Submitted by:

Chair of the Assembly at the

Request of the Mayor

Prepared by:

Real Estate Department

For reading:

March 27, 2012

CLERK'S OFFICE

APPROVED

4-10-12 Date: _

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ANCHORAGE, ALASKA AR No. 2012-88

A RESOLUTION OF THE MUNICIPALITY OF ANCHORAGE APPROPRIATING AN AMOUNT NOT TO EXCEED ONE HUNDRED ELEVEN THOUSAND DOLLARS (\$111,000) AS A CONTRIBUTION FROM THE 2012 OPERATING **BUDGET, REAL ESTATE DEPARTMENT AREAWIDE GENERAL FUND (101)** TO THE AREAWIDE GENERAL CIP FUND (401) FOR PAYMENT OF PRINCIPAL AND INTEREST ON AN INTER-FUND LOAN FOR THE EAGLE RIVER TOWN CENTER IN THE REAL ESTATE SERVICES DIVISION.

WHEREAS, construction of the Eagle River Town Center was funded in part by an inter-fund Ioan of One Million Seven Hundred Thousand Dollars (\$1,700,000) and authorized by AO 2007-147 for a twenty-year term; and

WHEREAS, interest is charged based upon the general cash pool earnings rate; and

WHEREAS, the total computed principal and interest owed for 2012 is an amount not to exceed One Hundred Eleven Thousand Dollars (\$111,000); now, therefore,

THE ANCHORAGE ASSEMBLY RESOLVES:

Section 1: The not to exceed sum of One Hundred Eleven Thousand Dollars (\$111,000) as a contribution from the 2012 Operating Budget of the Real Estate Department's Real Estate Services Division Areawide General Fund (101) is hereby appropriated to the Areawide General CIP Fund (401) for repayment of principal and interest on an inter-fund loan for the Eagle River Town Center, in the Real Estate Services Division.

Section 2: This resolution shall become effective immediately upon passage and approval by the Assembly.

ATTEST:

Sala Sau=
Municipal Clerk

Department of Appropriation:

Real Estate Department/Real Estate Services Division - \$111,000



From:

Subject:

MUNICIPALITY OF ANCHORAGE

ASSEMBLY MEMORANDUM

No. AM 197-2012

Meeting Date: March 27, 2012

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DIVISION.

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A RESOLUTION OF THE MUNICIPALITY OF ANCHORAGE APPROPRIATING AN AMOUNT NOT TO EXCEED ONE HUNDRED **ELEVEN THOUSAND DOLLARS (\$111,000) AS A CONTRIBUTION** FROM THE 2012 OPERATING BUDGET, REAL ESTATE DEPARTMENT AREAWIDE GENERAL FUND (101) TO THE AREAWIDE GENERAL CIP FUND (401) FOR PAYMENT OF PRINCIPAL AND INTEREST ON AN INTER-FUND LOAN FOR THE EAGLE RIVER TOWN CENTER IN THE REAL ESTATE SERVICES

The Eagle River Town Center project was funded in part by an inter-fund loan of

\$1,700,000 approved by the Anchorage Assembly in AO 2007-147 (see Appendix

A). The loan is amortized over a 20-year term and repaid by means of space rental

The loan was activated in June 2009, and carries a variable interest rate

corresponding to the general cash pool earnings rate. The Assembly has approved

AR 2010-2, AR 2010-370 and AR 2012-17 to annually appropriate funds for 2009-

This Assembly Resolution seeks to appropriate funds for calculated payment of

accumulated principal and interest on the loan for 2012 (see spreadsheet, attached

as Appendix B) at a total not to exceed amount of One Hundred Eleven Thousand

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Dollars (\$111,000).

REVENUE:

401-0611

Account Number

EXPENDITURE:

401-1619-9601-BP2008

Account Number 401-1619-3819-161906INT-BP2008

The budget and accounting detail is as follows:

payments charged to the occupying municipal agencies.

2011 payments on the principal and interest on the loan.

Total:

Interest Other

Account Name

Total:

Account Name

Due to Areawide

Contributions from Other Funds

41,000 \$111,000

<u>Amount</u>

\$111,000

\$111,000

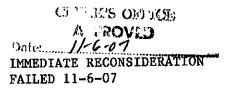
Amount

\$ 70,000

THE ADMINISTRATION RECOMMENDS APPROVAL OF A RESOLUTION OF THE MUNICIPALITY OF ANCHORAGE APPROPRIATING AN AMOUNT NOT TO EXCEED ONE HUNDRED ELEVEN THOUSAND DOLLARS (\$111,000) AS A CONTRIBUTION FROM THE 2012 OPERATING BUDGET, REAL ESTATE

1	DEPARTMENT AREA	WIDE GENERAL FUND (1	01) TO THE AREAWIDE
2	GENERAL CIP FUND	(401) FOR PAYMENT OF P	RINCIPAL AND INTEREST
3	ON AN INTERFUND L	OAN FOR THE EAGLE RIVE	ER TOWN CENTER IN THE
4	REAL ESTATE SERVI	CES DIVISION.	
5			
6	Recommended by:	Tammy R. Oswald, Director	
7		Real Estate Department	
8	Fund Certification:	Lucinda Mahoney, CFO	
9		101-1223-3901-BP2012	\$111,000
10		(2012 Operating Budget)	
11	Concur:	George J. Vakalis, Municipal	Manager
12	Respectfully submitted:	Daniel A. Sullivan, Mayor	
13			
14	Appendices:		
15	Appendix A – AF	R 2007-147	
16	Appendix B - Ea	ngle River Town Center Loan: F	Finance Dept. Spreadsheet

APPENDIX A



Submitted by: Chair of the Assembly at the Request of the Mayor; Assembly Member

Tesche

Prepared by: Office of Economic and

Community Development

For reading: October 23, 2007

ANCHORAGE, ALASKA AO No. 2007-147

AN ORDINANCE AUTHORIZING ACQUISITION OF INTERESTS IN REAL PROPERTY KNOWN AS VALLEY RIVER CENTER BUILDING "A", LEGAL DESCRIPTION TRACT K, REGIONAL PARK SUBDIVISION #2, IN PART THROUGH AN INTER-FUND LOAN NOT TO EXCEED ONE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$1,700,000) FROM THE AREAWIDE GENERAL FUND (101) TO THE AREAWIDE GENERAL CIP FUND (401), AND WAIVING REQUIREMENTS UNDER ANCHORAGE MUNICIPAL CODE SECTION 21.15.015.A.1, PUBLIC FACILITY SITE SELECTION, FOR PURPOSES OF CO-LOCATING CHUGIAK-EAGLE RIVER LIBRARY AND MUNICIPAL OFFICES IN THE NEW EAGLE RIVER TOWN CENTER.

WHEREAS, the Anchorage Municipal Assembly adopted AO 2003-74, the Eagle River Central Business District Revitalization Plan, as an element of the Comprehensive Plan under Anchorage Municipal Code chapter 21.05; and

WHEREAS, the adopted plan identifies the town core area of the central business district and recommends co-location of the Eagle River library, Municipal offices and services, and a public meeting space within a single facility as an anchor for the town core; and

WHEREAS, the Valley River Center is located within the designated town core area; and

WHEREAS, by Resolution No. 2007-1, the Eagle River Chamber of Commerce unanimously recognized community desire for accessible and efficiently delivered public services, and less redundancy in space requirements, and recommended Valley River Center as the preferred site for co-location of Municipal offices; and

WHEREAS, by AR 2007-141, the Anchorage Municipal Assembly unanimously endorsed the community's selection of Valley River Center for this purpose; and

WHEREAS, by AO 2007-89, the Anchorage Municipal Assembly approved waiver of Anchorage Municipal Code section 25.10.030B.7., competitive procurement requirements, for purposes of negotiating lease terms to include a purchase option, right of first refusal, or both, for space in the Valley River Center; and

WHEREAS, sole source negotiations to lease space in Valley River Center under terms approved by the Anchorage Municipal Assembly, AM 467-2007, were not successful; and

WHEREAS, an opportunity now exists to purchase approximately 50% ownership of the building at a monthly cost approximating that previously approved by the Assembly (AM 2007-467) for leasing space in the building; and

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47 48 WHEREAS, the total cost of the project including purchase and renovation is estimated to be \$3.7 million, with \$2 million anticipated to be available in the form of contributions from existing sources including Chugiak-Eagle River Parks and Recreation funds (Fund 162) and private grant awards; now, therefore,

THE ANCHORAGE ASSEMBLY ORDAINS:

Acquisition by the Municipality of an approximately 50% ownership interest in Valley River Center Building A, and beneficial interest in the associated long-term ground lease, in accordance with the terms, conditions and mechanisms set out in the accompanying Assembly Memorandum, is hereby approved.

An inter-fund loan in an amount not to exceed ONE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$1,700,000) from the Areawide General Fund (101) to the Areawide General CIP Fund (401), bearing a variable interest rate equal to the monthly cash pool earnings rate, to be repaid in full on or before December 31, 2028, is hereby authorized. Monthly lease repayments assessed to Municipal tenants will be used to repay Fund 101 for its lost cash pool interest and to repay outstanding principal. Administration is further authorized to select more favorable alternative financing or refinancing as available.

Section 3. For the purposes of this acquisition, requirements under Anchorage Municipal Code section 21.15.015.A.1., public facility site selection, are hereby waived.

The administration is authorized to negotiate such additional terms and Section 4. conditions prior to closing as may be deemed necessary in the best interests of the Municipality.

Section 5. This ordinance shall become effective upon its passage and approval by the Anchorage Municipal Assembly.

PASSED AND APPROVED by the Anchorage Assembly this November, 2007.

Chair of the Assembly

ATTEST:



MUNICIPATITY OF ANCHORAGE

ASSEMBLY MEMORANDUM

AM-No. 663-2007

Meeting Date: October 23, 2007

MAYOR

Subject:

From:

AN ORDINANCE AUTHORIZING ACQUISITION OF INTERESTS IN REAL PROPERTY KNOWN AS VALLEY RIVER CENTER BUILDING "A", LEGAL DESCRIPTION TRACT K, REGIONAL PARK SUBDIVISION #2, IN PART THROUGH AN INTER-FUND LOAN NOT TO EXCEED ONE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$1,700,000) FROM THE AREAWIDE GENERAL FUND (101) TO THE AREAWIDE GENERAL CIP FUND (401), AND WAIVING REQUIREMENTS UNDER ANCHORAGE MUNICIPAL CODE SECTION 21.15.015.A.1., PUBLIC FACILITY SITE SELECTION, FOR PURPOSES OF CO-LOCATING CHUGIAK-EAGLE RIVER LIBRARY AND MUNICIPAL OFFICES IN THE NEW EAGLE RIVER TOWN CENTER.

The Eagle River Community has sought for many years to develop a new Town Center that would include co-located Municipal offices and services. In recent years the Valley River Center has emerged strongly as the location of choice, endorsed and supported by the Eagle River Chamber of Commerce and the Anchorage Assembly.

In consideration of the needs and wishes of the community, the superior suitability of the space, conformity with the Eagle River CBD Revitalization Plan, and results of a space needs analysis, the Anchorage Assembly authorized sole source negotiation (AO 2007-89) and subsequently approved material terms (AM 467-2007) for municipal lease of space in this building from Sunfish, LLC, which at the time was in process of purchasing the property from its current owner, Hickel Investment Co. However, the authorized lease negotiations were not successful, and the purchase agreement between Sunfish and Hickel expired on September 27, 2007.

Subsequently, an opportunity was presented by The Alaska Club Partnership (TACP) to the Municipality (MOA) to purchase the building jointly, with each party acquiring ownership of a portion of the building under a condominium arrangement. Details of the proposal are summarized below.

Essential Terms of the Proposed Purchase and Ground Lease

A non-binding Letter of Intent (LOI) dated October 10, 2007, was signed by MOA, TACP, and Hickel and provides for a 30-day period to complete a Purchase and Sale Agreement (PSA) and ground lease.

 The Agreements anticipated by the LOI will provide for purchase of the property and assumption of the associated long-term ground lease according to the following essential terms and conditions:

1. The total purchase price will be \$3 million.

2. A long-term ground lease will be executed at closing. The total rent will be \$19,970 per month in the first two years, increasing to \$22,000 total per month beginning in year three. Rent will be subject to adjustment to FMRV on each five-year anniversary date, provided that any rent increase will be capped at 17.5% per 5-year period. The term of the ground lease will be 40 years with five, 5-year extension options.

- Lessee(s) are free to sublease or assign in whole or in part and free to make modifications to the property without any requirement of Landlord consent, except for any change in the building footprint that affects the parking requirement.
- 4. A non-refundable payment on behalf of both parties in the amount of \$25,000 was made to Hickel by TACP on signing of the LOI. A second payment of \$25,000 on behalf of both parties will be made by MOA to Hickel on signing of the PSA, also as a non-refundable down-payment credited toward the purchase price.
- 5. There will be a 75 day due diligence period following execution of the Agreement. Closing will be no later than 90 days after execution of the Agreement with one 30-day extension at option of Purchasers.
- 6. The obligation of MOA and TACP to close is subject to financing and all required Municipal approvals.

Ownership Structure: Business Relationship MOA/TACP

- MOA will own and occupy approximately 43,000 sq ft at the south end of the building (designated "Unit 1"). TACP will own and occupy approximately 40,000 sq ft in the center of the building ("Unit 2"). The remainder of the building, consisting of approximately 23,000 sq ft ("Unit 3") will be owned jointly by MOA and TACP. All proceeds from rent or re-sale of space in Unit 3 and all expenses for Unit 3 will be shared equally by MOA and TACP.
- 2. The parties currently expect that the Units will be created as condominium interests.
- 3. A non-profit entity structured as an LLC, having MOA and TACP as its two equal managing members, will be formed initially. The LLC will enter into the Purchase and Sale Agreement with Hickel, and will be the initial lessee on the ground lease. The LLC will also serve as Declarant for the process of forming a non-profit Condominium Association for the building.
- 4. After completion of the condominiumization process, the LLC will deed Unit 1 to MOA, and Unit 2 to TACP, and will assign the ground lease to the Condominium Association. The LLC will retain ownership of Unit 3, which it will manage on behalf of MOA and TACP until such time as Unit 3 is sold, after which the LLC will dissolve.
- 5. The Condominium Association will provide building maintenance services and will levy CAM assessments to the unit owners in proportion to area.
- 6. The above represents the general understanding and plan of the two parties as of the date of this Memorandum. There is currently no binding agreement between MOA and TACP, and both reserve the right to make adjustments and refinements to this plan prior to execution of the agreements.

Financing

Cost of project: MOA's share of the purchase price (50% of \$3M) will be \$1.5M. The
Municipality's renovation costs for Unit 1 are estimated at \$50/sq ft, or \$2.1M. This
represents a blended rate for the 43,000 sq ft of Unit 1, of which approximately 35,000
sq ft will be fully finished at MOA expense, with the balance comprised of either
partially finished (rear storage space) or leased space for which tenants will provide

the improvements. No renovations are planned for Unit 3. Including approximately \$0.1M in fees and transaction costs, the total cost to MOA is estimated at \$3.7M.

 Existing sources of funds: Approximately two million dollars is anticipated to be available for contribution to the project from existing sources. These include the Eagle River Parks and Recreation Service Area fund balance and anticipated private grant awards. The remaining \$1.7 million will be financed by the Municipality over a period not to exceed 20 years.

 Method of financing the balance: An initial variable rate inter-fund loan in the amount of \$1.7 million will be executed and proceeds applied to the project. The Municipality may consider subsequent pooling of this loan with other existing inter-fund loans and/or pursuing external refinancing, as interest rates and other conditions warrant.

4. Repayment: The loan will be repaid from monthly rental fees charged to the Municipal departments occupying the space. In addition, MOA's share of net proceeds from the sale of Unit 3, minus \$100,000 dedicated for establishing a capital reserve fund, will be used to reduce the principal balance of the inter-fund loan.

5. Annual operating cost to MOA: Projections based on a 20 year loan term and 5.5% interest rate estimate that the combined cost to MOA, including building operating costs, ground lease payments, and debt service, will be approximately \$51,000 per month or \$612,000 per year. This represents an increase of approximately \$257,000 per year over the 2007 budget for currently leased space. This is the same as the annual cost and operating budget increase for the lease terms previously approved by the Assembly in connection with the Sunfish lease (AM 467-2007).

Planned Use of the MOA Facility

1. Departments: Renovated space in Unit 1 will be occupied by Municipal divisions and departments currently providing services in Eagle River, including the ER Library, ER Parks & Recreation, Health & Human Services, and Police Department. The space will also include a community meeting room and an Emergency Operations Center. In addition, a new Eagle River presence for Municipal Permitting services may be established. Space allocations by department will be finalized after completion of an updated space layout; and will be based on the recommendations of the Space Needs Analysis dated June 25, 2007.

 Other Tenants for Unit 1: The current plan calls for up to 2,000 square feet at the front (west side) of Unit 1 to be leased to a for-profit café in an integrated layout with the library, with lease to be awarded by competitive bid. Additional tenants for the balance of the Unit 1 space may include other Municipal departments, other government or non-profit entities, and commercial entities.

3. Disposition of Unit 3: TACP currently occupies space in Unit 3 as a tenant of Hickel, and would continue to do so after closing as a tenant of the LLC until renovations are completed in Unit 2. The present intent of MOA and TACP is that Unit 3 will then be sold for compatible retail use. This arrangement will provide revenue to cover costs for Unit 3 while the property is marketed for sale. The LLC agreement will also allow for alternative dispositions of Unit 3 should conditions warrant, including provision for either party to buy out the other and provision for continued joint ownership as a rental property.

THE ADMINISTRATION RECOMMENDS ASSEMBLY APPROVAL OF AN ORDINANCE AUTHORIZING ACQUISITION OF INTERESTS IN REAL PROPERTY KNOWN AS VALLEY RIVER CENTER BUILDING "A", LEGAL DESCRIPTION TRACT K, REGIONAL PARK SUBDIVISION #2, IN PART THROUGH AN INTER-FUND LOAN NOT TO EXCEED ONE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$1,700,000) FROM THE AREAWIDE GENERAL FUND (101) TO THE AREAWIDE GENERAL CIP FUND (401), AND WAIVING REQUIREMENTS UNDER ANCHORAGE MUNICIPAL CODE SECTION 21.15.015.A.1, PUBLIC FACILITY SITE SELECTION, FOR PURPOSES OF CO-LOCATING CHUGIAK-EAGLE RIVER LIBRARY AND MUNICIPAL OFFICES IN THE NEW EAGLE RIVER TOWN CENTER.

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Prepared by: Approved by: Jennifer Allen, Office of Economic & Community Development

William M. Mehner, Director.

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Heritage Land Bank and Real Estate Services

Mary Jane Michael, Executive Director Concur:

Office of Economic & Community Development Sharon Weddleton, Chief Fiscal Officer Concur:

19 20 Concur: Concur: 21

James N. Reeves, Municipal Attorney Denis C. LeBlanc, Municipal Manager

Respectfully submitted: Mark Begich, Mayor

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MOA LOAN TO AREAWIDE GENERAL CIP FUND INTERFUND LOAN FROM 101 AREAWIDE TO 401 AREAWIDE GENERAL CIP FOR COST ASSOCIATED WITH THE ACQUISITION OF INTERESTS IN THE EAGLE RIVER TOWN CENTER TO BE REPAID BY MONTHLY LEASE REPAYMENTS ASSESSED TO MUNI TENANTS

PER AO 2007-147, "bearing a variable interest rate equal to the monthly cash pool earning rate, to be repaid in full on or before December 31, 2028"

These funds were expended at 401-1619-181906 on 06/03/09- \$38,640, 2,838.08 refunded on 6/15/09, 6/25/09- \$1,323,940, 8/14/09- \$326,750, 9/15/09- \$10,670

armani (abanyo)

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1,360,222.12

5,810.86

Not To Exceed Amount Needed to be Funded

from Operating Funds

Amount to be Appropriated for BP 2012

\$110,454.74

37,375.17

73,079.57

						1.4.5 M/3001 B 3.53020001 B	6150 637	232	326,750.00	7,221.32		
						(Appropriate to	OR PASSING	231	10,670.00	7,267.51		
			6/30/2009				480.23	1,359,741.92				
234	1	31	7/31/2009	3.71%	\$8,172.65		4,284.49	1,359,741.92				
233	2	31	8/31/2009	3.30%	\$7,911.51		3,811.00	1,686,491.92				See old
232	3	30	9/30/2009	3.99%	\$10,441.60		5,530.77	1,697,161.92				schedule and
231	4	31	10/31/2009	3.97%	\$10,520.13		5,722.46	1,697,161.92				JE 706174
230	5	30	11/30/2009	3.01%	\$9,720,02		4,198.73	1,697,161.92				
229	6	31	12/31/2009	2.30%	\$9,163.22	28,428.89	3,315.28	1,668,733.03	28,428.89	27,342.96	\$55,929.14	706620
228	7	31	1/31/2010	2.30%	\$9,041.21	5,781.47	3,259.74	1,662,951.56			,	712470
227	8	28	2/28/2010	3.20%	\$9,774.86	5,692.66	4,082.20	1,657,258.90				712470
226	9	31	3/31/2010	2.30%	\$9,042.43	5,805 10	3,237.33	1,651,453.80				718784
225	10	30	4/30/2010	2.32%	\$9,058.56	5,909.48	3,149.07	1,645,544.32				720299
224	H	31	5/31/2010	3.53%	\$10,040.82	5,107.34	4,933.48	1,640,436.98				724718
223	12	30	6/30/2010	2.30%	\$9,046.90	5,945.80	3,101.10	1,634,491 18				724719
222	13	31	7/31/2010	2.78%	\$9,425.77	5,566.58	3,859.19	1,628,924.60				726999
221	14	31	8/31/2010	3 33%	\$9,870.32	5,263.36	4,606 96	1,623,661 23				731005
220	15	30	9/30/2010	2.30%	\$9,052.28	5,982.90	3,069 39	1,617,678.34				731005
219	16	31	10/31/2010	2.30%	\$9,052.05	5,892.03	3,160.01	1,611,786.30				733503
218	17	30	11/30/2010	2.30%	\$9,052.38	6,005 44	3,046 94	1,605,780 86				740134
217	18_	31	12/31/2010	2.30%	\$9,052.14	5,915.37	3,136.77	1,599,865 49	68,867 54	42,642.19	\$111,509.72	749373
216	19	31	1/31/2011	2.30%	\$9,052.47	5,927.26	3,125.22	1,593,938.24				755637
215	20	28	2/28/2011	2.30%	\$9,052.81	6,240.49	2,812.32	1,587,697.75				755637
214	21	31	3/31/2011	2.30%	\$9,051.42	5,949.98	3,101.45	1,581,747 77				757533
213	22	30	4/30/2011	2.30%	\$9,051.76	6,061.61	2,990.15	1,575,686.16				760123
212	23	31	5/31/2011	4.01%	\$10,385.38	5,018.98	5,366 40	1,570,667 18				763700
211	24	30	6/30/2011	2.30%	\$9,057.36	6,088.15	2,969.21	1,564,579.03				765729
210	• 25	31	7/31/2011	2.30%	\$9,057.12	6,000.83	3,056.29	1,558,578.20				767430
209	26	31	8/31/2011	2.79%	\$9,423.82	5,730.63	3,693.19	1,552,847 57				769780
208	27	30	9/30/2011	2.30%	\$9,059.44	6,123.92	2,935.52	1,546,723.65				773604
207	28	31	10/31/2011	2.30%	\$9,059.20	6,037.79	3,021.41	1,540,685.87				775813
206	29	30	11/30/2011	2.30%	\$9,059.53	6,147 00	2,912.53	1,534,538.86				
205	30_	31	12/31/2011	2.30%	\$9,059.29	6,061.69	2,997.61	1,528,477.18	71,388.32	38,981,28	\$110,369,60	
									168,684,74	108,966.43	\$277,808.46	P. N. BROWNSON CONTRACT
											(\$172,631.14) \$105,177,32	
											3105,177,52	3,110 (1) \$1180
204	31	31	1/31/2012	2.50%	\$9,204.82	5,968.30	3,236.53	1,522,508.88			, , , ,	
203	32	29	2/29/2012	2.50%	\$9,205.14	6,189.24	3,015.90	1,516,31964				
202	33	31	3/31/2012	2.50%	\$9,204.19	5,993.41	3,210.79	1,510,326.23				
201	34	30	4/30/2012	2.50%	\$9,204.51	6,109.58	3,094.93	1,504,216.66				
	- '				,		-,					

6,019.04

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