

RESOLUTION NO.

BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA

**RESOLUTION APPROVING THE ISSUANCE OF BONDS
BY THE INDEPENDENT CITIES FINANCE AUTHORITY
FOR THE BENEFIT OF THE PILLAR RIDGE
MANUFACTURED HOME COMMUNITY**

RESOLVED, by the Board of Supervisors of the County of San Mateo,

State of California, that

WHEREAS, certain cities of the State of California (collectively, the “Members”) have entered into a Joint Powers Agreement (the “Joint Powers Agreement”) establishing the Independent Cities Finance Authority (the “Authority”) and prescribing its purposes and powers, and providing, among other things, for associate members of the Authority (an “Associate Member”); and

WHEREAS, the Authority has been formed for the purpose, among others, of assisting its Members and Associate Members in the raising of capital to finance the capital improvement needs of Local Agencies (as defined in the Joint Powers Agreement), to provide for home mortgage financing with respect to those Members or Associate Members that are either a city or a county of the State of California, to provide financing in connection with the improvement, construction, acquisition, creation, rehabilitation and preservation of affordable housing within the boundaries of the Members and Associate Members, and to provide financing in accordance with the provisions of applicable law in connection with other projects and programs that are in the public interest and which benefit Members and Associate Members including making loans to tax-exempt organizations from the proceeds of mortgage revenue bonds to finance the acquisition of multifamily rental housing, including mobile home parks, under the provisions of Chapter 8 of Part 5 of Division 31 (commencing with Section 52100) of the Health and Safety Code; and

WHEREAS, San Mateo County (the “County”) is an Associate Member of the Authority; and

WHEREAS, the Authority proposes to issue its Mobile Home Park Revenue Refunding Bonds (Pillar Ridge) in one or more series (the “Bonds”); and

WHEREAS, Coach of San Diego, LLC, a California limited liability company (the “Owner”), has requested that the Authority issue and sell the Bonds in an aggregate principal amount of not to exceed \$34,000,000 to (i) refund certain revenue bonds previously issued by the Authority, the proceeds of which were loaned to COACH of San Diego, Inc., a California nonprofit public benefit corporation (the “Prior Owner”), in order to finance the acquisition and renovation of a 227-space mobile home park known

as the Pillar Ridge Manufactured Home Community located at 164 Culebra Ln., Moss Beach, California 94038 (the "Project"), (ii) finance additional renovations to be made to the Project and (iii) finance certain costs of issuing the Bonds; and

WHEREAS, The Project is to be owned or leased, and operated, by the Borrower and located within the County of San Mateo (the "County"); and

WHEREAS, the Bonds will be qualified "private activity bonds" for purposes of the Internal Revenue Code of 1986 (the "Code"); and

WHEREAS, pursuant to Section 147(f) of the Code, the proposed issuance of private activity bonds is required to be approved by the "applicable elected representative" of the governmental unit having jurisdiction over the area in which the Project is to be located, after a public hearing held after reasonable public notice; and

WHEREAS, the members the Board of Supervisors are the applicable elected representatives of the County; and

WHEREAS, there has been published, at least 14 days prior to the date hereof, in a newspaper of general circulation within the County, a notice that a public hearing regarding the proposed issuance of the Bonds would be held on the date hereof; and

WHEREAS, such public hearing was conducted on the date hereof by the Board of Supervisors at which time an opportunity was provided to interested parties to be heard with respect to the proposed issuance of the Bonds and financing of the Project; and

WHEREAS, it is intended that this resolution shall constitute the approval of the proposed issuance of the Bonds required by Section 147(f) of the Code.

NOW, THEREFORE, IT IS HEREBY DETERMINED AND ORDERED BY THE BOARD OF SUPERVISORS, AS FOLLOWS:

Section 1. The Board of Supervisors hereby approves the issuance of the Bonds by the Authority. It is the purpose and intent of the Board of Supervisors that this resolution constitutes approval of issuance of the Bonds for the purposes of Section 147(f) of the Code.

Section 2. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 3. The issuance of the Bonds shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The County shall have no responsibility or liability whatsoever with respect to the Bonds or the Project.

Section 4. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing to acquire or construct the Project or to provide any refinancing of the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the acquisition or operation of the project; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

Section 5. This Resolution shall take effect immediately upon its adoption.