

RESOLUTION NO. 42-2008

Adopted May 6, 2008

**AUTHORIZING A FIRST AMENDMENT TO THE LOAN
AGREEMENT WITH HUNTERS VIEW ASSOCIATES, L.P., A
CALIFORNIA LIMITED PARTNERSHIP, TO INCREASE THE
LOAN BY \$1,904,679 TO FUND PHASE I PREDEVELOPMENT
COSTS FOR THE HUNTERS VIEW HOUSING DEVELOPMENT
AT MIDDLE POINT AND WEST POINT ROADS, FOR AN
AGGREGATE LOAN AMOUNT NOT TO EXCEED \$3,404,679;
BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT
AREA (AREAS A AND B)**

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (the "Agency") is authorized by the California Community Redevelopment Law (Health and Safety Code, Section 33000 et seq.), to distribute monies from its Tax Increment Affordable Housing Fund to developers for the specific purpose of increasing and maintaining the housing stock in the City and County of San Francisco affordable by very low-, low-, and moderate-income households.
2. The Hunters View site is an approximately 21 acre site currently improved with 267 housing units generally known as 227-229 West Point Road (Block 4624, Lots 3, 4 & 9 and Block 4720, Lot 27, collectively referred to as the "Site"), located in Areas A and B of the Bayview Hunters Point Redevelopment Project Area, which is owned and operated by the San Francisco Housing Authority ("SFHA"). A portion of the Site, consisting of an approximately 1.65 acre parcel (Block 4720, Lot 27, hereafter the "Agency Parcel"), is owned by the Agency.
3. In 2003, SFHA (owner and operator of the 267 existing Hunters View rental units) issued a Request for Qualifications for a developer to redevelop the Hunters View public housing property, a severely distressed site that could not feasibly be rehabilitated.
4. In August 2005, SFHA selected the development team known as the Hunters View Community Partners, the predecessor-in-interest to Hunters View Associates, L.P., a California limited partnership (the "Borrower").
5. The Borrower's general partners are the managing general partner The John Stewart Company, a California corporation; and two co-general partners Devine and Gong, Inc., a California corporation; and Hunters Point Affordable Housing, Inc., a California nonprofit public benefit corporation which is a wholly owned subsidiary of the Ridge Point Non-Profit Housing Corporation, also a California nonprofit public benefit corporation.

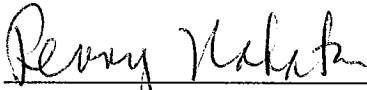
6. The Borrower will demolish the existing 267 housing units and develop the Site in three phases. Upon completion, the Site will contain the following potential unit mix: (a) 267 housing units that will replace all of the existing 267 housing units and will be rented to low-income households; (b) approximately 83 units will be constructed for rent to low-income tenants; (c) approximately 58 units will be constructed for sale to first-time homebuyers in accordance with the Agency's Limited Equity Homeownership Program; and (d) approximately 17-20 units that may be constructed by Habitat for Humanity San Francisco, (collectively the "Project"). Borrower also intends to construct approximately 315 new housing units to be sold at market rates, which are not considered to be part of the Project for the purpose of the predevelopment loan requested by Borrower.
7. Borrower intends to work with SFHA to subdivide the Site into numerous lots for transfer of lots in fee or by ground lease to facilitate the financing and development of the residential components described in Recital 6 above.
8. If authorized by the Agency, the Agency Parcel will be conveyed to either SFHA for conveyance to the Borrower or directly to the Borrower for development in connection with the Project, subject to the Borrower's successful completion of conditions precedent to such disposition to be hereafter specified by the Agency.
9. Borrower has previously obtained a loan pursuant to the Loan Agreement (City and County of San Francisco Home Program) between the Borrower and the City and County of San Francisco dated as of March 8, 2007, in the amount of Five Hundred Ninety-Seven Thousand Nine Hundred Dollars (\$597,900) for certain Project predevelopment costs, including the conceptual design and engineering studies for the Project and Borrower has also secured a recoverable grant from the Local Initiatives Support Coalition in the amount of Fifty Thousand Dollars (\$50,000) for the Project.
10. On September 18, 2007 and pursuant to Resolution No. 100-2007, the Agency Commission authorized an unsecured predevelopment loan in the amount of \$1,500,000 to undertake design development, environmental, entitlements and construction activities related to Master Planning of the Project, to be repaid when permanent financing is obtained for any portion of the Project.
11. On December 7, 2007, the Citywide Loan Committee, as part of the HOPE SF Program, approved a predevelopment loan in the amount of \$1,500,000 for Master Planning of the Project.
12. Borrower wishes to enter into the First Amendment to the Loan Agreement dated September 18, 2007, which provides for an additional predevelopment loan in an amount not to exceed \$1,904,679 for Phase I of the Project, in order to undertake Phase I schematic design development, apply for entitlements and permits and related Phase I tasks. The proposed First Amendment to the Loan Agreement also clarifies the loan repayment terms to indicate that each of the three portions of the loan will become due and payable when the Project phase is constructed and such loan portion is converted into the permanent financing for such phase.

13. Authorization of the First Amendment to the Loan Agreement is exempt from the California Environmental Quality Act ("CEQA"), pursuant to CEQA Guidelines Sections 15262 and 15061(b)(3). Predevelopment funding will provide for the completion of the schematic design of Phase I of the Hunters View housing development that will not directly have a significant effect on the environment, and offset developer costs for securing entitlements and financing, which are funding activities that will not cause a change in the physical environment. Subsequent actions of the Agency are required for development to proceed.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to execute and implement a First Amendment to the Predevelopment Loan Agreement dated September 18, 2007, with Hunters View Associates, L.P., a California limited partnership, substantially in the form lodged with the Agency General Counsel, to increase the loan by an amount not to exceed \$1,904,679 for the Phase I predevelopment costs previously described in this Resolution, for an aggregate loan amount not to exceed \$3,404,679 for the predevelopment Phase I costs and master planning for the replacement of the Hunters View housing development located at Middle Point and West Point Roads (Block 4624, Lots 3, 4 & 9 and Block 4720, Lot 27); Bayview Hunters Point Redevelopment Project Area (Areas A and B).

APPROVED AS TO FORM:



James B. Morales

for Agency General Counsel