

File No. 160485

Committee Item No. 5

Board Item No. \_\_\_\_\_

### COMMITTEE/BOARD OF SUPERVISORS

#### AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date May 18, 2016

Board of Supervisors Meeting

Date \_\_\_\_\_

#### Cmte Board

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| <input type="checkbox"/>            | <input type="checkbox"/> | Motion                                       |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Resolution                                   |
| <input type="checkbox"/>            | <input type="checkbox"/> | Ordinance                                    |
| <input type="checkbox"/>            | <input type="checkbox"/> | Legislative Digest                           |
| <input type="checkbox"/>            | <input type="checkbox"/> | Budget and Legislative Analyst Report        |
| <input type="checkbox"/>            | <input type="checkbox"/> | Youth Commission Report                      |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Introduction Form                            |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/>            | <input type="checkbox"/> | MOU  |
| <input type="checkbox"/>            | <input type="checkbox"/> | Grant Information Form                       |
| <input type="checkbox"/>            | <input type="checkbox"/> | Grant Budget                                 |
| <input type="checkbox"/>            | <input type="checkbox"/> | Subcontract Budget                           |
| <input type="checkbox"/>            | <input type="checkbox"/> | Contract/Agreement                           |
| <input type="checkbox"/>            | <input type="checkbox"/> | Form 126 – Ethics Commission                 |
| <input type="checkbox"/>            | <input type="checkbox"/> | Award Letter                                 |
| <input type="checkbox"/>            | <input type="checkbox"/> | Application                                  |
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Completed by: Linda Wong Date May 13, 2016  
 Completed by: Linda Wong Date \_\_\_\_\_

1 [Multifamily Housing Revenue Bonds - Knox SRO - 241-6 Street - Not to Exceed \$20,007,442]

2  
3 **Resolution declaring the intent of the City and County of San Francisco (the "City") to**  
4 **reimburse certain expenditures from proceeds of future bonded indebtedness;**  
5 **authorizing the Director of the Mayor's Office of Housing and Community Development**  
6 **(the "Director") to submit an application and related documents to the California Debt**  
7 **Limit Allocation Committee ("CDLAC") to permit the issuance of residential mortgage**  
8 **revenue bonds in an aggregate principal amount not to exceed \$20,007,442 for**  
9 **241-6 Street, also known as the Knox SRO; authorizing and directing the Director to**  
10 **direct the Controller's Office to hold in trust an amount not to exceed \$100,000 in**  
11 **accordance with CDLAC procedures; authorizing the Director to certify to CDLAC that**  
12 **the City has on deposit the required amount; authorizing the Director to pay an amount**  
13 **equal to such deposit to the State of California if the City fails to issue the residential**  
14 **mortgage revenue bonds; authorizing and directing the execution of any documents**  
15 **necessary to implement this Resolution; and ratifying and approving any action**  
16 **heretofore taken in connection with the Project, as defined herein, and the Application,**  
17 **as defined herein.**

18  
19 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the  
20 "Board of Supervisors"), after careful study and consideration, has determined that there is a  
21 shortage of safe and sanitary housing within the City and County of San Francisco (the "City"),  
22 particularly for low and moderate income persons, and that it is in the best interest of the  
23 residents of the City and in furtherance of the health, safety, and welfare of the public for the  
24 City to assist in the financing of multi-family rental housing units; and  
25

1           WHEREAS, Acting under and pursuant to the powers reserved to the City under  
2 Sections 3, 5, and 7 of Article XI of the Constitution of the State of California and Sections  
3 1.101 and 9.107 of the Charter of the City and County of San Francisco, the City has enacted  
4 the City and County of San Francisco Residential Mortgage Revenue Bond Law (the "City  
5 Law"), constituting Article I of Chapter 43 of the San Francisco Administrative Code, in order  
6 to establish a procedure for the authorization, issuance and sale of residential mortgage  
7 revenue bonds by the City for the purpose of providing funds to encourage the availability of  
8 adequate housing and home finance for persons and families of low or moderate income, and  
9 to develop viable communities by providing decent housing, enhanced living environments,  
10 and increased economic opportunities for persons and families of low or moderate income;  
11 and

12           WHEREAS, In addition, pursuant to Division 31 of the Health and Safety Code of the  
13 State of California, and particularly Chapter 7 of Part 5 thereof (the "State Law"), the City is  
14 empowered to issue and sell bonds for the purpose of making mortgage loans or otherwise  
15 providing funds to finance the development of multi-family rental housing including units for  
16 lower income households and very low income households; and

17           WHEREAS, Knox Partners 2 LP, a California limited partnership (or any successor  
18 thereto including any successor owner of the Project, the "Developer"), desires to acquire and  
19 rehabilitate a 140-unit affordable residential rental housing development located at 241-6th  
20 Street, San Francisco, California 94103 (the "Project"); and

21           WHEREAS, The Developer has requested that the City assist in the financing of the  
22 Project through the issuance of one or more series of tax-exempt mortgage revenue bonds  
23 (the "Bonds"); and

24           WHEREAS, The City expects that proceeds of the Bonds will be used to pay certain  
25 costs incurred in connection with the Project prior to the date of issuance of the Bonds; and

1           WHEREAS, The City intends to issue the Bonds in an amount not to exceed  
2 \$20,007,442 and to loan the proceeds of the Bonds to the Developer (the "Loan") to finance  
3 the costs of the Project; and

4           WHEREAS, The Bonds will be limited obligations, payable solely from pledged  
5 security, including Project revenues, and will not constitute a debt of the City; and

6           WHEREAS, The Board of Supervisors has determined that the moneys advanced and  
7 to be advanced to pay certain expenditures of the Project are or will be available only for a  
8 temporary period and it is necessary to reimburse such expenditures with respect to the  
9 Project from the proceeds of the Bonds; and

10          WHEREAS, Section 1.150-2 of the United States Treasury Regulations requires that  
11 the Board of Supervisors declare its reasonable official intent to reimburse prior expenditures  
12 for the Project with proceeds of the Bonds; and

13          WHEREAS, Section 146 of the Code limits the amount of tax-exempt private activity  
14 bonds, which include qualified mortgage bonds, that may be issued in any calendar year by  
15 entities within a state and authorizes the legislature of each state to provide the method of  
16 allocating authority to issue tax-exempt private activity bonds within the respective state; and

17          WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the Government Code of the State  
18 of California governs the allocation in the State of California of the state ceiling established by  
19 Section 146 of the Code among governmental units in the State having the authority to issue  
20 tax-exempt private activity bonds; and

21          WHEREAS, Section 8869.85(b) of the Government Code requires that a local agency  
22 file an application for a portion of the state ceiling with or upon the direction of the California  
23 Debt Allocation Committee ("CDLAC") prior to the issuance of tax-exempt private activity  
24 bonds, including qualified mortgage bonds; and

1           WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to  
2 certify to CDLAC that applicant has on deposit an amount equal to one-half of one percent  
3 (1/2%) of the amount of allocation requested not to exceed \$100,000.00; now, therefore, be it

4           RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as  
5 follows:

6           Section 1. The Board of Supervisors finds and determines that the foregoing recitals  
7 are true and correct.

8           Section 2. The Board of Supervisors adopts this Resolution for purposes of  
9 establishing compliance with the requirements of Section 1.150-2 of the United States  
10 Treasury Regulations. This Resolution does not bind the Board of Supervisors to issue the  
11 Bonds, approve the Loan or to make any expenditure, incur any indebtedness or proceed with  
12 the Project.

13           Section 3. The Board of Supervisors hereby declares its official intent under United  
14 States Treasury Regulations Section 1.150-2 to use proceeds of the Bonds to reimburse  
15 expenditures incurred in connection with the Project. The Board of Supervisors hereby further  
16 declares its intent to use such proceeds to reimburse the Developer for actual expenditures  
17 made by the Developer on the Project.

18           Section 4. On the date of the expenditure to be reimbursed, all reimbursable costs of  
19 the Project will be of a type properly chargeable to a capital account under general federal  
20 income tax principles.

21           Section 5. The maximum principal amount of debt expected to be issued for the Project  
22 is \$20,007,442.

23           Section 6. The Board of Supervisors hereby authorizes the Director of the Mayor's  
24 Office of Housing and Community Development, or his designee (the "Director"), on behalf of  
25 the City, to submit an application (the "Application"), and such other documents as may be

1 required, to CDLAC pursuant to Government Code Section 8869.85 for an allocation for the  
2 Project of a portion of the state ceiling for private activity bonds in a principal amount not to  
3 exceed \$20,007,442.

4 Section 7. An amount equal to one-half of one percent (0.5%) of the amount of the  
5 CDLAC allocation requested for the Project, not to exceed \$100,000 ("Deposit"), is hereby  
6 authorized to be held on deposit in connection with the Application and the applicable CDLAC  
7 procedures, and the Director is authorized to certify to CDLAC that such funds are available.

8 Section 8. If the City receives a CDLAC allocation for the Project and the Bonds are not  
9 issued, the Mayor's Office of Housing and Community Development is hereby authorized to  
10 cause an amount equal to the Deposit to be paid to the State of California, if and to the extent  
11 required by CDLAC.

12 Section 9. The officers and employees of the City and the Director are hereby  
13 authorized and directed, jointly and severally, to do any and all things necessary or advisable  
14 to consummate the receipt of an allocation from CDLAC and otherwise effectuate the  
15 purposes of this Resolution, consistent with the documents cited herein and this Resolution,  
16 and all actions previously taken by such officers and employees with respect to the Project,  
17 consistent with the documents cited herein and this Resolution, including but not limited to the  
18 submission of the application to CDLAC, are hereby ratified and approved.

19 Section 10. This Resolution shall take effect from and after its adoption by the Board  
20  
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1 and approval by the Mayor.

2  
3 APPROVED AS TO FORM:  
4 DENNIS J. HERRERA  
5 City Attorney

6 By: Kenneth David Roux  
7 Kenneth David Roux  
8 Deputy City Attorney  
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May 3, 2016

**City and County of San Francisco  
Multifamily Housing Revenue Bond Program  
Project Description**

*Knox SRO*

**Overview**

The funds described in the “Financing Structure” section below will be used to finance the acquisition and rehabilitation of the Knox SRO, a 140-unit affordable multifamily housing project located at 241 6<sup>th</sup> Street in the City and County of San Francisco (the “Project”).

Following rehabilitation, the Project will include approximately 54,450 square feet of gross floor area, comprised of 47,950 square feet of residential area and 6,500 square feet of non-residential area. Non-residential spaces will include a front entrance reception area, manager’s office, elevator entrance lobby, mail room, laundry room, social worker’s office, men’s and women’s restrooms, trash room, gas and electric meter rooms, program office, and a community room.

Total project costs, including the cost to acquire the land and rehabilitate existing buildings, will be approximately \$20,007,442 or \$142,910 per dwelling unit.

The unit distribution will consist of the following:

<b><u>Unit type</u></b>	<b><u>Number of units</u></b>
Studio (residential)	139
Studio (manager)	1
<b>Total Units</b>	<b>140</b>

All of the residential units will serve households earning no more than 40% of the San Francisco County Area Median Income (“AMI”).

**Residents**

It is the intent of the developer to temporarily relocation tenants to vacant units within the building while their units are being rehabilitated. Tenants are expected to be temporarily relocated for no longer than 30 days during each phase of the rehabilitation. If any tenants are temporarily relocated outside the building, they will have the right to return to their unit after rehabilitation.

**Site Description and Scope of Work**

Address: 241 6th Street, San Francisco, CA 94103  
Block/Lot: 3772/078

The scope of work for the substantial rehabilitation will include (without limitation):

- installation of new kitchen cabinets and counters;
- new roofing and waterproofing;
- new doors and hardware;
- installation of energy efficient/double pane windows;
- repair/replacement of unit and common area flooring;



- exterior and interior painting;
- replacement of showers, tubs, and toilets;
- installation of Energy Star-rated appliances and Dwyer kitchen units;
- refinishing of elevators,
- installation of security cameras,
- plumbing work,
- accessibility upgrades (per ADA standards),
- upgrades to signs,
- installation of a back-up generator, and
- heating/ventilation improvements.

### **Development and Management Team**

Project Sponsor: TODCO, Inc.  
General Contractor: NCR Construction, Inc.  
Architect of Record: Barcelon and Jang  
Property Manager: John Stewart Company (JSCo)

### **Project Ownership Structure**

Borrower Entity: Knox Partners 2 LP  
Managing General Partner: Knox LLC  
Managing Member: TODCO/YBC 3

An investor will own a 99.99% interest in the borrower entity.

### **Financing Structure**

The following sources of capital financing are expected to be utilized:

- tax-exempt bonds issued by the City (construction period only);
- 4% low income housing tax credits (“LIHTC”);
- seller carryback financing from Knox Partners Limited Partnership;
- a first mortgage (from the California Department of Housing and Community Development);
- soft debt from the City;
- general partner equity; and
- a sponsor loan of existing reserves.

The sale of LIHTC will generate equity financing for the Project. The amount of private activity tax-exempt bonds used during construction will be sized specifically to meet the 50% of aggregate basis test required for the LIHTC. The calculation of tax credits utilizes a 30% basis boost as the U.S. Department of Housing and Urban Development has designated San Francisco County a “difficult development area.”

### **Schedule**

Financing is anticipated to close between March and June 2017, with construction commencing within 30 days of closing. All construction is scheduled to be completed November 12, 2018.

Print Form

RECEIVED  
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Time stamp  
or meeting date AK

# Introduction Form

By a Member of the Board of Supervisors or the Mayor

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion, or Charter Amendment)
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning "Supervisor [ ] inquires"
- 5. City Attorney request.
- 6. Call File No. [ ] from Committee.
- 7. Budget Analyst request (attach written motion).
- 8. Substitute Legislation File No. [ ]
- 9. Reactivate File No. [ ]
- 10. Question(s) submitted for Mayoral Appearance before the BOS on [ ]

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission       Youth Commission       Ethics Commission
- Planning Commission       Building Inspection Commission

**Note: For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative Form.**

**Sponsor(s):**

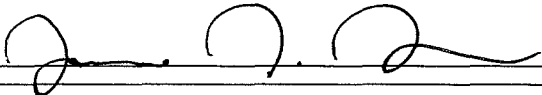
Supervisor Kim

**Subject:**

Multifamily Housing Revenue Bonds- 241 6th Street, San Francisco, California 94103 ("Knox SRO") Not to Exceed \$20,007,442

**The text is listed below or attached:**

See attached.

Signature of Sponsoring Supervisor: 

For Clerk's Use Only: