File No	190314		Item No		
•		board item	No		
(COMMITTEE/BOAR	D OF SUP	PERVISORS		
	AGENDA PACKE	T CONTENTS	SLIST		
Committee:	Budget & Finance Sub-Co	<u>mmittee</u>	Date April 10, 2019		
Board of Su	pervisors Meeting		Date		
Cmte Boar	rd				
	Motion Resolution Ordinance Legislative Digest Budget and Legislative A Youth Commission Repol Introduction Form Department/Agency Cov 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 i	needed)		
	Notice of Public Hearing TEFRA Hearing Minute Power Point Presonation				
Completed by: Linda Wong Date April 5, 2019					
Completed k	Completed by: Linda WongDate				

\$77,000,000]

12

15

20

herein.

22

24

25

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 \$77,000,000 for Sunnydale Block 6 with a current address of 242 Hahn 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 \$77,000,000; authorizing and directing the execution of any documents necessary to implement this Resolution, as defined herein; and ratifying and approving any action heretofore taken

[Multifamily Housing Revenue Bonds - 242 Hahn Street - Sunnydale Block 6 - Not to Exceed

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

in connection with the Project, as defined herein, and the Application, as defined

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, 242 Hahn, LP, a California limited Partnership (or an affiliate thereof or successor thereto), desires to develop a 166-unit residential rental development affordable to low- and very low-income households, located at the Sunnydale Block 6 Parcel with a current address of 242 Hahn Street, San Francisco, California 94134 ("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 \$77,000,000 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 March 1, 2019, 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 on March 15, 2019, 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 March 15, 2019, 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; 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 \$77,000,000.

<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 \$77,000,000.

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.

///

/// 19

20 /// ·

21 ///

22 ///

/// 23

24 ///

25

III

<u>Section 12</u>. 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

By: Umth Ima Cur

KENNETH DAVID ROU

Deputy City Attorney

n:\financ\as2019\1900355\01342494.docx

Project Description

Multifamily Securities Program City and County of San Francisco

Sunnydale HOPE SF Block 6

Overview

The funds described in the "Financing Structure" section below will be used to finance the construction of Sunnydale Block 6, a 166-unit affordable multifamily housing project located at 242 Hahn Street, 94134 in the City and County of San Francisco (the "Project"). Construction of Sunnydale Block 6 also starts the first phase of infrastructure development for Sunnydale HOPE SF revitalization, the City and County of San Francisco's commitment to revitalize public housing and transform communities. This first infrastructure phase will also include new roads and utility infrastructure along with the construction of Sunnydale Block 6.

Upon completion, the Project will include approximately 243,721 square feet of gross floor area, comprised of 167,065 square feet of residential area and 76,647 square feet of non-residential area. Non-residential spaces will include parking for 83 vehicles and common area including outdoor courtyard space.

Total project costs will be approximately \$149,807,122, or \$897,049 per dwelling unit.

The residential unit distribution, which will include 1 2-bedroom superintendent unit, is:

Number of units
21
95
40
11

All of the affordable units will serve households earning less than 50% percent of the San Francisco County Area Median Income (AMI). There will be 125 units set aside as public housing replacement units for residents of Sunnydale HOPE SF.

Residents

The residents currently living within the footprint of this first phase have moved onsite to other rehabbed units. No residents will be displaced as all residents will have the right to return to the new units within Block 6 after temporary relocation onsite during construction.

Site Description and Scope of Work

Address:

242 Hahn Street, 94134

Block/Lot:

6311/Lot 1

6312/Lot 1

The Property amenities will include:

• About 31,162 sq. ft. of secure outdoor space for residents,

- A suite for property management and resident services coordinator staff,
- A 33,300 sq. ft. multi-purpose room for community meetings and events, and
- Common laundry rooms on each floor
- 232 spots for bicycles
- 83 spots for vehicles in secured subterranean parking

Development and Management Team

Project Sponsors:

Mercy Housing California and Related California

General Contractor:

Nibbi Brothers and Bain Company

Architect of Record:

Levy Design Partners

Property Manager:

Mercy Housing Property Management

Project Ownership Structure

Borrower Entity:

Sunnydale Block 6 Housing Partnership, L.P., a California limited

partnership

Managing General Partner/

Managing Member:

Mercy Housing Calwest

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);
- a conventional first mortgage;
- a second permanent bank loan; 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 May 2019 and September 2019, with construction commencing within 30 days closing. All construction is scheduled to be completed by April 2021.

SAN FRANCISCO EXAMINER

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

OMAR CORTEZ CCSF MAYOR'S OFFICE OF HOUSING ONE SOUTH VAN NESS AVE 5TH FLR SAN FRANCISCO, CA - 94103--541

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California County of SAN FRANCISCO

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:

TEFRA Hearing 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:

03/01/2019

Executed on: 03/01/2019 At Los Angeles, California

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

1 pin Voney



Email

EXM#: 3227673

NOTICE OF PUBLIC HEARING

NOTICE IS HERREBY GIVEN that on Friday, March 15, 2019, at 10:00 am., 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, CA 94103, the City and County of San Francisco, Che "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 (the "Bonds") in an aggregate principal amount not to exceed seventy seven million dollars (\$77,000,000). The proceeds of the Bonds will be loaned to Sunnydale Block 6 Housing Partnership (or an affiliate thereof or successor thereto) (the "Borrower"). The proceeds of the Bonds loaned to the Borrower will be used to finance development of approximately 166

proceeds of the Bonds loaned to the Borrower will be used to finance development of approximately 166 units of affordable residential rental housing located on the Sunnydale Block 6 Parcel with a current address of 242 Lahn, San Francisco, California 94134 (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. 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 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 pay the principal, premius any, or interest on

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

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 submit written comments, which must be received prior

to the Public Hearing, to the City, c/o Jennifer M. Collins, Mayor's Office of Housing and Community Development, at the indicated above. Date: March 1, 2019
CITY AND COUNTY OF SAN FRANCISCO
Mayor's Office of Housing and Community Development

Mayor's Office of Housing and Community Development

City and County of San Francisco



Mark E. Farrell
Mayor

Kate Hartley
Director

TEFRA Hearing Minutes

Project Name(s):

Sunnydale Block 6

Project Address:

242 Hahn Street, San Francisco, CA 94134

Project Block/Lot:

6311/001

Hearing Location:

City and County of San Francisco

Mayor's Office of Housing and Community Development

1 South Van Ness Avenue, 5th Floor, Room 5083

San Francisco, CA 94103

Hearing Date/Time:

March 15, 2019, 10:00 a.m. to 11:00 a.m.

The hearing was called to order at 10:00 a.m. by Omar Cortez of the San Francisco Mayor's Office of Housing and Community Development ("MOHCD"). Sara Amaral, also of MOHCD, and representative of the project sponsors, Danielle Tate of Mercy Housing ("Mercy"), were also in attendance.

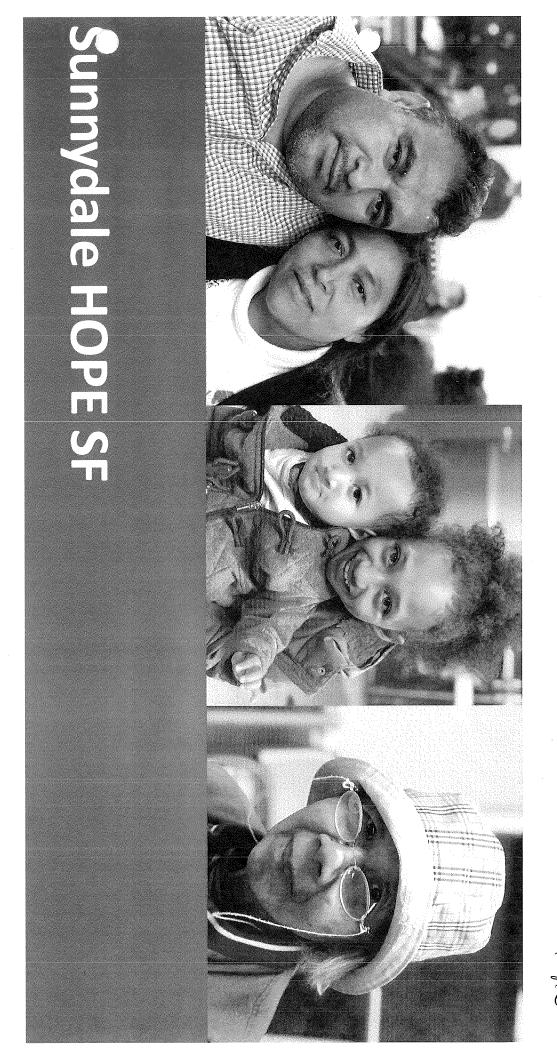
1. Explanation of the Purpose for the Hearing

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 project, the City and County of San Francisco held the TEFRA hearing to provide those interested in discussing the project the opportunity to comment and ask questions.

2. Comments and Questions from Interested Parties

As no parties other than the MOHCD and Mercy staff noted above attended the hearing to discuss the Project, there were no comments or questions to document.

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





San Francisco

What is the HOPE SF Initiative?

 The collective impact initiative known as HOPE SF is the nation's first large-scale public housing transformation and reparations effort aimed at eradicating systematic barriers to prosperity for families by creating vibrant, inclusive, mixed-income communities without mass displacement of residents.



Potrero





Alice Griffith



Sunnydale

HOUSED, CONNECTED, THRIVING

Sunnydale HOPE SF

We believe that the ability of young people to develop into successful adults improves dramatically with an affordable home in a safe neighborhood and the support to learn, grow and play.



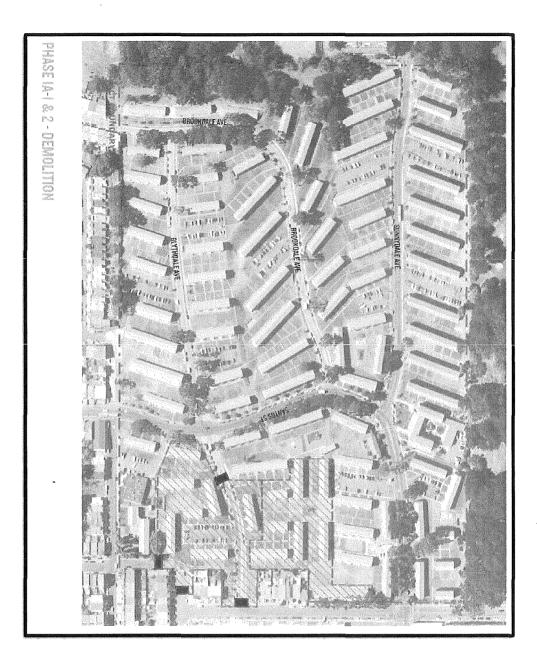
Aerial of Sunnydale and Visitation Valley

McLaren Park

Gleneagles Golf Course

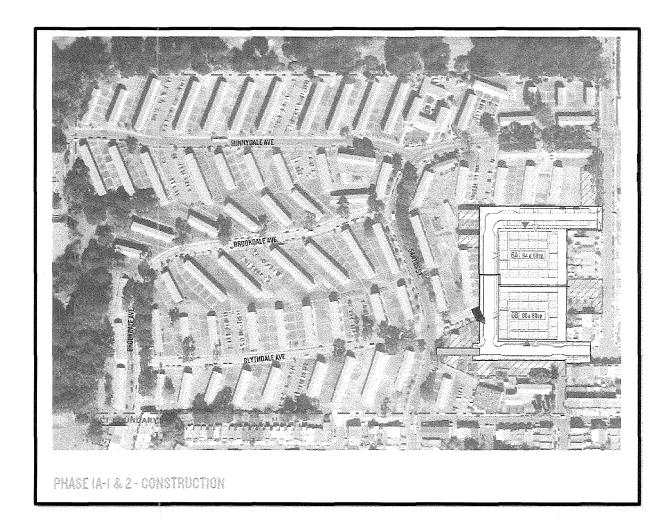
Londing Senior

Sunnydalo



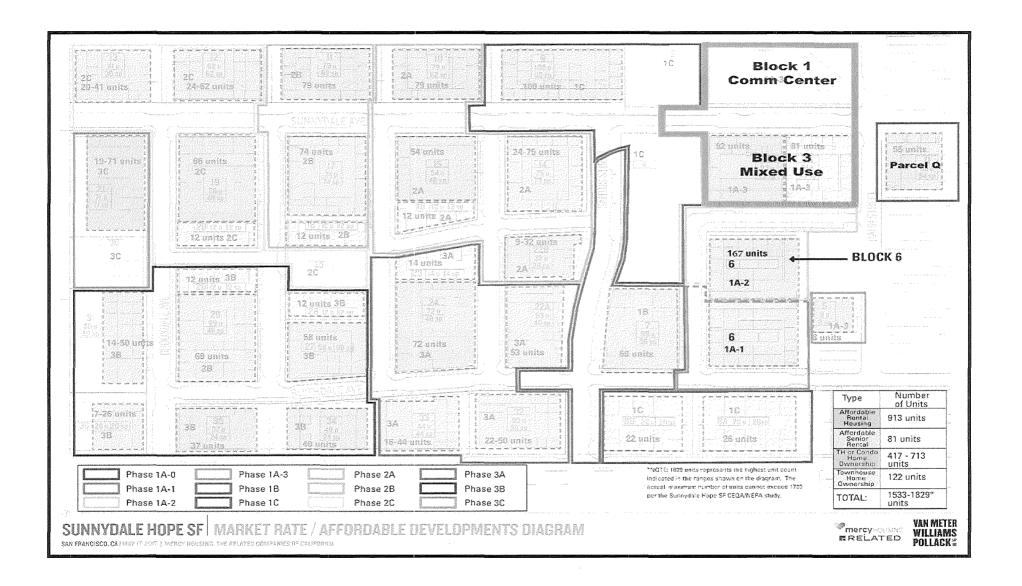
Phase 1A1 and 1A2 120 Households

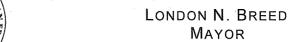
- 16 Buildings
- 5.5 acres



Phase 1A1 and 1A2

- Three new streets, streetscapes and lighting
- Connection of Sunrise Way cul-de-sac to new Sunrise Way through street
- New underground wet/dry utilities
- Block 6 167 unit affordable housing development
- Block 5 Market Rate parcel pad.







TO:

Angela Calvillo, Clerk of the Board of Supervisors

FROM:

Kanishka Karunaratne Cheng Y

RE:

Multifamily Housing Revenue Bonds – 242 Hahn Street, San Francisco,

California 94134 Sunnydale Block 6 - Not to Exceed \$77,000,000

DATE:

March 19, 2019

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 \$77,000,000 for Sunnydale Block 6 with a current address of 242 Hahn Street (San Francisco, California 94134); 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 \$77,000,000; 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 Supervisor Walton is a co-sponsor of this legislation.

Should you have any questions, please contact Kanishka Karunaratne Cheng at 415-554-6696.

File No. 190314

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: Sunnydale Block 6 Housing Partners, 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.

Sunnydale Block 6 Housing Partners, L.P consists of two Members. These Members are Mercy Housing Calwest, a California nonprofit public benefit corporation and Related/Sunnydale Block 6 Development Co., LLC, a California limited liability company. The information requested is provided below.

Mercy Housing Calwest, a California nonprofit public benefit corporation

JoAnn Bertges, Tangerine Brigham, Beverly Ann Brumfield, Susan Diamond, Ford Fish, Christina Garcia, Maryann Leshin, Ezra Mersey, Timothy Murray, William Pavao, Craig Reigel, Janet Ruggiero, Mirian Saez, Ann Sewill, Brian Swift, Steven Wade, Mary Waskowiak

(1) Officers:

Douglas Shoemaker, President (equivalent to CEO)
Jennifer Dolin, Vice President
Val Agostino, Vice President
Melissa Clayton, Vice President
Stephan Daues, Vice President
Jane Graf, Vice President
Barbara Gualco, Vice President
Ed Holder, Vice President
Bruce Saab, Vice President
Steve Spears, Vice President
Vince Dodds, Treasurer
Joseph Rosenblum, Secretary
Amy Bayley, Assistant Secretary

(2) No person has ownership

Related/Sunnydale Block 6 Development Co., LLC, a California limited liability company

- 1) No Board of Directors as it is an LLC. It has a Non-Member Manager, The Nicholas Company, Inc.
- 2) Officers:

a. Frank Cardone, President and Secretaryb. William A. Witte, Vice Presidentc. Steve Sherman, Treasurer			
3) There is no person that has ownership. Ownership is held by The Related Companies of California, LLC as the sole member.			
Contractor address: Mercy – 1256 Market Street, San Francisco, 94102 Related - 18201 Von Karman Avenue, Suite 900, Irvine, CA 92612			
Date that contract was approved: An	nount of contract: \$77,000,000		
Describe the nature of the contract that was approved: Bond financing for the construction of the second affordable housing development to be built on the Sunnydale HOPE SF revitalization site, Block 6, which is 167 affordable units that includes 75% of units set aside for as public housing replacement units.			
Comments:			
☐ a board on which the City elective officer(s) serves San Francisco ☐ the board of a state agency (Health Authority, Housing Authority (Board, Parking Authority, Redevelopment Agency Commission, Re Development Authority) on which an appointee of the City elective Print Name of Board	Commission, Industrial Development Authority location Appeals Board, Treasure Island		
· · · · · · · · · · · · · · · · · · ·			
Filer Information (Please print clearly.) Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184		
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, 94102	E-mail: Board.of.Supervisors@sfgov.org		
Signature of City Elective Officer (if submitted by City elective officer)	Date Signed		
Signature of Board Secretary or Clerk (if submitted by Board Secretary or	Clerk) Date Signed		