

1 [Multifamily Housing Revenue Bonds - 1100 Ocean Avenue Apartments - Not to Exceed  
2 \$19,500,000]

3 **Resolution authorizing the issuance and delivery of multifamily housing revenue bonds**  
4 **in an aggregate principal amount not to exceed \$19,500,000 for the purpose of**  
5 **providing financing for the acquisition and construction of a 71-unit multifamily rental**  
6 **housing project known as 1100 Ocean Avenue Apartments; approving the form of and**  
7 **authorizing the execution of a trust indenture providing the terms and conditions of the**  
8 **bonds; approving the form of and authorizing the execution of a regulatory agreement**  
9 **and declaration of restrictive covenants; approving the form of and authorizing the**  
10 **execution of a loan agreement; authorizing the collection of certain fees; ratifying and**  
11 **approving any action heretofore taken in connection with the bonds and the project;**  
12 **granting general authority to City officials to take actions necessary to implement this**  
13 **Resolution; and related matters.**

14  
15 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the  
16 "Board") desires to provide for a portion of the costs of the acquisition and construction by  
17 1100 Ocean Avenue Limited Partnership, a California limited partnership (the "Borrower"), of  
18 a 71-unit residential rental development located at 1100 Ocean Avenue, San Francisco,  
19 California, known as "1100 Ocean Avenue Apartments" (the "Project"), to provide housing for  
20 persons and families of low income 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, to the extent applicable, Chapter 7 of Part 5 of  
24 Division 31 (commencing with Section 52075) of the Health and Safety Code of the State of  
25

1 California ("Health and Safety Code"), as now in effect and as it may from time to time  
2 hereafter be amended or supplemented (collectively, the "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 December 11, 2012, this Board, in Resolution No. 475-12, approved  
10 the 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 the Bonds, and such  
13 documentation is on file with the Clerk of the Board of Supervisors (the "Clerk of the Board");  
14 and

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

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

20 WHEREAS, The City has engaged Orrick, Herington & Sutcliffe, LLP and Lofton &  
21 Jennings, as co-bond counsel with respect to the Bonds ("Co-Bond Counsel"); and

22 WHEREAS, Bank of America, N.A., a national banking association has expressed its  
23 intention to purchase, or cause an affiliate to purchase, the Bonds authorized hereby; now,  
24 therefore, be it

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

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

5 Section 2. Approval of Issuance of Bonds. In accordance with the Act and the  
6 Indenture (hereinafter defined), the City is hereby authorized to issue and deliver revenue  
7 bonds of the City, such bonds to be issued in one series, which may have two or more  
8 subseries, and designated as "City and County of San Francisco, California Multifamily  
9 Housing Revenue Bonds (1100 Ocean Avenue Apartments), Series 2013E," or such other  
10 designation as may be necessary or appropriate to distinguish such series from every other  
11 series of bonds, in an aggregate principal amount not to exceed \$19,500,000 (the "Bonds"),  
12 with an interest rate not to exceed twelve percent (12%) per annum for the Bonds, and which  
13 shall have a final maturity date not later than July 1, 2018. The Bonds shall be in the form set  
14 forth in and otherwise in accordance with the Indenture, and shall be executed by the manual  
15 or facsimile signature of the Mayor of the City (the "Mayor") and attested by the manual or  
16 facsimile signature of the Clerk of the Board.

17 Section 3. Indenture. The Trust Indenture (the "Indenture"), by and between the City  
18 and a trustee to be named therein (the "Trustee"), in the form presented to the Board, a copy  
19 of which is on file with the Clerk of the Board, is hereby approved. The Mayor, the Housing  
20 Development Director of the Mayor's Office of Housing (the "Director") or any Authorized  
21 Representative of the City (as such term is defined in the Indenture) is hereby authorized to  
22 execute the Indenture, approved as to form by the City Attorney of the City (the "City  
23 Attorney"), in substantially said form, together with such additions thereto and changes therein  
24 as the City Attorney and Bond Counsel may approve or recommend in accordance with  
25 Section 7 hereof.

1           Section 4. Regulatory Agreement and Declaration of Restrictive Covenants. The  
2 Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory  
3 Agreement"), between the City and the Borrower, in the form presented to the Board, a copy  
4 of which is on file with the Clerk of the Board, is hereby approved. The Mayor, the Director or  
5 any Authorized Representative is hereby authorized to execute the Regulatory Agreement,  
6 approved as to form by the City Attorney, in substantially said form, together 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 7 hereof.

9           Section 5. Loan Agreement. The Loan Agreement (the "Loan Agreement") by and  
10 among the City, the Trustee and the Borrower, in the form presented to the Board, a copy of  
11 which is on file with the Clerk of the Board, is hereby approved. The Mayor, the Director or  
12 any Authorized Representative is hereby authorized to execute the Loan Agreement in  
13 substantially said form, together with such additions thereto and changes therein as the City  
14 Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 7  
15 hereof.

16           Section 6. Issuer Fees. The City, acting through the Mayor's Office of Housing, shall  
17 charge a fee for the administrative costs associated with issuing the Bonds in an amount not  
18 to exceed 0.25% of the aggregate principal amount of the Bonds. Such fee shall be payable  
19 at bond closing and may be contingent on the bond sale. The City shall also charge an  
20 annual fee for monitoring the restricted units in an amount not to exceed 0.125% of the  
21 outstanding aggregate principal amount of the Bonds, but no less than \$2,500 annually, for  
22 the term of the Regulatory Agreement. The initial monitoring fee shall be payable at bond  
23 closing. The Board hereby authorizes the Mayor's Office of Housing to charge and collect the  
24 fees described in this section.

1           Section 7. Modifications, Changes, Additions. Any Authorized Representative  
2           executing the Indenture, the Regulatory Agreement or the Loan Agreement (collectively, the  
3           "City Agreements"), in consultation with the City Attorney and Co-Bond Counsel, is hereby  
4           authorized to approve and make such modifications, changes or additions to the City  
5           Agreements as may be necessary or advisable, provided that such modification does not  
6           authorize an aggregate principal amount of Bonds in excess of \$19,500,000, provide for a  
7           final maturity on the Bonds later than July 1, 2018, or provide for the Bonds to bear interest at  
8           a rate in excess of twelve percent (12%) per annum. The approval of any modification,  
9           addition or change to any of the aforementioned documents shall be evidenced conclusively  
10          by the execution and delivery of the document in question.

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

14          Section 9. General Authority. The proper officers of the City are hereby authorized  
15          and directed, for and in the name and on behalf of the City, to do any and all things and take  
16          any and all actions and execute and deliver any and all certificates, agreements and other  
17          documents, including but not limited to those documents described in the Indenture, the Loan  
18          Agreement, and the Regulatory Agreement, which they, or any of them, may deem necessary  
19          or advisable in order to consummate the lawful issuance and delivery of the Bonds and to  
20          effectuate the purposes thereof and of the documents herein approved in accordance with this  
21          Resolution.

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1           Section 10. File. All documents referenced herein as being on file with the Clerk of the  
2 Board are located in File No. 130678, which is hereby declared to be a part of this Resolution  
3 as if set forth fully herein.

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

7  
8 By: \_\_\_\_\_  
9       KENNETH DAVID ROUX  
10       Deputy City Attorney