File No.	220646
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Committee Item No.	13	
Board Item No.		

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

	<u>Government Audit and Oversignt</u> Dervisors Meeting:	Date:	June 16, 2022
Cmte Boar	d		
	Motion Resolution Ordinance Legislative Digest Budget and Legislative Analyst Report Introduction Form Department/Agency Cover Letter and MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Form 126 – Ethics Commission Award Letter Application Public Correspondence		oort
OTHER			
	Project Description President Memo Transfer - BFC-GAC	060709	
Prepared by: Prepared by: Prepared by:	Date	:	10, 2022

[Multifamily Housing	Revenue	Bonds	- Sunnydale	HOPE SF	Block 3A -	Not to	Exceed
\$74,000,000]			-				

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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 \$74,000,000 in one or more series of bonds on a tax-exempt or taxable basis; 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 \$74,000,000 for Sunnydale HOPE SF Block 3A at 1500 Block of Sunnydale Avenue; 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, if necessary; authorizing the Director to certify to CDLAC that the City has on deposit the required amount, if necessary; 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, as defined herein; and ratifying and approving any action heretofore taken in connection with the Project, as defined herein, and the Application, as defined herein.

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WHEREAS, The Board of Supervisors of the City and County of San Francisco ("Board of Supervisors"), after careful study and consideration, has determined that there is a shortage of safe and sanitary housing within the City and County of San Francisco ("City"), particularly for low and moderate income persons, and that it is in the best interest of the residents of the City and in furtherance of the health, safety, and welfare of the public for the

City to assist in the financing of multi-family rental housing units; and

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

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

WHEREAS, Sunnydale Block 3A Housing Partners, L.P., a California limited partnership (or an affiliate thereof or successor thereto) (the "Borrower") desires to construct or rehabilitate an 90-unit affordable residential rental housing development located in Sunnydale HOPE SF Block 3A at 1500 Block of Sunnydale Avenue("Project"); and

WHEREAS, The Borrower has requested that the City assist in the financing of the Project through the issuance of one or more series of bonds on a taxable basis in an amount not to exceed \$14,000,000 ("Taxable Bonds"), and on a tax-exempt basis in an amount not to exceed \$60,000,000 (collectively with the Taxable Bonds, "Bonds") for an aggregate principal amount of not to exceed \$74,000,000; 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	\$74,000,000 and to loan the proceeds of the Bonds to the Borrower ("Loan") to finance the
5	costs of the Project; and
6	WHEREAS, The Bonds will be limited obligations, payable solely from pledged
7	security, including Project revenues, and will not constitute a debt of the City; and
8	WHEREAS, The Board of Supervisors has determined that the moneys advanced and
9	to be advanced to pay certain expenditures of the Project are or will be available only for a
10	temporary period and it is necessary to reimburse such expenditures with respect to the
11	Project from the proceeds of the Bonds; and
12	WHEREAS, Section 1.150-2 of the United States Treasury Regulations requires that
13	the Board of Supervisors declare its reasonable official intent to reimburse prior expenditures
14	for the Project with proceeds of the Bonds; and
15	WHEREAS, The Project is located wholly within the City; and
16	WHEREAS, Section 146 of the Code limits the amount of tax-exempt private activity
17	bonds, which include qualified mortgage bonds, that may be issued in any calendar year by
18	entities within a state and authorizes the legislature of each state to provide the method of
19	allocating authority to issue tax-exempt private activity bonds within the respective state; and
20	WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the Government Code of the State
21	of California governs the allocation in the State of California of the state ceiling established by
22	Section 146 of the Code among governmental units in the State having the authority to issue
23	tax-exempt private activity bonds; and
24	WHEREAS, Section 8869.85(b) of the Government Code requires that a local agency

file an application for a portion of the state ceiling with or upon the direction of the California

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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, upon receipt of allocation, that the applicant has on deposit an amount
5	equal to one-half of one percent (0.5%) of the amount of allocation requested, not to exceed
6	\$100,000; now, therefore, be it
7	RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
8	follows:
9	Section 1. The Board of Supervisors finds and determines that the foregoing recitals
10	are true and correct.
11	Section 2. The Board of Supervisors adopts this Resolution for purposes of
12	establishing compliance with the requirements of Section 1.150-2 of the United States
13	Treasury Regulations. This Resolution does not bind the Board of Supervisors to issue the
14	Bonds, approve the Loan or to make any expenditure, incur any indebtedness or proceed with
15	the Project.
16	Section 3. The Board of Supervisors hereby declares its official intent under United
17	States Treasury Regulations Section 1.150-2 to use proceeds of the Bonds to reimburse
18	expenditures incurred in connection with the Project. The Board of Supervisors hereby further
19	declares its intent to use such proceeds to reimburse the Borrower for actual expenditures
20	made by the Borrower on the Project.
21	Section 4. On the date of the expenditure to be reimbursed, all reimbursable costs of
22	the Project will be of a type properly chargeable to a capital account under general federal
23	income tax principles.

Section 5. The maximum principal amount of debt expected to be issued for the Project

is \$74,000,000.

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<u>Section 6</u>. This Resolution is neither an approval of the underlying credit issues of the proposed Project nor an approval of the financial structure of the Bonds.

Section 7. The Board of Supervisors hereby authorizes the Director of the Mayor's Office of Housing and Community Development, including any acting or interim director, or such person's designee ("Director"), on behalf of the City, to submit an application ("Application"), and such other documents as may be required, to CDLAC pursuant to Government Code, Section 8869.85 for an allocation for the Project of a portion of the state ceiling for private activity bonds in a principal amount not to exceed \$74,000,000.

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

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

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

1	Section 11. This Resolution shall take effect from and after its adoption by the Board and
2	approval by the Mayor.
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4	APPROVED AS TO FORM:
5	DAVID CHIU, City Attorney
6	
7	By: <u>/s/ KENNETH DAVID ROUX</u> KENNETH DAVID ROUX
8	Deputy City Attorney
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Project Description

Multifamily Securities Program City and County of San Francisco

Sunnydale HOPE SF Block 3A

Overview

The funds described in the "Financing Structure" section below will be used to finance the development of Sunnydale HOPE SF Block 3A, an 80-unit affordable multifamily housing project to be located on the 1500 Block of Sunnydale Avenue; San Francisco, CA 94134 or Sunnydale HOPE SF Final Map 11040 Lot 3 (the "Project").

Upon completion, the Project will feature an early childhood education center, a health and wellness center, Mercy Housing California's centralized Sunnydale customer service office, and retail. Total project costs, including the cost to acquire the land and construct the new building, will be approximately \$97,213,580 or \$1,215,170 unit per dwelling unit.

The residential unit distribution, which will include one three-bedroom superintendent unit, is:

<u>Unit Type</u>	Number of Units
Studio	4
1-Bedroom	24
2-Bedroom	28
3-Bedroom	16
4-Bedroom	8
Total	80

Approximately 75 percent of the residential units will serve households earning less than 50 percent of the San Francisco County Area Median Income (SF AMI), while the balance of units will serve households earning approximately less than 80 percent of SFAMI/60 percent of TCAC AMI.

Residents

The Project requires the temporary relocation of Sunnydale public housing households. San Francisco Housing Authority will assist impacted households in relocating temporarily to vacant rehabbed units elsewhere within the Sunnydale public housing site or permanently to other SFHA-subsidized affordable housing within San Francisco on a voluntary basis. All households will be noticed and provided relocation assistance per URA, CRAL, and the Sunnydale HOPE SF Relocation Plan.

Site Description and Scope of Work

Address: 1500 Block of Sunnydale Avenue

San Francisco, CA 94134

Block/Lot: 6311/013 (Sunnydale HOPE SF Final Map 11040 Lot 3)

Property amenities will include:

- On-site property management and resident services
- Common area with kitchen
- Private resident-only courtyard on the second floor
- Laundry rooms on every floor plus in-unit washer/dryers in 3-bedroom and 4-bedroom units
- 0.75 parking ratio and 1:1 bike storage

Development and Management Team

Project Sponsors: The Related Companies of California &

Mercy Housing California

General Contractor: Baines/Nibbi

Architect of Record: David Baker Architects

Property Manager: Mercy Housing Management Group

Project Ownership Structure

Borrower Entity: Sunnydale Block 3A Housing Partners, L.P.

Administrative GP: Related/Sunnydale Block 3A Development Co., LLC

Managing GP: Mercy Transformation, LLC

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;
- soft debt from the City;
- HCD AHSC; 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 in spring 2023, with construction commencing within 10 days of closing. All construction is scheduled to be completed by spring 2025.

Narrative Description of Project Sponsor Experience

The Project Sponsors/Developers are The Related Companies of California ("Related") and Mercy Housing California ("Mercy"). Together, the two firms are co-Master Developers of the

Sunnydale public housing revitalization effort in which this Project will be its fourth 100% affordable housing development. Together, Related and Mercy have achieved the following work at Sunnydale: development and leased up of Casala and 290 Malosi affordable housing developments, completion of infrastructure improvements, and predevelopment and design work for Block 3B, Block 7, and Block 9.

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. In San Francisco, the majority of their developments are primarily Type V/I and Type III/I urban infill projects. 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.

As the largest non-profit owner of affordable housing in the United States, Mercy Housing brings together real estate development, resident services, and property management under a single, mission-aligned organization. Mercy Housing, Inc. owns and provides property management (through Mercy Housing Management Group-MHMG) to more than 23,000 units of affordable housing and currently serves more than 50,000 people on any given day. Mercy Housing California (MHC) is the California affiliate of MHI. Throughout the state, MHC has successfully completed development of 10,389 affordable rental units. Of the rental housing developed, approximately 52% has been for families, 32% for seniors, and 16% supportive housing. In addition, MHC has nearly 6,000 units in the development pipeline from feasibility through construction with a team of 38 development staff members to support the process. MHC has a strong presence in San Francisco reflected in its 33 housing developments, including four family and senior properties in the Visitacion Valley neighborhood and two completed properties in Sunnydale thus far.



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 . www.sfethics.org

Received On:

File #: 220646

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	
TYPE OF FILING	DATE OF ORIGINAL FILING (for amendment only)
Original	v,
AMENDMENT DESCRIPTION – Explain reason for amendment	0

2. CITY ELECTIVE OFFICE OR BOARD		
OFFICE OR BOARD	NAME OF CITY ELECTIVE OFFICER	
Board of Supervisors	Members	

3. FILER'S CONTACT	
NAME OF FILER'S CONTACT	TELEPHONE NUMBER
Angela Calvillo	415-554-5184
FULL DEPARTMENT NAME	EMAIL
Office of the Clerk of the Board	Board.of.Supervisors@sfgov.org

4. CONTRACTING DEPARTMENT CONTACT		
NAME OF DEP	PARTMENTAL CONTACT	DEPARTMENT CONTACT TELEPHONE NUMBER
Sara Amaı	ral	415-701-5500
FULL DEPART	MENT NAME	DEPARTMENT CONTACT EMAIL
MYR	Mayor's Office of Comm. Dvlpt	sara.amaral@sfgov.org

7. COMMENTS

5. CONTRACTOR	
NAME OF CONTRACTOR	TELEPHONE NUMBER
Sunnydale Block 3A Housing Partners, L.P.	415-677-9000
STREET ADDRESS (including City, State and Zip Code)	EMAIL
44 Montgomery St, #1300, San Francisco CA 94104	TNguyen@Related.com

6. CONTRACT		
DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)	ORIGINAL BID/RFP NUMBER	FILE NUMBER (If applicable)
Δ		220646
DESCRIPTION OF AMOUNT OF CONTRACT		
\$72,000,000		
NATURE OF THE CONTRACT (Please describe)		
This request for multifamily revenue bonds will be used to finance the development of Sunnydale HOPE SF Block 3A, an 80-unit affordable multifamily housing project to be located on the 1500 Block of Sunnydale Avenue; San Francisco, CA 94134 or Sunnydale HOPE SF		
	197	
	378	
		6

Bor	rower Entity: Sunnydale Block 3A Housing Partners, L.P.
	inistrative GP: Related/Sunnydale Block 3A Development Co., LLC
Man	aging GP: Mercy Transformation IIC

8. C	ONTRACT APPROVAL
This	contract was approved by:
	THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM
	A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES
	· ·
	Board of Supervisors
	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	ТҮРЕ
1	Cardone	Frank	Other Principal Officer
2	Witte	William A	Other Principal Officer
3	Silverberg	Ann	Other Principal Officer
4	Sherman	Steven D	Other Principal Officer
5	Shoemaker	Douglas	Other Principal Officer
6	Rosenblum	Joe	Other Principal Officer
7	Spears	Steve	Other Principal Officer
8	Bayley	Amy	Other Principal Officer
9	Tuvilla	Alvin	Other Principal Officer
10	Gualco	Barbara	Other Principal Officer
11	Saab	Bruce	Other Principal Officer
12	Holder	Ed	Other Principal Officer
13	Villablanca	Erika	Other Principal Officer
14	Guerrero	Ismeal	Other Principal Officer
15	Dolin	Jennifer	Other Principal Officer
16	Clayton	Melissa	Other Principal Officer
17	Dare	Ramie	Other Principal Officer
18	Ciraulo	Rich	Other Principal Officer
19	Daues	Stephan	Other Principal Officer

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.

cont	contract.			
#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	ТҮРЕ	
20	Dunn	Tim	Other Principal Officer	
21	Bertges	Barbara	Board of Directors	
22	Bringham	Tangarine	Board of Directors	
23	Сох	Bradley	Board of Directors	
24	Crowe	Adrienne	Board of Directors	
25	Fernandez Smith	кау	Board of Directors	
26	Fish	Ford	Board of Directors	
27	Freeman	Yusef	Board of Directors	
28	Garcia	Christina	Board of Directors	
29	Hughes	Phyllis	Board of Directors	
30	Jamason	Ellen	Board of Directors	
31	Lee	Christopher	Board of Directors	
32	Mersey	Ezra	Board of Directors	
33	Pavao	William	Board of Directors	
34	Ruggiero	Janet	Board of Directors	
35	Saez	Mirian	Board of Directors	
36	Soni	s. Monica	Board of Directors	
37	Sprague	Rick	Board of Directors	
38				

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 39 40 41 42 43 44 45 46 47 48 49 50 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.

DATE SIGNED

SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR

BOS Clerk of the Board

CLERK



President, Board of Supervisors District 10

City and County of San Francisco

SHAMANN WALTON

MEMORANDUM

DATE: June 7, 2022

TO: Angela Calvillo, Clerk of the Board of Supervisors

Board of Supervisors Legislative Division

FROM: President Shamann Walton

CC: Chair Dean Preston, Government Audit & Oversight

Anne Pearson, Deputy City Attorney

Tom Paulino, Mayor's Office City Administrator's Office

SUBJECT: Transferring Items from B&F to GAO

Dear Madam Clerk and Legislative Division Staff,

I am hereby granting the request to transfer the following matters from the Budget & Finance Committee to the Government Audit & Oversight Committee due to the impacted schedule of the Budget & Finance Committee:

- 220544 [Agreement LAZ Parking California, LLC Parking Meter Coin and Parking Data Collection Services - Not to Exceed \$50,798,833
- 220554 [Real Property Lease Amendment Evans Investment Partners, LLC 750 and 752 Vallejo Street - \$120,792 Annual Base Rent - Estimated \$267,382 Tenant Improvement Cost]
- 220599 [Contract Amendment Professional Contractor Supply (PCS) Purchase of Hardware Supplies \$11,500,000]
- 220600 [Contract Lystek International Limited Class A Biosolids Management Services Not to Exceed \$22,400,000]
- 220601 [Contract Kemira Water Solutions Ferric Ferrous Chloride Not to Exceed \$26,000,000]
- 220602 [Contract TR International Trading Company Ferric Ferrous Chloride Not to Exceed \$28,000,000]
- 220603 [Contract Univar Solutions USA Inc. Sodium Hypochlorite Not to Exceed \$74,000,000]
- 220604 [Contract Univar Solutions USA Inc. Sodium Bisulfite Not to Exceed \$19,000,000]
- 220608 [Multifamily Housing Revenue Bonds 700-730 Stanyan Street Not to Exceed \$130,000,000]
- 220645 [Accept and Expend Grant California Arts Council Design and Planning for Harvey Milk Plaza \$1,500,000]
- 220646 [Multifamily Housing Revenue Bonds Sunnydale HOPE SF Block 3A Not to

Exceed \$74,000,000]

• 220647 [Multifamily Housing Revenue Bonds - Building E Balboa Reservoir - 11 Frida Kahlo Way - Not to Exceed \$102,000,000]