

# CITY OF LOS ANGELES

CALIFORNIA



ERIC GARCETTI  
MAYOR

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Interim City Clerk

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When making inquiries relative to  
this matter, please refer to the  
Council File No.

August 14, 2013

To All Interested Parties:

The City Council adopted the action(s), as attached, under Council File  
No. 13-0315-S1, at its meeting held August 13, 2013.

  
City Clerk  
kw

Mayor's Time Stamp  
OFFICE OF THE MAYOR  
RECEIVED  
2013 AUG 13 PM 3:40  
CITY OF LOS ANGELES

FORTHWITH

City Clerk's Time Stamp  
RECEIVED  
CITY CLERK'S OFFICE  
2013 AUG 13 PM 3:36  
CITY CLERK  
BY \_\_\_\_\_ DEPUTY

SUBJECT TO THE MAYOR'S APPROVAL

COUNCIL FILE NO. 13-0315-S1

COUNCIL DISTRICT 15

COUNCIL APPROVAL DATE August 13, 2013

RE: AUTHORIZATION TO ISSUE UP TO \$63,683,756 IN TAXEXEMPT MULTI-FAMILY MORTGAGE REVENUE BONDS FOR THE HARBOR VILLAGE APARTMENTS PROJECT LOCATED AT 981 HARBOR VILLAGE DRIVE AND 25500 - 25514 BAYSIDE PLACE

LAST DAY FOR MAYOR TO ACT AUG 23 2013  
(10 Day Charter requirement as per Charter Section 341)

**DO NOT WRITE BELOW THIS LINE - FOR MAYOR USE ONLY**

APPROVED  
✓

\*DISAPPROVED  
\_\_\_\_\_

\*Transmit objections in writing pursuant to Charter Section 341

DATE OF MAYOR APPROVAL OR DISAPPROVAL 8/14/13

E.G.  
MAYOR

BY \_\_\_\_\_  
CITY CLERK  
DEPUTY  
2013 AUG 14 PM 12:28  
RECEIVED  
CITY CLERK'S OFFICE

17

**COUNCIL ACTION**

The City Council ADOPTED the following recommendation(s) contained in a COMMUNICATION FROM THE LOS ANGELES HOUSING COMMUNITY AND INVESTMENT DEPARTMENT (HCIDLA) which were WAIVED, pursuant to Council Rule 17, by the Chair of the Housing Committee, SUBJECT TO THE APPROVAL OF THE MAYOR:

1. ADOPT the accompanying RESOLUTION attached to the HCIDLA transmittal dated July 26, 2013 (contained in Council file No. 13-0315-S1), authorizing the issuance of up to \$63,683,756 in Tax-Exempt Multi-Family Mortgage Revenue note for the development of the Harbor Village Apartments Project located at 981 Harbor Village Drive and 25500 - 25514 Bayside Place, Los Angeles, CA 90710, in Council District 15.
2. APPROVE the related loan documents, subject to the approval of the City Attorney as to form.
3. AUTHORIZE the General Manager, HCIDLA, or designee, to negotiate and execute the relevant loan documents, subject to the approval of the City Attorney as to form.

13-0315-S1

**ADOPTED**

AUG 13 2013

**LOS ANGELES CITY COUNCIL**

**BY THE MAYOR FORTHWITH  
TO THE MAYOR FORTHWITH**

## RESOLUTION

### CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF ONE OR MORE SERIES OF NOTES BY THE CITY OF LOS ANGELES DESIGNATED MULTIFAMILY MORTGAGE REVENUE NOTE (HARBOR VILLAGE APARTMENTS) SERIES 2013J IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$63,683,756 TO PROVIDE FINANCING FOR THE ACQUISITION, REHABILITATION AND EQUIPPING OF THE MULTIFAMILY HOUSING PROJECT SPECIFIED IN PARAGRAPH 16 HERETO AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND AGREEMENTS AND THE TAKING OF RELATED ACTIONS INCLUDING THE EXECUTION OF AMENDATORY DOCUMENTS THERETO.

WHEREAS, the City of Los Angeles (the "City") is authorized, pursuant to the provisions of Section 248, as amended, of the City Charter of the City and Article 6.3 of Chapter 1 of Division 11 of the Los Angeles Administrative Code, as amended (the "Law") to issue its obligations for the purposes of providing financing for the acquisition, rehabilitation and equipping of multifamily rental housing for persons of low and moderate income (the ("Program") which will satisfy the provisions of Chapter 7 of Part 5 of Division 31 of the Health and Safety Code of the State of California (the "Act"); and

WHEREAS, the City now desires to issue its revenue note pursuant to the Law, and in accordance with the Act, to provide financing for the acquisition and rehabilitation of the scattered site multifamily rental housing project described in paragraph 16 hereof (the "Project"); and

WHEREAS, the Project is located wholly within the City; and

WHEREAS, it is in the public interest and for the public benefit that the City authorize the financing of the Project, and it is within the powers of the City to provide for such a financing and the issuance of such note; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Mortgage Revenue Note (Harbor Village Apartments) Series 2013J in an aggregate principal amount not to exceed \$63,683,756 (the "Note"); and

WHEREAS, the City proposes to use the proceeds of the Note to fund a loan to the Owner identified in paragraph 16 (the "Owner") to finance a portion of the acquisition, rehabilitation and equipping of the Project; and

WHEREAS, Citibank, N.A., or a subsidiary or affiliate thereof (the "Purchaser") has expressed its intention to purchase (or to cause a subsidiary or affiliate to purchase) the Note authorized hereby in whole, and this Council (the "City Council") finds that the public interest and necessity require that the City at this time make arrangements for the sale of such Note; and

WHEREAS, the interest on the Note may qualify for a federal tax exemption under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the "Code") only if the Note is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the Note is required to be approved, following a public hearing, by an elected representative of the issuer of the Note and an elected representative of the governmental unit having jurisdiction over the area in which the Project is located; and

WHEREAS, this City Council is the elected legislative body of the City and is the applicable elected representative required to approve the issuance of the Note within the meaning of Section 147(f) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, the City caused a notice to appear in the *Los Angeles Times*, which is a newspaper of general circulation in the City, on July 11, 2013 to the effect that a public hearing was held on July 25, 2013 regarding the issuance of the Note; and

WHEREAS, the Los Angeles Housing Department held the said public hearing on such date, at which time an opportunity was provided to present arguments both for and against the issuance of the Note; and

WHEREAS, the minutes of such public hearing, and any written comments received with respect thereto, have been presented to this City Council;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Los Angeles, as follows:

1. The recitals hereinabove set forth are true and correct, and this City Council so finds. This Resolution is being adopted pursuant to the Law.
2. Pursuant to the Law and in accordance with the Act and the Funding Loan Agreement (as hereinafter defined) a revenue note of the City, to be designated as "City of Los Angeles Multifamily Mortgage Revenue Note (Harbor Village Apartments) Series 2013J" in a principal amount not to exceed \$63,683,756 is hereby authorized to be issued. The principal amount of the Note to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.
3. The proposed form of Funding Loan Agreement (the "Funding Loan Agreement"), among the City, the Purchaser as Fundir ; Lender and such fiscal agent as appearing in the final form of Funding Loan Agreement executed by a below-defined Designated Officer (the "Fiscal Agent"), in substantially the form attached hereto, is hereby approved along with any additions or supplements which may, in the

determination of a Designated Officer, be necessary to document the issuance of the Note authorized hereunder. Each of the Mayor of the City, the General Manager or Interim General Manager, any Assistant General Manager or Interim Assistant General Manager, Executive Officer or Director-Major Projects Division of the Los Angeles Housing Department (each hereinafter referred to as a "Designated Officer") is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Funding Loan Agreement, with such additions, changes or corrections (including, without limitation, designation of the Fiscal Agent) as the Designated Officer executing the same may approve upon consultation with the City Attorney and Bond Counsel and approval by the City Attorney, provided that such additions or changes shall not authorize an aggregate principal amount of the Note in excess of the amount stated above, such approval to be conclusively evidenced by the execution and delivery of the Funding Loan Agreement with such additions, changes or corrections.

Any Designated Officer shall be authorized to approve the appointment of the Fiscal Agent.

4. The proposed form of Borrower Loan Agreement (the "Loan Agreement"), by and between the City and the Owner, in substantially the form attached hereto, is hereby approved. Any Designated Officer is hereby authorized and directed, for and in the name and on behalf of the City, to execute the Loan Agreement, with such additions, changes or corrections as the Designated Officer executing the same may approve upon consultation with the City Attorney and Bond Counsel and approval by the City Attorney, such approval to be conclusively evidenced by the execution of said Loan Agreement with such additions, changes or corrections.

5. The proposed form of the Note, as set forth in the Funding Loan Agreement, is hereby approved, and the Mayor and City Treasurer, or Deputy City Treasurer of the City are hereby authorized and directed to execute, by manual or facsimile signatures of such officers under the seal of the City, and the Fiscal Agent or an authenticating agent, is hereby authorized and directed to authenticate, by manual signatures of one or more authorized officers of the Fiscal Agent or an authenticating agent, the Note in substantially such form and the Fiscal Agent is hereby authorized and directed to sell and deliver the Note to the Purchaser in accordance with the Funding Loan Agreement. The date, maturity dates, interest rate or rates (which may be either fixed or variable), interest payment dates, denomination, form of registration privileges, manner of execution, place of payment, terms of redemption, use of proceeds, series designation and other terms of the Note shall be as provided in the Funding Loan Agreement as finally executed; provided, however, that the aggregate principal amount of the Note shall not exceed \$63,683,756, the interest rate on the Note shall not exceed 12% per annum, and the final maturity of the Note shall be no later than August 1, 2053. The initial purchase price of the Note shall be 100% of the principal amount thereof to be paid as advances are made with respect to the Note by the Purchaser. The Note may, if so provided in the Funding Loan Agreement, be issued as a "draw-down" note to be funded over time as provided in the Funding Loan Agreement. Such Note may be delivered in temporary form pursuant to the Funding Loan Agreement if, in the judgment of the City

Attorney, delivery in such form is necessary or appropriate until the Note in definitive form can be prepared.

6. The proposed form of Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement") to be entered into by and among the City, the Fiscal Agent and the Owner, substantially in the form attached hereto, is hereby approved. Any Designated Officer is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Regulatory Agreement, with such additions, changes and corrections as the Designated Officer may approve upon consultation with the City Attorney and Bond Counsel and approval of the City Attorney, such approval to be conclusively evidenced by the execution of said Regulatory Agreement with such additions, changes or corrections. Any Designated Officer is hereby authorized and directed for and in the name and on behalf of the City to execute amendments to the Regulatory Agreement in order that interest on the Note remains tax-exempt.

7. All actions heretofore taken by the officers and agents of the City with respect to the sale and issuance of the Note are hereby approved, confirmed and ratified, and each Designated Officer of the City, the City Clerk and other properly authorized officers of the City are hereby authorized and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including, but not limited to, those described in the Funding Loan Agreement, the Loan Agreement, the Regulatory Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Note and the implementation of the Program in accordance with the Act and the Law and this Resolution and resolutions heretofore adopted by the City.

8. The City Clerk of the City or any deputy thereof is hereby authorized to countersign or to attest the signature of any Designated Officer and to affix and attest the seal of the City as may be appropriate in connection with the execution and delivery of any of the documents authorized by this resolution, provided that the due execution and delivery of said documents or any of them shall not depend on such signature of the City Clerk or any deputy thereof or affixing of such seal. Any of such documents may be executed in multiple counterparts.

9. In addition to the Designated Officers, any official of the City, including any official of the Los Angeles Housing Department, as shall be authorized in writing by the Mayor of the City, is hereby authorized for and on behalf of the City to execute and deliver any of the agreements, certificates and other documents, except the Note, authorized by this Resolution.

10. In accordance with procedures established by the City Charter, the City Council, by adoption and approval of this Resolution and with the concurrence of the Mayor, does hereby direct that the proceeds of the Note be delivered directly to the Fiscal Agent, instead of the City Treasurer, to be deposited into the funds and accounts established under the Funding Loan Agreement.

I certify that the foregoing Resolution was adopted by the Council of the City of Los Angeles at its meeting on August 13, 2013.



By *P. Lattimore*  
Name *Patrice Lattimore*  
Title *Legislative Assistant*

11. Pursuant to Section 147(f) of the Code, the City Council hereby approves the issuance of the Note to finance the Project. It is intended that this Resolution constitute approval of the Note by the applicable elected representative of the issuer of the Note and the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, in accordance with said Section 147(f).

12. Pursuant to the City Charter all agreements to which the City is a party shall be subject to approval by the City Attorney as to form.

13. Each Designated Officer and other properly authorized officials of the City as specifically authorized under this Resolution are hereby authorized, directed and empowered on behalf of the City and this Council to execute any other additional applications, certificates, agreements, documents or other instruments or any amendments or supplements thereto, subject to approval by the City Attorney as to form, or to do and to cause to be done any and all other acts and things as they may deem necessary or appropriate to carry out the purpose of the foregoing authorizations and to address any issues arising with respect to the Note or the agreements relating thereto subsequent to their issuance.

14. The Note shall contain a recital that it is issued pursuant to the Law and in accordance with the Act.

15. This Resolution shall take effect immediately upon its passage and adoption.

16. The "Project" and "Owner" referred to herein are as follows:

<b>Project Name</b>	<b># of Units</b>	<b>Address</b>	<b>Owner</b>
Harbor Village Apartments	390 (plus 2 manager units)	981 Harbor Village Drive, Los Angeles, CA 90710	Harbor Village Housing Partners, LP
Harbor Village Apartments	8	25500-25514 Bayside Place, Los Angeles, CA 90710	Harbor Village Housing Partners, LP

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