

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 66-2014

Adopted August 19, 2014

AUTHORIZING A FIRST AMENDMENT TO THE DISBURSEMENT AGREEMENT WITH HV PARTNERS 2, LP, A CALIFORNIA LIMITED PARTNERSHIP, TO EXTEND THE OUTSIDE DATE PERMITTED FOR THE GROUND LEASE CLOSING TO OCTOBER 31, 2014, AND INCREASE THE AMOUNT AUTHORIZED FOR DISBURSAL PRIOR TO GROUND LEASE CLOSING BY \$1,964,300, FOR A TOTAL AMOUNT ALLOWED OF \$3,664,300, FOR ONGOING PREDEVELOPMENT AND INFRASTRUCTURE WORK ASSOCIATED WITH THE DEVELOPMENT OF APPROXIMATELY 107 VERY LOW- AND LOW-INCOME RENTAL UNITS PURSUANT TO THE HUNTERS VIEW PHASE II-III RENTAL HOUSING LOAN AGREEMENT, MIDDLE POINT AND WEST POINT ROADS; BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 *et seq.* the "CRL"), the former San Francisco Redevelopment Agency (the "Agency") undertook programs for the reconstruction and construction of blighted areas in the City and County of San Francisco; and,

WHEREAS, In accordance with the CRL, the City, acting through its Board of Supervisors ("BOS"), approved a Redevelopment Plan for the Bayview Hunters Point Redevelopment Project Area (the "Project Area") by Ordinance No. 113-06, adopted on May 16, 2006. In cooperation with the City, OCII is responsible for implementing the Bayview Hunters Point Redevelopment Plan (the "Redevelopment Plan"); and,

WHEREAS, The Hunters View site consists of an approximately 21 acre site formerly improved with 267 public housing units located in Area B of the Bayview Hunters Point Redevelopment Project Area, generally known as 227-229 West Point Road, Lots 1 through 17 inclusive and Lots A, B, C and D, all as shown on Final Map No. 5461, Assessor's Lots 23 through 43 inclusive, Block 4624, which is owned and operated by the San Francisco Housing Authority (the "SFHA") and known as the Hunters View Public Housing Development (the "Site"). Hunters View Associates, L.P., a California limited partnership (the "Master Developer") has entered into the Master Development Agreement ("MDA") with SFHA, which provides for exclusive negotiations regarding the proposed transfer of the Site for the Project, and the parties currently anticipate that any such transfer would be partially effected from SFHA to Master Developer or its affiliates through one or more fee transfer(s) and partially effected pursuant to one or more long-term ground lease(s); and,

WHEREAS, The Master Developer is currently developing the Site through a three (3) or more phase process, by demolishing the existing public housing rental units located thereon and constructing up to 800 new mixed-income rental and affordable for-sale units, including replacement public housing rental units on a one-for-one

basis (collectively, the "**Project**"). The first phase of the Project has been completed and includes one hundred seven (107) units, comprised of eighty (80) public housing units, twenty six (26) affordable rental and one (1) manager's units; and,

WHEREAS, On April 19, 2011, the Agency and Master Developer entered into that certain Phase II-III Rental Tax Increment Loan Agreement (the "Loan Agreement") pursuant to which Agency agreed to provide up to \$31,406,982 to Master Developer (the "Loan") for predevelopment and construction activities for Phases II and III of the Project. At the time of the Loan Agreement, the development and financial structure of Phases II and III of the Project were still being determined. Accordingly, Agency and Master Developer acknowledged and agreed in the Loan Agreement that: (i) Master Developer would form single asset limited partnerships with subsidiary limited liability corporations to be wholly controlled by Master Developer and/or its general partners, to act as developers of the Phase II and Phase III Project sub phases; (ii) the Loan Agreement would be amended in the future to transfer portions of the Loan to Master Developer or its single asset limited partnerships for predevelopment and construction activities for the Phase II and Phase III Project; and (iii) the future allocations of the Loan to Phase II and/or Phase III could be secured by a deed of trust against the developer's real property interest in the Phase II or Phase III development. Agency and Master Developer agreed at the time that the future structure of such phases and the corresponding agreements would be mutually agreed upon; and,

WHEREAS, Under Resolution No. 9-2013 (September 23, 2013) adopted by the Oversight Board of the City and County of San Francisco and approved by the Department of Finance, the expenditure of \$21,775,225 of the Loan was confirmed to be an "Enforceable Obligation" under the Dissolution Law and approved as part of the Recognized Obligation Payment Schedule 13-14B for the period of January to June 2013. The California Department of Finance provided final approval of the expenditure of Item No. 177 through its letter dated December 17, 2013; and,

WHEREAS, In February 2014, the Master Developer began the infrastructure work at Phase IIA(1) (residential rental development and infrastructure related to residential development) which followed the demolition of 54 units in preparation for construction activity under Phase IIA. Phase IIA(1) will be located on Blocks 7 and 11 of the Site (the "Phase IIA(1) Site") and will consist of approximately 107 units of family housing, comprised of eighty (80) public housing units, twenty six (26) affordable rental and one (1) manager's units (the "Phase IIA(1) Project"), and requires Loan funds for Phase IIA(1) construction activities. Master Developer has created HV Partners 2, L.P. (the "Borrower"), as the entity to be the owner and ground lessee entity for Phase IIA(1) Site and anticipates entering into a long term ground lease (the "Phase IIA(1) Ground Lease") for the Phase IIA(1) Site by no later than September 2014; and,

WHEREAS, On November 15, 2013 the Citywide Affordable Housing Loan Committee ("Loan Committee") approved the disbursement of \$21,775,220 of the Loan (the "Disbursement Amount") to the Borrower for the development of Phase

IIA. The Disbursement Amount includes \$18,297,533 for predevelopment and vertical development of the residential buildings and \$3,477,687 for infrastructure expenses associated with Phase IIA; and,

WHEREAS, On December 20, 2013, the Loan Committee approved the interest rate of 0.25% for the Disbursement Amount consistent with the Loan Agreement, the Phase IIA(1) and Phase IIA(2) subphases, and allowing \$1,700,000 of the Disbursement Amount to be available for disbursement prior to execution of the Phase IIA(1) Ground Lease; and,

WHEREAS, Under Resolution No. 3-2014 (January 7, 2014), the Commission authorized OCII to enter into an agreement with the Master Developer and Borrower (the "Disbursement Agreement") to disburse the Disbursement Amount for the development of Phase IIA; and,

WHEREAS, At the time of execution of the Disbursement Agreement, Borrower anticipated needing to expend both predevelopment funds and a portion of the horizontal infrastructure construction funds prior to entering into the SFHA ground lease for Phase IIA and recording a Memorandum of the SFHA ground lease, which was expected to occur no later than August 31, 2014, at which time Borrower would execute and record the Deed of Trust and Declaration of Restrictions for the Loan. Typically OCII only allows the disbursement of predevelopment funds, and not construction funding, prior to the recording of the Deed of Trust, Declaration of Restrictions and Memorandum of Ground Lease. In order to ensure that the Project remained on schedule, the Disbursement Agreement allowed OCII to disburse \$1,700,000 of the Disbursement Amount prior to the SFHA ground lease closing date, with the intention that those funds were related to a portion of the horizontal infrastructure construction. However disbursement authority should have also been included for predevelopment costs, such as architecture and other soft costs related to the vertical development, as is typical in OCII funded affordable housing projects; and,

WHEREAS While the U.S. Department of Housing and Urban Development approved the ground lease in May 2014, and the SFHA executed the ground lease in June 2014, the Memorandum of Ground Lease could not be recorded until after a Quit Claim (for a portion of roadway in Phase IIA from the City and County of San Francisco to the SFHA) had been approved by the SFHA Commission and then further approved by the BOS. The BOS will not consider this item until its meeting of September 2, 2014, and recordation will not occur until the week of September 8, 2014; and,

WHEREAS, Borrower now seeks approval of a First Amendment to: (i) extend the permitted outside date for the SFHA Ground Lease closing date; and (ii) increase the amount of the Disbursement Amount available for disbursement prior to the Ground Lease closing date to allow \$1,615,300 for predevelopment expenses and \$2,049,000 for horizontal infrastructure construction expenses, for a total amount of \$3,664,300. The total Disbursement Amount remains unchanged as \$21,775,220; and,

WHEREAS, Under California State Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, first Extraordinary Session) ("AB 26"), as amended by California State Assembly Bill No. 1484 ("AB 1484") (together the "Dissolution Laws") the Agency dissolved as a matter of law on February 1, 2012. On October 2, 2012 the San Francisco Board of Supervisors, acting as legislative body of OCII as the successor to the Agency, passed Ordinance 215-12, which outlined the rights and responsibilities of OCII as the Agency's successor agency, including but not limited to certain retained existing enforceable obligations for the development of affordable housing. Accordingly, under Ordinance 215-12 and Dissolution Law, OCII has the obligation and authority to enter into this Agreement to allow for the development of the Project; and,

WHEREAS, Under Ordinance 215-12, Resolution 9-2013, and the Redevelopment Dissolution Law, OCII has the obligation and authority to provide the Funds for the Project; and,

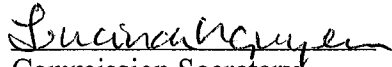
WHEREAS, Upon completion of the Phase IIA(1) Project, a Retained Housing Obligation, OCII will seek to transfer the affordable housing asset(s) to MOHCD as the Housing Successor pursuant to the CRL as amended by Dissolution Law. On November 25, 2013, the Oversight Board approved Resolution No. 13-2013 confirming that 1,024 affordable housing assets, including but not limited to land and regulatory agreements, had transferred to MOHCD as Housing Successor. From and after the transfer of each asset to MOHCD, MOHCD shall manage the asset in compliance with local, state, and federal requirements, including Dissolution Law, Assembly Bill 987, and Assembly Bill 341, to ensure compliance with affordability restrictions and other requirements imposed through enforceable obligations, including funding, entitlement, and land disposition agreements. Any payments made under the terms of the relevant funding and land disposition agreements after the transfer of the Retained Housing Obligation asset to MOHCD, less any excess OCII loan or grant proceeds that result from the financial close-out of the affordable housing project which are due to OCII, shall be paid to MOHCD, and maintained in a separate Low and Moderate Income Housing Asset Fund, and may be used by MOHCD in compliance with the CRL as amended by Dissolution Law and Assembly Bill 341, or other applicable state laws; and,

WHEREAS, A copy of the First Amendment to the Disbursement Agreement is on file with the Secretary of this Commission; now, therefore, be it

RESOLVED, That the Commission on Community Investment and Infrastructure authorizes the Executive Director to execute a First Amendment to the Disbursement Agreement substantially in the form of the agreement on file with the Secretary of the Commission and approved as to form by the City Attorney, with Hunters View Partners 2, L.P., to (i) allow for an extension of the date by which the Phase IIA(1) Ground Lease closing must occur to October 31, 2014; and (ii) increase the amount of funds OCII is authorized to disburse prior to the Phase IIA(1) Ground Lease closing by \$1,964,300, for a new total of \$3,664,300, for predevelopment

and infrastructure construction costs associated with the Phase IIA(1) Project; and authorizes the Executive Director to enter into any and all ancillary documents or take any additional actions necessary to consummate the transaction.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of August 19, 2014.


Commission Secretary