

File No. 171202

Committee Item No. 15

Board Item No. 16

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date November 30, 2017

Board of Supervisors Meeting

Date 12/12/2017

Cmte Board

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| <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 checked="" type="checkbox"/> | <input checked="" 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 checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
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Completed by: Linda Wong Date November 14, 2017
 Completed by: Linda Wong Date 12/4/17

1 [Multifamily Housing Revenue Bonds - 206-5th Street - Not to Exceed \$200,000,000]

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 \$200,000,000 for**
9 **206-5th Street; authorizing and directing the Director to direct the Controller's Office to**
10 **hold in 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; authorizing**
14 **and directing the execution of any documents necessary to implement this Resolution;**
15 **and ratifying and approving any action heretofore taken in connection with the Project,**
16 **as defined herein, and the Application, as defined herein.**

17
18 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
19 "Board of Supervisors"), after careful study and consideration, has determined that there is a
20 shortage of safe and sanitary housing within the City and County of San Francisco (the "City"
21 or "County"), particularly for low and moderate income persons, and that it is in the best
22 interest of the residents of the City and in furtherance of the health, safety, and welfare of the
23 public for the City to assist in the financing of multi-family rental housing units; and

24 WHEREAS, Acting under and pursuant to the powers reserved to the City under
25 Sections 3, 5, and 7 of Article XI of the Constitution of the State of California and Sections

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

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

15 WHEREAS, 5H GP LLC, a California limited liability company (or any successor
16 thereto including any successor owner of the Project, the "Developer"), desires to construct a
17 231-unit affordable residential rental housing development located at 206, 216, 224 and 228
18 5th Street, San Francisco, California 94103 (the "Project"); and

19 WHEREAS, The Developer 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 or
21 notes (the "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
25

1 WHEREAS, The City intends to issue the Bonds in an amount not to exceed
2 \$200,000,000 and to loan the proceeds of the Bonds to the Developer (the "Loan") to finance
3 the costs of the Project; and

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

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

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

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

14 WHEREAS, Section 146 of the Internal Revenue Code of 1986, as amended (the
15 "Code") limits the amount of tax-exempt private activity bonds, which include qualified
16 mortgage bonds, that may be issued in any calendar year by entities within a state and
17 authorizes the legislature of each state to provide the method of allocating authority to issue
18 tax-exempt private activity bonds within the respective state; and

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

23 WHEREAS, Section 8869.85(b) of the Government Code requires that a local agency
24 file an application for a portion of the state ceiling with or upon the direction of the California
25

1 Debt Allocation Committee ("CDLAC") prior to the issuance of tax-exempt private activity
2 bonds, including qualified mortgage bonds; and

3 WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to
4 certify to CDLAC that applicant has on deposit an amount equal to one-half of one percent
5 (1/2%) of the amount of allocation requested not to exceed \$100,000.00; now, therefore be it

6 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
7 follows:

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

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

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

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

23 Section 5. The maximum principal amount of debt expected to be issued for the Project
24 is \$200,000,000.

1 Section 6. The Board of Supervisors hereby authorizes the Director of the Mayor's
2 Office of Housing and Community Development, or her designee (the "Director"), on behalf of
3 the City, to submit an application (the "Application"), and such other documents as may be
4 required, to CDLAC pursuant to Government Code Section 8869.85 for an allocation for the
5 Project of a portion of the state ceiling for private activity bonds in a principal amount not to
6 exceed \$200,000,000.

7 Section 7. An amount equal to \$100,000 ("Deposit") is hereby authorized to be held on
8 deposit in connection with the Application and the applicable CDLAC procedures, and the
9 Director is authorized to certify to CDLAC that such funds are available.

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

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

21 ///

22 ///

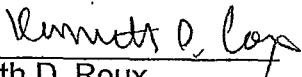
23 ///

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

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

7
8 By: 
9 Kenneth D. Roux
10 Deputy City Attorney
11 n:\spec\las2017\0100007\01229684.docx

**City and County of San Francisco
Multifamily Securities Program
Project Description**

206 5th Street (5th and Howard)

Overview

The funds described in the “Financing Structure” section below will be used to finance the development of 206 5th Street, a 226-unit affordable multifamily housing project located at 206 5th Street, San Francisco, CA 94103 (the “Project”).

Upon completion, the Project will include approximately 238,214 square feet of gross floor area, comprised of 159,324 square feet of residential area and 78,890 square feet of non-residential area. Non-residential spaces will include a community room and other resident amenities, property management, and other common spaces.

Total project costs, including the cost to acquire the land and construct new buildings, will be approximately \$164,568,424, or \$728,178 per dwelling unit.

The residential unit distribution, which will include 1 one-bedroom and 1 two-bedroom unit for the property manager and/or building superintendent:

<u>Unit type</u>	<u>Number of units</u>
Studio	26
1-Bedroom	107
2-Bedroom	85
3-Bedroom	8

Twenty percent of the residential units will serve households earning less than 50 percent of the San Francisco County Area Median Income (“AMI”), while the balance of units be rented at market rates.

Residents

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

Site Description and Scope of Work

Address: 206 5th Street and 921 Howard Street, San Francisco, CA 94103
 Block/Lot: 3732/003, 3732/004, 3732/005, 3732/099, 3732/100, 3732/145A, 3732/146, 3732/149 (Both addresses share evidence of site control through grant deeds)

The scope of work for the property amenities will include:

- Community room and other resident amenities;
- Outdoor terrace space;
- 24-hour property management;
- Unit amenities such as ovens, refrigerators, dishwashers, and washer/dryers.

Development and Management Team

Project Sponsor: 5H GP LLC
General Contractor: To be determined
Architect of Record: HKIT Architects
Property Manager: Tenderloin Neighborhood Development Corporation

Project Ownership Structure

Borrower Entity: Tenderloin Neighborhood Development Corporation (“TNDC”) (Prior to closing pre-construction financing, a limited partnership will be formed. The initial limited partnership will include as its partners 5H GP LLC and a TNDC entity.)
Managing Member: Turk Street, Inc.

An investor limited partner 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,
- 4% low-income housing tax credits (“LIHTC”),
- A conventional first mortgage, and
- Private equity.

Schedule

Financing is anticipated to close between June 2019 and December 2019, with construction commencing within 30 days of closing. All construction is scheduled to be completed by June 2022.

Introduction Form

By a Member of the Board of Supervisors or the Mayor

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
Time stamp
on meeting date
2017 NOV 14 11:14:21

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

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

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

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

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

Sponsor(s):

Supervisor Kim

Subject:

Multifamily Housing Revenue Bonds - 206 5th Street Street - Not to Exceed \$200,000,000

The text is listed below or attached:

Resolution declaring the intent of the City and County of San Francisco (the "City") to reimburse certain expenditures from proceeds of future bonded indebtedness; authorizing the Director of the Mayor's Office of

Signature of Sponsoring Supervisor: 

For Clerk's Use Only:

FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL
(S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information <i>(Please print clearly.)</i>	
Name of City elective officer(s): Members, Board of Supervisors	City elective office(s) held: Members, Board of Supervisors

Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: 5H GP LLC, a California limited liability company	

Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.

The borrowing entity for the 206 5th Street project is 5H GP LLC, a California limited liability company. This entity has no employees, and decisions are made by Tenderloin Neighborhood Development Corporation, a California nonprofit public benefit corporation ("TNDC"), the entity's sole member.

Please see the lists below in response to Items (1) and (2).

Board of Directors

Margaret Schrand
Lisa Blakely
Elizabeth Tracey
Dave Kroot
Samia Rashed
Curtis Bradford
Sally Carlson
Saul Feldman
Chris Gouig
Lisa Le
Dick McNeil Jr.
Erica Mohan
Josh Mukhopadhyay
Patrick Murcia
Jan Peters
Ascanio Piomelli
Nicole Rivera
Loren Sanborn
Amy Tharpe
Kristy Wang
Amory Sharpe
Freddie Martin

Chief Executive Officer

Donald S. Falk

Chief Financial Officer

Paul Sussman

Chief Operating Officer

Elizabeth Orlin

Items (3), (4), and (5) do not apply to 5H GP LLC.

Contractor address: SH GP LLC c/o Tenderloin Neighborhood Development Corporation 201 Eddy Street San Francisco, California 94102	
Date that contract was approved: <i>(By the SF Board of Supervisors)</i>	Amount of contract: Not to exceed \$200,000,000
Describe the nature of the contract that was approved: The contract constitutes approval of a resolution declaring the City's intent to issue tax-exempt multifamily housing revenue bonds to finance an affordable housing project located at 206 5th Street in San Francisco. The resulting obligations will be conduit debt with no recourse to the City's general fund.	
Comments:	

This contract was approved by (check applicable):

the City elective officer(s) identified on this form

a board on which the City elective officer(s) serves: **San Francisco Board of Supervisors**

Print Name of Board

the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

Print Name of Board

Filer Information <i>(Please print clearly.)</i>	
Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA 94102	E-mail: Board.of.Supervisors@sfgov.org

Signature of City Elective Officer (if submitted by City elective officer)

Date Signed

Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk)

Date Signed