

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

Adopted this Resolution on 03/26/2019 by the following vote:

**AYE:**

**NO:**

**ABSENT:**

**ABSTAIN:**

**RECUSE:**



**Resolution No. 2019/94**

In the Matter of Approving a Transfer of Ownership of Marina Heights Apartments:

WHEREAS, in October of 2004, the County of Contra Costa (the "County") issued its Multifamily Housing Revenue Bonds (Marina Heights Apartments Project) Series 2004-C (the "2004 Bonds"), and the proceeds of the 2004 Bonds were used to provide financing for the Marina Heights Apartments, located in the City of Pittsburg (the "Project"); and

WHEREAS, Steadfast Marina Heights, L.P., a California limited partnership, the current owner of the Project (the "Current Owner") now desires to sell the Project to FFAH Marina Heights, LLC, a California limited liability company (the "New Owner"), and the agreements related to the 2004 Bonds require the prior written consent of the County to such transfer after the submission of certain documents to the County specified in the Regulatory Agreement and Declaration of Restrictive Covenants, dated as of October 1, 2004 (the "2004 Bond Document"), between the County and the Current Owner; and

WHEREAS, representatives of the New Owner have provided information relative to the experience of the New Owner in respect of the ownership and operation of multifamily rental housing facilities similar to the Project, and have submitted to the County drafts of an Assignment and Assumption of Regulatory Agreement and Declaration of Restrictive Covenants (the "Assignment Agreement") and an opinion of counsel to the New Owner (the "Opinion"), as required by the 2004 Bond Document; and

WHEREAS, Department of Conservation and Development Staff have reviewed the information and documents provided on behalf of the New Owner, and have confirmed that the New Owner has experience in the ownership of multifamily rental housing facilities and that the Assignment Agreement and Opinion conform to the requirements of the 2004 Bond Document; and

WHEREAS, the Current Owner has indicated its intent to cause a redemption of all of the outstanding 2004 Bonds concurrently with the transfer of the Project to the New Owner; and

WHEREAS, the Current Owner has agreed to pay all costs of the County in connection with the County's approval of the transfer of ownership of the Project; and

WHEREAS, the Board of Supervisors now desires to approve the sale and transfer of the ownership of the Project to the New Owner and to authorize the execution of documents related to such transfer, and otherwise to authorize County Staff to assist the Current Owner with the redemption of the 2004 Bonds.

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

Section 1. The Board of Supervisors hereby approves the sale and transfer of the Project from the Current Owner to the New Owner, subject to the receipt by the Affordable Housing Program Manager of an Assignment Agreement executed by the parties thereto, an executed Opinion and an opinion of Bond Counsel as referenced in Section 12 of the 2004 Bond Document. The Director of the Department of Conservation and Development is hereby authorized and directed to execute and deliver the Assignment Agreement in the form on file with the Clerk of the Board, together with such changes as shall be approved by such officer, and the execution and delivery by the Director of the Department of Conservation and Development of the Assignment Agreement shall be conclusive evidence of the approval by the County of the sale and transfer of the Project to the New Owner.

Section 2. Quint & Thimmig LLP is hereby approved as Bond Counsel to the County with respect to the sale and transfer of ownership of the Project and the redemption of the 2004 Bonds; provided that the fees and expenses of Bond Counsel shall be paid by the Current Owner.

Section 3. All actions heretofore taken by the officers and agents of the County with respect to the sale and transfer of ownership of the Project as described in this Resolution are hereby approved, confirmed and ratified, and the proper officers of the County

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 sale and transfer of the Project to the New Owner and the redemption of the 2004 Bonds.

Section 4. This Resolution shall take effect immediately upon its adoption.

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Supervisors on the date shown.

**Contact: Kristen Lackey 925-674-7793**

**ATTESTED: March 26, 2019**

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

By: , Deputy

**cc:**