Legislation Details

File #:	24-4636	**Version:**	1	**Name:**	Deerfield Supportive Living - Tax-Exempt Private Activity Bonds
Type:	Ordinance			**Status:**	Approved
File created:	8/16/2024			**In control:**	Finance Committee
On agenda:	9/19/2024			**Final action:**	10/24/2024
Title:	PROPOSED ORDINANCE				

BUREAU OF FINANCE AND THE BUREAU OF ECONOMIC DEVELOPMENT JOINT ORDINANCE

The Bureaus of Finance and Economic Development respectfully submit this joint ordinance to authorize the County to issue tax-exempt private activity bonds for the purpose of financing costs of the acquisition, development, construction and equipping of Deerfield Supportive Living (the "Project"), that will serve low-income seniors in the County, including capitalized interest on such bonds, various reserve funds including, but not limited to, a debt service reserve fund and costs of issuing such bonds, and reimbursing certain costs already incurred. This joint ordinance shall also serve as the County's "official intent" for purposes of Treasury Regulations Section 1.150-2(e) to permit the Borrower (as defined below) to be reimbursed for costs of the Project paid prior to the issuance of the bonds. Such bonds are limited obligation bonds that do not constitute debt or an obligation of the County for constitutional or statutory purposes.

Deerfield SLF Limited Partnership, an Illinois limited partnership (the "Borrower"), has proposed to undertake the acquisition, development, construction and equipping of an approximately 147-unit affordable senior housing development known as Deerfield Supportive Living, located in the Village of Deerfield, Cook County, Illinois. The bonds will be sold in a limited public offering underwritten by Cain Brothers, a division of KeyBanc Capital Markets.

The ordinance authorizes the issuance of bonds and grants authority to either the President, the Chief Financial Officer, or both, to negotiate the terms of the bonds, subject to financial parameters specified in the ordinance to negotiate and execute a trust indenture, a loan agreement, a bond purchase agreement and a land use restriction agreement, forms of which are also being presented to the board, and to prepare and distribute a preliminary and a final limited offering memorandum or official statement, each in the form similar to that previously used by the County in similar transactions, and to negotiate and execute other agreements and instruments necessary to issue the bonds.

The Bureaus respectfully request approval of this ordinance to allow the issuance of bonds to finance the Project, and to reimburse the Borrower, or an affiliated entity, for any costs incurred on the Project up to 60 days prior to the adoption of this joint ordinance. The approval of this request by the Honorable Body will give the Borrower the federally required authority to secure additional financing for the Project.

Fiscal Impact: None

PROPOSED JOINT ORDINANCE

An Ordinance authorizing the County to issue its tax-exempt limited obligation revenue bonds in an amount not to exceed $40,000,000 to finance the Deerfield Supportive Living Project, to express the County's "official intent" for federal income tax purposes to allow proceeds of the bonds to be used to reimburse prior expenditures relating to the Project, to execute and deliver certain agreements in connection therewith, and certain other matters.

WHEREAS, pursuant to Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois (the "State"), The County of Cook, Illinois (the "County") is a home rule unit of local government and as such may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, as pertains to County government and affairs, and as in the interests of the public health, safety, and welfare of the inhabitants of the County, it is necessary, prudent, or advisable that the County promote affordable housing initiatives for the benefit of the County and its residents, especially with respect to seniors and other persons of low and moderate income, by the issuance of limited obligation revenue bonds to finance such initiatives; and

WHEREAS the Board of Commissioners of the County (the "Board") has not adopted any ordinance, resolution, order or motion which restricts or limits the exercise of the home rule powers of the County in the issuance of limited obligation revenue bonds for the purposes described above or which provides any special rules or procedures for the exercise of such powers; and

WHEREAS, pursuant to the law of the United States and the State, the County may, by securing certain volume cap allocated to the State by the United States government, issue limited obligation revenue bonds to finance the construction and rehabilitation of affordable housing, including rental housing, for persons of low and moderate income within the County; and

WHEREAS, revenue bonds associated with volume cap are limited obligation bonds that do not constitute a debt or obligation of the County for constitutional or statutory purposes; and

WHEREAS, on July 25, 2024, the Board authorized the President of the County Board (the "President"), through Resolution 24-4157, to request from the State private activity volume cap in an amount not to exceed $40,000,000 for purposes of issuing bonds for the purposes outlined in this Joint Ordinance; and

WHEREAS, Deerfield SLF Limited Partnership, an Illinois limited partnership (the "Borrower") has proposed to undertake and complete the acquisition, development, construction and equipping of a senior citizen low- income supportive living development, entailing the acquisition, development, construction and equipping of approximately one hundred forty-seven (147) residential dwelling units and certain common areas, including, but not limited to a kitchen and dining facilities, multipurpose rooms, parking, sidewalks and landscaping, all located at 1101 Lake Cook Road, in the Village of Deerfield, Cook County, Illinois and to be known as Deerfield Supportive Living (the "Project"); and

WHEREAS, the Borrower has requested that the County issue, from private activity volume cap obtained from the State of Illinois, multifamily housing revenue bonds, notes or other indebtedness payable solely by the Borrower, for the purpose of financing all or a portion of the Project costs, including but not limited to various reserve funds including, but not limited to, a debt service reserve fund for the Bonds (as hereinafter defined), the costs incurred in connection with the issuance of the Bonds and capitalized interest on the Bonds; and

WHEREAS, in furtherance of the purposes of promoting affordable rental housing initiatives for the benefit of the County and its residents, especially with respect to seniors and other persons of low and moderate income, the County wishes to finance all or a portion of the costs of the Project, and to pay the costs of issuance of such Bonds, by the sale and issuance of the Bonds, and by authorizing such actions as might be required to implement such stated intentions; and

WHEREAS, pursuant to and in accordance with its powers as a home rule unit of local government the County intends and is prepared to issue and sell its Multifamily Housing Revenue Bonds, Series 2024 (Deerfield Supportive Living Project), in an aggregate principal amount not to exceed $40,000,000 (the "Bonds") to obtain funds to finance a portion of the cost of the Project, by making a loan (the "Loan") to the Borrower, all under and in accordance with the Constitution and the laws of the State of Illinois; and

WHEREAS, it is intended that the interest on the Bonds will be excluded from gross income for federal income tax purposes; and

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WHEREAS, pursuant to this Joint Ordinance, the County wishes to express its official intent to reimburse certain eligible expenditures for the Project made prior to the issuance of the Bonds from the proceeds of the Bonds within the meaning of Section 1.150-2 of the Regulations of the United States Department of Treasury, 26 C.F.R. 1.150-2 (the "Treasury Regulations");

WHEREAS, it is intended that the Bonds will be sold in a limited public offering by Cain Brothers, a division of KeyBanc Capital Markets (the "Underwriter"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the execution and delivery of a Trust Indenture (the "Indenture"), by and between the County and the corporate trustee named therein (the "Trustee"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the execution and delivery of a Loan Agreement, by and between the County and the Borrower (the "Loan Agreement"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the execution and delivery of a Land Use Restriction Agreement, by and among the County, the Trustee, and the Borrower (the "Land Use Agreement"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the execution and delivery of a Certificate of the Issuer re Arbitrage, or such similar certificate relating to federal tax rules associated with the issuance of tax-exempt obligations (the "Tax Certificate"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the execution and delivery of a Bond Purchase Agreement, by and among the County, the Underwriter, and the Borrower (the "Bond Purchase Agreement"); and

WHEREAS, it is desirable and in the best interests of the County to authorize the preparation and distribution of a preliminary limited offering memorandum or official statement (the "Preliminary Offering Document") and a final limited offering memorandum or official statement (the "Offering Document") in connection with the sale of the Bonds;

WHEREAS, the County has caused to be prepared for and presented (collectively, the "County Documents") forms of the following documents which the County proposes to approve the terms of and enter into:

1. the Indenture (including therein the form of the Bonds); and
2. the Loan Agreement; and
3. the Land Use Agreement; and
4. the Bond Purchase Agreement.

NOW, THEREFORE, BE IT ORDAINED, by the Board of Commissioners of the County of Cook, Illinois:

SECTION 1. The above recitals are expressly incorporated in and made a part of this Ordinance as though fully set forth herein.

SECTION 2. The County hereby authorizes and approves the financing of the costs of the acquisition, development, construction and equipping of the Project through the issuance of the Bonds in accordance with the terms of the Indenture, and hereby determines that the financing of the acquisition, development, construction and equipping of the Project are in furtherance of the County's public purposes.

SECTION 3. The County hereby authorizes the issuance of the Bonds and the sale thereof and the President or the Chief Financial Officer of the County (the "Chief Financial Officer"), or both, are hereby authorized to negotiate the final terms of the Bonds with the Borrower, such final terms to be incorporated into the Indenture; provided, however, that the aggregate principal amount of the Bonds shall not exceed $40,000,000, the interest rate or rates to be borne by the Bonds shall not exceed the

interest rate of 9% per annum, the final maturity date of the Bonds shall not exceed the date which is 40 years after the date of issuance thereof and the Bonds shall be subject to redemption under the conditions specified in the Indenture at a redemption price not to exceed 103% of the principal amount thereof.

SECTION 4. The President or the Chief Financial Officer, or both, are each authorized, empowered and directed to execute, and, if required, the County Clerk is authorized, empowered and directed to attest and to affix the official seal of the County to, the Indenture in the name, for and on behalf of the County, and thereupon to cause the Indenture to be delivered to the Underwriter and the Borrower, such Indenture (as executed) to provide for the issuance of the Bonds and the use of such proceeds of the Bonds for the acquisition, development, construction and equipping of the Project, to fund certain reserves for the Bonds, to fund capitalized interest on the Bonds for a period of time and to pay a portion of the costs of issuance of the Bonds, in the manner and with the effect therein provided, and such Indenture shall constitute an assignment and pledge for the security of the Bonds issued thereunder of the revenues and receipts to be received by the County thereunder and an assignment and pledge of the other right, title and interest of the County in and to the Loan Agreement, as described therein (with the exception of certain rights to receive certain payments, to indemnity and other rights as specified therein), such Indenture to be in substantially the same form now before the Board and attached hereto as Attachment A, or with such changes and revisions therein as the officer executing the Indenture on behalf of the County shall approve, his or her execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from the form of the Indenture now before the Board. From and after the execution and delivery of the Indenture, the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Indenture as executed. The Indenture shall constitute, and hereby is made, a part of this Ordinance, and copies of the Indenture shall be placed in the official records of the County and shall be available for public inspection at the office of the County.

SECTION 5. The President or the Chief Financial Officer, or both, are each authorized, empowered and directed to execute, and, if required, the County Clerk is authorized, empowered and directed to attest and to affix the official seal of the County to, the Loan Agreement in the name, for and on behalf of the County, and thereupon to cause the Loan Agreement to be delivered to the Underwriter and the Borrower, such Loan Agreement (as executed) to provide for the loan of the proceeds of the Bonds to the Borrower and the use of such proceeds of the Bonds for the acquisition, development, construction and equipping of the Project through the origination of the Loan, to fund certain reserves including, but not limited to a debt service reserve fund for the Bonds, to fund capitalized interest on the Bonds for a period of time and to pay a portion of the costs of issuance the Bonds, in the manner and with the effect therein provided, such Loan Agreement to be in substantially the same form now before the Board and attached hereto as Attachment B, or with such changes and revisions therein as the officer executing the Loan Agreement on behalf of the County shall approve, his or her execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from the form of the Loan Agreement now before the Board. From and after the execution and delivery of the Loan Agreement, the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Loan Agreement as executed. The Loan Agreement shall constitute, and hereby is made, a part of this Ordinance, and copies of the Loan Agreement shall be placed in the official records of the County and shall be available for public inspection at the office of the County.

SECTION 6. The President or the Chief Financial Officer, or both, are each authorized, empowered and directed to execute, and, if required, the County Clerk is authorized, empowered and directed to attest and to affix the official seal of the County to, the Land Use Agreement in the name, for and on behalf of the County, and thereupon to cause the Land Use Agreement to be delivered to the Purchaser and the Borrower, in substantially the same form as now before the Board and attached hereto as Attachment C, or with such changes or revisions therein as the officer executing the Land Use Agreement on behalf of the County shall approve, his or her execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of the Land Use Agreement now before the Board. From and after the execution and delivery of the Land

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Use Agreement, the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Land Use Agreement as executed. The Land Use Agreement shall constitute, and hereby is made, a part of this Ordinance, and a copy of the Land Use Agreement shall be placed in the official records of the County, and shall be available for public inspection at the office of the County.

SECTION 7. The President or the Chief Financial Officer, or both, are hereby authorized to execute and deliver the Tax Certificate (with certain factual matters being provided by the Borrower, who shall also execute the Tax Certificate) in substantially the form and content typically executed by the County for transactions of a nature similar to the financing of the Project. The form, terms and provisions of the Tax Certificate are, in all respects approved. The President or the Chief Financial Officer, or both, are each authorized, empowered and directed to execute, and, if required, the County Clerk is authorized, empowered and directed to attest and to affix the official seal of the County to, the Tax Certificate in the name, for and on behalf of the County, and thereupon to cause the Tax Certificate to be delivered to the Underwriter and the Borrower, his or her execution thereof to constitute conclusive evidence of his approval of the terms of the Tax Certificate. From and after the execution and delivery of the Tax Certificate, the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Tax Certificate as executed. The Tax Certificate shall constitute, and hereby is made, a part of this Ordinance, and a copy of the Tax Certificate shall be placed in the official records of the County, and shall be available for public inspection at the office of the County.

SECTION 8. The President or the Chief Financial Officer, or both, are hereby authorized to enter into the Bond Purchase Agreement with the Underwriter and the Borrower in substantially the form and content now before the Board and attached hereto as Attachment D. The form, terms and provisions of the Bond Purchase Agreement are, in all respects approved. The President or the Chief Financial Officer, or both, are each authorized, empowered and directed to execute, and, if required, the County Clerk is authorized, empowered and directed to attest and to affix the official seal of the County to, the Bond Purchase Agreement in the name, for and on behalf of the County, and thereupon to cause the Bond Purchase Agreement to be delivered to the Underwriter and the Borrower, his or her execution thereof to constitute conclusive evidence of his approval of the terms of the Bond Purchase Agreement. From and after the execution and delivery of the Bond Purchase Agreement, the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Bond Purchase Agreement as executed. The Bond Purchase Agreement shall constitute, and hereby is made, a part of this Ordinance, and a copy of the Bond Purchase Agreement shall be placed in the official records of the County, and shall be available for public inspection at the office of the County.

SECTION 9. The preparation, use and distribution of the Preliminary Offering Document and the Offering Document relating to the sale and issuance of the Bonds are hereby authorized and approved in substantially the form previously used by the County for transactions of this type with such revisions as the President or the Chief Financial Officer shall determine are necessary or required in connection with the sale of the Bonds.

SECTION 10. The form of the Bonds contained in the Indenture now before the Board, subject to appropriate insertions and revisions in order to comply with the provisions of the Indenture (as executed and delivered) is hereby approved. The Bonds shall be executed in the name, for and on behalf of the County with the manual or facsimile signature of the President and attested with the manual or facsimile signature of the County Clerk and the official seal of the County shall be impressed or imprinted thereon.

SECTION 11. To the extent awarded private activity volume cap by the State of Illinois, the President or the Chief Financial Officer, or both, are authorized and directed to assign up to $40,000,000 in private activity volume cap for purposes of issuing the Bonds.

SECTION 12. The President, the Chief Financial Officer or any other officer, employee or agent of the

County are authorized and directed to execute, attest, seal and deliver any and all documents and certificates, and to do any and all things deemed necessary to effect the issuance and sale of the Bonds and the execution and delivery of the County Documents and such other instruments, and to perform the obligations and duties of the County hereunder and thereunder, all as shall be necessary and desirable to carry out the intent and purposes of this Ordinance, including the preambles to this Ordinance.

SECTION 13. This Ordinance is consistent with the budgetary and financial circumstances of the County. No funds from sources other than the Bonds are or are reasonably expected to be, reserved, allocated on a long-term basis or otherwise set aside by the County for the Project costs to be paid from the proceeds of the Bonds.

SECTION 14. The President, or such person designated by him or her in writing (a "Public Hearing Officer"), is hereby authorized, empowered and directed to cause notice to the public of a public hearing on the plan of financing for the Project to be published or posted, such notice to be published or posted at a time and in a manner determined by the Public Hearing Officer to be appropriate and at least 7 days prior to the date on which such public hearing is to be held; and the Public Hearing Officer, or any officer, employee or agent of the County designated by the Public Hearing Officer, is further authorized, empowered and directed to hold the public hearing referred to in said notice.

SECTION 15. All acts of the County and the members, officers, agents and employees of the County that are in conformity with the intent and purposes of this Ordinance, whether heretofore or hereafter taken or done, be, and the same are hereby, in all respects, ratified, confirmed and approved.

SECTION 16. The Borrower has represented to the County that it may begin to expend monies to fund costs of the Project prior to the date of issuance of the Bonds and wishes to be reimbursed for such qualified expenditures from proceeds of the Bonds and, as a result, the County hereby expresses its official intent pursuant to Treasury Regulations Section 1.150-2(e) to issue the Bonds in an amount not to exceed $40,000,000, a portion of which proceeds may be used to reimburse the Borrower for the prior payment of qualified costs of the Project.

SECTION 17. The provisions of this Ordinance are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Ordinance.

SECTION 18. All ordinances, resolutions, motions or orders, or parts thereof, in conflict with the provisions of this Ordinance, are to the extent of such conflict hereby repealed. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

SECTION 19. This Ordinance shall be effective as of the date of its passage and approval.

ATTACHMENT A
FORM OF INDENTURE
(see attached)

ATTACHMENT B
FORM OF LOAN AGREEMENT
(see attached)

ATTACHMENT C
FORM OF LAND USE AGREEMENT
(see attached)

ATTACHMENT D
FORM OF BOND PURCHASE AGREEMENT
(see attached) end

Sponsors: TONI PRECKWINKLE (President), FRANK J. AGUILAR, ALMA E. ANAYA, SCOTT R. BRITTON,

JOHN P. DALEY, BRIDGET DEGNEN, BRIDGET GAINER, Monica Gordon, BILL LOWRY, DONNA MILLER, STANLEY MOORE, JOSINA MORITA, KEVIN B. MORRISON, SEAN M. MORRISON, ANTHONY J. QUEZADA, MICHAEL SCOTT JR., TARA S. STAMPS, MAGGIE TREVOR

Indexes:

Code sections:

Attachments:

Date	Ver.	Action By	Action	Result
10/24/2024	1	Board of Commissioners	approve	Pass
10/23/2024	1	Finance Committee	recommend for approval	Pass
10/23/2024	1	Finance Committee	suspend the rules	Pass
9/19/2024	1	Board of Commissioners	refer	Pass

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