



Good Neighbors

San Diego Housing Commission

REPORT

DATE ISSUED: September 29, 2006

REPORT NO: HAR 06-021

ATTENTION: Members of the Housing Authority
Members of the City Council

SUBJECT: Preliminary Items Pursuant to Issuing Multifamily Housing Revenue Bonds for 16th and Market Apartments (Council District 2)

REQUESTED ACTION:

Take the initial steps to issue Housing Authority mortgage revenue bonds to fund the development of a 136-unit rental complex located in downtown San Diego. Borrower would develop the property and restrict rents below market; issuance of bonds would require Housing Authority approval at a later date.

STAFF RECOMMENDATION:

- A. Housing Authority approve a bond inducement resolution (a “declaration of official intent”) for up to \$40 million in multifamily housing revenue bonds for development of the 16th and Market Apartments, by S.V.D.P. Management, Inc. (SVDP) and Chelsea Investment Corporation (Chelsea);
- B. Housing Authority approve an application (and subsequent applications if necessary) to the California Debt Limit Allocation Committee (“CDLAC”) for an allocation of authority to issue tax-exempt “private activity bonds” in an amount up to \$40 million for the 16th and Market Apartments; and,
- C. City Council hold a public hearing (*known as a TEFRA hearing - Tax Equity and Fiscal Responsibility Act*) and adopt a resolution approving the issuance of tax-exempt bonds in an amount up to \$40 million by the Housing Authority for the 16th and Market Apartments at the northwest corner of 16th Street and Market Street in the City of San Diego.

SUMMARY

16th and Market is a proposed 12-story residential building that is being constructed to partially fulfill the inclusionary housing obligation of Ballpark Village, a 1,500 unit market rate condominium project being developed adjacent to Petco Park by Ballpark Village LLC, a joint venture of Lennar and JMI Realty (Master Developer). The Master Developer is also required to build approximately 35 for-sale affordable units as part of the Ballpark Village project.

The Project

16th and Market is a 136-unit new construction development to be located in the East Village of downtown San Diego on a 0.54 acre site at the northwest corner of 16th and Market Streets. (A site map is included as Attachment 1.) The project will include a total of 166,579 square feet in a single twelve story building. The ground floor will include 4,700 square feet of retail space and 10,000 square feet of residential common space. The second floor will include an additional 900 square foot community room, a laundry room, and a 6,000 square foot exterior courtyard for



outdoor activities. Parking for 114 autos and storage for 40 bicycles will be provided in two-level subterranean parking garage.

Floors two through twelve will contain a mixture of one-, two-, and three-bedroom units. Each unit will include a private balcony with either a street or courtyard view. The three-bedroom units will be concentrated on the lower levels to provide families with easy access to the second level courtyard and community amenities by using either the elevator or a common open stair. The twelfth floor will include a 1,100 square foot community room and a 2,250 square foot outdoor common space.

Housing Affordability

16th and Market will accommodate a range of household sizes and income levels. There will be 40 one-bedroom units (29%), 51 two-bedroom units (38%) and 45 three-bedroom units (33%). The project will be restricted for occupancy by, and at rents affordable to, households earning between 30% Area Median Income (AMI) (\$20,700 for a household of four) and 60% AMI (\$41,400 for a household of four). Two units will be reserved for on-site managers and will not be occupancy-restricted. Rent and income restrictions for the project are outlined in the chart below:

Type	AMI	Number of Units	Restricted Rent (net of utility allowance)	Market Rate	Monthly Savings per unit
One Bedroom	30% AMI	10	\$367	\$1,300	\$933
One Bedroom	40% AMI	6	\$496	\$1,300	\$804
One Bedroom	50% AMI	16	\$625	\$1,300	\$675
One Bedroom	60% AMI	8	\$755	\$1,300	\$545
Two Bedroom	30% AMI	13	\$438	\$1,750	\$1,312
Two Bedroom	40% AMI	8	\$594	\$1,750	\$1,156
Two Bedroom	50% AMI	20	\$749	\$1,750	\$1,001
Two Bedroom	60% AMI	9	\$904	\$1,750	\$846
Two Bedroom	MGR	1	N/A	\$1,750	N/A
Three Bedroom	30% AMI	11	\$505	\$2,200	\$1,695
Three Bedroom	40% AMI	7	\$684	\$2,200	\$1,516
Three Bedroom	50% AMI	18	\$830	\$2,200	\$1,370
Three Bedroom	60% AMI	8	\$1,002	\$2,200	\$1,198
Three Bedroom	MGR	1	N/A	\$2,200	N/A
Total		136			
Total Annual Savings					\$1,761,036

Development Team

SVDP and Chelsea will be joint venture partners in a limited partnership that will be established to own and operate 16th and Market; SVDP will be the managing general partner and an affiliate of Chelsea will be the administrative general partner. SVDP and Chelsea have collaborated on five affordable housing projects during the previous twelve years. These collaborations include: Paul Mirabile Center, a 350 bed short-term single adult facility (1994); Village Place

Apartments, a 46-unit permanent affordable housing facility (1996); Toussaint Academy of the Arts and Sciences, a residence and high school for 30 youth (1998); Martha’s Village & Kitchen in Riverside County which provides emergency and transitional housing for up to 120 individuals (1999); and Villa Harvey Mandel, a 90-unit permanent affordable housing project dedicating 25 units for mentally ill/chemically dependent adults (2002).

SVDP is the property owner, developer and key partner of St. Vincent de Paul Village, a complex of buildings and programs in downtown San Diego that provides a continuum of care for homeless individuals and families. St. Vincent de Paul Village was established in 1987 and has grown to be the largest homeless service provider in San Diego offering emergency and transitional housing for up to 869 men, women and children on a nightly basis. St. Vincent de Paul currently provides 42% of all available shelter beds in urban San Diego. St. Vincent de Paul provides transitional housing programs for over 4,000 homeless individuals a year as well as comprehensive services including daily meals, case management, counseling, employment skills development, education, child care, access to free healthcare and other supportive services leading to greater self-sufficiency and independence. SVDP and St. Vincent de Paul Village, Inc. are 501c (3) organizations, each with its own Board of Directors; however the agencies collaborate closely for fundraising and program development, and share the same President, Father Joe Carroll. SVDP’s Statement for Public Disclosure and most recent financials are included as Attachments 2 and 3.

Chelsea has been developing affordable housing in San Diego and Imperial Counties of southern California and Yuma County, Arizona for nineteen years. Chelsea has developed thirty-nine (39) properties totaling 3,933 units of affordable housing. The following table summarizes the projects that Chelsea has developed in the City of San Diego. Chelsea’s Statement for Public Disclosure and most recent financials are included as Attachments 4 and 5.

<u>Project Name</u>	<u>Number of Units</u>
Regency Centre	100
Torrey Highlands	76
Villa Andalucia	32
Villa Glen	26
Windwood Village	92
Rancho del Norte	119
Fairbanks Ridge	204
Total	649

Proposed Housing Bonds

The Housing Commission utilizes the Housing Authority’s tax-exempt borrowing status to pass on lower interest rate financing (and make federal tax credits available) to developers of affordable housing. The Housing Authority’s ability to issue bonds is limited under the U.S. Internal Revenue Code. To issue bonds for a project, the Housing Authority must first submit an application to CDLAC for a bond allocation. Prior to submitting applications to CDLAC,

projects are brought before the Housing Commission, Housing Authority, and City Council. Housing Authority bond inducement resolutions must be obtained prior to application submittal and City Council TEFRA resolutions must be secured no later than 30 days after application submittal.

It is anticipated that the project will receive a bond allocation at CDLAC's December meeting; however, if necessary, staff will submit additional applications to CDLAC during 2007 to secure a bond allocation for the project. A general description of the Multifamily Bond Program and actions that must be taken by the Housing Authority and by the City Council to initiate and finalize proposed financings are described in Attachment 6.

The \$40 million allocation that will be sought from CDLAC is approximately 10% higher than the amount for which the project is currently being underwritten (\$36 million). The developer has requested this cushion to account for possible increases in the bond amount due to increases in construction costs or decreases in the assumed interest rate. Of the total \$36 million estimated bond issuance amount, approximately \$33 million in housing revenue bonds will be used to finance the construction of the project and will be paid off at conversion to permanent financing. The permanent bond amount is estimated to be approximately \$3 million and will be based upon project costs, revenues, and interest rates at the time of bond issuance.

The total development cost of the project is estimated to be approximately \$70 million. Other sources of permanent funds for 16th and Market will include a \$10 million low interest loan that has already been secured from the State's Multifamily Housing Program, a donation of the site and equity by SVDP, federal tax credits, and a financial contribution from the Master Developer.

The developer currently proposes to issue the bonds through a private placement. The bonds would meet all the requirements of the Housing Commission's Multifamily Housing Revenue Bond Program policy and would fully comply with the City's ordinance on bond disclosure.

FISCAL CONSIDERATIONS:

There are no fiscal impacts to the Housing Commission, City, or Housing Authority associated with the requested actions. Approval of the bond inducement and TEFRA resolutions do not commit the Housing Authority to issue bonds. The bonds would not constitute a debt of the City of San Diego. If bonds are ultimately issued for the project, the bonds will not financially obligate the City, the Housing Authority or the Housing Commission because security for the repayment of the bonds will be limited to specific private revenue sources. Neither the faith and credit nor the taxing power of the City or the Authority would be pledged to the payment of the bonds. The developer is responsible for the payment of all costs under the financing, including the Housing Commission's annual administrative fee. No local housing funds (Tax increment, Inclusionary, Housing Trust Fund, HOME, CDBG etc.) will be made available to develop the project.

PREVIOUS HOUSING AUTHORITY And/Or COMMITTEE ACTIONS:

On October 22, 2005, the Redevelopment Agency (Agency) approved an Owner Participation Agreement (OPA) for Ballpark Village with the Master Developer. On March 28, 2006, the Agency approved a development permit for 16th and Market.

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:

On May 18, 2005, the Centre City Advisory Committee (CCAC) approved an Owner Participation Agreement (OPA) with the Master Developer that required the provision of affordable housing. On May 25, 2005, the Centre City Development Corporation (CCDC) approved the OPA with the Master Developer. On August 26, 2005 and October 5, 2005, the Housing Commission approved items dealing with the proposed affordable housing requirements of Ballpark Village. On February 15, 2006, CCAC approved a development permit for 16th and Market, and on February 22, 2006, CCDC did the same.

KEY STAKEHOLDERS & PROJECTED IMPACTS:

Low and very-low income households are the intended residents of the project. SVDP and Chelsea compose the development team for the project. The SVDP board members and the owners of Chelsea are listed in Attachments 2 and 4. 16th and Market will partially satisfy the affordable housing obligations of Ballpark Village LLC (JMI Realty/Lennar Homes). US Bank and the Richmond Group have been tentatively selected to provide debt and equity for the project. Quint & Thimmig LLP and Ross Financial have been selected as bond counsel and financial advisor to represent the Housing Authority.

Respectfully submitted,

Approved by,

Cissy Fisher
Director of Housing Finance & Development

Elizabeth C. Morris
President & Chief Executive Officer

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- Attachments:
1. Site Map
 2. SVDP's Disclosure Statement*
 3. SVDP's Financial Statement*
 4. Chelsea's Developer's Disclosure Statement*
 5. Chelsea's Financial Statement*
 6. Multifamily Bond Program Summary

* Distribution of the attachment is limited. A copy is available for review at the Housing Commission office located at 1625 Newton Avenue

Attachment 6

HOUSING COMMISSION MULTIFAMILY HOUSING REVENUE BOND PROGRAM Summary

General Description: The multifamily housing bond program provides below-market financing (based on bond interest being exempt from income tax) for developers willing to set aside a percentage of project units as affordable housing. Multifamily housing revenue bonds are also known as “private activity bonds” bonds because the projects are owned by private entities, often including nonprofit sponsors and for-profit investors.

Bond Issuer: Housing Authority of the City of San Diego. There is no direct legal liability to the City, the Housing Authority or the Housing Commission in connection with the issuance or repayment of bonds; there is no pledge of the City’s or the Housing Authority’s faith, credit or taxing power. The bonds do not constitute a general obligation of the issuer because security for repayment of the bonds is limited to specific private revenue sources, such as project revenues. The developer is responsible for the payment of costs of issuance and all other costs under each financing.

Affordability: Minimum requirement is that at least 20% of the units are affordable at 50% of Area Median Income (AMI). Alternatively, a minimum of 10% of the units may be affordable at 50% AMI with an additional 30% of the units affordable at 60% AMI. The Housing Commission requires that the affordability restriction be in place for a minimum of 15 years. In practice, projects financed by multifamily housing bonds are affordable for a minimum of 30 years. Bonds may also be combined with other financing sources to create deeper affordability and longer terms of restriction.

Rating: Generally “AAA” or its equivalent with a minimum rating of “A” or, under conditions that meet IRS and Housing Commission requirements, bonds may be unrated for private placement with institutional investors (typically, large banks). Additional security is normally achieved through the provision of outside credit support (“credit enhancement”) by participating financial institutions that underwrite the project loans and guarantee the repayment of the bonds. The credit rating on the bonds reflects the credit quality of the credit enhancement provider.

Approval Process:

- **Inducement Resolution:** The bond process is initiated when the issuer (Housing Authority) adopts an “Inducement Resolution” to establish the date from which project costs may be reimbursable from bond proceeds (if bonds are later issued) and to authorize staff to work with financing team to perform a due diligence process. The Inducement Resolution does not represent any commitment by the Housing Commission, Housing Authority, or the developer to proceed with the financing.
- **TEFRA Hearing and Resolution (Tax Equity and Fiscal Responsibility Act of 1982):** To assure that projects making use of tax-exempt financing meet appropriate governmental purposes and provide reasonable public benefits, IRS Code requires that a public hearing be held and that the issuance of bonds be approved by representatives of the governmental unit with jurisdiction over the area in which the project is located (City Council). This process does not make the City financially or legally liable for the bonds or for the project.

[Note: It is uncommon for the members of the City Council to be asked to take two actions at this stage in the bond process---one in their capacity as the City Council (TEFRA hearing and resolution) and another as the Housing Authority (bond inducement). Were the issuer (Housing Authority) a more remote entity, the TEFRA hearing and resolution would be the only opportunity for local elected officials to weigh in on the project.]

- **Application for Bond Allocation:** The issuance of these “private activity bonds” (bonds for projects owned by private developers, including projects with nonprofit sponsors and for-profit investors) requires an allocation of bond issuing authority from the State of California. To apply for an allocation, an application approved by the Housing Authority and supported by an adopted inducement resolution and by proof of credit enhancement (or bond rating) must be filed with the California Debt Limit Allocation Committee (CDLAC). In addition, evidence of a TEFRA hearing and approval must be submitted prior to the CDLAC meeting.
- **Final Bond Approval:** The Housing Authority retains absolute discretion over the issuance of bonds through adoption of a final resolution authorizing the issuance. Prior to final consideration of the proposed bond issuance, the project must comply with all applicable financing, affordability, and legal requirements and undergo all required planning procedures/reviews by local planning groups, etc.
- **Funding and Bond Administration:** All monies are held and accounted for by a third party trustee. The trustee disburses proceeds from bond sales to the developer in order to acquire and/or construct the housing project. Rental income used to make bond payments is collected from the developer by the trustee and disbursed to bond holders. If rents are insufficient to make bond payments, the trustee obtains funds from the credit enhancement provider. No monies are transferred through the Housing Commission or Housing Authority, and the trustee has no standing to ask the issuer for funds.

Bond Disclosure: The offering document (typically a Preliminary Offering Statement or bond placement memorandum) discloses relevant information regarding the project, the developer, and the credit enhancement provider. Since the Housing Authority is not responsible, in any way, for bond repayment, there are no financial statements or summaries about the Housing Authority or the City that are included as part of the offering document. The offering document includes a paragraph that states that the Housing Authority is a legal entity with the authority to issue multifamily housing bonds and that the Housing Commission acts on the behalf of the Housing Authority to issue the bonds. The offering document also includes a paragraph that details that there is no pending or threatened litigation that would affect the validity of the bonds or curtail the ability of the Housing Authority to issue bonds. This is the extent of the disclosure required of the Housing Authority, Housing Commission, or the City. However, it is the obligation of members of the Housing Authority to disclose any material facts known about the project, not available to the general public, which might have an impact on the viability of the project.