

RESOLUTION NO. _____

**A RESOLUTION OF THE CITY OF SANTA CLARA, CALIFORNIA
AUTHORIZING THE CITY MANAGER TO EXECUTE
AFFORDABLE HOUSING AGREEMENT AND LOAN PROJECT
DOCUMENTS BETWEEN THE CITY OF SANTA CLARA AND
MAINLINE NORTH 701, L.P., FOR THE PROJECT LOCATED AT
2310 CALLE DEL MUNDO, SANTA CLARA**

BE IT RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

WHEREAS; ZAEN Partners, LLC (“Developer 1”), is the project sponsor for three infill, mixed-use projects that would cumulatively include approximately 969 rental apartment units, parking garages, up to 30,000 square feet of retail space, approximately 4,500 square feet of leasing space, and approximately 55,000 square feet of amenity space (collectively, the “ZAEN Tasman East Projects”);

WHEREAS; On July 17, 2019, the City approved the first project, known as the “Station Project,” which includes 503 residential rental units and approximately 23,870 square feet of retail space located at 5123 Calle Del Sol (Parcels 19/29). The second project proposed by Developer 1 includes 150 residential rental units with approximately 5,000 square feet of retail located at 2302 Calle Del Mundo (the “Parcel 24 Project”); the Parcel 24 Project received architectural control approval on January 15, 2020. The third project proposed by Developer 1 would include 316 residential rental units located at 2263 Calle Del Mundo (the “Parcel 60/61 Project”) and is also currently under review by City staff and is expected to hold its public hearing for architectural control approval on October 21, 2020.

WHEREAS; Tasman East Urban Housing, LLC and Tasman East Holdco, LLC (“Developer 2”), is the project sponsor for two infill, mixed-use projects that would cumulatively include approximately 1,409 residential units, 191 home for the ambulatory aged residential units, parking garages, approximately 31,000 square feet of commercial space, and approximately 78,000 square feet of amenity space (collectively, the “Related Tasman East Projects”);

WHEREAS; On December 4, 2019, the City approved the first project, which includes 509

residential units, 191 home for the ambulatory aged units and approximately 31,000 square feet of commercial space located at 5150 Calle Del Sol and 2350 Calle De Luna (the “Developer 2 Phase 1 Project”). The second project proposed by Developer 2 would include approximately 900 residential units located at 2101 Tasman Drive (the “Developer 2 Phase 2 Project”), which may be developed in multiple phases and is currently under review by City staff;

WHEREAS; Developer 1 has partnered with USA Multi-family Development, Inc., and TPG Affordable LLC, (“Developer 3), a for-profit developer of affordable housing to implement the affordable housing requirements for the above referenced projects;

WHEREAS; Developer 3 intends to develop a 100% affordable housing project on Parcel 24 that includes one hundred fifty-one (151) rental units with the required unit mix of studio, one bedroom and two bedroom units, and consisting of one hundred fifty (150) affordable units one manager’s unit (1) and related facilities;

WHEREAS; thirty of the one-hundred and fifty-one (151) affordable units on the Parcel 24 Site are intended to satisfy the Affordable Housing Requirements for all 969 units associated with the ZAEN Tasman East Projects and fifty-four (54) units of the one-hundred and forty-nine (149) very low-income units on the Parcel 24 Site are intended to satisfy the Affordable Housing Requirements for all 1,600 residential units associated with Tasman East Urban Housing, LLC and Tasman East Holdco, LLC Projects. In order to ensure that the affordable units are provided concurrently with the market rate units, the City will not issue any Certificate of Occupancy (Temporary or Final) for the Station Project, the Parcel 60/61 Project, or the Related Tasman East Projects until such time as a building permit is issued for the Parcel 24 Project, unless otherwise approved by the City Manager. Otherwise, Developer 1 and Developer 2 will elect to default to the original conditions of approval (i.e., provide 10% onsite inclusionary units at 100% AMI for the Station Project, the Parcel 60/61 Project, and the Related Tasman East Projects or, subject to Community Development Director approval, pay the Affordable Housing Rental Residential Impact Fee as per the City’s Municipal Fee Schedule);

WHEREAS, the Loan Agreement will contemplate that implementation of the Project will require a myriad permits, approvals, entitlements, agreements, permits to enter, utility services, subdivision maps, building permits, and other authorizations in order to implement the Project, including but not limited to a Loan Agreement, Deed of Trust, Promissory Note, Affordable Housing Agreement and Regulatory Agreement (together, the “Project Documents”); and,

WHEREAS, the development of units as contemplated by the Project Documents will help address the City’s housing needs at very low and low-income levels by providing the City with one-hundred and fifty (150) affordable units. The distribution of these units shall be sixteen (16) units rented to households with incomes at or below 30% AMI, fifty-eight (58) units rented to households with incomes at or below 50% AMI, seventy-six (76) units rented to households with incomes at or below 70% AMI, and one (1) unrestricted manager’s unit.

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

1. That the City Council hereby finds that the above Recitals are true and correct.
2. That the City Council hereby approves and authorizes the City Manager to negotiate and execute the Affordable Housing Agreement and Project Documents, consistent with the negotiated Term Sheet, dated December 6, 2022, subject to such minor and clarifying changes consistent with the terms thereof as may be approved by the City Attorney prior to execution thereof.
3. That this Resolution, including the Loan Agreement approval described in Section 2 above, is based on the findings set forth above.
4. That the City Manager and/or designee is hereby authorized and directed to perform all acts to be performed by the City in the administration of the Loan Agreement pursuant to the terms of the negotiated Term Sheet. The City Manager is further authorized and directed to perform all other acts, negotiate, amend and execute all documents (including deeds of trust, promissory notes, and affordable housing agreement) necessary or convenient to close escrow and carry out the purposes of this Resolution and the Loan Agreement.

5. Effective date. This resolution shall become effective immediately.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE CITY OF SANTA CLARA, CALIFORNIA, AT A REGULAR MEETING THEREOF HELD ON THE ___ DAY OF _____, 2022, BY THE FOLLOWING VOTE:

AYES: COUNCILORS:

NOES: COUNCILORS:

ABSENT: COUNCILORS:

ABSTAINED: COUNCILORS:

ATTEST: _____
NORA PIMENTEL, MMC
ASSISTANT CITY CLERK
CITY OF SANTA CLARA

Attachments incorporated by reference:

1. Affordable Housing Agreement
2. Project Term Sheet 12-6-2022