

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION

(Completed by Requesting Department)

| | | | |
|---|---|--|---|
| Department: California Housing Finance Agency | | Total Project Appropriation: | Amount Requested: \$10,000,000.00 |
| Appropriation(s) to be Funded: Chapter 1, Statutes of 1975, First E.S. | | Statutory Authority: Parts 1-4 of Division 31 of Health & Safety Code | Date Funds Needed: 9/21/2011 |
| Department Contact: Barbara Laroa | | Title: Financing Officer | Phone: 916.326.8663 |
| Department Director’s Name (please print): Claudia Cappio | | Signature:  | Date: 8/25/2011 |
| Type of Bonds: | General Obligation: <input type="checkbox"/> Self Liquidating <input type="checkbox"/> Non-Self Liquidating | Revenue: <input type="checkbox"/> SPWB <input checked="" type="checkbox"/> Other | |
| Name of GO Bond Act: | | Name of ‘SPWB’ or ‘Other’ Project: CalHFA Warehouse Line | |
| Appropriation to be Used <input type="checkbox"/> G.C. Section 16724.6 for STO Admin Costs: <input type="checkbox"/> Other _____ | | Project Contact (SPWB Only): | Phone: |
| State Controller’s Office Fund #: | | Phase of Project (select all that apply): <input type="checkbox"/> A <input type="checkbox"/> PP <input type="checkbox"/> WD <input type="checkbox"/> C <input type="checkbox"/> E <input type="checkbox"/> D-B | Est. Project Completion Date: |

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 type="checkbox"/> To fund an escrow or condemnation deposit fund? |
| <input checked="" type="checkbox"/> To pay vendors directly? | <input checked="" type="checkbox"/> To finance loans to persons other than governmental entities? |
| <input type="checkbox"/> To reimburse local government for vendor payments? | <input type="checkbox"/> To make advances to State Architect Revolving Fund*? |
| <input checked="" type="checkbox"/> In a trade or business carried on by a nongovernmental person? | *If Yes, specify: DGS-PMB Project No. |
| <input type="checkbox"/> To make advances to other state funds? If yes, specify : | |
- 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 (GO ONLY) | Sale | Loan | CP | Date |
|---------------------------|--------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-----------|
| CalHFA Board of Directors | 11-01 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | 1/20/2011 |
| CalHFA Board of Directors | 11-02 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | 1/20/2011 |
| CalHFA Board of Directors | 11-03 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | 1/20/2011 |

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 \$ 10,000,000.00

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)

This 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 STO USE ONLY
 PMIB NO.
1120005

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

Total project appropriation:

Proposed Funding Date: 9/21/2011

Loan Amount: \$10,000,000.00

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”):

| |
|--|
| |
|--|

ADMINISTRATIVE AUTHORIZATION

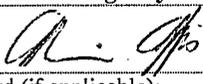
The bond sale, commercial paper, if applicable, and this loan have been authorized by actions of administrative entities as follows:

| Administrative Entity | Resolution/Other | Date |
|---------------------------|---------------------|-----------|
| CalHFA Board of Directors | 11-01, 11-02, 11-03 | 1/20/2011 |

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.

AN 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 California Housing Finance Agency | |
| Director’s Signature  | Date 8-25-11 |
| State Public Works Board (if applicable): Administrative Secretary Signature | Date |

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.

1120005

Date: 8/23/2011
 Name of Bond Program: CHFA Revenue Bonds
 Year: 2011
 Loan Amount: \$ 19,815,000.00

| | (1) Month and Year | (2) Original Projection | (3) | | Total Actual Net Disbursements | (4) Projections for the Next 12 Months | (5) Cumulative Disbursements |
|----|--------------------------|----------------------------|----------------------|-----------------------|-----------------------------------|--|------------------------------------|
| | | | Actual Disbursements | Actual Reimbursements | | | |
| 1 | Aug-10 | (903,029.00) | 1,333.92 | (1,883,551.31) | (1,882,217.39) | | 81,846,793.59 |
| 2 | Sep-10 | (44,225,000.00) | 235,163.95 | (43,741,557.88) | (43,506,393.93) | | 38,340,399.66 |
| 3 | Oct-10 | (225,000.00) | - | (164,460.63) | (164,460.63) | | 38,175,939.03 |
| 4 | Nov-10 | (225,000.00) | - | (164,043.72) | (164,043.72) | | 38,011,895.31 |
| 5 | Dec-10 | (225,000.00) | - | (158,492.63) | (158,492.63) | | 37,853,402.68 |
| 6 | Jan-11 | (225,000.00) | - | (143,855.00) | (143,855.00) | | 37,709,547.68 |
| 7 | Feb-11 | (17,500,000.00) | - | (15,314,828.42) | (15,314,828.42) | | 22,394,719.26 |
| 8 | Mar-11 | (75,000.00) | 99,526.58 | (113,920.78) | (14,394.20) | | 22,380,325.06 |
| 9 | Apr-11 | (75,000.00) | - | (7,036.31) | (7,036.31) | | 22,373,288.75 |
| 10 | May-11 | (75,000.00) | - | (172,998.23) | (172,998.23) | | 22,200,290.52 |
| 11 | Jun-11 | (75,000.00) | - | (268,997.28) | (268,997.28) | | 21,931,293.24 |
| 12 | Jul-11 | (75,000.00) | - | (181,824.56) | (181,824.56) | | 21,749,468.68 |
| 13 | Aug-11 | | | | | (12,685,000.00) | 9,064,468.68 |
| 14 | Sep-11 | | | | | - | 9,064,468.68 |
| 15 | Oct-11 | | | | | - | 9,064,468.68 |
| 16 | Nov-11 | | | | | (200,000.00) | 8,864,468.68 |
| 17 | Dec-11 | | | | | - | 8,864,468.68 |
| 18 | Jan-12 | | | | | - | 8,864,468.68 |
| 19 | Feb-12 | | | | | (200,000.00) | 8,664,468.68 |
| 20 | Mar-12 | | | | | (8,664,468.68) | - |
| 21 | Apr-12 | | | | | - | - |
| 22 | May-12 | | | | | - | - |
| 23 | Jun-12 | | | | | - | - |
| 24 | Jul-12 | | | | | - | - |
| 25 | Aug-12 | | | | | - | - |
| 26 | Sep-12 | | | | | - | - |

LOAN REQUEST for Pooled Money Investment Account Loans for State Public Works Board (“SPWB”) Bond Programs. Loan is due on or before 364 days from the date loan is funded.

FOR STO USE ONLY
PMIB NO. 1120006

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION

(Completed by Requesting Department)

| | | | |
|---|---|--|---|
| Department Name: General Services | | Total Project Appropriation: \$81,000,000.00 | Amount Requested: \$91,667,000.00 |
| Appropriation(s) to be Funded: AB 1806, Ch 69/2006, Gov Code Sec. 11012.5 | | | Date Funds Needed: 9/23/2011 |
| Department Contact: Michael Moore | Title: Project Director II | Phone: (916) 376-1685 | |
| Department Director’s Name (please print): Esteban Almanza | Signature: <i>[Signature]</i> | Date: 8/15/11 | |
| Name of SPWB Project: Board of Equalization Building Acquisition | Project Contact: Michael Moore | Phone: (916) 376-1685 | |
| SCO Fund # (for renewals only): | Phase of Project (select all that apply): <input type="checkbox"/> A <input type="checkbox"/> PP <input type="checkbox"/> WD <input type="checkbox"/> C <input type="checkbox"/> E - or - <input type="checkbox"/> PCCD <input type="checkbox"/> D-B | Estimated Project Completion Date: 9/8/2006 | |

Use of Loan Proceeds:

- Will any of the loan proceeds be used (Please check if answer is yes to any of the following)
 - To pay vendors directly?
 - To reimburse local government for vendor payments?
 - To make advances to other state funds*? To make advances to State Architect Revolving Fund*?
 - *If Yes, specify: *If Yes, specify: DGS-PMB Project No. 128881
- 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
- Will any of the loan proceeds be used to fund Construction or Design-Build project costs? Yes No
 - *If Yes, include a completed real estate “due diligence” memo; in addition, if total Bond funded costs will exceed \$5,000,000, provide a certification letter signed by the Director of Finance pursuant to PMIA Loan Policy Section 3.0 E(5) or E(6).

PROVIDE DATE(S) THE STATE PUBLIC WORKS BOARD AUTHORIZED INTERIM FINANCING (LOAN REQUESTS) FOR THIS PROJECT INCLUDING AUTHORIZING THE REPAYMENT OF THE LOAN FROM THE SALE OF BONDS:

| Date Action(s) Taken | Type of Authorization |
|----------------------|--|
| 9/8/2006 | <input checked="" type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |

PART II. RECOMMENDATION AND CONDITIONS

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

This application is recommended for approval

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

- First \$ 91,259,000.00 to be used to pay/reduce existing PMIB loan # 1010014
- Reduce amount of loan to \$ _____

Conditions (if applicable):

This application is not recommended for approval by the Public Finance Division, per the PMIB Staff Report.

Signature: Director, Public Finance Division Date: _____

PART III. RECOMMENDATION

(Completed by Pooled Money Investment Board Executive Secretary)

This request is recommended for approval rejection modification

Approved loan amount \$ _____ Loan to be made no sooner than _____

Signature: Executive Secretary of the Pooled Money Investment Board Date: _____

COMPLETE LOAN PACKAGE REQUIRED IN ORDER TO BE CONSIDERED

(See attached Instructions for detailed information)

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans for State Public Works Board Bond Programs

FOR STO USE ONLY
 PMIB NO.
 1120006

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

Total Project Appropriation: \$81,000,000.00 Proposed Funding Date: 9/23/2011
 Loan Amount: \$91,667,000.00

At the discretion of the Board and upon notice to the Department, 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 on or before 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or 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 ("Act"):

- Public Safety and Offender Rehabilitation Services Act of 2007, as amended (AB 900) State Building Construction Act Other, specify: AB 1806, Ch.69/2006, GCS. 11012.5

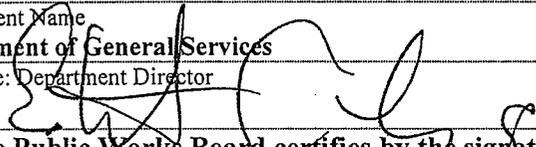
SPWB AUTHORIZATION(S)

This loan, including repayment from bond sales was authorized by the SPWB on the following date(s): 9/8/2006, _____, _____

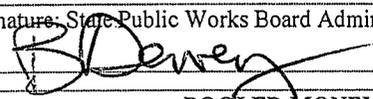
The department consents to have the proceeds of the sale of these Bonds used to repay the loan principal and interest to the Pooled Money Investment Account. From the time the loan is funded until the loan proceeds are expended by the Department, the loan proceeds shall be invested in the Surplus Money 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 Department shall agree to a new loan to repay the principal and interest of this loan. Repayment of the principal of and interest on this loan is a special limited obligation to be paid from the proceeds of bonds when issued or from the proceeds of a new loan, and repayment from any other source is subject to appropriation by the Legislature. If bond proceeds are not available because the project is canceled or bonds will not be issued, the Department will cooperate with the SPWB in providing an alternate plan for repayment from other lawfully available funds, including repayment from the Department's support appropriation for this current fiscal year, as authorized by the Legislature in the Budget Act.

LOAN RECIPIENT SIGNATURES: The Director attests, by the signature below, this loan request and the department's use of the funds complies with all of the terms, conditions and requirements of the State Public Works Board bond program. The Department agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

The Department further certifies by the signature below: (i) The appropriation(s) listed in Part I of the Loan Request are valid and current; (ii) it will seek a re-appropriation for any expiring unencumbered appropriations during the life of the requested loan, and (iii) *Check one of the following* ~ No litigation exists relating to this project -OR- Litigation exists and a written explanation disclosing such litigation is attached in conjunction with this Loan Agreement for evaluation by the SPWB, bond counsel and the Attorney General's Office.

Department Name: Department of General Services
 Signature: Department Director  Date: 8/15/11

The State Public Works Board certifies by the signature below: (i) it will provide a written plan for paying off a loan, within 60 days, should this project be cancelled or a determination is made that bonds will not be sold, and (ii) all necessary documentation for this loan application to be considered is attached (see instructions).

Signature: State Public Works Board Administrative Secretary  Date: 8/19/11

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):

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date _____

**PMIA Loan Request for SPWB Bond Programs
Cashflow Statement**

112,000,000

Department Name: Department of General Services Project Name: Board of Equalization Building Acquisition
 Year: 2011 Est. Project Completion Date: _____
 Date: 8/15/2011 Est. Phase Completion Date: _____ Acquisition
 Loan Amount ⁽¹⁾: \$ 91,667,000 _____ Prelim Plans
 Funds Disbursed to _____ *Per SCO Report dated 8/5/11 Work Draw
 Date: \$ 90,976,505 (incl Prior Interest & Admin) _____ Constr ⁽²⁾
 Name of Bond Program: _____ Equip
 _____ Design-Build

| | (1) | (2) | (3) | (4) | (5) | (6) |
|-----------|------------------------------|---------------------|----------------------|------------------------------------|--------------------------|-----------------------------------|
| | 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) |
| Prior yrs | 9/8/2006 | | 81,000,000.00 | | 81,000,000 | |
| 1 | | | | | 81,000,000 | |
| 2 | | | | | 81,000,000 | |
| 3 | | | | | 81,000,000 | |
| 4 | | | | | 81,000,000 | |
| 5 | | | | | 81,000,000 | |
| 6 | | | | | 81,000,000 | |
| 7 | | | | | 81,000,000 | |
| 8 | | | | | 81,000,000 | |
| 9 | | | | | 81,000,000 | |
| 10 | | | | | 81,000,000 | |
| 11 | | | | | 81,000,000 | |
| 12 | | | | | 81,000,000 | |
| | Prior Interest | | 10,241,030.47 | | 91,241,030 | - |
| | Current Interest | | 397,765.28 | | 91,638,796 | - |
| | Admin. ⁽³⁾ | | 20,545.00 | 7,500.00 | 91,666,841 | |
| 13 | | | | | 91,666,841 | |
| 14 | | | | | 91,666,841 | |
| 15 | | | | | 91,666,841 | |
| 16 | | | | | 91,666,841 | |
| 17 | | | | | 91,666,841 | |
| 18 | | | | | 91,666,841 | |
| 19 | | | | | 91,666,841 | |
| 20 | | | | | 91,666,841 | |
| 21 | | | | | 91,666,841 | |
| 22 | | | | | 91,666,841 | |
| 23 | | | | | 91,666,841 | |
| 24 | | | | | 91,667,000 | |

(1) Rounded up to nearest thousand;

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

(3) Projected Admin. includes estimated fees from STO, SCO and DOF.

LOAN REQUEST for Pooled Money Investment Account Loans for State Public Works Board (“SPWB”) Bond Programs. Loan is due on or before 364 days from the date loan is funded.

FOR STO USE ONLY
PMIB NO. 1120007

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION

(Completed by Requesting Department)

5,030,000 ^{SPB}

| | | | |
|---|---|--|--|
| Department Name: Corrections and Rehabilitation | | Total Project Appropriation: \$975,000,000.00 | Amount Requested: \$10,179,000 |
| Appropriation(s) to be Funded: AB 900, Ch 7/2007 5225-801-0660 61.01.752 Phase I, Reentry Program | | Government Code Sections 15819.40 (b) and (d) and 15819.401-15819.404 | Date Funds Needed: 9/23/2011 |
| Department Contact: Sarah VanDyke | | Title: Chief Finance and Budgeting Section | Phone: 916-255-2252 |
| Deputy Director’s Name (please print): Deborah Hysen, Deputy Director | | Signature: | Date: 8/2/11 |
| Name of SPWB Project: Northern California Reentry Facility, Stockton | | Project Contact: Nick Giannini | Phone: 916-255-2189 |
| SCO Fund # (for renewals only): | 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 - or - <input type="checkbox"/> PCCD <input type="checkbox"/> D-B | | Estimated Project Completion Date: 6/10/2013 |

Use of Loan Proceeds: SPB

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

| | |
|--|---|
| <input checked="" type="checkbox"/> To pay vendors directly? | <input type="checkbox"/> To reimburse local government for vendor payments? |
| <input type="checkbox"/> To make advances to other state funds*? | <input type="checkbox"/> To make advances to State Architect Revolving Fund*? |

*If Yes, specify :

2. 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

3. Will any of the loan proceeds be used to fund Construction or Design-Build project costs? Yes No

*If Yes, include a completed real estate “due diligence” memo; in addition, if total Bond funded costs will exceed \$5,000,000, provide a certification letter signed by the Director of Finance pursuant to PMIA Loan Policy Section 3.0 E(5) or E(6).

PROVIDE DATE(S) THE STATE PUBLIC WORKS BOARD AUTHORIZED INTERIM FINANCING (LOAN REQUESTS) FOR THIS PROJECT INCLUDING AUTHORIZING THE REPAYMENT OF THE LOAN FROM THE SALE OF BONDS:

| Date Action(s) Taken | Type of Authorization |
|---|--|
| 3/14/2008 State Public Works Board | <input checked="" type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |

PART II. RECOMMENDATION AND CONDITIONS
(Completed by Public Finance Division of the State Treasurer’s Office)

This application is recommended for approval

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 \$ 5,030,000.00

Conditions (if applicable):

This application is not recommended for approval by the Public Finance Division, per the PMIB Staff Report.

Signature: Director, Public Finance Division _____ Date: _____

PART III. RECOMMENDATION
(Completed by Pooled Money Investment Board Executive Secretary)

This request is recommended for approval rejection modification

Approved loan amount \$ _____ Loan to be made no sooner than _____

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date: _____

COMPLETE LOAN PACKAGE REQUIRED IN ORDER TO BE CONSIDERED
(See attached Instructions for detailed information)

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans for State Public Works Board Bond Programs

FOR STO USE ONLY
PMIB NO.
1120007

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

Total Project Appropriation: \$975,000,000.00 Proposed Funding Date: 9/23/2011
Loan Amount: ~~\$10,179,000.00~~ 5,030,000 271B

At the discretion of the Board and upon notice to the Department, 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 on or before 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or 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 ("Act"):

- Public Safety and Offender Rehabilitation Services Act of 2007, as amended (AB 900)
 State Building Construction Act
 Other, specify:

SPWB AUTHORIZATION(S)

This loan, including repayment from bond sales was authorized by the SPWB on the following date(s): 3/14/08, _____, _____

The department consents to have the proceeds of the sale of these Bonds used to repay the loan principal and interest to the Pooled Money Investment Account. From the time the loan is funded until the loan proceeds are expended by the Department, 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 Department shall agree to a new loan to repay the principal and interest of this loan. Repayment of the principal of and interest on this loan is a special limited obligation to be paid from the proceeds of bonds when issued or from the proceeds of a new loan, and repayment from any other source is subject to appropriation by the Legislature. If bond proceeds are not available because the project is canceled or bonds will not be issued, the Department will cooperate with the SPWB in providing an alternate plan for repayment from other lawfully available funds, including repayment from the Department's support appropriation for this current fiscal year, as authorized by the Legislature in the Budget Act.

LOAN RECIPIENT SIGNATURES: The Director attests, by the signature below, this loan request and the department's use of the funds complies with all of the terms, conditions and requirements of the State Public Works Board bond program. The Department agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

The Department further certifies by the signature below: (i) The appropriation(s) listed in Part I of the Loan Request are valid and current; (ii) it will seek a re-appropriation for any expiring unencumbered appropriations during the life of the requested loan, and (iii) Check one of the following ~ No litigation exists relating to this project -OR- Litigation exists and a written explanation disclosing such litigation is attached in conjunction with this Loan Agreement for evaluation by the SPWB, bond counsel and the Attorney General's Office.

Department Name: Corrections and Rehabilitation
Deputy Director's Signature: [Signature] Date: 8/12/11

The State Public Works Board certifies by the signature below: (i) it will provide a written plan for paying off a loan, within 60 days, should this project be cancelled or a determination is made that bonds will not be sold, and (ii) all necessary documentation for this loan application to be considered is attached (see instructions).

Signature: State Public Works Board Administrative Secretary: [Signature] Date: 8/18/11

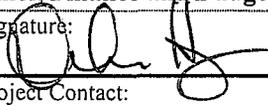
Table with columns: MEMBER, AYE, NO. Rows include Treasurer of the State of California, Controller of the State of California, Director of Finance of the State of California, and Executive Secretary of the Pooled Money Investment Board.

New Loan Renewal

LOAN REQUEST for Pooled Money Investment Account Loans for State Public Works Board (“SPWB”) Bond Programs. Loan is due on or before 364 days from the date loan is funded.

FOR STO USE ONLY
PMIB NO. 1120008

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION
(Completed by Requesting Department)

| | | | |
|---|--|--|--|
| Department Name: Corrections and Rehabilitation | | Total Project Appropriation: \$710,940,000.00 | Amount Requested: \$7,105,000.00 |
| Appropriation(s) to be Funded: Ch 7/07 AB900 5225-801-0660 61.01.754 Phase I, Medical/ Mental/ Dental | | Government Code Sections 15819.40 (c) and (d) and 15819.401-15819.404 | Date Funds Needed: 9/23/2011 |
| Department Contact: Sarah VanDyke | Title: Chief, Finance and Budgeting Section | Phone: 916-255-2252 | |
| Department Director’s Name (please print): Deborah Hysen, Deputy Director | Signature:  | Date: 7/30/11 | |
| Name of SPWB Project: COR: Ad Seg Unit/EOP Office and Treatment Space | Project Contact: Keith Beland | Phone: 916-255-2191 | |
| SCO Fund # (for renewals only): | Phase of Project (select all that apply): <input type="checkbox"/> A <input checked="" type="checkbox"/> PP <input checked="" type="checkbox"/> WD <input checked="" type="checkbox"/> C <input type="checkbox"/> E - or - <input type="checkbox"/> PCCD <input type="checkbox"/> D-B | Estimated Project Completion Date: 2/13/2013 | |

Use of Loan Proceeds:

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

| | |
|--|---|
| <input checked="" type="checkbox"/> To pay vendors directly? | <input type="checkbox"/> To reimburse local government for vendor payments? |
| <input type="checkbox"/> To make advances to other state funds*? | <input type="checkbox"/> To make advances to State Architect Revolving Fund*? |

*If Yes, specify :
- 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
- Will any of the loan proceeds be used to fund Construction or Design-Build project costs? Yes No

*If Yes, include a completed real estate “due diligence” memo; in addition, if total Bond funded costs will exceed \$5,000,000, provide a certification letter signed by the Director of Finance pursuant to PMIA Loan Policy Section 3.0 E(5) or E(6).

PROVIDE DATE(S) THE STATE PUBLIC WORKS BOARD AUTHORIZED INTERIM FINANCING (LOAN REQUESTS) FOR THIS PROJECT INCLUDING AUTHORIZING THE REPAYMENT OF THE LOAN FROM THE SALE OF BONDS:

| Date Action(s) Taken | Type of Authorization |
|---|--|
| 3/14/2008 State Public Works Board | <input checked="" type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |

PART II. RECOMMENDATION AND CONDITIONS
(Completed by Public Finance Division of the State Treasurer’s Office)

This application is recommended for approval

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

First \$ 2,130,000.00 to be used to pay/reduce existing PMIB loan # 1070021

Reduce amount of loan to \$ _____

Conditions (if applicable):

This application is not recommended for approval by the Public Finance Division, per the PMIB Staff Report.

Signature: Director, Public Finance Division _____ Date: _____

PART III. RECOMMENDATION
(Completed by Pooled Money Investment Board Executive Secretary)

This request is recommended for approval rejection modification

Approved loan amount \$ _____ Loan to be made no sooner than _____

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date: _____

COMPLETE LOAN PACKAGE REQUIRED IN ORDER TO BE CONSIDERED
(See attached Instructions for detailed information)

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans for State Public Works Board Bond Programs

FOR STO USE ONLY
PMIB NO.
1120008

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

Total Project Appropriation: \$710,940,000.00 Proposed Funding Date: 9/23/2011
Loan Amount: \$7,105,000.00

At the discretion of the Board and upon notice to the Department, 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 on or before 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or 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 ("Act"):

- Public Safety and Offender Rehabilitation Services Act of 2007, as amended (AB 900)
 State Building Construction Act
 Other, specify:

SPWB AUTHORIZATION(S)

This loan, including repayment from bond sales was authorized by the SPWB on the following date(s): 3/14/08, _____, _____

The department consents to have the proceeds of the sale of these Bonds used to repay the loan principal and interest to the Pooled Money Investment Account. From the time the loan is funded until the loan proceeds are expended by the Department, 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 Department shall agree to a new loan to repay the principal and interest of this loan. Repayment of the principal of and interest on this loan is a special limited obligation to be paid from the proceeds of bonds when issued or from the proceeds of a new loan, and repayment from any other source is subject to appropriation by the Legislature. If bond proceeds are not available because the project is canceled or bonds will not be issued, the Department will cooperate with the SPWB in providing an alternate plan for repayment from other lawfully available funds, including repayment from the Department's support appropriation for this current fiscal year, as authorized by the Legislature in the Budget Act.

LOAN RECIPIENT SIGNATURES: The Director attests, by the signature below, this loan request and the department's use of the funds complies with all of the terms, conditions and requirements of the State Public Works Board bond program. The Department agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

The Department further certifies by the signature below: (i) The appropriation(s) listed in Part I of the Loan Request are valid and current; (ii) it will seek a re-appropriation for any expiring unencumbered appropriations during the life of the requested loan, and (iii) Check one of the following ~ No litigation exists relating to this project -OR- Litigation exists and a written explanation disclosing such litigation is attached in conjunction with this Loan Agreement for evaluation by the SPWB, bond counsel and the Attorney General's Office.

Department Name: Corrections and Rehabilitation
Deputy Director's Signature: [Signature] Date: 7/30/11

The State Public Works Board certifies by the signature below: (i) it will provide a written plan for paying off a loan, within 60 days, should this project be cancelled or a determination is made that bonds will not be sold, and (ii) all necessary documentation for this loan application to be considered is attached (see instructions).

Signature: State Public Works Board Administrative Secretary: [Signature] Date: 8/18/11

Table with columns: MEMBER, AYE, NO. Rows include Treasurer of the State of California, Controller of the State of California, Director of Finance of the State of California, and Executive Secretary of the Pooled Money Investment Board.

112008

**PMIA Loan Request for SPWB Bond Programs
Cashflow Statement**

Department Name: Corrections & Rehabilitation Project Name: COR ASU/EOP Treatment & Office Space
 Year: 2011 / 2012 Est. Project Completion Date: 2/13/2013
 Date: 8/18/2011 Est. Phase Completion Date: N/A Acquisition
 Loan Amount ⁽¹⁾: \$ 7,105,000 3/11/2011 Prelim Plans
 Funds Disbursed to _____ *Per SCO Report dated 7/18/11 9/22/2011 Work Draw
 Date: \$ 253,186 (incl Prior Interest & Admin) 2/13/2013 Constr ⁽²⁾
 Name of Bond Program: Lease Revenue - COR ASU/EOP Treatment & Office Space N/A Equip
 N/A 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

| Prior yrs | 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) |
|-----------|-----------------------|---------------------|----------------------|------------------------------------|--------------------------|-----------------------------------|
| | Jun. - Aug 10 | 310,411.00 | 31,878.31 | | 31,878 | P |
| 1 | Sep-10 | 105,137.00 | 3,188.74 | | 35,067 | P |
| 2 | Oct-10 | 100,137.00 | - | | 35,067 | P |
| 3 | Nov-10 | 100,137.00 | 19,554.28 | | 54,621 | P |
| 4 | Dec-10 | 100,137.00 | 13,045.76 | | 67,667 | P |
| 5 | Jan-11 | 179,698.00 | 73,438.56 | | 141,106 | P |
| 6 | Feb-11 | 174,247.00 | 74,623.26 | | 215,729 | P |
| 7 | Mar-11 | 174,247.00 | - | | 215,729 | P |
| 8 | Apr-11 | 122,700.00 | 31,296.62 | | 247,026 | P, W |
| 9 | May-11 | 122,700.00 | - | | 247,026 | P, W |
| 10 | Jun-11 | 122,700.00 | - | | 247,026 | P, W |
| 11 | Jul-11 | 133,700.00 | | 500,000.00 | 747,026 | P, W |
| 12 | Aug-11 | 122,700.00 | | 405,000.00 | 1,152,026 | P, W |
| | Prior Interest | | 620.28 | | 1,152,646 | |
| | Current Interest | | 1,205.36 | | 1,153,851 | |
| | Admin. ⁽³⁾ | | 6,434.00 | 7,500.00 | 1,167,785 | |
| 13 | Sep-11 | | | 260,000.00 | 1,427,785 | W |
| 14 | Oct-11 | | | 265,000.00 | 1,692,785 | W |
| 15 | Nov-11 | | | 181,000.00 | 1,873,785 | C |
| 16 | Dec-11 | | | 377,000.00 | 2,250,785 | C |
| 17 | Jan-12 | | | 488,000.00 | 2,738,785 | C |
| 18 | Feb-12 | | | 488,000.00 | 3,226,785 | C |
| 19 | Mar-12 | | | 684,000.00 | 3,910,785 | C |
| 20 | Apr-12 | | | 631,000.00 | 4,541,785 | C |
| 21 | May-12 | | | 631,000.00 | 5,172,785 | C |
| 22 | Jun-12 | | | 631,000.00 | 5,803,785 | C |
| 23 | Jul-12 | | | 670,000.00 | 6,473,785 | C |
| 24 | Aug-12 | | | 631,000.00 | 7,105,000 | C |

(1) Rounded up to nearest thousand;

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

(3) Projected Admin. includes estimated fees from STO, SCO and DOF.

LOAN REQUEST for Pooled Money Investment Account Loans for State Public Works Board (“SPWB”) Bond Programs. Loan is due on or before 364 days from the date loan is funded.

FOR STO USE ONLY
PMIB NO. 1120009

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION
(Completed by Requesting Department)

| | | | |
|---|--|--|---|
| Department Name: Corrections and Rehabilitation | | Total Project Appropriation: \$710,940,000.00 | Amount Requested: \$9,192,000 |
| Appropriation(s) to be Funded: Ch 7/07 AB900 5225-801-0660 61.01.754 Phase I, Medical/ Mental/ Dental | | Government Code Sections 15819.40 (c) and (d) and 15819.401-15819.404 | Date Funds Needed: 9/23/2011 |
| Department Contact: Sarah VanDyke | Title: Chief, Finance and Budgeting Section | Phone: 916-255-2252 | |
| Department Director’s Name (please print): Deborah Hysen, Deputy Director | Signature:  | Date: 7/30/11 | |
| Name of SPWB Project: SAC: Psychiatric Services Unit Office and Treatment Space | Project Contact: Keith Beland | Phone: 916-255-2191 | |
| SCO Fund # (for renewals only): | Phase of Project (select all that apply): <input type="checkbox"/> A <input checked="" type="checkbox"/> PP <input checked="" type="checkbox"/> WD <input checked="" type="checkbox"/> C <input type="checkbox"/> E - or - <input type="checkbox"/> PCCD <input type="checkbox"/> D-B | Estimated Project Completion Date: 3/26/2013 | |

Use of Loan Proceeds:

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

| | |
|--|---|
| <input checked="" type="checkbox"/> To pay vendors directly? | <input type="checkbox"/> To reimburse local government for vendor payments? |
| <input type="checkbox"/> To make advances to other state funds*? | <input type="checkbox"/> To make advances to State Architect Revolving Fund*? |

*If Yes, specify :

2. 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

3. Will any of the loan proceeds be used to fund Construction or Design-Build project costs? Yes No
*If Yes, include a completed real estate “due diligence” memo; in addition, if total Bond funded costs will exceed \$5,000,000, provide a certification letter signed by the Director of Finance pursuant to PMIA Loan Policy Section 3.0 E(5) or E(6).

PROVIDE DATE(S) THE STATE PUBLIC WORKS BOARD AUTHORIZED INTERIM FINANCING (LOAN REQUESTS) FOR THIS PROJECT INCLUDING AUTHORIZING THE REPAYMENT OF THE LOAN FROM THE SALE OF BONDS:

| Date Action(s) Taken | Type of Authorization |
|---|--|
| 3/14/2008 State Public Works Board | <input checked="" type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |

PART II. RECOMMENDATION AND CONDITIONS
(Completed by Public Finance Division of the State Treasurer’s Office)

This application is recommended for approval

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

First \$ 2,239,000.00 to be used to pay/reduce existing PMIB loan # 1010022

Reduce amount of loan to \$ _____

Conditions (if applicable):

This application is not recommended for approval by the Public Finance Division, per the PMIB Staff Report.

Signature: Director, Public Finance Division _____ Date: _____

PART III. RECOMMENDATION
(Completed by Pooled Money Investment Board Executive Secretary)

This request is recommended for approval rejection modification

Approved loan amount \$ _____ Loan to be made no sooner than _____

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date: _____

COMPLETE LOAN PACKAGE REQUIRED IN ORDER TO BE CONSIDERED
(See attached Instructions for detailed information)

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans for State Public Works Board Bond Programs

FOR STO USE ONLY
 PMIB NO.
 1120009

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

Total Project Appropriation: \$710,940,000.00 Proposed Funding Date: 9/23/2011
 Loan Amount: \$9,192,000.00

At the discretion of the Board and upon notice to the Department, 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 on or before 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or 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 (“Act”):

Public Safety and Offender Rehabilitation Services Act of 2007, as amended (AB 900) State Building Construction Act Other, specify: _____

SPWB AUTHORIZATION(S)

This loan, including repayment from bond sales was authorized by the SPWB on the following date(s): 3/14/08, _____, _____

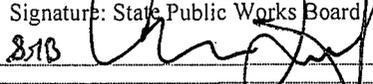
The department consents to have the proceeds of the sale of these Bonds used to repay the loan principal and interest to the Pooled Money Investment Account. From the time the loan is funded until the loan proceeds are expended by the Department, the loan proceeds shall be invested in the Surplus Money 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 Department shall agree to a new loan to repay the principal and interest of this loan. Repayment of the principal of and interest on this loan is a special limited obligation to be paid from the proceeds of bonds when issued or from the proceeds of a new loan, and repayment from any other source is subject to appropriation by the Legislature. If bond proceeds are not available because the project is canceled or bonds will not be issued, the Department will cooperate with the SPWB in providing an alternate plan for repayment from other lawfully available funds, including repayment from the Department's support appropriation for this current fiscal year, as authorized by the Legislature in the Budget Act.

LOAN RECIPIENT SIGNATURES: The Director attests, by the signature below, this loan request and the department’s use of the funds complies with all of the terms, conditions and requirements of the State Public Works Board bond program. The Department agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

The Department further certifies by the signature below: (i) The appropriation(s) listed in Part I of the Loan Request are valid and current; (ii) it will seek a re-appropriation for any expiring unencumbered appropriations during the life of the requested loan, and (iii) *Check one of the following* ~ No litigation exists relating to this project -OR- Litigation exists and a written explanation disclosing such litigation is attached in conjunction with this Loan Agreement for evaluation by the SPWB, bond counsel and the Attorney General’s Office.

Department Name
Corrections and Rehabilitation
 Deputy Director’s Signature  Date 7/30/11

The State Public Works Board certifies by the signature below: (i) it will provide a written plan for paying off a loan, within 60 days, should this project be cancelled or a determination is made that bonds will not be sold, and (ii) all necessary documentation for this loan application to be considered is attached (see instructions).

Signature: State Public Works Board Administrative Secretary  Date 8/18/11

| 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): | | |

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date _____

**PMIA Loan Request for SPWB Bond Programs
Cashflow Statement**

1120009

Department Name: Corrections & Rehabilitation Project Name: SAC PSU Treatment & Office Space
 Year: 2011 / 2012 Est. Project Completion Date: 3/26/2013
 Date: 8/18/2011 Est. Phase Completion Date: N/A Acquisition
 Loan Amount ⁽¹⁾: \$ 9,192,000 4/8/2011 Prelim Plans
 Funds Disbursed to *Per SCO Report dated 7/18/11 9/22/2011 Work Draw
 Date: \$ 978,993 (incl Prior Interest & Admin) 3/26/2013 Constr ⁽²⁾
 Name of Bond Program: Lease Revenue - SAC PSU Treatment & Office Space N/A Equip
N/A 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) |
|-----------|-----------------------|---------------------|----------------------|------------------------------------|--------------------------|-----------------------------------|
| Prior yrs | Jun - Aug 10 | 308,974.00 | 99,454.18 | | 99,454 | P |
| 1 | Sep-10 | 104,658.00 | 25,222.76 | | 124,677 | P |
| 2 | Oct-10 | - | - | | 124,677 | P |
| 3 | Nov-10 | 292,244.00 | 36,768.57 | | 161,446 | P |
| 4 | Dec-10 | 146,122.00 | 13,864.95 | | 175,310 | P |
| 5 | Jan-11 | 151,591.00 | 387,125.72 | | 562,436 | P |
| 6 | Feb-11 | 146,122.00 | 49,896.53 | | 612,333 | P |
| 7 | Mar-11 | 146,122.00 | 265,439.42 | | 877,772 | P |
| 8 | Apr-11 | 146,122.00 | 64,330.95 | | 942,103 | P |
| 9 | May-11 | 127,750.00 | 14,653.75 | | 956,757 | P, W |
| 10 | Jun-11 | 127,750.00 | - | | 956,757 | P, W |
| 11 | Jul-11 | 138,750.00 | | 450,000.00 | 1,406,757 | P, W |
| 12 | Aug-11 | 127,750.00 | | 394,000.00 | 1,800,757 | W |
| | Prior Interest | | 781.32 | | 1,801,538 | |
| | Current Interest | | 3,393.65 | | 1,804,932 | |
| | Admin. ⁽³⁾ | | 6,434.00 | 7,500.00 | 1,818,866 | |
| 13 | Sep-11 | | | 200,000.00 | 2,018,866 | W |
| 14 | Oct-11 | | | 100,000.00 | 2,118,866 | W |
| 15 | Nov-11 | | | 236,000.00 | 2,354,866 | C |
| 16 | Dec-11 | | | 482,000.00 | 2,836,866 | C |
| 17 | Jan-12 | | | 643,000.00 | 3,479,866 | C |
| 18 | Feb-12 | | | 643,000.00 | 4,122,866 | C |
| 19 | Mar-12 | | | 889,000.00 | 5,011,866 | C |
| 20 | Apr-12 | | | 825,000.00 | 5,836,866 | C |
| 21 | May-12 | | | 825,000.00 | 6,661,866 | C |
| 22 | Jun-12 | | | 825,000.00 | 7,486,866 | C |
| 23 | Jul-12 | | | 880,000.00 | 8,366,866 | C |
| 24 | Aug-12 | | | 825,000.00 | 9,192,000 | C |

(1) Rounded up to nearest thousand;

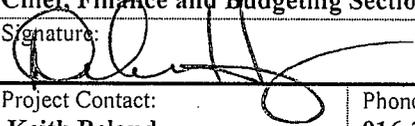
(2) Any project requesting construction funds for the first time must have a completed due diligence memo submitted with loan application;

(3) Projected Admin. includes estimated fees from STO, SCO and DOF.

LOAN REQUEST for Pooled Money Investment Account Loans for State Public Works Board (“SPWB”) Bond Programs. Loan is due on or before 364 days from the date loan is funded.

FOR STO USE ONLY
 PMIB NO. 12001D

PART I. LOAN REQUEST/BOND PROGRAM INFORMATION
 (Completed by Requesting Department)

| | | | |
|---|--|---|--|
| Department Name: Corrections and Rehabilitation | | Total Project Appropriation: \$710,940,000.00 | Amount Requested: \$11,426,000 |
| Appropriation(s) to be Funded: Ch 7/07 AB900 5225-801-0660 61.01.754 Phase I, Medical/ Mental/ Dental | | Government Code Sections 15819.40 (c) and (d) and 15819.401-15819.404 | Date Funds Needed: 9/23/2011 |
| Department Contact: Sarah VanDyke | Title: Chief, Finance and Budgeting Section | Phone: 916-255-2252 | |
| Department Director’s Name (please print): Deborah Hysen, Deputy Director | Signature:  | Date: | |
| Name of SPWB Project: SVSP, Soledad: EOP Treatment and Office Space -A Facility | Project Contact: Keith Beland | Phone: 916-255-2191 | |
| SCO Fund # (for renewals only): | Phase of Project (select all that apply): <input type="checkbox"/> A <input checked="" type="checkbox"/> PP <input checked="" type="checkbox"/> WD <input checked="" type="checkbox"/> C <input type="checkbox"/> E - or - <input type="checkbox"/> PCCD <input type="checkbox"/> D-B | Estimated Project Completion Date: 7/30/2013 | |

Use of Loan Proceeds:

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

| | |
|--|---|
| <input checked="" type="checkbox"/> To pay vendors directly? | <input type="checkbox"/> To reimburse local government for vendor payments? |
| <input type="checkbox"/> To make advances to other state funds*? | <input type="checkbox"/> To make advances to State Architect Revolving Fund*? |

*If Yes, specify :

2. 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

3. Will any of the loan proceeds be used to fund Construction or Design-Build project costs? Yes No ²⁷⁶

*If Yes, include a completed real estate “due diligence” memo; in addition, if total Bond funded costs will exceed \$5,000,000, provide a certification letter signed by the Director of Finance pursuant to PMIA Loan Policy Section 3.0 E(5) or E(6).

PROVIDE DATE(S) THE STATE PUBLIC WORKS BOARD AUTHORIZED INTERIM FINANCING (LOAN REQUESTS) FOR THIS PROJECT INCLUDING AUTHORIZING THE REPAYMENT OF THE LOAN FROM THE SALE OF BONDS:

| Date Action(s) Taken | Type of Authorization |
|---|--|
| 3/14/2008 State Public Works Board | <input checked="" type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |
| | <input type="checkbox"/> Loan <input type="checkbox"/> Sale |

PART II. RECOMMENDATION AND CONDITIONS
 (Completed by Public Finance Division of the State Treasurer’s Office)

This application is recommended for approval

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

First \$ 3,093,000.00 to be used to pay/reduce existing PMIB loan # 10/0034

Reduce amount of loan to \$ _____

Conditions (if applicable):

This application is not recommended for approval by the Public Finance Division, per the PMIB Staff Report.

Signature: Director, Public Finance Division _____ Date: _____

PART III. RECOMMENDATION
 (Completed by Pooled Money Investment Board Executive Secretary)

This request is recommended for approval rejection modification

Approved loan amount \$ _____ Loan to be made no sooner than _____

Signature: Executive Secretary of the Pooled Money Investment Board _____ Date: _____

COMPLETE LOAN PACKAGE REQUIRED IN ORDER TO BE CONSIDERED
(See attached Instructions for detailed information)

PART IV. LOAN AGREEMENT for Pooled Money Investment Account Loans for State Public Works Board Bond Programs

FOR STATE USE ONLY
PMIB NO. 1120010

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

Total Project Appropriation: \$710,940,000.00 Proposed Funding Date: 9/23/2011
Loan Amount: \$11,426,000

At the discretion of the Board and upon notice to the Department, 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 on or before 364 days (or the next preceding business day if the due date falls on a state holiday, a Saturday or 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 ("Act"):

- Public Safety and Offender Rehabilitation Services Act of 2007, as amended (AB 900)
 State Building Construction Act
 Other, specify:

SPWB AUTHORIZATION(S)

This loan, including repayment from bond sales was authorized by the SPWB on the following date(s): 3/14/08, _____, _____

The department consents to have the proceeds of the sale of these Bonds used to repay the loan principal and interest to the Pooled Money Investment Account. From the time the loan is funded until the loan proceeds are expended by the Department, 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 Department shall agree to a new loan to repay the principal and interest of this loan. Repayment of the principal of and interest on this loan is a special limited obligation to be paid from the proceeds of bonds when issued or from the proceeds of a new loan, and repayment from any other source is subject to appropriation by the Legislature. If bond proceeds are not available because the project is canceled or bonds will not be issued, the Department will cooperate with the SPWB in providing an alternate plan for repayment from other lawfully available funds, including repayment from the Department's support appropriation for this current fiscal year, as authorized by the Legislature in the Budget Act.

LOAN RECIPIENT SIGNATURES: The Director attests, by the signature below, this loan request and the department's use of the funds complies with all of the terms, conditions and requirements of the State Public Works Board bond program. The Department agrees to pay administrative fees in connection with this loan from any appropriation available for such purpose.

The Department further certifies by the signature below: (i) The appropriation(s) listed in Part I of the Loan Request are valid and current; (ii) it will seek a re-appropriation for any expiring unencumbered appropriations during the life of the requested loan, and (iii) Check one of the following ~ No litigation exists relating to this project -OR- Litigation exists and a written explanation disclosing such litigation is attached in conjunction with this Loan Agreement for evaluation by the SPWB, bond counsel and the Attorney General's Office.

Department Name: Corrections and Rehabilitation
Deputy Director's Signature: [Signature]
Date: 7/29/11

The State Public Works Board certifies by the signature below: (i) it will provide a written plan for paying off a loan, within 60 days, should this project be cancelled or a determination is made that bonds will not be sold, and (ii) all necessary documentation for this loan application to be considered is attached (see instructions).

Signature: State Public Works Board Administrative Secretary: [Signature]
Date: 8/18/11

Table with 3 columns: MEMBER, AYE, NO. Rows include Treasurer of the State of California, Controller of the State of California, Director of Finance of the State of California, and Executive Secretary of the Pooled Money Investment Board.

**PMIA Loan Request for SPWB Bond Programs
Cashflow Statement**

112,000

Department Name: Corrections & Rehabilitation Project Name: SVSP EOP Treatment & Office Space
 Year: 2011 / 2012 Est. Project Completion Date: 7/30/2013
 Date: 8/18/2011 Est. Phase Completion Date: N/A Acquisition
 Loan Amount ⁽¹⁾: \$ 11,426,000 1/14/2011 Prelim Plans
 Funds Disbursed to *Per SCO Report dated 7/18/11 8/25/2011 Work Draw
 Date: \$ 1,920,438 (incl Prior Interest & Admin) 7/30/2013 Constr ⁽²⁾
 Name of Bond Program: Lease Revenue - SVSP EOP Treatment & Office Space N/A Equip
N/A Design-Build

| | (1) | (2) | (3) | (4) | (5) | (6) |
|-----------|-----------------------|---------------------|----------------------|------------------------------------|--------------------------|-----------------------------------|
| | 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) |
| Prior yrs | Jun - Aug 10 | 529,335.00 | 61,487.35 | | 61,487 | P |
| 1 | Sep-10 | 173,444.00 | 18,669.43 | | 80,157 | P |
| 2 | Oct-10 | 173,445.00 | 619,424.80 | | 699,582 | P |
| 3 | Nov-10 | 183,444.00 | 319,548.59 | | 1,019,130 | P |
| 4 | Dec-10 | 183,445.00 | 1,800.54 | | 1,020,931 | P |
| 5 | Jan-11 | 188,444.00 | 76,738.66 | | 1,097,669 | P |
| 6 | Feb-11 | 183,122.00 | 11,901.85 | | 1,109,571 | P |
| 7 | Mar-11 | 183,122.00 | 9,825.50 | | 1,119,397 | P, W |
| 8 | Apr-11 | 156,722.00 | 248,592.58 | | 1,367,989 | P, W |
| 9 | May-11 | 167,822.00 | 215,062.36 | | 1,583,052 | P, W |
| 10 | Jun-11 | 156,722.00 | 310,693.19 | | 1,893,745 | P, W |
| 11 | Jul-11 | 156,722.00 | | 350,000.00 | 2,243,745 | W |
| 12 | Aug-11 | 209,122.00 | | 200,000.00 | 2,443,745 | W |
| | Prior Interest | | 3,660.75 | | 2,447,406 | |
| | Current Interest | | 3,597.13 | | 2,451,003 | |
| | Admin. ⁽³⁾ | | 4,863.00 | 7,500.00 | 2,463,366 | |
| 13 | Sep-11 | | | 200,000.00 | 2,663,366 | W |
| 14 | Oct-11 | | | 200,000.00 | 2,863,366 | W |
| 15 | Nov-11 | | | 235,000.00 | 3,098,366 | W |
| 16 | Dec-11 | | | 564,000.00 | 3,662,366 | C |
| 17 | Jan-12 | | | 723,000.00 | 4,385,366 | C |
| 18 | Feb-12 | | | 806,000.00 | 5,191,366 | C |
| 19 | Mar-12 | | | 803,000.00 | 5,994,366 | C |
| 20 | Apr-12 | | | 910,000.00 | 6,904,366 | C |
| 21 | May-12 | | | 819,000.00 | 7,723,366 | C |
| 22 | Jun-12 | | | 1,077,000.00 | 8,800,366 | C |
| 23 | Jul-12 | | | 1,396,000.00 | 10,196,366 | C |
| 24 | Aug-12 | | | 1,229,000.00 | 11,426,000 | C |

(1) Rounded up to nearest thousand;

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

(3) Projected Admin. includes estimated fees from STO, SCO and DOF.