



## REPORT TO THE HOUSING AUTHORITY OF THE CITY OF SAN DIEGO

**DATE ISSUED:** June 6, 2019

**REPORT NO:** HAR19-014

**ATTENTION:** Chair and Members of the Housing Authority of the City of San Diego  
For the Agenda of June 25, 2019

**SUBJECT:** Preliminary Bond Authorization for Scripps Mesa Apartments

**COUNCIL DISTRICT:** 5

### REQUESTED ACTION

Take the initial steps to issue Housing Authority of the City of San Diego tax-exempt Multifamily Housing Revenue Bonds to fund the construction of Scripps Mesa Apartments, a 264-unit rental housing development, located at 10380 Spring Canyon Road, San Diego, California 92131, which will consist of 53 units that will remain affordable for 55 years for very low-income families and 211 market-rate rental housing units.

### STAFF RECOMMENDATION

That the Housing Authority of the City of San Diego (Housing Authority) take the following actions, as described in this report.

- 1) Approve the following steps to issue Housing Authority tax-exempt Multifamily Housing Revenue Bonds for Scripps Mesa Apartments, a 264-unit rental housing development, located at 10380 Spring Canyon Road, San Diego, California 92131, which will consist of 53 units that will remain affordable for 55 years for very low-income families and 211 market rate rental housing units:
  - a. Issue a bond inducement resolution (Declaration of Official Intent) for up to \$110,000,000 in Multifamily Housing Revenue Bonds for the construction of Scripps Mesa Apartments by Scripps Mesa Apartments, L.P.;
  - b. Authorize an application (and subsequent applications, if necessary) to the California Debt Limit Allocation Committee (CDLAC) for an allocation of authority to issue tax-exempt private activity bonds in an amount up to \$110,000,000 for Scripps Mesa Apartments;
  - c. Approve the financing team of Orrick as Bond Counsel and Ross Financial as Financial Advisor; and
- 2) Authorize the San Diego Housing Commission's (Housing Commission) President & Chief Executive Officer (President & CEO), or designee, to execute any and all documents that are necessary to effectuate the transaction and implement these approvals in a form approved by General Counsel and Bond Counsel, and to take such actions as are necessary, convenient, and/or appropriate to implement these approvals upon advice of General Counsel and/or the Bond Counsel.

**SUMMARY**

Development Summary is included as Attachment 1.

**Table 1 – Development Details**

Address	10380 Spring Canyon Road, San Diego 92131
Council District	5
Community Plan Area	Miramar Ranch North
Development Type	New Construction
Construction Type	Type-V Residential & Type II Parking Structure
Parking Type	Residential Parking Structure: 456 spaces Commercial: 17 surface parking spaces STEM Building: 28 surface parking spaces
Housing Type	Multifamily
Lot Size	6.72 acres – 292,723 square feet
Units	264
Density	40 dwelling units per acre
Affordable Unit Mix	18 one-bedroom units 29 two-bedroom units 6 three-bedroom unit
Market Rate Unit Mix	72 one-bedroom units 114 two-bedroom units 25 three-bedroom unit
Gross Building Area	374,261 square feet
Net Rentable Area	270,534 square feet

**The Development**

Scripps Mesa Apartments is a proposed 264-unit multifamily rental housing development located at 10380 Spring Canyon Road in the Miramar Ranch North community area (Attachment 2 – Site Map). The project is a unique public-private partnership opportunity to provide rental housing, both affordable and market-rate, along with a community space, retail space, and dedicated space for a new Student Makerspace and Community Center building. This project is being developed under a long-term ground lease and joint occupancy agreement with Scripps Mesa Apartments, L.P. and the San Diego Unified School District.

Residential project amenities include: clubhouse/leasing center, fitness center, dog run, pool and spa, and indoor/outdoor community gathering space. Additionally, approximately 2,000 square feet of neighborhood retail/commercial space and the approximately 4,000-square-foot San Diego Unified School District Community/Student Center building will be included.

**Project Sustainability**

Scripps Mesa Apartments will comply with the California Tax Credit Allocation Committee’s (TCAC) minimum energy efficiency standards.

**Relocation**

The site is owned by the San Diego Unified School District and currently home to a conference center and the Innovations Academy charter school. The charter school relocation will be completed before construction begins on the proposed project.

Development Team

During the 15-year tax credit compliance period, Scripps Mesa Apartments will be owned by Scripps Mesa Apartments, L.P., a California limited partnership that will include: Monarch Essex Scripps G.P., LLC, as general partner, and Monarch Essex Scripps, LLC limited partner.

Scripps Mesa Apartments, L.P. is composed of Monarch Essex Scripps, Monarch Scripps Mesa, and Essex Scripps. Monarch Group is a local, family-owned and operated business and has completed more than 11,000 residential units in more than 50 projects in the San Diego region. Essex Property Trust Public has interests in 245 apartment communities with more than 59,500 apartment homes. This includes ownership in 19 properties that comprise 5,440 units in the San Diego region. Both partners have a proven track record to implement, develop, and manage tax-exempt bond and tax credit transactions as evidenced by their extensive portfolios. Disclosure statements are included as Attachment 3.

**Table 2 - Development Team Summary**

<b>ROLE</b>	<b>FIRM/CONTRACT</b>
Owner	Scripps Mesa Apartments, L.P.
General Partner	Monarch Essex Scripps GP, LLC
Limited Partner	Monarch Essex Scripps, LLC
Developer	Monarch Scripps Mesa LLC Essex Scripps, LLC
Architect	Architects Orange
General Contractor	To-be-determined
Property Management	Essex Property Management
Construction Lender	To-be-determined
Permanent Lender	To-be-determined

Financing Structure

Scripps Mesa Apartments has an estimated total development cost of \$110,000,000. Financing will include a combination of tax-exempt Multifamily Housing Revenue Bonds, federal 4 percent tax credits, and a developer equity contribution.

No Housing Commission loan proceeds will be provided to this development.

Estimated permanent sources and uses of financing are provided in Table 3. The developer’s project pro forma is provided as Attachment 5.

**Table 3 –Estimated Sources and Uses of Financing**

<b>Permanent Financing Sources</b>	<b>Amounts</b>	<b>Permanent Financing Uses</b>	<b>Amounts</b>
Permanent Loan	\$ 90,000,000	Acquisition Costs	\$ 3,500,000
Tax Credit Equity	7,500,000	Construction Costs	79,000,000
Developer Equity	12,500,000	Soft Costs	16,500,000
		Developer Fee	3,000,000
		Financing Costs	8,000,000
<b>Total Development Cost</b>	<b>\$110,000,000</b>	<b>Total Development Cost</b>	<b>\$110,000,000</b>

Developer Fee

The net cash developer fee shall be \$3,000,000 provided, however, that in the event financing terms or construction costs change and result in a financing gap, the developer may defer additional developer fee.

On April 25, 2017, the Housing Authority approved the “Request for Approval of Updated Developer Fees” (Report No. HAR 17-011; Resolution No. HA-1727)). That report approved certain developer fee guidelines for multifamily loans and bonds issuances. Attachment 1 to that report stated: “Developer Fee [for] 4% tax credits, in project costs: 15% eligible basis....” The developer is proposing a \$3,000,000 total developer fee, which complies with HAR 17-011. The proposed fee is in conformance with the “Request for Approval of Updated Developer Fees” guidelines approved by the Housing Authority on April 25, 2017.

Prevailing Wages

Prevailing wages are not applicable to the proposed project due to the sources proposed to fund the construction of the project.

Development Cost Key Performance Indicators

Housing Commission staff has identified development cost performance indicators, which were used to evaluate the proposed development. The key performance indicators listed in Table 4 are commonly used by real estate industry professionals and affordable housing developers.

**Table 4 – Key Performance Indicators**

Development Cost Per Unit	$\$110,000,000 \div 264 \text{ units} =$	\$416,667
Acquisition Cost Per Unit	$\$3,500,000 \div 264 \text{ units} =$	\$13,258
Net Rentable Square Foot Hard Cost	$\$79,000,000 \div 270,534 \text{ sq. ft.} =$	\$292
Gross Building Square Foot Hard Cost	$\$79,000,000 \div 374,261 \text{ sq. ft.} =$	\$211

Project Comparison Chart

Multiple factors and variables influence the cost of developing multifamily affordable housing, including but not limited to project location, site conditions, site improvements needed, environmental factors, land use approval process, community involvement, construction type, design requirements/constraints, economies of scale, City impact fees, developer experience and capacity, and amenities necessary to gain tax credit approval. Table 5 shows a comparison of the subject property and other developments of the same construction type.

**Table 5 – Comparable New Construction Projects**

Project Name	Year	Construction Type	Units	Total Development Cost	Cost Per Unit	SDHC Subsidy Per Unit *	Hard Cost Per Unit
<b>Scripps Mesa Apartments</b>	<b>2019</b>	<b>V</b>	<b>264</b>	<b>\$110,000,000</b>	<b>\$416,667</b>	<b>\$0</b>	<b>\$211</b>
Civita II Family	2017	III Over I	203	\$99,850,914	\$491,876	\$0	\$332

### Proposed Housing Bonds

The Housing Commission utilizes the Housing Authority's tax-exempt borrowing status to pass on lower interest rate financing (and make 4 percent low-income housing tax credits available) to developers of affordable rental housing. The Housing Authority's ability to issue bonds is limited under the U.S. Internal Revenue Code. To issue bonds for a development, the Housing Authority must first submit an application to the California Debt Limit Allocation Committee (CDLAC) for a bond allocation. Prior to submitting applications to CDLAC, developments are brought before the Housing Commission, Housing Authority, and City Council. Housing Authority bond inducement resolutions must be obtained prior to application submittal, and City Council Tax Equity and Fiscal Responsibility Act (TEFRA) resolutions must be secured no later than 30 days after application submittal. These actions do not obligate the Housing Authority to issue bonds.

The developer plans to submit a bond allocation application to CDLAC in October 2019 for a December 2019 bond allocation meeting; however, if necessary, staff will submit additional applications to CDLAC to secure a bond allocation for the development.

The developer will be seeking a CDLAC bond allocation of approximately \$110,000,000. The developer proposes to have the Housing Authority issue the bonds through a tax-exempt private placement bond issuance. The bonds will meet all requirements of the Housing Commission's Multifamily Housing Revenue Bond Program policy and will fully comply with the City of San Diego's (City) ordinance on bond disclosure. The up to \$110,000,000 bond allocation that will be sought from CDLAC is approximately 18 percent higher than the estimated \$90,000,000 amount for which the development is being underwritten. This increased amount represents a bond contingency to account for possible increases in the bond amount due to increases in construction costs, and/or decreases in the assumed interest rate, and/or the loss of other planned funding sources. The bond amount that is ultimately issued will be based upon development costs, revenues, and interest rates prevailing at the time of bond issuance.

The developer proposes that the bonds will be used to provide construction and permanent financing for acquisition and construction of the Project. Housing Commission staff will later return to both the Housing Commission and Housing Authority for approval of the final bonds and transaction documents. A general description of the Multifamily Housing Revenue Bond Program and the actions that must be taken by the Housing Authority and by the City Council to initiate and finalize proposed financings are described in Attachment 6.

Staff recommends assigning Orrick as Bond Counsel and Ross Financial as Financial Advisor to work on the development. The proposed financing team members have been selected in accordance with the existing policy for the issuance of bonds. Financial Advisors and Bond Counsels are selected in accordance with the Housing Commission's Bond Policy.

### **AFFORDABLE HOUSING IMPACT**

Under the proposed bond financing, Scripps Mesa Apartments would have 53 units restricted to households with incomes at or below 50 percent of San Diego Area Median Income (AMI). The remaining units will be market-rate units. The affordable units will be restricted for a 55-year term. Table 6 summarizes the affordability:

**Table 6 – Affordability & Monthly Estimated Rent Table**

Unit Type	AMI	Number of Units	Maximum Gross Rents
1-bedroom	50%	18	\$713
1-bedroom	Market	72	Market
2-bedroom	50%	29	\$836
2-bedroom	Market	114	Market
3-bedroom	50%	6	\$909
3-bedroom	Market	25	Market
<b>Total</b>		<b>264</b>	

Development Schedule

The estimated development timeline is as follows.

Milestones	Estimated Dates
<ul style="list-style-type: none"> <li>• Housing Authority Preliminary Bond Consideration</li> <li>• TCAC and CDLAC application submittals</li> <li>• TCAC and CDLAC allocation meetings</li> <li>• Housing Commission final bond authorization</li> <li>• Housing Authority final bond authorization</li> <li>• Estimated bond issuance and escrow closing</li> <li>• Estimated start of construction work</li> <li>• Estimated completion of construction work</li> </ul>	<ul style="list-style-type: none"> <li>• June 25, 2019</li> <li>• October 11, 2019</li> <li>• December 11, 2019</li> <li>• January 2020</li> <li>• February 2020</li> <li>• March 2020</li> <li>• March 2020</li> <li>• June 2022</li> </ul>

**FISCAL CONSIDERATIONS**

The proposed funding sources and uses approved by this action are included in the Housing FY 2020 Housing Commission Budget.

Funding sources approved by this action will be as follows:  
 Bond Issuance Fees - \$275,000.00 (\$110,000,000 x .0025)

Funding uses approved by this action will be as follows:  
 Rental Housing Finance Program Administration Costs - \$275,000.00

Approval of the bond inducement and TEFRA resolutions does not commit the Housing Authority to issue the bonds. The bonds would not constitute a debt of the City. If bonds are ultimately issued for the development, the bonds will not financially obligate the City, the Housing Authority or the Housing Commission because security for the repayment of the bonds will be limited to specific private revenue sources of the development. Neither the faith and credit nor the taxing power of the City or the Housing Authority would be pledged to the payment of the bonds. The developer is responsible for the payment of all costs under the financing, including the Housing Commission annual administrative fee, as well as Housing Commission Bond Counsel and Financial Advisor fees.

**COMMUNITY PARTICIPATION and PUBLIC OUTREACH EFFORTS**

As required by the Housing Commission Bonds Program, the developer presented their proposal for Scripps Mesa Apartments to the local community planning board. Presentations were made on several occasions starting in October 2014. The following community groups have been informed about the San

Diego Unified School District partnership with the Monarch/Essex team: Miramar Ranch North Planning Committee, Scripps Ranch Planning Group, Scripps Ranch Civic Association, and Scripps Ranch Schools Committee.

**KEY STAKEHOLDERS and PROJECTED IMPACTS**

Stakeholders include Monarch Group, Essex Property Trust, the Miramar Ranch North and Scripps Ranch communities and residents. Construction of the property is expected to have a positive impact on the community because it will provide the needed affordable and market rate housing along with increased economic benefits to the area.

**ENVIRONMENTAL REVIEW**

This activity is not a “project” and is therefore not subject to the California Environmental Quality Act (CEQA) pursuant to State CEQA Guidelines Section 15060(c)(3). This determination is predicated on Section 15004 of the Guidelines, which provides direction to lead agencies on the appropriate timing for environmental review. This action does not constitute approval of a project. Approval will occur once the environmental review has been completed in accordance with CEQA Section 15004. This action will not foreclose review of alternatives or mitigation measures by the public as part of the CEQA process. The proposed actions are approval of preliminary steps to issue bonds and do not constitute approval of the development activity or authorization for the issuance of bonds. Future actions to consider and approve development entitlement approvals related to the future development of the site will require additional review under the provisions of CEQA by the lead agency. Processing under the National Environmental Policy Act (NEPA) is not required as no federal funds are involved in this action.

Respectfully submitted,

*Tina Kessler*

Tina Kessler  
Housing Programs Manager  
Real Estate Division

Approved by,

*Jeff Davis*

Jeff Davis  
Executive Vice President & Chief of Staff  
San Diego Housing Commission

- Attachments: 1) Development Summary  
2) Site Map  
3) Developer Disclosure Statement  
4) Developer’s Project Pro forma  
5) Multifamily Housing Revenue Bond Program

Hard copies are available for review during business hours at the security information desk in the main lobby and at the fifth floor reception desk of the San Diego Housing Commission offices at 1122 Broadway, San Diego, CA 92101 and at the Office of the San Diego City Clerk, 202 C Street, San Diego, CA 92101. You may also review complete docket materials in the “Governance & Legislative Affairs” section of the San Diego Housing Commission website at [www.sdhc.org](http://www.sdhc.org)

## Development Summary

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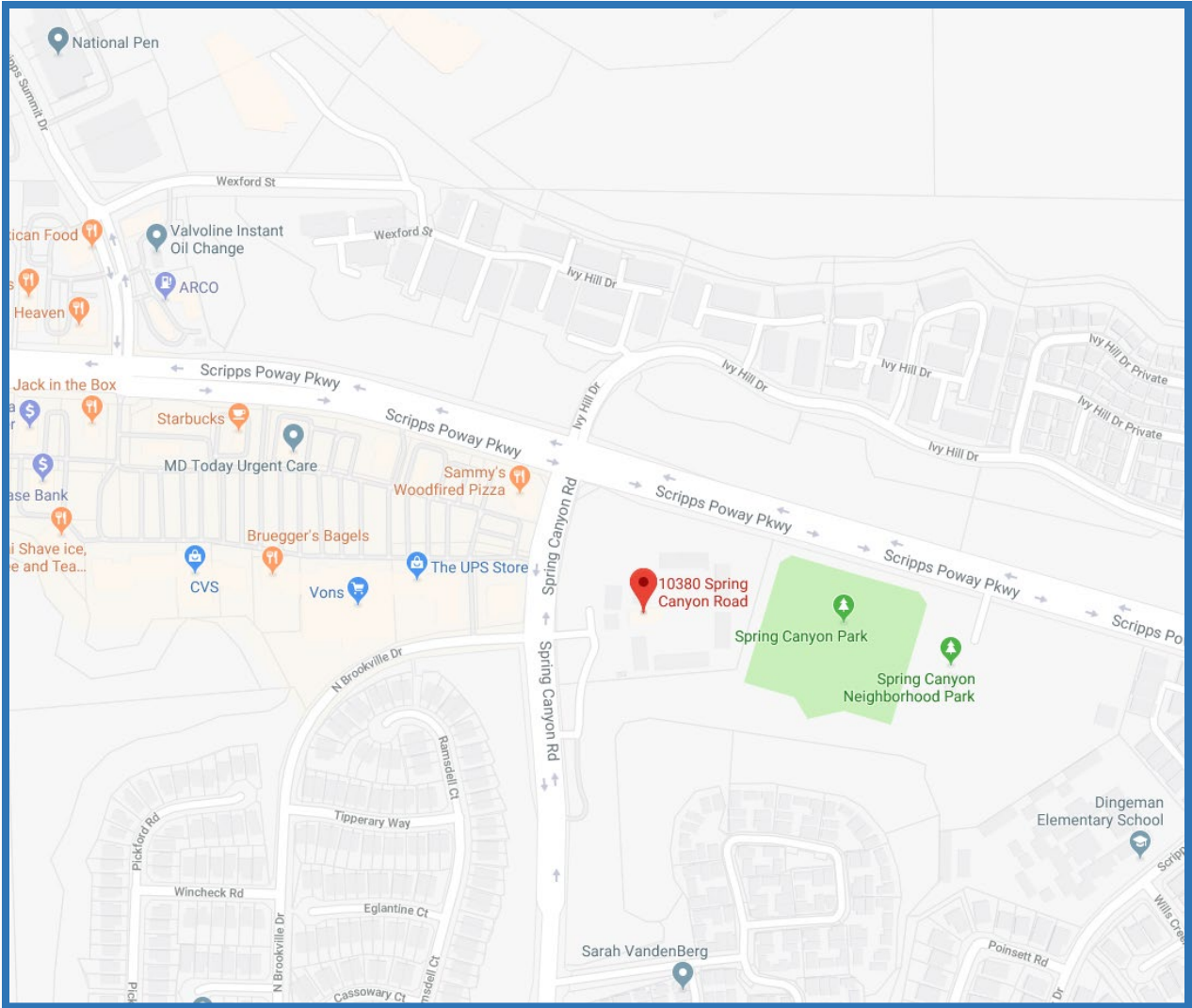
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<b>Total</b>		<b>264</b>	

Site Map



**DEVELOPERS/CONSULTANTS/SELLERS/CONTRACTORS/  
ENTITY SEEKING GRANT/BORROWERS  
(Collectively referred to as "CONTRACTOR" herein)  
Statement for Public Disclosure**

- 1. Name of CONTRACTOR: Scripps Mesa Apartments, L.P.
- 2. Address and Zip Code: c/o Essex Property Trust, 1100 Park Place, Suite 200, San Mateo, CA 94403
- 3. Telephone Number: 650-655-7800
- 4. Name of Principal Contact for CONTRACTOR: Adam Berry
- 5. Federal Identification Number or Social Security Number of CONTRACTOR: 30-1164091
- 6. If the CONTRACTOR is not an individual doing business under his own name, the CONTRACTOR has the status indicated below and is organized or operating under the laws of California as:

- A corporation (Attach Articles of Incorporation)
- A nonprofit or charitable institution or corporation. (Attach copy of Articles of Incorporation and documentary evidence verifying current valid nonprofit or charitable status)
- A partnership known as: Scripps Mesa Apartments, L.P.  
(Name)

Check one:

- General Partnership (Attach statement of General Partnership)
- Limited Partnership (Attach Certificate of Limited Partnership)
- A business association or a joint venture known as: \_\_\_\_\_  
(Attach joint venture or business association agreement)
- A Federal, State or local government or instrumentality thereof.
- Other (explain)

- 7. If the CONTRACTOR is not an individual or a government agency or instrumentality, give date of organization:

November 9, 2018

- 8. Provide names, addresses, telephone numbers, title of position (if any) and nature and extent of the interest of the current officers, principal members, shareholders, and investors of the CONTRACTOR, other than a government agency or instrumentality, as set forth below:

- a. If the CONTRACTOR is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock.
- b. If the CONTRACTOR is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body. If the CONTRACTOR is a partnership, each partner, whether a general or limited, and either the percent of interest or a description of the character and extent of interest.
- c. If the CONTRACTOR is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.

- d. If the CONTRACTOR is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.(Attach extra sheet if necessary)

Name and Address	Position Title (if any) and percent of interest or description of character and extent of interest
Name: Monarch Essex Scripps GP, LLC	General Partner of Scripps Mesa Apartments, L.P./ 1% interest in Scripps Mesa Apartments, L.P.
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	
Name: Monarch Essex Scripps, LLC	100% owner of Monarch Essex Scripps GP, LLC
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	
Name: Monarch Essex Scripps, LLC	Limited Partner of Scripps Mesa Apartments, L.P./ 99% interest in Scripps Mesa Apartments, L.P.
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	
Name: Essex Scripps, LLC	50.5% owner of Monarch Essex Scripps, LLC
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	
Name: Monarch Scripps Mesa, LLC	49.5% owner of Monarch Essex Scripps, LLC
Address: 7727 Herschel Avenue, La Jolla, CA 92037	
Name: Essex Portfolio, L.P.	100% Member of Essex Scripps, LLC
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	
Name: Essex Property Trust, Inc.	~97% General Partner of Essex Portfolio, L.P.
Address: 1100 Park Place, Suite 200, San Mateo, CA 94403	

9. Has the makeup as set forth in Item 8(a) through 8(e) changed within the last twelve (12) months? If yes, please explain in detail.

No.

10. Is it *anticipated* that the makeup as set forth in Item 8(a) through 8(e) will change within the next twelve (12) months? If yes, please explain in detail.

No.

11. Provide name, address, telephone number, and nature and extent of interest of each person or entity (not named in response to Item 8) who has a beneficial interest in any of the shareholders or investors named in response to Item 8 which gives such person or entity more than a computed 10% interest in the CONTRACTOR (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the CONTRACTOR or more than 50% of the stock in the corporation which holds 20% of the stock of the CONTRACTOR):

Name and Address	Position Title (if any) and percent of interest or
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	<b>description of character and extent of interest</b>
Name: Pat Kruer Trust	Member of Monarch Scripps Mesa, LLC/ Owns an approximately 11% computed interest in the Contractor
Address: 7727 Herschel Avenue, La Jolla, CA 92037	
Name: Tim Kruer Trust	Member of Monarch Scripps Mesa, LLC/ Owns an approximately 11/% computed interest in the Contractor
Address: 7727 Herschel Avenue, La Jolla, CA 92037	
Name:	
Address:	

12. Names, addresses and telephone numbers (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 8 or Item 11 above:

<b>Name and Address</b>	<b>Position Title (if any) and percent of interest or description of character and extent of interest</b>
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

13. Is the CONTRACTOR a subsidiary of or affiliated with any other corporation or corporations, any other firm or any other business entity or entities of whatever nature? If yes, list each such corporation, firm or business entity by name and address, specify its relationship to the CONTRACTOR, and identify the officers and directors or trustees common to the CONTRACTOR and such other corporation, firm or business entity.

<b>Name and Address</b>	<b>Relationship to CONTRACTOR</b>
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

14. Provide the financial condition of the CONTRACTOR as of the date of the statement and for a period of twenty-four (24) months prior to the date of its statement as reflected in the **attached** financial statements, including, but not necessarily limited to, profit and loss statements and statements of financial position.

**Financials are not available yet for Scripps Mesa Apartments, L.P., but see attached 10-K for Essex Portfolio, L.P., the indirect majority owner of Scripps Mesa Apartments, L.P.**

15. If funds for the development/project are to be obtained from sources other than the CONTRACTOR's own funds, provide a statement of the CONTRACTOR's plan for financing the development/project:

Funds are proposed to be a mix of tax-exempt private activity multifamily housing revenue bonds, 4% tax credits, and CONTRACTOR equity.

16. Provide sources and amount of cash available to CONTRACTOR to meet equity requirements of the proposed undertaking:

- a. In banks/savings and loans:

Name: Essex Portfolio, L.P.

Address: 1100 Park Place, Suite 200, San Mateo, CA 94403

Amount: \$100 million (see Balance Sheet in 10-K)

- b. By loans from affiliated or associated corporations or firms: N/A

Name:

Address:

Amount: \$

- c. By sale of readily salable assets/including marketable securities: N/A

Description	Market Value (\$)	Mortgages or Liens (\$)

17. Names and addresses of bank references, and name of contact at each reference:

Name and Address	Contact Name
Name: J.P. Morgan	David Yao
Address: 3 Park Plaza, Irvine, CA 92614	
Name: Wells Fargo	Jimmy Reynoso
Address: 1655 Grant St., Concord, CA 94520	
Name: Wells Fargo	
Address: 90 South 7 <sup>th</sup> St., Minneapolis, MN 55402	Amanda Weidling

18. Has the CONTRACTOR or any of the CONTRACTOR's officers or principal members, shareholders or investors, or other interested parties been adjudged bankrupt, either voluntary or involuntary, within the past 10 years?

Yes  No

If yes, give date, place, and under what name.

19. Has the CONTRACTOR or anyone referred to above as "principals of the CONTRACTOR" been convicted of any felony within the past 10 years?

Yes  No

If yes, give for each case (1) date, (2) charge, (3) place, (4) court, and (5) action taken. Attach any explanation deemed necessary.

20. List undertakings (including, but not limited to, bid bonds, performance bonds, payment bonds and/or improvement bonds) comparable to size of the proposed project which have been completed by the CONTRACTOR including identification and brief description of each project, date of completion, and amount of bond, whether any legal action has been taken on the bond:

**The following Projects were completed by affiliates of Essex Portfolio, L.P., the indirect majority owner of Contractor.**

Type of Bond	Project Description	Date of Completion	Amount of Bond	Action on Bond
Revenue	187 unit stabilized development project in West Hollywood, CA	2014	\$54,535,000	No
Revenue	184 unit stabilized development project in West Hollywood, CA	2014	\$59,900,000	No
Revenue	275 unit stabilized development project in Los Angeles, CA	2009	\$30,045,000	No
Revenue	545 unit development project TCO expected Q3'19, in Los Angeles, CA	2019E	\$132,000,000	No

21. If the CONTRACTOR, or a parent corporation, a subsidiary, an affiliate, or a principal of the CONTRACTOR is to participate in the development as a construction contractor or builder, provide the following information:

N/A

a. Name and addresses of such contractor or builder:

Name and Address	Affiliation
Name:	
Address:	
Name:	
Address:	
Name:	

Address:	

b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? N/A

Yes       No

If yes, please explain, in detail, each such instance:

c. Total amount of construction or development work performed by such contractor or builder during the last three (3) years: \$ N/A

General description of such work:

List each project, including location, nature of work performed, name, address of the owner of the project, bonding companies involved, amount of contract, date of commencement of project, date of completion, state whether any change orders were sought, amount of change orders, was litigation commenced concerning the project, including a designation of where, when and the outcome of the litigation. (Attach extra sheet if necessary)

<b>Project Name</b>		
<b>Project Owner Contact Information</b>		
	Name	Address
<b>Project Location</b>		
<b>Project Details</b>		
<b>Bonding Company Involved</b>		
	Name	Amount of Contract
<b>Change Order Details</b>		
<b>Change Order Cost</b>		
<b>Litigation Details</b>		
	Location/Date	Outcome Details

d. Construction contracts or developments now being performed by such contractor or builder: N/A

Identification of Contract or Development	Location	Amount	Date to be Completed
---	----------	--------	----------------------




e. Outstanding construction-contract bids of such contractor or builder: N/A

Awarding Agency	Amount	Date Opened

22. Provide a detailed and complete statement regarding equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:

Essex Property Trust was established in 1971 and owns over 55,000 apartment units on the West Coast. The company went public as a Real Estate Investment Trust in 1994 and currently trades on the New York Stock Exchange (trading symbol: ESS). The company has the highest total return of all public US REITs since its IPO in 1994.

The executive management team at Essex has an average of over 20 years with the company. Since its inception, the company has developed over 14,000 multifamily units in over 60 communities up and down the west coast. The company utilizes in-house construction management and accounting teams to oversee the projects and ensure that communities are delivered on-time and on-budget. Because Essex is a long-term owner of its real estate, we develop to the highest possible specifications in order to maximize long-term value creation.

23. Does any member of the governing body of the San Diego Housing Commission (“SDHC”), Housing Authority of the City of San Diego ("AUTHORITY") or City of San Diego ("CITY"), to which the accompanying proposal is being made or any officer or employee of the SDHC, the AUTHORITY or the CITY who exercises any functions or responsibilities in connection with the carrying out of the project covered by the CONTRACTOR's proposal, have any direct or indirect personal financial interest in the CONTRACTOR or in the proposed contractor?

Yes                       No

If yes, explain: N/A

24. Statements and other evidence of the CONTRACTOR's qualifications and financial responsibility (other than the financial statement referred to in Item 8) are attached hereto and hereby made a part hereof as follows:

Essex Property Trust was established in 1971 and owns over 55,000 apartment units on the West Coast. The company went public as a Real Estate Investment Trust in 1994 and currently trades on the New York Stock Exchange (trading symbol: ESS). The company has the highest total return of all public US REITs since its IPO in 1994.

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25. Is the proposed CONTRACTOR, and/or are any of the proposed subcontractors, currently involved in any construction-related litigation?

Yes                       No

If yes, explain:

The CONTRACTOR (Scripps Mesa Apartments, L.P.) is not currently involved in any construction-related litigation. The entities listed in this Statement for Public Disclosure may be a party to various claims and routine litigation arising in the ordinary course of business with their development and redevelopment projects. There is no active construction-related litigation that is material to our business or any of our individual development or redevelopment projects.

26. State the name, address and telephone numbers of CONTRACTOR's insurance agent(s) and/or companies for the following coverage's: List the amount of coverage (limits) currently existing in each category - See attached certificate of insurance for limits in each category:

MOC Insurance Services, 101 Montgomery St., Suite 800, San Francisco, CA 94104 – (415) 957-0600

- a. General Liability, including Bodily Injury and Property Damage Insurance [Attach certificate of insurance showing the amount of coverage and coverage period(s)] - See attached certificate of insurance

Check coverage(s) carried:

- Comprehensive Form
- Premises - Operations
- Explosion and Collapse Hazard
- Underground Hazard
- Products/Completed Operations Hazard
- Contractual Insurance
- Broad Form Property Damage
- Independent Contractors
- Personal Injury

- b. Automobile Public Liability/Property Damage [Attach certificate of insurance showing the amount of coverage and coverage period(s)] - See attached certificate of insurance

Check coverage(s) carried:

- Comprehensive Form
- Owned
- Hired
- Non-Owned

- c. Workers Compensation [Attach certificate of insurance showing the amount of coverage and coverage period(s)] - See attached certificate of insurance
- d. Professional Liability (Errors and Omissions) [Attach certificate of insurance showing the amount of coverage and coverage period(s)] - None
- e. Excess Liability [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)] - See attached certificate of insurance
- f. Other (Specify) [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)] - None

27. CONTRACTOR warrants and certifies that it will not during the term of the PROJECT, GRANT, LOAN, CONTRACT, DEVELOPMENT and/or RENDITIONS OF SERVICES discriminate against any employee, person, or applicant for employment because of race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. The CONTRACTOR will take affirmative action to ensure that applicants are employed, and that employees are treated during employment, without regard to their race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. Such action shall include, but not be limited to the following: employment, upgrading, demotion or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The CONTRACTOR agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the SDHC setting forth the provisions of this nondiscrimination clause.
28. The CONTRACTOR warrants and certifies that it will not without prior written consent of the SDHC, engage in any business pursuits that are adverse, hostile or take incompatible positions to the interests of the SDHC, during the term of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT and/or RENDITION OF SERVICES.
29. CONTRACTOR warrants and certifies that no member, commissioner, councilperson, officer, or employee of the SDHC, the AUTHORITY and/or the CITY, no member of the governing body of the locality in which the PROJECT is situated, no member of the government body in which the SDHC was activated, and no other public official of such locality or localities who exercises any functions or responsibilities with respect to the assignment of work, has during his or her tenure, or will for one (1) year thereafter, have any interest, direct or indirect, in this PROJECT or the proceeds thereof.
30. List all citations, orders to cease and desist, stop work orders, complaints, judgments, fines, and penalties received by or imposed upon CONTRACTOR for safety violations from any and all government entities including but not limited to, the City of San Diego, County of San Diego, the State of California, the United States of America and any and all divisions and departments of said government entities for a period of five (5) years prior to the date of this statement. If none, please state: **NONE**

Government Complaint	Entity	Making	Date	Resolution
<b>None</b>				

31. Has the CONTRACTOR ever been disqualified, removed from or otherwise prevented from bidding on or completing a federal, state, or local government project because of a violation of law or a safety regulation?

Yes

No

If yes, please explain, in detail,

N/A

32. Please list all licenses obtained by the CONTRACTOR through the State of California and/or the United States of America which are required and/or will be utilized by the CONTRACTOR and/or are convenient to the performance of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT, or RENDITION OF SERVICES. State the name of the governmental agency granting the license, type of license, date of grant, and the status of the license, together with a statement as to whether the License has ever been revoked:

**NONE, ESSEX AND MONARCH WILL HIRE A LICENSED GENERAL CONTRACTOR.**

<b>Government Agency</b>	<b>License Description</b>	<b>License Number</b>	<b>Date Issued (Original)</b>	<b>Status (Current)</b>	<b>Revocation (Yes/No)</b>

33. Describe in detail any and all other facts, factors or conditions that may adversely affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, SALES of Real Property to, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the SDHC.

**None.**

34. Describe in detail, any and all other facts, factors or conditions that may favorably affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the SDHC.

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35. List all CONTRACTS with, DEVELOPMENTS for or with, LOANS with, PROJECTS with, GRANTS from, SALES of Real Property to, the SDHC, AUTHORITY and/or the CITY within the last five (5) years:

**NONE.**

Date	Entity Involved (i.e. City SDHC, etc)	Status (Current, delinquent, repaid, etc.)	Dollar Amount

36. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, been the subject of a complaint filed with the Contractor's State License Board (CSLB)?

Yes                       No

If yes, explain: N/A

37. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, had a revocation or suspension of a CONTRACTOR's License?

Yes                       No

If yes, explain: N/A

38. List three local references that would be familiar with your previous construction project:

- Name: Sarah Kruer Jager  
 Address: 7727 Herschel Avenue, La Jolla, CA 92037  
 Phone: (858) 551-4390  
 Project Name and Description: Apartment project in West Hollywood

- 2. Name: Rod Stone  
 Address: 7727 Herschel Avenue, La Jolla, CA 92037  
 Phone: (858) 551-4390  
 Project Name and Description: Apartment project in West Hollywood
- 3. Name: Tim Kruer  
 Address: 7727 Herschel Avenue, La Jolla, CA 92037  
 Phone: (858) 551-4390  
 Project Name and Description: Apartment project in West Hollywood

39. Give a brief statement regarding equipment, experience, financial capacity and other resources available to the Contractor for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment and the general experience of the Contractor.

The project is being developed by the Monarch/Essex Team, which is comprised of highly experienced, trusted, proven, and best-in-class real estate entitlement, development, and investment experts. The team has a long history of entitlement, development, and direct investment in residential projects that create innovative solutions to development challenges. The Project Team has completed billions of dollars of real estate entitlement, development, and direct property investment throughout the Western U.S.—demonstrating its proven transaction experience.

Monarch is a local, family-owned and operated business. Monarch’s Partners have been in this business for over 40 years. Over that time, they have entitled, developed or acquired approximately 20,000 residential units in the Western U.S. This includes more than 11,000 residential units in over 50 projects in the San Diego region.

In total, Essex has interests in 247 apartment communities, aggregating 60,239 apartment homes, excluding the Company's ownership in preferred equity investments, as well as one operating commercial building, and seven active development projects with 1,982 apartment homes in various stages of development. This includes ownership today in 20 properties that comprise approximately 5,800 units in the San Diego region.

The Monarch/Essex Team has significant experience in collaborating with public agency partners, both through personal community work and through development projects. The team’s philosophy is that it is a privilege to collaborate with public agency partners, as such a partnership provides the Monarch/Essex Team the opportunity to develop projects that are not only high quality and award winning, but which also reflect the commitment to community that is fostered by collaboration with public agency partners.

Essex and Monarch have partnered in the past in designing tax-exempt bond and tax credit financing structures, thereby allowing the development team to provide deeper rent affordability benefits to tenants and communities.

40. Give the name and experience of the proposed Construction Superintendent.

Name	Experience
<b>To be determined.</b>	

## **CONSENT TO PUBLIC DISCLOSURE BY CONTRACTOR**

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By providing the "Personal Information", (if any) as defined in Section 1798.3(a) of the Civil Code of the State of California (to the extent that it is applicable, if at all), requested herein and by seeking a loan from, a grant from, a contract with, the sale of real estate to, the right to develop from, and/or any and all other entitlements from the SAN DIEGO HOUSING COMMISSION ("SDHC"), the HOUSING AUTHORITY OF THE CITY OF SAN DIEGO ("AUTHORITY") and/or the CITY OF SAN DIEGO ("CITY"), the CONTRACTOR consents to the disclosure of any and all "Personal Information" and of any and all other information contained in this Public Disclosure Statement. CONTRACTOR specifically, knowingly and intentionally waives any and all privileges and rights that may exist under State and/or Federal Law relating to the public disclosure of the information contained herein. With respect to "Personal Information", if any, contained herein, the CONTRACTOR, by executing this disclosure statement and providing the information requested, consents to its disclosure pursuant to the provisions of the Information Practices Act of 1977, Civil Code Section 1798.24(b). CONTRACTOR is aware that a disclosure of information contained herein will be made at a public meeting or meetings of the SDHC, the AUTHORITY, and/or the CITY at such times as the meetings may be scheduled. CONTRACTOR hereby consents to the disclosure of said "Personal Information", if any, more than thirty (30) days from the date of this statement at the duly scheduled meeting(s) of the SDHC, the AUTHORITY and/or the CITY. CONTRACTOR acknowledges that public disclosure of the information contained herein may be made pursuant to the provisions of Civil Code Section 1798.24(d).

CONTRACTOR represents and warrants to the SDHC, the AUTHORITY and the CITY that by providing the information requested herein and waiving any and all privileges available under the Evidence Code of the State of California, State and Federal Law, (to the extent of this disclosure that the information being submitted herein), the information constitutes a "Public Record" subject to disclosure to members of the public in accordance with the provisions of California Government Section 6250 et seq.

CONTRACTOR specifically waives, by the production of the information disclosed herein, any and all rights that CONTRACTOR may have with respect to the information under the provisions of Government Code Section 6254 including its applicable subparagraphs, to the extent of the disclosure herein, as well as all rights of privacy, if any, under the State and Federal Law.

[See attached signature page.]

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, at \_\_\_\_\_, California.

**CONTRACTOR:**

**GENERAL PARTNER:**


**MONARCH ESSEX SCRIPPS GP, LLC,**  
a Delaware limited liability company

By: Monarch Essex Scripps, LLC,  
a Delaware limited liability company,  
its sole member

By: Essex Scripps, LLC  
a Delaware limited liability company,  
its member

By: Essex Portfolio, L.P.,  
a California limited partnership,  
its sole member

By: Essex Property Trust, Inc.,  
a Maryland corporation,  
its general partner

By:   
Name: Daniel J. Rosenberg  
Title: Senior Vice President

By: Monarch Scripps Mesa, LLC,  
a California limited liability company,  
its member

By: \_\_\_\_\_  
Name: Rodney F. Stone  
Title: Manager

By: \_\_\_\_\_  
Name: Sarah Kruer Jager  
Title: Manager

**[Signatures continue on following page.]**



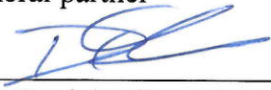
**LIMITED PARTNER:**

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By: Essex Scripps, LLC  
a Delaware limited liability company,  
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its member

By: \_\_\_\_\_  
Name: Rodney F. Stone  
Title: Manager

By: \_\_\_\_\_  
Name: Sarah Kruer Jager  
Title: Manager

**CERTIFICATION**

The CONTRACTOR, Scripps Mesa Apartments, L.P., a California limited partnership, hereby certifies that this CONTRACTOR's Statement for Public Disclosure and the attached information/evidence of the CONTRACTOR's qualifications and financial responsibility, including financial statements, are true and correct to the best of CONTRACTOR's knowledge and belief.

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By: \_\_\_\_\_  
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Title: Manager

**[Signatures continue on following page.]**

## ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

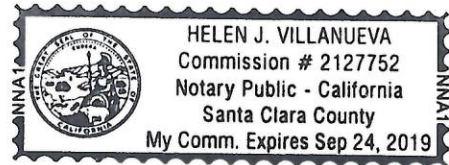
State of California  
County of San Mateo )

On May 22, 2019 before me, Helen J. Villanueva, Notary Public  
(insert name and title of the officer)

personally appeared Daniel J. Rosenberg  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature *H. Villanueva* (Seal)


**LIMITED PARTNER:**

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By: \_\_\_\_\_  
Name: Rodney F. Stone  
Title: Manager

By: \_\_\_\_\_  
Name: Sarah Kruer Jager  
Title: Manager

**WARNING: 18 U.S.C. 1001 provides, among other things, that whoever knowingly and willingly makes or uses a document or writing containing any false, fictitious or fraudulent statement or entry, in any matter within the jurisdiction or any department or agency of the United States, shall be fined not more than \$10,000 or imprisoned for not more than five years, or both.**

**[All signatures to be notarized.]**

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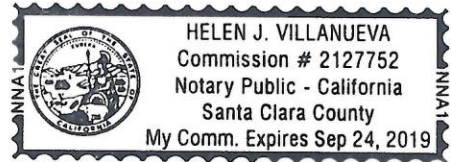
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WITNESS my hand and official seal.



Signature *H. Villanueva* (Seal)



Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, at \_\_\_\_\_, California.

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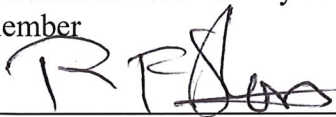
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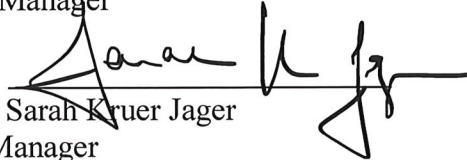
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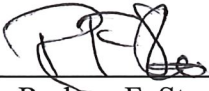
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**[All signatures to be notarized.]**

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

**CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California )

County of San Diego )

On May 23, 2019 before me, Stefanie Greco, Notary Public  
Date Here Insert Name and Title of the Officer

personally appeared Rodney F. Stone & Sarah Krueger Jager  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal



Signature [Handwritten Signature]  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_ Document Date: \_\_\_\_\_

Number of Pages: \_\_\_\_\_ Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

Corporate Officer — Title(s): \_\_\_\_\_

Partner —  Limited  General

Individual  Attorney in Fact

Trustee  Guardian or Conservator

Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

Corporate Officer — Title(s): \_\_\_\_\_

Partner —  Limited  General

Individual  Attorney in Fact

Trustee  Guardian or Conservator

Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

## Scripps Mesa

### Sources & Uses Pro Forma (May-19)

<b>Sources of Funding During Construction</b>	<b>Amount</b>
Tax-Exempt Bond Proceeds	\$90,000,000.00
Projected Tax Credits (4%)	\$7,500,000.00
Developer Equity	\$12,500,000.00
<b>Total Sources</b>	<b>\$110,000,000.00</b>
<b>Uses</b>	
Land Acquisition (1)	\$3,500,000.00
Construction Costs	\$79,000,000.00
Cost of Issuance	\$2,500,000.00
Construction Loan Interest	\$5,500,000.00
Developer Fee	\$3,000,000.00
<i>Other Uses:</i>	
Architecture, Engineering & Processing	\$4,000,000.00
City Fees	\$5,500,000.00
Property Taxes During Construction	\$1,000,000.00
Other Soft Costs	\$2,000,000.00
Contingency	\$4,000,000.00
<b>Total Uses</b>	<b>\$110,000,000.00</b>

Note: Sources and uses pro forma above is preliminary/estimated and subject to change.

(1) Excludes ground lease payments due to ground lessor over lease term.

## **HOUSING COMMISSION MULTIFAMILY HOUSING REVENUE BOND PROGRAM SUMMARY**

**General Description:** The multifamily housing bond program provides below-market financing (based on bond interest being exempt from income tax) for developers willing to set aside a percentage of project units as affordable housing. Multifamily housing revenue bonds are also known as “private activity” bonds because the projects are owned by private entities, often including nonprofit sponsors and for-profit investors.

**Bond Issuer:** Housing Authority of the City of San Diego. There is no direct legal liability to the City, the Housing Authority or the Housing Commission in connection with the issuance or repayment of bonds. There is no pledge of the City’s faith, credit or taxing power nor of the Housing Authority’s faith or credit. The bonds do not constitute a general obligation of the issuer because security for repayment of the bonds is limited to specific private revenue sources, such as project revenues. The developer is responsible for the payment of costs of issuance and all other costs under each financing.

**Affordability:** Minimum requirement is that at least 20% of the units are affordable at 50% of Area Median Income (AMI). Alternatively, a minimum of 10% of the units may be affordable at 50% AMI with an additional 30% of the units affordable at 60% AMI. The Housing Commission requires that the affordability restriction be in place for a minimum of 15 years. Due to the combined requirements of state, local, and federal funding sources, projects financed under the Bond Program are normally affordable for 30-55 years and often provide deeper affordability levels than the minimum levels required under the Bond Program.

**Rating:** Generally “AAA” or its equivalent with a minimum rating of “A” or, under conditions that meet IRS and Housing Commission requirements, bonds may be unrated for private placement with institutional investors (typically, large banks). Additional security is normally achieved through the provision of outside credit support (“credit enhancement”) by participating financial institutions that underwrite the project loans and guarantee the repayment of the bonds. The credit rating on the bonds reflects the credit quality of the credit enhancement provider.

**Approval Process:**

- **Inducement Resolution:** The bond process is initiated when the issuer (Housing Authority) adopts an “Inducement Resolution” to establish the date from which project costs may be reimbursable from bond proceeds (if bonds are later issued) and to authorize staff to work with the financing team to perform a due diligence process. The Inducement Resolution does not represent any commitment by the Housing Commission, Housing Authority, or the developer to proceed with the financing.
- **TEFRA Hearing and Resolution (Tax Equity and Fiscal Responsibility Act of 1982):** To assure that projects making use of tax-exempt financing meet

appropriate governmental purposes and provide reasonable public benefits, the IRS Code requires that a public hearing be held and that the issuance of bonds be approved by representatives of the governmental unit with jurisdiction over the area in which the project is located (City Council). This process does not make the City financially or legally liable for the bonds or for the project.

[Note: It is uncommon for the members of the City Council to be asked to take two actions at this stage in the bond process---one in their capacity as the City Council (TEFRA hearing and resolution) and another as the Housing Authority (bond inducement). Were the issuer (Housing Authority) a more remote entity, the TEFRA hearing and resolution would be the only opportunity for local elected officials to weigh in on the project.]

- **Application for Bond Allocation:** The issuance of these “private activity bonds” (bonds for projects owned by private developers, including projects with nonprofit sponsors and for-profit investors) requires an allocation of bond issuing authority from the State of California. To apply for an allocation, an application approved by the Housing Authority and supported by an adopted inducement resolution and by proof of credit enhancement (or bond rating) must be filed with the California Debt Limit Allocation Committee (CDLAC). In addition, evidence of a TEFRA hearing and approval must be submitted prior to the CDLAC meeting.
- **Final Bond Approval:** The Housing Authority retains absolute discretion over the issuance of bonds through adoption of a final resolution authorizing the issuance. Prior to final consideration of the proposed bond issuance, the project must comply with all applicable financing, affordability, and legal requirements and undergo all required planning procedures/reviews by local planning groups, etc.
- **Funding and Bond Administration:** All monies are held and accounted for by a third party trustee. The trustee disburses proceeds from bond sales to the developer in order to acquire and/or construct the housing project. Rental income used to make bond payments is collected from the developer by the trustee and disbursed to bond holders. If rents are insufficient to make bond payments, the trustee obtains funds from the credit enhancement provider. No monies are transferred through the Housing Commission or Housing Authority, and the trustee has no standing to ask the issuer for funds.

**Bond Disclosure:** The offering document (typically a Preliminary Offering Statement or bond placement memorandum) discloses relevant information regarding the project, the developer, and the credit enhancement provider. Since the Housing Authority is not responsible in any way for bond repayment, there are no financial statements or summaries about the Housing Authority or the City that are included as part of the offering document. The offering document includes a paragraph that states that the Housing Authority is a legal entity with the authority to issue multifamily housing bonds and that the Housing Commission acts on behalf of the Housing Authority to issue the

bonds. The offering document also includes a paragraph that details that there is no pending or threatened litigation that would affect the validity of the bonds or curtail the ability of the Housing Authority to issue bonds. This is the extent of the disclosure required of the Housing Authority, Housing Commission, or the City. However, it is the obligation of members of the Housing Authority to disclose any material facts known about the project, not available to the general public, which might have an impact on the viability of the project.

HOUSING AUTHORITY OF  
THE CITY OF SAN DIEGO

RESOLUTION NUMBER HA-\_\_\_\_\_

DATE OF FINAL PASSAGE \_\_\_\_\_

A RESOLUTION OF THE HOUSING AUTHORITY OF THE CITY OF SAN DIEGO SETTING FORTH ITS OFFICIAL INTENT TO ISSUE MULTIFAMILY HOUSING REVENUE BONDS TO FINANCE SCRIPPS MESA APARTMENTS AND AUTHORIZING RELATED ACTIONS.

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the Health and Safety Code of the State of California, as amended (Act), the Housing Authority of the City of San Diego (Authority) is authorized to issue revenue bonds for the purpose of financing the acquisition, construction and/or rehabilitation and equipping of multifamily rental housing and for the provision of capital improvements in connection with and determined necessary to the multifamily rental housing; and

WHEREAS, Monarch Essex Scripps LLC (Monarch/Essex) has requested that the Authority issue and sell multifamily housing revenue bonds (Bonds) pursuant to the Act for the purpose of making a loan to Scripps Mesa Apartments, L.P., or an affiliate or other limited partnership formed by Monarch/Essex (Borrower), to be used by the Borrower to finance the acquisition, construction and equipping of a multifamily rental housing development to be located at 10380 Spring Canyon Road, in San Diego, California, as identified in Exhibit A hereto (Project); and

WHEREAS, as a part of financing the Project, the Authority desires to reimburse the Borrower, but only from Bond proceeds, for expenditures (Reimbursement Expenditures) made

in connection with the Project within the period from the date sixty (60) days prior to the date of the adoption of this Resolution to the date of issuance of the Bonds; and

WHEREAS, sections 1.103-8(a)(5) and 1.150-2 of the United States Treasury Regulations (Treasury Regulations) require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of the Bonds for the purpose of financing the costs of the Project (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and conditions as may then be agreed upon by the Authority, the Borrower and the purchaser or underwriter of the Bonds) in an aggregate principal amount not to exceed \$110,000,000, as set forth in Exhibit A; and

WHEREAS, section 146 of the Internal Revenue Code of 1986 limits the amount of multifamily housing mortgage revenue bonds that may be issued in any calendar year by entities within a state and authorizes the governor or the legislature of a state to provide the method of allocation within the state; and

WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the California Government Code governs the allocation of the state ceiling among governmental units in the State of California having the authority to issue private activity bonds; and

WHEREAS, section 8869.85 of the California Government Code requires a local agency desiring an allocation of the state ceiling to file an application with the California Debt Limit Allocation Committee (CDLAC) for such allocation, and CDLAC has certain policies that are to be satisfied in connection with any such allocation; NOW, THEREFORE,



BE IT RESOLVED, by the Board of Commissioners of the Housing Authority of the City of San Diego, as follows:

Section 1. Findings and Determinations.

(a) The above recitals, and each of them, are true and correct. The Authority hereby determines that it is necessary and desirable to provide financing for the Project (including reimbursement of the Reimbursement Expenditures) by the issuance and sale of the Bonds pursuant to the Act in an aggregate principal amount not to exceed \$110,000,000, as set forth in Exhibit A, subject to authorization of the issuance of the Bonds by resolution of the Authority at a meeting to be held for such purpose. The expected date of issuance of the Bonds is within eighteen (18) months of the later of the date the first Reimbursement Expenditure was made and the first date the Project is placed in service and, in no event, later than three (3) years after the date of the first Reimbursement Expenditure.

(b) Proceeds of the Bonds to be used to reimburse for Project costs are not expected to be used directly or indirectly to pay debt service with respect to any obligation or to be held as a reasonably required reserve or replacement fund with respect to an obligation of the Authority or any entity related in any manner to the Authority, or to reimburse any expenditure that was originally paid with the proceeds of any obligation, or to replace funds that are or will be used in such manner.

(c) As of the date hereof, the Authority has a reasonable expectation that the Bonds will be issued to reimburse Project costs. This Resolution is consistent with the budgetary and financial circumstances of the Authority, as of the date hereof. The Bonds will be repaid solely from amounts paid by the Borrower, expected to consist of revenues derived from the Project,

and/or proceeds of the Bonds issued for capitalized interest. No other moneys are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside by the Authority (or any related party) pursuant to its budget or financial policies to repay the Bonds.

Section 2. Declaration of Official Intent. This Resolution is being adopted by the Authority in part for purpose of establishing compliance with the requirements of sections 1.103-8(a)(5) and 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of the Bonds to reimburse the Reimbursement Expenditures. This action is taken expressly for the purpose of inducing the Borrower to undertake the Project, and nothing contained herein shall be construed to signify that the Project complies with planning, zoning, subdivision, environmental and building laws and ordinances applicable thereto or to suggest that the Authority, the City of San Diego (City) or any officer or agent of the City will grant any such approval, consent or permit that may be required in connection with the acquisition, construction and equipping of the Project, or that either the Authority or the City will make any expenditure, incur any indebtedness, or proceed with the financing of the Project.

Section 3. Applications to CDLAC. The officers and/or the program managers of the Authority are hereby authorized and directed to apply to CDLAC for an allocation from the state ceiling of private activity bonds to be issued by the Authority for the Project in an amount not to exceed \$110,000,000 and to take any and all other actions as may be necessary or appropriate in connection with such application, including but not limited to the payment of fees, the posting of deposits, the provision of certificates, and the submittal of additional applications to CDLAC (if necessary), and any such actions heretofore taken by such officers and program managers are hereby ratified, approved and confirmed.

Section 4. Effective Date. This Resolution shall take effect immediately upon its adoption.

Section 5. Approval of Bond Counsel and Financial Advisor. The financing team of Orrick, Herrington & Sutcliffe LLP as bond counsel and Ross Financial, as financial advisor, is approved for the Project.

Section 6. Authority of President & Chief Executive Officer of Housing Commission. The President & Chief Executive Officer of the Housing Commission, or designee, is authorized to execute all necessary documents, in a form approved by its General Counsel and/or Bond Counsel, and to perform such acts as are necessary to implement the approvals provided for in this Resolution.

Section 7. Environmental. Action being taken at this time under and pursuant to this Resolution involves only consideration of the issuance of the Bonds, and so is not a “project” and is therefore not subject to the California Environmental Quality Act (CEQA) pursuant to State of California CEQA Guidelines Section 15060(c)(3). The adoption of this Resolution does not constitute approval of a project.

APPROVED: MARA W. ELLIOTT, General Counsel

By \_\_\_\_\_  
Marguerite E. Middaugh  
Deputy General Counsel

MEM:jdf  
06/03/2019  
Or.Dept: Housing Authority  
Doc. No. : 2020303

**EXHIBIT A**

**DESCRIPTION OF PROJECT**

Name: Scripps Mesa Apartments

Location: 10380 Spring Canyon Road, San Diego, California 92131

Number of Units: 264

Maximum Bond Amount: \$110,000,000



SAN DIEGO  
HOUSING  
COMMISSION

## REPORT TO THE CITY COUNCIL

**DATE ISSUED:** May 28, 2019

**REPORT NO:** CCR19-007

**ATTENTION:** City Council President and Members of the City Council  
For the Agenda of June 25, 2019

**SUBJECT:** Tax Equity & Fiscal Responsibility Act Public Hearing – Scripps Mesa

**COUNCIL DISTRICT:** 5

### **REQUESTED ACTION**

That the San Diego City Council (City Council) hold a Tax Equity and Fiscal Responsibility Act (TEFRA) public hearing and adopt a resolution approving the issuance of Multifamily Housing Revenue Bonds in an amount up to \$110,000,000 to fund the construction of Scripps Mesa Apartments, a 264-unit rental housing development, located at 10380 Spring Canyon Road, San Diego 92131, which will consist of 53 units that will remain affordable for 55 years for very low-income families and 211 market-rate rental housing units.

### **SUMMARY**

The Housing Authority of the City of San Diego intends to issue up to \$110,000,000 of Multifamily Housing Revenue Bonds to facilitate the acquisition and new construction of a multifamily rental housing project in the city of San Diego described in the Notice of Public Hearing.

In order for interest on the Bonds to be tax-exempt, section 147(f) of the Internal Revenue Code of 1986 requires that the Bonds be approved by the City Council as the applicable elected representative of the City after public hearing following reasonable public notice.

Respectfully submitted,

*Tina Kessler*

Tina Kessler  
Housing Programs Manager  
Real Estate Division

Approved by,

*Jeff Davis*

Jeff Davis  
Executive Vice President & Chief of Staff  
San Diego Housing Commission

Hard copies are available for review during business hours at the security information desk in the main lobby and the fifth floor reception desk of the San Diego Housing Commission offices at 1122 Broadway, San Diego, CA 92101 and at the Office of the San Diego City Clerk, 202 C Street, San Diego, CA 92101. You may also review complete docket materials in the "Governance and Legislative Affairs" section of the San Diego Housing Commission website at [www.sdhc.org](http://www.sdhc.org)

**NOTICE OF PUBLIC HEARING**

NOTICE IS HEREBY GIVEN that the City Council of the City of San Diego on Tuesday, June 25, 2019, at the hour of 2:00 p.m. or as soon thereafter as the matter may be heard, in the City Administration Building, Council Chambers, 12th Floor, 202 “C” Street, San Diego, California, will hold a public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986 with respect to the proposed plan of financing for the issuance by the Housing Authority of the City of San Diego of its tax-exempt multifamily housing revenue bonds in one or more series, pursuant to a plan of finance, to finance or refinance the acquisition, construction and equipping of a multifamily rental housing development described below (the “Project”):

<b>Name</b>	<b>Location</b>	<b>Number of Units</b>	<b>Aggregate Maximum Bond Amount</b>
Scripps Mesa Apartments	10380 Spring Canyon Road, San Diego, California	264	\$110,000,000

The facilities are to be owned by Scripps Mesa Apartments, L.P. or a partnership of which Monarch Essex Scripps LLC (the “Developer”) or a related person to the Developer is the general partner.

Notice is further given that at said hearing, all interested parties will have an opportunity to be heard on the question of whether or not such multifamily housing revenue bonds should be issued. Written comments may also be submitted prior to the hearing, c/o Tina Kessler, Housing Programs Manager, San Diego Housing Commission, 1122 Broadway, Suite 300, San Diego, California 92101.

Dated: June 11, 2019

CITY COUNCIL OF THE CITY OF SAN DIEGO



The City of San Diego  
**Item Approvals**

**Item Subject:** Preliminary Bond Authorization for Scripps Mesa Apartments.

<b>Contributing Department</b>	<b>Approval Date</b>
DOCKET OFFICE	06/03/2019

<b>Approving Authority</b>	<b>Approver</b>	<b>Approval Date</b>
HOUSING COMMISSION FINAL DEPARTMENT APPROVER	DAVIS, JEFF	05/30/2019
EXECUTIVE VICE PRESIDENT	DAVIS, JEFF	06/04/2019
CITY ATTORNEY	MIDDAUGH, MARGUERITE	06/10/2019