

RESOLUTION NO. 10-22

RESOLUTION OF THE MEMBERS OF THE RICHMOND COMMUNITY REDEVELOPMENT AGENCY (AGENCY) BOARD AUTHORIZING THE EXECUTIVE DIRECTOR TO TAKE ANY AND ALL ACTIONS NECESSARY TO REDEEM THE VARIABLE RATE DEMAND MULTIFAMILY HOUSING REVENUE REFUNDING BONDS (THE SUMMIT AT HILLTOP APARTMENTS), 2003 SERIES A ISSUED BY THE AGENCY AND TO ENTER INTO AN AMENDED AND RESTATED REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS WITH PRIME GROUP RESIDENTIAL OR ITS AFFILIATE (PRIME), AND APPROVING THE TRANSFER OF THE SUMMIT AT HILLTOP APARTMENTS TO PRIME

WHEREAS, the Richmond Community Redevelopment Agency (the "Agency") is authorized pursuant to Chapter 7.6 of Part 2 of Division 24 of the Health and Safety Code of the State of California (the "Act") to issue bonds to provide funds to finance the acquisition by nonprofit organizations of multifamily rental housing developments located in its jurisdiction, all as provided in the Act; and

WHEREAS, the Agency previously issued its Multifamily Housing Revenue Bonds (BRIDGE Affordable Housing Program/The Summit at Hilltop Apartments), 1993 Issue A (the "Original Bonds") in the original principal amount of \$15,605,000, and loaned the proceeds thereof to BRIDGE Housing Acquisitions, Inc., a California nonprofit public benefit corporation ("BRIDGE"), to finance BRIDGE's acquisition of a 240-unit multifamily rental housing development known as The Summit at Hilltop Apartments and located in the City of Richmond (the "Development") all for the public purpose of assisting persons of lower income within the City of Richmond to obtain decent, safe and sanitary housing; and

WHEREAS, the Original Bonds were refunded in their entirety by the Variable Rate Demand Multifamily Housing Revenue Refunding Bonds (The Summit at Hilltop Apartments), 2003 Series A (the "Bonds"); and

WHEREAS, pursuant to the Original Bonds, the Agency and BRIDGE entered into that certain Regulatory Agreement and Declaration of Restrictive Covenants as of September 1, 1993, and pursuant to the Bonds, the Agency and BRIDGE entered into that certain First Amendment to Regulatory Agreement as of August 1, 2003 (collectively, the "BRIDGE Regulatory Agreement") requiring that a portion of the units in the Development be rented at affordable rents to households with low incomes; and

WHEREAS, BRIDGE's successor in interest, Hilltop Summit, LLC, intends to sell the Development to an affiliate of Prime Group Residential, a closely held private business ("Prime"); and

WHEREAS, in order to sell the Development to Prime, the Bonds must be redeemed and the Agency and Prime have agreed to enter into an Amended and Restated Regulatory Agreement and Declaration of Restrictive Covenants (the "New Regulatory Agreement") reflecting the Bonds' retirement, the new ownership, and the continuing affordability requirements; and

WHEREAS, by the agenda report accompanying this Resolution ("Agenda Report"), the Agency Board has been provided with additional information upon which the findings and the actions set forth in this Resolution are based.

NOW THEREFORE, BE IT RESOLVED that the Richmond Community Redevelopment Agency Board hereby accepts that the above recitals are accurate and have served together with the Agenda Report, as the basis for the findings and approvals set forth in this Resolution; and

BE IT FURTHER RESOLVED that the Agency Board hereby approves the sale of the Development from BRIDGE to Prime and authorizes the Executive Director to take all actions necessary for such transfer, including the redemption of the Bonds; and

BE IT FURTHER RESOLVED that the Agency Board hereby approves the proposed New Regulatory Agreement, substantially in the form attached to the Agenda Report, all exhibits thereto and all ancillary documents and contracts; and authorizes the Executive Director to execute and implement the New Regulatory Agreement, all exhibits thereto and all ancillary documents; and

BE IT FURTHER RESOLVED that the Agency hereby designates the firm of Orrick, Herrington, and Sutcliffe to act as bond counsel to the Agency for the retirement of the Bonds. Payment of the fees and expenses of bond counsel shall be contingent upon the repayment of the Bonds, and shall be payable solely from the proceeds of the sale or contributions by Prime.

I certify that the foregoing resolution was passed and adopted by the Richmond Community Redevelopment Agency of the City of Richmond at a joint regular meeting held on July 6, 2010, the following vote:

AYES:	Boardmembes/Councilmembers Bates, Butt, Lopez, Rogers, Viramontes, Vice Chairperson/Vice Mayor Ritterman, and Chairperson/Mayor McLaughlin
NOES:	None
ABSTENTIONS:	None
ABSENT:	None

DIANE HOLMES
Clerk of the Redevelopment Agency

(SEAL)

Approved:

GAYLE McLAUGHLIN
Chairperson/Mayor

Approved as to form:

RANDY RIDDLE
City Attorney

State of California }
County of Contra Costa : ss.
City of Richmond }

I certify that the foregoing is a true copy of **Resolution No. 10-22**, finally passed and adopted by the Richmond Community Redevelopment Agency at a joint regular meeting held on July 6, 2010.