

Amendment of the whole
11/2/04

FILE NO. 041491

RESOLUTION NO.

679-04

1 [Multifamily Housing Revenue Bonds]

2
3 **Resolution authorizing the issuance and delivery of multifamily housing revenue bonds**
4 **(as defined herein) in an aggregate principal amount not to exceed \$19,200,000 for the**
5 **purpose of providing financing for a multifamily rental housing project; approving the**
6 **form of and authorizing the execution of an indenture providing the terms and**
7 **conditions of the bonds; approving the form of and authorizing the execution of a**
8 **regulatory agreement and declaration of restrictive covenants; approving the form of**
9 **and authorizing the execution of a loan agreement; approving the form of and authorizing the**
10 **execution of a first amendment to ground lease; ratifying and approving any action heretofore**
11 **taken in connection with the bonds and the project; granting general authority to city**
12 **officials to take actions necessary to implement this resolution; and related matters.**

13 Note: Additions are single-underline italics Times New Roman;
14 deletions are ~~strikethrough italics Times New Roman~~.
15 Board amendment additions are double underlined.
16 Board amendment deletions are ~~strikethrough normal~~.

17 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
18 "Board") desires to provide for the financing of the construction by Broadway Family
19 Apartments, L.P., a California limited partnership (the "Borrower"), of a proposed multifamily
20 rental housing development for low income persons, consisting of 81 units and located at 810
21 Battery Street, San Francisco, California, to be known as the Broadway Family Apartments
(the "Project"), through the issuance of revenue bonds; and

22 WHEREAS, The City and County of San Francisco (the "City") is authorized to issue
23 revenue bonds for such purpose pursuant to the Charter of the City, Article I of Chapter 43 of
24 the Administrative Code of the City and County of San Francisco Municipal Code and, to the
25 extent applicable, Section 52097.5 of the California Health and Safety Code, as now in effect

Supervisor Peskin
BOARD OF SUPERVISORS

1 and as it may from time to time hereafter be amended or supplemented (collectively, the
2 “Act”); and

3 WHEREAS, The interest on the Bonds (hereinafter defined) may qualify for tax
4 exemption under Section 103 of the Internal Revenue Code of 1986, as amended, (the
5 “Code”), only if the Bonds are approved in accordance with Section 147(f) of the Code;

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

9 WHEREAS, On June 22, 2004, this Board in Resolution No. 399-04 approved the
10 issuance of the Bonds for the purposes of Section 147(f) of the Code; and

11 WHEREAS, There has been prepared and presented to the Board for consideration at
12 this meeting the documentation required for the issuance of such Bonds, and such
13 documentation is on file with the Clerk of the Board of Supervisors (the “Clerk of the Board”);
14 and

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

18 ~~WHEREAS, Wells Fargo Bank, National Association (the “Purchaser”), has expressed its~~
19 ~~intention to purchase the Bonds authorized hereby, and~~

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

22 WHEREAS, Wells Fargo Bank, National Association (the “Purchaser”), has expressed its
23 intention to purchase the Bonds authorized hereby, and

1 WHEREAS, the City, as landlord, and Chinatown Community Development Center, Inc., as
2 tenant ("Tenant") are parties to that certain Ground Lease, dated for reference purposes only as of
3 December 18, 2003 (the "Lease"), pursuant to which the City leased to Tenant the Project site; and

4 WHEREAS, As part of this transaction Tenant expects to assign its interest in the Lease to the
5 Borrower; and

6 WHEREAS, In connection with the issuance of the Bonds, Tenant, the Borrower and the
7 Purchaser now desire to secure the amendment of certain provisions of the Lease relating to the
8 Project, pursuant to the terms of a First Amendment to Ground Lease ("First Amendment"), a copy of
9 which is on file with the Clerk of the Board, and the Director of the Mayor's Office of Housing (the
10 "Director") recommends that the execution of the First Amendment be authorized by the Board; now,
11 therefore, be it

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

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

16 Section 2. Approval of Issuance of Bonds. In accordance with the Act and the
17 Indenture (hereinafter defined), the City is hereby authorized to issue and deliver revenue
18 bonds of the City, such bonds to be issued in one series and designated as "City and County
19 of San Francisco Multifamily Housing Revenue Bonds, Series 2004A (Broadway Family
20 Apartments)," in an aggregate principal amount not to exceed \$19,200,000 (the "Bonds"), with
21 an initial interest rate not to exceed twelve percent (12%) per annum for the Bonds, and which
22 shall have a final maturity date not later than January 1, 2039. The Bonds shall be in the form
23 set forth in and otherwise in accordance with the Indenture, and shall be executed by the
24 manual or facsimile signature of the Mayor of the City (the "Mayor") and the manual or
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Supervisor Peskin
BOARD OF SUPERVISORS

1 facsimile seal of the City shall be impressed or reproduced thereon and attested by the
2 manual or facsimile signature of the Clerk of the Board.

3 Section 3. Indenture. The Indenture of Trust (the "Indenture"), between the City and
4 ~~the Purchaser, as bondowner representative, Wells Fargo Bank, National Association, as trustee,~~ in
5 substantially the form presented to the Board, a copy of which is on file with the Clerk of the
6 Board, is hereby approved. The Mayor, the Director ~~of the Mayor's Office of Housing~~ or any
7 Authorized City Representative (as such term is defined in the Indenture) is hereby authorized
8 to execute, and the Clerk of the Board or an authorized designee is hereby authorized to
9 attest, the Indenture in substantially said form, with such additions thereto and changes
10 therein as the City Attorney of the City and County of San Francisco (the "City Attorney") and
11 Co-Bond Counsel may approve or recommend in accordance with Section 6 hereof.

12 Section 4. Regulatory Agreement and Declaration of Restrictive Covenants. The
13 form of Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory
14 Agreement"), among the City, the Purchaser, as ~~bondowner representative trustee,~~ and the
15 Borrower, in substantially the form presented to the Board, a copy of which is on file with the
16 Clerk of the Board, is hereby approved. The Mayor, the Director ~~of the Mayor's Office of~~
17 ~~Housing~~ or any Authorized City Representative is hereby authorized to execute the Regulatory
18 Agreement, in substantially said form, with such additions thereto and changes therein as the
19 City Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 6
20 hereof.

21 Section 5. Loan Agreement. The form of Loan Agreement (the "Loan Agreement")
22 among the City, the Purchaser, as bondowner representative, and the Borrower, in
23 substantially the form presented to the Board, a copy of which is on file with the Clerk of the
24 Board, is hereby approved. The Mayor, the Director ~~of the Mayor's Office of Housing~~ or any
25 Authorized City Representative is hereby authorized to execute the Loan Agreement, in

1 substantially said form, with such additions thereto and changes therein as the City Attorney
2 and Co-Bond Counsel may approve or recommend in accordance with Section 6 hereof.

3 Section 6. Modifications, Changes, Additions. Any Authorized City Representative
4 executing ~~a document approved herein~~ the Indenture, the Regulatory Agreement, or the Loan
5 Agreement, in consultation with the City Attorney and Co-Bond Counsel, is hereby authorized
6 to approve and make such modifications, changes or additions to the Indenture, the
7 Regulatory Agreement, and the Loan Agreement as may be necessary or advisable, provided
8 that such modification does not authorize an aggregate principal amount of Bonds in excess
9 of \$19,200,000, provide for a final maturity on the Bonds later than January 1, 2039, or
10 provide the Bonds to bear interest at a rate in excess of twelve percent (12%) per annum. The
11 approval of any modification, addition or change to any of the aforementioned documents
12 shall be evidenced conclusively by the execution and delivery of the document in question.

13 Section 7. First Amendment to Ground Lease. The First Amendment, in substantially the
14 form presented to the Board, is hereby approved. In accordance with the recommendation of the
15 Director, the Mayor, the Director or any Authorized City Representative is hereby authorized to
16 execute the First Amendment, in substantially said form. The Director is authorized to enter into any
17 additional amendments or modifications to the Lease that the Director determines, in consultation with
18 the City Attorney, are in the best interest of the City, do not decrease the rent or otherwise materially
19 increase the obligations or liabilities of the City, are necessary or advisable to effectuate the purposes
20 of the Lease, the First Amendment or this Resolution, and are in compliance with all applicable laws,
21 including the City Charter.

22 Section 7.8. Low Income Housing Findings. This Board hereby finds and determines
23 that this Resolution constitutes final approval of a proposal that may result in housing
24 assistance benefiting persons of low income within the meaning of Section 36005 of the
25 California Health and Safety Code (the "Health and Safety Code"). This Board also finds that

1 the units of housing for persons of low income to be provided by the Project are being
2 financed in significant part with Proposition A (Affordable Housing Bonds) proceeds approved
3 by the voters in November, 1996, such that to the extent required under Article XXXIV of the
4 California Constitution, the Project has been approved by the voters of the City. Furthermore,
5 this Board finds and determines that the City's support of the Project does not constitute an
6 activity to "develop, construct, or acquire" a low rent housing project, in that the City's
7 activities are limited to those described in Section 37001.5(e) of the Health and Safety Code,
8 including the provision of assistance to the Project and monitoring compliance with the
9 conditions of such assistance.

10 Section 8.9. Ratification. All actions heretofore taken by the officers and agents of the
11 City with respect to the sale and issuance of the Bonds and to the First Amendment are hereby
12 approved, confirmed and ratified.


13 Section 9.10. General Authority. The proper officers of the City are hereby authorized
14 and directed, for and in the name and on behalf of the City, to do any and all things and take
15 any and all actions and execute and deliver any and all certificates, agreements and other
16 documents, including but not limited to those documents described in the Indenture and the
17 other documents herein approved, which they, or any of them, may deem necessary or
18 advisable in order to consummate the lawful issuance and delivery of the Bonds and to
19 effectuate the purposes thereof and of the documents herein approved in accordance with this
20 Resolution.

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Section 11. All documents referenced herein as being on file with the Clerk of the Board are located in File No. _____, 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: 
MICHAEL J. MARTIN
Deputy City Attorney



City and County of San Francisco

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

Tails Resolution

File Number: 041491

Date Passed:

Resolution authorizing the issuance and delivery of multifamily housing revenue bonds (as defined herein) in an aggregate principal amount not to exceed \$19,200,000 for the purpose of providing financing for a multifamily rental housing project; approving the form of and authorizing the execution of an 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; approving the form of and authorizing the execution of a first amendment to ground lease; ratifying and approving any action heretofore taken in connection with the bonds and the project; granting general authority to city officials to take actions necessary to implement this resolution; and related matters.

November 2, 2004 Board of Supervisors — AMENDED, AN AMENDMENT OF THE WHOLE BEARING NEW TITLE

Ayes: 11 - Alioto-Pier, Ammiano, Daly, Dufty, Elsbernd, Gonzalez, Ma, Maxwell, McGoldrick, Peskin, Sandoval

November 2, 2004 Board of Supervisors — ADOPTED AS AMENDED

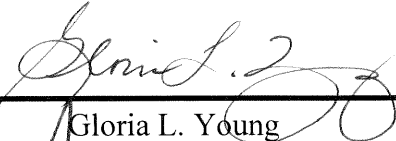
Ayes: 11 - Alioto-Pier, Ammiano, Daly, Dufty, Elsbernd, Gonzalez, Ma, Maxwell, McGoldrick, Peskin, Sandoval

File No. 041491

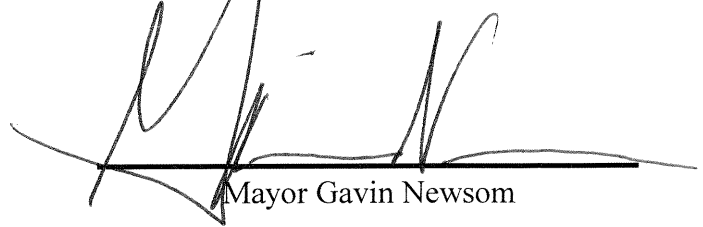
I hereby certify that the foregoing Resolution was ADOPTED AS AMENDED on November 2, 2004 by the Board of Supervisors of the City and County of San Francisco.

11.09.04

Date Approved



Gloria L. Young
Clerk of the Board



Mayor Gavin Newsom