

File No. 15/136

Committee Item No. 17
Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date November 18, 2015

Board of Supervisors Meeting

Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
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Completed by: Linda Wong Date November 13, 2015
Completed by: Linda Wong Date _____

1 [Multifamily Housing Revenue Bonds - 111 Jones Street and 3400-16 Street - Not to Exceed
2 \$30,000,000]

3 **Resolution declaring the intent of the City and County of San Francisco (the "City") to**
4 **reimburse certain expenditures from proceeds of future bonded indebtedness;**
5 **authorizing the Director of the Mayor's Office of Housing and Community Development**
6 **(the "Director") to submit an application and related documents to the California Debt**
7 **Limit Allocation Committee ("CDLAC") to permit the issuance of residential mortgage**
8 **revenue bonds in an aggregate principal amount not to exceed \$30,000,000 for 111**
9 **Jones Street and 3400-16 Street; authorizing and directing the Director to direct the**
10 **Controller's Office to hold in trust an amount not to exceed \$100,000 in accordance**
11 **with CDLAC procedures; authorizing the Director to certify to CDLAC that the City has**
12 **on deposit the required amount; authorizing the Director to pay an amount equal to**
13 **such deposit to the State of California if the City fails to issue the residential mortgage**
14 **revenue bonds; approving, for purposes of the Internal Revenue Code of 1986, as**
15 **amended, the issuance and sale of residential mortgage revenue bonds by the City in**
16 **an aggregate principal amount not to exceed \$30,000,000; authorizing and directing the**
17 **execution of any documents necessary to implement this Resolution; and ratifying and**
18 **approving any action heretofore taken in connection with the Project, as defined**
19 **herein, and the Application, as defined herein.**

20
21 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
22 "Board of Supervisors"), after careful study and consideration, has determined that there is a
23 shortage of safe and sanitary housing within the City and County of San Francisco (the "City"),
24 particularly for low and moderate income persons, and that it is in the best interest of the
25

1 residents of the City and in furtherance of the health, safety, and welfare of the public for the
2 City to assist in the financing of multi-family rental housing units; and

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

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

18 WHEREAS, Mercy Housing California 70, L.P., a California limited partnership (or any
19 successor thereto including any successor owner of the Project, the "Developer"), desires to
20 rehabilitate/construct a 108-unit affordable residential rental housing development located at
21 111 Jones Street, San Francisco, California 94102 and an 18-unit affordable residential rental
22 housing development located at 3400 16th Street, San Francisco, California 94114
23 (collectively the "Project"); and
24
25

1 WHEREAS, The Developer has requested that the City assist in the financing of the
2 Project through the issuance of one or more series of tax-exempt mortgage revenue bonds
3 (the "Bonds"); and

4 WHEREAS, The City expects that proceeds of the Bonds will be used to pay certain
5 costs incurred in connection with the Project prior to the date of issuance of the Bonds; and

6 WHEREAS, The City intends to issue the Bonds in an amount not to exceed
7 \$30,000,000 and to loan the proceeds of the Bonds to the Developer (the "Loan") to finance
8 the costs of the Project; and

9 WHEREAS, The Bonds will be limited obligations, payable solely from pledged
10 security, including Project revenues, and will not constitute a debt of the City; and

11 WHEREAS, The Board of Supervisors has determined that the moneys advanced and
12 to be advanced to pay certain expenditures of the Project are or will be available only for a
13 temporary period and it is necessary to reimburse such expenditures with respect to the
14 Project from the proceeds of the Bonds; and

15 WHEREAS, Section 1.150-2 of the United States Treasury Regulations requires that
16 the Board of Supervisors declare its reasonable official intent to reimburse prior expenditures
17 for the Project with proceeds of the Bonds; and

18 WHEREAS, The interest on the Bonds may qualify for tax exemption under Section
19 103 of the Internal Revenue Code of 1986, as amended (the "Code"), only if the Bonds are
20 approved in accordance with Section 147(f) of the Code; and

21 WHEREAS, The City now wishes to approve the issuance of the Bonds in order to
22 satisfy the public approval requirements of Section 147(f) of the Code; and

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

24 WHEREAS, On October 16, 2015 the City caused a notice stating that a public hearing
25 with respect to the issuance of the Bonds would be held by the Mayor's Office of Housing and

1 Community Development and Community Development on October 30, 2015, to appear in
2 The San Francisco Examiner, which is a newspaper of general circulation in the City; and

3 WHEREAS, The Mayor's Office of Housing and Community Development held the
4 public hearing described above on October 30, 2015 and an opportunity was provided for
5 persons to comment on the issuance of the Bonds and the Project; and the minutes of such
6 hearing were provided to this Board of Supervisors prior to this meeting; and

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

10 WHEREAS, Section 146 of the Code limits the amount of tax-exempt private activity
11 bonds, which include qualified mortgage bonds, that may be issued in any calendar year by
12 entities within a state and authorizes the legislature of each state to provide the method of
13 allocating authority to issue tax-exempt private activity bonds within the respective state; and

14 WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the Government Code of the State
15 of California governs the allocation in the State of California of the state ceiling established by
16 Section 146 of the Code among governmental units in the State having the authority to issue
17 tax-exempt private activity bonds; and

18 WHEREAS, Section 8869.85(b) of the Government Code requires that a local agency
19 file an application for a portion of the state ceiling with or upon the direction of the California
20 Debt Allocation Committee ("CDLAC") prior to the issuance of tax-exempt private activity
21 bonds, including qualified mortgage bonds; and

22 WHEREAS, CDLAC procedures require an applicant for a portion of the state ceiling to
23 certify to CDLAC that applicant has on deposit an amount equal to one-half of one percent
24 (1/2%) of the amount of allocation requested not to exceed \$100,000.00; now, therefore, be it
25

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

3 Section 1. The Board of Supervisors finds and determines that the foregoing recitals
4 are true and correct.

5 Section 2. The Board of Supervisors adopts this Resolution for purposes of
6 establishing compliance with the requirements of Section 1.150-2 of the United States
7 Treasury Regulations. This Resolution does not bind the Board of Supervisors to issue the
8 Bonds, approve the Loan or to make any expenditure, incur any indebtedness or proceed with
9 the Project.

10 Section 3. The Board of Supervisors hereby declares its official intent under United
11 States Treasury Regulations Section 1.150-2 to use proceeds of the Bonds to reimburse
12 expenditures incurred in connection with the Project. The Board of Supervisors hereby further
13 declares its intent to use such proceeds to reimburse the Developer for actual expenditures
14 made by the Developer on the Project.

15 Section 4. On the date of the expenditure to be reimbursed, all reimbursable costs of
16 the Project will be of a type properly chargeable to a capital account under general federal
17 income tax principles.

18 Section 5. The maximum principal amount of debt expected to be issued for the Project
19 is \$30,000,000.

20 Section 6. This Board of Supervisors, as the applicable elected representative of the
21 governmental unit having jurisdiction over the area in which the Project is located, hereby
22 approves the issuance of the Bonds for purposes of Section 147(f) of the Code.

23 Section 7. This approval of the issuance of the Bonds by the City is neither an approval
24 of the underlying credit issues of the proposed Project nor an approval of the financial
25 structure of the Bonds.

1 Section 8. The Board of Supervisors hereby authorizes the Director, or his designee of
2 the Mayor's Office of Housing and Community Development (the "Director"), on behalf of the
3 City, to submit an application (the "Application"), and such other documents as may be
4 required, to CDLAC pursuant to Government Code Section 8869.85 for an allocation for the
5 Project of a portion of the state ceiling for private activity bonds in a principal amount not to
6 exceed \$30,000,000.

7 Section 9. An amount equal to \$100,000 ("Deposit") is hereby authorized to be held on
8 deposit in connection with the Application and the applicable CDLAC procedures, and the
9 Director is authorized to certify to CDLAC that such funds are available.

10 Section 10. If the City receives a CDLAC allocation and the applicable issuance
11 requirements are not met, the Mayor's Office of Housing and Community Development is
12 hereby authorized to cause an amount equal to the Deposit to be paid to the State of
13 California.

14 Section 11. The officers and employees of the City and the Director are hereby
15 authorized and directed, jointly and severally, to do any and all things necessary or advisable
16 to consummate the receipt of an allocation from CDLAC and otherwise effectuate the
17 purposes of this Resolution, consistent with the documents cited herein and this Resolution,
18 and all actions previously taken by such officers and employees with respect to the Project,
19 consistent with the documents cited herein and this Resolution, including but not limited to the
20 submission of the application to CDLAC, are hereby ratified and approved.

1 Section 12. This Resolution shall take effect from and after its adoption by the Board
2 and approval by the Mayor.

3
4 APPROVED AS TO FORM:
5 DENNIS J. HERRERA
6 City Attorney

7 By: 
8 HEIDI GEWERTZ
9 Deputy City Attorney
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**111 Jones Street Apartments/Padre Palou Community
Project Overview**

Project Summary

This application will be for the rehabilitation and refinance of a scattered site development consisting of two existing affordable housing communities: 111 Jones Street Apartments and Padre Palou Community.

Total project costs, including the cost to acquire and rehabilitate the existing buildings, will be approximately \$47,450,310 or \$376,590 per dwelling unit.

111 Jones Street Apartments

111 Jones Street Apartments is a nine-story residential building with 108 existing affordable housing units located at 111 Jones Street in the City and County of San Francisco. Built in 1993, the project includes approximately 120,115 square feet of gross floor area made up of 76,900 square feet of residential area as well as nearly 43,200 square feet of parking garage, patio, and common areas. Residents have access to a lobby with a front desk, manager's office, community room, two multi-use rooms and an outdoor area at the ground floor. The laundry room is located on the second floor.

Since construction, Mercy Housing has completed regular maintenance as necessary. However, largely due to regular wear and tear and the age of the building, the current proposed rehabilitation is substantial.

The residential unit distribution, which includes one 2-bedroom manager's unit, is:

Studio	8 units
1-BR	64 units
2-BR	16 units
3-BR	<u>20 units</u>
Total	108 units

The City of San Francisco & California Tax Credit Allocation Committee (TCAC) regulatory agreements allow incomes up to 60% of TCAC Area Median Income (AMI) on all 108 units. Pursuant to the existing California Department of Housing and Community Development (HCD) regulatory agreement, 60 of the 108 units must serve households earning 50% of the TCAC AMI or lower. The HCD-assisted units' rent will be reset through the 1699 Loan Portfolio Restructuring (LPR) Program.

Padre Palou Community

Padre Palou Community consists of 18 existing affordable housing units located at 3400 16th Street in the City and County of San Francisco. It was constructed in 1992 as an affordable housing community. It includes approximately 20,181 square feet of gross floor area, consisting of 17,000 square feet of residential area as well as nearly 4,000 square feet of parking garage, patio, and common areas. Residents have access to a lobby, offices, community room and patio at the ground floor. The laundry room is located on the second floor in addition to a TV room and balcony area.

Since construction, Mercy Housing has completed modest renovations and ongoing maintenance as needed including exterior siding repairs. The current proposed rehabilitation is substantial.

The residential unit distribution, which includes one 2-bedroom manager's unit, is:

2-BRs	10 units
3-BRs	6 units
4-BRs	<u>2 units</u>
Total	18 units

The City of San Francisco & TCAC regulatory agreements allow households to earn incomes up to 60% of TCAC AMI on all 18 units. Pursuant to the existing HCD regulatory agreement, all 18 units including the 9 HCD-assisted units and 9 unassisted residential units must serve households earning 50% of the TCAC AMI or less. The HCD-assisted units' rent will be reset through the LPR Program.

Description of Residents

No residents will be permanently displaced. All residents have the right to return after any temporary relocation that might be required.

Site Description and Scope of Work

Addresses and Block/Lot:

111 Jones Street, San Francisco, CA 94103
 112 Block 0344, Lot 002

3400 16th St, San Francisco, CA 94114,
 Block 3558, Lot 113

The rehabilitation will address items that need to be repaired or replaced due to wear and the age of the building. The scope of renovation is anticipated to include:

- roof repairs/replacement,
- window replacement,
- HVAC system upgrades,
- parking area improvements,
- dry rot repairs,
- interior/exterior painting,
- interior finish upgrades,
- exterior skin repairs,
- balcony repairs,
- hardscape upgrades, and
- energy efficiency upgrades.

Twelve to fourteen months are estimated for the rehabilitation of the project. Existing residents will be temporarily relocated both on and off site through a Mercy Housing-led relocation effort.

Development Team

Project Sponsor: Mercy Housing California 70, L.P.
Non-profit Partner: Mercy Housing Calwest (development and operation of the project)
General Contractor: TBD
Property Manager: Mercy Housing Management Group
Architect: TBD

Project Ownership Structure

- This project is being sponsored by Mercy Housing California. The owner will be Mercy Housing California 70, L.P. Mercy Housing Calwest will be the Managing General Partner.
- The existing owners of the project are—
 - 111 Jones Apartments: 111 Jones Associates, a California Limited Partnership
 - Padre Palou Community: 16th & Church Street Associates, a California Limited Partnership
- As part of the acquisition and rehabilitation transaction, both of the existing owners will transfer ownership of the properties to the new limited partnership.
- An investor limited partner will own a 99.99% member interest in the eventual limited partnership owner.
- All required guaranties will be provided by Mercy Housing California.

Financing Structure

The following sources of capital financing will be utilized:

- tax-exempt bonds issued by the City of San Francisco;
- 4% low income housing tax credits (LIHTC);
- seller carryback financing;
- soft debt from the City and County of San Francisco; and
- State of California Housing and Community Development financing.

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 4% tax credits. The sale of 4% LIHTC will generate equity financing for the project. The calculation of tax credits utilizes the 30% basis boost as San Francisco County is a “difficult-to-develop” area.

Schedule

Financing is anticipated to close by May 2017, with construction starting within 30 days of closing. The site rehabilitation work will be over a 12-14 month period, with households temporarily relocated for approximately four weeks during each phase of the work. All construction work will be completed by July 2018.

Mayor's Office of Housing and Community Development
City and County of San Francisco



Edwin M. Lee
Mayor

Olson Lee
Director

TEFRA Hearing Minutes

111 Jones Street
Padre Palou Community (3400 16th Street)
St. Francis of Assisi Community
1036 Mission Street

San Francisco Mayor's Office of Housing and Community Development
1 South Van Ness Avenue
San Francisco, CA 94103

October 30, 2015
10:00 a.m. - 11:00 a.m.

The hearing was called to order by Adam Cray, Senior Project Manager, San Francisco Mayor's Office of Housing and Community Development ("MOHCD"), at 10:00 a.m. Also in attendance were Sheela Jivan from Mercy Housing California as well as Leah Stockstrom and Chris Cummings, both of Tenderloin Neighborhood Development Center. No residents of the subject projects or other interested parties were in attendance.

1. Explanation of the Purpose for the Hearing

Mr. Cray explained that the Tax Equity and Fiscal Responsibility Act of 1982 (TEFRA) is a federal law requiring any issuer of tax-exempt bonds to provide a reasonable opportunity for interested individuals to express their views, either orally or in writing, on the issuance of the bonds and the nature of the improvements and projects for which the bond funds will be allocated. Thus, as the issuer of the tax-exempt bonds financing the subject projects, the City and County of San Francisco held the TEFRA hearing to provide those interested in discussing the projects the opportunity to comment and ask question.

2. Comments and Questions from Interested Parties

As no residents of the subject projects or other interested parties were in attendance, there were no comments or questions.

The hearing was adjourned at 11:00 a.m.

SAN FRANCISCO EXAMINER

This space for filing stamp only

835 MARKET ST, SAN FRANCISCO, CA 94103
Telephone (415) 314-1835 / Fax (510) 743-4178

Joan McNamara
CCSF MAYOR'S OFFICE OF HOUSING
ONE SOUTH VAN NESS AVE 5TH FLR
SAN FRANCISCO, CA - 94103-5416

EXM#: 2806099

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of SAN FRANCISCO) ss

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:
TEFRA Ad

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN FRANCISCO EXAMINER, a newspaper published in the English language in the city of SAN FRANCISCO, county of SAN FRANCISCO, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SAN FRANCISCO, State of California, under date 10/18/1951, Case No. 410667. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

10/16/2015

Executed on: 10/16/2015
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.



Signature

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that on October 30, 2015, at 10:00 a.m., in the Mayor's Office of Housing and Community Development, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103, the City and County of San Francisco (the "City") will conduct a public hearing (the "Public Hearing") at which time the City will hear and consider information concerning the proposed sale and issuance by the City of multifamily affordable housing mortgage revenue bonds (the "Bonds") in an aggregate principal amount not to exceed Thirty Million Dollars (\$30,000,000). A portion of the proceeds of the Bonds will be loaned to Mercy Housing California 70, L.P. (or any successor thereto) (the "Borrower"), pursuant to a loan agreement (the "Loan Agreement"). The proceeds of the Bonds loaned to the Borrower will be used to finance the rehabilitation of a scattered site residential rental housing development located at 111 Jones Street, San Francisco, California 94103 and 3400 16th St, San Francisco, CA 94114, respectively (the "Project"). The Project will be owned and operated by the Borrower.
The Bonds will be paid entirely by the Borrower from the revenues of the Project, in accordance with the Loan Agreement. Neither the full faith and credit nor the taxing power of the City, the State of California (the "State") or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal, premium, if any, or interest on the Bonds, nor shall the City, the State or any other political corporation, subdivision or agency of the State be liable or obligated to pay the principal, premium, if any, or interest on the Bonds.
The Public Hearing is intended to comply with the public approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.
All those interested in matters related to the issuance of the Bonds and to the financing of the Project are invited to attend and be heard at this hearing. Interested parties may appear in person at the time and place indicated above or submit written comments,

which must be received prior to the Public Hearing, to the City, c/o Adam Cray, Mayor's Office of Housing and Community Development, at the address indicated above.
Date: October 14, 2015
CITY AND COUNTY OF SAN FRANCISCO
Olson Lee
Director, Mayor's Office of Housing and Community Development



OFFICE OF THE MAYOR
SAN FRANCISCO



EDWIN M. LEE
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: *for* Mayor Edwin M. Lee *NE*
RE: Multifamily Housing Revenue Bonds - 111 Jones Street, San Francisco, California 94102; 3400 16th Street, San Francisco, California 94114 - Not to Exceed \$30,000,000
DATE: November 3, 2015

Attached for introduction to the Board of Supervisors is a resolution declaring the intent of the City and County of San Francisco (the "City") to reimburse certain expenditures from proceeds of future bonded indebtedness; authorizing the Director of the Mayor's Office of Housing and Community Development (the "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 \$30,000,000 for 111 Jones Street, (San Francisco, California 94102) and 3400 16th Street (San Francisco, California 94114); 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; authorizing the Director to certify to CDLAC that the City has on deposit the required amount; 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; approving, for purposes of the Internal Revenue Code of 1986, as amended, the issuance and sale of residential mortgage revenue bonds by the City in an aggregate principal amount not to exceed \$30,000,000; authorizing and directing the execution of any documents necessary to implement this Resolution; and ratifying and approving any action heretofore taken in connection with the Project, as defined herein, and the Application, as defined herein.

Please note that this item is co-sponsored by Supervisor Wiener.

I respectfully request that this item be calendared in Budget & Finance Committee on November 18, 2015.

Should you have any questions, please contact Nicole Elliott (415) 554-7940.

Handwritten notes:
11/4/15
11/4/15
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