

REPORT

DATE ISSUED: June 12, 2009

REPORT NO: HCR 09-061

ATTENTION: Chair and Members of the Housing Commission
For the Agenda of June 19, 2009

SUBJECT: Application for Capital Fund Recovery Competition Grant funds for the
Acquisition of Vista Verde (33rd Street Family Housing) for Public Housing
(Council District 8)

REQUESTED ACTION:

Housing Commission and Housing Authority approval to apply for an amount of up to \$7,000,000 of the U.S. Department of Housing and Urban Development's (HUD) Capital Fund Recovery Competition Grant funds for the acquisition and rehabilitation of the 40-unit Vista Verde apartment complex, located at 351-403 South 33rd Street, and revise the Five-Year Plan to accommodate the potential funds.

STAFF RECOMMENDATIONS:

Housing Commission and Housing Authority approval for the following actions:

1. Application to HUD for a Capital Fund Recovery Competition Grant of up to \$7,000,000 to provide the gap financing needed for the proposed acquisition;
2. Recommend revision of the Agency's Five-Year Plan and annual statement to accommodate the proposed funding; and
3. Authorize the President and Chief Executive Officer, or his designee, to execute all necessary documents pertaining to the HUD application, contingent upon satisfaction of the Housing Commission's General Counsel with the terms and conditions.

BACKGROUND:

The U.S. Department of Housing and Urban Development (HUD) has issued a Notice of Funding Availability (NOFA) for the Capital Fund Recovery Competition Grant under the American Recovery and Reinvestment Act of 2009. Approximately \$995 million is available to public housing authorities for capital and management activities through a competitive process. The four funding categories are: Improvements Addressing the Needs of the Elderly and/or Persons with Disabilities, Public Housing Transformation, Gap Financing for Projects that are Stalled due to Financing Issues, and Creation of Energy Efficient, Green Communities.

The Housing Commission intends to apply for up to \$7,000,000 dollars under the category Gap Financing for Projects that are Stalled due to Financing Issues. This category provides funding to fill the capital investment gap for redevelopment or replacement housing projects which are ready to proceed, but are stalled due to the inability to obtain anticipated private capital.

Acquisition to replace public housing units is an eligible activity within the “gap financing” category.

Vista Verde is a 40-unit apartment complex on a 2.85-acre site located at 351-403 South 33rd Street. The project includes seven 2-bedroom and thirty-two 3-bedroom apartments plus one 2-bedroom manager’s unit. It was developed in 1999 as a tax credit limited partnership, 33rd Street Family Housing Limited Partnership, by the current owner and general partner Barone Galasso and Associates. Financing included a Housing Commission 55-year residual receipts loan. The current Housing Commission loan balance is approximately \$2,400,000. In addition, the project was awarded federal 9% tax credits. The project is at the end of the 10-year tax credit compliance period. If funding is approved and the project is acquired as proposed, Barone Galasso and Associates would exit the limited partnership as well as the tax credit investor. The purchase price of the property shall not exceed appraised value, and shall be established by an MAI appraisal.

The Housing Commission proposes to acquire Vista Verde (aka 33rd Street Family Housing), as an addition to its public housing stock. If approved, staff will acquire, rehabilitate the property, and set it up for operation as part of the Housing Authority’s public housing portfolio. The units would remain affordable to households whose incomes are at 50% AMI or less (\$41,300 for a family of four), and with a public housing program operating subsidy, rents would be established at 30% of household income. Because these units were originally developed at 50% AMI or less under the tax credit program, it is not anticipated that any residents would be required to be relocated. The affordable rents for all residents would be protected and for some residents may be reduced.

An estimated \$1million in rehabilitation is needed to bring the complex up to 15-year standards. It is conservatively estimated that the acquisition plus rehabilitation will not exceed \$7 million. Due diligence on the property will be completed prior to the Capital Fund award and prior to acquisition.

Funding under the Capital Fund Recovery Competition requires inclusion of other non-public housing funds for leverage, as well as matching funds. HUD requires minimum leveraging for the grants equal to 25 percent of the grant request. The Housing Commission has approximately \$2.17 of Capital Funds that are eligible for leveraging and could be used for this purpose.

AFFORDABLE HOUSING IMPACT:

Acquisition of this property would not cause permanent displacement of any current residents. The affordability restrictions now have 45 years remaining in connection with the tax credit and Housing Commission regulatory agreements. Operating the units as public housing would preserve affordability in perpetuity and would result in lower rents to residents because it would be based on 30% of the resident’s income rather than a fixed percentage of area median income.

FISCAL CONSIDERATIONS:

Approval of the recommendations would result in the opportunity to apply for and receive up to \$7,000,000 in capital recovery grant funds that would leverage other Housing Commission funds

toward acquiring 40 units of family housing for addition to the Housing Authority's public housing stock.

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:

On June 8, the proposed acquisition was presented to the Southeastern San Diego Community Planning Group, which voted unanimous approval.


ENVIRONMENTAL REVIEW:

The CFRC NOFA does not require environmental review prior to application. If the application to HUD is approved, environmental review will be conducted jointly under the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA). NO ACTION WILL BE TAKEN NOR FUNDS EXPENDED UNLESS AND UNTIL THIS ENVIRONMENTAL REVIEW IS COMPLETED AND APPROVED. Prior to development of the complex, the City completed a Negative Declaration pursuant to CEQA and a Finding of No Significant Impact pursuant to NEPA.

KEY STAKEHOLDERS & PROJECTED IMPACTS:

Stakeholders include 33rd Street Family Housing Limited Partnership, current and future very-low income residents of the complex, and the surrounding community in which the apartment complex is located.

Submitted by,


D. Lawrence Clemens
Senior Vice President,
Real Estate

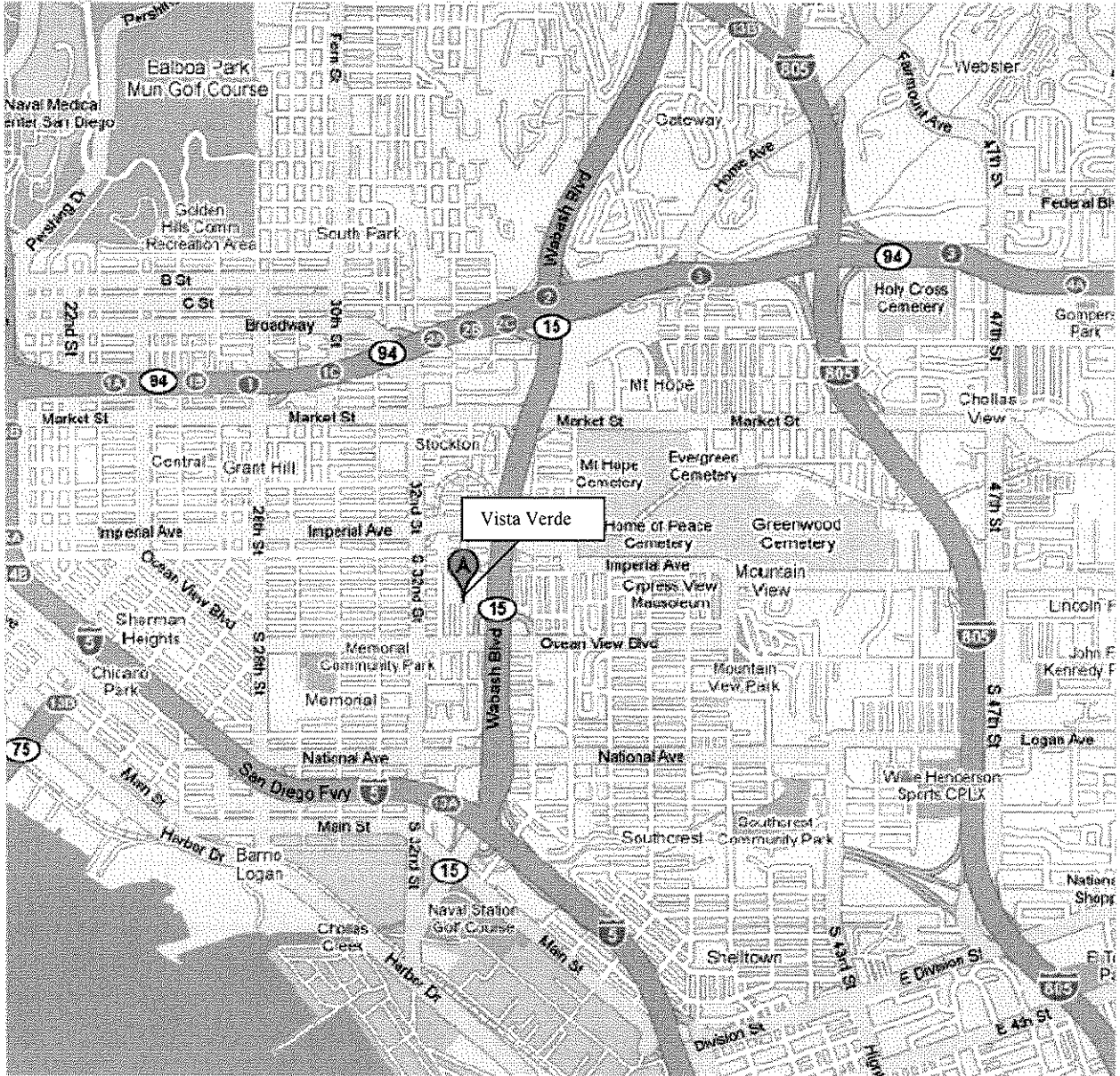
Approved by,


Richard C. Gentry
President & Chief Executive Officer

- Attachments:**
- 1. Site Map**
 - 2. Developer Disclosure for 33rd Street Family Housing, LP**
 - 3. 501-09 Capital Fund Annual Statement & Capital Fund 5-year plan**

Attachment 1

Map of Vista Verde Apartments 351-403 South 33rd St.



ATTACHMENT 2

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

1. Name of CONTRACTOR: 33rd Street Family Housing LP, a California Limited Partnership
2. Address and Zip Code: 710 West Ivy Street, San Diego, CA 92101
3. Telephone Number: 619-232-2100
4. Name of Principal Contact for CONTRACTOR: Michael B. Galasso / James V. Barone
5. Federal Identification Number or Social Security Number of CONTRACTOR:
95-4641108
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: 33rd Street Family Housing LP
(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:
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: Michael B. Galasso, James V Barone , Barone Galasso and Associates, Inc. 710 West Ivy Street, San Diego, CA 92101 619-232-2100

- a. If the CONTRACTOR is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock.
- b. 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.
- c. 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.
- d. 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.
- e. 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%.

<u>Name, Address and Zip Code</u>	<u>Position Title (if any) and percent of interest or description of character and extent of interest</u>
James V. Barone	CEO- Barone Galasso and Associates, Inc. (50%)
Michael B. Galasso	President -Barone Galasso and Associates, Inc. (50%)

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
extent of interest _____

Boston Capital is the tax credit investment limited partner of 33rs Street Family Housing LP

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:

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. No

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.

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: NA

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

a. In banks/savings and loans:

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

Amount: \$ _____

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

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

Amount: \$ _____

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

<u>Description</u>	<u>Market Value</u>	<u>Mortgages or Liens</u>
	\$	\$

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

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 X 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 X 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: NA

<u>Type Bond</u>	<u>Project Description</u>	<u>Date of Completion</u>	<u>Amount of Bond</u>	<u>Action on Bond</u>
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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: NA

a. Name and addresses of such contractor or builder:

- 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 NA

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: NA

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.

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

<u>Identification of Contract or Development</u>	<u>Location</u>	<u>Amount</u>	<u>Date to be Completed</u>
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e. Outstanding construction-contract bids of such contractor or builder:

<u>Awarding Agency</u>	<u>Amount</u>	<u>Date Opened</u>
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22. Provide a detailed and complete statement respecting 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: NA

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 X 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:

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

- 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)]N/A

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 so state: NONE

<u>Government Entity</u>	<u>Date</u>	<u>Resolution</u>
<u>Making Complaint</u>		

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 so state: NO

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: NA

<u>Governmental</u>	<u>Description</u>	<u>License</u>	<u>Date Issued</u>	<u>Status</u>	<u>Revocation</u>
<u>Agency</u>	<u>License</u>	<u>Number</u>	<u>(original)</u>	<u>(current)</u>	<u>(yes/no)</u>

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. None

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. None

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: None

<u>Date</u>	<u>Entity Involved</u> (i.e., CITY, <u>COMMISSION, etc.</u>)	<u>Status</u> (Current, delinquent <u>repaid, etc.</u>)	<u>Dollar</u> <u>Amount</u>
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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? NA
___ Yes ___ No

If yes, explain:

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

Name: _____

Address: _____

Phone: _____

Project Name and Description: _____

Name: _____

Address: _____

Phone: _____

Project Name and Description: _____

Name: _____

Address: _____

Phone: _____

Project Name and Description: _____

39. Give a brief statement respecting 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. NA

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

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).

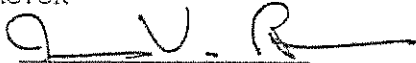
CONTRACTOR represents and warrants to the COMMISSION, the AUTHORITY and the CITY that by providing the information requested herein and waiving any and all privileges available under the Evidence Code of the State of California, State and Federal Law, (to the extent of this disclosure that the information 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 15 day of June, 20 09, at San Diego, California.

CONTRACTOR

By:



Signature

Title

CERTIFICATION

The CONTRACTOR, James V. Barone 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: CEO Barone Galasso and Assoc, Inc. Title: _____
Dated: 06-15-09 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 _____

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



State of California Secretary of State

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

IMPORTANT-- Read instructions on back before completing this form

This Certificate is presented for filing pursuant to Section 15622, California Corporations Code.

1. SECRETARY OF STATE FILE NO. (ORIGINAL CERTIFICATE-FORM LP-1) 9718100018		2. NAME OF LIMITED PARTNERSHIP 33RD STREET FAMILY HOUSING, L.P.	
3. THIS CERTIFICATE OF LIMITED PARTNERSHIP IS AMENDED AS FOLLOWS: COMPLETE APPROPRIATE SUB-SECTION(S) (CONTINUE ON SECOND PAGE IF NECESSARY).			
A. THE LIMITED PARTNERSHIP NAME IS CHANGED TO:			
B. PRINCIPAL EXECUTIVE OFFICE ADDRESS CHANGE ADDRESS: 600 W. Broadway, Suite 1070 CITY: San Diego STATE: CA ZIP CODE: 92101		E. GENERAL PARTNER NAME CHANGE OLD NAME NEW NAME	
C. CALIFORNIA OFFICE ADDRESS CHANGE ADDRESS: 600 W. Broadway, Suite 1070 CITY: San Diego STATE: CA ZIP CODE: 92101		F. GENERAL PARTNER(S) WITHDRAWN: NAME: MW Development, Inc. NAME:	
D. GENERAL PARTNER ADDRESS CHANGE NAME: ADDRESS: CITY: STATE: ZIP CODE:		G. GENERAL PARTNER ADDED: Managing General Partner: NAME: Foundation for Affordable Housing III, I ADDRESS: 2600 Michelson Drive, Suite 1050 CITY: Irvine STATE: CA ZIP CODE: 92101	
H. PERSON(S), WINDING UP AFFAIRS OF LIMITED PARTNERSHIP: NAME: ADDRESS: CITY: STATE: ZIP CODE:		I. INFORMATION CONCERNING THE AGENT FOR SERVICE OF PROCESS HAS BEEN CHANGED TO: NAME: ADDRESS: CITY: STATE: ZIP CODE:	
J. THE NUMBER OF GENERAL PARTNERS REQUIRED TO ACKNOWLEDGE AND FILE CERTIFICATES OF AMENDMENT, RESTATEMENT, DISSOLUTION, CONTINUATION, CANCELLATION AND MERGER IS CHANGED TO: <input type="checkbox"/>		K. OTHER MATTERS TO BE INCLUDED IN THE CERTIFICATE OF LIMITED PARTNERSHIP ARE AMENDED AS INDICATED ON THE ATTACHED PAGE(S). NUMBER OF PAGES ATTACHED: <input type="text" value="1"/>	

(PLEASE INDICATE NUMBER ONLY)

4. IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS AMENDMENT TO THE IDENTIFIED CERTIFICATE OF LIMITED PARTNERSHIP, WHICH EXECUTION IS MY (OUR) ACT AND DEED. (SEE INSTRUCTIONS)
Foundation for Affordable Housing III, Inc. Barone Galasso & Associates, Inc.

By: John A. Mase
 SIGNATURE: John A. Mase, Attorney-In-Fact for Foundation for Affordable Housing III, Inc.
 POSITION OR TITLE: 12/12/97 DATE

By: John A. Mase
 SIGNATURE: John A. Mase, Attorney-In-Fact for Barone Galasso & Associates, Inc. 12/12/97
 POSITION OR TITLE: DATE

SIGNATURE _____
 POSITION OR TITLE _____ DATE _____

SIGNATURE _____
 POSITION OR TITLE _____ DATE _____

5. RETURN ACKNOWLEDGEMENT TO:

NAME: Michael Barone, President
 ADDRESS: Barone Galasso & Associates, Inc.
 CITY: San Diego, CA 92101
 STATE: CA ZIP CODE: 92101

THIS SPACE FOR FILING OFFICER USE
 9718100018

FILED
 In the office of the Secretary of State
 of the State of California

DEC 15 1997

Bill Jones
 BILL JONES, Secretary of State

68

CERTIFICATION

The CONTRACTOR, James V. Barone 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: J.V.B. By: _____
Title: CEO Barone Group Title: _____
and his wife, J.R.
Dated: 06-15-09 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 of 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 _____

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

Attachment 1 - Form LP-2

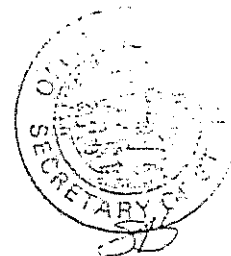
Associate General Partner:

Barone Galasso & Associates, Inc.
600 W. Broadway, Suite 1070
San Diego, CA 92101



21401216

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 14 1999



Bill Jones

Secretary of State

Attachment 1 - Form LP-2

Associate General Partner:

Barone Galasso & Associates, Inc.
600 W. Broadway, Suite 1070
San Diego, CA 92101



971210012



State of California
Secretary of State

Form LP-1

CERTIFICATE OF LIMITED PARTNERSHIP

IMPORTANT-- Read instructions on back before completing this form

This Certificate is presented for filing pursuant to Section 15621 California Corporations Code.

1. NAME OF LIMITED PARTNERSHIP

33RD STREET FAMILY HOUSING, L.P.

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE

1620 26th Street, Suite 2075 North Santa Monica, CA 90404

3. STREET ADDRESS OF CALIFORNIA OFFICE IF EXECUTIVE OFFICE IS AN ANOTHER STATE CITY ZIP CODE

CA

4. COMPLETE IF LIMITED PARTNERSHIP WAS FORMED PRIOR TO JULY 1, 1984 AND IS IN EXISTENCE ON DATE THIS CERTIFICATE IS EXECUTED.

THE ORIGINAL LIMITED PARTNERSHIP CERTIFICATE WAS RECORDED ON 19 WITH THE RECORDER OF COUNTY. FILE OR RECORDATION NUMBER

5. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS: (CONTINUE ON SECOND PAGE, IF NECESSARY)

A. NAME: MW Development, Inc. ADDRESS: 1620 26th Street, Suite 2075 North City: Santa Monica STATE: CA ZIP CODE: 90404
C. NAME: ADDRESS: CITY: STATE: ZIP CODE:
B. NAME: ADDRESS: CITY: STATE: ZIP CODE:
D. NAME: ADDRESS: CITY: STATE: ZIP CODE:

6. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS:

NAME: John A. Mase ADDRESS: 11835 W. Olympic Blvd., Suite 1100 CITY: Los Angeles STATE: CA ZIP CODE: 90064

7. ANY OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE NOTED ON SEPARATE PAGES ANY BY REFERENCE HEREIN ARE A PART OF THIS CERTIFICATE.

NUMBER OF PAGES ATTACHED: []

8. INDICATE THE NUMBER OF GENERAL PARTNERS SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, DISSOLUTION, CONTINUATION AND CANCELLATION AND MERGER.

NUMBER OF GENERAL PARTNER(S) SIGNATURE(S) IS/ARE: [1]

(PLEASE INDICATE NUMBER ONLY)

9. IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS CERTIFICATE OF LIMITED PARTNERSHIP WHICH EXECUTION IS MY (OUR) ACT AND DEED. (SEE INSTRUCTIONS)

MW Development, Inc. BY: [Signature] John A. Mase, Attorney-In-Fact for MW Development, Inc. 6/26/97
SIGNATURE POSITION OR TITLE DATE

THIS SPACE FOR FILING OFFICER USE
9718100018

FILED
In the office of the Secretary of State of the State of California

JUN 27 1997

[Signature] BILL JONES, Secretary of State

10. RETURN ACKNOWLEDGEMENT TO:

NAME: John A. Mase, Esq. ADDRESS: Fainsbert Mase & Snyder, LLP CITY: 11835 W. Olympic Blvd., Suite 1100 Los Angeles, CA 90064 ZIP CODE:



State of California Secretary of State

Form LP-2

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

IMPORTANT-- Read instructions on back before completing this form

This Certificate is presented for filing pursuant to Section 15622, California Corporations Code.

1. SECRETARY OF STATE FILE NO. (ORIGINAL CERTIFICATE-FORM LP-1) 9718100018
2. NAME OF LIMITED PARTNERSHIP 33RD STREET FAMILY HOUSING, L.P.

3. THIS CERTIFICATE OF LIMITED PARTNERSHIP IS AMENDED AS FOLLOWS: COMPLETE APPROPRIATE SUB-SECTION(S) CONTINUE ON SECOND PAGE IF NECESSARY). A. THE LIMITED PARTNERSHIP NAME IS CHANGED TO:

B. PRINCIPAL EXECUTIVE OFFICE ADDRESS CHANGE: ADDRESS: 600 W. Broadway, Suite 1070 City: San Diego STATE: CA ZIP CODE: 92101
E. GENERAL PARTNER NAME CHANGE OLD NAME: NEW NAME:

C. CALIFORNIA OFFICE ADDRESS CHANGE: ADDRESS: 600 W. Broadway, Suite 1070 City: San Diego STATE: CA ZIP CODE: 92101
F. GENERAL PARTNER(S) WITHDRAWN: NAME: MW Development, Inc. NAME:

D. GENERAL PARTNER ADDRESS CHANGE: NAME: ADDRESS: CITY: STATE: ZIP CODE:
G. GENERAL PARTNER ADDED: Managing General Partner: NAME: Foundation for Affordable Housing III, Inc. ADDRESS: 2600 Michelson Drive, Suite 1050 CITY: Irvine STATE: CA ZIP CODE: 92101

H. PERSON(S) WINDING UP AFFAIRS OF LIMITED PARTNERSHIP: NAME: ADDRESS: CITY: STATE: ZIP CODE:
I. INFORMATION CONCERNING THE AGENT FOR SERVICE OF PROCESS HAS BEEN CHANGED TO: NAME: ADDRESS: CITY: STATE: ZIP CODE:

J. THE NUMBER OF GENERAL PARTNERS REQUIRED TO ACKNOWLEDGE AND FILE CERTIFICATES OF AMENDMENT, RESTATEMENT, DISSOLUTION, CONTINUATION, CANCELLATION AND MERGER IS CHANGED TO:
K. OTHER MATTERS TO BE INCLUDED IN THE CERTIFICATE OF LIMITED PARTNERSHIP ARE AMENDED AS INDICATED ON THE ATTACHED PAGE(S). NUMBER OF PAGES ATTACHED: 1

4. IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS AMENDMENT TO THE IDENTIFIED CERTIFICATE OF LIMITED PARTNERSHIP, WHICH EXECUTION IS MY (OUR) ACT AND DEED. (SEE INSTRUCTIONS)
Foundation for Affordable Housing III, Inc. Barone Galasso & Associates, Inc.
By: John A. Mase, Attorney-In-Fact for Foundation for Affordable Housing III, Inc. 12/12/97 DATE
By: John A. Mase, Attorney-In-Fact for Barone Galasso & Associates, Inc. 12/12/97 DATE

THIS SPACE FOR FILING OFFICER USE
9718100018
FILED
In the office of the Secretary of State of the State of California
DEC 15 1997
Bill Jones
BILL JONES, Secretary of State

5. RETURN ACKNOWLEDGEMENT TO: NAME: Michael S. Johnson, President ADDRESS: Barone Galasso & Associates, Inc. 600 W. Broadway, Suite 1070 San Diego, CA 92101 CITY: SACRAMENTO, CA 95818-0588 STATE: ZIP: JE



State of California Secretary of State

Form LP-1

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B. NAME: ADDRESS: CITY: STATE: ZIP CODE: D. NAME: ADDRESS: CITY: STATE: ZIP CODE:

6. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS:

NAME: John A. Mase ADDRESS: 11835 W. Olympic Blvd., Suite 1100 CITY: Los Angeles STATE: CA ZIP CODE: 90064

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MW Development, Inc. By:

SIGNATURE [Signature] John A. Mase, Attorney-In-Fact for MW Development, Inc. POSITION OR TITLE DATE 6/26/97

SIGNATURE POSITION OR TITLE DATE

10. RETURN ACKNOWLEDGEMENT TO:

NAME: John A. Mase, Esq. ADDRESS: Fainsbert Mase & Snyder, LLP CITY: 11835 W. Olympic Blvd., Suite 1100 ZIP CODE: Los Angeles, CA 90064

THIS SPACE FOR FILING OFFICER USE 99 181 00018 FILED In the office of the Secretary of State of the State of California JUN 27 1997 [Signature] BILL JONES, Secretary of State

Attachment 1 - Form LP-2

Associate General Partner:

Barone Galasso & Associates, Inc.
600 W. Broadway, Suite 1070
San Diego, CA 92101



STATE FILE

Attachment 23

Annual Statement/Performance and Evaluation Report
 Capital Fund Program and Capital Fund Program Replacement Housing Factor and
 Capital Fund Financing Program

U.S. Department of Housing and Urban Development
 Office of Public and Indian Housing
 OMB No. 2577-0226
 Expires 4/30/2011

Part I: Summary		Grant Type and Number Capital Fund Program Grant No: CA16S063-501-09 Date of CFFP:	Replacement Housing Factor Grant No.:	FFY of Grant: 2009 FFY of Grant Approval:
Type of Grant				
<input checked="" type="checkbox"/> Original Annual Statement <input type="checkbox"/> Reserve for Disasters/Emergencies <input type="checkbox"/> Performance and Evaluation Report for Period Ending: <input type="checkbox"/> Revised Annual Statement (revision no.:) <input type="checkbox"/> Performance and Evaluation Report for Period Ending: <input type="checkbox"/> Final Performance and Evaluation Report				
Line	Summary by Development Account	Total Estimated Cost	Revised	Total Actual Cost
		Original	Expend	Expend
1	Total non-CFFP Funds			
2	1406 Operations			
3	1408 Management Improvements			
4	1410 Administration			
5	1411 Audit			
6	1415 Liquidated Damages			
7	1430 Fees and Costs			
8	1440 Site Acquisition			
9	1450 Site Improvement			
10	1460 Dwelling Structures			
11	1465.1 Dwelling Equipment - Non-expendable			
12	1470 Non-Dwelling Structures			
13	1475 Non-Dwelling Equipment			
14	1485 Demolition			
15	1492 Moving to Work Demonstration			
16	1495.1 Relocation Costs			
17	1499 Development Activities	\$ 9,173,051.00		
18a	1501 Collateralization or Debt Service			
18ba	9000 Collateralization or Debt Service paid Via System of Direct Payment			
19	1502 Contingency			
20	Amount of Annual Grant: (sum of lines 2 - 19)	\$ 9,173,051.00	\$ -	\$ -
21	Amount of Line 20 Related to LBP Activities			
22	Amount of line 20 Related to Section 504 compliance			
23	Amount of line 20 Related to Security - Soft Costs			
24	Amount of line 20 Related to Security - Hard Costs			
25	Amount of line 20 Related to Energy Conservation Measures			
Signature of Executive Director Richard C. Gentry, President & Chief Executive Officer		Signature of Public Housing Director	Date	

Part II: Supporting Pages		Grant Type and Number		Federal FY of Grant: 2009		
PHA Name: San Diego Housing Commission		Capital Fund Program Grant No.: CA16S063-501-09		CFPP (Yes/No):		
		Replacement Housing Factor Grant No.:				
Development Number Name/PHA-Wide Activities	General Description of Major Work Categories	Dev. Account No.	Quantity	Total Estimated Cost		Status of Work
				Original	Revised	
	a) PH development activities	1499		\$ 9,173,051.00		
PHA Wide Administration	a) Administration	1410				
PHA Wide Operations	a) Operations	1406				
				\$ 9,173,051.00		

Part III: Implementation Schedule for Capital Fund Financing Program

Federal FY of Grant: 2009							
Development Number Name/PHA-Wide Activities	All Fund Obligated (Quarter Ending Date)		All Funds Expended (Quarter Ending Date)		Reasons for Revised Target Dates		
	Original Obligation End Date	Actual Obligation End Date	Original Expenditure End Date	Actual Expenditure End Date			
PVH Wide Management Improvements							
PHA Wide Administration							
PHA Wide Fees and Costs							
PHA Wide Non-Dwelling Equipment							
PHA Wide Operations							

Obligation and expenditure end dated can only be revised with HUD approval pursuant to Section 9j of the U.S. Housing Act of 1937, as amended.

Capital Fund Program - Five-Year Action Plan

U.S. Department of Housing and Urban Development
Office of Public and Indian Housing
OMB No. 2577-0226
Expires 4/30/2011

Part I: Summary

PHA Name/Number: San Diego Housing Commission		Locality (City/County & State)		<input checked="" type="checkbox"/> Original 5-Year Plan <input type="checkbox"/> Revision No.	
Development Number and Name: CA16S063-501-09	Work Statement For Year 1 FFY 2009	Work Statement for Year 2 FFY 2010	Work Statement for Year 3 FFY 2011	Work Statement for Year 4 FFY 2012	Work Statement for Year 5 FFY 2013
A.	Physical Improvements Subtotal	\$ 39,950.00			
B.	Management Improvements				
C.	PHA-Wide Non-dwelling Structures and Equipment				
D.	Administration	\$ 4,700.00			
E.	Other				
F.	Operations	\$ 2,350.00	\$ 47,000.00	\$ 47,000.00	\$ 47,000.00
G.	Demolition				
H.	Development	\$ 9,173,051.00			
I.	Capital Fund Financing - Debt Service				
J.	Total CFP Funds	\$ 9,220,051.00	\$ 47,000.00	\$ 47,000.00	\$ 47,000.00
K.	Total Non-CFP Funds				
L.	Grand Total	\$ 9,220,051.00	\$ 47,000.00	\$ 47,000.00	\$ 47,000.00

Part II: Supporting Pages - Physical Needs Work Statement(s)

Work Statement for Year 1 FFY 2009	Work Statement for Year: 4 FFY 2012				Work Statement for Year: 5 FFY 2013				
	Development Number/Name General Description of Major Work Categories	Quantity	Estimated Cost		Development Number/Name General Description of Major Work Categories	Quantity	Estimated Cost		
See Annual Statement	Operations		\$ 47,000.00		Operations		\$ 47,000.00		
Subtotal of Estimated Cost				\$ 47,000.00	Subtotal of Estimated Cost				\$ 47,000.00

Part II: Supporting Pages - Physical Needs Work Statement(s)

Work Statement for Year 1 FFY 2009	Work Statement for Year: <u> 4 </u> FFY 2012			Work Statement for Year: <u> 5 </u> FFY 2013			
	Development Number/Name General Description of Major Work Categories	Quantity	Estimated Cost	Development Number/Name General Description of Major Work Categories	Quantity	Estimated Cost	
See Annual Statement							
Subtotal of Estimated Cost			\$ -	Subtotal of Estimated Cost			\$ -