File No.	170885	Committee Item No	9	
-		Board Item No.	115	_

# COMMITTEE/BOARD OF SUPERVISORS

	AGENDA PACKET CON	
	Budget & Finance Committee	Date September 7,2017 Date September 19,201
Board of St	pervisors Meeting	Date Sophember 17, 2011
Cmte Boa	rd	
	Motion Resolution Ordinance Legislative Digest Budget and Legislative Analyst Youth Commission Report Introduction Form Department/Agency Cover Lett MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Form 126 – Ethics Commission Award Letter Application Public Correspondence	er and/or Report
OTHER	(Use back side if additional spa	ace is needed)
•	by: Linda Wong	Date September 1, 2017

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[Multifamily Housing Revenue Bonds - 1294 and 1296 Shotwell Street - Not to Exceed \$50,000,000]

Resolution declaring the intent of the City and County of San Francisco ("City") to reimburse certain expenditures from proceeds of future bonded indebtedness; authorizing the Director of the Mayor's Office of Housing and Community Development ("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 \$50,000,000 for 1294 and 1296 Shotwell 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 \$50,000,000; 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.

WHEREAS, The Board of Supervisors of the City and County of San Francisco ("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 ("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 of the City and County of San Francisco, the City has enacted the City and County of San Francisco Residential Mortgage Revenue Bond Law ("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 ("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, 1296 Shotwell Housing, L.P., a California limited partnership (or any successor thereto including any successor owner of the Project, the "Developer"), desires to construct a 94-unit affordable residential rental housing development located at 1294 and 1296 Shotwell Street, San Francisco, California 94110 ("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 ("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 \$50,000,000 and to loan the proceeds of the Bonds to the Developer ("Loan") to finance the costs of the Project; and

WHEREAS, The Bonds will be limited obligations, payable solely from pledged security, including Project revenues, and will not constitute a debt of the City; 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 ("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 July 12, 2017 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 July 27, 2017, 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 July 27, 2017 and an opportunity was provided for persons to comment on the issuance of the Bonds and the Project; 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 (0.5%) 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 \$50,000,000.

<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.

<u>Section 7</u>. 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 of the Mayor's Office of Housing and Community Development, including any acting or interim director, or such person's designee ("Director"), on behalf of the City, to submit an application ("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 \$50,000,000.

Section 9. An amount equal to one-half of one percent (0.5%) of the amount of the CDLAC allocation requested for the Project, not to exceed \$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.

Section 10. If the City receives a CDLAC allocation for the Project and the Bonds are not issued, 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, if and to the extent required by CDLAC.

Section 11. The officers and employees of the City, including 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.

Supervisor Ronen
BOARD OF SUPERVISORS

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

APPROVED AS TO FORM: DENNIS J. HERRERA City Attorney

Ву: Mark D. Blake

Deputy City Attorney

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# City and County of San Francisco Multifamily Housing Revenue Bond Program Project Description

#### 1296 Shotwell Senior Housing

### **Overview**

The funds described in the "Financing Structure" section below will be used to finance the development of 1296 Shotwell Senior Housing, a project with approximately 94 units of affordable housing for low-income seniors (including a 20% set-aside for formerly homeless seniors) located at 1294 Shotwell Street (the address will subsequently be changed to include 1296 Shotwell Street) in the City and County of San Francisco (the "Project").

Following completion, the Project will include approximately 69,500 square feet of gross floor area, comprised of 66,322 square feet of residential area and 5,681 square feet of common outdoor usable open spaces located on the ground floor, second floor, and on 8<sup>th</sup> and 9<sup>th</sup> floor roof terraces. The building, with a height of 84.66 feet, or 96 feet to the top of the elevator penthouse, will be roughly rectangular, and contain an internal courtyard. The ground-floor level will also include 18 Class I bicycle spaces, as well as 4 Class II bicycle spaces, which will be located on the sidewalk in front of the Project site on Shotwell Street.

Additionally, the Project will front and be accessible via Shotwell Street and will be stepped back on the eighth and ninth floors in an effort to diminish the building's massing and bulk, as viewed from the surrounding neighborhoods. The step back will also create roof terraces with approximately 1,990 gross square feet ("GSF") of common open space. Other common space areas will include the rear yard (approximately 2,724 GSF), front entry court (389 GSF), and a second-floor terrace overlooking Shotwell Street (approximately 499 GSF).

Total project costs to construct the new building will be approximately \$38,426,835 or \$408,796 per dwelling unit.

The residential unit distribution, which will include a single 2-bedroom manager's unit, is:

Unit type	Number of units
Studio	24
1-Bedroom	69
2-Bedroom	1

All of the residential units (with the exception to the resident manager unit) will serve households earning no more than 50% percent of the San Francisco County Area Median Income (AMI). Twenty percent of the units will be reserved for formerly homeless seniors with household incomes at or below the 30% of AMI; these units will be supported by the City's Department of Homelessness and Supportive Housing and the City's Local Operating Subsidy Program.

#### Residents

No residents will be displaced as the site currently consists of three commercial spaces.

Site Description and Scope of Work

Address:

1294 Shotwell Street, 94110 (the project address will be changed to include 1296

Shotwell Street)

Block/Lot:

6571/051

Property amenities will include:

Secured entry court with bicycle racks and seating;

- Rear courtyard with seating and exercise area;
- Reception area;
- Landscaped community garden with seating on 8th and 9th floors;
- 28 bicycle parking spaces;
- Indoor community spaces, including community room with kitchen, restrooms, and laundry room; and
- Meeting and office space for property management, social services, case management, and maintenance staff.

**Development and Management Team** 

Project Sponsors:

Chinatown Community Development Center and

Mission Economic Development Agency

General Contractor:

**Cahill Contractors** 

Architect of Record:

Herman Coliver Locus Architecture

Property Manager:

Chinatown Community Development Center

#### **Project Ownership Structure**

Borrower Entity:

1296 Shotwell Housing, L.P.

Managing Members:

CCDC 1296 Shotwell LLC, an affiliate of Chinatown Community

Development Center and

MEDA 1296 Shotwell LLC, an affiliate of Mission Economic

Development Agency

An investor limited partner will own a 99.99% interest in the borrower entity.

## **Financing Structure**

The following sources of capital financing are expected to be utilized:

- Tax-exempt bonds issued by the City;
- 4% low income housing tax credits (LIHTC);
- Conventional first mortgage;
- Affordable Housing Program (AHP) financing from the Federal Home Loan Bank; and
- Soft debt from the City.

The sale of LIHTC will generate equity financing for the Project. 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 LIHTC.

#### Schedule

Financing is anticipated to close between January and February 2018, with construction commencing in March 2018. All construction is scheduled to be completed by September 2019.

# CALIFORNIA NEWSPAPER SERVICE BUREAU DAILY JOURNAL CORPORATION

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

# **COPY OF NOTICE**

Notice Type:

GPN GOVT PUBLIC NOTICE

Ad Description

TEFRA AD; 1296 SHOTWELL

To the right is a copy of the notice you sent to us for publication in the SAN FRANCISCO EXAMINER. Thank you for using our newspaper. Please read this notice carefully and call us with ny corrections. The Proof of Publication will be filed with the County Clerk, if required, and mailed to you after the last date below. Publication date(s) for this notice is (are):

#### 07/12/2017

The charge(s) for this order is as follows. An invoice will be sent after the last date of publication. If you prepaid this order in full, you will not receive an

#### EXM# 3030284

EXM# 3030284

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that on Thursday, July 27, 2017 at 11:00 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, Cha 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 housing mortgage revenue bonds or sale and issuance by the City of multifamily housing mortgage revenue bonds or notes (the "Bonds") in an aggregate principal amount not to exceed fifty million dollars (\$50,000,000). The proceeds of the Bonds will be loaned to 1296 Shotwell Housing, L.P. (or an affiliate thereof or 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 construction of approximately 94 units of residential rental housing located at 1294 and 1296 Shotwell Street, San Francisco, California 94110 (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

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

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 fingentian of the Project

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: July 12, 2017

CITY AND COUNTY OF SAN FRANCISCO Kate Hartley, Acting Director Mayor's Office of Housing and Community Develop-ment

Print Form

Introduction Form BOARD OF SUPERVISORS.

By a Member of the Board of Supervisors or the Mayor SAN FRANCIS CO

	by submit the following item for introduction (select only one):  Time stamp
I here	by submit the following item for introduction (select only one):
$\boxtimes$	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.
	6. Call File No. from Committee.
	7. Budget Analyst request (attach written motion).
	8. Substitute Legislation File No.
	9. Request for Closed Session (attach written motion).
	10. Board to Sit as A Committee of the Whole.
	11. Question(s) submitted for Mayoral Appearance before the BOS on
Please	e check the appropriate boxes. The proposed legislation should be forwarded to the following:  Small Business Commission  Youth Commission  Ethics Commission
	☐ Planning Commission ☐ Building Inspection Commission
Note:	For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative
Sponso	$\mathbf{r}(\mathbf{s})$ :
Ronen	
Subjec	t:
	amily Housing Revenue Bonds - 1294 and 1296 Shotwell Street, San Francisco, California 94100 - Not to 1 \$50,000,000
The te	xt is listed below or attached:
Please	see attached resolution.
I kindl	y request that this be sent to the Neighborhood Services and Safety Committee.
	· · · · · · · · · · · · · · · · · · ·
	Signature of Sponsoring Supervisor:
For C	lerk's Use Only:

# FORM SFEC-126: NOTIFICATION OF CONTRACT APPROVAL

(S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information (Please print clearly.)	
Name of City elective officer(s):	City elective office(s) held:
Members, Board of Supervisors	Members, Board of Supervisors

#### Contractor Information (Please print clearly.)

Name of contractor:

## 1296 Shotwell Housing L.P., a California Limited Partnership

Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.

The borrowing entity for the 1296 Shotwell Affordable Housing Project is 1296 Shotwell Housing, L.P., a California limited partnership. 1296 Shotwell Housing, L.P. has no employees, and decisions are made by its co-general partners, CCDC 1296 Shotwell LLC, a California Limited Liability Corporation, with sole manager Chinatown Community Development Center (Chinatown CDC), and MEDA 1296 Shotwell LLC, a California limited liability company, with sole manager Mission Economic Development Agency (MEDA).

Please see the below Board list to comply with request #1. Additionally, the contractor's chief executive officer, chief financial officer and deputy directors are Chinatown CDC's and MEDA's governing officers as the result of 1296 Shotwell Housing, L.P.'s relationship to Chinatown CDC and MEDA.

# Chinatown CDC Board of Directors:

Philip C. Chin

Michael Louie

Amy Chung

Gregory Chin

Pamela Calloway

Cathy Craig

Fay Darmawi

Theo Ellington

Mark Fong

Benjamin Folvin

Jessica Kyo

Joanne Lee

Winston Lee

Tommy Lim

Dr. James McCray

Ben Ng

Irma Poe

Nils Rosenquest

Santiago Ruiz

Marc Slutzkin

Nigel Brian Tse

Janet Lee Tse

Eddy Zheng

# **MEDA Board of Directors:**

Jane Duong

William Ortiz-Cartagena

Whitney Jones Karling Aguilera-Fort		
Karing Agunera-Port  Kavita Gobburi		
Matthew Haney		
Jabari Herbert	:	
Kevin Stein		,
Chief Executive Officer: Norman Fong (Chinatown CDC), ar	nd Luis Granados (MEDA)	
Chief Financial Officer(s): Karen Gansen (Chinatown CDC),	John Sedlander (MEDA)	
Deputy Directors: Cindy Wu and Malcolm Yeung (Chinatown	1 CDC)	
Items #3-5 do not apply to 1296 Shotwell Housing, L.P.		
Contractor address:	•	
1296 Shotwell Housing, L.P., 1525 Grant Ave., San Francisc	co, CA 94133	
Date that contract was approved:	Amount of contract:	
· · · · · · · · · · · · · · · · · · ·	\$50,000,000	
Describe the nature of the contract that was approved:		<del> </del>
Tax-exempt financing for 1296 Shotwell, a 94-unit rental hoseniors with ground floor community and service space	ousing development for seniors and formerly homel	less
Comments:		
This contract was approved by (check applicable):		
☐ the City elective officer(s) identified on this form ☐ a board on which the City elective officer(s) serves: San	Transigas Paged of Synamics and	
e a board on which the City elective officer(s) serves. Sai	Print Name of Board	
☐ the board of a state agency (Health Authority, Housing A	Authority Commission, Industrial Development A	uthority
Board, Parking Authority, Redevelopment Agency Comm		d
Development Authority) on which an appointee of the Cit	y elective officer(s) identified on this form sits	
Print Name of Board		***************************************
Filer Information (Please print clearly.)		
Name of filer:	Contact telephone number:	···
Angela Calvillo, Clerk of the Board	(415) 554-5184	
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Pl., San Fra 94102	E-mail: Board.of.Supervisors@sfgov.org	
/ 1. X X X X X X X X X X X X X X X X X X		
Circular CC's Place CCC 1 to 11 CC 1 to	- CC	
Signature of City Elective Officer (if submitted by City elective	officer) Date Signed	
Signature of Board Secretary or Clerk (if submitted by Board Se	ecretary or Clerk) Date Signed	