



SAN DIEGO
HOUSING
COMMISSION

REPORT TO THE CITY COUNCIL

DATE ISSUED: June 4, 2012

REPORT NO: CCR12-004

ATTENTION: Council President and Members of the San Diego City Council
For the Agenda of July 10, 2012

SUBJECT: COMM 22 Family Housing – TEFRA Hearing

COUNCIL DISTRICT: 8

REQUESTED ACTION:

That the San Diego City Council hold a public hearing, as required by the Internal Revenue Code regarding the issuance of multifamily housing tax-exempt bonds by the Housing Authority of the City of San Diego to facilitate new construction of 130 family rental units for COMM 22 Family Housing.

STAFF RECOMMENDATION:

That the San Diego City Council (“City Council”) hold a public hearing, as required by the Tax Equity and Fiscal Responsibility Act (“TEFRA”) pursuant to the Internal Revenue Code Section 147(f), and approve the Housing Authority of the City of San Diego’s (“Housing Authority”) issuance of tax-exempt bonds in an amount not-to-exceed \$30,000,000 for the COMM 22 Family Housing project.

SUMMARY:

The COMM 22 Family Housing project is 130-unit mixed-use transit-oriented affordable housing development located south of Commercial Street between 21st Street and Harrison Avenue. In 2011, the San Diego Housing Commission (“Housing Commission”) and Housing Authority approved (respectively on April 15, 2011 in report HCR11-046, and June 21, 2011 in report HAR11-021), a not-to-exceed \$500,000 residual receipts loan and approved certain initial steps to issue up to \$30,000,000 in tax-exempt multifamily housing revenue bonds (Attachment 1). One of those previously approved initial bond issuance steps was an IRS-required TEFRA hearing, which requires that the public hearing and elected representative approval of the bonds occur not earlier than one year prior to the date of issuance of the bonds. The previous TEFRA hearing occurred on June 21, 2011. Due to unforeseen delays related to the infrastructure improvements at the site, the bonds will not be issued until late 2012, which is beyond the one-year IRS requirement.

In addition, COMM 22 LLC, formed by the developer Bridge Housing Corporation (“Bridge”), intends to apply for a bond allocation from the California Debt Limit Allocation Committee (“CDLAC”) in September 2012. CDLAC requires a current TEFRA approval at the time of the developer’s bond allocation application. Consequently, an additional TEFRA hearing by the City Council is needed to meet IRS and CDLAC requirements and for the interest on the multifamily housing revenue bonds to be tax-exempt.

The Housing Authority’s previously approved actions, terms and conditions (see Attachment 1, HAR11-021 June 21, 2011) will all remain the same and there will be no increase in the Housing Commission’s previously approved \$500,000 loan amount.

FISCAL CONSIDERATIONS:

This action does not impact the Housing Commission Budget.

PREVIOUS COUNCIL and COMMITTEE ACTIONS:

This item was unanimously approved by the Board at the regular Housing Commission meeting of June 8, 2012.

A \$500,000 residual receipts loan along with approval of initial steps to issue multifamily housing bonds for COMM 22 Family Housing were approved by the Housing Commission on April 15, 2011 in report HCR11-046 and approved by the Housing Authority on June 21, 2011 in report HAR11-021 "Loan and Preliminary Bond Items for COMM 22 Family Housing."

ENVIRONMENTAL REVIEW:

Pursuant to the State of California Environmental Quality Act, the City of San Diego previously evaluated the environmental impacts associated with this project in the City Council's December 4, 2007 approval of a Certification of Mitigated Negative Declaration No. 122002 pursuant to the California Environmental Quality Act. Processing under the National Environmental Policy Act is not required as no federal funds are involved in this action.

Respectfully submitted,



J.P. Correia
Real Estate Manager
Real Estate Department

Approved by,



Deborah N. Ruane
Senior Vice President
Real Estate Department

Attachment: 1 - Housing Authority Report (June 21, 2011 HAR11-021)

Hard copies are available for review during business hours in the main lobby of the San Diego Housing Commission offices at 1122 Broadway, San Diego, CA 92101 and at the Office of the San Diego City Clerk, 202 C Street, San Diego, CA 92101. You may also review complete docket materials on the San Diego Housing Commission website at www.sdhc.org.



REPORT TO THE CITY COUNCIL AND HOUSING AUTHORITY

DATE ISSUED: April 25, 2011

REPORT NO: HAR 11-021

ATTENTION: Council President and Members of the City Council and Housing Authority of the City of San Diego For the Agenda of June 21, 2011

SUBJECT: Loan and Preliminary Bond Items for COMM 22 Family Housing

COUNCIL DISTRICT: 8

REQUESTED ACTION:

Recommend Housing Authority of the City of San Diego ("Housing Authority") approval of a proposed \$500,000 residual receipts loan, and to take initial steps to issue Housing Authority mortgage revenue bonds to facilitate the new construction of 130 family rental homes as part of a mixed-use development to be located at the 2200 block of Commercial Street.

STAFF RECOMMENDATION:

Seek Housing Authority approval for the following:

- A. Approve a San Diego Housing Commission ("Housing Commission") 55-year residual receipts loan, of up to \$500,000, to Bridge SC LLC, as construction and permanent financing for the new construction of 128 units of rental housing for very low income and low income families, plus two unrestricted managers' units, in a mixed-use transit-oriented development, located in the 2200 block of Commercial Street between 22nd Street and Harrison Avenue.
 1. The Housing Commission's proposed loan would be contingent upon the developer receiving all necessary third party funding commitments including approximately \$18,344,024 of four percent tax credits, an approximate \$25,367,057 tax exempt bond financed loan, approximately \$9,255,000 of additional loan funds from the Redevelopment Agency of the City of San Diego ("Agency"), as well as additional funds from third-party sources as described in this report.
 2. Before closing, as part of the financial authorization for bonds issuance, the Housing Commission will verify that the estimated funding sources are adequate and in place.
- B. Approve initial steps to issue Housing Authority Multifamily Housing Revenue bonds, including:
 1. Issue a bond inducement resolution (Declaration of Official Intent) for up to \$30,000,000 in Multifamily Housing Revenue Bonds for this project.
 2. Authorize an application (and subsequent applications if necessary) to the California Debt Limit Allocation Committee ("CDLAC") for an allocation of authority to issue tax-exempt private activity bonds in an amount of up to \$30,000,000 for this project.
 3. Approve a bond financing team of Stradling Yocca Carlson & Rauth as bond counsel and Ross Financial as financial advisor to work on this project.
 4. Request that the City Council hold a public hearing (known as a Tax Equity and Fiscal Responsibility Act – "TEFRA"), and adopt a resolution approving the issuance of tax-exempt bonds in an amount of up to \$30,000,000 by the Housing Authority for this project.

- C. Authorize the President and Chief Executive Officer of the Housing Commission ("CEO"), or his designee,
1. to execute any and all documents and instruments, as approved by the CEO, General Counsel and bond counsel and to authorize the CEO to perform such acts as are necessary to implement these approvals, and
 2. to adjust financing terms/conditions as necessary for consistency with requirements of other funding sources or to accommodate market changes that may occur after approval of this report but before close of escrow. The \$500,000 maximum Housing Commission loan amount may not increase.

SUMMARY:

COMM 22 LLC, a California limited liability company, has an option (which expires on September 21, 2012) to ground lease from the San Diego Unified School District ("SDUSD"), a 3.2 acre site at Commercial Street between 22nd and Harrison Streets (Attachment 1 – Site Maps). The developer has conceived a multi-phase plan to construct a transit-oriented, mixed-use development. When completed, the overall multi-phase development will have 130 affordable rentals for families, seventy affordable rentals for seniors, a child daycare community facility, and retail/commercial uses. In future phases, the project will also include 17 for-sale row homes, and 27 live-work lofts with office space in a refurbished existing warehouse building. The housing phases will be built as separate buildings on separate ground-leased parcels, with each housing phase to be owned by to-be-formed separate legal entities. The development is intended to improve and help revitalize the Logan Heights neighborhood.

Senior Housing Component

On June 10, 2008 the Housing Authority approved a residual receipts loan from the Housing Commission of up to \$4,200,000 to COMM 22 LLC for the new construction of 70 rental units for low income seniors on a portion of the site (HAR 08-009 "Loan Request for COMM 22 Senior Housing" Attachment 2). The developer was successful in obtaining commitments from certain State programs for infrastructure and site remediation. However, the project was put on hold in late 2008, shortly after the State's financial difficulties created a delay in the release of its Proposition 1C funding commitments. The developer is proceeding with the seventy unit project for seniors. The developer estimates the seniors housing component will be submitted for approval to the Tax Credit Allocation Committee for 9 percent tax credits in March 2012.

Family Housing Component

The developer is now also proposing to construct, on a portion of the leased site, 130 one bedroom, two bedroom, and three bedroom rental units for very low and low income families (maximum ranging from 30 percent to 60 percent Area Median Income ("AMI")). Maximum incomes are currently estimated from \$16,500/year (for one person at 30 percent AMI), to \$47,100/year (for a four-person household at 60 percent AMI). The Family Housing component ownership will be applying for 4 percent tax credits and applying to CDLAC for a bonds allocation.

Developer's Request

In response to the Housing Commission's current Notice of Funding Availability ("NOFA") for Construction, Acquisition, and Operation of Affordable Rental Housing dated May 14, 2009, Bridge SC LLC submitted a loan request for \$500,000 of construction and permanent gap financing for the COMM 22 Family Housing project (Attachment 3 – Proforma).

Loan Disbursal Request

The developer has requested that the Housing Commission disburse its entire \$500,000 loan at the escrow closing. To mitigate risk, the Housing Commission does not typically release 100 percent of its loan funds upfront at escrow closing. Staff is recommending that the Housing Commission loan disbursal be consistent with the Agency's loan disbursement. The Agency's loan disbursement schedule is currently being negotiated and has not been finalized. Current estimates are that the loans would be disbursed during construction, along with the construction lender, in proportion to each loan amount up to 80 percent total during construction, 10 percent upon certificate of occupancy and 10 percent upon conversion to the permanent loan. The CEO is authorized to revise the Housing Commission loan disbursement schedule if he deems it necessary.

The Proposed Development

The proposed COMM 22 Family Housing will consist of 130 units in two buildings, on 2.45 acres, with approximately 12,945 square feet of ground floor retail/commercial space facing the Commercial Street transit corridor. The proposed COMM 22 Family Housing will consist of 34 one-bedroom units, 62 two-bedroom units, and 34 three-bedroom units. Thirteen of the units will be reserved as supportive housing units. Each building will be served by an elevator. The four-story wood frame development will be constructed over a subterranean parking garage with two levels providing 353 parking spaces, along with 40 on-street spaces. The two buildings will be separated by a multi-purpose pedestrian plaza to be constructed over a to-be-vacated portion of Irving Avenue. The project will include Universal Design features and will comply with all federal accessibility standards. The architect is currently in the schematic design stage. The project will use State funds and payment of Prevailing Wage rates will be required.

The developer has obtained various site approvals from the City including a Site Development Permit (No.415853), a Planned Development Permit (No.454025), a General Plan amendment, a Community Plan amendment, a Vesting Tentative Map (No.415852), a Conditional Use Permit (No.454025), easements vacation, street vacation for a portion of Irving Avenue and 22nd Street, and a rezone (January 8, 2008, Ordinance Number O-19700). On March 7, 2011, the City's Community Development Block Grant staff certified that the project is in compliance with the City's Consolidated Plan. As a result of the entitlements, the City has required the developer to provide significant infrastructure improvements on and off site, including utility and drainage modifications.

The property requires extensive soil remediation. The project includes significant costs (Attachment 4) for infrastructure improvements (\$18,413,041 estimated) and soil remediation work (\$3,108,677 estimated) to be done over the entire site. The soil remediation is based on a Property Mitigation Plan prepared by environmental consultant SCS Engineers and approved by the County of San Diego Department of Environmental Health Land and Water Quality Division. The developer is planning to allocate these entire site costs between the family phase project and the seniors phase project. The developer obtained State commitments for approximately \$21,100,500 in Proposition 1C Transit Oriented Development funds, Infill Infrastructure grant funds, and CAL ReUSE grant funds for the project. The State Department of Housing and Community Development requires the first housing phase to be fully financed before State financing can be drawn.

The Property

The property owner, SDUSD, has given the developer an option to lease the property. The option will expire September 21, 2012. The entire property was appraised in fee simple (in December 2002 by

Lipman Stevens & Thene Inc.) at \$3,985,000. The Housing Commission's loan will be secured against a leasehold. The Agency's consultant has appraised the site to verify that the SDUSD lease rents are within market rates.

The existing site includes four structures, including a four story warehouse building, and vacant land on the south side of Commercial Street, east of Interstate 5. All the existing structures except the warehouse building will be demolished. There will be no relocation costs. The immediate area has industrial uses to the north, east and west. To the south are single family residential uses. The trolley travels on Commercial Street with a trolley station located nearby at 25th and Commercial Street.

The Co-developers

COMM 22 LLC is the master developer for the overall COMM 22 multi-phase development. COMM 22 LLC has assigned its ground lease option to two affiliates: Bridge Southern California, a 501 (c) 3 nonprofit (Bridge SC LLC) and the nonprofit Metropolitan Area Advisory Committee on Anti-Poverty of San Diego County Inc. ("MAAC"). The limited partnership which will own the COMM 22 Family Housing project has not yet been created.

Bridge SC LLC, the managing general partner for Bridge's Southern California limited partnerships, will be the Housing Commission loan borrower. Bridge SC LLC will ultimately be replaced by the not-yet-created limited partnership referred above but Bridge SC LLC will remain as a managing member of the to-be-formed ownership entity. Bridge SC LLC has developed approximately 1,100 affordable units in San Diego County including a Housing Commission funded project, the 112 units Torrey Del Mar Apartments located at 13875 Carmel Valley Road, San Diego which was completed in 2003, as new construction. That project's financing included 4 percent tax credits with tax-exempt bonds, and an \$892,111 Housing Commission residual receipts loan. The borrower single asset entity was Carmel Valley Housing Associates LP. Bridge Southern California's parent, Bridge Housing Corporation (Bridge), is one of the nation's most successful affordable housing developers with significant experience in a wide range of housing projects. Bridge was formed in 1983 and it has developed over 13,000 affordable homes in California.

MAAC is a multi-purpose social service agency with a successful forty-five year history of serving San Diego County. MAAC has developed over 1,000 units of affordable housing in San Diego County. MAAC's Housing Commission funded projects are:

- the 144 units Mercado Apartments, located at 2001 Newton Avenue, San Diego (Barrio Logan). This project was completed in 1994 as new construction with financing from federal and State low income tax credits, and a \$1,425,000 Housing Commission residual receipts loan; and
- the 70 units Mayberry Townhomes, located at 4328-4490 Mayberry Street, San Diego (South Crest). This project was completed in 2003, as acquisition with rehabilitation, with financing from tax-exempt bonds, and a \$2,657,897 Housing Commission residual receipts loan.

Both co-developers are in compliance with their Housing Commission loans.

The developer reports that Bronze Triangle Community Development Corporation will be a partner in the future for-sale and live/work lofts portion of COMM 22 and they will be the daycare provider in the COMM 22 Senior Housing building.

Development Team

ROLE/FIRM
Owner - a California limited partnership to be formed later.
Architect - McLarand Vasquez Emsiek & Partners (MVE)
Prevailing Wage Monitoring – to be determined.
Contractor - to be determined. The Housing Commission will require competitive bids.
Construction Lender – multifamily revenue bond issue. Lender bank to be determined.
Management - Bridge Property Management Company. (This firm also manages Bridge's Torrey Del Mar Apartments described above.)

AFFORDABLE HOUSING IMPACT:

The Housing Commission's loan to the developer would provide construction and permanent gap financing to construct 128 units of affordable rental housing for families plus two unrestricted manager's units. Housing Commission rent and occupancy restrictions would be recorded against the property for 55 years. The units will be affordable to tenants with incomes at AMI levels ranging from 30 percent AMI to 60 percent AMI. The developer intends to apply for funding under the State Mental Health Services Act (MHSA). If that application is successful it would result in restricting 13 one-bedroom units as supportive housing under MHSA.

Proposed Rents Would Be Based on the Redevelopment Law Rent Methodology

The developer has applied for Agency funding. The Agency's Owner Participation Agreements (OPA) typically require that the project be subject to California Redevelopment Law (CRL). For annual adjustments to restricted rents, CRL requires the Agency to use a rent calculation methodology based on the California Health & Safety Code. CRL methodology is different from the Housing Commission's standard HUD-based rent calculation methodology. Agency staff has requested that the Housing Commission's loan use Agency's CRL rent calculation methodology for time-to-time rent restriction adjustments. For 2011, CRL two-bedroom and three-bedroom rents are lower than the standard HUD-based rents; one bedroom rents are the same. It is proposed that the Housing Commission's loan would use the Agency's CRL methodology for periodic rent restriction adjustments.

Units Mix Details

The following table provides some of the project's unit mix estimated details:

COMM 22 Family Housing - 128 restricted units (256 total bedrooms), and 2 managers' units.							
Affordability Mix	One Bedrooms (558 to 730 sq ft)		Two Bedrooms (759 to 944 sq ft)		Three Bedrooms (1,242 to 1,574 sq ft)		Total Units
	Units	Estimated Net Rents	Units	Estimated Net Rents	Units	Estimated Net Rents	
30% AMI (MHSA supportive housing units)	13	\$427 *	0	--	0	--	13
50% AMI units	12	\$721 *	50	\$828 *	25	\$919 *	87
60% AMI units	9	\$868 *	12	\$998 *	7	\$1,108 *	28
Manager's units	0	--	0	--	2	Managers	2
Total Units	34	--	62	--	34	--	130

* Estimated CRL based rents after utility allowance.

FISCAL CONSIDERATIONS:

Approval of this report's recommendations would result in the expenditure of up to \$500,000 in Housing Commission local funds. The estimated total development cost is \$54,865,386 (\$422,042/unit). The

Housing Commission's proposed \$500,000 loan cost would assist in restricting 128 family units (of the 130 total units). The cost to the Housing Commission would be \$3,907 per unit. The developer has obtained funding commitments from certain State programs (Attachment 5 – Financing Structure). The developer is also applying for State Mental Health Services Act ("MHSA") funds and is applying to the Agency for additional necessary funds. Keyser Marston Associates and the Agency have also reviewed the project's proposed financing.

Developer Fee

The Developer has proposed receiving a \$2,500,000 developer fee for the COMM 22 Family Housing project in addition to the separate developer fee for the COMM 22 Seniors Housing project. For consistency with the Agency's OPA, the Housing Commission loan would defer to, and be consistent with, the Agency's approved maximum amount allowed for the COMM 22 Family project developer fee (currently estimated at \$2,500,000 of which approximately \$488,818 is deferred), for amounts of any deferred developer fee, and for the incremental disbursement payments of the developer's fee.

The Proposed Housing Commission Loan

Terms of the Housing Commission financing are summarized at Attachment 6. The Housing Commission's loan is contingent upon the developer obtaining all necessary third party funds, including approval from the Agency for its necessary loan. It is intended that the Housing Commission's loan would be consistent with the Agency's loan terms where possible.

Proposed Bond Financing

The first position loan would be capitalized through the issuance of tax-exempt bonds by the Housing Authority. The Housing Commission utilizes the Housing Authority's tax-exempt borrowing status to pass on lower interest rate financing (and make federal tax credits available) to developers of affordable housing. The Housing Authority's ability to issue bonds is limited under the U.S. Internal Revenue Code. To issue bonds for a project, the Housing Authority must first submit an application to CDLAC for a bond allocation. Prior to submitting applications to CDLAC, projects are brought before the Housing Commission, Housing Authority, and City Council. Housing Authority bond inducement resolutions must be obtained prior to application submittal and City Council TEFRA resolutions must be secured no later than 30 days after application submittal. These actions do not obligate the Housing Authority to issue bonds.

The bond application is due to CDLAC on July 22, 2011 and it is anticipated that this development will receive a bond allocation at CDLAC's September 21, 2011 meeting. The developer then has ninety days to close the bond financing unless an extension is received by CDLAC. If necessary, staff can submit additional applications to CDLAC to secure a bond allocation for the project. A general description of the Multifamily Bond Program and the actions that must be taken by the Housing Authority and by the City Council to initiate and finalize proposed financing are described in Attachment 7.

The developer will be seeking a CDLAC allocation of approximately \$30,000,000. The developer currently proposes to issue the bonds through a tax exempt private placement bond issuance. The bonds would meet all the requirements of the Housing Commission's Multifamily Housing Revenue Bond Program policy and would fully comply with the City's ordinance on bond disclosure. The \$30,000,000 allocation that will be sought from CDLAC is approximately 20 percent higher than the amount for which the project is currently being underwritten for the construction financing, which is \$25,367,057. This increased amount represents a cushion to account for possible increases in the bond amount due to

increases in construction costs or decreases in the assumed interest rate. The bond amount that is ultimately issued will be based upon project costs, revenues, and interest rates prevailing at the time of bond issuance. It is anticipated that the bonds will be used for both construction financing and permanent financing of the project.

There are no fiscal impacts to the Housing Commission, City, or Housing Authority associated with the requested bond actions. Approval of the bond inducement and TEFRA resolutions do not commit the Housing Authority to issue bonds. The bonds would not constitute a debt of the City of San Diego. If bonds are ultimately issued for the project, the bonds will not financially obligate the City, the Housing Authority or the Housing Commission because security for the repayment of the bonds will be limited to specific private revenue sources. Neither the faith and credit nor the taxing power of the City nor the faith and credit of the Housing Authority would be pledged to the payment of the bonds. The developer is responsible for the payment of all costs under the financing, including the Housing Commission's issuer fee of \$57,516. Staff recommends assigning Ross Financial as financial advisor and Stradling Yocca Carlson & Rauth as bond counsel to work on the project. The proposed financing team members have been selected in accordance with the existing Housing Commission policy for the issuance of bonds. Financial advisors and bond counsels are designated on a rotating basis from the firms selected through a competitive RFP process.

PREVIOUS COUNCIL AND/OR COMMITTEE ACTION:

On April 15 2011, the proposed actions were approved by the Housing Commission Board. Previous actions by City Council are summarized at Attachment 8.

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:

The proposed development was approved by the Southeastern San Diego Planning Group on September 10, 2007 by a unanimous vote of seven in favor with no abstentions. During the entitlement and design phase the developer also performed outreach and provided periodic updates to community groups.

KEY STAKEHOLDERS AND PROJECTED IMPACTS:

Stakeholders include: Bridge as a co-developer, MAAC as a co-developer, SDUSD as the land owner and lessor of the land, the Agency and the Housing Commission. The project is anticipated to have a positive impact on the two communities of Logan Heights and Sherman Heights that Comm 22 is located between as it will contribute to the quality of the surrounding neighborhood and provide affordable housing.

ENVIRONMENTAL REVIEW:

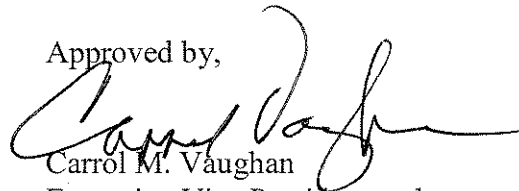
The City of San Diego previously evaluated the environmental impacts associated with this project in the City Council's December 4, 2007 approval of a Certification of Mitigated Negative Declaration No. 122002. Processing under the National Environmental Policy Act is not required as no federal funds are involved in this action.

Respectfully submitted,



J.P. Correia
Project Manager

Approved by,

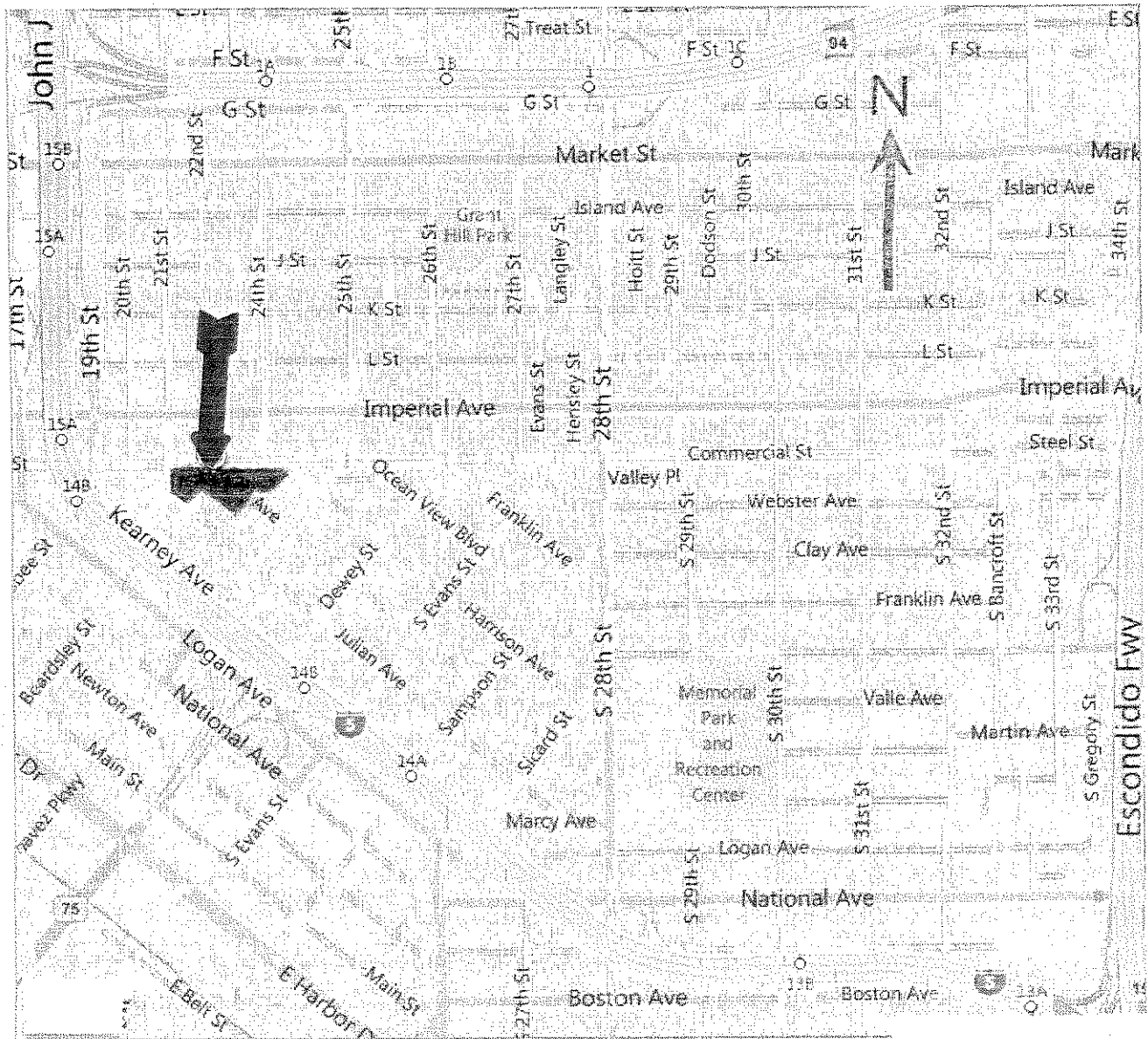


Carrol M. Vaughan
Executive Vice President and
Chief Operating Officer

- Attachments:
- 1) Site Maps
 - 2) April 4, 2008 Loan Request for Comm 22 Senior Housing (HAR08-35)
 - 3) Proforma
 - 4) Infrastructure/Remediation Costs
 - 5) Financing Structure
 - 6) Proposed Loan Terms Summary
 - 7) Bond Program Summary
 - 8) Previous Related Actions
 - 9) Development Schedule
 - 10) Disclosure Statements
 - a) Bridge SC LLC
 - b) Bridge
 - c) MAAC

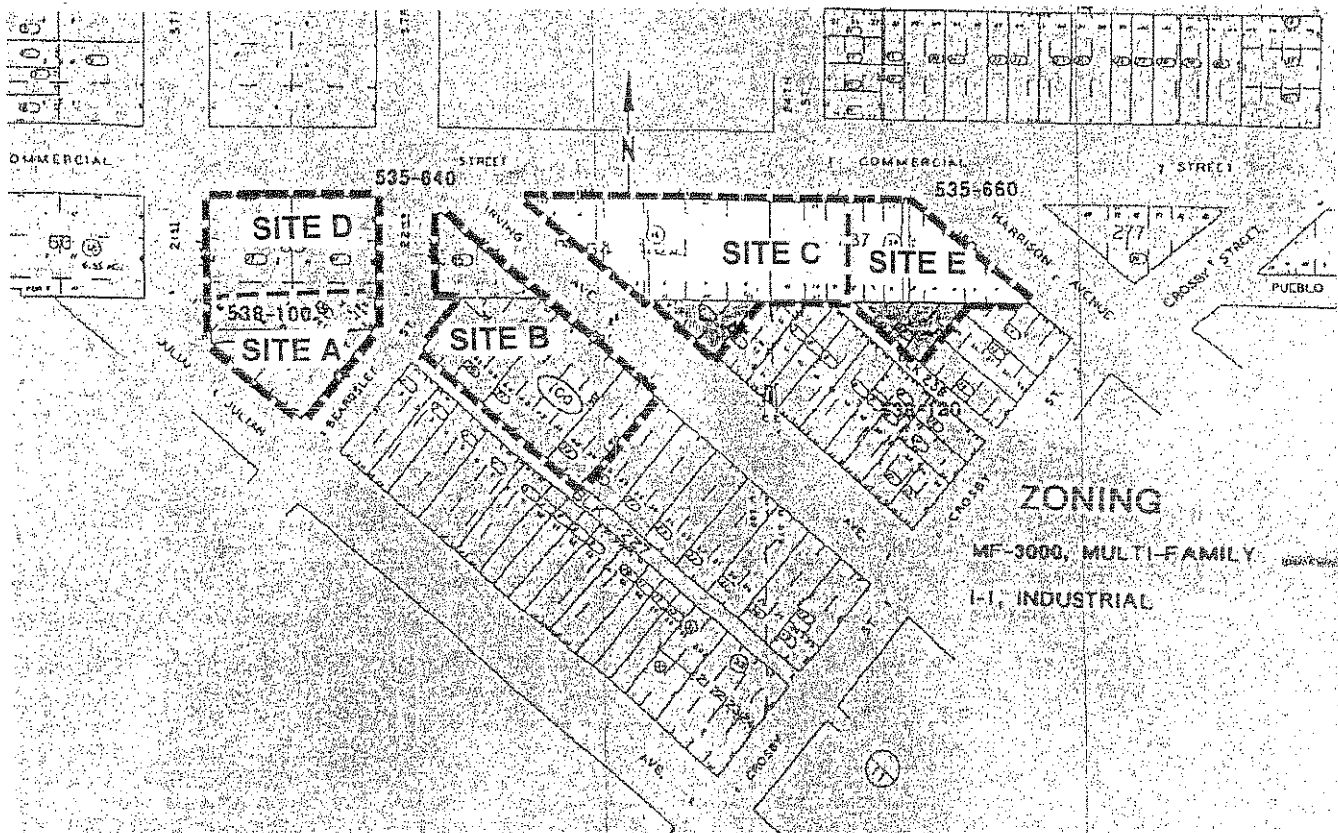
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ATTACHMENT 1
SITE MAP



ATTACHMENT 1a

SITE MAP



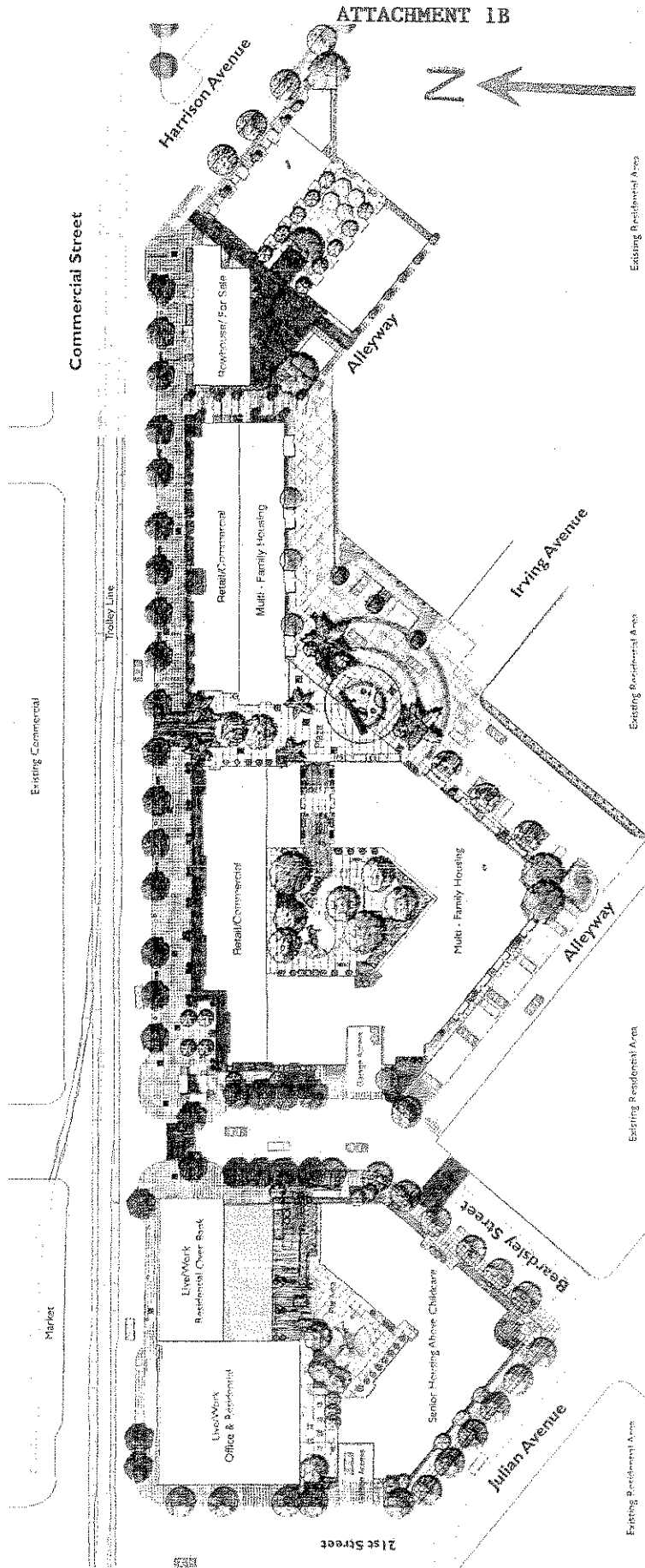
SITE A = COMM 22 Senior Housing Development

SITE B & C = COMM 22 Family Housing Development

SITE D – Future phase (warehouse conversion to lofts)

SITE E – Future phase (row houses for sale)

Conceptual Master Site Plan



ATTACHMENT 1B



BRIDGE Housing Corporation Bronze Triangle Community Development Corporation MAAC Project Housing & Community Development



ATTACHMENT 2

(HA-2008-38)

HOUSING AUTHORITY OF

THE CITY OF SAN DIEGO

RESOLUTION NUMBER HA-1 384

DATE OF FINAL PASSAGE JUN 10 2008

A RESOLUTION AUTHORIZING A THREE PERCENT INTEREST RESIDUAL RECEIPTS LOAN OF UP TO \$4,200,000 TO COMM 22, L.L.C., A CALIFORNIA LIMITED LIABILITY COMPANY, TO FACILITATE THE CONSTRUCTION OF THE COMM 22 SENIOR HOUSING APARTMENTS.

WHEREAS, COMM 22, L.L.C. [the Borrower] requested the Housing Commission make a loan for the purpose of financing the construction of a 70-unit senior rental housing complex known as COMM 22 Senior Housing; and

WHEREAS, at its meeting of April 4, 2008, the Housing Commission approved and recommended Housing Authority approved the Housing Commission's making of a residual receipts loan to the borrower for financing the construction of a 70-unit senior rental housing on the property located at Commercial Street and 22nd Street as more particularly described in Housing Authority Report HAR08-09; and

WHEREAS, the Housing Commission staff issued a Loan Commitment Letter dated April 17, 2008 (See Attachment) by the Housing Commission to the Borrower for a 3 percent, 55-year term, residual receipts loan of up to \$4,200,000 in the form and on the terms as set forth in the Loan Commitment Letter; and

WHEREAS, the Housing Commission has made the aforementioned Loan Commitment contingent upon Housing Authority approval and contingent upon the Borrower's receipt of 9%

tax-credit financing from the California Tax Credit Allocation Committee (TCAC) and other funding sufficient to fully-finance the development in its entirety; and

WHEREAS, the Developer has applied for Mental Health Services Act (MHSA) funding from the State of California, and, if successful, the amount of the Housing Commission residual receipts loan will be reduced by the amount of MHSA funds received; NOW, THEREFORE,

BE IT RESOLVED, by the Housing Authority of the City of San Diego, that, on the terms and conditions outlined in the Housing Authority Report HAR08-09, including the requirement that Borrower obtain commitments for funds – including 9% tax-credit financing and all other funds necessary – which are sufficient to construct the property prior to funding of the Housing Commission loan, a 55-year, three percent simple interest residual receipts loan in the amount of up to \$4,200,000 to Borrower for the construction of a 70-unit senior rental housing complex located at Commercial Street and 22nd Street is approved.

BE IT FURTHER RESOLVED, that the Housing Authority does hereby recognize that the relevant approvals under the California Environmental Quality Act (CEQA) have been completed for this project, including the approval of a Mitigated Negative Declaration No. 122002 by the San Diego City Council, prior to this action.

BE IT FURTHER RESOLVED, that, notwithstanding any provision of the Loan Commitment Letter, the City of San Diego Housing Authority and the Borrower hereto agree and acknowledge that the Loan Commitment Letter constitutes a conditional reservation and does not represent a final commitment of HOME funds or site approval under 24 CFR Part 58 of the National Environmental Policy Act (NEPA). Should HOME funds constitute a portion of the funding for the project, a final reservation of HOME funds shall occur only upon satisfactory completion of environmental review and receipt by the City of San Diego of a release of funds from the U.S. Department of Housing and Urban Development under 24 CFR Part 58 of NEPA.

The Housing Authority and the Borrower further agree that the provision of any HOME funds to the project is conditioned on the City of San Diego's determination to proceed with, modify or cancel the project based on the results of a subsequent environmental review under NEPA.

BE IT FURTHER RESOLVED, that the Interim President and Chief Executive Officer, or designee, is authorized to execute any and all documents necessary to make the approved loan to Borrower.

APPROVED: MICHAEL AGUIRRE, General Counsel

By



Alex W. Sachs

Deputy General Counsel

AWS:mm

05/19/08

Or.Dept: San Diego Housing Comm.

HA-2008-38

MMS#6282

Passed and adopted by the Housing Authority of the City of San Diego on June 10, 2008 by the following vote:

	Yeas	Nays	Excused	Not Present
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ben Hueso	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

Scott Peters

Chair of the Housing Authority
of the City of San Diego, California

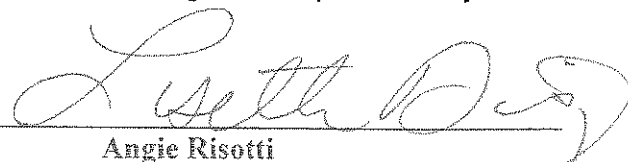
[SEAL]

Carrol Vaughan

Interim Executive Director of the Housing
Authority of the City of San Diego, California

I HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of
RESOLUTION NO. 1384 passed and adopted by the Housing Authority of the City of San
Diego, California on June 10, 2008.

By:


Angie Risotti
Deputy Secretary of the Housing Authority
of the City of San Diego, California

REPORT

DATE ISSUED: March 28, 2008 REPORT NO.: HCR08-35

ATTENTION: Chair and Members of the Housing Commission
For the Agenda of April 4, 2008

SUBJECT: Loan Request for COMM 22 Senior Housing
(Council District 8)

REQUESTED ACTION:

Recommend that the San Diego Housing Commission facilitate the construction of a 70-unit rental housing development for seniors by funding a loan in the amount of up to \$4,200,000 to COMM 22, LLC, as further described below.

STAFF RECOMMENDATION:

Subject to the conditions described below, recommend Housing Authority approval of:

- (a) The funding of a 55-year, residual receipts loan of up to \$4,200,000 to COMM 22, LLC as permanent financing for development of 70 units (two two-bedroom units would be occupied by resident managers) of rental housing for very low-income seniors and disabled residents to be located at 22nd Street and Commercial Street; and,
- (b) Authorize the Interim President and Chief Executive Officer of the Housing Commission, or their designee, to execute all documents necessary to make the approved loan.

DISCUSSION:**The Project**

COMM 22, LLC submitted this senior housing application for construction financing under the Housing Commission's current Notice of Funding Availability (NOFA) for the Construction, Acquisition, and Operation of Affordable Rental Housing. The 70 senior apartments are one component of a proposed transit oriented, mixed-use development that will include 127 affordable family rental housing units, 17 for-sale row homes, 38 live/work lofts in a refurbished warehouse, childcare facilities, commercial and retail space to be located along Commercial Street between 21st Street and Harrison Avenue in the neighborhood of Logan Heights. The development will be done in phases. The 3.45 acre mixed-use site will be leased from the San Diego Unified School District (SDUSD) by COMM 22 under multiple long term ground leases.

COMM 22 intends to apply for 9% tax-credit financing for the senior development from the California Tax Credit Allocation Committee (TCAC) during the latter half of 2008 or early 2009;

March 28, 2008

Loan Request for COMM 22 Senior Housing

Page 2

the proposed Housing Commission loan for the senior housing would be contingent upon the receipt of nine-percent tax credit financing and the State funding described below. It is also anticipated that a funding request will be made for the 127-unit family housing phase in a future report.

COMM 22 has also applied to the State of California Department of Housing and Community Development (HCD) for Transit Oriented Development (TOD) Housing Program funds made available under the state approved Proposition 1C. The purpose of the TOD Housing Program is to stimulate the production of housing development near transit stations that include affordable housing units and increase public transit ridership to minimize automobile trips. The proposed development is an excellent TOD candidate due to its site location along the light rail transit corridor and next to the 25th and Commercial Street trolley station. The developer is applying for the maximum amount possible for the project through the TOD application (\$5,037,584 in a three-percent simple interest, first position loan).

Affordable Housing Impact

The Housing Commission would record 55-year rent restrictions against the property making 68 units affordable to tenants with annual incomes of 50 percent or less of Area Median Income (AMI), currently \$27,650 for a one-person household. Occupancy restrictions will be recorded at 60 percent of AMI, currently \$33,180 for a one-person household, allowing units to be available to residents with a wider range of incomes. The actual rents are subject to the more stringent restrictions of the California Tax Credit Allocation Committee (TCAC) and, as a result, would be affordable to tenants with incomes of between 30 percent and 50 percent of AMI. The proposed tax credit rents are outlined in the San Diego Housing Commission General Application Form (Attachment 5).

The Development Team

The owner and operator of the proposed development is currently a limited liability company (LLC) formed for the initial development phase. COMM 22 LLC will be subdivided into separate Limited Partnerships based on each of the individual development components. COMM 22 Senior Apartments will become a 9% tax credit limited partnership formed to develop, own, and operate the senior development in conformance with standard tax credit requirements and practice. The limited partnership will consist of BRIDGE Housing Corporation (BHC) as the co-general partner with a 60% share, and the Metropolitan Area Advisory Committee on Anti-Poverty of San Diego County, Inc. (MAAC Project) as the co-general partner with a 40% share. The tax credit investor would be competitively selected by the general partners.

MAAC Project is a long established local nonprofit housing developer and social service provider. MAAC Project has been active in the San Diego area since 1965. Their mission is to promote self-sufficiency for low and moderate income families. MAAC Project has completed 844 units of multi-family rental housing in seven developments, including the 144-unit Mercado Apartments and the 70-unit Mayberry Townhomes which have received assistance from the San Diego Housing Commission. MAAC Project recently completed construction of the 42-unit

Seniors on Broadway development in Chula Vista located on a site leased from that area's local school district.

BHC began its nonprofit operation in 1983; BHC has completed 86 developments consisting of 10,562 units. It currently owns 69 developments that consist of 8,469 units throughout California. BHC successfully developed the 112 unit Torrey Del Mar Apartments with San Diego Housing Commission assistance. Under the proposed development plan, BHC will take the lead in partnership with MAAC Project for the site development.

The following table outlines the development team:

ROLE/FIRM	CONTACT
Owner- a California Limited Partnership to be formed later with % share shown	Mr. Brad Wiblin, Director Bridge Housing Corporation Co-General Partner (60%) Mr. Arnulfo Manriquez, COO MAAC Project Co-General Partner (40%)
Fee Developer- Owner	per above
General Contractor- to be determined	to be determined
Architects- McLarand Vasquez Emsiek + Partners (MVE)	Mr. Paul Zaleski
Tax Credit Investor- to be determined	to be determined

The Development

COMM 22 Senior Housing will be developed on a .77-acre portion of Site A and will be the first development phase. (See Attachment 1a for site orientation.) The three-story, 70-unit apartment development will be constructed over ground floor retail with a 59-space subterranean parking garage and 26 surface parking spaces. The senior housing will consist of eight studio units, 58 one-bedroom units, and four two-bedroom units. The site will be leased from SDUSD for a term of 65 years. The site and improvements would revert back to SDUSD at the end of the term. Please see Attachment 4 for a brief description of other Ground Lease terms. COMM 22 will refinance at the end of the 15-year partnership period and/or at the end of the 30-year mortgage. With a 65-year lease term all financing should be paid off before the site and improvements revert to SDUSD.

There is a significant amount of soils remediation and public infrastructure replacement work to be done over all sites included in the mixed-use development. The costs have been broken out and spread over all components. The remediation and infrastructure costs are allowable costs for the TOD application. The preconstruction site work over all components includes a 5-foot

March 28, 2008

Loan Request for COMM 22 Senior Housing

Page 4

diameter sewer, a subterranean 5-foot high by 15-foot wide storm drain adjacent to the parking garage, a 25-foot wide sidewalk easement, and the installation of an underground 69 kilo vector (kV) transformer and electrical power line. Per the proposed timeline, the senior development is anticipated to break ground in the Spring of 2009.

FISCAL CONSIDERATIONS:

The total development cost of the project is \$24,435,369 (\$349,077 per unit). While this is a high cost per unit, approximately \$2,443,537 (\$34,908 per unit) is for costs associated with the soils remediation, infrastructure improvements and soft costs. This amount is proposed to be funded by TOD. Without these extraordinary expenses, the cost per unit is \$314,169. The developer is requesting a \$4,200,000 (\$60,000 per unit) 55-year residual receipts loan from the Housing Commission to fill its development funding gap and would leverage \$20,235,369 from other sources.

The proposed financing sources include a \$5,037,584 first position State HCD TOD loan. The 55-year, three percent, simple-interest loan requires the payment of an annual administrative fee at the current rate of 0.42% and a share of the residual receipts as discussed in the pro rata formula calculation below. Additional financing sources include equity from the sale of 9% tax credits in the amount of \$15,196,266, a general partner equity contribution of \$1,519; and, the Housing Commission loan.

It is expected that the developer will apply to the State of California for \$1 million of Mental Health Services Act (MHSA) funding to help subsidize approximately 15% of the units for eligible tenants. The developer is also expected to apply to the Centre City Development Corporation (CCDC) for approximately \$1 million of its special purpose funding. (CCDC is expected to commit a total of approximately \$8.2 million to the COMM 22 Senior and Family housing projects. The senior housing is the subject of this report.)

Should the MHSA application be successful, the Housing Commission loan will be reduced by the amount of the MHSA funding. Should the developer receive a commitment from CCDC for \$1 million in special purpose funding, the Housing Commission's commitment on the seniors project would be reduced by another \$1 million; however the Housing Commission's \$1 million would be transferred to the family housing site to round out the need for a total of \$8.2 million in CCDC gap financing. The family housing project funding matter will be presented to the Housing Commission as a separate action.

The Housing Commission loan will be a 55-year, 3 % interest, residual receipts loan secured by a second trust deed against the property. The Housing Commission loan would be contingent upon the project receiving the TOD loan and 9% tax credits. Debt service on the Housing Commission loan will be a pro rata share of residual receipts between public agency lenders. Payments will be based on the greater of 50% of residual receipts or \$16,606, which is equal to half of the estimated residual receipts at year one. The residual receipts payment share would be between the State (54% or \$8,967), the Housing Commission (35% or \$5,812), and CCDC (11% or \$1,827) if CCDC approves funding for the development. The Housing Commission payment

would increase to \$7,639 (46%) if CCDC does not invest in the development. In the event that the annual residual receipts are less than \$16,606, the pro rata payment between the public agency lenders will be based on 100% of annual residual receipts received.

The Housing Commission loan approval will extend through calendar year 2009 to allow the project to be considered by TCAC for the 2008 second round and the 2009 rounds with any further extension to be approved by the Chief Executive Officer of the Housing Commission.

The 65-year Ground Lease for the senior development between COMM 22 LLC and the property owner, SDUSD, requires a first year annual payment of \$46,208 with a 0.5% annual increase. As part of the development of the seniors site, SDUSD is relying on the developer's expertise to perform environmental remediation and to realign infrastructure to make the site developable. SDUSD has agreed to pay an amount equal to the costs of the environmental remediation and half of the infrastructure costs. SDUSD will pay this amount through a reduction in ground lease payments it would otherwise receive from the developer/lessee. Because the exact costs are uncertain at this time, the amount of lease payment reduction could not be determined. It is anticipated however that in order for the development to be reimbursed within the 15-year tax credit period, the lease payment reductions will be substantial. As a result, the Housing Commission may receive loan payments larger than those indicated in the 15-year proforma. SDUSD acknowledges that the lease payments will be re-visited once the remediation and infrastructure costs have been incurred.

The following table outlines the estimated sources of financing:

Debt Position	Sources of Financing	Amount	Terms
1st	State Prop1C TOD loan	\$ 5,037,584	55 yrs. @ 3% interest, res. receipts loan
2nd	Housing Commission Loan	\$ 4,200,000	55 yrs. @ 3% interest; res. receipts loan
	9% Tax Credits	\$15,196,266	
	General Partner Equity	\$ 1,519	
	Total Development Cost	\$24,435,369	

The proposed financing would not be funded until the project receives an award of the TOD funds and nine percent tax credits. The potential of bringing tax credits into this development makes this a desirable investment for the Housing Commission.

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:

The proposed development was approved by the Southeastern San Diego Planning Committee on September 10, 2007 by a unanimous vote of seven with no abstentions. COMM 22 has performed outreach and provided updates to community groups such as the Sherman Heights Revitalization Committee, Barrios Unidos Hoy Organizados (BUHO) Community Organization, the Environmental Health Coalition, and bilingual community meetings at Bronze Triangle Community Development Corporation (development partner for the retail/commercial component). The team has also conducted an on-site community meeting and has gone door-to-

door to meet with local residents and business owners. There is also a project website at www.comm22.com for all interested parties.

PREVIOUS COUNCIL and/or COMMITTEE ACTIONS

On March 4, 2008, the Loan Committee recommended approval of a residual receipts loan of up to \$4,200,000 for the COMM 22 Senior Housing development.

ENVIRONMENTAL REVIEW:

The California Environmental Quality Act (CEQA) process has been initiated with the City of San Diego Development Services Division. On December 4, 2007, the City Council unanimously approved the following pertinent actions for COMM 22 including: Certification of Mitigated Negative Declaration No. 122002; approval of the land use rezone for residential and retail/commercial purposes; adoption of an amendment of the Southeastern San Diego Community Plan and Community Plan and Progress Guide and General Plan, approved Tentative Map No. 415855; and granted to SDUSD the following permits: Site Development Permit No. SDP 415853, Planned Development Permit No. PDP454025, and Conditional Use Permit No. CUP431367. The site has previously been served by all required utilities and public services.

KEY STAKEHOLDERS & PROJECTED IMPACTS:

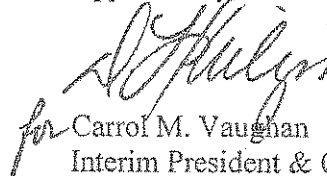
Stakeholders include BHC as the nonprofit administrative general partner, MAAC Project as the nonprofit managing general partner, the San Diego Housing Commission as a lender, and SDUSD as the owner and lessor of the land to the partnership. The project is expected to have a positive impact on the two communities of Logan Heights and Sherman Heights that COMM 22 is located between as it will contribute to the quality of the surrounding neighborhood and provide much-needed affordable housing for low-income seniors and disabled residents.

Respectfully submitted,



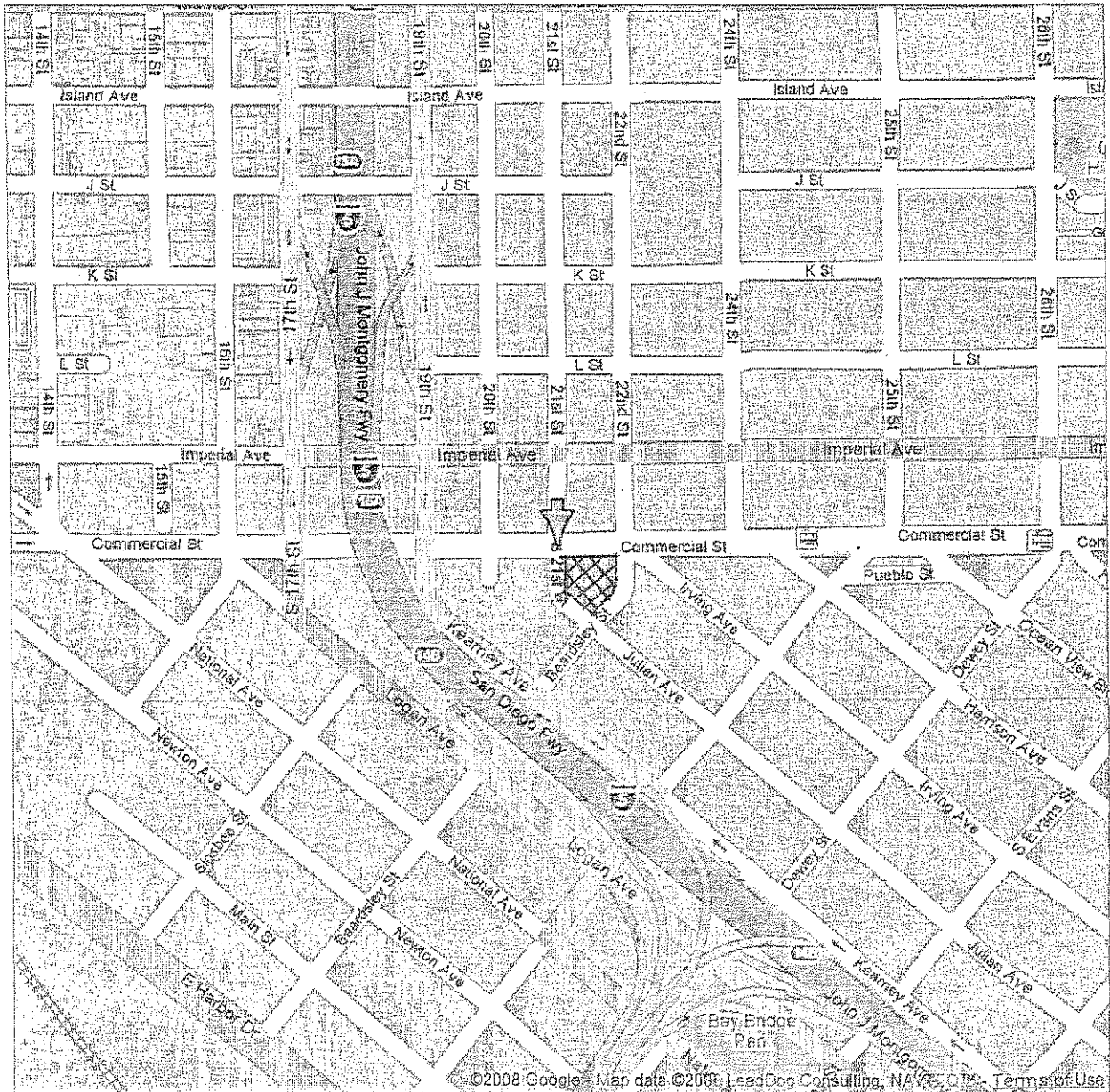
Cissy Fisher
Director of Housing Finance & Development

Approved by


for Carol M. Vaughan

Interim President & Chief Executive Officer

ATTACHMENT 1



LOCATION MAP COMM 22 SENIOR HOUSING

Rental Mix

COMM 22 Family - 4% tax credits

[illegible]**MHP Unit Points:**

Assumptions: Rent: 2010 HUD. Utility: San Diego Housing Commission Effective April 2010

A. RENT CALCULATIONS

[illegible]

B. UNIT MIX & RENTS

Unit Description	% Median Income	NSF	Qty Units	NSF	Rent	Monthly Income	Annual Income	Rent per SF
1 Bed	20%	533	13	8,292	253	3,288	39,468	0.40
1 Bed	30%	533	-	-	427	-	-	0.67
1 Bed	40%	533	-	-	574	-	-	0.61
1 Bed	50%	533	12	7,598	721	9,552	103,624	1.14
1 Bed	60%	533	8	5,699	868	7,814	93,768	1.37
2 Bed	40%	530	-	-	885	-	-	0.74
2 Bed	50%	530	50	46,475	828	41,419	497,025	0.89
2 Bed	60%	530	12	11,154	998	11,879	143,748	1.07
3 Bed	50%	1,113	25	27,529	919	22,965	275,625	0.83
3 Bed	60%	1,113	7	7,781	1,108	7,753	93,030	1.00
MGR 3 Bed	-	1,113	2	2,226	-	-	-	-
TOTALS			130	117,061		102,874	1,246,466	

TOTALS		130	117,061	102,874	1,248,486
Mynt Office		-		(72,181)	Vacancy (5-30%)
Common Areas	21%	25,000	Based on drawings	(85,000)	RR deposits
Residential GSF		142,001		12,480	Misc Income
				(889,233)	Operating expenses
Retail SF		12,945		(106,212)	Net ground lease payment
				355,939	NOI
Gross Area		154,946		262,476	Debt Service
				Applicable Fraction	
				100%	
				(all residential units are affordable)	

C. RETAIL RENTS

Unit Type	par.s.f.	NSF	Qty. Units	NSF by Unit Type	Rent	Monthly Income	Annual Income	
Retail	CS	\$0.50	1,144	1	1,144	\$572	\$572	\$6,864
Retail	MAAC	\$0.50	5,000	1	5,000	\$2,500	\$2,500	\$30,000
Retail	FO	\$0.50	2,801	1	2,801	\$1,400	\$1,400	\$16,800
Retail	CL	\$0.50	5,000	1	5,000	\$2,500	\$2,500	\$30,000
TOTALS			12,945			\$4,473		77,670

TAX CREDIT AFFORDABLE HOUSING PROGRAM
Schedule of Operating Expenses

Development Name: Comm 22 - Family
Contract Number: N/A
Fiscal Year:

Description of Account	Account Number	Proposed Budget Family 127	Per Unit Per Month
Renting Expenses			
Advertising	6210	2,000	1.28
Miscellaneous Renting Expenses	6250	3,000	1.92
Total Renting Expense		5,000	3.21
Administrative Expenses			
Office Salaries	6310	30,552	19.58
Office Supplies	6311	10,000	6.41
Office Rent	6312	0	0.00
Management Fee	6320	57,720	37.00
Manager's Salary	6330	26,750	17.15
Manager Rent Free Unit	6331	22,488	14.42
Legal Expense	6340	2,400	1.54
Audit Expense	6350	12,000	7.69
Bookkeeping/Account Services	6351	16,380	10.50
Telephone and Answering Service	6360	7,000	4.49
Bad Debts	6370	0	0.00
Misc. Administrative Expenses	6390	5,200	3.33
Temporary Office Help	6391	0	0.00
Program Service	6392	6,700	4.29
Total Admin Expense		197,190	126.40
Utilities Expense			
Fuel Oil/Coal	6420	0	0.00
Electricity	6450	42,900	27.50
Water	6451	46,800	30.00
Gas	6452	29,640	19.00
Sewer	6453	56,160	36.00
Total Utilities Expense		175,500	112.50
Operating and Maint. Expenses			
Janitor and Cleaning Payroll	6510	28,392	18.20
Janitor and Cleaning Supplies	6515	2,500	1.60
Janitor and Cleaning Contract	6517	4,500	2.88
Exterminating Payroll/Contract	6519	3,500	2.24
Exterminating Supplies	6520	0	0.00
Garbage and Trash Removal	6525	24,960	16.00
Security Payroll/Contract	6530	11,580	7.42
Grounds Payroll	6535	0	0.00
Grounds Supplies	6536	2,000	1.28
Grounds Contract	6537	39,000	25.00
Repairs Payroll	6540	24,632	15.79
Repairs Materials	6541	9,000	5.77
Repairs Contract	6542	8,000	5.13
Elevator Maintenance Contract	6545	4,600	2.95
Heating/Cooling Repairs and Maint.	6546	1,200	0.77
Swim Pool Maintenance/Contract	6547	0	0.00
Snow Removal	6548	0	0.00
Decorating Payroll/Contract	6560	2,100	1.35
Decorating Supplies	6561	2,000	1.28
Vehicle and Maint. Equipment O & R	6570	2,000	1.28
Misc. Operating & Maint. Expenses	6590	2,000	1.28
Total O & M Expense		171,964	110.23
Taxes and Insurance			
Real Estate Taxes	6710	6,000	3.85
Payroll Taxes	6711	11,033	7.07
Misc. Taxes, Licenses and Permits	6719	7,715	4.95
Property and Liability Insurance	6720	48,250	30.93
Fidelity Bond Insurance	6721	0	0.00
Workers Compensation	6722	11,953	7.66
Health Ins. & Other Employee Benefits	6723	34,506	22.12
Other Insurance	6729	0	0.00
Total Taxes & Insurance		119,457	76.57
Total Operating Expenses		669,111	428.92

Less Manager's Unit	(22,488)	
MHSA OE	13,000	
Operating Expenses with MHSA	659,623	5,074

COMM 22 Family - 4% tax credits

Development Budget Assumptions								
Construction Period	18		Bond Interest During Const	N/A		Lease up Period	3.0	
Prevailing Wage/Davis Bacon	YES		Draw Down Rate (Const period)	75%		Months to Term, Close	6.0	
			Construction Loan Fees	1.00%		Permanent Loan Fees	0.56%	
						Investor (M.F. Cl. CEF)		

Description	Subtotal	Total	Description	Subtotal	Total	Description	Subtotal	Total
A. TOTAL ACQUISITION								
Pro-rata share of Lease Option Extension Payments		\$ 133,432						
Construction Rent - ground lease		\$ 105,212						
Entitlement Costs - allocation to Family project		\$ 750,825						
TOTAL ACQUISITION COSTS		\$ 989,469						
(Entitlement costs include A&E, legal, CEQA, permits, market studies, etc.)								
B. LAND COSTS								
Infrastructure Costs Allocated to Family	\$ 15,676,999							
Infrastructure - addl. amount not in basis	\$ 935,167							
TOTAL LAND COSTS		\$ 16,612,076						
C. DIRECT CONSTRUCTION COSTS								
Construction: Parking	\$ 6,107,230							
Construction: Buildings								
Residential	\$122.04 psf	\$ 14,276,452						
Retail	\$97.47 psf	\$ 1,261,748						
Retail TJ	\$25.90 psf	\$ 323,625						
Construction: On Site Improvements								
On Site Improvements	2.45 acres	\$ 1,011,250						
	\$16.34 NRSF							
Total Hard Cost before Parking Credit		\$ 23,882,304						
Less Infill Paid Parking Costs		(2,575,457)						
Total Hard Costs		\$ 21,306,847						
Contractor General Conditions, Profit, Overhead								
General Conditions	3.77%	\$ 900,000						
Profit and Overhead	3.58%	\$ 850,000						
Bond	1.00%	\$ 238,823						
Liability Insurance	1.05%	\$ 250,312						
Hard Cost Contingency	10.0%	\$ 2,239,135						
		\$ 2,222,517						
TOTAL DIRECT CONSTRUCTION COST	\$ 198,219 Per Unit	\$25,768,498						
D. INDIRECT DEVELOPMENT COSTS								
Architect (DD, CD, CA) MPE, etc	5.76%	\$ 1,455,000 based on MVE contract						
A/E Reimb.		\$ 75,000						
Interior designer fee		\$ 25,000						
Landscape arch.		\$ 80,000						
Contingency	5.00%	\$ 81,750						
Total Architect	6.65%	\$ 1,716,750						
Civil		\$ - Included in infrastructure costs						
Waterproofing consultant		\$ 50,000						
Geotech. Construction		\$ 75,000						
Structural		\$ - Included in arch. costs						
Environmental		\$ - Included in infrastructure costs						
Traffic		\$ - Included in infrastructure costs						
Fire Consultant		\$ 29,000						
Acoustical Engineering		\$ 35,000						
Title 24 consultant		\$ 30,000						
Utility Consultant - onsite		\$ 25,000						
Color Consultant		\$ 10,000						
Construction Consultant		\$ 200,000						
Construction staking		\$ 10,000						
Signage		\$ 20,000						
Permit Expeditor		\$ 30,000						
Testing & Inspection		\$ 100,000						
Miscellaneous Consultants/soft costs		\$ 50,000						
Contingency	10.00%	\$ 65,500						
Total Civil/Other Consultants		\$ 720,500						
Total Architecture and Engineering	4.44%	\$3,437,250						
E. CONTINGENCY & RESERVES								
Soft Cost Contingency	7.00%	\$ 271,735						
Operating Reserve (OE+DS+RR)	6.0	\$ 511,287						
Other:		\$ -						
Other:		\$ -						
TOTAL CONTINGENCY & RESERVES		\$ 783,022						
F. CARRYING CHARGES AND FINANCING								
Insurance								
BR - Const @ 100%	0.0387 /\$100/mo	\$ 209,421						
BR - Soft Costs @ 50%	0.0387 /\$100/mo	\$ 15,774						
General Liability	2.30 /\$1000	\$ 59,269						
Umbrella Liability	1.00 /\$1000	\$ 25,768						
Property Taxes		\$ 60,000						
Interest during predevelopment		\$ 299,014						
Construction Financing								
Lender Expenses	1.00%	\$ 253,671						
TE Bond Insurance Costs	0.79%	\$ 200,000						
Interest During Construction	18	\$ 1,640,831						
Interest During Lease-Up	6	\$ 728,303						
Other: CDC, SDHC, SEDC deferred interest		\$ 226,745						
Other: IIG & TOD Deferred Interest		\$ 176,605						
Other: CalFHA Inspection Fee		\$ 10,000						
Total Construction Financing		\$ 3,245,255						
Permanent Financing								
Loan Fees (None: Conversion)	1.48%	\$ 48,569						
Lender Expenses		\$ 50,000						
Other: Extension Fee		\$ -						
Other: City Monitoring Set-Up Fee		\$ 5,000						
Total Permanent Financing Costs		\$ 104,569						
TOTAL CARRYING CHARGES/FINANCING		\$ 4,019,089						
G. SYNDICATION COSTS/DEVELOPER FEE								
Syndication - Consultant		\$ 40,000						
Syndication - Legal		\$ 30,000						
TCAC App & Allocation Fees	per: \$232,822	\$ 232,822						
Investor Cost Reimbursement		\$ -						
Organizational Expenses		\$ 7,500						
Developer Fee		\$ 1,500,000						
TOTAL MISCELLANEOUS/DEVELOPER FEE COSTS		\$ 2,810,323						
TOTAL DEVELOPMENT BUDGET								
		\$			\$			\$

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COMM 22 INFRASTRUCTURE- ELIGIBLE COSTS	COST ALLOCATIONS				
	TOTAL COSTS	Senior	Lofts/Bank	Family	For-Sale Rowhomes
Storm Drain	1,140,350	346,320		620,779	173,251
Sewer	472,580	143,521		257,261	71,798
Water	210,830			210,830	
Dry Utilities - Gas, Telephone, Cable	211,575			211,575	
69KV Line	266,750			266,750	
Traffic Control	13,500	4,725		8,775	
Demolition	454,000	110,429	110,429	146,179	86,179
Remediation (incl. field oversight and testing)	3,108,677	20,820	319,770	2,540,834	227,262
Streetscape scope - sidewalks, lights, landscaping	1,100,000	163,877	163,877	525,120	247,126
Parking - budget per IIG application	3,995,000	1,419,543		2,575,457	
Utility Company Fees	50,000			50,000	
Utility Company Relocation Costs	3,300,000			3,300,000	
Impact Fees	3,326,005			2,216,783	
Infrastructure Design Work (not incl. garage design)		1,109,222			
Construction Management	609,500	216,574		392,926	
General Contractor's GC/Insurance/Fee	348,879	122,108		226,772	
Contingency	628,655	121,712	20,454	458,724	28,695
	2,286,094	442,605	74,382	1,668,143	100,866
TOTAL	21,521,718	4,221,456	688,913	15,676,909	935,167

NOTE: Because we are removing the Lofts/Bank and For Sale from the project scope for HCD, we are allocating all costs to either the Family or Senior proformas.

These costs will not be in basis for the Family and Senior deals, but will be carried in those proformas as a cost. Generally, costs that were previously allocated to the Lofts will be allocated to the Senior site. Portions that were allocated to the For Sale will be allocated to the Family Site.

COMM22 - Remediation Allocations - based on SCS report dated 8/19/10

Remediation Costs	Total
Remediation during infrastructure scope	\$ 579,444
Remediation at building sites	\$ 1,895,179
CA Hazardous Waste	\$ 119,870
Hydrocarbon soils - Sites A&B	\$ 69,904
Closure Reports	\$ 38,800
Contingency	<u>\$ 405,480</u>
TOTAL ALLOCATED REMEDIATION COSTS	\$ 3,108,677

ATTACHMENT 5 FINANCING STRUCTURE

The developer's estimated total development cost is \$54,865,386 under the 4% tax credits with multifamily revenue bonds financing structure.

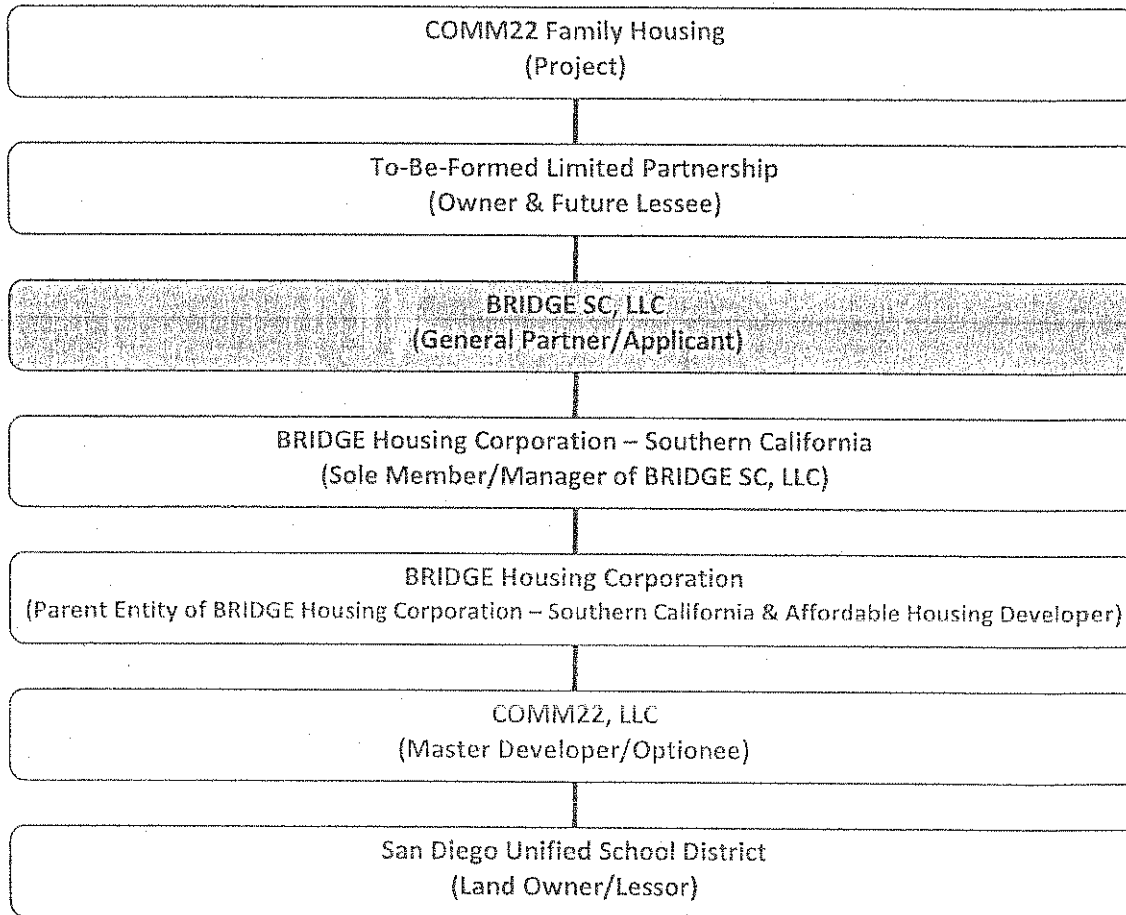
The project's estimated financing sources are:

Comm 22 Family Housing Project Financing Sources (including estimated priority of loans)	Construction Estimated Financing Sources	Permanent Estimated Financing Sources	% of Perm. Sources
1. Multifamily Mortgage Revenue Bonds (Lender to be determined – Not Yet Committed)	\$25,367,057	\$3,349,261	6.10%
2. California State Transit Oriented Development Program loan (TOD) * (Committed in 2008)	\$0	\$7,150,000	13.03%
3. State Mental Health Services Act (MHSA) program loan * (Not Yet Committed)	\$1,406,080	\$1,406,080	2.56%
4. Redevelopment Agency (residual receipts loan) (Not Yet Committed): (Centre City Development Corporation = \$8,255,000 and Southeastern Economic Development Corp = \$1,000,000)	\$9,255,000	\$9,255,000	16.87%
5. Housing Commission – proposed residual receipts loan - (Not Yet Committed)	\$500,000	\$500,000	.91%
6. California State Transit Oriented Development program grant (TOD) - (Committed in 2008)	\$4,631,250	\$4,631,250	8.44%
7. California State Infill Infrastructure Grant (IIG) (Committed in 2008)	\$7,472,162	\$7,472,162	13.62%
8. CAL ReUSE Grant (California Recycle Underutilized Sites Assessment Program) (Committed in 2008)	\$1,157,813	\$1,157,813	2.11%
9. SANDAG Smart Growth Incentive Program grant (Committed in 2008)	\$689,284	\$689,284	1.26%
10. Tax Credit Equity (4% credits) (Not Yet Committed)	\$1,834,402	\$18,344,024	33.43%
11. Developer's Estimated "Accrued Interest" **	\$ 403,350	\$ 403,350	.74%
12. General Partner Equity	\$18,344	\$18,344	.03%
13. Deferred Developer Fee	\$0	\$488,818	.89%
Estimated Total Sources of Permanent Funds (130 Family Units Per Unit Cost = \$422,080/unit)	\$52,734,742	\$54,865,386	100%

* State TOD and MHSA loans require annual debt service payment of .42% of the loan, plus residual payments.

** Accrued interest is developer's estimate of possible interest that could be earned on funds advanced by the lenders.

ORGANIZATIONAL CHART:
COMM22 MASTER DEVELOPMENT



The COMM22 site is owned by the San Diego Unified School District and is currently controlled by COMM22, LLC under an Option Agreement. The site will eventually be redeveloped into a mixed-use site, consisting of affordable family and senior rental housing, ground-floor retail, a child care center, office space, live-work lofts, and for-sale row homes.

The project components will be developed and owned by separate entities, with BRIDGE SC, LLC as the initial General Partner of the future affordable family housing ownership entity. BRIDGE SC, LLC will ultimately be substituted by an entity consisting of a BRIDGE Housing Corporation affiliate and Metropolitan Area Advisory Committee affiliate, with the BRIDGE affiliate maintaining controlling interest.

BRIDGE SC, LLC is comprised of BRIDGE Housing Corporation – Southern California as its sole member and manager. BRIDGE Housing Corporation – Southern California is a wholly controlled affiliate of BRIDGE Housing Corporation, which currently holds an Option to acquire the future leasehold interest from COMM22, LLC.

ATTACHMENT 6 PROPOSED LOAN TERMS SUMMARY

Proposed terms of the Housing Commission financing will be:

1. Maximum loan amount – up to \$500,000.
2. Interest - Simple interest at 3%.
3. Term - The loan will be due in 55 years.
4. Consistency with Agency's loan - It is proposed that the Housing Commission's occupancy and rent levels and other loan terms be consistent with the Agency's OPA requirements where possible.
5. Residual payments - The developer has requested 40% of the residual receipts and 10% of the residual be paid to the SDUSD (as additional rent under their land lease). Also, some of the California State funding sources (MHSA and TOD programs) and the proposed Agency loan require sharing in the residual receipts. It is proposed that the Housing Commission loan commitment be consistent with the residual payments as allowed by the Agency's loan. Currently the estimate for sharing of any residual receipts is as follows:
 - a) for the first 30 years to be split 10% to the San Diego Unified School District, 40% to the developer and 50% to the public lenders in proportion to the amount of each loan, (estimated as shown on the following chart), and
 - b) for years 31 to 55 to be split 10% to the San Diego Unified School District, 10% to the developer and 80% to the public lenders in proportion to the amount of each loan.

An estimate of the public lenders proportionate sharing follows:

Four Public Lenders Proportionate Estimated Loans:	
State Transit Oriented Development Program (TOD) Loan	\$ 7,150,000 = 39% of four public lender loans
State Mental Health Services Act Program (MHSA) Loan	\$ 1,406,080 = 7% of four public lender loans
Agency Proposed Loan	\$ 9,255,000 = 51% of four public lender loans
Housing Commission Proposed Loan	\$ 500,000 = 3% of four public lender loans
Estimated Four Loans Total = \$18,311,080	

Calculation of Four Public Lenders Proportionate 50% of Residual Receipts Estimated Percentages:	
State Transit Oriented Development Program (TOD) Loan	= \$ 7,150,000 (39% of four loans total X 50% = 19.5%)
State Mental Health Services Act Program (MHSA) Loan	= \$ 1,406,080 (7% of four loans total X 50% = 3.5%)
Agency Proposed Loan	= \$ 9,255,000 (51% of four loans total X 50% = 25.5%)
Housing Commission Proposed Loan	= \$ 500,000 (3% of four loans total X 50% = 1.5%)
Estimated Four Loans Total = \$18,311,080	

Estimated Residual Receipts Under Financing Structure 4% tax credits for Years 1 - 30:

Estimated Split of Total Residual Receipts:	Proposed Distribution of Residual Receipts:
Developer's proposed share to SDUSD	10.0% of Residual Receipts per year
Developer's proposed share	40.0% of Residual Receipts per year
State TOD Program loan proposed share	19.5% of Residual Receipts per year
State MHSA Program loan proposed share	3.5% of Residual Receipts per year
Agency's proposed share	25.5% of Residual Receipts per year
Housing Commission's proposed share	1.5% of Residual Receipts per year

6. Any Financing Gap - The developer will cover any financing gap with its equity, its developer fee and/or other non-Housing Commission sources.
 7. Additional Sources - The developer will pursue other available funding sources. Any additional funding sources will be used first to pay cost overruns and/or reductions in estimated funding. The remaining proceeds, as allowed by the Agency's loan, are to be split as allowed by, and consistent with, the Agency's loan documents.
 8. Cost Savings - Any cost savings will be shared as allowed by, and consistent with, the Agency's loan documents. It is intended that cost savings will be split with the Agency in proportion to the lenders' loans.
 9. Recourse - The Housing Commission's loan would be recourse until the timely completion of the construction, after which it would become non-recourse.
 10. Prevailing Wages - are required to be paid.
 11. Contingency - There will be an estimated \$2,222,517 hard cost contingency and \$271,735 soft cost contingency.
 12. Asset Management Fees - These fees are intended to be consistent with the amounts allowed by the Agency. These fees are currently being negotiated and may change. Current estimates are \$7,500/year for the tax credit 15 year limited Managing General Partner asset management fee and \$20,000/year for General Partner's management fee.
 13. Property Management Fee - Proposed at \$57,720 (\$37/unit/month).
 14. Replacement Reserve - \$65,000 per year (\$500/unit/year).
 15. Loan Disbursement Schedule - It is preferred that the Housing Commission's loan be disbursed in the same proportion as the Agency's loan. However, the Agency's loan disbursement schedule is currently being negotiated and has not been finalized. The President and Chief Executive Officer is authorized to finalize the Housing Commission loan disbursement schedule as necessary.
 16. Developer Fee for Comm 22 Family Housing - For consistency with the Agency's Owner's Participation Agreement (OPA), the Housing Commission loan would defer to, and be consistent with the Agency's approved maximum amounts for the developer fee (\$2,500,000), for amounts of any necessary deferred developer fee, and for the incremental disbursement payments of the developer's fee.
-

ATTACHMENT 7
HOUSING COMMISSION MULTIFAMILY
HOUSING REVENUE BOND PROGRAM
Summary

General Description: The multifamily housing bond program provides below-market financing (based on bond interest being exempt from income tax) for developers willing to set aside a percentage of project units as affordable housing. Multifamily housing revenue bonds are also known as “private activity bonds” because the projects are owned by private entities, often including nonprofit sponsors and for-profit investors.

Bond Issuer: Housing Authority of the City of San Diego. There is no direct legal liability to the City, the Housing Authority or the Housing Commission in connection with the issuance or repayment of bonds. There is no pledge of the City’s faith, credit or taxing power nor of the Housing Authority’s faith and credit. The bonds do not constitute a general obligation of the issuer because security for repayment of the bonds is limited to specific private revenue sources, such as project revenues. The developer is responsible for the payment of costs of issuance and all other costs under each financing.

Affordability: Minimum requirement is that at least 20% of the units are affordable at 50% of Area Median Income (AMI). Alternatively, a minimum of 10% of the units may be affordable at 50% AMI with an additional 30% of the units affordable at 60% AMI. The Housing Commission requires that the affordability restriction be in place for a minimum of 15 years. Due to the combined requirements of state, local, and federal funding sources, projects financed under the Bond Program are normally affordable for 30-55 years and often provide deeper affordability levels than the minimum levels required under the Bond Program.

Rating: Generally “AAA” or its equivalent with a minimum rating of “A” or, under conditions that meet IRS and Housing Commission requirements, bonds may be unrated for private placement with institutional investors (typically, large banks). Additional security is normally achieved through the provision of outside credit support (“credit enhancement”) by participating financial institutions that underwrite the project loans and guarantee the repayment of the bonds. The credit rating on the bonds reflects the credit quality of the credit enhancement provider.

Approval Process:

- **Inducement Resolution:** The bond process is initiated when the issuer (Housing Authority) adopts an “Inducement Resolution” to establish the date from which project costs may be reimbursable from bond proceeds (if bonds are later issued) and to authorize staff to work with the financing team to perform a due diligence process. The Inducement Resolution does not represent any commitment by the Housing Commission, Housing Authority, or the developer to proceed with the financing.

- TEFRA Hearing and Resolution (Tax Equity and Fiscal Responsibility Act of 1982): To assure that projects making use of tax-exempt financing meet appropriate governmental purposes and provide reasonable public benefits, the IRS Code requires that a public hearing be held and that the issuance of bonds be approved by representatives of the governmental unit with jurisdiction over the area in which the project is located (City Council). This process does not make the City financially or legally liable for the bonds or for the project.

[Note: It is uncommon for the members of the City Council to be asked to take two actions at this stage in the bond process---one in their capacity as the City Council (TEFRA hearing and resolution) and another as the Housing Authority (bond inducement). Were the issuer (Housing Authority) a more remote entity, the TEFRA hearing and resolution would be the only opportunity for local elected officials to weigh in on the project.]

- Application for Bond Allocation: The issuance of these “private activity bonds” (bonds for projects owned by private developers, including projects with nonprofit sponsors and for-profit investors) requires an allocation of bond issuing authority from the State of California. To apply for an allocation, an application approved by the Housing Authority and supported by an adopted inducement resolution and by proof of credit enhancement (or bond rating) must be filed with the California Debt Limit Allocation Committee (CDLAC). In addition, evidence of a TEFRA hearing and approval must be submitted prior to the CDLAC meeting.
- Final Bond Approval: The Housing Authority retains absolute discretion over the issuance of bonds through adoption of a final resolution authorizing the issuance. Prior to final consideration of the proposed bond issuance, the project must comply with all applicable financing, affordability, and legal requirements and undergo all required planning procedures/reviews by local planning groups, etc.
- Funding and Bond Administration: All monies are held and accounted for by a third party trustee. The trustee disburses proceeds from bond sales to the developer in order to acquire and/or construct the housing project. Rental income used to make bond payments is collected from the developer by the trustee and disbursed to bond holders. If rents are insufficient to make bond payments, the trustee obtains funds from the credit enhancement provider. No monies are transferred through the Housing Commission or Housing Authority, and the trustee has no standing to ask the issuer for funds.

Bond Disclosure: The offering document (typically a Preliminary Offering Statement or bond placement memorandum) discloses relevant information regarding the project, the developer, and the credit enhancement provider. Since the Housing Authority is not responsible in any way for bond repayment, there are no financial statements or summaries about the Housing Authority or the City that are included as part of the offering document. The offering document includes a paragraph that states that the

Housing Authority is a legal entity with the authority to issue multifamily housing bonds and that the Housing Commission acts on behalf of the Housing Authority to issue the bonds. The offering document also includes a paragraph that details that there is no pending or threatened litigation that would affect the validity of the bonds or curtail the ability of the Housing Authority to issue bonds. This is the extent of the disclosure required of the Housing Authority, Housing Commission, or the City. However, it is the obligation of members of the Housing Authority to disclose any material facts known about the project, not available to the general public, which might have an impact on the viability of the project.

ATTACHMENT 8
PREVIOUS RELATED ACTIONS

December 7, 2007 - City Council Resolution R-303268, which certified the Mitigated Negative Declaration No. 122002.

December 7, 2007 - City Council Resolution R-303269 which amended the Community Plan.

December 7, 2007 - City Council Resolution R-303270 which adopted the Vesting Tentative Map (No.415852), adopted Public Right-of Way Vacation No. 415855 and Easement Vacation No.454297.

December 7, 2007 - City Council Resolution R-303271 which adopted Site Development Permit No.415853, Planned Development Permit No.454025, and Conditional Use Permit No.431367.

January 8, 2008 - City Council approval of Ordinance Number O-19700 to rezone, from the Southeast San Diego Planned District MF-3000 and I-1 zones into the Commercial CC-3-5 zone, for the 4.58 acres between Commercial and Beardsley Streets, between 21st Street and Harrison Avenue.

ID	Task Name	Duration	Start	Finish	Predecessors
1	Funding Approvals - CCDC, SEDC, SDHC, HCD	116 days	Mon 2/14/11	Mon 7/25/11	
2	CCDC/SEDC/SDHC - Final Staff/Staffs and Agency Review	12 wks	Mon 2/14/11	Fri 5/6/11	
3	CCDC/SEDC/SDHC - Staff/Committee Approvals	1 day	Mon 5/9/11	Mon 5/9/11	2
4	CCDC/SEDC/SDHC - Final Approvals	1 day	Tue 6/14/11	Tue 6/14/11	3
5	HCD Negotiations and Documents	3 mons	Mon 5/2/11	Fri 7/22/11	4
6	Prop 10 Funding Available	1 day	Mon 7/25/11	Mon 7/25/11	5, 4
7	PHASE 1 - Infrastructure/Streetcape	281 days	Tue 7/25/11	Tue 9/4/12	
8	Civil Design - CD	1 mon	Tue 7/25/11	Mon 8/22/11	6
9	Civil Design/Permitting - CD	6 mons	Tue 8/23/11	Mon 2/6/12	8
10	Final Map Processing and Approval	6 mons	Tue 8/23/11	Mon 2/6/12	8
11	Final Map Recorded, Infrastructure Permits Issued	1 day	Tue 2/7/12	Tue 2/7/12	9, 10
12	Dry Utility Relocation Design/Approval	8 mons	Tue 7/26/11	Mon 4/2/12	6
13	Infrastructure Bidding/Contract Process (City mts.)	1 mon	Wed 2/6/12	Tue 3/6/12	11
14	CONSTRUCTION - Water/Utilities	6 mons	Wed 3/7/12	Tue 9/4/12	13
15	Utility Co. Work - cabling, substation	2 mons	Wed 7/1/12	Tue 9/4/12	14
16	PHASE 2 - Family Housing	721 days	Tue 7/26/11	Tue 4/26/14	
17	Design - CD	3 mons	Tue 7/26/11	Mon 10/17/11	6
18	Apply for 4% Tax Credits/Bonds	1 day	Fri 12/16/11	Fri 12/16/11	17
19	Tax Credit and Bond Allocation Hearing	1 day	Mon 2/6/12	Mon 2/6/12	18
20	Design - CD	3 mons	Tue 10/18/11	Mon 1/8/12	17
21	Plan Check and Permits	3 mons	Tue 1/10/12	Mon 4/2/12	20
22	Negative final construction opinion	1 mon	Tue 4/3/12	Mon 4/30/12	21
23	Close Financing	1 mon	Tue 3/6/12	Mon 4/2/12	21
24	CONSTRUCTION - Remediation and Podium	6 mons	Tue 5/1/12	Mon 10/15/12	23
25	CONSTRUCTION - Housing	14 mons	Tue 10/16/12	Mon 1/1/13	24
26	Streetscape Improvements around Family	4 mons	Tue 7/23/13	Mon 11/11/13	25
27	Lease-up	6 mons	Tue 11/12/13	Mon 4/28/14	26
28	Stabilized Occupancy	1 day	Tue 4/29/14	Tue 4/29/14	27
29	PHASE 3 - Senior Housing	831 days	Tue 7/26/11	Tue 9/30/14	
30	Design - CD	2 mons	Tue 7/26/11	Mon 9/19/11	6
31	Apply for 9% Tax Credits	1 day	Tue 3/20/12	Tue 3/20/12	
32	Tax Credit Award	1 day	Mon 6/11/12	Mon 6/11/12	
33	Design - CD	3 mons	Tue 5/1/12	Mon 7/23/12	31
34	Plan check and Permits	4 mons	Tue 7/24/12	Mon 1/1/13	33
35	Close Financing	1 mon	Tue 10/16/12	Mon 11/12/12	33
36	CONSTRUCTION - Podium	4 mons	Tue 11/27/12	Mon 3/18/13	35
37	CONSTRUCTION - Housing	14 mons	Tue 3/19/13	Mon 4/14/14	36
38	Streetscape Improvements around Senior	3 mons	Tue 12/1/14	Mon 4/14/14	37
39	Lease-up	6 mons	Tue 4/15/14	Mon 9/29/14	38
40	Stabilized Occupancy	1 day	Tue 9/30/14	Tue 9/30/14	39

ATTACHMENT 10

DEVELOPERS/CONSULTANTS/SELLERS/CONTRACTORS/
ENTITY SEEKING GRANT/BORROWERS
(Collectively referred to as "CONTRACTOR" herein)
STATEMENT FOR PUBLIC DISCLOSURE

1. Name of CONTRACTOR: BRIDGE SC, LLC
2. Address and Zip Code: 345 Spear Street, Suite 700, San Francisco, CA 94105
3. Telephone Number: 415-989-1111
4. Name of Principal Contact for CONTRACTOR: Kimberly McKay
5. Federal Identification Number or Social Security Number of CONTRACTOR: 26-3714598
6. If the CONTRACTOR is not an individual doing business under his own name, the CONTRACTOR has the status indicated below and is organized or operating under the laws of California as:
 - ☐ A corporation (Attach Articles of Incorporation)
 - ☐ A nonprofit or charitable institution or corporation. (Attach copy of Articles of Incorporation and documentary evidence verifying current valid nonprofit or charitable status).
 - ☐ A partnership known as: _____
(Name)
Check one
 - ☐ General Partnership (Attach statement of General Partnership)
 - ☐ Limited Partnership (Attach Certificate of Limited Partnership)
 - ☐ A business association or a joint venture known as: _____
(Attach joint venture or business association agreement)
 - ☐ A Federal, State or local government or instrumentality thereof.
 - ☒ Other (explain) Limited Liability Company, will serve as General Partner of future ownership entity.
7. If the CONTRACTOR is not an individual or a government agency or instrumentality, give date of organization:

BRIDGE SC, LLC - Certificate of Amendment filed December 9, 2005
Organizational documents are provided at the end of this section.

8. Provide names, addresses, telephone numbers, title of position (if any) and nature and extent of the interest of the current officers, principal members, shareholders, and investors of the CONTRACTOR, other than a government agency or instrumentality, as set forth below:
- If the CONTRACTOR is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock.
 - If the CONTRACTOR is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
 - If the CONTRACTOR is a partnership, each partner, whether a general or limited, and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10% .(Attach extra sheet if necessary)

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: BRIDGE Housing Corporation - Southern California	Sole member/manager of BRIDGE SC, LLC
Address: 345 Spear Street, Suite 700	
San Francisco, CA 94105	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

9. Has the makeup as set forth in Item 8(a) through 8(e) changed within the last twelve (12) months? If yes, please explain in detail.

No

10. Is it *anticipated* that the makeup as set forth in Item 8(a) through 8(e) will change within the next twelve (12) months? If yes, please explain in detail.

No

11. Provide name, address, telephone number, and nature and extent of interest of each person or entity (not named in response to Item 8) who has a beneficial interest in any of the shareholders or investors named in response to Item 8 which gives such person or entity more than a computed 10% interest in the CONTRACTOR (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the CONTRACTOR or more than 50% of the stock in the corporation which holds 20% of the stock of the CONTRACTOR):

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: BRIDGE Housing Corporation	Parent entity of BRIDGE Housing Corporation - Southern California
Address: 345 Spear St., Ste. 700, San Francisco, CA 94105	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

12. Names, addresses and telephone numbers (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 8 or Item 11 above:

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: See attached list at the end of this section	BRIDGE Housing Corporation Board of Directors
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

BOARD OF DIRECTORS

Douglas D. Abbey
AMB Capital Partners LLC
Pier 1, Bay 1
San Francisco, CA 94111

Richard Bender
Dean, Professor Emeritus
Center for Environmental Design Research
390 Wurster Hall, #1839
College of Environmental Design
U.C. Berkeley
Berkeley, CA 94720-1839

Ray Carlisle
Carlisle Companies
2200 Powell Street, Suite 530
Emeryville, CA 94608

Kent Colwell, CRE
Parthenon Associates
220 Montgomery Street, Penthouse 10
San Francisco, CA 94104

Harry Haigood
332 Infantry Terrace (home business)
San Francisco, CA 94129

Richard Holliday
Holliday Development
1500 Park Avenue, Suite 200
Emeryville, CA 94608

Mary King
Interim General Manager
AC Transit
1600 Franklin Street
Oakland, CA 94612

Ron Nahas
Rafanelli & Nahas
3697 Mt. Diablo Boulevard
Suite 250
Lafayette, CA 94549

Dennis O'Brien
The O'Brien Group
950 Tower Lane, Suite 1250
Foster City, CA 94404

Peter Palmisano
850 Meadowood Lane (home business)
St Helena, CA 94574

Lynn Sedway
Sedway Consulting
44 Montgomery Street, Suite 3705
San Francisco, CA 94104

Alan L. Stein
JMP Securities LLC
600 Montgomery Street, Suite 1100
San Francisco, CA 94111

Paul Stein
SKS Investments LLC
500 Treat Street, Suite 200
San Francisco, CA 94110

Ernesto Vasquez
McLarand Vasquez Emsiek & Partners
1900 Main Street, 8th floor
Irvine, CA 92614

Clark Wallace
Clark Wallace Realtor & Associates
13 Bel Air Drive
Orinda, CA 94563

Susanne B. Wilson
Solutions by Wilson
155 E. Campbell Avenue # 200
Campbell, CA 95008

Jim Wunderman
Bay Area Council
201 California Street, 14th Floor
San Francisco, CA 94111

13. Is the CONTRACTOR a subsidiary of or affiliated with any other corporation or corporations, any other firm or any other business entity or entities of whatever nature? If yes, list each such corporation, firm or business entity by name and address, specify its relationship to the CONTRACTOR, and identify the officers and directors or trustees common to the CONTRACTOR and such other corporation, firm or business entity.

Name, Address and Zip Code	Relationship to CONTRACTOR
Name: BRIDGE Housing Corporation - Southern California	Sole member/manager of BRIDGE SC, LLC
Address: 345 Spear Street, Suite 700	
San Francisco, CA 94105	
Name: BRIDGE Housing Corporation	Parent entity of BRIDGE Housing Corp. - Southern California
Address: 345 Spear Street, Suite 700	
San Francisco, CA 94105	
Name: COMM22, LLC	Master Developer of COMM22
Address: 345 Spear Street, Suite 700	
San Francisco, CA 94105	
Name:	
Address:	

14. Provide the financial condition of the CONTRACTOR as of the date of the statement and for a period of twenty-four (24) months prior to the date of its statement as reflected in the attached financial statements, including, but not necessarily limited to, profit and loss statements and statements of financial position.

AUDITED FINANCIAL STATEMENTS FOR BRIDGE HOUSING CORPORATION AND AFFILIATES, INCLUDING BRIDGE HOUSING CORPORATION - SOUTHERN CALIFORNIA ARE PROVIDED UNDER THE "FINANCIAL STATEMENTS" TAB.

15. If funds for the development/project are to be obtained from sources other than the CONTRACTOR's own funds, provide a statement of the CONTRACTOR's plan for financing the development/project:

Project will be financed with conventional debt, tax credit equity, and soft debt from State and local agencies.

16. Provide sources and amount of cash available to CONTRACTOR to meet equity requirements of the proposed undertaking:

- a. In banks/savings and loans:

Name, Address & Zip Code of Bank/Savings & Loan:

Please refer to attached financial statements.

Amount: \$ _____

- b. By loans from affiliated or associated corporations or firms:

Name, Address & Zip Code of Bank/Savings & Loan:

Please refer to attached financial statements.

Amount: \$ _____

- c. By sale of readily salable assets/including marketable securities:

Description	Market Value (\$)	Mortgages or Liens (\$)

17. Names and addresses of bank references, and name of contact at each reference:

Name, Address and Zip Code	Contact Name
Name: Wells Fargo	Margaret Schrand
Address: 45 Fremont Street, 9th Floor	
San Francisco, CA 94105	
Name: Union Bank	Jonathan Klein
Address: 200 Pringle Avenue, Suite 335	
Walnut Creek, CA 94596	
Name: US Bank	John Chan
Address: 621 Capitol Mall, Suite 800	
Sacramento, CA 95814	
Name: Citibank	Merle Malakoff
Address: One Sansome St., 22nd Floor	
San Francisco, CA 94104	

18. Has the CONTRACTOR or any of the CONTRACTOR's officers or principal members, shareholders or investors, or other interested parties been adjudged bankrupt, either voluntary or involuntary, within the past 10 years?

☐ Yes ☒ No

If yes, give date, place, and under what name.

19. Has the CONTRACTOR or anyone referred to above as "principals of the CONTRACTOR" been convicted of any felony within the past 10 years?

☐ Yes ☒ No

If yes, give for each case (1) date, (2) charge, (3) place, (4) court, and (5) action taken. Attach any explanation deemed necessary.

20. List undertakings (including, but not limited to, bid bonds, performance bonds, payment bonds and/or improvement bonds) comparable to size of the proposed project which have been completed by the CONTRACTOR including identification and brief description of each project, date of completion, and amount of bond, whether any legal action has been taken on the bond:

Type of Bond	Project Description	Date of Completion	Amount of Bond	Action on Bond

21. If the CONTRACTOR, or a parent corporation, a subsidiary, an affiliate, or a principal of the CONTRACTOR is to participate in the development as a construction contractor or builder, provide the following information:

- a. Name and addresses of such contractor or builder:

Name, Address and Zip Code	Affiliation
Name: Contractor/builder has not been identified	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract?

___ Yes ___ No

If yes, please explain, in detail, each such instance:

c. Total amount of construction or development work performed by such contractor or builder during the last three (3) years: \$ _____

General description of such work:

List each project, including location, nature of work performed, name, address of the owner of the project, bonding companies involved, amount of contract, date of commencement of project, date of completion, state whether any change orders were sought, amount of change orders, was litigation commenced concerning the project, including a designation of where, when and the outcome of the litigation.

Project Name			
Project Owner Contact Information			
	Name		Address
Project Location			
Project Details			
Bonding Company Involved			
	Name		Amount of Contract
Change Order Details			
Change Order Cost			
Litigation Details			
	Location/Date		Outcome Details

Project Name			
Project Owner Contact Information		Name	Address
Project Location			
Project Details			
Bonding Company Involved		Name	Amount of Contract
Change Order Details			
Change Order Cost			
Litigation Details		Location/Date	Outcome Details

d. Construction contracts or developments now being performed by such contractor or builder:

Identification of Contract or Development	Location	Amount	Date to be Completed

e. Outstanding construction-contract bids of such contractor or builder:

Awarding Agency	Amount	Date Opened

22. Provide a detailed and complete statement regarding equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:

Not applicable. Contractor/builder has not been identified.

23. Does any member of the governing body of the San Diego Housing Commission ("COMMISSION"), Housing Authority of the City of San Diego ("AUTHORITY") or City of San Diego ("CITY"), to which the accompanying proposal is being made or any officer or employee of the COMMISSION, the AUTHORITY or the CITY who exercises any functions or responsibilities in connection with the carrying out of the project covered by the CONTRACTOR's proposal, have any direct or indirect personal financial interest in the CONTRACTOR or in the proposed contractor?

☐ Yes ☒ No

If yes, explain.

24. Statements and other evidence of the CONTRACTOR's qualifications and financial responsibility (other than the financial statement referred to in Item 8) are attached hereto and hereby made a part hereof as follows:

No additional items are attached.

25. Is the proposed CONTRACTOR, and/or are any of the proposed subcontractors, currently involved in any construction-related litigation?

☐ Yes ☒ No

If yes, explain:

26. State the name, address and telephone numbers of CONTRACTOR's insurance agent(s) and/or companies for the following coverages: List the amount of coverage (limits) currently existing in each category: REFER TO ATTACHED CERTIFICATES

- a. General Liability, including Bodily Injury and Property Damage Insurance [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☒ Comprehensive Form
- ☒ Premises - Operations
- ☐ Explosion and Collapse Hazard
- ☐ Underground Hazard
- ☒ Products/Completed Operations Hazard
- ☐ Contractual Insurance
- ☐ Broad Form Property Damage
- ☐ Independent Contractors
- ☒ Personal Injury

b. Automobile Public Liability/Property Damage [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☒ Comprehensive Form
- ☐ Owned
- ☒ Hired
- ☒ Non-Owned

c. Workers Compensation [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

d. Professional Liability (Errors and Omissions) [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

e. Excess Liability [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

f. Other (Specify) [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

27. CONTRACTOR warrants and certifies that it will not during the term of the PROJECT, GRANT, LOAN, CONTRACT, DEVELOPMENT and/or RENDITIONS OF SERVICES discriminate against any employee, person, or applicant for employment because of race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. The CONTRACTOR will take affirmative action to ensure that applicants are employed, and that employees are treated during employment, without regard to their race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. Such action shall include, but not be limited to the following: employment, upgrading, demotion or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The CONTRACTOR agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the COMMISSION setting forth the provisions of this nondiscrimination clause.
28. The CONTRACTOR warrants and certifies that it will not without prior written consent of the COMMISSION, engage in any business pursuits that are adverse, hostile or take incompatible positions to the interests of the COMMISSION, during the term of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT and/or RENDITION OF SERVICES.
29. CONTRACTOR warrants and certifies that no member, commissioner, councilperson, officer, or employee of the COMMISSION, the AUTHORITY and/or the CITY, no member of the governing body of the locality in which the PROJECT is situated, no member of the government body in which the Commission was activated, and no other public official of such locality or localities who exercises any functions or responsibilities with respect to the assignment of work, has during his or her tenure, or will for one (1) year thereafter, have any interest, direct or indirect, in this PROJECT or the proceeds thereof.

30. List all citations, orders to cease and desist, stop work orders, complaints, judgments, fines, and penalties received by or imposed upon CONTRACTOR for safety violations from any and all government entities including but not limited to, the City of San Diego, County of San Diego, the State of California, the United States of America and any and all divisions and departments of said government entities for a period of five (5) years prior to the date of this statement. If none, please state:

Government Entity Making Complaining	Date	Resolution
No complaints, citations, etc. to report		

31. Has the CONTRACTOR ever been disqualified, removed from or otherwise prevented from bidding on or completing a federal, state, or local government project because of a violation of law or a safety regulation. If so, please explain the circumstances in detail. If none, please state:

None - BRIDGE SC, LLC has never been disqualified, removed, etc. from bidding on or completing a project because of a violation of law or a safety regulation.

32. Please list all licenses obtained by the CONTRACTOR through the State of California and/or the United States of America which are required and/or will be utilized by the CONTRACTOR and/or are convenient to the performance of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT, or RENDITION OF SERVICES. State the name of the governmental agency granting the license, type of license, date of grant, and the status of the license, together with a statement as to whether the License has ever been revoked:

Government Agency	License Description	License Number	Date Issued (Original)	Status (Current)	Revocation (Yes/No)
N/A	None				

33. Describe in detail any and all other facts, factors or conditions that may adversely affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, SALES of Real Property to, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

No factors will adversely affect BRIDGE SC, LLC's ability to perform or complete the project and repay debt to the Commission.

34. Describe in detail, any and all other facts, factors or conditions that may favorably affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

BRIDGE SC, LLC is currently the General Partner for two existing tax-credit developments in Southern California and has a history of completing projects on time and fulfilling repayment obligations. The two developments are Sage Canyon Apartments in San Marcos, CA and Woodbury Walk in Irvine, CA. Audited financial statements and other information for these properties are available upon request.

35. List all CONTRACTS with, DEVELOPMENTS for or with, LOANS with, PROJECTS with, GRANTS from, SALES of Real Property to, the COMMISSION, AUTHORITY and/or the CITY within the last five (5) years:

Date	Entity Involved (i.e. City Commission, etc)	Status (Current, delinquent, repaid, etc.)	Dollar Amount
12/8/09	Redevelopment Agency	Current	\$21,783,000

36. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, been the subject of a complaint filed with the Contractor's State License Board (CSLB)?

☐ Yes ☒ No

If yes, explain:

37. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, had a revocation or suspension of a CONTRACTOR's License?

☐ Yes ☒ No

If yes, explain:

38. List three local references who would be familiar with your previous construction project:

1. Name: Wermers Multifamily - Tom Wermers

Address: 5120 Shoreham Place, Ste. 150, San Diego, CA 92122

Phone: 858-535-1475

Project Name and Description: Woodbury Walk, Irvine, CA

150-unit affordable rental housing development

2. Name: KTGY Group, Inc. - Chris Texter

Address: 17992 Fitch, Irvine, CA 92614

Phone: 949-851-2133

Project Name and Description: Sage Canyon Apartments, San Marcos, CA

72-unit affordable rental housing development

3. Name: City of San Marcos - Harry Williams

Address: 1 Civic Center Drive, San Marcos, CA 92069

Phone: 760-744-1050

Project Name and Description: Sage Canyon Apartments, San Marcos, CA
72-unit affordable rental housing development

39. Give a brief statement regarding equipment, experience, financial capacity and other resources available to the Contractor for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment and the general experience of the Contractor.

Contractor/builder has not been identified.

40. Give the name and experience of the proposed Construction Superintendent.

Name	Experience
N/A - Contractor/builder has not been identified	

CONSENT TO PUBLIC DISCLOSURE BY CONTRACTOR

By providing the "Personal Information", (if any) as defined in Section 1798.3(a) of the Civil Code of the State of California (to the extent that it is applicable, if at all), requested herein and by seeking a loan from, a grant from, a contract with, the sale of real estate to, the right to develop from, and/or any and all other entitlements from the SAN DIEGO HOUSING COMMISSION ("COMMISSION"), the HOUSING AUTHORITY OF THE CITY OF SAN DIEGO ("AUTHORITY") and/or the CITY OF SAN DIEGO ("CITY"), the CONTRACTOR consents to the disclosure of any and all "Personal Information" and of any and all other information contained in this Public Disclosure Statement. CONTRACTOR specifically, knowingly and intentionally waives any and all privileges and rights that may exist under State and/or Federal Law relating to the public disclosure of the information contained herein. With respect to "Personal Information", if any, contained herein, the CONTRACTOR, by executing this disclosure statement and providing the information requested, consents to its disclosure pursuant to the provisions of the Information Practices Act of 1977, Civil Code Section 1798.24(b). CONTRACTOR is aware that a disclosure of information contained herein will be made at a public meeting or meetings of the COMMISSION, the AUTHORITY, and/or the CITY at such times as the meetings may be scheduled. CONTRACTOR hereby consents to the disclosure of said "Personal Information", if any, more than thirty (30) days from the date of this statement at the duly scheduled meeting(s) of the COMMISSION, the AUTHORITY and/or the CITY. CONTRACTOR acknowledges that public disclosure of the information contained herein may be made pursuant to the provisions of Civil Code Section 1798.24(d).

CONTRACTOR represents and warrants to the COMMISSION, the AUTHORITY and the CITY that by providing the information requested herein and waiving any and all privileges available under the Evidence Code of the State of California, State and Federal Law, (to the extent of this disclosure that the information being submitted herein), the information constitutes a "Public Record" subject to disclosure to members of the public in accordance with the provisions of California Government Section 6250 et seq.

CONTRACTOR specifically waives, by the production of the information disclosed herein, any and all rights that CONTRACTOR may have with respect to the information under the provisions of Government Code Section 6254 including its applicable subparagraphs, to the extent of the disclosure herein, as well as all rights of privacy, if any, under the State and Federal Law.

Executed this 22nd day of February, 20 11, at San Diego, California.

CONTRACTOR

By: 

Signature

EUP: CFO

Title

CERTIFICATION

The CONTRACTOR, BRIDGE SC, LLC, hereby certifies that this CONTRACTOR's Statement for Public Disclosure and the attached information/evidence of the CONTRACTOR's qualifications and financial responsibility, including financial statements, are true and correct to the best of CONTRACTOR's knowledge and belief.

By: [Signature]

By: _____

Title: EVP: CFO

Title: _____

Dated: 2-22-11

Dated: _____

WARNING: 18 U.S.C. 1001 provides, among other things, that whoever knowingly and willingly makes or uses a document or writing containing any false, fictitious or fraudulent statement or entry, in any matter within the jurisdiction or any department or agency of the United States, shall be fined not more than \$10,000 or imprisoned for not more than five years, or both.

JURAT

State of California

See Attached

County of _____

Subscribed and sworn to (or affirmed) before me on this _____ day of _____, 20____

by _____ personally known to me or proved to me on the basis of satisfactory

evidence to be the person(s) who appeared before me.

Signature of Notary

SEAL

DISCLOSE.PUB

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- ☒ See Attached Document (Notary to cross out lines 1-6 below)
☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], not Notary)

1 _____
2 _____
3 _____
4 _____
5 _____
6 _____

Signature of Document Signer No. 1 _____ Signature of Document Signer No. 2 (if any) _____

State of California

County of San Francisco

Subscribed and sworn to (or affirmed) before me on this

22nd day of February, 20 11, by

(1) D. Kemp Valentine,
Name of Signer

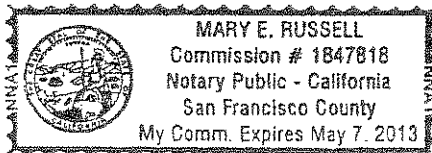
proved to me on the basis of satisfactory evidence
to be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence
to be the person who appeared before me.)

Signature Mary E. Russell
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove
valuable to persons relying on the document and could prevent
fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: Attachment E, Dev./Cons./Sellers/
Contractors/Entity Seeking Grant/
Borrower's Stmt. for Public Disclosure
BRIDGE SC, LLC

Document Date: 2/22/11 Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT
OF SIGNER #1

Top of thumb here

RIGHT THUMBPRINT
OF SIGNER #2

Top of thumb here

ATTACHMENT 10 (continued)

DEVELOPERS/CONSULTANTS/SELLERS/CONTRACTORS/
ENTITY SEEKING GRANT/BORROWERS
(Collectively referred to as "CONTRACTOR" herein)
STATEMENT FOR PUBLIC DISCLOSURE

1. Name of CONTRACTOR: BRIDGE Housing Corporation
2. Address and Zip Code: 345 Spear Street, Suite 700, San Francisco, CA 94105
3. Telephone Number: 415-989-1111
4. Name of Principal Contact for CONTRACTOR: Kimberly McKay
5. Federal Identification Number or Social Security Number of CONTRACTOR: 94-2827909
6. If the CONTRACTOR is not an individual doing business under his own name, the CONTRACTOR has the status indicated below and is organized or operating under the laws of California as:
 - ☒ A corporation (Attach Articles of Incorporation)
 - ☐ A nonprofit or charitable institution or corporation. (Attach copy of Articles of Incorporation and documentary evidence verifying current valid nonprofit or charitable status).
 - ☐ A partnership known as: _____
(Name)
Check one
 - () General Partnership (Attach statement of General Partnership)
 - () Limited Partnership (Attach Certificate of Limited Partnership)
 - ☐ A business association or a joint venture known as: _____
(Attach joint venture or business association agreement)
 - ☐ A Federal, State or local government or instrumentality thereof.
 - ☐ Other (explain)
7. If the CONTRACTOR is not an individual or a government agency or instrumentality, give date of organization:

Article of Incorporation were filed on 6/1/82.

8. Provide names, addresses, telephone numbers, title of position (if any) and nature and extent of the interest of the current officers, principal members, shareholders, and investors of the CONTRACTOR, other than a government agency or instrumentality, as set forth below:
- If the CONTRACTOR is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock.
 - If the CONTRACTOR is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
 - If the CONTRACTOR is a partnership, each partner, whether a general or limited, and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%. (Attach extra sheet if necessary)

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: See attached list at the end of this section	BRIDGE Housing Corporation Board of Directors
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

9. Has the makeup as set forth in Item 8(a) through 8(e) changed within the last twelve (12) months? If yes, please explain in detail.

No

10. Is it *anticipated* that the makeup as set forth in Item 8(a) through 8(e) will change within the next twelve (12) months? If yes, please explain in detail.

No

BOARD OF DIRECTORS

Douglas D. Abbey
AMB Capital Partners LLC
Pier 1, Bay 1
San Francisco, CA 94111

Richard Bender
Dean, Professor Emeritus
Center for Environmental Design Research
390 Wurster Hall, #1839
College of Environmental Design
U.C. Berkeley
Berkeley, CA 94720-1839

Ray Carlisle
Carlisle Companies
2200 Powell Street, Suite 530
Emeryville, CA 94608

Kent Colwell, CRE
Parthenon Associates
220 Montgomery Street, Penthouse 10
San Francisco, CA 94104

Harry Haigood
332 Infantry Terrace (home business)
San Francisco, CA 94129

Richard Holliday
Holliday Development
1500 Park Avenue, Suite 200
Emeryville, CA 94608

Mary King
Interim General Manager
AC Transit
1600 Franklin Street
Oakland, CA 94612

Ron Nahas
Rafanelli & Nahas
3697 Mt. Diablo Boulevard
Suite 250
Lafayette, CA 94549

Dennis O'Brien
The O'Brien Group
950 Tower Lane, Suite 1250
Foster City, CA 94404

Peter Palmisano
850 Meadowood Lane (home business)
St Helena, CA 94574

Lynn Sedway
Sedway Consulting
44 Montgomery Street, Suite 3705
San Francisco, CA 94104

Alan L. Stein
JMP Securities LLC
600 Montgomery Street, Suite 1100
San Francisco, CA 94111

Paul Stein
SKS Investments LLC
500 Treat Street, Suite 200
San Francisco, CA 94110

Ernesto Vasquez
McLarand Vasquez Emsiek & Partners
1900 Main Street, 8th floor
Irvine, CA 92614

Clark Wallace
Clark Wallace Realtor & Associates
13 Bel Air Drive
Orinda, CA 94563

Susanne B. Wilson
Solutions by Wilson
155 E. Campbell Avenue # 200
Campbell, CA 95008

Jim Wunderman
Bay Area Council
201 California Street, 14th Floor
San Francisco, CA 94111

11. Provide name, address, telephone number, and nature and extent of interest of each person or entity (not named in response to Item 8) who has a beneficial interest in any of the shareholders or investors named in response to Item 8 which gives such person or entity more than a computed 10% interest in the CONTRACTOR (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the CONTRACTOR or more than 50% of the stock in the corporation which holds 20% of the stock of the CONTRACTOR):

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

12. Names, addresses and telephone numbers (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 8 or Item 11 above:

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: See attached list at the end of this section	BRIDGE Housing Corporation Board of Directors
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

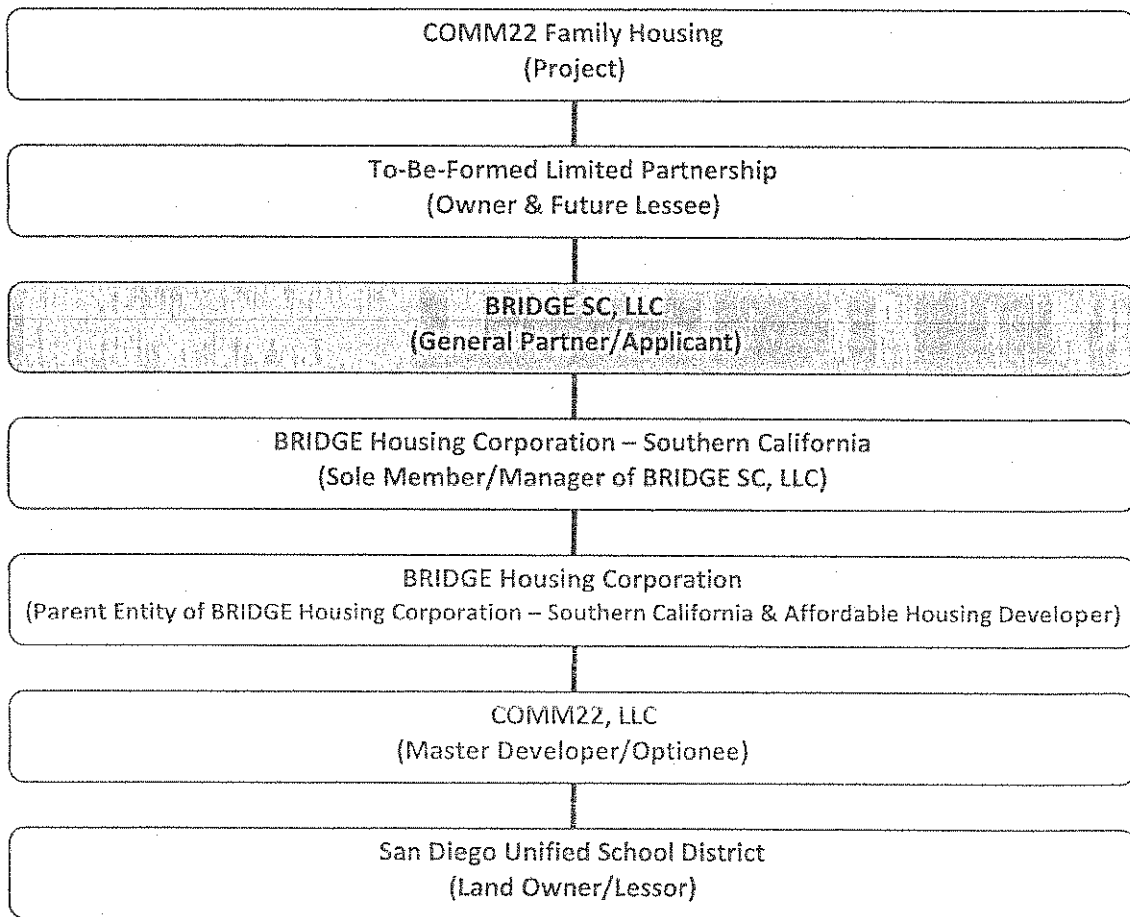
13. Is the CONTRACTOR a subsidiary of or affiliated with any other corporation or corporations, any other firm or any other business entity or entities of whatever nature? If yes, list each such corporation, firm or business entity by name and address, specify its relationship to the CONTRACTOR, and identify the officers and directors or trustees common to the CONTRACTOR and such other corporation, firm or business entity.

Name, Address and Zip Code	Relationship to CONTRACTOR
Name: Multiple affiliate entities - see attached org	chart
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

14. Provide the financial condition of the CONTRACTOR as of the date of the statement and for a period of twenty-four (24) months prior to the date of its statement as reflected in the attached financial statements, including, but not necessarily limited to, profit and loss statements and statements of financial position.

AUDITED FINANCIAL STATEMENTS FOR BRIDGE HOUSING CORPORATION AND AFFILIATES WERE INCLUDED IN THE COMM22 FAMILY HOUSING NOFA APPLICATION.

**ORGANIZATIONAL CHART:
COMM22 MASTER DEVELOPMENT**



The COMM22 site is owned by the San Diego Unified School District and is currently controlled by COMM22, LLC under an Option Agreement. The site will eventually be redeveloped into a mixed-use site, consisting of affordable family and senior rental housing, ground-floor retail, a child care center, office space, live-work lofts, and for-sale row homes.

The project components will be developed and owned by separate entities, with BRIDGE SC, LLC as the initial General Partner of the future affordable family housing ownership entity. BRIDGE SC, LLC will ultimately be substituted by an entity consisting of a BRIDGE Housing Corporation affiliate and Metropolitan Area Advisory Committee affiliate, with the BRIDGE affiliate maintaining controlling interest.

BRIDGE SC, LLC is comprised of BRIDGE Housing Corporation – Southern California as its sole member and manager. BRIDGE Housing Corporation – Southern California is a wholly controlled affiliate of BRIDGE Housing Corporation, which currently holds an Option to acquire the future leasehold interest from COMM22, LLC.

Organizational documents for BRIDGE SC, LLC, BRIDGE Housing Corporation-Southern California, and BRIDGE Housing Corporation are provided on the following pages.

15. If funds for the development/project are to be obtained from sources other than the CONTRACTOR's own funds, provide a statement of the CONTRACTOR's plan for financing the development/project:
Project will be financed with conventional debt, tax credit equity, and soft debt from State and
local agencies.

16. Provide sources and amount of cash available to CONTRACTOR to meet equity requirements of the proposed undertaking:

- a. In banks/savings and loans:

Name, Address & Zip Code of Bank/Savings & Loan:

Please refer to financial statements provided in the COMM22 Family Housing application.

Amount: \$ _____

- b. By loans from affiliated or associated corporations or firms:

Name, Address & Zip Code of Bank/Savings & Loan:

Please refer to financial statements provided in the COMM22 Family Housing application.

Amount: \$ _____

- c. By sale of readily salable assets/including marketable securities:

Description	Market Value (\$)	Mortgages or Liens (\$)

17. Names and addresses of bank references, and name of contact at each reference:

Name, Address and Zip Code	Contact Name
Name: Wells Fargo	Margaret Schrand
Address: 45 Fremont Street, 9th Floor	
San Francisco, CA 94105	
Name: Union Bank	Jonathan Klein
Address: 200 Pringle Avenue, Suite 335	
Walnut Creek, CA 94596	
Name: US Bank	John Chan
Address: 621 Capitol Mall, Suite 800	
Sacramento, CA 95814	
Name: Citibank	Merle Malakoff
Address: One Sansome St., 22nd Floor	
San Francisco, CA 94104	

18. Has the CONTRACTOR or any of the CONTRACTOR's officers or principal members, shareholders or investors, or other interested parties been adjudged bankrupt, either voluntary or involuntary, within the past 10 years?

☐ Yes ☒ No

If yes, give date, place, and under what name.

19. Has the CONTRACTOR or anyone referred to above as "principals of the CONTRACTOR" been convicted of any felony within the past 10 years?

☐ Yes ☒ No

If yes, give for each case (1) date, (2) charge, (3) place, (4) court, and (5) action taken. Attach any explanation deemed necessary.

20. List undertakings (including, but not limited to, bid bonds, performance bonds, payment bonds and/or improvement bonds) comparable to size of the proposed project which have been completed by the CONTRACTOR including identification and brief description of each project, date of completion, and amount of bond, whether any legal action has been taken on the bond:

Type of Bond	Project Description	Date of Completion	Amount of Bond	Action on Bond

21. If the CONTRACTOR, or a parent corporation, a subsidiary, an affiliate, or a principal of the CONTRACTOR is to participate in the development as a construction contractor or builder, provide the following information:

- a. Name and addresses of such contractor or builder:

Name, Address and Zip Code	Affiliation
Name: Contractor/builder has not been identified	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract?

___ Yes ___ No

If yes, please explain, in detail, each such instance:

c. Total amount of construction or development work performed by such contractor or builder during the last three (3) years: \$ _____

General description of such work:

List each project, including location, nature of work performed, name, address of the owner of the project, bonding companies involved, amount of contract, date of commencement of project, date of completion, state whether any change orders were sought, amount of change orders, was litigation commenced concerning the project, including a designation of where, when and the outcome of the litigation.

Project Name			
Project Owner Contact Information		Name	Address
Project Location			
Project Details			
Bonding Company Involved		Name	Amount of Contract
Change Order Details			
Change Order Cost			
Litigation Details		Location/Date	Outcome Details

Project Name			
Project Owner Contact Information			
	Name	Address	
Project Location			
Project Details			
Bonding Company Involved			
	Name	Amount of Contract	
Change Order Details			
Change Order Cost			
Litigation Details			
	Location/Date	Outcome Details	

23. Does any member of the governing body of the San Diego Housing Commission ("COMMISSION"), Housing Authority of the City of San Diego ("AUTHORITY") or City of San Diego ("CITY"), to which the accompanying proposal is being made or any officer or employee of the COMMISSION, the AUTHORITY or the CITY who exercises any functions or responsibilities in connection with the carrying out of the project covered by the CONTRACTOR's proposal, have any direct or indirect personal financial interest in the CONTRACTOR or in the proposed contractor?

☐ Yes ☒ No

If yes, explain.

24. Statements and other evidence of the CONTRACTOR's qualifications and financial responsibility (other than the financial statement referred to in Item 8) are attached hereto and hereby made a part hereof as follows:

No additional items are attached.

25. Is the proposed CONTRACTOR, and/or are any of the proposed subcontractors, currently involved in any construction-related litigation?

☐ Yes ☒ No

If yes, explain:

26. State the name, address and telephone numbers of CONTRACTOR's insurance agent(s) and/or companies for the following coverages: List the amount of coverage (limits) currently existing in each category: REFER TO ATTACHED CERTIFICATES

- a. General Liability, including Bodily Injury and Property Damage Insurance [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☒ Comprehensive Form
- ☒ Premises - Operations
- ☐ Explosion and Collapse Hazard
- ☐ Underground Hazard
- ☒ Products/Completed Operations Hazard
- ☐ Contractual Insurance
- ☐ Broad Form Property Damage
- ☐ Independent Contractors
- ☒ Personal Injury

b. Automobile Public Liability/Property Damage [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☒ Comprehensive Form
- ☐ Owned
- ☒ Hired
- ☒ Non-Owned

c. Workers Compensation [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

d. Professional Liability (Errors and Omissions) [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

e. Excess Liability [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

f. Other (Specify) [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

27. CONTRACTOR warrants and certifies that it will not during the term of the PROJECT, GRANT, LOAN, CONTRACT, DEVELOPMENT and/or RENDITIONS OF SERVICES discriminate against any employee, person, or applicant for employment because of race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. The CONTRACTOR will take affirmative action to ensure that applicants are employed, and that employees are treated during employment, without regard to their race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. Such action shall include, but not be limited to the following: employment, upgrading, demotion or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The CONTRACTOR agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the COMMISSION setting forth the provisions of this nondiscrimination clause.

28. The CONTRACTOR warrants and certifies that it will not without prior written consent of the COMMISSION, engage in any business pursuits that are adverse, hostile or take incompatible positions to the interests of the COMMISSION, during the term of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT and/or RENDITION OF SERVICES.

29. CONTRACTOR warrants and certifies that no member, commissioner, councilperson, officer, or employee of the COMMISSION, the AUTHORITY and/or the CITY, no member of the governing body of the locality in which the PROJECT is situated, no member of the government body in which the Commission was activated, and no other public official of such locality or localities who exercises any functions or responsibilities with respect to the assignment of work, has during his or her tenure, or will for one (1) year thereafter, have any interest, direct or indirect, in this PROJECT or the proceeds thereof.

30. List all citations, orders to cease and desist, stop work orders, complaints, judgments, fines, and penalties received by or imposed upon CONTRACTOR for safety violations from any and all government entities including but not limited to, the City of San Diego, County of San Diego, the State of California, the United States of America and any and all divisions and departments of said government entities for a period of five (5) years prior to the date of this statement. If none, please state:

Government Entity Making Complaing	Date	Resolution
No complaints, citations, etc. to report		

31. Has the CONTRACTOR ever been disqualified, removed from or otherwise prevented from bidding on or completing a federal, state, or local government project because of a violation of law or a safety regulation. If so, please explain the circumstances in detail. If none, please state:

None - BRIDGE Housing Corporation has never been disqualified, removed, etc. from bidding on or completing a project because of a violation of law or a safety regulation.

32. Please list all licenses obtained by the CONTRACTOR through the State of California and/or the United States of America which are required and/or will be utilized by the CONTRACTOR and/or are convenient to the performance of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT, or RENDITION OF SERVICES. State the name of the governmental agency granting the license, type of license, date of grant, and the status of the license, together with a statement as to whether the License has ever been revoked:

Government Agency	License Description	License Number	Date Issued (Original)	Status (Current)	Revocation (Yes/No)
N/A	None				

33. Describe in detail any and all other facts, factors or conditions that may adversely affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, SALES of Real Property to, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

No factors will adversely affect BRIDGE Housing Corporation's ability to perform or complete the project and repay debt to the Commission.

34. Describe in detail, any and all other facts, factors or conditions that may favorably affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

BRIDGE Housing Corporation is the largest nonprofit developer of affordable housing in California and has successfully developed over 13,000 homes in its 28-year history.

35. List all CONTRACTS with, DEVELOPMENTS for or with, LOANS with, PROJECTS with, GRANTS from, SALES of Real Property to, the COMMISSION, AUTHORITY and/or the CITY within the last five (5) years:

Date	Entity Involved (i.e. City Commission, etc)	Status (Current, delinquent, repaid, etc.)	Dollar Amount
12/8/09	Redevelopment Agency	Current	\$21,783,000

36. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, been the subject of a complaint filed with the Contractor's State License Board (CSLB)?

☐ Yes ☒ No

If yes, explain:

37. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, had a revocation or suspension of a CONTRACTOR's License?

☐ Yes ☒ No

If yes, explain:

38. List three local references who would be familiar with your previous construction project:

1. Name: Wermers Multifamily - Tom Wermers

Address: 5120 Shoreham Place, Ste. 150, San Diego, CA 92122

Phone: 858-535-1475

Project Name and Description: Woodbury Walk, Irvine, CA

150-unit affordable rental housing development

2. Name: KTGY Group, Inc. - Chris Texter

Address: 17992 Fitch, Irvine, CA 92614

Phone: 949-851-2133

Project Name and Description: Sage Canyon Apartments, San Marcos, CA

72-unit affordable rental housing development

3. Name: City of San Marcos - Harry Williams

Address: 1 Civic Center Drive, San Marcos, CA 92069

Phone: 760-744-1050

Project Name and Description: Sage Canyon Apartments, San Marcos, CA

72-unit affordable rental housing development

39. Give a brief statement regarding equipment, experience, financial capacity and other resources available to the Contractor for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment and the general experience of the Contractor.

Contractor/builder has not been identified.

40. Give the name and experience of the proposed Construction Superintendent.

Name	Experience
N/A - Contractor/builder has not been identified	

CONSENT TO PUBLIC DISCLOSURE BY CONTRACTOR

By providing the "Personal Information", (if any) as defined in Section 1798.3(a) of the Civil Code of the State of California (to the extent that it is applicable, if at all), requested herein and by seeking a loan from, a grant from, a contract with, the sale of real estate to, the right to develop from, and/or any and all other entitlements from the SAN DIEGO HOUSING COMMISSION ("COMMISSION"), the HOUSING AUTHORITY OF THE CITY OF SAN DIEGO ("AUTHORITY") and/or the CITY OF SAN DIEGO ("CITY"), the CONTRACTOR consents to the disclosure of any and all "Personal Information" and of any and all other information contained in this Public Disclosure Statement. CONTRACTOR specifically, knowingly and intentionally waives any and all privileges and rights that may exist under State and/or Federal Law relating to the public disclosure of the information contained herein. With respect to "Personal Information", if any, contained herein, the CONTRACTOR, by executing this disclosure statement and providing the information requested, consents to its disclosure pursuant to the provisions of the Information Practices Act of 1977, Civil Code Section 1798.24(b). CONTRACTOR is aware that a disclosure of information contained herein will be made at a public meeting or meetings of the COMMISSION, the AUTHORITY, and/or the CITY at such times as the meetings may be scheduled. CONTRACTOR hereby consents to the disclosure of said "Personal Information", if any, more than thirty (30) days from the date of this statement at the duly scheduled meeting(s) of the COMMISSION, the AUTHORITY and/or the CITY. CONTRACTOR acknowledges that public disclosure of the information contained herein may be made pursuant to the provisions of Civil Code Section 1798.24(d).

CONTRACTOR represents and warrants to the COMMISSION, the AUTHORITY and the CITY that by providing the information requested herein and waiving any and all privileges available under the Evidence Code of the State of California, State and Federal Law, (to the extent of this disclosure that the information being submitted herein), the information constitutes a "Public Record" subject to disclosure to members of the public in accordance with the provisions of California Government Section 6250 et seq.

CONTRACTOR specifically waives, by the production of the information disclosed herein, any and all rights that CONTRACTOR may have with respect to the information under the provisions of Government Code Section 6254 including its applicable subparagraphs, to the extent of the disclosure herein, as well as all rights of privacy, if any, under the State and Federal Law.

Executed this _____ day of _____, 20 _____, at San Diego, California.

CONTRACTOR

By:

Signature

Title

CERTIFICATION

The CONTRACTOR, BRIDGE Housing Corporation, hereby certifies that this CONTRACTOR's Statement for Public Disclosure and the attached information/evidence of the CONTRACTOR's qualifications and financial responsibility, including financial statements, are true and correct to the best of CONTRACTOR's knowledge and belief.

By: [Signature] By: _____
Title: VP Title: _____
Dated: 3/17/11 Dated: _____

WARNING: 18 U.S.C. 1001 provides, among other things, that whoever knowingly and willingly makes or uses a document or writing containing any false, fictitious or fraudulent statement or entry, in any matter within the jurisdiction or any department or agency of the United States, shall be fined not more than \$10,000 or imprisoned for not more than five years, or both.

JURAT

State of California

County of SAN Diego

Subscribed and sworn to (or affirmed) before me on this 17 day of MARCH, 2011
by Kimberly McKay personally known to me or proved to me on the basis of satisfactory
evidence to be the person(s) who appeared before me.



M. Betty Migliaccio
Signature of Notary

SEAL

DISCLOSE.PUB

BOARD OF DIRECTORS

Douglas D. Abbey
AMB Capital Partners LLC
Pier 1, Bay 1
San Francisco, CA 94111

Richard Bender
Dean, Professor Emeritus
Center for Environmental Design Research
390 Wurster Hall, #1839
College of Environmental Design
U.C. Berkeley
Berkeley, CA 94720-1839

Ray Carlisle
Carlisle Companies
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Emeryville, CA 94608

Kent Colwell, CRE
Parthenon Associates
220 Montgomery Street, Penthouse 10
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Harry Haigood
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Interim General Manager
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The O'Brien Group
950 Tower Lane, Suite 1250
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St Helena, CA 94574

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San Francisco, CA 94111

Paul Stein
SKS Investments LLC
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San Francisco, CA 94110

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McLarand Vasquez Emsiek & Partners
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Irvine, CA 92614

Clark Wallace
Clark Wallace Realtor & Associates
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Orinda, CA 94563

Susanne B. Wilson
Solutions by Wilson
155 E. Campbell Avenue # 200
Campbell, CA 95008

Jim Wunderman
Bay Area Council
201 California Street, 14th Floor
San Francisco, CA 94111

ATTACHMENT 10 (continued)

DEVELOPERS/CONSULTANTS/SELLERS/CONTRACTORS/
ENTITY SEEKING GRANT/BORROWERS
(Collectively referred to as "CONTRACTOR" herein)
STATEMENT FOR PUBLIC DISCLOSURE

1. Name of CONTRACTOR: Metropolitan Area Advisory Committee on Anti-Poverty of
San Diego County, Inc. dba MAAC Project

2. Address and Zip Code: 1355 Third Ave., Chula Vista, CA 91911

3. Telephone Number: 619-426-3595

4. Name of Principal Contact for CONTRACTOR: Adolfo Ventura

5. Federal Identification Number or Social Security Number of CONTRACTOR: 95-2457354

6. If the CONTRACTOR is not an individual doing business under his own name, the CONTRACTOR has the status indicated below and is organized or operating under the laws of California as:

☐ A corporation (Attach Articles of Incorporation)

☒ A nonprofit or charitable institution or corporation. (Attach copy of Articles of Incorporation and documentary evidence verifying current valid nonprofit or charitable status).

☐ A partnership known as: _____
(Name)

Check one

☐ General Partnership (Attach statement of General Partnership)

☐ Limited Partnership (Attach Certificate of Limited Partnership)

☐ A business association or a joint venture known as: _____
(Attach joint venture or business association agreement)

☐ A Federal, State or local government or instrumentality thereof.

☐ Other (explain):

--

7. If the CONTRACTOR is not an individual or a government agency or instrumentality, give date of organization:

June 8, 1965

8. Provide names, addresses, telephone numbers, title of position (if any) and nature and extent of the interest of the current officers, principal members, shareholders, and investors of the CONTRACTOR, other than a government agency or instrumentality, as set forth below:
- If the CONTRACTOR is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock.
 - If the CONTRACTOR is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
 - If the CONTRACTOR is a partnership, each partner, whether a general or limited, and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
 - If the CONTRACTOR is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%. (Attach extra sheet if necessary)

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: See Exhibit A "Board Member Roster"	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

9. Has the makeup as set forth in Item 8(a) through 8(e) changed within the last twelve (12) months? If yes, please explain in detail.

Yes. Six new board members were recently seated as of January-February 2011.
There were 4 resignations and currently we have 12 board members in total.

10. Is it *anticipated* that the makeup as set forth in Item 8(a) through 8(e) will change within the next twelve (12) months? If yes, please explain in detail.

Yes. We are anticipating to seat an additional 3 to 4 members on the board from April-May 2011.

11. Provide name, address, telephone number, and nature and extent of interest of each person or entity (not named in response to Item 8) who has a beneficial interest in any of the shareholders or investors named in response to Item 8 which gives such person or entity more than a computed 10% interest in the CONTRACTOR (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the CONTRACTOR or more than 50% of the stock in the corporation which holds 20% of the stock of the CONTRACTOR):

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: N/A	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

12. Names, addresses and telephone numbers (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 8 or Item 11 above:

Name, Address and Zip Code	Position Title (if any) and percent of interest or description of character and extent of interest
Name: See Exhibit A "Board Member Roster"	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

13. Is the CONTRACTOR a subsidiary of or affiliated with any other corporation or corporations, any other firm or any other business entity or entities of whatever nature? If yes, list each such corporation, firm or business entity by name and address, specify its relationship to the CONTRACTOR, and identify the officers and directors or trustees common to the CONTRACTOR and such other corporation, firm or business entity.

Name, Address and Zip Code	Relationship to CONTRACTOR
Name: MAAC Project	
Address: 1355 Third Avenue	
Chula Vista, CA 91911	
Name: COMM22, LLC	
Address: 345 Spear Street, Suite 700	
San Francisco, CA 94105	
Name:	
Address:	
Name:	
Address:	

14. Provide the financial condition of the CONTRACTOR as of the date of the statement and for a period of twenty-four (24) months prior to the date of its statement as reflected in the attached financial statements, including, but not necessarily limited to, profit and loss statements and statements of financial position.

See Exhibit B "Financial Statements"

15. If funds for the development/project are to be obtained from sources other than the CONTRACTOR's own funds, provide a statement of the CONTRACTOR's plan for financing the development/project:

Project will be financed with conventional debt, tax credit equity and soft debt from state and local agencies.

16. Provide sources and amount of cash available to CONTRACTOR to meet equity requirements of the proposed undertaking:

- a. In banks/savings and loans:

Name, Address & Zip Code of Bank/Savings & Loan:

Please refer to attached financial statements, in addition contractor is not expected to have any additional equity requirements.

Amount: \$ _____

- b. By loans from affiliated or associated corporations or firms:

Name, Address & Zip Code of Bank/Savings & Loan:

N/A

Amount: \$ _____

- c. By sale of readily salable assets/including marketable securities:

Description	Market Value (\$)	Mortgages or Liens (\$)
N/A		

17. Names and addresses of bank references, and name of contact at each reference:

Name, Address and Zip Code	Contact Name
Name: Union Bank of California	Jane Wolgemuth
Address: 530 "B" Street, Suite S-535	Vice President, Commercial Treasury Services
San Diego, CA 92101	
Name: Bank of America	Brenda Matlock
Address: 333 S. Hope Street, 12th Floor	Vice President, Treasury Solutions Officer
Los Angeles, CA 90071	
Name:	
Address:	
Name:	
Address:	

18. Has the CONTRACTOR or any of the CONTRACTOR's officers or principal members, shareholders or investors, or other interested parties been adjudged bankrupt, either voluntary or involuntary, within the past 10 years?

☐ Yes ☒ No

If yes, give date, place, and under what name.

19. Has the CONTRACTOR or anyone referred to above as "principals of the CONTRACTOR" been convicted of any felony within the past 10 years?

☐ Yes ☒ No

If yes, give for each case (1) date, (2) charge, (3) place, (4) court, and (5) action taken. Attach any explanation deemed necessary.

20. List undertakings (including, but not limited to, bid bonds, performance bonds, payment bonds and/or improvement bonds) comparable to size of the proposed project which have been completed by the CONTRACTOR including identification and brief description of each project, date of completion, and amount of bond, whether any legal action has been taken on the bond:

Type of Bond	Project Description	Date of Completion	Amount of Bond	Action on Bond
N/A				

21. If the CONTRACTOR, or a parent corporation, a subsidiary, an affiliate, or a principal of the CONTRACTOR is to participate in the development as a construction contractor or builder, provide the following information:

- a. Name and addresses of such contractor or builder:

Name, Address and Zip Code	Affiliation
Name: Construction contractor has not been identified.	
Address:	
Name:	
Address:	
Name:	
Address:	
Name:	
Address:	

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract?

___ Yes ___ No

If yes, please explain, in detail, each such instance:

N/A

c. Total amount of construction or development work performed by such contractor or builder during the last three (3) years: \$ _____

General description of such work:

List each project, including location, nature of work performed, name, address of the owner of the project, bonding companies involved, amount of contract, date of commencement of project, date of completion, state whether any change orders were sought, amount of change orders, was litigation commenced concerning the project, including a designation of where, when and the outcome of the litigation.

Project Name	N/A	
Project Owner Contact Information		
	Name	Address
Project Location		
Project Details		
Bonding Company Involved		
	Name	Amount of Contract
Change Order Details		
Change Order Cost		
Litigation Details		
	Location/Date	Outcome Details

Project Name	N/A		
Project Owner Contact Information			
	Name		Address
Project Location			
Project Details			
Bonding Company Involved			
	Name		Amount of Contract
Change Order Details			
Change Order Cost			
Litigation Details			
	Location/Date		Outcome Details

d. Construction contracts or developments now being performed by such contractor or builder:

Indentification of Contract or Development	Location	Amount	Date to be Completed
N/A			

e. Outstanding construction-contract bids of such contractor or builder:

Awarding Agency	Amount	Date Opened
N/A		

22. Provide a detailed and complete statement regarding equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:

Not applicable. Construction contractor has not been identified.

23. Does any member of the governing body of the San Diego Housing Commission ("COMMISSION"), Housing Authority of the City of San Diego ("AUTHORITY") or City of San Diego ("CITY"), to which the accompanying proposal is being made or any officer or employee of the COMMISSION, the AUTHORITY or the CITY who exercises any functions or responsibilities in connection with the carrying out of the project covered by the CONTRACTOR's proposal, have any direct or indirect personal financial interest in the CONTRACTOR or in the proposed contractor?

☐ Yes ☒ No

If yes, explain.

24. Statements and other evidence of the CONTRACTOR's qualifications and financial responsibility (other than the financial statement referred to in Item 8) are attached hereto and hereby made a part hereof as follows:

No additional items are attached.

25. Is the proposed CONTRACTOR, and/or are any of the proposed subcontractors, currently involved in any construction-related litigation?

☐ Yes ☒ No

If yes, explain:

26. State the name, address and telephone numbers of CONTRACTOR's insurance agent(s) and/or companies for the following coverages: List the amount of coverage (limits) currently existing in each category:

- a. General Liability, including Bodily Injury and Property Damage Insurance [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☐ Comprehensive Form
- ☐ Premises - Operations
- ☐ Explosion and Collapse Hazard
- ☐ Underground Hazard
- ☐ Products/Completed Operations Hazard
- ☐ Contractual Insurance
- ☐ Broad Form Property Damage
- ☐ Independent Contractors
- ☐ Personal Injury

See Exhibit C "Contractor's Insurance Coverage"

b. Automobile Public Liability/Property Damage [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

Check coverage(s) carried:

- ☐ Comprehensive Form
- ☐ Owned
- ☐ Hired
- ☐ Non-Owned

c. Workers Compensation [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

d. Professional Liability (Errors and Omissions) [Attach certificate of insurance showing the amount of coverage and coverage period(s)]

e. Excess Liability [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

f. Other (Specify) [Attach certificate(s) of insurance showing the amount of coverage and coverage period(s)]

27. CONTRACTOR warrants and certifies that it will not during the term of the PROJECT, GRANT, LOAN, CONTRACT, DEVELOPMENT and/or RENDITIONS OF SERVICES discriminate against any employee, person, or applicant for employment because of race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. The CONTRACTOR will take affirmative action to ensure that applicants are employed, and that employees are treated during employment, without regard to their race, age, sexual orientation, marital status, color, religion, sex, handicap, or national origin. Such action shall include, but not be limited to the following: employment, upgrading, demotion or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The CONTRACTOR agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the COMMISSION setting forth the provisions of this nondiscrimination clause.
28. The CONTRACTOR warrants and certifies that it will not without prior written consent of the COMMISSION, engage in any business pursuits that are adverse, hostile or take incompatible positions to the interests of the COMMISSION, during the term of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT and/or RENDITION OF SERVICES.
29. CONTRACTOR warrants and certifies that no member, commissioner, councilperson, officer, or employee of the COMMISSION, the AUTHORITY and/or the CITY, no member of the governing body of the locality in which the PROJECT is situated, no member of the government body in which the Commission was activated, and no other public official of such locality or localities who exercises any functions or responsibilities with respect to the assignment of work, has during his or her tenure, or will for one (1) year thereafter, have any interest, direct or indirect, in this PROJECT or the proceeds thereof.

30. List all citations, orders to cease and desist, stop work orders, complaints, judgments, fines, and penalties received by or imposed upon CONTRACTOR for safety violations from any and all government entities including but not limited to, the City of San Diego, County of San Diego, the State of California, the United States of America and any and all divisions and departments of said government entities for a period of five (5) years prior to the date of this statement. If none, please state:

Government Entity Making Complaining	Date	Resolution
No complaints, citations, etc., reported.		

31. Has the CONTRACTOR ever been disqualified, removed from or otherwise prevented from bidding on or completing a federal, state, or local government project because of a violation of law or a safety regulation. If so, please explain the circumstances in detail. If none, please state:

MAAC has never been disqualified, removed, etc. from bidding on/or completing a project because of a violation of law or safety regulations.

32. Please list all licenses obtained by the CONTRACTOR through the State of California and/or the United States of America which are required and/or will be utilized by the CONTRACTOR and/or are convenient to the performance of the PROJECT, DEVELOPMENT, LOAN, GRANT, CONTRACT, or RENDITION OF SERVICES. State the name of the governmental agency granting the license, type of license, date of grant, and the status of the license, together with a statement as to whether the License has ever been revoked:

Government Agency	License Description	License Number	Date Issued (Original)	Status (Current)	Revocation (Yes/No)
N/A					

33. Describe in detail any and all other facts, factors or conditions that may adversely affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, SALES of Real Property to, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

N/A

34. Describe in detail, any and all other facts, factors or conditions that may favorably affect CONTRACTOR's ability to perform or complete, in a timely manner, or at all, the PROJECT, CONTRACT, DEVELOPMENT, repayment of the LOAN, adherence to the conditions of the GRANT, or performance of consulting or other services under CONTRACT with the COMMISSION.

N/A

35. List all CONTRACTS with, DEVELOPMENTS for or with, LOANS with, PROJECTS with, GRANTS from, SALES of Real Property to, the COMMISSION, AUTHORITY and/or the CITY within the last five (5) years:

Date	Entity Involved (i.e. City Commission, etc)	Status (Current, delinquent, repaid, etc.)	Dollar Amount
	See Exhibit B "Financial Statements"		

36. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, been the subject of a complaint filed with the Contractor's State License Board (CSLB)?

☐ Yes ☒ No

If yes, explain:

37. Within the last five years, has the proposed CONTRACTOR, and/or have any of the proposed subcontractors, had a revocation or suspension of a CONTRACTOR's License?

☐ Yes ☒ No

If yes, explain:

38. List three local references who would be familiar with your previous construction project:

1. Name: Wade Okada, National Equity Fund Inc.

Address: 500 South Grand Ave. Suite 2300, Los Angeles, CA, 90071

Phone: 213-240-3143

Project Name and Description: Laurel Tree Apts., A 138 unit apt ranging
2-4 Beds & 40-50% AMI. Completed July 2000.

2. Name: Paty Lam, San Diego Housing Commission

Address: 1122 Broadway Suite 300, San Diego, CA 92101

Phone: 619-231-9400

Project Name and Description: Mercado Apartments. A 144 unit apt. ranging
1-3 Beds & 35-60% AMI. Completed June 1944.

3. Name: Myrna Manaloto, Dept. of HCD, County of San Diego

Address: 3989 Ruffin Road, San Diego, CA 92123

Phone: 858-694-4874

Project Name and Description: San Martin de Porres, 116 unit apt. ranging
2-4 Beds & 35-45% AMI. Completed December 2000.

39. Give a brief statement regarding equipment, experience, financial capacity and other resources available to the Contractor for the performance of the work involved in the proposed project, specifying particularly the qualifications of the personnel, the nature of the equipment and the general experience of the Contractor.

Construction contractor has not been identified.

40. Give the name and experience of the proposed Construction Superintendent.

Name	Experience
N/A Construction contractor has not been identified.	

CONSENT TO PUBLIC DISCLOSURE BY CONTRACTOR

By providing the "Personal Information", (if any) as defined in Section 1798.3(a) of the Civil Code of the State of California (to the extent that it is applicable, if at all), requested herein and by seeking a loan from, a grant from, a contract with, the sale of real estate to, the right to develop from, and/or any and all other entitlements from the SAN DIEGO HOUSING COMMISSION ("COMMISSION"), the HOUSING AUTHORITY OF THE CITY OF SAN DIEGO ("AUTHORITY") and/or the CITY OF SAN DIEGO ("CITY"), the CONTRACTOR consents to the disclosure of any and all "Personal Information" and of any and all other information contained in this Public Disclosure Statement. CONTRACTOR specifically, knowingly and intentionally waives any and all privileges and rights that may exist under State and/or Federal Law relating to the public disclosure of the information contained herein. With respect to "Personal Information", if any, contained herein, the CONTRACTOR, by executing this disclosure statement and providing the information requested, consents to its disclosure pursuant to the provisions of the Information Practices Act of 1977, Civil Code Section 1798.24(b). CONTRACTOR is aware that a disclosure of information contained herein will be made at a public meeting or meetings of the COMMISSION, the AUTHORITY, and/or the CITY at such times as the meetings may be scheduled. CONTRACTOR hereby consents to the disclosure of said "Personal Information", if any, more than thirty (30) days from the date of this statement at the duly scheduled meeting(s) of the COMMISSION, the AUTHORITY and/or the CITY. CONTRACTOR acknowledges that public disclosure of the information contained herein may be made pursuant to the provisions of Civil Code Section 1798.24(d).

CONTRACTOR represents and warrants to the COMMISSION, the AUTHORITY and the CITY that by providing the information requested herein and waiving any and all privileges available under the Evidence Code of the State of California, State and Federal Law, (to the extent of this disclosure that the information being submitted herein), the information constitutes a "Public Record" subject to disclosure to members of the public in accordance with the provisions of California Government Section 6250 et seq.

CONTRACTOR specifically waives, by the production of the information disclosed herein, any and all rights that CONTRACTOR may have with respect to the information under the provisions of Government Code Section 6254 including its applicable subparagraphs, to the extent of the disclosure herein, as well as all rights of privacy, if any, under the State and Federal Law.

Executed this 6TH day of APRIL, 20 11, at San Diego, California.

CONTRACTOR

By:

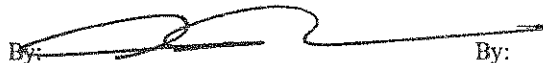
Signature

ANTONIO V. PIZANO
PRESIDENT/CEO

Title

CERTIFICATION

The CONTRACTOR, _____, hereby certifies that this CONTRACTOR's Statement for Public Disclosure and the attached information/evidence of the CONTRACTOR's qualifications and financial responsibility, including financial statements, are true and correct to the best of CONTRACTOR's knowledge and belief.

By:  By: _____
Title: **ANTONIO V. PIZANO** Title: _____
Dated: 4/5/2011 Dated: _____
Title: **PRESIDENT/CEO**

WARNING: 18 U.S.C. 1001 provides, among other things, that whoever knowingly and willingly makes or uses a document or writing containing any false, fictitious or fraudulent statement or entry, in any matter within the jurisdiction or any department or agency of the United States, shall be fined not more than \$10,000 or imprisoned for not more than five years, or both.

JURAT

State of California

County of SAN DIEGO

Subscribed and sworn to (or affirmed) before me on this 6TH day of APRIL, 20 11

by ANTONIO V. PIZANO, PRES/CEO personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



SEAL


Signature of Notary

DISCLOSE.PUB

Exhibit A

“Board Member Roster”



Since 1965

Maximizing Access to
Advance our Communities

Board Member Directory 2011

(last rev. 02/11)

Page 1 of 3

[work]	900 Otay Lakes Road Chula Vista, CA 91910	[e]	aricasa@swccd.edu
		[h]	
		[w]	619.216.6617
		[c]	

[work]	110 West "C" Street, #1211 San Diego, CA 92101	[e]	daniel.mangarin@sdcounty.ca.gov dan4853@gmail.com
		[h]	
		[w]	(619) 446-2988
		[c]	
		[f]	

[home]	10157 Tres Lagos Court Spring Valley, CA 91977	[e]	solterofamily10157@cox.net
		[h]	
		[w]	619.644.7717
		[c]	

[home]	1511 Fulton Road San Marcos, CA. 92069	[e]	sarah.myers78@yahoo.com
		[h]	
		[c]	619.806.0393



MAAC

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Page 2 of 3

[home]	1824 Port Renwick
[e]	avalladolid@ucsd.edu
[c]	Chula Vista, CA 91913
[h]	619.656.0945
[c]	

[work]	7700 El Camino Real
	Carlsbad, CA 92009
[home]	202 Violet Avenue
[e]	jesse.allen@bankofamerica.com
[c]	San Marcos, CA 92078
[w]	949.315.5794
[c]	
[f]	

[work]	3727 Camino del Rio South, Suite
	100, San Diego, CA 92108
[e]	ccrawford@onlinecpi.org
[c]	619.300.3304

[work]	Registrar of Voters
	5201 Ruffin Road, Suite I
	San Diego, CA 92123
	MS O-34
[e]	carmen.lopez1@sdcounty.ca.gov
[c]	
[w]	858.694.2129
[f]	

[work]	7798 Starling Drive, 3 rd Floor
	San Diego, CA 92123
[e]	fmedrano@yahoo.com
[w]	858.492.2303
[c]	



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Page 3 of 3

[home	8477 Denton Street	[e]	vivi8a@yahoo.com
]	La Mesa, CA 91942	[c]	619.405.9945

[home	2391 Marwin Drive	[e]	jacqueline.escamilla@yahoo.com
]	Carlsbad, CA 92010	[h]	760.448.6135
		[c]	

HOUSING AUTHORITY OF THE CITY SAN DIEGO

RESOLUTION NO. 1525

DATE OF FINAL PASSAGE ON JUNE 21, 2011

A RESOLUTION SETTING FORTH THE OFFICIAL INTENT
OF THE HOUSING AUTHORITY OF THE CITY OF
SAN DIEGO TO ISSUE MULTIFAMILY HOUSING REVENUE
BONDS TO FINANCE THE COMM 22 FAMILY HOUSING
PROJECT AND AUTHORIZING RELATED ACTIONS

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the Health and Safety Code of the State of California, as amended (Act), the Housing Authority of the City of San Diego (Authority) is authorized to issue revenue bonds for the purpose of financing the acquisition, construction and equipping of multifamily rental housing and for the provision of capital improvements in connection with and determined necessary to the multifamily rental housing;

WHEREAS, Comm 22 LLC, a California limited liability company (Borrower) has requested the Authority to issue and sell multifamily housing revenue bonds (Bonds) pursuant to the Act for the purpose of financing the acquisition, construction and equipping of a 130-unit affordable housing development for families (Affordable Housing) located on an approximately 1 acre site at Commercial Street between 22nd Street and Harrison Street in the City of San Diego, California, as identified in Exhibit A hereto (Project); and

WHEREAS, as a part of financing the Project, the Authority desires to reimburse the Borrower, but only from Bond proceeds, for expenditures (Reimbursement Expenditures) made in connection with the Project within the period from the date 60 days prior to the adoption of this Resolution to the date of issuance of the Bonds; and

WHEREAS, section 1.103-8(a)(5) and section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of Bonds for the purpose of financing costs of the Project (including reimbursement of the Reimbursement Expenditures, when so requested by the Borrower upon such terms and condition as may then be agreed upon by the Authority, the Borrower and the purchaser of the Bonds) in an aggregate principal amount not to exceed \$30,000,000, as set forth in Exhibit A; and

WHEREAS, section 146 of the Internal Revenue Code of 1986 limits the amount of multifamily housing mortgage revenue bonds that may be issued in any calendar year by entities within a state and authorizes the governor or the legislature of a state to provide the method of allocation within the state; and

WHEREAS, Chapter 11.8 of Division 1 of Title 2 of the California Government Code governs the allocation of the state ceiling among governmental units in the State of California having the authority to issue private activity bonds; and

WHEREAS, section 8869.85 of the California Government Code requires a local agency desiring an allocation of the state ceiling to file an application with the California Debt Limit Allocation Committee (CDLAC) for such allocation, and the Committee has certain policies that are to be satisfied in connection with any such allocation; NOW, THEREFORE,

BE IT RESOLVED, by the Board of Commissioners of the Housing Authority of the City of San Diego, as follows:

Section 1. Finding and Determinations.

(a) The above recitals, and each of them, are true and correct. The Authority hereby determines that it is necessary and desirable to provide financing for the Project (including reimbursement of the Reimbursement Expenditures) by the issuance and sale of Bonds pursuant to the Act in aggregate principal amount not to exceed \$30,000,000, as set forth in Exhibit A, subject to authorization of the issuance of the Bonds by resolution of the Authority at a meeting to be held for such purpose. The expected date of issue of the Bonds is within eighteen (18) months of the later of the date the first Reimbursement Expenditure was made and the first date the Project is placed in service and, in no event, later than three years after the date of the first Reimbursement Expenditure.

(b) Proceeds of the Bonds to be used to reimburse for Project costs are not expected to be used directly or indirectly to pay debt service with respect to any obligation or to be held as a reasonably required reserve or replacement fund with respect to an obligation of the Authority or any entity related in any manner to the Authority, or to reimburse any expenditure that was originally paid with the proceeds of any obligation, or to replace funds that are or will be used in such manner.


(c) As of the date hereof, the Authority has a reasonable expectation that the Bonds will be issued to reimburse Project costs. This Resolution is consistent with the budgetary and financial circumstances of the Authority, as of the date hereof. The Bonds will be repaid solely from proceeds of the Bonds and amounts paid by the Borrower. No other moneys are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside by the Authority (or any related party) pursuant to its budget or financial policies to repay the Bonds.

Section 2. Declaration of Official Intent. This resolution is being adopted by the Authority solely for purposes of establishing compliance with the requirements of section 1.103-8(a)(5) and section 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of indebtedness to reimburse the Reimbursement Expenditures. This action is taken expressly for the purpose of inducing the Borrower to undertake the Project, and nothing contained herein shall be construed to signify that the Project complies with the planning, zoning, subdivision and building laws and ordinances applicable thereto or to suggest that the Authority, the City or any officer or agent of the City will grant any such approval, consent or permit that may be required in connection with the acquisition and construction of the Project, or that either the Authority or the City will make any expenditure, incur any indebtedness, or proceed with the financing of the Project.

Section 3. Application to CDLAC. The officers and/or the program managers of the Authority are hereby authorized and directed to apply to CDLAC for an allocation from the state ceiling of private activity bonds to be issued by the Authority for the Project in an amount not to exceed \$30,000,000, and to take any and all other actions as may be necessary or appropriate in connection with such application, including but not limited to the payment of fees, the posting of deposits and the provision of certificates, and any such actions heretofore taken by such officers and program managers are hereby ratified, approved and confirmed.

Section 4. Effective Date. This resolution shall take effect immediately upon its adoption.

APPROVED: JAN I. GOLDSMITH, General Counsel

By: 

Brant Will
Deputy General Counsel

BCW:jdf
06/01/2011
Or.Dept:Housing
Companion to R-2011-933

DESCRIPTION OF PROJECT

Name:	Comm 22 Project
Location:	Commercial Street between 22 nd Street and Harrison Street in the City of San Diego, California
Number of Units:	130 Affordable Units
Maximum Bond Amount:	\$30,000,000

Passed and adopted by the Housing Authority of the City of San Diego on June 21, 2011 by the following vote:

	Yeas	Nays	Excused	Not Present
Sherri Lightner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Todd Gloria	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Carl DeMaio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Lorie Zapf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marti Emerald	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
David Alvarez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

Anthony Young

Chair of the Housing Authority
of the City of San Diego, California

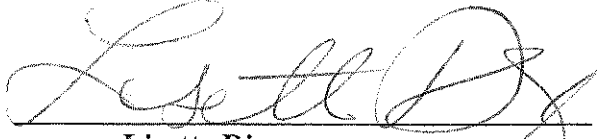
[seal]

Richard C. Gentry

Executive Director of the Housing Authority
of the City of San Diego, California

I HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of
RESOLUTION NO. 1525 passed and adopted by the Housing Authority of the City of San
Diego, California on June 21, 2011.

By:


Lisette Diaz
Deputy Secretary of the Housing Authority
of the City of San Diego, California

HOUSING AUTHORITY OF THE CITY OF SAN DIEGO

RESOLUTION NO. 1526

DATE OF FINAL PASSAGE JUN 21 2011

A RESOLUTION AUTHORIZING A RESIDUAL RECEIPTS
LOAN, UP TO \$500,000 TO BRIDGE SC LLC, A CALIFORNIA
LIMITED LIABILITY COMPANY, TO FACILITATE THE
NEW CONSTRUCTION OF THE COMM 22 FAMILY
HOUSING APARTMENTS.

WHEREAS, the San Diego Housing Commission (Housing Commission) has issued a
Notice of Funding Availability (NOFA) dated May 14, 2009, for proposals from qualified
developers for the Construction, Acquisition and Operation of Affordable Rental Housing; and

WHEREAS, Bridge SC LLC, a California Limited Liability Company (Borrower) and its
co-developer Metropolitan Area Advisory Committee on Anti-Poverty of San Diego County
Inc., have proposed and requested that the Housing Commission provide financial assistance, of
up to \$500,000, for the new construction and permanent financing of a 130 unit rental
development, COMM 22 Family Housing Apartments, on land which is to be long-term leased
from the owner San Diego Unified School District, and such land is located at the 2200 Block of
Commercial Street between Beardsley Street and Harrison Avenue, San Diego, California (as
identified in Exhibit A attached hereto), which will include two unrestricted managers' units
and 128 units of rental housing with restricted rents and restricted occupancy for very-low
income and low-income persons (ranging from 30 percent to 60 percent of Area Median Income)
(Development); and

WHEREAS, as described in Housing Authority of the City of San Diego (Housing
Authority) Report No. HCR 11-021, dated June 7, 2011, "Loan and Preliminary Bond Items for
COMM 22 Family Housing" the Housing Commission has approved and recommended Housing

Authority approval of a residual receipts loan, up to \$500,000, to the Borrower for the Development; NOW THEREFORE,

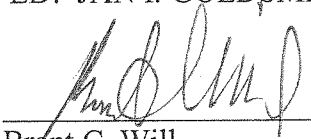
BE IT RESOLVED, by the Housing Authority of the City of San Diego, that in accordance with the terms and conditions described in Housing Authority Report No. HAR 11-021, "Loan and Preliminary Bond Items for COMM 22 Family Housing," the Housing Commission is authorized to fund a residual receipts loan of up to \$500,000 to the Borrower, contingent upon the developer receiving all necessary third-party funding commitments, as described in said Housing Authority Report HAR 11-021.

BE IT FURTHER RESOLVED, that the President and Chief Executive Officer of the Housing Commission, or his designee, is authorized to take all actions necessary to effectuate this transaction, including executing any and all documents approved by the Housing Commission's general counsel as necessary to effectuate the transaction, to perform such acts as are necessary to implement these approvals, and to adjust financing terms and conditions as necessary for requirements of other funding sources and/or to accommodate market changes that may occur after approval of this report but before close of escrow.

BE IT FURTHER RESOLVED, that the \$500,000 authorized for this Housing Commission residual receipts loan amount may not be increased without further authorization from the Housing Authority.

APPROVED: JAN I. GOLDSMITH, General Counsel

By:



Brant C. Will
Deputy General Counsel

BCW:jdf
6/7/2011
Or.Dept:Housing

EXHIBIT A

Legal Description of the Development's Property (which is to be leased):

Fractional Lots 18 to 22 inclusive in Block 228 of Mannasse and Schiller's Addition, according to Map thereof made by Chas A. Fox, No. 209, filed in the Office of the County Recorder of said San Diego County, July 11, 1870, excepting therefrom that portion of Lots 18, 19 and 20, conveyed to the City of San Diego, and also excepting those portions of Lots 18, 19 and 20 lying North of a line running parallel with and 12 feet distant Southerly from the Northerly boundary line of said Mannasse and Schiller's Addition.

TOGETHER WITH Lots 23 and 24 in Block 228 of Mannasse and Schiller's Subdivision of Pueblo Lot 1157, according to the Map thereof No. 209, filed in the Office of the Recorder of said San Diego County, July 11, 1870.

ALSO TOGETHER WITH that portion of Beardsley Street vacated in Resolution No. 39206 dated February 25, 1929.

Assessor Parcel Numbers:

535-640-15,
535-640-16,
535-660-34 (portion),
538-100-26,
538-100-27,
538-100-28,
538-120-01

Passed and adopted by the Housing Authority of the City of San Diego on June 21, 2011 by the following vote:

	Yeas	Nays	Excused	Not Present
Sherri Lightner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Todd Gloria	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Carl DeMaio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Lorie Zapf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marti Emerald	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
David Alvarez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

Anthony Young

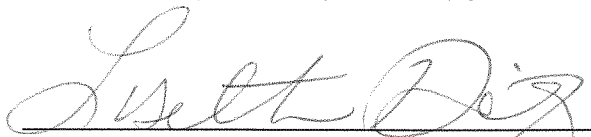
Chair of the Housing Authority
of the City of San Diego, California

Richard C. Gentry

Executive Director of the Housing Authority
of the City of San Diego, California

I HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of
RESOLUTION NO. 1526 passed and adopted by the Housing Authority of the City of San
Diego, California on June 21, 2011.

By:


Lisette Diaz
Deputy Secretary of the Housing Authority
of the City of San Diego, California

306879

RESOLUTION NUMBER R-_____

DATE OF FINAL PASSAGE JUN 22 2011

6/21

934

A RESOLUTION PURSUANT TO SECTION 147(f) OF THE
INTERNAL REVENUE CODE OF 1986 APPROVING THE
ISSUANCE OF BONDS BY THE HOUSING AUTHORITY OF
THE CITY OF SAN DIEGO FOR THE COMM 22 FAMILY
HOUSING PROJECT

WHEREAS, the Housing Authority of the City of San Diego (Authority) intends to issue
not to exceed \$30,000,000 aggregate principal amount of multifamily housing revenue bonds
(Bonds) to finance the acquisition, construction and equipping of a multifamily rental housing
project in the City of San Diego described in the notice of public hearing attached as Exhibit A
hereto (Project); and

WHEREAS, in order for interest on the Bonds to be tax-exempt, section 147(f) of the
Internal Revenue Code of 1986 requires that the Bonds be approved by the City Council as the
applicable elected representative after a public hearing following reasonable public notice; and

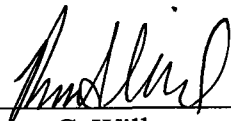
WHEREAS, notice of a public hearing with respect to the proposed issuance of the
Bonds was published in a newspaper of general circulation in the City on June 6, 2011; and

WHEREAS, the public hearing was held on June 21, 2011, and an opportunity was
provided for interested persons to express their views on the issuance of the Bonds and on the
nature and location of the Project; NOW THEREFORE,

BE IT RESOLVED, by the City Council of the City of San Diego that this City Council,
as the applicable elected representative under Section 147(f) of the Code, approves the issuance
of the Bonds by the Authority.

BE IT FURTHER RESOLVED, that the City does not warrant the creditworthiness of the Bonds or guarantee, in any way, the payment of the Bonds. No moneys of the City will be pledged or applied to the repayment of the Bonds.

APPROVED: JAN I. GOLDSMITH, City Attorney

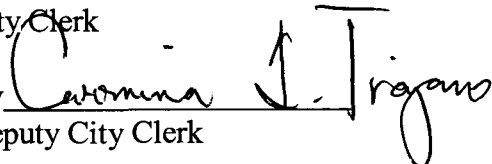
By 

Brant C. Will
Deputy City Attorney

BCW:jdf
6/1/2011
Or.Dept: Housing
Companion to HA-2011-45

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of 6/21/11.

ELIZABETH S. MALAND
City Clerk

By 

Cavonina J. Triguero
Deputy City Clerk

Approved: 6.22.11

(date)



JERRY SANDERS, Mayor

Vetoed: _____

(date)

JERRY SANDERS, Mayor