File No	1507.39	Committee It Board Item N		64				
COMMITTEE/BOARD OF SUPERVISORS AGENDA PACKET CONTENTS LIST								
Committee:	Budget & Finance Commi		Date July 1					
Board of Su	pervisors Meeting		Date <u>Jul</u>	121,2015				
Cmte Boar	Motion Resolution Ordinance Legislative Digest Budget and Legislative A Youth Commission Report Introduction Form Department/Agency Cove MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Form 126 — Ethics Comm Award Letter Application Public Correspondence	ort er Letter and/						
OTHER	(Use back side if addition	nal space is n	eeded)					
	Project Description TEFRA Hearing Minute Public Hearing Notice	5 4/30/17						
	oy: Linda Wong oy: Linda Wong	Date_ Date_	July 10, 20	15 , 2015				

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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 \$263,100,000 for 422-498 Folsom Street; 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 \$263,100,000; authorizing and directing the execution of any documents necessary to implement this Resolution, as defined herein; and ratifying and approving any action heretofore taken in connection with the Project, as defined herein, and the Application, as defined herein.

[Multifamily Housing Revenue Bonds - 422-498 Folsom Street - Not to Exceed \$263,100,000]

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

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

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

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

WHEREAS, Transbay 8 Urban Housing, LLC, a Delaware limited liability corporation (or any successor thereto including any successor owner of the Project, the "Developer"), desires to construct an approximately 350-unit mixed-income residential rental housing development located at 422-498 Folsom Street, San Francisco, California 94105 (the "Project"); and

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

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

WHEREAS, The City intends to issue the Bonds in an amount not to exceed \$263,100,000 and to loan the proceeds of the Bonds to the Developer (the "Loan") to finance the costs of the Project; and

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

WHEREAS, Section 1.150-2 of the United States Treasury Regulations requires that the Board of Supervisors declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of the Bonds; 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 June 14th and June 21st, 2015, the City caused a notice 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 and Community Development on June 30, 2015, to appear in The San Francisco Examiner, which is a newspaper of general circulation in the City; and

WHEREAS, The Mayor's Office of Housing and Community Development held the public hearing described above on June 30, 2015, and an opportunity was provided for

persons to comment on the issuance of the Bonds and the Project; and the minutes of such hearing were provided to this Board of Supervisors prior to this meeting; and

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

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

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

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

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

<u>Section 1</u>. The Board of Supervisors finds and determines that the foregoing recitals are true and correct.

Section 2. The Board of Supervisors adopts this Resolution for purposes of establishing compliance with the requirements of Section 1.150-2 of the United States

Treasury Regulations. This Resolution does not bind the Board of Supervisors to issue the Bonds, approve the Loan or to make any expenditure, incur any indebtedness or proceed with the Project.

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

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

<u>Section 5</u>. The maximum principal amount of debt expected to be issued for the Project is \$263,100,000.

<u>Section 6</u>. 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 7. This approval of the issuance of the Bonds by the City is neither an approval of the underlying credit issues of the proposed Project nor an approval of the financial structure of the Bonds.

Section 8. The Board of Supervisors hereby authorizes the Director, or his designee of the Mayor's Office of Housing and Community Development (the "Director"), on behalf of the City, to submit an application (the "Application"), and such other documents as may be required, to CDLAC pursuant to Government Code Section 8869.85 for an allocation for the

Project of a portion of the state ceiling for private activity bonds in a principal amount not to exceed \$263,100,000.

Section 9. An amount equal to \$100,000 ("Deposit") is hereby authorized to be held on deposit in connection with the Application and the applicable CDLAC procedures, and the Director is authorized to certify to CDLAC that such funds are available; which Deposit shall consist of a restriction on cash in the Hotel Tax Fund established pursuant to Section 515.01 of Article 7 of the San Francisco Business and Tax Regulations Code (the "Hotel Tax Fund").

Section 10. If the City receives a CDLAC allocation and the applicable issuance requirements are not met, the Mayor's Office of Housing and Community Development is hereby authorized to cause an amount equal to the Deposit to be paid to the State of California from the Hotel Tax Fund, if required by CDLAC.

Section 11. The officers and employees of the City and the Director are hereby authorized and directed, jointly and severally, to do any and all things necessary or advisable to consummate the receipt of an allocation from CDLAC and otherwise effectuate the purposes of this Resolution, consistent with the documents cited herein and this Resolution, and all actions previously taken by such officers and employees with respect to the Project, consistent with the documents cited herein and this Resolution, including but not limited to the 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: DENNIS J. HERRERA
5	DENNIS J. HERRERA City Attorney
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7	
8	By:
9	HEIDI GĘWERTZ Deputy City Attorney n:\spec\as2015\1500159\01027387.doc
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MAYOR'S OFFICE OF HOUSING AND COMMUNITY DEVELOPMENT CITYAND COUNTY OF SAN FRANCISCO



EDWIN M. LEE MAYOR

> OLSON LEE DIRECTOR

June 30, 2015

Honorable Jane Kim
City and County of San Francisco
Board of Supervisors
City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RE: Resolutions authorizing application to the California Debt Limit Allocation Committee (CDLAC) to permit the issuance of residential mortgage revenue bonds for Transbay Block 8 in aggregate principal amounts not to exceed \$19,300,000 for 250 Fremont Street and \$263,100,000 for 422-498 Folsom Street

Dear Supervisor Kim,

I am submitting to you for introduction at the Board of Supervisors meeting on Tuesday, July 7, 2015, two resolutions regarding qualified mortgage revenue bonds Transbay Block 8. Transbay Block 8 is part of the Transbay Redevelopment Project, a 40-acre redevelopment district at the foot of Rincon Hill which includes the Transbay Transit Center (under construction) and approximately 10 acres of vacant public land. Block 8 is a 52,250-square-foot parcel on Folsom Street between First and Fremont Streets, two blocks south of the future Transbay Transit Center. The Project Area was established in June 2005 with the adoption of the Redevelopment Plan for the Transbay Project Area (the "Redevelopment Plan") by the Board of Supervisors. Related California Urban Housing, LLC ("Related") and Tenderloin Neighborhood Development Corporation ("TNDC") (together the "Development Team") were selected via a competitive process by the Office of Community Investment and Infrastructure Successor Agency to the San Francisco Redevelopment Agency ("OCII") in June 2014.

Transbay Block 8 will include 546 units total; of those 396 will be market-rate units ("Market-Rate Units") and 150 will be units affordable to households earning up to 40% and 50% of AMI. Of the 150 affordable units, 70 will be inclusionary (the "BMR Units"). The remaining 80 affordable units comprise the affordable project, and will be subsidized by OCII funding (the "Affordable Project"). The BMR Units and the Market Rate Units will be financed together as

1 South Van Ness Avenue, Fifth Floor, San Francisco, CA 94103 Phone: (415) 701-5500 Fax: (415) 701-5501 TIDD 6415) 701-5503 www.sfgov.org/moh

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mixed income bond-financed project (the "80/20 Project"). The Mayor's Office of Housing and Community Development ("MOHCD") will issue the tax exempt bonds for the Affordable Project and the 80/20 Project.

The resolutions would authorize Olson Lee, as Director of this office to submit applications to the California Debt Limit Allocation Committee for permission to issue such bonds in an amount not to exceed \$19,300,000 for the Affordable Project and \$263,000,000 for the 80/20 Project. This resolution would only authorize us to apply for allocations of bond issuing authority. Should we receive authority, we will need to return to the Board for permission to actually issue the bonds. Funds generated from the issuance and sale of the bonds would be used to finance construction of the projects.

The Mayor's Office of Housing and Community Development has previously issued bonds for both rental housing and for first time homeownership. These financings are conduit financings, which do not require the City to pledge repayment of the bonds. Rather, the bondholders' only recourse for payment is the project revenues themselves and the credit enhancement provided by lenders.

Introduction on July 7, 2015 ensures that we have enough time to continue gathering the application which is due on September 22, 2015.

The attached resolutions have been approved as-to-form by Deputy City Attorney Heidi Gewertz. I am enclosing a brief description of the project for your review.

If you have any questions about the resolution or the project, please contact Elizabeth Colomello at 701-5518.

Thank you,

Kate Hartley
Deputy Director

Transbay Block 8 Affordable Project Description June 2015

Transbay Block 8 is part of the Transbay Redevelopment Project, a 40-acre redevelopment district at the foot of Rincon Hill which includes the Transbay Transit Center (under construction) and approximately 10 acres of vacant public land. Block 8 is a 52,250-square-foot parcel on Folsom Street between First and Fremont Streets, two blocks south of the future Transbay Transit Center. The Project Area was established in June 2005 with the adoption of the Redevelopment Plan for the Transbay Project Area (the "Redevelopment Plan") by the Board of Supervisors. Related California Urban Housing, LLC ("Related") and Tenderloin Neighborhood Development Corporation ("TNDC") (together the "Development Team") were selected via a competitive process by the Office of Community Investment and Infrastructure Successor Agency to the San Francisco Redevelopment Agency ("OCII") in June 2014.

Transbay Block 8 will include 546 units total; of those 396 will be market-rate units ("Market-Rate Units") and 150 will be units affordable to households earning up to 40% and 50% of AMI. Of the 150 affordable units, 70 will be inclusionary (the "BMR Units") and are located in the first 8 stories of the tower building. The unit mix of the BMR Units will be proportional to that of the market-rate units. The remaining 80 affordable units comprise the affordable project, and will be subsidized by OCII funding (the "Affordable Project"). The BMR Units and the Market Rate Units will be financed together as mixed income bond-financed project (the "80/20 Project"). The Mayor's Office of Housing and Community Development ("MOHCD") will issue the tax exempt bonds for the Affordable Project and the 80/20 Project.

Scope of Work:

The development program for Block 8 conforms to the goals and requirements of the Redevelopment Plan, the Development Controls and Design Guidelines for the Transbay Redevelopment Project (the "Development Controls"), and the Transbay Redevelopment Project Area Streetscape and Open Space Concept Plan (the "Streetscape and Open Space Plan"). The development program, as proposed by the Development Team and shown in the site plan and renderings in Attachment 2, includes:

- A mixed-income residential project on Block 8, consisting of (1) a 55-story tower and an attached six-story podium building on the east side of the tower and (2) a separate eight story podium east of the pedestrian paseo, (3) a row of two-story townhouses on the south side of Clementina Street, for a total of 546 residential units;
- A shared underground parking garage.
- A shared pedestrian paseo/ open space which will be open to the public; Streetscape improvements conforming to the Streetscape and Open Space Plan.

Ownership:

Related and TNDC will form a limited partnership to own the improvements ("the Affordable Partnership") for the Affordable Project. OCII, and subsequently MOHCD will own the air rights parcel that the improvements will be built in. OCII will enter into an Air Rights Lease with the Partnership. This Air Rights Lease will transfer from OCII to MOHCD once construction of

the improvements is completed. The 80/20 Project will be owned by a limited partnership or other similar entity affiliated with Related (the "80/20 Partnership").

Financing:

Affordable Project:

In addition to the OCII loan described above, the Affordable Partnership will apply for a taxexempt bond allocation currently estimated to be approximately \$19,300,000 and 4% lowincome housing tax credits for the Affordable Project.

80/20 Project:

The 80/20 Partnership will apply for a tax-exempt bond allocation currently estimated to be approximately \$263,100,000 and 4% low-income housing tax credits. No City or OCII funding will be included in the 80/20 Project financing.

Schedule:

Construction on the Project is anticipated to start by January 2016 and be completed by the end of 2018.

Transbay Block 8 Schedule	
Task	Date
TEFRA Ad Published	6/14 & 21 /2015
TEFRA Hearing	6/30/2015
Inducement Resolution Lodged with Board	6/30/2015
Inducement Resolution to Budget & Finance Committee	7/15/2015
Inducement Resolutions Approved by Board	7/21/2015
Submit CDLAC application	9/22/2015
Submit tax credit application	8/21/2015
CDLAC meeting secure allocation	10/21/2015
TCAC Meeting secure allocation	10/21/2015
Allocation Resolutions Lodged with Board	11/6/2015
Allocation Resolutions to Budget & Finance Committee	11/11/2015or 11/18/2015
Allocation Resolutions Approved by Full Board	11/24/2015

Mayor signs the resolution	11/30/2015
Finalize construction contract	12/1/2015
Close bond and credit financing	12/15/2015
Start construction	12/15/2015
Complete construction	12/2018

Development Team:

- O Architect: Office of Metropolitan Architecture as the lead architect for the tower component of the development and Fougeron Architects, as the architect for the low-rise buildings
- o Contractor: TBD
- o Legal Counsel: Bocarsly Emden Cowan Esmail & Arndt LLP

422-498 Folsom Street (Transbay Block 8) TEFRA Hearing Minutes Tuesday, June 30, 2015

The meeting was convened at 11:30 AM and adjourned at 12:00 AM. There were no attendees. Elizabeth Colomello, Development Specialist for the Office of Community Investment and Infrastructure on behalf of the Mayor's Office of Housing and Community Development for 422-498 Folsom Street, was available for questions for the remainder of the day, but none were submitted.

This space for filing stamp only

SAN FRANCISCO EXAMINER

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

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

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California County of SAN FRANCISCO

) ss

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:

Transbay Block 8 TEFRA Hearing 80/20

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:

06/14/2015, 06/21/2015

Executed on: 06/22/2015 At Los Angeles, California

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

EXM#: 2762811

NOTICE IS HEREBY GIVEN that on June 30, 2015, at 11:30 a.m., at the Mayor's Office of Housing and Community Development, 1 South Van Ness Avenue, 5th Floor, San Francisco, California 94103, the City and County of San Francisco (the "City") will conduct a public hearing") at which time the City will hear and consider information concerning the proposed sale and issuance by the City of private activity multifamily affordable housing mortgage revenue bonds (the "Bonds") in an aggregate principal amount not to exceed two hundred sixty three million one hundred thousand dollars (\$263,100,000). All or a portion of the proceeds of the Bonds will be loaned to Transbay 8 Urban Housing, LLC (or any successor thereto including any successor owner of the Project) (the "Borrower"), pursuant to a loan agreethereto including any successor owner of the Project) (the "Borrower"), pursuant to a loan agreement"). The proceeds of the Bornower will be used to finance the construction of approximately 350 housing units located at 422-498 Folsom Street, San 94105

approximately 350 notising units located at 422-498 Folsom Street, San Francisco, California 94105 (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 is pledged to the symmetry 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 he lishle or obligated to subdivision or agency of the State be liable or obligated to

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 Elizabeth Colomelio, Office of Community Investment and Infrastructure, at the address indicated above.

above.
Date: June 10, 2015
CITY AND COUNTY OF
SAN FRANCISCO
Teresa Yanga, Housing
Development Director
Mayor's Office of Housing
and Community Develop-



Print Form

Introduction Form Introduction Form REGELTED By a Member of the Board of Supervisors or the Mayor OARD OF SUPER VISORS SAN VEARE LOC

I here	by submit the following item for introduction (select only one):	r meeting date	
\boxtimes	1. For reference to Committee. (An Ordinance, Resolution, Motion, or Charter Amendment)		
□ ·	2. Request for next printed agenda Without Reference to Committee.		
	3. Request for hearing on a subject matter at Committee.		
	4. Request for letter beginning "Supervisor	inquires"	
	5. City Attorney request.		
$\dot{\Box}$	6. Call File No. from Committee.		
	7. Budget Analyst request (attach written motion).		
□ ·	8. Substitute Legislation File No.		
	9. Reactivate File No.		
	10. Question(s) submitted for Mayoral Appearance before the BOS on		
	e check the appropriate boxes. The proposed legislation should be forwarded to the following Small Business Commission	sion	
	For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative F	orm.	
Sponso		, , , , , , , , , , , , , , , , , , , ,	
Superv	visor Kim	ADCOLUMN TO THE	
Subjec	et:		
Multifa	amily Housing Revenue Bonds - 422-498 Folsom Street - Not to exceed \$263,100,000		
The te	xt is listed below or attached:		
See att	ached.		
1100	Signature of Sponsoring Supervisor:		
For Cl	lerk's Use Only:		