

File No. 131129

Committee Item No. 9

Board Item No. 25

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee

Date: 12/04/2013

Board of Supervisors Meeting

Date: 12/10/2013

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Resolution |
| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Subcontract Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Form 126 – Ethics Commission |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Award Letter |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Application |
| <input type="checkbox"/> | <input type="checkbox"/> | Public Correspondence |

OTHER (Use back side if additional space is needed)

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Completed by: Victor Young

Date November 27, 2013

Completed by: Victor Young

Date 12/5/2013

1 [Accept and Expend Grant - Infill Infrastructure - \$5,661,107]

2
3 **Resolution authorizing the Mayor's Office of Housing and Community Development to**
4 **accept and expend an Infill Infrastructure Grant from the California State Department of**
5 **Housing and Community Development in the amount of \$5,661,107 to commence**
6 **following Board approval, for the housing development at 5800 Third Street.**

7
8 WHEREAS, The California Department of Housing and Community
9 Development ("HCD") issued a Notice of Funding Availability for the Infill Infrastructure
10 Grant Program established under the Housing and Emergency Shelter Trust Fund Act
11 of 2006 (Proposition 1C) pursuant to the Infill Infrastructure Grant Program established
12 Part 12 of Division 31 of the Health and Safety Code, commencing with Section
13 53545.12. Pursuant to the statute, HCD is authorized to approve funding allocations
14 utilizing monies made available by the State Legislature, subject to the terms and
15 conditions of the statute and the Infill Infrastructure Grant Program Guidelines
16 implemented January 30, 2009; and,

17 WHEREAS, The former Redevelopment Agency of the City and County of San
18 Francisco ("Agency") applied for funds through the Infill Infrastructure Grant Program,
19 and HCD issued a conditional commitment of \$10,433,280 ("Award") of such funds to
20 assist with the development of approximately 223 units of affordable and market-rate
21 housing at 5800 Third Street ("Project") in a letter dated July 1, 2009, for purposes of
22 the redesign and replacement of all major site infrastructure as part of the Project; and,

23 WHEREAS, The Agency's Commission approved the acceptance of the Award
24 on July 21, 2009, through Resolution 79-2009, a copy of which is on file with the Clerk
25

1 of the Board of Supervisors under File No. 131129 and is incorporated herein by
2 reference; and,

3 WHEREAS, The Mayor's Office of Housing and Community Development
4 ("MOHCD"), as the successor housing agency to the former Redevelopment Agency,
5 now wishes to enter into an agreement with HCD for the purposes of receiving the
6 Award; and,

7 WHEREAS, HCD desires to enter into one grant agreement for the entire
8 commitment amount, with MOHCD as one co-recipient in the amount of \$5,661,107
9 and SF Third Street Equity Partners, LLC as a second co-recipient in the amount of
10 \$4,772,173; and,

11 WHEREAS, The proposed grant does not require an Annual Salary Ordinance
12 amendment; and,

13 WHEREAS, The funding agency (HCD) does not allow use of grant on indirect costs;
14 now, therefore, be it

15 RESOLVED, That MOHCD is hereby authorized to enter into a standard
16 agreement with HCD for funding not to exceed \$5,661,107 for the purposes of
17 financing the infrastructure to support the Project; and, be it

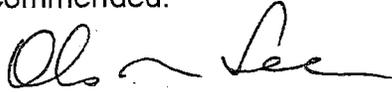
18 FURTHER RESOLVED, That the Board of Supervisors hereby waives inclusion of
19 indirect costs in the grant budget; and, be it

20 FURTHER RESOLVED, That MOHCD hereby agrees to use the Infill
21 Infrastructure Grant Program funds for eligible activities in the manner presented in the
22 application as approved by HCD and in accordance with program guidelines cited
23 above; and, be it

24 FURTHER RESOLVED, That the City and County of San Francisco authorizes
25 the Director of MOHCD, or his designee, to execute in the name of the City the

1 Standard Agreement, and all other documents required by HCD for participation in the
2 Infill Infrastructure Grant Program, and any amendments thereto.

3
4 Recommended:

5 

6

Olson Lee, Director

7
8
9 Approved:

10 

11

Edwin M. Lee, Mayor



12

For Ben Rosenfield, Controller

Mayor's Office of Housing and Community Development
City and County of San Francisco



Edwin M. Lee
Mayor

Olson Lee
Director

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Benjamin McCloskey, Chief Financial Officer
DATE: November 19, 2013
SUBJECT: Accept and Expend Resolution
GRANT TITLE: Infill Infrastructure Grant

Attached please find the original and 2 copies of each of the following:

- Proposed resolution, signed
- Grant information forms
- Grant expenditure schedule
- Ethics Form 126
- Grant application
- Grant award letter from funding agency
- Grant Agreement
- Other (Explain): SFRA Resolution 79-2009

Departmental representative to receive a copy of the adopted Resolution:

Name: Benjamin McCloskey **Phone:** 701-5575
Interoffice Mail Address: 1 South Van Ness, 5th Floor
Certified copy required: No.

File Number: _____
(Provided by Clerk of Board of Supervisors)

Grant Resolution Information Form
(Effective July 2011)

Purpose: Accompanies proposed Board of Supervisors resolutions authorizing a Department to accept and expend grant funds.

The following describes the grant referred to in the accompanying resolution:

1. **Grant Title:** Infill Infrastructure Grant
2. **Department:** Mayor's Office of Housing and Community Development
3. **Contact Person:** Benjamin McCloskey Telephone: 415-701-5575
4. **Grant Approval Status (check one):**
 Approved by funding agency Not yet approved
5. **Amount of Grant Funding Approved or Applied for:** \$5,661,107
- 6a. **Matching Funds Required:** \$0
b. **Source(s) of matching funds (if applicable):** N/A
- 7a. **Grant Source Agency:** California State Department of Housing and Community Development
b. **Grant Pass-Through Agency (if applicable):** N/A
8. **Proposed Grant Project Summary:** Infrastructure improvements related to the housing development at 5800 Third Street
9. **Grant Project Schedule, as allowed in approval documents, or as proposed:**
Start-Date: TBD End-Date: TBD
- 10a. **Amount budgeted for contractual services:** None;
b. **Will contractual services be put out to bid?** N/A
c. **If so, will contract services help to further the goals of the Department's Local Business Enterprise (LBE) requirements?** N/A
d. **Is this likely to be a one-time or ongoing request for contracting out?** N/A
- 11a. **Does the budget include indirect costs?** Yes No
b1. **If yes, how much?** \$
b2. **How was the amount calculated?**
c1. **If no, why are indirect costs not included?**
 Not allowed by granting agency To maximize use of grant funds on direct services
 Other (please explain):
c2. **If no indirect costs are included, what would have been the indirect costs?**
12. **Any other significant grant requirements or comments:**

****Disability Access Checklist** (Department must forward a copy of all completed Grant Information Forms to the Mayor's Office of Disability)**

13. This Grant is intended for activities at (check all that apply):

- | | | |
|---|--|--|
| <input type="checkbox"/> Existing Site(s) | <input type="checkbox"/> Existing Structure(s) | <input type="checkbox"/> Existing Program(s) or Service(s) |
| <input type="checkbox"/> Rehabilitated Site(s) | <input type="checkbox"/> Rehabilitated Structure(s) | <input type="checkbox"/> New Program(s) or Service(s) |
| <input checked="" type="checkbox"/> New Site(s) | <input checked="" type="checkbox"/> New Structure(s) | |

14. The Departmental ADA Coordinator or the Mayor's Office on Disability have reviewed the proposal and concluded that the project as proposed will be in compliance with the Americans with Disabilities Act and all other Federal, State and local disability rights laws and regulations and will allow the full inclusion of persons with disabilities. These requirements include, but are not limited to:

1. Having staff trained in how to provide reasonable modifications in policies, practices and procedures;
2. Having auxiliary aids and services available in a timely manner in order to ensure communication access;
3. Ensuring that any service areas and related facilities open to the public are architecturally accessible and have been inspected and approved by the DPW Access Compliance Officer or the Mayor's Office on Disability Compliance Officers.

If such access would be technically infeasible, this is described in the comments section below:

Comments:

Departmental ADA Coordinator or Mayor's Office of Disability Reviewer:

Eugene Flannery
(Name)

Environmental Compliance Manager
(Title)

Date Reviewed: 10-30-13

Eugene T. Flannery
(Signature Required)

Department Head or Designee Approval of Grant Information Form:

Olson Lee
(Name)

Director
(Title)

Date Reviewed: 10-30-13

Olson Lee
(Signature Required)

**Infill Infrastructure Grant
Summary of Expenditures**

<u>Entity</u>	<u>Amount of Award</u>
Carroll Avenue Senior Homes	\$ 5,661,107

All expenditures will be a grant or forgivable loan for construction hard and/or soft costs



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

1. Location and Information for QIP / QIA / MPP Site			
Project Name:	5800 Third Street		
Site Address:	5800 Third Street		
If address is not established, enter detailed description (i.e. SE corner of 9th Street and Oak)			
City:	San Francisco	County:	CA Zip Code: 94124
Project Type:	(QIP) Qualifying Infill Project		
Geographic Region:	Northern		
Are you applying as a "Rural Area" per the Program Guidelines?	No		
Census Tract:	0233.10		
Assessor's Parcel Number(s):	Block 5431A Lot 001		
2. Applicant Self Score and Grant Request Amount			
Applicant Self Score	240.00		
Requested Program Grant Amount:	\$ 10,433,280.00		
3.a. Applicant Information (Entity)			
Applicant:	SF Third Street Equity Partners, LLC		
Address:	1500 Park Avenue Suite 200		
City:	Emeryville	State:	CA Zip Code: 94608
E-mail:	rick@hollidaydevelopment.com		
Entity Type:	For Profit Developer		
3.b. Applicant Authorized Representative Information (Per Resolution)			
Title:	Mr.	Name:	Richard M. Holliday
		first mi last	
Job Title:	President		
Address:	1500 Park Avenue Suite 200		
City:	Emeryville	State:	CA Zip Code: 94608
Telephone:	510.547.2122	Ext:	Fax: 510.547.2125
E-mail:	rick@hollidaydevelopment.com		
3.c. Applicant Contact Information (To field general questions, if other than 3.b.)			
Same as Authorized Representative?		If no, please provide contact information	
Title:	Ms.	Name:	Cleya J Ormiston
		first mi last	
Job Title:			
Address:	1500 Park Avenue Suite 200		
City:	Emeryville	State:	CA Zip Code: 94608
Telephone:	510.588.5134	Ext:	Fax: 510.547.2122
E-mail:	cleya@hollidaydevelopment.com		



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

4.a. Joint Applicant Information (Entity)	
Joint Applicant:	San Francisco Redevelopment Agency
Address:	One South Van Ness, 5th Floor
City:	San Francisco
State:	CA
Zip Code:	94103
E-mail:	see below
Entity Type:	Redevelopment Agency
4.b. Joint Applicant Authorized Representative Information (Per Resolution)	
Title:	Mr.
Name:	Olson Lee
	first mi last
Job Title:	Deputy Director
Address:	One South Van Ness, 5th Floor
City:	San Francisco
State:	CA
Zip Code:	94103
Telephone:	415.749.2479
Ext:	Fax:
E-mail:	olson.lee@sfgov.org
4.c. Joint Applicant Contact Information (To field general questions, if other than 3.b.)	
Same as 4b?	If no, please provide contact information
Title:	Name:
	first mi last
Job Title:	
Address:	
City:	State:
Telephone:	Zip Code:
Ext:	Fax:
E-mail:	
5. Legislative Information for Project Location	
	District
	Legislator Name
Federal Congressional District:	8
	Congresswoman Nancy Pelosi
State Assembly District:	13
	Assembly Member Tom Ammiano
State Senate District:	3
	Senator Mark Leno
If QIP/QIA/MPP is in multiple districts, use the following:	
	District
	Legislator Name
Federal Congressional District:	
State Assembly District:	
State Senate District:	
	District
	Legislator Name
Federal Congressional District:	
State Assembly District:	
State Senate District:	



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

6. Project Narrative

F. List any rental or homeownership subsidies and amounts for the qualifying QIP or MPP:

At this time the QIP is not utilizing any rental or homeownership subsidies.

G. If construction of the QIA or QIP is multi-phased, describe the proposed phased build out and number of housing units in each phase:

Construction of the QIP is single phased.

H. Explain any specific development issues (relocation, environmental, historical, topography, etc.):

The buildings are located on an existing Coca Cola factory. There are certain environmental issues associated with industrial buildings. All of these issues have been remediated and signed off. Furthermore there are issues related to the demolition of the existing building and concealed unforeseen existing conditions in the ground. These conditions are accounted for in the construction buyout.

I. Explain any required demolition:

When purchased, the QIP site comprised of an unimproved, non-landscaped, unscreened surface parking lot with a large, irregularly shaped Coca-Cola plant at its center. The parking lot and the Coca-Cola plant were demolished upon acquisition of the site.

J. Explain your experience with affordable housing and list up to ten projects previously developed:

Rick Holliday is the founder two of the most successful nonprofit housing companies in the country: Eden Housing and BRIDGE Housing. Here, Rick was an expert at bringing public and private entities together and working through challenges that have previously never been overcome. After playing a profound role in shaping these two nonprofit housing companies, Rick began his own company, Holliday Development. With over 20 years of experience, Holliday Development is one of the most innovative development companies, focusing on building strong, sustainable communities that enrich the greater community. Perhaps the most notable projects that Holliday Development has completed includes the Emeryville Warehouse, Arkansas Park, Iron Horse lofts/Coggins Square, and Central Station neighborhood of West Oakland. For more information, see the project cut sheets following in this section.



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

6. Project Narrative

K.

Has the subject QIP, MPP, or QIA previously received a Notice of Grant Award from the IIG program or any other HCD program? If yes, describe the funding sources, date of award(s), brief status of project, and how much was awarded? Is it anticipated application will be made for other HCD funds for project?

No, the QIP has not received any previous funding awards from the IIG program or any other HCD program.

L. If applying as a QIA, what is the intended mechanism, such as a minimum density ordinance or recorded covenant, that will ensure future development will occur at the stated net density?

N/A - not applying as a QIA

Developer Past Performance

The Project Developer, Holliday Development, has an extensive portfolio of projects that have been developed over the past 20 years. Rick Holliday founded Holliday Development over 20 years ago, bringing the first New York inspired lofts to San Francisco and he did it with a vision that few shared, seeing the potential of South of Market before any of its current transformation had occurred. With a background in planning and having started two of the most successful nonprofit housing companies in the country, Eden Housing in Hayward and BRIDGE Housing in San Francisco, Rick was an expert at bringing public and private entities together and working through challenges that has previously never been overcome.

Rick's first three projects, 601 4th Street, the Clocktower, and 355 Bryant, all in San Francisco, were award-winning projects that were ahead of their time and still celebrated today in resale listings, the media, and real estate and design blogs.

The same vision and innovation that went into Rick's first three projects have been the back-bone of Holliday Development for over 20 years, always focused on building strong, sustainable communities that enrich the greater neighborhoods that they are a part of. At its heart, Holliday Development is a creative and dedicated team of problem-solvers, committed to smart development with the help of new and old partnerships that bridge public and private agencies and institutions. The same vision that Rick saw in South of Market 20 years ago applies to every project his team has taken on.

In the past five years, Holliday Development has completed a number of projects. Most recently, Holliday Development has completed the Pacific Cannery Lofts located in Oakland, California. An adaptive reuse of a historic 1919 cannery, this 163-unit project is the coupling of a warehouse rehabilitation as well as the addition of new construction. There are a total of 99 loft units in the old warehouse building, 49 lofts that wrap a 4-story garage, and 15 3-story townhomes, with three open-air courts and extensive landscaping features. Pacific Cannery Lofts is in the process of becoming GreenPoint Rated, a program of Build It Green, whose mission is to promote healthy, energy-efficient and resource-efficient buildings in California. This project was made possible by a partnership between Holliday Development, David Baker + Partners Architects, Miller Co. Landscape Architects, and Cannon Constructors.

Rick Holliday also facilitated the creation of Central Station in Oakland, which will create up to 1,500 new homes, condos, townhomes, and apartments on a 29-acre area that had been in decline since the 1989 Loma Prieta earthquake. California that brings together a variety of developers, including Holliday Development, BRIDGE Housing, Pulte Homes, HFH Housing, and the City of Oakland. Currently, Pulte's townhome development is selling the first phase of the project and has moved in a number of residents, BRIDGE Housing's building

is under construction, and Holliday Development's project is complete and selling the first phase of the project and has moved in a number of new owners. Upon completion, parks, community services, and shops will once again enliven the neighborhood. With the help of tax-increment funding generated by the development, the landmark 16th Street train station will be restored, revitalized, and put to use for community events and projects.

In addition, the Iron Horse Lofts have recently been completed and fully sold within the last five years. Iron Horse Lofts located in Walnut Creek totals 141 units, ranging from studio lofts to 3-bedroom units. The first loft development in suburban Contra Costa County, this is the first phase of innovative redevelopment that will transform the Pleasant Hill BART Station area into a transit village. The land was developed in partnership with BRIDGE Housing Corporation: BRIDGE developed Coggins Square Apartments on the site and Holliday Development created Iron Horse Lofts. The promotion of public transportation, application of urban architecture in a traditionally suburban neighborhood, mix of below-market rate and market rate housing, high density per acre, and shared community spaces make Iron Horse Lofts a leading example of smart growth in the Bay Area. This project was made possible by a partnership between Holliday Development, David Baker + Partners Architects, Miller Co. Landscape Architects, and Cannon Constructors.

Following, please find the project descriptions for the Holliday Development portfolio, including the aforementioned projects.

TRUCKEE RAILYARD

Truckee, CA
In Process

DENSITY RATIOS:

Acres: 33

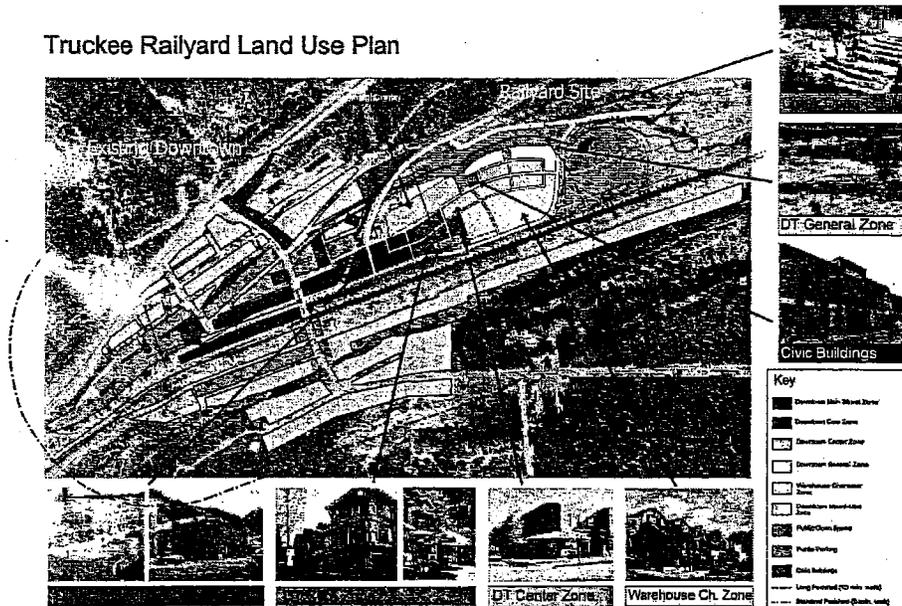
HOLLIDAY DEVELOPMENT
1500 Park Ave Suite 200
Emeryville, Ca 94608
P: 510.547.2122
Hollidaydevelopment.com



The Railyard will be redeveloped with an eclectic mix of building types and uses within an attractive, pedestrian-oriented neighborhood. Development will extend easterly from the Downtown Core. The highest development intensity will occur immediately adjacent to the Downtown Core and then decrease as development extends to the north and east. Three distinct Districts will guide and shape redevelopment of the Master Plan Area: The Downtown Extension, The Industrial Heritage, and The Trout Creek.

DEVELOPER: Holliday Development

Truckee Railyard Land Use Plan



PACIFIC CANNERY LOFTS

1201 Pine St. Oakland, CA

Under Construction

Unit Count: 163

1 BEDROOM 149

2 BEDROOM 14

DENSITY RATIOS:

Project SF: 261,974

Acres: 2.7

Units/acre: 60

Parking: 186(Spaces/Unit: 1.14)

Type: Garage

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca 94608

P: 510.547.2122

Holidaydevelopment.com



Located at the edge of the emerging Central Station neighborhood of West Oakland, Pacific Cannery Lofts is an adaptive reuse of a historic 1919 cannery as a diverse collection of studios, flats and loft townhouses around three open-air courts. Pacific Cannery Lofts is in the process of becoming GreenPoint Rated, a program of Build It Green, whose mission is to promote healthy, energy-efficient and resource-efficient buildings in California.

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

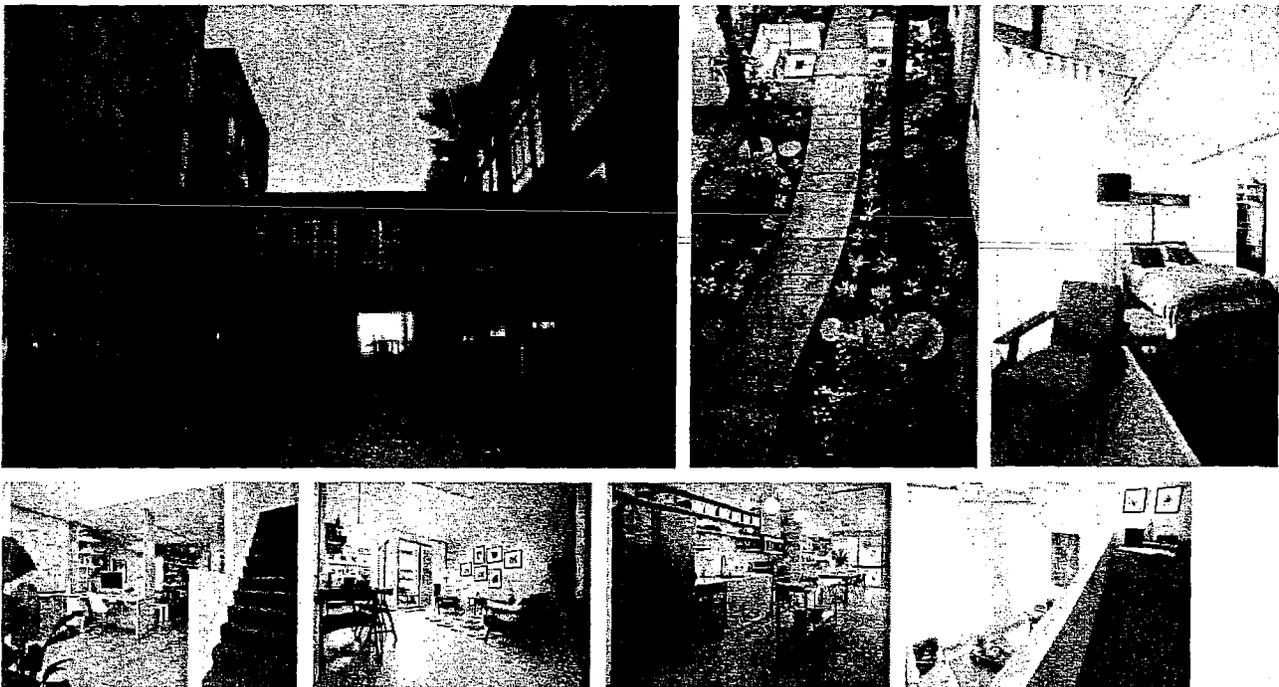
STRUCTURAL ENGINEER: Tipping Mar + Associates

LANDSCAPE ARCHITECT: Miller Co. Landscape Architects

ACOUSTICAL ENGINEER: Wilson Ihrig + Associates

LIGHTING DESIGNER: Xander Design Group

CONTRACTOR: Cannon Constructors



BLUE STAR CORNER

Halleck & Sherwin St. Emeryville, CA

Completed 2007

Unit Count: 20

1 BEDROOM 16

2 BEDROOM 3

DENSITY RATIOS:

Project SF: 30,582

Acres: .46

Units/acre: 43

Parking: 23(Spaces/Unit: 1.35)

Type: Private

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca. 94608

P: 510.547.2122

Holidaydevelopment.com



The theory of life in motion creates the foundation for design at Blue Star Corner, where open floor plans produce the opportunity to blend the elements of each home as desired. This flexible space is complimented by a modern collection of clean finishes and European inspired functionality. Outside, garden paths wander through mews aisles and a grove between the Blue Star Corner community and the neighboring Emeryville Warehouse lofts.

AWARDS:

GOLDEN NUGGET MERIT AWARD: BEST SUSTAINABLE COMMUNITY, ATTACHED

Pacific Coast Builders Conference

MERIT AWARD: BAY AREA REGIONAL DESIGN AWARDS, EXCEPTIONAL RESIDENTIAL

East

CITATION AWARD: EXCELLENCE IN ARCHITECTURE

San Francisco Chapter, American Institute of Architects

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

CIVIL ENGINEER: Sandis

LANDSCAPE ARCHITECT: CMG Landscape Architects



CENTRAL STATION

Oakland, CA

In Process

Unit Count: 1,200 - 1,500

DENSITY RATIOS:

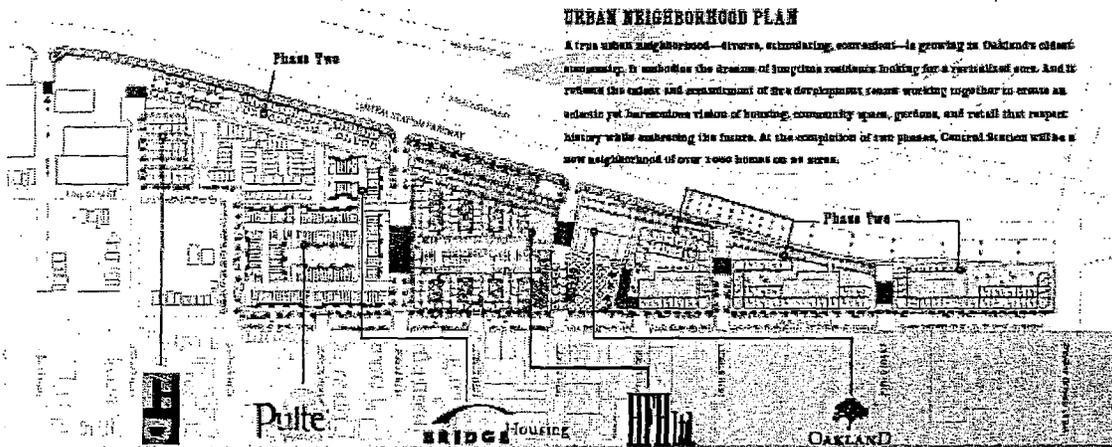
Units/acre: 29

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 1500 Park Ave Suite 200
 Emeryville, Ca 94608
 P: 510.547.2122
 Hollidaydevelopment.com



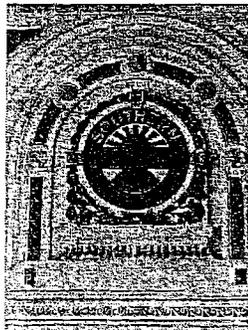
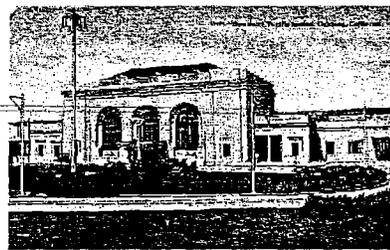
Central Station is a dynamic revisioning of the area surrounding the historic 16th Street railroad station. Once the end of the line for transcontinental rail passengers, Central Station will soon become a new kind of urban community: diverse, stimulating, and welcoming. Between now and 2013, Central Station will bring between 1,200 to 1,500 new homes, condos, townhomes, and apartments to a 29-acre area that had been in decline since the 1989 Loma Prieta earthquake. Parks, community services, and shops will once again enliven the neighborhood. And thanks to tax-increment funding generated by the redevelopment, the landmark 16th Street train station will at last be restored, revitalized, and put to good use for community events and projects.

DEVELOPER: Holliday Development, BRIDGE Housing, Pulte Homes, HFH Housing & the City of Oakland



URBAN NEIGHBORHOOD PLAN

A true urban neighborhood—diverse, stimulating, connected—is growing in Oakland's oldest neighborhood. It embodies the dreams of longtime residents looking for a revitalized area. And it reflects the eclectic and complementary of the development teams working together to create an eclectic yet harmonious vision of housing, community space, gardens, and retail that respect history while embracing the future. At the completion of two phases, Central Station will be a new neighborhood of over 2,000 homes on an acre.



IRONHORSE LOFTS

1316 Las Juntas, Walnut Creek, CA

Completed 2002

Unit Count: 141
 1 STUDIO 28
 1 BEDROOM 27
 2 BEDROOM 53
 3 BEDROOM 33

DENSITY RATIOS:

Project SF: 223,637
 Acre: 3.7
 Units/acre: 40
 Parking: 220(Spaces/Unit: 1.6)
 Type: Podium & Private

HOLLIDAY DEVELOPMENT
 1500 Park Ave Suite 200
 Emeryville, Ca 94608
 P: 510.547.2122
 Hollidaydevelopment.com



The first loft development in suburban Contra Costa County, Iron Horse Lofts is the first phase of an innovative re-development that will transform the Pleasant Hill BART station area into a transit village. The land was developed in partnership with BRIDGE Housing Corporation: BRIDGE developed Coggins Square Apartments on the site and Holliday Development created Iron Horse Lofts. The promotion of public transportation, application of urban architecture in a traditionally suburban neighborhood, mix of below-market rate and market rate housing, high density per acre, and shared community spaces make Iron Horse Lofts a leading example of smart growth in the Bay Area.

AWARDS:

AWARD OF EXCELLENCE

California Redevelopment Association

BUILDER'S CHOICE GRAND AWARD

Builder's Magazine & National Association Of Home Builders

REAL ESTATE DEAL OF THE YEAR AWARD - BEST SUBURBAN

RESIDENTIAL

San Francisco Business Times

GOLD NUGGET MERIT DESIGN AWARD

Pacific coast builders conference

BEST TOWNHOME COMMUNITY FINALIST

National Association Of Home Builders

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

LANDSCAPE ARCHITECT: Miller Co. Landscape Architects

CONTRACTOR: Cannon Constructors



SCOTT STREET

Scott & Post St. San Francisco, CA
Completed 2000
Unit Count: 155
+Office Space

DENSITY RATIOS:
Project SF: 200,000
Acres: .8
Units/acre: -
Parking: 82(Spaces/Unit: .5)
Type: Private

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1500 Park Ave Suite 200
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Hollidaydevelopment.com



Jewish Family and Children's Services (JFCS) and Mount Zion Health Systems conceived the complex in 1996, to serve the needs of the elderly and provide a permanent home for the JFCS offices. To make the center a reality, the nonprofit Scott Street Housing Corporation contacted BRIDGE Housing's Donald Turner, Rick Holliday's friend and mentor, who agreed to find a developer to manage construction. After Turner's tragic death in a plane crash, Holliday Development stepped in as the fee-developer to manage the project. Among the challenges: San Francisco's sunshine ordinance, which forbids any shading of the adjacent park; state requirements for nursing homes; city building codes for office buildings and parking lots; rules for rehabilitating historic buildings; and the separate interests and needs of the JFCS and Mt. Zion Health Systems.

The resulting complex, 100% privately funded and known as Rhoda Goldman Plaza, offers services and facilities that foster an independent lifestyle. The seven-story building has 155 well-designed rental units including one- and two-bedroom residences, studios, and alcove apartments. Residents have easy access to art museums, shopping, and the full spectrum of San Francisco's cultural activities.

DEVELOPER: Holliday Development
ARCHITECT: BAR Architects
CONTRACTOR: Cahill Construction



EMERYVILLE WAREHOUSE

1500 Park Ave. Emeryville, CA

Completed 1999

Unit Count: 142

LOFT 1 BDRM 142

DENSITY RATIOS:

Project SF: 220,000

Acres: 1.06

Units/acre: 83

Parking: 180(Spaces/Unit: 1.27)

Type: Embedded

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca 94608

P: 510.547.2122

Hollidaydevelopment.com



In 1996, Holliday Development was approached by a warehouse owner and the City of Emeryville to help reposition a dilapidated property—built in the 1920s as a furniture factory—in a neglected area of Emeryville. City officials, who were struggling to balance housing needs with Emeryville's rapid business growth, saw in the warehouse a perfect match for Holliday Development's proven capabilities in the area of residential and commercial rehabilitation. We partnered with the family that owned the warehouse to turn an eyesore into a landmark in a rapidly developing and architecturally important neighborhood.

AWARDS:

BUILDER'S CHOICE GRAND AWARD

Builder Magazine & The National Association of Homebuilders

GOLD NUGGET MERIT AWARD - BEST MIXED USE

Pacific Coast Builders

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

LANDSCAPE ARCHITECT: Miller Company Landscape Architects

CONTRACTOR: Devcon Contractors

CONTRACTOR: Cannon Contractors

CONTRACTOR: Nibbi Brothers General Contractors



HAMILTON PARK

Novato, CA

Completed 2000

Unit Count: 216

TOWNHOMES 114

SRH 102

(Senior Rental Homes)

DENSITY RATIOS:

Project SF: 445,000

Acres: -

Units/acre: 21

Parking: 250

Type: -

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca 94608

P: 510.547.2122

Hollidaydevelopment.com



Marin County's Hamilton Air Force Base—the nation's first conversion of a military base into a mixed residential/commercial development—presented Holliday Development with a perfect opportunity to apply our experience and interest. The culmination of 20 years of research and community discussion, the Hamilton master plan featured parks, tree-lined streets, a town center, retail and office space, attached and single-family homes, a residential facility for seniors, open space, and wetlands. Holliday Development was instrumental in the creation of two portions of Hamilton: the town home community (Hamilton Park) and a senior-citizen facility (the Villas at Hamilton Park). Today, Hamilton is a thriving community reminiscent of California small towns of the 1930s and 1940s.

AWARDS:

MIXED USE PROJECT OF THE YEAR

San Francisco Business Times

DEVELOPER: Holliday Development

ARCHITECT: Siedel Holzman

CONTRACTOR: Ross Construction



MARQUEE LOFTS

1000 Van Ness Ave San Francisco, CA

Completed 1999

Unit Count: 53

STUDIO 32

1 BEDROOM 9

2 BEDROOM 12

DENSITY RATIOS:

Project SF: 72,458

Acres: 1.9

Units/acre: 28

Parking: 50(Spaces/Unit: 94)

Type: Existing Building

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca 94608

P: 510.547.2122

Hollidaydevelopment.com



Holliday Development partnered with two development companies to transform a landmark-listed San Francisco building into a 450,000-square-foot mixed-use development. Fifty-one luxury loft condominiums were created along with a 14-screen AMC multiplex cinema, a 35,000-square-foot CRUNCH! fitness center, the Venture Frog restaurant and business incubator, and 401 underground public parking spaces. The lofts, known as The Marquee, offered San Francisco its first north-of-Market Street loft units.

AWARDS:

REHAB OF THE YEAR

San Francisco Business Times

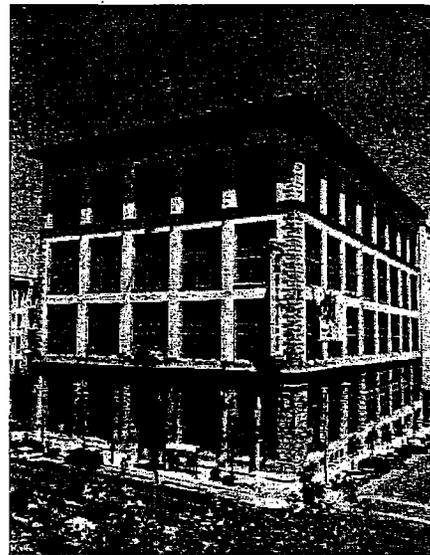
DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

GENERAL CONTRACTOR: Sandis

ARTISAN METAL FABRICATOR: South Park Fabricators



ARKANSAS PARK

18th & Arkansas St. San Francisco, CA
Completed 1995
Unit Count: 29
LOFT :1 BEDROOM 29

DENSITY RATIOS:
Project SF: 30,000
Acres: .4
Units/acre: 43
Parking: 29
Type: Private Garage

HOLLIDAY DEVELOPMENT
1500 Park Ave Suite 200
Emeryville, Ca 94608
P: 510.547.2122
Hollidaydevelopment.com



ArtsDeco, a nonprofit organization formed by artists displaced from the Goodman Building by the San Francisco Redevelopment Agency, was given a mandate to find a new home for itself and the money to make it happen. After nearly a decade of unsuccessful development deals, ArtsDeco decided it needed help. Through a partnership with McKenzie, Rose & Holliday Development, the Goodman2 building, housing 29 live/work artist lofts, a performance gallery, an outdoor amphitheater, and a multimedia space, became a thriving artist community in the midst of one of San Francisco's oldest neighborhoods.

AWARDS:

BEST DESIGN AWARD

American Society of Landscape Architects

GRAND AWARD

Builder's Choice Design and Planning Awards

GOLD NUGGET MERIT AWARD: BEST MIXED-USE PROJECT

Pacific Coast Builders Conference

CITATION

42nd Annual Progressive Architecture Awards

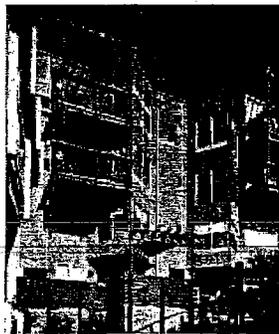
DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

LANDSCAPE ARCHITECT: Miller Co. Landscape Architects

CONTRACTOR: Devcon Construction



GOODMAN 2 @ ARKANSAS PARK

18th & Arkansas St. San Francisco, CA	DENSITY RATIOS:	HOLLIDAY DEVELOPMENT
Completed 1995	Project SF: 30,000	1500 Park Ave Suite 200
Unit Count: 29	Acres: .4	Emeryville, Ca 94608
LOFT :1 BEDROOM 29	Units/acre: 43	P: 510.547.2122
	Parking: 29	Hollidaydevelopment.com
	Type: Private Garage	



ArtsDeco, a nonprofit organization formed by artists displaced from the Goodman Building by the San Francisco Redevelopment Agency, was given a mandate to find a new home for itself and the money to make it happen. After nearly a decade of unsuccessful development deals, ArtsDeco decided it needed help. Through a partnership with McKenzie, Rose & Holliday Development, the Goodman2 building, housing 29 live/work artist lofts, a performance gallery, an outdoor amphitheater, and a multimedia space, became a thriving artist community in the midst of one of San Francisco's oldest neighborhoods.

AWARDS:

BEST DESIGN AWARD

American Society of Landscape Architects

GRAND AWARD

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GOLD NUGGET MERIT AWARD: BEST MIXED-USE PROJECT

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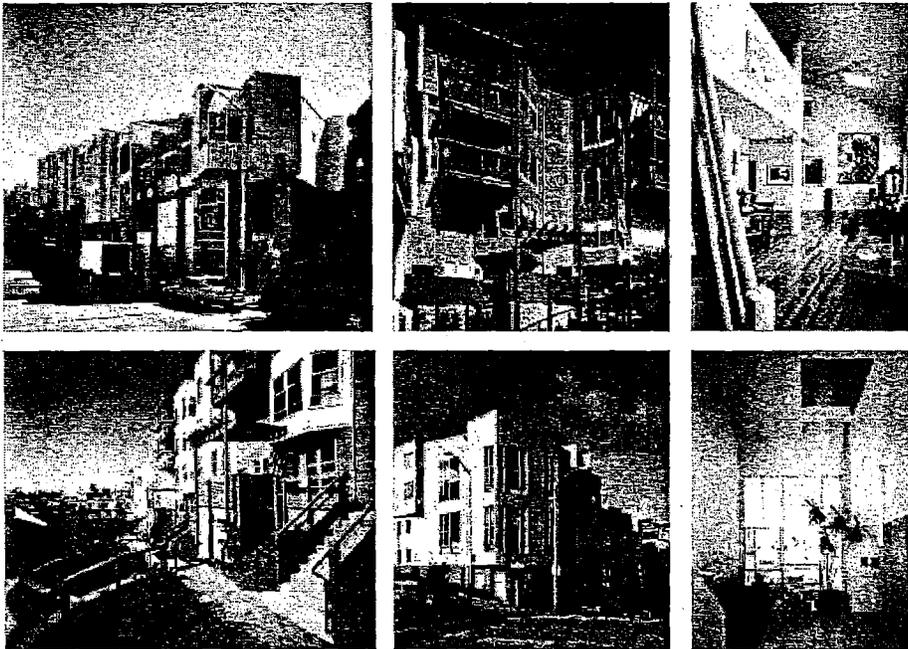
DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

LANDSCAPE ARCHITECT: Miller Co. Landscape Architects

CONTRACTOR: Devcon Construction



CLOCK TOWER LOFTS

461 2nd St. San Francisco, CA
Completed 1992
Unit Count: 127
LOFT 126
1 BEDROOM 1

DENSITY RATIOS:
Project SF: 230,000
Units/acre: 1.3
Parking: 92(Spaces/Unit: .72)
Type: Existing Building

HOLLIDAY DEVELOPMENT
1500 Park Ave Suite 200
Emeryville, Ca 94608
P: 510.547.2122
Hollidaydevelopment.com



The strikingly beautiful clock tower adjacent to the San Francisco-Oakland Bay Bridge—a longtime fixture on the San Francisco skyline—had stood vacant for years. But McKenzie, Rose & Holliday Development recognized its potential and envisioned The Clocktower, a live/work community in the heart of a revitalized South of Market district. The three-building property metamorphosed into 127 units, three interior courtyards, and a rooftop garden. Despite a soft real-estate market and the impact of the Bay Area recession, all of the units sold within twelve months.

AWARDS:

DESIGN EXCELLENCE AWARD - ADAPTIVE USE

American Society of Interior Designers

AWARD OF MERIT FOR RESIDENTIAL DESIGN EXCELLENCE

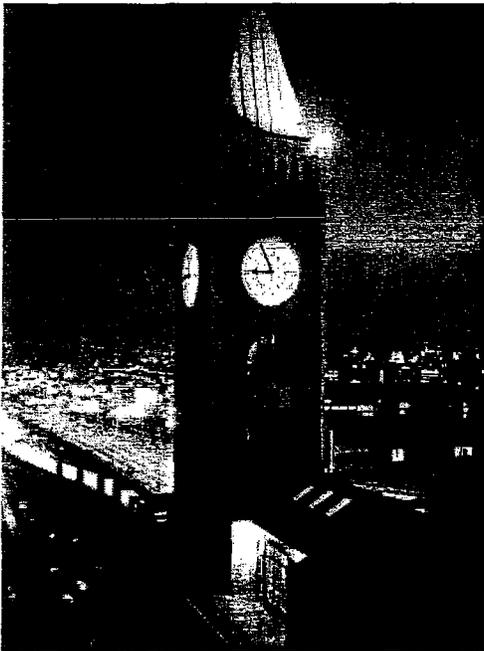
Interior Architecture Awards, San Francisco Chapter, American Institute Of Architects

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

ARTISAN METAL FABRICATOR: South Park Fabricators



355 BRYANT

355 Bryant St. San Francisco, CA
Completed 1992
Unit Count: 44
LOFT 40
2 BDRM 4

DENSITY RATIOS:
Project SF: 85,000
Acres: .06
Units/acre: 79
Parking: 44(Spaces/Unit: 1)
Type: Adjacent Building

HOLLIDAY DEVELOPMENT
1500 Park Ave Suite 200
Emeryville, Ca 94608
P: 510.547.2122
Hollidaydevelopment.com

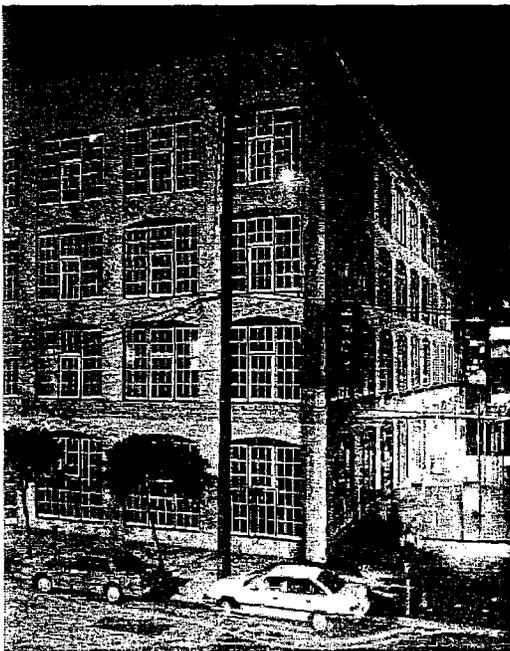


This beautiful but abandoned brick-and-timber building, designed in 1916 by George Applegarth, had originally been used as a printing house. Demonstrating the confidence and foresight that became our trademark, McKenzie, Rose & Holliday Development bought it in 1990, just 30 days after closing on our first loft-conversion property on 4th Street and despite a generally poor market for condominiums. We preserved the integrity of the original design while creating a flexible living space that combined the comforts of condominiums with the industrial style of lofts. Buyers responded enthusiastically: All the lofts sold and closed within 90 days of construction completion.

AWARDS:

GOLDEN NUGGET MERIT AWARD
Pacific Coast Builders Conference

DEVELOPER: Holliday Development
ARCHITECT: David Baker + Partners
STRUCTURAL ENGINEER: Tipping Mar + Associates
CONTRACTOR: Branagh Construction



601 4th STREET

601 4th St. San Francisco, CA

Completed 1990

Unit Count: 20

1 BEDROOM 16

2 BEDROOM 3

DENSITY RATIOS:

Project SF: 30,582

Acres: .46

Units/acre: 43

Parking: 23(Spaces/Unit: 1.35)

Type: Private

HOLLIDAY DEVELOPMENT

1500 Park Ave Suite 200

Emeryville, Ca 94608

P: 510.547.2122

Holidaydevelopment.com



A 1988 relaxation of the live/work building code in San Francisco's SOMA district motivated Rick Holliday to revolutionize San Francisco's housing market. Inspired by New York's loft lifestyles, McKenzie, Rose & Holliday Development converted the Heublein Building, a historic wine distributorship, to The Lofts at 601 4th Street. Despite the pending recession, San Franciscans found the concept irresistible, and we took reservations on all 88 units in one day.

AWARDS:

SF BEST DRESSED AWARD

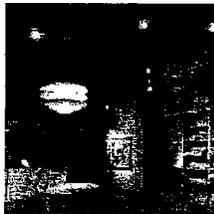
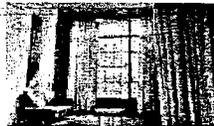
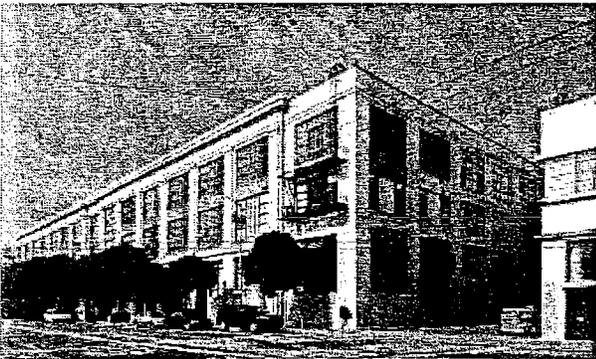
San Francisco Magazine

DEVELOPER: Holliday Development

ARCHITECT: David Baker + Partners

STRUCTURAL ENGINEER: Tipping Mar + Associates

CONTRACTOR: Branagh Construction



DURKEE

Berkeley, CA
Completed 1989
Unit Count: 18

DENSITY RATIOS:
Project SF: 30,000
Acres: 1.0
Units/acre: 36
Parking: 18

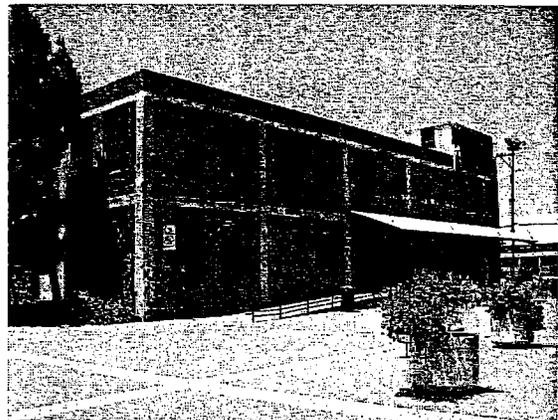
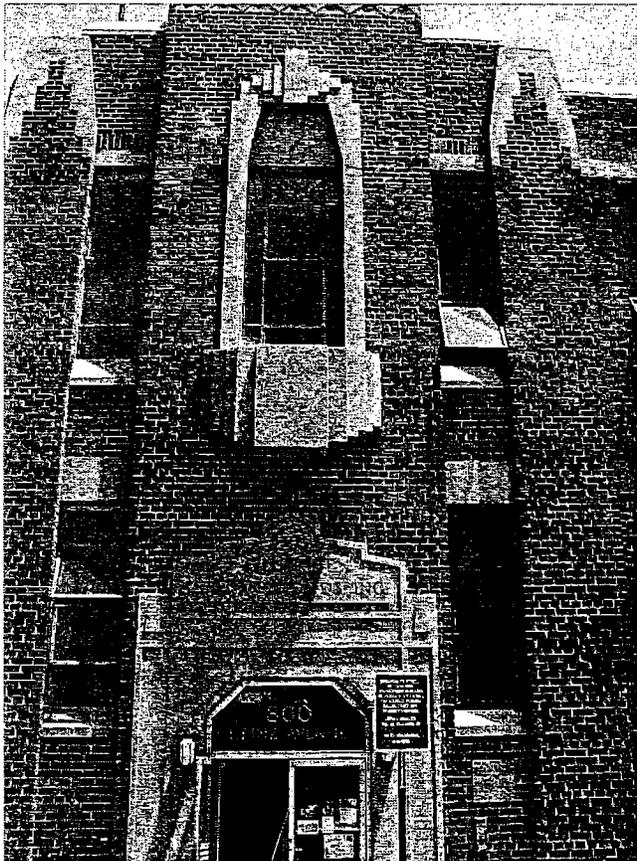
HOLLIDAY DEVELOPMENT
1500 Park Ave Suite 200
Emeryville, Ca 94608
P: 510.547.2122
Hollidaydevelopment.com



In 1988, to fulfill the City of Berkeley's use permits for the Aquatic Park biotechnology commercial project, Wareham Development agreed to build a Jewish community center, a daycare center, and live/work affordable housing for artists. Hired as a consultant, McKenzie, Rose & Holliday Development was brought into the project mid-construction in order to secure project financing in exchange for a 50 percent ownership stake.

The two-story concrete structure that became Durkee Lofts had been built in 1929 as a factory warehouse for Durkee Foods, making this McKenzie, Rose & Holliday Development's first experience with rehab construction. Thanks to our familiarity with state funding, Durkee Lofts became the first artist housing to take advantage of federal and state tax credits. The tax credits ensured these rental units would remain at well below market rate for at least 30 years to come.

DEVELOPER: Holliday Development





INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

7. Application Eligibility Threshold Requirements	
To certify the QIP / QIA is eligible for program review, applicant <u>must</u> check a box "Yes" certifying the validity of each statement a through k (a through s if applying for a QIA) and provide exhibits as requested.	
The following questions apply to <u>BOTH</u> QIP's and QIA's and the qualifying QIP contained within the QIA:	
a. The Capital Improvement Project is integral and necessary to facilitate development of the QIP / QIA.	Yes
(Label and attach applicant narrative and documentation evidencing the locality requires the Capital Improvement Project as Exhibit C-A-1.)	
b. The QIP / QIA is in an Urbanized Area:	
1. Defined by the U.S Census Bureau.	Yes
OR	
2. In an unincorporated area within an urban service area that is designated in the local general plan or community plan for urban development and served by sewer and water.	
(Provide documentation QIP / QIA is located in an urban area as Exhibit C-A-2.)	
c. The QIP / QIA is located in a locality that has an adopted housing element in substantial compliance with Article 10.6 of Chapter 3 of Division 1 of Title 7 section 65580, pursuant to Section 65585 of the Government Code.	Yes
d. The QIP / QIA includes not less than 15 percent of the total residential units to be developed in the QIP / QIA as Affordable Units (Not including replacement units).	Yes
Show the calculation on the QIP / QIA Grant Limit, Affordability and Density Worksheet.	
e. The QIP / QIA is located in an area designated for mixed-use or residential development consistent with one of the following plans:	
1. Adopted general plan per Government Code Section 65300.	Yes
OR	
2. Area redevelopment plan per Health and Safety Code section 33330.	Yes
OR	
3. Regional blueprint plan as defined per California Regional Blueprint Planning Program.	
OR	
4. Regional plan per Government Code Section 65060.7.	
(Label and attach a copy of the relevant plan to the QIA / QIP as Exhibit C-A-3.)	
f. 1. At least 75% of the area within the QIP / QIA was previously improved.	
OR	
2. At least 75% of the perimeter of the QIP / QIA adjoining parcels are developed with urban uses.	Yes
OR	
3. At least 50% of the perimeter adjoining parcels developed with urban uses <u>AND</u> at least 50% of the area within the QIP / QIA was previously developed.	
(Label and attach a site plan showing compliance with f.1, f.2 or f.3 as Exhibit C-A-4.)	



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INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

g.	1. The QIP / QIA is not located in an officially recognized redevelopment area.	
	OR	
	2. The QIP / QIA meets the replacement housing requirements of Subdivision (a) of Section 33413 of the Health and Safety Code.	Yes
(Label and attach a copy of redevelopment plan and replacement criteria relevant to QIA / QIP as Exhibit C-A-5.)		
h.	1. Construction of the Capital Improvement Project directly related to the QIP / QIA has not commenced.	Yes
	OR	
	2. Construction has begun on the Capital Improvement Project. (Provide an explanation of any work completed to date as Exhibit C-A-6.)	No
	AND	
	3. Construction has not commenced on any units designated in the application prior to the deadline for applications in the NOFA.	Yes
	OR	
	4. Construction has begun on units designated in the application prior to the deadline for applications in the NOFA. (Provide an explanation of any work completed to date as Exhibit C-A-6.)	No
i.	Other available funds are not being supplanted by Infill Infrastructure Grant Program funds and the Capital Improvement Project is infeasible without Infill Infrastructure Grant Program funds.	Yes
(Provide an explanation of circumstances that created the gap in funding requested as Exhibit C-A-7. This must be detailed in the CIP and the QIP / QIA budget attachments requested.)		
j.	Applicant or developer has site control of the property encompassing the Capital Improvement Project by one of the instruments listed below that will ensure timely commencement of the Capital Improvement Project:	
	1. Fee title;	Yes
	2. A leasehold interest on the property with provisions that enable the lessee to make improvements on and encumber the property provided that the terms and conditions of any proposed lease shall permit, prior to grant funding, compliance with all Program requirements;	
	3. An enforceable option to purchase or lease which shall extend through the anticipated date of the Program award as specified in the Notice of Funding Availability;	
	4. An executed disposition and development agreement, right of way, or irrevocable offer of dedication to a public agency;	
	5. An executed encroachment permit for construction of improvements or facilities within the public right of way or on public land;	
	6. An executed agreement with a public agency that gives the Applicant exclusive rights to negotiate with that agency for the acquisition of the site; provided that the major terms of the acquisition have been agreed to by both parties;	



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

7. A land sales contract or other enforceable agreement for acquisition of the property;	
8. Other forms of site control that give the department equivalent assurance that the applicant or developer will be able to complete the Project and all housing designated in the application in a timely manner and in accordance with all the requirements of the Program.	
(Label and attach documentation demonstrating site control and a copy of the preliminary title report as Exhibit C-A-8.)	
k. The QIP must be a discrete development with common, affiliated, or contractually related ownership and financing structures.	Yes
(Provide ownership and financing agreements and / or affiliations as Exhibit C-A-9.)	



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INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

<p>The following questions apply to QIA's and the qualifying QIP contained within the QIA. The Applicant must check a box certifying the validity of each statement.</p>	
l.	<p>The qualifying QIP within the QIA includes not less than 15 percent of the total residential units within the Qualifying QIP to be developed as Affordable Units (Not including replacement units).</p> <p>Calculation shown on the QIP / QIA Grant Limit, Affordability and Density Worksheet.</p>
m.	<p>The qualifying QIP within the QIA has no more than 50% of the total housing units proposed for the QIA.</p> <p>Calculation shown on the QIP / QIA Grant Limit, Affordability and Density Worksheet.</p>
n.	<p>1. At least 75% of the area of the qualifying QIP within the QIA was previously improved.</p> <p>OR</p> <p>2. At least 75% of the perimeter of the qualifying QIP within the QIA adjoins parcels developed with urban uses.</p> <p>OR</p> <p>3. At least 50% of the perimeter of the qualifying QIP within the QIA adjoins parcels developed with urban uses <u>AND</u> at least 50% of the area of the qualifying QIP within the QIA previously developed.</p> <p>(Label and attach a site plan showing guideline compliance with question n1, n.2 or n.3 as Exhibit C-A-10.)</p>
o.	<p>1. The qualifying QIP within the QIA has received all land use entitlements required for construction.</p> <p>OR</p> <p>2. The qualifying QIP within the QIA has entitlement applications pending and deemed complete per the Permit Streamlining Act. (Label and attach documentation demonstrating entitlements or pending applications as Exhibit C-A-11.)</p>
p.	<p>The QIA contains within its boundaries a QIP that meets the definition and criteria for a QIP.</p>
q.	<p>The QIA is a contiguous coherent area that does NOT contain extensions or satellite areas included solely to meet program requirements and the QIA has a definite described border.</p> <p>(Label and attach a narrative description of the QIA boundary as Exhibit C-A-12.)</p>
r.	<p>The QIA is subject to a public plan or ordinance guiding development in the area.</p> <p>(Label and attach a copy of the public plan or ordinance as Exhibit C-A-13.)</p>
s.	<p>For BID joint applicants: The receipt of program funds will not cause a decrease in the level of assessments for businesses within the BID.</p> <p>(Provide all current assessments, fee schedule and current and proposed expenditures for the BID as Exhibit C-A-14.)</p>

TOTAL INFRASTRUCTURE DEVELOPMENT BUDGET

QIP/QIA DEVELOPMENT NAME:	5800 Third Street
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ESTIMATED CAPITAL IMPROVEMENT PROJECT COSTS	BREAKDOWN OF DEVELOPMENT COSTS BY FUNDING SOURCE					
Submit contracts, bids, engineer's estimates or any other back-up evidencing accuracy of eligible CIP costs						

COST CATEGORY	DEVELOPMENT COSTS				FUNDING SOURCES						
	QUANTITY	UNIT TYPE	UNIT PRICE	TOTAL AMOUNT	Infill Program	TOD Application	Project Debt	Name	Name	Name	Name

SITE ACQUISITION (Not related to Parking)					10.98%	11.62%						
--	--	--	--	--	--------	--------	--	--	--	--	--	--

Site acquisition of the Capital Improvement Project, including easements and right of ways				0								
Other:				0								
Total Site Acquisition Costs (Not related to Parking)				0	0	0	0	0	0	0	0	0

SITE PREPARATION												
-------------------------	--	--	--	--	--	--	--	--	--	--	--	--

Clearing and Grubbing				32,500	15,791	16,709						
Demolition				432,115	209,953	222,162						
Excavation				Included								
Grading (excluding grading for housing and mixed use structural improvements)				Included								
Soil Stabilization (Lime, etc.)				n/a								
Erosion/Weed Control	see general			195,000	94,745	100,255						
Dewatering	see general requirements			0								
Other: fencing during Improvements				0								
Other:				0								
Total Site Preparation Costs				659,615	320,489	339,126	0	0	0	0	0	0

UTILITIES												
------------------	--	--	--	--	--	--	--	--	--	--	--	--

Sanitary Sewer				1,005,183	488,391	516,792						
Potable Water				Included								
Non-Potable Water				Included								
Storm Drain				Included								
Detention Basin/Culverts				Included								
Joint Trench:				408,509	198,484	210,026						
Other:				0	0	0						
Total Site Utilities Costs				1,413,692	686,874	726,818	0	0	0	0	0	0

SURFACE IMPROVEMENTS												
-----------------------------	--	--	--	--	--	--	--	--	--	--	--	--

Aggregate Base				Included								
Asphalt Pavement				588,757	286,061	302,696						
Curb, Gutter, Sidewalk				1,109,464	539,058	570,406						
Street Lights				Included								
Striping/Signage/Barricades				26,000	12,633	13,367						
Traffic Mitigation				Included								
Other:					0	0						

878

COST CATEGORY	DEVELOPMENT COSTS				FUNDING SOURCES							
	QUANTITY	UNIT TYPE	UNIT PRICE	TOTAL AMOUNT	Infill Program	TOD Application	Project Debt	Name	Name	Name	Name	Name
Total Surface Improvements Costs				1,724,221	837,752	886,469	0	0	0	0	0	0
LANDSCAPE AND AMENITIES												
Parks:												
Irrigation				Included								
Concrete Work				Included								
Landscaping				1,309,719	636,357	673,362						
Tot Lot				n/a								
Playground Facilities				n/a								
Walking/Bike Path				n/a								
Drinking Fountains				n/a								
Structures				Included								
Lighting				390,000	189,490	200,510						
Open Space				Included								
Other:				150,353	73,052	77,300						
Total Landscape and Amenities Costs				1,850,072	898,899	951,172	0	0	0	0	0	0
ENVIRONMENTAL MITIGATION/REMEDATION												
Wetland Mitigation				n/a								
Endangered Species				n/a								
Tree Mitigation				n/a								
Environmental Remediation				n/a								
Other:				n/a								
Total Mitigation/Remediation Costs				0	0	0	0	0	0	0	0	0
REPLACEMENT TRANSIT PARKING												
Residential Parking Structures				n/a								
Grading				n/a								
Foundation Work				n/a								
Site Work				n/a								
Other:				n/a								
Other:				n/a								
Total Replacement Parking Costs				0	0	0	0	0	0	0	0	0
Enter the Total Number Replacement Parking Spaces												
Cost Per Parking Space (Not to exceed \$40,000 per space)	#DIV/0!											
RESIDENTIAL PARKING												
Residential Parking Structures				11,059,875	5,373,691	5,686,184						
Grading				Included								
Foundation Work				553,675	269,016	284,660						
Site Work				n/a								
Other:				n/a								
Other:				n/a								
Total Residential Parking Costs				11,613,550	5,642,707	5,970,843	0	0	0	0	0	0
Enter the Number of Eligible Parking Spaces (Not to exceed one parking space per residential unit)				223	223	223						

COST CATEGORY	DEVELOPMENT COSTS				FUNDING SOURCES							
	QUANTITY	UNIT TYPE	UNIT PRICE	TOTAL AMOUNT	Infill Program	TOD Application	Project Debt	Name	Name	Name	Name	Name
Cost Per Parking Space (Not to exceed \$40,000 per eligible space)				52,079	25,304	26,775						
TRANSIT												
Transit Facilities:												
Access Plazas				n/a								
Pathways				n/a								
Bus Shelters				n/a								
Transit Shelters				n/a								
Pedestrian Facilities				n/a								
Bicycle Facilities				n/a								
Other:				n/a								
Total Transit Costs				0	0	0	0	0	0	0	0	0
IMPACT FEES												
Impact fees are eligible for funding if used for identified Capital Assets eligible for funding and required by local ordinance.				0								
Other:				0								
Other:				0								
Total Impact Fees				0	0	0	0	0	0	0	0	0
SOFT COSTS RELATED TO ELIGIBLE COSTS												
Engineering			4.50%	848,995	412,503	436,491						
Design			2.50%	472,881	229,760	243,121						
Overhead			5.50%	1,040,339	505,472	534,867						
Contractor Fee			6.00%	1,134,915	551,424	583,491						
Other: General Requirments				715,000	347,399	367,601						
Total Soft Costs				4,212,131	2,046,559	2,165,571	0	0	0	0	0	0
OTHER CAPITAL ASSET COSTS												
Other:				0								
Other:				0								
Total Other Asset Costs				0	0	0	0	0	0	0	0	0
TOTAL PROJECT COSTS				21,473,280	10,433,280	11,040,000	0	0	0	0	0	0
Note: Total amount in Infill Grant Column must equal amount requested in application.												
COST NARRATIVE: USE THE SPACE BELOW TO EXPLAIN ANY EXTRAORDINARY SITE CONDITIONS WHICH RESULT IN DEVELOPMENT COSTS TO BE HIGHER THAN ACCEPTED INDUSTRY STANDARDS.												

TOTAL DEVELOPMENT BUDGET

	Sources and Uses										Total	Comments
	Residential Rental Component Costs	Home Ownership Component Costs	Commercial Component Costs	Total Development Costs	Infill Program	Equity - SF Third Street Equity Partners, LLC	Debt - CitiGroup	TOD Grant Program				
ACQUISITION					11%	17.402%	60%	12%				
Lesser of Land Cost or Value	13,380,000	-	-	13,380,000	-	3,008,127	10,371,873	-				13,380,000
Demolition	-	-	-	-	-	-	-	-				-
Legal & Closing Costs	-	-	-	-	-	-	-	-				-
Verifiable Carrying Costs	-	-	-	-	-	-	-	-				-
Subtotal	13,380,000	-	-	13,380,000	-	3,008,127	10,371,873	-				13,380,000
Existing Improvements Cost	-	-	-	-	-	-	-	-				-
Other: (specify)	-	-	-	-	-	-	-	-				-
Total Acquisition	13,380,000	-	-	13,380,000	-	3,008,127	10,371,873	-				13,380,000
REHABILITATION												
Off-Site Improvements	-	-	-	-	-	-	-	-				-
Environmental Remediation	-	-	-	-	-	-	-	-				-
Site Work	-	-	-	-	-	-	-	-				-
Structures	-	-	-	-	-	-	-	-				-
General Requirements	-	-	-	-	-	-	-	-				-
Contractor Overhead	-	-	-	-	-	-	-	-				-
Contractor Profit	-	-	-	-	-	-	-	-				-
General Liability Insurance	-	-	-	-	-	-	-	-				-
Other: (specify)	-	-	-	-	-	-	-	-				-
Total Rehabilitation Costs	-	-	-	-	-	-	-	-				-
RELOCATION												
Temporary Relocation	-	-	-	-	-	-	-	-				-
Permanent Relocation	-	-	-	-	-	-	-	-				-
Total Relocation	-	-	-	-	-	-	-	-				-
NEW CONSTRUCTION												
Off-Site Improvements	3,797,528	-	-	3,797,528	1,845,115	-	-	1,952,413				3,797,528
Environmental Remediation	-	-	-	-	-	-	-	-				-
Site Work (hard costs)	2,775,107	-	-	2,775,107	898,899	207,969	717,067	951,172				2,775,107
Structures (hard costs)	50,175,000	-	-	50,175,000	5,642,707	8,869,487	29,891,863	5,970,843				50,175,000
General Requirements	1,350,000	-	-	1,350,000	347,399	142,762	492,238	367,601				1,350,000
Contractor Overhead	2,007,000	-	-	2,007,000	605,472	217,327	749,334	534,867				2,007,000
Contractor Profit	1,803,139	-	-	1,803,139	551,424	150,232	517,992	583,491				1,803,139
General Liability Insurance	Included	-	-	Included	-	-	-	-				-
Other:	-	-	-	-	-	-	-	-				-
Total New Construction	61,907,774	-	-	61,907,774	9,791,016	9,387,778	32,368,593	10,360,387				61,907,774
ARCHITECTURAL												
Design	1,784,000	-	-	1,784,000	229,760	294,769	1,016,349	243,121				1,784,000
Supervision	-	-	-	-	-	-	-	-				-
Total Architectural Costs	1,784,000	-	-	1,784,000	229,760	294,769	1,016,349	243,121				1,784,000
SURVEY & ENGINEERING												
Engineering	1,204,200	-	-	1,204,200	412,503	79,858	275,347	436,491				1,204,200
ALTA Land Survey	-	-	-	-	-	-	-	-				-
Total Survey & Engineering	1,204,200	-	-	1,204,200	412,503	79,858	275,347	436,491				1,204,200
CONTINGENCY COSTS												
Hard Cost Contingency	1,547,694	-	-	1,547,694	-	347,957	1,199,738	-				1,547,694
Soft Cost Contingency	500,000	-	-	500,000	-	112,411	387,589	-				500,000
Total Contingency Costs	2,047,694	-	-	2,047,694	-	460,368	1,587,326	-				2,047,694
CONSTRUCTION PERIOD EXPENSES												
Construction Loan Interest	2,100,000	-	-	2,100,000	-	472,128	1,627,872	-				2,100,000
Origination Fee	412,500	-	-	412,500	-	92,739	319,761	-				412,500
Credit Enhancement & App. Fee	-	-	-	-	-	-	-	-				-
Owner Paid Bonds/Insurance	55,750	-	-	55,750	-	12,534	43,216	-				55,750
Lender Inspection Fees	54,000	-	-	54,000	-	12,140	41,860	-				54,000
Taxes During Construction	350,000	-	-	350,000	-	78,588	271,312	-				350,000
Prevailing Wage Monitor	-	-	-	-	-	-	-	-				-
Insurance During Construction	1,338,000	-	-	1,338,000	-	300,813	1,037,187	-				1,338,000
Title and Recording Fees	-	-	-	-	-	-	-	-				-
Construction Mgmt. & Testing	-	-	-	-	-	-	-	-				-
Predevelopment Interest Exp.	-	-	-	-	-	-	-	-				-
Other: construction period operating expenses	200,000	-	-	200,000	-	44,965	155,035	-				200,000
Other: (specify)	-	-	-	-	-	-	-	-				-
Total Construction Expenses	4,510,250	-	-	4,510,250	-	1,014,008	3,496,244	-				4,510,250

TOTAL DEVELOPMENT BUDGET

					Sources and Uses							Total	Comments	
	Residential Rental Component Costs	Home Ownership Component Costs	Commercial Component Costs	Total Development Costs	Infill Program	Equity - SF Third Street Equity Partners, LLC	Debt - Citigroup	TOD Grant Program						
PERMANENT FINANCING EXPENSES														
Loan Origination Fee(s)	412,500	-	-	412,500	-	92,739	319,761	-	-	-	-	-	412,500	
Credit Enhancement & App. Fee	-	-	-	-	-	-	-	-	-	-	-	-	-	
Title and Recording	20,000	-	-	20,000	-	4,496	15,504	-	-	-	-	-	20,000	
Property Taxes	700,000	-	-	700,000	-	157,378	542,624	-	-	-	-	-	700,000	
Insurance	60,000	-	-	60,000	-	13,489	46,511	-	-	-	-	-	60,000	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Permanent Financing	1,192,500	-	-	1,192,500	-	268,101	924,399	-	-	-	-	-	1,192,500	
LEGAL FEES														
Construction Lender Legal Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	
Permanent Lender Legal Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sponsor Legal Fees	200,000	-	-	200,000	-	44,965	155,035	-	-	-	-	-	200,000	
Organizational Legal Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
Syndication Legal Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: Project Legal Fees	350,000	-	-	350,000	-	78,688	271,312	-	-	-	-	-	350,000	
Total Legal Fees	550,000	-	-	550,000	-	123,652	426,348	-	-	-	-	-	550,000	
CAPITALIZED RESERVES														
Operating Reserve	450,000	-	-	450,000	-	101,170	348,830	-	-	-	-	-	450,000	
Replacement Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	
Rent-Up Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	
Transition Reserve	50,000	-	-	50,000	-	11,241	38,759	-	-	-	-	-	50,000	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Capitalized Reserves	500,000	-	-	500,000	-	112,411	387,589	-	-	-	-	-	500,000	
REPORTS & STUDIES														
Appraisal(s)	5,000	-	-	5,000	-	1,124	3,876	-	-	-	-	-	5,000	
Market Study	5,000	-	-	5,000	-	1,124	3,876	-	-	-	-	-	5,000	
Physical Needs Assessment	-	-	-	-	-	-	-	-	-	-	-	-	-	
Environmental Studies	7,500	-	-	7,500	-	1,686	5,814	-	-	-	-	-	7,500	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Reports & Studies	17,500	-	-	17,500	-	3,934	13,566	-	-	-	-	-	17,500	
OTHER														
TCAC App./Alloc./Monitor Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
CDLAC Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
Local Permit Fees	1,500,000	-	-	1,500,000	-	337,234	1,162,766	-	-	-	-	-	1,500,000	
Local Development Impact Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other Costs of Bond Issuance	-	-	-	-	-	-	-	-	-	-	-	-	-	
Syndicator / Investor Fees & Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	
Furnishings	-	-	-	-	-	-	-	-	-	-	-	-	-	
Final Cost Audit Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	
Marketing	1,300,000	-	-	1,300,000	-	292,269	1,007,731	-	-	-	-	-	1,300,000	
Financial Consulting	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other: (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Other Costs	2,800,000	-	-	2,800,000	-	629,503	2,170,497	-	-	-	-	-	2,800,000	
SUBTOTAL	89,893,918	-	-	89,893,918	10,433,280	15,382,509	53,038,130	11,040,000	-	-	-	-	89,893,918	

TOTAL DEVELOPMENT BUDGET

	Sources and Uses											Comments	
	Residential Rental Component Costs	Home Ownership Component Costs	Commercial Component Costs	Total Development Costs	Infill Program	Equity - SF Third Street Equity Partners, LLC	Debt - Citigroup	TOD Grant Program					Total
DEVELOPER COSTS													
Developer Fees/Overhead/Profit	2,000,000			2,000,000	-	449,645	1,550,355	-				2,000,000	
Consultant/Processing Agent	-			-	-	-	-	-				-	
Project Administration	1,700,000			1,700,000	-	382,199	1,317,801	-				1,700,000	
Syndicator Consultant Fees	-			-	-	-	-	-				-	
Guarantee Fees	-			-	-	-	-	-				-	
Broker Fees Paid to Related Party	-			-	-	-	-	-				-	
Construction Oversight & Mgmt.	-			-	-	-	-	-				-	
Other: (specify)	-			-	-	-	-	-				-	
Other: (specify)	-			-	-	-	-	-				-	
Total Developer Costs	3,700,000	-	-	3,700,000	-	831,844	2,868,156	-	-	-	-	3,700,000	
TOTAL DEVELOPMENT COST	93,593,918	-	-	93,593,918	10,433,280	16,214,353	55,806,286	11,040,000	-	-	-	93,593,918	
New Construction cost per Sq. Ft.	290,279												
Total Development cost per Sq. Ft.	322												
Total Estimated Sales Price (For All Homeownership Units)													
Total Anticipated Net Profit (Homeownership Units)													
Total Square Footage for All New Construction													
Total Square Footage for Total Development													



DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT

QIP Grant, Affordability and Density Calculation Spreadsheet (GAD)

QIP Development Name: 5800 Third Street

Enter Net Density Required per Guidelines Section 303(a)(4) _____

30

Applicant must highlight relevant designation and attach the Mullin Density Chart to this calculation as Exhibit C-B-1a.

Are you applying as a "Rural Area Project" (Yes / No) _____

No

If yes, applicant must complete and attach the documentation required by the Rural Area Determination Procedures for this calculation as Exhibit C-B-1b.

Enter the number of units (by bedroom size) and income level and tenure for the housing units being considered for funding below.

		Number of Units				
		0 - Bedroom	1 - Bedroom	2 - Bedroom	3 - Bedroom	4 - Bedroom
Owner Occupied	Income Level and Tenure					
	Exceeds CalHFA Sale Price					
	Unrestricted					
	Less than or equal to Moderate Income					
	Less than or equal to Lower Income					
Rental Unit	Equal to or greater than 200% of Fair Market Rent					
	Unrestricted		84	32	40	
	Greater than 50% and less than or equal to 60% AMI					
	Greater than 40% and less than or equal to 50% AMI					
	Greater than 30% and less than or equal to 40% AMI					
	Less than or equal to 30% AMI		42	13	12	

List the largest unit square footage of all the residential units in the QIP _____ 1653 s.f.

Project meets Minimum Affordability Requirements Yes

List the number of bedrooms in the unit above _____ 3

Project meets Minimum Density Requirements Yes

List the total square footage of all the commercial space in the QIP _____ 0 s.f.

Average Residential Net Density of QIP

List the total number of acres to be developed for residential mixed-use in the QIP _____ 1.74 acres

Adjusted Net Density as a Percentage of Required Density

Applicant must include documentation completed by a licensed civil engineer to support net density calculations as Exhibit C-B-1c.

Total Density Points

Total number of ownership units 0.0%

Total Affordability Points

Total number of rental units 100.0%

Grant Amount Limit

Total number of housing units



5800 Third Street

INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

PROJECT READINESS			
1. Environmental Review.			
Provide the level of environmental readiness regarding the CEQA / NEPA review status. This information must match the information provided on the Verification of the Status of Environmental Review and Land Use Entitlements form (located in Part C) which must be submitted as Exhibit C-B-2.			
Level of Environmental Clearance	Level Of Required Environmental Clearance	Status Of CEQA Compliance	Status Of NEPA Compliance (if Applicable)
A Yes	All Necessary Environmental Clearances or Mitigated Negative Declaration	Certified / Adopted / Approved AND All Appeal Periods Have Lapsed, or Notice of Exemption	Completed / Adopted / Approved AND All Appeal Periods Have Lapsed
B Yes	Draft EIR / Negative Declaration/ Environmental Assessment	Issuance of Public Notice of Availability	Issuance of Public Notice of Availability
C ⁽¹⁾ Yes	Completion of Phase I (Phase II if required) and Public Agency approved remediation plan		
(1)	If submitting a Phase I (and Phase II if required) please list date of completion. (The Phase I must be dated within 1 year prior to the application due date.)		
A	Provide a copy of all environmental clearances or Notice of Exemption. Provide documentation that all appeal periods have lapsed. (Label submit documentation as Exhibit C-B-3a.)		
B	Provide a copy of the Draft EIR, Negative Declaration or Environmental Assessment. Include a copy of the Public Notice of Availability. (Label submit documentation as Exhibit C-B-3b.)		
C	Provide a copy of the Phase I and Phase II (if applicable) and Public Agency approved remediation plan. (Label submit documentation as Exhibit C-B-3c.)		

INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

4. Local Support	
All funds used in the calculations below need to be listed on the Readiness (funding) page of the application.	
a. List the Grant Amount you are requesting from the Application, Part A Item 2:	\$ 10,433,280
b. List the amount (if any) of the 2009 federal economic stimulus package ("Stimulus Funds") committed to the Qualifying Infill Project or Capital Improvement Project.	\$ -
c. List the amount (if any) of local public agency or agencies funding committed to the Qualifying Infill Project or Capital Improvement Project.	\$ 9,300,000
Stimulus Funds : 0.0%	Local Public Support : 89.1%
d. Is the Qualifying Infill Project located on a site designated or identified in the housing element of the local general plan as suitable for this project?	Yes
e. Do you have a letter of support from the legislative body or director of the planning department of the Locality?	Yes
Attach applicable documentation (proof of committed stimulus funds, proof of funding by local agencies, proof of project identification in Housing Element, or letter of project support) and label as Exhibit C-B-6.	



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

5. ACCESS TO TRANSIT	
Transit Station or Major Transit Stop as defined in Sections 302(l)(1) or (2)	
a. Is the Qualifying Infill Project within one-half mile of a Transit Station or Major Transit Stop measured by a walkable route from the nearest boundary of the Qualifying Infill Project? (If yes, skip question b.)	Yes
b. Is the Qualifying Infill Project within one mile of a Transit Station or Major Transit Stop measured by a walkable route from the nearest boundary of the Qualifying Infill Project?	
Transit Station or a Major Transit Stop as defined in Sections 302(l)(3) or (4)	
c. Is the Qualifying Infill Project within one mile of a Transit Station or Major Transit Stop measured by a walkable route from the nearest boundary of the Qualifying Infill Project?	
Provide a site map showing a walkable route path to local transit from the Qualifying Infill Project. Also, include current transit maps and route schedules. Label and submit these documents as Exhibit C-B-7.	



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

6. PROXIMITY TO AMENITIES

Provide a site map and aerial photograph clearly showing distance from amenity to QIP and label and submit these documents as Exhibit C-B-8a, C-B-8b... C-B-8f. In addition, complete the Amenity Detail Form in Part C and label it Exhibit C-B-8.

a. Public Parks

1. Is the Qualifying Infill Project within one-quarter mile of a public park?	Yes
2. Is the Qualifying Infill Project within one-half mile of a public park?	
3. For rural area projects, is the Qualifying Infill Project within one-half mile of a public park?	
4. For rural area projects, is the Qualifying Infill Project within one mile of a public park?	

Label and submit these documents as Exhibit C-B-8a.

b. Employment Center

1. Is the Qualifying Infill Project within one mile of an employment center?	Yes
2. Is the Qualifying Infill Project within two miles of an employment center?	
3. For rural area projects, is the Qualifying Infill Project within two miles of an employment center?	
4. For rural area projects, is the Qualifying Infill Project within four miles of an employment center?	

Label and submit these documents as Exhibit C-B-8b.

c. Retail Center

1. Is the Qualifying Infill Project within one mile of a retail center?	Yes
2. Is the Qualifying Infill Project within two miles of a retail center?	
3. For rural area projects, is the Qualifying Infill Project within two miles of a retail center?	
4. For rural area projects, is the Qualifying Infill Project within four miles of a retail center?	

Label and submit these documents as Exhibit C-B-8c.

d. Public School or Community College (applies only to QIP's where 50% of the units have 2 or more bedrooms)

1. Is the Qualifying Infill Project within one mile of a retail center?	
2. Is the Qualifying Infill Project within two miles of a retail center?	
3. For rural area projects, is the Qualifying Infill Project within two miles of a retail center?	
4. For rural area projects, is the Qualifying Infill Project within four miles of a retail center?	

Label and submit these documents as Exhibit C-B-8d.



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

e. Special Needs, Single Room Occupancy Development or Supportive Housing (as defined by MHP or TCAC)	
1. Is the QIP a Special Needs, SRO or Supportive Housing development within one-half mile of a social service facility serving the residents?	
2. Is the QIP a Special Needs, SRO development or Supportive Housing development within one mile of a social service facility serving the residents?	
Provide documentation of amenity compliance with TCAC or MHP guidelines and label and submit these documents as Exhibit C-B-8e.	
f. Senior Facilities (as defined in sections 51.2, 51.3 and 51.4 of the Civil Code)	
1. Is the QIP a senior development within one-quarter mile of a senior center or facility regularly offering services for seniors?	
2. Is the QIP a senior development within one-half mile of a senior center or facility regularly offering services for seniors?	
3. For rural area projects, is the QIP a senior development within one-half mile of a senior center or facility regularly offering services for seniors?	
4. For rural area projects, is the QIP a senior development within one mile of a senior center or facility regularly offering services for seniors?	
Provide documentation of amenity compliance with TCAC or MHP guidelines and label and submit these documents as Exhibit C-B-8f.	

5800 Third Street



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

7. CONSISTENCY WITH REGIONAL PLAN	
Is the Qualifying Infill Project <u>consistent with</u> a Regional Blueprint Plan or other Regional Growth Plan adopted by a regional council of governments with the stated intent of fostering infill development and efficient land use?	Yes
Submit a letter from local council of governments confirming consistency with regional blueprint or other regional growth plan and label as exhibit C-B-9.	



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

Development Name: 5800 Third Street		Applicant Points	
Application Section		Project Scoring Component	
Readiness			
Status of Environmental Review			
309(a)(1)(A)	Completion of environmental clearances for QIP.	25	25
309(a)(1)(B)	Completion of Draft EIR for QIP.	15	
309(a)(1)(C)	Completion of Phase I (and Phase II if req'd) assessment and approval of any required remediation plan.	5	
Status of Land Use			
309(a)(2)(A)	Discretionary approvals for QIP obtained.	25	25
309(a)(2)(B)	QIP is consistent with planning and zoning, and applications submitted and deemed complete.	15	
309(a)(2)(C)	QIP is consistent with planning and zoning.	5	
Status of Funding Commitments			
309(a)(3)(A)	Funding commitments for Rental development.	20	20
309(a)(3)(A)	Funding commitments for Ownership development.	20	0
Local Support, evidenced by either:			
309(a)(4)(A)	2009 federal economic stimulus funds.	20	10
309(a)(4)(B)(C)	Local public funding commitments.		
309(a)(4)(D)	Project is consistent with housing element or letter of support from local legislative body.		
Total Points - Readiness		90	80



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

Development Name: 5800 Third Street		Applicant Points	
Application Section		Project Scoring Component	
Affordability			
309(b)(1)	Alternatively, points awarded proportionate to MHP affordability scales.	Manually enter the value from either the QIP Affordability Chart, the MHP or TCAC calculation, rounded to the nearest hundreth.	60.00
309(b)(2)	Alternatively, points awarded proportionate to TCAC affordability scales.		
309(b)(3)(A)	0.30 points for each % of total QIP units owner-occupied by Moderate income households.		
309(b)(3)(B)	0.80 points for each % of total QIP units owner-occupied by Lower income households.		
309(b)(3)(C)	0.40 points for each % of total QIP units that are rentals restricted to 50% AMI.		
309(b)(3)(D)	2 points for each % of total QIP units that are rentals restricted to 30% AMI.		
Total Points - Affordability		60.00	60.00
Density			
309(c)(2)	Average net density of the QIP, adjusted by unit size. Max points for at least 150% of threshold (Mullin) density.	Value automatically entered here from the QIP Density Chart	40
Total Points - Density		40	40
Access to Transit			
309(d)(1)	QIP is within 1/2 mile of transit station or major transit stop sections 302(l)(1) or (2)	20	20
309(d)(2)	QIP is within 1 mile of transit station or major transit stop sections 302(l)(1) or (2)	10	
309(d)(3)	QIP is within 1 mile of transit station or major transit stop sections 302(l)(3) or (4)	5	
Total Points - Access to Transit		20	20



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

Development Name:	5800 Third Street		Applicant Points
Application Section	Project Scoring Component		
Proximity to Amenities			
309(e)(1)	QIP is within 1/4 mile of public park.	6	6
	Rural Area QIP is within 1/2 mile of public park.		
	QIP is within 1/2 mile of public park.	4	
	Rural Area QIP is within 1 mile of public park.		
309(e)(2)	QIP is within 1 mile of employment center.	7	7
	Rural Area QIP is within 2 miles of employment center.		
	QIP is within 2 miles of employment center.	4	
	Rural Area QIP is within 4 miles of employment center.		
309(e)(3)	QIP is within 1 mile of retail center.	7	7
	Rural Area QIP is within 2 miles of retail center.		
	QIP is within 2 miles of retail center.	4	
	Rural Area QIP is within 4 miles of retail center.		
309(e)(4)	QIP is within 1/4 mile of public school or community college.	7	0
	Rural Area QIP is within 1/2 mile of public school or community college.		
	QIP is within 1/2 mile of public school or community college.	4	
	Rural Area QIP is within 1 mile of public school or community college.		
309(e)(5)	QIP is within 1/2 mile of a social service facility.	7	0
	QIP is within 1 mile of a social service facility.	4	
309(e)(6)	QIP is within 1/4 mile of daily-operated senior center.	7	0
	Rural Area QIP is within 1/2 mile of daily operated senior center.		
	QIP is within 1/2 mile of a daily operated senior center.	4	
	Rural Area QIP is within 1 mile of a daily operated senior center.		
Total Points – Proximity to Amenities		20	20
Regional Plans			
309(f)	QIP is consistent with regional plan.	20	20
Total Points – Regional Plans		20	20
Total Points Possible		250.00	240.00



INFILL INFRASTRUCTURE GRANT PROGRAM APPLICATION

Development Name:	5800 Third Street	Applicant Points
Application Section	Project Scoring Component	

**DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT
DIVISION OF FINANCIAL ASSISTANCE**

1800 Third Street, Suite 390
Sacramento, CA 95811
(916) 322-1560
FAX (916) 327-6660



July 1, 2009

Richard M. Holliday, President
San Francisco Third Street Equity Partners, LLC
1500 Park Avenue, Suite 200
Emeryville, CA 94608

Olson Lee, Deputy Director
San Francisco Redevelopment Agency
One South Van Ness, 5th Floor
San Francisco, CA 94103

RE: 5800 Third Street
Contract No. 08-IIG-5928

Dear Mr. Holliday and Mr. Lee:

I am pleased to inform you that the Department of Housing and Community Development (Department) has awarded a grant from the Infill Infrastructure Grant Program (IIG) to San Francisco Third Street Equity Partners, LLC and San Francisco Redevelopment Agency. This letter constitutes a notice of conditional award of IIG Program funds in the amount of \$10,433,280 for the 5800 Third Street project in the city of San Francisco, San Francisco County.

This commitment is conditioned on compliance with the requirements of all applicable statutes and guidelines of the IIG Program, as well as any project agreements stipulated in the commitment letter and contract documents, which will be forwarded to the awardees. Please note that the Department does not have authority to disburse any funds until all required agreements are fully executed.

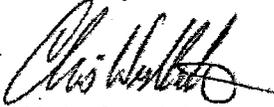
In addition, this award is subject to the attached "Conditions Related to Availability of Funds." Please sign and return the "Acknowledgement & Acceptance of Conditional Award" that also is attached.

The mission of the Department is to preserve and expand safe and affordable housing opportunities and promote strong communities for all Californians. The IIG Program provides grants for infrastructure costs related to high density infill housing and mixed use development. Awards are being widely distributed throughout the state.

Richard M. Holliday, President
Olson Lee, Deputy Director
July 1, 2009
Page 2 of 4

We look forward to working with you on this project. If you have any questions, please contact Nadine Ford, Infrastructure and Rental Housing Branch Chief at (916) 327-3942.

Sincerely,



Chris Westlake
Deputy Director

Attachments

CONDITIONS RELATED TO AVAILABILITY OF FUNDS

- A. On December 18, 2008, the Director of Finance issued Budget Letter 08-33 directing all state agencies that have expenditure control and oversight of General Obligation bond programs to cease authorizing any new grants or obligations for bond projects. Budget Letter 08-33 remains in full force and effect. (See Budget Letter 09-15 "Pursuant to BL 08-33 departments/agencies are still directed to make no new awards... of general obligation bond funds for new projects until further notice.")
- B. As a conditional award, this award does not violate the above referenced Budget Letters. This conditional award has been issued before the availability of funding, for the mutual benefit of both parties in order to avoid program and fiscal delays which would occur if the conditional award were issued after funding availability.
- C. This conditional award is valid and enforceable only if sufficient funds are made available to the Department of Housing and Community Development ("Department") for purposes of funding the application. Funds for this conditional award are to be made available upon the appropriation by the Legislature and approval by the State Treasurer's Office and Department of Finance and upon (1) the sale of Proposition 1C State General Obligation Bonds, or (2) from interim financing monies obtained pursuant to 1C. The Department has no power to obtain or require that such funds be made available. The Department is in no manner attempting to - nor has the power to - commit the state to issue sufficient Proposition 1C bonds to fund this project nor to require the Director of Finance or the Pooled Money Investment Board to provide interim financing monies to the Department. In the event that only limited funds for Proposition 1C are made available, the Department shall have the sole discretion to determine which of the conditional awards are funded.
- D. The Department of Finance has advised the Department that, as of this date, it is unclear when the state will be financially in a condition to return to the bond market. In addition, this conditional award is subject to any additional restrictions, limitations, or conditions enacted by the Legislature which may affect the provisions of this conditional award.
- E. Please note, this conditional award contains no enforceable pledge of funds or recourse against the state if for any reason the State Treasurer does not issue Proposition 1C bonds or does not issue 1C bonds sufficient to fully fund this conditional award. Additionally, this conditional award contains neither an enforceable pledge of funds nor recourse against the State of California if for any reason - or based on any action or inaction - the Pooled Money Investment Board or Director of Finance fails to provide interim financing to the Department. Additionally, this conditional award neither creates nor is intended to create any third party beneficiary rights, nor any rights or benefits, whether substantive or procedural, or enforceable at law or in equity, against the State of California or its agencies, departments, entities, officers, employees, or any other person for any other person or entity beyond the conditional awardee.

Richard M. Holliday, President
Olson Lee, Deputy Director
July 1, 2009
Page 4 of 4

ACCEPTANCE OF CONDITIONAL AWARD

The conditions of this award may differ from those contemplated at the time of application. To indicate acknowledgement and acceptance of this Conditional Award, an authorized representative of the Awardee must sign and date where indicated below. Please send a facsimile or pdf email of the executed Acceptance to the attention of Nadine Ford.

- Facsimile – (916) 327-3942
- Email – nford@hcd.ca.gov

Please return the executed original to the address in the letterhead of the Conditional Award no later than 14 days from the date of this letter..

THE FOREGOING CONDITIONAL AWARD IS ACKNOWLEDGED AND ACCEPTED.

Authorized Signatory, Title (per Resolution)

Date

Authorized Signatory, Title (per Resolution)

Date

RESOLUTION NO. 79-2009

Adopted July 21, 2009

AUTHORIZING THE EXECUTIVE DIRECTOR TO ACCEPT \$10,433,280 IN INFILL INFRASTRUCTURE GRANT PROGRAM FUNDS FROM THE STATE DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT FOR USE IN THE DEVELOPMENT OF 223 AFFORDABLE AND MARKET-RATE RENTAL HOUSING UNITS AT 5800 THIRD STREET, AND ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco ("Agency") has certain responsibilities under the California Community Redevelopment Law (Health and Safety Code, Section 33334.2) to maintain its Low and Moderate Income Housing Fund ("LMIHF") for the purpose of increasing, improving and preserving San Francisco's supply of housing available at affordable housing cost affordable to extremely low-, very low-, low-, and moderate-income households.
2. The Agency uses the LMIHF to fund, among other things, affordable rental housing that creates permanently affordable units for low- and moderate-income households.
3. To the greatest extent possible, the Agency attempts to leverage its LMIHF resources with other forms of state- and federally-sponsored assistance and private investment.
4. On January 30, 2009, the California Department of Housing and Community Development released a Notice of Funding Availability for Infill Infrastructure Grant Program (the "Program") under the Proposition 1C, Housing and Emergency Shelter Trust Fund Act of 2006. The Program's purpose is to promote infill housing development. Under this Program, grants are available to fund infrastructure improvements necessary for specific residential or mixed-use infill development projects.
5. On March 31, 2009, an application was submitted for Infill Infrastructure Grant funding for Phase 2 (Parcels III and IV) of the 5800 Third Street development (the "Site"), which will contain approximately 223 units of market-rate and affordable rental housing (the "Project"). SF Third Street Equity Partners, LLC (the "Developer") currently owns the Site.
6. On July 1, 2009, the 5800 Third Street project application was awarded conditional funding in an amount not to exceed \$10,433,280. The award will be disbursed to the Developer and the Agency as co-recipients and both entities will

manage and oversee the use of the funds consistent with the Program requirements. Further, any future transfers of the Site parcels will be subject to the affordability restrictions and other Program restrictions.

7. The Infill Infrastructure Grant funding awarded to the Site will be used to address significant utility work. Additionally, the award will include funding for the construction of utility infrastructure; surface improvements; landscaping infrastructure; and a multi-story parking garage.
8. A Preliminary Mitigated Negative Declaration ("PMND") was prepared pursuant to the California Environmental Quality Act ("CEQA") for the proposed Project by the San Francisco Planning Department ("Department") and published on April 30, 2005. On May 19, 2005 and May 20, 2005, appeals of the PMND were received by the Department. After conducting a duly noticed public hearing, the San Francisco Planning Commission determined that the proposed Project would not cause significant impacts such that an environmental impact report would be required. A Final Negative Declaration was adopted by the Planning Commission on September 1, 2005.
9. The Final Negative Declaration describes the proposed Project, assesses potential environmental impacts of the proposed Project, and identifies mitigation measures to preclude significant impacts or reduce such impacts to less than significant levels. The proposed mitigation measures in the Final Negative Declaration have also been incorporated into the approval of the Conditional Use Authorization for the Project in Motion No. 17089 adopted by the Planning Commission on September 1, 2005.
10. Based on the Agency's independent review of the Final Negative Declaration and all available information regarding the Project, the Agency finds that the proposed Project is consistent with the project description contained in the Final Negative Declaration and would not result in any significant impacts not identified in the Final Negative Declaration or any impact identified in the Final Negative Declaration that would be substantially more severe.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco:

1. The Final Negative Declaration for the proposed Project has been reviewed and the Agency finds that the Final Negative Declaration reflects the independent judgment and analysis of the Agency and adopts the Final Negative Declaration as adequate and having been prepared in accordance with the California Environmental Quality Act; and
2. The Executive Director is authorized to accept \$10,433,280 in Infill Infrastructure Grant Program Funds from the State Department of Housing and Community Development for use in the development of 223 affordable and market-rate rental

housing units at 5800 Third Street; Bayview Hunters Point Redevelopment
Project Area.

APPROVED AS TO FORM:

James B. Morales
Agency General Counsel

**FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL
(S.F. Campaign and Governmental Conduct Code § 1.126)**

City Elective Officer Information <i>(Please print clearly.)</i>	
Name of City elective officer(s): Members, Board of Supervisors	City elective office(s) held: Members, Board of Supervisors

Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: Bayview Supportive House, LLC comprised of the following entities: Bayview Hunters Point Multipurpose Senior Services, Inc. – Managing Member and McCormack Baron Slazar, Inc., Member	
<i>Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.</i> See Attached	
Contractor address: 720 Olive Street, Suite 2500; St. Louis, MO 63101	
Date that contract was approved: <i>(By the SF Board of Supervisors)</i>	Amount of contracts: \$5,661,107
Describe the nature of the contract that was approved: Accept and Expend resolution for the California State Department of Housing and Community Development Infill Infrastructure Grant Award for the redesign and replacement of all major site infrastructure for the development of 120 units of very low-income senior rental housing at 1751 Carroll Ave. (formerly known as 5800 Third Street).	
Comments:	

This contract was approved by (check applicable):

the City elective officer(s) identified on this form

a board on which the City elective officer(s) serves: San Francisco Board of Supervisors
Print Name of Board

the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

Print Name of Board

Filer Information <i>(Please print clearly.)</i>	
Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA 94102	E-mail: Board.of.Supervisors@sfgov.org

Signature of City Elective Officer (if submitted by City elective officer)

Date Signed

Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk)

Date Signed

Bayview Supportive Housing, LLC

1) Contractor's Board of Directors

a. McCormack Baron Salazar, Inc. (MBS) – Member

Richard D. Baron, Chairman of the Board
Vincent R. Bennett
Kevin J. McCormack
Tony M. Salazar
Hillary Zimmerman

**b. Bayview Hunters Point Multipurpose Senior Services, Inc. (BHPMSS) –
Managing Member**

Dr. Aurelious Walker, Chair
Dr. Ceasar Churchwell
Ollie Mixon
Rev. Marvin Hall
Linda Richardson
Carl Williams

2) Contractors' Chief Officers

a. MBS – Member

Kevin McCormack, President
Kim Hartman, Chief Financial Officer
Vincent R. Bennett, Chief Operation Officer

b. BHPMSS – Managing Member

Cathy Davis, Executive Director
Justin Cheung, Accountant

3) 20% Ownership or More in the Contractor

N/A

4) Subcontractor Listed in the Bid or Contract

N/A

5) Any Political Committee Sponsored or Controlled by the Contractor

N/A