RESOLUTION NO. 114-2005

Adopted July 19, 2005

AUTHORIZING A LOAN AGREEMENT NOT TO EXCEED $2,450,701 WITH BRIDGE REGIONAL PARTNERS, INC., A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, FOR THE PREDEVELOPMENT OF UP TO 131 UNITS OF LOW AND MODERATE-INCOME FIRST-TIME HOMEOWNERSHIP HOUSING AT 330 BERRY STREET AND 335 BERRY STREET, ALSO KNOWN AS BLOCK N4, PARCEL 2 AND BLOCK N4a, PARCEL 2; MISSION BAY NORTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq., the “Law”), the Redevelopment Agency of the City and County of San Francisco (“Agency”) undertakes programs for the reconstruction and rehabilitation of slums and blighted areas in the City and County of San Francisco.

2. On September 17, 1998, the Agency Commission approved the Mission Bay North and South Redevelopment Plans and Owner Participation Agreements (“OPAs”) with Catellus Development Corporation (“Catellus”). The OPAs require that approximately 1,700 of the 6,000 housing units be affordable to low and moderate-income households. Catellus is obligated to create approximately 255 affordable units as part of its development plans. The remaining 1,445 units will be developed by nonprofit housing developers selected by the Agency on approximately 16 acres of land that Catellus is required to contribute to the Agency. The 16 acres are composed of 3.8 acres in Mission Bay North and 12.2 acres in Mission Bay South. Catellus is generally required to contribute land to the Agency as it proceeds with its own developments.

3. The Agency’s Mission Bay Affordable Housing Policy also approved by the Agency Commission on September 17, 1998, states the type of housing to be built on the Agency land and that the Agency will select nonprofit developers for these sites through a Request for Qualifications (“RFQ”) process.

4. On August 15, 2000, the Agency Commission approved Catellus’ Major Phase Application for Blocks N3-N4a in the Mission Bay North Redevelopment Project Area (“Mission Bay North”). Pursuant to the terms of the Mission Bay North OPA between the Agency and Catellus, the Site then became available for the Agency to select a developer.

5. On January 27, 2005, the Agency issued a RFQ for the combined development of the third and fourth Agency Affordable Housing Parcels in Mission Bay North,
seeking nonprofit teams capable of developing affordable homeownership family
housing at 330 Berry Street and 335 Berry Street, also known as Block N4, Parcel
2 and Block N4a, Parcel 2 (the "Site"). A summary of the RFQ was provided to
the Agency Commission in an informational memorandum dated January 18,
2005.

6. The Agency received three submittals, of which only the submittal from BRIDGE
Housing Corporation, a California nonprofit public benefit corporation, was
timely and responsive. The RFQ set forth specific qualifications including
previous development experience, developer staff capacity, architectural design,
building constructability, and financial feasibility.

7. At its meeting of July 19, 2005, per Resolution No. 113-2005, the Agency
Commission authorized the Agency Executive Director to enter into an exclusive
negotiations agreement with BRIDGE Regional Partners, Inc. ("BRIDGE"), a
wholly owned California nonprofit subsidiary of BRIDGE Housing Corporation,
to clarify the obligations BRIDGE must fulfill to remain in exclusive negotiations
leading to the execution of a Disposition and Development Agreement and the
development of the Site.

8. In 1999, the Agency received $1.4 million from the California Housing Finance
Agency ("CalHFA") Housing Enabled Local Partnerships ("HELP") Program for
the purpose of creating a revolving loan fund to fund predevelopment and pre-
construction costs incurred by developers of the Agency Affordable Housing
Parcels in Mission Bay. In 2001, the Agency received an additional $1.5 million
so that a total of $2.9 million is available. The HELP Funds would be loaned
through the end of construction at which time the Agency will substitute other
Mission Bay Funds so that the HELP Funds will be available to lend to the next
Agency Mission Bay Affordable Housing Parcel.

9. In April 2005, BRIDGE Housing Corporation requested a Mission Bay North
Housing Loan to pay for predevelopment and pre-construction costs associated
with the Project. The borrower will be BRIDGE.

10. At its meeting of June 6, 2005, the Citywide Affordable Housing Loan Committee
recommended approval of a Mission Bay North Housing Loan Agreement for
$2,450,701 subject to the terms and conditions listed in the Loan Evaluation.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and
County of San Francisco that the Executive Director or her designee is authorized to enter
into a Loan Agreement with BRIDGE Regional Partners, Inc., a California nonprofit
public benefit corporation, in an amount not to exceed $2,450,701 to pay predevelopment
and pre-construction expenses associated with the development of 131 units of
affordable homeownership family housing substantially in the form lodged with the Agency General Counsel.

APPROVED AS TO FORM:

James B. Morales
Agency General Counsel