

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 22- 2017

Adopted June 20, 2017

AUTHORIZING AN AMENDMENT TO THE LEGAL SERVICES CONTRACT WITH THE LAW OFFICES OF ALEXIS CHIU FOR DISCLOSURE COUNSEL SERVICES TO REVISE THE SCOPE OF SERVICES TO REMOVE SERIES 2017B AND ADD SERIES 2017D AND 2017E AND TO INCREASE THE CONTRACT NOT-TO-EXCEED AMOUNT BY \$36,000 FROM \$50,000 TO \$86,000

WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (commonly known as the Office of Community Investment and Infrastructure or "OCII") assumed all of the Redevelopment Agency's enforceable obligations. The Successor Agency is charged with winding-down the enforceable obligations, pursuant to Redevelopment Dissolution Law, California Health and Safety Code Sections 34170 et seq., and subject to the oversight of the State Department of Finance and the Oversight Board of the City and County of San Francisco; and,

WHEREAS, On February 25, 2016 OCII staff issued to the City's bond/disclosure counsel panel, a request for proposals ("RFP") for bond counsel and/or disclosure counsel services for various bond transactions including affordable housing bonds, Transbay Infrastructure bonds, and refunding bonds; and,

WHEREAS, An OCII review panel evaluated the proposals and selected the Law Offices of Alexis Chiu to provide disclosure counsel services for the 2017B Transbay Infrastructure Bonds ("2017B"); and,

WHEREAS, On August 2, 2016 the Commission approved Resolution 36-2016 authorizing the Executive Director to enter into a Legal Services Contract with the Law Offices of Alexis Chiu ("Counsel") to provide disclosure counsel services for 2017B Transbay Infrastructure bonds; and,

WHEREAS, During the issuance process, OCII staff, with its financing team, determined that the 2017A Affordable Housing bonds could be issued under the same credit and Official Statement as the 2017B Transbay Infrastructure bonds; and,

WHEREAS, Counsel agreed to be re-assigned from 2017B to the 2017D and 2017E Refunding bonds; and,

WHEREAS, Given that the par amount of 2017B was up to \$37 million and the par amount of 2017D and 2017E is estimated at \$145 million, reassigning Counsel from 2017B to

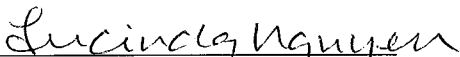
2017D and 2017E increases the scope of services and therefore the fee for services;
and,

WHEREAS, Staff recommends amending the Legal Services Contract with the Law Offices of Alexis Chiu to revise the scope of services to remove 2017B and add 2017D and 2017E and to increase the contract-not-to-exceed amount by \$36,000, from \$50,000 to \$86,000; and,

WHEREAS, Contracting for services related to the sale and issuance of 2017D and 2016E is a Successor Agency fiscal activity that does not constitute a "Project" as defined by the California Environmental Quality Act ("CEQA") Guidelines Section 15378(b)(4), will not independently result in a physical change in the environment, and is not subject to environmental review under CEQA; now therefore, be it

RESOLVED, That the Executive Director of the Office of Community Investment and Infrastructure is authorized to execute an Amendment to the Legal Services Contract with the Law Offices of Alexis Chiu to revise the scope of services to remove 2017B and add 2017D and 2017E and to increase the contract-not-to-exceed amount by \$36,000, from \$50,000 to \$86,000.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of June 20, 2017.


Interim Commission Secretary

Attachment A: First Amendment to the Legal Services Contract with Law Offices of Alexis Chiu, for disclosure counsel services

OFFICE OF COMMUNITY INVESTMENT AND INFRASTRUCTURE/
SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO

FIRST AMENDMENT TO THE LEGAL SERVICES CONTRACT

This FIRST AMENDMENT TO THE LEGAL SERVICES CONTRACT WITH THE LAW OFFICES OF ALEXIS CHIU, FOR DISCLOSURE COUNSEL SERVICES (“First Amendment”) is entered into as of June 20, 2017 by and between the OFFICE OF COMMUNITY INVESTMENT AND INFRASTRUCTURE/SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO, a public body, corporate and politic (“OCII”), and the LAW OFFICES of ALEX CHIU (“Counsel”).

RECITALS

A. On February 25, 2016 OCII staff issued to the City’s bond/disclosure counsel panel, a request for proposals (“RFP”) for bond counsel and/or disclosure counsel services for various bond transactions including affordable housing bonds, Transbay infrastructure bonds, and refunding bonds.

B. An OCII review panel evaluated the proposals and selected the Law Offices of Alexis Chiu to provide disclosure counsel services for the 2017B Transbay Infrastructure bonds.

C. On August 2, 2016 the Commission approved Resolution 36-2016 authorizing the Executive Director to enter into a Legal Services Contract (“Contract”) with the Law Offices of Alexis Chiu (“Counsel”) to provide disclosure counsel services for 2017B Transbay Infrastructure bonds (“2017B”).

D. During the issuance process, OCII staff, with its financing team, determined that the 2017A Affordable Housing bonds could be issued under the same credit and Official Statement as the 2017B Transbay Infrastructure bonds. Counsel agreed to be re-assigned from 2017B to the 2017D and 2017E Refunding bonds.

E. As OCII re-assigned Counsel from 2017B to 2017D and 2017E during the 2017B financing process, Counsel should be compensated for work performed related to the issuance of 2017B which was contemplated under the original legal services contract.

F. As the par amount of 2017B was up to \$37 million and the estimated par amount of 2017D and 2017E is approximately \$145 million, reassigning Counsel from 2017B to 2017D and 2017E increases the scope of services and therefore the fee for services.

G. OCII will pay all fees paid from proceeds of the respective bonds.

AGREEMENT

ACCORDINGLY, for good and valuable consideration, the amount and sufficiency of which is hereby acknowledged, the Agency and Contractor agree to amend the Contract as follows:

1. BUDGET

The Budget, "**Exhibit A**" is hereby deleted in its entirety and replaced with the attached "**Exhibit A.**"

2. LEGAL SERVICES CONTRACT SUMMARY

The "Contract Not to Exceed Amount" of \$50,000 is deleted and replaced with \$86,000. The "Title of Financings" is amended to read: 2017 Series D Taxable Subordinate Tax Allocation Refunding Bonds (San Francisco Redevelopment Projects) in an Aggregate Principal Amount Not to Exceed \$165,000,000 and 2017 Series E Subordinate Tax Allocation Refunding Bonds (San Francisco Redevelopment Projects) in an Aggregate Principal Amount Not to Exceed \$27,000,000.

This First Amendment constitutes a part of the Contract and any reference to the Contract, in any document, shall be deemed to include a reference to such Contract as amended hereby.

Except as otherwise amended hereby, all terms, covenants, conditions and provisions of the Contract shall remain in full force and effect.

IN WITNESS WHEREOF OCII and Contractor have executed this Contract as of the date first above written.

**SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY AND COUNTY OF SAN FRANCISCO,**
a public body, corporate and politic

By: _____
Nadia Sesay
Interim Executive Director

Law Offices of Alexis Chiu

By: _____
Alexis Chiu
Principal
Federal Tax Identification No. 20-4071906

APPROVED AS TO FORM:

By: _____
James B. Morales
General Counsel and Deputy Director

Attachment: Exhibit A, Budget

Exhibit A: Budget

Series	Bond	Amount
2017B	Transbay Infrastructure bonds	\$ 12,000
2017D & 2017E	Fixed Fee	\$ 40,000
2017D & 2017E	Variable Fee (\$3,500/refunded bond)	\$ 31,500
2017D & 2017E	Expenses	\$ 2,500
Total		\$ 86,000

Total compensation will not exceed \$86,000, including expenses.

All fees and expenses payable contingent upon the successful sale, issuance and delivery of the proposed bonds.