MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Tiffany Bohee
Executive Director

SUBJECT: Authorizing a Predevelopment Loan Agreement with Double Rock Ventures LLC, in the amount of $2,713,863, for predevelopment activities related to the development of 94 units as Phase 1 of the construction of 256 replacement public housing units and the construction of 248 additional units of low-income family rental housing and a Replacement Housing Plan; Alice Griffith Public Housing site, 211 Cameron Way; and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area

Authorizing a Predevelopment Loan Agreement with Double Rock Ventures LLC, in the amount of $2,603,863, for predevelopment activities related to the development of 90 units as Phase 2 of the construction of 256 replacement public housing units and the construction of 248 additional units of low-income family rental housing; Alice Griffith Public Housing site, 211 Cameron way; and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area

Authorizing a Predevelopment Loan Agreement with Double Rock Ventures LLC, in the amount of $2,493,520, for predevelopment activities related to the development of 60 units as Phase 3a of the construction of 256 replacement public housing units and the construction of 248 additional units of low-income family rental housing; Alice Griffith Public Housing site, 211 Cameron way; and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area

Authorizing a Predevelopment Loan Agreement with Double Rock Ventures LLC, in the amount of $2,444,900, for predevelopment activities related to the development of 62 units as Phase 3b of the construction of 256 replacement public housing units and the construction of 248 additional units of low-income family rental housing; Alice Griffith Public Housing site, 211 Cameron way; and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area
EXECUTIVE SUMMARY

Double Rock Ventures LLC, ("DRV") the development entity for the redevelopment of Alice Griffith Public Housing is an affiliate of McCormack Baron Salazar ("MBS" or "Developer"). CP Development Co, LP is a partnership including the Lennar Corporation ("CP Dev Co" or "Lennar") created for the purpose of redeveloping Hunters Point Shipyard Phase 2 and Candlestick Point. On June 3, 2010, the former San Francisco Redevelopment Agency (the "Former Agency" now the Office of Community Investment and Infrastructure or "OCII") executed a Disposition and Development Agreement ("DDA") with CP Dev Co that includes a Below Market-Rate Housing Plan ("Housing Plan"). The Housing Plan defines the roles and responsibilities of the Former Agency and CP Dev Co regarding the development of up to 10,500 housing units, an important part of which is the revitalization of the Alice Griffith public housing development as a mixed-income, service-enriched community ("Project" or "AG"), developed according to the principles of HOPE SF. HOPE SF is an initiative that is being implemented by the Mayor's Office of Housing and Community Development ("MOHCD") to re-envision and redevelop the City's most distressed public housing sites. Based on the requirements of the DDA, MBS was selected by CP Dev Co to be the Alice Griffith Developer based upon their extensive experience revitalizing public housing across the country. Additional development team members include the San Francisco Housing Authority and Urban Strategies, Inc., which will be implementing the social services program at AG.

CP Dev Co concluded a multi-year public planning process on August 3, 2010, when the Board of Supervisors approved tax, land exchange, entitlement, and redevelopment plan amendment documents that together enable the implementation of the Candlestick Point-Hunters Point Shipyard Phase 2 mixed-use project (CP-HPS2). These approvals were in addition to the Former Agency's approval of the DDA and Housing Plan described above.

An initial predevelopment loan for AG was approved by the Former Agency Commission on March 29, 2011. In August 2011, the development team was awarded a U.S. Department of Housing and Urban Development ("HUD") Choice Neighborhoods Initiative Implementation ("CNI") Grant in the amount of $30,500,000, of which $21,500,000 is to be used for housing development at AG. The CNI program supports locally driven strategies to address struggling neighborhoods with distressed public or HUD-assisted housing through a comprehensive approach to neighborhood transformation. Local leaders, residents, and stakeholders, such as public housing authorities, cities, schools, police, business owners, nonprofits, and private developers, come together to create and implement a plan that transforms distressed HUD housing and addresses the challenges in the surrounding neighborhood. The program is designed to catalyze critical improvements in neighborhood assets, including vacant property, housing, services and schools. The CNI funding comes with a variety of deadlines and deliverables, the most important of which is a statutory obligation that grant funds be expended and units delivered by September 2016 for the portion of the funds associated with AG Phases 1 and 2 and September 2017 for the portion of the funds to be used for AG Phase 3. Therefore, CNI funds and associated funding deadlines will apply to the first three phases of AG.

On January 7, 2014, Commission approved the plans for infrastructure related to AG along with the schematic design for AG Phases 1 and 2. CP Dev Co will begin infrastructure work in April. In addition to the schematic design for AG Phases 1 and 2, MBS has completed a master planning process for the entire development and has selected an architect for AG Phase 3. MBS is now seeking approval for four predevelopment loans for the first three phases of development at AG. The proposed predevelopment funds for AG Phases 1 and 2 will cover predevelopment
expenses through the start of vertical construction in January 2015. MBS is also requesting predevelopment funds for AG Phase 3, which will be starting construction in late 2015, in order to comply with CNI funding deadlines. AG Phase 3 will be one construction phase that is financed separately to ensure maximum leveraging of other funding sources to the Project, therefore the developer is proposing two separate loans for Phase 3. The proposed funding requests were recommended for approval by the HOPE SF Loan Committee on December 20, 2013 and March 21, 2014. The requested Project funding has also been included in Recognized Obligations Payment Schedule (“ROPS”) 2013-14B. A Replacement Housing Plan, provided as Attachment C, is required by California Community Redevelopment Law (“CRL”) and is also being proposed for Commission authorization. This plan describes how the first three phases of the AG redevelopment will meet the CRL replacement housing obligations.

Staff recommends authorizing the Predevelopment Loan Agreements with Double Rock Ventures LLC for Phases 1, 2, 3a, and 3b for a total of $10,256,146 related to the predevelopment activities of a total of 306 affordable housing units; approving a Replacement Housing Plan; and adopting environmental findings pursuant to the California Environmental Quality Act for the Alice Griffith Public Housing site, 211 Cameron Way; Bayview Hunters Point Redevelopment Project Area.

BACKGROUND

Project History

*Lennar, Hunters Point Shipyard, and Prop G.* The Former Agency selected Lennar/BVHP Partners to develop the Shipyard in 1999; the public-private, collaborative effort to expand the Shipyard redevelopment project to include Candlestick Point and AG culminated in 2008 with the passage of Proposition G by San Francisco voters. As set forth in Proposition G, the CP-HPS2 project would reconnect the Shipyard and Candlestick Point with the Bayview Hunters Point community and the rest of San Francisco and transform the area with new jobs, parks and affordable housing. As approved by the Board of Supervisors and Former Agency Commission, CP-HPS2 more specifically calls for 10,500 new housing units, 31.86% of which are below-market rate, including AG’s one-for-one replacement; 300+ acres of parks and open space; significantly improved rapid transit connections; thousands of new job opportunities; almost 900,000 square feet of new retail; 2.65 million square feet of office/R&D space; and significant new cultural and service amenities.

*Alice Griffith Replacement Projects.* AG’s replacement emerged as a critical component of Proposition G, and representatives from the City, the former Redevelopment Agency, and Lennar met with AG residents repeatedly in the lead-up to the 2008 vote to insure resident support. Meetings have continued regularly since. Proposition G’s passage also roughly coincided with the release of guiding principles and recommendations by the HOPE SF Task Force, a broad-based group of citizens convened by the Mayor and Board of Supervisors to address the pressing needs and problems of San Francisco’s most distressed public housing sites, including AG.

With Prop G’s passage, the City’s implementation of HOPE SF as a major policy directive, and the desire of the AG tenants themselves to secure a habitable and safe living environment, AG’s revitalization became one of CP-HPS2’s major community benefits.
The Housing Plan calls for AG’s reconstruction as part of the first phase of the mixed-use project. It also requires CP Dev Co to contribute significant construction and permanent subsidy for the one-for-one replacement of all 256 AG units, as well as construction/permanent subsidy for 248 new affordable units that will be built with the AG units, that are not public housing units (here referred to as “Tax Credit” or “LIHTC” units). Finally, the Housing Plan requires CP Dev Co to replace the decrepit and obsolete infrastructure that currently exists at AG with all new infrastructure and to provide an additional subsidy for the housing development ($90,000 per Public Housing Replacement unit and $70,000 per LIHTC unit).

**CNI Program and Transformation Plan.** Choice Neighborhoods is focused on three core goals:

1. **Housing:** Replace distressed public and assisted housing with high-quality mixed-income housing that is well-managed and responsive to the needs of the surrounding neighborhood;

2. **People:** Improve educational outcomes and intergenerational mobility for youth with services and support delivered directly to youth and their families; and

3. **Neighborhood:** Create the conditions necessary for public and private reinvestment in distressed neighborhoods to offer the kinds of amenities and assets, including safety, good schools, and commercial activity, that are important to families’ choices about their community. The neighborhood component for the AG Transformation Plan focuses on the Eastern Bayview.

To achieve these core goals, communities must develop a comprehensive neighborhood revitalization strategy, or Transformation Plan. The AG and Eastern Bayview Transformation Plan (the “Transformation Plan”) builds on the planning efforts for CP-HPSY2 and the former Bayview Redevelopment Project Area. Implementation Grants support communities that have undergone a comprehensive local planning process and are ready to implement their “Transformation Plan” to redevelop the neighborhood.

**Alice Griffith Site Transformation to a Mixed-Income Community.** Pursuant to HOPE SF principles and CNI core goals, the AG site will be rebuilt at a higher density than what currently exists. The projected unit mix is as follows:

- 256 AG units (replaced one-for-one)
- 248 additional affordable (“Tax Credit”) units including managers’ units (affordable to households up to 50% of Area Median Income “AMI”)
- 382 market-rate units
- 43 inclusionary units (affordable to households up to 120% of AMI)
- 281 workforce units (affordable to households earning between 120% and 160% of AMI).

**Total Units:** 1,210

**Total Alice Griffith Replacement Units (as defined in the DDA):** 504 (i.e., 256 replacement AG Units + 248 new Tax Credit units)
The current plan is to rebuild the affordable portion of AG Replacement Units in five construction phases. Estimated vertical construction commencement dates for each of AG’s five construction phases are provided below (shading below indicates phases that are being developed concurrently).

<table>
<thead>
<tr>
<th>Phase</th>
<th>Block(s)</th>
<th>Estimated Construction Start</th>
<th>Est. Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2</td>
<td>1/1/15</td>
<td>94</td>
</tr>
<tr>
<td>2</td>
<td>4</td>
<td>1/1/15</td>
<td>90</td>
</tr>
</tbody>
</table>

CP Dev Co is the horizontal developer for the AG site infrastructure as part of the overall HPS2-CP infrastructure development program. MBS will be the lead developer for the Alice Griffith public housing replacement units and the tax credit units on the Blocks shown above.

In addition to the on-site AG redevelopment, Carroll Street Senior Housing at 5800 Third Street (also being developed by MBS along with Bayview Hunters Point Multipurpose Senior Services) has been approved by HUD as the first phase of off-site housing for qualified Alice Griffith public housing residents under the CNI award to Alice Griffith public housing/Eastern Bayview neighborhood.

**Relocation**

Pursuant to HOPE SF principles, residents will remain on site during construction because construction of replacement units will be phased with new units being constructed before existing housing is demolished. All existing tenants in good standing (meaning all tenants who are not in the legal process of eviction) will have the opportunity to occupy new units. The Tax Credit units will be restricted and affordable to families up to 50% of AMI pursuant to the Bayview Hunters Point Redevelopment Plan (the “Redevelopment Plan”) and MOHCD policies. In March 2014, MBS selected a relocation consultant, Overland, Pacific & Cutler to develop the Relocation Plan required by HUD. This relocation plan will focus on the process of moving residents from the existing housing to the new housing, which will begin after construction of the first phase is complete in July 2016.

In addition to AG resident relocation, there are several on site community groups/resources and service providers who will need to be relocated, either temporarily until space within the new development is built, permanently, or both. These groups and service providers include: Hunters Point Family Services (including the Community Garden), the open space for Fran Del Ja Childcare Center, a small police substation, the Opportunity Center (current services and community hub for AG residents), a mural on the Griffith Pump Station, Bayview Hunters Point Health and Environmental Resource Center, and a portion of the True Hope Church parking lot. CP Dev Co is responsible for relocating these non-residential groups as they will be displaced by the infrastructure construction, though not all of them have been or will be displaced by the first and current phase of infrastructure. CP Dev Co is working with AG residents and services...
providers along with OCII, MOHCD, and MBS to identify and secure that the most appropriate new locations for the residents and the services providers. A discussion of the relocation efforts specifically related to AG Phases 1-3 included below.

Alice Griffith Financing Plan
The Housing Plan requires that CP Dev Co provide a subsidy to the AG vertical development equal to $90,000 per Public Housing Replacement Unit and $70,000 per Tax Credit Unit and an estimated $62 million from the Former Agency (now OCII) in gap financing. Additionally, the Housing Plan requires that traditional affordable housing finance sources such as low income housing tax credit equity and tax exempt bond financing should be maximized. Should total development cost ("TDC") for any phase exceed the TDC initially projected in the DDA, then the difference between the DDA’s TDC and the current projected TDC are referred to as "cost overruns". CP Dev Co must cover the proportion of cost overruns attributable to the Public Housing Replacement Unit and OCII must cover the cost overruns attributable to the Tax Credit units. Also, OCII is responsible for covering any gaps in projected tax credit equity and/or Federal Home Loan Bank Affordable Housing Program funds below what was projected at the time the DDA was executed. Unanticipated sources, such as the CNI grant, reduce OCII’s obligation. OCII’s obligation, therefore, set at $62,017,200 in the Housing Plan, will increase on a pro-rated basis as Project costs go up, but will be offset by any additional funding the Project secures.

Since the Project has secured CNI funding, of which $21,350,000 is to be used for AG development, OCII’s base contribution prior to any cost overruns is now $40,667,200. The Developer’s current estimate of TDC is projected to be higher than the initial DDA estimate, thus the cost overrun calculation is needed. Current financial modelling predicts OCII’s commitment to all Phases of AG to be just over $50,000,000 and CP Dev Co’s to be over $57,000,000. Based on these estimates, staff projects that OCII will fund its full contribution for Phases 1, 2 and 3 using a combination of existing balances from the prior Low and Moderate Income Housing Fund and associated prior year bond proceeds. OCII will seek tax increment funding for the construction financing for Phases 4 and 5 through the Recognized Obligation Payment Schedule process in future fiscal years.

Community Support
Alice Griffith’s inclusion in the CP-HPS2 project resulted in extensive public review, with hundreds of meetings held since 2007. Both the Hunters Point Shipyard Citizen’s Advisory Committee ("CAC") and Bayview Hunters Point Project Area Committee (now defunct) supported the larger CP-HPS2 project and Alice Griffith’s renovation. Alice Griffith itself has an active Residents Council and Tenant Association, and MBS, Urban Strategies, MOHCD and OCII staff meet regularly with both groups. Given the extreme habitability problems that currently exist at the site, AG tenants have shown strong support for the site’s revitalization. In May 2012 MBS and their master plan and Phase 1-3 architect, Torti Gallas, convened a week-long design charrette with residents and other project stakeholders including MOHCD, OCII, HUD, SFHA, the San Francisco Unified School District, HPSY CAC and other community organizations. The results of this charrette have been incorporated into the master plan and the schematic design for phases 1 and 2. This fall OCII, MOHCD, and development team staff presented both the infrastructure plan and the AG Phases 1 and 2 schematic design to the CAC and all of its subcommittees for review and recommendation, which was granted by the CAC. The AG residents along with Project stakeholders are very supportive of the Project.
development team, OCII, and MOHCD staff continue to meet regularly with the residents, the CAC, and other community stakeholders regarding the development process.

DISCUSSION ALICE GRIFFITH PHASES 1-3

Replacement Housing Plan and Non-Residential Relocation – Alice Griffith Phases 1-3

Replacement Housing Plan

The San Francisco Housing Authority ("SFHA") owns the existing AG site, which is approximately 22.5 acres. In order to allow Alice Griffith tenants’ direct relocation from their existing homes to new units, the first three phases of the redevelopment of Alice Griffith will be constructed on vacant land adjacent to the occupied public housing units. The current Alice Griffith units are a mix of one-, two-, three-, four- and five-bedroom units, and the same unit mix will be provided in the completed AG project.

In accordance with the DDA, once infrastructure has been completed by CP Dev Co, OCII will transfer the completed blocks to SFHA, which will own the land and provide a long-term lease back to MBS’s affiliate limited partnership development entity for each phase. Please see Attachment A entitled “Alice Griffith Current and Future Parcel Ownership and Site Plan” for more information regarding the status of existing site control, planned development locations, and the final AG block and street layout. As described in the Housing Plan, the transfer of properties described above is anticipated to occur under a Master Development Agreement, among, as applicable and as required by SFHA and HUD, CP Dev Co, MBS, OCII/MOHCD and SFHA, with SFHA acquiring or retaining fee title to portion of land that will house the 504 AG units, consisting of 256 Public Housing Replacement units and 248 Tax Credit units.

A Replacement Housing Plan, provided as Attachment C, is required by CRL and proposed for Commission authorization. As described above, the 504 newly constructed Public Housing Replacement and Tax Credit units are being developed as one project comprised of a number of buildings to be built in 5 phases. Public Housing Replacement and Tax Credit Units will be distributed throughout the project and indistinguishable from each other. While the existing AG units will ultimately be replaced with the same mix of one-, two-, three-, four- and five-bedroom units as exist today, the flexibility in designating Public Housing Replacement units will allow residents to move into units sized for their needs as the project phases are completed. The unit mix will serve the household size needs of existing AG residents and be compliant with CRL and the DDA. The unit mix for the first three phases is as follows:
Predevelopment Funding Request

On March 29, 2011, the Former Agency Commission approved a $3,000,000 predevelopment loan, to be applied on two separate tracks for both master planning for the entire project and predevelopment for AG Phases 1 and 2; of that amount approximately $1.9 million has been used for the Phase 1 and 2 predevelopment activities. Torti Gallas, master plan architect and architect for AG Phases 1-3 has completed the master plan as well as the schematic design for AG Phases 1 and 2. MBS has selected Nibbi Brothers to be the general contractor for AG Phases 1 and 2. MBS is now requesting additional predevelopment funds to complete predevelopment work for Phases 1 and 2 of AG, and begin predevelopment work for Phase 3 as shown in the predevelopment financing table below. This request was recommended for approval by the HOPE SF Loan Committee on December 20, 2013.

<table>
<thead>
<tr>
<th>Number of Units</th>
<th>Phase 1</th>
<th>Phase 2</th>
<th>Phases 3A and B</th>
<th>Total Phases 1-3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Bedrooms</td>
<td>94</td>
<td>90</td>
<td>122</td>
<td></td>
</tr>
<tr>
<td>Sqft</td>
<td>194</td>
<td>192</td>
<td>272</td>
<td></td>
</tr>
</tbody>
</table>

**OCII Predev Sources**

- Former Agency Predev Loan $958,375 $958,375 $0.00 $1,916,750
- OCII Predev - Funding Amount $2,713,863 $2,603,863 $4,938,420 $10,256,146
- Total Permanent OCII Subsidy $3,672,238 $3,562,238 $4,938,420 $12,172,896

**Uses**

<table>
<thead>
<tr>
<th>Uses</th>
<th>Phase 1</th>
<th>Phase 2</th>
<th>Phases 3A and B</th>
<th>Total Phases 1-3</th>
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<td>Acquisition</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
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<tr>
<td>Architecture and Engineering</td>
<td>$1,490,914</td>
<td>$1,390,914</td>
<td>$1,940,000</td>
<td>$4,821,828</td>
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<tr>
<td>Survey and Engineering Studies</td>
<td>$210,000</td>
<td>$210,000</td>
<td>$220,000</td>
<td>$640,000</td>
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<tr>
<td>Financing Costs</td>
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<td>$10,000</td>
<td>$130,000</td>
<td>$150,000</td>
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<tr>
<td>Legal Costs</td>
<td>$200,000</td>
<td>$200,000</td>
<td>$400,000</td>
<td>$800,000</td>
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<tr>
<td>Other Soft Costs</td>
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<td>$982,700</td>
<td>$1,272,200</td>
<td>$3,237,600</td>
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<tr>
<td>Soft Cost Contingency</td>
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<td>$228,624</td>
<td>$396,220</td>
<td>$863,468</td>
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<tr>
<td>Construction Management/Financial Consultant</td>
<td>$40,000</td>
<td>$40,000</td>
<td>$80,000</td>
<td>$160,000</td>
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<tr>
<td>Developer Fee</td>
<td>$500,000</td>
<td>$500,000</td>
<td>$500,000</td>
<td>$1,500,000</td>
</tr>
<tr>
<td>Total</td>
<td>$3,672,238</td>
<td>$3,562,238</td>
<td>$4,938,420</td>
<td>$12,172,896</td>
</tr>
</tbody>
</table>

The proposed architectural fees will fund Phases 1 and 2 through construction drawings and Phase 3 through schematic design and construction drawings. Phase 1 and 2 occupy the same block, so work on both buildings will occur simultaneously. Other predevelopment costs such as permits, geotechnical studies, construction management, and developer fees are consistent with similar OCII and MOHCD-funded projects and proposed expenses are consistent with MOHCD Underwriting Guidelines. The predevelopment budgets include $20,000 per phase for a financial analyst, CSG Advisors, to work with MOHCD, OCII and the Developer to determine the best financing plans and assumptions for the first three phases of development at AG. CSG Advisors works on behalf of MOHCD and OCII but is paid via the development budget.
The proposed predevelopment loans are anticipated to be incorporated into larger permanent loans for each phase. The proposed interest rate for the predevelopment term is 0%, however, if the development team, OCII and MOHCD determined that one or all of the Phases can support a higher interest rate up to 3% (consistent with MOHCD Underwriting Guidelines), then staff will recommend that the permanent loan for that phase carry that higher interest rate. This interest rate modification was recommended for approval by the HOPE SF Loan Committee on March 21, 2014.

**Project Schedule**

CP Dev Co will begin site grading and infrastructure in April 2014 to meet HUD’s mandatory deadlines to spend the CNI funds and build the units associated with those funds (which are all with Phases 1-3). Construction of AG Phases 1 and 2 is scheduled to begin in January of 2015 which will allow the Developer to complete construction in July 2016, in compliance with the mandatory HUD deadline of September 2016. AG Phase 3 will start construction in August 2015 and complete construction in February 2017, ahead of the September 2017 mandatory HUD deadline.

**Equal Opportunity Program and Compliance with OCII Policies**

The Developer complies with the OCII’s Nondiscrimination in Contracts, Minimum Compensation and Health Care Accountability policies and has worked closely with contract compliance staff to comply with the Bayview Hunters Point Employment and Contracting Policy (“BVHP ECP”) Program on this development. To date, the Developer has achieved 55.8% SBE participation for professional services consultants. Please refer to Attachment D for a summary of the professional services consultants for this Project.

During the construction phase of this project, the Developer is committed to meet the 50% SBE construction subcontracting participation goal. The general contractor for the project is a joint venture between Nibbi Brothers and Baines Group, an Agency-certified SBE/MBE. The project is also subject to OCII’s Bayview Hunters Point Employment and Contracting Policy, which has established a 50% local San Francisco construction workforce hiring goal with first consideration for residents of the BVHP area and the payment of prevailing wages. AG Phases 1-3 are also subject to SFHA and HUD Section 3 resident hiring and contracting requirements. These policies will be combined to provide first consideration for Alice Griffith residents.

**NEXT STEPS**

Staff will return to the OCII Commission in June for approval of the permanent loans for AG Phases 1 and 2 and approval of the Master Development Agreement and related documents by Summer 2014.

*(Originated by Elizabeth Colomello, Development Specialist)*

[Signature]

Tiffany Boheec
Executive Director
Attachment A: Alice Griffith Current and Future Parcel Ownership and Site Plan
Attachment B: Loan Evaluation – December 20, 2013
Loan Modification Evaluation – March 21, 2014
Attachment C: Replacement Housing Plan
Attachment D: Professional Consultants Summary
Attachment E: Loan Agreements