

File No. 150739

Committee Item No. 10
Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date July 15, 2015

Board of Supervisors Meeting

Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
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| <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 |
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| <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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OTHER (Use back side if additional space is needed)

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|-------------------------------------|--------------------------|--------------------------------------|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Project Description</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>TEFRA Hearing Minutes 6/30/15</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Public Hearing Notice</u> |
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Completed by: Linda Wong Date July 10, 2015
Completed by: Linda Wong Date _____

1 [Multifamily Housing Revenue Bonds - 422-498 Folsom Street - Not to Exceed \$263,100,000]

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 \$263,100,000 for 422-**
9 **498 Folsom Street; authorizing and directing the Director to direct the Controller's**
10 **Office to hold in trust an amount not to exceed \$100,000 in accordance with CDLAC**
11 **procedures; authorizing the Director to certify to CDLAC that the City has on deposit**
12 **the required amount; authorizing the Director to pay an amount equal to such deposit**
13 **to the State of California if the City fails to issue the residential mortgage revenue**
14 **bonds; approving, for purposes of the Internal Revenue Code of 1986, as amended, the**
15 **issuance and sale of residential mortgage revenue bonds by the City in an aggregate**
16 **principal amount not to exceed \$263,100,000; authorizing and directing the execution**
17 **of any documents necessary to implement this Resolution, as defined herein; and**
18 **ratifying and approving any action heretofore taken in connection with the Project, as**
19 **defined herein, and the Application, as defined herein.**

20
21 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
22 "Board 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 (the "City"),
24 particularly for low and moderate income persons, and that it is in the best interest of the
25

1 residents of the City and in furtherance of the health, safety, and welfare of the public for the
2 City to assist in the financing of multi-family rental housing units; and

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

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

18 WHEREAS, Transbay 8 Urban Housing, LLC , a Delaware limited liability corporation
19 (or any successor thereto including any successor owner of the Project, the "Developer"),
20 desires to construct an approximately 350-unit mixed-income residential rental housing
21 development located at 422-498 Folsom Street , San Francisco, California 94105 (the
22 "Project"); and

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

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

3 WHEREAS, The City intends to issue the Bonds in an amount not to exceed
4 \$263,100,000 and to loan the proceeds of the Bonds to the Developer (the "Loan") to finance
5 the costs of the Project; 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 (the "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 June 14th and June 21st, 2015, the City caused a notice stating that a
20 public hearing with respect to the issuance of the Bonds would be held by the Mayor's Office
21 of Housing and Community Development and Community Development on June 30, 2015, to
22 appear in The San Francisco Examiner, which is a newspaper of general circulation in the
23 City; and

24 WHEREAS, The Mayor's Office of Housing and Community Development held the
25 public hearing described above on June 30, 2015, and an opportunity was provided for

1 persons to comment on the issuance of the Bonds and the Project; and the minutes of such
2 hearing were provided to this Board of Supervisors prior to this meeting; and

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

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

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

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

18 WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to
19 certify to CDLAC that applicant has on deposit an amount equal to one-half of one percent
20 (1/2%) of the amount of allocation requested not to exceed \$100,000.00; now, therefore be it

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

23 Section 1: The Board of Supervisors finds and determines that the foregoing recitals
24 are true and correct.
25

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

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

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

14 Section 5. The maximum principal amount of debt expected to be issued for the Project
15 is \$263,100,000.

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

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

22 Section 8. The Board of Supervisors hereby authorizes the Director, or his designee of
23 the Mayor's Office of Housing and Community Development (the "Director"), on behalf of the
24 City, to submit an application (the "Application"), and such other documents as may be
25 required, to CDLAC pursuant to Government Code Section 8869.85 for an allocation for the

1 Project of a portion of the state ceiling for private activity bonds in a principal amount not to
2 exceed \$263,100,000.

3 Section 9. An amount equal to \$100,000 ("Deposit") is hereby authorized to be held on
4 deposit in connection with the Application and the applicable CDLAC procedures, and the
5 Director is authorized to certify to CDLAC that such funds are available; which Deposit shall
6 consist of a restriction on cash in the Hotel Tax Fund established pursuant to Section 515.01
7 of Article 7 of the San Francisco Business and Tax Regulations Code (the "Hotel Tax Fund").

8 Section 10. If the City receives a CDLAC allocation and the applicable issuance
9 requirements are not met, the Mayor's Office of Housing and Community Development is
10 hereby authorized to cause an amount equal to the Deposit to be paid to the State of
11 California from the Hotel Tax Fund, if required by CDLAC.

12 Section 11. 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.

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

APPROVED AS TO FORM:
DENNIS J. HERRERA
City Attorney

By: 
HEIDI GEWERTZ
Deputy City Attorney

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**MAYOR'S OFFICE OF HOUSING
AND COMMUNITY DEVELOPMENT
CITY AND COUNTY OF SAN FRANCISCO**



**EDWIN M. LEE
MAYOR**

**OLSON LEE
DIRECTOR**

June 30, 2015

Honorable Jane Kim
City and County of San Francisco
Board of Supervisors
City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RE: Resolutions authorizing application to the California Debt Limit Allocation Committee (CDLAC) to permit the issuance of residential mortgage revenue bonds for Transbay Block 8 in aggregate principal amounts not to exceed \$19,300,000 for 250 Fremont Street and \$263,100,000 for 422-498 Folsom Street

Dear Supervisor Kim,

I am submitting to you for introduction at the Board of Supervisors meeting on Tuesday, July 7, 2015, two resolutions regarding qualified mortgage revenue bonds Transbay Block 8. Transbay Block 8 is part of the Transbay Redevelopment Project, a 40-acre redevelopment district at the foot of Rincon Hill which includes the Transbay Transit Center (under construction) and approximately 10 acres of vacant public land. Block 8 is a 52,250-square-foot parcel on Folsom Street between First and Fremont Streets, two blocks south of the future Transbay Transit Center. The Project Area was established in June 2005 with the adoption of the Redevelopment Plan for the Transbay Project Area (the "Redevelopment Plan") by the Board of Supervisors. Related California Urban Housing, LLC ("Related") and Tenderloin Neighborhood Development Corporation ("TNDC") (together the "Development Team") were selected via a competitive process by the Office of Community Investment and Infrastructure Successor Agency to the San Francisco Redevelopment Agency ("OCII") in June 2014.

Transbay Block 8 will include 546 units total; of those 396 will be market-rate units ("Market-Rate Units") and 150 will be units affordable to households earning up to 40% and 50% of AMI. Of the 150 affordable units, 70 will be inclusionary (the "BMR Units"). The remaining 80 affordable units comprise the affordable project, and will be subsidized by OCII funding (the "Affordable Project"). The BMR Units and the Market Rate Units will be financed together as

mixed income bond-financed project (the "80/20 Project"). The Mayor's Office of Housing and Community Development ("MOHCD") will issue the tax exempt bonds for the Affordable Project and the 80/20 Project.

The resolutions would authorize Olson Lee, as Director of this office to submit applications to the California Debt Limit Allocation Committee for permission to issue such bonds in an amount not to exceed \$19,300,000 for the Affordable Project and \$263,000,000 for the 80/20 Project. This resolution would only authorize us to apply for allocations of bond issuing authority. Should we receive authority, we will need to return to the Board for permission to actually issue the bonds. Funds generated from the issuance and sale of the bonds would be used to finance construction of the projects.

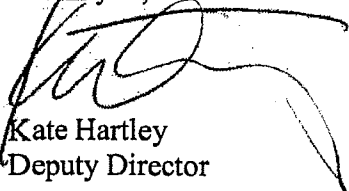
The Mayor's Office of Housing and Community Development has previously issued bonds for both rental housing and for first time homeownership. These financings are conduit financings, which do not require the City to pledge repayment of the bonds. Rather, the bondholders' only recourse for payment is the project revenues themselves and the credit enhancement provided by lenders.

Introduction on July 7, 2015 ensures that we have enough time to continue gathering the application which is due on September 22, 2015.

The attached resolutions have been approved as-to-form by Deputy City Attorney Heidi Gewertz. I am enclosing a brief description of the project for your review.

If you have any questions about the resolution or the project, please contact Elizabeth Colomello at 701-5518.

Thank you,


Kate Hartley
Deputy Director

Transbay Block 8 Affordable Project Description

June 2015

Transbay Block 8 is part of the Transbay Redevelopment Project, a 40-acre redevelopment district at the foot of Rincon Hill which includes the Transbay Transit Center (under construction) and approximately 10 acres of vacant public land. Block 8 is a 52,250-square-foot parcel on Folsom Street between First and Fremont Streets, two blocks south of the future Transbay Transit Center. The Project Area was established in June 2005 with the adoption of the Redevelopment Plan for the Transbay Project Area (the "Redevelopment Plan") by the Board of Supervisors. Related California Urban Housing, LLC ("Related") and Tenderloin Neighborhood Development Corporation ("TNDC") (together the "Development Team") were selected via a competitive process by the Office of Community Investment and Infrastructure Successor Agency to the San Francisco Redevelopment Agency ("OCII") in June 2014.

Transbay Block 8 will include 546 units total; of those 396 will be market-rate units ("Market-Rate Units") and 150 will be units affordable to households earning up to 40% and 50% of AMI. Of the 150 affordable units, 70 will be inclusionary (the "BMR Units") and are located in the first 8 stories of the tower building. The unit mix of the BMR Units will be proportional to that of the market-rate units. The remaining 80 affordable units comprise the affordable project, and will be subsidized by OCII funding (the "Affordable Project"). The BMR Units and the Market Rate Units will be financed together as mixed income bond-financed project (the "80/20 Project"). The Mayor's Office of Housing and Community Development ("MOHCD") will issue the tax exempt bonds for the Affordable Project and the 80/20 Project.

Scope of Work:

The development program for Block 8 conforms to the goals and requirements of the Redevelopment Plan, the Development Controls and Design Guidelines for the Transbay Redevelopment Project (the "Development Controls"), and the Transbay Redevelopment Project Area Streetscape and Open Space Concept Plan (the "Streetscape and Open Space Plan"). The development program, as proposed by the Development Team and shown in the site plan and renderings in Attachment 2, includes:

- A mixed-income residential project on Block 8, consisting of (1) a 55-story tower and an attached six-story podium building on the east side of the tower and (2) a separate eight story podium east of the pedestrian paseo, (3) a row of two-story townhouses on the south side of Clementina Street, for a total of 546 residential units;
- A shared underground parking garage.
- A shared pedestrian paseo/ open space which will be open to the public; Streetscape improvements conforming to the Streetscape and Open Space Plan.

Ownership:

Related and TNDC will form a limited partnership to own the improvements ("the Affordable Partnership") for the Affordable Project. OCII, and subsequently MOHCD will own the air rights parcel that the improvements will be built in. OCII will enter into an Air Rights Lease with the Partnership. This Air Rights Lease will transfer from OCII to MOHCD once construction of

the improvements is completed. The 80/20 Project will be owned by a limited partnership or other similar entity affiliated with Related (the “80/20 Partnership”).

Financing:

Affordable Project:

In addition to the OCII loan described above, the Affordable Partnership will apply for a tax-exempt bond allocation currently estimated to be approximately \$19,300,000 and 4% low-income housing tax credits for the Affordable Project.

80/20 Project:

The 80/20 Partnership will apply for a tax-exempt bond allocation currently estimated to be approximately \$263,100,000 and 4% low-income housing tax credits. No City or OCII funding will be included in the 80/20 Project financing.

Schedule:

Construction on the Project is anticipated to start by January 2016 and be completed by the end of 2018.

Transbay Block 8 Schedule	
Task	Date
TEFRA Ad Published	6/14 & 21 /2015
TEFRA Hearing	6/30/2015
Inducement Resolution Lodged with Board	6/30/2015
Inducement Resolution to Budget & Finance Committee	7/15/2015
Inducement Resolutions Approved by Board	7/21/2015
Submit CDLAC application	9/22/2015
Submit tax credit application	8/21/2015
CDLAC meeting -- secure allocation	10/21/2015
TCAC Meeting -- secure allocation	10/21/2015
Allocation Resolutions Lodged with Board	11/6/2015
Allocation Resolutions to Budget & Finance Committee	11/11/2015 or 11/18/2015
Allocation Resolutions Approved by Full Board	11/24/2015

Mayor signs the resolution	11/30/2015
Finalize construction contract	12/1/2015
Close bond and credit financing	12/15/2015
Start construction	12/15/2015
Complete construction	12/2018

Development Team:

- Architect: Office of Metropolitan Architecture as the lead architect for the tower component of the development and Fougeron Architects, as the architect for the low-rise buildings
- Contractor: TBD
- Legal Counsel: Bocarsly Emden Cowan Esmail & Arndt LLP

422-498 Folsom Street (Transbay Block 8)
TEFRA Hearing
Minutes
Tuesday, June 30, 2015

The meeting was convened at 11:30 AM and adjourned at 12:00 AM. There were no attendees. Elizabeth Colomello, Development Specialist for the Office of Community Investment and Infrastructure on behalf of the Mayor's Office of Housing and Community Development for 422-498 Folsom Street, was available for questions for the remainder of the day, but none were submitted.

SAN FRANCISCO EXAMINER

This space for filing stamp only

835 MARKET ST, SAN FRANCISCO, CA 94103
Telephone (415) 314-1835 / Fax (510) 743-4178

Elizabeth Colomello
CCSF MAYOR'S OFFICE OF HOUSING
ONE SOUTH VAN NESS AVE 5TH FLR
SAN FRANCISCO, CA - 94103-5416

EXM#: 2762811

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of SAN FRANCISCO) ss

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:

Transbay Block 8 TEFRA Hearing 80/20

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN FRANCISCO EXAMINER, a newspaper published in the English language in the city of SAN FRANCISCO, county of SAN FRANCISCO, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SAN FRANCISCO, State of California, under date 10/18/1951, Case No. 410667. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

06/14/2015, 06/21/2015

Executed on: 06/22/2015
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.



Signature

NOTICE IS HEREBY GIVEN that on June 30, 2015, at 11:30 a.m., at the Mayor's Office of Housing and Community Development, 1 South Van Ness Avenue, 5th Floor, San Francisco, California 94103, 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 private activity multifamily affordable housing mortgage revenue bonds (the "Bonds") in an aggregate principal amount not to exceed two hundred sixty three million one hundred thousand dollars (\$263,100,000). All or a portion of the proceeds of the Bonds will be loaned to Transbay 8 Urban Housing, LLC (or any successor thereto including any successor owner of the Project) (the "Borrower"), pursuant to a loan agreement (the "Loan Agreement"). The proceeds of the Bonds loaned to the Borrower will be used to finance the construction of approximately 350 housing units located at 422-498 Folsom Street, San Francisco, California 94105 (the "Project"). The Project will be owned and operated by the Borrower. The Bonds will be paid entirely by the Borrower from the revenues of the Project, in accordance with the 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 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 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 the Bonds and to the financing of the Project are invited to attend and be heard at this hearing. Interested parties may appear in person at the time and place indicated above or submit written comments,

which must be received prior to the Public Hearing, to the City, c/o Elizabeth Colomello, Office of Community Investment and Infrastructure, at the address indicated above.
Date: June 10, 2015
CITY AND COUNTY OF SAN FRANCISCO
Teresa Yanga, Housing Development Director
Mayor's Office of Housing and Community Development



* A 0 0 0 0 0 3 7 9 8 8 2 *

Print Form

Introduction Form

By a Member of the Board of Supervisors or the Mayor

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2015 JUL -7 PM

Time stamp
or meeting date

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

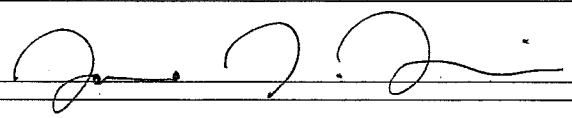
Note: For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative Form.

Sponsor(s):

Subject:

The text is listed below or attached:

Signature of Sponsoring Supervisor:



For Clerk's Use Only: