

Citywide Affordable Housing Loan Committee

Mayor’s Office of Housing and Community Development
Department of Homelessness and Supportive Housing
Office of Community Investment and Infrastructure
Controller’s Office of Public Finance

**Mission Bay South Block 4 East
Phase I and Partial Phase II Site
\$5,111,731
Predevelopment Loan**

Evaluation of Request for:	Predevelopment Loan
Loan Committee Date:	August 2, 2024
Prepared By:	Phillip C. Wong, OCII Development Specialist
MOHCD Asset Manager:	Rosanna Chavez
OCII Construction Representative:	Alicia Andrews
Sources and Amounts of New Funds Recommended:	Bond Proceeds
Sources and Amounts of Previous City Funds Committed:	None
NOFA/PROGRAM/RFP:	OCII RFQ, November 9, 2023
FY 23/24 ROPS Line:	436
Applicant/Sponsors(s) Name:	Curtis Development (“CD”) and Bayview Senior Services (“BSS”)

EXECUTIVE SUMMARY

Sponsors Information:

Project Name:	Mission Bay South Block 4 East	Sponsors(s):	CD & BSS
Project Address (w/ cross St):	1144 Third Street (bordered by Mission Rock Street to the North and China Basin Street to the south) APN 8711/029	Ultimate Borrower Entity:	Phase I: Mission Bay 4 East Associates, L.P. Phase II: Mission Bay 4 East Associates 2, L.P.

Project Summary:

Curtis Development (“CD”) and Bayview Senior Services (“BSS”) (together the “Sponsors”) responded to a Request for Qualifications (“RFQ”) issued by OCII in November 2023, and they were the recommended selection. Mission Bay South Block 4 East (the “Site” or “Block 4 East”) will be a two-phase project, providing approximately 400 affordable units with up to 165 units in Phase I and approximately 235 in Phase II (Block 4 East Phase I and Phase II are together “the Projects”, or “Phase I” and “Phase II”).

Phase I and Partial Phase II Predevelopment Loan (this request):

The Sponsors are requesting \$5,111,731 in predevelopment financing for the Projects. This loan will be disbursed as one (1) Phase I and Partial Phase II Site Predevelopment Loan with a loan condition 11.2.1.1 to maintain accurate accounting of Phase I, Phase II and shared costs/expenses for assignment to a future Phase II Predevelopment Loan. A future request from the Sponsors for Phase II Predevelopment Loan will assume Phase II expenses and a portion of the shared expenses between Phase I and Phase II incurred during the Phase I and Partial Phase II Site Predevelopment Loan period. The reason for a combined predevelopment loan is that (1) the Sponsors requested partial Phase II funding to achieve a 75% schematic design milestone (this request is sized accordingly) but the Phase II project is not ready for a full predevelopment loan evaluation; (2) there will eventually be two predevelopment loans, one for Phase I and one for Phase II; and (3) the Phase II project may change during this initial predevelopment phase with commensurate changes to the size of a future Phase II Predevelopment Loan.

Comprehensive Planning and Design: Because Phase I and Phase II will need to be planned and developed to ensure consistency in relationship between the Projects with respect to design, function, programming, and services, and in recognition that Phase I has full OCII entitlements and therefore more defined design and programming parameters, this request will allow the Sponsors to comprehensively plan, design and develop Phase I through a future construction gap financing request and Phase II up to a 75% schematic design milestone. The Sponsors anticipate a request for additional predevelopment funding in mid-2025, subject to Citywide Affordable Housing Loan Committee and OCII Commission review and approval.

Phase I: located on the southern, approx. 0.5 acre, portion of Block 4 East, Phase I will contain a 165-unit mixed-use affordable rental housing development serving Certificate of Preference Holders (“COP Holders”) as a significant OCII priority and low-income family households earning 30% to 80% of area median income (“AMI”) as published annually by the Mayor’s Office of Housing and Community Development (“MOHCD AMI”), with approximately 20% of units set aside to serve formerly homeless families, subsidized by the Local Operating Subsidy Program (“LOSP”). A subset of units may be restricted up to 95% MOHCD AMI depending on requirements by other financing sources. Phase I will target a unit mix of 25% one-bedroom, 50% two-bedroom, and 25% three-bedroom.

Phase II: located on the northern, approx. 0.5-acre, portion of Block 4 East, Phase II will be an approximately 235-unit mixed-use affordable rental housing development serving COP Holders as a significant OCII priority and low-income family households earning 30% to 80% MOHCD AMI, with approximately 20% of units set aside to serve formerly homeless families, subsidized by LOSP. A subset of units may be restricted up to 95% MOHCD AMI depending on requirements by other financing sources. Phase II will target a unit mix of 25% one-bedroom, 50% two-bedroom, 25% three-bedroom, and potentially some four- and five-bedroom units. Phase II will require amendments to the Mission Bay South Redevelopment Project Area documents to increase entitlement to allow for additional affordable housing units to be developed as well as OCII Commission approval of gap funding under replacement housing legislation (California Senate Bill No. 593). Note that the Phase II project is in a more preliminary stage of development therefore the timing and unit count may be adjusted during predevelopment.

Project Description:

Construction Type:	Type I	Project Type:	New Construction
Number of Stories:	Phase I: 13 Phase II: 23	Lot Size (acres and SF):	1.05 acre / 45,738 SF Phase I: 22,869 SF* Phase II: 22,869 SF*
Number of Units:	Phase I: 165; and Phase II: approx. 235	Architect:	Y.A. studio
Total Residential Area:	Phase I: 192,500 SF Phase II: 267,500 SF	General Contractor:	TBD
Total Commercial Area:	Phase I: 1,500 SF Phase II: 0 SF	Property Manager:	The John Stewart Company
Total Building Area:	Phase I: 194,000 SF Phase II: 267,500 SF	Supervisor and District:	Dorsey, D-6
Land Owner:	FOCIL-MB, LLC (will transfer to OCII)		

Total Development Cost (TDC):	Phase I: \$171.7M Phase II: \$236.9M	Total Acquisition Cost:	N/A
TDC/unit:	Phase I: \$1.04M Phase II: \$1M	TDC less land cost/unit:	Phase I: \$1.04M Phase II: \$1M
Loan Amount Requested:	Total: \$5,111,731 Phase I: \$3,500,000 Phase II: \$1,611,731	Request Amount / unit:	Phase I: \$21,212 Phase II: \$6,858
HOME Funds?	No	Parking?	Phase I: 33** spaces Phase II: 50** spaces **20% of units

**Phase I and II lot sizes reflect half of the overall Site, exact lot dimensions between Phase I and Phase II will be determined during predevelopment.*

PRINCIPAL DEVELOPMENT ISSUES

- **Development Team Staffing and capacity:**
 - **Issues:** Sponsors are smaller scale organizations with limited development staffing. Lead Developer, CD, is a small, BIPOC-led organization (sole proprietorship) and as such, may have difficulty meeting certain institutional and commercial financial underwriting standards, such as owner liquidity requirements for construction loans of the magnitude anticipated for Phase I and Phase II.
 - **Mitigations and Loan Conditions:**
 - CD hired a consultant, Jackson Rabinowitsh, to serve as project manager paid for out of developer fee. Jackson Rabinowitsh started on June 17, 2024.
 - BSS is seeking to hire development staff with assistance from CD in Summer 2024.
 - Sponsors will continue to assess the feasibility of various financial guarantor options and strategies provided to secure a commercial construction loan during the predevelopment period, the terms of conditions of which will be subject to OCII review and approval.
 - Recommended loan conditions include Sponsors submitting a written plan to secure financing commitments (11.2.1.2), and Sponsors staffing appropriately to ensure the successful completion of the Projects (11.2.5.5).
 - **Additional Detail:** Please see Section 1.2 (Borrower/Grantee Profile) for further information.
- **Long-term Asset Management:**
 - **Issue:** The Sponsors are evaluating long-term asset management strategies for the Projects as neither currently has in-house asset management staffing.
 - **Mitigations and Loan Condition:** Sponsors to provide a detailed plan for long-term asset management for OCII and MOHCD review and approval prior to gap financing (11.2.5.2) with a preliminary plan provided in Attachment D of this Loan Evaluation.
 - **Additional Detail:** Please see Attachment D for further information.
- **Maximize Site Potential and Redevelopment Plan Expiration:**
 - **Issue:** OCII's affordable housing authority is limited to 165 units under the Mission Bay South Redevelopment Plan and Owner Participation Agreement ("OPA"). To utilize the Site to its fullest potential, OCII, in collaboration with the Sponsors, will need to secure amendments to increase units and to extend the Redevelopment Plan (currently expires in 2028).

- **Mitigations:** OCII has initiated negotiations with the master developer on an OPA amendment and has begun environmental review work for future Redevelopment Plan amendments. OCII believes that there is a strong likelihood of securing a plan amendment in 2025 that will increase the affordable housing entitlement for the Project Area and allow for Phase II.
- **Additional Detail:** Please see Section 4.1 (Site Control) for further information.
- **Replacement Housing Bond Allocation:**
 - **Issue:** OCII is still determining details on implementation, prioritization, bond issuance sizing, and timeframe under Senate Bill No. 593 to support additional housing in existing Project Areas, such as Mission Bay South. Prioritization and timing of bond issuance is anticipated to be known in January 2025 and is necessary as a permanent source for Phase II financial feasibility.
 - **Mitigations:** OCII is working with the Mayor's Budget Office to determine the timing and amount of the initial bond issuance under SB 593 given the timing constraints of the Redevelopment Plan area, the needs of the Project and the current City budget.
 - **Additional Detail:** Please see Section 1.1.2 (Replacement Housing) for further information.
- **Community Concerns:**
 - **Issue:** Some members of the Mission Bay community have been vocal in their concerns for the project with respect to the inclusion of permanent supportive housing units and the potential for disruptive behavior observed and documented in other developments with permanent supportive housing although such developments are not representative of the family population the Projects will serve.
 - **Mitigations and Loan Condition:** OCII staff and the Sponsors have and will continue to engage with the community to address concern and solicit feedback on elements of the design and programming, as appropriate, and in coordination with HSH where appropriate (11.2.7.1). In addition, the Sponsors will lead an outreach effort that will seek to respond to concerns, identify and work through key issues, and educate community members on various aspects of the development plans (11.2.7.1). Further, there are several projects in the Mission Bay South project area with successful mixed population residential projects including, 1180 Fourth Street, 1150 Third Street, 626 Mission Bay Boulevard North, and 691 China Basin.
 - **Additional Detail:** Please see section 3.1 (Prior Outreach) for further information.

SOURCES AND USES SUMMARY

Phase I and Partial Phase II Site Predevelopment Loan (this request)

Predevelopment Sources	Amount	Terms	Status
OCII	\$5,111,731	3 years @ 3% deferred	This Request
Total	\$5,111,731		

Predevelopment Uses (Phase I)	Amount	Per Unit	Per SF
Architecture & Engineering	\$2,150,000	\$13,030	\$11
Other Soft Costs	\$675,000	\$4,091	\$3
Developer Fee	\$675,000	\$4,091	\$3
Phase I Subtotal	\$3,500,000	\$21,212	\$18

Predevelopment Uses (Partial Phase II Site)	Amount	Per Unit	Per SF
Architecture & Engineering	\$1,220,500	\$5,193	\$5
Other Soft Costs	\$159,500	\$679	\$1
Developer Fee	\$231,731	\$986	\$1
Partial Phase II Site Subtotal	\$1,611,731	\$6,858	\$6
Total	\$5,111,731	\$13,118	\$11

Phase I

Permanent Sources	Amount	Terms	Status
OCII	\$56,267,453	55 yrs @ 3% / Res Rec	Not Committed
Federal Tax Credit Equity	\$78,813,843	\$0.94/credit, 4% credit rate (estimate)	Not Committed
CalHFA Perm Loan	\$10,000,000	30 yrs @ 7.15%	Not Committed
CalHFA MIP	\$4,000,000	30 yrs @ 3% / Res Rec	Not Committed
Deferred Developer Fee	\$700,000	15 yrs @ 50% distribution of surplus cash to Sponsors; at Year 15 or earlier if Deferred Fee is paid, 50% of surplus cash distributed to Sponsors	Not Committed
AHP	\$2,000,000	Grant	Not Committed
State Tax Credit Equity	\$19,998,000	\$0.80/credit (estimate)	Not Committed
Total	\$171,779,296		

Permanent Uses	Amount	Per Unit	Per SF
Hard Costs	\$135,507,821	\$821,260	\$713
Soft Costs	\$32,058,305	\$194,293	\$169
Reserves	\$663,170	\$4,019	\$3
Developer Fee	\$3,550,000	\$21,515	\$19
Total	\$171,779,296	\$1,041,087	\$904

Phase II

Permanent Sources	Amount	Terms	Stat
OCII	\$87,109,151	55 yrs @ 3% / Res Rec	Not Committed
Tax Credit Equity	\$108,610,497	\$0.94/credit, 4% credit rate (estimate)	Not Committed
CalHFA Perm Loan	\$14,100,000	30 yrs @ 7.15%	Not Committed
CalHFA MIP	\$4,000,000	30 yrs @ 3% / Res Rec	Not Committed
Deferred Developer Fee	\$1,175,000	15 yrs @ 50% distribution of surplus cash to Sponsors; At Year 15 or earlier if	Not Committed

		Deferred Fee is paid, 50% of surplus cash distributed to Sponsors	
AHP	\$2,000,000	Grant	Not Committed
State Tax Credit Equity	\$19,998,000	\$0.80/credit (<i>estimate</i>)	Not Committed
Total	\$236,992,648		

Permanent Uses	Amount	Per Unit	Per SF
Hard Costs	\$189,141,842	\$804,859	\$701
Soft Costs	\$42,207,992	\$179,608	\$156
Reserves	\$917,813	\$3,906	\$3
Developer Fee	\$4,725,000	\$20,106	\$18
Total	\$236,992,648	\$1,008,479	\$878

1. BACKGROUND

1.1. Project History Leading to This Request.

1.1.1. **Housing Production in the Mission Bay Project Area**

Block 4 East is part of the Mission Bay South Redevelopment Project Area that was administered by the former San Francisco Redevelopment Agency (“SFRA” or “Agency”). Pursuant to state law, redevelopment agencies throughout the State of California dissolved on February 1, 2012, under California Health and Safety Code §34161 et seq. (the “Redevelopment Dissolution Law”). OCII is the Successor Agency to SFRA and is responsible for implementing SFRA’s enforceable obligations. On January 24, 2014, the California Department of Finance determined “finally and conclusively” that the Mission Bay South Owner’s Participation Agreement (“OPA”) and tax allocation pledge agreement are enforceable obligations under Assembly Bill (“AB”) 26 and AB 1484. FOCIL-MB, LLC (“FOCIL”) is the Master Developer of the Mission Bay redevelopment district.

The Redevelopment Plan authorizes approximately 3,550 residential units to be constructed in the Project Area. Under the OPA, certain sites were pre-selected for the development of OCII-sponsored affordable housing (“Affordable Housing Parcels”). The OPA establishes that up to 1,218 units may be developed on these sites. To date, 905 units have been completed on Affordable Housing Parcels, and another 148 are under construction (on Block 9a), for a total of 1,053 units. Thus 165 units remain to be developed. There are two remaining Affordable Housing Parcels – Block 4 East (subject of this request) and Block 12 West, for which OCII will conduct an RFQ process to select a development team in the near future.

1.1.2. Replacement Housing

Senate Bill (“SB”) No. 593, approved in 2023, authorizes OCII to use a limited form of tax increment financing to fund and develop 5,842 units that the Agency destroyed in the 20th Century and that were never replaced. SB 593 authorizes debt financing secured by redevelopment property tax increment that would otherwise be allocated to the City and County of San Francisco after other existing obligations of OCII are paid. Since the approval of SB 593, OCII staff has sought community input on its implementation and is working with the City on revenue estimates to determine the potential amount and timing of the first bond issuance. Through workshops with OCII staff and OCII Commission, the preliminary recommendation from OCII Staff is to prioritize additional housing in existing Project Areas, such as Mission Bay South in which development opportunities exceed current OCII authority.

1.2. Applicable NOFA/RFQ/RFP. (Please see Attachment E for Threshold Eligibility Requirements and Ranking Criteria)

In November 2023, OCII issued a Request for Qualifications (“RFQ”) seeking a team to develop, own, and operate affordable family rental housing units, including units set aside for households experiencing homelessness, at Block 4 East, with qualifications submittals due in January 2024. OCII received four submittals, all of which were deemed complete. An evaluation panel comprised of staff from OCII, MOHCD, the Department of Homelessness and Supportive Housing (“HSH”), and a member of the Mission Bay Citizens Advisory Committee (“CAC”) recommended the development team led by the Sponsors.

1.3. Borrower/Grantee Profile. (See Attachment B for Borrower Org Chart; See Attachment C for Developer Resume and Attachment D for Asset Management Analysis)

Phase I and Partial Phase II Site Predevelopment Loan borrower entity is Mission Bay 4 East Associates, L.P., and the Administrative General Partner will be CD MB4E, LLC, a subsidiary of Curtis Development. The Managing General Partner will be BHPMSS MB4E, LLC, a subsidiary of Bayview Senior Services, and a future Tax Credit Limited Partner to develop, own and operate Phase I.

A Phase II borrower entity will be formed when the Sponsors apply for additional Phase II predevelopment funding and will follow a similar structure to the Phase I and Partial Phase II Site Predevelopment Loan borrower. The Phase II borrower entity, when applying for Phase II predevelopment funding, will assume portions of this loan’s scope and expenditures allocated to Phase II.

CD and BSS have significant experience in San Francisco, including many properties developed in collaboration with OCII and MOHCD.

CD is led by Charmaine Curtis, an African American Developer with over 35 years of experience developing affordable housing. CD has developed 14 projects in San Francisco, notably the Mission Bay South Block 9a or 400 China Basin 100% affordable condominium project in partnership with Michael Simmons Property Development, Inc., and the 203 unit, MOHCD-funded 921 Howard Project, completed in 2023, in partnership with Tenderloin Neighborhood Development Corporation.

Jackson Rabinowitsh, a consultant to CD paid through developer fee, will be the lead Project Manager dedicating 75% of his time on the Project with Charmaine Curtis dedicating approximately 50% of her time.

Jackson Rabinowitsh was formerly a Senior Project Manager with Tenderloin Neighborhood Development Center (“TNDC”) and was the day-to-day lead on several MOHCD-funded projects including 921 Howard Street and 2550 Irving Street. He also held several roles with the Santa Clara Housing Authority, Hello Housing, Habitat for Humanity Greater San Francisco, and BRIDGE Housing Corporation. (Please see Attachment C – Development Staff Resumes)

BSS has served the Bayview Hunters Point community for 53 years and provides supportive services in 5 completed projects with 2 more in development. BSS is managing general partner for four developments – one of which is under construction in the Hunters Point Shipyard Project Area, Blocks 52 and 54. BSS will provide resident services to low-income families and formerly homeless families. BSS has significant expertise and experience working with COP Holders.

The John Stewart Company (“JSCo”) will be the property manager for the Project.

Cathy Davis, Executive Director of BSS, will dedicate approximately 15% of her time to the Project. Janet Brown, Housing Director with BSS, will dedicate approximately 5% of her time to the Project, and Careem Conley, Housing Development Manager with BSS, will dedicate approximately 10% of his time to the Project. BSS intends on hiring a project manager in Summer 2024 to provide additional staffing capacity for the Project. The Sponsors have executed a Memorandum of Understanding (“MOU”) that outlines their respective roles and responsibilities in the planning, development, and management of the Project, summarized as follows:

CD:

- Contract negotiation including loan terms and ground leases;
- Competitive solicitation and selection of consultants;
- Entitlement modifications;
- Lot subdivision and streetscape improvement design;
- Design, construction and workforce and contracting oversight; and
- Financing applications, and negotiation of financing terms with prospective lenders and equity investors.

BSS:

- Outreach efforts related to entitlement activities;
- Identifying and locating COP Holders and overseeing readiness to apply for housing;
- Coordination with JSCo on early outreach, especially to COP Holders, and marketing and lease-up;
- Services plan and services budget development; and
- Input on construction/development-related activities.

The overall and predevelopment developer fee for the Project will be split 25% to BSS and 75% to CD, and while the policy recommendation is for a 50%/50% split the Sponsors are both smaller, BIPOC-led organizations unlike other partnerships and CD will be carrying a majority of the costs during the predevelopment period. The overall and predevelopment developer fee split was agreed upon by the Sponsors and was a part of their RFQ response.

1.3.1. Past Performance.

1.3.1.1. City audits/performance plans.

Bayview Senior Services

BSS is a long-standing grantee of MOHCD under both Housing Place Based Services and Home Modifications for MOHCD-Housing Services.

Housing Place Based Services

BSS provides on-site Housing Retention/ Stability services for Alice Griffith (e.g., tenant engagement, service connection, and community building) and access/support for seniors across all four HOPE SF projects. BSS employs staff who have lived experience and trusting relationships with the populations they serve. According to MOHCD, BSS is accountable and responsive to partners (i.e., community and City).

Home Modifications

MOHCD introduced BSS to Rebuilding Together as a community partner under MOHCD's Senior Home Modification program focused on BIPOC homeowners. BSS supported outreach and engagement for BIPOC homeowners in their housing modification program.

Access to Opportunity Program

BSS' Access to Opportunity Program focuses on housing access and stability, with services are geared toward a primarily senior population with fixed or no income. While the contract initially had some performance issues, MOHCD has been providing technical assistance to BSS and BSS raised their FY23-24 compliance numbers tremendously.

MOHCD Annual Fiscal Monitoring

A fiscal monitoring letter dated June 14, 2024, provided an assessment regarding BSS daily cashflow as it pertains to BSS’ program services. According to BSS’ 2023 audit, they had less than 3 days of operating cash (they are required to have 30 days of operating cash). BSS provided a City Audit response on July 15, 2024, the deadline to respond to the finding and provide a plan to increase their operating cash. BSS’ response stated:

“BSS Staff will do all of our billing in a timely manner to ensure the best cash flow possible. Given the agency’s multiple programs, getting additional funds to set aside for cash flow is extremely challenging. We will increase our fundraising and grant writing efforts to have additional resources to increase cash flow over the coming year.”

City funding departments will provide a final status letter based on BSS’ response by close out for fiscal monitoring on July 31, 2024. Please see Loan Conditions 11.2.7 in Section 11.2 Recommended Loan Conditions which will require BSS to report to OCII by end of calendar year 2024 to report on status of operating cash finding from 2023 City Audit.

The following is a record of the organization’s operating cash from their audits from FY 19-20 through FY 20-23.

Agency Name	For Period ended	Material weaknesses or going concern?	Audit findings?	Days of operating cash
Bayview Hunters Point Multipurpose Senior Services, Inc. (d.b.a BSS)	6/30/2023	No	No	2.14
Bayview Hunters Point Multipurpose Senior Services, Inc. (d.b.a BSS)	6/30/2022	No	No	23
Bayview Hunters Point Multipurpose Senior Services, Inc. (d.b.a BSS)	6/30/2021	No	No	259
Bayview Hunters Point Multipurpose Senior Services, Inc. (d.b.a BSS)	6/30/2020	No	No	20

MOHCD’s assessment is that in general BSS does very good work in community and in delivery of services.

Curtis Development

CD does not currently have any contracts with MOHCD, but is currently co-developing an affordable homeownership project, Mission Bay South Block 9A with OCII-provided loans and is an OCII-supported project. CD was also the co-developer for 921 Howard with MOHCD. At the time of this loan evaluation there are no open performance issues to address.

1.3.1.2. Marketing/lease-up/operations.

CD is a co-owner of a 162-unit market rate project in Oakland. There are approximately 285 people residing in the building. CD is co-developer of 921 Howard (203 units, 355 residents) but does not currently have a partnership interest in that project. No racial information for these projects were available or collected at the time of this loan evaluation.

BSS and JSCo both have experience in marketing and lease up in San Francisco and JSCo has extensive operating experience in San Francisco. JSCo and BSS have similar property management and services coordination roles at other projects including Alice Griffith, Candlestick Heights, and Dr. George W. Davis Senior Residences. Racial Information from Dr. George W. Davis Senior Residences and JSCo for Candlestick Heights:

Project	Dr. George W. Davis Senior Residences	Candlestick Heights	Total
Units	120	196	316
Hispanic/Latino	9	78	87
Non-Hispanic/Latino	0	504	504
American Indian/Alaskan	2	0	2
Asian	14	162	176
Black/African American	91	160	251
Hawaiian/Pacific Islander	2	12	14
White	8	18	26
Other	5	197	202
None	0	38	38
Multi-Race	0	5	5
Evictions	2	0	2

BSS is a majority BIPOC-operated organization with a history of serving and providing meaningful employment opportunities to BIPOC staff.

2. SITE (Please see Attachment E for Site map with amenities)

Site Description	
Zoning:	Zoning for the site is form-based and is governed by the Redevelopment Plan for the Mission Bay South Redevelopment Project and the Design for Development (“D4D”) for the Mission Bay South Project Area. Height limits are calculated as averaged by block (not parcel) and are as follows: the maximum building height for buildings facing China Basin Street and Mission Rock Street shall be 65-feet, and a mid-rise height of up to 90-feet and a tower-height of 160-feet is allowed. 100% lot coverage is allowed up to a maximum height of 40-feet; above 40-feet, 75% lot coverage is allowed.
Maximum units allowed by current zoning (N/A if rehab):	The maximum number of units on the site is based on form-based zoning, so while there is no set maximum number, the number of units is limited by what can fit within the site’s height and bulk restrictions per the D4D and also by OCII’s current entitlement under the Redevelopment Plan and OPA. CD and BSS will work with OCII staff to pursue a D4D amendment and potential entitlement actions to increase maximum unit counts.
Number of units added or removed (rehab only, if applicable):	N/A
Seismic (if applicable):	Seismic Zone 4
Soil type:	According to the Mission Bay Final Subsequent Environmental Impact Report (“FSEIR”) Block 4 East was submerged in shallow water in Mission Bay before it was filled. Existing data in the vicinity indicate there is about 15 to 36 feet of fill. The fill is underlain by weak compressible clay known as Bay Mud with thicknesses of 80 to 120 feet.

	<p>The Sponsors will assemble a consultant team and will perform a geotechnical analysis during predevelopment, and CD has experience with structural issues related to Mission Bay South Block 9a.</p>
<p>Environmental Review:</p>	<p>As part of its actions on September 17, 1998, establishing the Mission Bay Redevelopment Project Areas, the Redevelopment and Planning Commissions certified the FSEIR, adopted findings under the California Environmental Quality Act (“CEQA”), adopted a series of mitigation measures, and established a comprehensive system for mitigation monitoring. The Board of Supervisors and other City departments adopted similar findings and mitigation monitoring plans.</p> <p>CD and BSS will work with OCII staff to ensure that the mitigation monitoring measures are appropriately documented and implemented. OCII Staff is working with an Environmental Consultant, ICF, to prepare a Phase I analysis for the property and will work with the Sponsors to order a Phase II analysis, if necessary.</p>
<p>Adjacent uses (North):</p>	<p>Block 3 East, 1150 Third Street, a 118-unit mid-rise 100% affordable rental building for unhoused veterans and low-income families known as the “Edwin M. Lee Apartments” that was completed in 2021.</p>
<p>Adjacent uses (South):</p>	<p>Block 7 East, 540 Mission Bay Boulevard North, an institutional building providing 80 temporary housing units for families receiving medical treatment in San Francisco known as “Nancy & Stephen Grand Family House” that was completed in 2016.</p>
<p>Adjacent uses (East):</p>	<p>Public Safety Building, which contains a police and fire station.</p>
<p>Adjacent uses (West):</p>	<p>Block 4 West, 1201 4TH Street, a 192-unit mid-rise market-rate rental building known as “Strata at Mission Bay Apartments” that was completed in 2009.</p>

<p>Neighborhood Amenities within 0.5 miles:</p>	<p>Supermarkets: Gus's Community Market at 4th and Channel Streets, 0.2 miles from the site Safeway at 4th and King Streets, 0.5 miles from the site. Pharmacy: two (2) pharmacies are located just over 0.5 miles from the site: (1) Walgreens at 4th and Townsend Streets, and (2) Safeway at 4th and King Streets. Library: The San Francisco Public Library: Mission Bay is located 0.4 miles from the site at 4th and Berry Streets. Parks: Mission Creek Park is 0.4 miles from the site at Channel Street Channel Street Dog Park is 0.2 miles from the site at Long Bridge Street and Corinne Woods Way; Mission Bay Kids' Park is 0.2 miles away from the site at Long Bridge and China Basin Streets; Mission Bay Commons is 0.4 miles away from the site at 3rd Street and Mission Bay Boulevard North; Bay Front Park is 0.4 miles away from the Site at Terry Francois Boulevard and Warriors Way (the San Francisco Bay Trail can be accessed from this park).</p>
<p>Public Transportation within 0.5 miles:</p>	<p>The Site is located directly adjacent to the southbound Mission Rock T-Third Light Rail stop and 0.5 miles from the San Francisco Caltrain station on 4th Street between King and Townsend Streets; also, adjacent to stops for the MUNI 91-3rd-19th Avenue OWL bus line.</p>
<p>Article 34:</p>	<p>Exempt. Pursuant to SB 469. Will be reevaluated during predevelopment pursuant to MOHCD and City Attorney determinations.</p>
<p>Article 38:</p>	<p>Exempt. Project is new construction and is outside the exposure zone map area.</p>
<p>Accessibility:</p>	<p>Project will provide at least 15% of tax credit units with mobility features (California Building Code 11B 809.2 through 11B 809.5) and at least 10% of tax credit units will have communication features to be accessible for persons with hearing or visual disabilities. Adaptability requirements will be determined</p>

	by the San Francisco Mayor’s Office on Disability.
Green Building:	Per the RFQ, the building must either achieve a Green Point Rating of 125 or above, or LEED “Gold” rating, and OCII will seek to maximize the overall sustainability of the Project to the extent possible through the integrated use of “green” building elements, which may include natural ventilation, daylighting, water conservation, and use of resource efficient and healthy building materials.
Recycled Water:	Not exempt. The Project falls within the boundaries of the SFPUC Designated Recycled Water Use Areas, and therefore will be required to comply with the City’s Recycled Water Ordinance or Reclaimed Water Use Ordinance Nos. 390-91 and 391-91 through the design and installation of dual plumbing for recycled water use (“purple pipe”) to recycle wastewater (“grey water”) within the project (e.g., for landscape irrigation, toilet and urinal flushing, cooling, decorative fountains).
Storm Water Management:	Developments that disturb 5,000 square feet or more of the ground surface must comply with SFPUC Storm Water Design Guidelines and submit a Storm Water Control Plan to the SFPUC for review. The Sponsors will meet with SFPUC during the predevelopment period.

2.1. Zoning.

Land use restrictions and design guidelines in the Mission Bay South Project Area are defined in the Mission Bay South D4D. The D4D document supersedes the San Francisco Planning Code in its entirety. The Sponsors intend to work with OCII staff to potentially amend the D4D’s height and bulk restrictions pending initial concept and schematic design.

2.2. Local/Federal Environmental Review.

CEQA clearance for overall development in the Mission Bay Redevelopment Project Area was obtained through the Mission Bay FSEIR adopted by the Commission of the former Redevelopment Agency of the City and County of San Francisco on September 17, 1998, by

Resolution No. 190-98. However, further environmental evaluation may be needed for any height/bulk increases and for the addition of units beyond those anticipated under the Redevelopment Plan.

To address this, OCII is pursuing a statutory exemption to CEQA under State Assembly Bill 1449 which went into effect in January 2024 and would allow the Project to be exempt from CEQA as an 100% affordable rental project. A CEQA Exemption Findings Report including Tribal Notification and Cultural Resources Consultation is currently being assessed and drafted by OCII's CEQA consultant pursuant to AB 1449 and will be subject to action by OCII Commission.

National Environmental Policy Act ("NEPA") clearance will be required for CalHFA-Mixed-Income Program and incorporated in predevelopment budget.

2.3. Environmental Issues.

- Phase I/II Site Assessment Status and Results.

OCII staff are coordinating with an environmental consultant, ICF, to prepare a Phase I study, and the Sponsors will order a Phase II study, if necessary.

- Potential/Known Hazards.

Soil contaminants currently exist in the Project Area and are assumed to exist at the Site. The principal chemicals that have been detected in the Project Area are petroleum hydrocarbons and inorganic compounds (e.g., heavy metals). Additionally, asbestos was detected in the soil primarily from serpentine rock, which was imported to fill Mission Bay. No significant concentrations of Volatile Organic Compounds ("VOCs") were detected in soil or groundwater. Limited concentrations of select VOCs, such as benzene, were found around the former petroleum storage facilities in the Mission Bay South Redevelopment Project Area, but are not expected to affect the Site.

2.4. Adjacent uses and neighborhood amenities. See table above.

2.5. Green Building. See table above.

3. COMMUNITY SUPPORT

3.1. Prior Outreach.

OCII staff attended the Mission Bay Citizens Advisory Committee ("CAC") in September 2023 to provide an informational update on the RFQ process, and in May 2024 to provide an informational update on the RFQ Evaluation Panel recommendation and a brief discussion on overall site program and vision for a two-phase, two-building development. As noted in the "Principal Development Issues", some members of the Mission Bay community have been vocal during CAC meetings with concerns around serving formerly homeless people. OCII staff and the Sponsors have

noted these concerns and are working with HSH on potential mitigations via services plan and services budget formation to inform addressing continued community feedback on the Project.

3.2. Future Outreach.

The Sponsors, as part of a loan condition in Section 11.2, will prepare a draft community outreach plan that calls for multiple initial meetings with groups of stakeholders, such as homeowners associations, business groups and community organizations. There will be particular and significant emphasis on early and consistent outreach to COP Holders as well as counseling and financial training to extensively prepare COP Holders for rental readiness and solicit feedback on AMI mix, building amenities, unit design and other COP Holders' needs.

In addition, the Sponsors will provide interim project updates to the CAC on Phase I and Phase II to discuss the proposed massing and program, a schematic design workshop, a schematic design action item, and any updates on entitlement actions. Any design workshop will include the community at large.

3.3. 1998 Proposition I Citizens' Right-To-Know. Proposition I is not applicable in OCII project areas.

4. DEVELOPMENT PLAN

4.1. Site Control.

4.1.1. Current and Future Site Control

FOCIL, the master developer of Mission Bay South, currently owns the Site. Pursuant to the Mission Bay OPA and a recorded Memorandum of Option ("Option"), the entire Site will be transferred at no cost to OCII at construction closing for the development of affordable housing on Phase I. The OPA requires a 100-day notice to FOCIL to express OCII's intent to exercise the Option.

4.1.2. Proposed Property Ownership Structure

Immediately after FOCIL transfers the Site to OCII (concurrently with the close of construction financing for Phase I), OCII will enter into a long-term ground lease with Mission Bay 4 East Associates, L.P for the Phase I Project. While the structure is to be confirmed during predevelopment, OCII anticipates that the Phase I ground lease will include temporary access to the Phase II Site for construction staging purposes. OCII will enter into a separate long-term ground lease with the Phase II limited partnership at the close of construction financing for the Phase II Project.

OCII will retain ownership of the land until the project is transferred to MOHCD after permanent conversion, and the limited partnership(s) will own the improvements. If any air rights leases

are included, they will have 75-year initial terms with options to extend for another 24 years and will require annual base rent increases in accordance with MOHCD's Ground Lease Policy.

4.2. Proposed Design.

The initial concept massing for Phase I features a 13-story (168') building anchoring the corner of Third Street and China Basin Street with a 5-story tower over an 8-story mid-rise building with open space connections to the Phase II building. The initial concept massing for Phase II features a 23-story (238') building anchoring the corner of Third Street and Mission Rock Street, with a 15-story tower over an 8-story mid-rise building.

While financing and construction will be phased between Phases I and II, Site-wide planning and design is critical to ensuring a cohesive relationship between the Phase I and Phase II buildings.

Throughout Phase I predevelopment and Site-wide design and planning, Y.A. studio will continue to refine the basic concept design for Phase I and Phase II and will submit schematic designs for both phases for OCII review and approval.

Initial concept massing revealed that the additional height for Phase I would allow 50% of the Site to accommodate the remaining 165 units of Project Area affordable housing development authority, while maintaining the balance of the site for a larger Phase II.

The Sponsors' overall development vision for the Site focuses on being responsive to the history of displacement of African American households from prior redevelopment actions, the creation of a vibrant, multi-generational community through a village concept, and a two-phase project that prioritizes resident well-being through thoughtful building amenities and features and open spaces that are designed to serve a wide variety of ages and interests. Preliminary planned amenities provided in the Sponsors' RFQ response include:

- A variety of open spaces with different focuses including play areas, calming garden spaces, etc.
- Multi-functional community rooms with kitchens and flexible furniture arrangements
- Teen hangout room
- Homework rooms
- Remote work room
- Fitness room
- Playroom and outdoor play space for small children
- Senior room
- Media room for movie watching
- Ample services offices
- Multiple laundry rooms, ideally located adjacent to open spaces
- Generous lobby areas with package lockers

The Sponsors will lead and manage a subdivision mapping process as needed to create legal parcels to allow for the development of Phase I and Phase II in coordination with OCII and the City.

Phase I

Estimated Building Area square footages (Phase I)	RFQ*	TCAC
Minimum Unit SF by type	1 Bedroom: 500 2 Bedroom: 850 3 Bedroom: 1,100	1 Bedroom: 450 2 Bedroom: 700 3 Bedroom: 900
Residential SF:	192,500	-
Commercial SF**:	1,500	-
Building Total SF:	194,000	-

* The Project's RFQ prescribed minimum unit sizes which are larger than TCAC minimums.

** The Project's RFQ described 1,500 SF of neighborhood or community-serving commercial that will be included in either Phase I or Phase II. Currently shown in Phase I.

Phase II

Estimated Building Area square footages (Phase II)	RFQ*	TCAC
Minimum Unit SF by type	1 Bedroom: 500 2 Bedroom: 850 3 Bedroom: 1,100	1 Bedroom: 450 2 Bedroom: 700 3 Bedroom: 900
Residential SF:	267,500	-
Commercial SF**:	TBD	-
Building Total SF:	267,500	-

* The Project's RFQ prescribed minimum unit sizes which are larger than TCAC minimums. Phase II will explore the potential for larger 4-bedroom unit and 5-bedroom unit sizes during Phase I and Partial Phase II Site Predevelopment.

** The Project's RFQ described 1,500 SF of neighborhood or community-serving commercial that will be included in either Phase I or Phase II. Currently shown in Phase I.

4.3. Proposed Rehab Scope. N/A

4.4. Construction Supervisor/Construction Representative's ("CR") Evaluation

The Phase I initial concept massing study proposes a 13-story (168'), Type I concrete building. The 165-unit Phase I development is scheduled to break ground in early 2027. The Phase II initial concept massing study proposes a 23-story (238'), Type I concrete building. The 235-unit Phase II development is scheduled to break ground in mid-2028. Y.A. studio, the Architect of Record, and the Sponsors, will procure a general contractor, in accordance with OCII's contracting and procurement

guidelines to provide preliminary estimates within a response to Request for Qualifications/Proposals anticipated after close of predevelopment financing.

Given that at this early stage of development the estimates provided are highly speculative, the designs will need to be further advanced for Sponsors to obtain more meaningful pricing. Sponsors and their architects must work closely with OCII construction management staff to evaluate all strategies to reduce overall costs to the project, including alternative materials, increasing or decreasing the number of units and methods to shorten the construction timeline, among others (Please see Section 11.2, Loan Conditions).

The projected Phase I hard cost of \$821,260 per unit is high relative to projects in the City's pipeline and does not include any escalation, though it does include 15% of bid, design, plan check, and hard cost contingencies in accordance with MOHCD underwriting guidelines.

The projected Phase II hard costs of \$804,859 per unit is high relative to projects in the city's pipeline and does not include any escalation, though it does include 15% of bid, design, plan check, and hard cost contingencies in accordance with MOHCD underwriting guidelines. Costs are driven in large part by the required Type I construction and the current high interest lending environment. The current valuation of the structural concrete and steel for these two structures represents a significant percentage of the total hard cost and is subject to a volatile raw material market. At 13-stories and 23-stories, Type I construction is necessary because the typical wood frame over concrete construction that is used for mid-rise residential buildings is limited to 7 stories (i.e., a maximum of 5 stories of Type III-A over 2 stories of Type-I podium).

Due to the Site's soil conditions, topography, and the proposed building height and type, the foundation will likely include 200-foot below ground surface piles for the unconsolidated soil in Mission Bay. The site's location also necessitates a design that will accommodate sea level rise, and thus portions of the ground floor will be raised 4-5 feet above grade, which further adds to costs.

The aforementioned Site conditions contribute to higher hard costs per unit compared with projects in other areas of San Francisco not dealing with significant substructure and foundation considerations. While the Sponsors' hard cost projections were informed by input by general contractors with high-rise expertise in the Mission Bay area, the Sponsors will endeavor to reduce the cost of this project as the Phase I and Phase II design evolves and the pricing can be further refined through subcontractor bids, early-design structural input and design-assist/design-build, and value engineering. Y.A. studio has co-designed another project in Mission Bay, 400 China Basin Street, and understands the special challenges presented by site conditions in this neighborhood.

4.5. Commercial Space.

- Space Description.
Phase I or Phase II: 1,500 SF of neighborhood- or community-serving space.
- Commercial Leasing Plan.
Commercial space will be community-serving and a plan for programming and leasing the spaces will be a condition of this loan (Please see Section 11.2 Recommended Loan Conditions).
- Operating Proforma.
Sponsors assume that space will be used as community-serving space and will not generate income/cash flow.
- Tenant Improvement Build Out. N/A

4.6. Service Space.

The anticipated services space will include offices for services staff and group programming.

4.7. Interim Use.

The Project site is currently serving as a surface parking lot. OCII has informed the Master Developer of need to terminate lease with parking operator anticipated for early 2027.

4.8. Infrastructure. N/A

4.9. Communications Wiring and Internet Access. The Sponsors will be required to comply with MOHCD Communications Systems Standards.

4.10. Public Art Component. N/A

4.11. Marketing, Occupancy, and Lease-Up

Tenants in the 20% of units for Phase I and Phase II serving formerly homeless family households will be referred to the Projects through the Coordinated Entry System ("CES"). All remaining affordable units will be marketed and leased through OCII's standard procedures, including early outreach to COP Holders, broad marketing and outreach, and applications and a lottery through DAHLIA (Database of Affordable Housing, Listings and Applications). In addition, applicants will be prioritized in accordance with housing lottery preferences.

As of April 19, 2019, the OCII Commission has authorized staff to apply the housing lottery preferences in City Affordable Housing Programs, as amended from time to time, to affordable housing approved by OCII, to the extent that those preferences are consistent with redevelopment plans, enforceable obligations, and applicable law. The preferences applicable for the Projects are:

1. COP Holders, including direct descendants of originally displaced individuals

2. Displaced Tenants Housing Preference for 20% of lottery units
3. Neighborhood Resident Housing Preference for:
 - a. 40% of lottery units if project does not include State funding sources
 - b. 25% of lottery units if project does include State funding sources (if such preference does not conflict with other financing sources).
4. San Francisco residents or workers
5. Members of the general public

One month after construction commencement, Sponsors must provide an Early Outreach Plan with an emphasis on outreach to and rental readiness and application preparation assistance for COP Holders. Sponsors must select a third-party housing counseling agency for these services and execute a memorandum of understanding (or similar document).

After the early outreach period, Sponsors will be required to prepare and implement a robust marketing plan. The Sponsors must provide notice of the rental opportunity through public meetings and mailings, and make support service staff available to prospective applicants, as they may require, for the purpose of assisting them throughout the applicant process and maximizing their participation.

Beginning in predevelopment, through construction and initial lease-up, and on an ongoing basis, OCII and MOHCD will require compliance with OCII, MOHCD, and HSH standards and protocols and regular communication and collaboration with staff from these agencies. Requirements will include early outreach planning and implementation, marketing planning and implementation, public lotteries for initial lease-up, appeals processing, lease-up, and ongoing wait list management.

4.12. Relocation. N/A

5. DEVELOPMENT TEAM

Development Team			
Consultant Type	Name	SBE/LBE	Outstanding Procurement Issues
Project Manager	Jackson Rabinowitsh, Consultant to CD	N	N
Architect	Y.A. studio	Y	N
Landscape Architect	TBD	TBD	TBD
Associate Architect	TBD	TBD	TBD
General Contractor	TBD	TBD	TBD
Owner's Rep/Construction Manager	TBD	TBD	TBD

Workforce and Contracting Consultant	Davis & Associates Communications, Inc.	Y	N
Financial Consultant	California Housing Partnership (“CHP”, formerly “CHPC”)	N	N
Legal	Gubb & Barshay	N	N
Property Manager	The John Stewart Company (“JSCo”)	N	N
Services Provider	BSS	N	N

5.1. Procurement Plan.

Sponsors are working with OCII’s Contract Compliance Team to issue an RFQ and Request for Proposals (“RFP”) for some of the above-listed consultants listed as “TBD” as well as design subconsultants and other consultants and professional services immediately after OCII Commission Approval of a Loan Agreement and Exclusive Negotiations Agreement, anticipated in September 2024.

5.2. Opportunities for BIPOC-Led Organizations.

The Sponsors and lead architect are African American-led firms and have expressed a strong commitment to furthering racial equity throughout all phases of the Project. The Sponsors, in collaboration with Davis & Associates Communications, Inc., will implement the Workforce and Contracting Action Plan for the Projects. Strategies to maximize small business and BIPOC-owned businesses will include targeted outreach and engagement, unbundled scopes, and strategic partnerships.

6. FINANCING PLAN (Please see Attachment F for Cost Comparison of City Investment in Other Housing Developments; See Attachment G and H for Sources and Uses)

6.1. Prior MOHCD/OCII Funding:

There is no prior OCII funding. This predevelopment loan will be the first sum of money extended to this Project.

Disbursement Status.

This proposed Phase I and Partial Phase II Site Predevelopment Loan is the only predevelopment source for the Project. OCII staff recommends that the Loan Committee approve payment of costs dating back to Thursday, May 9, 2024, the date of the informational presentation staff provided to the Mission Bay Citizens Advisory Committee on the Evaluation Panel recommendation, so long as these previously incurred costs are deemed acceptable and correspond to the predevelopment budget attached herein (Please see Attachment I – Predevelopment Budget).

6.2. Fulfillment of Loan Conditions. N/A

6.3. Proposed Predevelopment Financing

6.3.1. Predevelopment Sources Evaluation Narrative

The proposed Predevelopment Loan is the only predevelopment source for the Project. However, because the recommended approach is a Predevelopment Loan for comprehensive planning, design and predevelopment for both Phase I and Phase II (partial), a recommended loan condition will allow any clearly tracked expenses incurred for Phase II to be attributed, allocated and assumed by a future Phase II Predevelopment Loan (please see Section 11.2 Recommended Loan Conditions). Although the Phase I and Partial Phase II Site Predevelopment Loan will have a single budget, percentage splits for site-wide costs will be assumed at 50%/50% but will be finalized during predevelopment with a requirement that Phase II costs remain consistent with OCII/MOHCD Underwriting Guidelines.

6.3.2. Predevelopment Uses Evaluation:

The Sponsors are seeking a Predevelopment Loan of \$5,111,731 in order to ensure continuity of design, programming, and services between Phase I and Phase II. The budget includes costs related to architectural and engineering expenses for design through construction documents (75% schematic design for Phase II), survey and engineering site studies, permit fees, legal fees, and a portion of the developer fee. As noted in Section 6.3.1 and in Section 11.2 Recommended Loan Conditions, the Sponsors will be required to keep an accurate accounting of expenses for future attribution to, allocation to and assumption by a future Phase II Predevelopment Loan.

Phase I Developer Fee

Sponsors are requesting a portion of at-risk developer fee to be made available as project management fee adding \$125,000 to the \$550,000 project management fee to be disbursed during predevelopment for a total of \$675,000. \$150,000 would be disbursed at predevelopment loan closing. The Sponsors are also requesting that \$525,000 of the project management fee be disbursed over 26 monthly payments during predevelopment to mitigate limited available working capital for BIPOC/emerging developers. However, if predevelopment activities extend beyond 26 months, there will be no change in the maximum amount of project management developer fee disbursed for the predevelopment period for Phase I. Any future updates to MOHCD's Developer Fee Policy will be implemented at Sponsors'

request for gap financing. Please see section 6.5.4 Developer Fee Evaluation for more detailed discussion.

Phase II Developer Fee

Sponsors are requesting a portion of Developer Fee for Phase II during the predevelopment period amounting to \$231,731 with \$50,000 disbursed at predevelopment loan closing and \$181,730 of the project management fee be disbursed over 9 monthly payments, to mitigate limited available working capital for BIPOC/emerging developers, with the remainder of Phase II Developer Fee included in a future mid-2025 request for Phase II predevelopment funding. However, if predevelopment activities extend beyond 9 months, there will be no change in the maximum amount of project management developer fee disbursed for the predevelopment period for Partial Phase II. Any future updates to MOHCD’s Developer Fee Policy will be implemented at Sponsors’ request for gap financing. Please see Section 6.5.4 Developer Fee Evaluation for more detailed discussion.

Predevelopment Budget			
Underwriting Standard	Meets Standard? (Y/N)	Phase I Notes	Phase II Partial Notes
Architecture and Engineering Fees are within standards	Y	A&E fees during predevelopment are \$2,150,000 (Please see Attachment I); Design Subconsultants within this budget amount will include Landscape Irrigation, Fire/Building Codes/Acoustical/MEPF, Electrical/Low Voltage, Specifications, Structural, Sustainability/LEED/Title 24, Waterproofing, Lighting, Geotech, Survey, Joint Trench and Civil. At this early stage of the project, Sponsors are using broad budget assumptions.	A&E fees during predevelopment are \$1,245,500 (Please see Attachment I); Design Subconsultants within this budget amount will include Landscape Irrigation, Structural, Geotech, Survey, Joint Trench and Civil. At this early stage of the project, Sponsors are using broad budget assumptions and intend on budgeting for

			additional consultants when making a request for additional Phase II predevelopment funding.
Consultant and legal fees are reasonable	Y	Consultant and Legal fees during predevelopment are \$209,500	Consultant and Legal fees during predevelopment are \$40,000
Entitlement fees are accurately estimated	Y	Entitlement Fees are \$12,000	N/A
Construction Management Fees are within standards Pre-Development \$24M+ \$4,200/month, \$50,400/Year	Y	Construction Management Fee is \$108,000 which meets the MOHCD Standard of \$4,200/month (assuming 30 months to Construction Start)	Construction Management Fee is budgeted to \$42,000 in this request until future approval of a Phase II Predevelopment Loan Request which meets the MOHCD Standard of \$4,200/month.
Developer Fee is within standards	N	Waiver requested. Please see discussion on Developer Fee in Sections 6.3.2, 6.5.4 and 11.2	Waiver Requested. Please see discussion on Developer Fee in Sections 6.3.2, 6.5.4 and 11.2
Soft Cost Contingency is 5-10% per standards	Y	Soft Cost Contingency is 5.3%	Soft Cost Contingency is 5.2%

6.4. Proposed Permanent Financing

Permanent financing is being presented to demonstrate the Projects' overall feasibility but not intended to be presented for Loan Committee approval at this time.

6.4.1. Permanent Sources Evaluation Narrative: The Borrower proposes to use the following sources to permanently finance the Projects:

Phase I

- **4% Tax Credit Equity (\$78,813,843)**: budget assumes pricing at \$0.94/credit, which may be conservative based on 2024 pricing for projects of a similar scale at Transbay Blocks 2 East and West but is reasonable given the early stage of development. Pursuant to Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions, Sponsors will provide the debt/equity requests for proposals for OCII review and will share responses and draft terms sheets.
- **State Tax Credit Equity (\$19,998,000)**: budget assumes award of State Tax Credit Equity if CalHFA MIP is awarded. The MIP pool currently contains \$200M with the Sponsors having recent experience with the MIP program. The Sponsors will be required to closely monitor funding program regulatory conditions and changes. The relatively small State tax credit ask should result in a more competitive MIP application. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.
- **CalHFA Permanent Loan (\$10,000,000)**: budget assumes a 30-year term with a 7.15% interest rate. CalHFA permanent loans are amortized over 40 years with a 17- or 30-year maturity. To be eligible, the Sponsors must use CalHFA as bond issuer, rather than MOHCD. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.
- **CalHFA Mixed-Income Program ("MIP") (\$4,000,000)**: budget assumes a 30-year term with a 3% interest rate. Must be paired with CalHFA's bond issuer program and permanent loan. Will require usage of 70% TCAC AMIs for a minimum of 10% of total units. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.
- **OCII Loan (\$56,267,453)**: approximately \$344k per unit. Structured as a loan with 3% interest.
- **AHP (\$2,000,000)**: budget assumes 100% of the maximum allowable award. Sponsors to evaluate Project scoring during each application period throughout predevelopment and apply as appropriate.

- **Deferred Developer Fee (\$700,000)**: budget currently meets 50% threshold and does not increase the MOHCD/OCII gap loan. This amount will be refined during predevelopment.
- **Construction Loan (\$89,281,326)**: while not a permanent source, the budget assumes a tax-exempt construction loan for a 39-month term at a 7.80% interest rate. Construction interest reserve is \$8,414,765. The Project compares similarly to the Transbay Block 2 East project, which requested gap financing with a \$98M construction loan with an interest rate of 7.4% for 30 months. When the Project applies for gap financing, a loan condition will require the Sponsors to provide debt/equity request for proposals for OCII review in addition to sharing responses and draft term sheets.
- **General Partner Equity**: the budget does not currently reflect a general partner equity contribution. Pursuant to Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions, Sponsors will review this prior to CDLAC/TCAC application submittal to determine if an equity contribution can be included with the intent of increasing tax credit basis.
- **AHSC/MHP Loan/Grant**: the budget does not currently include HCD sources AHSC or MHP, and as such the OCII subsidy per unit is higher. This loan will be conditioned on the Sponsors exploring these potential sources with MOHCD and OCII. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions prior to financing gap for further information.

Phase II

- **4% Tax Credit Equity (\$108,610,497)**: budget assumes pricing at \$0.94/credit, which may be conservative based on 2024 pricing for projects of a similar scale at Transbay Blocks 2 East and West. Pursuant to Loan Condition 11.2.3 in Section 11.2 Recommended Loan Conditions, Sponsors will provide the debt/equity requests for proposals for OCII review and will share responses and draft terms sheets.
- **State Tax Credit Equity (\$19,998,000)**: budget assumes award of State Tax Credit Equity if CalHFA MIP is awarded along with a tax-exempt bond, the perm loan, and residual receipts loan. The MIP pool currently contains \$200M with the Sponsors having recent experience with the MIP program. The Sponsors will be required to closely monitor funding program regulatory conditions and changes. The sizing of tax credit equity should result in a more competitive MIP application. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.

- **CalHFA Perm Loan (\$14,100,000)**: budget assumes a 30-year term with a 7.15% interest rate. CalHFA permanent loans are amortized over 40 years with a 17- or 30-year maturity. To be eligible, the Sponsors must use CalHFA as bond issuer, rather than MOHCD. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.
- **CalHFA MIP (\$4,000,000)**: budget assumes a 30-year term with a 3% interest rate. Must be paired with CalHFA's bond issuer program and permanent loan. Will require usage of 70% TCAC AMIs. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions.
- **OCII Loan (\$87,109,151)**: approximately \$372k per unit. Structured as a residual receipts loan with 3% interest.
- **AHP (\$2,000,000)**: budget assumes the maximum allowable award. Sponsors to evaluate Project scoring during each application period throughout predevelopment and apply as appropriate.
- **Deferred Developer Fee (\$1,175,000)**: budget currently meets 50% threshold and does not increase the MOHCD/OCII gap loan. This amount will be refined during predevelopment.
- **Construction Loan (\$123,189,147)**: while not a permanent source, the budget assumes a tax-exempt construction loan for a 39-month term at a 7.80% interest rate. Construction interest reserve is \$11,610,577. The Project compares similarly to the Transbay Block 2 East project, which requested gap financing with a \$98M construction loan with an interest rate of 7.48% for 30 months. When the project applies for gap financing, there will be a condition on the Sponsors providing debt/equity request for proposals for OCII review in addition to sharing responses and draft term sheets.
- **General Partner Equity**: the budget does not currently reflect a general partner equity contribution. Pursuant to Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions, Sponsors will review this prior to CDLAC/TCAC application submittal to determine if an equity contribution can be included with the intent of increasing tax credit basis.
- **AHSC/MHP Loan/Grant**: the budget does not currently include HCD sources AHSC or MHP, and as such increases the OCII subsidy per unit. This predevelopment loan will be conditioned on the Sponsors exploring these potential sources with MOHCD and OCII. Please see Loan Conditions 11.2.3 in Section 11.2 Recommended Loan Conditions prior to financing gap for further information.

6.4.2. CDLAC Tax-Exempt Bond Application:

The Sponsors have assessed preliminary CDLAC scoring for the Projects as follows. Scores will be reviewed and refined for both phases in anticipation of applications in April 2026 and April 2027 for the Phase I Project and Phase II Project, respectively. Compared to recent awards, these scores, especially the tiebreakers represent highly competitive projects, although these will need to be re-scored through predevelopment.

Phase I (April 2026 Application):

CDLAC Self-Score	
Opportunity Map Resource Level	Low-resource area
TCAC Housing Type (new construction only)	Large Family
Bond Allocation Request Amount	\$89M
Total Self-Score (out of 120 points)	119
Tiebreaker Score	117.58%

Phase II (April 2027 Application):

CDLAC Self-Score	
Opportunity Map Resource Level	Low-resource area
TCAC Housing Type (new construction only)	Large Family
Bond Allocation Request Amount	\$123M
Total Self-Score (out of 120 points)	119
Tiebreaker Score	129.51%

6.4.3. Commercial Space Sources and Uses Narrative: The Sponsors did not include a full commercial space operations budget and sources and uses evaluation as they do not expect to receive regular income from community-serving commercial spaces nor do the Sponsors expect to separate the commercial space as a separate air parcel. These assumptions will continue to be explored during pre-development with Loan Conditions 11.2.7 in Section 11.2 Recommended Loan Conditions to engage community on final use. Cold shell is budgeted in Construction Hard Costs - Permanent Sources and Uses.

6.4.4. Permanent Uses Evaluation:

Development Budget			
Underwriting Standard	Meets Standard? (Y/N)	Phase I Notes	Phase II Notes
Hard Cost per unit is within standards	N	Projected Hard Costs are \$821,260/unit (includes contingencies). Costs are 25% higher in comparison to other OCII/MOHCD projects and will be monitored closely during the predevelopment period. (Please see Section 4.4 CR Evaluation and Loan Conditions 11.2.7. in Section 11.2 Recommended Loan Conditions)	Projected Hard Costs are \$804,859/unit (includes contingencies). Costs are 22% higher in comparison to other OCII/MOHCD projects and will be monitored closely during the predevelopment period. (Please see Section 4.4 CR Evaluation and Loan Conditions 11.2.7. in Section 11.2 Recommended Loan Conditions)
Construction Hard Cost Contingency is at least 5% (new construction) or 15% (rehab)	Y	Hard Cost Contingency is 5%. Design, Bid, and Plan Check Contingencies total 9.8%.	Hard Cost Contingency is 5%. Design, Bid, and Plan Check Contingencies total 9.5%.
Architecture and Engineering Fees are within standards	Y	A&E Fee is \$5,959,240, which is approximately 4% of hard costs (excluding contingencies).	A&E Fee is \$7,416,807, which is approximately 4.5% of hard costs (excluding contingencies).
Construction Management Fees are within standards	N	The construction management fee is \$192,000, when taking out \$108,000 budgeted during predevelopment and is above the MOHCD standard of \$6,000/month and \$72,000/year (assuming 29-month construction period). The	The construction management fee is \$246,000, taking out \$112,000 from predevelopment and is above the MOHCD standard of \$6,000/month and \$72,000/year (assuming 29-month construction period). The

		fee will need to be adjusted prior to gap financing. Please see Loan Conditions 11.2.2. in Section 11.2 Recommended Loan Conditions	fee will need to be adjusted prior to gap financing. Please see Loan Conditions 11.2.2. in Section 11.2 Recommended Loan Conditions
Developer Fee is within standards, see also disbursement chart below	N	Waiver requested. (Please see discussion on Developer Fee in Sections 6.3.2, 6.5.4 and 11.2)	Waiver requested. (Please see discussion on Developer Fee in Sections 6.3.2, 6.5.4 and 11.2)
Consultant and legal fees are reasonable	Y	Legal Fees are \$390,000 (based on other Mission Bay projects)	Legal Fees are \$390,000 (based on other Mission Bay projects)
Entitlement fees are accurately estimated	Y	Entitlement/Permit Fees are \$1,741,730	Entitlement/Permit Fees are \$2,015,759
Construction Loan interest is appropriately sized	Y	Construction Loan Interest is at 7.8%.	Construction Loan Interest is at 7.8%.
Soft Cost Contingency is 10% per standards	Y	Soft Cost Contingency is 10%.	Soft Cost Contingency is 10%.
Capitalized Operating Reserves are a minimum of 3 months	Y	Capitalized Operating Reserve is equal to 3 months	Capitalized Operating Reserve is equal to 3 months

6.5.4 Developer Fee Evaluation:

CD is a smaller, BIPOC-led, and emerging developer with limited working capital, and applying MOHCD’s Developer Fee Policy would cause CD to potentially deplete its resources and require additional borrowing of funds

to cover working capital needs during the predevelopment period. Such a hardship is the basis for Sponsors' proposal to provide a \$400,000 portion of at-risk fee as additional project management fee for a total of \$1.5M for Phase I and Phase II, with adjustments to milestones to provide a more reliable stream of working capital. A notable adjustment would be monthly payments made for project management fee during predevelopment and construction. However, if activities extend beyond the set number of monthly payments, there will not be a change in the maximum amount of developer fee paid. Because CD is a for-profit corporation, developer fee distributions will be taxed, therefore a regular disbursement of fee will mitigate this challenge by providing a consistent supply of working capital to allow CD to plan for managing their tax liabilities across different taxable years.

BSS is also a smaller, BIPOC-led and emerging developer who is taking steps to hire project management staff. The proposed waiver request to Developer Fee policy and disbursement milestones would aid in hiring and maintaining development staff.

MOHCD is currently evaluating updates to the MOHCD Developer Fee Policy and the Project will likely be eligible for increased fees pursuant to future policy changes when the Sponsors apply for gap financing.

Developer Fee Disbursement Tables on following pages.

Developer Fee Disbursement Schedule Phase I (proposed)		
Payment Milestone	Fee Category %	Phase I Amount
At close of preconstruction financing	10%	\$150,000
<i>Predevelopment through Construction Loan Closing (approx. 26 monthly payments)</i>	35%	\$525,000***
At Construction Closing	20%	\$300,000
During Construction (approx. 26 monthly payments)	35%	\$525,000***
Subtotal Project Management Fee	100%	\$1,500,000
Temporary Certificate of Occupancy	20%	\$270,000
Qualified Occupancy (95% leased up and Draft Cost Certification Audit)	25%	\$337,500
Permanent Loan Closing/Conversion (Final Cost Certification Audit)	25%	\$337,500
Project Close-out	30%	\$405,000
Subtotal At-Risk Fee	100%	\$1,350,000
Subtotal Cash Developer Fee		\$2,850,000
Deferred Developer Fee**	100%	\$700,000
Total Developer Fee		\$3,550,000

* Per MOHCD's Developer Fee Policy, the total Project Management Fee should be \$1,100,000 per project phase and the total At-Risk Fee will be held back from distribution in order to cover any cost overruns that exceed the contingency amounts held in the Sponsors' budget. This Developer Fee structure may be modified and will be applied to the Projects if such modifications are updated and codified by MOHCD. This table represents a waiver requested by the Sponsors to increase Project Management Fee to \$1,500,000 with \$400,000 moved from At-Risk Fee to support deficiencies in working capital for emerging and BIPOC-Developers.

** Per MOHCD's Developer Fee Policy, deferred fee is allowed if Eligible Basis is less than Threshold Basis.

*** \$20,192.31/month for a maximum of twenty-six (26) monthly payments during predevelopment. Any modifications or delays to predevelopment activities that result in schedule changes will not change the maximum amount of fee provided during this Phase I developer fee milestone (During or at end of predevelopment) but developer fees may be modified pursuant to any changes to MOHCD's Developer Fee Policy and during request for gap financing.

Developer Fee Disbursement Schedule Phase II (proposed)		
Payment Milestone	Fee Category %	Phase II Amount
At close of preconstruction financing	10%	\$150,000****
<i>Predevelopment through Construction Loan Closing (approx. 26 monthly payments)</i>	35%	\$525,000***
At Construction Closing	20%	\$300,000
During Construction (approx. 26 monthly payments)	35%	\$525,000***
Subtotal Project Management Fee	100%	\$1,500,000
Temporary Certificate of Occupancy	20%	\$410,000
Qualified Occupancy (95% leased up and Draft Cost Certification Audit)	25%	\$512,500
Permanent Loan Closing/Conversion (Final Cost Certification Audit)	25%	\$512,500
Project Close-out	30%	\$615,000
Subtotal At-Risk Fee	100%	\$2,050,000
Subtotal Cash Developer Fee		\$3,550,000
Deferred Developer Fee**	100%	\$1,175,000
Total Developer Fee		\$4,725,000

* Per MOHCD's Developer Fee Policy, the total Project Management Fee should be \$1,100,000 per project phase and the total At-Risk Fee will be held back from distribution in order to cover any cost overruns that exceed the contingency amounts held in the Sponsors' budget, per MOHCD's Developer Fee Policy. This Developer Fee structure may be modified and will be applied to the Projects if such modifications are updated and codified by MOHCD. This table represents a waiver requested by the Sponsors to increase Project Management Fee to \$1,500,000 with \$400,000 from At-Risk Fee to support deficiencies in working capital for emerging and BIPOC-Developers.

** Per MOHCD's Developer Fee Policy, deferred fee is allowed if Eligible Basis is less than Threshold Basis.

*** \$20,192.31/month with nine (9) monthly payments during Phase II Site predevelopment and any remainder amounts will be applied during a future Phase II Predevelopment request. Any modifications or delays to predevelopment activities that result in schedule changes will not change the maximum amount of fee provided during this Phase II developer fee milestone (During or at end of predevelopment) but developer fees may be modified pursuant to any changes to MOHCD's Developer Fee Policy and during request for gap financing.

**** Sponsors are requesting \$50,000 of this milestone amount (At close of preconstruction financing for Phase I and Partial Phase II Site Predevelopment Loan) with a remainder amount \$100,000 of this milestone available when the Sponsors apply for additional Phase II Predevelopment funding.

Developer Fee Disbursement Schedule (MOHCD Current Policy)			
Payment Milestone	Fee Category %	Phase I Amount	Phase II Amount
At close of preconstruction financing	15%	\$165,000	\$165,000
<i>During or at end of predevelopment</i>	<i>35%</i>	<i>\$385,000</i>	<i>\$385,000</i>
<i>Approval of entitlements</i>	<i>15%</i>	<i>\$165,000</i>	<i>\$165,000</i>
<i>Submission of HCD funding application</i>	<i>10%</i>	<i>\$110,000</i>	<i>\$110,000</i>
<i>Submission of joint CDLAC and TCAC application</i>	<i>10%</i>	<i>\$110,000</i>	<i>\$110,000</i>
At Construction Closing	20%	\$220,000	\$220,000
During Construction	20%	\$220,000	\$220,000
Project Close-out	10%	\$110,000	\$110,000
Subtotal Project Management Fee	100%	\$1,100,000	\$1,100,000
Qualified Occupancy (95% leased up and Draft Cost Certification Audit)	20%	\$350,000	\$490,000
Permanent Loan Closing/Conversion (Final Cost Certification Audit)	50%	\$875,000	\$1,225,000
Project Close-out	30%	\$525,000	\$735,000
Subtotal At-Risk Fee	100%	\$1,750,000	\$2,450,000
Subtotal Cash Developer Fee	-	\$2,850,000	\$3,550,000
Deferred Developer Fee	100%	\$700,000	\$1,175,000
Total Developer Fee	-	\$3,550,000	\$4,725,000
Grand Total Developer Fee	-		\$8,275,000

7. PROJECT OPERATIONS (Please see Attachment I and J for Operating Budget and Proforma)

7.1. Annual Operating Budget.

As this is a predevelopment loan request, the annual operating budget is presented to demonstrate the Project’s overall feasibility and is not presented for approval at this time. Please see Attachment J.

7.2. Annual Operating Expenses Evaluation.

Project expenses will include tenant rents as well as subsidy for LOSP units. The preliminary cash flow assumes no rents from the community-serving commercial space. This is subject to further analysis during the predevelopment period. During predevelopment, the Sponsors will work with OCII to confirm the AMI mix and will evaluate the potential for further tiering as may be suitable to maximize COP Holder participation and interest. In

addition, the Sponsors will work with OCII and HSH to confirm the appropriate AMI levels for LOSP units, along with the total number of LOSP units which will be 20% of total residential units. For example, there may be a need for some LOSP units with AMIs up to 50% AMI to accommodate formerly homeless households with full-time employment income.

Operating Proforma			
Underwriting Standard	Meets Standard? (Y/N)	Phase I Notes	Phase II Notes
Debt Service Coverage Ratio is minimum 1.1:1 in Year 1 and stays above 1:1 through Year 17 Or 1.0:1 through Year 20	Y	DSCR is 1.158 at Year 1 and 1.17 at Year 17.	DSCR is 1.157 at Year 1 and 1.189 at Year 17.
Vacancy rate meets TCAC Standards	Y	Vacancy rate is 5% of tenant rents per TCAC (10%) and LOSP (5%) standards.	Vacancy rate is 5% of tenant rents per TCAC (10%) and LOSP (5%) standards.
Annual Income Growth is increased at 2.5% per year or 1% for LOSP tenant rents	Y	Income escalation factor is 2.5% for non-LOSP units and 1% for LOSP units in compliance with OCII/MOHCD standards and LOSP guidelines.	Income escalation factor is 2.5% for non-LOSP units and 1% for LOSP units in compliance with OCII/MOHCD standards and LOSP guidelines.
Annual Operating Expenses are increased at 3.5% per year	Y	Expenses escalation factor is 3.5%	Expenses escalation factor is 3.5%
Base year operating expenses per unit are reasonable per comparables	Y	Total Operating Expenses are \$14,675 per unit per year, which is comparable to other family projects that include LOSP units.	Total Operating Expenses are \$14,039 per unit per year, which is comparable to other family projects that include LOSP units.
Property Management Fee	Y	Total Property Management Fee is \$124,740 or \$63	Total Property Management Fee is \$177,660 or \$63

<p>is at allowable HUD Maximum</p>		<p>PUPM and will be set in accordance with the HUD schedule.</p>	<p>PUPM and will be set in accordance with the HUD schedule.</p>
<p>Property Management staffing level is reasonable per comparables</p>	<p>Y</p>	<p>1 FTE Admin/Lead Desk Clerk 1 FTE General Manager 1 FTE Assistant Manager 4.2 FTE Front Desk Coverage 2 FTE Maintenance Tech 1 FTE Janitor Total FTE: 10.2</p> <p>The level of staffing is consistent with other buildings in the Sponsor's portfolio. The 4.2 FTE Desk Clerk will allow 24/7 desk coverage by anticipated part-time staffing. The staffing structure will be refined during predevelopment. Sponsors will evaluate the need for 24/7 staffing and/or will explore the potential for shared after hours desk coverage for cost savings/efficiency (Loan Conditions 11.2.5. in Section 11.2 Recommended Loan Conditions)</p>	<p>1 FTE Assistant Administrator 1 FTE Occupancy Specialist 1 FTE Property Manager 1 FTE Assistant Manager 4.2 FTE Front Desk Coverage 2 FTE Maintenance Tech 2 FTE Janitor Total FTE: 12.2</p> <p>The level of staffing is consistent with other buildings in the Sponsor's portfolio. The 4.2 FTE Desk Clerk will allow 24/7 desk coverage by anticipated part-time staffing. The staffing structure will be refined during predevelopment. Sponsors will evaluate the need for 24/7 staffing and/or will explore the potential for shared after hours desk coverage for cost savings/efficiency (Loan Conditions 11.2.5. in Section 11.2 Recommended Loan Conditions)</p>
<p>Asset Management and Partnership</p>	<p>Y</p>	<p>Asset Management Fee is \$29,846 (projected for</p>	<p>Asset Management Fee is \$31,972 (projected for</p>

Management Fees meet standards		operations commencement in 2029, and includes 6 years of 3.5% escalation); Partnership Management Fee is \$29,834 (at the combined AMF and PMF maximum with 6 years of 3.5% escalation applied or \$59,680)	operations commencement in 2030, and includes 7 years of 3.5% escalation); Partnership Management Fee is \$29,797 (at the combined AMF and PMF maximum with 7 years of 3.5% escalation applied or \$61,769)
Replacement Reserve Deposits meet or exceed TCAC minimum standards	Y	Replacement Reserves are \$500 per unit per year	Replacement Reserves are \$500 per unit per year
Limited Partnership Asset Management Fee meets standards	Y	\$5,000 per year with no escalation	\$5,000 per year with no escalation

7.3. Capital Needs Assessment & Replacement Reserve Analysis. N/A

7.4. Income Restrictions for All Sources.

Phase I

NON-LOTTERY		No. of Units	OCII/MOHCD	TCAC/CDLAC/HCD/CalHFA***
1 BR – LOSP*	12		50% MOHCD AMI	30% TCAC AMI
2 BR – LOSP*	13		50% MOHCD AMI	30% TCAC AMI
3 BR – LOSP*	8		50% MOHCD AMI	30% TCAC AMI
Sub-Total	33			
LOTTERY				
1 BR	1		30% MOHCD AMI	25% TCAC AMI
1 BR	4		40% MOHCD AMI	35% TCAC AMI
1 BR	5		50% MOHCD AMI	45% TCAC AMI
1 BR	5		60% MOHCD AMI	50% TCAC AMI
1 BR	6		70% MOHCD AMI	60% TCAC AMI
1 BR	8**		95% MOHCD AMI	70% TCAC AMI
Sub-Total	29			
2 BR	2		30% MOHCD AMI	25% TCAC AMI
2 BR	12		40% MOHCD AMI	35% TCAC AMI
2 BR	15		50% MOHCD AMI	45% TCAC AMI

2 BR	15		60% MOHCD AMI	50% TCAC AMI
2 BR	15		70% MOHCD AMI	60% TCAC AMI
2 BR	8**		95% MOHCD AMI	70% TCAC AMI
Sub-Total	67			
3 BR	2		30% MOHCD AMI	25% TCAC AMI
3 BR	4		40% MOHCD AMI	35% TCAC AMI
3 BR	9		50% MOHCD AMI	45% TCAC AMI
3 BR	9		60% MOHCD AMI	50% TCAC AMI
3 BR	9		70% MOHCD AMI	60% TCAC AMI
3 BR	1**		95% MOHCD AMI	70% TCAC AMI
Sub-Total	34			
STAFF UNITS				
1 BR	2			
Total	165			
PROJECT AVERAGE			54%	46%
AVERAGE FOR LOTTERY UNITS ONLY			60%	51%

* While LOSP units will be restricted at 50% MOHCD AMI to allow for maximum flexibility, tenants referred to LOSP units are typically extremely low-income, at or below 30% AMI.

** For Sponsors to qualify Phase I for CalHFA-MIP 10% of units need to be restricted at 70% TCAC rents (average 89% MOHCD AMI); please see Section 6.4 Proposed Permanent Financing and Loan Conditions 11.2.3. in Section 11.2 Recommended Loan Conditions as these higher AMIs will be closely evaluated by Sponsors and OCII during predevelopment to confirm necessity and with required market studies.

*** TCAC/CDLAC/HCD/CalHFA restrictions are set to maximize competitiveness for state funding programs.

Phase II

NON-LOTTERY		No. of Units	OCII/MOHCD	TCAC/CDLAC/ HCD/CalHFA***
1 BR – LOSP*	18	18	50% MOHCD AMI	30% TCAC AMI
2 BR – LOSP*	18	18	50% MOHCD AMI	30% TCAC AMI
3 BR – LOSP*	11	11	50% MOHCD AMI	30% TCAC AMI
Sub-Total	47	47		
LOTTERY				
1 BR	3	3	30% MOHCD AMI	25% TCAC AMI
1 BR	4	4	40% MOHCD AMI	35% TCAC AMI
1 BR	8	8	50% MOHCD AMI	45% TCAC AMI
1 BR	9	9	60% MOHCD AMI	50% TCAC AMI
1 BR	5	5	70% MOHCD AMI	60% TCAC AMI
1 BR	10**	10**	95% MOHCD AMI	70% TCAC AMI
Sub-Total	39	39		
2 BR	4	4	30% MOHCD AMI	25% TCAC AMI
2 BR	19	19	40% MOHCD AMI	35% TCAC AMI
2 BR	22	22	50% MOHCD AMI	45% TCAC AMI
2 BR	22	22	60% MOHCD AMI	50% TCAC AMI
2 BR	22	22	70% MOHCD AMI	60% TCAC AMI
2 BR	10**	10**	95% MOHCD AMI	70% TCAC AMI
Sub-Total	99	99		
3 BR	3	3	30% MOHCD AMI	25% TCAC AMI
3 BR	8	8	40% MOHCD AMI	35% TCAC AMI
3 BR	14	14	50% MOHCD AMI	45% TCAC AMI
3 BR	14	14	60% MOHCD AMI	50% TCAC AMI
3 BR	5	5	70% MOHCD AMI	60% TCAC AMI
3 BR	4**	4**	95% MOHCD AMI	70% TCAC AMI
Sub-Total	48	48		
STAFF UNITS				
1 BR	2	2		
Total	235	235		
PROJECT AVERAGE			56%	45%
AVERAGE FOR LOTTERY UNITS ONLY			58%	49%

* While LOSP units will be restricted at 50% MOHCD AMI to allow for maximum flexibility, tenants referred to LOSP units are typically extremely low-income, at or below 30% AMI.

** For Sponsors to qualify Phase II for CalHFA-MIP 10% of units need to be restricted at 70% TCAC rents (average 89% MOHCD AMI); please see Section 6.4 Proposed

Permanent Financing and Loan Conditions 11.2.3. in Section 11.2 Recommended Loan Conditions as these higher AMIs will be closely evaluated by Sponsors and OCII during predevelopment to confirm necessity and with required market studies.

**** TCAC/CDLAC/HCD/CalHFA restrictions are set to maximize competitiveness for state funding programs.*

7.5. MOHCD Restrictions.

As OCII prioritizes accommodating the needs of COP Holders, that prioritization is reflected in the extensive income-tiering shown below and is consistent with the RFQ.

Phase I

Unit Type	No. of Units	Max AMI	Rent (at Max AMI)*	Rent/ Operating Subsidy
1 BR	12	50%	\$899**	LOSP
2 BR	13		\$1,011**	LOSP
3 BR	8		\$1,124**	LOSP
1 BR	1	30%	\$899	
2 BR	2		\$1,011	
3 BR	2		\$1,124	
1 BR	4	40%	\$1,199	
2 BR	12		\$1,349	
3 BR	4		\$1,499	
1 BR	5	50%	\$1,499	
2 BR	15		\$1,686	
3 BR	9		\$1,874	
1 BR	5	60%	\$1,799	
2 BR	15		\$2,023	
3 BR	9		\$2,248	
1 BR	6	70%	\$2,099	
2 BR	15		\$2,360	
3 BR	9		\$2,623	
1 BR	8	95%***	\$2,570	
2 BR	8	95%***	\$3,085	
3 BR	1	95%***	\$3,563	
1 BR	2	Unrestricted	N/A	Manager Unit
Total Units	165	Average AMI: 54% MOHCD AMI		

* Based on 2024 MOHCD rents.

** Tenants in units subsidized by LOSP are assumed to pay \$250 per month in rent, actual rent will be 30% of tenant income, pursuant to LOSP policies and collaboration with HSH.

*** For Sponsors to qualify Phase I for CalHFA-MIP 10% of units need to be restricted at 70% TCAC rents (average 89% MOHCD AMI); please see Section 6.4 Proposed Permanent Financing and Loan Conditions 11.2.3. in Section 11.2 Recommended Loan Conditions as these higher AMIs will be closely evaluated by Sponsors and OCII during predevelopment to confirm necessity.

Phase II

Unit Type	No. of Units	Max AMI	Rent (at Max AMI)*	Rent/ Operating Subsidy
1 BR	18	50%	\$899**	LOSP
2 BR	18		\$1,011**	LOSP
3 BR	11		\$1,124**	LOSP
1 BR	3	30%	\$899	
2 BR	4		\$1,011	
3 BR	3		\$1,124	
1 BR	4	40%	\$1,199	
2 BR	19		\$1,349	
3 BR	8		\$1,499	
1 BR	8	50%	\$1,499	
2 BR	22		\$1,686	
3 BR	14		\$1,874	
1 BR	9	60%	\$1,799	
2 BR	22		\$2,023	
3 BR	14		\$2,248	
1 BR	5	70%	\$2,099	
2 BR	22		\$2,360	
3 BR	5		\$2,623	
1 BR	10	95%***	\$2,570	
2 BR	10	95%***	\$3,085	
3 BR	4	95%***	\$3,563	
1 BR	2	Unrestricted	N/A	Manager Unit
Total Units	235	Average AMI: 56% MOHCD AMI		

* Based on 2024 MOHCD rents.

**Tenants in units subsidized by LOSP are assumed to pay \$250 per month in rent, actual rent will be 30% of tenant income, pursuant to LOSP policies and collaboration with HSH.

*** For Sponsors to qualify Phase II for CalHFA-MIP 10% of units need to be restricted at 70% TCAC rents (average 89% MOHCD AMI); please see Section 6.4 Proposed Permanent Financing and Loan Conditions 11.2.3. in Section 11.2 Recommended Loan Conditions as these higher AMIs will be closely evaluated by Sponsors and OCII during predevelopment to confirm necessity.

8. SUPPORT SERVICES

8.1. Services Plan.

Bayview Senior Services ("BSS") will provide resident services for low-income families and will provide supportive services for formerly homeless families for Phase I and Phase II.

Anticipated staffing for Phase I is as follows. Phase II’s staffing plan will be developed during pre-development in coordination with OCII and HSH, but will consider the required staff ratio of 1:20 and may result in 3 FTE or more for Phase II and a potential sharing of staffing between Phase I and Phase II.

Position	FTE	Description
Case Manager (bilingual) – BSS (serving families in supportive units)	1.0*	Provides assessments, supportive counseling, and individualized wrap-around case management for housing stability. Provides warm handoff with HSH Coordinated Entry System Staff, and makes linkages with available community services.
Case Manager – BSS (serving families in supportive units)	1.0*	Provides assessments, supportive counseling, and individualized wrap-around case management for housing stability. Provides warm handoff with HSH Case Manager, and makes linkages with available community services.
Support Services Manager – BSS (oversee Case Management staff and execution of services plan)	1.0*	Provides leadership and supervision to ensure quality services and resident safety. Responsible for case management program operations including staff supervision, budget oversight, and execution of HSH-approved Services Plan.
Resident Services Coordinator - BSS (serving all residents)	1.0**	Coordinates on-site service programs, partnerships with outside organizations, events, and property management. Implements youth programming, community engagement, health and wellness initiatives, and housing stability.
Total FTE	4.0	

* The case management ratio of 3.0 FTE for an anticipated 33 supportive units exceeds the 1:20 staff to client household ratio for HSH-supported projects and was discussed with HSH with further refinement during predevelopment (Please see Section 11.2 Recommended Loan Conditions).

** 1.0 FTE Resident Services Coordinator will support non-program residents (all non-PSH residents) during evenings and weekends, when working families and school children are more likely to be present at the property.

Summary of BSS Services:

1. Housing retention – referrals to mediation and legal support services with support from Bayview Senior Services housing navigation team
2. Nutrition and food access – food give aways, senior meals distribution
3. Health – organizing on-site health and wellness fairs including exercise, health information, bringing in providers for specific health care screenings, informational events, and field trips
4. Creative Expression – through art and music families will have opportunities to engage with each other and express themselves artistically, including intergenerational programming that brings youth and seniors together and promote community
5. Mental Health – ongoing groups to share experiences to provide socialization, providing on-site group counseling, referrals to agencies providing specialized group work such as anger management, grief and loss and social connections
6. Substance Abuse services – referrals and case coordination with neighboring agencies, as well as hosting AA, NA and other group approaches to recovery.
7. Finance – work with financial counseling and coaching providers to ensure rents are paid and families have access to financial counseling
8. Community building – work on disaster preparedness, holiday family events, food giveaways, recreational activities, trips game night, performance arts programming, etc. based on resident input
9. Community engagement – connect with local facilities to host semi-monthly events for over 50 people, arranging trips to area venues to experience the parklets, art and culture of the neighborhood and San Francisco in general

8.2. Services Budget.

Phase I

Resident services at up to one staff person for every 100 units will be paid through the operating budget, pursuant to MOHCD underwriting standards. Case management and supportive services for formerly homeless families will be funded through a separate contract with HSH. The anticipated services budget is as follows (HSH per unit per month for family PSH \$1,075; for 33 units (20% of 165 units) will be \$33,475/month and \$425,700/year):

Position	FTE	Budget Amount	Funding Source
Case Manager (bilingual) – BSS	1.0	\$70,720	HSH Contract
Case Manager – BSS	1.0	\$70,720	HSH Contract
Supportive Services Manager – BSS	1.0	\$81,994	HSH Contract
Resident Services Coordinator – BSS	1.0	\$66,560	Operating budget
Overtime and One-time staffing	0.17	\$17,109	Operating budget
Fringe Benefits	n/a	\$85,989	HSH Contract/Operating budget
Operating Expenses	n/a	\$97,070	HSH Contract/Operating budget
Indirect Allocation**	n/a	\$58,819	
Total FTE	4.25	\$548,981*	HSH Contract/Operating budget

* \$131,479 covered by project's operating budget and cash flow, \$417,502 to be covered by HSH Contract pending negotiations

** Administrative support and supervision, back-office support

Phase II

Phase II Services Plans will be developed during predevelopment in coordination with OCII and HSH, and further developed in accordance with HSH subsidy guidelines which per unit per month for family PSH is \$1,075. HSH subsidy for approximately 47 family PSH units (20% of 235 units) will therefore be \$50,525/month and \$606,300/year. Please see Loan Conditions 11.2.4. in Section 11.2 Recommended Loan Conditions.

8.3. HSH Assessment of Service Plan and Budget.

To be provided with the gap funding request. Mili Choudhury, Family Permanent Supportive Housing Manager at HSH, was a member of the selection panel for the RFQ and partially participated in planning for services and management with Alison Schlageter, Supportive Housing Team Supervisors, continuing support following Mili Choudhury's last day at HSH on May 21, 2024. A condition of this loan request is to work closely with OCII and HSH to develop an appropriate supportive services plan and budget for this Project (Please see Loan Conditions 11.2.4. in Section 11.2 Recommended Loan Conditions).

9. THRESHOLD ELIGIBILITY REQUIREMENTS

The RFQ defined minimum threshold requirements to be considered for selection. All respondents to the RFQ satisfied the minimum requirements for review and consideration (Please see Attachment E).

10. RANKING CRITERIA

Please see RFQ and Developer Selection Process (Please see Section 1.1 and Attachment E).

11. STAFF RECOMMENDATIONS

11.1. Proposed Loan/Grant Terms.

Financial Description of Proposed Loan	
Project Phases	Predevelopment for Phase I and Partial Phase II Site
Loan Amount:	\$5,111,731
Loan Term:	3 years The Repayment Term will begin on the date of execution of the loan and end at either (1) the close of construction financing for the Projects or, (2) the Sponsors and OCII execute a construction/permanent loan agreement that incorporates the predevelopment and permanent loan amounts.
Loan Maturity Date:	Approximately \$3,500,000 of the predevelopment loan will convert to a 55-year permanent loan for Phase I with a 3% interest rate and the remainder approximately \$1,611,731 portion will convert to a 3-year predevelopment loan for Phase II upon application by Sponsors.
Loan Repayment Type:	Deferred
Loan Interest Rate:	3% (In the event that it is possible to conform to the true debt analysis to the satisfaction of the investor and lender, the OCII loan interest rate may be reduced to a rate as low as 0% subject to the approval from the OCII Executive Director.)
Date Loan Committee approves prior expenses can be paid:	May 9, 2024

11.2. Recommended Loan Conditions

11.2.1. Finance and Accounting

1. Sponsors must maintain an accurate accounting of expenses related to each phase and for shared expenses. Sponsor will prepare and submit a reconciliation report of costs and expenses attributable to each phase for future allocation between Phase I and Phase II predevelopment loans and related disbursement tracking sheets.
2. Sponsors will submit a written plan to secure construction and permanent financing with commitment(s) from a financial guarantor(s) or partner(s) as necessary for Phase I, prior to Phase I Schematic Design Approval, and, for Phase II, prior to Phase II Schematic Design Approval. This condition does not require provision of confirmed financial commitments at these milestones.
3. Sponsors must provide and refine operating and development budgets that meet OCII/MOHCD Underwriting Guidelines and OCII/MOHCD Commercial Space Underwriting Guidelines.

11.2.2. Contracting and Procurement

1. Sponsors will issue an RFQ for an owner's representative and other consultants and professional services in accordance with OCII's Contract Compliance and Small Business Enterprise ("SBE") program specifications and will submit bids and draft contracts for OCII staff review and approval prior to selecting or entering into a contract with an owner's representative or other consultants and professional services.
2. Borrower will issue an RFQ for a general contractor in accordance with OCII's Contract Compliance specifications, will obtain cost estimates from the selected contractor, and will work with their architectural team to ensure that the site's development costs are managed to OCII's approval. Borrower will cooperate with OCII and competitively solicit a general contractor with the intent, to the extent practicable and economically feasible, of directly engaging an OCII-recognized SBE contractor or creating a joint venture or similar partnership opportunity between a general contractor and an OCII-recognized SBE contractor. Furthermore, Borrower will cooperate and require the general contractor to exercise good faith efforts to select subcontractors who either are SBEs or, if they are not SBEs, are willing to explore joint ventures or similar partnership opportunities with SBEs.
3. Sponsors must ensure that consultants and professional services budgets are in conformance with OCII/MOHCD Underwriting Guidelines.

11.2.3. Permanent Financing

1. Sponsors must pursue alternative financing sources including but not limited to HCD permanent funding sources, such as AHSC and IIG, if directed by and in coordination with OCII to determine the most appropriate financial plan with the goal of adding alternative permanent subsidy sources and minimizing OCII subsidy.
2. Sponsors will seek to maximize permanent debt and minimize OCII subsidy, while prioritizing inclusion of income tiering, especially below 50% MOHCD AMI and above 80% MOHCD AMI if required by other financing sources, as agreed upon with OCII and ensuring an adequate debt service coverage ratio consistent with OCII/MOHCD Underwriting Guidelines.
3. Sponsors must evaluate inclusion of GP Equity as both a source and use to increase tax credit basis, to the extent that a meaningful amount of GP Equity is available for this purpose.
4. Sponsors must assess the probability of receiving an award under the CalHFA-MIP program, along with its associated state tax credits, including providing scoring for these permanent financing sources relative to previous funding rounds. In addition, Borrower will evaluate potential impacts to overall schedule and identify an alternative financing plan if anticipated permanent sources are ultimately infeasible.
5. Sponsors must: a) provide for OCII review of the Request for Proposals (RFP) for equity investors and lenders before it is finalized and distributed; b) provide for OCII review of all raw financial data from developer or financial consultant prior to selection; c) provide for OCII review and approval of all selected investors and lenders; and, d) provide for OCII review and approval of all Letters of Intent from financial partners.
6. Sponsors must provide OCII with information outlining cost containment, efficiencies and innovation strategies to reduce overall project costs and maximize efficiency of OCII gap loans.

11.2.4. Permanent Supportive Housing Services Plans and Budgets

1. Sponsors must provide OCII and HSH with a services plan and proposed staffing levels that meet OCII/MOHCD underwriting standards and HSH staffing guidelines prior to gap loan approval. Any changes to the current proposed staffing will need to be presented to OCII/MOHCD and HSH at least 90 days prior to gap loan approval.
2. Since the Project is a LOSEP-project, Sponsors in coordination with OCII must submit an updated 1st year operating budget and 20-year cash flow – if any changes have occurred – by November 1st before the year the project will achieve TCO so that OCII and MOHCD

may request the LOSP subsidy. Any assumptions on tenant-paid rent for LOSP-supported units, and income restrictions for the referrals from the Coordinated Entry System must be submitted for review to HSH and adjusted according to HSH's direction. All submissions will be subject to further refinement in coordination with OCII and HSH.

11.2.5. Site Programming and Staffing

1. Sponsors must work with OCII staff on determining and maintain unit mix as stated in the RFQ of 25% one-bedroom units, 50% two-bedroom units, and 25% three-bedroom units to serve the needs and desires of COP Holders and will explore larger four-bedroom and five-bedroom units for Phase II.
2. Sponsors will provide a detailed plan for long-term asset management prior to gap financing for OCII and MOHCD review and approval that includes future third-party asset management or future in-house staffing regarding portfolio description, scope and range of duties of staff, and coordination with other functional teams, including property management, accounting, compliance and facilities management.
3. Sponsors will develop design scenarios that balance unit mix, unit sizes, and financial sources including OCII subsidy, all subject to OCII review and approval.
4. Sponsors will evaluate 24/7 staffing and/or will explore the potential for shared after-hours desk coverage.
5. Sponsors will need to staff the Projects appropriately to ensure their successful completion.

11.2.6. Commercial Space

1. Sponsors must provide Commercial Space Plan to OCII no less than 90 days prior to Loan Committee date for gap loan, including racial equity goals and anticipated outcomes related thereto.
2. Sponsors must make good faith efforts to secure signed LOI/s from commercial tenants prior to OCII's gap loan closing.

11.2.7. Community Outreach, Marketing, and Reporting

1. Sponsors must collaborate with OCII, and HSH where appropriate, and conduct community outreach to solicit input, address concerns, and educate community members on various aspects of the Project and to solicit input regarding potential uses for neighborhood and community-serving commercial space(s).

2. In collaboration with OCII, Sponsors, as lead, must engage and assess COP Holders needs regarding AMI levels, program needs, program desires, and provide an analysis to OCII in addition to proposed income tiering and program elements/design features that aim to address COP Holders expressed statements throughout predevelopment.
3. Sponsors must provide a draft early outreach plan within the first 3 months of construction commencement of a project phase.
4. Sponsors must provide initial draft marketing plan within 12 months of anticipated TCO, outlining the affirmative steps they will take to market the project to the City's preference program participants, including COP Holders, Displaced Tenants, and Neighborhood Residents, as well as how the marketing is consistent with the Mayor's Racial Equity statement and promotion of positive outcomes for African American San Franciscans.
5. Sponsors must monitor and report on construction hard costs during the predevelopment period.
6. Sponsors must provide OCII with detailed monthly updates via the OCII Monthly Project Update, which may be amended from time-to-time, including on: a) Community Outreach Completed; b) Outcomes achieved related to racial equity goals; and c) Commercial use programming.
7. Sponsors must provide quarterly updated response(s) to any letters requesting corrective action to OCII.
8. BSS to report to OCII by end of calendar year 2024 on status of operating cash finding from 2023 City Audit.

LOAN COMMITTEE MODIFICATIONS

[N/A or list]

LOAN COMMITTEE RECOMMENDATION

Approval indicates approval with modifications, when so determined by the Committee.

APPROVE. DISAPPROVE. TAKE NO ACTION.

Daniel Adams, Director
Mayor's Office of Housing and Community Development

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Salvador Menjivar, Director of Housing
Department of Homelessness and Supportive Housing

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Marc Slutzkin, Deputy Director
Office of Community Investment and Infrastructure

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Anna Van Degna, Director
Controller's Office of Public Finance

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

- Attachments:
- A. Project Milestones/Schedule
 - B. Borrower Org Chart
 - C. Developer Resumes
 - D. Asset Management Analysis of Sponsors
 - E. Threshold Eligibility Requirements and Ranking Criteria
 - F. Site Map with amenities
 - G. Elevations and Floor Plan (N/A)
 - H. Comparison of City Investment in Other Housing Developments
 - I. Predevelopment Budget
 - J. Development Budget
 - K. 1st Year Operating Budget
 - L. 20-year Operating Proforma

REQUEST FOR PREDEVELOPMENT FINANCING FOR MISSION BAY SOUTH BLOCK 4 EAST

Ely, Lydia (MYR) <lydia.ely@sfgov.org>

Fri 8/2/2024 4:01 PM

To:Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>

Cc:Lee, Melissa (MYR) <melissa.lee@sfgov.org>;Defiesta, Agnes (MYR) <agnes.defiesta@sfgov.org>;Adams, Dan (MYR) <Dan.Adams@sfgov.org>

Good afternoon,

I approve the above request which was presented to the August 2, 2024 meeting of the Citywide Affordable Housing Loan Committee.

Thank you,
Lydia

- - - -
Lydia Ely
Deputy Director, Housing
Mayor's Office of Housing and Community Development
Office phone: (628) 652-5821
Cell phone: (415) 225-2936

RE: REQUEST FOR PREDEVELOPMENT FINANCING FOR MISSION BAY SOUTH BLOCK 4 EAST

Hewson, Elizabeth (HOM) <elizabeth.hewson@sfgov.org>

Fri 8/2/2024 12:12 PM

To: Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>

Cc: Lee, Melissa (MYR) <melissa.lee@sfgov.org>; Defiesta, Agnes (MYR) <agnes.defiesta@sfgov.org>; Menjivar, Salvador (HOM) <salvador.menjivar1@sfgov.org>

On behalf of Salvador Menjivar, I approve the request for predevelopment financing for Mission Bay South Block 4 East.

Thank you Ituala.

Best,
Elizabeth



Elizabeth Hewson (she/her)

Manager of Supportive Housing Programs

San Francisco Department of Homelessness and Supportive Housing

elizabeth.hewson@sfgov.org | O: 628.652.7730

Learn: hsh.sfgov.org | Follow: [@SF_HSH](https://twitter.com/SF_HSH) | Like: [@SanFranciscoHSH](https://facebook.com/SanFranciscoHSH)

CONFIDENTIALITY NOTICE: This e-mail is intended for the recipient only. If you receive this e-mail in error, notify the sender and destroy the e-mail immediately. Disclosure of the Personal Health Information (PHI) contained herein may subject the discloser to civil or criminal penalties under state and federal privacy laws.

From: Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>

Sent: Friday, August 2, 2024 12:10 PM

To: Hewson, Elizabeth (HOM) <elizabeth.hewson@sfgov.org>

Cc: Lee, Melissa (MYR) <melissa.lee@sfgov.org>; Defiesta, Agnes (MYR) <agnes.defiesta@sfgov.org>; Menjivar, Salvador (HOM) <salvador.menjivar1@sfgov.org>

Subject: REQUEST FOR PREDEVELOPMENT FINANCING FOR MISSION BAY SOUTH BLOCK 4 EAST

Hi, Elizabeth.

Please respond to this email with your vote on the above agenda item. Thank you again for attending Loan Committee today. Have a lovely weekend.

Kind regards,

Ituala Cameron

Executive Assistant

Mayor's Office of Housing and Community Development

REQUEST FOR PREDEVELOPMENT FINANCING FOR MISSION BAY SOUTH BLOCK 4 EAST

Slutzkin, Marc (CII) <marc.slutzkin@sfgov.org>

Fri 8/2/2024 11:52 AM

To:Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>

Cc:Ely, Lydia (MYR) <lydia.ely@sfgov.org>;Kaslofsky, Thor (CII) <Thor.Kaslofsky@sfgov.org>;Colomello, Elizabeth (CII) <elizabeth.colomello@sfgov.org>;Adams, Dan (MYR) <Dan.Adams@sfgov.org>

Hi Ituala,

I approve the above request on behalf of OCII.

Thanks

Marc



Marc Slutzkin
Deputy Director

📍 One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103

🏠 www.sfocii.org

RE: Citywide Affordable Housing Loan Committee

Van Degna, Anna (CON) <anna.vandegna@sfgov.org>

Fri 8/2/2024 11:47 AM

To: Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>

Approved predevelopment for MBS block 4 east

Anna Van Degna
Public Finance Director
Controller's Office of Public Finance
City & County of San Francisco
Ph. (415)-554-5956

From: Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>
Sent: Thursday, August 1, 2024 5:11 PM
To: Van Degna, Anna (CON) <anna.vandegna@sfgov.org>
Subject: Re: Citywide Affordable Housing Loan Committee
Importance: High

Good afternoon, Anna.

I wanted to confirm your attendance for tomorrow's Loan Committee meeting.

Ituala Cameron
Executive Assistant
Mayor's Office of Housing and Community Development

From: Amaya, Vanessa (MYR)
Sent: Friday, July 7, 2023 10:27 AM
To: Amaya, Vanessa (MYR) <Vanessa.Amaya@sfgov.org>; Chavez, Rosanna (MYR) <rosanna.chavez@sfgov.org>; Wong, Harry (MYR) <harry.j.wong@sfgov.org>; Defiesta, Agnes (MYR) <agnes.defiesta@sfgov.org>; Blitzer, Mara (MYR) <mara.blitzer@sfgov.org>; Ely, Lydia (MYR) <lydia.ely@sfgov.org>; Obstfeld, Kimberly (CII) <kimberly.obstfeld@sfgov.org>; Colomello, Elizabeth (CII) <elizabeth.colomello@sfgov.org>; Sims, Pamela (CII) <pam.sims@sfgov.org>; Romero, Anne (MYR) <anne.romero@sfgov.org>; Heavens, Cindy (MYR) <cindy.heavens@sfgov.org>; Amaral, Sara (MYR) <sara.amaral@sfgov.org>; Van Degna, Anna (CON) <anna.vandegna@sfgov.org>; Menjivar, Salvador (HOM) <salvador.menjivar1@sfgov.org>; Shaw, Eric (MYR) <eric.shaw@sfgov.org>; Tonia Lediju, PhD <ledijut@sfha.org>; Baca, Robert (MYR) <robert.baca@sfgov.org>; Cortez, Omar (MYR) <omar.cortez@sfgov.org>; Faust, Holly B. (MYR) <holly.b.faust@sfgov.org>; Dwyer, Brendan (MYR) <brendan.dwyer@sfgov.org>; Madden, Scott (MYR) <scott.madden@sfgov.org>; McLoone, Michael (MYR) <michael.mcloone@sfgov.org>; Vanzuulen, Ryan (MYR) <ryan.vanzuulen@sfgov.org>; Abadilla Rivera, Audrey (MYR) <audrey.abadilla@sfgov.org>; Suskin, Jane (CII) <jane.suskin@sfgov.org>; Katz, Bridget (CON) <bridget.katz@sfgov.org>; Shepard, Judy (MYR) <judy.shepard@sfgov.org>; Wilcox, William (MYR) <william.wilcox@sfgov.org>; Masry, Omar (MYR) <omar.masry@sfgov.org>; Morales, James (CII) <james.morales@sfgov.org>; Oliver, John (MYR) <john.p.oliver@sfgov.org>; Fukutome-Lopez, Amanda (MYR) <amanda.fukutome-lope@sfgov.org>; Heckman, Gretchen (CII) <gretchen.heckman@sfgov.org>; Kaslofsky, Thor (CII) <Thor.Kaslofsky@sfgov.org>; Tsou, Jackie (MYR) <jackie.tsou@sfgov.org>; Ellison-Labat, Wesley (MYR) <wesley.ellison-labat@sfgov.org>; Tenpas, Sarah (MYR) <sarah.tenpas@sfgov.org>; Wang, Robin (MYR) <Robin.Wang@sfgov.org>; Stanley, Anne (MYR) <anne.stanley@sfgov.org>; Gage, Alea (MYR) <alea.gage@sfgov.org>; Kuo, Jasmine (CII) <jasmine.kuo@sfgov.org>; Trivedi, Vishal (CON) <vishal.trivedi@sfgov.org>; Otero, Carmen (MYR) <carmen.otero@sfgov.org>; Graves, Matthew (MYR) <matthew.graves@sfgov.org>; Rubin, Sophie (MYR) <Sophie.Rubin@sfgov.org>; Cameron, Ituala (MYR) <ituala.cameron@sfgov.org>; Lee, Melissa (MYR) <melissa.lee@sfgov.org>; Collins, Jennifer M. (MYR) <Jennifer.M.Collins@sfgov.org>; Strong, Andrew (MYR) <andrew.strong@sfgov.org>; Slutzkin, Marc (CII) <marc.slutzkin@sfgov.org>; Wong, Phillip (CII) <philip.c.wong@sfgov.org>; Madden, Scott (MYR) <scott.madden@sfgov.org>; Adams, Dan (MYR-DEM) <dan.adams@sfgov.org>
Cc: cathy.davis <cathy.davis@bhpmss.org>; Charmaine Curtis <Charmaine@Curtis-development.com>; Jackson Rabinowitsh <jackson@Curtis-development.com>; jwood@jSCO.net <jwood@jSCO.net>
Subject: Citywide Affordable Housing Loan Committee
When: Friday, August 2, 2024 11:15 AM-1:00 PM.
Where: Microsoft Teams Meeting

Loan Committee Meetings are every 1st and 3rd Friday. Please note this series is for the 1st Friday of each month.

Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Or call in (audio only)

[+1 415-906-4659,,893812818#](#) United States, San Francisco

Phone Conference ID: 893 812 818#

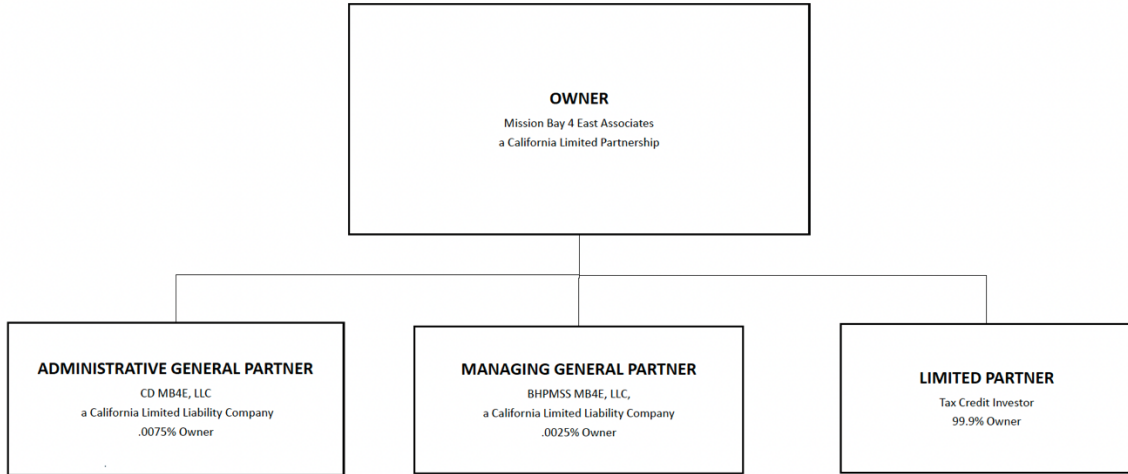
Attachment A: Project Milestones and Schedule

No.	Performance Milestones	Phase I Estimated or Actual Date	Phase I Contractual Deadline	Phase II Estimated or Actual Date	Phase II Contractual Deadline
A.	Prop I Noticing (if applicable)	N/A	N/A	N/A	N/A
1.	Acquisition/Predev. Financing Commitment (OCII Commission)	August 2024	(this request)	August 2024	(this request)
2.	Site Acquisition (site transfer from FOCIL-MB, LLC to OCII with option to ground lease to Mission Bay 4 East Associates, LP	July 2025	January 2026	July 2025	January 2026
3.	Development Team Selection				
a.	Associate Architect & Design Consultants	October 2024	April 2025	October 2024	April 2025
b.	General Contractor	December 2024	June 2025	December 2024	June 2025
c.	Owner's Representative	October 2024	April 2025	October 2024	April 2025
d.	Property Manager (JSCo)	Complete	Complete	Complete	Complete
e.	Service Provider (BSS)	Complete	Complete	Complete	Complete
4.	Design				
a.	Submittal of Basic Concept (unit count and general massing) – no specs, consultants	October 2024	April 2025	October 2024	April 2025
b.	Submittal of 50% Schematic Design	October 2024	April 2025	October 2024	April 2025
c.	Submittal of 100% Schematic Design & Cost Estimate	March 2025	September 2025	July 2025	January 2025
d.	Schematic Design OCII Commission Approval	July 2025	January 2026	October 2025	April 2026
e.	Submittal of Design Development & Cost Estimate	September 2025	March 2026	January 2026	July 2026
f.	Submittal of 50% CD Set & Cost Estimate	November 2025	May 2026	May 2026	November 2026

g.	Submittal of Pre-Bid Set & Cost Estimate (75%-80% CDs)	January 2026	July 2026	November 2026	May 2027
5.	Environmental Review/Land-Use Entitlements/Subdivision Mapping				
a.	Phase I Study	August 2024	February 2025	August 2024	February 2025
b.	Phase II Study	November 2024	May 2025	November 2024	May 2025
c.	CEQA Exemption (OCII Commission)	September 2024	March 2025	September 2024	March 2025
d.	Geotechnical Investigations completed	November 2024	May 2025	November 2024	May 2025
e.	Maher Ordinance Compliance completed	May 2025	November 2025	May 2025	November 2025
f.	Shadow/Wind Analysis	November 2024	May 2025	November 2024	May 2025
g.	D4D Amendment	December 2024	June 2025	December 2024	June 2025
h.	OPA/Redevelopment Plan Amendments (for Phase II) OCII Commission	N/A	N/A	December 2024	June 2025
i.	Tentative Parcel Map Application to SFPW (lot split)	March 2025	September 2025	March 2025	September 2025
j.	Final Parcel Map Application to SFPW	September 2025	March 2026	September 2025	March 2026
6.	Permits				
a.	Building / Site Permit Application Submitted	May 2025	November 2025	October 2025	April 2026
b.	Addendum #1 Submitted	November 2025	May 2026	May 2026	November 2027
c.	Addendum #2 Submitted	November 2025	May 2026	May 2026	November 2027
d.	Addendum #3 Submitted	November 2025	May 2026	May 2026	November 2026
7.	Request for Bids Issued	August 2026	February 2027	September 2027	March 2028
8.	City Financing				
a.	Predevelopment Financing Committed (OCII Commission)	September 2024	March 2025	July 2025	January 2026
b.	Gap Financing Application	September 2025	March 2026	September 2026	March 2027

c.	Gap Financing Committed (OCII Commission)	January 2026	October 2026	January 2027	October 2027
9.	Other Financing				
a.	CalHFA MIP Application	February 2026	August 2026	February 2027	August 2027
b.	CDLAC Application	April 2026	October 2026	April 2027	October 2027
c.	CDLAC Allocation	August 2026	April 2027	August 2027	April 2028
d.	Construction Financing/Tax Credit Investor RFP	September 2026	March 2027	September 2027	March 2028
e.	AHP Application	March 2026	September 2026	March 2027	September 2027
f.	AHP Committed	June 2026	December 2026	June 2027	December 2027
10.	Closing				
a.	Construction Closing	January 2027	July 2027	January 2028	July 2028
b.	Permanent Financing Closing	May 2030	November 2030	July 2031	January 2032
11.	Construction				
a.	Notice to Proceed	January 2027	July 2027	January 2028	July 2028
b.	Temporary Certificate of Occupancy/Cert. of Substantial Completion	April 2029	October 2029	April 2030	October 2031
c.	CFCO/Certificate of Final Completion and Occupancy	July 2029	January 2030	July 2030	January 2031
12.	Marketing/Rent-up				
a.	OCII Early Outreach Plan Submission	April 2027	October 2027	April 2028	October 2029
b.	Marketing Plan Submission	April 2028	October 2028	April 2029	October 2030
c.	Commence Marketing	October 2028	April 2029	October 2029	April 2030
d.	100% Occupancy	November 2029	May 2030	January 2031	July 2031
13.	Cost Certification/8609	December 2030	June 2031	January 2032	July 2032
14.	Close Out OCII Loan	December 2030	June 2031	January 2032	July 2032

Attachment B: Borrower Org Chart



Attachment C: Development Staff Resumes

CHARMAINE D. CURTIS

415-609-4996 | charmaine@curtis-development.com

1/04 – Current
San Francisco, CA

PRINCIPAL, Curtis Development

Curtis Development, one of few African-American and female led development companies located in California, focuses on high quality, impactful urban infill multi-family and mixed-use projects serving households at all income levels.

Highlighted work:

- Co-developing 148-unit below market rate condominium project in Mission Bay and 203-unit affordable high rise South of Market.
- Co-developed 162-unit market rate rental project in Oakland, CA.
- Obtained first SB 35 approval in San Francisco.
- Oversaw master planning and entitlements for the redevelopment of 600-unit Potrero Terrace & Annex public housing into an approximately 1,700 unit mixed-income development.

9/97 – 12/03
San Francisco, CA

PRESIDENT, A. F. Evans Development, Inc.

Oversaw multi-family development activities throughout California and Washington for mid-sized development company supervising a staff of 9 project managers and 2 assistant project managers in San Francisco and Seattle. Projects included mixed-use infill housing both for rent and for sale, garden style apartments, and acquisition and rehabilitation of affordable and market rate income properties. Oversaw the development of about 4,000 units in multi-family and mixed-use projects throughout California and Washington with a value of nearly \$300 Million.

5/95 - 9/97
San Francisco, CA

PRINCIPAL, Charmaine Curtis Housing Development Consulting

Provided project management services primarily to non-profit housing developers and social service agencies. Identified development opportunities and performed due diligence activities for property acquisition. Assessed project feasibility including land use and building analysis.

8/91 - 5/95
San Francisco, CA

DIRECTOR OF HOUSING DEVELOPMENT, Mercy Housing California

Coordinated and oversaw affordable housing development projects throughout California including identifying new development opportunities, assessing project feasibility, and supervising seven project managers in four cities. Set annual housing production goals and assessed available financial and staff resources.

1/88 - 5/91
San Francisco, CA

PROJECT MANAGER, McKenzie, Rose & Holliday Development, Inc.

Instrumental in start-up of real estate development company. Managed several projects including pioneering live/work loft condominium projects in San Francisco's South of Market neighborhood.

EDUCATION

- Minority Developers Professional Certificate Program, MIT
- University of California, Berkeley; Master of City Planning
- Dartmouth College; Bachelor of Arts, Major - Government/Economics

AFFILIATIONS

- Middle Income Steering Committee – Meta/SPUR/Terner Center
- Board of Directors, Golden Gate National Parks Conservancy
- Architecture Program Advisory Board, University of San Francisco
- Lambda Alpha International
- Board of Directors, SPUR (Executive Board and Co-Chair, Project Review Committee) 2003-2019

RECOGNITIONS

SF Business Times 100 Most Influential Businesswomen
ELEVATE Industry Impact Award from CREW and The Registry

JACKSON GEORGE RABINOWITSH

2027 Grahn Drive | Santa Rosa, CA 95404 | (707) 494-8230 | Jackson.Rabinowitsh@gmail.com

PROFESSIONAL WORK EXPERIENCE

Jackson Rabinowitsh Affordable Housing Consulting

Owner/Principal, Project Manager

June 2024 – Present

- Provide a range of project management and strategic consulting services for clients developing affordable housing throughout the Bay Area.
- Clients have included Curtis Development and Supportive Housing Community Land Alliance.

Tenderloin Neighborhood Development Corporation (TNDC), San Francisco, CA

Senior Project Manager

May 2022 – June 2024

Project Manager

February 2020 – May 2022

- Managed all aspects of five affordable housing developments including scattered site acquisition rehab, new construction, and a range of housing types including special needs, family, and senior.
- Provided strategic oversight for two of TNDC's westside projects in the City's Sunset district.
- Represented TNDC at hearings, community meetings and events, and in press throughout highly politicized community engagement processes.
- Supervised Assistant Project Manager and Project Manager staff with a focus on developmental growth and retention.
- Participated in interdepartmental strategic initiatives aimed at organizational financial sustainability.

Santa Clara County Housing Authority, San Jose, CA

Project Manager

March 2018 – January 2020

- Managed two affordable rental housing projects for families and seniors, consisting of 182 units including 40 permanent supportive housing units.
- Oversaw major value engineering and building permit amendment processes to mitigate cost overruns due to utility-related delays predating my involvement with the projects.
- Negotiated major change order / construction contract amendment with general contractor to address cost escalation and extended general conditions resulting from schedule delays.
- Managed capital stack modifications consistent with tax credit and tax-exempt bond regulations.
- Performed financial analysis, created pro formas and development budget tracking tools, and procured supplemental soft loans to balance budgets.
- Coordinated marketing, lease-up, and stabilization with 3rd party property manager, 3rd party service provider, and rental subsidy program staff.
- Managed permanent financing conversion.

JACKSON GEORGE RABINOWITSH

2027 Grahn Drive | Santa Rosa, CA 95404 | (707) 494-8230 | Jackson.Rabinowitsh@gmail.com

Hello Housing, San Francisco, CA

Project Manager

March 2017 – September 2017

Associate Project Manager

March 2016 – March 2017

- Oversaw acquisitions for 31 properties including a bulk purchase of 26 tax defaulted properties from the Alameda County Tax Collector.
- Managed all aspects of residential rehabilitation projects.
- Negotiated and managed lump sum and guaranteed maximum price contracts.
- Implemented federally-funded home rehabilitation programs on behalf of municipalities, oversaw improvements to program design, allocated and directed staff and consultants, managed contracts with municipalities and independent contractors, managed fiscal year budgets for municipal clients.
- Facilitated the release of approximately 1,000 liens in partnership with City and County agencies.

Habitat for Humanity Greater San Francisco, San Francisco, CA

Assistant Project Manager

October 2013 – March 2016

- Supported two Project Managers and VP of Real Estate in funding proposals, property due diligence and site acquisition, feasibility, contract management, and reporting to Board of Directors.
- Prepared Bureau of Real Estate public report packages for Planned Unit Developments.
- Facilitated interdepartmental planning meetings involving staff and Board committees.
- Spoke publicly on behalf of organization at City Council, Planning Commission, and local funder meetings.
- Facilitated organizational process improvements including consulted technology systems audit.
- Legal document review including service agreements, funding agreements, real estate and HOA documents.

BRIDGE Housing Corporation, San Francisco, CA

Occupancy Coordinator

March 2013 – October 2013

Occupancy Specialist

September 2010 – March 2013

Leasing Agent

August 2009 – September 2010

- Created rent and income matrices, unit designations and rent rolls.
- Managed rent concessions to meet occupancy deadlines, represented BRIDGE during TCAC audits.
- Analyzed portfolio metrics and reported key indicators to senior leadership.
- Worked with asset managers to address occupancy issues at distressed properties.
- Created LIHTC compliance training curriculum and trained all new office and site staff.

LICENSES

State of California Bureau of Real Estate, Licensed Salesperson

2017

PROFESSIONAL DEVELOPMENT & COMMUNITY ACTIVITIES

Local Initiatives Support Corporation, Advanced Housing Development Training Institute Program

October 2019

San Francisco Eastern Neighborhoods Democratic Club, Founding Member, Transportation Director

2017 - 2018

EDUCATION

Bachelor of Arts, Psychology, University of Colorado, Boulder

2003 – 2007

Business Intensive Certificate, Applied Business, University of Colorado, Boulder

Summer 2007

Cathy Davis, MSW

Professional experience

Executive Director, *Bayview Hunters Point Multipurpose Senior Services, 2010 to present*

Responsibility for supervision of all staff, reporting to Board of Directors
Liaison and advocate for agency sponsored housing development activities
Oversight of agency budget and ongoing fundraising/ grant writing
Representing the agency in civic and political arenas, advocating for senior services
Maintaining contract compliance and developing new programs
Administrator of adult day health center
Represent the agency in all phases of housing development partnerships

Adult Day Health Director, *Bayview Hunters Point Multipurpose Senior Services, 1984-2010*

Organized and developed the adult day health center in 1984. Responsible for the day to day operations and served as leader of the multidisciplinary health care team, supervision of staff.
Served as the deputy director of the agency managing budgets, writing funding proposals, writing evaluation reports, organizing fundraisers. Wrote grants for and managed the following programs: Meals, Money Management, Health, Senior –Ex Offender Program and Senior Housing

Assistant Director, *Bayview Hunters Point Multipurpose Senior Services, 1978 - 1984*

Responsible for daily operations and program content of the agency's multipurpose senior center. Developed a senior service and recreation program from a core of 20 seniors to programming for over 500 seniors. Initiated senior involvement, and supervised staff.

VISTA Volunteer, *Decatur, Illinois, 1976- 1978*

Outreach Worker for seniors at Community Health Clinic, Decatur, Illinois

Education

BA Anthropology/ Sociology, 1976 Eisenhower College Seneca Falls, NY
MSW Program Administration, 1992 San Francisco State San Francisco, CA

Leadership Experience

- Mayor's Long Term Care Coordinating Council
- Lecturer, San Francisco State University, Dept of Social Work
- Chair, Board of Directors, Family of Women Inc.
- Chair, San Francisco Paratransit Coordinating Council
- Chair, Board of Directors, IHSS Consortium

An over forty five year commitment to developing senior services
Initiated the Bayview Hunters Point Adult Day Health Center, Money Management Program, Case Management Services and Housing Advocacy
Coordinated annual Black Cuisine Street Festival for over 43 years
Initiated Nutrition Program and incorporated Western Addition senior programs into agency
Took on leadership advocacy role low income housing in San Francisco
Organized the development of 1751 Carroll - 120 units of senior housing/ new senior center

Careem Conley
Careem@projectfeel.org

EXPERIENCE

Careem has over 20 years of experience in change management, staff retention, and professional development. Driven by a deep passion to succeed and committed to delivering positive results, He's worked primarily with mission-driven organizations including government agencies, non-profit groups, and social enterprises in the education, health, economic, housing, and justice arenas. Careem brings a rare blend of expertise in government systems, community-based services, and entrepreneurship.

Change Management, Data Analysis- Diversity & Inclusion - Equity based solutions creating High Morale - Staff Retention - Public/Private partnerships - Work Force development - Executive Coaching

June 2023 to present

**Bayview Hunters Point Multipurpose Senior Services
Housing Development Manager**

Assist agency's Executive Director in housing related projects including purchase of housing from small sites to large housing developments. Acts as agency liaison with funders and developers to represent the agency's interests in serving the community. Provides follow up and back up documentation as needed for asset management. Researches housing opportunities to grow the agency's ability to provide additional housing.

April 2022 – June 2023

Director of Business Development
BOSS – Building Opportunity for Self-Sufficiency

Mission is to help homeless, poor, and disabled people achieve health and self-sufficiency, and to fight against the root causes of poverty and homelessness. BOSS was created in 1971 to help individuals with severe and persistent mental illness who had become displaced because of public hospital closures. Programs and services expanded over the past five decades to include services for unhoused, disabled, and low-income individuals, families, and neighborhoods in Alameda County. In 2013, executive leadership expanded the mission and began developing solutions for mass incarceration and violence in the community as unaddressed crises stemming from racially biased policies and systemic inequities. Today, BOSS is recognized as a social justice leader with housing, reentry, violence prevention, along with innovative service delivery methodologies.

2012 – 2019

Principal Consultant
Majani

Provided a personalized plan and strategy for companies, and organizations. Individual interviews and analysis to highlight what inspires and motivates staff, clients or participants, to focus on goals from particular angles identified through the inquiry process, and align common interests in a shared vision that best meets the needs of the individual and/or business.

Partial Client List :

SF Mayors Office, SF Dept of Public Health, SF Public Defenders Office, SF Bar Association, Boys & Girls Club, Bayview Y, SF Zuckerberg General Hospital

2008-2013

SF Housing Development Corporation
Program Manager

SFHDC's mission is to foster financial stability through the development of affordable housing and the facilitation of home ownership, and to further economic revitalization in low-income areas

Responsibilities included:

- Oversee operations, planning and reporting on Homebuyer Program.
- Program Compliance and Evaluation.
- Develop and refine metrics to track program performance and pursue best practices.
- Develop and disseminate informational materials such as class options, education conferences, emerging and critical topics related to Forecast and future opportunity.
- Identify opportunities for new programs and services.
- Support program-related advocacy, communications and membership efforts.
- Represent SFHDC at National conferences, trainings and professional events.
- Assist with National Conference themes, tracks and presentations.
- Serve as staff liaison to Government and Foundations.

EDUCATION

•
1995-1998 San Francisco State University
(Associate degree program)

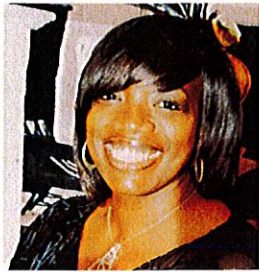
California Degree Associate (Special program housed at SFSU)

City College of San Francisco (attended)

A life long certificated learner with expertise in strategy and management

Janet Brown

Housing Coordinator | BHPMSS Co-Lead



EDUCATION

City College of San Francisco, California

REGISTRATION / LICENSES

Department of Corporations/Broker Lenders License

PROFESSIONAL EXPERIENCE

Housing Coordinator

Bayview Senior Services, 2009 to present

- Responsible for implementing a housing program that identifies and coordinates access to housing opportunities for seniors, disabled persons and low income people.
- Responsible for meeting goals of the overall housing assistance program activities.
- Supervises and trains staff in how to assist clients in overcoming barriers to getting into housing such as credit and criminal background.
- Researches and develops potential opportunities with landlords and managers.
- Acts as liaison with housing managers to inform staff/clients when waiting lists are open.
- Ensures a robust housing application assistance program is in place in locations in Bayview and Western Addition.
- Markets the Certificates of Preference opportunity and coordinates as needed with COP Staff at the Mayor's Office of Housing.

- Convenes meetings, trainings and workshops about housing.
- Develops new housing workshop locations, maintains workshop schedule and coordinates outreach for workshop.
- Oversees ongoing marketing efforts to inform seniors and persons with disabilities about housing opportunities.
- Ensures master housing list and documentation is kept on all clients regarding their housing eligibility, needs and progress.
- Represents Bayview Senior Services at community and city meetings re: housing.
- Oversees advocacy for clients at risk of losing housing-filing appeals, writing letters, calling housing managers, attending hearings.

| 73

Director of Resident Services/Resource Center
Northridge Cooperative Homes, 2009 to 2013
Provided high-level support to the site manager.

- Provided high-level support to the residents with a specific emphasis with the senior residents.
- Supported and coordinated all events and meetings for the Board of Directors.
- Coordinated all the properties yearly events, including fundraising.
- Facilitated interaction with vendors.
- Performed a variety of resident functions, addressing inquiries of current residents and potential residents.
- Developed resident programs to increase awareness and to ensure a healthy community.
- Responsible for the resource center daily activities, computer room usage and the music recording studio.

Attachment D: Asset Management Evaluation of Project Sponsors

Please see Loan Conditions 11.2.5. in Section 11.2 Recommended Loan Conditions

of projects and avg. # of units/project currently in Sponsors's asset management portfolio

Neither CD nor BSS have an in-house asset management function, but CD is developing that capacity.

Sponsors's current asset management staffing – job titles, FTEs, avg # units assigned to each FTE, org chart and status of each position (filled/vacant)

Neither CD nor BSS have an in-house asset management function, but CD is developing that capacity.

description of scope and range of duties of Sponsors's asset management team

1. Future CD AM will monitor the financial and physical health of the asset. They will produce financial projections in order to monitor the long-term viability of the property. AM will work closely with Property Management, resident services, and finance to evaluate monthly reports, identify trends and operational issues, and implement any required corrective actions or initiatives. Specifically:
 - a. AM will routinely perform a remaining useful life analysis in conjunction with monitoring the replacement reserve to ensure the property has sufficient available funding to address ongoing capital needs. Additionally, a Capital Needs Assessment and Replacement Reserve study will be performed every three to five years to inform capital improvement projects and AM's strategic planning.
 - b. Prior to year 15, AM will prepare for the tax credit investor's exit and evaluate whether resyndication, refinance, or debt restructure is appropriate at that time.
 - c. AM will also review monthly variance reports, Accounts Receivable reports, and occupancy reports with a focus to proactively address operations issues.
 - d. Review monthly and annual reports from the management company The PM company (JSCo), will produce monthly reports which the Asset Management (AM) function will review. AM will coordinate with PM when issues arise with occupancy, rent and/or subsidy delinquencies, operating expenses, etc. In addition to regular reporting procedures, AM and PM will meet regularly to discuss issues at the property so that they can be addressed as necessary.
 - e. At least annual physical property inspections AM will walk the property with PM annually; PM will record any functionality or latent issues in a software that allows AM to ensure that the issues are addressed. As the property ages and building systems reach the end of their useful life, AM and PM will work together to prioritize capital improvements. When the property approaches year 15, PM and AM will evaluate the breadth of property needs and determine whether larger rehab/resyndication is necessary. When the time comes to resyndicate, AM and PM will work closely together with the development function to prepare a scope of work and budget for the major rehab.
 - f. Monitor compliance AM will work with PM to ensure that TCAC recertifications and any OCII, CDLAC, and CalHFA reporting are completed timely and accurately. AM will manage all compliance audits with the support of PM and Facilities Management (FM), which will be under the PM umbrella.

- g. Provide required reports to lenders/investors PM will supply the appropriate reports, AM will share and communicate with the lenders and investor.
- h. Monitor regulatory agreement requirements AM will track unit all designations and other regulatory requirements.
- i. Oversee project accounting, annual audits and tax returns, and monitor reserves AM will oversee PM's work on project accounting and annual audits. AM will manage CPA to file annual tax returns. AM will perform reserve monitoring function primarily on its own.
- j. Maintain insurance AM will work with insurance broker to maintain all required insurance policies. AM will work with PM and FM regarding any claims or to collect any necessary information.

description of Sponsors's coordination between asset management and other functional teams, including property management, accounting, compliance, facilities management, etc.

CD will oversee asset management for the Project and may work closely with a future management company who will oversee compliance. Specifically, CD will perform the following asset management tasks:

- Review monthly and annual reports from the management company
- At least annual physical property inspections
- Monitor compliance
- Provide required reports to lenders/investors
- Monitor regulatory agreement requirements
- Oversee project accounting, annual audits and tax returns, and monitor reserves
- Maintain insurance

The sponsor will contract directly with JSCo at minimum on a monthly basis during operations. Monthly meetings will take place to review financial and occupancy reporting as well as any issues facing the property.

Sponsors's budget for asset management team – shown as cost center for projects in SF

The budgeted asset management fee reflected in the Phase I proforma project cash flow is \$29,846.

The budgeted asset management fee reflected in the Phase II proforma project cash flow is \$31,972.

of projects expected to be in Sponsors's AM portfolio in 5 years and, if applicable, plans to augment staffing to manage growing portfolio

CD expects to have 5 projects in its AM portfolio in 5 years including both phases of Mission Bay Block 4 East. CD will augment staffing either in house or by contracting with a third party to perform some of the functions listed above. While BSS will be Managing GP in at least 5 projects in 5 years, including Mission Bay Block 4 East and 2 currently in development, the AM function is performed by the Administrative General Partner. BSS has the right to assume sole ownership of most of Dr. George Davis Senior Residence and Candlestick Heights at the end of the compliance period (in approx. 10 years) and will establish an AM function closer to this milestone.

Attachment E: Threshold Eligibility Requirements and Ranking Criteria

RFQ and Applicant Teams

On November 9, 2024, OCII staff released an RFQ to develop, own and operate affordable rental housing units, including units set aside for households experiencing homelessness at Mission Bay South Block 4 East. The RFQ established the following program requirements:

Block 4 East Development Program Summary	
Target population	<ul style="list-style-type: none"> • Preference Holders • Low-income families • Approx. 20% of units designated for households experiencing homelessness
Number and type of units	Up to 165* high quality units with a target mix of: <ul style="list-style-type: none"> • 25% one-bedroom • 50% two-bedroom • 25% three-bedroom
Area Median Income (“AMI”) and rent restrictions	Tiered income levels targeted to meet the needs of preference populations, including Preference Holders, at up to 80% MOHCD AMI, provided that the average AMI for all affordable units is at or below 60% AMI in accordance with the Mission Bay Housing Policy
Commercial	Ground floor space for community or neighborhood serving commercial use
Parking	Vehicle: provide resident parking to the extent financially feasible Bicycle: Class I bicycle parking spaces at a target ratio of 1 space for every 2 units

**OCII is limited to 165 units under the OPA. OCII’s development authority may be expanded, and the number of affordable units on Block 4 East may be increased and the site may be developed in one or more buildings and/or phases.*

The deadline for submitting responses was January 19, 2024, and by that date OCII received four (4) proposals from the following applicant teams:

1. Curtis Development as lead developer and Bayview Senior Services as co-developer
 - a. Architect: Y.A. studio
 - b. Property Manager: The John Stewart Company (“JSCo”)
 - c. Services Provider: BSS
 - d. Workforce Representative: Davis & Associates Communications, Inc.

2. Mercy Housing California (“MHC”) as lead developer with Booker T. Washington Community Service Center (“BTWCSC”) as co-developer; and Tenderloin Neighborhood Development Corporation (“TNDC”) as lead developer with Young Community Developers (“YCD”) as co-developer
 - a. Architect: Kennerly Architecture & Planning, Inc.
 - b. Property Manager: TNDC and MHC
 - c. Services Provider: TNDC and MHC
 - d. Workforce Representative: Monte Wilson and YCD

3. Related California (“Related”) as lead developer and Bernal Heights Neighborhood Center (“BHNC”) as co-developer
 - a. Architect: Mithun
 - b. Property Manager: Related Management Company
 - c. Services Provider: Lutheran Social Services
 - d. Workforce Representative: TBD, intended to procure if selected

4. San Francisco Housing Development Corporation (“SFHDC”) as lead developer and MidPen as co-developer
 - a. Architect: David Baker Architects
 - b. Property Manager: MidPen Property Management Corporation
 - c. Services Provider: SFHDC and MidPen Resident Services Corporation
 - d. Workforce Representative: SFHDC, potential for consultant support

Selection Process and Criteria

An 8-person, interdisciplinary evaluation panel interviewed all four (4) teams and scored their submittals. The panel that consisted of representative from the Mission Bay Citizens Advisory Committee (“CAC”), MOHCD, HSH, OCII (i.e., Design, Project Area Management, and Housing). OCII contract compliance team participation also ensured compliance with this RFQ’s procedural guidelines and provided analysis of the Workforce and Contracting Action Plan sections of each submittal. The panel use the following scoring criteria:

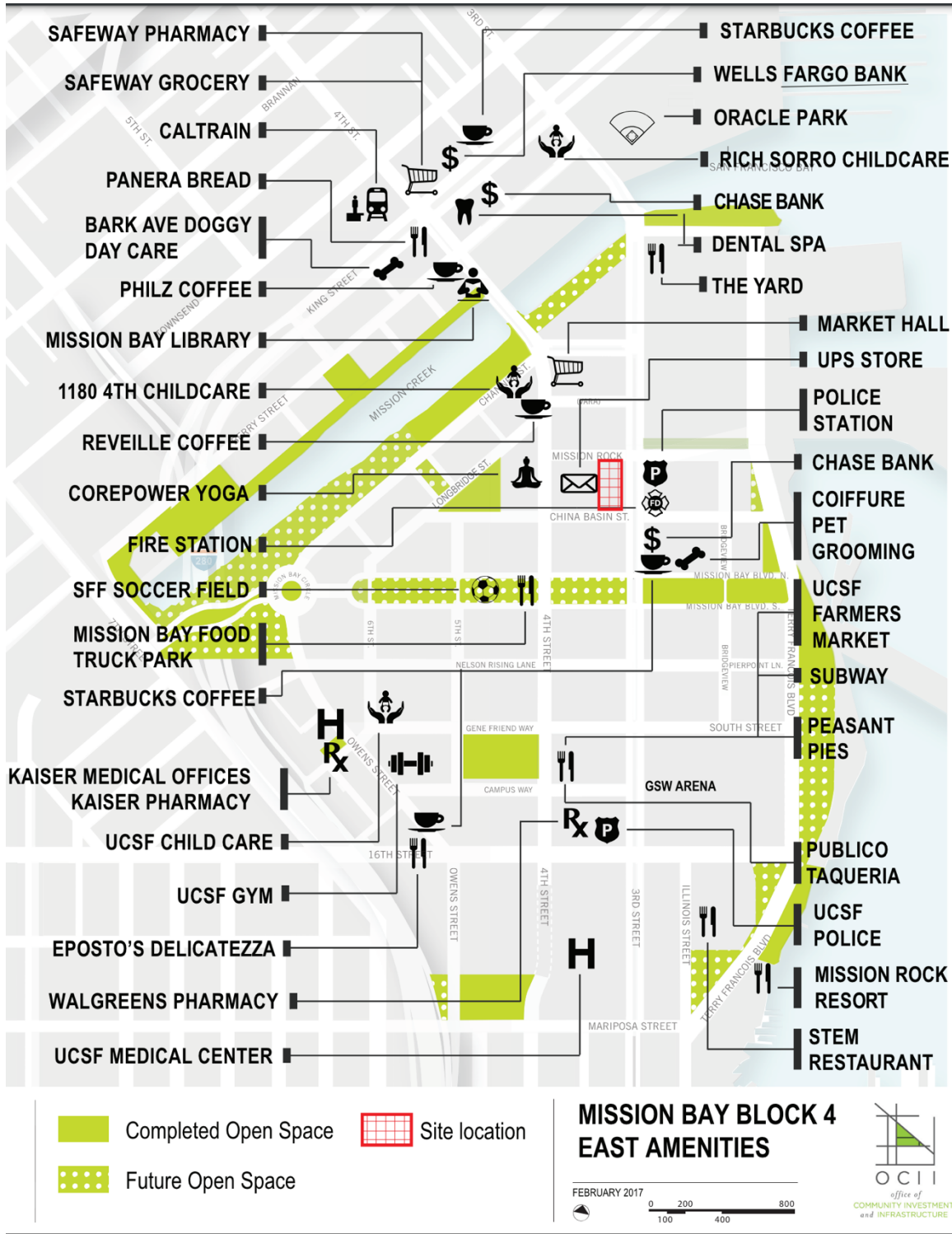
Maximum Points	Criteria
30	Development Vision
10	Development approach:
5	Design approach
5	Property management approach
5	Supportive services approach
5	Marketing approach

70	Team Experience and Capacity
10	Applicant team composition and structure
10	Lead Developer experience and capacity
10	Co-Developer experience and capacity
10	Architect experience and capacity
10	Equal Opportunity Program/Workforce and Contracting Action Plan
10	Services provider experience and capacity
10	Property Manager experience and capacity
100	Total Points

The proposal from CD and BSS received the highest total points.

Based on the results from the evaluation panel, OCII staff recommended that CD and BSS be selected to develop the Project. The recommendation was heard by the OCII Commission on May 21, 2024. The Sponsors and OCII staff continue to discuss development timeline, process, and initial massing and concept design. The Sponsors will soon begin the process of procuring a full-time consultant team, and is working with OCII Contract Compliance staff to ensure the participation of local firms and contractors.

Attachment F: Site Map with amenities and Site Map with Phasing



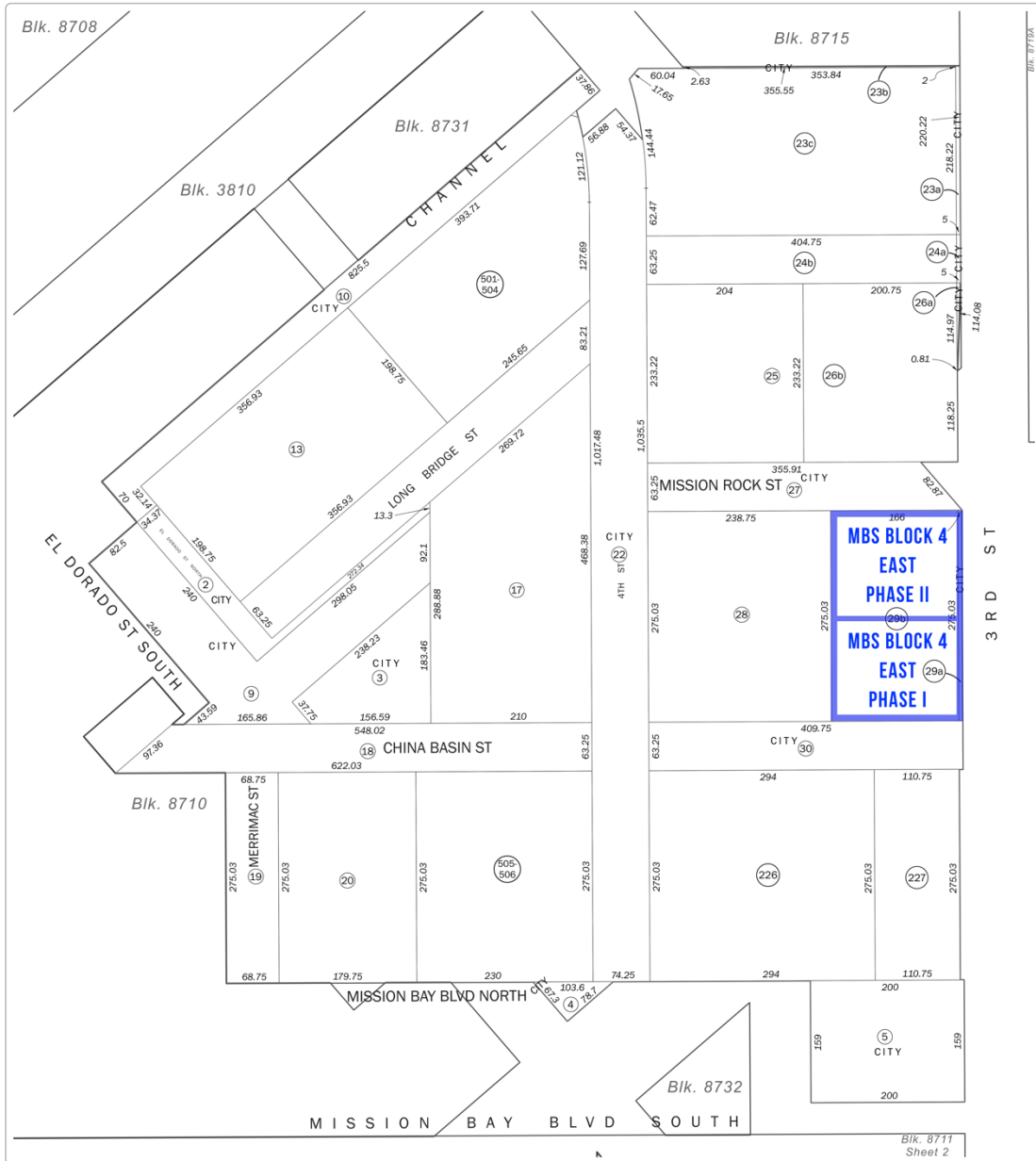
- SAFeway PHARMACY
- SAFeway GROCERY
- CALTRAIN
- PANERA BREAD
- BARK AVE DOGGY DAY CARE
- PHILZ COFFEE
- MISSION BAY LIBRARY
- 1180 4TH CHILDCARE
- REVEILLE COFFEE
- COREPOWER YOGA
- FIRE STATION
- SFF SOCCER FIELD
- MISSION BAY FOOD TRUCK PARK
- STARBUCKS COFFEE
- KAISER MEDICAL OFFICES
- KAISER PHARMACY
- UCSF CHILD CARE
- UCSF GYM
- EPOSTO'S DELICATEZZA
- WALGREENS PHARMACY
- UCSF MEDICAL CENTER
- STARBUCKS COFFEE
- WELLS FARGO BANK
- ORACLE PARK
- RICH SORRO CHILDCARE
- CHASE BANK
- DENTAL SPA
- THE YARD
- MARKET HALL
- UPS STORE
- POLICE STATION
- CHASE BANK
- COIFFURE PET GROOMING
- UCSF FARMERS MARKET
- SUBWAY
- PEASANT PIES
- PUBLICO TAQUERIA
- UCSF POLICE
- MISSION ROCK RESORT
- STEM RESTAURANT

Volume 44

MISSION BAY
TRACT NO. 3936

Block 8711

SHEET 1 OF 3



**SAN FRANCISCO CITY & COUNTY
ASSESSOR'S BLOCK MAP**

DISCLAIMER: THIS MAP WAS PREPARED FOR ASSESSMENT
PURPOSES ONLY. ASSESSOR'S PARCELS MAY NOT COMPLY
WITH LOCAL LOT-SPLIT OR BUILDING SITE ORDINANCES.

REVISED 2023



Attachment G: Elevations and Floor Plans

N/A

**Attachment H: Comparison of City Investment in Other Housing
Developments**

Phase II

Affordable Multifamily Housing New Construction Cost Comparison - San Francisco

Updated 7/26/24. Table comparing Delta of Subject and Comparable Projects across metrics like Acq/Unit, Const/Unit, Soft Costs, Total Development Costs, and Subsidy. Delta Percentage shows -100% for many metrics.

Costs lower than comparable average (within 10%) Costs higher than comparable average (within 10%)

Summary table for ALL PROJECTS, Comparable Projects Completed, Under Construction, and In Predevelopment. Includes columns for Building Square Footage and Total Project Costs.

PROJECTS COMPLETED

Detailed table of completed projects including Project Name, Address, Lot sq. ft., Compl. Date, # of Units, # of BR, Res., Non-Res., Sq. ft., Total, Acq. Cost, Const. Cost, Soft Cost, Total Dev. Cost, Local Subsidy, Notes on Financing, Building Type, Stories, and Comments.

PROJECTS UNDER CONSTRUCTION

Detailed table of projects under construction including Project Name, Address, Lot sq. ft., Compl. Date, # of Units, # of BR, Res., Non-Res., Sq. ft., Total, Acq. Cost, Const. Cost, Soft Cost, Total Dev. Cost, Local Subsidy, Notes on Financing, Building Type, Stories, and Comments.

PROJECTS IN PREDEVELOPMENT

Detailed table of projects in predevelopment including Project Name, Address, Lot sq. ft., Start Date (anticipated), # of Units, # of BR, Res., Non-Res., Sq. ft., Total, Acq. Cost, Const. Cost, Soft Cost, Total Dev. Cost, Local Subsidy, Notes on Financing, Building Type, Stories, and Comments.

Attachment I: Predevelopment Budget

Mission Bay South Block 4 East - Phase I and II Predevelopment Uses Breakdown

Loan Eval Category	Use	Phase I	Phase I Deliverable	Phase I Schedule	Phase II (thru 5/2025)	Phase II Deliverable	Phase II Schedule	Phase I & II Total
A&E	Architect Design Fees	1,235,000	Construction documents including submission of all building permit addenda under architect's scope	See Loan Eval Attachment A for detail	780,750	100% SD	3/31/25	2,015,750
A&E	Subconsultant Design Fees	83,125	Same as above	Same as above	104,100	100% SD	3/31/25	187,225
A&E	Landscape Irrigation	16,625	Same as above	Same as above	-			16,625
A&E	Fire/Building Codes	28,396	Same as above	Same as above	-			28,396
A&E	Acoustical	166,250	Same as above	Same as above	-			166,250
A&E	Mech/Plumb/Fire Spr	89,775	Same as above	Same as above	-			89,775
A&E	Elec + Low Voltage Specifications	36,575	Same as above	Same as above	-			36,575
A&E	Structural	133,199	Same as above	Same as above	156,150	100% SD	3/31/25	289,349
A&E	Sustainability/LEED/Title 24	41,230	Same as above	Same as above	-			41,230
A&E	Waterproofing	43,225	Same as above	Same as above	-			43,225
A&E	Lighting Consultant	26,600	Same as above	Same as above	-			26,600
A&E	Survey	25,000	ALTA survey for concept design, OCII predev closing, Tentative and Final Map	ALTA: 9/2024 TM: 3/2025 FM: 1/2026	15,000	ALTA survey for concept design, OCII predev closing, Tentative and Final Map	ALTA: 9/2024 TM: 3/2025 FM: 1/2026	40,000
A&E	Geotech	80,000	Geotechnical investigation report	12/31/24	65,000	Geotechnical investigation report	12/31/24	145,000
A&E	Phase I/II	40,000	Phase II ESA	1/31/25	36,000	Phase II ESA	1/31/25	76,000
A&E	NEPA	30,000	NEPA report for local agency review	12/31/25	-	NEPA report for local agency review	12/31/25	30,000
A&E	Dry Utilities	30,000	Joint Trench intent drawings and PG&E temp power coordination	Intent drawings: early 2025 PG&E Temp Power app: early 2026	20,000	Joint Trench intent drawings and PG&E temp power coordination	Intent drawings: early 2025 PG&E Temp Power app: early 2027	50,000
A&E	Archeological	7,500	Archeological monitoring plan as required	9/30/25	7,500	Archeological monitoring plan as required	9/30/25	15,000
Consultant & Legal	Workforce and Contract Action Plan (WCAP) consultant	40,000	Professional and Construction Services procurement and community outreach plan; consultant/contractor engagement during RFQ/P process; community engagement in accordance with outreach plan	WCAP: 8/31/24 RFQ Round 1: 9/30/24 RFQ Round 2: 3/31/25 Community Engagement: 4/1/25-6/30/25	30,000	Professional and Construction Services procurement and community outreach plan; consultant/contractor engagement during RFQ/P process; community engagement in accordance with outreach plan	WCAP: 8/31/24 RFQ Round 1: 9/30/24 RFQ Round 2: 3/31/25 Community Engagement: 4/1/25-6/30/25	70,000
A&E	Civil	37,500	Civil engineering for schematic design and DPW, MTA & PUC plans (street improvement, stormwater, etc.)	SD: 10/31/24 DPW/MTA/PUC: TBD	36,000	Civil engineering for schematic design and DPW, MTA & PUC plans (street improvement, stormwater, etc.)	SD: 10/31/24 DPW/MTA/PUC: TBD	73,500
	Title & Recording	10,000	OCII predev loan closing	9/30/24	-			10,000
Consultant & Legal	Borrower Legal	36,500	OCII predev loan closing, tentative & final map and parcel subdivision	OCII closing: 9/30/2024 TM: 3/31/25 FM: 1/31/26	10,000	Tentative & final map and parcel subdivision	TM: 3/31/25 FM: 1/31/26	46,500
Consultant & Legal	Tax Credit Counsel	45,000	Tax counsel related to LHTC and tax exempt bonds	TBD	-			45,000
Consultant & Legal	Syndication Legal	63,000	Legal counsel related to syndication closing (LPA, bond documents, etc.)	12/31/26	-			63,000
Consultant & Legal	Appraisal	15,000	Property appraisals for MIP funding and construction closing	MIP application: 2/28/26 Construction closing: 3/31/27	-			15,000
Consultant & Legal	Market Study	10,000	Market study for MIP and TCAC applications	2/28/26	-			10,000
	Organizational Costs	10,064	Borrower entity formation and misc org expenses	LP formation: 7/31/24 Misc expenses: ongoing	7,500	Borrower entity formation and misc org expenses	LP formation: 7/31/24 Misc expenses: ongoing	17,564
Entitlement Fees	Entitlement/Permits	12,000	Wind study	7/31/25	-			12,000
	Utility Fees	75,000	PG&E temp and perm power engineering fees	9/1/25	25,000	PG&E temp and perm power engineering fees	7/1/26	100,000
	TCAC Fees	78,125	TCAC reservation fee	2/1/26	-			78,125
CM	Construction Manager	108,000	Precon CM services	Ongoing	42,000	Precon CM services	Ongoing	150,000
	CDLAC Fees	29,129	Application/Allocation fees	8/31/27	-			29,129
Contingency	Contingency	143,182	Contingency budget for unforeseen expenses	Ongoing	45,000	Contingency budget for unforeseen expenses	Ongoing	188,182
Developer Fee	Developer Fee	675,000	Project Management fee for acq/predev loan closing and fee available during predevelopment	9/30/24	231,731			906,731
Total		3,500,000			1,611,731			5,111,730

Application Date: 6/25/24 # Units: 235
 Project Name: Mission Bay South Block 4 East Phase II # Bedrooms: [] LOSEP Project
 Project Address: 3rd Street # Beds: []
 Project Sponsor: Curtis Development

SOURCES	Total Sources						Comments
	1,611,731	1,888,269	-	-	-	-	

Name of Sources: MOHCD/OCII
 OCII (Future Predev Loan Request)

USES

ACQUISITION

Acquisition cost or value							0	
Legal / Closing costs / Broker's Fee							0	
Holding Costs							0	
Transfer Tax							0	
TOTAL ACQUISITION	0	0	0	0	0	0	0	

CONSTRUCTION (HARD COSTS)

Unit Construction/Rehab							0	Include FF&E
Commercial Shell Construction							0	
Demolition							0	
Environmental Remediation							0	
Onsite Improvements/Landscaping							0	
Offsite Improvements							0	
Infrastructure Improvements							0	HOPE SF/OCII costs for streets etc.
Parking							0	
GC Bond Premium/GC Insurance/GC Taxes							0	
GC Overhead & Profit							0	
CG General Conditions							0	
<i>Sub-total Construction Costs</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	
Design Contingency (remove at DD)							0	5% up to \$30MM HC, 4% \$30-\$45MM, 3% \$45MM+
Bid Contingency (remove at bid)							0	5% up to \$30MM HC, 4% \$30-\$45MM, 3% \$45MM+
Plan Check Contingency (remove/reduce during Plan Review)							0	4% up to \$30MM HC, 3% \$30-\$45MM, 2% \$45MM+
Hard Cost Construction Contingency							0	5% new construction / 15% rehab
<i>Sub-total Construction Contingencies</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	
TOTAL CONSTRUCTION COSTS	0	0	0	0	0	0	0	

Construction line item costs as a % of hard costs

SOFT COSTS

Architecture & Design

Architect design fees	780,750	454,250					1,235,000	See MOHCD A&E Fee Guidelines: http://sfmohcd.org/documents-reports-and-forms
Design Subconsultants to the Architect (incl. Fees)	260,250	404,750					665,000	
Architect Construction Admin							0	
Reimbursables							0	
Additional Services							0	
<i>Sub-total Architect Contract</i>	<i>1,041,000</i>	<i>859,000</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>1,900,000</i>	
Other Third Party design consultants (not included under Architect contract)	93,500	21,500					115,000	Joint trench, archeological, WCAP, Civil
Total Architecture & Design	1,134,500	880,500	0	0	0	0	2,015,000	

Engineering & Environmental Studies

Survey	15,000	10,000					25,000	
Geotechnical studies	65,000	15,000					80,000	
Phase I & II Reports	36,000	4,000					40,000	
CEQA / Environmental Review consultants							0	
NEPA / 106 Review		30,000					30,000	
CNA/PNA (rehab only)							0	
Other environmental consultants							0	Other: HazMat, Vibration Monitor, Tribal Monitor, Dust Control
Total Engineering & Environmental Studies	116,000	59,000	0	0	0	0	175,000	

Financing Costs

Construction Financing Costs

Construction Loan Origination Fee							0	
Construction Loan Interest							0	
Title & Recording		10,000					10,000	
CDLAC & CDJAC fees							0	
Bond Issuer Fees							0	
Other Bond Cost of Issuance							0	
Other Lender Costs (specify)							0	
<i>Sub-total Const. Financing Costs</i>	<i>0</i>	<i>10,000</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>10,000</i>	
Permanent Loan Origination Fee							0	
Credit Enhance. & Appl. Fee							0	
Title & Recording							0	
<i>Sub-total Perm. Financing Costs</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	
Total Financing Costs	0	10,000	0	0	0	0	10,000	

Legal Costs

Borrower Legal fees	10,000	26,500					36,500	
Land Use / CEQA Attorney fees							0	
Tax Credit Counsel		45,000					45,000	
Bond Counsel							0	
Construction Lender Counsel							0	
Permanent Lender Counsel							0	
Other Legal (syndication)		63,000					63,000	
Total Legal Costs	10,000	134,500	0	0	0	0	144,500	

Other Development Costs

Appraisal		15,000					15,000	
Market Study		10,000					10,000	
* Insurance							0	
* Property Taxes							0	
* Accounting / Audit							0	
* Organizational Costs	7,500	2,564					10,064	
* Entitlement / Permit Fees		12,000					12,000	
* Marketing / Rent-up							0	
* Furnishings							0	\$2,000/unit. See MOHCD UAW Guidelines: http://sfmohcd.org/documents-reports-and-forms
PGE / Utility Fees	25,000	50,000					75,000	
TCAC App / Alloc / Monitor Fees		78,125					78,125	
* Financial Consultant fees							0	
Construction Management fees / Owner's Rep	42,000	70,182					112,182	
* Security during Construction							0	
* Relocation							0	
Other (CDLAC Fee)		29,129					29,129	
Other (CDLAC Performance Deposit)							0	
Other (specify)							0	
Total Other Development Costs	74,500	267,000	0	0	0	0	341,500	

Soft Cost Contingency

Contingency (Arch, Eng, Fin, Legal & Other Dev)	45,000	94,000	0	0	0	0	139,000	Should be either 10% or 5% of total soft costs.
TOTAL SOFT COSTS	1,380,000	1,445,000	0	0	0	0	2,825,000	5.2%

Total Soft Cost Contingency as % of Total Soft Costs

RESERVES

* Operating Reserves							0	
* Replacement Reserves							0	
* Tenant Improvements Reserves							0	
Other (specify)							0	
Other (specify)							0	
Other (specify)							0	
TOTAL RESERVES	0	0	0	0	0	0	0	

DEVELOPER COSTS

Developer Fee - Cash-out Paid at Milestones	231,731	443,269					675,000	
Developer Fee - Cash-out At Risk							0	
Commercial Developer Fee							0	
Developer Fee - GP Equity (also show as source)							0	
Developer Fee - Deferred (also show as source)							0	
Development Consultant Fees							0	Need MOHCD approval for this cost, N/A for most projects
Other (specify)							0	
TOTAL DEVELOPER COSTS	231,731	443,269	0	0	0	0	675,000	

TOTAL DEVELOPMENT COST

Development Cost/Unit by Source	6,858	8,035	0	0	0	0	14,894	
Development Cost/Unit as % of TDC by Source	46.0%	54.0%	0.0%	0.0%	0.0%	0.0%	100.0%	

Acquisition Cost/Unit by Source	0	0	0	0	0	0	0	
Construction Cost (inc Const Contingency)/Unit By Source	0	0	0	0	0	0	0	
Construction Cost (inc Const Contingency)/SF	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

*Possible non-eligible GO Bond/COP Amount: 7,500
 City Subsidy/Unit: 6,858

Tax Credit Equity Pricing: 0.94
 Construction Bond Amount: 123,189,147
 Construction Loan Term (in months): 39 months
 Construction Loan Interest Rate (as %): 7.80%

Attachment J: Development Budget

Attachment K: 1st Year Operating Budget

Application Date: 6/25/24
Total # Units: 235

LOSP Units: 47
Non-LOSP Units: 188

Project Name: Mission Bay South Block 4 East Phase II
Project Address: 3rd Street

First Year of Operations (provide data assuming that Year 1 is a full year, i.e. 12 months of operations): 2030

DSP Non-LOSP Alloc: 203,411

Project Sponsor: Curtis Development

Income Statement Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Residential - Tenant Rents, Residential - Tenant Assistance Payments, Commercial Space, etc.

Operating Expenses Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Management, Salaries/Benefits, Administration, Utilities, Taxes and Licenses, Insurance, Maintenance & Repair, etc.

Reserves/Bond Fees Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Ground Lease Base Rent, Bond Monitoring Fee, Replacement Reserve Deposit, etc.

Net Operating Income Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Net Operating Income, Debt Service/UST Pay Payments, Cash Flow, etc.

Debt Service/UST Pay Payments Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Hard Debt - First Lender, Hard Debt - Second Lender, etc.

Uses of Cash Flow Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Uses that Precede MOHCD Debt Service in Waterfall, Other Payments, etc.

Residual Receipts Calculation Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for Residual Receipts Calculation, Will Project Deficit Developer Fee?

Soft Debt Lenders with Residual Receipts Obligations Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for MOHCD/OCIL - Soft Debt Loans, MOHCD/OCIL - Ground Lease Value or Land Acq Cost, etc.

MOHCD Residual Receipts Debt Service Table with columns: Description, LOSP, Non-LOSP, Total, Comments, Alternative LOSP Split, non-LOSP, Approved, PUPA, PUMP. Includes rows for MOHCD Residual Receipts Debt Service, Non-MOHCD Residual Receipts Debt Service, etc.

Attachment L: 20-year Operating Proforma

	Total # Units: 165	LOSP Units		Non-LOSP Units		Year 1 2029			Year 2 2030			Year 3 2031		
		33	132	20.00%	80.00%	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)										
Other Reserve 2 Interest														
<i>Other Required Reserve 2 Running Balance</i>														

INCOME	Total # Units: 165	LOSP Units		Non-LOSP Units 132	Year 4 2032			Year 5 2033			Year 6 2034												
		% annual inc LOSP	% annual increase		Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total									
															20.00%	80.00%							
Other Reserve 2 Interest																							
<i>Other Required Reserve 2 Running Balance</i>																							

INCOME	Total # Units: 165	LOSP Units		Non-LOSP Units		Year 7 2035			Year 8 2036			Year 9 2037			
		20.00%		80.00%		Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
		% annual inc LOSP	% annual increase												
Other Reserve 2 Interest															
<i>Other Required Reserve 2 Running Balance</i>															

INCOME	Total # Units:		Comments (related to annual inc assumptions)	Year 10 2038			Year 11 2039			Year 12 2040		
	LOSP Units	Non-LOSP Units		LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
	165	132										
Other Reserve 2 Interest	20.00%	80.00%										
<i>Other Required Reserve 2 Running Balance</i>												

	Total # Units: 165	LOSP Units		Non-LOSP Units		Year 13 2041			Year 14 2042			Year 15 2043		
		33	132	20.00%	80.00%	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)										
Other Reserve 2 Interest														
<i>Other Required Reserve 2 Running Balance</i>														

	Total # Units: 165	LOSP Units		Non-LOSP Units		Year 16 2044			Year 17 2045			Year 18 2046		
		33	132	20.00%	80.00%	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)										
Other Reserve 2 Interest														
<i>Other Required Reserve 2 Running Balance</i>														

INCOME	Total # Units: 165	LOSP Units		Non-LOSP Units		Year 19 2047			Year 20 2048			
		20.00%		80.00%		LOSP	non- LOSP	Total	LOSP	non- LOSP	Total	
		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)								
Other Reserve 2 Interest												
<i>Other Required Reserve 2 Running Balance</i>												

	Total # Units:	LOSP Units		Non-LOSP Units		Year 1 2030			Year 2 2031			Year 3 2032				
		235	47	188	% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME																
Other Reserve 2 Interest																
<i>Other Required Reserve 2 Running Balance</i>																

Mission Bay South Block 4 East Phase II

Table with columns for Total # Units (235 LOSP, 47 Non-LOSP), Year 4 2033, Year 5 2034, and Year 6 2035. Rows include Income (Residential - Tenant Rents, Commercial Space, etc.), Operating Expenses (Management, Salaries/Benefits, etc.), and various Reserve and Debt Service items.

INCOME	Total # Units: 235	LOSP Units		Non-LOSP Units 188	Year 4 2033			Year 5 2034			Year 6 2035													
		% annual inc LOSP	% annual increase		Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total										
															20.00%	80.00%								
Other Reserve 2 Interest																								
<i>Other Required Reserve 2 Running Balance</i>																								

INCOME	Total # Units: 235	LOSP Units		Non-LOSP Units 188	Year 7 2036			Year 8 2037			Year 9 2038												
		% annual inc LOSP	% annual increase		Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total									
															20.00%	80.00%							
Other Reserve 2 Interest																							
<i>Other Required Reserve 2 Running Balance</i>																							

	Total # Units: 235	LOSP Units		Non-LOSP Units 188	Year 10 2039			Year 11 2040			Year 12 2041					
		47	20.00%		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME																
Other Reserve 2 Interest																
<i>Other Required Reserve 2 Running Balance</i>																

	Total # Units: 235	LOSP Units		Non-LOSP Units 188	Year 13 2042			Year 14 2043			Year 15 2044							
		47	188		20.00%	80.00%	% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME																		
Other Reserve 2 Interest																		
<i>Other Required Reserve 2 Running Balance</i>																		

	Total # Units: 235	LOSP Units		Non-LOSP Units		Year 16 2045			Year 17 2046			Year 18 2047		
		47	188	20.00%	80.00%	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total	LOSP	non-LOSP	Total
INCOME		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)										
Other Reserve 2 Interest														
<i>Other Required Reserve 2 Running Balance</i>														

	Total # Units: 235	LOSP	Non-LOSP	Year 19			Year 20			
		Units 47	Units 188	2048			2049			
		% annual inc LOSP	% annual increase	Comments (related to annual inc assumptions)	LOSP	non- LOSP	Total	LOSP	non- LOSP	Total
INCOME										
Other Reserve 2 Interest										
<i>Other Required Reserve 2 Running Balance</i>										