

**THE BOARD OF SUPERVISORS OF CONTRA COSTA COUNTY, CALIFORNIA**  
**and for Special Districts, Agencies and Authorities Governed by the Board**

Adopted this Resolution on 10/23/2018 by the following vote:

	<b>John Gioia</b>
	<b>Candace Andersen</b>
<b>AYE:</b>	<input type="text" value="5"/> <b>Diane Burgis</b>
	<b>Karen Mitchoff</b>
	<b>Federal D. Glover</b>
<b>NO:</b>	<input type="text"/>
<b>ABSENT:</b>	<input type="text"/>
<b>ABSTAIN:</b>	<input type="text"/>
<b>RECUSE:</b>	<input type="text"/>



**Resolution No. 2018/512**

RESOLUTION AUTHORIZING THE ISSUANCE OF A MULTIFAMILY HOUSING REVENUE NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000 TO FINANCE THE ACQUISITION AND CONSTRUCTION OF A MULTIFAMILY RENTAL HOUSING PROJECT FOR BAYPOINT FAMILY APARTMENTS, L.P., AND OTHER MATTERS RELATING THERETO

WHEREAS, the County of Contra Costa (the "County") is authorized pursuant to Chapter 7 of Part 5 of Division 31 of the Health and Safety Code of the State of California (the "Act") to issue bonds and notes for the purpose of financing multifamily rental housing facilities; and

WHEREAS, Baypoint Family Apartments, L.P., a California limited partnership (the "Borrower") sponsored by Meta Housing Corporation, has requested that the County issue two series of multifamily housing revenue notes (collectively, the "Notes") and loan the proceeds of the Notes to the Borrower to finance the acquisition and construction by the Borrower of 193-units of residential rental housing to be located at Northeast corner of the intersection of Port Chicago Highway and Willow Pass Road in the Bay Point unincorporated area of the County to be known as Baypoint Family Apartments, and referred to below as the "Development;" and

WHEREAS, on July 9, 2018, the Assistant Deputy Director of the Department of Conservation and Development of the County held a public hearing on the proposed issuance of the Notes by the County for, and the financing, ownership and operation of, the Development, as required under the provisions of the Internal Revenue Code (the "Code") applicable to tax-exempt obligations, following published notice of such hearing, and communicated to the Board of Supervisors of the County all written and oral testimony received at the hearing; and

WHEREAS, on July 10, 2018, the Board of Supervisors of the County adopted Resolution No. 2018/432 authorizing the issuance of the Notes to finance the Development in satisfaction of public approval requirements of the Code; and

WHEREAS, the California Debt Limit Allocation Committee adopted its Resolution No. 18-101 on September 19, 2018 allocating \$67,000,000 of the State of California ceiling on private activity bonds for 2018 to the County for the purpose of financing the Development (the "Allocation"); and

WHEREAS, in order to assist in the financing of the Development, the County has determined to issue one of the Notes (referred to below as the "Senior Note"), as authorized by the Act, and to sell the Senior Note to Pacific Western Bank (the "Bank") pursuant to a loan agreement (the "Bank Loan Agreement") between the County and the Bank, and to use the proceeds of the sale of the Note to the Bank to make a loan to the Borrower pursuant to a loan agreement (the "Senior Borrower Loan Agreement") between the County and the Borrower, with amounts due from the County to the Bank under the Senior Note and the Bank Loan Agreement to be payable solely from amounts paid by the Borrower under the Senior Borrower Loan Agreement; and

WHEREAS, in order to provide additional financing for the Development, the County has determined to issue the other Note

(referred to below as the “Subordinate Note”), as authorized by the Act, and to sell the Subordinate Note to Baypoint Family Apartments, LLC, a California limited liability company (“Baypoint”) pursuant to a Funding Loan Agreement (the “Baypoint Loan Agreement”, and together with the Bank Loan Agreement, the “Lender Loan Agreements”) between the County and Baypoint, and to use the proceeds of the sale of the Subordinate Note to Baypoint to make a loan to the Borrower pursuant to a loan agreement (the “Subordinate Borrower Loan Agreement,” and together with the Senior Borrower Loan Agreement, the “Borrower Loan Agreements”) between the County and the Borrower, with amounts due from the County to Baypoint under the Subordinate Note and the Baypoint Loan Agreement to be payable solely from amounts paid by the Borrower under the Subordinate Borrower Loan Agreement; and

WHEREAS, there have been prepared various documents with respect to the issuance by the County of the Notes, copies of which are on file with the Clerk of the Board, and the Board of Supervisors now desires to approve the issuance of the Notes and the execution and delivery of such documents by the County; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in connection with the issuance of the Notes as contemplated by this Resolution and the documents referred to herein exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of Contra Costa, as follows:

Section 1. The Board of Supervisors hereby finds and declares that the foregoing recitals are true and correct.

Section 2. Pursuant to the Act and the Bank Loan Agreement, the borrowing evidenced by the Senior Note (with the Senior Note to be designated as “County of Contra Costa, California Multifamily Housing Revenue Note (Baypoint Family Apartments) Series 2018B-1”) in an aggregate principal amount, together with the principal amount of the Subordinate Note, not to exceed the amount of the Allocation, is hereby authorized to be issued. The Senior Note shall be executed by the manual or facsimile signature of the Chair of the Board of Supervisors (the “Chair”), in the form set forth in and otherwise in accordance with the Bank Loan Agreement.

Pursuant to the Act and the Baypoint Loan Agreement, the borrowing evidenced by the Subordinate Note (with the Subordinate Note to be designated as “County of Contra Costa, California Multifamily Housing Revenue Note (Baypoint Family Apartments) Series 2018B-2”) in an aggregate principal amount, together with the principal amount of the Senior Note, not to exceed the amount of the Allocation, is hereby authorized to be issued. The Subordinate Note shall be executed by the manual or facsimile signature of the Chair of the Board of Supervisors (the “Chair”), in the form set forth in and otherwise in accordance with the Baypoint Loan Agreement.

Section 3. The Bank Loan Agreement between the County and the Bank, in the form on file with the Clerk of the Board, is hereby approved. Any one of the Chair of the Board of Supervisors, the Vice-Chair of the Board of Supervisors, the County Administrator, the Director of the Department of Conservation and Development, the Assistant Deputy Director of the Department of Conservation and Development and the Community Development Bond Program Manager (collectively, the “Designated Officers”) is hereby authorized, for and in the name and on behalf of the County, to execute and deliver the Bank Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Bank Loan Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof, provided that no additions or changes shall authorize an aggregate principal amount of the Notes in excess of the amount of the Allocation), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Bank Loan Agreement by the County. The date, maturity date, interest rate or rates, privileges, manner of execution, place of payment, terms of redemption and other terms of the Senior Note shall be as provided in the Bank Loan Agreement as finally executed.

Section 4. The Senior Borrower Loan Agreement between the County and the Borrower, in the form on file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers is hereby authorized to execute and deliver the Senior Borrower Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Senior Borrower Loan Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof), the approval of such changes to be conclusively evidenced by the execution and delivery of the Senior Borrower Loan Agreement by the County.

Section 5. The Baypoint Loan Agreement between the County and Baypoint, in the form of file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers is hereby authorized, for and in the name and on behalf of the County, to execute and deliver the Baypoint Loan Agreement in said form, together with such additions thereto or changes therein as are

recommended or approved by the Designated Officer executing the Baypoint Loan Agreement upon consultation with Bond Counsel (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof, provided that no such additions or changes shall authorize an aggregate principal amount of the Notes in excess of the amount of the Allocation), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Baypoint Loan Agreement by the County. The date, maturity date, interest rate or rates, privileges, manner of execution, place of payment, terms of redemption and other terms of the Subordinate Note shall be as provided in the Baypoint Loan Agreement as finally executed.

Section 6. The Subordinate Borrower Loan Agreement between the County and the Borrower, in the form on file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers is hereby authorized to execute and deliver the Subordinate Borrower Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Subordinate Borrower Loan Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof), the approval of such changes to be conclusively evidenced by the execution and delivery of the Subordinate Borrower Loan Agreement by the County.

Section 7. The regulatory agreement and declaration of restrictive covenants, between the County and the Borrower (the "Regulatory Agreement"), in the form on file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers is hereby authorized, for and in the name and on behalf of the County, to execute and deliver the Regulatory Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Regulatory Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Regulatory Agreement by the County.

Section 8. The Assignment Agreement by the County to the Bank (the "Senior Assignment"), and the Assignment Agreement by the County to Baypoint (together with the Senior Assignment, the "Assignments"), in the respective forms on file with the Clerk of the Board, are hereby approved. Any one of the Designated Officers is hereby authorized, for and in the name and on behalf of the County, to execute and deliver the Assignments in said forms, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Assignments upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 11 hereof), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Assignments by the County.

Section 9. The Senior Note, when executed by the County, shall be delivered to the Bank (as the purchaser of the Senior Note), and the Subordinate Note, when executed by the County, shall be delivered to Baypoint (as the purchaser of the Subordinate Note), in each case in accordance with written instructions executed on behalf of the County by any one of the Designated Officers of the County, which instructions said officers are hereby authorized, for and in the name and behalf of the County, to execute and deliver. Such instructions shall provide for the delivery of the Senior Note to the Bank upon the funding by the Bank of the initial advance of the purchase price of the Senior Note as described in the Senior Bank Loan Agreement, and shall provide for the delivery of the Subordinate Note to Baypoint upon the close of escrow of the conveyance of the Development site from Baypoint to the Borrower (the amount of the Subordinate Note to serve as a credit against the purchase price of the Development, as reflected in the Subordinate Borrower Loan Agreement).

Section 10. The law firm of Quint & Thimmig LLP is hereby designated as Bond Counsel to the County for the Senior Note and the Subordinate Note (collectively, the "Notes"). The fees and expenses of such firm for matters related to the Note shall be payable solely from the proceeds of the Note or contributions by the Borrower.

Section 11. All actions heretofore taken by the officers and agents of the County with respect to the issuance of the Notes are hereby approved, confirmed and ratified, and the proper officers of the County, including the Designated Officers, are hereby authorized and directed, for and in the name and on behalf of the County, to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Notes in accordance with this Resolution, including but not limited to any certificates, agreements and other documents described in the Bank Loan Agreement, the Senior Borrower Loan Agreement, the Baypoint Loan Agreement, the Subordinate Borrower Loan Agreement, the Regulatory Agreement or either of the Assignments, or otherwise necessary to issue the Notes and consummate the transactions contemplated by the documents approved by this Resolution.

Section 12. This Resolution shall take effect upon its adoption.

**Contact: Kara Douglas 925-674-7880**

**ATTESTED: October 23, 2018**

David J. Twa, County Administrator and Clerk of the Board of Supervisors

By: Stephanie Mello, Deputy

**cc:**