



## Request for City Council Committee Action from the Department of Community Planning and Economic Development

**Date:** July 26, 2011

**To:** Council Member Lisa Goodman, Chair Community Development  
Committee

**Subject:** City Place Lofts - Request for Final Approval of up to \$5,500,000 of  
Tax Exempt Multifamily Housing Revenue Entitlement Bonds

**Recommendation:** Approve the attached Resolution giving Final Approval of up to  
\$5,500,000 of Tax Exempt Multifamily Housing Revenue Entitlement  
Bonds for the City Place Lofts Project

### Previous Directives:

- On July 1, 2011, the City Council provided preliminary approval of up to \$5,500,000 of Tax Exempt Multifamily Housing Revenue Entitlement Bonds for the City Place Lofts Project;
- On June 17, 2011, the City Council approved a loan of up to \$945,000 in 2010 Supplemental Affordable Housing Trust Funds to City Place Developer LLC for the development of the City Place Lofts Project;
- On February 15, 2011, the City Council authorized CPED to accept and appropriate a \$212,600 Metropolitan Council Tax Base Revitalization Account (TBRA) grant and a \$100,000 Hennepin County Environmental Response Fund (ERF) grant for this project; and
- On October 12, 2010, the City Council authorized an application to the Metropolitan Council's Tax Base Revitalization Account (TBRA) Program and the Hennepin County Environmental Response Fund (ERF) for environmental remediation and/or investigation assistance for the City Place Lofts Project.

Prepared by: Theresa Cunningham, Senior Project Coordinator (612) 673-5237

Approved by: Thomas A. Streitz, Director of Housing Development \_\_\_\_\_

Charles T. Lutz, CPED Deputy Director \_\_\_\_\_

Presenter in Committee: Theresa Cunningham

**Financial Impact:** Project will generate issuer fees.

### Community Impact:

- Neighborhood Notification: On January 11, 2011, the Downtown Minneapolis Neighborhood Association heard a presentation regarding the proposed development and passed a motion in support of the proposed development.
- City Goals: This project addresses the following goals: A safe place to call home, many People-One Minneapolis, Jobs and economic vitality, Livable Communities-Healthy Lives

- Sustainable targets: Affordable Housing, increased density of development along light rail transit line.
- Comprehensive Plan: Section 4.1 Minneapolis will encourage reinvestment along major urban corridors as a way of promoting growth in all neighborhoods; Section 4.3 Minneapolis will support development in Commercial Corridors where it enhances the street's character, improves its ability to accommodate automobile traffic and foster pedestrian movement, and expands the range of goods and services offered; Section 4.9 Minneapolis will grow by increasing its supply of housing; Minneapolis will increase its housing that is affordable to low and moderate income households. This development is consistent with the Minneapolis Plan for sustainable growth.
- Living wage/Business Subsidy Agreement: N/A
- Zoning Code: The project will comply
- Job Linkage: N/A
- Other

### **Supporting Information**

City Place Lofts is located at 730 Hennepin Avenue in downtown Minneapolis on the NW corner of Hennepin Avenue and South Eighth Street. The property is currently owned by the City of Minneapolis and leased to 100 East 22<sup>nd</sup> Associates LLC under a Common Bond financing lease since 1997. 100 East 22<sup>nd</sup> Associates LLC has entered into a Purchase Agreement with the developer where the mortgage lease will be paid off at the closing on this proposed development.

The property is an eight-story elevator building, which is partially occupied by an adult education facility, the Institute for New Americans, on the first 3 floors under an existing lease set to expire June 2012. The tenant has agreed to re-negotiate a new lease at the time of closing on the proposed development with the new owners. The upper five floors of the building will be converted from office space to low income housing tax credit apartments.

The proposed development will include the purchase and adaptive reuse of the five floors of office space to 45 apartment units with 20 efficiency/studio units with 510 sq. ft., 30-one (1) bedroom units that will have 685 sq. ft. and 5-two (2) bedroom units with 1,065 sq. ft. of living space. Four units will be handicap accessible and one unit will be sensory accessible. In addition, the development includes approximately 1,000 square feet of administrative and community space which will include an on-site management office and a community room/lounge for resident use.

Twenty-seven (60%) of the 45 units will be affordable to individuals and families earning at or below 50% of Area Median Income (AMI) and the remaining 18 units (40%) will be affordable to individuals and families earning at or below 60% of AMI. The development is located on Hennepin Avenue with access to numerous mass transit options (e.g.: buses, taxis, and light rail) within short walking distances of one to four blocks from the development location.

The project will be owned by City Place Housing Limited Partnership which will be formed when the project is syndicated. The general partner will be City Place Lofts LLC. The investor for the tax credits has not yet been identified. A Project Data

Worksheet (PDW) is attached as Exhibit 1 and provides additional details regarding the proposed development.

### **Financing Overview**

The total development cost of the City Place Lofts Project is approximately \$8,703,867. Syndication proceeds for the historic tax credit equity in the project is estimated at approximately \$2,711,941 which includes deferral of a portion of the developer fee (\$444,941). The Housing Revenue Entitlement bonds carry an automatic 4% low income housing tax credit and will generate approximately \$2.3 million in syndication proceeds which is equity to the project. The developer is requesting up to \$5,500,000 in housing revenue entitlement bonds. The bonds will be secured by a first mortgage on the property and will be refinanced with a MHFA LMIR 1<sup>st</sup> mortgage upon construction completion. This is considered an end loan to the project. The bonds will be unrated. Due to the bond refinance at construction completion, Piper Jaffrey will assume any risk during that period. Because of this short bond term and the future take-out of the bonds, credit enhancement is not required.

The developer has received an award of Metropolitan Council Tax Base Redevelopment Account Funds and Hennepin County Environment Relief Funds totalling \$312,600.

The developer received an award of Affordable Housing Trust Funds (AHTF) from the City of Minneapolis for \$945,000. They will also be making a general partner capital contribution of guaranteed interest earned on the bonds during construction of approximately \$10,663. The total developer fee amount of \$926,000 falls within the CPED Housing developer fee policy.

### **Housing Revenue Bond Information**

The developer is requesting final bond approval for the issuance of up to \$5,500,000 in tax exempt multi-family housing entitlement revenue bonds from the city's 2010 allocation. These funds will be supported by project revenues. Staff anticipates this project will close by August 31, 2011.

The current status of the 2010/2011 HRB Entitlement allocation is shown below:

2010 HRB Entitlement	\$120,608,911
Less Riverside Plaza	\$ 69,950,000
2010 HRB Balance	\$ 50,658,911
Plus 2011 HRB Entitlement	\$ 45,326,000
Total HRB Available	\$ 95,984,911
Less- Longfellow Station	\$ 17,000,000
Less- Hi Lake Triangle	\$ 6,500,000
HRB Entitlement Remaining	\$ 72,484,911
Less - City Place Lofts	\$5,500,000
HRB Entitlement Remaining	\$66,984,911

Bond Purchaser: US Bank Trust  
Bond Underwriter: Piper Jaffray  
Bond Counsel: Best & Flanagan L.L.P.  
Council Member Informed: Lisa Goodman, Ward 7

**CITY OF MINNEAPOLIS, MINNESOTA**

**RESOLUTION NO. \_\_\_\_\_**

Authorizing the issuance of bonds in a principal amount not to exceed \$5,500,000, in the form of Multifamily Housing Revenue Bonds (City Place Lofts Project), Series 2011, and approving and authorizing the execution of various documents in connection therewith.

WHEREAS, pursuant to the Minnesota Municipal Housing Act, Minnesota Statutes, Chapter 462C, as amended (the "Act"), a city is authorized to carry out programs for the financing of multifamily housing for persons of low and moderate income, and to authorize its housing and redevelopment authority to act on its behalf; and

WHEREAS, the City Council (the "City Council") of the City of Minneapolis (the "City") has prepared the Housing Plan for Local Housing for the City of Minneapolis, Minnesota, revised June, 1984 (the "Plan") which plan was adopted pursuant to the Act on July 13, 1984; and

WHEREAS, the Act requires adoption of a housing finance program after a public hearing held thereon for which notice was published in a newspaper of general circulation in the City at least fifteen (15) days in advance of the hearing; and

WHEREAS, there has been proposed a program (the "Program") for the issuance of bonds to finance the acquisition and rehabilitation by City Place Housing Limited Partnership, a Minnesota limited partnership (the "Developer"), of a 45-unit multifamily rental housing development located at 730 Hennepin Avenue in the City (the "Project"); and

WHEREAS, the City on June 21, 2011 did conduct a public hearing on the Program; and

WHEREAS, by Resolution 2011R-332 adopted July 1, 2011, and published on July 9 2011, the City gave its preliminary approval to the issuance of the bonds to finance the Program; and

WHEREAS, the City desires to facilitate the development of rental housing within the community, encourage the preservation of affordable housing opportunities for residents of the City, encourage the preservation of housing facilities designed for occupancy by persons of low or moderate income within the boundaries of the City, and the maintenance of affordable units in the Project would assist the City in achieving these objectives; and

WHEREAS, the Program will result in the provision of decent, safe and sanitary rental housing opportunities to persons within the community; and

WHEREAS, this City Council has been advised that conventional, commercial financing to pay the capital costs of the Program is available only on a limited basis and at such high costs of borrowing that the economic feasibility of operating the Project would be significantly reduced, but the City Council has been further advised that with the aid of municipal financing and resulting low borrowing costs, the Project is economically more feasible; and

WHEREAS, the staff of the City considers the proposed Program to be in furtherance of the housing policies of the State of Minnesota as stated in the Act and of the City as stated in the Plan; and

WHEREAS, the program is to be financed from the proceeds of bonds, in an aggregate amount not to exceed \$5,500,000, in the form of Multifamily Housing Revenue Bonds (City Place Lofts Project), Series 2011 (the "Bonds"), to be issued by the City, and the revenues from the Project (as defined below) shall be pledged for the security and payment of the Bonds (except as may otherwise be set forth in the Indenture hereinafter referred to); and

WHEREAS, the Bond proceeds will be used by the City to fund a loan (the "Loan") to the Developer to finance the acquisition and rehabilitation of the Project; and

WHEREAS, the Bonds will be issued under a Trust Indenture, dated as of August 1, 2011 (the "Indenture"), and the proceeds of the Bonds will be loaned to the Developer pursuant to a Loan Agreement, dated as of August 1, 2011 (the "Loan Agreement"), between the City and the Developer, and the Bonds will be secured by a pledge of all rights derived by the Developer from the Loan Agreement (except certain retained rights of the City), and said Bonds and the interest on said Bonds shall be payable solely from the revenues pledged therefor and the Bonds shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation nor give rise to a pecuniary liability of the City or a charge against its general credit or assets and shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Project; and

WHEREAS, forms of the following documents (including the exhibits referred to therein) have been submitted to the City:

- a. The Indenture to be made and entered into between the City and the trustee named therein (the "Trustee"), providing for the issuance of the Bonds, prescribing the form thereof, pledging the trust estate described therein for the security of the Bonds, and setting forth proposed recitals, covenants and agreements with respect thereto;
- b. The Loan Agreement to be made and entered into between the City and the Developer, providing for the loan of the proceeds of the Bonds to the Developer, and for the repayment of such loan;
- c. The Tax Compliance Agreement between the City, the Trustee and the Developer (the "Tax Compliance Agreement");
- d. The Land Use Restriction Agreement between the City, the Trustee and the Developer (the "Land Use Restriction Agreement");
- e. The Bond Purchase Agreement relating to the Bonds between Piper Jaffray & Co. (the "Underwriter"), the City and the Developer (the "Bond Purchase Agreement"); and
- f. The Assignment of Mortgage, Security Agreement, Fixture Financing Statement and Assignment of Leases and Rents, from the City to the Trustee (the "Assignment of Mortgage").

The agreements described and referred to in paragraphs a through f above shall hereinafter sometimes be referred to collectively as the "Agreements";

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL FOR THE CITY OF MINNEAPOLIS:

That it is hereby found, determined and declared that:

- a. The preservation of the quality of life in the City is dependent upon the maintenance, provision and preservation of an adequate housing stock which is affordable to persons and families of low or moderate income, that accomplishing this is a public purpose, and that many would-be providers of housing units in the City are either unable to afford mortgage credit at present market rates of interest or are unable to obtain mortgage credit because the mortgage credit market is severely restricted.
- b. The development and implementation of the Program, and the issuance and sale of the Bonds by the City, and the execution and delivery of the Agreements and the performance of all covenants and agreements of the City contained therein and of all other acts and things required under the Constitution and Laws of the State of Minnesota to make the Agreements and the Bonds valid and binding obligations of the City in accordance with their terms, are authorized by the Act.
- c. The implementation of the Program for the purposes and in the manner contemplated by the Agreements conforms or will conform to all pertinent statutes, regulations and ordinances of the State of Minnesota and the City.
- d. It is desirable that the Bonds be issued by the City in one or more series, in an aggregate

principal amount not to exceed \$5,500,000, on the terms set forth in the Resolution, the Indenture, the Loan Agreement, the Land Use Restriction Agreement and the Bonds.

e. The payments required or provided for by the Agreements are intended to produce income and revenues sufficient to provide for the payment when due of principal of and interest on all Bonds issued under the Resolution, and payments are required to be made for such expenses of, among other things, administration of the Program as will be necessary to protect the interests of the City and the Trustee.

f. Pursuant to the provisions of the Act, and as provided in the Agreements, the Bonds shall be retired solely from the revenues of the Project.

BE IT FURTHER RESOLVED, that the Agreements in substantially the forms submitted to the City at this meeting are hereby approved. Such of the documents as require the execution of the City are hereby authorized and directed to be executed or accepted, as the case may be, and delivered in the name and on behalf of the City by its Finance Officer upon execution thereof by the parties thereto as appropriate. The Bonds and the Agreements shall be executed and delivered as provided therein. Copies of all the documents necessary for the consummation of the transactions described herein and in the Agreements shall be delivered, filed and recorded as provided herein and in the Agreements.

BE IT FURTHER RESOLVED, that the form and terms of the Agreements may be varied prior to execution and delivery by the parties thereto, provided that any such variance shall not be, in the opinion of the City's legal counsel and the Finance Officer, materially adverse to the interests of the City. The execution and delivery of the Agreements as provided above shall be conclusive evidence of the determination that any such variance was not materially adverse to the interests of the City.

BE IT FURTHER RESOLVED, that in anticipation of the collection of revenues of the Project, there shall be issued forthwith the Bonds, which issuance is approved, substantially in the forms and upon the terms set forth in the Agreements and the Bonds, the terms of which are for this purpose incorporated in this Resolution and made a part hereof as if fully set forth herein. The Bonds shall be dated as of the date and shall mature on the dates (subject to redemption on such earlier dates as provided in the Bonds), bear interest and be payable at the rates, all determined as set forth in the Agreements and the Bonds, to be approved, executed and delivered by the officers of the City authorized to do so by the provisions of this Resolution, which approval shall be conclusively evidenced by such execution and delivery; provided that such rates shall result in an average coupon rate not greater than 6.50% per annum with respect to the Bonds.

BE IT FURTHER RESOLVED, that all actions of the members, employees and staff of the City heretofore taken in furtherance of the Program are hereby approved, ratified and confirmed.

BE IT FURTHER RESOLVED, that the Bonds are hereby designated "Program Bonds" and are determined to be within the "Housing Program" and the "Program," all as defined in Resolution 88R-021 of the City adopted January 29, 1988, and as amended by Resolution 97R-402 of the City adopted December 12, 1997.

BE IT FURTHER RESOLVED, that the sale of said Bonds to the Underwriter is hereby approved, and the Bonds are hereby directed to be sold to the Underwriter, upon the terms and conditions set forth in the Agreements and the Bonds. The Finance Officer of the City is hereby authorized and directed to prepare and execute by manual or facsimile signature the Bonds as described in the Agreements and to deliver them to the Trustee together with a certified copy of this Resolution, and the other documents required by the Agreements.

BE IT FURTHER RESOLVED, that the Finance Officer and other officers of the City are authorized and directed to prepare and furnish when the Bonds are issued, certified copies of all proceedings and records of the City relating to the Bonds and such other affidavits and certificates (including but not limited to those required by bond counsel) as may be required to show the facts relating to the legality, tax exemption and marketability of the Bonds as such facts appear from the books and records in said officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements made by the City and contained therein. The Finance Officer and said officers are further authorized to execute such additional documents as shall be determined by the Finance Officer to be necessary and desirable to provide for the issuance of the Bonds.

BE IT FURTHER RESOLVED, that all covenants, stipulations, obligations and agreements of the City contained in this Resolution and the aforementioned documents shall be deemed to be the covenants, stipulations, obligations and agreements of the City to the full extent authorized or permitted by law, and all such covenants, stipulations, obligations and agreements shall be binding upon the City. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the City by the provisions of this Resolution or of the aforementioned documents shall be exercised or performed by the City or by such members of the City, or such officers, board, body or agency thereof as may be required or authorized by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the aforementioned documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the City, or any officer, agent or employee of the City in that person's individual capacity, and neither the City Council nor any officer or employee executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

No provision, covenant or agreement contained in the aforementioned documents, the Bonds or in any other document related to the Bonds, and no obligation therein or herein imposed upon the City or the breach thereof, shall constitute or give rise to any pecuniary liability of the City or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants and representations set forth in such documents, the City has not obligated itself to pay or remit any funds or revenues, other than funds and revenues derived from the Project, the proceeds of the Bonds which are to be applied to the payment of the Bonds, as provided therein and in the Agreements. The Bonds shall not constitute a charge, lien or encumbrance, legal or equitable, upon any property or funds of the City except the revenue and proceeds pledged to the payment thereof, nor shall the City be subject to any liability thereon. The holders of the Bonds shall never have the right to compel any exercise of the taxing power of the City to pay the outstanding principal of the Bonds, or the interest thereon, or to enforce payment thereof against any property of the City. The Bonds shall recite in substance that the Bonds, including the interest thereon, are payable solely from the revenues and proceeds pledged to the payment thereof. The Bonds shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation.

BE IT FURTHER RESOLVED, that except as herein otherwise expressly provided, nothing in this Resolution or in the aforementioned documents expressed or implied is intended or shall be construed to confer upon any person or firm or corporation, other than the City or any holder of the Bonds issued under the provisions of this Resolution, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, this resolution, the aforementioned documents and all of their provisions being intended to be and being for the sole and exclusive benefit of the City and any holder from time to time of the Bonds issued under the provisions of this Resolution.

BE IT FURTHER RESOLVED, that in case any one or more provisions of this Resolution, or of the aforementioned documents, or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution, or of the aforementioned documents, or of the Bonds, but this Resolution, the aforementioned documents, the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

BE IT FURTHER RESOLVED, that the Bonds, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Bonds and the regularity of the issuance thereof, and that all acts, conditions and things required by the laws of the State of Minnesota relating to the adoption of this Resolution, to the issuance of the Bonds and to the execution of the aforementioned documents to happen, exist and be performed precedent to and in the enactment of this Resolution, and precedent to issuance of the Bonds, and precedent to the execution of the aforementioned documents have happened, exist and have been performed as so required by law.

BE IT FURTHER RESOLVED, that in the event any of the officers of the City authorized to execute documents on behalf of the City under this resolution have resigned or shall for any reason be unable to do so, any member of the City, or officer of the City, is hereby directed and authorized to do so on behalf of the City, with the same effect as if executed by the officer authorized to do so in this Resolution.

BE IT FURTHER RESOLVED, that the City hereby allocates up to \$5,500,000 of its 2011 (or carryover) entitlement authority to issue tax-exempt bonds pursuant to Minnesota Statutes, Chapter 474A, to the Bonds, the actual amount of such allocation to be in the aggregate principal amount of Bonds issued.

BE IT FURTHER RESOLVED, that this Resolution shall take effect upon publication.

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