

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

Adopted this Resolution on 03/10/2020 by the following vote:

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



Resolution No. 2020/87

RESOLUTION AUTHORIZING THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$31,121,520 TO FINANCE THE ACQUISITION AND REHABILITATION OF MULTIFAMILY RENTAL HOUSING FACILITIES FOR COGGINS SQUARE 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, in accordance with the Act, in 1998 the County issued \$9,301,000 principal amount of its Multifamily Housing Revenue Bonds (Coggins Square Apartments), 1998 Series D, Issue I and Issue II (collectively, the 1998 Bonds") pursuant to an Indenture of Trust, dated as of November 1, 1998 (the "1998 Indenture"), between the County and The Bank of New York Mellon Trust, N.A. (successor to BNY Western Trust Company), as trustee (the "1998 Trustee"), and loaned the proceeds of the 1998 Bonds to Coggins Square Associates, a California Limited Partnership (the "Current Owner"), the proceeds of which loan were used by the Current Owner to finance an 87 unit residential rental housing facility known as Coggins Square Apartments, located at 1316 Las Juntas Way in the unincorporated area of the County near Walnut Creek (the "Project"); and

WHEREAS, the Current Owner is selling the Project to Coggins Square Apartments, L.P., a California limited partnership (the "Borrower"); and

WHEREAS, the Borrower has requested that the County issue multifamily housing revenue bonds (the "Bonds") and loan the proceeds of the Bonds to the Borrower to finance the acquisition and rehabilitation of the Project by the Borrower; and

WHEREAS, on September 30, 2019, the Affordable Housing Project Manager of the Department of Conservation and Development of the County held a public hearing on the proposed issuance of the Bonds by the County for, and the financing, ownership and operation of, the Project, 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 October 8, 2019, the Board of Supervisors of the County adopted a resolution authorizing the issuance of the Bonds to finance the Project in satisfaction of public approval requirements of the Code; and

WHEREAS, the California Debt Limit Allocation Committee ("CDLAC") adopted its Resolution No. 19-204 on December 11, 2019 allocating \$31,121,520 of the State of California ceiling on private activity bonds for 2019 to the County for the purpose of financing the Project; and

WHEREAS, in order to assist in the financing of the Project, the County has determined to issue the Bonds, as authorized by the Act, and sell the Bonds to Umpqua Bank (the "Bank"); and

WHEREAS, it is proposed that the Bonds be issued pursuant to an indenture of trust (the "Indenture"), among the Bank, the County and U.S. Bank National Association, the "Trustee") and that the proceeds of the sale of the Bonds to the Bank be used to make a loan to the Borrower pursuant to a construction and term loan agreement (the "Loan Agreement") among the Bank, the

County and the Borrower, with amounts due from the County to the Bank under the Bonds and the Indenture to be payable solely from amounts paid by the Borrower under the Loan Agreement; a

WHEREAS, there has been prepared a termination agreement with respect to the termination of a document related to the 1998 Bonds and the issuance by the County of the Bonds, a copy of which is on file with the Clerk of the Board, and the Board of Supervisors now desires to approve the issuance of the Bonds and the execution and delivery of such document 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 Bonds as contemplated by this Resolution and the documents referred to herein will exist, will have happened and will 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. The Board of Supervisors hereby approves the sale of the Project by the Current Owner to the Borrower.

Section 3. The Termination Agreement, among the County, the 1998 Trustee and the Current Owner terminating a regulatory agreement and declaration of restrictive covenants (the "1998 Regulatory Agreement") recorded against the Project in connection with the 1998 Bonds (the "Termination Agreement"), 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 Conservation and Development, the Assistant Deputy Director of Conservation and Development and the Affordable Housing Program Manager (collectively, the "Designated Officers"), acting alone, 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 11 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 4. Pursuant to the Act and the Indenture, the Bonds designated as "County of Contra Costa, California Multifamily Housing Revenue Bond (Coggins Square Apartments), 2020 Series C-1" and "County of Contra Costa, California Multifamily Housing Revenue Bond (Coggins Square Apartments), 2020 Series C-2," in an aggregate principal amount of not to exceed \$31,121,520, are hereby authorized to be issued. The Bonds 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 Indenture.

Section 5. The Indenture among the County, the Trustee, and the Bank (the "Indenture"), in the form on file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers, acting alone, is hereby authorized, for and in the name and on behalf of the County, to execute and deliver the Indenture in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Indenture 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 Bonds in excess of the amount set forth in Section 4 above), the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Indenture 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 Bonds shall be as provided in the Indenture as finally executed.

Section 6. The Loan Agreement among the Bank, 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, acting alone, is hereby authorized to execute and deliver the Loan Agreement in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the 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 Loan Agreement by the County.

Section 7. The regulatory agreement and declaration of restrictive covenants relating to the Project, 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, acting alone, 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 Agreements by the County.

Section 8. The Assignment of Deed of Trust and Related Documents, by the County to the Bank (the "Assignment"), in the form on file with the Clerk of the Board, is hereby approved. Any one of the Designated Officers is hereby authorized, acting alone, for and in the name and on behalf of the County, to execute and deliver the Assignment in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Assignment 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 Assignment by the County.

Section 9. The Bonds, when executed, shall be delivered to the Bank (as the purchaser of the Bonds), 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 Bonds to the Bank upon the funding by the Bank of the initial advance of the purchase price of the Bonds as described in Section 3.03 of the Indenture.

Section 10. The law firm of Quint & Thimmig LLP is hereby designated as Bond Counsel to the County for the Bonds. The fees and expenses of such firm for matters related to the Bonds shall be payable solely from the proceeds of the Bonds 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 Bonds 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 facilitate the sale of the Project to the Borrower, the defeasance of redemption of the 1998 Bonds and the termination of the 1998 Regulatory Agreement, as well as the lawful issuance and delivery of the Bonds in accordance with this Resolution, including but not limited to any certificates, agreements and other documents described in the Termination Agreement, the Indenture, the Loan Agreement, the Regulatory Agreement or the Assignment, or otherwise necessary to defease and redeem the 1998 Bonds, to terminate the 1998 Regulatory Agreement, to issue the Bonds and to consummate the transactions contemplated by the documents approved by this Resolution.

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 10, 2020

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

By: Stephanie Mello, Deputy

cc: