

1 [Multifamily Housing Revenue Bonds, Series 2011B - Fell Street Apartments - Not to Exceed  
2 \$8,100,000]

3 **Resolution authorizing the issuance and delivery of multifamily housing revenue bonds**  
4 **in an aggregate principal amount not to exceed \$8,100,000 for the purpose of providing**  
5 **financing for the acquisition and rehabilitation of an 82 unit multifamily rental housing**  
6 **project, known as Fell Street Apartments; approving the form of and authorizing the**  
7 **execution of an indenture of trust providing the terms and conditions of the bonds;**  
8 **approving the form of and authorizing the execution of a regulatory agreement and**  
9 **declaration of restrictive covenants; approving the form of and authorizing the**  
10 **execution of a loan agreement; ratifying and approving any action heretofore taken in**  
11 **connection with the bonds and the project; granting general authority to City officials**  
12 **to take actions necessary to 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 a portion of the costs of the acquisition and rehabilitation by  
16 Gough Street Housing Associates, L.P., a California limited partnership (the "Borrower"), of an  
17 82-unit residential rental development located at 333 Fell Street, San Francisco, California,  
18 known as "Fell Street Apartments" (the "Project"), to provide housing for persons and families  
19 of low income through the issuance of revenue bonds; and,

20 WHEREAS, The City and County of San Francisco (the "City") is authorized to issue  
21 revenue bonds for such purpose pursuant to the Charter of the City, Article I of Chapter 43 of  
22 the Administrative Code of the City and, to the extent applicable, Chapter 7 of Part 5 of  
23 Division 31 (commencing with Section 52075) of the Health and Safety Code of the State of  
24 California ("Health and Safety Code"), as now in effect and as it may from time to time  
25 hereafter be amended or supplemented (collectively, the "Act"); and,

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

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

7           WHEREAS, On May 19, 2011, this Board in Resolution No. 201-11 approved the  
8 issuance of the Bonds for the purposes of Section 147(f) of the Code; and,

9           WHEREAS, There has been prepared and presented to the Board for consideration at  
10 this meeting the documentation required for the issuance of the Bonds, and such  
11 documentation is on file with the Clerk of the Board of Supervisors (the "Clerk of the Board");  
12 and,

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

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

18           WHEREAS, The City has engaged Quint & Thimmig LLP as bond counsel with respect  
19 to the Bonds ("Bond Counsel"); and,

20           WHEREAS, Wells Fargo Bank, National Association, a national banking association,  
21 has expressed its intention to purchase or cause its affiliate to purchase the Bonds authorized  
22 hereby; now, therefore be it

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

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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 series and designated as "City and County  
6 of San Francisco, California Multifamily Housing Revenue Bonds, Series 2011B (Fell 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 \$8,100,000 (the "Bonds"), with an interest rate not to exceed twelve percent (12%) per annum  
10 for the Bonds, and which shall have a final maturity date not later than September 1, 2048.  
11 The Bonds shall be in the form set forth in and otherwise in accordance with the Indenture,  
12 and shall be executed by the manual or facsimile signature of the Mayor of the City (the  
13 "Mayor") and attested by the manual or facsimile signature of the Clerk of the Board.

14           Section 3. Indenture. The Indenture of Trust (the "Indenture"), by and between the City  
15 and Wells Fargo Bank, National Association, as Trustee, in the form presented to the Board, a  
16 copy of which is on file with the Clerk of the Board, is hereby approved. The Mayor, the  
17 Director of the Mayor's Office of Housing (the "Director") or any Authorized City  
18 Representative (as such term is defined in the Indenture) is hereby authorized to execute the  
19 Indenture, approved as to form by the City Attorney of the City (the "City Attorney"), in  
20 substantially said form, together with such additions thereto and changes therein as the City  
21 Attorney and Bond Counsel may approve or recommend in accordance with Section 6 hereof.

22           Section 4. Regulatory Agreement and Declaration of Restrictive Covenants. The  
23 Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory  
24 Agreement"), between the City and the Borrower, in the form presented to the Board, a copy  
25 of which is on file with the Clerk of the Board, is hereby approved. The Mayor, the Director or

1 any Authorized City Representative is hereby authorized to execute the Regulatory  
2 Agreement, approved as to form by the City Attorney, in substantially said form, together with  
3 such additions thereto and changes therein as the City Attorney and Bond Counsel may  
4 approve or recommend in accordance with Section 6 hereof.

5 Section 5. Loan Agreement. The Loan Agreement (the "Loan Agreement") by and  
6 between the City and the Borrower, in the form presented to the Board, a copy of which is on  
7 file with the Clerk of the Board, is hereby approved. The Mayor, the Director or any Authorized  
8 City Representative is hereby authorized to execute the Loan Agreement in substantially said  
9 form, together with such additions thereto and changes therein as the City Attorney and Bond  
10 Counsel may approve or recommend in accordance with Section 6 hereof.

11 Section 6. Modifications, Changes, Additions. Any Authorized City Representative  
12 executing the Indenture, the Regulatory Agreement or the Loan Agreement (collectively, the  
13 "City Agreements"), in consultation with the City Attorney and Bond Counsel, is hereby  
14 authorized to approve and make such modifications, changes or additions to the City  
15 Agreements as may be necessary or advisable, provided that such modification does not  
16 authorize an aggregate principal amount of Bonds in excess of \$8,100,000, provide for a final  
17 maturity on the Bonds later than September 1, 2048, or provide for the Bonds to bear interest  
18 at a rate in excess of twelve percent (12%) per annum. The approval of any modification,  
19 addition or change to any of the aforementioned documents shall be evidenced conclusively  
20 by the execution and delivery of the document in question.

21 Section 7. Ratification. All actions heretofore taken by the officers and agents of the  
22 City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and  
23 ratified.

24 Section 8. General Authority. The proper officers of the City are hereby authorized and  
25 directed, for and in the name and on behalf of the City, to do any and all things and take any

1 and all actions and execute and deliver any and all certificates, agreements and other  
2 documents, including but not limited to those documents described in the Indenture, the Loan  
3 Agreement, and the Regulatory Agreement, which they, or any of them, may deem necessary  
4 or advisable in order to consummate the lawful issuance and delivery of the Bonds and to  
5 effectuate the purposes thereof and of the documents herein approved in accordance with this  
6 Resolution.

7 Section 9. File. All documents referenced herein as being on file with the Clerk of the  
8 Board are located in File No. \_\_\_\_\_, which is hereby declared to be a part of this  
9 Resolution as if set forth fully herein.

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APPROVED AS TO FORM:

DENNIS J. HERRERA  
City Attorney

By: \_\_\_\_\_  
KENNETH DAVID ROUX  
Deputy City Attorney