

LAHD Request for Issuance of Bond for Marcella Gardens

Attachment A

Bond Resolution for the Marcella Gardens on next page.

RESOLUTION

CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF A BOND BY THE CITY OF LOS ANGELES DESIGNATED AS ITS MULTIFAMILY HOUSING REVENUE BOND (MARCELLA GARDENS APARTMENTS) SERIES 2024C TO PROVIDE FINANCING FOR THE CONSTRUCTION AND EQUIPPING OF THE MULTIFAMILY HOUSING PROJECT SPECIFIED IN PARAGRAPH 16 HEREOF AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, A LOAN AGREEMENT, AN AMENDED AND RESTATED REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS AND RELATED DOCUMENTS AND AGREEMENTS AND THE TAKING OF RELATED ACTIONS, INCLUDING THE EXECUTION OF AMENDATORY DOCUMENTS THERETO.

WHEREAS, the City of Los Angeles (the “City”) is authorized, pursuant to the provisions of Section 248, as amended, of the City Charter (the “Charter”) of the City and Article 6.3 of Chapter 1 of Division 11 of the Los Angeles Administrative Code, as amended (the “Law”), to issue its revenue bonds for the purposes of providing financing for the acquisition, construction and development of multifamily rental housing for persons and families of low or moderate income (the “Program”) which will satisfy the provisions of Chapter 7 of Part 5 of Division 31 of the Health and Safety Code of the State of California (the “Act”); and

WHEREAS, the City desires to issue pursuant to the Law and in accordance with the Act, its revenue bond to provide financing for the acquisition, construction and equipping of that multifamily rental housing project described in paragraph 16 below (the “Project”); and

WHEREAS, the Project will be located wholly within the City; and

WHEREAS, it is in the public interest and for the public benefit that the City authorize financing for the Project, and it is within the powers of the City to provide for such a financing and the issuance of such bond; and

WHEREAS, on November 24, 2020, the City previously issued its Multifamily Housing Revenue Bond (Marcella Gardens Apartments) Series 2020P (the “2020 Bond”) in an aggregate principal amount not to exceed \$15,900,000, pursuant to a plan of financing, to finance a portion of the acquisition, construction and equipping of the Project; and

WHEREAS, Marcella Gardens, L.P., a California limited partnership (the “Owner”) has now requested the City to authorize the issuance of its Multifamily Housing Revenue Bond (Marcella Gardens Apartments) Series 2024C (the “2024 Bond”) with a principal amount not to exceed \$1,955,095; and

WHEREAS, the City proposes to use the proceeds of the 2024 Bond to fund a loan to the Owner to finance a portion of the construction and equipping of the Project and, if applicable, to pay certain costs of issuance in connection with the issuance of the 2024 Bond; and

WHEREAS, Zions Bancorporation, N.A. dba California Bank & Trust, a national banking association (the “Purchaser”), has expressed its intention to purchase (or to cause a subsidiary or affiliate to purchase) the 2024 Bond authorized hereby, in whole; and

WHEREAS, this Council (the “City Council”) finds that the public interest and necessity require that the City at this time make arrangements for the sale of such 2024 Bond; and

WHEREAS, the interest on the 2024 Bond may qualify for a federal tax exemption under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the “Code”), only if the 2024 Bond is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the 2024 Bond is required to be approved, following a public hearing, by an elected representative of the issuer of the 2024 Bond and an elected representative of the governmental unit having jurisdiction over the area in which the Project is located; and

WHEREAS, this City Council is the elected legislative body of the City and is the applicable elected representative required to approve the issuance of the 2024 Bond within the meaning of Section 147(f) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, the City caused a notice to appear in the *Los Angeles Times*, which is a newspaper of general circulation in the City, on July 20, 2019, and December 11, 2023, to the effect that a public hearing would be held on August 5, 2019, and December 18, 2023, regarding the issuance of multifamily housing revenue bonds or notes, pursuant to a plan of financing, to finance the acquisition, rehabilitation, construction, and equipping of the Project; and

WHEREAS, the Los Angeles Housing Department (previously known as the Los Angeles Housing and Community Investment Department) held said public hearings on such dates, at which times an opportunity was provided to present arguments both for and against the issuance of multifamily housing revenue bonds or notes for the Project; and

WHEREAS, the minutes of such public hearing, and any written comments received with respect thereto, have been presented to this City Council; and

WHEREAS, the Owner provided to the City the following information as a good faith estimate of the cost of the 2024 Bond financing, and the City disclosed such information in accordance with Section 5852.1 of the California Government Code: (a) the true interest cost of the 2024 Bond, (b) the finance charge of the 2024 Bond, including all third party expenses, (c) the amount of proceeds received by the City for the sale of the 2024 Bond less the finance charge of the 2024 Bond and any reserves or capitalized interest paid or funded with proceeds of the 2024 Bond and (d) the total payment amount, all as reflected on the attached Exhibit A (the “Financing Information”); and

WHEREAS, such Financing Information has been disclosed in connection with the City Council meeting in which this Resolution is approved;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Los Angeles, as follows:

1. The recitals hereinabove set forth are true and correct, and this City Council so finds. This Resolution is being adopted pursuant to the Law.

2. Pursuant to the Law and in accordance with the Act and the Indenture (as hereinafter defined), a revenue bond of the City, to be designated as “City of Los Angeles Multifamily Housing Revenue Bond (Marcella Gardens Apartments) Series 2024C,” in one or more series in an aggregate principal amount not to exceed \$1,955,095 is hereby authorized to be issued. The principal amount of the 2024 Bond to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.

3. The proposed form of an Indenture of Trust (the “Indenture”) by and among the City, the Purchaser as Bondowner Representative and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”), in substantially the form attached hereto, is hereby approved along with any additions or supplements which may, in the determination of a Designated Officer, be necessary to document the issuance of the 2024 Bond authorized hereunder. The Mayor of the City, the General Manager, any Acting General Manager, or any Interim General Manager, any Assistant General Manager, Acting Assistant General Manager, Interim Assistant General Manager, Executive Officer or the Acting Director or Director—Finance and Development Division of the Housing Development Bureau of the Los Angeles Housing Department (each hereinafter referred to as a “Designated Officer”) are each hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Indenture with such additions, changes or corrections as the Designated Officer executing the same may approve upon consultation with the City Attorney and Bond Counsel to the City and approval by the City Attorney, provided that such additions or changes shall not authorize an aggregate principal amount of the 2024 Bond in excess of the amount stated above, such approval by the City Attorney to be conclusively evidenced by the execution and delivery of the Indenture with such additions, changes or corrections.

4. The proposed form of the 2024 Bond, as set forth in the Indenture, is hereby approved, and the Mayor and City Treasurer, Interim City Treasurer or Deputy City Treasurer of the City are hereby authorized and directed to execute, by manual or facsimile signatures of such officers under the seal of the City, and the Trustee or an authenticating agent is hereby authorized and directed to authenticate, by manual signatures of one or more authorized officers of the Trustee or an authenticating agent, the 2024 Bond in substantially such form, and the Trustee is hereby authorized and directed to sell and deliver the 2024 Bond to the Purchaser in accordance with the Indenture and the Loan Agreement (hereinafter defined). The date, maturity date, interest rate or rates (which may be either fixed or variable), interest payment dates, denomination, form of registration privileges, manner of execution, place of payment, terms of redemption, use of proceeds, series designation and other terms of the 2024 Bond shall be as provided in the Indenture as finally executed; provided, however, that the principal amount of the 2024 Bond shall not exceed \$1,955,095 the interest rate on the 2024 Bond shall not exceed 12% per annum and the

final maturity of the 2024 Bond shall be no later than 40 years from the date of issuance. The initial purchase price of the 2024 Bond shall be 100% of the par amount thereof as advances are made with respect to the 2024 Bond by the Purchaser. The 2024 Bond may, if so provided in the Indenture, be issued as a “drawdown” bond to be funded over time as provided in the Indenture. Such 2024 Bond may be delivered in temporary form pursuant to the Indenture if, in the judgment of the City Attorney, delivery in such form is necessary or appropriate until the 2024 Bond in definitive form can be prepared.

5. The proposed form of Amended and Restated Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) to be entered into by and among the City, the Trustee and the Owner, which amends and restates in whole the regulatory agreement executed in connection with the issuance of the 2020 Bond, substantially in the form attached hereto, is hereby approved. Any Designated Officer is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Regulatory Agreement, with such additions, changes and corrections as the Designated Officer may approve upon consultation with the City Attorney and Bond Counsel and approval of the City Attorney, such approval to be conclusively evidenced by the execution of said Regulatory Agreement with such additions, changes or corrections. Any Designated Officer is hereby authorized and directed for and in the name and on behalf of the City to execute amendments to the Regulatory Agreement in order that interest on the 2020 Bond and the 2024 Bond remains taxexempt.

6. The proposed form of Loan Agreement (the “Loan Agreement”), by and among the City, the Purchaser as Bondowner Representative and the Owner, in substantially the form attached hereto, is hereby approved. Any Designated Officer is hereby authorized and directed, for and in the name and on behalf of the City, to execute the Loan Agreement, with such additions, changes or corrections as the Designated Officer executing the same may approve upon consultation with the City Attorney and Bond Counsel and approval by the City Attorney, such approval to be conclusively evidenced by the execution of the Loan Agreement with such additions, changes or corrections.

7. All actions heretofore taken by the officers and agents of the City with respect to the sale and issuance of the 2024 Bond are hereby approved, confirmed and ratified, and each Designated Officer of the City, the City Clerk and other properly authorized officers of the City are hereby authorized and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including, but not limited to, those described in the Indenture, the Loan Agreement, the Regulatory Agreement and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the 2024 Bond and the implementation of the Program in accordance with the Act and the Law and this Resolution and resolutions heretofore adopted by the City.

8. The City Clerk of the City or any deputy thereof is hereby authorized to countersign or to attest the signature of any Designated Officer and to affix and attest the seal of the City as may be appropriate in connection with the execution and delivery of any of the documents authorized by this resolution, provided that the due execution and delivery of said documents or any of them shall not depend on such signature of the City Clerk or any deputy thereof or affixing of such seal. Any of such documents may be executed in multiple counterparts.

9. In addition to the Designated Officers, any official of the City, including any official of the Los Angeles Housing Department, as shall be authorized in writing by the Mayor of the City, is hereby authorized for and on behalf of the City to execute and deliver any of the agreements, certificates and other documents, except the 2024 Bond, authorized by this Resolution.

10. In accordance with procedures established by the City Charter, the City Council, by adoption and approval of this Resolution and with the concurrence of the Mayor, does hereby direct that the proceeds of the 2024 Bond be delivered directly to the Trustee, instead of the City Treasurer, to be deposited into the funds and accounts established under the Indenture.

11. Pursuant to Section 147(f) of the Code, the City Council hereby approves the issuance of the 2024 Bond to finance the Project. It is intended that this Resolution constitute approval of the 2024 Bond by the applicable elected representative of the issuer of the 2024 Bond and the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, in accordance with said Section 147(f).

12. Pursuant to the City Charter all agreements to which the City is a party shall be subject to approval by the City Attorney as to form.

13. Each Designated Officer and other properly authorized officials of the City as specifically authorized under this resolution are hereby authorized, directed and empowered on behalf of the City and this Council to execute any other additional applications, certificates, agreements, documents or other instruments or any amendments or supplements thereto, subject to approval by the City Attorney as to form, or to do and to cause to be done any and all other acts and things as they may deem necessary or appropriate to carry out the purpose of the foregoing authorizations and to address any issues arising with respect to the 2020 Bond, the 2024 Bond or the agreements relating thereto subsequent to their issuance, including any amendments or supplements to such documents which effect a “reissuance” of the 2020 Bond or the 2024 Bond for federal income tax purposes.

14. The 2024 Bond shall contain a recital that it is issued pursuant to the Law and in accordance with the Act.

15. This Resolution shall take effect immediately upon its passage and adoption.

16. The "Project" and "Owner", as used herein, shall have the following meanings:

Project Name	Number of Units	Address	Owner
Marcella Gardens	59 plus 1 manager unit	6714 & 6722 South Main Street and 115,121,125 & 129 East 68th Street, Los Angeles, CA 90003	Marcella Gardens, L.P.

[Remainder of page intentionally left blank]

I certify that the foregoing Resolution was adopted by the Council of the City of Los Angeles at its meeting on _____, 2024.

By _____
Name _____
Title _____

EXHIBIT A
FINANCING INFORMATION
(ATTACHED)

PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, the following good faith estimate is provided by Zions Bancorporation, N.A. dba California Bank & Trust at the request of Marcella Gardens, L.P. to the City of Los Angeles (the "City") prior to the City's regular City Council (the "Council") meeting (the "Meeting") at which Meeting the Council will consider the authorization of conduit revenue obligations (the "Loan") as identified below.

1. Name of Borrower: Marcella Gardens, L.P.
2. Name of Bond Issue / Conduit Revenue Obligations: City of Los Angeles Multifamily Housing Revenue Bond (803 E. 5th Street) Series 2024C (the "Loan").
3. Amount of Bond Issue/ Conduit Revenue Obligations: \$1,955,000
4. Private Placement Lender or Bond Purchaser, Underwriter or Financial Advisor (mark one) engaged by the Borrower from which the Borrower obtained the following required good faith estimates relating to the Loan:
 - (A) The true interest cost of the Loan, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the new issue of Loan (to the nearest ten-thousandth of one percent): 7.82941%.
 - (B) The finance charge of the Loan, which means the sum of all fees and charges paid to third parties: \$29,326.
 - (C) The amount of proceeds received by the public body for sale of the Loan less the finance charge of the Loan described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Loan: \$1,925,674.
 - (D) The total payment amount, which means the sum total of all payments the borrower will make to pay debt service on the Loan plus the finance charge of the Loan described in subparagraph (B) not paid with the proceeds of the Loan (which total payment amount shall be calculated to the final maturity of the Loan): \$38,266.

This document has been made available to the public at the Meeting of the Council.