

RESOLUTION

CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF ONE OR MORE SERIES OF MULTIFAMILY NOTES BY THE CITY OF LOS ANGELES DESIGNATED AS ITS MULTIFAMILY HOUSING REVENUE NOTE (SANTA MONICA & VERMONT APARTMENTS) SERIES 2022B-1 AND TAXABLE SERIES 2022B-2 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$68,853,767 CONSISTING OF UP TO \$56,000,000 OF SERIES 2022B-1 NOTE AND UP TO \$12,853,767 OF TAXABLE SERIES B-2 NOTE TO PROVIDE FINANCING FOR THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE MULTIFAMILY HOUSING PROJECT SPECIFIED IN PARAGRAPH 16 HEREOF AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF 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 of the City (the “City Charter”) and Article 6.3 of Chapter 1 of Division 11 of the Los Angeles Administrative Code, as amended (the “Law”) to issue its obligations for the purposes of providing financing for the acquisition, rehabilitation, construction, equipping and development of multifamily rental housing for persons of low and 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 now desires to issue its revenue notes pursuant to the Law, and in accordance with the Act, to provide financing for the acquisition, construction and equipping of the 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 the financing of the Project, and it is within the powers of the City to provide for such a financing and the issuance of such notes; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Housing Revenue Note (Santa Monica & Vermont Apartments) Series 2022B -1(the “Series 2022B-1 Note”) with a principal amount not to exceed \$56,000,000; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Housing Revenue Note (Santa Monica & Vermont Apartments) Taxable Series 2022B-2 (the “Taxable Series 2021B-2 Note” and together with the Series 2022B-1 Note, the “Notes”) with a principal amount not to exceed \$12,853,767; and

WHEREAS, the City proposes to use the proceeds of the Notes to fund a loan to the owner identified in paragraph 16 (the “Owner”) to finance a portion of the acquisition, construction and equipping of the Project and, if applicable, to pay certain costs of issuance in connection with the issuance of the Notes; and

WHEREAS, Bank of America, N.A., or a subsidiary or affiliate thereof (the “Funding Lender”) has expressed its intention to make a loan (the “Funding Loan”) to the City and as evidence for such loan acquire (or to cause a subsidiary or affiliate to acquire) the Notes authorized hereby in whole, and this Council (the “City Council”) finds that the public interest and necessity require that the City at this time make arrangements for the issuance and delivery of such Notes; and

WHEREAS, the interest on the Series 2022B-1 Note 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 Series 2022B-1 Note is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the Series 2022B-1 Note is required to be approved, following a public hearing, by an elected representative of the issuer of the Series 2022B-1 Note 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 Series 2022B-1 Note 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 [REDACTED], to the effect that a public hearing would be held on [REDACTED], regarding the issuance of the Series 2022B-1 Note, pursuant to a plan of financing; and

WHEREAS, the Los Angeles Housing and Community Investment Department (subsequently known as the Los Angeles Housing Department) held said public hearing on such date, at which time an opportunity was provided to present arguments both for and against the issuance of the Series 2021B-1 Note; and

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

WHEREAS, the Owner of the Project has engaged the Funding Lender to provide to the City the following information as a good faith estimate of the cost of the Notes 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 Notes, (b) the finance charge of the Notes, including all third

party expenses, (c) the amount of proceeds received by the City for the issuance and delivery of the Notes less the finance charge of the Notes and any reserves or capitalized interest paid or funded with proceeds of the Notes 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 Funding Loan Agreement (as hereinafter defined) a revenue note of the City, to be designated as “City of Los Angeles Multifamily Housing Revenue Note (Santa Monica & Vermont Apartments) Series 2022B-1” in a principal amount not to exceed \$56,000,000 and a revenue note of the City to be designated as “City of Los Angeles Multifamily Housing Revenue Note (Santa Monica & Vermont Apartments) Taxable Series 2022B-2” in a principal amount not to exceed \$12,853,767 are hereby authorized to be issued. The principal amount of the Notes to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.

3. The proposed form of Funding Loan Agreement (the “Funding Loan Agreement”), among the City, the Funding Lender and such party as shall be designated by the City in the final form of Funding Loan Agreement, as fiscal agent (the “Fiscal Agent”), 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 Notes authorized hereunder. The Mayor of the City, the General Manager, any Acting General Manager or any Interim General Manager, any Assistant General Manager, or any Acting Assistant General Manager, Interim Assistant General Manager, Executive Officer, Director or Acting 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 hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Funding 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 to the City and approval by the City Attorney, provided that such additions or changes shall not authorize an aggregate principal amount of the Notes in excess of the amount stated above, such approval by the City Attorney to be conclusively evidenced by the execution and delivery of the Funding Loan Agreement with such additions, changes or corrections.

Any Designated Officer shall be authorized to approve the appointment of the Fiscal Agent.

4. The proposed form of Project Loan Agreement (the “Loan Agreement”), by and among the City, the Fiscal Agent, 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 said Loan Agreement with such additions, changes or corrections.

5. The proposed form of the Notes, as set forth in the Funding Loan Agreement, 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 Fiscal Agent or an authenticating agent, is hereby authorized and directed to authenticate, by manual signatures of one or more authorized officers of the Fiscal Agent or an authenticating agent, the Notes in substantially such form and the Fiscal Agent is hereby authorized and directed to issue and deliver the Notes to the Funding Lender in accordance with the Funding Loan Agreement. The date, maturity dates, 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 Notes shall be as provided in the Funding Loan Agreement as finally executed; provided, however, that the principal amount of the Series 2022B-1 Note shall not exceed \$56,000,000 and the principal amount of the Taxable Series 2022B-2 Note shall not exceed \$12,853,767, the interest rate on the Notes shall not exceed 12% per annum, and the final maturity of the Note shall be no later than forty years after the date of issuance of the Notes. The initial purchase price of the Note shall be 100% of the principal amount thereof to be paid as advances are made with respect to the Note by the Funding Lender. The Note may, if so provided in the Funding Loan Agreement, be issued as a “draw-down” note to be funded over time as provided in the Funding Loan Agreement. Such Note may be delivered in temporary form pursuant to the Funding Loan Agreement if, in the judgment of the City Attorney, delivery in such form is necessary or appropriate until the Note in definitive form can be prepared.

6. The proposed form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) to be entered into by and among the City, the Fiscal Agent and the Owner, 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 one or more Regulatory Agreements, 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 Series 2022B-1 Note remains tax-exempt.

7. All actions heretofore taken by the officers and agents of the City with respect to the issuance and delivery of the Notes 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 Funding Loan Agreement, 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 Notes 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 Notes, 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 Notes be delivered directly to the Fiscal Agent, instead of the City Treasurer, to be deposited into the funds and accounts established under the Funding Loan Agreement.

11. Pursuant to Section 147(f) of the Code, the City Council hereby approves the issuance of the Series 2022B-1 Note to finance the Project. It is intended that this Resolution constitute approval of the Series 2022B-1 Note by the applicable elected representative of the issuer of the Series 2022B-1 Note 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 Notes or the agreements relating thereto subsequent to their issuance.

14. The Notes shall each 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” referred to herein are as follows:

Project Name	# of Units	Address	Owner
Santa Monica & Vermont Apartments	187 (including 2 manager units)	1021 North Vermont Avenue (formerly known as 4718 West Santa Monica Boulevard), Los Angeles, CA 90029	SMV Housing, L.P.

I certify that the foregoing Resolution was adopted by the Council of the City of Los Angeles at its meeting on _____, 20____.

By _____
Name _____
Title _____

EXHIBIT A
FINANCING INFORMATION
[ATTACHED]