

File No. 220766

Committee Item No. 5

Board Item No. 39

## COMMITTEE/BOARD OF SUPERVISORS

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Committee: Budget and Finance Committee Date July 20, 2022

Board of Supervisors Meeting Date July 26, 2022

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#### OTHER (Use back side if additional space is needed)

- Project Description
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Completed by: Brent Jalipa Date July 14, 2022

Completed by: Brent Jalipa Date July 21, 2022

1 [Multifamily Housing Revenue Bonds - 98 Franklin Street - Not to Exceed \$32,500,000]

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 in an**  
5 **aggregate principal amount not to exceed \$32,500,000; authorizing the Director of the**  
6 **Mayor’s Office of Housing and Community Development (“Director”) to submit an**  
7 **application and related documents to the California Debt Limit Allocation Committee**  
8 **(“CDLAC”) to permit the issuance of residential mortgage revenue bonds in an**  
9 **aggregate principal amount not to exceed \$32,500,000 for 98 Franklin Street;**  
10 **authorizing and directing the Director to direct the Controller’s Office to hold in trust an**  
11 **amount not to exceed \$100,000 in accordance with CDLAC procedures; authorizing the**  
12 **Director to certify to CDLAC that the City has on deposit the required amount;**  
13 **authorizing the Director to pay an amount equal to such deposit to the State of**  
14 **California if the City fails to issue the residential mortgage revenue bonds; authorizing**  
15 **and directing the execution of any documents necessary to implement this Resolution,**  
16 **as defined herein; and ratifying and approving any action heretofore taken in**  
17 **connection with the Project, as defined herein, and the Application, as defined herein.**

18  
19 WHEREAS, The Board of Supervisors of the City and County of San Francisco (“Board  
20 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 (“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

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 (“City Law”),  
5 constituting Article I of Chapter 43 of the San Francisco Administrative Code, in order to  
6 establish a procedure for the authorization, issuance and sale of residential mortgage revenue  
7 bonds by the City for the purpose of providing funds to encourage the availability of adequate  
8 housing and home finance for persons and families of low or moderate income, and to  
9 develop viable communities by providing decent housing, enhanced living environments, and  
10 increased economic opportunities for persons and families of low or moderate income; and

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

16           WHEREAS, Oak Street Housing Associates, LLC, a California limited partnership (or  
17 an affiliate thereof or successor thereto) (the “Borrower”) desires to construct a 72-unit  
18 affordable residential rental housing development located at 98 Franklin Street (“Project”); and

19           WHEREAS, The Borrower has requested that the City assist in the financing of the  
20 Project through the issuance of one or more series of tax-exempt mortgage revenue bonds  
21 (“Bonds”); and

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

24           WHEREAS, The City intends to issue the Bonds in an amount not to exceed  
25 \$32,500,000 and to loan the proceeds of the Bonds to the Borrower (“Loan”) to finance the

1 costs of the Project; and

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

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

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

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

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

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

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

24 WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to  
25 certify to CDLAC that such applicant has on deposit an amount equal to one-half of one

1 percent (0.5%) of the amount of allocation requested not to exceed \$100,000; now, therefore,  
2 be it

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

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

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

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

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

20 Section 5. The maximum principal amount of debt expected to be issued for the Project  
21 is \$32,500,000.

22 Section 6. This resolution is neither an approval of the underlying credit issues of the  
23 proposed Project nor an approval of the financial structure of the Bonds.

24 Section 7. The Board of Supervisors hereby authorizes the Director of the Mayor's  
25 Office of Housing and Community Development, including any acting or interim director, or

1 such person’s designee (“Director”), on behalf of the City, to submit an application  
2 (“Application”), and such other documents as may be required, to CDLAC pursuant to  
3 Government Code, Section 8869.85 for an allocation for the Project of a portion of the state  
4 ceiling for private activity bonds in a principal amount not to exceed \$32,500,000.

5 Section 8. An amount equal to one-half of one percent (0.5%) of the amount of the  
6 CDLAC allocation requested for the Project, not to exceed \$100,000 (“Deposit”), is hereby  
7 authorized to be held on deposit in connection with the Application and the applicable CDLAC  
8 procedures, and the Director is authorized to certify to CDLAC that such funds are available.

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

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

20 ///  
21 ///  
22 ///  
23 ///  
24 ///  
25 ///

1 Section 11. This Resolution shall take effect from and after its adoption by the Board and  
2 approval by the Mayor.

3

4 APPROVED AS TO FORM:  
5 DAVID CHIU  
6 City Attorney

6

7 By: /s/KENNETH DAVID ROUX  
8 KENNETH DAVID ROUX  
9 Deputy City Attorney  
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**Project Description**  
Multifamily Securities Program  
City and County of San Francisco

**98 Franklin Street**

**Overview**

The funds described in the “Financing Structure” section below will be used to finance the development of 98 Franklin Street, a 72-unit affordable multifamily housing project to be located at 98 Franklin Street, San Francisco, CA 94102 in the City and County of San Francisco (the “Project”).

Upon completion, the Project will include approximately 67,608 square feet of gross floor area, comprised of 52,734 square feet of residential area and approximately 5,000 square feet of non-residential area (common area is included in gross floor area). Non-residential spaces will include the lobby and back of house.

Total project costs, including the cost to acquire the land and construct the new building, will be approximately \$52,636,734, or \$731,066 per dwelling unit.

The residential unit distribution, will include the follow:

<u>Unit type</u>	<u>Number of units</u>
Studio	20
1-Bedroom	31
2-Bedroom	14
3-Bedroom	7
4-Bedroom	
Total:	72

Note: one managers unit is included within the building, not shown above as an affordable unit.

100% percent of the residential units will serve households earning less than 50% percent of the San Francisco County Area Median Income (AMI). The affordable units will be in their own tax lot within the larger project that will include a total of 360 units. 72 units will be restricted to 50% AMI, 18 units will be restricted to 100% AMI and 270 units will be market-rate. The tax-exempt bonds and tax credits will only be used to finance the 72 affordable units.

**Residents**

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

**Site Description and Scope of Work**

Address: 98 Franklin Street, San Francisco, CA 94102  
Block/Lot: 0836-008, 036-009, 0836-013

The Property amenities will include:

- Roof deck
- BBQ areas

- Dog Park
- Gym
- Spa facilities
- Library
- Co-working space
- Bike parking
- 24-hour concierge
- On site manager

Certain amenities are part of a building wide program that will have a to-be-determined additional amenity fee for all residents.

### **Development and Management Team**

Project Sponsor:	Oak Street Housing Associates, LLC
General Contractor:	To be determined
Architect of Record:	HKS Architect, Inc.
Property Manager:	To be determined

### **Project Ownership Structure**

Borrower Entity:	Oak Street Housing Associates, LLC
Managing General Partner/ Managing Member:	To be determined affiliate of the Tenderloin Neighborhood Development Corporation

An investor limited partner/member 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;
- recycled bonds;
- 4% low income housing tax credits (LIHTC);
- subordinate mortgage or sponsor equity; and
- deferred developer fee;

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 2/1/2023 and 4/1/2023, with construction commencing within 30 days of closing. All construction is scheduled to be completed by 7/1/2025.

### **Narrative Description of Project Sponsor Experience**

The Project Sponsors is Oak Street Housing, LLC an affiliate of Related California Residential, LLC ("Related"). Related is a fully integrated real estate development firm with 30 years of experience. Related has developed 122 LIHTC-financed projects, and all were completed on time and on budget. Related has collaborated with almost all of the most qualified architects and general contractors specializing in this product type in the region. Related owns close to 13,500 affordable units in operations plus 5,200 affordable units under construction or in predevelopment. Related serves extremely low- and low-income households in family properties, senior properties, and properties with permanent supportive housing.



## San Francisco Ethics Commission

25 Van Ness Avenue, Suite 220, San Francisco, CA 94102

Phone: 415.252.3100 . Fax: 415.252.3112

[ethics.commission@sfgov.org](mailto:ethics.commission@sfgov.org) . [www.sfethics.org](http://www.sfethics.org)

Received On:

File #: 220766

Bid/RFP #:

### Notification of Contract Approval

SFEC Form 126(f)4

(S.F. Campaign and Governmental Conduct Code § 1.126(f)4)

A Public Document

Each City elective officer who approves a contract that has a total anticipated or actual value of \$100,000 or more must file this form with the Ethics Commission within five business days of approval by: (a) the City elective officer, (b) any board on which the City elective officer serves, or (c) the board of any state agency on which an appointee of the City elective officer serves. For more information, see: <https://sfethics.org/compliance/city-officers/contract-approval-city-officers>

#### 1. FILING INFORMATION

<b>TYPE OF FILING</b>	<b>DATE OF ORIGINAL FILING (for amendment only)</b>
Original	
<b>AMENDMENT DESCRIPTION – Explain reason for amendment</b>	

#### 2. CITY ELECTIVE OFFICE OR BOARD

<b>OFFICE OR BOARD</b>	<b>NAME OF CITY ELECTIVE OFFICER</b>
Board of Supervisors	Members

#### 3. FILER'S CONTACT

<b>NAME OF FILER'S CONTACT</b>	<b>TELEPHONE NUMBER</b>
Angela Calvillo	415-554-5184
<b>FULL DEPARTMENT NAME</b>	<b>EMAIL</b>
office of the clerk of the Board	Board.of.Supervisors@sfgov.org

#### 4. CONTRACTING DEPARTMENT CONTACT

<b>NAME OF DEPARTMENTAL CONTACT</b>	<b>DEPARTMENT CONTACT TELEPHONE NUMBER</b>
William Wilcox	415-701-5500
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
MYR Mayor's Office of Housing and Community	william.wilcox@sfgov.org

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> Oak Street Housing Associates, LLC	<b>TELEPHONE NUMBER</b> (415) 653-3177
<b>STREET ADDRESS (including City, State and Zip Code)</b> 44 Montgomery Street, #1300 San Francisco, CA 94104	<b>EMAIL</b> joe.walsh@related.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 220766
<b>DESCRIPTION OF AMOUNT OF CONTRACT</b> \$32,500,000		
<b>NATURE OF THE CONTRACT (Please describe)</b> This request for multifamily revenue bonds will be used to finance the development of 98 Franklin Street, an 72-unit affordable multifamily housing project to be located on the 98 Franklin Street San Francisco, CA 94102.		

7. COMMENTS
This affordable building is part of a larger mixed-use development but these 72 units this financing is related to are 100% affordable. The borrowing entity (Oak Street Housing Associates, LLC) is 100% owned by Related California Residential LLC.

8. CONTRACT APPROVAL	
This contract was approved by:	
<input type="checkbox"/>	THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM
<input checked="" type="checkbox"/>	A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors
<input type="checkbox"/>	THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS

**9. AFFILIATES AND SUBCONTRACTORS**

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	TYPE
1	Wong	Kenneth P.	Other Principal Officer
2	Beal Jr.	Bruce A.	Other Principal Officer
3	Blau	Jeff T.	Other Principal Officer
4	Brenner	Michael J.	Other Principal Officer
5	O'Toole	Richard	Other Principal Officer
6	Cho	Brian	Other Principal Officer
7	Canori	Gino	Other Principal Officer
8	McCool	Jennifer	Other Principal Officer
9	Angelo	Eugene	Other Principal Officer
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**9. AFFILIATES AND SUBCONTRACTORS**

List the names of (A) members of the contractor’s board of directors; (B) the contractor’s principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	TYPE
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**9. AFFILIATES AND SUBCONTRACTORS**

List the names of (A) members of the contractor’s board of directors; (B) the contractor’s principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	TYPE
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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

**10. VERIFICATION**

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

**I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.**

<p><b>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</b></p>  <p>BOS Clerk of the Board</p>	<p><b>DATE SIGNED</b></p>
---	---------------------------

**From:** [Conine-Nakano, Susanna \(MYR\)](#)  
**To:** [BOS Legislation, \(BOS\)](#); [ROUX, KENNETH \(CAT\)](#)  
**Cc:** [Paulino, Tom \(MYR\)](#); [Geithman, Kyra \(MYR\)](#); [Nickolopoulos, Sheila \(MYR\)](#); [Gluckstein, Lisa \(MYR\)](#); [Tam, Madison \(BOS\)](#)  
**Subject:** Mayor -- Resolution -- 98 Franklin  
**Date:** Tuesday, June 28, 2022 4:43:19 PM  
**Attachments:** [Mayor -- Resolution -- 98 Franklin.zip](#)

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Hello Clerks,

Attached for introduction to the Board of Supervisors is a Resolution declaring the intent of the City and County of San Francisco (“City”) to reimburse certain expenditures from proceeds of future bonded indebtedness in an aggregate principal amount not to exceed \$32,500,000; authorizing the Director of the Mayor’s Office of Housing and Community Development (“Director”) to submit an application and related documents to the California Debt Limit Allocation Committee (“CDLAC”) to permit the issuance of residential mortgage revenue bonds in an aggregate principal amount not to exceed \$32,500,000 for 98 Franklin Street (San Francisco, California 94102); authorizing and directing the Director to direct the Controller’s Office to hold in trust an amount not to exceed \$100,000 in accordance with CDLAC procedures; authorizing the Director to certify to CDLAC that the City has on deposit the required amount; authorizing the Director to pay an amount equal to such deposit to the State of California if the City fails to issue the residential mortgage revenue bonds; authorizing and directing the execution of any documents necessary to implement this Resolution; and ratifying and approving any action heretofore taken in connection with the Project, as defined herein, and the Application, as defined herein.

[@ROUX, KENNETH \(CAT\)](#), can you please reply-all to confirm your approval? Thanks!

Please note that Supervisor Dorsey is a co-sponsor of this legislation.

Please let me know if you have any questions.

Best,

Susanna

Susanna Conine-Nakano  
Office of Mayor London N. Breed  
City & County of San Francisco  
1 Dr. Carlton B. Goodlett Place, Room 200  
San Francisco, CA 94102  
415-554-6147