

RESOLUTION NO. 75-2007

Adopted as amended July 17, 2007

AUTHORIZING SUBSTITUTION OF ANTONIA GP LLC., A CALIFORNIA LIMITED LIABILITY COMPANY, AS THE GENERAL PARTNER OF AM PRESERVATION, L.P., A CALIFORNIA LIMITED PARTNERSHIP AND OWNER OF ANTONIA MANOR AT 180 TURK STREET; CITYWIDE TAX INCREMENT HOUSING PROGRAM

BASIS FOR RESOLUTION

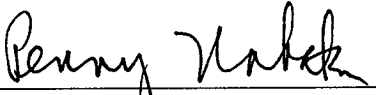
1. In furtherance of the objectives of the California Community Redevelopment Law Health and Safety Code Section 33000 *et seq.*, (the "Law"), the Redevelopment Agency of the City and County of San Francisco (the "Agency") undertakes programs for the reconstruction and rehabilitation of slums and blighted areas in the City and County of San Francisco (the "City").
2. The Agency is authorized pursuant to the Law to distribute monies to nonprofit developers and sponsors for the specific and special purpose of increasing and maintaining the housing stock in the City for very low-, low- and moderate-income households.
3. The expiration of project-based Section 8 contracts poses a serious threat to San Francisco's affordable housing stock. The Agency desires to preserve developments with Section 8 contracts as affordable housing by lending or expending tax increment from its Housing Fund, an action which benefits the goals and objectives of the Agency's Redevelopment Project Areas.
4. Antonia Manor is a 133-unit residential property located at 180 Turk Street, San Francisco, California (the "Site"), whose former owner indicated its intent to prepay the HUD-insured mortgage and was therefore at risk of conversion to market rate housing.
5. On June 27, 2000, the Agency adopted Resolution No. 114-2000, authorizing the Agency's acquisition of the Antonia Manor property (the "Development"), and a Tax Increment Loan Agreement for \$2,332,607 with Tenderloin Neighborhood Development Corporation, a California nonprofit public benefit corporation ("TNDC" or the "Sponsor"), for the acquisition and rehabilitation of the Development.
6. On December 5, 2000, the Agency adopted Resolution No. 246-2000, authorizing the substitution of a loan of Community Development Block Grant ("CDBG") funding for the previously authorized loan to TNDC of tax increment funds.

7. Pursuant to TNDC's assignment of the right to acquire, renovate and operate the Development, AM Preservation, L.P., a California limited partnership (sometimes "Tenant") whose general partner is TNDC, entered into the Ground Lease with the Agency on December 7, 2000.
8. The rehabilitation of Antonia Manor and related improvements were completed in July, 2004.
9. Due to the current requirements of the Internal Revenue Service, AM Preservation Inc., the Tenant's intended general partner, has not been able to attain tax exempt status under Internal Revenue Code section 501c(3). Therefore, TNDC has formed Antonia GP LLC, (whose sole member is TNDC, which has tax exempt status under Internal Revenue Code section 501c(3)), to replace AM Preservation, Inc. as the Tenant's general partner.
10. The substitution of Antonia GP LLC as the Tenant's general partner will not have any environmental impacts and therefore does not constitute a project as defined by the California Environmental Quality Act ("CEQA") and is therefore exempt from environmental review under CEQA.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to approve the substitution of Antonia GP LLC, a California limited liability company, for AM Preservation, Inc., as the general partner of AM Preservation, L.P., a California limited partnership and owner of the Antonia Manor located at 180 Turk Street, substantially in the form lodged with the Agency General Counsel, conditioned on the approval of such general partner by the United States Department of Housing and Development.

APPROVED AS TO FORM:


for James B. Morales
Agency General Counsel