

File No. 150588

Committee Item No. 14

Board Item No. 25

### COMMITTEE/BOARD OF SUPERVISORS

#### AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Sub-Committee

Date June 10, 2015

Board of Supervisors Meeting

Date 6/16/15

#### 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 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)

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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Notice of Publication</u> |
| <input type="checkbox"/>            | <input type="checkbox"/> | _____                        |
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Completed by: Linda Wong Date June 5, 2015  
Completed by: Linda Wong Date 6/14/15

1 [Multifamily Housing Revenue Bonds - 222 Beale Street - Not to Exceed \$35,000,000]

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 \$35,000,000 for 222**  
9 **Beale Street (San Francisco, California 94105); authorizing and directing the Director to**  
10 **direct the Controller's Office to hold in trust an amount not to exceed \$100,000 in**  
11 **accordance with CDLAC procedures; authorizing the Director to certify to CDLAC that**  
12 **the City has on deposit the required amount; authorizing the Director to pay an amount**  
13 **equal to such deposit to the State of California if the City fails to issue the residential**  
14 **mortgage revenue bonds; approving, for purposes of the Internal Revenue Code of**  
15 **1986, as amended, the issuance and sale of residential mortgage revenue bonds by the**  
16 **City in an aggregate principal amount not to exceed \$35,000,000; authorizing and**  
17 **directing the execution of any documents necessary to implement this Resolution; 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

3 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, Mercy Housing California 64, L.P., a California limited partnership (or any  
19 successor thereto including any successor owner of the Project, the "Developer"), desires to  
20 construct a 120 -unit affordable residential rental housing development located at 222 Beale  
21 Street, San Francisco, California 94105 (the "Project"); and

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

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 \$35,000,000 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 April 26, 2015, and May 3, 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 May 14, 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 May 14, 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 \$35,000,000.

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 \$35,000,000.

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.

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

21 APPROVED AS TO FORM:

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24 DENNIS J. HERRERA  
25 City Attorney

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By: 

HEIDI GEWERTZ

Deputy City Attorney

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



**EDWIN M. LEE  
MAYOR**

**OLSON LEE  
DIRECTOR**

May 15, 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: Resolution Authorizing Application to California Debt Limit Allocation Committee for Multifamily Housing Revenue Bonds for 222 Beale Street.**

With this memo, I am submitting to you for introduction at the Board of Supervisors meeting on Tuesday, May 19, 2015, a resolution regarding qualified mortgage revenue bonds for 222 Beale Street or Transbay Block 7 Affordable Housing (the "Project"). The Project is a 120 unit family project being developed by Mercy Housing California ("Mercy"). It will be located on Transbay Block 7 at 222 Beale Street, which is adjacent to Transbay Block 6, a market-rate residential tower and an affordable eight story podium building being constructed by Golub and Company ("Golub"), a developer based in Chicago, Illinois and Mercy Housing California.

The resolution would authorize Olson Lee, as Director of this office to submit an application to the California Debt Limit Allocation Committee for permission to issue such bonds in an amount not to exceed \$35,000,000. This resolution would only authorize us to apply for an allocation 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 project.

The proposed project will be two eight story over concrete podium buildings on the east and west ends of the block and a row of townhomes in between. The Project will have 120 units (52 1-bedroom units, 45 2-bedroom units, 23 3-bedroom units including 1 manager's unit) and will serve families earning up to 50% of Area Median Income and will include a child care facility, along with an associated open space. The development team of Golub and Mercy was selected pursuant to a Request for Proposals for the development of Transbay Blocks 6 and 7 issued by the former Redevelopment Agency, now the Office of Community Investment and Infrastructure

("OCII"). Golub paid a fee to OCII of \$24,300,000. A portion of this fee, \$14,000,000 was used to provide the gap subsidy for Transbay Block 6 Affordable Housing, which is currently under construction. The remaining \$10,300,000 of the Fee, along with additional funds from OCII, will be used to provide the gap subsidy necessary to develop the Project.

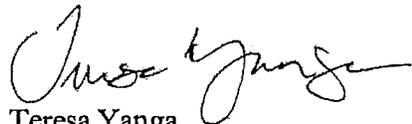
The Mayor's Office of Housing and Community Development has previously issued bonds for both rental housing and for first time homeownership. These financings are conduit financings, which do not require the City to pledge repayment of the bonds. Rather, the bondholders' only recourse for payment is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

Introduction on May 19, 2015 ensures that we have enough time to continue gathering the application which is due on July 17, 2015.

The attached resolution has 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,



Teresa Yanga  
Director of Housing Development

**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#: 2745140

**PROOF OF PUBLICATION**

(2015.5 C.C.P.)

State of California )  
County of SAN FRANCISCO ) ss

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:  
222 Beale Street TEFRA

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:

04/26/2015, 05/03/2015

Executed on: 05/04/2015  
At Los Angeles, California

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



Signature

**MERCY HOUSING CALIFORNIA NOTICE OF PUBLIC HEARING**  
NOTICE IS HEREBY GIVEN that on May 14, 2015, at 11 a.m., at the Mayor's Office of Housing and Community Development, 1, South Van Ness Avenue, 5<sup>th</sup> 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 thirty five million dollars (\$35,000,000). All or a portion of the proceeds of the Bonds will be loaned to Mercy Housing California 64, L.P. (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 120 housing units located at 222 Beale 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: April 23, 2015  
CITY AND COUNTY OF SAN FRANCISCO  
Teresa Yanga, Housing Development Director  
Mayor's Office of Housing and Community Development



## **Transbay Block 7 Affordable Project Description**

### **May 2015**

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Transbay Block 7 Affordable Housing (the "Project") is a 120 unit family project being developed by Mercy Housing California ("Mercy"). It will be located on Transbay Block 7 at 222 Beale Street, which is adjacent to Transbay Block 6, a market-rate residential tower and an affordable eight story podium building being constructed by Golub and Company ("Golub"), a developer based in Chicago, Illinois and Mercy Housing California. Block 7 is located on Clementina Street between Fremont and Beale Streets, two blocks south of the future Transbay Transit Center. The development team of Golub and Mercy was selected pursuant to a Request for Proposals for the development of Transbay Blocks 6 and 7 issued by the former Redevelopment Agency, now the Office of Community Investment and Infrastructure ("OCII"). Golub has paid a fee of \$24,300,000 to OCII. A portion of this fee, \$14,000,000 is being used to provide the gap subsidy for Transbay Block 6. The remaining \$10,300,000, along with additional funds from OCII, will be used to provide a gap subsidy to the Project. The Mayor's Office of Housing and Community Development ("MOHCD") will issue the tax exempt bonds for the Project.

#### Scope of Work:

The Project will be two eight story over concrete podium buildings on the east and west ends of the block and a row of townhomes in between. The Project will have 120 units (52 1-bedroom units, 45 2-bedroom units, 23 3-bedroom units including 1 manager's unit). It will also include the following features:

- A shared open space on Block 6, which will be used by both the Market-Rate Project and the Block 6 and 7 Affordable Projects, and which will be open to the public during daytime hours; and
- Streetscape improvements conforming to the Transbay Streetscape and Open Space Plan.

#### Ownership:

Mercy has formed a limited partnership, Mercy Housing California 64, L.P., to own the improvements ("the Partnership"). OCII, and subsequently MOHCD will own the land that the improvements will be built on. OCII will enter into a Ground Lease with the Partnership. This Ground Lease will transfer from OCII to MOHCD once construction of the improvements is completed. Mercy is the largest of the regional affordable housing development corporations of Mercy Housing Inc., a national not-for-profit organization that was established in 1981.

#### Financing:

In addition to the OCII loan described above, the Partnership will apply for a tax-exempt bond allocation currently estimated to be approximately \$35 million and 4% low-income housing tax credits for 100% of the units:

#### Schedule:

Construction on the Project is anticipated to start by January 2016 and be completed by the end of 2017.

Transbay Block 7 Schedule	
Task	Date
TEFRA Ad Published	5/3/2015
TEFRA Hearing	5/14/2015
Inducement Resolution Lodged with Board	5/15/2015
Inducement Resolution to Budget & Finance Committee	5/27/2015 or 6/3/2015
Inducement Resolutions Approved by Board	6/9/2015
Submit CDLAC application	7/17/2015
Submit tax credit application	8/21/2015
CDLAC meeting -- secure allocation	9/16/2015
TCAC Meeting -- secure allocation	10/21/2015
Allocation Resolutions Lodged with Board	11/24/2015
Allocation Resolution to Budget & Finance Committee	12/2/2015
Allocation Resolution Approved by Full Board	12/15/2015
Mayor signs the resolution	12/28/2015
Finalize construction contract	12/31/2015
Close bond and credit financing	1/15/2015
Start construction	1/15/2015
Complete construction	10/2017

Development Team:

- Architect: Santos Prescott
- Contractor: Cahill Contractors
- Legal Counsel: Goldfarb and Lipman
- Financial Consultant: California Housing Partnership
- Development Consultant: Chris Rivera

222 Beale Street (Transbay Block 7)

TEFRA Hearing

Minutes

Thursday, May 15, 2015

The meeting was convened at 11:00 AM and adjourned at 11:30AM. 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 222 Beale Street, was available for questions for the remainder of the day, but none were submitted.

222 Beale Street (Transbay Block 7)  
TEFRA Hearing  
Minutes  
Thursday, May 15, 2015

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222 Beale Street (Transbay Block 7)  
TEFRA Hearing  
Minutes  
Thursday, May 15, 2015

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Print Form

# Introduction Form

By a Member of the Board of Supervisors or the Mayor

RECEIVED  
BOARD OF SUPERVISORS  
SAN FRANCISCO

2015 JUN 2 PM 1:28  
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):**

Supervisor Kim

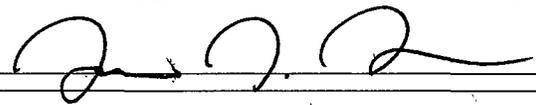
**Subject:**

Multifamily Housing Revenue Bonds - 222 Beale Street San Francisco, CA 94105

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

See attached.

Signature of Sponsoring Supervisor: \_\_\_\_\_



**For Clerk's Use Only:**

