

REPORT FROM

OFFICE OF THE CITY ADMINISTRATIVE OFFICER

Date: January 27, 2017

CAO File No. 0220-00540-1226
Council File No. 16-0930-S1
Council District: 1

To: The Mayor
The Council

From: Patricia J. Huber, Acting City Administrative Officer



Reference: Housing and Community Investment Department transmittal dated December 15, 2016; Received by the City Administrative Officer December 21, 2016

Subject: **HOUSING AND COMMUNITY INVESTMENT DEPARTMENT REQUEST FOR AUTHORITY TO ISSUE AN AMOUNT UP TO \$5,894,640 IN TAX-EXEMPT MULTIFAMILY CONDUIT REVENUE BONDS FOR THE DUDLEY OAKS APARTMENTS AT-RISK PRESERVATION PROJECT**

RECOMMENDATIONS

That the Council, subject to the approval of the Mayor:

1. Adopt the Resolution attached to this report (Attachment), authorizing the issuance of up to \$5,894,640 in tax-exempt multi-family conduit revenue bonds for the development of the Dudley Oaks Apartments; and,
2. Authorize the General Manager, HCID, or designee, to negotiate and execute the relevant bond documents for the Dudley Oaks Apartments, subject to the approval of the City Attorney as to form.

SUMMARY

The Housing and Community Investment Department (HCID) requests authority to issue tax-exempt multi-family housing conduit revenue bonds in an amount not to exceed \$5,894,640 to finance the acquisition and rehabilitation of the affordable housing development known as the Dudley Oaks Apartments Project (Project). The HCID indicates that the Project consists of the acquisition and rehabilitation of an existing 20-unit project for the continued provision of affordable housing for families and individuals. The subject site is located at 2119-2127 South Oak Street, Los Angeles, CA 90007 in Council District One. The California Debt Limit Allocation Committee (CDLAC) awarded the tax-exempt bond allocation for the Project to the City on October 19, 2016 in an amount not to exceed \$5,894,640 with a bond issuance deadline of May 1, 2017. Subsequent to the release of the HCID transmittal, the developer for the Project notified HCID that the project would not require the \$1 million in taxable multi-family housing conduit

revenue bonds requested in the HCID transmittal. The recommendations of this report have been adjusted to reflect this new information.

The City's involvement in the issuance of tax-exempt, multi-family housing conduit revenue bonds is considered true conduit financing, in which the obligation for repayment of the bonds is the responsibility of Dudley Oaks Apartments, L.P. and the City bears no financial responsibility for repayment as the issuer. There will be no impact to the General Fund. The financing is consistent with City policies regarding conduit financing. This Office concurs with the recommendations of the Department.

The Council adopted a Responsible Banking Ordinance (RBO) in May 2012 (C.F. 09-0234 and C.F. 09-0234-S1). The purpose of the RBO is to create a social investment policy that reflects the community's priorities and acts as a tool when seeking financial services. Citigroup Global Markets, Inc. (CGMI) and Wells Fargo Bank, N.A. (Wells Fargo) are currently in compliance with the reporting requirements of the RBO and HCID will ensure that CGMI and Wells Fargo continue to adhere to the RBO. The City has business relations with CGMI and Wells Fargo; however, since the City acts only as a conduit issuer in these bond transactions and has no financial interest, the selection of the bank does not constitute City business.

FISCAL IMPACT STATEMENT

There will be no impact to the General Fund as a result of the issuance of these tax-exempt multi-family conduit revenue bonds (bonds). The City is a conduit issuer and does not incur liability for the repayment of the bonds, which are a limited obligation payable solely from the revenues of the Dudley Oaks Apartments Project, and the City will in no way be obligated to make payments on the bonds.

PJH:NSC:2170101C

Attachment: Bond Resolution

RESOLUTION

CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF BONDS BY THE CITY OF LOS ANGELES DESIGNATED AS ITS MULTIFAMILY HOUSING REVENUE BONDS (DUDLEY OAKS APARTMENTS) SERIES 2016Q-1 AND SERIES 2016Q-2 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,894,640 TO PROVIDE FINANCING FOR THE ACQUISITION, REHABILITATION AND EQUIPPING OF THE MULTIFAMILY HOUSING PROJECT SPECIFIED IN PARAGRAPH 18 HEREOF AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF TWO TRUST INDENTURES, A REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS, TWO LOAN AGREEMENTS, A BOND PURCHASE AGREEMENT, AN OFFICIAL STATEMENT AND 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 Section 248, as amended, of the City Charter (the “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 revenue bonds for the purposes of providing permanent financing for the acquisition, rehabilitation and development of multifamily rental housing for persons and families of low or 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 desires to issue pursuant to the Law and in accordance with the Act, its revenue bonds to provide permanent financing for the acquisition, rehabilitation and equipping of that certain multifamily rental housing project described in paragraph 18 below (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 financing for the Project, and it is within the powers of the City to provide for such a financing and the issuance of such bonds; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Housing Revenue Bonds (Dudley Oaks Apartments) Series 2016Q-1 (the “Series 2016Q-1 Bonds”) and Multifamily Housing Revenue Bond (Dudley Oaks Apartments) Series 2016Q-2 (the “Series 2016Q-2 Bond” and together with the Series 2016Q-1 Bonds, the “Bonds”) in a combined aggregate principal amount not to exceed \$5,894,640; and

WHEREAS, the City proposes to use the proceeds of the Bonds to cause the financing of the Project and, if applicable, to pay certain costs of issuance in connection with the issuance of the Bonds; and

WHEREAS, Citigroup Global Markets Inc. (the “Underwriter”), has expressed the intention of the Underwriter to purchase the Series 2016Q-1 Bonds authorized hereby pursuant to the terms of a Bond Purchase Agreement (the “Bond Purchase Agreement”) among the City, the below-defined Owner and the Underwriter; and

WHEREAS, 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 Series 2016Q-1 Bonds; and

WHEREAS, Wells Fargo Bank, National Association (the “Purchaser”) has expressed its intention to purchase the Series 2016Q-2 Bond authorized hereby; and

WHEREAS, the City Council finds that the public interest and necessity require that the City at this time make arrangements for the sale of such Series 2016Q-2 Bond; and

WHEREAS, the interest on the Bonds 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 such Bonds are approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the Bonds are required to be approved, following a public hearing, by an elected representative of the issuer of such Bonds 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 Bonds 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 21, 2016 to the effect that a public hearing would be held on August 4, 2016 regarding the issuance of such Bonds; and

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

WHEREAS, the minutes of such public hearing, together with any written comments received in connection therewith, have been presented to the 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 Indenture (as hereinafter defined), revenue bonds of the City, to be designated as “City of Los Angeles Multifamily Housing Revenue Bonds (Dudley Oaks Apartments) Series 2016Q-1, and Multifamily Housing Revenue Bond (Dudley Oaks Apartments) Series 2016Q-2” in an aggregate principal amount not to exceed \$5,894,640, are hereby authorized to be issued. The principal amount of the Bonds to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.

3. The proposed form of a Trust Indenture (the “Series 2016Q-1 Indenture”) by and between the City and such party as shall be designated by the City in the final form of Series 2016Q-1 Indenture, as trustee (the “Trustee”) providing for the issuance of the Series 2016Q-1 Bonds, substantially in 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 Series 2016Q-1 Bonds authorized hereunder. The proposed form of a Trust Indenture (the “Series 2016Q-2 Indenture” and together with the Series 2016Q-1 Indenture, the “Indenture”) by and between the City and the Trustee, providing for the issuance of the Series 2016Q-2 Bond, substantially in 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 Series 2016Q-2 Bond authorized hereunder. The Mayor of the City, the General Manager, any Acting General Manager, the Interim General Manager or any Assistant General Manager, Acting Assistant General Manager, Interim Assistant General Manager, Executive Officer or Director—Finance and Development Division of the Los Angeles Housing and Community Investment Department (each hereinafter referred to as a “Designated Officer”) are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the City, said Indenture with such additions, changes or corrections as the Designated Officer executing the same may approve upon consultation with the City Attorney and Bond Counsel to the City and approval of the City Attorney, provided that such additions or changes shall not authorize an aggregate principal amount of the Bonds in excess of the amounts stated above, such approval by the City Attorney to be conclusively evidenced by the execution and delivery of the Indenture with such additions, changes or corrections.

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

4. The proposed form of the Bonds, as set forth in the Indenture, is hereby approved, and the Mayor and City Treasurer, the Interim 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 Trustee or an authenticating agent is hereby authorized and directed to authenticate, by manual

signatures of one or more authorized officers of the Trustee or an authenticating agent, the Bonds in substantially such form, and the Trustee is hereby authorized and directed to sell and deliver such Bonds to the Underwriter or Purchaser, as applicable, in accordance with the Indenture and the Loan Agreement (hereinafter defined). The date, maturity date, interest 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, and other terms of the Bonds shall be as provided in the Indenture as finally executed; provided, however, that the combined principal amount of the Series 2016Q-1 Bonds and Series 2016Q-2 Bond shall not exceed \$5,894,640, the interest rate on the Bonds shall not exceed 12% per annum and the final maturity of the Bonds shall be no later than October 1, 2056. The initial purchase price of the Bonds shall be 100% of the par amount thereof as the purchase or advances are made with respect to the Bonds by the Underwriter or Purchaser, as applicable. The Bonds may, if so provided in the Indenture, be issued as “draw-down” bonds to be funded over time as provided in the Indenture. Such Bonds may be delivered in temporary form pursuant to the Indenture if, in the judgment of the City Attorney, delivery in such form is necessary or appropriate until the Bonds in definitive form can be prepared.

5. The proposed form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) to be entered into by and among the City, the Trustee and the owner of the Project (as set forth in paragraph 18 below, 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 Bonds remains tax-exempt.

6. The proposed form of those two Loan Agreements (together, the “Loan Agreement”), each by and between the City and the Owner, in substantially the forms attached hereto, are 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 the Loan Agreement with such additions, changes or corrections.

7. The proposed form of Bond Purchase Agreement among the City, the Underwriter 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 Bond Purchase 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 the Bond Purchase Agreement with such additions, changes or corrections.

8. The proposed form of Official Statement, attached hereto (the "Official Statement") is hereby approved. The City Council hereby approves and authorizes the use and distribution by the Underwriter of a Preliminary Official Statement and/or an Official Statement in substantially such form to prospective purchasers of the Series 2016Q-1 Bonds. Any Designated Officer is hereby authorized to execute and deliver, at the time of the sale of the Series 2016Q-1 Bonds, the Official Statement in substantially the form presented thereto, with such additions and changes as the Designated Officer executing the same shall approve upon consultation with the City Attorney, such approval to be conclusively evidenced by the execution of said Official Statement with such additions, changes or corrections.

9. All actions heretofore taken by the officers and agents of the City with respect to the sale and issuance of the Bonds 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 Indenture, 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 Bonds and the implementation of the Program in accordance with the Act and the Law and this Resolution and resolutions heretofore adopted by the City.

10. 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.

11. In addition to the Designated Officers, any official of the City, including any official of the Los Angeles Housing and Community Investment 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 Bonds, authorized by this Resolution.

12. 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 Bonds be delivered directly to the Trustee, instead of the City Treasurer, to be deposited into the funds and accounts established under the Indenture.

13. Pursuant to Section 147(f) of the Code, the City Council hereby approves the issuance of the Bonds to finance the Project. It is intended that this Resolution constitute approval of the Bonds by the applicable elected representative of the issuer of the Bonds 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).

14. 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.

15. 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 Bonds or the agreements relating thereto subsequent to their issuance.

16. The Bonds shall contain a recital that they are issued pursuant to the Law and in accordance with the Act.

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

18. The "Project" and "Owner", as used herein, shall have the following meanings:

Project Name	Address	Number of Units	Owner
Dudley Oaks Apartments	2119-2127 South Oak Street, Los Angeles, CA 90007	20 (including 1 manager unit)	Dudley Oaks Apartments LP

I certify that the foregoing Resolution was adopted by the Council of the City of Los Angeles at its meeting on _____, 2016.

By _____
Name _____
Title _____