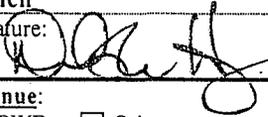


**PART I. LOAN REQUEST/BOND PROGRAM INFORMATION**

(Completed by Requesting Department)

Department: <b>Corrections and Rehabilitation</b>	Total Project Appropriation: <b>\$1,800,000,000.00</b>	Amount Requested: <b>\$8,847,000.00</b>
Appropriation(s) to be Funded: <b>AB 900, Ch. 07/2007, 5225-801-0660, 61.01.751 Phase I, Infill Beds Program</b>	Statutory Authority: <b>Government Code sections 15819.40(a) and (d) and 15819.401 - 15819.404</b>	Date Funds Needed: <b>6/18/2010</b>
Department Contact: <b>Sarah VanDyke</b>	Title: <b>Deputy Director, Finance and Budgeting Branch</b>	Phone: <b>916-255-2252</b>
Department Director’s Name (please print): <b>DEBORAH HYSEN, CHIEF DEPUTY SECRETARY</b>	Signature: 	Date: <b>5/29/10</b>
Type of Bonds: <b>General Obligation:</b> <input type="checkbox"/> Self Liquidating <input type="checkbox"/> Non-Self Liquidating	Revenue: <input checked="" type="checkbox"/> SPWB <input type="checkbox"/> Other	
Name of GO Bond Act:	Name of ‘SPWB’ or ‘Other’ Project: <b>Estrella Correctional Facility</b>	
Appropriation to be Used for STO Admin Costs: <input type="checkbox"/> G.C. Section 16724.6 <input type="checkbox"/> Other _____	Project Contact (SPWB Only): <b>Bobby Khaghani</b>	Phone: <b>916-255-2882</b>
State Controller’s Office Fund #:	Phase of Project (select all that apply): <input type="checkbox"/> A <input checked="" type="checkbox"/> PP <input checked="" type="checkbox"/> WD <input type="checkbox"/> C <input type="checkbox"/> E <input type="checkbox"/> D-B	Est. Project Completion Date: <b>1/14/2013</b>

Use of Loan Proceeds:

- Will any of the loan proceeds be used (Please check if answer is yes to any of the following)
 

<input type="checkbox"/> To make advances to local governments? <input checked="" type="checkbox"/> To pay vendors directly? <input type="checkbox"/> To reimburse local government for vendor payments? <input type="checkbox"/> In a trade or business carried on by a nongovernmental person? <input checked="" type="checkbox"/> To make advances to other state funds? If yes, specify: _____	<input type="checkbox"/> To fund an escrow or condemnation deposit fund? <input type="checkbox"/> To finance loans to persons other than governmental entities? <input type="checkbox"/> To make advances to State Architect Revolving Fund*? *If Yes, specify: DGS-PMB Project No. _____
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- Will any part of the debt service on the bonds that secure this loan be either secured by or paid from property used in a private business or from federal funds? Yes  No  (For Revenue Bonds only.)
- For departments using these funds to make grants or loans: Are repayments expected? Yes  No . If YES, the repayments will be used to  pay debt service, or  to fund more projects.

ADMINISTRATIVE AUTHORIZATION FOR FUTURE BOND SALES, LOAN REQUESTS, AND COMMERCIAL PAPER NOTES:

Administrative Entity	Resolution Number <small>(GO ONLY)</small>	Sale	Loan	CP	Date
<b>State Public Works Board</b>		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<b>3/14/2008</b>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**PART II. RECOMMENDATION AND CONDITIONS**

(Completed by Public Finance Division of the State Treasurer's Office)

This application is recommended for approval subject to the following conditions:

- First \$ \_\_\_\_\_ to be used to pay/reduce existing PMIB loan # \_\_\_\_\_
- Reduce amount of loan to \$ \_\_\_\_\_

Conditions (if applicable): \_\_\_\_\_

This application is not recommended for approval by the Public Finance Division

Signature: Director, Public Finance Division \_\_\_\_\_ Date: \_\_\_\_\_

**PART III. RECOMMENDATION**

(Completed by Pooled Money Investment Board Executive Secretary)

request is recommended for \_\_\_\_\_ approval  rejection  modification

Approved loan amount \_\_\_\_\_ Loan to be made no sooner than \_\_\_\_\_

Loan is due 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or a Sunday) from the date the loan is funded.

Signature: Executive Secretary \_\_\_\_\_ Date \_\_\_\_\_

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans to State Bond Programs

FOR STIO USE ONLY  
PMIB NO. 0900099

This agreement is entered into by and between the undersigned state agency and the Pooled Money Investment Board. The state agency borrows and the Pooled Money Investment Board (the "Board") lends funds as specified below.

Total project appropriation: \$1,800,000,000.00 Proposed Funding Date: 6/18/2010  
Loan Amount: \$8,847,000.00

At the discretion of the Board and upon notice to the state agency, this loan may be wholly or partially repaid using unexpended loan proceeds at any time prior to the date the loan is due. Repayment of the loan principal shall be due 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or a Sunday) from the date the loan is funded. The interest rate shall be the last available daily interest rate of return earned by the Pooled Money Investment Account at the time the loan is funded. The interest shall be paid at the time the principal is repaid. The proceeds of the loan are to be used only for the purposes authorized for use of the proceeds of the sale of bonds ("Bonds") authorized by the following statutes ("Bond Act"):

(a) *ca*  
Government Code sections 15819.40(b) and (d) and 15819.401 - 15819.404 (Ch. 07/2007, AB 900)  
Phase I, Infill Beds Program

ADMINISTRATIVE AUTHORIZATION

The bond sale, commercial paper, if applicable, and this loan have been authorized by actions of administrative entities as follows:

Administrative Entity	Resolution/Other	Date
State Public Works Board	Resolution	3/14/2008

The state agency consents to have the proceeds of the sale of these Bonds or Commercial Paper used to repay the loan principal to the Pooled Money Investment Account. AND, where the Bond Act permits, the state agency consents to have the proceeds of the sale of these Bonds or Commercial Paper used to repay interest. For loans to programs where the Bond sale proceeds may be used to pay interest, from the time the loan is funded until the loan proceeds are expended by the State agency, the loan proceeds shall be invested in the Surplus Money Investment Fund and earnings on this investment shall be used to pay interest on the loan. If the loan becomes due before the Bonds to repay this loan are sold, the state agency shall agree to a new loan to repay the principal and interest of this loan.

For loans other than loans authorized in connection with voter-approved debt – Repayment of principal and interest on this loan is a special limited obligation payable only from the proceeds of Bonds or the proceeds of a new loan. Payment from any other source is subject to appropriation by the State Legislature.

LOAN RECIPIENT SIGNATURES (The State Agency Director attests, by the signature below, that this loan request and the agency’s use of the funds complies with all the terms, conditions and requirements of the subject Bond Act or bond program.) The State Agency agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

State Agency Name Department of Corrections and Rehabilitation	Director's Signature <i>[Signature]</i>	Date 5/29/10
State Public Works Board (if applicable): Administrative Secretary Signature	<i>[Signature]</i>	Date 6/2/10

POOLED MONEY INVESTMENT BOARD EXECUTIVE SECRETARY'S CERTIFICATION

The Pooled Money Investment Board approved this loan pursuant to Government Code Section 16312 in the amount of \_\_\_\_\_ and the vote was as follows:

MEMBER	AYE	NO
Treasurer of the State of California		
Controller of the State of California		
Director of Finance of the State of California		

Conditions (if applicable):  
Executive Secretary of the Pooled Money Investment Board \_\_\_\_\_ Date \_\_\_\_\_

INSTRUCTIONS TO CONTROLLER:  
 Proceeds from this loan should be invested in the Surplus Money Investment Fund. SMIF earnings and bond proceeds will pay interest.  
 The General Fund will pay interest. Do not invest loan proceeds in SMIF.  
 Commercial Paper will be used to repay this loan \_\_\_\_\_ Yes \_\_\_\_\_ No  
 Reserve \$ \_\_\_\_\_ of the proceeds from this loan for Cost of Issuance. PMIA interest and administrative costs.

0900099

**IIA Loan Request for Revenue Bond Programs**

**cashflow Statement**

Department Name: Corrections and Rehabilitation Project Name: Estrella Correctional Facility  
 Year: 2010 Est. Project Completion Date: 1/14/2013  
 Date: 5/25/2010 Est. Phase Completion Date:                      Acquisition  
 Loan Amount <sup>(1)</sup>: \$ 8,847,000 2/16/2011 Prelim Plans  
 Funds Disbursed to 7/19/2011 Work Draw  
 Date: \$                      - \*Per SCO Report dated 1/14/2013 Constr <sup>(2)</sup>  
 Name of Bond Program: Lease Revenue - Estrella Correctional Facility                      Equip  
                     Design-Build

(1) (2) (3) (4) (5) (6)  
 Phase of Project (A,P,W,C,E, D-B)

Month and Year	Original Projection	Actual Disbursements	Projections for the Next 12 Months	Cumulative Disbursements	Phase of Project (A,P,W,C,E, D-B)
rior yrs				-	
1				-	
2				-	
3				-	
4				-	
5				-	
6				-	
7				-	
8				-	
9				-	
10				-	
11				-	
12				-	
Interest				-	-
Admin.			5,000.00	5,000	-
13 Jun-10			797,000.00	802,000	P
14 Jul-10			1,196,000.00	1,998,000	P
15 Aug-10			1,589,000.00	3,587,000	P
16 Sep-10			1,191,000.00	4,778,000	P
17 Oct-10			433,000.00	5,211,000	P
18 Nov-10			433,000.00	5,644,000	P
19 Dec-10			307,000.00	5,951,000	P
20 Jan-11			100,000.00	6,051,000	P
21 Feb-11			100,000.00	6,151,000	P
22 Mar-11			771,000.00	6,922,000	W
23 Apr-11			950,000.00	7,872,000	W
24 May-11			975,000.00	8,847,000	W

(1) Rounded to nearest whole dollar.

(2) Any project requesting construction funds for the first time must have a completed due diligence memo submitted with loan application.