

File No. 201391

Committee Item No. 5
Board Item No. 37

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date July 21, 2021

Board of Supervisors Meeting

Date July 27, 2021

Cmte Board

- | | | |
|-------------------------------------|-------------------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input checked="" type="checkbox"/> | <input checked="" 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 type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input checked="" 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 |
| <input type="checkbox"/> | <input type="checkbox"/> | Public Correspondence |

OTHER (Use back side if additional space is needed)

- | | | |
|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Project Description</u> |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Certification of TEFRA Publication</u> |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <u>TEFRA Hearing Minutes - December 7, 2020</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | |

Completed by: Linda Wong

Date July 13, 2021

Completed by: Linda Wong

Date July 23, 2021

1 [Multifamily Housing Revenue Bonds - 600-7th Street - Not to Exceed \$90,000,000]

2

3 **Resolution declaring the intent of the City and County of San Francisco (“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 **(“Director”) to submit an application and related documents to the California Debt Limit**
7 **Allocation Committee (“CDLAC”) to permit the issuance of residential mortgage**
8 **revenue bonds in an aggregate principal amount not to exceed \$90,000,000 for 600-7th**
9 **Street; authorizing and directing the Director to direct the Controller’s Office to hold in**
10 **trust an amount not to exceed \$100,000 in accordance with CDLAC procedures;**
11 **authorizing the Director to certify to CDLAC that the City has on deposit the required**
12 **amount; authorizing the Director to pay an amount equal to such deposit to the State of**
13 **California if the City fails to issue the residential mortgage revenue bonds; approving,**
14 **for purposes of the Internal Revenue Code of 1986, as amended, the issuance and sale**
15 **of residential mortgage revenue bonds by the City in an aggregate principal amount**
16 **not to exceed \$90,000,000; authorizing and directing the execution of any documents**
17 **necessary to implement this Resolution, as defined herein; and ratifying and approving**
18 **any action heretofore taken in connection with the Project, as defined herein, and the**
19 **Application, as defined herein.**

20

21 WHEREAS, The Board of Supervisors of the City and County of San Francisco (“Board

22 of Supervisors”), after careful study and consideration, has determined that there is a

23 shortage of safe and sanitary housing within the City and County of San Francisco (“City”),

24 particularly for low and moderate income persons, and that it is in the best interest of the

25 residents of the City and in furtherance of the health, safety, and welfare of the public for the

1 City to assist in the financing of multi-family rental housing units; and

2 WHEREAS, Acting under and pursuant to the powers reserved to the City under
3 Sections 3, 5, and 7 of Article XI of the Constitution of the State of California and Sections
4 1.101 and 9.107 of the Charter of the City and County of San Francisco, the City has enacted
5 the City and County of San Francisco Residential Mortgage Revenue Bond Law ("City Law"),
6 constituting Article I of Chapter 43 of the San Francisco Administrative Code, in order to
7 establish a procedure for the authorization, issuance and sale of residential mortgage revenue
8 bonds by the City for the purpose of providing funds to encourage the availability of adequate
9 housing and home finance for persons and families of low or moderate income, and to
10 develop viable communities by providing decent housing, enhanced living environments, and
11 increased economic opportunities for persons and families of low or moderate income; 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 ("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, Mercy Housing California 97, L.P., a California limited partnership (or an
18 affiliate thereof or successor thereto) (the "Borrower") desires to construct a 208-unit
19 affordable residential rental housing development located at 600 7th Street, San Francisco,
20 California 94103 ("Project"); and

21 WHEREAS, The Borrower 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 ("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 \$90,000,000 and to loan the proceeds of the Bonds to the Borrower ("Loan") to finance the
3 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, The interest on the Bonds may qualify for tax exemption under Section
14 103 of the Internal Revenue Code of 1986, as amended ("Code"), only if the Bonds are
15 approved in accordance with Section 147(f) of the Code; and

16 WHEREAS, The City now wishes to approve the issuance of the Bonds in order to
17 satisfy the public approval requirements of Section 147(f) of the Code; and

18 WHEREAS, The Project is located wholly within the City; and

19 WHEREAS, On November 24, 2020, the City caused a notice stating that a public
20 hearing with respect to the issuance of the Bonds would be held by the Mayor's Office of
21 Housing and Community Development on December 7, 2020, published in the Notices section
22 of the Mayor's Office of Housing and Community Development website (at
23 <https://sfmohcd.org/notices-0>); and

24 WHEREAS, The Mayor's Office of Housing and Community Development held the
25 public hearing described above on December 7, 2020, and an opportunity was provided for

1 persons to comment on the issuance of the Bonds and the Project; and

2 WHEREAS, This Board of Supervisors is the elected legislative body of the City and is
3 the applicable elected representative authorized to approve the issuance of the Bonds within
4 the meaning of Section 147(f) of the Code; and

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

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

13 WHEREAS, Section 8869.85(b) of the Government Code requires that a local agency
14 file an application for a portion of the state ceiling with or upon the direction of the California
15 Debt Limit Allocation Committee (“CDLAC”) prior to the issuance of tax-exempt private activity
16 bonds, including qualified mortgage bonds; and

17 WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to
18 certify to CDLAC that applicant has on deposit an amount equal to one-half of one percent
19 (0.5%) of the amount of allocation requested not to exceed \$100,000; now, therefore, be it

20 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
21 follows:

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

24 Section 2. The Board of Supervisors adopts this Resolution for purposes of
25 establishing compliance with the requirements of Section 1.150-2 of the United States

1 Treasury Regulations. This Resolution does not bind the Board of Supervisors to issue the
2 Bonds, approve the Loan or to make any expenditure, incur any indebtedness or proceed with
3 the Project.

4 Section 3. The Board of Supervisors hereby declares its official intent under United
5 States Treasury Regulations, Section 1.150-2 to use proceeds of the Bonds to reimburse
6 expenditures incurred in connection with the Project. The Board of Supervisors hereby further
7 declares its intent to use such proceeds to reimburse the Borrower for actual expenditures
8 made by the Borrower on the Project.

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

12 Section 5. The maximum principal amount of debt expected to be issued for the Project
13 is \$90,000,000.

14 Section 6. This Board of Supervisors, as the applicable elected representative of the
15 governmental unit having jurisdiction over the area in which the Project is located, hereby
16 approves the issuance of the Bonds for purposes of Section 147(f) of the Code.

17 Section 7. This approval of the issuance of the Bonds by the City is neither an approval
18 of the underlying credit issues of the proposed Project nor an approval of the financial
19 structure of the Bonds.

20 Section 8. The Board of Supervisors hereby authorizes the Director of the Mayor's
21 Office of Housing and Community Development, including any acting or interim director, or
22 such person's designee ("Director"), on behalf of the City, to submit an application
23 ("Application"), and such other documents as may be required, to CDLAC pursuant to
24 Government Code, Section 8869.85 for an allocation for the Project of a portion of the state
25 ceiling for private activity bonds in a principal amount not to exceed \$90,000,000.

1 Section 9. An amount equal to one-half of one percent (0.5%) of the amount of the
2 CDLAC allocation requested for the Project, not to exceed \$100,000 ("Deposit"), is hereby
3 authorized to be held on deposit in connection with the Application and the applicable CDLAC
4 procedures, and the Director is authorized to certify to CDLAC that such funds are available.

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

9 Section 11. The officers and employees of the City, including the Director, are hereby
10 authorized and directed, jointly and severally, to do any and all things necessary or advisable
11 to consummate the receipt of an allocation from CDLAC and otherwise effectuate the
12 purposes of this Resolution, consistent with the documents cited herein and this Resolution,
13 and all actions previously taken by such officers and employees with respect to the Project,
14 consistent with the documents cited herein and this Resolution, including but not limited to the
15 submission of the application to CDLAC, are hereby ratified and approved.

16 Section 12. This Resolution shall take effect from and after its adoption by the Board
17 and approval by the Mayor.

18
19 APPROVED AS TO FORM:
20 DENNIS J. HERRERA
City Attorney

21
22 By: /s/ HEIDI J. GEWERTZ
23 HEIDI J. GEWERTZ
24 Deputy City Attorney
n:\financ\las2020\2100192\01499191.docx

Project Description

Multifamily Securities Program
City and County of San Francisco

600 7th Street

Overview

The funds described in the “Financing Structure” section below will be used to finance the development of 600 7th Street, a 208-unit affordable multifamily housing project in the South of Market District at 600 7th Street San Francisco, CA 94103 in the City and County of San Francisco (the “Project”).

Upon completion, the Project will include approximately 180,350 square feet of gross floor area, comprised of 175,666 square feet of residential area and 4,686 square feet of non-residential area. Non-residential spaces will include community serving commercial space.

Total project costs, including the cost to acquire the land and construct new buildings, will be approximately \$150,217,571, or 722,200 per dwelling unit.

The residential unit distribution, which will include 1 Two-bedroom superintendent unit, is:

| <u>Unit type</u> | <u>Number of units</u> |
|------------------|------------------------|
| Studio | 100 |
| 1-Bedroom | 16 |
| 2-Bedroom | 77 |
| 3-Bedroom | 15 |
| 4-Bedroom | 0 |

58 percent of the residential units will serve households earning less than 30 percent of the San Francisco County Area Median Income (AMI), while the balance of units will serve households earning less than 80 percent of AMI.

Residents

No residents will be displaced as the site is currently a vacant lot.

Site Description and Scope of Work

Address: 600 7th Street San Francisco, CA 94103
Block/Lot: 3783/010

The scope of work will include:

- Construction of 208 units of family and supportive affordable housing with associated community and management spaces.
- The site will support retail spaces constructed as core and shell only under this permit facing Brannan Street. Commercial/ Retail usage: 4686 sq ft.

- Massing of the building arranged to create two courtyards, one large, open to the mews to the west, one smaller open to Bluxome Alley to the south. Eight stories total, with ground floor Type I-A concrete frame construction and upper floors Type III-A wood frame Maximum height 84-10 to main roof.

Development and Management Team

| | |
|----------------------|--------------------------------|
| Project Sponsor[s]: | Mercy Housing Calwest (MHC) |
| General Contractor: | Suffolk/ Guzman Contractors JV |
| Architect of Record: | Santos Prescott and Associates |
| Property Manager: | Mercy Housing Management Group |

Project Ownership Structure

| | |
|------------------|-----------------------------------|
| Borrower Entity: | Mercy Housing California 97, L.P. |
|------------------|-----------------------------------|

| | |
|---------------------------|----------------------------------|
| Managing General Partner/ | |
| Managing Member: | Mercy Housing California 97, LLC |

An investor will own a 99.99% interest in the borrower entity. The investor has not been identified.

Financing Structure

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

- tax-exempt bonds issued by the City;
- 4% low income housing tax credits (LIHTC);
- a conventional first mortgage;
- Affordable Housing Program/ FHLB;
- Deferred Developer Fee
- General Partner Capital Contribution (Developer Fee)
- HCD IIG;
- HCD/ MOHCD No Place Like Homes; and
- soft debt from the City.

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.

Schedule

Financing is anticipated to close between 12/1/21 and 2/30/22, with construction commencing within 5 days closing. All construction is scheduled to be completed by 2/1/24.

Narrative Description of Project Sponsor Experience

Mercy Housing California (MHC) will be the sole Developer, acting as Sponsor and Managing General Partner of the eventual ownership partnership. MHC has developed over 50 properties in San Francisco over the past 35 years. Many of these properties were the result of strong affordable housing expertise, commitment and perseverance to combine unique financing sources to create innovative housing models. Additionally, MHC has a long track record in developing, leasing, and managing commercial space, with a current portfolio of approximately 117,000 sq ft of community- serving retail or service spaces in San Francisco. See below for details of our experience that make MHC particularly qualified to develop the 600 7th Street site.

Completing projects on time and on budget: MHC has a well-established track record of moving projects quickly through development within established budget parameters. For example, at 280 Beale, MHC was tasked with delivering 70 units in a standalone Type I building for \$200k per unit in OCII subsidy. This was achieved by creating an efficient, affordable building program and exterior treatment. The project's schedule was tied to the schedule of the neighboring market-rate tower, requiring the affordable project to break ground within 18 months from the start of predevelopment in order to coordinate the concrete pours of both projects to maximize efficiencies. MHC achieved this by working with the same contractor as the tower and working effectively with the architect and OCII to design an efficient, contextual exterior treatment. Another example is 95 Laguna, where MHC delivered 79 units of senior housing on-time and on-budget through an efficient exterior treatment and by increasing the unit count by seven within the existing building envelope by developing a more efficient interior layout. The TDC is \$554k per unit including the 7,600 sq ft commercial shell but excluding land.

Obtaining competitive financing terms: MHC's success at obtaining competitive funding is evidenced by over 50 HCD loans or commitments and its strong track record in obtaining competitive 9% tax credits, AHP, and HUD 202/811. MHC accesses very competitive tax credit pricing terms due to our extensive experience and relationships with limited partners. The size and success of our portfolio assures investors that MHC has the expertise needed to ensure that their credits will not be jeopardized. MHC has a breadth of experience across California, with multiple tax credit deals a year, and is backed by the national strength of Mercy Housing, Inc. This allows us to negotiate for better terms, and MHC has received better than average pricing in numerous projects, most recently receiving \$1.03 on three active deals in San Francisco.

Developing Type V/I, III/I, I construction: MHC has strong experience developing a wide range of construction types, including the following: *Type V/I*: 1100 Ocean, Columbia Park, 1028 Howard, 1101 Howard, School House Station (Daly City), Vista Grande (Daly City). *Type III/I*: 1180 Fourth, 95 Laguna, 455 Fell (under construction), Mission Bay 6W (under construction). *Type V/I*: Bill Sorro Community, Vera Haile Senior Housing, Edith Witt Senior Community, 280 Beale, 10th and Mission Family, Mission Creek, 111 Jones, Presentation Senior.

Developing for low-income families and formerly homeless households: MHC has decades of experience developing for low-income families and formerly homeless households. In San Francisco, MHC has developed 18 properties (1,493 units) for families and 11 properties (748 units) for formerly homeless households. Total in California, MHC has developed 74 properties (4,857 units) for families

and 22 properties (1,414 units) for formerly homeless households. MHC has experience working with LOSP, Shelter + Care, VASH, and Project-Based Section 8 subsidies, among others, and wide range of funding sources including HCD (MHP, NPLH, AHSC, IIG), HUD, AHP, and state and federal low-income housing tax credits.

Working in SoMa neighborhood: MHC has a strong history of providing family and supportive housing in SoMa. MHC has successfully developed 14 properties (1,214 units) in SoMa over the past 20 years. MHC's pipeline includes two large projects in SoMa serving formerly homeless households: 1064 Mission (258 units) and 833 Bryant (146 units). MHC has a special relationship working with ECS in SoMa, collaborating on the development of Canon Kip Senior and Canon Barcus Community House and currently working together on 1064 Mission.

Community outreach: MHC works closely and collaboratively with the community for input and support. For example, MHC led outreach for the Richardson Apartments, Essex Hotel, BayView Hill Gardens, Arlington Hotel, and Rose Hotel, all of which are 100% permanent supportive housing. Of these, only Richardson Apartments experienced opposition and MHC worked closely with partner CHP to convene extensive community meetings to describe the services and property management approach. With this information, neighbors came to accept the proposed program. MHC formed a neighborhood advisory committee to work with those who remained concerned about the site's use and operations. MHC worked with this group to identify a strategy for two retail spaces, resulting in an affordable eatery and a frame shop.

Staffing: MHC maintains development offices in San Francisco (headquarters), Sacramento, and Los Angeles. The San Francisco office presently has over 2,622 units in development, from feasibility to project closeout, with a staff of 14 people solely devoted to new development. This project would be led Kion Sawney, Project Developer, with supervision by William Ho, Associate Director, and Ramie Dare, Director of Development, and input from Sharon Christen, Associate Director of Supportive Housing Development.

CERTIFICATE OF TEFRA PUBLICATION

This Certificate of Publication is executed this day for the purposes of demonstrating compliance with Section 147(f) of the Internal Revenue Code of 1986, as Amended (the "Code") and applicable Treasury Regulations (the "Regulations"). The undersigned, as a duly qualified and appointed representative of the **City and County of San Francisco** (the "Issuer"), hereby certifies as follows:

1. A Notice of Public Hearing, attached as Exhibit A, with respect to the issuance of tax-exempt bonds/obligations (the "Bonds") of the Issuer for the benefit if the project described therein (the "Project") was published on the Issuer's primary website address of <https://sfmohcd.org/notices-0> on **November 24, 2020**.

2. The Notice of Public Hearing was posted in an area of the Issuer's website that is used to inform its residents about events affecting the residents and which is clearly identified and accessible to members of the general public seeking information concerning the issuance of the Bonds and the Project.

3. Evidence of the website publication of the Notice of Public Hearing is attached hereto as Exhibit B. This Issuer will maintain records showing that the Notice of Public Hearing containing the requisite information was timely posted on the Issuer's website.

4. The Notice of Hearing remained published on the Issuer's website for a period of thirteen (13) consecutive days and the Issuer held the hearing as described in the Notice of Public Hearing on **Monday, December 7, 2020 at 9:00AM**.

5. Following the hearing, the Issuer submitted the request for approval of the Issuance of the Bonds and Project to the applicable elected representative of the Issuer as required by Section 147(f) of the Code and the Regulations.

Dated: **Monday, December 7, 2020 at 4:00PM**

CITY AND COUNTY OF SAN
FRANCISCO

By: 
Name: Joyce Slen
Title: Bond Program Manager
Mayor's Office of Housing and Community
Development

EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that on Monday, December 7th, 2020 at 9:00 a.m., by telephone at (888)808-6929, access code: 9193841, the City and County of San Francisco (the "City") will conduct a public hearing (the "Public Hearing") at which time the City will hear and consider information concerning the proposed sale and issuance by the City of one or more multifamily affordable housing mortgage revenue bond issues (collectively, the "Bonds") in the respective maximum aggregate principal amounts set forth in the table below. The Bonds of each issue will be part of a plan of finance issued in one or more series from time to time, including bonds issued to refund such bonds in one or more series from time to time outstanding, and at no time to exceed in outstanding principal amount the maximum principal amount for such issue. The proceeds of each such issue of the Bonds will be loaned to the respective borrower/owner entity set forth in the table below (or an affiliate thereof or successor thereto) (each, a "Borrower"), or another entity to be formed by its general partner, which is expected to be as set forth in the table below, pursuant to a loan agreement (each, a "Loan Agreement") between the City and the applicable Borrower. The proceeds of each issue of the Bonds will be used by the applicable Borrower to finance the acquisition and rehabilitation, or the new construction, of the respective residential rental housing facility described in the table below. Each Project is or will be located in San Francisco, California at the address set forth in the table below (each, a "Project"). Each Project is or will be owned and operated by the Borrower set forth in the table below.

| <u>Max. Amount</u> | <u>Borrower/Owner</u> | <u>General Partner</u> | <u>Type of Project</u> | <u>No. of Units</u> | <u>Street Addresses</u> |
|--------------------|--------------------------------------|--|------------------------|---------------------|--|
| \$50,000,000 | 180 Jones Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 70 | 180 Jones Street, San Francisco, CA 94102 |
| \$40,000,000 | Octavia RSU Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 63 | 78 Haight Street, San Francisco, CA 94102 |
| \$40,000,000 | 266 4 th Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 70 | 266 4th Street, San Francisco, CA 94107 |
| \$75,000,000 | HV Partners 3, L.P. | Ridgepoint Non-Profit Housing Corporation, The John Stewart Company, Devine & Gong | New Construction | 118 | 1151 Fairfax Avenue, San Francisco, CA 94124 112 Middle Point Road, San Francisco, CA 94124 |

| | | | | | |
|--|--|---|-------------------------------|------------------------|---|
| \$71,660,000 | Potrero Housing Associates II, L.P. | Bridge Housing | New Construction | 157 | 1801 25 th Street, San Francisco, CA 94107 |
| \$90,000,000 | Mercy Housing California 97, L.P. | Mercy Housing California | New Construction | 208 | 600 7th Street, San Francisco, CA 94103 |
| \$16,500,000 | Knox Partners 2 LP | Knox SRO LLC | Acquisition/Rehab | 140 | 241 6th Street San Francisco, CA 94107 |
| 45 & 55 Mason Street \$37,700,000 216 Eddy Street \$33,300,000 Total: \$71,000,000 | Ambassador Ritz Four Percent, L.P. | Tenderloin Neighborhood Development Corporation | Acquisition/Rehab | 98 89 | 45 & 55 Mason Street, San Francisco, California, 94102 216 Eddy Street, San Francisco, CA, 94102 |
| 480 Eddy Street \$28,458,000 75 Dore Street \$31,542,000 Total: \$60,000,000 | Yosemite Folsom Dore, L.P. | Tenderloin Neighborhood Development Corporation | Acquisition/Rehab | 32 98 | 480 Eddy Street, San Francisco, California, 94109 75 Dore Street, San Francisco, CA, 94103 |
| 777 Broadway \$12,500,000 1204 Mason Street \$15,600,000 1525-1529 Grant Avenue \$11,900,000 Total: \$40,000,000 | Throughline, L.P. | Chinatown Community Development Center | Acquisition/Rehab | 31 24 33 | 777 Broadway, San Francisco, CA 94133 1204 Mason Street, San Francisco, CA 94133 1525-1529 Grant Avenue San Francisco, CA 94133 |
| \$171,880,000 | T8 Urban Housing Associates, LLC and T8 Urban Housing Associates BMR, L.P. | Related California | Refinance of New Construction | 350 | 420-450 Folsom Street, San Francisco, CA 94105 |

Each issue of the Bonds will be paid entirely by the applicable Borrower from the revenues of the applicable Project, in accordance with the applicable Loan Agreement. Neither the full faith and credit nor the taxing power of the City, the State of California (the "State") or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal, premium, if any, or interest on any of the Bonds, nor shall the City, the State or any other political corporation, subdivision or agency of the State be liable or obligated to pay the principal, premium, if any, or interest on any of the Bonds.

The Public Hearing is intended to comply with the public approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

All those interested in matters related to the issuance of any of the Bonds and to the financing of any of the Projects are invited to attend and be heard at this hearing by telephone only. Interested parties may call into the hearing at the time and number indicated above or submit written comments, which must be received prior to the Public Hearing, to the City, c/o Joyce Slen, Mayor's Office of Housing and Community Development, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103.

Date: November 24, 2020

CITY AND COUNTY OF SAN FRANCISCO
Eric D. Shaw, Director
Mayor's Office of Housing and Community
Development

EXHIBIT B
EVIDENCE OF PUBLICATION

Visit the City's new website, [SF.gov](https://sf.gov) [<https://sf.gov>]

Information from SFMOHCD.org

[Home](#) > [Vision & Impact](#) > [Plans & Progress Reports](#) > [Notices](#)

Notices

General Notices

-  [November 24, 2020 - Notice of Public Hearing - Multiple Projects TEFRA Hearing on December 7, 2020](#) [/sites/default/files/TEFRA%20Ad%20-%20Phone%20%28Multiple%20Projects%29%2011-24-20_FINAL_0.pdf]
-  [September 2, - Notice of Public Hearing - Dorothy Day Apartments \(54 McAllister Street\) - TEFRA Hearing on September 16, 2020](#) [/sites/default/files/Documents/Public%20Notices/May%202%2C%202020%20-%20Notice%20of%20Public%20Hearing%20-%20Dorothy%20Day%20Apartment%20%2854%20McAllister%20Street%29%20-%20TEFRA%20Hearing%20on%20September%2016%2C%202020.pdf]
-  [June 5, 2020 - Notice of Public Hearing - Throughline Apartments \(777 Broadway, 1204 Mason, & 1525-1529 Grant\) TEFRA Hearing on June 17, 2020](#) [/sites/default/files/June%205%2C%202020%20-%20Notice%20of%20Public%20Hearing%20-%20Throughline%20Apartments%20%28777%20Broadway%2C%201204%20Mason%2C%20%26%201525-1529%20Grant%29_1.pdf]
-  [May 19, 2020 - Notice of Public Hearing - Multiple Projects TEFRA Hearing on May 27, 2020](#) [/sites/default/files/May%2019%2C%202020%20-%20Notice%20of%20Public%20Hearing%20-%20Multiple%20Projects%20TEFRA%20Hearing%20on%20May%2027%2C%202020.pdf]
-  [May 13, 2020 - Notice of Public Hearing: The Avery \(250 Fremont St\) TEFRA Hearing on May 20, 2020](#) [/sites/default/files/May%2013%2C%202020%20-%20Notice%20of%20Public%20Hearing%20-%20250%20Fremont%20St%20-%28The%20Avery%29%20TEFRA%20Hearing%20on%20May%202020%2C%202020_0.pdf]
-  [May 8, 2020 - Notice of Public Hearing: 1601 Mariposa St TEFRA Hearing on May 15, 2020](#) [/sites/default/files/May%208%2C%202020%20-%20Notice%20of%20Public%20Hearing%201601%20Mariposa%20TEFRA%20Hearing%20on%20May%2015%2C%202020.pdf]
-  [May 5, 2020 - Notice of Public Hearing: Balboa Park Upper Yard \(2340 San Jose Ave\) TEFRA Hearing on May 12, 2020](#) [/sites/default/files/May%205%2C%202020%20-%20Notice%20of%20Public%20Hearing%20-%20Balboa%20Park%20Upper%20Yard%20%282340%20San%20Jose%20Ave%29%20TEFRA%20Hearing%20on%20May%2012%2C%202020_1.pdf]
-  [May 4, 2020- Notice of Public Hearing: Yosemite-Folsom Dore Scattered Sites \(480 Eddy St-75 Dore St\) TEFRA Hearing on May 11, 2020](#) [/file/64512]
-  [May 4, 2020- Notice of Public Hearing: Ambassador-Ritz Scattered Sites \(55 Mason St-216 Eddy St\) TEFRA Hearing on May 11, 2020](#) [/file/64511]
-  [February 5, 2020: Notice of Public Meeting Regarding Mayor's Office and MOHCD's Proposed Budget](#) [/sites/default/files/Documents/Public%20Notices/Public%20Notice%20of%20Public%20Meeting%20Regarding%20Mayor%27s%20Office%20Budget-final.pdf]

 [Draft Proposed Budget](#)

/sites/default/files/Documents/Public%20Notices/Mayor%20Admin%20MOHCD%20Public%20Budget%20Meeting_02.07.20.pdf

-  [January 16, 2020 - Notice of Public Hearing: South Park Scattered Sites \(22-102-106 South Park Street\) TEFRA Hearing on January 31, 2020](#) </sites/default/files/January%202016%2C%202020-%20Notice%20of%20Public%20Hearing-%20Park%20Scattered%20Sites%20%2822-10-106%20S%20Park%20St%29-%20TEFRA%20Hearing%20on%20January%2031%2C%202020.pdf>
-  [December 23, 2019 - Notice of Public Hearing: Ambassador Hotel \(55 Mason Street\) TEFRA Hearing on January 6, 2020](#) </sites/default/files/December%202023%2C%202019%20-%20Notice%20of%20Public%20Hearing%20Ambassador%20Hotel%20%2855%20Mason%20Street%29-%20TEFRA%20Hearing%20on%20January%2006%2C%202020.pdf>
-  [November 21, 2019 - Notice of Public Hearing: Fillmore Marketplace \(1223 Webster\) TEFRA Hearing on December 2, 2019](#) </sites/default/files/November%202021%2C%202019%20-%20Notice%20of%20Public%20Hearing%20Fillmore%20Marketplace.pdf>
-  [November 8, 2019 - Notice of Public Hearing: Visitacion Valley Parcel 1 \(2201 Bayshore Boulevard\) TEFRA Hearing on November 15, 2019](#) </sites/default/files/November%20208%2C%202019%20-%20Notice%20of%20Public%20Hearing%20Visitacion%20Valley%20Parcel%201.pdf>
-  [November 8, 2019 - Notice of Public Hearing: Visitacion Valley Parcel 3A \(2201 Bayshore Boulevard\) TEFRA Hearing on November 15, 2019](#) </sites/default/files/November%20208%2C%202019%20-%20Notice%20of%20Public%20Hearing%20Visitacion%20Valley%20Parcel%203A.pdf>
-  [November 1, 2019 - Notice of Public Hearing: 53 Colton Street TEFRA Hearing on November 8, 2019](#) </sites/default/files/November%20201%2C%202019%20-%20Notice%20of%20Public%20Hearing%2053%20Colton%20Street%20TEFRA%20Hearing%20on%20November%208%2C%202019%20.pdf>
-  [October 21, 2019 - Notice of Public Hearing: 711 Eddy Street TEFRA Hearing, rescheduled for October 28, 2019](#) </sites/default/files/October%202021%2C%202019%20-%20Notice%20of%20Public%20Hearing%20711%20Eddy%20Street%20TEFRA%20Hearing%2C%20rescheduled%20for%20October%2028%2C%202019.pdf>
-  [October 15, 2019 - Notice of Public Hearing: 681 Florida TEFRA Hearing on October 29, 2019](#) </sites/default/files/October%202015%2C%202019%20-%20Notice%20of%20Public%20Hearing%20681%20Florida%20TEFRA%20Hearing%20on%20October%2029%2C%202019.pdf>
-  [September 3, 2019 - Notice of Public Hearing: 410 China Basin Street TEFRA Hearing on September 17, 2019](#) </sites/default/files/September%20203%2C%202019%20-%20Notice%20of%20Public%20Hearing%20410%20China%20Basin%20Street%20TEFRA%20Hearing%20on%20September%2017%2C%202019.pdf>
-  [August 13, 2019 - Notice of Public Hearing: FD Haynes Apartments \(1019 – 1089 Golden Gate Avenue, 949 – 959 Laguna Street, 900 – 940 McAllister Street, 1010 – 1030 Buchanan Street\) TEFRA Hearing on August 21, 2019](#) </sites/default/files/August%202013%2C%202019%20-%20Notice%20of%20Public%20Hearing%20FD%20Haynes%20Apartments%20%281019%20-%20949%20Golden%20Gate%20Ave%20-%20900%20-%20940%20McAllister%20St%20-%201010%20-%201030%20Buchanan%20St%29-%20TEFRA%20Hearing%20on%20August%2021%2C%202019.pdf>
-  [July 2, 2019 - Notice of Public Hearing: Yosemite Apartments \(480 Eddy Street\) TEFRA Hearing on July 11, 2019](#) </sites/default/files/Notice%20of%20Public%20Hearing-Posted%20July%202019-%20Yosemite%20Apartments-480%20Eddy%20Street%20TEFRA%20Hearing%20on%20July%2011%202019.pdf>
- [June 27, 2019 - MOHCD Releases Community Opportunity to Purchase Act \(COPA\) Qualified Nonprofit Application \[current-sf-homeowners\]](#)
-  [June 27, 2019 - Notice of Public Hearing: Bernal Gateway \(3101 Mission Street, 141 Precita Avenue, and 143 Precita Avenue\) TEFRA Hearing on July 8, 2019](#) </sites/default/files/Notice%20of%20Public%20Hearing%20%28Posted%20June%202019%29-%20Bernal%20Gateway%20-%20283101%20Mission%20Street%2C%20141%20Precita%20Avenue%2C%20and%20143%20Precita%20Avenue%29-%20TEFRA%20Hearing%20on%20July%2008%2C%202019.pdf>

-  [June 17, 2019 - Notice of Public Hearing: Maceo May \(401 Palms Ave\) TEFRA Hearing on June 26, 2019](#) [/sites/default/files/Documents/MOH/Announcements/TEFRA%20Ad_Maceo%20May%20for%20posting%206%2017%2019_0.pdf]
-  [June 13, 2019 - Affordable Housing Bond Report](#) [/sites/default/files/2019_GeneralObligationHousingReport-FINAL061919.pdf]
-  [May 21, 2019 - Notice of Public Hearing: 500-520 Turk and 555 Larkin Street TEFRA Hearing.](#) [/sites/default/files/TEFRA%20Ad_500%20Turk%20-%2019-0520%20final.pdf]
-  [May 21, 2019 - Notice of Public Hearing: 1064-1068 Mission Street TEFRA Hearing.](#) [/sites/default/files/TEFRA%20Ad_1064%20Mission%20Final%2005%2017%2019.pdf]
- [April 1, 2019 - Affordable Housing Bond Working Group Public Meeting Notice](#) [/article/affordable-housing-bond-working-group-public-meeting-notice]

Community Development Meeting Agendas & Minutes

- [Citizen's Committee on Community Development](#) [/meetings/11]
- [SoMa Fund Community Advisory Committee](#) [/soma-fund-meeting-information]

[Archived meetings \(pre-2015\)](#) » [/archived-meetings]

[Environmental Reviews](#) [/environmental-reviews]

MOHCD performs environmental reviews for all public buildings in San Francisco.

[Relocation Appeals Board](#) [/relocation-appeals-board]

San Francisco may occasionally displace residents and businesses when building new developments. The City will offer a relocation package to those residents and businesses. If you are dissatisfied with the relocation package, you can contact the Relocation Appeals Board.

CITY AND COUNTY OF SAN FRANCISCO

Public Hearing as required by Section 147(f) of the Internal Revenue Code of 1986

Multiple Projects

Date: December 7, 2020

Time: 9:00 AM

Location: Telephone (USA Toll Free: +18888086929, access code: 9193841#)

Present: See Exhibit A - Sign-In Sheet

The hearing was held to obtain public comment on the proposed issuance by the City and County of San Francisco of one or more multifamily affordable housing mortgage revenue bond issues (collectively, the "Bonds") in the respective maximum aggregate principal amounts set forth in the table below. The proceeds of each such issue of the Bonds will be loaned to the respective borrower/owner entity set forth in the table below (or an affiliate thereof or successor thereto) (each, a "Borrower"), or another entity to be formed by its general partner, which is expected to be as set forth in the table below, pursuant to a loan agreement (each, a "Loan Agreement") between the City and the applicable Borrower. Each Project is or will be owned and operated by the Borrower set forth in the table below.

| <u>Max. Amount</u> | <u>Borrower/Owner</u> | <u>General Partner</u> | <u>Type of Project</u> | <u>No. of Units</u> | <u>Street Addresses</u> |
|--------------------|--------------------------------------|--|------------------------|---------------------|--|
| \$50,000,000 | 180 Jones Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 70 | 180 Jones Street, San Francisco, CA 94102 |
| \$40,000,000 | Octavia RSU Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 63 | 78 Haight Street, San Francisco, CA 94102 |
| \$40,000,000 | 266 4 th Associates, L.P. | Tenderloin Neighborhood Development Corporation | New Construction | 70 | 266 4th Street, San Francisco, CA 94107 |
| \$75,000,000 | HV Partners 3, L.P. | Ridgepoint Non-Profit Housing Corporation, The John Stewart Company, Devine & Gong | New Construction | 118 | 1151 Fairfax Avenue, San Francisco, CA 94124 112 Middle Point Road, San Francisco, CA 94124 |

| | | | | | |
|---|---|--|-------------------------------------|----------------|---|
| \$71,660,000 | Potrero Housing Associates II, L.P. | Bridge Housing | New Construction | 157 | 1801 25 th Street, San Francisco, CA 94107 |
| \$90,000,000 | Mercy Housing California 97, L.P. | Mercy Housing California | New Construction | 208 | 600 7th Street, San Francisco, CA 94103 |
| \$16,500,000 | Knox Partners 2 LP | Knox SRO LLC | Acquisition/ Rehab | 140 | 241 6th Street San Francisco, CA 94107 |
| 45 & 55 Mason Street \$37,700,000 216 Eddy Street \$33,300,000 Total: \$71,000,000 | Ambassador Ritz Four Percent, L.P. | Tenderloin Neighborhood Development Corporation | Acquisition/ Rehab | 98 89 | 45 & 55 Mason Street, San Francisco, California, 94102 216 Eddy Street, San Francisco, CA, 94102 |
| 480 Eddy Street \$28,458,000 75 Dore Street \$31,542,000 Total: \$60,000,000 | Yosemite Folsom Dore, L.P. | Tenderloin Neighborhood Development Corporation | Acquisition/ Rehab | 32 98 | 480 Eddy Street, San Francisco, California, 94109 75 Dore Street, San Francisco, CA, 94103 |
| 777 Broadway \$12,500,000 1204 Mason Street \$15,600,000 1525-1529 Grant Avenue \$11,900,000 Total: \$40,000,000 | Throughline, L.P. | Chinatown Community Development Center | Acquisition/ Rehab | 31 24 33 | 777 Broadway, San Francisco, CA 94133 1204 Mason Street, San Francisco, CA 94133 1525-1529 Grant Avenue San Francisco, CA 94133 |
| \$171,880,000 | T8 Urban Housing Associates, LLC and T8 Urban Housing Associates BMR, L.P. | Related California | Refinance of New Construction | 350 | 420-450 Folsom Street, San Francisco, CA 94105 |

The public hearing convened at 9:00 AM. There were no written comments received on the proposed issuance. Except for the representatives from the Mayor's Office of Housing and Community Development and the project sponsors in Exhibit A - Sign-In Sheet.

There was one person from the public present wishing to comment on the proposed issuance on the Knox SRO Hotel project located at 241 6th Street, San Francisco, CA 94107. The person was a resident named Maurice from the Knox SRO Hotel. Maurice voiced his concerns on the pest control issue in the building's trash room. TODCO representative and project sponsor of the Knox SRO Hotel project, Hector Burgos requested Maurice's contact information so the building's Property Manager could

contact him directly about his property management concern. Maurice was appreciative of Hector's response and left the call at 9:15 AM.

The hearing was adjourned at 9:30 AM.

Minutes prepared by: 
Joyce Slen

Date: December 7, 2020

Exhibit A

| Multiple Projects | | | |
|---|---|--------------|--|
| TEFRA Hearing | | | |
| SIGN-IN SHEET | | | |
| Monday, December 7, 2020 - 9:00 am | | | |
| Name | Organization | Phone # | e-mail address |
| Lex Gelb | Tenderloin Neighborhood Development Corporation | | lgelb@tndc.org |
| Honey Zaw | Tenderloin Neighborhood Development Corporation | | hzaw@tndc.org |
| Hermandeep Kaur | The John Stewart Company | | hkaur@tndc.org |
| Andrew Buhrmann | Devine and Gong | | andrewb@devinegong.com |
| Julie Mendel | The John Stewart Company | | jmendel@jesco.net |
| Kion Sawney | Mercy Housing California | | Kion.Sawney@mercyhousing.org |
| Hector Burgos | TODCO | | hector@todco.org |
| Adrian Napolitano | Tenderloin Neighborhood Development Corporation | | anapolitano@tndc.org |
| Nicole Guzman | Tenderloin Neighborhood Development Corporation | | nguzman@tndc.org |
| Tim Ponti | Tenderloin Neighborhood Development Corporation | | tponti@tndc.org |
| Bo Han | Chinatown Community Development Center | | Bo.Han@chinatowncdc.org |
| Christina Mirani | Chinatown Community Development Center | | christina.mirani@chinatowncdc.org |
| Jonathan Shum | Related California | | jonathan.shum@related.com |
| Cindy Heavens | MOHCD | | cindy.heavens@sfgov.org |
| Jonathan Gagen | MOHCD | | jonathan.gagen@sfgov.org |
| Viviana Lopez | MOHCD | | viviana.lopez@sfgov.org |
| Anne Romero | MOHCD | | anne.romero@sfgov.org |
| Joyce Slen | MOHCD | | joyce.slen@sfgov.org |
| Maurice | Knox SRO Hotel resident | 510-585-1463 | |