

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 02-2024

AUTHORIZING AN AMENDED AND RESTATED LOAN AGREEMENT WITH TRANSBAY 2 SENIOR, L.P., A CALIFORNIA LIMITED PARTNERSHIP, TO INCREASE THE CONTRACT AMOUNT BY \$55,478,666 FOR A TOTAL AGGREGATE LOAN AMOUNT OF \$62,064,785, AND A COMMUNITY COMMERCIAL LOAN AGREEMENT WITH CCDC TRANSBAY 2 COMMERCIAL LLC, A CALIFORNIA LIMITED LIABILITY COMPANY, IN AN AMOUNT NOT TO EXCEED \$2,946,280, FOR THE DEVELOPMENT OF 151 AFFORDABLE SENIOR RENTAL HOUSING UNITS (INCLUDING ONE MANAGER'S UNIT) AND THREE COMMUNITY-SERVING COMMERCIAL UNITS AT TRANSBAY BLOCK 2 WEST; PROVIDING NOTICE THAT THIS ACTION IS WITHIN THE SCOPE OF THE TRANSBAY REDEVELOPMENT PROJECT APPROVED UNDER THE TRANSBAY TERMINAL/CALTRAIN DOWNTOWN EXTENSION/REDEVELOPMENT PROJECT FINAL ENVIRONMENTAL IMPACT STATEMENT/ENVIRONMENTAL IMPACT REPORT, A PROGRAM EIR, AND IS ADEQUATELY DESCRIBED THEREIN FOR PURPOSES OF THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; TRANSBAY REDEVELOPMENT PROJECT AREA

WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 et seq. the "Community Redevelopment Law"), the Redevelopment Agency of the City and County of San Francisco ("Former Agency") undertook programs for the redevelopment of blighted areas in the City and County of San Francisco ("City"), including the Transbay Redevelopment Project Area ("Project Area"); and,

WHEREAS, The Board of Supervisors of the City and County of San Francisco ("Board of Supervisors") approved the Redevelopment Plan for the Transbay Redevelopment Project Area by Ordinance No. 124-05 (June 21, 2005) and by Ordinance No. 99-06 (May 9, 2006), as amended by Ordinance No. 84-15 (June 16, 2015), Ordinance No. 62-16 (April 26, 2016) and Ordinance No. 009-23 (January 24, 2023) ("Redevelopment Plan"); and,

WHEREAS, The Redevelopment Plan establishes the land use controls for the Project Area and divides the Project Area into two subareas: Zone One, in which the Redevelopment Plan and the Development Controls and Design Guidelines for the Transbay Redevelopment Project ("Development Controls") define and regulate land uses, and Zone Two, in which the Planning Code applies. Zone One is intended to be developed with predominantly residential uses. The Successor Agency to the Former Redevelopment Agency of the City and County of San Francisco ("Successor Agency"), commonly known as the Office of Community Investment and Infrastructure ("OCII"), solely administers and enforces land use entitlements for property and projects in Zone One; and,

WHEREAS, In 2003, the Transbay Joint Powers Authority (“TJPA”), the City and County of San Francisco (“City”), and the State of California (“State”) entered into a Cooperative Agreement setting forth the process for the transfer of certain State-owned parcels in the Project Area to the City and TJPA. Also in 2003, the California Legislature enacted Assembly Bill No. 812 (Statute 2003, chapter 99), codified at Cal. Public Resources Code § 5027.1, which requires that thirty-five percent (35%) of new housing developed in the Project Area shall be affordable to low- and moderate-income households (the “Transbay Affordable Housing Obligation”). In 2005, the TJPA and Former Agency entered into the Transbay Redevelopment Project Implementation Agreement (“Implementation Agreement”) which incorporates the Transbay Affordable Housing Obligation and requires Successor Agency to prepare and sell certain formerly State-owned parcels and to construct and fund new infrastructure improvements (such as parks and streetscapes) and to meet affordable housing obligations; and,

WHEREAS, On February 1, 2012, the State of California dissolved all redevelopment agencies including the Former Agency, by operation of law pursuant to California Health and Safety Code Section 34170 et seq. (“Redevelopment Dissolution Law”). Under the authority of Redevelopment Dissolution Law and San Francisco Ordinance No. 215-12 (October 4, 2012) (establishing the Successor Agency Commission (“Commission”) and delegating to it state authority under Redevelopment Dissolution Law), the Successor Agency is administering the enforceable obligations of the Former Agency. The Redevelopment Plan, the Development Controls, and other relevant Project Area documents remain in effect and the Successor Agency retains all affordable housing obligations in the Project Area; and,

WHEREAS, Redevelopment Dissolution Law authorizes successor agencies to enter into new agreements if they are “in compliance with an enforceable obligation that existed prior to June 28, 2011.” Cal. Health & Safety Code § 34177.5(a). On April 15, 2013, the California Department of Finance (“DOF”) finally and conclusively determined that the Implementation Agreement and its incorporation of the Transbay Affordable Housing Obligation are continuing enforceable obligations of the Successor Agency under Redevelopment Dissolution Law. DOF confirmed that “any sale, transfer, or conveyance of property related to [the Transbay Final and Conclusive Determination] is authorized.” Email from Justyn Howard, Assistant Program Budget Manager, DOF, to Tiffany Bohee, Executive Director, Successor Agency (September 10, 2013, 09:17am); and,

WHEREAS, In accordance with its obligations under the Redevelopment Plan and the Implementation Agreement, OCII intends to fund the development of two affordable housing developments on Block 2 as said block is depicted in the Redevelopment Plan (“Block 2”), by subdividing Block 2 into two vertical subdivisions (referred to herein as “Block 2 East” and “Block 2 West”), providing a subsidy for development and operation of affordable housing developments with ground floor community commercial on Block 2 East and Block 2 West, and

entering into ground lease agreements with affordable housing developers to cause the construction and operation of the two developments. OCII anticipates that its subsidy will facilitate additional public and private financing necessary to make the development and operation of Block 2 financially feasible; and,

WHEREAS, By Resolution No. 09-2021 (April 6, 2021), the Successor Agency entered into an exclusive negotiations agreement (“ENA”) with Transbay 2 Senior, L.P., a California limited partnership, an affiliate of Chinatown Community Development Center, Inc. (“CCDC”), and Transbay 2 Family, L.P., a California limited partnership, an affiliate of Mercy Housing California (“Mercy”), as “Co-Developers” to undertake predevelopment activities on Block 2, and construction, pursuant to long-term ground leases with the respective parties for vertical development of a mixed-use affordable rental housing project serving seniors and senior households experiencing homelessness on Block 2 West to be owned and operated by CCDC (the “Block 2 West Project”), and a separate mixed-use affordable rental housing project serving families and families experiencing homelessness on Block 2 East to be owned and operated by Mercy (the “Block 2 East Project”), plus a mid-block pedestrian mews and related streetscape improvements (collectively, the “Block 2 Project”); and,

WHEREAS, By Resolution No. 11-2021 (April 6, 2021), the Successor Agency approved a “Predevelopment Loan Agreement” for a loan to Transbay 2 Senior, L.P. (the “Developer”), in an amount of \$3,500,000 to fund predevelopment activities for the Block 2 West Project (“Original Loan”); and,

WHEREAS, The Developer has utilized proceeds from the Original Loan to fund professional services for design and engineering, and related costs, and advanced the Block 2 West Project through entitlement. By Resolution No. 44-2022 (November 1, 2022), the Commission approved the Schematic Design Document for the Block 2 West Project, along with related approval actions including adopting environmental review findings pursuant to CEQA.

WHEREAS, The approved Block 2 West Project will provide 151 rental housing units (150 affordable units and one unrestricted manager’s unit) that will serve low-income senior households and formerly homeless seniors, and resident-serving amenities. At the time of this approval, the Block 2 West Project included 2,945 square feet of commercial space. The Developer subsequently decreased the square footage of the commercial space to 2,933 square feet; and,

WHEREAS, To maximize the ability of the Block 2 West Project to obtain affordable housing financing, CCDC determined that the Block 2 West Project’s commercial space should be constructed by CCDC Transbay 2 Commercial LLC, an affiliate of CCDC (“CCDC Transbay 2 Commercial”), within a separate air rights parcel under a separate commercial ground lease and commercial loan agreement. CCDC succeeded in obtaining a State affordable housing bond and tax credit allocations on August 23, 2023; and,

- WHEREAS, The Residential Component and the Community Commercial Component (both as defined below) are integrated components of the overall Block 2 West Project, with the Community Commercial Component providing community-focused uses that are beneficial to residents of the Residential Component and the surrounding community, and the Residential Component providing a stable base of customers for the goods and services provided in the Community Commercial Component; and,
- WHEREAS, The Development Controls and Design Guidelines for the Transbay Redevelopment Project (as adopted on January 25, 2005 by Resolution No. 15-2005 by the Former Agency Commission, and as amended by Commission on June 16, 2015 by Resolution No. 36-2015 and on June 21, 2016 by Resolution No. 28-2016) (“DCDG”) states that “[g]round floor commercial spaces are required along the Folsom Boulevard frontage.” DCDG at p. 24, section C.3. of Zone One-Transbay Downtown Residential. The Block 2 West Project includes frontage along Folsom Boulevard and therefore must include commercial space.
- WHEREAS, On April 7, 2023, the Citywide Affordable Housing Loan Committee (the “Loan Committee”) recommended approval of additional OCII subsidy for the Block 2 West Project in a total aggregate amount of up to \$65,011,065 (“Total OCII Subsidy”), which includes \$3,086,119 in additional predevelopment loan funds, as well as residential gap loan funds, and commercial loan funds to construct the Community Commercial Component; and,
- WHEREAS, On May 2, 2023, by Resolution Nos. 16-2023 and 15-2023, the Successor Agency authorized (i) a First Amendment to the Predevelopment Loan Agreement to increase the Original Loan by \$3,086,119, and (ii) a commitment for permanent gap loan funding for the Block 2 West Project; and,
- WHEREAS, CCDC, through its affiliates, now intends to construct the approved Block 2 West Project; and
- WHEREAS, The Developer intends to construct 151 rental housing units, including 150 units restricted for affordability to households with incomes ranging from 15% to 50% AMI, as defined by the San Francisco Mayor’s Office of Community Housing and Development, and one unrestricted manager’s unit, with 30 units set aside to serve formerly homeless seniors subsidized by the Local Operating Subsidy Program (“LOSP”), 60 units set aside to serve extremely low-income seniors supported by rental subsidies from the Senior Operating Subsidy Program (“SOS”), and amenities and open spaces (the “Residential Component”); and,
- WHEREAS, The Developer is now requesting to enter into an Amended and Restated Loan Agreement in a total aggregate amount of \$62,064,785 (the “Amended and Restated Loan Agreement”) for the development and operation of the Residential Component on Block 2 West; and,

- WHEREAS, CCDC Transbay 2 Commercial intends to construct a commercial space consisting of up to three (3) community-serving commercial units finished to a warm shell condition (in compliance with the Mayor’s Office of Housing and Community Development Commercial Guidelines) totaling approximately 2,933 square feet on Block 2 West (the “Community Commercial Component”); and,
- WHEREAS, CCDC Transbay 2 Commercial is now requesting to enter into a Community Commercial Loan Agreement in an amount not to exceed \$2,946,280 (the “Community Commercial Loan Agreement”) for the development and operation of the Community Commercial Component on Block 2 West; and,
- WHEREAS, Concurrently with this request, CCDC is seeking Commission authorization (by Resolution No. 03-2024) of a residential ground lease and commercial ground lease for the development and operation of the Residential Component and the Community Commercial Component on Block 2 West; and,
- WHEREAS, The Amended and Restated Loan Agreement and Community Commercial Loan Agreement (“Agreements”) allow the MOHCD Director and OCII Executive Director to make adjustments to the Final Financial Plan (“FFP”) through a FFP Confirmation Letter (both as defined in the Agreements), which allows them to address changes to the financial conditions of the Agreements after Commission approval but before loan closing. These changes may include reducing the Total OCII Funding Amount, adjusting the portion of the Total OCII Funding Amount allocated to the Residential Component and Community Commercial Component to reflect final project costs, and adjusting the interest rate of the loan between 0% and 3%; and,
- WHEREAS, By Resolution No. 03-2022 (January 24, 2022), the Successor Agency Oversight Board approved an expenditure for funding in an amount of up to \$46,260,000 for affordable housing at Block 2 West, through Item No. 413 of the Recognized Obligation Payment Schedule (“ROPS”) for the period of July 1, 2022 through June 30, 2023 (“FY 22-23”). DOF provided final approval of the expenditure through its letter dated April 15, 2022. Subsequently, by Resolution No. 02-2023 (January 25, 2023), the Successor Agency Oversight Board approved an expenditure for funding in an amount of up to \$65,011,065 for affordable housing on Block 2 West, through Item No. 413 of ROPS for the period of July 1, 2023 through June 30, 2024. DOF provided final approval of the expenditure through its letter dated April 14, 2023; and,
- WHEREAS, On April 20, 2004, the Commission of the Former Redevelopment Agency of the City and County of San Francisco (“Former Agency Commission”) adopted Resolution No. 45-2004, certifying the Final Environmental Impact Statement/Environmental Impact Report (the “FEIS/EIR”) for the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project, which included the Redevelopment Plan. On January 25, 2005, the Former Agency Commission adopted Resolution No. 11-2005, adopting findings under CEQA, a Statement of

Overriding Considerations and a Mitigation Monitoring and Reporting Program in connection with the adoption of the Redevelopment Plan. The Board of Supervisors and the City Planning Commission adopted similar findings; and,

WHEREAS, The FEIS/EIR includes by reference a number of addenda. A total of ten addenda to the FEIS/EIR were issued between June 2, 2006 and November 1, 2022. The tenth addendum to the FEIS/EIR, issued under Commission Resolution No. 39-2022, specifically analyzed the environmental effects of the Block 2 Project; and,

WHEREAS, OCII staff has reviewed the Agreements, and has found them to be within the scope of the project analyzed in the FEIS/EIR and its subsequent addenda; and,

WHEREAS, Copies of the FEIS/EIR and supporting documentation are on file with the Commission Secretary and are incorporated into this Resolution by this reference; now therefore be it

RESOLVED, That the Commission finds its authorization of the Agreements are within the scope of the project analyzed in the FEIS/EIR and require no additional environmental review pursuant to CEQA Guidelines Sections 15180, 15162, 15163, and 15164 for the following reasons:

(1) Implementation of the Agreements do not require major revisions to the FEIS/EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant impacts; and,

(2) No substantial changes have occurred with respect to the circumstances under which the project analyzed in the FEIS/EIR will be undertaken that would require major revisions to the FEIS/EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of effects identified in the FEIS/EIR; and,

(3) No new information of substantial importance to the project analyzed in the FEIS/EIR has become available, which would indicate that (i) implementation of the Agreements will have significant effects not discussed in the FEIS/EIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible, which would reduce one or more significant effects, have become feasible; or (iv) mitigation measures or alternatives, which are considerably different from those in the FEIS/EIR will substantially reduce one or more significant effects on the environment that would change the conclusions set forth in the FEIS/EIR; and be it further

RESOLVED, The Commission authorizes the Executive Director to: (i) enter into the Amended and Restated Loan Agreement with the Developer, substantially in the form of the document approved by legal counsel for OCII on file with the Commission Secretary and attached to the Commission Memorandum accompanying this

Resolution, for the development of the Residential Component; (ii) enter into the Community Commercial Loan Agreement with CCDC Transbay 2 Commercial, substantially in the form of the document approved by legal counsel for OCII on file with the Commission Secretary and attached to the Commission Memorandum accompanying this Resolution, for the development of the Community Commercial Component; and (iii) to enter into any and all ancillary documents or to take any additional actions necessary to consummate the transaction contemplated by this Resolution.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of January 16, 2024.

Commission Secretary