Mile High Greyhound Park – Pre-Closing Amendments

August 10, 2020



Purpose



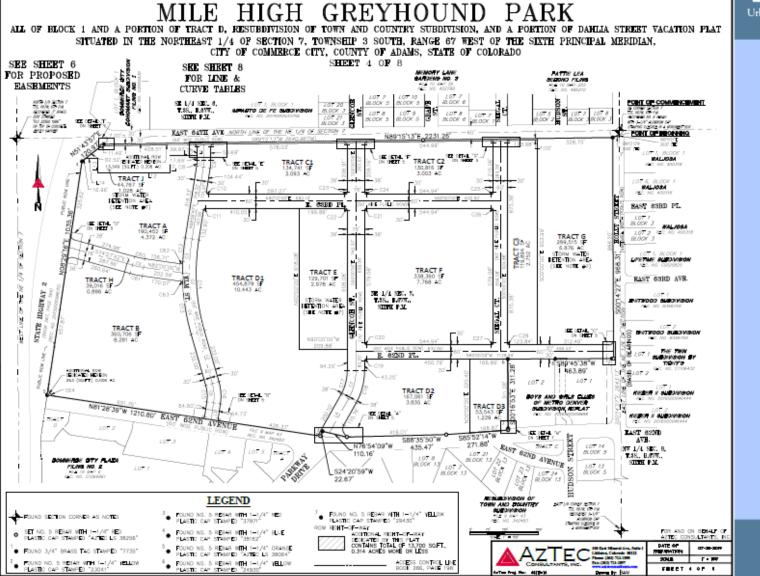
- Review and request approval CCURA Board for pre-closing matters
- Amendments to Phased Redevelopment Agreement & Purchase and Sale Agreement
- Consent to assignments of development responsibilities and purchase rights
- Delegation of authority to Executive Director/staff for negotiation and execution of various related items

Background



- Greyhound Park LLC currently is the "Redeveloper"
 - Redeveloper will construct all infrastructure (roads, drainage, park, utilities, etc.) and sell or develop tracts for residential (including affordable housing) and other uses
 - CCURA will retain Tracts A (Education) & B (Commercial)
- Amendments to Phased Redevelopment Agreement & Purchase and Sale Agreement
- Consent to assignments of development responsibilities and purchase rights
- Delegation of authority to Executive Director/staff for negotiation and execution of various related items

Master Subdivision Plat



Commerce CITY Urban Renewal Authority

Key Amendments



- Right to repurchase as remedy for non-performance:
 - Exclude Tract D-2 to accommodate Redeveloper's affordable housing financing.
 - Subordinates to "Superior Liens"
 - Rights expire per Tract upon acceptance of improvements, with right to consent to sale to unaffiliated entity until the first certificate of occupancy is issued for a Tract
- Infrastructure deadline moved from 240 days to 360 days (9/15/21) (Exhibit D)
- Executive Director authority to restate Exhibit C

Key Amendments (cont.)



- "Force majeure" added to account for delays due to pandemic
- Exempts Tract D-3 from restriction on sale or lease to taxexempt user (with Education Tract and Tract D-2)
- Infrastructure deadline moved from 240 days to 360 days (9/15/21) (Exhibit D)
- "Force majeure" added to account for delays due to pandemic
- Updates assignment rights and scope of Authority's consent to assignments or sales to accommodate Closing
- Modifies Exhibit B (legal description and map) to match Master Subdivision Plat

Consent to Assignments



- Assignment of Greyhound Park LLC (Redeveloper) obligations:
 - Generally to Greyhound Park Master Developer LLC

*will contract for construction

- Tract D-2 to Greyhound Park Apartments LLLP
- Consent to direct sales to affiliated entities:

- C1 Greyhound Park LLC	Tract C-1
- C2 Greyhound Park LLC	Tract C-2
- C3 Greyhound Park LLC	Tract C-3
- Greyhound Flats LLC	Tract D-1
- Greyhound Park Apartments GP LLC	Tract D-2
- Greyhound Park Empowerment LLC	Tract D-3
- Tract F LLC	Tract F

- Tracts E and J (park and drainage) will be conveyed to an HOA after Closing

Other Approvals



- Resolution authorizes Executive Director approval for:
 - Deeds
 - Escrow agreement
 - Reimbursement agreement (Tract A & B improvements)
 - Construction licenses and temporary easements
 - Maintenance agreement (Tracts E & J)
 - Affordable housing loan documents

Maintenance Agreement



- Resolution authorizes Executive Director approval
- To address shared maintenance costs for common areas between Delwest's HOA (Delwest parcels) and future commercial and educational parcels (Tracts A & B, retained by CCURA):
 - Central park area/stormwater facility (Tract E)
 - Stormwater detention facility (northwest, Tract J)
- Expense allocation:
 - Tract A (Education) (7%)
 - Tract B (Commercial (14%)
- Assessed beginning at initial acceptance of improvements

Affordable Housing Loan CITY

- Resolution authorizes Executive Director approval
- CCURA providing \$3.75M "cash-flow loan" at customary LIHTC rate, per terms of PSA (11(c)(1)).
 - 1% interest (compounds annually) with 5% default rate
 - 30 year term with annual interest payments beginning on stabilization, subject to 12% cash flow cap in first 10-years
 - Annual principal and interest payments amortized over a 30 year period, beginning in year 11 after stabilization, subject to cash flow of 35% for the remainder of the loan term
 - Proportional amount of principal to be paid down upon any withdrawal of equity from the Project
 - Deed of trust subordinated to certain lenders
 - Limits on refinancing of senior loans
 - CCURA may be able to retain additional part of "Participating Interest" from sale of Tracts A and B as prepayment

Board Action



• Staff recommends approval of the resolution to proceed toward Closing

Discussion



MHGP Proposed Site Plan





Mile High Greyhound Park - Master Plan