Resolution authorizing the issuance, sale and delivery of multifamily housing revenue bonds in an aggregate principal amount not to exceed $31,500,000 for the purpose of providing financing for the acquisition and construction of a 82-unit multifamily rental housing project known as Alice Griffith Phase 3A Apartments Project; approving the form of and authorizing the execution of a trust indenture providing the terms and conditions of the bonds; approving the form of and authorizing the execution of a regulatory agreement and declaration of restrictive covenants; approving the form of and authorizing the execution of a loan agreement; authorizing the collection of certain fees; approving modifications, changes and additions to the documents; 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 necessary to implement this Resolution, as defined herein; and related matters.

WHEREAS, The Board of Supervisors of the City and County of San Francisco (the "Board") desires to provide for a portion of the costs of the acquisition and construction by Alice Griffith Phase 3A, L.P., a California limited partnership (the "Borrower"), of a 82-unit residential rental development located at 2500 Arelious Walker Drive, in San Francisco, California, known as "Alice Griffith Phase 3A Apartments Project" (the "Project"), to provide housing for persons and families of low income and very low income through the issuance of multifamily housing revenue bonds; 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, Article I of Chapter 43 of the Administrative Code of the City and, to the extent applicable, Chapter 7 of Part 5 of
Division 31 (commencing with Section 52075) of the Health and Safety Code of the State of California ("Health and Safety Code"), as now in effect and as it may from time to time hereafter be amended or supplemented (collectively, the "Act"); and

WHEREAS, The interest on the Bonds (hereinafter defined) 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 Mayor's Office of Housing and Community Development held a duly noticed public hearing on May 14, 2015, at which hearing an opportunity was provided for persons to comment on the issuance of the Bonds, this Board, on June 9, 2015, adopted Resolution No. 228-15, approving the execution and delivery of the Note solely for the purposes of Section 147(f) of the Code in an amount not to exceed $33,000,000; and

WHEREAS, On October 21, 2015, the California Debt Limit Allocation Committee (CDLAC) in its Resolution Number 15-124 allocated $31,500,000 in qualified private activity bonds to the Project; and

WHEREAS, There has been prepared and presented to the Board for consideration at this meeting the documentation required for the issuance of the Bonds, 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 appropriate form and is an appropriate instrument to be executed and delivered for the purposes intended; and

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

WHEREAS, The Bonds will be a limited obligation of the City, the sole source of repayment of which shall be payments made by the Borrower under the Loan Agreement.
(hereinafter defined), together with investment income of certain funds and accounts held under the Indenture (hereinafter defined); and

WHEREAS, The City has engaged Stradling Yocca Carlson & Rauth, a Professional Corporation, and Curls Bartling P.C., as co-bond counsel with respect to the Bonds ("Co-Bond Counsel"); and

WHEREAS, J.P. Morgan 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:

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

Approval of Issuance of Bonds. In accordance with the Act and the Indenture (hereinafter defined), the City is hereby authorized to issue and deliver revenue bonds of the City, such bonds to be issued in one or more series and subseries, and designated as "City and County of San Francisco Multifamily Housing Revenue Bonds (Alice Griffith Phase 3A Apartments Project), Series 2016A," or such other designation as may be necessary or appropriate to distinguish such series from every other series of bonds, in an aggregate principal amount not to exceed $31,500,000 (the "Bonds"), with an interest rate not to exceed twelve percent (12%) per annum for the Bonds, and which shall have a final maturity date not later than forty (40) 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").

Indenture. The Trust Indenture (the "Indenture") in the form presented to the Board, a copy of which is on file with the Clerk of the Board, is hereby approved. The Indenture shall be entered into by and between the City and a trust company, a state banking corporation or a
national banking association with the authority to accept trusts in the State of California
selected by the City and otherwise meeting the requirements of the Indenture (the "Trustee").
Each of the Mayor, the Director of the Mayor's Office of Housing and Community
Development and the Housing Development Director of the Mayor's Office of Housing and
Community Development (collectively, the "Authorized Representatives" and each, an
"Authorized Representative") is hereby authorized to execute the Indenture, approved as to
form by the City Attorney of the City (the "City Attorney"), in substantially 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 7 hereof.

Regulatory Agreement and Declaration of Restrictive Covenants. The Regulatory
Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement"), between
the City and the Borrower, in the form presented to the Board, a copy of which is on file with
the Clerk of the Board, is hereby approved. Each Authorized Representative is hereby
authorized to execute the Regulatory Agreement, approved as to form by the City Attorney, in
substantially 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 7
hereof.

Loan Agreement. The Loan Agreement (the "Loan Agreement") by and among the
City, the Trustee and the Borrower, in the form presented to the Board, a copy of which is on
file with the Clerk of the Board, is hereby approved. Each Authorized Representative is
hereby authorized to execute the Loan Agreement in substantially 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 7 hereof.

Issuer Fees. The City, acting through the Mayor's Office of Housing and Community
Development, shall charge a fee for the administrative costs associated with issuing the
Bonds in an amount not to exceed 0.25% of the aggregate principal amount of the Bonds. Such fee shall be payable at bond closing and may be contingent on the bond sale. The City shall also charge an annual fee for monitoring the restricted units in an amount not to exceed 0.125% of the outstanding aggregate principal amount of the Bonds, but no less than $2,500 annually, for the term of the Regulatory Agreement. The initial monitoring fee shall be payable at bond closing. The Board hereby authorizes the Mayor's Office of Housing and Community Development to charge and collect the fees described in this section.

**Modifications, Changes, Additions.** Any Authorized Representative executing the Indenture, the Regulatory Agreement or the Loan 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 Bonds in excess of $31,500,000, provide for a final maturity on the Bonds later than forty (40) years, 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 aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

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

**General Authority.** The proper officers of the City 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 (including such agreements to provide adequate or additional security or indemnities as required by lenders to consummate the financing) and other documents, including but not limited to those
documents described in the Indenture, the Loan Agreement, and the Regulatory Agreement, 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 documents herein approved in accordance with this Resolution.

File. All documents referenced herein as being on file with the Clerk of the Board are located in File No. 151260, which is hereby declared to be a part of this Resolution as if set forth fully herein.

APPROVED AS TO FORM:
DENNIS J. HERRERA
City Attorney

By: HEIDI J. GEWERTZ
Deputy City Attorney

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December 14, 2015 Land Use and Transportation Committee - RECOMMENDED

January 12, 2016 Board of Supervisors - ADOPTED

Ayes: 10 - Avalos, Breed, Campos, Farrell, Kim, Mar, Peskin, Tang, Wiener and Yee
Excused: 1 - Cohen

File No. 151260

I hereby certify that the foregoing Resolution was ADOPTED on 1/12/2016 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved

1/19/16