

RESOLUTION
CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF ONE OR MORE SERIES OF MULTIFAMILY NOTES BY THE CITY OF LOS ANGELES DESIGNATED AS ITS MULTIFAMILY NOTE (ISLA DE LOS ANGELES APARTMENTS) SERIES 2023I IN A PRINCIPAL AMOUNT NOT TO EXCEED \$1,300,000 TO PROVIDE FINANCING FOR THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE MULTIFAMILY HOUSING PROJECT SPECIFIED IN PARAGRAPH 20 HEREOF AND APPROVING AND AUTHORIZING MODIFICATION AGREEMENTS REGARDING THE CITY OF LOS ANGELES MULTIFAMILY NOTE (ISLA DE LOS ANGELES APARTMENTS) SERIES 2019N, 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 (the “City Charter”) 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, construction, equipping and development 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, rehabilitation, construction and equipping of the multifamily residential rental housing project described in paragraph 19 below (the “Project”); and

WHEREAS, the Project is 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, Isla de Los Angeles, L.P. (the “Owner”) has requested the City to authorize the issuance of the Multifamily Note (Isla de Los Angeles Apartments) Series 2023I with a principal amount not to exceed \$1,300,000 (the “2023 Note”) to finance additional costs of the Project; and

WHEREAS, the City proposes to use the proceeds of the 2023 Note to fund a loan to the Owner to finance a portion of the acquisition, rehabilitation, construction and equipping of the Project and, if applicable, to pay certain costs of issuance in connection with the issuance of the 2023 Note; and

WHEREAS, KeyBank National Association, or a subsidiary or affiliate thereof (the “Funding Lender”) has expressed its intention to make a loan (the “2023 Funding Loan”) to the City and as evidence for such loan acquire (or to cause a subsidiary or affiliate to acquire) the 2023 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 issuance and delivery of such Note pursuant to the hereinafter defined 2023 Funding Loan Agreement to set forth terms and conditions regarding the loan of proceeds of the 2023 Note; and

WHEREAS, the interest on the 2023 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 2023 Note is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the 2023 Note is required to be approved, following a public hearing, by an elected representative of the issuer of the 2023 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 2023 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 December 8, 2022, to the effect that a public hearing would be held on December 15, 2022 regarding the issuance of the 2023 Note and reissuance of the City’s \$17,469,381 Multifamily Note (Isla de Los Angeles Apartments) Series 2019N (the “2019 Note”); and

WHEREAS, the Los Angeles Housing 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 the 2023 Note and reissuance of the 2019 Note; and

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

WHEREAS, the Owner of the Project has caused the Funding Lender to provide to the City the following information as a good faith estimate of the cost of the 2023 Note financing and the City disclosed such information in accordance with Section 5852.1 of the California Government Code: (a) the true interest cost of the 2023 Note, (b) the finance charge of the 2023 Note, including all third party expenses, (c) the amount of proceeds received by the City for the issuance and delivery of the 2023 Note less the finance charge of the 2023 Note and any reserves or capitalized interest paid or funded with proceeds of the 2023 Note and (d) the total payment amount, all as reflected on the attached Exhibit A (the “Financing Information”); and

WHEREAS, such Financing Information has been disclosed in connection with the City Council meeting in which this Resolution is approved; and

WHEREAS, the City has previously authorized and issued, pursuant to the Law and in accordance with the Act, the 2019 Note to finance costs of the Project; and

WHEREAS, the Owner has requested that the City approve modifications to the documents supporting the original issuance of the 2019 Note, to, among other things, modify the Conversion Date, the interest rate and the maturity date of the 2019 Note to effectuate a reissuance of the 2019 Note; and

WHEREAS, it is in the public interest and for the public benefit that the City authorize, execute and deliver as necessary the modifications to the documents surrounding the 2019 Note and it is within the powers of the City to provide for such amendments; and

WHEREAS, the such amendments will cause the 2019 Note to be “reissued” one or more times under the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the interest on the “reissued” 2019 Note may qualify for a federal tax exemption under Section 142(a)(7) of the Code, only if such reissued 2019 Note is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the procedural steps previously described in the recitals hereto, the City Council satisfied the requirements of Section 147(f) of the Code in connection with the reissuance of the 2019 Note; and

WHEREAS, the forms of the Second Modification Agreement and Amendment to Funding Loan Agreement 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 2023 Funding Loan Agreement (as hereinafter defined) a revenue note of the City, to be designated as “City of Los Angeles Multifamily Note (Isla de Los Angeles Apartments) Series 2023I” in a principal amount not to exceed \$1,300,000, is hereby authorized to be issued. The principal amount of the 2023 Note to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.
3. The proposed form of the Funding Loan Agreement (the “2023 Funding Loan Agreement”), among the City, the Funding Lender and U.S. Bank Trust Company, National Association (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 2023 Note authorized hereunder. The Mayor of the City, the General Manager or any Interim General Manager, any Assistant General Manager, or any Acting Assistant General Manager, Interim Assistant General Manager, Executive Officer, Director or Acting Director—Finance and Development Division of the Housing Development Bureau of the Los Angeles Housing Department (each hereinafter referred to as a “Designated Officer”) are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the 2023 Funding 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 to the City and approval by the City Attorney, provided that such additions or changes shall not authorize an aggregate principal amount of the 2023 Note in excess of the amount stated above, such approval by the City Attorney to be conclusively evidenced by the execution and delivery of the 2023 Funding Loan Agreement with such additions, changes or corrections.

4. The proposed form of the Project Loan Agreement, providing for the loan of the proceeds of the 2023 Note, 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 Project 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 Project Loan Agreement with such additions, changes or corrections.

5. The proposed form of the 2023 Note, as set forth in the 2023 Funding Loan Agreement, is hereby approved, and the Mayor and City Treasurer, 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 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 2023 Note in substantially such form and the Fiscal Agent is hereby authorized and directed to issue and deliver the 2023 Note to the Funding Lender in accordance with the 2023 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 2023 Note shall be as provided in the 2023 Funding Loan Agreement as finally executed; provided, however, that the principal amount of the 2023 Note shall not exceed \$1,300,000, the interest rate on the 2023 Note shall not exceed 12% per annum, and the final maturity of the 2023 Note shall be no later than forty years from the date of issuance.

6. The proposed form of the Amended and Restated 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, which amends and restates in whole the regulatory agreement executed in connection with the issuance of the 2019 Note, 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 2019 Note and 2023 Note remains tax-exempt.

7. All actions heretofore taken by the officers and agents of the City with respect to the issuance and delivery of the 2023 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 2023 Funding Loan Agreement, the Project 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 2023 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. 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 2023 Note be delivered directly to the Fiscal Agent, instead of the City Treasurer, to be deposited into the funds and accounts established under the 2023 Funding Loan Agreement.

9. Pursuant to Section 147(f) of the Code, the City Council hereby approves the issuance of the 2023 Note to finance the Project. It is intended that this Resolution constitute approval of the 2023 Note by the applicable elected representative of the issuer of the 2023 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).

10. 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.

11. The 2023 Note shall contain a recital that it is issued pursuant to the Law and in accordance with the Act.

12. Pursuant to and solely for the purposes of Section 147(f) of the Code, the City Council hereby approves the reissuance of the 2019 Note by the City in one or more series to finance the Project. It is intended that this Resolution constitute approval of the reissued 2019 Note: (a) by the applicable elected representative of the issuer of the 2019 Note and (b) by the applicable elected representative of the governmental unit having jurisdiction of the area in which the Project is located in accordance with said Section 147(f).

13. The execution and delivery on behalf of the City of any amendments in connection with the reissuance of the 2019 Note, in the form approved by the City Attorney, for the purpose of (i) extending the conversion date (ii) making various ancillary or conforming changes to the Funding Loan Agreement, (iii) extending the maturity date of the 2019 Note is hereby approved, and the Designated Officer of the City is hereby authorized and directed, for and on behalf of the City, to execute any such documents with such changes as such Designated Officer may approve upon consultation with the City Attorney and/or Bond Counsel and approval by the City Attorney, such approval by such

Designated Officer to be conclusively evidenced by the execution of any such modification agreements.

14. All actions heretofore taken by the officers and agents of the City with respect to the reissuance of the 2019 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.

15. 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.

16. 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 2019 Note and 2023 Note, authorized by this Resolution.

17. 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 2019 Note or the 2023 Note or the agreements relating thereto subsequent to their issuance.

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

19. The “Project” and “Owner” referred to herein are as follows:

Project Name	# of Units	Address	Owner
Isla de Los Angeles Apartments	53 (plus 1 manager unit)	283 West Imperial Highway, Los Angeles, California 90061	Isla de Los Angeles, L.P.

I certify that the foregoing Resolution was adopted by the Council of the City of Los Angeles at its meeting on _____, 2023.

By _____
Name _____
Title _____

EXHIBIT A
FINANCING INFORMATION
[ATTACHED]