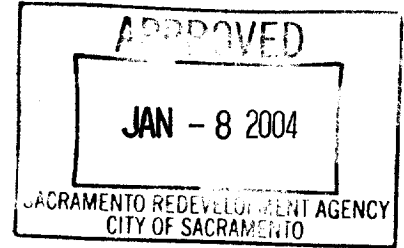




December 17, 2003



Redevelopment Agency of the
City of Sacramento
Sacramento, California

Honorable Members in Session:

SUBJECT: APPROVAL OF DISPOSITION AND DEVELOPMENT AGREEMENT FOR
THE DEL PASO HEIGHTS MEDICAL ARTS PROJECT

LOCATION & COUNCIL DISTRICT

Southwest Corner of Marysville Boulevard at Nogales Street, Del Paso Heights Redevelopment Area, Council District 2.

RECOMMENDATION

Staff recommends adoption of the attached resolution on page 7 which authorizes the Executive Director or her designee to:

- execute a Disposition and Development Agreement (DDA) with Sacramento Family Medical Clinics, Inc. (SFMC) and Helvid, LLC for transfer and development of 3441 Marysville Boulevard and 1536 Nogales Street (APN 251-0183-008 and 251-0183-007);
- adopt the Section 33433 Report prepared for the project;
- allocate \$550,000 from the 1999 Del Paso Heights Taxable Capital Improvement Revenue Bond for a loan to Developer as provided under the terms of the DDA; and
- enter into such intercreditor agreements as may be necessary to ensure completion of the project and security of the Agency's financial interest.

CONTACT PERSONS

Sarah Hansen, Acting Director of Community Development – City, 440-1399 ext. 1415
Jim Hare, Program Manager, 440-1313
Andrew Reid, Senior Development Services Analyst, 440-1362

FOR COUNCIL MEETING OF - January 8, 2004

SACRAMENTO HOUSING AND REDEVELOPMENT AGENCY

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SUMMARY

This report recommends approval of a Disposition and Development Agreement (DDA) to provide land and funding for construction of the Sacramento Family Medical Clinic's (SFMC) Del Paso Heights Medical Arts Center project at Marysville Boulevard and Nogales Street. With a Redevelopment Agency (Agency) loan of \$550,000 and donation of the site, SFMC has secured adequate financing to construct a \$2.125 million 7,629 square foot building that will house a medical clinic and administrative offices. SFMC will occupy all space itself, with the exception of a 500 square foot medical laboratory. A copy of the DDA is on file with the Agency Clerk at 630 I Street, Third Floor.

PAC/RAC/TAC ACTION

At its meeting of January 9, 2003, the Del Paso Heights Redevelopment Advisory Committee adopted a motion recommending approval of the staff recommendation. The votes were as follows:

| | |
|----------|---|
| AYES: | Mack, Domingo, Block, Scoggins, Armstrong, Spillman |
| NOES: | None |
| ABSTAIN: | None |
| ABSENT: | McKnight, Acevedo-Cole, Hollis, Wells |

COMMISSION ACTION

At its meeting of December 17, 2003, the Sacramento Housing and Redevelopment Commission adopted a motion recommending approval of the attached resolutions. The votes were as follows:

| | |
|---------|---|
| AYES: | Burns, Burruss, Farley, Gopre, Harland, Hoag, McCarty, Piatkowski, Simon, Stivers |
| NOES: | None |
| ABSENT: | Coriano |

BACKGROUND

The Sacramento Family Medical Clinics were founded in 1989 by Dr. Gilbert Simon as Sacramento Children's Medical Clinics. The clinics originated as a single mobile clinic serving disadvantaged children before both settling in permanent locations and broadening their patient base to include adults. Over the years, the clinics have grown in number to seven and now serve a broad base of low-income patients throughout the City and County. Approximately 90 percent of the patient base receives Medi-Cal assistance.

SACRAMENTO HOUSING AND REDEVELOPMENT AGENCY

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SFMC currently provides medical services to the North Sacramento and Del Paso Heights communities through a 3,500 square foot leased facility located at 2236 Del Paso Boulevard. Demand for medical services has increased to the degree that this location can no longer adequately service demand (6,000 patients with 17,000 + visits annually). The location does not lend itself to expansion and is also obsolete for current needs. As no other suitable space is available in the neighborhood, Dr. Simon has elected to construct a new facility in Del Paso Heights.

The project site includes two of four parcels that were acquired by the Agency in 1996 (see parcel map, Attachment I). The four parcels (3417, 3421, and 3441 Marysville and 1536 Nogales Street) have been the sites for two other proposed commercial projects that did not come to fruition. The newly proposed project will utilize half of the Agency's lots and will serve as a strong catalyst for the development of the remaining two parcels.

SFMC's proposed Del Paso Heights Medical Arts Center consists of 7,629 square feet of medical office space. New clinic space will be located in 5,500 square feet, allowing an increased number of patients to be seen in modern facilities. A medical laboratory will lease 500 square feet, enabling patients to have lab work performed without needing to travel elsewhere. This is a major benefit for SFMC's patients since many rely on public transit. The remaining square footage will be occupied by SFMC's administrative offices, which will relocate from their clinic on 47th Avenue and enable that clinic to expand also.

When this project was originally proposed, its construction costs were estimated at \$1.4 million. Staff originally anticipated that transferring the land for \$1.00 (as requested by Dr. Simon) and financing the project with a \$1.333 million Grow Sacramento loan. After two years of project planning and design, construction costs have risen to approximately \$1.7 million and total development costs have risen to \$2.125 million. At this cost, the project requires additional debt financing, which staff is proposing as a \$550,000 market rate loan from Del Paso Heights taxable bond proceeds. The total proposed debt of \$1.85 million cannot be serviced by the project's operating income. As shown in Attachment II, debt service and operating expenses for the project exceed income by approximately \$30,000 annually. Rather than seek public subsidy beyond the donation of land, Dr. Simon is electing to forego a development fee and to subsidize this building's operating loss from the profits of SFMC as a whole. Staff has reviewed current financial information from SFMC and has verified that the business generates adequate profitability to offset the operating loss from the Del Paso Heights project. Including this project, SFMC's net operating income exceeds its total debt obligations by a ratio of 4.64 to 1. Thus, the company's net income is more than adequate to cover the shortfall on this project.

The project is anticipated to begin construction in January 2004. It has obtained all necessary entitlements and approvals and is ready to pull permits. Construction is scheduled to be completed in late 2004.

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The Del Paso Heights Medical Arts Center will be enhanced by recently completed streetscape improvements on Marysville Boulevard. Its presence furthers the Agency's goals of creating a Del Paso Heights Town Center and attracting new business and jobs to this revitalizing commercial corridor.

FINANCIAL CONSIDERATIONS

Implementation of the Del Paso Heights Medical Arts Center Project requires financing as follows:

| | |
|---|--------------------|
| Grow Sacramento Fund SBA 7(a) Loan | \$1,333,000 |
| Agency Loan | \$ 550,000 |
| Agency Site (value based deed restrictions and development costs) | \$ 1 |
| Developer Equity | + \$ 242,000 |
| TOTAL FINANCING | \$2,125,000 |

Staff is recommending a total of \$550,000 of Agency tax increment funding, as a loan, from 1999 Del Paso Heights Taxable Bond proceeds. The loan will be made for a term of 25 years at an interest rate of Prime plus 1.5%, with interest-only payments during the construction period. The loan will be fixed in five-year increments with rate adjustments taking place in months 61, 121, 181 and 241. Annual payments (based on a present rate of 5.50%) will be approximately \$40,530. The loan will be secured by a Second Deed of Trust on the land and improvements.

In addition to the \$550,000 loan, staff is recommending donation of the site, appraised at \$225,000, but valued at \$1.00 for this project, based on deed restrictions and development costs. The DDA restricts the future use of the property, which lowers land value, and requires a local hire agreement and participation in the City's public art program, which increases costs. Were the Agency to convey its land at appraised value and add that amount to the project's debt, the already negative cash flow from the project would increase by an additional negative \$16,000 per year. A Section 33433 Report has been prepared and is on file with the Agency Clerk. This report demonstrates that the value of the property, when conveyed with restrictions and the recommended project financing, is negative.

The as-completed value of the project was appraised at \$1.475 million in August 2003. With the Grow Sacramento loan at \$1.333 in first position, collateral coverage of the Agency's loan is only 26 percent. To compensate for this low collateral coverage, Dr. Simon will provide a personal guarantee for the Agency loan.

SFMC will hold the property through a single-asset entity subsidiary, Helvid, LLC, which was formed solely for the purposes of this project and shares the same Board of Directors as SFMC.

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Helvid, LLC is a for-profit entity and will pay property taxes.

POLICY CONSIDERATIONS

The recommended action is consistent with previously approved policy described in the Sixth Plan Amendment to the Del Paso Heights Redevelopment Plan, the 2000 – 2004 Redevelopment Implementation Plan, and with California Redevelopment Law.

The action meets the goals of the City Strategic Plan, primarily “Enhance and preserve the neighborhoods” and “Promote and support economic vitality.”

ENVIRONMENTAL REVIEW

The proposed actions for disposition of land and loan funding for the project is in furtherance of the Del Paso Heights Redevelopment Plan, as amended, and are exempt from further environmental review. Per the California Environmental Quality Act ("CEQA") Guidelines Section 15180, activities undertaken pursuant to and in furtherance of a redevelopment plan were deemed approved at the time of adoption of the redevelopment plan and no subsequent or supplemental EIR is required because there are no changes in the Plan or major revisions of the Plan EIR required due to this project or new information of substantial importance not previously known, and the project will not create any significant impacts that were not previously addressed in the Plan EIR or a substantial increase in the severity of previously identified impacts (see CEQA Guidelines Sections 15162 and 15163). NEPA does not apply.

M/WBE CONSIDERATIONS

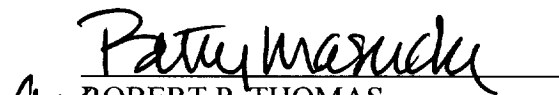
The items discussed in this report have no M/WBE impact; therefore, M/WBE considerations do not apply.

Respectfully submitted,



ANNE M. MOORE
Executive Director

Transmittal approved,



ROBERT P. THOMAS
City Manager

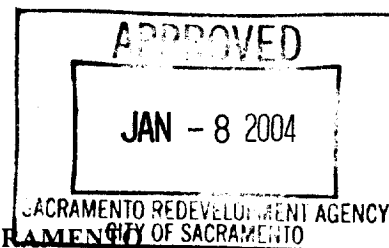
SACRAMENTO HOUSING AND REDEVELOPMENT AGENCY

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RESOLUTION NO. 2004-001



ADOPTED BY THE REDEVELOPMENT AGENCY OF THE CITY OF SACRAMENTO

ON DATE OF

**SACRAMENTO FAMILY MEDICAL CLINICS, INC. AND HELVID, LLC – DEL PASO
HEIGHTS MEDICAL ARTS CENTER PROJECT:
DEL PASO HEIGHTS PROJECT AREA, CEQA EXEMPTION, AND PROJECT
APPROVAL, AND AUTHORIZATION FOR EXECUTION OF A DISPOSITION AND
DEVELOPMENT AGREEMENT WITH SACRAMENTO FAMILY MEDICAL
CLINICS, INC. AND HELVID, LLC. REGARDING 3441 MARYSVILLE BOULEVARD
AND 1536 NOGALES STREET; RELATED AUTHORIZATIONS**

WHEREAS, the Redevelopment Agency of the City of Sacramento ("Agency") has adopted the Del Paso Heights Redevelopment Plan ("Redevelopment Plan") and an "Implementation Plan" for the Del Paso Heights Project Area ("Project Area");

WHEREAS, the Agency owns certain real property ("Property"), in the Project Area and acquired with Project Area tax increment funds, which property is generally described as 3441 Marysville Boulevard and 1536 Nogales Street, and more particularly described in the legal description as set forth in the Disposition and Development Agreement ("DDA").

WHEREAS, the Agency and the Sacramento Family Medical Clinics, Inc. and Helvid, LLC ("Developer") desire to enter into a DDA, a copy of which accompanies this resolution and is on file with the Agency Clerk, which DDA would convey interest in the Property, as more specifically described in the DDA, and which would require the improvements within the Property, as further described in the DDA (collectively, "Project");

WHEREAS, approval of the DDA is in furtherance of the Del Paso Heights Redevelopment Plan, as amended. Per the California Environmental Quality Act ("CEQA") Guidelines Section 15180, activities undertaken pursuant to and in furtherance of a redevelopment plan were deemed approved at the time of adoption of the redevelopment plan and no subsequent or supplemental EIR is required because there are no changes in the Plan or major revisions of the Plan EIR required due to this project or new information of substantial importance not previously known, and the project will not create any significant impacts that were not previously addressed in the Plan EIR or a substantial increase in the severity of previously identified impacts (Sections 15162 and 15163). NEPA does not apply; and

WHEREAS, a report under Health and Safety Code has been prepared, filed with the Agency Clerk and duly made available for public review, and, proper notice having been given, a hearing has been held in accordance with Health and Safety Code Sections 33431 and 33433.

BE IT RESOLVED BY THE REDEVELOPMENT AGENCY OF THE CITY OF
SACRAMENTO:

Section 1. An Environmental Determination has been prepared and the Planning
Commission of the City of Sacramento has found and determined that approval of the DDA is in

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____ (7)

DATE ADOPTED: _____

furtherance of the Del Paso Heights Redevelopment Plan as amended. Per CEQA Guidelines Section 15180, actions to eliminate blight and encourage redevelopment in a redevelopment area were deemed approved at the time of adoption of the redevelopment plan. Per Guidelines Sections 15162 and 15163, there are no significant new impacts or changes in circumstances associated with this project, thus no further environmental documentation is required at this time. NEPA does not apply.

Section 2. The Project will assist in the elimination of blight in that it will reduce vacant lots and alleviate inadequate parking facilities. The Project is consistent with the goals and objectives of the Redevelopment Plan and the Implementation Plan. Goals of the Redevelopment Plan, as stated in the Implementation Plan are "Recruit new businesses, organizations and agencies to provide goods and services, training, and employment opportunities for local residents; Create employment opportunities and engage neighborhood-based employment and training agencies in promoting jobs and job-readiness training created through redevelopment activity; and Eliminate or ameliorate certain environmental deficiencies such as insufficient off-street and on-street parking, storm drainage, sidewalks, and other similar public improvements and facilities adversely affecting the Project Area". The DDA shall be deemed an implementing document approved in furtherance of the Redevelopment Plan, the Implementation Plan for the Project Area and all applicable land use plan, studies and strategies.

Section 3. The consideration given for the interest conveyed under the DDA is not less than the fair reuse value at the use and with the covenants, conditions, restrictions, and necessary development costs authorized by the DDA and conveyance documents.

Section 4. In accordance with Health and Safety Code Section 33334.14 the Regulatory Agreement containing covenants imposed by the DDA may be subordinated to the lien, encumbrance or regulatory agreement of the senior lender that is providing financing for the Project, as identified by the Agency in the staff report that accompanies this resolution, because no other feasible method of financing the Project on comparable terms and conditions, but without such subordination, is reasonably available and the Agency has obtained, as a minimum, the following written commitments from such senior lender that are designed to protect the Agency's investment: (a) a right of Agency to cure the senior loan, (b) a right of Agency to negotiate with the Lender after notice of default from lender, (c) an agreement that the lender will not exercise any right of acceleration based upon transfer of title to the Agency as a result of Agency's cure of the Developer's default of the senior loan and (d) a right of the Agency to purchase the Property from the Developer or the subsequent owners of the Property at any time after Developer's default of the senior loan.

Section 5. The DDA is approved and the Executive Director is authorized to execute the DDA with the Developer and to take such actions, execute such instruments, and amend the budget as may be necessary to effectuate and implement this resolution and the DDA.

Section 6. The Agency Budget is amended to transfer \$550,000 from the Del Paso Heights 1999 Taxable Capital Improvement Revenue Bonds (CIRBs) to the Del Paso Heights Medical Arts Center project to be lent to Helvid, LLC per the terms of the DDA and Loan Agreement.

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____ (8)

DATE ADOPTED: _____

Section 7. The Executive Director is authorized to negotiate and enter into any Intercreditor Agreements as may be necessary solely to manage the disbursement and priorities of Project funding.

CHAIR

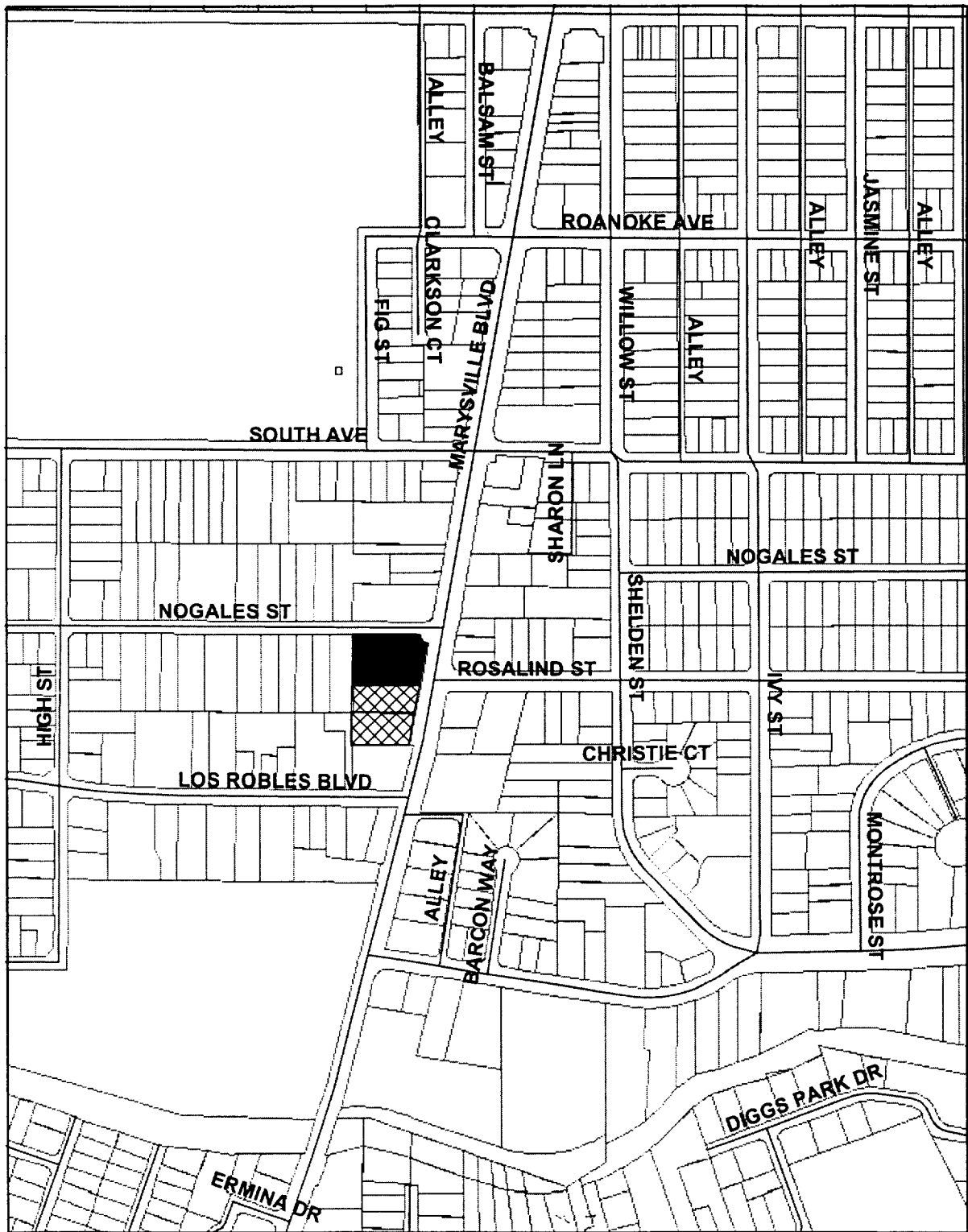
ATTEST:

SECRETARY

FOR CITY CLERK USE ONLY



RESOLUTION NO.: _____ (9)

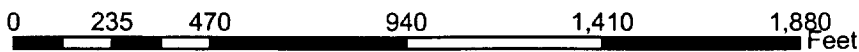
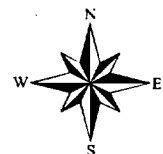
DATE ADOPTED: _____



Del Paso Heights Medical Arts Project

Legend

| | |
|---|----------------------|
|  | Subject Parcels |
|  | Other Agency Parcels |



DEL PASO HEIGHTS MEDICAL ARTS CENTER PRO FORMA

| Item | Per SF | 2005 | 2006 | 2007 |
|----------------------------|---------|-----------------------|-----------------------|-----------------------|
| Revenues | | | | |
| Medical/Admin 7129sf | \$ 1.75 | \$ 149,709.00 | \$ 152,703.18 | \$ 155,757.24 |
| Lab 500sf | \$ 1.75 | \$ 10,500.00 | \$ 10,710.00 | \$ 10,924.20 |
| Other Income | | | | |
| Tenant Contribution(Owner) | | | | |
| Gross Income | | <u>\$ 160,209.00</u> | <u>\$ 163,413.18</u> | <u>\$ 166,681.44</u> |
| Vacancy Allowance(3%) | | <u>\$ 4,806.27</u> | <u>\$ 4,902.40</u> | <u>\$ 5,000.44</u> |
| Net Gross Income | | <u>\$ 155,402.73</u> | <u>\$ 158,510.78</u> | <u>\$ 161,681.00</u> |
| Expenses | | | | |
| Insurance | \$ 0.04 | \$ 3,661.92 | \$ 3,735.16 | \$ 3,809.86 |
| Maintenance and repairs | \$ 0.10 | \$ 9,154.80 | \$ 9,337.90 | \$ 9,524.65 |
| Management Fees | \$ 0.02 | \$ 1,830.96 | \$ 1,867.58 | \$ 1,904.93 |
| Property Taxes | \$ 0.01 | \$ 21,175.00 | \$ 21,598.50 | \$ 22,030.47 |
| Misc. Expenses | \$ 0.02 | \$ 1,830.96 | \$ 1,867.58 | \$ 1,904.93 |
| Security | \$ 0.04 | \$ 3,661.92 | \$ 3,735.16 | \$ 3,809.86 |
| Replacement Reserves | \$ 0.05 | \$ 4,577.40 | \$ 4,577.40 | \$ 4,577.40 |
| Total Operating Expenses | | \$ 45,892.96 | \$ 46,719.27 | \$ 47,562.11 |
| Net Operating Income | | \$ 109,509.77 | \$ 111,791.51 | \$ 114,118.89 |
| Debt Service - SBA Loan | | \$ 98,229.48 | \$ 98,229.48 | \$ 98,229.48 |
| Debt Service - Agency | | \$ 40,529.76 | \$ 40,529.76 | \$ 40,529.76 |
| Net Cash Flow | | <u>\$ (29,249.47)</u> | <u>\$ (26,967.73)</u> | <u>\$ (24,640.35)</u> |
| Debt Coverage | | 79% | 81% | 82% |

USES AND SOURCES STATEMENT

Uses**Project Costs**

| | |
|-------------------------|--------------|
| Hard Costs | \$ 1,700,000 |
| Soft Costs | \$ 250,000 |
| Loan Fees/Finance Costs | \$ 30,000 |
| Construction Interest | \$ 45,000 |
| Land Value of Site | \$ 225,000 |
| Contingency | \$ 100,000 |

Total Project Costs \$ 2,350,000

Sources

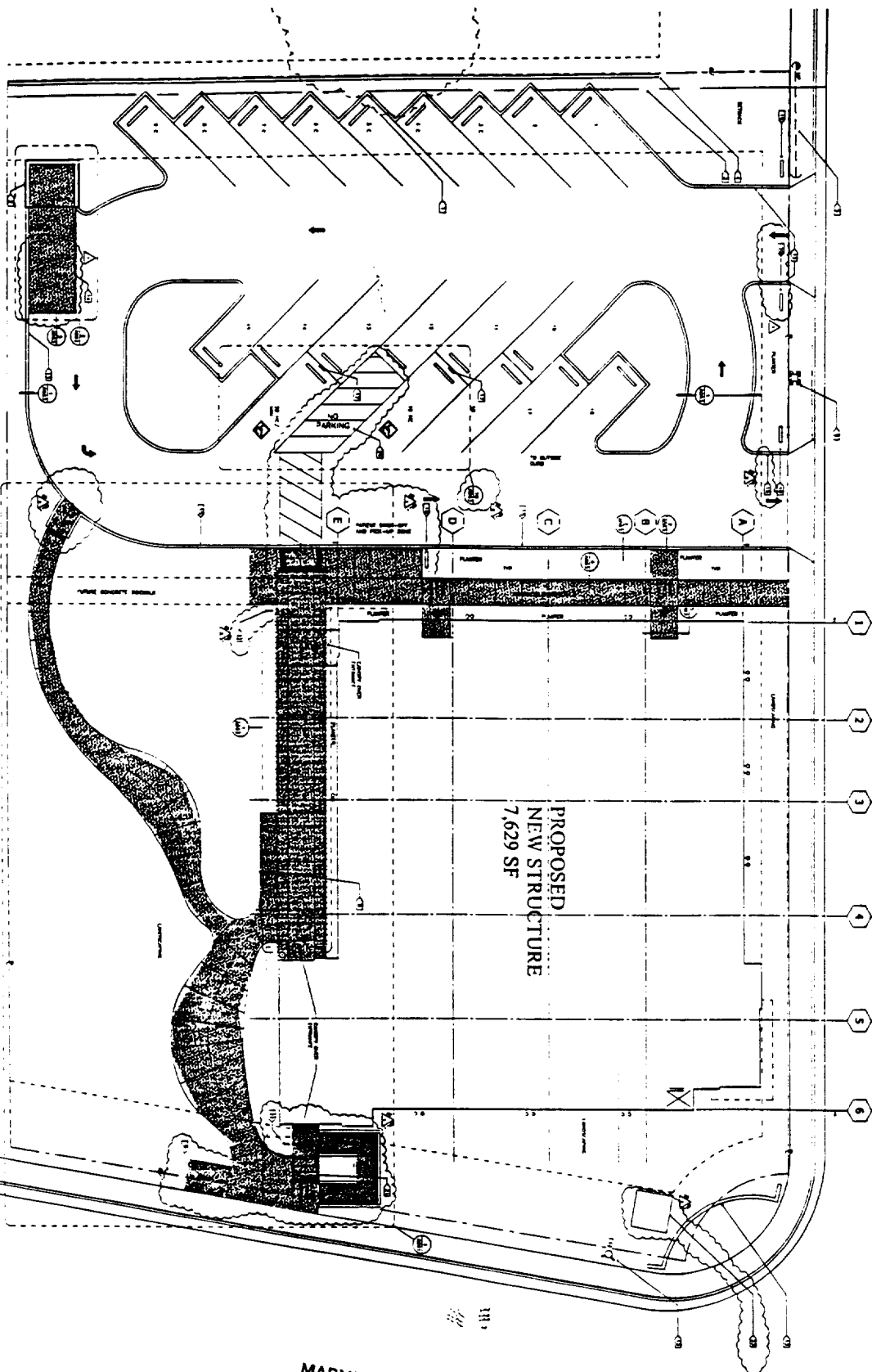
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|---------------|--------------|
| Owner Equity | \$ 242,000 |
| Agency Loan | \$ 550,000 |
| Site Donation | \$ 225,000 |
| SBA Loan | \$ 1,333,000 |

Total Sources \$ 2,350,000

NOGALES STREET

MARYSVILLE BLVD.

PROPOSED
NEW STRUCTURE
7,629 SF



SITE PLAN

Scale: 1/8" = 1'-0"

SHEET NOTES

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