

HOUSING AUTHORITY OF
THE CITY OF SAN DIEGO

RESOLUTION NUMBER HA- 1850

DATE OF FINAL PASSAGE January 28, 2020

A RESOLUTION OF THE HOUSING AUTHORITY OF THE CITY OF SAN DIEGO AUTHORIZING THE EXECUTION AND DELIVERY OF A MULTIFAMILY HOUSING REVENUE BOND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$12,000,000 TO FINANCE THE ACQUISITION AND REHABILITATION OF A MULTIFAMILY RENTAL HOUSING FACILITY KNOWN AS MISSION TERRACE APARTMENTS, AND APPROVING AND AUTHORIZING RELATED DOCUMENTS AND ACTIONS.

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the California Health and Safety Code, as amended (Act), the Housing Authority of the City of San Diego (Authority) is authorized to incur indebtedness to finance the acquisition, rehabilitation, construction, and development of multifamily rental housing; and

WHEREAS, Mission Terrace Housing Partners, L.P., a California limited partnership (Borrower), has requested that the Authority borrow funds and loan the funds to the Borrower to finance Borrower's acquisition and rehabilitation of a multifamily residential rental housing facility known as Mission Terrace Apartments (Project), consisting of 76 apartment units located at 10210 San Diego Mission Road in the City of San Diego; and

WHEREAS, the Board of Commissioners of the Authority (Board) desires that a portion of the units in the Project be available for low and very low income persons or families, and to accomplish such purpose it is desirable for the Authority to issue one or more revenue bonds to finance costs of the acquisition, rehabilitation and construction of the Project; and

WHEREAS, the Authority intends to issue its Housing Authority of the City of San Diego Multifamily Housing Revenue Bond (Mission Terrace Apartments) Series 2020D (Bond) in an

aggregate principal amount not to exceed \$12,000,000, which Bond may be designated in one or more subseries, evidencing a loan made by Zions Bancorporation, N.A. dba California Bank & Trust (Bank) to the Authority to fund a loan to the Borrower; and

WHEREAS, the Authority will loan the proceeds of the Bond to the Borrower (Mortgage Loan) and the Borrower will use the proceeds of the Bond to finance costs of the acquisition and rehabilitation of the Project and the costs of issuing the Bond; and

WHEREAS, the City Council of the City of San Diego approved the Authority's issuance of the Bond after publication of a TEFRA notice and the holding of a TEFRA public hearing on October 1, 2019, as required by the Internal Revenue Code of 1986, as amended (Code), and applicable United States Treasury Regulations; and

WHEREAS, California Government Code section 8869.85 requires that a local agency file an application with the California Debt Limit Allocation Committee (CDLAC) and obtain CDLAC's authorization to issue tax-exempt multifamily housing revenue obligations; and

WHEREAS, CDLAC has allocated to the Project \$12,000,000 of the State of California ceiling for private activity bonds under section 146 of the Code; and

WHEREAS, pursuant to section 5852.1 of the California Government Code, the Authority, as a conduit financing provider, has received certain representations and good faith estimates from the Borrower and has disclosed such good faith estimates in the report to the Authority for this Item; and

WHEREAS, the following documents are presented for consideration:

(1) The form of Indenture of Trust (Indenture of Trust), by and among the Authority, the trustee named therein (Trustee) and the Bank, including the form of the Bond attached to the Indenture of Trust as Exhibit A; and

(2) The form of Loan Agreement (Loan Agreement), by and among the Authority, the Bank and the Borrower; and

(3) The form of Regulatory Agreement and Declaration of Restrictive Covenants (Regulatory Agreement), by and among the Authority, the Trustee and the Borrower.

WHEREAS, each of the above-referenced documents is in appropriate form and is an appropriate instrument to be executed and delivered for the purposes intended; and

WHEREAS, Mitigated Negative Declaration No. 92-0725 was prepared and adopted for the Project, by the City, along with the adoption of the Mitigation, Monitoring and Reporting Program (MMRP) on February 1, 1994 by Resolution No. R-283352. The project was reviewed in accordance with the California Environmental Quality Act (CEQA) Guidelines section 15162(a) and determined that no new additional impacts and/or mitigation measures are required beyond those that were analyzed in the original environmental document. All the impacts were adequately addressed and disclosed in Mitigated Negative Declaration No. 92-0725; NOW, THEREFORE,

BE IT RESOLVED, by the Housing Authority of the City of San Diego, as follows:

Section 1. Finding and Determination. It is found and determined that it is necessary and desirable for the Authority to provide for the financing of the acquisition and rehabilitation of the Project through the execution and delivery of the Bond in order to assist persons of low and very low income within the City of San Diego in obtaining decent, safe, and sanitary housing and to achieve certain other public purposes.

Section 2. Authorization of Bond. For the purpose of financing the acquisition, rehabilitation and construction of the Project, the Authority approves the execution and delivery of the Bond in one series, with one or more subseries, in an aggregate principal amount not to exceed \$12,000,000. The Bond shall be executed and delivered in the principal amount and shall bear interest (which shall not exceed 12% per annum) and mature (not later than 45 years from the

date of execution and delivery thereof) as provided in the Indenture of Trust. The Bond shall be in substantially the form attached as Exhibit A to the Indenture of Trust, with such appropriate variations, omissions, insertions, and provisions as are required or permitted by the Indenture of Trust. The Bond shall be a special, limited obligation of the Authority and shall be payable as to principal and interest, and the obligations of the Authority under the Indenture of Trust shall be paid and satisfied, solely from the revenues, receipts and other moneys and assets pledged under the Indenture of Trust.

Section 3. Execution and Delivery of the Bond. The Bond shall be executed on behalf of the Authority by the manual or facsimile signature of the Chairman of the Authority (Chairman), the Vice Chairman of the Authority (Vice Chairman), the Executive Director of the Authority (Executive Director), the Executive Vice President and Chief Operating Officer (Executive Vice President & Chief Operating Officer) of the San Diego Housing Commission (Housing Commission), or the Vice President of Housing Finance and Portfolio Management of the Housing Commission (Vice President Housing Finance), and the official seal of the Authority, or a facsimile, shall be impressed or imprinted on the Bond and attested with the manual or facsimile signature of the Secretary or a Deputy Secretary of the Authority.

Section 4. Approval of the Indenture of Trust. The Indenture of Trust, in the form on file in the Housing Commission offices, is approved. The Chairman, the Vice Chairman, the Executive Director, the Executive Vice President & Chief Operating Officer, the Vice President Housing Finance, and the Secretary or a Deputy Secretary of the Authority, or the designee of any such officer (collectively, Designated Officers) are each authorized to execute and deliver the Indenture of Trust in such form, together with such changes as may be approved by the Designated Officer executing the same, upon consultation with the General Counsel to the Authority, such

execution to constitute conclusive evidence of the approval of all changes from the form of the Indenture of Trust approved in this Resolution.

Section 5. Approval of Loan Agreement. The Loan Agreement, in the form on file in the Housing Commission offices, is approved. The Designated Officers are each authorized to execute and deliver the Loan Agreement in such form, together with such changes as may be approved by the Designated Officer executing the same, in consultation with the General Counsel to the Authority, such execution to constitute conclusive evidence of the approval of all changes from the form of the Loan Agreement approved in this Resolution.

Section 6. Approval of Regulatory Agreement. The Regulatory Agreement, in the form on file in the Housing Commission offices, is approved. The Designated Officers are each authorized to execute and deliver the Regulatory Agreement in such form, together with such changes as may be approved by the Designated Officer executing the same, in consultation with the General Counsel to the Authority, such execution to constitute conclusive evidence of the approval of all changes from the form of the Regulatory Agreement approved in this Resolution.

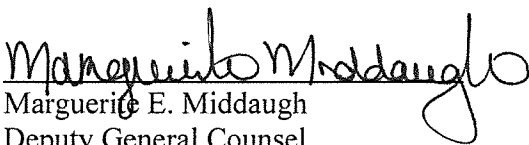
Section 7. Actions Ratified and Authorized. All prior actions taken by the officers, employees, and agents of the Authority with respect to the issuance and sale of the Bond are approved, confirmed, and ratified, and the Designated Officers are each authorized, for and in the name and on behalf of the Authority, to take any and all actions and execute and deliver any and all certificates, agreements (including a tax certificate and agreement), and other documents, including but not limited to those described in any of the documents approved by this Resolution, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bond and the making of the Loan in accordance with the Act and this Resolution.

Section 8. Further Consents, Approvals and Other Actions. All consents, approvals, notices, orders, requests, and other actions permitted or required by any of the documents authorized by this Resolution or otherwise appropriate in the administration of the Bond and the lending program financed by the Bond, including without limitation any of the foregoing which may be necessary or desirable in connection with any amendment of such documents, any transfer of the Project, any substitution of security for the Bond, or any prepayment or redemption of the Bond may be taken or given by any of the Designated Officers, in consultation with the Authority's General Counsel, without further authorization by the Board, and the Designated Officers are authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution.

Section 9. Severability. If any section, paragraph, or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, or provision shall not affect any remaining provisions of this Resolution.

Section 10. Effective Date. This Resolution shall take effect immediately upon its adoption.

APPROVED: MARA W. ELLIOTT, General Counsel

By 
Marguerite E. Middaugh
Deputy General Counsel

MEM:jdf
01/10/2020
Or.Dept: Housing Authority
Doc. No.: 2288956

Passed and adopted by the Housing Authority of the City of San Diego on January 28, 2020, by the following vote:

	Yeas	Nays	Excused	Not Present
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Ward	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gómez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

Georgette Gómez

Chair of the Housing Authority
of the City of San Diego, California

Richard C. Gentry

Executive Director of the Housing Authority
of the City of San Diego, California

I HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of
RESOLUTION NO. **1850** passed and adopted by the Housing Authority of the City of San
Diego, California on January 28, 2020.

By:



Scott Marshall

Deputy Secretary of the Housing Authority
of the City of San Diego, California