LADI-LOS ANGELES DEVELOPMENT FUND

Special Meeting of the Governing Board of Directors and Advisory Board of Directors of

The Los Angeles Development Fund and LADF Management, Inc.

December 17, 2018

SPECIAL MEETING of the GOVERNING BOARD OF DIRECTORS and ADVISORY BOARD OF DIRECTORS of THE LOS ANGELES DEVELOPMENT FUND and LADF MANAGEMENT, INC. DECEMBER 17, 2018

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 - BOARD MEMO regarding Request for Approval of Sandra Rahimi to represent LADF at Novogradac's NMTC conference in San Diego on January 24 & 25, 2019 for the estimated cost of \$1,013

Tab 1



AGENDA

SPECIAL MEETING of the GOVERNING BOARD OF DIRECTORS and ADVISORY BOARD OF DIRECTORS of THE LOS ANGELES DEVELOPMENT FUND and LADF MANAGEMENT, INC.

CITY HALL, ROOM 1070 200 N. SPRING STREET, LOS ANGELES, CA Monday, December 17, 2018 | 3:00pm – 4:00pm

AGENDA ITEM PRESENTER TAB Welcome and Call to Order Rushmore Cervantes **Roll Call** Sandra Rahimi Sandra Rahimi 1 **Discussion Items** Tab 2 a. Vallarta Van Nuys Presentation Pipeline Update Tab 3 2 **Action Items** Sandra Rahimi Request for Authorization of LADF staff to issue a Letter of Interest to the Vallarta Van Nuys project for providing up to \$10 Million of New Markets Tax Credit Allocation. LADF will have option to rescind the Letter of Interest if by March 23, 2019 a) the project has not provided commitment letters from all other financing sources and b) project has not made substantial progress on all other LADF readiness criteria. b. Request for Approval of Sandra Rahimi to represent LADF at Novogradac's NMTC Tab 4 conference in San Diego on January 24 & 25, 2019 for the estimated cost of \$1,013 Request for Future Agenda Items Rushmore Cervantes Next Meeting Date and Time of Governing Board Rushmore Cervantes Thursday, January 10, 2019, 2:30pm - 4:00pm Rushmore Cervantes **Public Comment** Rushmore Cervantes Adjournment

The LADF's Board Meetings are open to the public. Accommodations such as sign language interpretation and translation services can be provided upon 72 hours notice. Contact LADF @ (213) 808-8959.

PUBLIC COMMENT AT LADF BOARD MEETINGS — An opportunity for the public to address the Board will be provided at the conclusion of the agenda. Members of the public who wish to speak on any item are requested to identify themselves and indicate on which agenda item they wish to speak. The Board will provide an opportunity for the public to speak for a maximum of three (3) minutes, unless granted additional time at the discretion of the Board. Testimony shall be limited in content to matters which are listed on this Agenda and within the subject matter jurisdiction of the LADF. The Board may not take any action on matters discussed during the public testimony period that are not listed on the agenda.

Tab 2



Project: Vallarta Van Nuys Supermarket

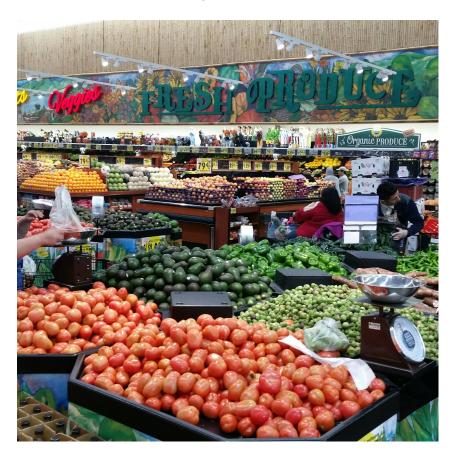
Address: 16040 Sherman Way, Van Nuys, CA 91406

Severely Distressed: 30.20% Poverty Rate

44.66% Area Median Income Designated ERS/USDA Food Desert

Project Description:

Vallarta Supermarket has recently acquired the property formerly occupied by a 41,000 square foot Toys R Us. The transaction considers the substantial rehabilitation (effectively new construction) of the property to transform the 124,000 sq. ft. parcel of land into a 40,000 sq. ft. vibrant Vallarta Grocery store offering a significant amount of healthy food products in this designated ERS/USDA Food Desert (the "Project").



VALLARTA SUPERMARKETS NEW MARKETS TAX CREDIT OPPORTUNITY

Community Outcomes

Job Creation	 280 direct livable wage permanent jobs to be created
	o 182 permanent full time;
	o 68 part time averaging 27 hours/week; and
	o 30 construction jobs.
Quality Jobs	 Estimate 100% of permanent jobs will exceed the \$13.96/ hour
	living wage for 1 adult in Los Angeles County.
	 182 permanent jobs will have employment benefits including
	health insurance, dental, vision insurance, life insurance,
	retirement plans, vacation and sick time off.
	 30 construction jobs are expected to have employment benefits.
	 Educational training and advancement opportunities for all
	permanent jobs.
	 Local residents will be able to acquire the skills they need to apply
	for and land living wage jobs in their own community.
Accessible Jobs	 Expect >80% of the jobs created will be filled by bilingual LIPs or
	residents of the surrounding LIC who are either underemployed or
	unemployed.
	 Vallarta will market jobs locally through job fairs, local postings,
	minority communities, employee training centers, City offices, etc.
	 Expect >80% of jobs filled with members of the minority
	community inclusive of Latinos, and 50% with women.
Financing Minority	The Sponsor and QALICB are owned/controlled by persons whose
Businesses	ethnic background is greater than 50% Latino.
	 Targeting 30% minority and women owned business for
	construction and third party vendor needs.
	 Estimated >80% of all Jobs will to be filled by minorities.
Commercial Goods	 42% of Vallarta's products sold as a % of total expected revenue
or Services to Low-	are considered "Fresh/Healthy" such as perishable items (fresh
Income Community	fruits/vegetables, breads, meats, fish, etc.).
	Estimated to serve 2,500 clients/day and an estimated 20,000
	unique clients in a given year.
	 Located in Designated ERS/USDA Food Desert with the community
	having limited access to heathy foods.
Community Services	 Vallarta supports SNAP (Supplemental Nutrition Assistance
to Low-Income	Program) for people with low income.
Community	 Vallarta supports WIC (Women, Infant and Children) program
	programs for people with low-income.
	 15% of gross sales are expected to be electronic benefit transfer
	(EBT), a state welfare program issuing benefits via a magnetically
	encoded payment card.

VALLARTA SUPERMARKETS NEW MARKETS TAX CREDIT OPPORTUNITY

	 Vallarta is involved in the communities they serve through various socially responsible activities including food donations to local pantries, hosting and sponsoring local events, providing financial support for socially beneficial programs targeting low income persons and other support for local non-profit organizations ranging from churches, schools and charities. Vallarta supports the Children's Miracle Network, Aisles of Smiles and the Muscular Dystrophy Association. Anchoring the community, the Vallarta supermarket will strengthen the community fabric through the investment in the community.
Environmentally Sustainable	Smart adaptive reuse of the existing vacant and blighted property. Smart adaptive reuse of the existing vacant and blighted property. Smart adaptive reuse of the existing vacant and blighted property.
Outcomes	 Environmentally sound "green" building practices will reduce energy and water consumption, incorporate recycled materials,
	 treat storm water runoff, & promote sustainability throughout construction & operations (recycling cardboard, plastic, pallets). Encourages pedestrian activity contributing to the 24/7 activity critical to an urban infill development. Enhancing the neighborhood by significantly improving the existing structure.
Catalytic & Community	Store is expected to be a stable anchor in and for the community. Cross will be a significant indirect and individed into a stable.
Community	 Grocer will have significant indirect and induced jobs created including suppliers, local nearby businesses and increased foot
	traffic.
	Currently vacant, the site has become a community eye sore and
	now a gathering place for the homeless and unfitting activities.
Transit Oriented	High traffic area in Van Nuys.
Development	Property located across the street from a public bus stop on Sharmon Street which provides across to local surrounding.
	Sherman Street which provides access to local surrounding communities and the Metro Station.

Development Budget

\$30,500,000
600,000
1,400,000
200,000
300,000
3,800,000
7,000,000
\$17,200,000

VALLARTA SUPERMARKETS NEW MARKETS TAX CREDIT OPPORTUNITY





Tab 3

LADF LOS ANGELES DEVELOPMENT FUND

PIPELINE PROFILES

LADF Board Meeting December 17, 2018

VALLARTA VAN NUYS SUPERMARKET

Developer:	Vallarta Supermarket		
Project Type:	Full-service market/ substantial rehab		
Description:	Project includes the substantial rehab of the vacant Toys R Us property to create a full service, minority owned grocery store in a USDA designated food desert. On average, 42% of products sold by Vallarta Supermarkets qualify as fresh/healthy options. Vallarta estimates that 80% of the 182 permanent, full time positions will be filled by bilingual low-income residents of the surrounding community. NMTC will compensate for the high cost of land purchase and the rising Los Angeles minimum wage and allow Vallarta to maintain grocery prices low and affordable to the surrounding low-income community.		
Location:	15040 Sherman Way, Van Nuys, CA 91406 (CD 6)		
Census Tract Eligibility (2010):	 30.2% Poverty Rate (greater than 20% and 30%) 44.66% of Metro/State Median Income (less than 80% and 60%) USDA designated food desert 		
Estimated TDC/ NMTC Allocation:	TDC: \$30,500,000 Total QEI: \$30,000,000 LADF QEI: \$10,000,000		
Potential Sources of Funds:	\$20,000,000 loan from Chase Lev. Loan Eligible		
	NMTC Equity (\$0.82 / NMTC): \$ 9,600,000		
Projected Closing:	June 2019		
Current Status:	> Awaiting announcement of next round of NMTC awards		
Community Benefits/Impact:	 Job Creation: 182 Permanent – 30 Construction Full service grocery in USDA food desert Minority owned QALICB 		









GOODWILL OF SOUTHERN CA. OFFICE

Developer:	Goodwill of Southern California ("GSC")	
Project Type:	Office / Mixed-Use, Rehabilitation	
Description:	Project includes the adaptive reuse of the 138,000 SF GSC office building. Project will adapt office space for people with ADA impediments, create 30,000 SF of low-cost working space for partner non-profits, expand job training capacity by 50%, create a digital learning academy, establish a new homeless services center, and create a 2MW solar installation. Creation of a new Goodwill Café will train 300 people per annum and prepare them for careers in food service. Project will make food services available to the local community for the first time. New construction of an 800 car parking garage and a new 15,000 SF Goodwill retail store. GSC will employ individuals with special needs at this location.	
Location:	342 N San Fernando Rd, Los Angeles, CA 90031 (CD 1)	
Census Tract Eligibility (2010):	 43.7% Poverty Rate (greater than 20% and 30%) 37.7% of Metro/State Median Income (less than 80% and 60%) 1.58x National Avg. Unemployment (greater than 1.5x) 	
Estimated TDC/ NMTC Allocation:	TDC: \$ 39,000,000 Total QEI: \$ 39,000,000 LADF QEI: \$ TBD	
Potential Sources of	Taxable bond financing: \$ 26,000,000 Lev. Loan Eligible	
Funds:	NMTC Equity (\$0.85 / NMTC): \$ 13,000,000	
Projected Closing:	TBD	
Current Status:	> Design development is ongoing	
Community Benefits/Impact:	 Job Creation: 100 Permanent - TBD Construction 30,000 SF of new low cost space for non profits Expansion of space accessible to trainees with disabilities 50% expansion of existing GSC job training capacity 	



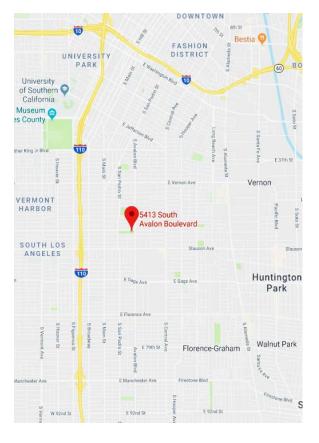




LACMA Wetlands Park Building

Developer:	Museum Associates dba Los Angeles County Museum of Art	
Project Type:	Museum, Rehabilitation	
Description:	Project is a 72,850 SF museum located in South Los Angeles Wetlands Park. The facility is across the street from the newly renovated Maya Angelou High School. This branch will operate public art programming in association with neighboring schools to provide access to art education and programming for over 9,500 students within walking distance, providing a cultural resource in an underserved neighborhood. The museum will use the building for art-related and educational public programs and museum related purposes, including the storage of a portion of LACMA's collection.	
Location:	5413 S Avalon Blvd., Los Angeles, CA 90011 (CD 9)	
Census Tract Eligibility (2010):	 34.2% Poverty Rate (greater than 20% and 30%) 49.3% of Metro/State Median Income (less than 80% and 60%) 1.56x National Avg. Unemployment (greater than 1.5x) 	
Estimated TDC/ NMTC Allocation:	I TDC · \$ 31 600 000	al QEI: \$ 30,000,000 DF QEI: \$ 10,000,000
	Sponsor Equity: \$ 1!	5,900,000 Lev. Loan Eligible
Potential Sources of Funds:	Historic Tax Credit Equity: \$ 6	.000,000 Lev. Loan Eligible
	NMTC Equity (\$0.83 / NMTC): \$9	700,000
Projected Closing:	TBD	
Current Status:	 → 35-year rent-free lease with the City of LA signed in February 2018 → Construction start in Mar-2019 and completion in Dec-2019 	
Community Benefits/Impact:	 Program model designed for 9,500 students within walking distance to visit the site multiple times High School Internship Program each year focused on learning about the Museum's collection and art history, strategies for facilitating conversations about art, and public speaking Adult training to serve as teaching assistants for public art programs 	

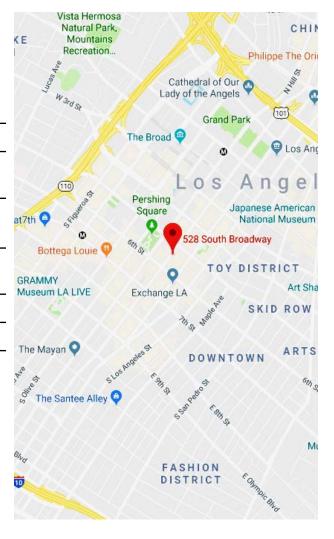




FUSION MULTIPLEX

Developer:	Fusion Multiplex, LLC		
Project Type:	Retail / Entertainment, Rehabilitation		
Description:	Project includes 90,000 SF total across 3 old theatres that will be redeveloped and consolidated into one building, which will server as the first mixed media venue in Downtown Los Angeles and the first of its kind to feature all genre of film, alternative content, esports, and even "live" programming, such as stand-up comedy and intimate musical sets. The projects aligns with the "Bringing Back Broadway" ten-year plan to reactivate the Broadway theatre district.		
Location:	528 S Broadway, Los Angeles, CA 90013 (CD 14)		
Census Tract Eligibility (2010):	 42.8% Poverty Rate (greater than 20% and 30%) 27.0% of Metro/State Median Income (less than 80% and 60%) 		
Estimated TDC/ NMTC Allocation:	TDC: \$ TBD	Total QEI: LADF QEI:	\$ TBD \$ TBD
Potential Sources of Funds:	TBD	\$ TBD	Lev. Loan Eligible
Projected Closing:	TBD		
Current Status:	➤ Design development is or	ngoing	
Community Benefits/Impact:	 ➤ Job Creation: 195 Permanent – TBD Construction ➤ Intend to engage the USO Pathfinder Program to attract qualified service men and women who are transitioning back into civilian life ➤ Intend to develop a Vocational Hiring Program in conjunction with the Union Rescue Mission (URM), and other Skid Row entities with qualified program graduates ➤ Professional Internship or Mentorship Program in conjunction with new LAUSD/USC Film Lecture Series and Extension Courses offered ➤ Free shuttle services from The Angelus Plaza (TAP) Senior Center to Fusion Multiplex 		



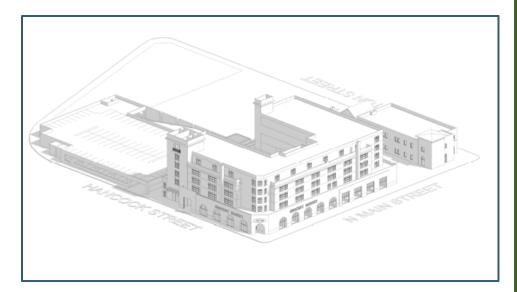


1801 FLOWER

Developer:	Project 1801 Flower, LLC	
Project Type:	Homeless Housing, Rehabilitation	
Description:	Project is a redevelopment of an existing building into a homeless shelter with ancillary homeless services. Project is centrally located in downtown Los Angeles, nearly adjacent to the Bob Hope Patriotic Hall & VA hospital and is an ideal location for programs providing support for homeless veterans. The Sponsor has had discussions with VA officials regarding the intent to house homeless veterans at this location.	
Location:	1801 S Flower Street, Los Angeles, CA 90015 (CD 9)	
Census Tract Eligibility (2010):	 33.5% Poverty Rate (greater than 20% and 30%) 36.0% of Metro/State Median Income (less than 80% and 60%) 	
Estimated TDC/ NMTC Allocation:	TDC: \$ 11,400,000 Total QEI: \$ 11,000,000 LADF QEI: \$ TBD	
Potential Sources of Funds:	HHH Funding / TBD Sources: \$ 7,400,000 Lev. Loan Eligible	
	NMTC Equity (\$0.85 / NMTC): \$ 3,600,000	
	Sponsor Equity (direct source): \$ 400,000	
Projected Closing:	TBD	
Current Status:	 Sponsor under contract to acquire property Sponsor to obtain commitments for HHH funding and LAHSA for program revenues 	
Community Benefits/Impact:	> Provide shelter and services for greater than 125 people in need	



THE BRINE PROJECT



Project Description

Construction of a new mixed-use project on the site of a former pickle factory in the Lincoln Heights neighborhood of Los Angeles. The project will include the following uses:

- 30,000 SF grocery store and community retail, providing increased access to fresh, healthy foods for low-income persons in this USDA-designated Food Desert area.
- 11,000 SF **health clinic** operated by Violence Intervention Program (VIP), a nonprofit organization founded in 1984 to provide comprehensive medical, forensic, mental health, advocacy and supportive services to victims of child abuse, neglect, sexual assault, domestic violence and elder abuse.
- 3,300 SF pediatric mental health clinic, also operated by VIP, to provide quality therapy services for children who are victims of abuse, many of whom are from the foster care system.
- 97 separately-financed **affordable housing units**, 49 of which will be permanent supportive housing units serving seniors and transitional-aged youth.

Project Sponsor

Decro Corporation is a nonprofit affordable housing developer headquartered in Culver City. Decro has a portfolio of more than 1,500 units and 28 completed developments.

Timeline

Design is underway now and plans will be submitted for permit review by March 2019. Decro is seeking \$25M of NMTC allocation, for a November 2019 NMTC closing.

Health Clinic and
Pediatric Mental Health
Clinic in a Medically
Underserved Area

New 30,000 SF Grocery Store in a Food Desert

Larger project includes 97 units of affordable housing (49 PSH units)

LEED Certified & Transit-Oriented Development

SEVERELY DISTRESSED
CENSUS TRACT

3000 N. Main Street Los Angeles, CA 90031

Census Tract No. 06037199900

Median Family Income = 42.4% Poverty = 36.6% Unemployment = 13.2% (1.59x)

Medically Underserved Area

USDA-designated Food Desert

Opportunity Zone

Contact: Paul Breckenridge, Breckenridge Consulting Services 206.324.0229 | paul@breckcs.com



WATTS CAMPUS



Project Sponsor

Founded in 1906, **Children's Institute, Inc. (CII)**, is one of the country's largest social impact organizations, providing traumainformed early education, behavioral health and family strengthening services to 26,000 children and families a year in some of Los Angeles's most challenged communities. CII serves the most at-risk and often overlooked young people in LA — those harmed by child abuse, neglect, domestic violence, and gang violence. CII currently provides 27 direct service programs at three main campuses, dozens of schools, and thousands of homes.

Project Description

Construction of a new 20,000 sq. ft. state-of-the-art community facility in Watts for the Children's Institute, providing holistic, integrated services for at-risk children, youth and families. CII's new facility will serve approximately 2,000 low-income individuals annually, with programs focused on mental health, early care and education, youth development, and family support services.

The project also includes renovation of two existing buildings on the property, providing 6,000 sq. ft. of CII and community meeting space, and 14,000 sq. ft. of leasable space for nonprofits and community-serving businesses. A portion of the space will be leased to a tenant that provides affordable, fresh, healthy foods — critical in this Food Desert area.

CII is seeking \$16M of NMTC allocation. NMTC closing Oct. 2019.

40,000 SF in the Watts neighborhood of Los Angeles

Innovative,
integrated services
for 2,000 low-income
children and families

CII partners with 120 organizations in South LA

Healthy foods in Food Desert area

NMTC Closing
October 2019

SEVERELY DISTRESSED CENSUS TRACT

1522 E. 102nd Street Los Angeles, CA 90002

Census Tract No. 06037242300

Median Family Income = 47.9% Poverty = 37.3% Unemployment = 18.7% (2.25x)

USDA-designated Food Desert

Contact: Paul Breckenridge, Breckenridge Consulting Services 206-324-0229 | paul@breckes.com

Tab 4

MEMORANDUM

TO: LADF Board of Directors

FROM: Sandra Rahimi, LADF Secretary

DATE: December 17, 2018

SUBJECT: Novogradac & Co.'s NMTC Conference in San Diego on January 24 & 25, 2019

RECOMMENDATION

That the Los Angeles Development Fund (LADF) Governing Board of Directors authorizes Sandra Rahimi to represent LADF at Novogradac's NMTC conference in San Diego on January 24 & 25, 2019. Cost for the conference would be paid from LADF's marketing budget.

SUMMARY AND BACKGROUND

Novogradac & Co. is one of the two largest CPA firms in the NMTC industry. Its conferences are well attended by all categories of industry experts and staff attendance will provide invaluable marketing opportunities for the LADF. The conferences are attended by developers, investors, CDFI Fund staff and other NMTC allocatee partners. The conferences also provide up-to-date information on the status of the NMTC program and industry best practices. They are also a great opportunity to hear about projects and build relationships with the potential partners active in the NMTC world. LADF has developed a presence at these industry conferences, where LADF representatives often attend several meetings to voice City support of projects located in Los Angeles. This industry exposure resulted in a very strong LADF pipeline for LADF's previous NMTC applications.

Cost

The main conference is officially scheduled for January 24th and 25th, inclusive; many networking events are scheduled for January 23th, the evening before the main conference's official commencement, so Ms. Rahimi would require two nights of hotel (23th and 24th) and two days of travel (23th and 25th). She would attend the conference and networking events on behalf of LADF. The total cost for the San Diego conference is currently estimated at \$1,013, calculated as follows:

Description	Cost (\$)
Conference Fee ¹	\$ 0
Mileage ² (137 miles each way @ 54.5 cents/mi)	\$ 150
Hotel (approx. \$279+tax per night)	\$ 650
Parking (\$35 per day)	\$ 70
Per diem ³	\$ 143
TOTAL	\$ 1,013

DISCUSSION

At the conference, QALICBs and consultants will be discussing projects looking for allocation from the upcoming round. The conference will expose LADF to additional City of Los Angeles projects beyond its current pipeline both for existing allocation, possible awards from 2018 application, and in anticipation of the next application to be released in Spring 2019. These projects will provide

¹ Novogradac has agreed to waive the \$575 conference fee.

² Based on IRS Standard Mileage Rates (rev 12/13/2017) for business miles driven

³ Based on U.S. General Services Administration per diem amounts (Jan-2019) for meals and incidental expenses in San Diego, CA (excluding breakfast for both conference days and lunch on the day of the full conference)

alternatives if the projects in LADF's pipeline stall and build a future pipeline in the event LADF is awarded additional NMTC.

This conference, which has attendance drawn both statewide and nationwide, is an important venue for this work.

ATTACHMENTS

Novogradac NMTC Conference San Diego - Agenda

Agenda

Wednesday, Jan. 24, 2018

*Pre-Conference Workshops require a separate registration.

9 a.m4:15 p.m.	NMTC 101: The Basics Workshop	Thursday, Jan. 25, 2018
	i Information	*Agenda subject to change.
	NMTC 202: Advanced NMTC Concepts	Track I: Getting Deals Done
9 a.m4 p.m.	Workshop	Track II: Financing Your Deal
	1 Information	

8-9 a.m.	Registration and Breakfast
8-9 a.m.	Women in Tax Credits Breakfast
	1 Information
9-9:15 a.m.	Welcome
	1 Information
	The NMTC in the Landscape of Tax Reform
9:15-10:30 a.m.	i Information▶ Download PDF Presentation
10:30-10:45 a.m.	Break
	2018 Investor Outlook
10:45-11:45 a.m.	i Information▶ Download PDF Presentation
11:45 a.m1:15 p.m.	Luncheon
1:30-2:30 p.m.	Dealing with Political Concerns Beyond Washington

	i Information
2:30-2:45 p.m.	Break

	Getting Small Deals Done
2:45-3:45 p.m.	Information▶ Download PDF Presentation
3:45-4 p.m.	Break
	HTC+NMTC
4-5 p.m.	i Information▶ Download PDF Presentation

2:45-3:45 p.m.	NMTCs with Other Unconventional Financing Tools Information Download PDF Presentation
3:45-4 p.m.	Break
4-5 p.m.	Leverage SourcesInformationDownload PDF Presentation

5-6:30 p.m.	Reception
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Friday, Jan. 26, 2018

8-9 a.m.	Registration and Breakfast
9-9:30 a.m.	CDFI Fund Q&A
3-3.00 d.m.	i Information
9:30-10:30 a.m.	Investing in Opportunity Act

	Information▶ Download PDF Presentation
10:30-10:45 a.m.	Break
10:45-11:45 a.m.	When Do You Need an NMTC Expert Consultant? Information Download PDF Presentation