Final action:**

**Title:** Update on ACFA Marketing Efforts

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [Memo ACFA Marketing Efforts.pdf](#)  
[Attachment Memo Marketing Plan.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

Update on ACFA Marketing Efforts

Brad Paul, Deputy Executive Director, Local Government Services

Information

# ADVANCING CALIFORNIA FINANCE AUTHORITY

Date: September 13, 2018

To: ACFA Governing Board

From: Deputy Executive Director, Local Government Services

Subject: **Update on ACFA Marketing Efforts**

In April, Brian Mayhew, Chief Financial Officer, and I provided the Governing Board with a memo summarizing how we proposed to market Advancing California Finance Authority (ACFA). It identified two tracks for generating new business, 1) *refinancing old bond issuances* in the ABAG Finance Authority for Nonprofit Corporations (ABAG FAN) portfolio and 2) *generating new business* for ACFA. The recent refinancing of the 690 Market Street project from the existing ABAG FAN portfolio is an example of the first category.

As part of the *Generating New Business* track, our previous memo mentioned we had met with the developer of a \$70 million Transit Oriented Development (TOD) project at Millbrae's BART station (440 apartments, office space, and garage). We sent him ACFA's policies and procedures and our application forms and hoped to hear back after his project received final approval by the Millbrae City Council in May. Since then the developer determined he needed to bring on an additional partner before proceeding. He is now in the final process of selecting that partner and each of the prospective candidates has expressed a desire to include bond financing, particularly for the housing portion. We hope to hear back from them before the end of the year.

Staff also heard back from the developers of a \$50 million residential respite care project at Alameda Point, the former Alameda Naval Air Station, mentioned in our previous memo. They have received significant funding since we last spoke and have brought on Mercy Housing, a regional affordable housing developer, as a partner. We are now in initial discussions with them.

Our April 25<sup>th</sup> marketing memo also discussed making presentations to countywide meetings of city managers, city councils, and planning directors. The first of these presentations takes place September 20<sup>th</sup> when I will speak to the Contra Costa Public Managers Association. Setting up additional meetings of this kind, as well as presentations to non-profit and for-profit housing developer groups, will be a top priority for our new Program Coordinator, Max Lelu, when he begins work on September 24<sup>th</sup>.

Finally, MTC's public affairs team recently added capacity in the area of social media. We intend to work closely with them to market ACFA on a variety of social media platforms.

With the refinancing of the 690 Market Street CFD bonds completed, our consultants up to speed, and the new ABAG FAN/ACFA Program Assistant on board, we feel we are now ready

**Update on ACFA Marketing Efforts**

September 13, 2018

Page 2

to aggressively market ACFA in ways that will begin to generate additional revenue for the Association of Bay Area Governments.



---

Brad Paul

**Attachment**

Marketing memo

# ADVANCING CALIFORNIA FINANCE AUTHORITY

## GOVERNING BOARD

Date: April 26, 2018

To: ACFA Governing Board

From: Executive Director

Subject: **ACFA Marketing Plan**

Following the successful launch of Advancing California Finance Authority (ACFA), staff would like to share with you a draft marketing plan which identifies two tracks for generating business, refinancing old bond issuances in the ABAG Finance Authority for Nonprofit Corporations (ABAG FAN) portfolio, and generating new business for ACFA, and to solicit your comments and suggestions on the draft marketing plan.

### Refinancing Older Deals in Current ABAG FAN Portfolio

Recently, Sperry Capital reviewed ABAG FAN's \$1.5 billion portfolio which consists of about 150 separate financings and identified \$1 billion worth that are currently eligible for refinancing. Sperry Capital's staff will take the lead in contacting the financial advisors and bond counsels for those financings to see if any of their clients might be interested in refinancing into the ACFA portfolio.

### Generating New Business for ACFA

Over the past few months, several developers have contacted staff to ask when ACFA will be up and running and how soon they could submit applications. Staff has met twice with the developer of a \$70 million transit oriented development (TOD) project at Millbrae's BART station that includes 440 apartments, office space, and a parking garage. The developer of the project, which recently received final approval by the Millbrae City Council, was sent ACFA's policies and procedures, meeting schedule and application forms. .

If ACFA finances even part of Millbrae BART TOD project, staff would then hold a press conference to elevate ACFA's visibility with developers of similar projects, including Bay West Development's project on San Jose's light rail line at South Bascom/Southwest Expressway (447 housing units, office and retail); Google's project at San Jose's Diridon Station (office/retail/housing for 15,000-20,000 employees); and Adobe Systems mixed-use project near Diridon. Staff also spoke recently with a residential respite care developer at Alameda Point (former Alameda Naval Air Station).

## ACFA Marketing Plan

April 26, 2018

Page 2

### Marketing Strategies

Below are strategies being considered, along with some questions and issues each one raises.

1. **Create a presence at finance industry conferences and events.** Which events are the most important to attend and who among our staff and consultants should go? Should we have our own booth or share one with an ACFA consultant? Should we arrange to speak at these events?
2. **Present to county-wide meetings of city managers, city councils, planning directors, etc.** Metropolitan Transportation Commission (MTC) senior management currently meets with city managers, county by county. We have been including a slide on ACFA in our presentations. We will now update our PowerPoint to include additional ACFA slides that explain in more detail how we can help cities meet their Plan Bay Area 2040/Regional Housing Needs Allocation (RHNA) goals. We will also look for opportunities to make similar presentations at county-wide meetings of elected officials, planning directors and Association of Bay Area Governments (ABAG) delegates.
3. **Work with region's Community Development Financial Institutions (CDFIs).** Two CDFI's, the Low Income Investment Fund (LIIF) and Enterprise are partners in MTC's TOAH Fund and the Housing Preservation Pilot Program. Others include Northern California Community Loan Fund (NCCLF) and Local Initiative Support Corporation (LISC). We will encourage them to think of ACFA as a potential partner for housing developments they finance.
4. **Make presentations to non-profit and for-profit housing developer groups.** Both non-profit and for-profit housing developers have their own trade associations. For non-profits these include Non-Profit Housing Association of Northern California (NPH), East Bay Housing Organizations (EBHO) and Council of Community Housing Organizations (CCHO). Larger for-profit developers often participate in groups like the Bay Area Council, SPUR, their chamber of commerce or regional economic development association. Smaller developers belong to local residential builders associations.
5. **Talk to AFL-CIO Housing Investment Trust.** This 30-year old, \$6.1 billion AFL-CIO fund has designated the Bay Area as one of six places nationwide where it invests pension funds in affordable housing. They may be willing to refer borrowers to us that don't meet their criteria (e.g., project size, union labor for all on-site construction work) They can also tell us of similar union groups that loan out pension funds for affordable housing. See: <http://www.aflcio-hit.com/>
6. **Ask FAN/ACFA consultants to help us get the word out.** Given that our ACFA consultants (Nixon/Peabody; PFM; Sperry) are among the top housing advisers in the region, they are well positioned to help us get the word out and identify potential borrowers.
7. **Send out ACFA related press releases and news articles to Bay Area news organizations.** Staff will prepare press releases and news articles for MTC/ABAG websites, BayLink and Twitter accounts related to the launch of ACFA and, later on, to successful ACFA financings.

**ACFA Marketing Plan**

April 26, 2018

Page 3

Attached is a partial list of individuals and organizations to be contacted.

The ACFA marketing effort will be staffed by Brad Paul, Deputy Executive Director, Local Government Services; a new ACFA Assistant Program Coordinator; Brian Mayhew, MTC Chief Financial Officer; and Susan Woo, MTC Deputy Treasurer. They will be assisted by other MTC staff, as needed, as well as our FAN/ACFA consultants: Nixon/Peabody, PFM and Sperry Capital.

**Recommended Action**

Information.



---

Steve Heminger

**Attachment**

Sample Contact List

## **SAMPLE OF INDIVIDUALS/ORGANIZATIONS TO BE CONTACTED AND BRIEFED**

### **CASA Co-Chairs**

Leslye Corsiglia CASA Co-Chair and Convener Executive Director Silicon Valley at Home	Michael Covarrubias CASA Co-Chair and Convener Chairman and CEO TMG Partners	Fred Blackwell CASA Co-Chair and Convener CEO The San Francisco Foundation
---	--	---

After briefing CASA Co-Chairs, we'll present to CASA Steering and Technical Committees

### **Non-Profit Housing Developers, CDFIs and Policy Groups**

Matthew Franklin Executive Director MidPen Housing	Mary Rogier Executive Director Northern CA Community Loan Fund	Lewis Knight Director of Development Facebook
Linda Mandolini Executive Director Eden Housing	Rich Gross Vice President, Northern CA Enterprise Community Partners	Ellen Wu Urban Habitat
Joshua Simon Executive Director East Bay Asian Local Development Corporation (EBALDC)	Nancy Andrews President Local Income Investment Fund (LIIF)	Denise Pinkston Bay Area Council
Norman Fong Executive Director Chinatown Community Development Center (CCDC)	Cynthia Wong Executive Director Bay Area LISC	Dr. Jennifer Martinez Faith in Action
Don Falk Executive Director Tenderloin Neighborhood Development Corp. (TNDC)	Amie Fishman Executive Director Non-Profit Housing Association of Northern CA (NPH)	Carol Galante Faculty Director Terner Center for Innovative Housing, UC Berkeley
Cynthia Parker President BRIDGE Housing Corp.	Matt Schwartz Executive Director CA Housing Partnership	Robert Apodaca CA Community Builders
Mary Murtagh Executive Director EAH Housing	Rebecca Prozan Director of Community Affairs Google	Bobby Alvarado Executive Officer Northern CA Carpenters Regional Council