

Citywide HOPE SF Affordable Housing Loan Committee

San Francisco Mayor's Office of Housing and Community Development
Department of Homelessness and Supportive Housing
Office of Community Investment and Infrastructure
San Francisco Housing Authority
Controller's Office of Public Finance

HOPE SF Potrero

Master Planning Funds

\$1,764,223 Additional Predevelopment Loan Request

Evaluation of Request for:	Additional Master Planning
Loan Committee Date:	June 16, 2023
Prepared by:	Ryan VanZuylen, Senior Project Manager
MOHCD Construction Rep:	Sarah Tenpas
Source of Funds Recommended:	CPMC
NOFA/PROGRAM/RFP:	HOPE SF
Previous Funds Committed:	\$3,839,598 HOPE SF \$1,000,000 Affordable Housing Funds \$2,805,893 ERAF Repayment, LMIHAF \$2,060,090 Housing Trust Fund \$43,464 from San Francisco Planning Department
Total Funds Previously Committed	\$9,749,045
Applicant/Sponsor Name:	BRIDGE Housing Corporation

EXECUTIVE SUMMARY

Project Sponsor(s):	BRIDGE Housing Corporation
Ultimate Borrower Entity:	BRIDGE-Potrero Community Associates LLC
Supervisory District:	District 10; Supervisor Walton
Master Planning Amount Requested:	\$1,764,223
Total Master Planning Loans Funded to Date:	\$9,749,045

Project Summary

BRIDGE Housing Corporation (BRIDGE, or Sponsor) requests additional funds in the amount of \$1,764,223 to continue work related to the Potrero HOPE SF Master Plan (Master Plan, or Project). The Master Plan was approved by San Francisco Planning Department (Planning) in 2016, with full entitlements approved by the Board of Supervisors (BOS) in March 2017. Since then, the Sponsor has completed the first phase of development, started on Phase II infrastructure construction, and is now ready to start working on Phase III. Phase II infrastructure has been completely vacated by residents and is scheduled to complete infrastructure in July 2023. This site will include a 157-unit affordable housing development known as Block B which closed construction financing in August 2022 and is scheduled to complete construction in early 2025. A market rate development of approximately 160 units known as Block A, also located within the Phase II infrastructure footprint, has been postponed indefinitely while the development team seeks out a new market rate developer.

This request includes funding for two broad categories: ongoing community development work across the Potrero HOPE SF site and Master Plan predevelopment costs related to the next phase, Phase III, and future phases. Community development includes onsite and offsite relocation services provided by the Shanti Project (Shanti), community stewardship provided by Community Awareness Resource Entity (CARE) and Stand in Peace, and resident community meetings provided by Bridge. The Master Plan work will be used to assess preliminary work needed to subphase the Annex (northern portion of the site) and architectural, civil engineering, legal, environmental and constructability needs assessment for future phases (Phases 4 and 5).

The funds requested in this evaluation for community development and services will cover work through January 2025. The work related to Master Planning design will assess how best to move the overall redevelopment of Potrero HOPE SF forward given outstanding delays and challenges. The Sponsor will submit a phasing plan for MOHCD approval by August 1, 2023. Once approved, the Sponsor will request Phase-specific infrastructure predevelopment funding for additional architectural, engineering, environmental and legal needs. MOHCD anticipates this Phase-specific predevelopment funding request to come in Q4 2023 or Q1 2024.

Lastly, the Sponsor is requesting roughly \$4.35 million of prior master loan funds totaling \$9,749,045 to be reduced from the total Master Loan funding. The Sponsor's prior loan agreement allows for up to 50% of the repayment obligation to be deemed satisfied for work product produced by the loan. The Sponsor has provided evidence of completed work product and MOHCD staff recommends that the total Master Loan be reduced by the requested amount.

PRINCIPAL DEVELOPMENT ISSUES

- **Delays:** Potrero HOPE SF has experienced 3-5 year delays on its developments due to difficulty securing state tax credits and funding, COVID-19, complications with agencies PG&E and SFPUC, permitting challenges, potential site plan modifications, and staff turnover. The Sponsor BRIDGE Housing has experienced turnover at all levels of staffing and leadership for Potrero HOPE SF in the last three years which has also contributed to delays and created uncertainty across the site and challenged existing critical community relationships. Both Phase II Infrastructure and Block B vertical development were delayed by over two years since the original predevelopment loan evaluation was approved by Loan Committee in March 2017. Additionally, the Sponsor previously partnered with a market rate developer to explore a phase restructuring in an effort to jumpstart market rate development at the site. The market rate developer pulled out in 2022 and the restructuring did not move forward, further delaying progress of future phases of Potrero by two years. This Master Loan request is intended to find a path forward to restart redevelopment despite delays. See Section 1.2.
- **Phase 3 and future Phase changes:** Given historic conflicts between Annex and Terrace residents, there are safety concerns with relocating residents from the northern part of Potrero to the southern portion. The Sponsor is proposing to reconstitute the phasing of Phase 3 to allow Annex residents to remain in the Annex in both the short term (during relocation) and the long term. This request includes funding to study this plan to determine feasibility. Additionally, to prevent further delays across the site, the Sponsor is preliminarily considering adjusting future phases to accelerate development. See Section 1.3 and 1.4.
- **Onsite Relocation, Offsite Relocation and Community Stewardship.** Onsite and offsite relocation and community stewardship services at Potrero have historically been provided and administered by the Shanti Project. The Sponsor, with direction from MOHCD and HOPE SF, has worked to reduce its overall budget given reduced services needs for relocation during the pause in the redevelopment process and is requesting to oversee the funding to better evaluate service metrics. With funding provided through this request, the Sponsor can reimburse Shanti for services provided and will work with MOHCD and HOPE SF to determine if changes are needed to future services work. See Sections 4.4.1 and 4.4.2.

SOURCES AND USES SUMMARY

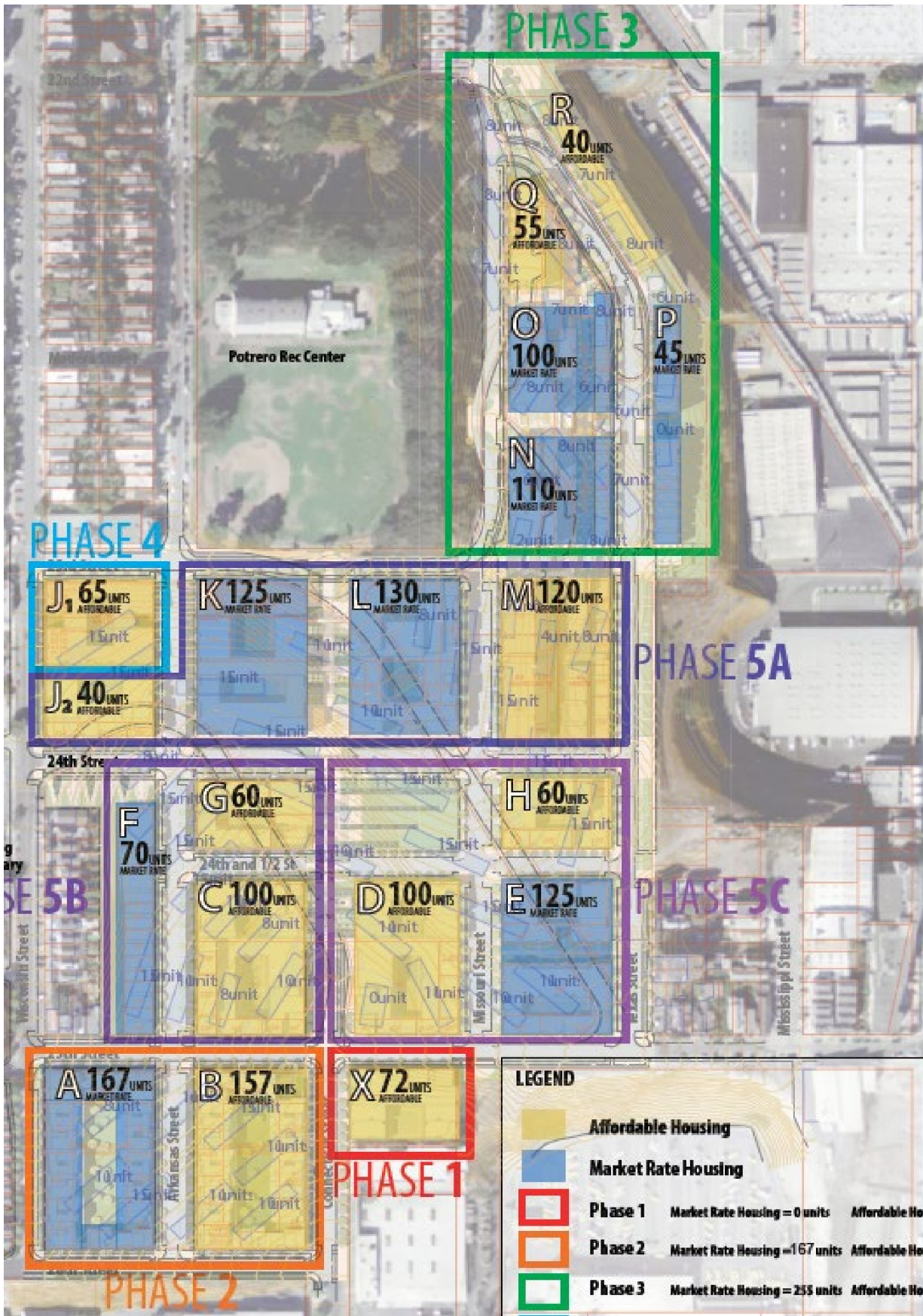
Total Master Planning Loans	Amount	Term	Status
HOPE SF Loan 1 (June 2008)	\$1,400,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 2 (June 2010)	\$1,562,800	55 yr. @0% deferred	Disbursed
HOPE SF Loan 3 (Sep 2011)	\$1,000,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 4 (Nov 2013)	\$1,446,165	55 yr. @0% deferred	Disbursed
HOPE SF Loan 5 (Feb 2015)	\$821,066	55 yr. @0% deferred	Disbursed
HOPE SF Loan 6 (March 2017)	\$1,896,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 7 (June 2020)	\$1,623,014	55 yr. @0% deferred	99% Disbursed
HOPE SF Loan Reduction	(\$4,350,907)		This Request
HOPE SF Loan 8 (this request)	\$1,764,223	55 yr. @0% deferred	This Request
Total with Reduction	\$7,162,361		

Total Master Planning Uses	2008 - 2020	This request		New Total
Architecture & Engineering	\$2,233,645	\$295,000		\$2,528,645
Legal	\$473,293	\$115,000		\$588,293
Environmental	\$953,785	\$25,000		\$978,785
Permits/Fees	\$682,879	-		\$682,879
Other Consulting	\$1,322,507	-		\$1,322,507
Community Building and Direct Outreach	\$1,109,917	\$486,089		\$1,596,006
Relocation Services	\$1,100,792	\$761,134		\$1,861,926
Misc. Other	\$472,229	\$35,000		\$507,229
Developer Fee	\$1,400,000	-		\$1,400,000
Master Loan Reduction			(\$4,350,907)	(\$4,350,907)
Total	\$9,749,045	\$1,764,223	(\$4,350,907)	\$7,162,361

1. PHASING

1.1. MAP.

Below is the original 2016 phasing map that indicates the order of the phases as well as the approximate number of residential units, including affordable (in yellow) and market rate (in blue). The phasing plan is under review given feasibility concerns with Phase 3.



1.2. PHASING SUMMARY AND UPDATES

HOPE SF Potrero's progress to date includes completion of its first phase, 1101 Connecticut (Block X), in March of 2019. The Total Development Cost (TDC) for 1101 Connecticut was \$70.5 million, approximately \$980k/unit. Phase 2 infrastructure, which started construction in February 2021, is set to finish in May 2023. Block B, the second affordable housing development, closed construction financing in August 2022 and is expected to finish construction in April 2025. TDC for Block B is estimated at \$178 million. \$11.7 million in Infill Infrastructure Grant (IIG) funds (awarded in June 2020) will be used to pay down MOHCD's Phase 2 infrastructure loan in Fall 2023. See Attachment A for more details on the phasing summary plan and projected costs.

Overall, the project development is 3-5 years behind schedule. To date, BRIDGE has active loans for Master Planning, Phase II Infrastructure and Block B. Construction for Phase II Infrastructure and Block B have been delayed due to difficulty securing tax credits/state funding, COVID-19, complications with utility agencies PG&E and SFPUC, staff turnover, and permitting challenges. In addition, the BRIDGE team, along with its market rate developer partner at the time, initiated and pursued a reconfiguration of the infrastructure for the entire site, in an effort to jumpstart the market rate component. This effort, which did not move forward, took two years and further delayed the progress of Phase 3. Future phases and affordable parcels are therefore also delayed.

1.3. PHASE 3 UPDATES

The current phasing plan assumes that residents in Phase 3 (the Annex) would be next in line to relocate to Block B once Block B finishes construction. However, given historic conflicts between Potrero Annex (northern portion) and Terrace residents (southern portion), Annex residents, services staff, SFHA, MOHCD, and HOPE SF have expressed serious safety concerns about relocating Annex residents to the Terrace. To mitigate safety risks, manage complex perspectives on the revitalization of the neighborhood, and accommodate resident concerns, the Sponsor is proposing a phased approach that would create new subphases 3A and 3B for infrastructure and vertical development in Phase 3. This would allow Annex residents to remain in the Annex during construction of the next affordable developments and move into the new buildings, also located in the Annex, once they are constructed.

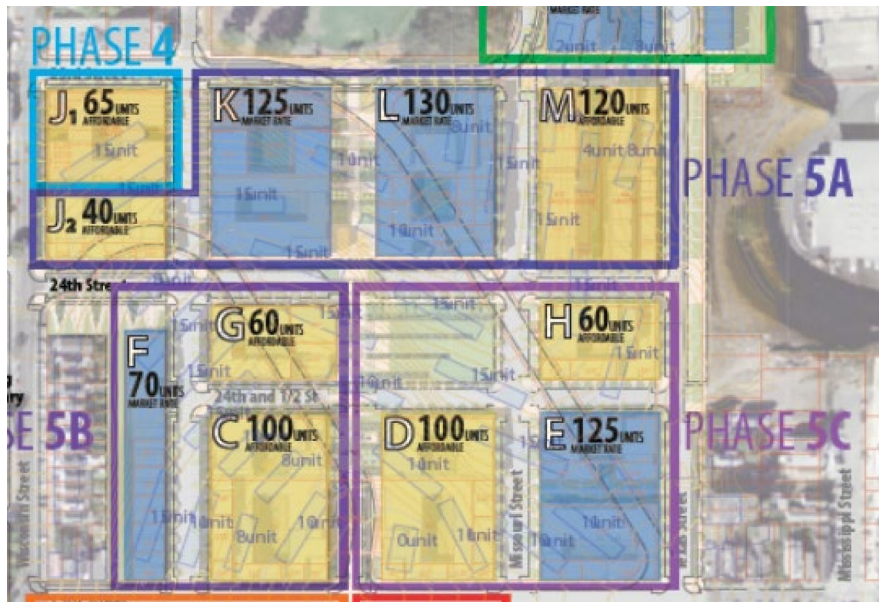
A childcare facility in the Annex is slated to relocate to Block B so demolition and abatement cannot begin on this portion of the Annex until the childcare facility is relocated in 2025. Preliminary work and relocation of residents to vacant SFHA units in Phase 3 can begin to prepare the site for demolition in advance of the childcare facility's relocation in 2025. Coordination will be crucial between the Sponsor, SFHA, Eugene Burger Management Company (EBMC, the site's new property management company) and MOHCD to bring specific existing onsite units up to Housing Quality Standards (HQS) to assist relocation efforts.

This proposal is in the early planning stages and will be negotiated further with the Sponsor, HOPE SF, MOHCD and SFHA. Typically, early architectural, design, and engineering work is included in a predevelopment loan for horizontal work. However, for Phase 3, preliminary work is needed to assess the feasibility of phasing Phase 3 which is why some of these costs are included in this Master Loan funding request including studies for increased density, tentative mapping, changes to phase applications, amendments to the Development Agreement and

Master Development Agreement (if applicable), and legal costs. Once all parties have agreed on a path forward for Phase 3, the Sponsor will request Phase 3 predevelopment funds to continue the predevelopment horizontal work.

1.4. FUTURE PHASE UPDATES

Given the delays to relocation and demolition in the Annex, the Sponsor is also considering rephasing Phases 4 and 5 to accelerate development. The Sponsor met with MOHCD and HOPE SF to discuss ideas and plans to meet with SFHA and other partners once plans are more formalized. Some goals of rephasing include bringing affordable buildings online faster so residents can move into new housing (such as J1 below), starting work on the community center faster (G below), and continuing work north from Phase 2 to streamline infrastructure efforts. Any rephasing will need to be carefully thought out and include strong considerations for the impact on residents. The Sponsor has surveyed the Potrero site for occupied and vacant units to assist with relocation planning. Inevitably, some of these units will need rehabilitation to be suitable as relocation units. The Sponsor will work with MOHCD, EBMC and SFHA to fund, schedule and coordinate this rehabilitation.



As with the Annex, some preliminary work is needed to assess the feasibility of rephasing Phases 4 and 5 which is why some of these costs are included in the Master Loan. Once a path forward is determined, the Sponsor will request Phase 4-specific predevelopment funds to continue predevelopment horizontal work. Any changes to phasing will be submitted for MOHCD and SFHA approval.

2. BORROWER/GRANTEE PROFILE.

BRIDGE-Potrero Community Associates LLC, a limited liability company, is the Borrower for the Potrero Hope SF Phase 3 Predevelopment loan. This entity is an affiliate of BRIDGE Housing Corporation which is the Master Plan Developer of Potrero

HOPE SF. Below are the BRIDGE staff working on Potrero HOPE SF.

Phillip Wong joined as the new Director of Development for Potrero in April 2023. The former BRIDGE Director for Potrero HOPE SF left the company in September 2022 leaving the position vacant until April 2023. Mr. Wong was previously with OEWD's Joint Development and Housing Delivery Team from 2013 to 2023 and coordinated the implementation of 5 San Francisco development agreement projects: the 5M Project, the Plumbers Union/Market and Colton Street Project, Sunnydale HOPE SF, Hunters View HOPE SF, and Potrero HOPE SF. He focused primarily on infrastructure design and permitting, vertical permitting support, and development agreement obligation tracking via regular coordination with MOHCD teams as the lead public agency. Mr. Wong spends 100% of his time on Potrero HOPE SF.

April Talley is a Project Director at BRIDGE and is responsible for overseeing Block B, the vertical portion of the Phase II development. Ms. Talley has been with BRIDGE for 3 years and has over 10 years of affordable housing experience. She has worked on affordable housing developments in both Richmond, Virginia and Dallas, Texas. Ms. Talley spends 100% of her time on the various Potrero HOPE SF projects.

Cyrus Hoda became a Project Manager at BRIDGE Housing Corporation in October 2020 and is responsible for overseeing the execution of Phase 2 and Phase 3 infrastructure activities. Mr. Hoda spends 100% of his time working on the various Potrero HOPE SF projects.

Tea Rankin-Williams joined BRIDGE in October of 2022 as a Project Administrator assisting with real estate development. Ms. Rankin-Williams spends 50% of her time on Potrero HOPE SF projects.

Susan Neufeld is the Sr. Vice President of Evaluation, Resident Program Design, Community Development, and Fund Development. Ms. Neufeld is responsible for leading BRIDGE's evaluation activities to measure impact across the portfolio, of specific initiatives such as Potrero and Jordan Downs. Ms. Neufeld spends approximately 20% of her time on Potrero.

TJ Brice, Senior Manager of Community Development, oversees community engagement, community building, and specific initiatives focused on workforce development, community safety, and resident leadership for the Potrero HOPE SF site. Mr. Brice spends 100% of his time working on the Potrero HOPE SF projects.

Master Plan Development Team			
Consultant	Name	SBE/LBE	Outstanding Procurement
Civil Engineer	Carlile Macy	N	N
Landscape Architect	GLS	N	N
Joint Trench Consultant	Giacolone	N	N
Construction Manager	Waypoint	N	N
Financial Consultant	CHPC	N	N
Urban Design	Van Meter Williams Pollack	Y (35%)	N
Legal	Klein Hornig/Farella BraunMartell & Gubb and Barshay	N	N
EIR Preparation	ICF	N	N
Relocation Planning	Overland Pacific Cutler	N	N
Environmental and Infrastructure Consulting	Curtis Development and Consulting & Keystone Development Group	Y N	N N

2.1. OUTSTANDING PROCUREMENT ISSUES.

For the Master Planning work, the City’s Contract Management Division (CMD) provided the Sponsor with an overall 20% Small Business Enterprises (SBE) professional services goals. To date, SBE contract percentage is 23%. Van Meter Williams Pollack (VMWP) is an approved SBE for drafting services only, representing approximately 35% of the contract.

The Sponsor is unlikely to seek additional or new professional services as part of the Master Planning process. If other professional services are required for Master Planning work, the Sponsor will outreach to SBEs in order to continue to meet the CMD requirement. A new SBE goal for Phase 3 or future phases will be established once the Sponsor returns to MOHCD for phase-specific predevelopment funds.

3. MOHCD FUNDING

3.1. Prior MOHCD Funding

MOHCD has provided approximately \$9.75 million in previous loans for Potrero HOPE SF Master Planning funding since 2009. As of the HOPE SF Loan Committee date of June 16, 2023, there is \$4,956.48 available to disburse.

Master Planning Sources	Amount	Date Committed	Remaining Funds
HOPE SF Loan 1	\$1,400,000	March 9, 2009	\$0
HOPE SF Loan 2	\$1,562,800	August 24, 2010	\$0

HOPE SF Loan 3	\$1,000,000	December 9, 2011	\$0
HOPE SF Loan 4	\$1,446,165	January 14, 2014	\$0
HOPE SF Loan 5	\$821,066	April 9, 2015	\$0
HOPE SF Loan 6	\$1,896,000	March 17, 2017	\$0
HOPE SF Loan 7	\$1,623,014	December 7, 2020	\$4,956.48
Total up to June 16, 2023	\$9,749,045		

3.2. Master Loan Reduction and New Funding

The Fifth Amendment to the Potrero Master Planning Loan, dated June 26, 2017, allows for up to 50% of the Borrower’s repayment obligation to be deemed satisfied in exchange for in-kind payments of work product produced by the loan. Specifically:

“Maturity Date; Repayment of the Loan. Subject to Section 3.7 below, **Borrower’s Loan repayment obligations may be satisfied** through the following options: (1) partially, or in full, by assignment of such partial or full obligations, through the assignment of the Note or a portion of the obligation thereof, to any Affordable Parcel (as defined in the City DA) developer or (2) **at the Borrower’s sole discretion, 50% of Borrower’s repayment obligation deemed satisfied in exchange for in-kind payments of the work product produced by the Loan at the closing of construction financing of the last Affordable Parcel project in Phase 3 and Phase 5 respectively.** In either such event, the Note shall be deemed satisfied with respect to the amount of the applicable repayment obligation and Borrower shall be released from all obligation or liability with respect to this Agreement as it relates to such amount. Upon Borrower’s request, this Agreement and the Note shall be amended to reflect the new Loan amount as reduced by the satisfied amount.”

As such, from HOPE SF Loan 1 through HOPE SF Loan 6 below, the Sponsor is eligible to receive up to \$4,350,907.46 out of the \$9,749,045 of the Master Loan, to be considered “paid in kind” . As the repayment clause above allows for loan reduction at the closing of construction financing for Phase 3 and 5 respectively, the Sponsor recognizes that the in-kind payments of work product, such as services already conducted on-site, have been completed at this time prior to construction closing of Phase 3 affordable parcels. The Sponsor’ has provided documentation in the form of invoices and summaries of completed work that have been reviewed and approved by MOHCD staff. These include entitlements, construction management fees, relocation, and engineering and utility plans, and community meetings among others. MOHCD staff approve the loan reduction and the timing of the request and recommend that Loan Committee approve the loan reduction. The Sponsor’s formal request for loan reduction with specific line items can be found in Attachment F.

The Sponsor is requesting additional funds for work outlined in this evaluation and summarized below:

Total Master Planning Sources	Amount	Term	Status
HOPE SF Loan 1 (June 2008)	\$1,400,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 2 (June 2010)	\$1,562,800	55 yr. @0% deferred	Disbursed
HOPE SF Loan 3 (Sep 2011)	\$1,000,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 4 (Nov 2013)	\$1,446,165	55 yr. @0% deferred	Disbursed
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HOPE SF Loan Reduction	(\$4,350,907)		This Request
HOPE SF Loan 8	\$1,764,223	55 yr. @0% deferred	This Request
Total	\$11,776,048		
Total with Reduction	\$7,162,361		

4. SCOPE OF WORK

4.1. SCOPE OF WORK TO DATE

4.1.1. ENVIRONMENTAL AND ENTITLEMENTS SCOPE OF WORK

All entitlement work on the land use portion of the Master Plan is complete. Following a five-year process, the Planning Commission certified the EIR on December 10, 2015, and HUD issued an Authorization to Use Grant Funds on January 5, 2016. On December 8, 2016, the Housing Authority for the City and County of San Francisco Commission approved the Potrero HOPE SF DA and the Master Development Agreement (MDA) unanimously. On January 31, 2017, the San Francisco Board of Supervisors (BOS) unanimously approved the DA, MDA, and all required zoning approvals. With these approvals, most of the Master Plan work was complete. Entitlements will expire 25 years after the Effective Date of the DA and MDA in 2042, unless amended.

The land use entitlement approvals also included Planning Code, Zoning Map, and General Plan Amendments to establish the Special Use District, which in turn establishes the zoning for the HOPE SF site, and to which the Design Standards and Guidelines (DSG) are an attachment.

4.1.2. COMMUNITY BUILDING SCOPE OF WORK.

Previous Master Plan funds have been used to support BRIDGE's Trauma-Informed Community-Building (TICB) activities, a nationally recognized model

focused on building relationships and creating channels of communication to ensure awareness of, and participation in, the ongoing planning and development process. In addition, BRIDGE's community-building work breaks down divisions between public housing residents and the neighboring community by structuring inclusive activities that serve to de-escalate stress in resident lives and set the stage for the socially cohesive, mixed-income community to come. Ongoing community building work includes:

- Community-wide events (2-3 annually) that bring the diverse Potrero Hill Community together (e.g., Back-to-School Resource Fair).
- Community Building Group meetings, held monthly, provide an opportunity for residents and neighbors to interact, and provide a platform for participating in the planning, design, and development process.
- Housing stabilization and retention program provided by partner Shanti.
- Workforce readiness and training provided by partner Young Community Developers (YCD).
- Community safety program provided by partner CARE.
- Healing program provided by partner Stand in Peace.

4.2. PREVIOUS MASTER PLANNING LOAN CONDITIONS

The Sponsor will obtain approval from MOHCD and HOPE SF on the HOA governance, entity documents and master declarations, fiscal operating budgets, and reserves by December 2020.

- Ongoing. Sponsor is working with MOHCD on HOA governance documents but progress is temporarily on pause while soliciting a new market rate developer.

The Sponsor will work with MOHCD and HOPE SF to finalize the scope of work and budget for the community stewardship and relocation by September 2020.

- Complete.

Sponsor will draft a MOU with Shanti, covering the Scope of Work (SOW) and budget for community stewardship and relocation and obtain MOHCD approval.

- The Sponsor provided a draft MOU. The Sponsor will determine how it will contract services through 2025 in conjunction with MOHCD

The Sponsor will provide MOHCD with a detailed accounting of Shanti invoices before payment by MOHCD is remitted for past invoices in the amount up to \$38,080 for Community Stewardship by August 2020.

- Complete.

4.3. PROPOSED USES BUDGET SUMMARY

Total Master Planning Uses	Amount
Additional Phasing design studies and soft costs until infrastructure predevelopment request	
Architecture	\$175,000
Civil Engineer	\$120,000
Legal	\$115,000
Other consultants and updates	\$60,000
Soft cost contingency (10%)	\$47,000
Total Master Planning Predev costs	\$517,000
Community Development Costs through January 2025	
Onsite and Offsite relocation	\$761,134
CARE and Stand in Peace	\$346,380
Community Meetings	\$90,800
Shanti interest payments	\$5,191
Contingency (10% of CARE, SIP and Meetings)	\$43,718
Total Community Development Costs	\$1,247,223
Total	\$1,764,223

4.4. PROPOSED SCOPE OF WORK – Community Building and Direct Outreach

- 4.4.1. Onsite and Offsite Relocation (\$761,134) and Shanti interest payments (\$5,191)

For several years, Shanti Project received funding from MOHCD to prepare Potrero residents in current and upcoming demolition phases to relocate to a new unit. Relocation programming includes file preparation for households, coordinating household assessment for pest inspection, estimating the need for clinical hoarding or cluttering supports, and intensive case management for resident needing high touch supports.

Service work, implementation and evaluation remain critical at the Potrero HOPE SF site. To date, it has been difficult for MOHCD, HOPE SF and the Sponsor to properly evaluate the level and quality of services outlined above due to unclear metrics and difficulty accessing reports from Shanti. Additionally, onsite community stewardship, which includes coaching and strategies to reduce community violence through the separate organizations Stand in Peace and CARE (See Section 4.4.2), were historically managed by Shanti but evaluation and oversight were similarly difficult to implement.

The services provider for onsite and offsite relocation services will ultimately be decided by the Sponsor and MOHCD. Should Shanti continue to provide these services, MOHCD, through its Housing Development and Community Development teams, coordinated with the Sponsor and agreed to have BRIDGE Housing oversee the Shanti contract as well as contracts with CARE and Stand in Peace. The two-year budget for BRIDGE oversight includes staff time for supervision, meetings, data collection and reporting, addressing challenges and barriers to success, and ensuring strong collaboration with SFHA, Eugene Burger Management Corporation (EBMC), and other key partners.

The budget below shows a cut to the current monthly relocation services budget of \$31K for onsite relocation and \$32K for offsite relocation which includes 2.10 FTEs. This amount seems high considering onsite relocation is only from public housing sites to Bridge-managed buildings (relocation to rehabbed HQS units historically has been paid separately) and there are only two remaining Potrero HOPE SF offsites. Residents moving to offsite locations would need relocation services roughly six months before and after building TCO. Balboa Park Upper Yard achieved TCO in spring 2023 and 4840 Mission is scheduled to receive TCO in Q1 2024. Potrero Block B, which will need onsite relocation assistance, is not planned to achieve TCO until early 2025.

MOHCD's Community Development team and HOPE SF are continuing conversations with the Sponsor to reduce the budget and revise FTEs for these services. Community Development believes the Sponsor oversight is appropriate and reasonable.

	Onsite Relo		Offsite Relo	
	FTE	Annual \$	FTE	Annual \$
Salaries and Wages				
Program Director	0.50	51,125	0.10	10,225
Sr. Director of Prog.	-	-	-	-
Program Manager	0.24	17,288	0.03	1,813
Care Navigators	1.36	89,732	0.48	28,666
Total Salaries	2.10	158,145	0.61	40,704
Fringe Benefits		30,206		7,774
Total Salaries and Wages		\$ 188,351		\$ 48,478
Insurance		893		255
Staff Development		4,500		1,000
Occupancy		10,461		-
Supplies/Food - client		7,468		1,022
Supplies - staff		3,766		1,776
Communications		5,970		588
IT Support		3,885		1,110
ECM		3,900		564
Client-related travel		2,576		1,200
Total Direct Costs		\$ 231,770		\$ 55,993
Indirect Costs		\$ 34,766		\$ 8,399
Total Annual Contract		\$ 266,536		\$ 64,392
Two-year budget		\$ 533,072		\$ 128,784
Bridge oversight (15%)		\$ 79,961		\$ 19,318
Total 2-year		\$ 613,033		\$ 148,102
Total 2-year Relocation Services Budget				\$ 761,134

Key performance and impact measure for this contract will include:

- #, % of residents engaged for onsite and offsite relocation
- #, % of residents who successfully relocated
- #, % of residents who completed relocation assessments

- # of relocation care plans created
- #, % of care plan goals that were successfully met

The previous Master Loan was nearly exhausted in August 2022. While the Sponsor, MOHCD and HOPE SF determined next steps for onsite and offsite relocation, the Sponsor continued to pay Shanti and incurred interest for those payments. MOHCD agreed to pay these interest payments only until January 2023 for a total amount of \$5,191 for five months.

4.4.2. CARE and Stand in Peace (\$346,380)

CARE and Stand in Peace are two resident-founded and led nonprofit organizations that focus on engaging residents, law enforcement and key stakeholders in safety strategies to mitigate community violence. The work includes organizing community events that promote cohesion, knowledge sharing, access to resources, and conversations to connect residents to each other and other citywide safety systems. Goals of the organizations include non-displacement strategies such as strengthening resident voice, leadership and agency. The organizations and their work have been referred to collectively as community stewardship in Potrero HOPE SF.

Historically both programs received funding via a pass-through grant from Shanti Project. MOHCD, through its Housing Development and Community Development teams, will maintain current funding for both programs and have BRIDGE Housing will oversee the contracts with CARE and Stand in Peace. The Sponsor will take over administration of Community Stewardship across the Potrero HOPE SF site and will be responsible for granting directly to SIP and CARE. The Sponsor will also focus on capacity building for CARE (including assistance with planning, fundraising and data tracking) as part of its administrative role.

Capacity Building for Resident-led Organizations (Subcontracts)

Stand in Peace Contract	\$50,000.00	25,000	Annual amount
Community Awareness Resources Entity (C.A.R.E.) Contract	\$251,200.00	125,600	Annual amount
BRIDGE oversight of contract (15%)	\$45,180.00		
Subtotal	\$346,380.00	72,229	Annual amount

Stand in Peace	1-year	2-year
.25 FTE	\$25,000	\$50,000
 CARE		
1 FTE	\$80,000	\$160,000
Benefits	\$7,000	\$14,000
Potrero events	\$10,000	\$20,000
Supplies, internet, equipment leasing	\$8,000	\$16,000
Transportation	\$2,000	\$4,000
Indirect	\$18,600	\$37,200
Total:	\$125,600	\$251,200

Key performance and impact measures for these contracts include:

- # of events, focus of events, participation levels (residents, non-residents as applicable)
- # of meetings (and with whom), attendance
- Meeting notes, outcomes (next steps, agreements)

4.4.3. Community Meetings (\$90,800)

The Sponsor seeks to resume roughly six in-person community meetings a year for the next two years for residents at the Potrero HOPE SF site. Below is the two-year budget for community meetings:

Community Meetings	2-year cost
Child Watch	\$6,000
Translation, interpretation	\$18,000
Food and beverage	\$28,800
Newsletter	\$20,000
Marketing	\$18,000
Total	\$90,800

The Sponsor notes that their food and beverage budget covers not only community meetings but also pop-up events such as Stand In Peace healing circles. The Sponsor also receives a community development grant from

MOHCD for building community leadership including encouraging healthy activities, community garden, and other community building activities. These community meetings costs are not included in the MOHCD community development grant.

4.5. PROPOSED SCOPE OF WORK – Master Planning Development

4.5.1. Architecture (\$175,000)

Includes:

- SF Planning Phase Application predevelopment with \$15,000 to study feasibility of five near-term potential affordable parcels in Phase 3 and future phases. The Sponsor is requesting these funds to start components of phase application prior to infrastructure predevelopment and to conduct community meetings, preparing tentative final subdivision map in fall 2023.
- Yield studies for five potential affordable parcels to study increased densities, building typologies and feasibility per block.
- Master Planning entitlement amendment studies and conceptual designs related to modifications to Phase 3 and future phases.

4.5.2. Engineering (\$120,000)

Includes:

- Preparation for phase application exhibits that identify street improvements, potential street vacation areas, and coordination with architecture team for constructability review.
- Technical preparation of tentative subdivision mapping package to SF DPW with phase application that includes possible future phase reconfigurations.
- Incurred costs and updates to the Master Major Encroachment Permit and Master Utility Plan.

4.5.3. Legal (\$115,000) – Master encroachment permitting legal costs, costs associated with DA amendment for subphasing, and costs associated with Master Association formation.

4.5.4. Other consultants and updates (\$60,000) – Environmental assessments and reporting and conceptual constructability review to determine feasibility of rephasing.

5. PROPOSED LOAN/GRANT TERMS.

Loan Amendment Value	\$1,764,223
Revised Total Loan Amount:	\$7,162,361 (Amended and Restated)
Loan Term:	55 years
Loan Maturity Date:	2078
Loan Repayment Type:	Deferred
Loan Interest Rate:	0%

6. LOAN CONDITIONS

- The Sponsor will submit a phasing plan for MOHCD approval by August 1, 2023.
- The Sponsor will work with MOHCD,'s Housing Development and Community Development teams, and HOPE SF to finalize the services scope and budget by July 10, 2023. Any relocation funds determined to be unnecessary due to limited onsite and offsite opportunities will be rejected in draw requests and unencumbered from this Master Loan.
- The Sponsor will work with MOHCD to request future phase-specific predevelopment funds with that phase's specific infrastructure predevelopment loan request. If funds from this Master Loan have not been spent by the time of the phase-specific infrastructure predevelopment loan request, and are intended for that phase-specific request, then they will be unencumbered from this Master Loan and used for the infrastructure predevelopment request.

7. STAFF RECOMMENDATIONS

Approve a loan reduction of the total Master Loan in the amount of \$4,350,907.46 and new added loan amendment in the amount of \$1,764,223.

8. LOAN COMMITTEE MODIFICATIONS

9. LOAN COMMITTEE RECOMMENDATIONS

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

APPROVE. DISAPPROVE. TAKE NO ACTION.

Eric D. Shaw, Director
Mayor's Office of Housing and Community Development
Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Salvador Menjivar, Director, Housing Services
Department Homelessness and Supportive Housing
Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Thor Kaslofsky, Executive Director
Office of Community Investment and Infrastructure
Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

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

APPROVE. DISAPPROVE. TAKE NO ACTION.

Tonia Lediju, Director
Housing Authority of the City and County of San Francisco
Date: _____

- Attachments:
- A. HOPE SF Project Summary
 - B. HOPE SF Developer Fee Policy
 - C. Borrower Org Chart
 - D. Project Milestones/Schedule – Master Planning
 - E. Development Budget – Master Planning
 - F. BRIDGE Loan Reduction Request Memo

Attachment A: HOPE SF PROJECT SUMMARY

HOPE SF Initiative:

HOPE SF, established in 2008, seeks to transform four of San Francisco's most distressed public housing sites into new mixed-income communities. HOPE SF sites share unified principles and goals to eradicate intergenerational poverty by:

- Ensuring No Loss of Public Housing, which includes unit-for-unit replacement, building modern, high-quality homes, and minimizing temporary and permanent displacement.
- Creating an Economically Integrated Community.
- Maximizing the Creation of New Affordable Housing.
- Involving Residents in the Highest Levels of Participation in the Entire Project.
- Providing Economic Opportunities through the Rebuilding Process.
- Integrating Process with Neighborhood Improvement Revitalization Plans.
- Creating Economically Sustainable and Accessible Communities.
- Building a Strong Sense of Community.

The four HOPE SF sites are Alice Griffith, Hunter's View, Sunnydale/Velasco and Potrero Annex/Terrace.

Project Summary:

The Potrero HOPE SF site is located on the south side of the Potrero Hill neighborhood in San Francisco. Potrero Annex and Terrace are currently owned and operated by the San Francisco Housing Authority (SFHA), with a total of 619 public housing units on site. BRIDGE Housing was selected as the master developer by the SFHA and entered into an Exclusive Negotiating Rights Agreement with SFHA dated September 11, 2008. Van Meter Williams Pollack LLP was selected as the master plan architect.

The Potrero HOPE SF master planning process included an extensive resident and community engagement that spanned over 18 months and included four design meetings; six focus group sessions; a resident bus tour; two community-building workshops; a community action day; and three town hall type meetings at which residents and community members reviewed and commented on the design concept plans.

Focus groups and design open houses generated key concepts that informed the master site plan. Those key concepts were:

- Promote a strong sense of community by providing opportunities for people to know and watch out for each other.
- Centrally locate community buildings with services and activities for youth, seniors and families.
- Create a more rational street grid and better pedestrian connections to tie new development in with surrounding neighborhoods.

The current master plan includes:

- An increase in density to accommodate an increase from 619 on-site units to up to 1,700 on-site units
- Approximately 800 affordable housing units
 - 619 public housing replacement units

- Approximately 200 tax credit units
- 75% of the total affordable units to be subsidized with project-based vouchers, as available
- Approximately 800 market rate rental and/or for-sale housing
- 1,100 off-street parking spaces
- 600 on-street parking spaces
- Public open space equal to approximately 3.5 acres
- Community space of approximately 25,000 - 35,000 sq. ft. including day care and pre-school as well as a Family Resource Center
- Retail (flex) space of approximately 15,000 sq. ft.
- Community garden on Texas Street

The master plan received CEQA clearance with final Notice of Determination on December 10, 2015, and NEPA clearance with Authorization to Use Grant Funds on January 5, 2016. Master Development Agreement with SFHA was approved on December 8, 2015, by SFHA Commission and on January 31, 2017, by the Board of Supervisors. The Development Agreement which vests entitlements for the project for 20 years was approved by the Board of Supervisors on January 31, 2017.

Phasing Overview:

This chart shows the updated projected buildout by phase, with the current request highlighted and in bold:

Projected Start Year	Projected Finish Year	Target Start Date (MDA)	Block Name	Phase	Phase Type	Total units	Status	Total MOHCD Loan Amount	TDC
2016 (actual)	2019 (actual)	2016	Block X	1	Affordable	72	Completed	\$16,799,254	\$70,497,814
2021 (actual)	2023 (actual)	2018		Ph-2 Infra	Infrastructure		In Progress	\$29,141,134*	\$29,141,134
2022 (actual)	2025	2018- 2020	Block B	2	Affordable	157	Under Construction	\$15,688,292	\$178,990,271
2025	2027	2018	Block A	2	Market	102	Projected	0	\$65,558,970
2025	2026	2020		Ph-3 Infra	Infrastructure		Projected	\$66,036,321	\$78,328,521
2026	2028	2020- 2022	Block Q**	3	Affordable	127	Projected	\$15,198,084	\$138,887,043
2026	2028	2020- 2022	Block R**	3	Affordable	86	Projected	\$13,784,933	\$122,161,113
2026	2028	2020	Block N	3	Market	110	Projected	0	\$79,465,968
2026	2028	2020	Block O	3	Market	100	Projected	0	\$72,150,509
2026	2028	2020	Block P	3	Market	45	Projected	0	\$32,274,084
2028	2029	2022		Ph-4 Infra	Infrastructure		Projected	\$0	\$8,984,058
2030	2031	2022-	Block	4	Affordable	65	Projected	\$16,634,839	\$83,339,596

		2024	J1**						
2032	2033	2024		Ph-5 Infra	Infrastructure		Projected	\$45,666,851	\$122,536,560
2033	2035	2024- 2026	Block J2	5A	Affordable	40	Projected	\$16,346,953	\$55,715,671
2033	2035	2024- 2026	Block M	5A	Affordable	120	Projected	\$32,438,558	\$167,147,014
2033	2035	2024	Block K	5A	Market	125	Projected		\$102,875,706
2033	2035	2024	Block L	5A	Market	130	Projected		\$106,990,734
2033	2035	2025- 2027	Block G	5B	Affordable	60	Projected	\$9,859,493	\$83,573,507
2033	2035	2025- 2027	Block C	5B	Affordable	100	Projected	\$34,974,068	\$139,289,178
2033	2035	2024	Block F	5B	Market	80	Projected		\$68,826,316
2033	2035	2026- 2028	Block D	5C	Affordable	100	Projected	\$34,662,082	\$143,189,275
2033	2035	2026- 2028	Block H	5C	Affordable	60	Projected	\$48,647,960	\$85,913,565
2033	2035	2024	Block E	5C	Market	125	Projected		\$106,476,356
			TOTAL			1,686		\$356,503,202	\$1,953,622,176

*The MOHCD Phase 2 infrastructure loan will be reduced by roughly \$11.7 million once IIG funds are drawn in Q3 2023.

**This will be part of the rephasing proposal to be submitted in July 2023. If the proposal is approved, then construction can potentially begin for Blocks J1, Q and R and related infrastructure in 2025.

Project Funding Summary – Funded to Date

Master Planning Funding to Date:

Master Planning activities related to community building, Choice Neighborhoods Planning, EIR/EIS Planning, Entitlements Legislation etc. has been funded since 2008 in the following amounts:

Loan	Amount	Term	Status
HOPE SF Loan 1 – 2008	\$1,400,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 2 – 2010	\$1,562,800	55 yr. @0% deferred	Disbursed
HOPE SF Loan 3 – 2011	\$1,000,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 4 – 2014	\$1,446,165	55 yr. @0% deferred	Disbursed
HOPE SF Loan 5 – 2015	\$821,066	55 yr. @0% deferred	Disbursed
HOPE SF Loan 6 - 2017	\$1,896,000	55 yr. @0% deferred	Disbursed
HOPE SF Loan 7 - 2020	\$1,623,014	55 yr. @0% deferred	Partially Disbursed
HOPE SF Loan Reduction	(\$4,350,907)		Not executed
HOPE SF Loan 8 - 2023	\$1,764,223	55 yr. @0% deferred	Not executed
Total	\$7,177,961		

Vertical and Infrastructure Funding to Date:

Phase I	Total Development Costs	MOHCD Contribution (Year)		Major Funding Source
Block X – Affordable & Ph-1 Infrastructure	\$69,603,115	\$2,251,586	Predev 7/2016	Bonds/4% LIHTCs, MOHCD
		\$15,441,507	Gap 12/2016	
TOTAL	\$69,603,115	\$17,693,093		

Phase 2	Total Development Costs	MOHCD Contribution (Year)		Major Funding Source
Phase 2 Infrastructure – Predevelopment	\$32,658,453	\$2,640,000	Predev 2/2018	MOHCD, IIG
		\$3,800,000	Demo 3/15/19	
		\$22,701,134	Gap 11/20/20	
Block B - Predevelopment	\$189,689,271	\$2,206,907 \$13,481,385	Predev 6/2017 Gap 5/6/2022	MOHCD, AHSC, HCD Accelerator
TOTAL	\$222,347,724	\$44,829,426		

Overall Funding and Ownership Structure:

Master Planning loan is made to BRIDGE-Potrero Community Associates, LLC and is payable with accrued and unpaid interest in 55 years. Horizontal (infrastructure) loans are made to BRIDGE-Potrero Community Associates, LLC and are repayable in kind when the City accepts the streets and public infrastructure and when the market rate parcels are purchased. Vertical loans are made to single purpose Limited Partnerships affiliated with BRIDGE Housing that will own and operate the individual affordable housing buildings. Vertical loans are payable on residual receipts basis and due in 55 years. The master planning entity may assign any portion of the master planning and/or horizontal loans to a vertical developer LP entity to the extent allowable under the tax credit program in order to maximize leveraging of the tax credits.

All affordable parcels will be ground leased to the vertical LP entity by the SFHA for 99 years. All market rate parcels, once improved by the master developer, will be sold fee simple to a third party. All infrastructure parcels will be dedicated to the City through their infrastructure acceptance process. All parks and open spaces not incorporated in an affordable parcel will be sold fee simple to the master plan developer entity and maintained by the master HOA. There is a provision in the Development Agreement that enables SF Recreation and Park Department to own the large “central park” and that will be determined at that phase.

Services Plan and Relocation Summary - Overall Services approach:

A cornerstone of the HOPE SF initiative is community building, which recognizes the human capital assets onsite and supports services efforts to complement the physical transformation of the site. BRIDGE Housing has implemented a holistic approach to community development that uses trauma-informed engagement practices and interventions to strengthen community.

Since 2014, BRIDGE Housing has worked with the Potrero Terrace and Annex community to develop and implement the Trauma Informed Community Building (TICB) model. The TICB model is a set of iterative practices that seek to address the challenges that community trauma present to traditional community development approaches: lack of social cohesion; lack of stability, reliability, and consistency; inability to vision the future; disempowerment; and the high levels of both personal and community needs. Over the past nine years, BRIDGE has implemented resident-centered strategies to address these challenges such as community building group meetings that serve the dual purpose of ensuring residents both understand project progress and have a neutral third space to engage with members of the broader Potrero Hill community and BRIDGE development staff. BRIDGE has also partnered with trusted community institutions to support the provision of additional services and activities such as annual backpack giveaway and community picnics. BRIDGE has also sponsored community-wide activities that build connections amongst residents such as the onsite community garden and healthy living activities that assist residents manage chronic stress.

For the duration of the project, BRIDGE will continue to implement trauma-informed practices while remaining attuned to the evolving needs and aspirations of the Potrero Community. BRIDGE staff is currently revising its community engagement plan to ensure engagement activities meet the needs of community and proposed changes to physical plant, phasing, governance, and community services reflect community aspirations and input. Illustrations from 2019/2020 include design charettes for Block B and input on community agreements (formerly known as “House Rules”) for 1101 Connecticut. The updated community engagement plan will reflect learnings from prior engagements and provide space for residents to recommend improvements,

Currently, there are two broad types of services at Potrero: 1) services or interventions that support personal/community needs (food security, housing stabilization, case management), and 2) services or interventions that support positive relationships between and amongst Potrero residents and the institutions that serve them. BRIDGE partners with a myriad of service providers in either a coordinating or supporting capacity. Funding for these activities is derived in three ways: direct funding from BRIDGE through internal sources; funding derived from development sources such as City managed vertical/infrastructure loans; and direct funding from City and County of San Francisco to the provider.

An important learning from the lease-up of 1101 Connecticut (Block X), was the importance of early and sustained support for residents moving from legacy public housing into the new affordable housing context. Working with our trusted services partner, The Shanti Project, we were able to provide robust support for residents to deal with both the psychosocial demands of moving but also navigating unfamiliar processes related to lease-up in a LIHTC context. During the course of the lease-up process our service partner and the SFHA reported a high degree of readiness amongst residents to

engage in the lease-up process as demonstrated by a lack of “no-show” for appointments, complete vital documents, and general compliance with applicable procedures. BRIDGE views relocation readiness as an important component to ensuring residents are ready to move but adapt well to their new homes and neighbors.

Collectively, these providers serve the myriad of resident needs, including education support, resource and referral and service navigation support, employment training and placement, parenting classes, and physical and mental health, among others.

Philosophy and Approach to Services for Mixed Income Communities

BRIDGE Housing has had a significant presence at Potrero Hill Terrace and Annex for almost a decade, and has familiarity with the needs, strengths, and dynamics of the current Potrero Hill Terrace and Annex residents. BRIDGE is knowledgeable of the income, racial, and educational disparities that exist between PTA residents and the surrounding neighborhoods. For example, the 2018 median income of PTA residents was \$16,557 per year; the median income of surrounding neighborhood residents is ten times higher at \$152,431 – a profound gap that has persisted over time as a result of historic disinvestment and economic isolation. Consequently, BRIDGE has implemented a variety of community building strategies designed to promote awareness of the project, to engage residents from across Potrero Hill, and to build trust and familiarity among public housing residents, non-public housing residents, and the BRIDGE team.

To date, BRIDGE has conducted or participated in three household surveys in 2012, 2016 and 2019. These surveys provide an opportunity for BRIDGE and service stakeholders (including MOHCD and HOPE SF) to understand how the community is changing and where there is movement in key indicators. It is also an opportunity to understand the inherent strengths of the community, which is informative as service and community building strategies evolve. For example, between 2016 and 2019 the percentage of Potrero Terrace & Annex residents reporting employment as their primary source of income rose from 42 percent of respondents to 58 percent. Similarly, residents are reporting significant increases in a sense of social cohesions and an increase in perception of safety in both their homes and neighborhoods.

Future phases will include additional surveys that build on findings from Block X and that inform how BRIDGE builds community, supports mixed income integration, and adjusts programming and community building.

BRIDGE has adopted a trauma-informed approach to community building and services – an approach that is informed both by BRIDGE’s history at Potrero (and a similar project at Jordan Downs in Watts, Los Angeles), and experience at seven Rental Assistance Demonstration (RAD) developments in San Francisco (including five senior/disabled adult buildings and two multifamily buildings). In our experience, understanding trauma, how to de-escalate trauma, and how services/property management staff partner on supporting residents are key to the foundational goal of housing retention. Consequently, BRIDGE has incorporated several best practices implemented at these buildings, including weekly communications between services staff and property management and a

monthly escalation call with services/PM leadership and HOPE SF backbone team to ensure collaboration on addressing (and preventing) resident instability. All services offered at Potrero are free of charge to all residents, and will be located in the onsite community rooms of each phase, the larger campus community center, or at other accessible locations in the larger community.

HOPE SF Background and Purpose

BRIDGE Housing is the Master Developer of Rebuild Potrero, future owner, and an anchor partner of the HOPE SF initiative, the nation's first large-scale public housing transformation effort aimed at creating inclusive mixed-income communities (where concentrated public housing once stood) and advancing social mobility for marginalized low-income communities of color. HOPE SF aims to support families of former public housing in revitalizing their own mixed income communities that are integrated within San Francisco, connected to neighborhood services and amenities, and display the hallmarks of strong and vibrant communities: safe streets, quality schools, and healthy families with living wage jobs. The HOPE SF Theory of Change states: "We believe that if we repair isolated neighborhoods of concentrated poverty – through equitable mixed-income housing, inclusive community leadership, and trauma-informed family systems– we will dramatically improve the long-term health, well-being, and economic mobility of former public housing residents and their communities." The Services Plan contemplated herein and the HOPE SF implementation activities related thereto are organized around a Results Based Accountability framework that ties activities to performance measures, and our strategies to measurable outcomes.

Current Context of Residents at Potrero Hill Terrace and Annex

The Potrero Community is currently responding to the new and emergent needs intensified by both the pandemic and invariant desire for equitable opportunity. BRIDGE partners with community members and social service providers to enact collective impact strategies to address food security, housing security, and economic mobility. However, since the advent of the pandemic our work has centered on supporting the immediate resource needs of the community.

We will continue to prioritize housing stabilization and see relocation readiness and case management as vital components of an enabling framework for resident success and stability.

Based on our experience and these surveys, we understand the need for strong service navigation and housing stabilization services – support that is currently funded to Shanti and YMCA through city contracts. In addition, we seek to promote community integration and community building by offering a range of classes, workshops, and activities that are educational, engaging, and encourage mingling among existing public housing residents who have not yet moved into new phases, mixed income residents who are new to the Potrero neighborhood, and former public housing residents who are a part of the early phased moves. These offerings build on the current community building activities (such as Zumba, community garden, walking club, etc.), and will include additional activities defined through a community stewardship initiative (also funded by the City of SF) that engages BRIDGE to address community building, systems changes, and cross-organizational collaboration, and Shanti as the conduit for building and strengthening resident relationships, ownership, and leadership opportunities.

With each phase, BRIDGE seeks to leverage operating budgets to extend services and community building/stewardship activities at Potrero. This approach serves two goals: first, it mitigates the potential for perceived or real siloed services (i.e., services for residents of new buildings and services for existing public housing residents) and, second, uses resources wisely to maximize offerings to the community. In short, our goal is to integrate services and service providers as much as possible so that the consumer – the resident – has seamless access to a range of resources.

As in 1101 Connecticut, each new phase will have access to case management resources. As the overall project builds out, BRIDGE will study case management utilization to ensure we have the appropriate level of case management services at each building and robust connectivity between those services provided on a campus-wide basis by providers like the Urban YMCA. We are also studying the benefits of extending the existing relationships established between Shanti staff and residents by contracting with Shanti for building specific services.

For Potrero, our service plan is designed to promote the following key outcomes:

- Housing retention: all residents are stably housed, in good standing, and not at risk for eviction or loss of housing
- Inclusion: residents feel a strong sense of belonging and agency in their immediate community
- Access: residents are referred to on- and off-site resources that support their individual and household needs and goals
- Economic wellness: residents are supported with referrals and resources for educational and vocational services that can benefit their economic well-being and build their financial assets

BRIDGE Housing's model is to hire its own community builders or to contract with third party service providers to deliver the services, which are offered at no charge to residents.

Linkage of Services to Community Stewardship

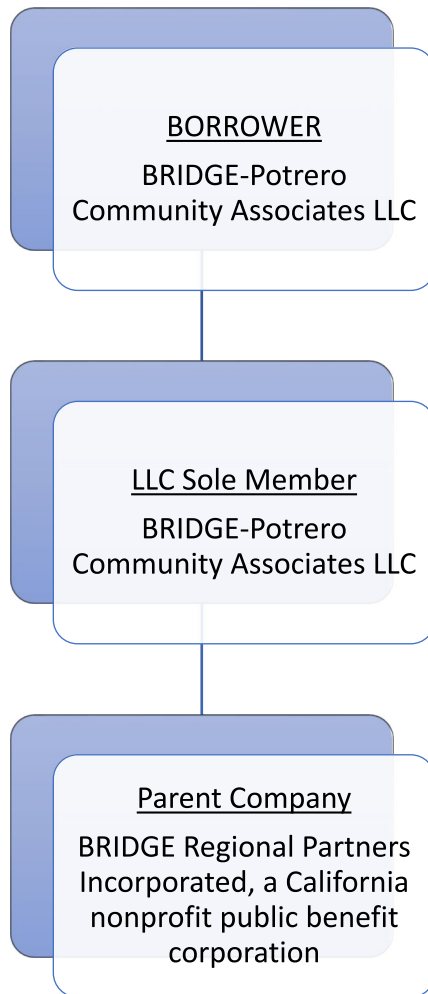
HOPE SF's model is based on the notion of *community stewardship*, which they believe is necessary to support the long term vibrancy of revitalized mixed-income communities where all can thrive. Different from community building, resident leadership, or service provision, community stewardship prioritizes mutual accountability and respect and the understanding that all stakeholders have a role in envisioning and cultivating a very different “operating culture” in the community - from one dominated by fear, isolation and a focus on compliance to one dominated by aspiration, inclusion and a focus on creative ways to co-design a more vibrant, inclusive community. In a stewardship model, there is consistent and intentional action to promote inclusion and self-agency and residents are positioned as the driving force that will ultimately enabling the conditions for services to work more effectively.

Attachment B: Applicable HOPE SF Developer Fee Policy

HOPE SF DEVELOPER FEE STRUCTURE BY FEE TYPE AND MILESTONE	
Master Planning Fee	\$1,400,000
Management cost reimbursement during planning/entitlement	\$1,000,000
Land use approval - DA	\$200,000
HUD Section 18 approval	\$200,000
Master Planning Additional Residential Fee (as applicable on a per-building basis pursuant to Section 1) AT RISK	\$800,000
Infrastructure Development Fee: Disbursements Milestones Per Phase	Total Aggregate Fee: \$5 Million (per phase fee values divided equally between DA- defined phases)
60% Construction Documents	15%
Construction Commencement	25%
Fifty Percent Completion of the Phase	20%
DPW-IFT Determination of Completion	30%
Board of Supervisors Acceptance	10%
Residential Developer Fee(s) by Financed Phase (example)	\$2,000,000
HOPE SF Loan Closing	\$150,000
During or at completion of predevelopment/construction closing with no more than 35% of the total project management fee disbursed prior to construction loan closing	\$550,000
During or at Completion of Construction	\$200,000
Project close-out: PIS application; 100% lease-up; City Approval of Sponsor's project completion report and documents, including final cost certification	\$100,000
At-Risk	\$1,000,000
Lot Sales Proceeds (as applicable, pursuant to Section 4)	

Potrero HOPE SF Developer Fee Drawn to Date	
Master Planning Fee	\$1,400,000
Residential – Block X (1101 Connecticut)	\$4,000,000
Infrastructure – Phase 2	\$750,000
Residential – Block B	\$470,000
Total Potrero HOPE SF Developer Fee Drawn to Date	\$6,620,000

Attachment C: Borrower Organization Chart



Attachment D: Project Milestones and Schedule

No.	Performance Milestone	Estimated or Actual Date	Contractual Deadline
A	Master Association		
	Participate in Working Group	Dec 2020	June 2021
	Finalize HOA legal documents		
B	Community Stewardship		
	MOU with Shanti	August 2020	Sept 2020
	SOW and budget approval from MOHCD/HOPE SF	August 2020	Sept 2020
C	Relocation		
	Onsite – Complete MOU with Shanti	August 2020	Sept 2020
	Onsite – SOW approval from MOHCD/HOPE SF	August 2020	Sept2020
	Offsite – Complete MOU with Shanti	July 2020	August 2020
	Successfully relocate 20 HH to 490 SVN	Nov 2020	Jan 2021
	Successfully relocate 36 HH to 1990 Folsom	Fall 2020	April 2021
	Successfully relocate 31 HH to 88 Broadway	May 2021	July 2021
	Successfully relocating 27 HH to 500 Turk	Dec 2021	Feb 2022
	Successfully relocate 35 HH to 4840 Broadway	Nov 2023	May 2024

Attachment E: Development Budget – Master Planning

BRIDGE Housing - Loan Evaluation Seventh Additional Funds Request (Master Plan Pre-development)

Architectural Subcontract	Amount	Notes
SF Planning Development Phase Application Pre-development	\$ 75,000.00	<p>Budget Proposal: \$15,000 to study feasibility of near-term, potential affordable development parcels/blocks in future Phase 3 or Phase 3 Alternative(s) for inclusion in a future Planning Phase Application and which will include a combination of the following Blocks (no more than 5): J1, J2, G, C, D, H, M, Q, or R.</p> <p>Please Note: Development Phase Approval typically take 3 months from submittal to final approval from SF Planning and allows the project to move forward into submitting a Tentative Final Subdivision Map application to SF Public Works which typically takes 1 year to review and approve (Please see Development Agreement Exhibit K, page 7 (PDF page 173), Section e. Commencement of Development Phase). Funding BRIDGE and its consultants to start pre-development of the Architectural and Civil Engineering components of the Phase Application and Tentative Final Subdivision Map prior to a Phase-specific Pre-development Loan request will allow BRIDGE and its consultants to: (1) Conduct necessary community meetings while preparing and potentially submitting a Development Phase Application to SF Planning while (2) simultaneously preparing the Civil Engineering time-intensive preparation of the Tentative Final Subdivision Map in late Fall 2023. Both the Development Phase Application and Tentative Final Subdivision Map may be seen as requiring a phase-specific Loan, but based on a desire to accelerate the project, BRIDGE requests to partially fund these activities with the Master Development Loan and then these activities can convert to a request for Phase-specific pre-development dollars in a separate, phase-specific loan application to complete these critical pre-development items. Following from approval of the Phase Application and even the Tentative Final Subdivision Map would be Building Schematic Design, for SF Planning's Vertical Design Review and then DBI's Permit Process, and for Infrastructure a Final Subdivision Map and Street Improvement Plans (for SF Public Works and infrastructure Departments to support the vertical development) which are most appropriately funded by a phase-specific Pre-development Loan Request.</p> <p>Please Note: Originally a \$25,000 budget for Van Meter Williams Pollack (VMWP) provided in Q4 2022 for Block R (Phase 3) feasibility only.</p>
Affordable Development Blocks Yield Studies Pre-development -- Assessing Increased Density, Alternative Building Typologies and related Feasibility Analysis	\$ 50,000.00	<p>Budget Proposal: \$10,000 per block to study increased densities, alternative building typologies, and feasibility per block in a future Phase 3 or Phase 3 Alternative(s) which will include a combination of the following Blocks (maximum of 5): J1, J2, G, C, D, H, M, Q, or R.</p> <p>Please Note: These activities are different from the standard building typologies and Development Agreement prescribed densities that would be explored for the Development Phase Application Preparation</p>
Master Planning Potential Entitlement Amendments	\$ 15,000.00	<p>Please Note: \$10,000 budget (and \$5,000 for additional typologies) for Van Meter Williams Pollack (VMWP) provided in Q4 2022 for Block R only.</p> <p>Budget Proposal: to incorporate any potential Development Agreement/entitlement amendments/minor modifications related to Phase 3 Alternatives.</p>
Master Planning Rephrasing Conceptual Design Pre-development, Administration and Community Meetings	\$ 35,000.00	<p>Budget Proposal: Develop rephrasing plan (with options for approximately option 2-3 alternative building designs), refining selected alternatives, general coordination with Civil Engineering, Legal, City, BRIDGE, and other key stakeholders, describing and engaging on these alternative plans during community meetings (required prior to Phase Application Submittal)</p>
Subtotal	\$ 175,000.00	<p>Please Note: \$30,000 more than when proposed in April 2023 due to exploration of Phase 3 Alternatives while still covering subphasing Phase 3.</p>
Civil Engineering Subcontract		
SF Planning Development Phase Application Pre-development	\$ 80,000.00	<p>Budget Proposal: Encompasses preparation of Phase Application Exhibits that identify Street Improvements, potential Street Vacation Areas, etc. Engineer coordination with Architectural Teams, and Potential General Contractor for constructability review.</p> <p>Please Note: Added \$15,000 for Street Vacation Map preparation since the Annex is likely to be a more complicated street vacation process (2 cul-de-sacs/more curvature compared to the terrace) but the street vacation process with SF Public Works and the Board of Supervisors will occur in a separate Phase-Specific, Pre-Development Loan request.</p> <p>Please Note: Includes the \$22,033 from previous Line 14 (Phase 3/Annex Subphasing).</p>

Tentative Final Subdivision Mapping Pre-Development; Phase 3 and Phase 3 Alternatives	\$	90,000.00	Budget Proposal: To continue time-intensive and technical preparation of a tentative subdivision mapping package to submit to SF Public Works concurrently with Phase Application preparation; includes Phase 3 Alternatives, subphasing Phase 3, 4 and 5A (considering fill/grading considerations and related technical calculations and assessment). Please Note: Development Phase Approval typically take 3 months from submittal to final approval from SF Planning and allows the project to move forward into submitting a Tentative Final Subdivision Map application to SF Public Works which typically takes 1 year to review and approve (Please see Development Agreement Exhibit K, page 7 (PDF page 173)), Section e. Commencement of Development Phase). Funding BRIDGE and its consultants to start pre-development of the Architectural and Civil Engineering components of the Phase Application and Tentative Final Subdivision Map prior to a Phase-specific Pre-development Loan request will allow BRIDGE and its consultants to: (1) Conduct necessary community meetings while preparing and potentially submitting a Development Phase Application to SF Planning while (2) simultaneously preparing the Civil Engineering time-intensive preparation of the Tentative Final Subdivision Map in late Fall 2023. Both the Development Phase Application and Tentative Final Subdivision Map may be seen as requiring a phase-specific Loan, but based on a desire to accelerate the project, BRIDGE requests to partially fund these activities with the Master Development Loan and then these activities can convert to a request for Phase-specific pre-development dollars in a separate, phase-specific loan application to complete these critical pre-development items. Following from approval of the Phase Application and even the Tentative Final Subdivision Map would be Building Schematic Design, for SF Planning's Vertical Design Review and then DBI's Permit Process, and for Infrastructure a Final Subdivision Map and Street Improvement Plans (for SF Public Works and Infrastructure Departments to support the vertical development) which are most appropriately funded by a phase-specific Pre-development Loan Request. Please Note: Includes \$28,066.00 in unbilled incurred costs from 2022 for Tentative Map Development for Phase 3/Annex.
Master Major Encroachment Permit (MMEP)	\$	20,000.00	Budget Proposal: Added coordination with SF Public Works and Legal for campus-wide Master Major Encroachment Permit technical and legislative process; review of public improvements that are privately maintained in the public right-of-way
Master Utility Plan (MUP) Update for Electrical	\$	10,000.00	Please Note: Includes \$9,828.00 in unbilled, incurred costs from 2022 and will be complete in conjunction with Phase 2 Infrastructure Acceptance Ordinance for Subphases 2A and 2B with SF Public Works and the Board of Supervisors
Subtotal	\$	120,000.00	Budget Proposal: On-going Master Utility Plan update to reflect 100% electrical loads (SFPUC Power) versus current plan which includes residential unit gas connections. This is a revision to a master plan level pre-development document that was a required update through coordination with SFPUC. Budget Proposal: \$49,500 less than when proposed in April 2023 refining approach to sub-phasing Phase 3 and Phase 3 Alternatives
Legal Subcontract			
Master Major Encroachment Permit (MMEP)	\$	22,500.00	Budget Proposal: Legal drafting (MMEP Agreement, Public Works Order, and Board of Supervisors Resolution) and technical support for SF Public Works Master Major Encroachment Permit Agreement and Board of Supervisors process.
Phase 3 Subphasing and Phase 3 Alternatives Development Agreement/Entitlement Modifications	\$	50,000.00	Please Note: Includes \$15,000.00 in unbilled, incurred costs and will be complete in conjunction with Phase 2 Infrastructure Acceptance Ordinance for Subphases 2A and 2B with SF Public Works and the Board of Supervisors Budget Proposal: Legal drafting and legal support; if Development Agreement/other entitlements need to be modified to accommodate Phase 3 Subphasing or Phase 3 Alternatives.
Master Homeowner's Association (HOA) Formation	\$	65,000.00	Budget Proposal: While this work is dependent on the development of a market-rate parcel which is not near-term, BRIDGE requests maintaining this budget as the Master HOA formation will still be required in the future and BRIDGE believes that the Master Development Loan is the most appropriate funding source.
Subtotal	\$	115,000.00	
Environmental Subcontract			
Environmental Impact Assessment	\$	15,000.00	Budget Proposal: Technical environmental considerations specific to Phase 3 subphasing plan or a Phase 3 Alternative Plan
Phase 1 Environmental Reporting	\$	10,000.00	Please Note: This is unbilled incurred costs for Phase 1 Environmental Reporting to facilitate IG application submitted in April 2023
Subtotal	\$	25,000.00	Budget Proposal: \$45,000 less than when proposed in April 2023 removing a majority of Environmental Review (Phase 1 and Phase 2 Environmental Reports) for Phase 3 Sub-phases (23 buildings at 6 samples per building. Lab analysis. Estimated lab fees/sampling/reporting fee, but remaining Environmental Review scope for Phase 3 Subphases since they can be in phase-specific, pre-development loan)

Constructability and Conditional Needs Assessment	
Subcontract	
Conceptual Constructability Review	\$ 20,000.00 Budget Proposal: Per Sarah Tenpas/MOHCD-Construction Representative suggestion. Including assessment of constructability for Phase 3 Alternatives and subphasing Phase 3
Conditional Needs Assessment	\$ 15,000.00 Budget Proposal: Potential need if vacant existing units need to be rehabilitated to HQS
Subtotal	\$ 35,000.00
Total in Subcontracts to Other Organizations	\$ 470,000.00
10% Soft Cost Contingency	\$ 47,000.00 Budget Proposal: Allows flexibility in case processes beyond anyone's control or scopes require more staffing or technical support.
Total with Contingency	\$ 517,000.00 Budget Proposal: \$10,000 less than when proposed in April 2023.

BRIDGE Housing - Loan Evaluation Seventh Additional Funds Request (Community Development)

	2023-2025 Request (24 mos)	HOPE SF Community
Shanti/Relocation Organization (Subcontract)		
On-Site Relocation Readiness - Shanti/Relocation Org.	\$ 533,072.00	Community Pre 266,536
Off-Site Relocation Readiness - Shanti/Relocation Org.	\$ 128,784.00	64,392
BRIDGE oversight of contract (15%)	\$ 99,278.40	
Subtotal	\$ 761,134.40	380,567
Capacity Building for Resident-led Organizations (Subcontracts)		
Stand in Peace Contract	\$ 50,000.00	Community Saf 25,000
Community Awareness Resources Entity (C.A.R.E.) Contract	\$ 251,200.00	125,600
BRIDGE oversight of contract (15%)	\$ 45,180.00	
Subtotal	\$ 346,380.00	72,229
Community Meetings		
Child Care	\$ 6,000.00	Community Pre
Translations, Interpretation (multiple languages)	\$ 18,000.00	labor costs have
Hospitality (Food and Beverage)	\$ 28,800.00	food costs have
Newsletters and Social Media	\$ 20,000.00	campus-wide n
Marketing Materials & Communications Collateral	\$ 18,000.00	e.g., providing i
Subtotal	\$ 90,800.00	
Total in Subcontracts to Other Organizations		
	\$ 963,056.00	
Total in Direct Funding to BRIDGE Housing		
	\$ 235,258.40	
BRIDGE Total Relocation Readiness Interest Expense		
	\$ 5,190.80	Relocation Invoi
Total	\$ 1,203,505.20	
Contingency (10%)	\$ 43,718.00	
Total with Contingency	\$ 1,247,223.20	

Conservation, Community Education
Annual amount
Annual amount
Annual amount
Community through Restorative Practices
Annual amount
Annual amount
Annual amount
Conservation
Increased since sixth amendment
Gone up (labor, supplies) since sixth amendment
Newsletter and includes photocopying, graphic design, distribution and related administration/on-going management (esp. social media)
Information materials on relocation for residents and other community-based organizations

Conservation from August 2022 to January 2023

Attachment F: Bridge Loan Reduction Request Memo



BUILDING SUSTAINING LEADING

BRIDGE HOUSING
CORPORATION

BRIDGE PROPERTY
MANAGEMENT COMPANY

BRIDGE ECONOMIC
DEVELOPMENT CORPORATION

Date: March 27, 2023

Reference: Master Loan Forgiveness

1 South Van Ness Avenue, 5th Floor

San Francisco, CA 94103

Dear Mr. Ryan VanZuylen – MOHCD,

BRIDGE Housing is requesting that in-kind payments totaling \$4,350,907.46 of work product produced by BRIDGE's Master Loan from MOHCD be satisfied by the Loan prior to the Phase 3 construction close.

Please find below a description of the work product achieved for each grouping of invoices, along with the vendor, total cost, number of invoices, and date complete.

490 S. Van Ness Relocation includes 2 invoices from the San Francisco Housing Authority totaling \$30,945.00. These invoices are for the costs of moving Potrero residents to permanent off-site housing at 490 S. Van Ness St.

Archaeological Testing includes 2 invoices from Environmental Science Associates totaling \$2913.70. These invoices cover work on the Potrero Master Plan Archeological Testing Plan in accordance with the Potrero HOPE Archeological Testing plan created in 2015. This testing occurred due to the SF Planning Department recognizing the master site as a potential site for historical archaeological artifacts. No further testing is anticipated.

Block B Architecture includes 5 invoices totaling \$59,994.06 from HKIT Architects. These invoices cover the architectural design of Block B in support of VMWP Master Site Development Plan, with 1 invoice in 2016 supporting childcare-related updated to the Master Site Development Plan. The Master Site Development Plan was finalized in 2016, with numerous rough drafts and D4D documents created between 2009 and 2016.

Construction Management includes 12 invoices from CM Squared totaling \$109,606.40. These invoices cover construction management services provided in 2016 and 2017. Work completed includes but is not limited to reviewing architectural sets, reviewing consultant and contractor contracts, and liaising with contractors and consultants.

Document Printing includes 7 invoices from ARC Document Solutions totaling \$10,481.43. These invoices cover the printing of formal documents and reports for distribution between May and June of 2019.

Electrical Consultant includes 2 invoices from Intertie Corp totaling \$8,930.00. These invoices include assistance with the 2016 PG&E application and the development of the Master Electrical Planning Guide published in May of 2016.

BRIDGE HOUSING CORPORATION, SAN FRANCISCO, CA 94108 TEL: 415.989.1111 FAX: 415.495.4898 BRIDGEHOUSING.COM

2202 30TH STREET, SAN DIEGO, CA 92104 TEL: 619.231.6300 FAX: 619.231.6301

1301 DOVE STREET, SUITE 920, NEWPORT BEACH, CA 92660 TEL: 949.229.7070 FAX: 949.274.7688

38 NW DAVIS STREET, SUITE 450, PORTLAND, OR 97209 TEL: 503.360.1828 FAX: 503.961.8897

1000 SECOND AVENUE, SUITE 1610, SEATTLE, WA 98104 TEL: 206.456-6100

BRIDGE HOUSING IS A NOT-FOR-PROFIT, PUBLIC-BENEFIT CORPORATION

Electrical Consultant – 2 includes 4 invoices totaling \$26,500 from F.W. Associates, Inc. These invoices covered Electrical Load Calculation updates, updating information from the 2020 Electrical Survey published by Carlile Macy and Giacalone. These Electrical Load Calculation Updates were used to inform PG&E applications and update Phase II electrical needs.

Entitlements includes 1 invoice from the San Francisco Planning Department for \$436,644.16 for the submission of numerous entitlements pursuant to the Potrero Master Plan in June of 2017.

Environmental Impact Report includes 1 invoice from the San Francisco County Clerk for \$3,070.00 for the January 2016 filing of an Environmental Impact Report and Notice of Determination.

Environmental Services, Dust Control, and Geotechnical Design Reports includes 19 invoices from ENGEO totaling \$16,096.73 and resulting in the creation of the 'Environmental Services,' "Dust Control," and "Geotechnical Design" reports, all of which were received in January 2015.

Facility Use Permit includes 5 invoices from the San Francisco Unified School District totaling \$1,754.98. These invoices cover the use of Starr King Elementary as a meeting space 5 times between 2018 and 2022.

Fire Code Compliance includes 6 invoices totaling \$3,256.20 from Mario Ballard and associates. These invoices cover the evaluation of site conditions and fire department access between late 2015 and early 2017 to ensure the level of compliance needed for project continuity.

Geotechnical Exploration Report includes 5 invoices from ENGEO totaling \$26,428.28 and resulting in the February 2010 publishing of the Geotechnical report. This also includes any alternative plans and revisions conducted alongside the development of the exploration report.

Geotechnical Investigation includes 1 invoice from Rockridge Geotechnical for \$4,870.00. This invoice covers the provision of geotechnical reconnaissance and recommendations for the development of the 'Geotechnical Investigation' document, published in October of 2018.

Integrated Service Strategies includes 8 invoices from RDJ – Project Complete totaling \$95,500.00. These invoices cover strategy development services and workforce development training for Potrero residents. As of January 2023, 52 HOPESF residents have been referred for employment and training in the construction trade alone.

Land Title Survey includes 7 invoices from Mid-Valley Engineering totaling \$40,357.50 and resulting in the production of a Land Title Survey published in February 2010.

Landscape Architect includes 7 invoices from GLS Architect totaling \$43,651.52. These invoices contributed to the June 2019 Streetscape Master Utility Plan in cooperation with Carlile Macy. GLS also developed 50-90% CD sets that were presented to BRIDGE in 2016.

Master Architect - Entitlements includes 24 invoices from VMWP totaling \$211,229.73. Entitlements are listed as the first line, and often largest, line item for these invoices. They also include work on MP architecture, streetscape, and lighting.

Master Architect - Schematic Design includes 8 invoices from VMWP totaling \$88,714.74 for work conducted by VMWP and YA Architects leading to the August 2015 Schematic Design set.

Master Architect - Site Development Plan includes 44 invoices totaling \$601,677.83 from Van Meter Williams Pollack (Master Plan Architect) for work leading up to the December 2012 publishing of the Master site Development Plan.

Master Civil Engineer – Auxiliary Water includes 7 invoices totaling \$41,521.72 from Carlile Macy for work leading to the August 2018 publishing of the Auxiliary Water Master Utility Plan.

Master Civil Engineer – Combined Sewer includes 10 invoices totaling \$74,803.75 from Carlile Macy for work leading to the January 2020 publishing of the Combined Sewer Master Utility Plan.

Master Civil Engineer – Electrical includes 1 invoice totaling \$8,203.75 from Carlile Macy for work leading to the January 2015 publishing of the Electrical Master Utility Plan. This work was completed in cooperation with Giacalone (joint trench consultant).

Master Civil Engineer – Master Infrastructure Plan includes 59 invoices totaling \$534,834.94 from Carlile Macy (Master Civil Engineer) for work leading to the November 2016 publishing of the Potrero Master Infrastructure Plan. This category also includes updates made to the MIP following November 2016.

Master Civil Engineer – MUP Finalization includes 3 invoices totaling \$2,191.25 from Carlile Macy. This work is for the finalization of MUPs for submittal to SFPUC, including editing exhibits and working with SFPUC to ensure proper delivery. The specific MUPs are not mentioned in the invoices, but this work product applies to the aforementioned reports.

Master Civil Engineer – Streets and Grading includes 11 invoices totaling \$167,857.44 from Carlile Macy for work leading to the May 2019 publishing of the Streets and Grading Master Utility Plan.

Master Civil Engineer – Streetscape includes 5 invoices totaling \$50,539.73 from Carlile Macy for work leading to the June 2019 publishing of the Streetscape Master Utility Plan. This work was completed in cooperation with GLS (landscape architecture consultant).

Master Relocation Plan includes 13 invoices from Overland, Pacific, & Cutler totaling \$136,243.92. These invoices are for the development of a Master Relocation Plan, the final version of which was presented to SFHA on November 22, 2016.

Off-Site Relocation Readiness includes 16 invoices from the Shanti Project totaling \$120,739.05. 84 Potrero households benefited from Off-Site Relocation Readiness workshops and moved to permanent off-site relocation units at 490 Van Ness Street, 1990 Folsom Street, and 88 Broadway Street between February 2021 and March of 2022.

Project Management includes 28 invoices from Equity Community Builders totaling \$258,669.90. Between 2009 and 2013, Equity Community Builders served as a Project Management consultant to ensure resident voices were included in development and design decisions. Along with Charmaine Curtis of Curtis Development, ECB served as a project manager on HOPESF Rebuild Potrero and were integrally involved in design and engineering deliverables provided during this time period. Work products during this time include regular meetings with residents so that their thoughts were included in D4Ds and other initial design documents.

Relocation Readiness includes 30 invoices from the Shanti Project totaling \$744,557.50. Between 2019 and 2022, the Shanti Project conducted on-site workshops to prepare residents for on and off-site relocation, including education about relocation options and the resources available to them through the Accelerated Conversion and Housing Stabilization Efforts. May and June 2021 relocation surveys and descriptions of the programs from when they were developed have been provided and Accelerated Conversion efforts have been completed. Housing Stabilization falls into two categories; Emergency Housing Stabilization that ran from April 2020 until the end of the COVID-19 rent relief program in March 2022. General Housing Stabilization happened concurrently and through 2022. Work product for Housing Stabilization is the individual case reports, copies of which have not been provided due to their confidential nature.

Structural Survey includes 3 invoices totaling \$24,000 from Murphy Burr Curry (structural engineering) leading to the June 2016 publishing of the Structural Survey document.

Topography and Boundary Surveys, Land Title Updates includes 2 invoices from Mid-Valley Engineering totaling \$5,875.00. These invoices cover edits made to the previously published Land Title Survey, as well as the addition of the Topography and Boundary Surveys published in October of 2016.

Transportation Analysis includes 1 invoice from CDM Smith totaling \$6,306.40 for work contributing to the 2015 Potrero HOPESF Transportation Analysis document.

Transportation Demand Management Plan includes 4 invoices totaling \$26,528.50 from Nelson Nygaard Consulting. These invoices cover the development of the Transportation Demand Management Plan, finalized in December of 2016.

Direct Outreach includes 51 invoices totaling \$356,650.00 from Curtis Development. Charmaine Curtis served as Project Manager for HOPESF Rebuild Potrero between 2009 and 2016. Charmaine was integrally involved with the resident outreach meetings conducted regularly during these years. She worked predominantly on the EIR/EIS and entitlements. Additionally, she contributed largely to the D4D and Master Site Development Plan with VMWP and Carlile Macy, held design workshops with residents, wrote quarterly newsletters, and organized reports that were shared with MOHCD staff. She was also very involved with selecting many of the contractors who's work product has been completed. The major final work products for invoices 20-40, dated June 2010 through December 2011 were iterations of the VMWP preliminary D4Ds, leading to the eventual 2016 Master Site Development Plan. The major final work product for invoices 42-88, dated February 2012 through January 2016, is the Potrero HOPESF Master Plan EIR/EIS, certified December 10, 2015 and leading to the Entitlements filed with the SF Planning Department in June 2017.

Sincerely,

Tea Rankin-Williams

Tea Rankin-Williams

Project Administrator, BRIDGE Housing

awilliams@bridgehousing.com, 415.321.3510 (office)