

1 [Multifamily Housing Revenue Bonds – Mason Street Apartments]
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3 **Resolution authorizing the issuance and delivery of multifamily housing revenue bonds**
4 **(as defined herein) in an aggregate principal amount not to exceed \$28,000,000 for the**
5 **purpose of providing financing for a multifamily rental housing project to be known as**
6 **Mason Street Apartments; approving the form of and authorizing the execution of an**
7 **indenture providing the terms and conditions of the bonds; approving the form of and**
8 **authorizing the execution of a regulatory agreement and declaration of restrictive**
9 **covenants; approving the form of and authorizing the execution of a loan agreement;**
10 **ratifying and approving any action heretofore taken in connection with the bonds and**
11 **the project; granting general authority to city officials to take actions necessary to**
12 **implement this resolution; and related matters.**
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14 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
15 "Board") desires to provide for the financing of the construction by Mason Street Affordable
16 Housing Development, LLC, a California limited liability company (or any affiliate thereof or
17 successor thereto) (the "Borrower"), of a proposed multifamily rental housing development for
18 low income persons, consisting of approximately 81 units and located generally at 125 Mason
19 Street, San Francisco, California, to be known as the Mason Street Affordable Housing
20 Development (the "Project"), through the issuance of revenue bonds; and,

21 WHEREAS, The City and County of San Francisco (the "City") is authorized to issue
22 revenue bonds for such purpose pursuant to the Charter of the City, Article I of Chapter 43 of
23 the Administrative Code of the City and County of San Francisco Municipal Code and, to the
24 extent applicable, Section 52097.5 of the California Health and Safety Code, as now in effect
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1 and as it may from time to time hereafter be amended or supplemented (collectively, the
2 “Act”); and,

3 WHEREAS, The interest on the Bonds (hereinafter defined) may qualify for tax
4 exemption under Section 103 of the Internal Revenue Code of 1986, as amended, (the
5 “Code”), only if the Bonds are approved in accordance with Section 147(f) of the Code; and,

6 WHEREAS, This Board is the elected legislative body of the City and is the applicable
7 elected representative required to approve the issuance of the Bonds within the meaning of
8 Section 147(f) of the Code; and,

9 WHEREAS, On January 23, 2007, this Board in Resolution No. 46-07 approved the
10 issuance of the Bonds for the purposes of Section 147(f) of the Code; and,

11 WHEREAS, There has been prepared and presented to the Board for consideration at
12 this meeting the documentation required for the issuance of such Bonds, and such
13 documentation is on file with the Clerk of the Board of Supervisors (the “Clerk of the Board”) in
14 File No. 071086, which is hereby declared to be a part of this resolution as if set forth
15 fully herein; and,

16 WHEREAS, It appears that each of the documents which is now before this Board is
17 substantially in appropriate form and is an appropriate instrument to be executed and
18 delivered for the purposes intended; and,

19 WHEREAS, The Board finds that the public interest and necessity require that the City
20 at this time make arrangements for the sale of such Bonds; and,

21 WHEREAS, Wells Fargo Bank, National Association (the “Purchaser”), has expressed
22 its intention to purchase the Bonds authorized hereby; now therefore, be it

23 RESOLVED, By this Board of Supervisors of the City and County of San Francisco as
24 follows:

1 Section 1. Approval of Recitals. The Board hereby finds and declares that the above
2 recitals are true and correct.

3 Section 2. Approval of Issuance of Bonds. In accordance with the Act and the
4 Indenture (hereinafter defined), the City is hereby authorized to issue and deliver revenue
5 bonds of the City, such bonds to be issued in one or more series and designated as "City and
6 County of San Francisco Multifamily Housing Revenue Bonds, Series 2007A (Mason Street
7 Apartments)," or such other designation as may be necessary or appropriate to distinguish
8 such series from every other series of bonds, in an aggregate principal amount not to exceed
9 \$28,000,000 (the "Bonds"), with an initial interest rate not to exceed twelve percent (12%) per
10 annum for the Bonds, and which shall have a final maturity date not later than thirty-five (35)
11 years from issuance. The Bonds shall be in the form set forth in and otherwise in accordance
12 with the Indenture, and shall be executed by the manual or facsimile signature of the Mayor of
13 the City (the "Mayor") and the manual or facsimile seal of the City shall be impressed or
14 reproduced thereon and attested by the manual or facsimile signature of the Clerk of the
15 Board.

16 Section 3. Indenture. The Indenture of Trust (the "Indenture"), among the City, the
17 Purchaser and Wells Fargo Bank, National Association, as trustee (the "Trustee"), in
18 substantially the form presented to the Board, a copy of which is on file with the Clerk of the
19 Board, is hereby approved. The Mayor, the Director of the Mayor's Office of Housing (the
20 "Director") or any Authorized City Representative (as such term is defined in the Indenture) is
21 hereby authorized to execute, and the Clerk of the Board or an authorized designee is hereby
22 authorized to attest, the Indenture in substantially said form, with such additions thereto and
23 changes therein as the City Attorney of the City and County of San Francisco (the "City
24 Attorney") and Co-Bond Counsel may approve or recommend in accordance with Section 6
25 hereof.

1 Section 4. Regulatory Agreement and Declaration of Restrictive Covenants. The
2 form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory
3 Agreement”), among the City, the Trustee, and the Borrower, in substantially the form
4 presented to the Board, a copy of which is on file with the Clerk of the Board, is hereby
5 approved. The Mayor, the Director or any Authorized City Representative is hereby
6 authorized to execute the Regulatory Agreement, in substantially said form, with such
7 additions thereto and changes therein as the City Attorney and Co-Bond Counsel may
8 approve or recommend in accordance with Section 6 hereof.

9 Section 5. Loan Agreement. The form of Loan Agreement (the “Loan Agreement”)
10 among the City, the Purchaser, as bondowner representative, and the Borrower, in
11 substantially the form presented to the Board, a copy of which is on file with the Clerk of the
12 Board, is hereby approved. The Mayor, the Director or any Authorized City Representative is
13 hereby authorized to execute the Loan Agreement, in substantially said form, with such
14 additions thereto and changes therein as the City Attorney and Co-Bond Counsel may
15 approve or recommend in accordance with Section 6 hereof.

16 Section 6. Modifications, Changes, Additions. Any City representative authorized by
17 this resolution to execute the Indenture, the Regulatory Agreement, or the Loan Agreement, in
18 consultation with the City Attorney and Co-Bond Counsel, is hereby authorized to approve
19 and make such modifications, changes or additions to the Indenture, the Regulatory
20 Agreement, or the Loan Agreement as may be necessary or advisable, provided that such
21 modification does not authorize an aggregate principal amount of Bonds in excess of
22 \$28,000,000, provide for a final maturity date on the Bonds later than thirty-five years (35
23 years) from issuance, or provide the Bonds to bear interest at a rate in excess of twelve
24 percent (12%) per annum. The approval of any modification, addition or change to any of the
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1 aforementioned documents shall be evidenced conclusively by the execution and delivery of
2 the document in question.

3 Section 7. Low Income Housing Findings. This Board hereby finds and determines
4 that this Resolution constitutes final approval of a proposal that may result in housing
5 assistance benefiting persons of low income within the meaning of Section 36005 of the
6 California Health and Safety Code (the "Health and Safety Code"). This Board further finds
7 and determines that the City's support of the Project does not constitute an activity to
8 "develop, construct, or acquire" a low rent housing project, in that the City's activities are
9 limited to those described in Section 37001.5(e) of the Health and Safety Code, including the
10 provision of assistance to the Project and monitoring compliance with the conditions of such
11 assistance.

12 Section 8. Ratification. All actions heretofore taken by the officers and agents of the
13 City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and
14 ratified.

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1 Section 9. General Authority. The proper officers of the City are hereby authorized
2 and directed, for and in the name and on behalf of the City, to do any and all things and take
3 any and all actions and execute and deliver any and all certificates, agreements and other
4 documents, including but not limited to those documents described in the Indenture and the
5 other documents herein approved, which they, or any of them, may deem necessary or
6 advisable in order to consummate the lawful issuance and delivery of the Bonds and to
7 effectuate the purposes thereof and of the documents herein approved in accordance with this
8 Resolution.

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10 APPROVED AS TO FORM:

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12 DENNIS J. HERRERA
13 City Attorney

14 By: Kenneth David Roux
15 KENNETH DAVID ROUX
16 Deputy City Attorney
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City and County of San Francisco

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Tails Resolution

File Number: 071086

Date Passed:

Resolution authorizing the issuance and delivery of multifamily housing revenue bonds (as defined herein) in an aggregate principal amount not to exceed \$28,000,000 for the purpose of providing financing for a multifamily rental housing project to be known as Mason Street Apartments; approving the form of and authorizing the execution of an indenture providing the terms and conditions of the bonds; approving the form of and authorizing the execution of a regulatory agreement and declaration of restrictive covenants; approving the form of and authorizing the execution of a loan agreement; ratifying and approving any action heretofore taken in connection with the bonds and the project; granting general authority to city officials to take actions necessary to implement this resolution; and related matters.

August 14, 2007 Board of Supervisors — ADOPTED

Ayes: 10 - Alioto-Pier, Ammiano, Daly, Dufty, Elsbernd, Jew, Maxwell,
Mirkarimi, Peskin, Sandoval

Absent: 1 - McGoldrick

File No. 071086

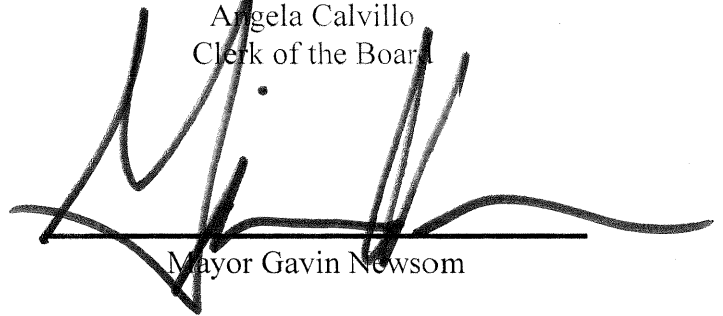
I hereby certify that the foregoing Resolution was ADOPTED on August 14, 2007 by the Board of Supervisors of the City and County of San Francisco.



Angela Calvillo
Clerk of the Board



Date Approved



Mayor Gavin Newsom