FILE NO. 230101 RESOLUTION NO. 73-23

[Multifamily Housing Revenue Bonds - 4200 Geary - Not to Exceed $60,000,000]

Resolution authorizing the issuance and delivery of tax-exempt multifamily housing revenue bonds in an aggregate principal amount not to exceed $60,000,000 for the purpose of providing financing for the construction of a 98-unit, affordable multifamily residential rental housing project for seniors located at 4200 Geary Boulevard within the City; approving the form of and authorizing the execution of an indenture of trust providing the terms and conditions of the bonds; approving the form of and authorizing the execution of a loan agreement; approving the form of and authorizing the execution of a regulatory agreement and declaration of restrictive covenants; approving modifications, changes and additions to the documents; authorizing the collection of certain fees; 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 $60,000,000 to finance the acquisition and construction of the 4200 Geary apartments; ratifying and approving any action heretofore taken in connection with the bonds and the Project, as defined herein; granting general authority to City officials to take actions and execute any other documents necessary to implement this Resolution, as defined herein; and related matters, as defined herein.

WHEREAS, The Board of Supervisors of the City and County of San Francisco (the "Board") desires to provide for the financing of a portion of the costs of the construction by 4200 Geary Associates, L.P., a California limited partnership (the "Borrower"), of a 98-unit residential rental housing development located at 4200 Geary Boulevard, San Francisco,

California (the "Project"), to provide housing for seniors of low and very low income through the issuance of multifamily housing revenue bonds as described herein; and

WHEREAS, The City and County of San Francisco (the "City") is authorized to issue revenue bonds for such purpose pursuant to the Charter of the City and Article I of Chapter 43 of the Administrative Code of the City, as now in effect and as it may from time to time hereafter be amended or supplemented (collectively, the "Act"); and

WHEREAS, Any Bonds (as defined in Section 4 below) to be issued to finance the Project will be limited obligations of the City, the sole source of repayment for which shall be payments made by the Borrower or collateral security pledged by or for the Borrower, together with investment income on certain funds and accounts; and

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

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

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

WHEREAS, On December 5, 2022, the City caused a notice to be published in the Notices section of the Mayor's Office of Housing and Community Development website (at https://sfmohcd.org/notices-0) stating that a public hearing with respect to the issuance of the Bonds would be held by the Mayor's Office of Housing and Community Development on December 13, 2022; and

WHEREAS, The Mayor's Office of Housing and Community Development held the public hearing described above on December 13, 2022, and an opportunity was provided for persons to comment on the issuance of the Bonds and the Project; and

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

WHEREAS, There has been prepared and presented to this Board for consideration at this meeting the documentation required for the issuance of the Bonds, including the minutes of the above-referenced public hearing, and such documentation is on file with the Clerk of the Board of Supervisors (the "Clerk of the Board"); and

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

WHEREAS, This Board finds that public interest and necessity require that the City at this time make arrangements for the sale, issuance and delivery of the Bonds; and

WHEREAS, The City has engaged Jones Hall, A Professional Law Corporation and Husch Blackwell LLP, as co-bond counsel with respect to the Bonds ("Co-Bond Counsel"); and

WHEREAS, JPMorgan Chase Bank, N.A. has expressed its intention to purchase, or cause an affiliate to purchase, the Bonds authorized hereby; now, therefore, be it

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

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

Section 2. Maximum Principal. The maximum principal amount of debt expected to be issued for the Project is $60,000,000.

Section 3. Approval for Purposes of Section 147(f) of the Code. This Board of Supervisors, as the applicable elected representative of the governmental unit having

jurisdiction over the area in which the Project is located, hereby approves the issuance of the Bonds for purposes of Section 147(f) of the Code.

Section 4. Approval of Issuance of Bonds. In accordance with the Act and the Indenture (hereinafter defined), the City is hereby authorized to issue and deliver tax-exempt multifamily housing revenue bonds designated as "City and County of San Francisco, California Multifamily Housing Revenue Bonds (4200 Geary) Series 2023B," in an aggregate principal amount not to exceed $60,000,000 (the "Bonds"); with such additional or other designation as may be necessary or appropriate to distinguish such series from every other series of bonds of the City, with an interest rate not to exceed twelve percent (12%) per annum, and each with a final maturity date not later than forty-five (45) years from the date of issuance of the Bonds. The Bonds shall be in the form set forth in and otherwise in accordance with the Indenture, and shall be executed by the manual or facsimile signature of the Mayor of the City (the "Mayor") and as further provided in the Indenture.

Section 5. Indenture. The Indenture of Trust (the "Indenture"), by and between the City and The Bank of New York Mellon Trust Company, N.A., as trustee thereunder (the "Trustee"), in the form presented to this Board, a copy of which is on file with the Clerk of the Board, is hereby approved. Each of the Mayor, the Director of the Mayor's Office of Housing and Community Development or any other Authorized City Representative (as such term is defined in the Indenture) of the City (collectively, the "Authorized Officers") is hereby authorized to execute the Indenture in said form, together with such additions thereto and changes therein as the City Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 9 hereof.

Section 6. Approval of Loan Agreement. The Loan Agreement (the "Loan Agreement"), by and between the City and the Borrower, in the form presented to this Board, a copy of which is on file with the Clerk of the Board, is hereby approved. Each Authorized

Officer is hereby authorized to execute the Loan Agreement in said form, together with such additions thereto and changes therein as the City Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 9 hereof.

Section 7. Regulatory Agreement and Declaration of Restrictive Covenants. The Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement"), by and between the City and the Borrower, in the form presented to this Board, a copy of which is on file with the Clerk of the Board, is hereby approved. Each Authorized Officer is hereby authorized to execute the Regulatory Agreement, in said form, together with such additions thereto and changes therein as the City Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 9 hereof.

Section 8. Issuer Fees. The City, acting through the Mayor's Office of Housing and Community Development, shall charge an annual administrative fee (the "Annual Fees") for monitoring compliance with the provisions of the Regulatory Agreement in an amount not to exceed one-eighth of one percent (0.125%) of the average outstanding aggregate principal amount of the Bonds during the previous twelve months, but no less than $2,500 annually, for the term of the Regulatory Agreement. The Board hereby authorizes the Mayor's Office of Housing and Community Development to charge and collect, or appoint an agent, which may be the Trustee, to collect on behalf of the City, the fees described in this section. Notwithstanding the foregoing provisions of this Section, the City, acting through the Mayor's Office of Housing and Community Development, is authorized to charge an Issuance Fee or Annual Fees, or both, that is or are lower than the fees prescribed in this Section if, upon the advice of Co-Bond Counsel, lower fees are necessary or advisable to ensure that the Bonds do not become "arbitrage bonds" within the meaning of Section 148 of the Code, or to ensure that interest on the Bonds does not become includable in gross income for federal income tax purposes.

Section 9. Modifications, Changes, Additions. Any Authorized Officer executing the Indenture, the Loan Agreement, or the Regulatory Agreement (collectively, the "City Agreements"), in consultation with the City Attorney and Co-Bond Counsel, is hereby authorized to approve and make such modifications, changes or additions to the City Agreements as may be necessary or advisable, provided that such modification does not authorize an aggregate principal amount of the Bonds in excess of $60,000,000, provide for a final maturity on the Bonds later than forty-five (45) years from the date of issuance of the Bonds, or provide for the Bonds to bear interest at a rate in excess of twelve percent (12%) per annum. The approval of any modification, addition or change to any of the City Agreements shall be evidenced conclusively by the execution and delivery of the document in question by an Authorized Officer.

Section 10. Ratification. All actions heretofore taken by the officers and agents of the City with respect to the sale, issuance and delivery of the Bonds, as consistent with the City Agreements and this Resolution, are hereby approved, confirmed and ratified.

Section 11. General Authority. The proper officers of the City, including but not limited to the Authorized Officers, are hereby authorized and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, subordinations, assignments, tax documents and those documents described or referenced in the City Agreements, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the City Agreements in consultation with the City Attorney. Any such actions are solely intended to further the purposes of this Resolution and the Project, and are subject in all respects to the terms of the Resolution. No such actions shall increase the risk to the City or require the City to spend any resources not otherwise granted herein. Final versions

of any such documents shall be provided to the Clerk of the Board for inclusion in the official file within thirty (30) days of execution by all parties.

Section 12. File. All documents referenced herein as being on file with the Clerk of the Board are located in File No. 230101, which is hereby declared to be a part of this Resolution as set forth fully herein.

Section 13. Effectiveness. This Resolution shall take effect from and after the adoption by the Board and approval by the Mayor.

APPROVED AS TO FORM:
DAVID CHIU
City Attorney

By: /s/ Kenneth D. Roux
Kenneth D. Roux
Deputy City Attorney

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City and County of San Francisco
Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 230101 **Date Passed:** February 28, 2023

Resolution authorizing the issuance and delivery of tax-exempt multifamily housing revenue bonds in an aggregate principal amount not to exceed $60,000,000 for the purpose of providing financing for the construction of a 98-unit, affordable multifamily residential rental housing project for seniors located at 4200 Geary Boulevard within the City; approving the form of and authorizing the execution of an indenture of trust providing the terms and conditions of the bonds; approving the form of and authorizing the execution of a loan agreement; approving the form of and authorizing the execution of a regulatory agreement and declaration of restrictive covenants; approving modifications, changes and additions to the documents; authorizing the collection of certain fees; 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 $60,000,000 to finance the acquisition and construction of the 4200 Geary apartments; ratifying and approving any action heretofore taken in connection with the bonds and the Project, as defined herein; granting general authority to City officials to take actions and execute any other documents necessary to implement this Resolution, as defined herein; and related matters, as defined herein.

February 15, 2023 Budget and Finance Committee - RECOMMENDED

February 28, 2023 Board of Supervisors - ADOPTED

Ayes: 11 - Chan, Dorsey, Engardio, Mandelman, Melgar, Peskin, Preston, Ronen, Safai, Stefani and Walton

File No. 230101

I hereby certify that the foregoing Resolution was ADOPTED on 2/28/2023 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

London Breed
London N. Breed
Mayor

3/2/23
Date Approved