

THE BOARD OF SUPERVISORS OF CONTRA COSTA COUNTY, CALIFORNIA

and for Special Districts, Agencies and Authorities Governed by the Board

Adopted this Resolution on 10/17/2017 by the following vote:

AYE: ☒ 5
 John Gioia
 Candace Andersen
 Diane Burgis
 Karen Mitchoff
 Federal D. Glover

NO: ☐

ABSENT: ☐

ABSTAIN: ☐

RECUSE: ☐



Resolution No. 2017/358

RESOLUTION APPROVING DOCUMENTS TO FACILITATE A REDEMPTION OF BONDS AND THE SALE OF A MULTIFAMILY HOUSING FACILITY, AND AUTHORIZING THE ISSUANCE OF A NEW SERIES OF MULTIFAMILY HOUSING REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$19,500,000 TO FINANCE THE ACQUISITION AND REHABILITATION OF THREE MULTIFAMILY RENTAL HOUSING FACILITIES, ALL FOR CARENA ASSOCIATES, L.P., AS WELL AS APPROVING OTHER MATTERS RELATING THERETO

WHEREAS, in accordance with the Act, in 2000 the County issued \$4,000,000 principal amount of its Multifamily Housing Revenue Refunding Bonds (Camara Circle Apartments), 2000 Series A (the "2000 Bonds") pursuant to an Indenture, dated as of November 1, 2000 (the "2000 Indenture"), between the County and Wells Fargo Bank, National Association, as trustee (the "2000 Trustee"), and loaned the proceeds of the 2000 Bonds to Camara Housing Associates, L.P., a California limited partnership (the "Current Owner"), the proceeds of which loan were used by the Current Owner to finance the Camara Circle Apartments located at 2501, 2513, 2525, 2530, 2531, 2536, 2537, 2549, 2554, 2555 and 2566 Camara Circle in the City of Concord; and

WHEREAS, the Current Owner is selling the Camara Circle Apartments to Carena Associates, 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 by the Borrower of the Camara Circle Apartments from the Current Owner, as well as to finance the rehabilitation of Camara Circle Apartments and the acquisition and rehabilitation of Riley Court Apartments in the City of Concord and Elaine Null Apartments in the Bay Point unincorporated area of the County (the Camara Circle Apartments, the Riley Court Apartments and the Elaine Null Apartments are collectively referred to below as the "Development"); and

WHEREAS, on February 28, 2017, the Community Development Bond Program Manager 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 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 March 14, 2017, the Board of Supervisors of the County adopted Resolution No. 2017/77 authorizing the issuance of the Bonds 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. 17-51 on May 22, 2017 allocating \$19,500,000 of the State of California ceiling on private activity bonds for 2017 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 Bonds, as authorized by the Act, and sell the Bonds to Bank of America, N.A. (the "Bank"); and

WHEREAS, it is proposed that the Bonds be issued pursuant to an indenture of trust (the "Indenture"), between the County and the Bank, 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 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; and

WHEREAS, there have been prepared various documents with respect to the redemption of the 2000 Bonds and the issuance by the County of the Bonds, 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 Bonds 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 Bonds 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. The Board of Supervisors hereby approves the sale of the Camara Circle Apartments by the Current Owner to the Borrower.

Section 3. The First Supplemental Indenture, between the 2000 Trustee and the County amending the 2000 Indenture to facilitate the redemption of the 2000 Bonds, and the Termination Agreement, among the County, the 2000 Trustee and the Current Owner terminating five regulatory agreements and declaration of restrictive covenants (the "2000 Regulatory Agreements") recorded against Camara Circle Apartments in connection with the 2000 Bonds (collectively, the "2000 Documents"), in the respective forms on file with the Clerk of the Board, are 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 Community Development Bond 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 2000 Documents in said forms, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the 2000 Documents 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 2000 Documents by the County.

Section 4. Pursuant to the Act and the Indenture, the Bonds designated as "County of Contra Costa Multifamily Housing Revenue Bonds (Carena Scattered Site Renovation), Series 2017A" in an aggregate principal amount of not to exceed \$19,500,000, 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 between the County 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 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 2 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 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 a Regulatory Agreement for each site on which contiguous units in the Development are located in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Regulatory Agreements 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(b) 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 Camara Circle Apartments to the Borrower, the redemption of the 2000 Bonds and the termination of the 2000 Regulatory Agreements, as well as the lawful issuance and delivery of the Bonds, all in accordance with this Resolution, including but not limited to any certificates, agreements and other documents described in the 2000 Documents, the Indenture, the Loan Agreement, the Regulatory Agreement or the Assignment, or otherwise necessary to redeem the 2000 Bonds, to terminate the 2000 Regulatory Agreements, to issue the Bonds and to otherwise 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

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.

ATTESTED: October 17, 2017

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

Stephanie Mello
By: Stephanie Mello, Deputy



cc: