MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Tiffany Bohee
Executive Director

SUBJECT: Adopting environmental review findings pursuant to the California Environmental Quality Act, and conditionally approving a combined Basic Conceptual and Schematic Designs for Block 49, a 60 unit affordable housing project on Parcel A pursuant to the Hunters Point Shipyard Phase 1 Development and Disposition Agreement; Hunters Point Shipyard Redevelopment Project Area

EXECUTIVE SUMMARY

Block 49 (the “Project”) is located at the intersection of Donahue Street and Kirkwood Avenue in Phase 1 of the Hunters Point Shipyard Project (“Shipyard”) and will provide 60 rental units of affordable housing, serving households earning up to 50% of Area Median Income. The project sponsor, a joint venture of AMCAL Multi-Housing (“AMCAL”) and Young Community Developers (“YCD”) (together, the “Block 49 Developer”) is now seeking approval of the schematic designs for the Project. The Developer has engaged the design team of David Baker Architects (“DBA”) and INTERSTICE Architects (“Interstice”).

The Phase 1 Disposition and Development Agreement (“Phase 1 DDA”), between the Office of Community Investment and Infrastructure (“OCII”) as successor to the San Francisco Redevelopment Agency (“SFRA”) and HPS Development Co, LP (“Lennar” or the “Master Developer”) requires the Master Developer to provide 192 inclusionary affordable units (“Developer Affordable Units”) within the Phase 1 development. As part of the Sixth Amendment to the Phase 1 DDA, the Affordable Housing Program was modified to shift the Master Developer’s obligation to construct a portion of the Developer Affordable Units within the market rate blocks onto Block 49 in Phase 1. (see Attachment 1, DDA Sixth Amendment pages 1-6). In addition to the Developer Affordable Units, there will also be 218 affordable housing units that will be provided on designated OCII retained affordable housing sites (“OCII Affordable Housing”). See the attached map with location of OCII’s Affordable Housing sites. Block 49 will be similar to the OCII Affordable Housing sites in that it will utilize a long term Ground Lease structure with OCII (and subsequently the City), and other standard affordable housing financing documents. The difference is that there will be no OCII subsidy provided to the Project, as the Master Developer is responsible for providing any gap funding.

Since Block 49 is structured similarly to OCII’s Affordable Housing sites, it is being treated similar to an OCII Affordable Housing sites in terms of processing schematic design approvals, rather than utilizing the Major Phase process that a market rate project would pursue. As a result, staff is requesting approval for the schematic designs at this time, and will then bring the Ground Lease forward for approval in 2014 when the Project is closer to closing its financing.

Staff recommends adopting environmental review findings pursuant to the California Environmental Quality Act, and conditionally approving a combined Basic Conceptual and
Schematic Designs for Block 49, a 60 unit affordable housing project in Phase 1 of the Hunters Point Shipyard.

DISCUSSION

Hunters Point Shipyard and Candlestick Point Overview and Summary

The Hunters Point Shipyard and Candlestick Point areas (together the “Project”) are comprised of approximately 780 acres along the long-neglected waterfront lands of southeastern San Francisco. The Project will be developed in two phases and transform the land into productive areas for jobs, parks, and housing, including affordable housing.

The Project will deliver over 12,000 new homes, approximately 32 percent of which will be below market rate and will include the rebuilding of the Alice Griffith public housing development consistent with the City’s HOPE SF program, up to 3 million square feet of research and development space, and more than 350 acres of new parks in the southeast portion of San Francisco. In total, the Project will generate over $6 billion of new economic activity to the City, more than 12,000 permanent jobs, hundreds of new construction jobs each year, new community facilities, new transit infrastructure, and provide approximately $90 million in community benefits. The Project’s full build out will occur over 20 to 30 years, but nearly 1,500 units of housing and 26 acres of parks will be completed over the next five years in the first phase of the Shipyard.

Phase 1 Development Program

In December 2003, the SFRA Commission approved the Phase 1 DDA with Lennar. The Phase 1 DDA has been amended since its approval in 2003. The SFRA Commission authorized; 1) on April 5, 2005, a First Amendment to the DDA; 2) on October 17, 2006, a Second Amendment to the DDA; 3) on August 5, 2008, a Third Amendment to the DDA; 4) on August 19, 2008, a Fourth Amendment to the DDA; 5) on November 30, 2009 a Fifth Amendment to the DDA; and 6) on December 19, 2012 the Commission on Community Investment and Infrastructure approved a Sixth Amendment to the DDA.

The Phase 1 DDA obligates Lennar to construct the infrastructure necessary to support the total vertical development of 1,498 housing units in the Phase 1 development and 26 acres of open space and parks. The Phase 1 development is well underway with 70-80 percent of the horizontal infrastructure construction complete, designs for six blocks approved, and the first two blocks currently under construction.

Phase 1 Affordable Housing Program

Approved in October 17, 2006, the Second Amendment of the Phase 1 DDA, outlines the Phase 1 Affordable Housing Program (Attachment F) which stipulates that a minimum of 27 and a maximum of 40 percent of all the 1,498 Phase 1 units be affordable. The maximum 40 percent will be achieved if OCII exercises an option to purchase additional units for affordable housing in Phase 1. The baseline affordable housing units will consist of (a) approximately 218 units to be built on OCII’s Affordable Housing blocks and (b) 15 percent or approximately 192 units to be built as Developer Affordable Units.
The Affordable Housing Program requires that the 192 Developer Affordable Units be available at various levels of Area Median Income ("AMI").

- 30 percent are required to be available to 50 percent AMI households (58 units)
- 70 percent are required to be available to 80 percent AMI households (134 units)
- Additionally, Lennar is required to build one additional affordable unit as a result of a density bonus that was granted for Block 51.

While keeping the total of affordable housing units at the same level as before, the Sixth Amendment to the Phase 1 DDA shifted the 50 percent AMI Developer Affordable Units to Block 49. This change will result in the totality of 50 percent AMI affordable units being available much sooner than if they were spread throughout the development timeline of Phase 1's market rate projects. Further, Lennar has agreed to pay specified subsidies (both a $1 million fee and any required gap financing) to ensure that this accelerated development occurs as planned, fulfills the Phase 1 Affordable Housing Program goals and maximizes the public benefits related to this change. If the conditions set forth in the Sixth Amendment are not satisfied for the Block 49 housing development, then Vertical Developers will be required to build a specified percentage of housing affordable at 50 percent of AMI.

The Developer Affordable Units will be made available to individuals who earn up to 50 percent AMI, which in 2013 equals $35,450 annually for one individual and $50,600 per year for a family of four. There is no change to the Master Developer’s obligation to provide 10.5 percent or approximately 134 inclusionary market rate units to households earning more that 80 percent AMI which in 2013 equals $56,700 annually for an individual and $80,950 per year for a family of four.

**Block 49 Developer Selection**

In furtherance of the development of Block 49, Lennar interviewed several developer candidates including, 1) Boston Capital, 2) Chinese Community Housing, 3) SA Properties and 4) AMCAL Multi-Housing ("AMCAL") for the Block 49 development opportunity. After evaluating these firms, Lennar selected AMCAL because of their excellent reputation and deep experience building affordable housing projects in California, their favorable budget and AMCAL’s desire to partner with the Bayview Hunters Point ("BVHP") based Young Community Developers ("YCD") as its nonprofit partner. AMCAL and YCD have entered into a joint venture to develop Block 49. AMCAL and YCD are combining their respective experience in developing top quality affordable housing and serving the BVHP community.

**Roles and Responsibilities**

AMCAL and YCD have agreed to a memorandum of understanding that describes how they will work together for the successful development and operations of the Block 49 project. Together they will serve as co-general partners in the limited partnership that will be the ownership entity for the development. YCD will be the “managing general partner” and AMCAL will be the “developer general partner.”

As managing general partner, YCD will have material participation in the control, management, and direction of the limited partnership's business. These functions are required by the State
Board of Equalization ("BOE") rule 140.1 in order for the development to retain its welfare tax exemption. AMCAL will serve as the primary developer, including as lead entity on managing relationships and agreements with consultants, design, construction, financing, and public agencies. YCD will retain involvement in all such aspects of development (with a goal to build the organization's capacity in real estate development and asset management functions), and will play a primary role in community relations and engagement, as well as enhancing local workforce and contractor participation.

**Young Community Developers' Background**
Established in 1973, Young Community Developers, Inc. is a 40 year old 501c (3) community based organization that provides a variety of training and support opportunities for residents of BVHP. Per year some eighteen hundred individuals (1,800) receive employment and training related services through YCD, with a targeted population that is among the hardest to serve. Over the years YCD has successfully operated both educational and employment based training opportunities for residents of BVHP. Through its involvement as managing general partner on Block 49, YCD is expanding its capacity and presence in its BVHP with real estate development and asset management functions.

**AMCAL’s Background**
AMCAL Multi-Housing has 30 years of residential development experience across the complete spectrum of affordability (including custom homes, workforce condominiums and affordable apartments). AMCAL’s affordable projects have various levels of affordability ranging from 30 percent to 120 percent of AMI for rental developments and 80 percent to 200 percent of AMI for for-sale developments. The company has office in Los Angeles, Irvine, and San Francisco. AMCAL has experience with a variety of developments, including urban infill sites, transit oriented development, and mixed-use. AMCAL has completed and is currently constructing or in pre-development for more than 3,290 affordable and market-rate units throughout California with a total portfolio value of projects recently completed or in development in excess of $500 million.

**Design Team**
This design team is made up of David Baker Architects ("DBA") and INTERSTICE Architects ("Interstice"), two accomplished local, San Francisco-based firms with a combined 40+ years of design experience. DBA specializes in dense, sustainable affordable housing that creates a sense of place and a feeling of home for its residents. DBA has designed more than 8,000 units of affordable housing throughout the Bay Area and received more than 200 local, regional, and national awards for the quality, design, and humaneness of their projects. Interstice designs public and private spaces for Bay Area healthcare and academic campuses as well as commercial and residential structures focusing on creative material use and re-use within the local urban context. Interstice is a civic-minded practice, where all staff are active citizens and advocates for better communities. Interstice is City certified Woman-Owned San Francisco Local Business Enterprise and Micro Local Business Enterprise.

DBA and Interstice have been working together in successful collaboration for several years, in addition to the partnership on Block 49. On one nearly completed development—Bayview Hill Gardens Housing, opening in October—DBA served as Executive Architect and Interstice as
Landscape Architects. On Sunnydale HOPE SF Senior Housing, currently in design, DBA is Executive Architect and Interstice is both Associate Architect and Landscape Architect.

**Block 49 Design Summary**
(see Attachment 3, Combined Basic Conceptual and Schematic Designs)

**Design Overview**
- 60 units total: 59 units at 50 percent AMI and one manager’s unit.
- Half-acre lot.
- 45 parking spaces including one car share.
- 60 bicycle spaces.
- 0.2 acres of courtyard/common open space.

**Unit Mix and Amenities**
The program for Block 49 consists of 60 family affordable housing units including:
- Twelve, 3-bedroom/2-bath units.
- twenty-one, 2-bedroom/1-bath units.
- twenty-seven, 1-bedroom/1-bath units.

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The average unit size is 833 square feet. Resident common area amenities include a 620 square feet community room/ kitchen facing the pocket park and 1,280 square feet of shared laundry room and lounges overlooking the courtyard. Opportunities for social interaction on the building’s interior are created by clustering common programs around the central vertical core. Upper levels of this core contain common amenities, including a laundry and lounges overlooking the courtyards, as well as a common deck oriented to the east for views to San Francisco Bay.

The total of 45 parking spaces will consist of 43 compact spaces (including 1 car share space), as well as one accessible space and one van accessible space. The parking is placed to minimize pedestrian views of the parking lot. The building also has 60 resident bicycle spaces in a secure room.

**Architectural Overview**
Units are designed to maximize natural light and fresh air as well as connect with the hilltop site’s expansive views and surrounding neighborhood. 95 percent of all units are neighborhood facing and grade-level units along Donahue Street include stoops to provide residents with personal outdoor space as well as activate that street edge. Large operable windows in all living areas and bedrooms as well as modulation along the length of the building’s façade capture expansive views to San Francisco Bay. Two and three-bedroom units are aggregated at the corners of the building to provide exposure on two sides. Units also have views onto two courtyards that provide secure common open space for residents.
The unit interiors will be finished with durable materials and include full open kitchens that flow into the living and dining areas. Ample storage cabinets and closets are included. Each unit will have a recessed entry allowing opportunities for personalization along the fresh air walkways and stoops.

Accessibility and Sustainability
Five percent of all units are designed to be fully accessible, 2 percent of the units are hearing and visually impaired accessible ("HVI"), and the remainder are adaptable. These units are distributed throughout the building. The building can be accessed from Donahue Street and Friedell Street: a private/restricted entry from the winter garden at Donahue and a public entry from the courtyard at Friedell. The public Friedell Street entry is marked by a four-story corten steel panel corner that acts as a landmark "Lantern" element for the high point of the area. Property management offices, as well as mail facilities, will be at the Friedell street level adjacent to the lobby and will activate the streetfront connection.

The building will be highly energy and resource efficient in order to meet or exceed LEED-NC Silver Standards. A variety of design measures will be taken to achieve sustainability goals. These measures include an array of solar hot water panels located on the roof and operable windows to provide ample light and fresh air in all dwellings. In addition, fresh air circulation helps reduce building energy use and allows transparency through the project.

Building Form and Materials
The building massing is broken into two discrete volumes that wrap an open space containing a south and north-facing courtyard that creates "summer" and "winter" gardens. The gardens are visually and physically connected at the center of the project and are spanned by a narrow exterior walkway that bridges the two building volumes. The two volumes will be differentiated with a variety of complementary materials, colors, forms, and textures. The building will be oriented outwards with a very public street presence at the sidewalk level and entrances from multiple building frontages. Stoops are provided at units along Donahue Street. The exterior building material palette consists of cement fiber board panels and siding, with perforated corten metal panels to create a "landmark" element.

Design Review and Approval Process
OCII staff has reviewed the Block 49 Combined Concept and Schematic Designs and finds it to be in compliance with all relevant requirements and procedures, as described below.

The Phase 1 DDA’s VDRDAP outlines the necessary documents, schedule, and procedures for the review and approval of design submittals. Under the VDRDAP, a series of increasingly detailed design documents are required in the design process. They are, 1) Basic Conceptual, 2) Schematic, 3) Design Development, and 4) Construction Documents. Basic Conceptual Designs, which include only conceptual information (i.e. height, bulk and massing), can be combined with a more detailed Schematic Design submittal. The VDRDAP requires at least the first design submittal to be presented to the Commission for review and approval.

The Phase 1 Design for Development ("Phase 1 D for D" or "D for D") provides land use controls and design guidelines necessary to implement the first phase of redevelopment of the
Hunters Point Shipyard ("Shipyard"), which includes the construction of infrastructure, parks, and housing. The D for D acts as the zoning for the site, including controls for height, bulk, setbacks and lot sizes, but also establishes more detailed standards and guidelines to ensure that the ongoing physical planning and design of the Phase 1 development results in a highly desirable urban environment. OCII architectural staff uses the D for D as the basis for design reviews.

**Schematic Design Conditions of Approval**

As is typical, there are a few remaining design issues to be resolved in subsequent design stages, including the Design Development phase. OCII staff recommends approval of the Block 49 designs subject to the following conditions:

1. In a case where building residents raise concerns uncomfortable conditions (e.g. wind tunnel effect) as a result of the open air corridors, building owner/operator shall notify OCII and an alternative design to mitigate such effects shall be developed and implemented.

2. The building and landscaping materials, colors, finishes, architectural detailing shall be subject to further review and approval by staff during the Design Development phase to ensure the quality and diversity shown in the Schematic Design is achieved. Material, color and architectural detail samples shall be provided as part of the review. A material, color and architectural detail mock-up of sufficient size to be built on the construction site during an early phase of construction shall be prepared for OCII staff review and approval to ensure consistency with this Schematic Design.

3. The Developer shall further study the combination of sunshades and bay windows to determine compliance with the dimensional standards for projections and obstructions as stated in the D for D and if needed revise that detail.

4. Developer shall provide a basic description of the use for the level 1 common room facing the pocket park, as well as the level 2-5 common rooms within the landmark element and shall initially equip the common rooms with flexible furniture. Final designation of the use of these common rooms shall be refined upon final occupancy of the building after consultation by the building owner with residents.

5. Developer shall further develop the design of the guardrail around the upper portion of the summer garden to incorporate historical narrative/interpretative signage.

**Project Approval Process**

The Fifth Amendment to the DDA consolidated the process for vertical developers on market rate blocks to receive development approvals in Phase 1 of the Shipyard called a "Major Phase Approval." In the Major Phase vertical developers propose a development program (including a form Vertical Disposition and Development Agreement or "Vertical DDA") and specific architectural designs for buildings. The Vertical DDA grants development rights and responsibilities to vertical developers. A revised form of the Vertical DDA was approved by the Commission on May 21, 2013. A Major Phase is designed for market rate transactions which comprise one or more block and involve the sale of land by Lennar to a vertical developer.

OCII affordable housing projects require different transactions and legal documents. For example, to preserve long-term affordability, affordable housing land is leased to affordable housing developers instead of sold and thus require a ground lease instead of a Major Phase’s
purchase and sale agreement. Block 49's development will require a sequence of Commission approvals over the predevelopment period starting with a request of approval of Schematic Designs. Subsequent to this, Block 49 will require approval of certain legal documents (further described in the next paragraph) including a 1) conveyance agreement between OCII and Lennar, b) a Vertical Lease Development and Disposition Agreement ("VLDDA") between OCII and the Block 49 Developer, which is based on the Commission approved Vertical DDA, and c) a ground lease between OCII and the Block 49 Developer.

As described in the Sixth Amendment to the Phase 1 DDA, Block 49 is currently owned by Lennar and is designated as a market-rate block. In order to enable the development of the proposed affordable housing project, Lennar will first convey the land to OCII. In conjunction with the conveyance of Block 49, Lennar will pay a $1 million subsidy for use on Alice Griffith or other affordable housing costs within the Project. The Sixth Amendment of the DDA further requires Lennar to provide any gap financing necessary to complete Block 49 after the project has applied for low income housing tax credits.

OCII will enter into a VLDDA with AMCAL which will describe the parties development rights and obligations during construction. The VLDDA which expires when construction is completed, will include as an attachment a "form" of a ground lease ("Ground Lease"). The Ground Lease will stipulate any long term affordability restrictions, the term of the lease and associated rent payments. The Ground Lease will go into effect at the start of construction and will be transferred to the Mayor's Office of Housing and Community Development ("MOHCD") along with the fully constructed building. OCII staff will present the aforementioned legal documents for Commission approval in spring 2014 prior to Block 49's construction start.

**Block 49 Next Steps and Schedule**

After approval of Block 49's Schematic Designs, AMCAL and YCD will continue refining the designs in accordance with the VDRDAP. In early spring of 2014 the project team will submit an application for Low Income Housing Tax Credits and plan to commence construction 90 days after that in mid-2014. Prior to the construction start, several legal documents, including a conveyance agreement, a VLDDA and a ground lease, will be negotiated and presented to the Commission for approval.

The development team will follow OCII's equal opportunity program (described further below) and will work with Office of Economic and Workforce Development/CityBuild ("OEWD") and Young Community Developers ("YCD") who will jointly facilitate the job referral process in accordance with Memorandum of Understanding ("MOU") between the two parties. Pursuant to the MOU, CityBuild will be the interface with all construction trade unions and construction contractors and subcontractors on the Phase 1 of the Shipyard. YCD may "pre-screen" and make worker referrals to CityBuild staff that will in turn refer these candidates to construction employment opportunities. In addition, YCD will provide case management services and trainings.

Approximately six months after the construction start, the development team will submit a marketing plan for OCII's review. The marketing plan will describe outreach to and selection of future tenants. Approximately three months before project completion, the development will start
marketing the upcoming housing opportunities in accordance with a pre-approved marketing plan and will subsequently conduct a public lottery to determine Block 49 tenants.

**Small Businesses and Local Workforce**

The Phase 1 DDA requires AMCAL and YCD to follow an equal opportunity program, which substantially consists of, 1) the Bayview Hunters Point Employment and Contracting Policy ("BVHP ECP"), 2) the Small Business Enterprise Policy ("SBE"), 3) the Nondiscrimination in Contracts and Equal Benefits Policy, 4) the Minimum Compensation Policy, 5) the Health Care Accountability Policy, 6) the Prevailing Wage Policy, and 7) the Card Check Neutrality Policy.

Under the BVHP ECP, developers must make good faith efforts to award 50 percent of the contracting opportunities to SBE consultants and contractors with first consideration for businesses with addresses in the BVHP Area (defined as zip codes 94124, 94134, and 94107). The BVHP ECP also requires developers to make good faith efforts to achieve 50 percent local workforce participation, with First Consideration to BVHP Area residents, in construction workforce hiring, permanent/temporary workforce hiring, and trainee program.

To date, the developer has achieved 51.7% SBE participation for professional consultant services, of that 47.1% were San Francisco-based SBEs, 28.9% were from minority-owned firms and over 21.9% were from women-owned firms.

Attached are AMCAL and YCD’s projections for construction hiring for Block 49 and the SBE professional services summary (see Workforce Jobs Projection and Professional Services Consultant Summary, Attachment 4).

**Community Outreach**

The Block 49 Schematic Design underwent an extensive community process that included a series of presentations to the Mayor’s Hunters Point Shipyard Citizens Advisory Committee ("CAC"). OCII staff and the Block 49 design and development team presented the details of the Block 49 project during its meetings in July, August, and September 2013 and a community design charette on August 28, 2013 (see Summary of Community Charette, Attachment 5). Numerous modifications to the originally proposed Schematic Design were a direct response to community input (see Summary of Design Modifications, Attachment 6). OCII staff conducted a review of the proposed development and facilitated discussion on the designs at various CAC meetings and at their September 9, 2013 meeting the CAC recommended that the Block 49 Schematic Designs move forward to the Commission for consideration.

**Enforceable Obligation**

On December 14, 2012, the California State Department of Finance issued a Final and Conclusive Determination under California Health and Safety Code § 34177.5 (i), that the Phase 1 DDA and the Phase 2 DDA are enforceable obligations that survived the dissolution of the Redevelopment Agency. The Phase 1 VDDA and the Schematic Designs are implementing documents of that Phase 1 DDA and the Phase 1 DDA is shown on line HPS 21 of the approved Recognized Obligation Payment Schedule ("ROPS") 13/14A for July to December 2013, which was approved by the Oversight Board and the Department of Finance and will be shown on future ROPS.
CALIFORNIA ENVIRONMENTAL QUALITY ACT

The SFRA Commission and the San Francisco Planning Commission ("Planning Commission") adopted California Environmental Quality Act ("CEQA") findings, a statement of overriding considerations, and certified the Final Environmental Impact Report for Phase 1 in 2000 ("Phase 1 EIR"), and subsequently issued a First and Second Addendum to the Phase 1 EIR in 2003 and 2006, respectively, to address project changes. The Commission has received the Phase 1 EIR and the Phase 1 EIR was made available to the public during prior Commission meetings.

Additionally, the SFRA Commission and the Planning Commission certified the Final EIR for Phase 2 ("Phase 2 EIR") in 2010 and adopted findings and a statement of overriding considerations. The Phase 2 EIR updated the transportation analysis and transportation plan, including the transportation system management plan, for Phase 1 and Phase 2 of the Shipyard.

The Phase 1 DDA requires the developer of OCII affordable housing projects to submit Schematic Designs in accordance with the Phase 1 DDA, the VDRDAP, and the Phase 1 D for D. OCCI staff has reviewed the Block 49 Schematic Design Application submitted by AMCAL/YCD and finds it to be consistent with the Project as analyzed in the Phase 1 EIR and subsequent addenda as well as the Phase 2 EIR and no additional environmental review is required pursuant to State CEQA Guidelines Sections 15180, 15162, and 15163.

(Originated by Amabel Akwa-Asare, Assistant Project Manager, Hunters Point Shipyard)

Tiffany Bohle
Executive Director

Attachment 1: DDA Sixth Amendment pages 1-6
Attachment 2: Location of Block 49 and OCII affordable housing sites
Attachment 3: Combined Basic Conceptual and Schematic Designs
Attachment 4: Workforce Jobs Projection and Professional Services Consultant Summary
Attachment 5: Summary of Community Charette
Attachment 6: Summary of Design Modifications