

1 [Multifamily Housing Revenue Notes - Casa Adelante SVN Housing, L.P. - 1515 South Van
2 Ness Avenue - Not to Exceed \$107,642,319]

3 **Resolution authorizing the execution and delivery of multifamily housing revenue**
4 **notes in one or more series in an aggregate principal amount not to exceed**
5 **\$107,642,319 for the purpose of providing financing for the construction of a 168-unit**
6 **multifamily rental housing project known as “Casa Adelante 1515 South Van Ness,”**
7 **located at 1515 South Van Ness Avenue; approving the form of and authorizing the**
8 **execution of a funding loan agreement providing the terms and conditions of the**
9 **funding loan from the funding lender to the City, and the execution and delivery of the**
10 **notes; approving the form of and authorizing the execution of a project loan agreement**
11 **providing the terms and conditions of the project loan from the City to the borrower;**
12 **approving the form of and authorizing the execution of a regulatory agreement and**
13 **declaration of restrictive covenants for the project; authorizing the collection of certain**
14 **fees; approving, for purposes of the Internal Revenue Code of 1986, as amended, the**
15 **execution and delivery of residential mortgage revenue notes by the City in an**
16 **aggregate principal amount not to exceed \$107,642,319; approving modifications,**
17 **changes, and additions to the documents; ratifying and approving any action**
18 **heretofore taken in connection with the funding loan, the project loan, the notes, and**
19 **the project; granting general authority to City officials to take actions necessary to**
20 **implement this Resolution; and related matters, as defined herein.**

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22 WHEREAS, The Board of Supervisors (the “Board”) of the City and County of San
23 Francisco (the “City”) desires to provide for the financing of a portion of the costs of the
24 acquisition and new construction by Casa Adelante SVN Housing, L.P., a California limited
25 partnership (the “Borrower”), of a 168-unit residential rental development project (the

1 “Project”) located at 1515 South Van Ness Avenue, to provide housing for persons and
2 families of low income through the execution and delivery of multifamily housing revenue
3 notes, in one or more series which may be taxable or tax-exempt (collectively, the “Notes”);
4 and

5 WHEREAS, The City is authorized to issue revenue notes for such purpose pursuant to
6 the Charter of the City, Article I of Chapter 43 of the Administrative Code of the City, and, to
7 the extent applicable, Chapter 7 of Part 5 of Division 31 (commencing with Section 52075) of
8 the Health and Safety Code of the State of California (“Health and Safety Code”), as now in
9 effect and as each may from time to time hereafter be amended or supplemented (collectively,
10 the “Act”); and

11 WHEREAS, On January 24, 2023, the Board adopted its Resolution No. 009-23,
12 authorizing the Mayor of the City (the “Mayor”) to execute and deliver a certificate or other
13 written instrument in the name of and on behalf of the City (an “Inducement Certificate”),
14 without further action of the Board, for the purposes of (i) declaring the intent of the City to
15 reimburse certain expenditures of a multifamily rental housing project from proceeds of future
16 bonded indebtedness, and (ii) authorizing the Director (the “Director”) of the Mayor’s Office of
17 Housing and Community Development (“MOHCD”) to submit an application to the California
18 Debt Limit Allocation Committee (“CDLAC”) to permit the issuance of bonded indebtedness
19 for a multifamily rental housing project, and the Mayor approved such Resolution on
20 February 3, 2023; and

21 WHEREAS, On April 2, 2024, the Mayor executed and delivered an Inducement
22 Certificate with respect to the Project; and

23 WHEREAS, On August 6, 2024, CDLAC adopted its Resolution No. 24-180, allocating
24 an amount not to exceed \$82,142,319 (together with any future supplemental CDLAC
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1 allocation for the Project, the “Allocation Amount”) in qualified private activity bond volume cap
2 to the Project; and

3 WHEREAS, The documentation required for the execution and delivery of the Notes is
4 on file with the Clerk of the Board of Supervisors (the “Clerk of the Board”); and

5 WHEREAS, Each of the documents which is now before this Board is substantially in
6 final form and is an appropriate instrument to be executed and delivered for the purposes
7 intended; and

8 WHEREAS, The Board finds that the public interest and necessity require that the City
9 at this time make arrangements for the funding loan, the project loan, and the execution and
10 delivery of the Notes; and

11 WHEREAS, The Notes will be limited obligations of the City, the sole source of
12 repayment of which shall be payments made by the Borrower under the Project Loan
13 Agreement (as hereinafter defined), together with investment income, if any, of certain funds
14 and accounts held under the Funding Loan Agreement (as hereinafter defined); and

15 WHEREAS, The City has engaged Jones Hall, A Professional Law Corporation and
16 Amira Jackmon, Attorney at Law, as co-bond counsel with respect to the Notes (“Co-Bond
17 Counsel”); and

18 WHEREAS, JPMorgan Chase Bank, N.A. (or an affiliate thereof) (the “Funding
19 Lender”) has expressed its intention to make the construction funding loan, to be evidenced
20 by the Notes, and, in connection therewith, the City, the Funding Lender, and the Borrower
21 are to enter into certain documents for the construction funding loan, including without
22 limitation the Funding Loan Agreement, the Project Loan Agreement, and certain
23 assignments, allonges, and other ancillary documents; and

24 WHEREAS, The interest on the Notes may qualify for tax exemption under Section 103
25 of the Internal Revenue Code of 1986, as amended (“Code”), only if the Notes are approved

1 by an applicable elected representative of a governmental unit having jurisdiction over the
2 area in which the Project is located in accordance with Section 147(f) of the Code; and

3 WHEREAS, The City is a governmental unit having jurisdiction over the area in which
4 the Project is located and now wishes to approve the issuance of the Notes in order to satisfy
5 the public approval requirements of Section 147(f) of the Code; and

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

7 WHEREAS, On August 16, 2024, the City caused a notice stating that a public hearing
8 with respect to the issuance of the Notes would be held by MOHCD on August 28, 2024,
9 published in the Notices section of the MOHCD website (at <https://sfmohcd.org/notices-0>);
10 now, therefore, be it

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

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

15 Section 2. Approval of Execution and Delivery of Notes. In accordance with the Act
16 and the Funding Loan Agreement, the City is hereby authorized to execute and deliver the
17 Notes in one or more series designated as “City and County of San Francisco Multifamily
18 Housing Revenue Notes (Casa Adelante 1515 South Van Ness), Series 2025A” or such other
19 or such additional designations as may be necessary or appropriate to distinguish such series
20 from every other series of bonds or notes, in an aggregate principal amount not to exceed
21 \$107,642,319, provided that any tax-exempt portion of the Notes shall not exceed the
22 Allocation Amount. The Notes shall bear interest at a rate not to exceed twelve percent (12%)
23 per annum, and shall have a final maturity date not later than forty (40) years from their date
24 of execution and delivery. The Notes shall be in the forms set forth in and otherwise in
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1 accordance with the Funding Loan Agreement, and shall be executed by the manual or
2 facsimile signature of the Mayor.

3 Section 3. Approval of Funding Loan Agreement. The Funding Loan Agreement
4 (the “Funding Loan Agreement”) in the form presented to the Board, a copy of which is on file
5 with the Clerk of the Board, is hereby approved. The Funding Loan Agreement shall be
6 entered into by and among the City, the Funding Lender, and U.S. Bank Trust Company,
7 National Association, as Fiscal Agent (the “Fiscal Agent”). Each of the Mayor, the Director,
8 the Deputy Director of Housing of MOHCD, and any other Authorized Officer of the
9 Governmental Lender (as such terms are defined in the Funding Loan Agreement), acting
10 individually or collectively (each, an “Authorized City Representative”), is hereby authorized to
11 execute the Funding Loan Agreement, approved as to form by the City Attorney of the City
12 (the “City Attorney”), in substantially said form, together with such additions thereto and
13 changes therein as the City Attorney and Co-Bond Counsel may approve or recommend in
14 accordance with Section 7 hereof.

15 Section 4. Approval of Project Loan Agreement. The Project Loan Agreement (the
16 “Project Loan Agreement”) by and among the City, the Fiscal Agent, and the Borrower, in the
17 form presented to the Board, a copy of which is on file with the Clerk of the Board, is hereby
18 approved. Each Authorized City Representative is hereby authorized to execute the Project
19 Loan Agreement in substantially said form, together with such additions thereto and changes
20 therein as the City Attorney and Co-Bond Counsel may approve or recommend in accordance
21 with Section 7 hereof.

22 Section 5. Approval of Regulatory Agreement and Declaration of Restrictive
23 Covenants. The Regulatory Agreement and Declaration of Restrictive Covenants (the
24 “Regulatory Agreement” and, together with the Funding Loan Agreement and the Project Loan
25 Agreement, the “City Documents”), between the City and the Borrower, in the form presented

1 to the Board, a copy of which is on file with the Clerk of the Board, is hereby approved. Each
2 Authorized City Representative is hereby authorized to execute the Regulatory Agreement,
3 approved as to form by the City Attorney, in substantially said form, together with such
4 additions thereto and changes therein as the City Attorney and Co-Bond Counsel may
5 approve or recommend in accordance with Section 7 hereof.

6 Section 6. Issuer Fees. The City, acting through MOHCD, shall charge an annual
7 issuer fee for monitoring the restricted units in the Project up to an amount provided for under
8 its standard issuer fee policies, or at some lesser amount if required by federal tax law
9 applicable to the Notes. The annual monitoring fee due during the construction period shall
10 be payable at funding loan closing. The Board hereby authorizes MOHCD to charge and
11 collect the fees described in this section.

12 Section 7. Modifications, Changes, Additions. Any Authorized City Representative
13 executing the City Documents, in consultation with the City Attorney and Co-Bond Counsel, is
14 hereby authorized to approve and make such modifications, amendments, changes, or
15 additions to the City Documents as may be necessary or advisable, including, without implied
16 limitation, changes to the titles of any City Documents, provided that such modification does
17 not authorize an aggregate principal amount of the Notes in excess of \$107,642,319 or an
18 aggregate principal amount of the tax-exempt portion of the Notes in excess of the Allocation
19 Amount, provide for a final maturity of the Notes later than forty (40) years from the date of
20 execution and delivery thereof, or provide for the Notes to bear interest at a rate in excess of
21 twelve percent (12%) per annum. The approval of any modification, addition, or change to
22 any of the aforementioned documents shall be evidenced conclusively by the execution and
23 delivery of the document in question.

24 Section 8. Public Approval. The Board, as the applicable elected representative of
25 the governmental unit having jurisdiction over the area in which the Project is located, hereby

1 approves the issuance of the Notes in the aggregate principal amount not to exceed
2 \$82,142,319, for purposes of Section 147(f) of the Code.

3 Section 9. Ratification. All actions heretofore taken by the officers and agents of the
4 City with respect to the Project, the funding loan, the project loan, and the execution and
5 delivery of the Notes consistent with the purposes of this resolution and the City Documents
6 are hereby approved, confirmed, and ratified.

7 Section 10. General Authority. The proper officers of the City are hereby authorized
8 and directed, for and in the name and on behalf of the City, to do any and all things and take
9 any and all actions and execute and deliver any and all certificates, agreements (including,
10 without implied limitation, any tax-exemption documents, assignments, allonges,
11 endorsements, subordinations, and such other agreements to provide adequate or additional
12 security or indemnities as required by lenders to consummate the financing) and other
13 documents and amendments, including but not limited to those documents described in the
14 City Documents, which they, or any of them, may deem necessary or advisable in order to
15 consummate the lawful execution and delivery of the Notes and to effectuate the purposes
16 thereof and of the City Documents. Any such actions are solely intended to further the
17 purposes of this Resolution, and are subject in all respects to the terms of the Resolution. No
18 such actions shall increase the risk to the City or require the City to spend any resources not
19 otherwise contemplated herein. Final versions of such documents shall be provided to the
20 Clerk of the Board for inclusion in the official file within 30 days of execution by all parties.

21 Section 11. File. All documents referenced herein as being on file with the Clerk of
22 the Board are located in File No. 241133, which is hereby declared to be a part of this
23 Resolution as if set forth fully herein.

24 Section 12. Effective Date. This Resolution shall take effect when the Mayor signs the
25 Resolution, the Mayor returns the Resolution unsigned or does not sign the Resolution within

1 ten days of receiving it, or the Board of Supervisors overrides the Mayor's veto of the
2 Resolution.

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4 APPROVED AS TO FORM:
5 DAVID CHIU
6 City Attorney

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7 By: /s/ Kenneth D. Roux
8 KENNETH D. ROUX
9 Deputy City Attorney

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