

Attachment B

Bond Resolution for Manchester Urban Homes on next page.

RESOLUTION

CITY OF LOS ANGELES

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF ONE OR MORE SERIES OF NOTES BY THE CITY OF LOS ANGELES DESIGNATED AS ITS MULTIFAMILY HOUSING REVENUE NOTE (MANCHESTER URBAN HOMES) SERIES 2023H-1 IN A PRINCIPAL AMOUNT NOT TO EXCEED \$40,625,000 AND MULTIFAMILY HOUSING REVENUE NOTE (MANCHESTER URBAN HOMES) TAXABLE SERIES 2023H-2 IN A PRINCIPAL AMOUNT NOT TO EXCEED \$30,000,000 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 A FUNDING LOAN AGREEMENT, A BORROWER LOAN AGREEMENT, A 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 or notes 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 notes 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 notes; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Housing Revenue Note (Manchester Urban Homes) Series 2023H-1 (the “Tax-Exempt Note”) in an aggregate principal amount not to exceed \$40,625,000; and

WHEREAS, the City proposes to issue, pursuant to the Law and in accordance with the Act, its Multifamily Housing Revenue Note (Manchester Urban Homes) Taxable Series 2023H-2 (the “Taxable Note” and together with the Tax-Exempt Note, the “Note”) in an aggregate principal amount not to exceed \$30,000,000; and

WHEREAS, the City proposes to use the proceeds of the Note 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 Note; and

WHEREAS, U.S. Bank National Association, a national banking association (the “Purchaser”), has expressed its intention to purchase (or to cause a subsidiary or affiliate to purchase) the Note 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 Note; and

WHEREAS, the interest on the Tax-Exempt 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 Tax-Exempt Note is approved in accordance with Section 147(f) of the Code; and

WHEREAS, pursuant to the Code, the Tax-Exempt Note is required to be approved, following a public hearing, by an elected representative of the issuer of the Tax-Exempt 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 Tax-Exempt 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 December 8, 2022 to the effect that a public hearing would be held on December 15, 2022 regarding the issuance of the Tax-Exempt Note; and

WHEREAS, 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 Tax-Exempt Note; 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 of the Project has engaged the Purchaser to provide to the City the following information as a good faith estimate of the cost of the Note 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 Note, (b) the finance charge of the Note, including all third party expenses, (c) the amount of proceeds received by the City for the issuance and delivery of

the Note less the finance charge of the Note and any reserves or capitalized interest paid or funded with proceeds of the Note 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 (Manchester Urban Homes) Series 2023H-1,” in a principal amount not to exceed \$40,625,000 and a revenue note of the City to be designated as “City of Los Angeles Multifamily Housing Revenue Note (Manchester Urban Homes) Taxable Series 2023H-2,” in a principal amount not to exceed \$30,000,000 are hereby authorized to be issued. The principal amount of the Note to be issued shall be determined by a Designated Officer (as defined below) in accordance with this Resolution.

3. The proposed form of a Funding Loan Agreement (the “Funding Loan Agreement”) by and among the City, the Purchaser as Funding Lender and such fiscal agent as appearing in the final form of Funding Loan Agreement executed by a below-defined Designated Officer (the “Fiscal Agent”), in substantially in 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 Note 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 Funding Loan Agreement with such additions, changes or corrections (including, without limitation, designation of the Fiscal Agent) 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 Note 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 forms of the Note, as set forth in the Funding Loan Agreement, are 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 Note in substantially such form, and the Fiscal Agent is hereby authorized and directed to sell and deliver the Note to the Purchaser in accordance with the Funding Loan Agreement and the Loan Agreement (hereinafter defined). 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 Note shall be as provided in the Funding Loan Agreement as finally executed; provided, however, that the principal amount of the Tax-Exempt Note shall not exceed \$40,625,000 and the principal amount of the Taxable Note shall not exceed \$30,000,000, no interest rate on the Note shall exceed 12% per annum and the final maturity of the Note shall be no later than 40 years from the date of issuance. The initial purchase price of the Note shall be 100% of the par amount thereof as advances are made with respect to the Note by the Purchaser. 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.

5. 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 Tax-Exempt Note remains tax-exempt.

6. The proposed form of Borrower Loan Agreement (the “Loan Agreement”), by and among the City, the Purchaser as Funding Lender 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 Note 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 Note 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 Note, 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 Note 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 Tax-Exempt Note to finance the Project. It is intended that this Resolution constitute approval of the Tax-Exempt Note by the applicable elected representative of the issuer of the Tax-Exempt 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 Note or the agreements relating thereto subsequent to their issuance.

14. The Note 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
Manchester Urban Homes	122 (including 2 managers units)	8721-8761 S. Broadway, Los Angeles, CA 90033	Manchester Urban Homes LP

[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 _____, 2023.

By _____
Name _____
Title _____

PUBLIC DISCLOSURES RELATING TO CONDUIT REVENUE OBLIGATIONS

Pursuant to California Government Code Section 5852.1, the following good faith estimate is provided by U.S. Bank National Association, at the request of Manchester Urban Homes, 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: Manchester Urban Homes, L.P.

2. Name of Bond Issue / Conduit Revenue Obligations: City of Los Angeles Multifamily Housing Revenue Note (Manchester Urban Homes) Series 2022O-1 (the "Tax-Exempt Loan") and City of Los Angeles Multifamily Housing Revenue Note (Manchester Urban Homes) Taxable Series 2022O-2 (the "Taxable Loan", together with the Tax Exempt Loan, the "Loan").

3. Amount of Tax-Exempt Bond Issue / Conduit Revenue Obligations: \$40,625,000
Amount of Taxable Bond Issue / Conduit Revenue Obligations: \$30,000,000

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 Tax-Exempt 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 Tax-Exempt Loan (to the nearest ten-thousandth of one percent): 8.08%. The true interest cost of the Taxable 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 Taxable Loan (to the nearest ten-thousandth of one percent): 8.08%.

 - (B) The finance charge of the Tax-Exempt Loan, which means the sum of all fees and charges paid to third parties: \$746,013. The finance charge of the Taxable Loan, which means the sum of all fees and charges paid to third parties: \$390,054.

 - (C) The amount of proceeds received by the public body for sale of the Tax-Exempt Loan less the finance charge of the bonds described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Tax-Exempt Loan: \$33,670,693. The amount of proceeds received by the public body for sale of the Taxable Loan less the finance charge of the bonds described in subparagraph (B) and any reserves or capitalized interest paid or funded with proceeds of the Taxable Loan: \$27,182,955.

 - (D) The total payment amount, which means the sum total of all payments the borrower will make to pay debt service on the Tax-Exempt Loan plus the finance charge of the Tax-Exempt Loan described in subparagraph (B) not paid with the proceeds of the Tax-Exempt Loan (which total payment amount shall be calculated to the final maturity of the Tax-Exempt Loan): \$43,754,972. The total payment

amount, which means the sum total of all payments the borrower will make to pay debt service on the Taxable Loan plus the finance charge of the Taxable Loan described in subparagraph (B) not paid with the proceeds of the Taxable Loan (which total payment amount shall be calculated to the final maturity of the Taxable Loan): \$29,609,946.

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