

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

Adopted this Resolution on 01/07/2020 by the following vote:

**AYE:**

**NO:**

**ABSENT:**

**ABSTAIN:**

**RECUSE:**



**Resolution No. 2020/7**

RESOLUTION AUTHORIZING THE ISSUANCE OF A MULTIFAMILY HOUSING REVENUE NOTE IN A PRINCIPAL AMOUNT NOT TO EXCEED \$40,000,000 TO FINANCE THE ACQUISITION AND REHABILITATION OF A MULTIFAMILY RENTAL HOUSING PROJECT FOR MARINA HEIGHTS APARTMENTS, LP, 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, Marina Heights Apartments, LP, a California limited partnership (the "Borrower") has requested that the County issue a multifamily housing revenue note (the "Note") and loan the proceeds of the Note to the Borrower to finance the acquisition and rehabilitation by the Borrower of 200 units of residential rental housing located at 2 Marina Boulevard in the Pittsburg, California (the "Development"); and

WHEREAS, on July 15, 2019, the Community Development Bond Program Manager of the County held a public hearing on the proposed issuance of the Note 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 30, 2019, the Board of Supervisors of the County adopted Resolution No. 2019/509 authorizing the issuance of the Note 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. 19-133 on October 16, 2019 allocating \$40,000,000 of the State of California ceiling on private activity bonds for 2019 to the County for the purpose of financing the Development; and

WHEREAS, in order to assist in the financing of the Development, the County has determined to issue the Note, as authorized by the Act, and sell the Note to Capital One, N.A., as initial funding lender (the "Funding Lender") pursuant to a funding loan agreement (the "Funding Loan Agreement") among the County, U.S. Bank National Association, as fiscal agent (the "Fiscal Agent"), and the Funding Lender, and to use the proceeds of the sale of the Note to the Funding Lender to make a loan to the Borrower pursuant to a project loan agreement (the "Project Loan Agreement") among the Fiscal Agent, the County and the Borrower, with amounts due from the County to the Funding Lender under the Note and the Funding Loan Agreement to be payable solely from amounts paid by the Borrower under the Project Loan Agreement; and

WHEREAS, there have been prepared various documents with respect to the issuance by the County of the Note, 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 Note 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 Note 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 Funding Loan Agreement, the Note designated as “County of Contra Costa, California, Multifamily Housing Revenue Note (Marina Heights Apartments), 2020 Series B” in an aggregate principal amount of not to exceed \$40,000,000, is hereby authorized to be issued. The 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 Funding Loan Agreement.

Section 3. The Funding Loan Agreement between the County and the Funding Lender, 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 Funding Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Funding Loan Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 9 hereof, provided that no additions or changes shall authorize an aggregate principal amount of the Note in excess of the amount set forth in Section 2 above), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Funding 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 Note shall be as provided in the Funding Loan Agreement as finally executed.

Section 4. The Project Loan Agreement among the Fiscal Agent, 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 Project Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Project Loan Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 9 hereof), the approval of such changes to be conclusively evidenced by the execution and delivery of the Project Loan Agreement by the County.

Section 5. 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 9 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 6. The Note, when executed, shall be delivered by the Fiscal Agent to the Funding Lender (as the initial purchaser of the Note), 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 Note by the Fiscal Agent to the Funding Lender upon the funding by the Funding Lender of the purchase price of the Note as described in the Funding Loan Agreement.

Section 7. It is recognized that the Regulatory Agreement contains restrictions on the operations of the Development that are substantially the same as those set forth in an existing Regulatory Agreement and Declaration of Restrictive Covenants, dated as of October 1, 2004 (the “2004 Regulatory Agreement”) recorded against the Development. In light of the foregoing, the County and the current owner of the Development intend to enter into a Termination Agreement (the “Termination Agreement”) terminating the 2004 Regulatory Agreement upon the conveyance of the Development to the Borrower and the recordation of the Regulatory Agreement. Accordingly, the Termination 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 Termination Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Termination Agreement upon consultation with Bond Counsel to the County (including such additions or changes as are necessary or advisable in accordance with Section 9 hereof), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Termination Agreement by the County.

Section 8. The law firm of Quint & Thimmig LLP is hereby designated as Bond Counsel to the County for the Note. 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 9. All actions heretofore taken by the officers and agents of the County with respect to the issuance of the Note 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 Note in accordance with this Resolution, including but not limited to any certificates, agreements and other documents described in the Funding Loan Agreement, the Project Loan Agreement or the Regulatory Agreement, or otherwise necessary to issue the Note and consummate the transactions contemplated by the documents approved by this Resolution.

Section 10. This Resolution shall take effect 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: January 7, 2020**

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

By: , Deputy

**cc:**