



**Sacramento
Housing &
Redevelopment
Agency**

**REPORT TO CITY COUNCIL AND
REDEVELOPMENT AGENCY**

City of Sacramento

915 I Street, Sacramento, CA 95814-2671

www.CityofSacramento.org

4

Consent
July 14, 2009

**Honorable Mayor and Members of the City Council
Chair and Members of the Redevelopment Agency Board**

Title: Business Terms for Gap Financing of "Station 65" Project, 65th Street and Folsom Boulevard

Location/Council District: 65th Street and Folsom Boulevard, 65th Street
Redevelopment Project Area/District 3

Recommendation: 1) Adopt a **City Resolution** a) authorizing the Sacramento Housing and Redevelopment Agency ("Agency") to rebate City Housing Trust Fund ("HTF") fees generated by projects that comprise the proposed "Station 65" mixed-use transit-oriented development ("Station 65") as gap financing for the rental residential project at Station 65 ("Residential Project") and allocating Station 65 HTF fees for this purpose; and 2) adopt a **Redevelopment Agency Resolution** approving non-binding business terms of future gap financing agreement(s) to allow use of City-allocated HTF fees and use of net Tax Increment ("Net TI") funds and net Low/Moderate Income Housing Set-aside ("Low/Mod Housing") funds received by the Agency as a result of Station 65 construction to support the Residential Project, a parking structure ("Parking Project") and/or eligible off-site improvements ("Off-sites Project") at the Station 65 site.

Contact: Lisa Bates, Deputy Executive Director, 440-1316, Christine Weichert, Assistant Director, Housing and Community Development, 440-1353

Presenters: N/A

Department: Sacramento Housing and Redevelopment Agency

Description/Analysis

Issue: In 2002, the City of Sacramento ("City") approved the 65th/University Transit Village Plan ("Transit Village Plan") to encourage increased density and

mixed-use, transit-oriented development ("TOD") in the vicinity of 65th Street and Folsom Boulevard. The 2004 adoption of the 65th Street Redevelopment Project Area ("65th Street RDA") included an Implementation Plan that seeks to eliminate blight and facilitate development of underutilized properties in the area, including the 13.6-acre "Station Block," bounded by 65th Street, Folsom Boulevard, Sacramento Regional Transit District ("Regional Transit") light rail transit tracks, and the Union Pacific Railroad. The Station Block is located within the larger Transit Village Plan area.

Agency efforts to precipitate redevelopment at the Station Block have focused on its westernmost portion, comprised of four underutilized acres at the southeast corner of 65th Street and Folsom Boulevard. To facilitate assembly of the three legal parcels for modern, integrated development, the Agency has funded recent efforts to analyze relocation options for Regional Transit's bus transfer facility (see location map, Attachment 1). Currently, the Agency is funding design and documents to allow bidding for construction of the replacement bus facility. The Agency has also allocated up to \$3.5 million of Developer Assistance as possible gap financing for actual construction of the new bus facility. When completed, Regional Transit can designate the existing bus facility as surplus property and allow the two-acre parcel to be assembled into a larger site for redevelopment.

Station Block property owner Mark C. Lucas, doing business as Lucas Enterprises ("Master Developer"), proposes construction of a mixed-use TOD project called Station 65 at the southeast corner of Folsom Boulevard and 65th Street. Collectively, \$120 million of improvements are planned for the Station 65 site. A conceptual site plan and massing perspective of Station 65 uses is shown in Attachment 2. Additional background information is in Attachment 3.

To facilitate development of the site, staff is requesting authorization to negotiate terms of gap financing for two projects planned for Station 65—a parking structure ("Parking Project") and multi-family rental units ("Residential Project"), as well as for certain off-site improvements ("Off-sites Project") that may need, and be eligible for, financing assistance. The gap financing will be derived from increases in Net TI and in Low/Mod Housing funds generated by the Station 65 development over time. Station 65 would also generate City HTF fees at issuance of building permits. If the staff recommendation is approved, the Agency would negotiate terms and conditions of an agreement for gap financing based on the recommended business terms summarized in Exhibit A to Attachment 5.

Approval of business terms for negotiation of possible Agency assistance will allow the Master Developer to seek private and other public sources of funding and investment while also providing a framework for negotiation of formal gap financing agreements for the Residential Project, the Parking Project and the Off-sites Project, if determined eligible for gap financing. Future Agency funding agreements for the Parking Project, the Residential Project and/or the Off-sites

Project would be subject to review, findings and approval, at its sole discretion, by the Agency's governing board.

Policy Considerations: The recommended Business Terms Summary in Exhibit A of Attachment 5 for possible gap financing is consistent with the Agency's Station Block Plan. The proposed activities are supportive of the following adopted goals in the 2004-2009 Implementation Plan for the 65th Street RDA:

- Blight elimination.
- Redesign and development of portions of the Project Area which are stagnant or improperly utilized.
- Assembly of land into parcels suitable for modern, integrated development.
- Improvement of pedestrian, bicycle and vehicular circulation in the Project Area, in particular, public transit access and support.
- Provision of opportunities for participation by property owners in the revitalization of their properties.

Station 65 entitlements and conditions of approval were determined by the City to be consistent with the intent of the General Commercial – Transit Overlay (C2-TO) zoning status of the parcels that comprise the Station 65 site.

Environmental Considerations:

California Environmental Quality Act (CEQA): In December 2008, the City of Sacramento Planning Commission certified adequacy of the Environmental Impact Report ("EIR") prepared for proposed Project #PO8-068, which included all proposed improvements at the Station 65 site. The Planning Commission adopted findings of fact and overriding considerations to approve Station 65 and its entitlements, and also adopted the Mitigation Monitoring Program for ("MMP") for Station 65 pursuant to CEQA Section 21081.6 and CEQA Guidelines Section 15091. Agency staff has reviewed and considered the EIR and MMP and recommends that they are sufficient and reflect an adequate consideration of environmental impacts and necessary mitigations.

Sustainability Considerations: Implementation involves the indirect improvement of public transit facilities and direct construction of a transit-supportive mix of uses next to light rail service and multiple bus routes. If successful, Station 65 will achieve the following City of Sacramento Sustainability Master Plan goals:

- Significantly reduce the use of fossil fuels (*Energy Independence*);
- Reduce dependence on the private automobile by working with community partners to provide efficient and accessible public

transit and transit supportive land uses (*Urban Design, Land Use, Green Building and Transportation*);

- Reduce long commutes by providing a wide array of transportation and housing choices near jobs for a balanced, healthy city (*Urban Design, Land Use, Green Building and Transportation*).

Committee/Commission Action: The 65th Street Redevelopment Advisory Committee (RAC) reviewed the item at its regular meeting of May 27, 2009, and voted as follows to support the staff recommendations:

AYES: Arnold, Billingsley, Cantu, Collins, Diepenbrock, Garcia, Little, McElhinney, Maleske, O'Mara, O'Toole, Sikich, Smith

NOES: none

ABSENT: Clady, Klein

Committee/Commission Action: The Sacramento Housing and Redevelopment Commission reviewed the staff recommendations for this item at its June 17, 2009, regular meeting and voted to support the recommendations as follows:

AYES: Burruss, Chan, Gore, Fowler, Morgan, Otto, Rosa, Shah, Stivers

NOES: None

ABSENT: Dean

Rationale for Recommendation: The Residential Project, the Parking Project and/or the Off-sites Project at the Station 65 site would help eliminate blight and would further three adopted goals in the 65th Street RDA Implementation Plan, including: 1) design for improved transit, pedestrian and bicycle commuting facilities; 2) remove blighting conditions; and 3) create opportunities for property owner participation in revitalization efforts.

Financial Considerations: If approved, the recommended Business Terms Summary would create the framework to future, formal agreement(s) to commit increases in Net TI revenue and net Low/Mod Housing funds, as well as HTF fees generated by Station 65 improvements as sources of gap financing for eligible projects at the Station 65 site. The magnitude of each fund source would be determined by the value added to the parcels that comprise the site. Subject to approval by the Agency governing board at its sole discretion, Agency gap financing sources would be made available as rebates after receipt of the funds by the Agency, although the Agency would reserve the right to offer the gap financing as a loan, subject to the availability of funds.

M/WBE Considerations: The items discussed in this report have no M/WBE impact; therefore, M/WBE considerations do not apply.

Respectfully Submitted by:


LA SHELLE DOZIER
Executive Director

Recommendation Approved:

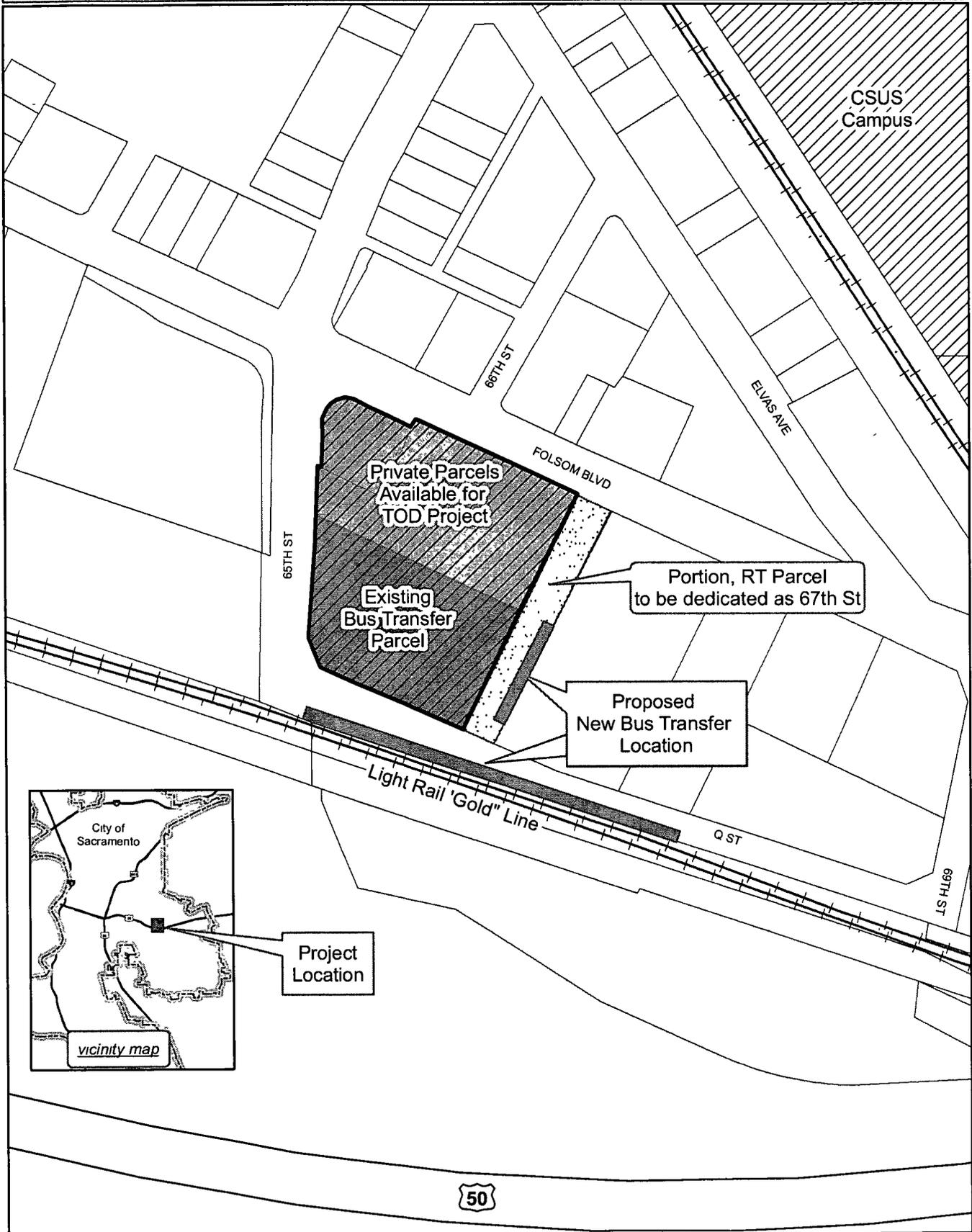

RAY KERRIDGE
City Manager

Table of Contents

Report	pg. 1
Attachments	
1 Location Map	pg. 6
2 Station 65 Plan and Perspective	pg. 7
3 Background	pg. 9
4 City Resolution	pg. 11
5 Redevelopment Agency Resolution	pg. 12
Exhibit A – Business Terms Summary	pg. 14



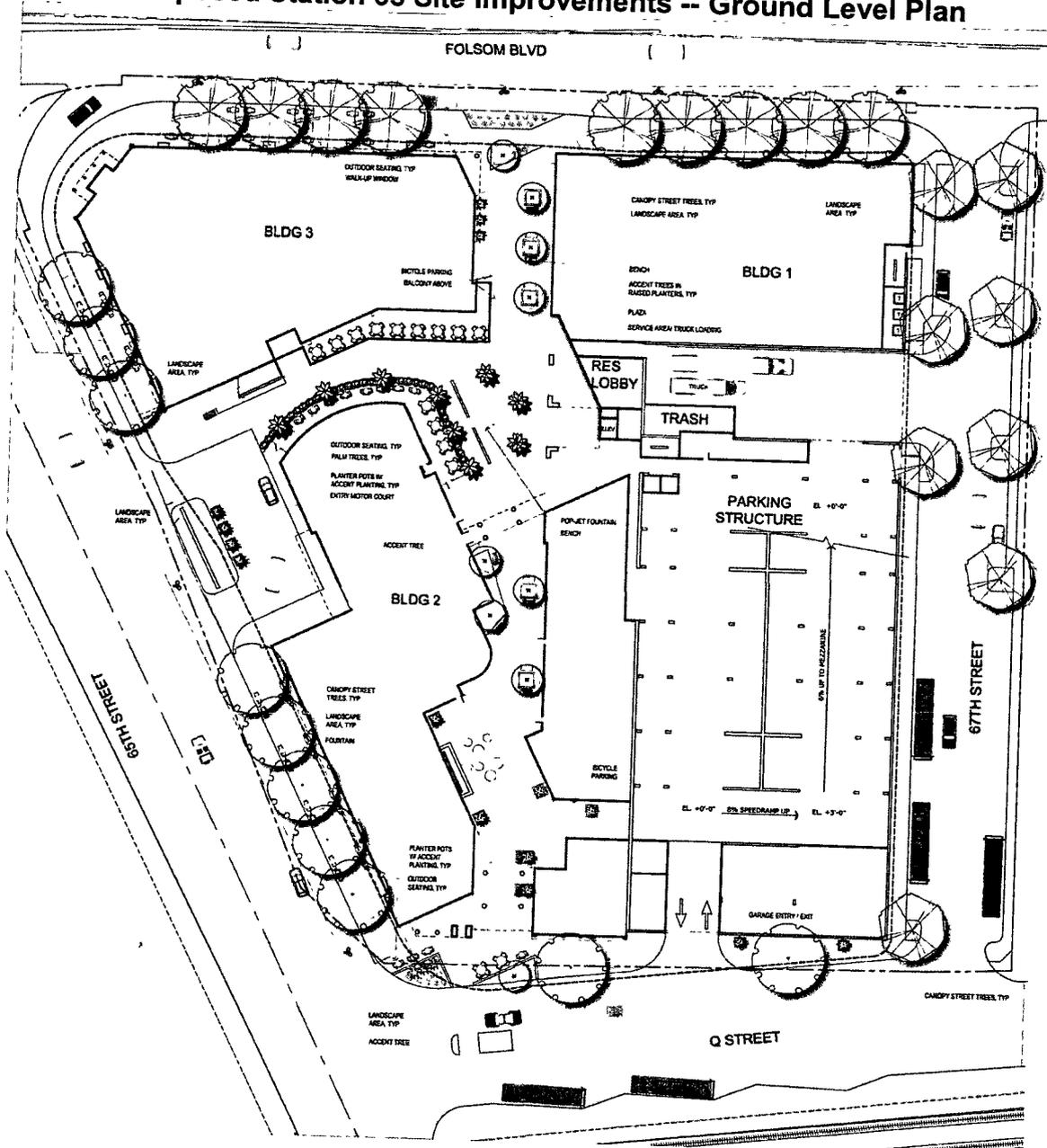
Site Location Proposed "Station 65" Project



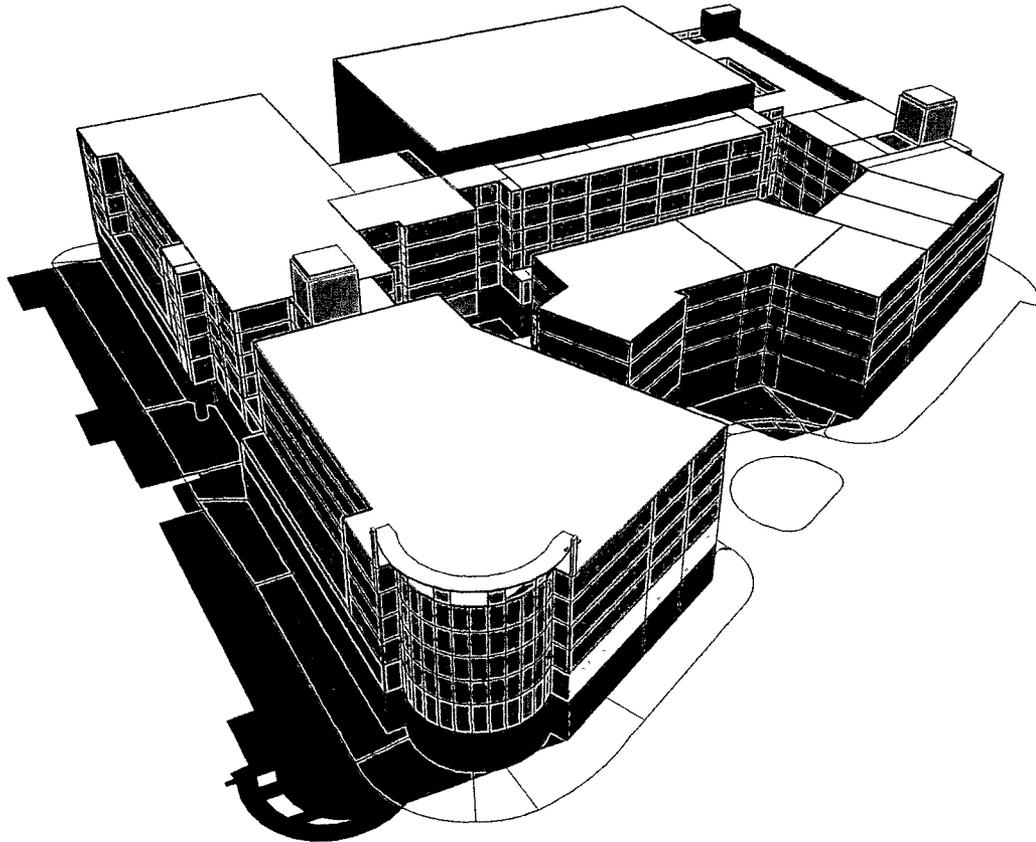
Project Location

	Proposed New bus transfer location		private_parcels	0 0.025 0.05 Miles		SHRA GIS May 12, 2009
	Station 65 Proposed Site		Existing RT Bus Transfer			
	67th St		Railway			

Proposed Station 65 Site Improvements -- Ground Level Plan



Station 65 Site Massing Perspective



View from Corner, 65th Street and Folsom Blvd., looking to Southeast

- (148) room Hotel Project
- (100) rental units Residential Project
- Approx. 63,000 square feet, Retail and Restaurant Project
- Approximately 52,000 square feet, Offices Project
- Approximate 30,000 square foot Fitness Center Project
- (615) stall garage Parking Project

Attachment 3**Background**

For the past decade, the City of Sacramento ("City") and the Sacramento Regional Transit District ("Regional Transit") have individually and collectively planned for higher-density, transit-oriented development ("TOD") in the vicinity of 65th Street and Folsom Boulevard. The City's vision and planning framework is embodied in its "65th Street/University Transit Village Plan," adopted in late 2002. In mid-2002, Regional Transit issued its "Transit for Livable Communities" planning document to facilitate private and joint private/Regional Transit TOD projects at strategically-located light rail stations. The City and Regional Transit planning activities informed subsequent study and actions by the Sacramento Housing and Redevelopment Agency ("Agency") to adopt the 65th Street Redevelopment Project Area ("65th Street RDA") in 2004. The Implementation Plan adopted for the 65th Street RDA includes objectives of blight elimination and development of underutilized real estate. Agency objectives are therefore supportive of City and Regional Transit planning goals for area.

The Agency's approach to facilitate redevelopment projects near Regional Transit's 65th/University light rail station is described in its 65th Street Station Block Development Strategy ("Strategy") that was accepted by the City Council in October 2006. The Strategy concerns the 13.6-acre "Station Block"—bounded by 65th Street (west), Folsom Boulevard (north), the Union Pacific rail tracks (east) and Q Street (south).

The Strategy explored potential development options and identified specific public actions intended to facilitate redevelopment projects. The Strategy recommended a joint effort between the Agency, the City and Regional Transit to encourage redevelopment projects that would include Regional Transit's highly visible bus transfer site. The City, Agency and Regional Transit subsequently entered into a Memorandum of Understanding (MOU) in late 2007 to delineate roles and responsibilities. The MOU collaboration evaluated options for relocating the bus facility in order to allow redevelopment of the underutilized, blighted parcel. The "preferred alternative" approved by Regional Transit is the basis for current design and environmental work that will lead to solicitation later this year of construction bids to relocate the facility. This design and environmental work is being funded by the Agency (up to \$500,000 of 65th Street RDA Tax Increment). Replacement facilities will allow Regional Transit to declare the two-acre parcel surplus to its operational needs, allowing it to be available for redevelopment.

In August 2008, Regional Transit and private developer Mark C. Lucas, doing business as Lucas Enterprises ("Master Developer") entered into an exclusive negotiation agreement ("ENA") for terms and conditions of disposition of the Regional Transit parcel. Those negotiations are ongoing. The Master Developer proposes to incorporate the Regional Transit parcel into a larger site with two abutting parcels controlled by the Master Developer (see Attachment 1). The result would be an

approximate four-acre parcel upon which the Master Developer proposes to construct multiple structures and a mix of uses that the Master Developer collectively refers to as "Station 65." Collectively, \$120 million of improvements are planned for the Station 65 site. It is anticipated that the individual uses will be legally organized as stand-alone real estate developments. A conceptual site plan and massing perspective illustration of all Station 65 uses is shown in Attachment 2.

The Agency has an interest in providing gap financing, if the need is demonstrated, for three projects at the Station 65 site. The three projects include a residential apartment project ("Residential Project"), a parking structure ("Parking Project") and off-site improvements ("Off-sites Project") that may be eligible for Agency assistance.

In an effort to identify other sources of gap financing for the Residential Project, the Master Developer submitted an application for California Proposition 1C ("Prop. 1C") TOD Housing loan funds and Regional Transit submitted a \$3.8 million Prop. 1C TOD Housing grant fund application. Both were intended to assist the Residential Project. In addition, the Master Developer sought a Prop. 1C infill infrastructure grant to assist improvements planned for the Station 65 site. Unfortunately, the requested Prop. 1C funds were awarded to other projects.

Regional Transit's current bus transfer facility must be relocated before the Federal Transit Administration will permit the existing facility to be declared surplus to Regional Transit's operational needs; the Agency's governing board recently approved, on a contingent basis, up to \$3.5 million of 65th Street tax increment bond proceeds (issued in 2006) to construct the replacement bus facility. This approval was contingent upon approval of competitive construction bids, environmental clearances and findings by the Agency's governing board and Regional Transit's governing board consistent with California Community Redevelopment Law Section 33445 that there are no other feasible means of financing the construction.

In anticipation of the possible need for Agency gap financing agreements for the Residential Project, the Parking Project and the Off-sites Project, and to allow Station 65 sponsor (Mark Lucas) to seek other private and other public sources of funding and investment, staff is seeking authority to use the proposed Business Terms Summary (see Attachment 5, Exhibit A) to provide a framework for negotiation of formal gap financing agreements for one or more of the three projects which would complement the other mixed-use improvements proposed for the Station 65 site.

Additional underwriting analysis will be conducted on all improvements planned for the Station 65 site as they are finalized and provide a basis to clarify the need for Agency assistance for the Residential Project, the Parking Project and the Off-sites Project. This analysis will precede negotiation on final, detailed terms and conditions of actual gap funding agreements that would be subject to consideration and approval, at its sole discretion, by the City Council, acting as governing board of the Agency.

RESOLUTION NO. 2009 -

Adopted by the Sacramento City Council

on date of

HOUSING TRUST FUND FINANCING OF "STATION 65" PROJECT, 65th STREET AND FOLSOM BOULEVARD

BACKGROUND

- A. Private developer Lucas Enterprises ("Master Developer") proposes to construct a mixed-use Transit-oriented Development project commonly referred to as "Station 65" on a 4-acre site at Folsom Boulevard and 65th Street in the 65th Street Redevelopment Project Area
- B. The City of Sacramento Planning Commission considered and duly adopted the Station 65 Environmental Impact Report ("EIR"), findings of fact, overriding considerations and Mitigation Monitoring Plan ("MMP") when entitlements were approved in December 2008. There are no substantial changes proposed in the project or the circumstances under which the project is being undertaken and there is no new information of substantial importance to the project that was not known when the EIR was certified as complete. No further environmental review of this activity under CEQA is required.
- C. The Sacramento Housing and Redevelopment Agency (Agency) administers funds collected for deposit to the City Housing Trust Fund.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL RESOLVES AS FOLLOWS:

- Section 1. All of the evidence having been duly considered, the findings, including the environmental findings as stated above, are approved.
- Section 2. The Agency is authorized to include, as part of a potential future gap financing agreement for the Residential Project, the amount of City Housing Trust Fund fees that will be generated by the non-residential portions of the Station 65 project after such fees are collected and received as required by City of Sacramento Zoning Code 17.188, or any superseding code section, subject to future Redevelopment Agency governing board approval, in its sole discretion, of actual project approval or funding agreements for the Residential Project.

RESOLUTION NO. 2009 -

Adopted by the Redevelopment Agency of the City of Sacramento

on date of

BUSINESS TERMS FOR GAP FINANCING FOR "STATION 65" PROJECT, 65TH STREET AND FOLSOM BOULEVARD

BACKGROUND

- A. Private developer Lucas Enterprises ("Master Developer") proposes to construct a mixed-use Transit-oriented Development project commonly referred to as "Station 65" on a 4-acre site at Folsom Boulevard and 65th Street in the 65th Street Redevelopment Project Area ("65th Street RDA").
- B. The Environmental Impact Report ("EIR"), findings of fact, overriding considerations and Mitigation Monitoring Plan ("MMP") for Station 65 were duly adopted when entitlements were approved by the City of Sacramento Planning Commission in December 2008. The Agency, however, is not approving financing or a Project at this time but is stating its interest and commitment to explore the feasibility and Agency financing of a potential gap for affordable housing, parking structure, and certain off-site improvements.
- C. The Master Developer is attempting to identify sources of private and public funding and investment to satisfy the needs of the projects that comprise Station 65, including anticipated gap financing needs of the Residential Project, the Parking Project and the Off-sites Project.
- D. To allow the Master Developer to the seek private and other public sources of funding and investment, a summary of Business Terms for possible Agency financial assistance would provide a framework for negotiation of formal gap financing agreements for the Residential Project, the Parking Project and/or the Off-sites Project, if determined eligible for Agency gap financing.
- E. Any future Agency project funding agreements for eligible Station 65 projects would be subject to review, findings and approval by the Agency's governing board, at its sole discretion.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE REDEVELOPMENT AGENCY RESOLVES AS FOLLOWS:

Section 1. The foregoing recitals, including the environmental recital, are found to be true and correct and are approved.

Section 2. The Executive Director or her designee is authorized to present to the Developer the non-binding terms as attached in Exhibit A: Business Terms Summary (attached hereto and incorporated herein) as non-binding economic parameters for negotiation of potential Agency gap financing agreement(s) for eligible projects at the Station 65 site.

Table of Contents:

Exhibit A – Business Terms Summary for Gap Financing Assistance

**Business Terms Summary for Gap Financing Assistance
for**

**Residential Project, Parking Project
and**

Eligible Off-site Improvements at 65th Street and Folsom Blvd.

Introduction

Mark C. Lucas, doing business as Lucas Enterprises ("Master Developer") effectively controls property comprised of three legal parcels that is approximately 4.1 acres in size (the "Property"). The Property is located in the 65th Street Redevelopment Project Area, Sacramento, California 95819 ("65th Street RDA"), adopted June 29, 2004 (City of Sacramento Ordinance 2004-032).

Master Developer has received entitlements for a range of improvements at the Property that includes multiple projects and uses for which Agency financial assistance is not being sought or offered. Collectively, the multiple projects and improvements proposed by the Master Developer are commonly referred to as the Station 65 project ("Station 65") as approved by the City of Sacramento Planning Commission in December 2008.

The Terms contained herein are not binding on either the Redevelopment Agency of the City of Sacramento ("Agency") or on the Master Developer. The Agency can be bound only after formal approval by the Agency's governing board of an Owners Participation Agreement ("OPA") or of a Disposition and Development Agreement ("DDA"), as-is-appropriate, to commit Agency gap financing to eligible projects. Such approval would occur at the sole discretion of the Agency governing board and upon finding(s) that project(s) to receive Agency gap financing will remove blight and achieve objectives within the Agency's adopted 65th Street RDA Implementation Plan, including the development of affordable housing.

Terms and conditions of formal funding agreement(s) will be contingent upon results of underwriting analysis of Station 65 development budgets and operating pro formas and due diligence by the Agency prior to development of formal agreement(s), if warranted, for the Residential Project, the Parking Project and/or the Off-sites Project.

The Property

The site is comprised of the following three parcels:

<i>Parcel #</i>	<i>Address</i>	<i>Assessor's Parcel Number</i>	<i>Gross Size (approx.)</i>
1	6500 Folsom Blvd.	015-0010-020	0.375 acres
2	6620 Folsom Blvd.	015-0010-003	1.59 acres
3	6800 Folsom Blvd.	015-0010-021	2.1 acres

Site Assembly

Developer controls Parcel 1 via a contract-to-purchase and is in-title to Parcel 2.

Developer is negotiating terms and conditions of Parcel 3 acquisition with its owner, the Sacramento Regional Transportation District ("Regional Transit" or "RT") under a First

Business Terms for Gap Financing of "Station 65" Project

July 14 2009

Amendment to an Exclusive Negotiation Agreement ("ENA"). It is understood that Parcel 3 cannot be declared surplus to the needs of Regional Transit until completion of replacement facilities that are currently being designed and until approval is granted by the Federal Transportation Administration ("FTA").

Station 65 Ownerships

A portion of the Property would be dedicated as public right-of-way. The remainder would be parcelized by the Master Developer into legal real estate parcels, including air space parcels, designed to be controlled, financed and improved by separate development/ownership entities. Covenants, Conditions and Restrictions would be recorded to govern the maintenance, operation and joint control of the uses and common areas that comprise Station 65. Ownership entities for the Residential Project, the Parking Project and/or the Off-sites Project will be created prior to consideration of approval of any funding agreement(s).

Agency Gap Financing
<p>The term "Net Tax Increment" ("Net TI") shall mean that portion of the Gross Tax Increment ("Gross TI") generated from within the boundaries of the Property as the boundaries exist on the Effective Date of the OPA or DDA that provides gap financing assistance from the Agency, and which revenues that are actually received by the Agency from the Sacramento County Assessor's Office, less (1) any payments required to be made by the Agency to affected taxing entities from the Gross TI pursuant to Health and Safety Code section 33607.5, as it may be amended from time to time; (2) any amounts required to be set aside in the Agency's low and moderate income housing funds ("Low/Mod Housing Funds") from Gross TI pursuant to Health and Safety Code sections 33334.2, 33334.3, and 33334.6, as they may be amended from time to time; (3) any amounts due the County of Sacramento for the Agency's proportionate share of the costs of assessing, collecting, and allocating property taxes and allocable to the Gross TI; (4) any other amounts required to be paid from Gross TI to third parties pursuant to applicable federal, state, or local laws or regulations, other than local laws or regulations of the City, Agency, or Sacramento Housing and Redevelopment Agency; (5) amounts allocated from, required to be paid from or otherwise a mandatory charge against Gross TI by orders or directives of courts, administrative agencies, the State of California, Educational Revenue Augmentation Funds ("ERAFs"), or the federal government and therefore unavailable to the Agency for payment under any potential agreement with Developer; and (6) actual costs of Agency administration directly allocable to the Property.</p>
<p>All future Net Tax Increment payments shall be subordinated to the senior rights, if any, for any current and future bonded indebtedness.</p>

Business Terms for Gap Financing of "Station 65" Project

July 14 2009

<p>Agency reserves the right to consider the possibility of alternative mechanisms, such as one or more loan agreements, to provide gap financing in a manner that is consistent with Agency policy and resource availability, at its sole discretion.</p>		
Type/Source of Funds	Basis for Calculation	Remarks
<p>Net TI revenue (defined above) actually received by Agency, rebated to eligible project(s)</p>	<p>Net TI received by Agency upon completion of Station 65, as proposed by Master Developer and as approved by City for entitlements</p>	<p>Availability expires at earlier of ownership transfer of project(s) receiving Agency gap financing or expiration of 65th Street RDA Plan as currently adopted. Based on current planned improvements, expected Net TI is estimated to be \$5 million.</p>
<p>Net Low/Mod Housing funds actually received by Agency, rebated to eligible^(A) project(s)</p>	<p>Net Low/Mod Housing funds received by Agency upon completion of Station 65, as proposed by Master Developer and as approved by City for entitlements</p>	<p>Availability expires at earlier of ownership transfer of project(s) receiving Agency gap financing or expiration of 65th Street RDA Plan as currently adopted. Based on current planned improvements, expected Low/Mod Housing funds are estimated to be \$2.8 million.</p>
<p>Housing Trust Fund Fees actually received by Agency, rebated to eligible^(A) project(s)</p>	<p>Fees collected pursuant to Housing Trust Fund (HTF) Ordinance (Chapter 17.188 of the City of Sacramento Zoning Code) enacted by the City Council in 1989, as it may be amended and applicable to the Station 65 Project</p>	<p>HTF fees collected for improvements made at the Property. Based on current planned improvements, expected HTF is estimated to be \$300,000.</p>
<p>^(A) Low/Mod Housing Funds and HTF fees</p>	<p>Eligibility for access to these funds is production of regulated housing units with affordability limits that are consistent with Agency policy and other applicable laws and ordinance requirements</p>	

Project	Current Estimated Total Cost	Eligibility for Agency Gap Financing		
		Net TI Revenues	Net Low/Mod Housing Funds	HTF Fees
Residential Project (100 Units)	\$31 Million (\$310,000 per unit)	✓	✓	✓
Parking Project (Structure with	\$26 Million (\$42,000 per	✓		

Project	Current Estimated Total Cost	Eligibility for Agency Gap Financing		
		Net TI Revenues	Net Low/Mod Housing Funds	HTF Fees
615 Stalls)	stall)			
Off-site Improvements	\$6.0 Million	✓		

Examples of Conditions Precedent to Agency Financial Assistance that would be included in OPA or DDA (non-inclusive list).

1. RT bus facility relocated & FTA approves surplus status of site.
2. RT parcel transferred to Agency or RT-Master Developer disposition agreement approved.
3. 67th Street Right of Way dedicated.
4. Re-parcelization, including the creation of condominium/real estate parcels.
5. Development entity/ies identified & documented
 - Legal form & organizational status.
 - Applicable Partnership, Joint Venture, Limited Liability entity agreements.
6. Underwriting analysis of operational revenue and expense assumptions acceptable to the Agency.
7. Acceptable hotel franchise and management/operating agreements.
8. Acceptable leases, pre-leasing commitments, rents for retail & offices.
9. Acceptable Parking Project garage operator agreement.
10. Acceptable fitness center lease (long-term).
11. Residential Project designed, structured and regulated as required to receive Agency financial assistance.
12. Sufficient evidence of binding sources of developer hard equity, investor equity, private debt, as well as other public sources of gap financing sufficient to complete the entire project.
13. Construction cost estimates determined to be reasonable by the Agency.
14. Acceptable contract(s) to complete project construction.
15. Applicable building permits ready-to-issue by City.