

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

MEMORANDUM

DATE: SEPTEMBER 18, 2020
TO: CITYWIDE AFFORDABLE HOUSING LOAN COMMITTEE
FROM: MARA BLITZER, DIRECTOR OF HOUSING DEVELOPMENT
RE: **921 HOWARD – PRELIMINARY GAP REQUEST FOR CALIFORNIA DEBT LIMIT ALLOCATION COMMITTEE (CDLAC) APPLICATION FINANCING PURPOSES**

THIS REQUEST

AHF Inclusionary:	\$ 10,000,000
2019 GO Bonds – LI:	\$ 17,500,000
2019 GO Bonds – MI:	\$ 7,500,000
Subtotal:	\$ 35,000,000

EXISTING PREDEVELOPMENT LOAN

EN UMU:	\$ 5,000,000
Subtotal:	\$ 5,000,000

EXISTING ACQUISITION LOAN

Acquisition Loan (Affordable Housing Fund)	\$ 1,609,007
Acquisition Loan (General Funds)	\$ 3,130,776
Subtotal:	\$ 4,729,783

Deferred Accrued Interest	\$ 2,334,352
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TOTAL CDLAC COMMITMENT

LETTER REQUEST: \$46,257,638

Summary of Request

5th and Howard Associates, L.P., a partnership formed by Tenderloin Neighborhood Development Corporation (“TNDC” or the “Sponsor”), requests a preliminary gap commitment to support 921 Howard’s application to the California Tax Credit Allocation Committee (“TCAC”) for tax credits, due September 24, 2020, for a December 9, 2020 Allocation Meeting. Because the TCAC joint application is highly competitive, an enforceable commitment is required from the local jurisdiction to obtain maximum leveraging points. For this reason, the preliminary gap request to MOHCD is for a City contribution up to \$46,257,638, for the 203-unit affordable housing development at 921 Howard (the “Project”).

TNDC most recently received Citywide Affordable Housing Loan Committee (“Loan Committee”) approval on April 3, 2020 for a predevelopment loan and initial preliminary gap request (for CalHFA MIP application purposes), the Evaluation of which is attached for your reference. This memo updates Loan Committee on the Project status and the proposed development budget with MOHCD gap contribution. Pending award of an allocation of bonds in September 2020, an updated proposed final

budget will be presented to Loan Committee in January 2021, prior to start of construction (estimated to be March 2021) that will be based on final hard cost bid numbers. This loan evaluation contains the following updated information:

- An update on Project status, including the proposed development budget based on the 100% schematic design (“SD”) and SD cost estimates;
- An update on the financing plan related to the availability of MIP funds;
- An update on unit mix and affordability assumptions; and
- An update on conditions included in the previous Loan Evaluation.

Staff recommends providing the Sponsor with a CDLAC Commitment Letter totaling \$46,257,638.

Update on Project Status

1. BACKGROUND

921 Howard, also known as “5th and Howard,” dates back to December 2007, when it started as a joint venture between TNDC and Citizens Housing Corporation (“Citizens”). The joint venture responded to MOHCD’s 2007 Family Housing Notice of Funding Availability (NOFA) and proposed a 9-story family development with 134 units. The proposed project involved assembling ten parcels totaling 32,000 square feet. MOHCD awarded the project to the team, and approved an acquisition loan in the amount of \$4,729,783. The site was acquired in 2009 (with MOHCD and private financing), the same year in which TNDC acquired Citizens’ portfolio and took the lead in developing the Site.

TNDC held onto the site through the 2008-2012 economic downturn, land banking it in under difficult circumstances. TNDC used this time to work with the Planning Department to significantly up-zone the property through the Central SOMA Plan. This is a Key Site within the plan. As discussed the last time this Project was at Loan Committee, the Sponsor has pursued many opportunities to develop this site with the goal of demonstrating that affordable high-rise projects can be viable in San Francisco.

In Spring 2020, when the predevelopment loan was considered by Loan Committee, the team had determined that the most viable financing plan was to apply for a MIP soft loan from CalHFA, tax exempt bonds issued by CalHFA, and both 4% and state low income housing tax credits. They subsequently applied for MIP funds but were not funded, but were successfully recommended for a bond allocation in mid-September.

Because the Mixed-Income tax-exempt bond pool ran out of money, the project was not able to secure a commitment of funds from the Mixed-Income Program prior to the end of the 19/20 fiscal year. CalHFA staff have indicated to TNDC they are supportive of the project and would like to work with TNDC in the 20/21 fiscal year. In spite of the fact that CalHFA did not make a MIP award, they still submitted the September 2020 bond application to CDLAC as the anticipated issuer.

The Sponsor has made the following progress since the Project was last presented to the Committee:

- Selected Swinerton as General Contractor in March and prepared an updated estimate hard cost estimate in April based on 100% SDs (Total hard cost at approximately \$105M vs \$114M previously provided based on 2018 pricing with 5% annual escalation)
- Received Planning approvals utilizing State Density Bonus and SB35 on May 5th
- Submitted an update to the Site Permit on June 26th. "Placeholder" site permit was submitted in Dec 2019 to take advantage of 2016 code
- Received Planning sign off on the Site Permit on August 12th
- Submitted a Preliminary Stormwater Plan to the SFPUC on June 23rd

- Received approval from BSM on the tentative map (lot merger/split) on September 14th
- Submitted the joint CDLAC/TCAC application on June 10 for September 16 allocation meeting
- Assembled design/engineering team
- Decided to proceed on a design/bid/build basis instead of design/build.

Finally, The San Francisco Human Services Agency completed a remote monitoring of TNDC in May 2019. The report includes no findings.

2. PRIOR MOHCD/OCII FUNDING FOR CURRENT REQUEST

Existing Loans

Loan Committee most recently approved the \$5 million Predevelopment Loan on April 3, 2020. Draft loan documents have been circulated.

Fulfillment of Conditions Prior to Financing from Previous Loan Evaluations:

Please See Sections 6 and 7 - Staff Recommendations for conditions related to this request and those included in previous loan evaluations.

3. DEVELOPMENT PLAN

Proposed Design and Unit Mix

The Project proposes 33 studios, 84 one-bedroom units, 81 two-bedroom units, and 5 three-bedroom units. This is a slight shift to smaller units compared to what was presented at Loan Committee in April 2020. The current proposal includes more studios and fewer two- and three-bedroom units to reflect adjustments made back when Tishman was development partner (see Operations Section 5.)

The project proposes to serve households at these affordable and moderate incomes: 50% @ 67% MOHCD AMI, 25% @ 79% MOHCD AMI, and 25% @ 105% MOHCD AMI. All of these meet the income requirements for the Low Income Housing Tax Credit program. The proposed AMI targeting is a narrower range than what was last presented at Loan Committee and no longer includes higher-income, non-tax credit units, in order to maximize potential for funding through the CalHFA MIP.

Construction Representative's Evaluation

Since March 2020, the Sponsor has selected Swinerton as the general contractor. Swinerton, which also provided the 2018 Concept Design estimate of approximately \$114.9 million included in the April 2020 Loan Committee approval, more recently provided an updated Schematic Design total hard cost estimate of approximately \$105 million, including \$1.96 million of GC-held contingency, representing a per unit cost of approximately \$541,943 and \$463 per square foot hard cost.

The General Contractor is bidding early trades (design bid, build of Mechanical, Electrical and Plumbing) at this time. As the MEP scope represent that majority of a construction project, more detailed costs will be available within the 60 days. The full construction bid will be issued in January 2021. The typology of this property is not typical of projects in the MOHCD pipeline and therefore evaluation of the comparable costs is difficult. Given the information currently

available however, the cost appears to be appropriate at this stage. Across MOHCD’s pipeline, the average construction cost per unit is \$531,676 and average cost per square foot is \$525, compared to \$541,943/unit and \$463/psf for the subject project. The value engineering work has not yet commenced in earnest and the design build work of the MEP scopes should also result in efficiencies.

4. FINANCING PLAN

Updated Sources and Uses Summary

Predevelopment Sources	Amount	Terms	Status
MOHCD Acquisition Loan	\$4,729,783	3 yrs. @ 3% Res Rec	Fully Drawn
MOHCD Predevelopment Loan	\$5,000,000	3 yrs. @ 3% Res Rec	Awarded
Total	\$9,729,783		
Permanent Sources	Amount	Terms	Status
MOHCD	\$46,257,638	55 yrs. @ 3% Res Rec	This Request
Permanent Bank Loan	\$45,140,000	40 yrs. @ 3.85%	Not Committed
Tax Credit Equity	\$51,668,544	\$0.94 per credit	Not Committed
Commercial Loan	\$433,000		Not Committed
CalHFA MIP Loan	\$10,050,000	55 yrs. @ 2.75% Res Rec	Not Committed
Deferred Accrued Interest (MOHCD)	\$2,334,352		Not Committed
GP Equity Contribution	\$3,270,000		Not Committed
Def Dev Fee	\$3,500,000		Not Committed
Total	\$162,650,534		
Uses	Amount	Per Unit	Per GSF
Acquisition Costs, including Holding Costs and Transfer Taxes	\$9,918,250	\$48,858	\$343
Hard Costs	\$110,014,329	\$541,943	\$463
Soft Costs	\$32,717,955	\$161,172	\$138

Developer Fee	\$10,000,000	\$49,261	\$42
Total	\$162,650,534	\$801,234	\$684

Potential/Proposed Permanent Financing.

The Sponsor proposes to use the following permanent sources for the Project:

MOHCD (\$46,257,638) – TNDC anticipates a preliminary gap commitment of \$40,000,000, which is \$10,000,000 more than requested the last time this Project was at Loan Committee. This is largely due to the loss of state tax credits as a source. Still, the proposed gap is \$227,870/unit without land, which is less than the average per unit MOHCD subsidy of \$250,000 to \$350,000 per unit.

Private Mortgage (\$45,140,000) – The lender/bond purchaser is to be determined, subject to approval by MOHCD. TNDC is assuming a 3.85% interest rate with 40-year amortization and 17-year term. At the final gap financing request, the interest rate will be adjusted to actual interest rate; any savings generated from reductions to the interest rate must be applied to reduce MOHCD’s loan.

4% Tax Credit Equity (\$51,668,544) – TNDC is assuming equity pricing at \$0.94. The Sponsor will apply for 4% Tax Credits on September 24, 2020, under CDLAC’s “CalHFA MIP” category; the project’s accompanying application for a bond allocation of approximately \$90MM was submitted on June 11 and approved on September 16. The Project earned 125 points of the maximum 130 points in this category per the preliminary scoring published by CDLAC.

Construction Loan (\$98,024,814): The construction loan will be paid off by the permanent financing and tax credit equity. The tax-exempt bond allocation request is approximately \$90MM and will require an estimated, additional \$8MM taxable tail to support the needed construction financing. The construction loan has a 24 month term and has an estimated interest rate of 3.4% for the tax-exempt portion and 3.65% for the taxable portion.

Commercial Space Loan (\$433,000): There is little information provided at this time regarding the commercial loan. TNDC established the loan value by calculating the debt based on income of \$3.75 per sf per month (cost psf * 12 months * 1,970 sqft * 50% vacancy with 1.15% DCR, 4% interest and 15 year term.) TNDC’s expectation is that a likely use of at least half the space will for non-profit office space offered at reduced rent and the financing tradeoff will be that they can reduce the vacancy assumption from 50%. A complete commercial space plan will be a condition of the gap loan.

General Partner Equity Contribution (\$3,270,000) – TNDC will take the maximum allowable developer fee under TCAC and the general partner will contribute to the Project consistent with MOHCD guidelines.

Deferred Developer Fee (\$3,500,000) – TNDC will take the maximum MOHCD allowable deferred developer fee.

CalHFA MIP Soft Loan (\$10,050,000) – This is a residual receipts loan provided by CalHFA through their Mixed Income Program (“MIP”) to encourage mixed income projects. CalHFA issues the bonds for any projects receiving a MIP loan. The Sponsor has been in conversation with CalHFA about meeting the current requirements of the MIP and has received assurances that this Project does. The loan has a 55-year term and an estimated 2.75% interest rate.

Uses Evaluation

Development Budget		
Underwriting Standard	Meets Standard? (Y/N)	Notes
Hard Cost per unit are within standards	Y	\$541,943/unit.
Construction Hard Cost Contingency is at least 5% (new construction) or 15% (rehab)	Y	Hard Cost Contingency is just under 5%. There is \$1.96 million for contingency in the GC budget, and no design/bid/escalation contingency included.
Architecture and Engineering Fees are within standards	Y	Yes, but contract must still be executed.
Construction Management Fees are within standards	Y	Construction Management Fee is sized at \$250,000.
Residential Developer Fee is within standards, see also disbursement chart below.	N (waiver requested)	Total Residential Developer Fee is \$10,000,000 Total Project Management Fee is \$1,100,000. Total At-Risk Dev Fee is \$1,130,000. GP Equity is \$3,270,000 Deferred Developer Fee: \$3,500,000
Soft Cost Contingency is 10% per standards	N	Soft Cost Contingency is just under 2%.
Capitalized Operating Reserves are a minimum of 3 months	Y	Capitalized Operating Reserve is a minimum of 3 months. That amount would be \$486,474. However, this budget includes \$1,067,129 for COR, which must be evaluated at gap loan approval.
Furnishings	Y	This is budgeted lower than the maximum allowed.

MOHCD staff recommends approval of the waiver to the developer fee policy requested through this loan evaluation, according to the distribution chart below.

Developer Fee Disbursement Schedule		
Payment Milestone	% of Project Mgmt Fee	Amount
At closing of pre-development financing	23%	\$250,000
At entitlements	23%	\$250,000
Construction Close	27%	\$300,000
During Construction at 50% Completion	18%	\$200,000
At 100% lease up	9%	\$100,000
<i>Total Project Management Fee</i>		\$1,100,000
At-Risk Fee		\$2,130,000
At Closing of Commercial Loan		N/A
Total Cash Developer Fee		\$3,230,000
Deferred Fee		\$3,500,000
Commercial Fee		\$0
GP Equity		\$3,270,000
Total Developer Fee		\$10,000,000

5. PROJECT OPERATIONS

There have been some updates to the Unit Mix approved at the spring Loan Committee. These updates, which are included in the permitted set of drawings, actually address changes made while Tishman was still involved with the project. Previously, the unit mix at 921 Howard needed to track that of Tishman’s Creamery project to comply with Inclusionary Program requirements, so when the Creamery project was amended, 921 Howard was updated also. There are therefore fewer 3 bedroom units and an increased number of studios (now 33) planned for 921 Howard than were presented in spring 2020.

Units and Income Restrictions

Unit Size	No. of Units	Maximum Income Level
Studio	17	67% of Median Income
1BR	41	67% of Median Income
2BR	41	67% of Median Income
3BR	3	67% of Median Income
Studio	8	79% of Median Income
1BR	20	79% of Median Income
2BR	19	79% of Median Income
3BR	1	79% of Median Income
Studio	8	105% of Median Income
1BR	21	105% of Median Income
2BR	21	105% of Median Income
3BR	1	105% of Median Income
1BR	2	Manager's Units

Operating Budget Evaluation

Operating Proforma		
Underwriting Standard	Meets Standard? (Y/N)	Notes
Debt Service Coverage Ratio stays above 1:1 through Year 17	Y	DSCR is 1.16 at Year 1 and 1.4 at Year 17.
Vacancy meets TCAC Standards	Y	Vacancy is 5%.
Annual Income Growth is increased at 2.5% per year	Y	Residential income escalation factor is 2.5%.
Annual Operating Expenses are increased at 3.5% per year	Y	Expenses escalation factor is 3.5%.

Base year operating expenses per unit are reasonable per comparables	Y	Total Operating Expenses are \$10,160 per unit/yr, comparable to others with no desk coverage.
Property Management Fee is at allowable HUD Maximum	Y	Total Property Management Fee is \$165,648 or \$68 PUPM.
Property Management staffing level is reasonable per comparables	Y	Property management staff will include 1 FTE general manager, and 1 FTE assistant manager, as well as maintenance and janitorial. There is no desk clerk coverage included.
Asset Management and Partnership Management Fees meet standards	Y	Annual AM Fee is \$21,900/yr.
Replacement Reserve Deposits meet or exceed TCAC minimum standards	Y	Replacement Reserves are \$500 per unit per year per CalHFA requirements.
Limited Partnership Asset Management Fee meets standards	Y	LP Asset Management Fee is \$5,000 below-the-line.
Resident Services ratio meets standards	N	Current proposal is for 1FTE social worker at \$135,335/yr. This building focuses on residents with moderate incomes, however, so this must be reviewed prior to gap commitment.
Commercial Budget provided and meets Commercial Space Policy Guidelines	N	This must be provided prior to gap loan commitment.

6. PREVIOUS CONDITIONS OF APPROVAL SATISFIED

Below is the status of the conditions outline in the April 3, 2020 Loan Evaluation.

Prior to drawing down predevelopment loan:

- Sponsor will provide evidence of CalHFA funding commitments prior to drawing down predevelopment loan
Not satisfied, though item considered complete. Staff recommends new condition related to financial feasibility.

90 days prior to Gap loan approval:

- Sponsor will provide Commercial Space Plan to MOHCD no less than 90 days prior to loan committee date for gap loan.
Pending – TNDC provided MOHCD with a plan to engage local stakeholders such as Kultivate Labs to identify an appropriate commercial space tenants. Due to ongoing certainties tied the Covid-19 pandemic and overall San Francisco commercial market, MOHCD will require an updated plan.
- Sponsor to provide MOHCD with requested documentation to justify acquisition costs.
Completed – TNDC provided the following breakdown as justification for the acquisition costs:

<i>Payoff TOAH Loan</i>	<i>\$4,000,000</i>
<i>Payoff Enterprise Loan</i>	<i>\$3,100,000</i>
<i>Reimburse TNDC for predevelopment expenses prior to 2020</i>	<i>\$1,225,000</i>
<i>Misc. (includes transfer tax, title, escrow, acquisition legal costs)</i>	<i>\$684,000</i>
TOTAL	\$9,009,000

- Sponsor will work with the architect to establish an acceptable fee, subject to MOHCD approval, in keeping with the MOHCD Fee Proposal Guidelines for Architect and Engineering Basic Services.

Complete.

7. STAFF RECCOMENDATION

Conditions prior to final financing gap request:

Below are new conditions prior to financing gap related to this request.

- Sponsor will demonstrate evidence of financial feasibility of the project prior to gap Loan Committee approval. Sponsor will be required to provide a permanent budget that shows financially feasible sources and uses for Loan Committee’s review. The City will condition developer fee disbursement at a minimum during predevelopment related to TNDC’s ability to achieve milestones related to this.
- (Carryover, due date adjusted) Sponsor will provide Commercial Space Plan to MOHCD no less than 30 days prior to Loan Committee date for gap loan.
- Sponsor will provide signed LOIs from commercial tenants prior to MOHCD’s gap loan closing.
- Sponsor will provide MOHCD with information outlining cost containment, efficiencies and innovation strategies to reduce overall project costs and maximize efficiency of MOHCD gap loans.
- Sponsor will provide operating budget, including any resident services paid from operating, that meets MOHCD underwriting guidelines. Any changes to the current proposed staffing will need to be presented to MOHCD no less than 30 days prior to Loan Committee date for gap loan.

- Sponsor will provide development budget that meet MOHCD underwriting guidelines and commercial space policy requirements.
- Sponsor will provide for MOHCD review any Request for Proposals (RFPs) for equity investors before it is finalized and released for investors.
- Sponsor will provide for MOHCD review all raw financial data from developer or financial consultant prior to selection.
- Sponsor will provide for MOHCD review and approval all selected investors.
- Sponsor will provide for MOHCD review and approval all Letters of Intent from financial partners.

Conditions applicable Post closing:

- Sponsor will provide initial draft marketing plan within 18 months of anticipated TCO, outlining the affirmative steps TNDC will take to market the project to the City's preference program participants, including COP Holders, Displaced Tenants, and Neighborhood Residents, as well as how the marketing is consistent with the Mayor's Racial Equity statement and promotion of positive outcomes for African American San Franciscans.

LOAN COMMITTEE MODIFICATIONS

Chavez, Rosanna (MYR)

From: Shaw, Eric (MYR)
Sent: Friday, September 18, 2020 2:57 PM
To: Chavez, Rosanna (MYR)
Subject: 921 Howard - Loan Committee

I approve

Eric D. Shaw
Director

Mayor's Office of Housing and Community Development
City and County of San Francisco
1 South Van Ness Avenue, 5th Floor

Chavez, Rosanna (MYR)

From: Menjivar, Salvador (HOM)
Sent: Wednesday, September 23, 2020 4:43 PM
To: Chavez, Rosanna (MYR)
Cc: Shaw, Eric (MYR)
Subject: Approval of loan to support the GAP COMMITMENT FOR 921 HOWARD

I approve the Tenderloin Neighborhood Development Corporation (TNDC) requests for a preliminary gap commitment to support 921 Howard's application to the California Tax Credit Allocation Committee ("TCAC") for tax credits, due September 24, 2020. The preliminary gap request is for a City contribution up to \$46,257,638, for this 203-unit affordable housing development



Salvador Menjivar
Director of Housing
Pronouns: He/Him
San Francisco Department of Homelessness and Supportive Housing
salvador.menjivar1@sfgov.org | 415-308-2843

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Chavez, Rosanna (MYR)

From: Oerth, Sally (CII)
Sent: Friday, September 18, 2020 12:13 PM
To: Chavez, Rosanna (MYR)
Cc: Shaw, Eric (MYR); Blitzler, Mara (MYR)
Subject: 9/18/20 Loan Committee: 921 Howard Preliminary Gap Request approval

On behalf of Nadia Sesay, I approve the 921 Howard Preliminary Gap Request presented at the 9/18/20 Loan Committee.

Sally Oerth
Deputy Director



Chavez, Rosanna (MYR)

From: Van Degna, Anna (CON)
Sent: Friday, September 18, 2020 12:13 PM
To: Chavez, Rosanna (MYR)
Cc: Shaw, Eric (MYR)
Subject: 921 howard

Approved

Anna Van Degna

Director, Controller's Office of Public Finance
City & County of San Francisco
1 Dr. Carlton B. Goodlett Place
City Hall, Room 336
San Francisco, CA 94102
Phone: (415) 554-5956
Email: anna.vandegna@sfgov.org

LOAN COMMITTEE RECOMMENDATION

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 of Housing
Department of Homelessness and Supportive Housing

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Nadia Sesay, 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: _____

- Attachments: Attachment A – Updated Sources and Uses
 Attachment B – Updated 1st Year Operating Budget and 20-Year Cashflow
 Attachment C – Updated New Construction Cost Comparison Chart
 Attachment D – April 3, 2020 Predevelopment Loan Evaluation

Attachment A: Updated Sources and Uses

See attached.

Attachment B: Updated 1st Year Operating Budget and 20-Year Cashflow

See attached.

Attachment C: Updated New Construction Cost Comparison Chart

See attached.

Attachment D: October 4, 2019 Predevelopment Loan Evaluation

See attached.

Application Date: 9/18/2020 Project Name: 921 Howard
 Total # Units: 203 Project Address: 921 Howard St
 First Year of Operations (provide data assuming that Tenderloin Neighborhood Development
 Year 1 is a full year, i.e. 12 months of operations): 2023 Project Sponsor: Corporation
TCAC Income Limits In Use!

INCOME	Total	Comments
Residential - Tenant Rents	4,828,452	Links from 'New Proj - Rent & Unit Mix' Worksheet
Residential - Tenant Assistance Payments (Non-LOSP)	0	Links from 'New Proj - Rent & Unit Mix' Worksheet
Commercial Space	88,650	Links from 'Utilities & Other Income' Worksheet
Residential Parking	0	Links from 'Utilities & Other Income' Worksheet
Miscellaneous Rent Income	0	Links from 'Utilities & Other Income' Worksheet
Supportive Services Income	0	Links from 'Utilities & Other Income' Worksheet
Interest Income - Project Operations	0	Links from 'Utilities & Other Income' Worksheet
Laundry and Vending	14,567	Links from 'Utilities & Other Income' Worksheet
Tenant Charges	0	Links from 'Utilities & Other Income' Worksheet
Miscellaneous Residential Income	0	Links from 'Utilities & Other Income' Worksheet
Other Commercial Income	0	Links from 'Commercial Op. Budget' Worksheet
Withdrawal from Capitalized Reserve (deposit to operating account)	0	
Gross Potential Income	4,931,669	
Vacancy Loss - Residential - Tenant Rents	(241,423)	Vacancy loss is 5% of Tenant Rents.
Vacancy Loss - Residential - Tenant Assistance Payments	0	#DIV/0!
Vacancy Loss - Commercial	(44,325)	Links from 'Commercial Op. Budget' Worksheet
EFFECTIVE GROSS INCOME	4,645,922	PUPA: 22,886

OPERATING EXPENSES

Management		
Management Fee	165,648	1st Year to be set according to HUD schedule.
Asset Management Fee	21,900	
Sub-total Management Expenses	187,548	PUPA: 924

Salaries/Benefits		
Office Salaries	15,270	
Manager's Salary	170,000	General Manager and Assistant Manager
Health Insurance and Other Benefits	122,815	403b, health, rent-free unit
Other Salaries/Benefits		
Administrative Rent-Free Unit		
Sub-total Salaries/Benefits	308,085	PUPA: 1,518

Administration		
Advertising and Marketing	2,000	Recruitment
Office Expenses	55,156	Screening, office supplies, equipment, computers/software, subscriptions and dues, bank
Office Rent	6,641	
Legal Expense - Property	9,000	
Audit Expense	12,600	
Bookkeeping/Accounting Services	41,412	
Bad Debts	8,000	
Miscellaneous	26,421	Program expenses, tech support, professional fees, training
Sub-total Administration Expenses	161,231	PUPA: 794

Utilities		
Electricity	86,486	
Water	217,639	Water and sewer combined
Gas	53,241	
Sewer		
Sub-total Utilities	357,366	PUPA: 1,760

Taxes and Licenses		
Real Estate Taxes	21,274	
Payroll Taxes	39,424	
Miscellaneous Taxes, Licenses and Permits	4,931	
Sub-total Taxes and Licenses	65,629	PUPA: 323

Insurance		
Property and Liability Insurance	82,716	
Fidelity Bond Insurance		
Worker's Compensation	44,352	
Director's & Officers' Liability Insurance		
Sub-total Insurance	127,068	PUPA: 626

Maintenance & Repair		
Payroll	307,536	Asst. Facilities Manager, maintenance, janitorial
Supplies	42,273	
Contracts	51,117	Exterminating, grounds, elevator, maintenance contracts
Garbage and Trash Removal	145,751	
Security Payroll/Contract		
HVAC Repairs and Maintenance	4,951	
Vehicle and Maintenance Equipment Operation and Repairs	1,430	
Miscellaneous Operating and Maintenance Expenses	50,588	Fire, life safety, plumbing repairs, appliances, staff uniforms
Sub-total Maintenance & Repair Expenses	603,636	PUPA: 2,974

Supportive Services	135,335	1 FTE
Commercial Expenses	0	Links from 'Commercial Op. Budget' Worksheet

TOTAL OPERATING EXPENSES 1,945,897 PUPA: 9,586

Reserves/Ground Lease Base Rent/Bond Fees

Ground Lease Base Rent	15,000	Ground lease with MOHCD	Provide additional comments here, if needed.
Bond Monitoring Fee			
Replacement Reserve Deposit	101,500		
Operating Reserve Deposit			
Other Required Reserve 1 Deposit			
Other Required Reserve 2 Deposit			
Required Reserve Deposits, Commercial	0	Links from 'Commercial Op. Budget' Worksheet	
Sub-total Reserves/Ground Lease Base Rent/Bond Fees	116,500	PUPA: 574	

Min DSCR: 1.15
 Mortgage Rate: 3.85%
 Term (Years): 40
 Supportable 1st Mortgage Pmt: 2,246,543
 Supportable 1st Mortgage Amt: \$45,811,373
 Proposed 1st Mortgage Amt: \$45,140,000

TOTAL OPERATING EXPENSES (w/ Reserves/GL Base Rent/ Bond Fees) 2,062,397 PUPA: 10,160

NET OPERATING INCOME (INCOME minus OP EXPENSES) 2,583,524 PUPA: 12,727

DEBT SERVICE/MUST PAY PAYMENTS (hard debt/amortized loans)

Hard Debt - First Lender	2,213,619	Perm Loan	Provide additional comments here, if needed.
Hard Debt - Second Lender (HCD Program 0.42% pymt, or other 2nd Len)	0		Provide additional comments here, if needed.
Hard Debt - Third Lender (Other HCD Program, or other 3rd Lender)	0		Provide additional comments here, if needed.
Hard Debt - Fourth Lender	0		Provide additional comments here, if needed.
Commercial Hard Debt Service	0	Links from 'Commercial Op. Budget' Worksheet	
TOTAL HARD DEBT SERVICE	2,213,619	PUPA: 10,905	

CASH FLOW (NOI minus DEBT SERVICE) 369,905

USES OF CASH FLOW BELOW (This row also shows DSCR.) 1.17

USES THAT PRECEDE MOHCD DEBT SERVICE IN WATERFALL			
'Below-the-line' Asset Mgt fee (uncommon in new projects, see policy)	17,220	2nd	
Partnership Management Fee (see policy for limits)			
Investor Service Fee (aka 'LP Asset Mgt Fee') (see policy for limits)	5,000	1st	
Other Payments			
Non-amortizing Loan Pmt - Lender 1 (select lender in comments field)		Provide additional comments here, if needed.	
Non-amortizing Loan Pmt - Lender 2 (select lender in comments field)		Provide additional comments here, if needed.	
Deferred Developer Fee (Enter amt <= Max Fee from cell I130)	173,842	Def. Develop. Fee split: 50%	Provide additional comments here, if needed.
TOTAL PAYMENTS PRECEDING MOHCD	196,062	PUPA: 966	

RESIDUAL RECEIPTS (CASH FLOW minus PAYMENTS PRECEDING MOHCD) 173,842

Residual Receipts Calculation

Does Project have a MOHCD Residual Receipt Obligation? **Yes** Project has MOHCD ground lease? **Yes**
 Will Project Defor Developer Fee? **Yes**
 Max Deferred Developer Fee/Borrower % of Residual Receipts in Yr 1: 50% Max Deferred Developer Fee Amt (Use for data entry above. Do not link.): **173,842**
 % of Residual Receipts available for distribution to soft debt lenders in 50%

Soft Debt Lenders with Residual Receipts Obligations	(Select lender name/program from drop down)	Total Principal Amt	Distrib. of Soft Debt Loans
MOHCD/OCII - Soft Debt Loans	All MOHCD/OCII Loans payable from res. recs	\$35,440,000	99.58%
MOHCD/OCII - Ground Lease Value or Land Acq Cost	Ground Lease Value	\$150,000	0.42%
HCD (soft debt loan) - Lender 3			0.00%
Other Soft Debt Lender - Lender 4			0.00%
Other Soft Debt Lender - Lender 5			0.00%

MOHCD RESIDUAL RECEIPTS DEBT SERVICE

MOHCD Residual Receipts Amount Due	173,842	50% of residual receipts, multiplied by 100% -- MOHCD's pro rata share of all soft debt
Proposed MOHCD Residual Receipts Amount to Loan Repayment	173,842	Enter/override amount of residual receipts proposed for loan repayment.
Proposed MOHCD Residual Receipts Amount to Residual Ground Lease	0	If applicable, MOHCD residual receipts amt due LESS amt proposed for loan repaymt.

Application Date: 9/18/2020 **Project Name:** 921 Howard
Total # Units: 203 **Project Address:** 921 Howard St
First Year of Operations (provide data assuming that Year 1 is a full year, i.e. 12 months of operations): **2023** **Project Sponsor:** Tenderloin Neighborhood Development Corporation
TCAC Income Limits In Use!

REMAINING BALANCE AFTER MOHCD RESIDUAL RECEIPTS DEBT SERVICE 0

NON-MOHCD RESIDUAL RECEIPTS DEBT SERVICE	
HCD Residual Receipts Amount Due	0
Lender 4 Residual Receipts Due	0
Lender 5 Residual Receipts Due	0
Total Non-MOHCD Residual Receipts Debt Service	0

REMAINDER (Should be zero unless there are distributions below)	
Owner Distributions/Incentive Management Fee	0
Other Distributions/Uses	0
Final Balance (should be zero)	0

		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
		2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
INCOME	% annual increase										
Owner Distributions/Incentive Management Fee	Comments (related to annual inc assumptions)	Total	Total	Total	Total	Total	Total	Total	Total	Total	Total
Other Distributions/Uses		-	-	-	-	-	-	-	-	-	-
Final Balance (should be zero)		-	-	-	-	-	-	-	-	-	-
REPLACEMENT RESERVE - RUNNING BALANCE											
Replacement Reserve Starting Balance		-	101,500	203,000	304,500	406,000	507,500	609,000	710,500	812,000	913,500
Replacement Reserve Deposits		101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500
Replacement Reserve Withdrawals (ideally tied to CNA)		-	-	-	-	-	-	-	-	-	-
Replacement Reserve Interest		-	-	-	-	-	-	-	-	-	-
RR Running Balance		101,500	203,000	304,500	406,000	507,500	609,000	710,500	812,000	913,500	1,015,000
	RR Balance/Unit	\$500	\$1,000	\$1,500	\$2,000	\$2,500	\$3,000	\$3,500	\$4,000	\$4,500	\$5,000
OPERATING RESERVE - RUNNING BALANCE											
Operating Reserve Starting Balance		-	-	-	-	-	-	-	-	-	-
Operating Reserve Deposits		-	-	-	-	-	-	-	-	-	-
Operating Reserve Withdrawals		-	-	-	-	-	-	-	-	-	-
Operating Reserve Interest		-	-	-	-	-	-	-	-	-	-
OR Running Balance		-	-	-	-	-	-	-	-	-	-
	OR Balance as a % of Prior Yr Op Exps + Debt Service		0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
OTHER REQUIRED RESERVE 1 - RUNNING BALANCE											
Other Reserve 1 Starting Balance		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Deposits		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Withdrawals		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Interest		-	-	-	-	-	-	-	-	-	-
Other Required Reserve 1 Running Balance		-	-	-	-	-	-	-	-	-	-
OTHER RESERVE 2 - RUNNING BALANCE											
Other Reserve 2 Starting Balance		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Deposits		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Withdrawals		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Interest		-	-	-	-	-	-	-	-	-	-
Other Required Reserve 2 Running Balance		-	-	-	-	-	-	-	-	-	-

		Year 11	Year 12	Year 13	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19	Year 20
		2033	2034	2035	2036	2037	2038	2039	2040	2041	2042
INCOME	% annual increase										
Owner Distributions/Incentive Management Fee	Comments (related to annual inc assumptions)	Total	Total	Total	Total	Total	Total	Total	Total	Total	Total
Other Distributions/Uses		-	-	-	-	-	346,819	375,606	393,167	410,773	428,411
Final Balance (should be zero)		-	-	-	-	-	-	-	-	-	-
REPLACEMENT RESERVE - RUNNING BALANCE											
Replacement Reserve Starting Balance		1,015,000	1,116,500	1,218,000	1,319,500	1,421,000	1,522,500	1,624,000	1,725,500	1,827,000	1,928,500
Replacement Reserve Deposits		101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500
Replacement Reserve Withdrawals (ideally tied to CNA)		-	-	-	-	-	-	-	-	-	-
Replacement Reserve Interest		-	-	-	-	-	-	-	-	-	-
RR Running Balance		1,116,500	1,218,000	1,319,500	1,421,000	1,522,500	1,624,000	1,725,500	1,827,000	1,928,500	2,030,000
	RR Balance/Unit	\$5,500	\$6,000	\$8,500	\$7,000	\$7,500	\$8,000	\$8,500	\$9,000	\$9,500	\$10,000
OPERATING RESERVE - RUNNING BALANCE											
Operating Reserve Starting Balance		-	-	-	-	-	-	-	-	-	-
Operating Reserve Deposits		-	-	-	-	-	-	-	-	-	-
Operating Reserve Withdrawals		-	-	-	-	-	-	-	-	-	-
Operating Reserve Interest		-	-	-	-	-	-	-	-	-	-
OR Running Balance		-	-	-	-	-	-	-	-	-	-
	OR Balance as a % of Prior Yr Op Exps + Debt Service	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
OTHER REQUIRED RESERVE 1 - RUNNING BALANCE											
Other Reserve 1 Starting Balance		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Deposits		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Withdrawals		-	-	-	-	-	-	-	-	-	-
Other Reserve 1 Interest		-	-	-	-	-	-	-	-	-	-
Other Required Reserve 1 Running Balance		-	-	-	-	-	-	-	-	-	-
OTHER RESERVE 2 - RUNNING BALANCE											
Other Reserve 2 Starting Balance		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Deposits		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Withdrawals		-	-	-	-	-	-	-	-	-	-
Other Reserve 2 Interest		-	-	-	-	-	-	-	-	-	-
Other Required Reserve 2 Running Balance		-	-	-	-	-	-	-	-	-	-

Citywide 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

5th and Howard (921 Howard):

\$30,000,000

(\$5,000,000 Predevelopment Loan and
\$25,000,000 Preliminary Gap Loan)

Evaluation of Request for:	Predevelopment Loan and Preliminary Gap Loan
Loan Committee Date:	April 3, 2020
Prepared By:	Jonathan Gagen
Source of Funds Recommended:	2019 General Obligation Bond Funds - \$30,000,000
NOFA/PROGRAM/RFP:	2007 Family Housing Notice of Funding Availability (NOFA)
Total Previous City Funds Committed:	\$4,729,783
Applicant/Sponsor Name:	Tenderloin Neighborhood Development Corporation (TNDC)

EXECUTIVE SUMMARY

Sponsor Information:

Project Name:	Fifth and Howard	Sponsor:	TNDC
Project Address (w/ cross St):	921 Howard Street (Fifth Street), 94103	Ultimate Borrower Entity:	TBD Tax Credit Limited Partnership

Project Summary:

Fifth and Howard will be a new construction mixed-use building located in the South of Market (SoMa) neighborhood. The Project site (the "Site") was purchased in 2007 with funds from MOHCD by the Tenderloin Neighborhood Development Corporation ("TNDC" or the "Sponsor"), and consists of five existing parcels. A parking lot occupies the largest of the lots, and the smaller lots contain several existing one and two-story industrial buildings. Once all the existing lots are assembled, the site will total 20,298 square feet. Surrounding lots include a mix of uses, including commercial and residential. The InterContinental Hotel is across the street, and the Moscone Convention Center is located a block away at the intersection of Fourth and Howard Streets.

The Sponsor proposes to build 203 units, inclusive of two managers units. The unit mix includes 15 studios, 84 one-bedrooms, 88 two-bedrooms and 16 three-bedrooms. Because the Project intends to participate in the California Housing Finance Agency's (CalHFA) Mixed-Income Program (MIP), the project is underwritten using California Tax Credit Allocation Committee (TCAC) Area Median Income (AMI) levels in lieu of MOHCD AMI levels, and includes a mix of low-income, moderate-income and market-rate units with 50% of the units at 50% TCAC AMI, 28% at 70% TCAC AMI and 10% at 80% TCAC AMI. The remaining units range from 100% TCAC AMI to 110% AMI in conformance with MIP guidelines. In addition to the residential portion, the project will include a small ground floor commercial space that will be approximately 1,970 square feet. Project residential amenities include a community room, a community garden, property management and service provider offices, three parking spaces for staff members and bicycle parking. Proposed sources of financing include a gap soft loan from MOHCD, 4% tax credit equity, state tax credits equity, a tax exempt mortgage from the CalHFA, and a CalHFA MIP soft loan.

Preliminary gap approval is requested so that MOHCD can issue a gap loan commitment letter for the project's CalHFA application.

Project Description:

Construction Type:	Type IA	Project Type:	New Construction
Number of Stories:	18	Lot Size (acres and sf):	0.66 acres / 28,893 sf
Number of Units:	203	Architect:	Perry Architects

Total Residential Area:	233,710 sf	General Contractor:	TBD
Total Commercial Area:	1,970 sf	Property Manager:	Tenderloin Neighborhood Development Corporation (TNDC)
Total Building Area:	235,680 sf	Supervisor and District:	Matt Haney, District 6
Land Owner:	TNDC		
Total Development Cost (TDC):	\$160,693,932	Total Acquisition Cost:	\$9,009,000
TDC/unit:	\$791,596	TDC less land cost/unit:	\$747,216
Loan Amount Requested:	\$30,000,000	Request Amount / unit:	\$147,783
HOME Funds?	No	Parking:	Three parking spaces for building staff

PRINCIPAL DEVELOPMENT ISSUES

1. **Development restrictions on other site:** 921 Howard will be constructed on five of the ten original parcels, and the Sponsor intends to bank the five other parcels for future development. While the Sponsor has not generated development plans for the other parcels, they will still be encumbered by restrictions tied to a MOHCD acquisition loan made in 2009. Please see Section 1 for further explanation.
2. **Construction cost estimation reliability:** The Sponsor provided a construction estimate from August 2018 and is not likely to have updated information until after the April 3, 2020 Loan Committee date. MOHCD can provide up to \$30 million for this project, so both the Sponsor and MOHCD staff will need to be sure all cost containment strategies are implemented. Please see Section 4.4 for further explanation.
3. **Marketability of unrestricted and middle-income units:** The project includes 50% low-income and 50% moderate income units. While the Sponsor has substantial experience marketing low-income units, the Sponsor has less experience marketing moderate-income units. Additionally, current changing market conditions pose a risk to the feasibility of the current unit mix. MOHCD will require that the Sponsor provide a marketing strategy memo and secure marketing consulting services. Please see section 4.8 for further explanation.

4. **Uncertainties around CalHFA funding and tax credits:** the CalHFA funding sources are expected to be highly competitive, and CalHFA funding requires that the project pursue an expedited predevelopment schedule. The Sponsor has devised an alternate financing plan if CalHFA does not proceed with the project. This plan includes highly competitive states sources. Please see Section 6.5.1 for further explanation.

SOURCES AND USES SUMMARY

Predevelopment Sources	Amount	Terms	Status
MOHCD	\$5,000,000	55 yrs. @ 0-3% Res Rec	This request
Total	\$5,000,000		

Permanent Sources	Amount	Terms	Status
CalHFA Permanent Loan	\$42,740,000	40 years @ 4.55%	Not Com
Permanent Commercial Loan	\$230,000	15 years @ 4.35%	Not Com
CalHFA MIP Loan	\$11,100,000	55 years @ 2.75%	Not Com
MOHCD – 2019 GO Bond Funds	\$30,000,000	55 yrs. @ 0-3% Res Rec	This Request
Deferred Developer Fee	\$3,500,000	n/a	Not Com
GP Equity	\$3,270,000	n/a	Not Com
LIHTC Equity	\$53,573,727	\$1.00	Not Com
State Tax Credits Equity	\$14,628,595	\$0.81	Not Com
Accrued Deferred Interest – MOHCD Gap	\$1,651,610	n/a	Not Com
Total	160,693,932		

Uses	Amount	Per Unit	Per SF
Acquisition*	\$9,009,000	\$44,379	\$38
Hard Costs	\$114,933,210	\$566,173	\$488
Soft Costs	\$25,515,155	\$125,690	\$108
Developer Fee	\$10,000,000	\$49,261	\$42
Total	\$160,693,932	\$791,595	\$682

* Note: \$4.7 million

1. BACKGROUND

1.1. Project History Leading to This Request.

921 Howard, also known as “5th and Howard” dates back to December 2007, when it started as a joint venture between TNDC and Citizens Housing Corporation (“Citizens”). The joint venture responded to MOHCD’s 2007 Family Housing Notice of Funding Availability (NOFA) and proposed a 9-story family development with 134 units. The proposed project involved assembling ten parcels totaling 32,000 square feet. Shortly after MOHCD awarded the project to the team, TNDC and Citizens entered into two-year option to acquire the site for \$11.5 million. Due to lowering property prices, the original development team successfully negotiated a lower purchase price of \$9.7 million, and the team entered into an amendment to the purchase and sale agreement on June 30, 2009. Later in 2009, TNDC acquired Citizens’ portfolio and took the lead in developing the Site.

To finance the acquisition, TNDC and Citizens secured a funding commitment from Enterprise Community Loan Fund for a loan of \$6.79 million. As part of the NOFA, MOHCD provided the development team with an acquisition loan in the amount of \$4,729,783. The MOHCD acquisition loan had the following terms per the project’s August 21, 2009 loan evaluation:

- Term: The loan is due in full if Sponsor repays Enterprise loan or sells property; otherwise, loan has a 55 year term.
- Rate: 15% if property is sold; accrued interest reduced to 3% if project proceeds and accrued interest at 12% interest rate shall be forgiven upon repayment of Enterprise loan
- Repayment: Fully due and payable upon sale if property is sold; converted to residual receipts if project proceeds

Enterprise has restructured the loan, and the remaining principal balance is now \$4 million, with the term extended to 30 years. Currently, TNDC is in negotiation with the San Francisco Housing Accelerator Fund (HAF) to secure a \$7.65 million loan to take out the Enterprise financing. While TNDC has not signed a term sheet with HAF, the anticipated terms are that the loan will include a 2.75% interest rate and a 2-year term, with a 1-year extension option. The Sponsor has been using rental income from the Site’s tenants to support loan payments and other Site carrying costs. The Sponsor will use income to pay for HAF’s origination and legal fees, plus the cost of an appraisal.

Since the acquisition and initial City-investment, the Sponsor has explored other means to develop the Site. In early 2010, the Sponsor entered into a Memorandum of Understanding with Archstone to co-develop a 150-unit mixed-income project, with 50% of the units available to low-income households. More recently, the Sponsor negotiated a deal with Tishman Speyer whereby the project would provide off-site inclusionary units to satisfy requirements tied to their Creamery project at 4th and Townsend. Due to rising construction costs, Tishman Speyer opted not to move forward with this deal. As a result, the Sponsor began exploring using CalHFA financing to build a project for low-income

This project entails the development approximately 63% of the original 32,000 square foot site; the Sponsor intends to continue land banking the balance of the site for a future project (“B Site”). The Sponsor submitted an application to subdivide the site to the San Francisco Bureau of Streets and Mapping in February 2020. MOHCD staff recommend that completion of the subdivision package be a condition of construction closing. The B Site parcel will remain subject to MOHCD restrictions, which will be further defined at the time of gap loan approval.

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

TNDC was founded in 1981 with the acquisition of a single property and a commitment to creating permanently affordable homes for low-income San Franciscans. Over its 37-year history, TNDC has developed over 3,500 homes.

TNDC’s in-house Property Management, Tenant Services, Asset Management, Accounting, and Community Organizing teams will also be key to ensure the Project’s transition from development and construction into leasing and stabilized operations. Additional information regarding the proposed project manager qualifications, the organization’s development achievements in San Francisco serving the target populations, and the experience of its asset management affiliate can be found on attachments C and D.

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

Site Description	
Zoning:	Under the Central SoMa Plan, the Site is designated as MUR (Mixed Use Residential) which allows for housing above commercial uses. The Central SoMa Plan re-zoning in 2018 allowed the Sponsor to increase the building’s height to 18 stories.
Maximum units allowed by current zoning (N/A if rehab):	205
Number of units added or removed (rehab only, if applicable):	N/A
Seismic (if applicable):	Seismic Zone 4; PML SUL: New Construction
Soil type:	Treadwell and Rollo conducted geotechnical investigations in March 2008 and prepared a report dated April 28, 2008. They found that the site is underlain with heterogeneous fill, dune sand, weak compressible marsh deposits and very dense and clay sand. They recommended that the original proposed 9-story building be built on pile foundations. Rollo and Ridley performed a follow up geotechnical investigation dated August 23, 2017. This report included soils analysis, and recommended the use of driven piles to

	extend to depths of 29 to 52 feet below the surface. Please see Section 4.4 for further explanation.
Environmental Review:	<ul style="list-style-type: none"> December 14, 2016: The Draft Environmental Impact Report (EIR) for the Central SoMa Plan covers the Site. March 30, 2010: Phase I Environmental Site Assessment (ESA) prepared by URS Corporation for the Department of Public Works, Bureau of Construction Management. November 21, 2012: Phase I ESA prepared by ACC Environmental Consultants for the Sponsor. National Environmental Protection Act (NEPA) review is not required for this project.
Adjacent uses (North):	The InterContinental Hotel, a 32-story building containing 550 hotel rooms is directly north of the Site.
Adjacent uses (South):	Recently constructed 8-story residential building, plus older 3 and 4-story residential buildings lining Tehama Street.
Adjacent uses (East):	Large 3-story commercial building that contains a Burlington Coat Factory retail store.
Adjacent uses (West):	An outdoor parking lot and several 2 and 3-story industrial buildings are directly west of the Site.
Neighborhood Amenities within 0.5 miles:	The Moscone Convention Center is located at the intersection of 4 th and Howard Street. Within two blocks of the Site is Yerba Buena Gardens, including the Children’s Garden and carousel, which provides publicly accessible recreational facilities. The Children’s Garden is surrounded by the Children’s Creativity Museum, Yerba Buena Gardens Child Development Center, and the Yerba Buena Ice Skating and Bowling Center. Cultural facilities within walking distance are the Yerba Buena Center for the Arts, the Contemporary Jewish Museum, Museum of the African Diaspora, and the San Francisco Modern Art Museum. The Site is also within a short distance to retail services that provide essential items such as food, medicine, banks and other convenience shopping. Trader Joe’s, Whole Foods, and a mini-Target are within 0.25 miles of the Site. Also, within ¼ mile are schools (the Bessie Carmichael Elementary School campus is within 600 ft.) and several places of worship.
Public Transportation within 0.5 miles:	BART, MUNI light rail stations, and several bus line stops including stops for the 9, 9X, 14, and 14R lines are within ¼ mile from the Site.
Article 34:	Not exempt – application approved February 10, 2020.
Article 38:	Not exempt – application pending.
Accessibility:	The project will include 21 mobility units and 8 communication units. All units will be mobility adaptable.
Green Building:	Green Point Rated application is pending; the project is targeting a rating of 125, which is equivalent to LEED Certified Gold.
Recycled Water:	Not exempt.

Storm Water Management:	The Storm Water Management plan submission is pending.
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Zoning.

Prior to December 2018, the Site’s zoning designation was M-1 – Light Industrial. The San Francisco Board of Supervisors passed the Central SoMa Plan on December 4th, 2018, re-designating the site as MUR (Mixed Use Residential), allowing the Project to include housing over retail. There is currently pending litigation against the City related to the Central SOMA Plan. Since there has been no injunction, the City is able to proceed with necessary project approvals. This project is expected to qualify for SB35, as well as either Affordable Housing Density Bonus or State Density Bonus programs, that will afford it expedited approvals for both CEQA (for which it is exempt per SB35 guidelines) and land use entitlements.

2.1. Probable Maximum Loss.

N/A

2.2. Local/Federal Environmental Review.

On December 14, 2016, the City released the draft EIR for the Central SoMa Plan including general plan amendments and zoning changes that affect land use requirements and entitlements in a portion of the South of Market Neighborhood, an area that includes the Site. The Central SoMa community planning process began in 2011 with a series of workshops in the neighborhood, with the goal of developing new zoning controls and prioritizing capital investments for the portion of the SoMa neighborhood adjacent to the Central Subway. The community planning process sought to address other issues critical to this neighborhood, including affordable housing, transportation, parks and open space, urban design, and community facilities.

ACC Environmental Consultants prepared a Phase I Environmental Site Assessment dated November 21, 2012 for the Sponsor.

2.3. Environmental Issues.

Phase I/II Site Assessment Status and Results.

ACC Environmental Consultants prepared a Phase I Environmental Site Assessment dated November 21, 2012 which indicated that the Site is within the Maher Zone, requiring further analysis of the soils. The Phase I summarizes ACC’s soil characterization report, dated April 14, 2008, which revealed elevated lead levels in the soil.

The Sponsor will be responsible for providing an updated Phase I and, if needed, a Phase II.

2.4. Green Building.

The Sponsor is working to determine the necessary level of sustainable systems and technology for the building, balancing the Central SoMa Plan's goal to create an Eco-District designation with the high development costs already anticipated to meet code. The Sponsor will need to meet the City's Green Building Ordinance requirement that the project reach a Green Point Rating of at least 125.

3. OTHER ENTITLEMENTS ISSUES

3.1. Community Support.

The Sponsor has engaged the community at several points throughout the project's twelve-year history. More recent community outreach efforts have included the following:

- The South of Market Project Area Committee (SOMPAC) has continuously supported the project since its original inception in 2008.
- The Sponsor has discussed the project with the Yerba Buena Consortium, last in June 2016, and will plan a follow up meeting to discuss.
- The project team has held community meetings with the District 6 Community Planners in April 2018 and the general community. During each meeting, community members expressed support, although local business owners expressed concerns about the impacts of construction.
- TNDC plans to engage further with community stakeholders such as SOMCAN, TODCO, and CCHO, as well as with the District 6 supervisor's office, as the deal unfolds further, particularly about the income targeting at this building.
- While the project has not received significant community pushback, several key community stakeholders were opposed to the Central SoMa rezoning. TNDC's outreach plan will need to specifically outline an outreach plan to these stakeholders.

MOHCD staff recommend requiring that the Sponsor provide a much more robust outreach plan and make substantial progress in stakeholder outreach before gap loan Loan Committee. In addition to discussing the proposed building's design, TNDC must build support for proposed AMI mix.

4. DEVELOPMENT PLAN

4.1. Site Control.

The Site is owned by TNDC. At the time construction closing, it is anticipated that MOHCD will take ownership of the land, and MOHCD will then enter into a 75-year ground lease agreement with the Sponsor LP for the Site, with an option to extend to a total of 99 years.

4.1.1. Proposed Property Ownership Structure

A to-be-determined limited partnership controlled by Sponsor will hold the above-described long-term lease of the Site and own the improvements .

4.2. Proposed Design.

The proposed project is an 18-story, 180 foot high, high-rise residential mixed use building. No below grade program is proposed. The ground floor program includes some retail/commercial space and an elevator lobby entrance for residents with access from Howard Street, bike parking, and utility rooms. A landscaped terrace is proposed for the third floor. Shared laundry rooms will be located on the 2nd, 7th, and 11th floors. Most of the building systems operations are located on the ground floor. A curb cut and vehicular access for 3 parking spaces, including a disability access spot, will be located off Tehama Street.

The current schematic design is being re-worked to meet public financing requirements. Current plans for the Type 1A, (concrete frame with concrete shear walls and deep foundations) development include a mix of 15 studios, 84 1-bedrooms, 88 2-bedrooms, and 16 3-bedroom units totaling 203 units. The approximate total gross square footage is 235,680 square feet. The team is currently redesigning the program to provide for 11B units, changes to the building core to accommodate disability access requirements, and increased trash chute service. The team plans to begin construction in December 2020 and is currently seeking entitlement under SB35 and the State Density Bonus Program. The estimated length of construction is projected to be 24 months and the development team is currently engaged in a procurement process for a general contractor.

It is notable that this is the first time that MOHCD has directly funded an 18-story building with restricted income residents. The Site has great resources to support high density and a broad mix of incomes. Based on experience at existing taller properties, the Sponsor should further evaluate security/access design and elevator capacity and maintenance considerations.

4.3. Proposed Rehab Scope.

N/A

4.4. Construction Supervisor/Construction Specialist's Evaluation of design/scope, including efforts to contain costs, appropriateness of proposed systems, finishes, and amenities:

This cost analysis and cost comparison chart is based on a 2018 Concept Design cost estimate provided to the Sponsor by a large general contractor. The estimate has been marked up to account for escalation through to December of 2020. The numbers have also been increased by 5% to account for re-design due to public finance requirements (please see section 4.2). The hard cost estimate is therefore \$114,933,210. Though, MOHCD has never funded a high-rise project, so a true comparison is made a little more difficult without a truly comparable data set. For purposes of the cost comparison chart, we used mid-rise type I construction and some type III sites since those projects have similarly large scale. The per unit cost of \$566,173 is 4% higher than the MOCHD average for the same predevelopment pipeline and is best explained by the scale the project enjoys. The project's 203 units and 235,680 gross square feet speak to the scale of this building where costs can be spread over a larger area. Additional design efficiencies include, stacked units with stacked plumbing, repetitive window sizes, and repeated floor layouts. The forthcoming Schematic Design estimate should identify which design factors are driving costs and potential savings.

The project is currently being re-designed and the development team is in the process of selecting a general contractor. The new schematic design will be provided to the selected GC for updated pricing in April 2020. We expect to see an updated value engineering options list at that time. One factor of the estimated costs to keep an eye on is the foundation design recommended by the August 23, 2017 geotechnical report, which suggests using driven piles. The piles will need to extend to depths of between 29 to 52 feet below grade surface. The recommended piles were also to be approximately between 12.75" and 18" in diameter. Concrete is expected to be a large share of the forthcoming Schematic Design cost estimate and we will monitor this as the pricing comes in.

4.5. Commercial Space.

The Project proposal includes 1,970 square feet of commercial space facing 5th Street. The commercial space will be developed as a cold shell only and will be separated into a distinct condo parcel per CalHFA's requirements. The Sponsor is open to community-serving retail, but they have not yet initiated discussions with potential tenants. MOHCD staff recommends that the Sponsor engage with community stakeholders such as SOMA Pilipinas to secure a community-appropriate tenants for the space.

The commercial space is currently planned to be cold shell. While the Sponsor has not secured Letters of Intent (LOI) from potential tenants, this will be required prior to gap loan Loan Committee approval.

Should the sponsor use MOHCD funding to pay for warm shell commercial space improvements, the use of the space must conform to MOHCD's Commercial Space Policy. Further, a condition of this loan will be establishment of a Commercial Space Plan to be submitted to MOHCD no later than 90 days prior to request made for gap loan funds, and signed LOIs from commercial tenants will be a condition of MOHCD's gap loan closing.

4.6. Service Space.

While the project will not include formerly homeless households, there will be services space and an office for one social worker. The Sponsor has proposed included one full time social worker to serve the 50% AMI households.

4.7. Target Population

The project's proposed population mix includes low- and moderate-income households and does not include units targeting formerly homeless households. The project is underwritten to TCAC AMIs per CalHFA requirements. The AMI mix is designed to maximize the rental income achievable within the CalHFA Mixed Income Program's constraints, while structuring the project with as many 4% tax-credit units as possible. None of the tax credit units are restricted below 50% TCAC AMI because the MIP program only funds units between 50% -120% TCAC AMI. Half the total units are at 50% TCAC AMI and the other 40% are distributed among 70% and 80% TCAC AMI with an approximate ratio of 2.5:1.

In terms of MOHCD AMI bands, the project includes 50% of units at 60%-65% AMI, 28% at 85%-90% MOHCD AMI, and 10% at 95-105% MOHCD AMI. The remaining units range from 130% MOHCD AMI to 140% MOHCD AMI. The average MOHCD AMI is 117% AMI. Please see the chart in Section 8.2 for further explanation.

The Sponsor commissioned a market study dated February 10, 2020, which indicates that the market can support up to 100% TCAC AMI for a studio apartment and 110% TCAC AMI for 1-3 bedroom apartments. MOHCD staff has reviewed and approved the market study.

4.8. Marketing & Occupancy Preferences

MOHCD’s marketing policies and procedures will be applied to all units except the on-site staff units. While the Sponsor has experience meeting MOHCD marketing guidelines, 921 Howard poses unique marketing challenges to TNDC in that 50% of the building will consist of moderate-income residents. MOHCD staff recommends that TNDC secure consulting services to ensure successful lease-up of the moderate-income units. In addition to a marketing consultant, MOHCD staff recommends that the Sponsor submit a marketing strategy memo explaining how they will address the project’s unique marketing needs prior to gap loan Loan Committee.

The following preferences will apply:

1. Certificate of Preference Program
2. Displaced Tenants Housing Preference
3. Neighborhood Residential Housing Preference
4. Live/Work in San Francisco

4.9. Relocation.

The site is currently occupied by a parking lot provider, a bedding store and a storage facility. Additionally, there is a billboard located on the parking lot. California Relocation Law does apply. Overland, Pacific & Cutler, Inc. is working on a relocation plan, which will be required by gap loan Loan Committee approval. The Sponsor has since entered into month-to-month leases with each tenant.

5. DEVELOPMENT TEAM

TNDC will serve as the developer, property manager and services provider for this Project. The project manager for the development is Colleen Ma, spending 25% of time on the project, with supervision from Katie Lamont, the Director of Housing Development at TNDC. Charmaine Curtis, a development consultant, will be working on the project as lead consultant during design and entitlements. Charmaine Curtis has worked on the project since 2012, and will continue to work on the project through construction.

Development Team			
Consultant Type	Name	SBE/LBE	Outstanding Procurement Issues
Architect	Perry Architects	N	N
Landscape Architect	TBD	N/A	
JV/other Architect	TBD	N/A	
General Contractor	Swinerton	N	N
Owner’s Rep/Construction Manager	TBD	N/A	

Financial Consultant	California Housing Partnership	N	N
Other Consultant	Charmaine Curtis	N	
Legal	TBD	N/A	

5.1. Outstanding Procurement Issues.

There are no procurement issues at this time. The Sponsor has issued a Notice of Intent to Solicit Bids for General Contractor and is working with the Contract Monitoring Division (CMD) to determine project-specific LBE/SBE targets. This is being done later than typical because project didn't anticipate using direct local funds in earlier financing plans. The Sponsor will they work hard to meet the City's SBE/LBE goals and identify both professional services and construction management services that are qualifying SBE/LBE firms.

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

6.1. Prior MOHCD/OCII Funding (this project and historical for the project.

MOHCD provided the project with a \$4,729,783 acquisition loan in 2008. These funds, plus a loan from Enterprise's Bay Area Transit Oriented Affordable Housing fund, enabled the Sponsor to acquire the Site. Acquisition costs in the current budget include payoff of existing the Enterprise loan. As mentioned in Section 1, the Sponsor is in negotiation with HAF to refinance the Enterprise acquisition loan,

The project will continue to be encumbered by the MOHCD acquisition loan. MOHCD staff will work with the Sponsor and the City Attorney to determine how to ensure that MOHCD restrictions apply to Site B prior to gap loan Loan Committee.

6.2. Disbursement Status.

The previous loan is fully disbursed.

6.3. Fulfillment of Loan Conditions.

The acquisition loan Loan Agreement did not contain loan conditions. The loan did require the Sponsor to develop up to 155 units serving households at or below 60% AMI. MOHCD staff recommends waiving this condition so that the project is eligible for CalHFA MIP financing.

6.4. Proposed Predevelopment Financing.

6.4.1. Predevelopment Sources Evaluation Narrative

6.4.2. Predevelopment Uses Evaluation:

Predevelopment Budget		
Underwriting Standard	Meets Standard? (Y/N)	Notes
Acquisition Cost is based on appraisal	N/A	MOHCD predevelopment loan funds will not be used for acquisition.
Architecture and Engineering Fees are within standards	Y	At \$1,385,250, Architecture and Engineering fees are reasonable. The Sponsor will need to provide additional information showing breakdown of \$212,759 in Reimbursables included as part of A&E fees during predevelopment.
Bid Contingency is at least 5% of total hard costs	N/A	
Escalation amount is commensurate with time period until expected construction start, not to exceed 15%	N/A	
Construction Management Fees are within standards	N/A	
Developer Fee is within standards	Y	
Soft Cost Contingency is 10% per standards	Y	At 7.9%, Soft Cost Contingency meets the 5%-10% standard.
Financing Costs are reasonable	Y	Sponsor has included financing fees required for the project's applications to the California Debt Limit Allocation Committee (CDLAC) and the California Tax Credit Allocation Committee (TCAC).

The Sponsor requests that MOHCD provide the project with a \$5,000,000 predevelopment loan using 2019 General Obligation (GO) Bond funds. All uses will be required to be GO Bond eligible. The predevelopment budget includes the following uses:

- a) Architecture and design– approximately \$1,049,860 of the MOHCD predevelopment loan will go to architect design fees. Additional MOHCD predevelopment loan funds will fund the architect design subconsultants, which include a landscape designer and an accessibility consultant. TNDC will use \$95,250 for architect reimbursables.

- b) A total of \$157,000 of funding will go to surveying, geotechnical work environmental consultant expenses, and state financing fees, among other predevelopment expenses.
- c) \$100,000 will be used to pay CDLAC and CDIAC fees.
- d) Approximately \$921,388 fund other consultants including archeological, telecom/data, acoustical, elevator, civil engineering, structural engineering, trash consultants, plumbing, mechanical engineering, and code/fire consultants.

Given the long history of the project, MOHCD staff recommends the reimbursement of invoices going back to October 1, 2009. All costs must be deemed acceptable and correspond to the approved predevelopment budget.

6.5. Potential Permanent Financing

The proposed permanent financing is being presented to demonstrate the project's overall feasibility for preliminary gap approval but is not intended to be presented for Loan Committee approval at this time. The Sponsor will bring a gap commitment loan request to the Committee in summer 2020 in anticipation of a December 2020 closing.

6.5.1. Permanent Sources Evaluation Narrative

Total project development costs (TDC) are estimated at \$160,693,932. The proposed permanent sources of financing include the following:

MOHCD (\$30,000,000): For the CalHFA application, the Sponsor has included a MOHCD gap loan commitment request for \$30 million. The anticipated source of the MOHCD gap loan will be 2019 General Obligation Bonds.

4% Tax Credits (\$53,573,727): The investor has not been selected. The Sponsor will issue the investor RFP along with the lender RFP in August 2020. MOHCD will require a review of the raw data received from the RFP respondents and must approve the selected investor. The tax credit equity estimate is based on a pricing of \$1.00 per credit. The Sponsor anticipates applying for 4% tax credits in the spring round of 2020.

State Tax Credits Equity (\$14,628,595): The Sponsor will apply for the spring 2020 round of state tax credits. Pricing for the tax credits is assumed to be \$0.81.

CalHFA MIP Loan (\$11,000,000): CalHFA's MIP loans are intended to provide financing for new affordable housing serving households between 30% TCAC AMI and 120% TCAC AMI. CalHFA requires that projects receiving MIP loans be paired with CalHFA tax exempt permanent loans. MIP-financed

projects must meet the California Debt Limit Allocation Committee's mixed-income qualifications, which means that 50% or fewer of the units are tax credit restricted. MIP loans have a 55-year term and interest rate of 2.75%. Construction start is required 180 days from the earlier of the date of the tax-exempt bond allocation or tax credit reservation. The Sponsor submitted their CalHFA application on February 11, 2020. As part of the application, the Sponsor is required to submit final commitments from other funders by the April 17, 2020 CDAC Spring application deadline. Given the scarcity of funding resources, the Sponsor is concerned that CalHFA will be oversubscribed; however, CalHFA has indicated that the project met threshold review and will move towards CalHFA's underwriting stage for further review. CalHFA requires that the MIP loan have lien priority over MOHCD's gap loan.

CalHFA Tax Exempt Permanent Loan (\$42,740,000): The Sponsor is assuming a 4.55% fixed interest rate with a 40-year term. CalHFA permanent loans are credit enhanced through CalHFA's HUD/FHA Risk Sharing Program.

General Partner Equity (\$3,270,000): The Sponsor will take the maximum allowable developer fee under TCAC and the general partner will contribute to 5th and Howard consistent with MOHCD guidelines.

Commercial Permanent Loan (\$230,000): The Sponsor anticipates applying for a taxable commercial permanent loan at an interest rate of 4.30%.

Deferred Developer Fee (\$3,500,000): The Sponsor will take the maximum MOHCD allowable deferred developer fee and contribute the fee to the Project.

Federal Home Loan Bank ("FHLB") Affordable Housing Program ("AHP"): The proposed budget does not show AHP financing, as likelihood of funding is slim. However, MOHCD will require that the Sponsor apply to the FHLB-San Francisco for AHP in an amount up to \$2,020,000 60 days after construction has started (March 2021) in order to maximize competitiveness. Any AHP funds awarded will reduce the MOHCD loan by an equal amount.

At the time of this writing, the capital markets are in flux. The borrower has incorporated some contingency into the underwriting, though it's uncertain whether markets will hold.

Sponsor has explored a Plan B utilizing other sources. Plan B incorporates an AMI mix that includes more low-income units, plus 20% of units providing housing for formerly homeless families. In addition to MOHCD gap financing, the Sponsor's alternate plan includes utilizing state sources such as the Affordable housing and Sustainable Communities (AHSC) program.

6.5.2. Permanent Uses Evaluation:

Development Budget		
Underwriting Standard	Meets Standard? (Y/N)	Notes
Hard Cost per unit are within standards	Y	Hard costs are \$566,173/unit. Construction costs are based on pricing the Sponsor received in August 2018. The Sponsor is assuming that construction costs will be low on a per unit basis due to the project's 18-story height and economies of scale. Please see Section 4.4 for further explanation.
Construction Hard Cost Contingency is at least 5% (new construction) or 15% (rehab)	N	Hard Cost Contingency is 5.6%, slightly higher than the 5% requirement. Please see below for explanation.
Architecture and Engineering Fees are within standards	N	Architecture and engineering fees are acceptable. Please see explanation in Section 4.2.
Construction Management Fees are within standards	Y	The Construction Management Fee is \$200,000, which meets MOHCD's maximum annual fee of \$140,000 during preconstruction and \$60,000 during construction. The current projections assume less than year of predevelopment and 2 years of construction. Construction is anticipated to begin in November, 2020.
Developer Fee is within standards, see also disbursement chart below	Y	Project management fee: \$1,100,000 At risk fee: \$2,130,000 Commercial fee: \$0 Deferred fee: \$3,500,000 GP equity: \$3,270,000 Total fee: \$10,000,000
Soft Cost Contingency is 10% per standards	N	Soft Cost Contingency is low at 6%. Raising up to 10% would increase the budget by approximately \$980,000.
Capitalized Operating Reserves are a minimum of 3 months	Y	Capitalized Operating Reserve at \$309,606 meets the MOHCD standard.
Capitalized Replacement Reserves are a minimum of \$1,000 per unit (Rehab only)	N/A	N/A

- Acquisition costs: Below is a breakdown of acquisition costs. The payoff of the non-MOHCD debt assumes repayment of existing Enterprise loans, or HAF takeout financing if HAF approves the Sponsor's loan request. While MOHCD staff find the Sponsor's breakout of acquisition expenses to be reasonable, MOHCD will require additional documentation providing justification of TNDC's predevelopment expense reimbursements to ensure these costs are within reason.

Payoff of non-MOHCD acquisition debt	\$4,000,000
TNDC predevelopment expense reimbursements	\$1,225,000
Buffer	\$75,000
TOTAL	\$8,400,000

- Hard costs are low for a MOHCD project, and the cost estimate is based on outdated information. Swinerton priced the 921 Howard schematic design in August 2018. To address the time lapse, the Sponsor has increased the estimate by 8% based on Swinerton’s input. The Sponsor and Swinerton provided cost comparison information for two market rate high-rise projects that are currently under construction, 1066 Market Street and Trinity Plaza. After applying 5% design, 5% bidding, and 2% permitting escalation, as well as hard cost contingency, the resulting estimated GMP plus change orders cost is in the range indicated by current comps provided in Swinerton’s Request for Qualifications (RFQ) response.
- Hard Cost Contingency at 5.6% is slightly higher than the MOHCD standard. MOHCD recommends carrying the slightly higher contingency given uncertainties around construction pricing.
- Architecture and Design: The budget includes \$2,00,250 in Architecture and Design fees. This includes fees to Perry Architects, the architect’s sub-consultants, reimbursables, and additional services. Additionally, this includes fees for the estimator, plan check and permit expeditor. The project will require significant design work due to challenges of designing a high rise building on a compressed schedule but these costs are reasonable.

7. DEVELOPER FEE

The developer did not draw down on developer fee as part of the acquisition loan. As part of the predevelopment and gap loan request, the Sponsor is requesting cash out developer fee of \$3,230,000, of which \$2,130,000 will be at risk. Additionally, the Sponsor is proposing \$3,500,000 in deferred developer fees supported by project cash flow and \$3,270,000 in GP equity. Staff supports this request. The developer fee request conforms to MOHCD policy.

Developer Fee Disbursement Schedule		
Payment Milestone	% of Project Mgmt Fee	Amount

At closing of pre-development financing	23%	\$250,000
At entitlements	23%	\$250,000
Construction Close	27%	\$300,000
During Construction at 50% Completion	18%	\$200,000
At 100% lease up	9%	\$100,000
<i>Total Project Management Fee</i>		\$1,100,000
At-Risk		\$2,130,000
At Closing of Commercial Loan		N/A
Total Cash Developer Fee		\$3,230,000
Deferred Fee		\$3,500,000
Commercial Fee		\$0
GP Equity		\$3,270,000
Total Developer Fee		\$10,000,000

This complies with the draft developer fee guidelines and is recommended by Staff.

- Developer Fee: The Sponsor will request their first developer fee installment at predevelopment loan closing.

8. PROJECT OPERATIONS (See Attachment I and J for Operating Budget and Proforma)

8.1. Annual Operating Budget

The attached operating budget is being presented to demonstrate the project's overall feasibility but is not intended to be presented for approval at this time. Total operating expenses are \$11,065 per unit per annum. A large part of what is driving the project's operating cost are staffing costs, including salaries for a manager/assistant manager and one full time resident services staff, plus healthcare and other benefits for the project's staff. The project will not utilize an operating subsidy.

8.2. Income

The Sponsor proposes income mix below in conformance with CalHFA's MIP term sheet, which requires that 50% of units be tax credit eligible and that 10% of units be 81% to 120% of TCAC AMI with an average of 100% or greater.

Unit Type	Proposed Number of Units	Proposed Avg. Sq. Feet	Max. Rent	Max. % TCAC AMI	Max. % MOHCD AMI	Rent or Operating Subsidies
Studio	8	450	\$ 1,354	50%	65%	
1BR	41	600	\$ 1,443	50%	60%	
2BR	44	850	\$ 1,721	50%	65%	
3BR	8	1,250	\$ 1,975	50%	65%	
Studio	5	450	\$ 1,918	70%	90%	
1BR	23	600	\$ 2,048	70%	85%	
2BR	24	850	\$ 2,447	70%	90%	
3BR	5	1,250	\$2,813	70%	95%	
Studio	3	450	\$ 2,201	80%	105%	
1BR	22	600	\$2,351	80%	95%	
2BR	24	850	\$ 2,810	80%	100%	
3BR	4	1,250	\$ 3,233	80%	105%	
Studio	1	450	\$ 2,765	100%	130%	
1 BR	9	600	\$ 3,626	110%	130%	
2 BR	10	850	\$ 4,351	110%	130%	
3 BR	1	1,250	\$ 5,028	110%	140%	
1BR - Manager's units	2	600	\$ -	N/A		
Total Units	203					

8.3. Annual Operating Expenses Evaluation.

Operating Proforma		
Underwriting Standard	Meets Standard? (Y/N)	Notes
Debt Service Coverage Ratio stays above 1:1 through Year 17	Y	DSCR is 1.16 at Year 1 and 1.4 at Year 17.
Vacancy meets TCAC Standards	Y	Vacancy is 5%.
Annual Income Growth is increased at 2.5% per year	Y	Residential income escalation factor is 2.5%.
Annual Operating Expenses are increased at 3.5% per year	Y	Expenses escalation factor is 3.5%.

Base year operating expenses per unit are reasonable per comparables	Y	Total Operating Expenses are \$11,065 per unit, which is reasonable per comparables with no desk coverage.
Property Management Fee is at allowable HUD Maximum	Y	Total Property Management Fee is \$165,648 or \$68 PUPM, which is lower than HUD's San Francisco fee of \$76.06 PUPM. Lower cost PUPM is due to efficiencies tied to building's high unit count.
Property Management staffing level is reasonable per comparables	Y	Property management staff will include 1 FTE maintenance staff member, 1 FTE assistant manager, which is appropriate for a 203-unit building.
Asset Management and Partnership Management Fees meet standards	Y	Annual AM Fee is \$17,220/yr.
Replacement Reserve Deposits meet or exceed TCAC minimum standards	Y	Replacement Reserves are \$500 per unit per year per CalHFA requirements.
Limited Partnership Asset Management Fee meets standards	Y	LP Asset Management Fee is \$5,000 below-the-line.

8.4. Capital Needs Assessment & Replacement Reserve Analysis.

N/A

9. SUPPORT SERVICES

9.1. Services Plan.

TNDC will act as service provider to residents, providing comprehensive support services, which will include case management services. Services will be targeted to the lower-income adults and families with dependent children in the building. TNDC has proposed 1 full time social work staff to provide case management services, but would like to reserve the right to increase the staffing. A comprehensive services plan will be required prior to Loan Committee approval for the project's gap loan. Sponsor will need to provide robust justification prior to Loan Committee approval of gap loan if they increase staffing.

9.2. Service Budget.

While the Sponsor is working to determine the level of services, the Operating Budget currently assumes that there will be one service staff person.

9.3. Assessment of Service Plan and Budget.

Once the Sponsor provides a Services Plan, MOHCD will seek input of Service Plan and Budget as part of gap loan request.

10. THRESHOLD ELIGIBILITY REQUIREMENTS

This project was the only respondent to the initial issuance of the Affordable Housing for Families NOFA MOHCD issued in October 19, 2007 housing for very low-income families and formerly homeless households. To be eligible for funding under the 2007 NOFA, proposals needed to target at least 20% units to families or homeless youth. The original Project proposal exceeded all of the minimum requirements.

The current project is supported by MOHCD staff as it meets our current need for homes for very low-income families, as well as the growing need for moderate-income affordable homes.

11. RANKING CRITERIA

MOCHD staff scored the original NOFA response 100 out of 100 possible points. The original ranking criteria included the following categories: development experience, service experience, management experience, proximity to transit, proximity to parks and recreation, acquisition financing leveraging and predevelopment financing.

12. STAFF RECOMMENDATIONS

This request is for both a \$5M predevelopment loan commitment, which will be included in our \$30M preliminary gap loan commitment as required for funding application. The terms for the preliminary gap loan will be proposed to Loan Committee in Summer 2020.

12.1. Proposed Loan/Grant Terms

Financial Description of Proposed Loan	
Loan Amount:	\$5,000,000
Loan Term:	2 years
Loan Maturity Date:	2022
Loan Repayment Type:	Residual Receipts
Loan Interest Rate:	3%, pending true debt test

12.2. Recommended disbursement conditions/schedule

Please see above regarding predevelopment developer fee milestones.

12.3. Recommended conditions prior to financing gap

Prior to drawing down predevelopment loan:

- Sponsor will provide evidence of CalHFA funding commitments prior to drawing down predevelopment loan

90 days prior to Gap loan approval:

- Sponsor will provide Commercial Space Plan to MOHCD no less than 90 days prior to loan committee date for gap loan.
- Sponsor to provide MOHCD with requested documentation to justify acquisition costs.

Prior to Gap loan approval:

- Sponsor will provide MOHCD with a services plan and justification for proposed staffing levels that deviate from MOHCD underwriting standards prior to gap loan approval. Any changes to the current proposed staffing will need to be presented to MOHCD at least one month prior to gap loan approval.
- Sponsor will work with the architect to establish an acceptable fee, subject to MOHCD approval, in keeping with the MOHCD Fee Proposal Guidelines for Architect and Engineering Basic Services.
- Sponsor signed LOIs from commercial tenants prior to MOHCD's gap loan closing.
- Sponsor will provide MOHCD with information outlining cost containment, efficiencies and innovation strategies to reduce overall project costs and maximize efficiency of MOHCD gap loans.
- Sponsor will provide operating and development budgets that meet MOHCD underwriting guidelines and commercial space policy requirements.
- Sponsor will provide for MOHCD review any Request for Proposals (RFPs) for equity investors before it is finalized and released for investors.
- Sponsor will provide for MOHCD review all raw financial data from developer or financial consultant prior to selection.
- Sponsor will provide for MOHCD review and approval all selected investors.
- Sponsor will provide for MOHCD review and approval all Letters of Intent from financial partners.

13. LOAN COMMITTEE MODIFICATIONS

LOAN COMMITTEE RECOMMENDATION

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

APPROVE. DISAPPROVE. TAKE NO ACTION.

Dan Adams, Acting Director
Mayor's Office of Housing

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

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

Date: _____

APPROVE. DISAPPROVE. TAKE NO ACTION.

Nadia Sesay, Executive Director
Office of Community Investment and Infrastructure

Date: _____

- Attachments:
- A. Project Milestones/Schedule
 - B. Borrower Org Chart
 - C. Developer Resumes
 - D. Asset Management Analysis of Sponsor
 - E. Site Map with amenities
 - F. Elevations and Floor Plans, if available
 - G. Comparison of City Investment in Other Housing Developments
 - H. Predevelopment Budget
 - I. Sources and Uses
 - J. 1st Year Operating Budget
 - K. 20-year Operating Pro Forma
 - L. Commercial Operating Budget

Attachment A: Project Milestones and Schedule

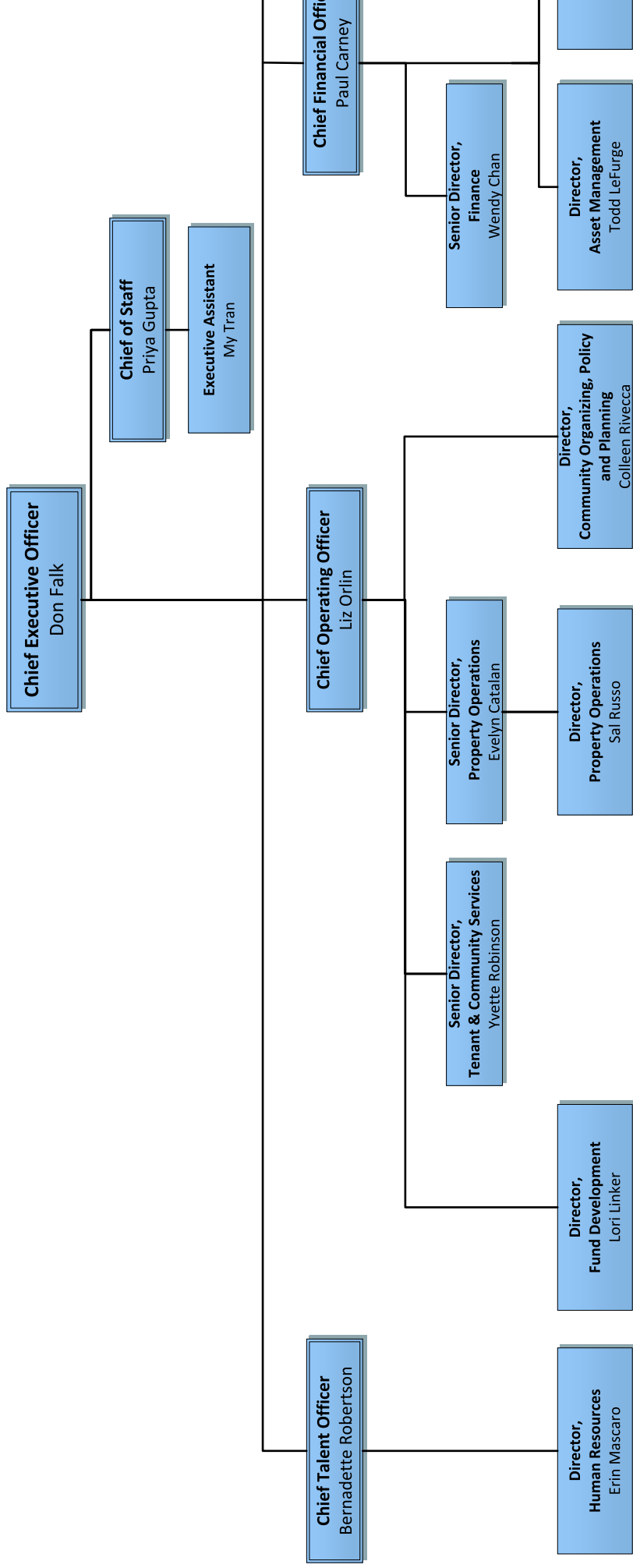
No.	Performance Milestone	Estimated or Actual Date	Contractual Deadline
1	Predevelopment Financing Commitment	<u>This Request</u>	
2.	Site Acquisition	<u>12.09</u>	
4.	Development Team Selection		
a.	Architect	<u>11.19</u>	
b.	General Contractor	<u>3.20</u>	
c.	Owner's Representative	<u>N/A</u>	
d.	Property Manager	<u>TNDC</u>	
e.	Service Provider	<u>TNDC</u>	
5.	Design		
a.	Submittal of Schematic Design & Cost Estimate	<u>2.20</u>	
b.	Submittal of Design Development & Cost Estimate	<u>5.20</u>	
c.	Submittal of 50% CD Set & Cost Estimate	<u>6.20</u>	
d.	Submittal of Pre-Bid Set & Cost Estimate (75%-80% CDs)	<u>8.20</u>	
6.	Environ Review/Land-Use Entitlements		
a.	CEQA Environ Review Submission	<u>N/A</u>	
b.	NEPA Environ Review Submission	<u>N/A</u>	
c.	CUP/PUD/Variances Submission	<u>N/A</u>	
7.	Permits		
a.	Building / Site Permit Application Submitted	<u>12.19</u>	
b.	Addendum #1 Submitted	<u>6.20</u>	
c.	Addendum #2 Submitted	<u>9.20</u>	
8.	Request for Bids Issued	<u>11.20</u>	
9.	Service Plan Submission		
a.	Preliminary	<u>3.20</u>	
b.	Interim	<u>TBD</u>	
c.	Update	<u>TBD</u>	
10.	Additional City Financing		

a.	Predevelopment Financing Application #2	<u>N/A</u>	
b.	Gap Financing Application	<u>2.20</u>	
11.	Other Financing		
c.	CalHFA MIP Application	<u>2.20</u>	
d.	CDLAC/CalHFA Bond Application	<u>3.20</u>	
e.	TCAC Application	<u>3.20</u>	
f.	HUD 202 or 811 Application	<u>N/A</u>	
12.	Closing		
a.	Construction Closing	<u>11.20</u>	
b.	Permanent Financing Closing	<u>11.22</u>	
13.	Construction		
a.	Notice to Proceed	<u>11.20</u>	
b.	Temporary Certificate of Occupancy/Cert of Substantial Completion	<u>5.22</u>	
14.	Marketing/Rent-up		
a.	Marketing Plan Submission	<u>6.22</u>	
b.	Commence Marketing	<u>7.22</u>	
c.	95% Occupancy	<u>10.22</u>	
15.	Cost Certification/8609	<u>1.23</u>	
16.	Close Out MOH/OCII Loan(s)	<u>1.23</u>	

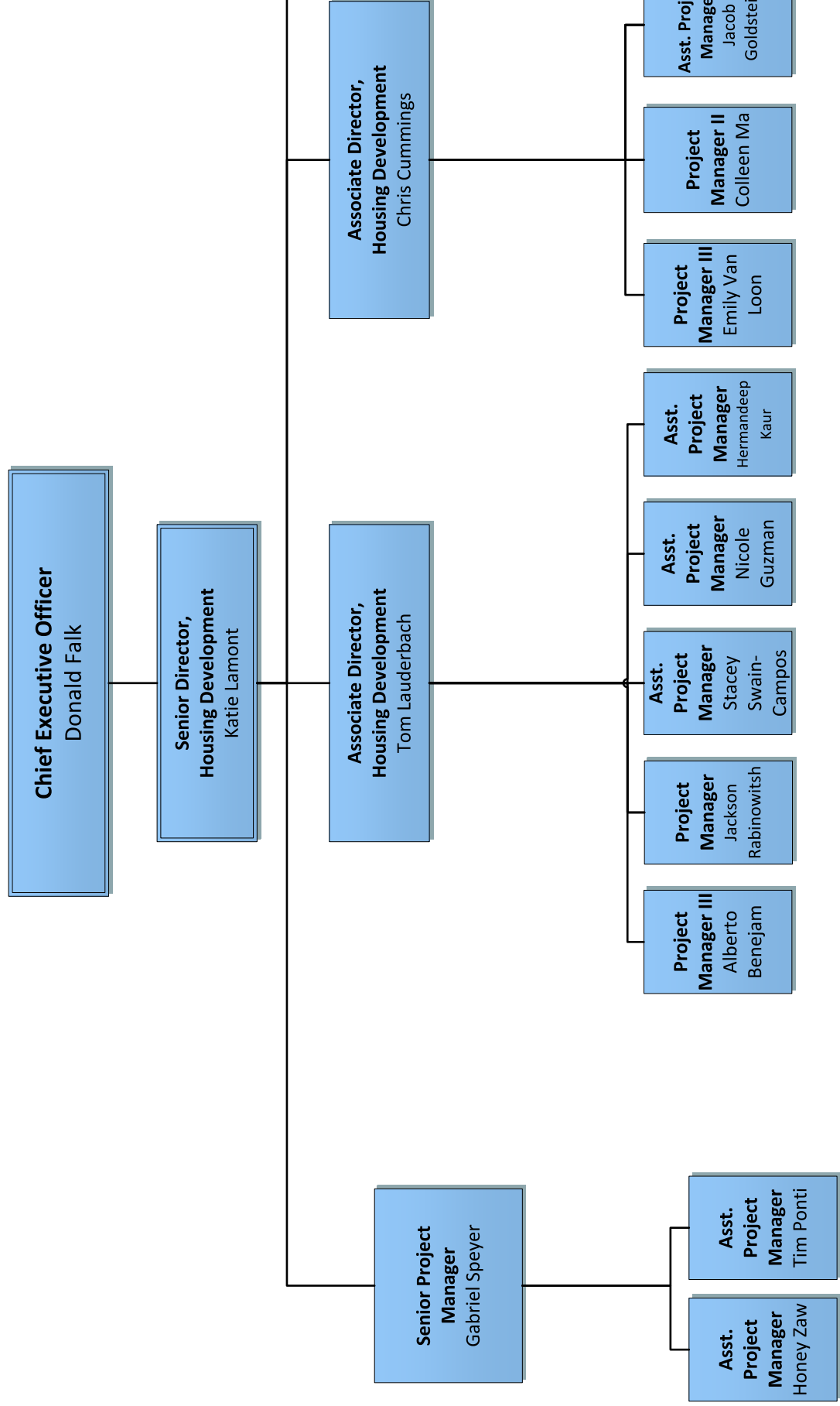
Attachment B: Borrower Org Chart

Please see following page.

TNDC Organizational Chart: Management Team



TNDC Organizational Chart: Housing Development



Attachment D: Asset Management Evaluation of Project Sponsor

TNDC's Asset Management Department is charged with monitoring the long-term social, physical and financial health of the organization's portfolio of 33 completed projects. TNDC's portfolio is diverse, but below are examples that show the organization's asset management capacity:

- **Citizen's Housing Portfolio Acquisition:** In 2009, TNDC acquired 548 units of low-income housing across 6 buildings owned by Citizens Housing Corporation. This experience, in which TNDC took over ownership and property management of several buildings concurrently, demonstrates TNDC's capacity to expand its portfolio.
- **RAD Acquisitions:** TNDC successfully acquired 5 RAD properties that included 726 units (The Eddy's and 430 Turk, Clementina, Rosa Parks, and 350 Ellis). All of these acquisitions occurred over a one-year period and demonstrates TNDC capacity to successfully acquire and manage ownership responsibilities for public housing properties.

The department works in close collaboration with the Housing Development, Property Management and Accounting departments to achieve long-term sustainability of the organization's portfolio of 38 buildings. TNDC's Asset Management Department currently includes Todd Lefurge, Director of Asset Management, and 2 Asset Managers; the department is overseen by TNDC's Chief Financial Officer, Paul Carney. Each asset manager manages a portfolio of 10-15 projects. TNDC anticipates hiring an additional full-time asset manager in response to its expanding portfolio in 2019, when we anticipate to have 41 properties in operations. TNDC projects the addition of 2-4 projects to its portfolio each year; additional asset management staff will be hired as our portfolio grows in order to maintain the 10-15 project assignment for each asset manager.

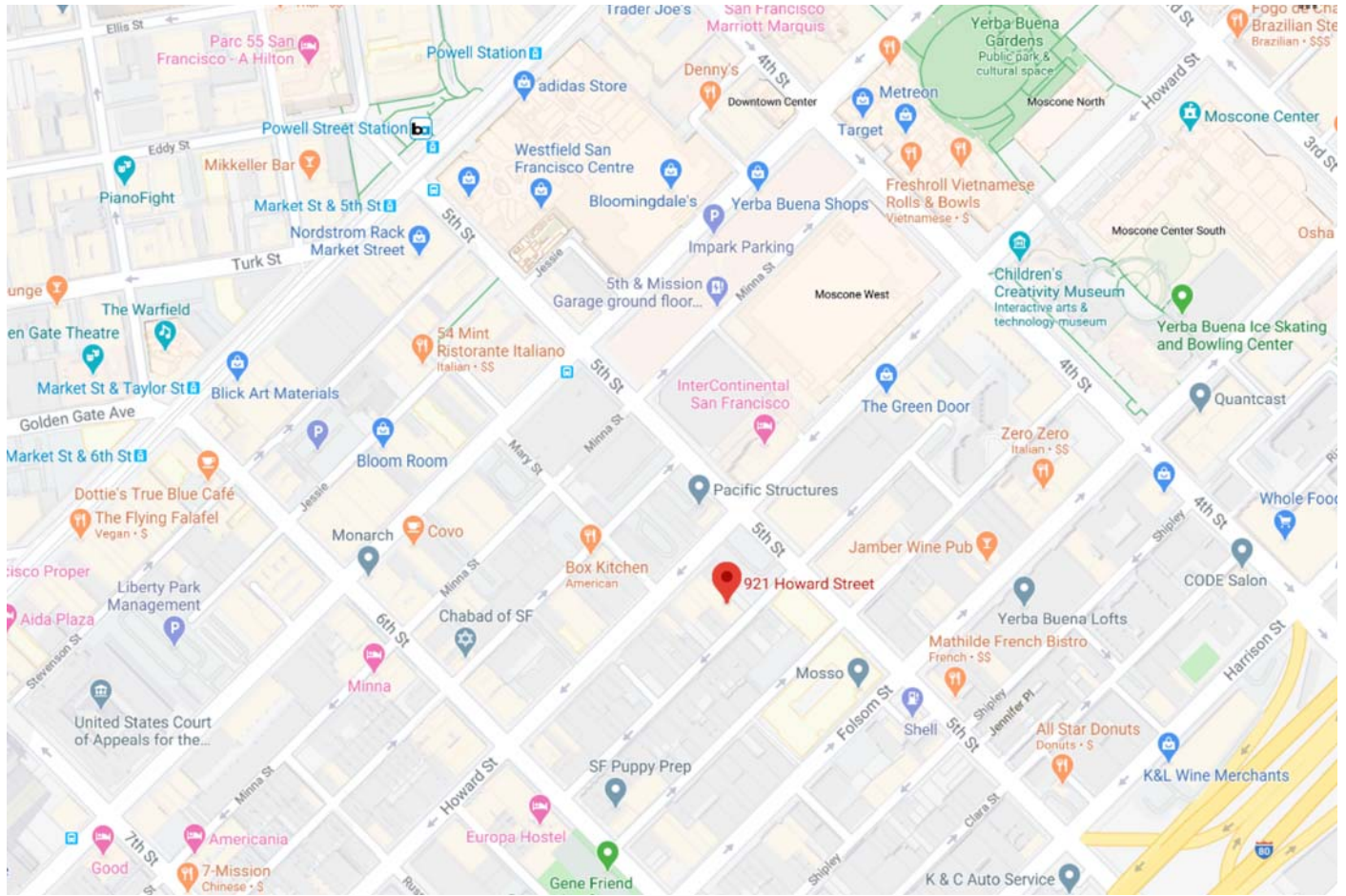
To effect financial goals, the Department monitors current and long-term financial performance, conducts investor and lender reporting, reviews annual operating budgets, defines property-specific surplus cash goals, writes property-specific asset management plans, and manages partner exits, reserves, insurance, surplus, property fees and property taxes.

To effect physical standards the Department makes input to development project scope and value engineering, approves individual capital improvement proposals in the stabilized portfolio, approves and proposes annual capital budgets and prepares property capital needs projections. With the CFO, the Department leads an inter-departmental Re-capitalization group consisting of CEO Don Falk, Director of Housing Development, and Chief Portfolio Officer which prepares long-term portfolio re-investment plans.

Asset Management duties and goals are supported by several functions in Property Management. A three-person Compliance group in Property Management designs compliance practices, trains property management site staff, reviews files, monitors rent

and income compliance and contributes to stakeholder reporting. A Property Management-based Finance Manager prepares stabilized operating budgets for financial underwriting, oversees production of key property indicator reports (property scorecards), and leads annual operating budget writing and budget to actual variance analysis performed by Property Supervisors. A Facilities Management group of three defines property maintenance practices and systems, trains site staff, monitors preventive maintenance and project manages building system replacements in the stabilized portfolio.

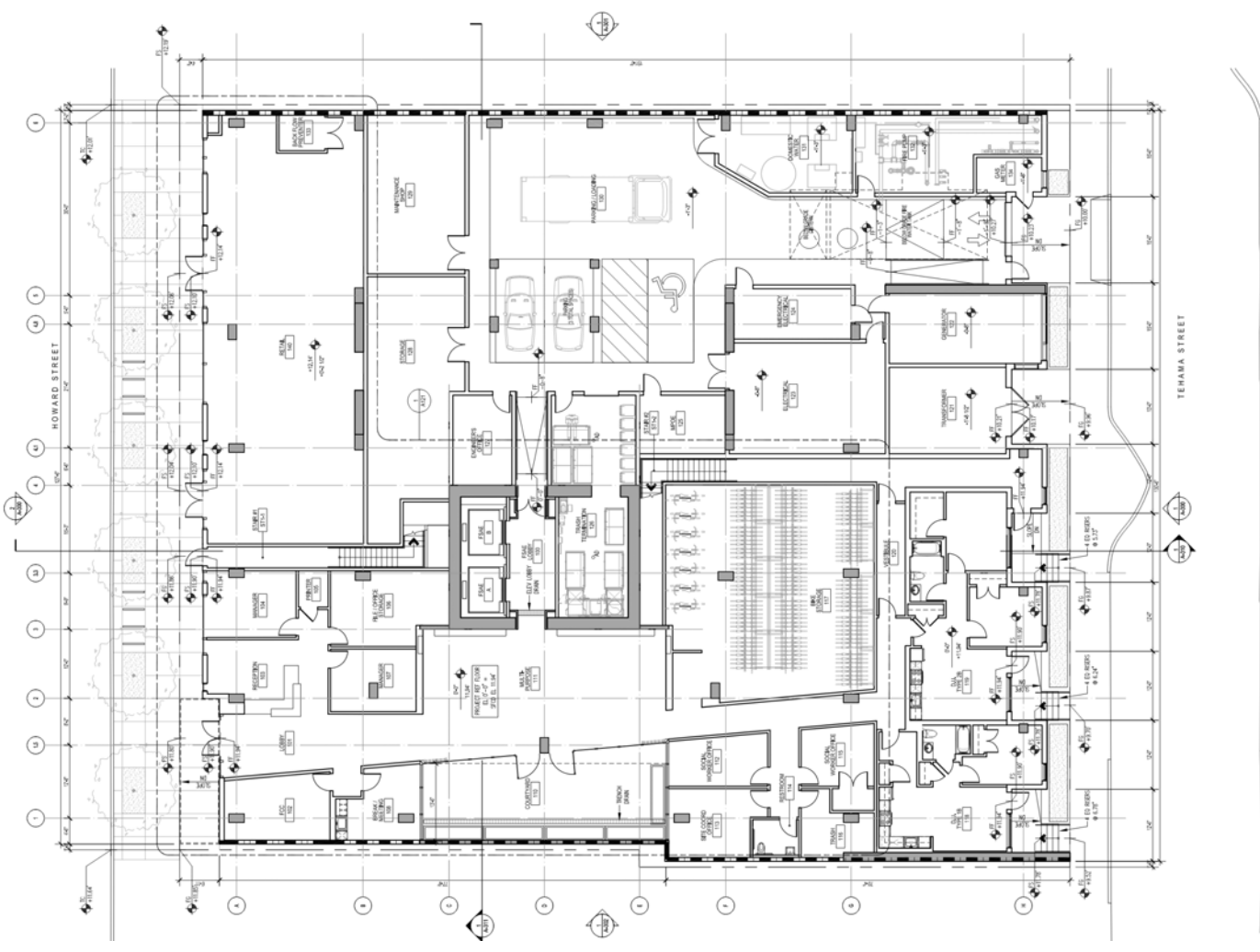
Attachment E: Site Map with amenities

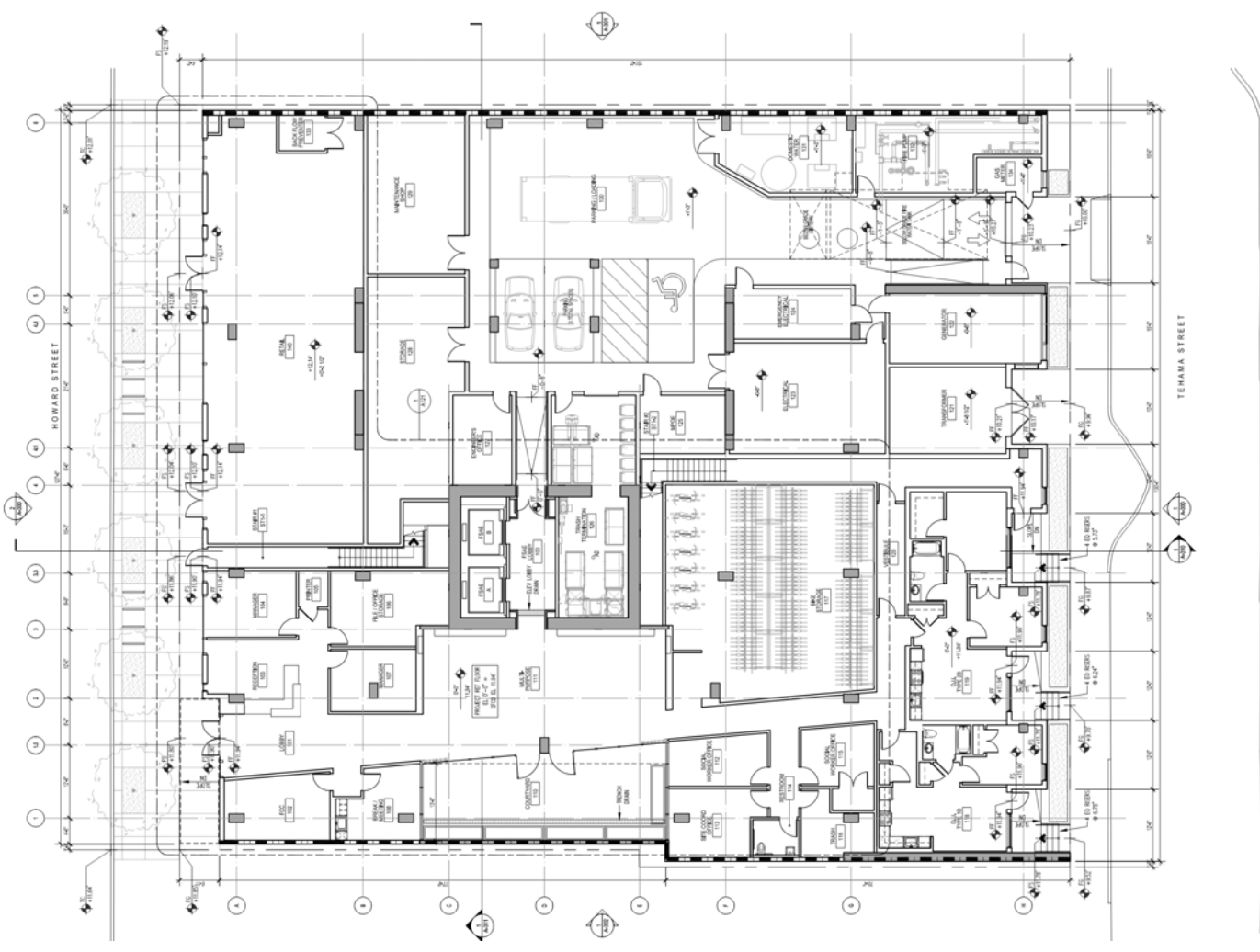


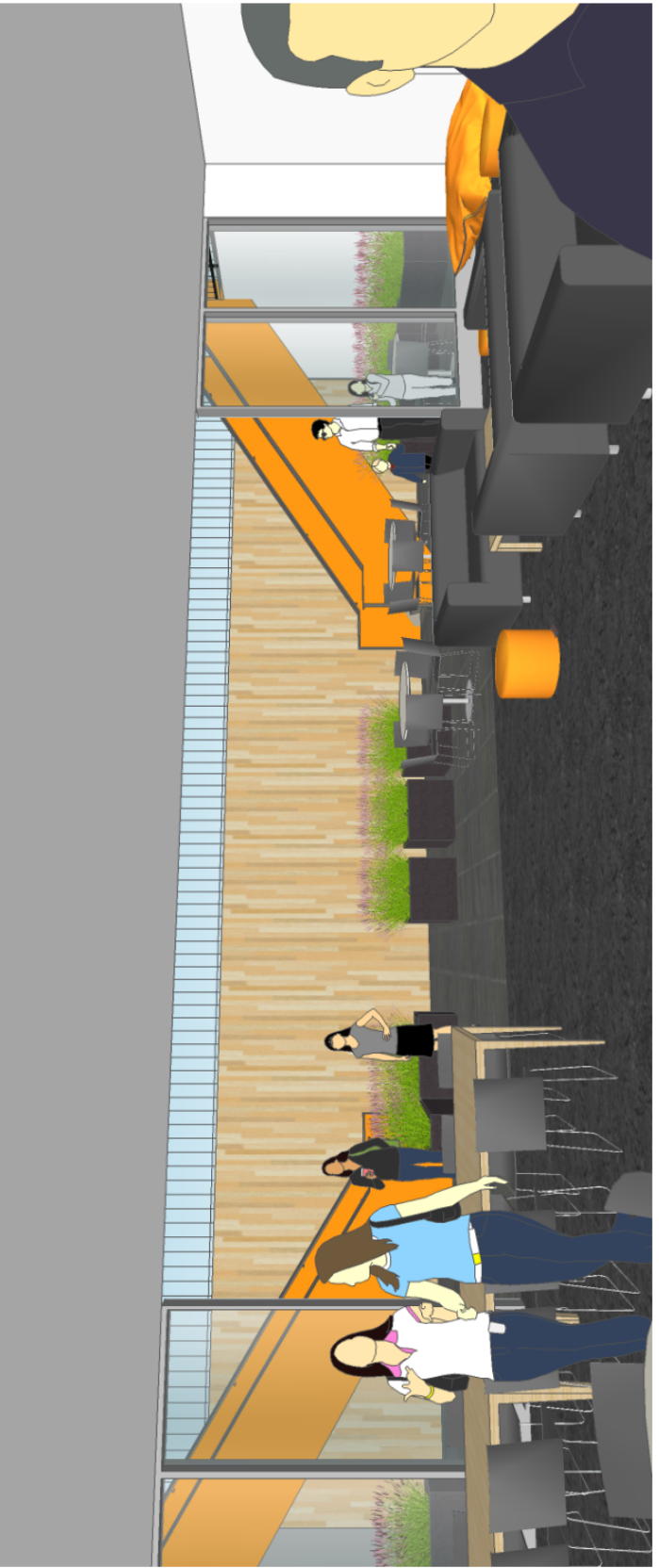
Attachment F: Elevations and Floor Plans

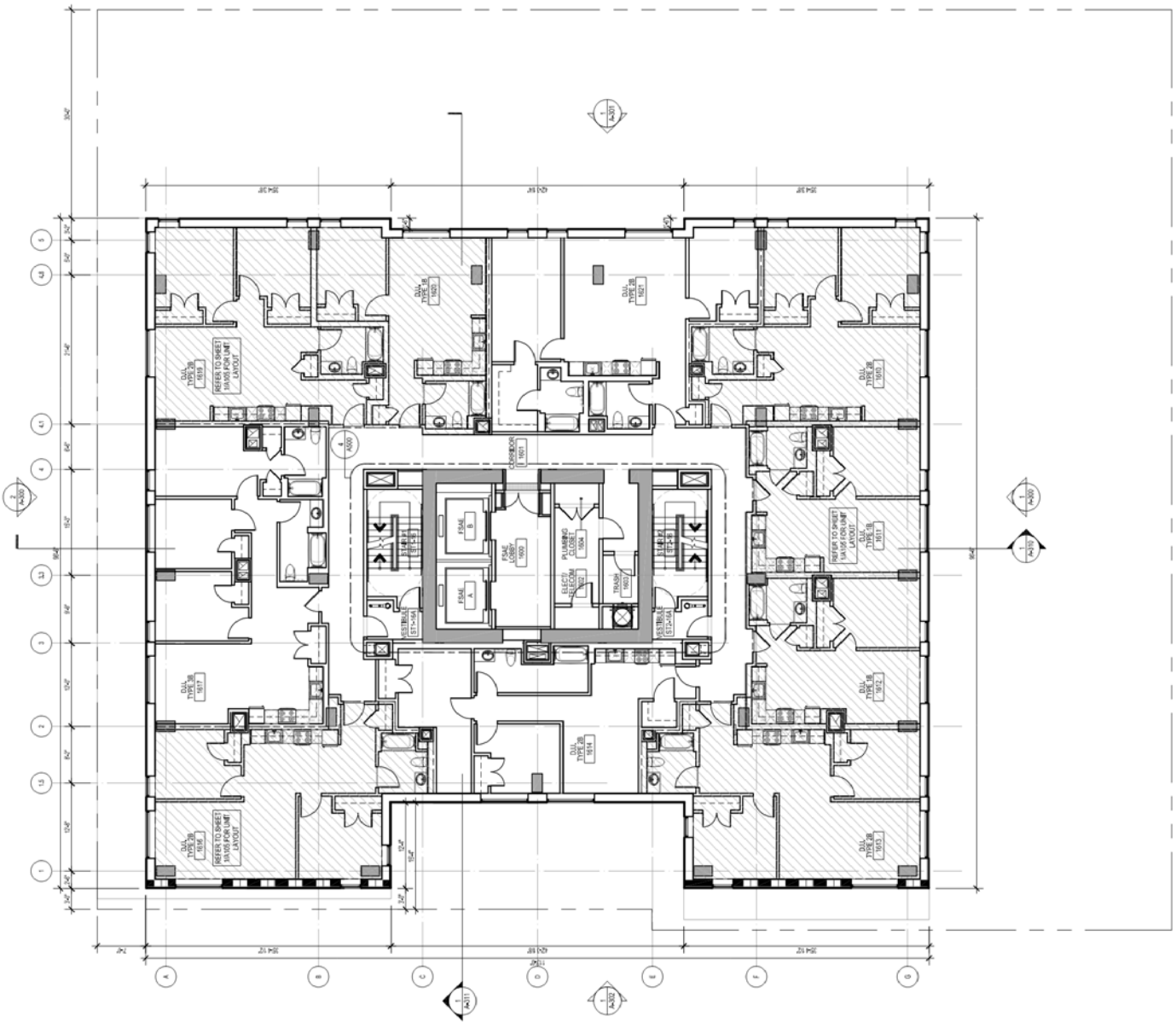
Please see following page.











Attachment G: Comparison of City Investment in Other Housing Developments

Please see following page.

Attachment H: Predevelopment Budget

Please see following page.

Application Date: 2/18/20 # Units: 203
Project Name: 8th and Howard # Bedrooms: 523
Project Address: 921 Howard St # Beds:
Project Sponsor: Tenderloin Neighborhood Development Corporation

Table with 4 columns: SOURCES, Name of Sources, Amount, and Comments. Shows Total Sources of 5,057,127.

Table with 4 columns: USES, Name of Sources, Amount, and Comments. Shows Total Acquisition of 0.

Table with 4 columns: CONSTRUCTION (HARD COSTS), Name of Sources, Amount, and Comments. Lists various construction items like Unit Construction, Design, etc.

Table with 4 columns: SOFT COSTS, Name of Sources, Amount, and Comments. Lists various soft costs like Architecture & Design, Engineering, Financing, etc.

Table with 4 columns: Legal Costs, Name of Sources, Amount, and Comments. Lists various legal fees and costs.

Table with 4 columns: Other Development Costs, Name of Sources, Amount, and Comments. Lists various development costs like Architect, Survey, etc.

Table with 4 columns: RESERVES, Name of Sources, Amount, and Comments. Lists various reserve amounts.

Table with 4 columns: DEVELOPER COSTS, Name of Sources, Amount, and Comments. Lists various developer costs like Developer Fee, etc.

Table with 4 columns: TOTAL DEVELOPMENT COST, Development Cost/Unit by Source, Acquisition Cost/Unit by Source, etc.

Table with 4 columns: City Subsidy/Unit, Tax Credit Equity Pricing, Construction Bond Amount, etc.

Construction line item costs as a % of hard costs
0.0%
0.0%
0.0%

Total Soft Cost Contingency as % of Total Soft Costs
7.7%

Attachment I: Sources and Uses

Please see following page.

Application Date: 2/18/20 # Units: 203
Project Name: 5th and Howard # Bedrooms: 523
Project Address: 921 Howard St # Beds:
Project Sponsor: Tenderloin Neighborhood Development Corporation

SOURCES table with columns for various funding sources and their amounts, totaling 159,201,402.

USES table with columns for Name of Sources, MOHCD/OCH, LIHTC Equity, MIP, Perm Loan, GP Equity, State Tax Credits, Commercial Perm Loan, Deferred Fee, and Accrued Deferred Interest.

ACQUISITION table listing costs such as Acquisition cost or value, Legal / Closing costs, Holding Costs, and Transfer Tax, totaling 9,009,000.

CONSTRUCTION (HARD COSTS) table listing costs for Unit Construction/Rehab, Commercial Shell Construction, Demolition, Environmental Remediation, and other construction-related items, totaling 112,711,271.

Construction Item costs as a % of hard costs: 0.3%, 3.0%, 4.7%, 1.3%, 1.3%, 5.6%

SOFT COSTS - Architecture & Design table listing architect design fees, design subconsultants, and other architectural services, totaling 2,000,250.

SOFT COSTS - Engineering & Environmental Studies table listing survey, geotechnical studies, and other engineering services, totaling 237,601.

SOFT COSTS - Financing Costs table listing construction financing costs like loan origination and interest, and permanent financing costs like loan origination and fees, totaling 10,288,135.

SOFT COSTS - Legal Costs table listing borrower legal fees, land use attorney fees, and other legal services, totaling 249,406.

SOFT COSTS - Other Development Costs table listing appraisal, market study, insurance, property taxes, and other development-related costs, totaling 26,244,563.

Total Soft Cost Contingency as % of Total Soft Costs: 6.8%

RESERVES table listing operating reserves, replacement reserves, tenant improvements reserves, and other reserves, totaling 1,236,567.

DEVELOPER COSTS table listing developer fees, cash-out at risk, GP equity, and development consultant fees, totaling 10,000,000.

TOTAL DEVELOPMENT COST table summarizing total development costs by source, totaling 159,201,402.

Acquisition Cost/Unit by Source and Construction Cost (inc Const Contingency)/Unit by Source tables.

City Subsidy/Unit: 147,783

Table with 2 columns: Tax Credit Equity Pricing (1.00), Construction Bond Amount (87,070,695), Construction Loan Term (in months) (34 months), Construction Loan Interest Rate (as %) (4.66%)

Attachment J: 1st Year Operating Budget

Please see following page.

Application Date: 2/18/20
 Total # Units: 203
 First Year of Operations (provide data assuming that Year 1 is a full year, i.e. 12 months of operations): 2022

Project Name: 5th and Howard
 Project Address: 921 Howard St
 Project Sponsor: Tenderloin Neighborhood Development Corporation
TCAC Income Limits In Use!

INCOME	Total	Comments
Residential - Tenant Rents	5,093,520	Links from 'New Proj - Rent & Unit Mix' Worksheet
Residential - Tenant Assistance Payments (Non-LOSP)	0	Links from 'New Proj - Rent & Unit Mix' Worksheet
Commercial Space	0	0%
Residential Parking	0	Links from 'Utilities & Other Income' Worksheet
Miscellaneous Rent Income	0	Links from 'Utilities & Other Income' Worksheet
Supportive Services Income	0	
Interest Income - Project Operations	0	Links from 'Utilities & Other Income' Worksheet
Laundry and Vending	14,555	Links from 'Utilities & Other Income' Worksheet
Tenant Charges	0	Links from 'Utilities & Other Income' Worksheet
Miscellaneous Residential Income	0	Links from 'Utilities & Other Income' Worksheet
Other Commercial Income	82,740	Links from 'Commercial Op. Budget' Worksheet
Withdrawal from Capitalized Reserve (deposit to operating account)		
Gross Potential Income	5,190,815	
Vacancy Loss - Residential - Tenant Rents	(259,541)	Vacancy loss is 5.1% of Tenant Rents.
Vacancy Loss - Residential - Tenant Assistance Payments	0	#DIV/0!
Vacancy Loss - Commercial	(20,685)	Links from 'Commercial Op. Budget' Worksheet
EFFECTIVE GROSS INCOME	4,910,589	PUPA: 24,190

OPERATING EXPENSES

Management		
Management Fee	165,648	1st Year to be set according to HUD schedule.
Asset Management Fee	21,900	
Sub-total Management Expenses	187,548	PUPA: 924

Salaries/Benefits		
Office Salaries	15,801	
Manager's Salary	158,000	Manager and assistant manager
Health Insurance and Other Benefits		
Other Salaries/Benefits	97,440	Healthcare other benefits
Administrative Rent-Free Unit		
Sub-total Salaries/Benefits	271,241	PUPA: 1,336

Administration		
Advertising and Marketing		
Office Expenses	62,446	Screening, office supplies, office equipment, printing, employee incentives, legal personnel related.
Office Rent	7,580	
Legal Expense - Property	9,000	
Audit Expense	12,600	
Bookkeeping/Accounting Services	41,412	
Bad Debts		
Miscellaneous	23,674	Program expenses, tech support & maintenance, professional fees, training
Sub-total Administration Expenses	156,712	PUPA: 772

Utilities		
Electricity	108,004	
Water	224,186	Water/sewer combined
Gas	76,912	
Sewer		
Sub-total Utilities	409,101	PUPA: 2,015

Taxes and Licenses		
Real Estate Taxes	252,269	Applicable to market rate units
Payroll Taxes	35,433	
Miscellaneous Taxes, Licenses and Permits	4,214	
Sub-total Taxes and Licenses	291,916	PUPA: 1,438

Insurance		
Property and Liability Insurance	82,716	
Fidelity Bond Insurance		
Worker's Compensation	39,862	
Director's & Officers' Liability Insurance		
Sub-total Insurance	122,578	PUPA: 604

Maintenance & Repair		
Payroll	232,708	Assistant facilities manager, janitor payroll, maintenance payroll
Supplies		
Contracts	103,467	Repairs, grounds, elevator, exterminating, more
Garbage and Trash Removal	107,068	
Security Payroll/Contract		
HVAC Repairs and Maintenance	24,420	
Vehicle and Maintenance Equipment Operation and Repairs	547	
Miscellaneous Operating and Maintenance Expenses	73,187	Plumbing repairs, appliances/replacement, life safety, etc
Sub-total Maintenance & Repair Expenses	541,397	PUPA: 2,667

Supportive Services	125,000	1 FTE service coordinator
Commercial Expenses	16,664	Links from 'Commercial Op. Budget' Worksheet

TOTAL OPERATING EXPENSES 2,122,157 PUPA: 10,454

Reserves/Ground Lease Base Rent/Bond Fees			
Ground Lease Base Rent	15,000	Ground lease with MOHCD	Provide additional comments here, if needed.
Bond Monitoring Fee	7,500	Bond Issuer Fee	
Replacement Reserve Deposit	101,500		
Operating Reserve Deposit			
Other Required Reserve 1 Deposit			
Other Required Reserve 2 Deposit			
Required Reserve Deposit/s, Commercial	0	Links from 'Commercial Op. Budget' Worksheet	
Sub-total Reserves/Ground Lease Base Rent/Bond Fees	124,000	PUPA: 611	

Min DSCR: 1.09
 Mortgage Rate: 5.00%
 Term (Years): 30
 Supportable 1st Mortgage Pmt: 2,444,433
 Supportable 1st Mortgage Amt: \$37,946,081
 Proposed 1st Mortgage Amt: \$41,990,000

TOTAL OPERATING EXPENSES (w/ Reserves/GL Base Rent/ Bond Fees) 2,246,157 PUPA: 11,065
NET OPERATING INCOME (INCOME minus OP EXPENSES) 2,664,432 PUPA: 13,125

DEBT SERVICE/MUST PAY PAYMENTS (*hard debt/ amortized loans)			
Hard Debt - First Lender	2,281,478	Call/HA Tax Exempt Permanent	Provide additional comments here, if needed.
Hard Debt - Second Lender (HCD Program 0.42% pymt. or other 2nd Lender)	20,903	Commercial Loan (taxable)	Provide additional comments here, if needed.
Hard Debt - Third Lender (Other HCD Program, or other 3rd Lender)	0		Provide additional comments here, if needed.
Hard Debt - Fourth Lender	0		Provide additional comments here, if needed.
Commercial Hard Debt Service	0	Links from 'Commercial Op. Budget' Worksheet	
TOTAL HARD DEBT SERVICE	2,302,381	PUPA: 11,342	

CASH FLOW (NOI minus DEBT SERVICE) 362,051
USES OF CASH FLOW BELOW (This row also shows DSCR.) 1.16

USES THAT PRECEDE MOHCD DEBT SERVICE IN WATERFALL			
"Below-the-line" Asset Mgt fee (uncommon in new projects, see policy)			
Partnership Management Fee (see policy for limits)	17,220	2nd	
Investor Service Fee (aka "LP Asset Mgt Fee") (see policy for limits)	5,000	1st	
Other Payments			
Non-amortizing Loan Pmt - Lender 1 (select lender in comments field)			Provide additional comments here, if needed.
Non-amortizing Loan Pmt - Lender 2 (select lender in comments field)			Provide additional comments here, if needed.
Deferred Developer Fee (Enter amt <= Max Fee from call 1130)	169,916	Def. Develop. Fee split: 50%	Provide additional comments here, if needed.
TOTAL PAYMENTS PRECEDING MOHCD	192,136	PUPA: 946	

RESIDUAL RECEIPTS (CASH FLOW minus PAYMENTS PRECEDING MOHCD) 169,915

Residual Receipts Calculation

Does Project have a MOHCD Residual Receipt Obligation? **Yes** Project has MOHCD ground lease? **Yes**
 Will Project Defer Developer Fee? **Yes**
 Max Deferred Developer Fee/Borrower % of Residual Receipts in Yr 1: 50% Max Deferred Developer Fee Amt (Use for data entry above. Do not link.): **169,916**
 % of Residual Receipts available for distribution to soft debt lenders in Yr 1: 50%

Soft Debt Lenders with Residual Receipts Obligations	(Select lender name/program from drop down)	Total Principal Amt	Distrib. of Soft Debt Loans
MOHCD/OCII - Soft Debt Loans	All MOHCD/OCII loans payable from res. recs	\$30,000,000	59.59%
MOHCD/OCII - Ground Lease Value or Land Acq Cost	Ground Lease Value	\$150,000	0.50%
HCD (soft debt loan) - Lender 3			0.00%
Other Soft Debt Lender - Lender 4			0.00%

Application Date: 2/18/20 Project Name: 5th and Howard
 Total # Units: 203 Project Address: 921 Howard St
 First Year of Operations (provide data assuming that Year 1 is a full year, i.e. 12 months of operations): 2022 Project Sponsor: Tenderloin Neighborhood Development Corporation
TCAC Income Limits In Use!

Other Soft Debt Lender - Lender 5			0.00%
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MOHCD RESIDUAL RECEIPTS DEBT SERVICE			
MOHCD Residual Receipts Amount Due	169,915	50% of residual receipts, multiplied by 100% -- MOHCD's pro rata share of all soft debt	
Proposed MOHCD Residual Receipts Amount to Loan Repayment	169,915	Enter/override amount of residual receipts proposed for loan repayment.	
Proposed MOHCD Residual Receipts Amount to Residual Ground Lease	0	If applicable, MOHCD residual receipts amt due LESS amt proposed for loan repaymt.	

REMAINING BALANCE AFTER MOHCD RESIDUAL RECEIPTS DEBT SERVICE 0

NON-MOHCD RESIDUAL RECEIPTS DEBT SERVICE			
HCD Residual Receipts Amount Due	0		
Lender 4 Residual Receipts Due	0		
Lender 5 Residual Receipts Due	0		
Total Non-MOHCD Residual Receipts Debt Service	0		

REMAINDER (Should be zero unless there are distributions below) 0

Owner Distributions/Incentive Management Fee	0		
Other Distributions/Uses	0		
Final Balance (should be zero)	0		

Attachment K: 20-year Operating Proforma

Please see following page.

		2022	2023	2024	2025	2026	2027	2028	2029
INCOME	% annual increase	Comments (related to annual inc assumptions)	Total	Total	Total	Total	Total	Total	Total
HCD Residual Receipts Amount Due	0.00%	No HCD Financing	-	-	-	-	-	-	-
Lender 4 Residual Receipts Due	0.00%		-	-	-	-	-	-	-
Lender 5 Residual Receipts Due	0.00%		-	-	-	-	-	-	-
Total Non-MOHCD Residual Receipts Debt Service									
REMAINDER (Should be zero unless there are distributions below)									
Owner Distributions/Incentive Management Fee			-	-	-	-	-	-	-
Other Distributions/Uses			-	-	-	-	-	-	-
Final Balance (should be zero)									
REPLACEMENT RESERVE - RUNNING BALANCE									
Replacement Reserve Starting Balance			101,500	203,000	304,500	406,000	507,500	609,000	710,500
Replacement Reserve Deposits		101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500
Replacement Reserve Withdrawals (ideally tied to CNA)		-	-	-	-	-	-	-	-
Replacement Reserve Interest									
RR Running Balance			101,500	203,000	304,500	406,000	507,500	609,000	710,500
			<i>RR Balance/Unit</i>	\$500	\$1,000	\$1,500	\$2,000	\$2,500	\$3,000
OPERATING RESERVE - RUNNING BALANCE									
Operating Reserve Starting Balance			-	-	-	-	-	-	-
Operating Reserve Deposits			-	-	-	-	-	-	-
Operating Reserve Withdrawals			-	-	-	-	-	-	-
Operating Reserve Interest			-	-	-	-	-	-	-
OR Running Balance			-	-	-	-	-	-	-
			<i>OR Balance as a % of Prior Yr Op Exps + Debt Service</i>						
				0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
OTHER REQUIRED RESERVE 1 - RUNNING BALANCE									
Other Reserve 1 Starting Balance			-	-	-	-	-	-	-
Other Reserve 1 Deposits			-	-	-	-	-	-	-
Other Reserve 1 Withdrawals			-	-	-	-	-	-	-
Other Reserve 1 Interest			-	-	-	-	-	-	-
Other Required Reserve 1 Running Balance			-	-	-	-	-	-	-
OTHER RESERVE 2 - RUNNING BALANCE									
Other Reserve 2 Starting Balance			-	-	-	-	-	-	-
Other Reserve 2 Deposits			-	-	-	-	-	-	-
Other Reserve 2 Withdrawals			-	-	-	-	-	-	-
Other Reserve 2 Interest			-	-	-	-	-	-	-
Other Required Reserve 2 Running Balance			-	-	-	-	-	-	-

		Year 9	Year 10	Year 11	Year 12	Year 13	Year 14	Year 15	Year 16
		2030	2031	2032	2033	2034	2035	2036	2037
	% annual increase	Total	Total	Total	Total	Total	Total	Total	Total
INCOME									
HCD Residual Receipts Amount Due	0.00%	-	-	-	-	-	-	-	-
Lender 4 Residual Receipts Due	0.00%	-	-	-	-	-	-	-	-
Lender 5 Residual Receipts Due	0.00%	-	-	-	-	-	-	-	-
Total Non-MOHCD Residual Receipts Debt Service		-	-	-	-	-	-	-	-
REMAINDER (Should be zero unless there are distributions below)									
Owner Distributions/Incentive Management Fee		-	-	-	-	-	-	-	379,103
Other Distributions/Uses		-	-	-	-	-	-	-	-
Final Balance (should be zero)		-	-	-	-	-	-	-	-
REPLACEMENT RESERVE - RUNNING BALANCE									
Replacement Reserve Starting Balance		812,000	913,500	1,015,000	1,116,500	1,218,000	1,319,500	1,421,000	1,522,500
Replacement Reserve Deposits		101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500
Replacement Reserve Withdrawals (ideally tied to CNA)		-	-	-	-	-	-	-	-
Replacement Reserve Interest		-	-	-	-	-	-	-	-
RR Running Balance		913,500	1,015,000	1,116,500	1,218,000	1,319,500	1,421,000	1,522,500	1,624,000
<i>RR Balance/Unit</i>		\$4,500	\$5,000	\$5,500	\$6,000	\$6,500	\$7,000	\$7,500	\$8,000
OPERATING RESERVE - RUNNING BALANCE									
Operating Reserve Starting Balance		-	-	-	-	-	-	-	-
Operating Reserve Deposits		-	-	-	-	-	-	-	-
Operating Reserve Withdrawals		-	-	-	-	-	-	-	-
Operating Reserve Interest		-	-	-	-	-	-	-	-
OR Running Balance		-	-	-	-	-	-	-	-
<i>OR Balance as a % of Prior Yr Op Exps + Debt Service</i>		0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
OTHER REQUIRED RESERVE 1 - RUNNING BALANCE									
Other Reserve 1 Starting Balance		-	-	-	-	-	-	-	-
Other Reserve 1 Deposits		-	-	-	-	-	-	-	-
Other Reserve 1 Withdrawals		-	-	-	-	-	-	-	-
Other Reserve 1 Interest		-	-	-	-	-	-	-	-
Other Required Reserve 1 Running Balance		-	-	-	-	-	-	-	-
OTHER RESERVE 2 - RUNNING BALANCE									
Other Reserve 2 Starting Balance		-	-	-	-	-	-	-	-
Other Reserve 2 Deposits		-	-	-	-	-	-	-	-
Other Reserve 2 Withdrawals		-	-	-	-	-	-	-	-
Other Reserve 2 Interest		-	-	-	-	-	-	-	-
Other Required Reserve 2 Running Balance		-	-	-	-	-	-	-	-

Total # Units: 203

	% annual increase	Comments (related to annual inc assumptions)	Year 17	Year 18	Year 19	Year 20
			2038	2039	2040	2041
INCOME			Total	Total	Total	Total
Residential - Tenant Rents	2.5%		7,561,359	7,750,393	7,944,153	8,142,757
Residential - Tenant Assistance Payments (Non-LOSP)	n/a					
Commercial Space	2.5%		-	-	-	-
Residential Parking	2.5%		-	-	-	-
Miscellaneous Rent Income	2.5%		-	-	-	-
Supportive Services Income	2.5%		-	-	-	-
Interest Income - Project Operations	2.5%		-	-	-	-
Laundry and Vending	2.5%		21,607	22,147	22,701	23,268
Tenant Charges	2.5%		-	-	-	-
Miscellaneous Residential Income	2.5%		-	-	-	-
Other Commercial Income	2.5%		122,828	125,899	129,046	132,272
Withdrawal from Capitalized Reserve (deposit to operating account)	n/a	Link from Reserve Section below, as applicable				
Gross Potential Income			7,705,794	7,898,439	8,095,900	8,298,297
Vacancy Loss - Residential - Tenant Rents	n/a	Enter formulas manually per relevant MOH policy; annual incrementing usually not appropriate	(378,068)	(387,520)	(397,208)	(407,138)
Vacancy Loss - Residential - Tenant Assistance Payments	n/a					
Vacancy Loss - Commercial	n/a		(30,707)	(31,475)	(32,262)	(33,069)
EFFECTIVE GROSS INCOME			7,297,019	7,479,445	7,666,431	7,858,091

OPERATING EXPENSES						
Management						
Management Fee	3.5%	1st Year to be set according to HUD schedule.	287,231	297,284	307,889	318,458
Asset Management Fee	3.5%	per MOHCD policy	37,974	39,303	40,679	42,103
Sub-total Management Expenses			325,206	336,588	348,368	360,561
Salaries/Benefits						
Office Salaries	3.5%		27,399	28,358	29,350	30,377
Manager's Salary	3.5%		273,970	283,559	293,483	303,755
Health Insurance and Other Benefits	3.5%		-	-	-	-
Other Salaries/Benefits	3.5%		168,959	174,873	180,993	187,328
Administrative Rent-Free Unit	3.5%		-	-	-	-
Sub-total Salaries/Benefits			470,328	486,789	503,827	521,461
Administration						
Advertising and Marketing	3.5%		-	-	-	-
Office Expenses	3.5%		108,280	112,070	115,993	120,053
Office Rent	3.5%		13,144	13,604	14,080	14,573
Legal Expense - Property	3.5%		15,606	16,152	16,717	17,303
Audit Expense	3.5%		21,848	22,613	23,404	24,224
Bookkeeping/Accounting Services	3.5%		71,808	74,321	76,922	79,615
Bad Debts	3.5%		-	-	-	-
Miscellaneous	3.5%		41,050	42,487	43,874	45,513
Sub-total Administration Expenses			271,736	281,247	291,091	301,279
Utilities						
Electricity	3.5%		187,277	193,832	200,616	207,637
Water	3.5%		388,735	402,340	416,422	430,997
Gas	3.5%		193,364	198,032	142,863	147,863
Sewer	3.5%		-	-	-	-
Sub-total Utilities			769,376	794,204	859,901	886,497
Taxes and Licenses						
Real Estate Taxes	3.5%		437,431	452,741	468,587	484,987
Payroll Taxes	3.5%		61,440	63,591	65,816	68,120
Miscellaneous Taxes, Licenses and Permits	3.5%		7,307	7,563	7,827	8,101
Sub-total Taxes and Licenses			506,178	523,895	542,231	561,209
Insurance						
Property and Liability Insurance	3.5%		143,428	148,448	153,644	159,022
Fidelity Bond Insurance	3.5%		-	-	-	-
Worker's Compensation	3.5%		69,120	71,539	74,043	76,635
Director's & Officers' Liability Insurance	3.5%		-	-	-	-
Sub-total Insurance			212,549	219,988	227,687	235,656
Maintenance & Repair						
Payroll	3.5%		403,512	417,635	432,252	447,381
Supplies	3.5%		-	-	-	-
Contracts	3.5%		179,411	185,690	192,189	198,916
Garbage and Trash Removal	3.5%		185,654	192,152	198,878	205,838
Security Payroll/Contract	3.5%		-	-	-	-
HVAC Repairs and Maintenance	3.5%		42,343	43,825	45,359	46,947
Vehicle and Maintenance Equipment Operation and Repairs	3.5%		949	982	1,017	1,052
Miscellaneous Operating and Maintenance Expenses	3.5%		126,905	131,347	135,944	140,702
Sub-total Maintenance & Repair Expenses			938,775	971,632	1,005,639	1,040,836
Supportive Services						
Commercial Expenses	3.5%		216,748	224,334	232,186	240,313
TOTAL OPERATING EXPENSES			3,679,791	3,808,583	3,941,884	4,079,850

RESERVES/GROUND LEASE BASE RENT/BOND FEES						
Ground Lease Base Rent			15,000	15,000	15,000	15,000
Bond Monitoring Fee			7,500	7,500	7,500	7,500
Replacement Reserve Deposit			101,500	101,500	101,500	101,500
Operating Reserve Deposit			-	-	-	-
Other Required Reserve 1 Deposit			-	-	-	-
Other Required Reserve 2 Deposit			-	-	-	-
Required Reserve Deposits, Commercial			-	-	-	-
Sub-total Reserves/Ground Lease Base Rent/Bond Fees			124,000	124,000	124,000	124,000
TOTAL OPERATING EXPENSES (w/ Reserves/GL Base Rent/ Bond Fees)			3,803,791	3,932,583	4,065,884	4,203,850

NET OPERATING INCOME (INCOME minus OP EXPENSES)						
			3,493,228	3,546,861	3,600,547	3,654,242

DEBT SERVICE/MUST PAY PAYMENTS ("hard debt"/amortized loans)						
Hard Debt - First Lender		Enter comments re: annual increase, etc.	2,281,478	2,281,478	2,281,478	2,281,478
Hard Debt - Second Lender (HCD Program 0.42% pymt, or other 2nd Lender)		Enter comments re: annual increase, etc.	20,903	20,903	20,903	20,903
Hard Debt - Third Lender (Other HCD Program, or other 3rd Lender)		Enter comments re: annual increase, etc.	-	-	-	-
Hard Debt - Fourth Lender		Enter comments re: annual increase, etc.	-	-	-	-
Commercial Hard Debt Service			-	-	-	-
TOTAL HARD DEBT SERVICE			2,302,381	2,302,381	2,302,381	2,302,381

CASH FLOW (NOI minus DEBT SERVICE)						
			1,190,848	1,244,480	1,298,166	1,351,861

USES OF CASH FLOW BELOW (This row also shows DSCR)						
		DSCR:	1.52	1.54	1.56	1.59

TOTAL PAYMENTS PRECEDING MOHCD						
			1,190,848	1,244,480	1,298,166	1,351,861

RESIDUAL RECEIPTS (CASH FLOW minus PAYMENTS PRECEDING MOHCD)						
Does Project have a MOHCD Residual Receipt Obligation?	Yes	Year 15 is year indicated below:				
Will Project Defer Developer Fee?	Yes	2036				
1st Residual Receipts Split - Lender/Deferred Developer Fee	50% / 50%	2nd Residual Receipts Split Begins:				
2nd Residual Receipts Split - Lender/Owner	67% / 33%	2037				
Max Deferred Developer Fee Amt		(Use for data entry above. Do not link.)				
MOHCD RESIDUAL RECEIPTS DEBT SERVICE		Dist. Soft Debt Loans				
MOHCD Residual Receipts Amount Due	100.00%	Allocation per pro rata share of all soft debt loans, and MOHCD residual receipts policy	793,898	829,654	865,444	901,241
Proposed MOHCD Residual Receipts Amount to Loan Repayment			793,898	829,654	865,444	901,241
Proposed MOHCD Residual Receipts Amount to Residual Ground Lease		Proposed Total MOHCD Amt Due less Loan Repayment	-	-	-	-
NON-MOHCD RESIDUAL RECEIPTS DEBT SERVICE						

Attachment L: Commercial Operating Budget

Please see following page.

		2022	2023	2024	2025	2026	2027	2028	2029		
INCOME	% annual increase	Comments (related to annual inc assumptions)	Total	Total	Total	Total	Total	Total	Total		
HCD Residual Receipts Amount Due	0.00%	No HCD Financing	-	-	-	-	-	-	-		
Lender 4 Residual Receipts Due	0.00%		-	-	-	-	-	-	-		
Lender 5 Residual Receipts Due	0.00%		-	-	-	-	-	-	-		
Total Non-MOHCD Residual Receipts Debt Service											
REMAINDER (Should be zero unless there are distributions below)											
Owner Distributions/Incentive Management Fee			-	-	-	-	-	-	-		
Other Distributions/Uses			-	-	-	-	-	-	-		
Final Balance (should be zero)											
REPLACEMENT RESERVE - RUNNING BALANCE											
Replacement Reserve Starting Balance			101,500	203,000	304,500	406,000	507,500	609,000	710,500		
Replacement Reserve Deposits		101,500	101,500	101,500	101,500	101,500	101,500	101,500	101,500		
Replacement Reserve Withdrawals (ideally tied to CNA)		-	-	-	-	-	-	-	-		
Replacement Reserve Interest		-	-	-	-	-	-	-	-		
RR Running Balance			101,500	203,000	304,500	406,000	507,500	609,000	710,500	812,000	
			<i>RR Balance/Unit</i>	\$500	\$1,000	\$1,500	\$2,000	\$2,500	\$3,000	\$3,500	\$4,000
OPERATING RESERVE - RUNNING BALANCE											
Operating Reserve Starting Balance			-	-	-	-	-	-	-		
Operating Reserve Deposits			-	-	-	-	-	-	-		
Operating Reserve Withdrawals			-	-	-	-	-	-	-		
Operating Reserve Interest			-	-	-	-	-	-	-		
OR Running Balance			-	-	-	-	-	-	-		
			<i>OR Balance as a % of Prior Yr Op Exps + Debt Service</i>								
			0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%		
OTHER REQUIRED RESERVE 1 - RUNNING BALANCE											
Other Reserve 1 Starting Balance			-	-	-	-	-	-	-		
Other Reserve 1 Deposits			-	-	-	-	-	-	-		
Other Reserve 1 Withdrawals			-	-	-	-	-	-	-		
Other Reserve 1 Interest			-	-	-	-	-	-	-		
Other Required Reserve 1 Running Balance			-	-	-	-	-	-	-		
OTHER RESERVE 2 - RUNNING BALANCE											
Other Reserve 2 Starting Balance			-	-	-	-	-	-	-		
Other Reserve 2 Deposits			-	-	-	-	-	-	-		
Other Reserve 2 Withdrawals			-	-	-	-	-	-	-		
Other Reserve 2 Interest			-	-	-	-	-	-	-		
Other Required Reserve 2 Running Balance			-	-	-	-	-	-	-		