June 2, 2017
Office of Economic & Workforce Development
San Francisco City Hall
1 Dr. Carlton B. Goodlett Place
Room 448
San Francisco, CA 94102

ATTN: TOM SHANAHAN

RE: Response To Balboa Reservoir RFP

Dear Mr. Shanahan:

Related California (“Related”) and its development partners Sares Regis Group of Northern California (“SRGNC”), Curtis Development Company., and Tenderloin Neighborhood Development Corp. (“TNDC”) are pleased to submit our response to the above referenced Request for Proposals for the development of the Balboa Reservoir site. We have assembled a locally based, best-in-class design team, including BAR Architects, Y.A. Studio, Levy Design Partners, and landscape architect Fletcher Studio. All have considerable experience in working successfully at the neighborhood scale, on projects large and small, throughout San Francisco.

We appreciate the challenge in achieving a consensus vision for the site among different interests and constituencies, and commend the Balboa Reservoir Community Advisory Committee that put forward the principles and parameters upon which the RFP was based. Our response is intended to address those issues, including compatibility with the adjacent Westwood Park neighborhood and City College, while also achieving the worthy public policy goals including affordable housing, energy efficiency and transportation diversity.

Our goal is to create a family friendly community, not simply a series of buildings, that complement and integrates with its neighbors; many amenities would be open to the entire community, and affordable housing units would be distributed across the site, not sequestered in separate buildings. In addition, we are suggesting a means by which the project can pay for new parking for City College to replace the temporary parking arrangement that currently exists. In recognition of one of the increasingly pressing needs of both the College and the larger community of public educators, we have also suggested a preference in renting and buying a percentage of the workforce housing for faculty of City College and teachers from the San Francisco Unified School District.

Our team is particularly well suited to these tasks. Related is a fully integrated real estate firm with a 27 year track record delivering top quality, affordable and mixed income housing and mixed use developments in California, and is backed by The Related Companies, L.P., one of the largest and most honored privately held real estate firms in the country. This gives us a unique capacity and flexibility to finance large and complicated developments. Related has completed over 10,000 multifamily housing units in California, with another 5,000 under development. Of particular relevance to this endeavor, Related is the State’s and San Francisco’s largest developer of mixed income housing, and is one of the few companies in the country that has successfully executed a development with a mix of incomes from low- to middle-income. We are co-developers of the recently awarded Balboa Park/Upper Yard affordable housing site, and the redevelopment of the 50-acre Sunnydale public housing site, both of which are in close proximity to Balboa Reservoir. Related is also a long-term owner and manager of its developments, with a focus on sustainability and fostering long term relationships with the other stakeholders in its communities.
SRGNC is a privately owned, San Mateo-based developer of high quality rental and ownership residential communities throughout the Bay Area, active for 25 years. From its inception, SRGNC's development efforts have focused on in-fill opportunities, close to transportation, jobs, services and recreation. These developments have often served as a catalyst for positive change in their communities. To date, SRGNC has acquired or developed approximately 19,000 multifamily and residential housing units and 14 million square feet of commercial and civic properties, with a current pipeline of 2,500 units, of both for sale and rental properties. SRGNC and Related are currently working together on two other developments in the Bay Area, and the firms' principals have known each other for years.

Charmaine Curtis, principal of Curtis Development, has been active in both market-rate and affordable development in San Francisco for over 20 years, most recently overseeing coordination on behalf of BRIDGE Housing, the master planning and entitlement process for the redevelopment of the Potrero Terrace/Potrero Annex public housing project, which will ultimately include 1,600 units of mixed income housing. In addition, until very recently, she was a resident of the nearby Sunnyside neighborhood.

TNDC is one of the most established and successful nonprofit developers of affordable housing in San Francisco, with a citywide portfolio. TNDC is involved in partnerships with Related on three other mixed income developments in the City.

While we have endeavored to respond to each of the objectives outlined in the RFP in as much detail as possible, it is important to recognize that our response is a preliminary concept. It also has built in flexibility, so the basic concepts can readily be modified to respond to input from the community. It is our practice, if selected, to engage in a robust community engagement process, in which we start out by doing as much listening as talking. Our proposed community engagement process is outlined in more detail in our proposal, but we are accustomed to spending as much time as necessary to build on the work already done by the Community Advisory Committee.

All on our team are very excited about working with the community, City College, and the City to plan and develop a new mixed income neighborhood that will become a positive addition to the surrounding neighborhoods. I am happy to respond to any questions and look forward to the public presentation on June 10.

Sincerely,

William A. Witte
Chairman & CEO
Related California
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DEVELOPMENT PROGRAM

OVERVIEW

ATTACHMENT D
DEVELOPMENT PROGRAM OVERVIEW FORM

Instructions: Please complete this form and submit within Part 1 of RFP response. The program proposed by the selected development team will constitute the starting point for that team’s planning and design, outreach, and other predevelopment work.

The requested figures may be provided as ranges and/or approximations, so long as the ranges given are narrow enough to clearly indicate the specific character of the project (e.g., approaches to density and open space, prioritization of public benefits, etc.) relative to that of other proposals.

Housing

1. Gross square feet: Approx. 800,000 GSF + Approx. 150,000 GSF parking

2. Corresponding unit count: 680

3. Baseline affordable housing program:
   Check boxes to confirm that proposed development program includes:
   - X 18% low-income units
   - X 15% moderate-income units

4. Additional affordable units:
   a. Number of units in excess of 33% baseline: 116 units
   b. Corresponding percentage of total units: 50.1%
   c. Target income(s) (% of AMI): 80%, 120%, 150% AMI

Open Space

5. Total open space: 5.8 ac.

6. Size of each proposed open space:
   - Reservoir Sq/Mt. Davidson Walk 1.7 ac.
   - Westwood Green – 2.6 ac;
   - Additional Courtyard and Mews – 1.5 ac.

Parking:

7. Number of Spaces: 370

8. Configurations: In Podium, Structured

Childcare

9. Does proposed development include at least one childcare facility? Yes

Additional Proposed Uses:

10. Uses and corresponding sizes: Retail – 2,000 gsf; Community Room – 1,500 gsf; Childcare – 2,400 gsf
CERTIFICATE OF GOOD STANDING

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: THE RELATED COMPANIES OF CALIFORNIA, LLC

FILE NUMBER: 199832310068
FORMATION DATE: 11/19/1998
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 12, 2017.

ALEX PADILLA
Secretary of State
CERTIFICATE OF GOOD STANDING
SARES REGIS GROUP OF NORTHERN CALIFORNIA

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: SARES REGIS GROUP OF NORTHERN CALIFORNIA, LLC

REGISTERED IN CALIFORNIA AS: SARES REGIS GROUP OF NORTHERN CALIFORNIA, LLC

FILE NUMBER: 201102110030
REGISTRATION DATE: 01/05/2011
TYPE: FOREIGN LIMITED LIABILITY COMPANY
JURISDICTION: DELAWARE
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is qualified to transact intrastate business in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 26, 2017.

ALEX PADILLA
Secretary of State

NP-25 (REV 01/2015)
CERTIFICATE OF GOOD STANDING
SARES REGIS GROUP OF NORTHERN CALIFORNIA

Delaware
The First State


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SARES REGIS GROUP OF NORTHERN CALIFORNIA, LLC" WAS FORMED ON THE FIRST DAY OF JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

[Signature]

4928331 8390
SR# 20174173098
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202611736
Date: 05-26-17

RELATIVE CALIFORNIA | BALBOA RESERVOIR | 9
CERTIFICATE OF GOOD STANDING

CURTIS DEVELOPMENT

Not applicable—Curtis Development is not a corporation.
CERTIFICATE OF GOOD STANDING
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

State of California
Secretary of State
CERTIFICATE OF STATUS

ENTITY NAME:
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

FILE NUMBER: C1079721
FORMATION DATE: 06/16/1981
TYPE: DOMESTIC NONPROFIT CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 24, 2017.

ALEX PADILLA
Secretary of State

PAM
ATTACHMENT C
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

Instructions: This form must be completed and executed by the respondent organization's president, executive officer, or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership.

Any material misstatement of the information provided in this questionnaire and certification may be grounds for rejection of a proposal or avoidance of a land transaction.

GENERAL INFORMATION

RESPONDENT NAME: Related California Residential, LLC
(Print name as it would appear on contractual agreements with the City.)

LEGAL FORM (e.g. corporation, partnership, LLC, joint venture): LLC

MEMBER ENTITIES: The Related Companies L.P.

ADDRESS:
44 Montgomery Street, Suite 1300
San Francisco CA 94104

CITY STATE ZIP

PHONE: (415) 677-9000 EMAIL: wwitte@related.com

KEY PERSONNEL INFORMATION: Provide the full name, title, address, phone number, and email address of all key personnel.

NAME: William Witte

ADDRESS: 44 Montgomery Street, Suite 1300
San Francisco CA 94104

CITY STATE ZIP

PHONE: (415) 677-9000 EMAIL: wwitte@related.com

NAME: Greg Vilkin

ADDRESS: 44 Montgomery Street, Suite 1300
San Francisco CA 94104

CITY STATE ZIP

PHONE: (415) 677-9000 EMAIL: gvilkin@related.com
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

RELATED

NAME: Susan Smartt
ADDRESS: 44 Montgomery Street, Suite 1300
San Francisco CA 94104
CITY: STATE ZIP
PHONE: (415) 677-9000 EMAIL: susan.smartt@related.com

NAME: 
ADDRESS: 
CITY: STATE ZIP
PHONE:  EMAIL: 

NAME: 
ADDRESS: 
CITY: STATE ZIP
PHONE:  EMAIL: 

NAME: 
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CITY: STATE ZIP
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NAME: 
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CITY: STATE ZIP
PHONE:  EMAIL: 

Please attach additional sheets as necessary.

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

RELATED

DISCLOSURE QUESTIONS

RESPONDENT NAME: Related California Residential, LLC
(Print name as it would appear on contractual agreements with the City.)
If the answer to any of the disclosure questions requires additional space for explanation, please attach additional sheets as necessary.

1. Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g., breach)?  □ Yes  □ No
   If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination.

   ____________________________________________________________

   ____________________________________________________________

   ____________________________________________________________

2. Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause?  □ Yes  □ No
   If yes, identify the party to the contract, the date of cancellation, and the specific reason for the cancellation.

   ____________________________________________________________

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3. Have you or any of your principals ever been in arrears on taxes or fees due to any business or operation?  □ Yes  □ No
   If yes, identify the jurisdiction and explain.

   ____________________________________________________________

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   ____________________________________________________________

4. Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, or violations of any city, county state, or federal regulation, ordinance, or statute?  □ Yes  □ No
   If yes, identify the governmental body and explain.

   ____________________________________________________________

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Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
Disclosure Questionnaire & Respondent Certification Form

RELATED

Disclosure Questions, Cont'd

RESPONDENT NAME: Related California Residential, LLC

5. Have you or any of our principals ever been a party to any regulatory action, including any notice of violation, order, or fine, taken by a regulatory agency, including any local, regional, state, or federal agency with purview over air or water quality (including storm water management), or the handling, storage, or disposal of hazardous or solid waste? □ Yes □ No
   If yes, identify the regulatory agency and explain.

6. Have you or any of your principals ever been a party to any legal proceedings, actions, convictions, judgments, arbitrations, or mediations? □ Yes □ No
   If yes, provide: (a) the date each matter was initiated; (b) the present status of each matter; (c) if a judgment was entered against you, whether the judgment has been satisfied in full, and if not, the current status.

7. Have you or any of your management staff ever been a party to any administrative complaints/hearings filed or any debarments or suspensions or other administrative actions commenced by any federal, state, or local government entity? □ Yes □ No
   If yes, provide: (a) the date each matter was initiated and (b) the present status of each matter.

8. Have you or any of your principals ever filed for bankruptcy? □ Yes □ No
   If yes, provide: (a) date and jurisdiction of each filing; (b) reason for filing; (c) case numbers and types of cases (e.g., Chapter 7 liquidation or Chapter 11 or Chapter 13 reorganization); and (d) current status of each case.
Disclosure Questions, Cont’d.

RESPONDENT NAME: Related California Residential, LLC

9. Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the SFPUC Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

N/A

10. Have you or any of your principals ever violated the Campaign Reform Ordinance and/or Conduct code (Section 1.126 of the S.F. Campaign and Governmental Conduct Code, referenced in RFP Section 12.8)? □ Yes □ No

If yes, describe (a) the date of each violation and (b) the nature of each violation.
RESPONDENT CERTIFICATION

RESPONDENT NAME: Related California Residential, LLC

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consist of ________ total pages.

2. The undersigned understands and agrees that the San Francisco Public Utilities Commission ("SFPUC") and the City and County of San Francisco ("City") makes no representations or warranties with respect to the offering described in the Request for Proposals ("RFP"), and that everything relevant to this proposal has been based on either the undersigned's own knowledge or the information provided by the SFPUC and the City in the RFP and on the web page for the RFP.

3. The undersigned certifies that the Respondent named above has not agreed to pay now or in the future, and has not in fact paid, directly or indirectly, any fee, commission, or other thing of value to any City or SFPUC employee, agent, representative, commissioner, or contractor in an effort to influence the SFPUC Commission's decisions regarding the Balboa Reservoir development opportunity.

4. The undersigned represents that the Respondent has no conflict of interest that could interfere with the development and operations described in the proposal to which this Questionnaire and Certificate are attached.

5. The undersigned states that the Respondent is familiar with the conflict of interest provisions of Section 15.103 of the San Francisco Charter, certifies that it knows no facts that would constitute a violation of these provisions, and agrees to notify the City immediately upon becoming aware of any facts that would constitute a violation of these provisions. The undersigned further certifies that it has made a complete disclosure to the City of all facts bearing on any possible interests, direct or indirect, which the undersigned believes any officer or employee of the City presently has or will have in the land transaction by the proposal to which this Questionnaire and Certificate are attached or in the performance thereof or in any portion of the profits thereof.

6. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent has read and understands the key terms and conditions of the RFP and, if selected: (1) will satisfy all of the requirements for exclusive negotiations and for any extension thereof and (2) is ready, willing, and able to comply with all City requirements and other terms and conditions of the RFP as they apply to the attached proposal.

7. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent agrees that it will have no claim against the SFPUC or the City by reason of, and waives any and all rights with respect to, the following:
RESPONDENT NAME: Related California Residential LLC

any aspect of the proposal to which this Questionnaire and Certificate are attached; any
informatives or defects in the selection process, the rejection of any proposal, the
acceptance of any proposal, the execution of any land transaction, the failure to complete
any land transaction, and any statement, representation, act, or omission of the City or its
agents in connection with the proposal to which this Questionnaire and Certificate are
attached or the RFP.

8. The individuals signing on behalf of the undersigned is/are authorized representatives of the
Respondent with full and complete rights to make the certifications above and to bind the
Respondent to the proposal to which this Questionnaire and Certificate are attached.

9. The responses provided to this Questionnaire and Certificate were formulated after
investigation of the Respondent’s operations by myself personally or are based on
information provided to me by another responsible person with unlimited authority to obtain
the required information. The undersigned represents that each decision-making principal or
authorized representative of the Respondent has reviewed and understands the terms and
conditions that are the subject of this Questionnaire and Certificate and approved the
execution of this Questionnaire and Certificate.

10. I believe all information provided in response to this Questionnaire and Certificate is true and
correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or
entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: [Signature] Date: 5/30/17
Title: Chairman and CEO

Name of principal: ____________________________
Signature: ____________________________ Date: ____________________________
Title: ____________________________

Name of principal: ____________________________
Signature: ____________________________ Date: ____________________________
Title: ____________________________

Please attach any additional signature pages as necessary.

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
SARES REGIS GROUP OF NORTHERN CALIFORNIA

ATTACHMENT C
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

Instructions: This form must be completed and executed by the respondent organization's president, executive officer, or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership.

Any material misstatement of the information provided in this questionnaire and certification may be grounds for rejection of a proposal or avoidance of a land transaction.

GENERAL INFORMATION

RESPONDENT NAME: Sares Regis Group of Northern California, LLC
(Print name as it would appear on contractual agreements with the City.)
LEGAL FORM (e.g., corporation, partnership, LLC, joint venture): Delaware limited liability company
MEMBER ENTITIES:
W-K Associates, LLC, a Delaware limited liability company &
Sares Regis Operating Company, L.P., a Delaware limited partnership
ADDRESS:
901 Mariners Island Blvd #700
San Mateo, CA 94404
CITY STATE ZIP
PHONE: 650-378-2800 EMAIL: jsmith@srgnc.com

KEY PERSONNEL INFORMATION: Provide the full name, title, address, phone number, and email address of all key personnel.

NAME: Rob Wagner
ADDRESS: 901 Mariners Island Blvd #700
San Mateo, CA 94404
CITY STATE ZIP
PHONE: 650-378-2800 EMAIL: rwagner@srgnc.com

NAME: Mark Kroll
ADDRESS: 901 Mariners Island Blvd #700
San Mateo, CA 94404
CITY STATE ZIP
PHONE: 650-378-2800 EMAIL: mkroll@srgnc.com
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
SARES REGIS GROUP OF NORTHERN CALIFORNIA

NAME: Andrew Hudacek
ADDRESS: 901 Mariners Island Blvd #700
         San Mateo, CA 94404
PHONE: 650-378-2800
EMAIL: ahudacek@srgnc.com

NAME: Todd Regonini
ADDRESS: 901 Mariners Island Blvd #700
         San Mateo, CA 94404
PHONE: 650-378-2800
EMAIL: tregonini@srgnc.com

NAME: Ginger Bryant
ADDRESS: 901 Mariners Island Blvd #700
         San Mateo, CA 94404
PHONE: 650-378-2800
EMAIL: gbryant@srgnc.com

NAME:
ADDRESS:

PHONE:          EMAIL:

NAME:
ADDRESS:

PHONE:          EMAIL:

Please attach additional sheets as necessary.

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
SARES REGIS GROUP OF NORTHERN CALIFORNIA

DISCLOSURE QUESTIONS

RESPONDENT NAME: Sares Regis Group of Northern California, LLC
(Print name as it would appear on contractual agreements with the City.)

If the answer to any of the disclosure questions requires additional space for explanation, please attach additional sheets as necessary.

1. Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g. breach)?  □ Yes  □ No
   If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination.

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2. Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause?  □ Yes  □ No
   If yes, identify the party to the contract, the date of cancellation, and the specific reason for the cancellation.

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3. Have you or any of your principals ever been in arrears on taxes or fees due to any business or operation?  □ Yes  □ No
   If yes, identify the jurisdiction and explain.

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4. Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, or violations of any city, county state, or federal regulation, ordinance, or statute?  □ Yes  □ No
   If yes, identify the governmental body and explain.

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Disclosure Questions, Cont'd

RESPONDENT NAME:  Sares Regis Group of Northern California, LLC

5. Have you or any of our principals ever been a party to any regulatory action, including any notice of violation, order, or fine, taken by a regulatory agency, including any local, regional, state, or federal agency with purview over air or water quality (including storm water management), or the handling, storage, or disposal of hazardous or solid waste?  □ Yes  □ No
If yes, identify the regulatory agency and explain.

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6. Have you or any of your principals ever been a party to any legal proceedings, actions, convictions, judgments, arbitrations, or mediations?  □ Yes  □ No
If yes, provide:  (a) the date each matter was initiated; (b) the present status of each matter; (c) if a judgment was entered against you, whether the judgment has been satisfied in full, and if not, the current status.

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7. Have you or any of your management staff ever been a party to any administrative complaints/hearings filed or any debarments or suspensions or other administrative actions commenced by any federal, state, or local government entity?  □ Yes  □ No
If yes, provide:  (a) the date each matter was initiated and (b) the present status of each matter.

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8. Have you or any of your principals ever filed for bankruptcy?  □ Yes  □ No
If yes, provide:  (a) date and jurisdiction of each filing;  (b) reason for filing;  (c) case numbers and types of cases (e.g., Chapter 7 liquidation or Chapter 11 or Chapter 13 reorganization); and (d) current status of each case.

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Disclosure Questionnaire & Respondent Certification Form
SARES REGIS GROUP OF NORTHERN CALIFORNIA

Disclosure Questions, Cont'd.

RESPONDENT NAME: Sares Regis Group of Northern California, LLC

9. Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the SFPUC Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

   NA

   

10. Have you or any of your principals ever violated the Campaign Reform Ordinance and/or Conduct code (Section 1.126 of the S.F. Campaign and Governmental Conduct Code, referenced in RFP Section 12.8)? □ Yes  X No
    If yes, describe (a) the date of each violation and (b) the nature of each violation.

   

   

   

DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
SARES REGIS GROUP OF NORTHERN CALIFORNIA

RESPONDENT CERTIFICATION

RESPONDENT NAME: Sares Regis Group of Northern California, LLC

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consist of 1 total pages.

2. The undersigned understands and agrees that the San Francisco Public Utilities Commission ("SFPUC") and the City and County of San Francisco ("City") makes no representations or warranties with respect to the offering described in the Request for Proposals ("RFP"), and that everything relevant to this proposal has been based on either the undersigned’s own knowledge or the information provided by the SFPUC and the City in the RFP and on the web page for the RFP.

3. The undersigned certifies that the Respondent named above has not agreed to pay now or in the future, and has not in fact paid, directly or indirectly, any fee, commission, or other things of value to any City or SFPUC employee, agent, representative, commissioner, or contractor in an effort to influence the SFPUC Commission’s decisions regarding the Balboa Reservoir development opportunity.

4. The undersigned represents that the Respondent has no conflict of interest that could interfere with the development and operations described in the proposal to which this Questionnaire and Certificate are attached.

5. The undersigned states that the Respondent is familiar with the conflict of interest provisions of Section 15.103 of the San Francisco Charter, certifies that it knows no facts that would constitute a violation of these provisions, and agrees to notify the City immediately upon becoming aware of any facts that would constitute a violation of these provisions. The undersigned further certifies that it has made a complete disclosure to the City of all facts bearing on any possible interests, direct or indirect, which the undersigned believes any officer or employee of the City presently has or will have in the land transaction by the proposal to which this Questionnaire and Certificate are attached or in the performance thereof or in any portion of the profits thereof.

6. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent has read and understands the key terms and conditions of the RFP and, if selected: (1) will satisfy all of the requirements for exclusive negotiations and for any extension thereof and (2) is ready, willing, and able to comply with all City requirements and other terms and conditions of the RFP as they apply to the attached proposal.

7. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent agrees that it will have no claim against the SFPUC or the City by reason of, and waives any and all rights with respect to, the following:
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
SARES REGIS GROUP OF NORTHERN CALIFORNIA

RESPONDENT NAME: Sares Regis Group of Northern California, LLC

any aspect of the proposal to which this Questionnaire and Certificate are attached; any
informalities or defects in the selection process, the rejection of any proposal, the
acceptance of any proposal, the execution of any land transaction, the failure to complete
any land transaction, and any statement, representation, act, or omission of the City or its
agents in connection with the proposal to which this Questionnaire and Certificate are
attached or the RFP.

8. The individuals signing on behalf of the undersigned is/are authorized representatives of the
Respondent with full and complete rights to make the certifications above and to bind the
Respondent to the proposal to which this Questionnaire and Certificate are attached.

9. The responses provided to this Questionnaire and Certificate were formulated after
investigation of the Respondent's operations by myself personally or are based on
information provided to me by another responsible person with unlimited authority to obtain
the required information. The undersigned represents that each decision-making principal or
authorized representative of the Respondent has reviewed and understands the terms and
conditions that are the subject of this Questionnaire and Certificate and approved the
execution of this Questionnaire and Certificate.

10. I believe all information provided in response to this Questionnaire and Certificate is true and
correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or
entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: Andrew Hudak
Signature: [Signature] Date: 5/3/17
Title: Chief Investment Officer

Name of principal: 
Signature: 
Date: 
Title: 

Name of principal: 
Signature: 
Date: 
Title: 

Please attach any additional signature pages as necessary.
## DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

**SARES REGIS GROUP OF NORTHERN CALIFORNIA**

<table>
<thead>
<tr>
<th>Date Initiated</th>
<th>Title</th>
<th>Type of Matter</th>
<th>Resolution</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>5/5/2011</td>
<td>Sohi v. Kirker Creek Apartments</td>
<td>Property Management/Personal Injury</td>
<td>Settled</td>
<td>Sares Regis Group of Northern California, LLC was a participant</td>
</tr>
<tr>
<td>10/3/2013</td>
<td>Jung v. Sares Regis Group</td>
<td>Employment</td>
<td>Settled</td>
<td>Sares Regis Group of Northern California, LLC was a participant</td>
</tr>
</tbody>
</table>
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
CURTIS DEVELOPMENT

ATTACHMENT C
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

Instructions: This form must be completed and executed by the respondent organization’s president, executive officer, or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership.

Any material misstatement of the information provided in this questionnaire and certification may be grounds for rejection of a proposal or avoidance of a land transaction.

GENERAL INFORMATION

RESPONDENT NAME: Curtis Development
(Print name as it would appear on contractual agreements with the City.)

LEGAL FORM (e.g. corporation, partnership, LLC, joint venture): Sole proprietorship

MEMBER ENTITIES: NA

ADDRESS:

3743 22nd Street
San Francisco California 94114

CITY: STATE: ZIP:

PHONE: 416-609-4995 EMAIL: charmaine@curtis-development.com

KEY PERSONNEL INFORMATION: Provide the full name, title, address, phone number, and email address of all key personnel.

NAME: Charmaine Curtis

ADDRESS: Same as above

CITY: STATE: ZIP:

PHONE: EMAIL:

NAME:

ADDRESS:

CITY: STATE: ZIP:

PHONE: EMAIL:

Balboa Reservoir Development Opportunity, Request for Proposals Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
CURTIS DEVELOPMENT

DISCLOSURE QUESTIONS

RESPONDENT NAME: Curtis Development
(Print name as it would appear on contractual agreements with the City.)

If the answer to any of the disclosure questions requires additional space for explanation, please attach additional sheets as necessary.

1. Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g., breach)? ☐ Yes ☐ No
   If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination.

2. Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause? ☐ Yes ☐ No
   If yes, identify the party to the contract, the date of cancellation, and the specific reason for the cancellation.

3. Have you or any of your principals ever been in arrears on taxes or fees due to any business or operation? ☐ Yes ☐ No
   If yes, identify the jurisdiction and explain.

4. Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, or violations of any city, county state, or federal regulation, ordinance, or statute? ☐ Yes ☐ No
   If yes, identify the governmental body and explain.
Disclosure Questions, Cont’d

RESPONDENT NAME: ________________

5. Have you or any of our principals ever been a party to any regulatory action, including any notice of violation, order, or fine, taken by a regulatory agency, including any local, regional, state, or federal agency with purview over air or water quality (including storm water management), or the handling, storage, or disposal of hazardous or solid waste?  □ Yes  □ No
   If yes, identify the regulatory agency and explain.

6. Have you or any of your principals ever been a party to any legal proceedings, actions, convictions, judgements, arbitrations, or mediations?  □ Yes  □ No
   If yes, provide: (a) the date each matter was initiated; (b) the present status of each matter; (c) if a judgement was entered against you, whether the judgement has been satisfied in full, and if not, the current status.

7. Have you or any of your management staff ever been a party to any administrative complaints/hearings filed or any debarments or suspensions or other administrative actions commenced by any federal, state, or local government entity?  □ Yes  □ No
   If yes, provide: (a) the date each matter was initiated and (b) the present status of each matter.

8. Have you or any of your principals ever filed for bankruptcy?  □ Yes  □ No
   If yes, provide: (a) date and jurisdiction of each filing; (b) reason for filing; (c) case numbers and types of cases (e.g., Chapter 7 liquidation or Chapter 11 or Chapter 13 reorganization); and (d) current status of each case.
Disclosure Questions, Cont’d.

RESPONDENT NAME: Curtis Development

9. Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the SFPUC Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

None

10. Have you or any of your principals ever violated the Campaign Reform Ordinance and/or Conduct code (Section 1.126 of the S.F. Campaign and Governmental Conduct Code, referenced in RFP Section 12.8)?

- Yes
- No

If yes, describe (a) the date of each violation and (b) the nature of each violation.
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
CURTIS DEVELOPMENT

RESPONDENT CERTIFICATION

RESPONDENT NAME: Curtis Development

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consist of 7 total pages.

2. The undersigned understands and agrees that the San Francisco Public Utilities Commission ("SFPUC") and the City and County of San Francisco ("City") makes no representations or warranties with respect to the offering described in the Request for Proposals ("RFP"), and that everything relevant to this proposal has been based on either the undersigned's own knowledge or the information provided by the SFPUC and the City in the RFP and on the web page for the RFP.

3. The undersigned certifies that the Respondent named above has not agreed to pay now or in the future, and has not in fact paid, directly or indirectly, any fee, commission, or other things of value to any City or SFPUC employee, agent, representative, commissioner, or contractor in an effort to influence the SFPUC Commission’s decisions regarding the Balboa Reservoir development opportunity.

4. The undersigned represents that the Respondent has no conflict of interest that could interfere with the development and operations described in the proposal to which this Questionnaire and Certificate are attached.

5. The undersigned states that the Respondent is familiar with the conflict of interest provisions of Section 15.103 of the San Francisco Charter, certifies that it knows no facts that would constitute a violation of these provisions, and agrees to notify the City immediately upon becoming aware of any facts that would constitute a violation of these provisions. The undersigned further certifies that it has made a complete disclosure to the City of all facts bearing on any possible interests, direct or indirect, which the undersigned believes any officer or employee of the City presently has or will have in the land transaction by the proposal to which this Questionnaire and Certificate are attached or in the performance thereof or in any portion of the profits thereof.

6. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent has read and understands the key terms and conditions of the RFP and, if selected: (1) will satisfy all of the requirements for exclusive negotiations and for any extension thereof and (2) is ready, willing, and able to comply with all City requirements and other terms and conditions of the RFP as they apply to the attached proposal.

7. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent agrees that it will have no claim against the SFPUC or the City by reason of, and waives any and all rights with respect to, the following:
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

CURTIS DEVELOPMENT

RESPONDENT NAME: Curtis Development

any aspect of the proposal to which this Questionnaire and Certificate are attached; any
informalities or defects in the selection process, the rejection of any proposal, the
acceptance of any proposal, the execution of any land transaction, the failure to complete
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Respondent with full and complete rights to make the certifications above and to bind the
Respondent to the proposal to which this Questionnaire and Certificate are attached.

9. The responses provided to this Questionnaire and Certificate were formulated after
investigation of the Respondent’s operations by myself personally or are based on
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the required information. The undersigned represents that each decision-making principal or
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conditions that are the subject of this Questionnaire and Certificate and approved the
execution of this Questionnaire and Certificate.

10. I believe all information provided in response to this Questionnaire and Certificate is true and
correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or
entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: Charmaine Curtis
Signature: __________________ Date: May 31, 2017
Title: Owner/Principal

Name of principal:
Signature: __________________ Date:
Title:

Name of principal:
Signature: __________________ Date:
Title:

Name of principal:
Signature: __________________ Date:
Title:

Please attach any additional signature pages as necessary.

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

ATTACHMENT C
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM

Instructions: This form must be completed and executed by the respondent organization's president, executive officer, or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership.

Any material misstatement of the information provided in this questionnaire and certification may be grounds for rejection of a proposal or avoidance of a land transaction.

GENERAL INFORMATION

RESPONDENT NAME: Tenderloin Neighborhood Development Corporation
(Print name as it would appear on contractual agreements with the City.)

LEGAL FORM (e.g. corporation, partnership, LLC, joint venture): nonprofit corporation

MEMBER ENTITIES: N/A

ADDRESS: 201 Eddy Street
San Francisco CA 94102

CITY STATE ZIP

PHONE: 415 358-3921 EMAIL: klamont@tnedc.org

KEY PERSONNEL INFORMATION: Provide the full name, title, address, phone number, and email address of all key personnel.

NAME: Donald S. Falk, Chief Executive Officer

ADDRESS: 201 Eddy Street
San Francisco CA 94102

CITY STATE ZIP

PHONE: 415 358-3923 EMAIL: dfalk@tnedc.org

NAME: Elizabeth Orin, Chief Operating Officer

ADDRESS: 201 Eddy Street
San Francisco CA 94102

CITY STATE ZIP

PHONE: 415 358-2936 EMAIL: lorin@tnedc.org

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification

Page 1 of 7
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

NAME: Cynthia Alvarez, Chief Portfolio Officer
ADDRESS: 201 Eddy Street
San Francisco CA 94102
CITY STATE ZIP
PHONE: 415 358-3974 EMAIL: calvarez@tndc.org

NAME: Katherine Lamont, Director of Housing Development
ADDRESS: 201 Eddy Street
San Francisco CA 94102
CITY STATE ZIP
PHONE: 415 358-3921 EMAIL: klamont@tndc.org

NAME: Yvette Robinson, Director of Tenant and Community Services
ADDRESS: 201 Eddy Street
San Francisco CA 94102
CITY STATE ZIP
PHONE: 415 358-3924 EMAIL: yrobinson@tndc.org

NAME:
ADDRESS:
CITY STATE ZIP
PHONE: EMAIL:

NAME:
ADDRESS:
CITY STATE ZIP
PHONE: EMAIL:

Please attach additional sheets as necessary.

Balboa Reservoir Development Opportunity, Request for Proposals
Disclosure Questionnaire & Respondent Certification
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

DISCLOSURE QUESTIONS

RESPONDENT NAME: Tenderloin Neighborhood Development Corporation
(Print name as it would appear on contractual agreements with the City.)

If the answer to any of the disclosure questions requires additional space for explanation, please attach additional sheets as necessary.

1. Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g. breach)? □ Yes □ No
   If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination.

2. Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause? □ Yes □ No
   If yes, identify the party to the contract, the date of cancellation, and the specific reason for the cancellation.

3. Have you or any of your principals ever been in arrears on taxes or fees due to any business or operation? □ Yes □ No
   If yes, identify the jurisdiction and explain.

4. Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, or violations of any city, county state, or federal regulation, ordinance, or statute? □ Yes □ No
   If yes, identify the governmental body and explain.
Disclosure Questions, Cont’d

RESPONDENT NAME: Tenderloin Neighborhood Development Corporation

5. Have you or any of your principals ever been a party to any regulatory action, including any notice of violation, order, or fine, taken by a regulatory agency, including any local, regional, state, or federal agency with purview over air or water quality (including storm water management), or the handling, storage, or disposal of hazardous or solid waste? □ Yes □ No
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Disclosure Questions, Cont'd.

RESPONDENT NAME: Tenderloin Neighborhood Development Corporation

9. Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the SFPUC Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

None

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If yes, describe (a) the date of each violation and (b) the nature of each violation.

[[Blank space for answers]]
DISCLOSURE QUESTIONNAIRE & RESPONDENT CERTIFICATION FORM
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

RESPONDENT CERTIFICATION

RESPONDENT NAME: Tenderloin Neighborhood Development Corporation

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consist of ______ total pages.

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RESPONDENT NAME: Tenderloin Neighborhood Development Corporation

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investigation of the Respondent's operations by myself personally or are based on
information provided to me by another responsible person with unlimited authority to obtain
the required information. The undersigned represents that each decision-making principal or
authorized representative of the Respondent has reviewed and understands the terms and
conditions that are the subject of this Questionnaire and Certificate and approved the
execution of this Questionnaire and Certificate.

10. I believe all information provided in response to this Questionnaire and Certificate is true and
correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or
entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: Paul Sussman

Signature: ___________________________ Date: May 31, 2017

Title: Chief Financial Officer

Name of principal:

Signature: ___________________________ Date: 

Title: 

Name of principal:

Signature: ___________________________ Date: 

Title: 

Name of principal:

Signature: ___________________________ Date: 

Title: 

Please attach any additional signature pages as necessary.
DEVELOPMENT TEAM REFERENCES

Related

 TIFFANY GRIEGO
DIRECTOR, ASSET MANAGEMENT
STANFORD UNIVERSITY
660-724-4784
tgriego@stanford.edu
Stanford Real Estate
3160 Porter Drive, Suite 200
Palo Alto, California 94304

 ANDY AGLE
DIRECTOR OF HOUSING AND ECONOMIC
DEVELOPMENT
CITY OF SANTA CLARA
andy.agle@smgov.net
310-458-2251
1901 Main Street, Suite C
Santa Monica, CA 90405

 MALIA COHEN
SUPERVISOR CITY AND COUNTY OF
SAN FRANCISCO
Malia.Cohen@sfgov.org
415-554-7670
1 Dr. Carlton B. Goodlett Place
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San Francisco, Ca 94102-4689

 LISA GILLMOR
MAYOR, CITY OF SANTA CLARA
lgillmor@santaclaraca.gov
408-615-2260
1500 Warburton Avenue
Santa Clara, CA 95060

Sares Regis Group of Northern California

 GREG SCHARFF
MAYOR, CITY OF PALO ALTO
greg.scharff@cityofpaloalto.org
650-868-9303
445 Seale Avenue
Palo Alto, CA 94301

 SAM LICCARDO
MAYOR, CITY OF SAN JOSE
Sam.Liccardo@sanjoseca.gov
408-535-4903
200 East Santa Clara Street, 18th Floor
San Jose, CA 95113

 JESSICA VON BORCK
ASSISTANT CITY MANAGER, CITY OF FREMONT
JvBorck@fremont.gov
510-284-4008
3300 Capitol Ave.
Fremont, CA 94538
DEVELOPMENT TEAM REFERENCES

Curtis Development

ARTHUR EVANS
FORMER CEO A. F. EVANS COMPANY
aevans@afevans.com
510-708-1438
Worked for Art for 6 years as President of multi-family subsidiary

RON NAHAS
RAFANELLI & NAHAS
RNahas@rafnah.com
925-254-8800
Co-developer and partner on 162 unit building currently under construction in Oakland

JOSEPH BOSS
ljosephboss@gmail.com
415-647-7677
Potrero Hill community member

Tenderloin Neighborhood Development Corp.

CARL SHANNON
MANAGING DIRECTOR, TISHMAN SPEYER
415-344-6630
cshannon@tishmanspeyer.com

SCOTT FALCONE
CITIZENS HOUSING CORPORATION
(now dissolved)
415-218-0411
scott@falconeddevelopment.com

GAIL GILMAN
EXECUTIVE DIRECTOR,
COMMUNITY HOUSING PARTNERSHIP
415-929-2470
CGilman@chp-sf.org
May 31, 2017

Ms. Susan Smartt  
Executive Vice President  
Related California Residential, LLC  
44 Montgomery St #1300  
San Francisco, CA 94104

Re: Balboa Reservoir Property  
San Francisco, California

Dear Susan:

Please accept this letter as an expression of strong interest by the State Teachers Retirement System of Ohio (STRS Ohio) to provide equity capital for Related’s proposed mixed income development known as the Balboa Reservoir Property in San Francisco. Based on our experience in partnership with Related at The Paramount, our knowledge of the San Francisco market, our tour of the site, and a review of the preliminary project economics, we agree that the proposed project would be very desirable particularly through its targeting of affordability for people of all ranges of income.

We understand that the proposed project will consist of approximately 680 residential units, including 120 market rate for-sale units, 444 mixed-income rental units, and 116 below market rate condominiums. Of the 680 units total, we understand that 50% of these will be affordable.

STRS Ohio has provided equity to Related on nine similar transactions (including the Paramount and The Emerson in California) totaling over two thousand apartment units, so we are very comfortable with this structure. This opportunity follows our investment criteria, which includes core multifamily properties in high density urban locations in markets with high barriers to entry. The anticipated equity investment of approximately $70 million (of which Related would contribute 10%) is within our capital resources.

We would look forward to continuing our long and successful relationship with Related. All financing decisions would be subject to approval of our investment committee, the review and approval of business terms, required due diligence, and site assessment reports.

Sincerely,

William A. Shurman  
Director-West Region  
State Teachers Retirement System of Ohio
May 25, 2017

Mr. Gregory Vilkin
President
Related California Residential
44 Montgomery Street, Suite 1300
San Francisco, CA 94104

RE: Balboa Reservoir Financing Interest

Dear Mr. Vilkin:

Wells Fargo Bank, N.A. ("Wells Fargo") would like to express its possible interest in providing financing to Related in connection with the Balboa Reservoir Site in San Francisco, California. We welcome the opportunity to further discuss this new and exciting project with you and value the relationship we've cultivated with Related over the past 19+ years.

We consider Related to be a core client and our relationship with your firm continues to grow and be strong. Over the years, we've financed numerous projects on both a secured and unsecured basis, through multiple product lines, and in various geographies. Additionally, Wells Fargo and Related have deep relationships at the senior level of both firms dating 30+ years. As of April 2017, Wells Fargo has over $1 billion of loan commitments to Related and is in varying stages of committing and closing several upcoming transactions.

Wells Fargo is headquartered in San Francisco and has over $130Bn in real estate financing throughout the nation. We continue to be committed to real estate lending in the San Francisco market and look forward to discussing the Balboa Reservoir financing with you in more detail.

Please note that this letter is a preliminary expression of interest only and is not a commitment to lend.

Sincerely,
Wells Fargo Bank, National Association

By:
Name: David Martin
Title: Executive Vice President
May 30, 2017

Re: Balboa Reservoir RFP

To Whom It May Concern,

The Related Companies ("Related") and Sares Regis Group Of Northern California ("SRGNC") have presented us with the opportunity to potentially invest with them in the for-sale component of the Balboa Reservoir property, if they are selected to purchase and develop Balboa Reservoir by The City and County of San Francisco.

SRGNC is a long-time valued partner of The Resmark Companies – we have successfully invested with them in both for-sale and for-rent development projects across the Bay Area for over 10 years. They would be the excellent choice to execute the for-sale homes portion of the development.

In addition, The Resmark Companies partnered with Related on their very successful Ocean Avenue South project in Santa Monica, CA (featured in the group's RFQ). We believe Bill Witte and his team are premiere master developers.

If this team is selected to acquire the property, The Resmark Companies is interested in proceeding in assisting them in their development. Our involvement would be as an equity partner, subject to our full evaluation, review and due diligence.

Founded in 1995, The Resmark Companies is an institutional investment advisor with offices located in Los Angeles, Irvine, San Diego, California and McLean, Virginia. To date, Resmark has invested over $3B of equity in more than 200 investments. For more information about us please visit our website: http://www.resmark.com.

Sincerely,

[Signature]

Mitchell Goodman
Senior Vice President
The Resmark Companies
May 24, 2017

Mr. Andrew Hudacek  
Chief Investment Officer  
Sares Regis Group of Northern California  
901 Mariners Island Boulevard, Suite 700  
San Mateo, CA 94404

Re: Balboa Reservoir Property, Lender Interest

To Whom It May Concern,

Comerica Bank is a regional bank with a long history of construction lending in the Bay Area. We have been fortunate to know Sares Regis Group of Northern California ("SRGNC") as a developer, borrower and client for over 20 years now and have closed over $300,000,000 of construction loans with them on both multi-family rental and for sale housing projects. In 2016, we closed a $33,000,000 construction loan for a 90 unit multi-family project in Redwood City, California, and a $38,000,000 construction loan for 73 for sale housing units in Belmont, California. As further evidence of our comfort with SRGNC, the principals and founders of the company have been through many up and down cycles with Comerica, and their relationship with the bank is valued all the way to the top executives of the bank.

Balboa Reservoir Property is the type of for sale housing community that we are comfortable lending on and a preliminary review of the proforma allows us to conclude that this type and size of construction project on which we would be happy to lend.

Please feel free to contact me directly with any questions or comments. I can be reached at my office at 408.556.5325 or on my cell at 408.348.1759.

Sincerely,

Candice Eggleston  
Vice President-Western Division  
Commercial Real Estate, Comerica Bank
PART 2
DEVELOPER PARTNERSHIP
DEVELOPER PARTNERSHIP

Related Companies of California and Sares Regis Group of Northern California, along with our development team partners, are pleased to submit our response to the Request for Proposal to design, entitle, purchase, and develop 17-acre SF PUC-owned property located in San Francisco, known as Balboa Reservoir. The general roles of the team members are as follows:

**ORGANIZATIONAL CHART**

**RELATED CALIFORNIA**
Transaction Lead & Rental Housing Developer
Bill Witte, Chairman/Project Leader
Greg Vilkin, President
Susan Smartt, Executive VP, Development
Robin Zimbler, Senior VP, Affordable Development

**SARES REGIS GROUP OF NORTHERN CALIFORNIA**
Co-Developer
For-Sale Housing
Mark Kroll
Andrew G. Hudacek

**CURTIS DEVELOPMENT**
Co-Developer
Charmaine Curtis

**TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORP**
Co-Developer
Affordable Housing
Donald S. Falk

**BAR ARCHITECTS**
Chris Haegglund

**MONICA WILSON COMMUNITY + REAL ESTATE DEVELOPMENT**
Monica Wilson

**FLETCHER STUDIO**
David Fletcher

**Y.A. STUDIO**
Yakuh Askew

**levY DESIGN PARTNERS**
Toby Levy
NEW TEAM MEMBERS

TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORP

The Tenderloin Neighborhood Development Corporation (TNDC) provides affordable housing and services for over 4,100 low-income residents in 6 San Francisco neighborhoods, building community and promoting equitable access to opportunity and resources. Founded in 1981 by a few people in the Tenderloin District of San Francisco, TNDC now has 39 properties in its property portfolio and employs 319 people, some who live in TNDC affordable housing buildings. In addition to housing development, TNDC focuses on community organizing, urban food growth and land use, and its after-school program with the idea that everyone should have good quality housing and good quality of life in the city they love. This year, TNDC celebrates its 35th birthday!

At TDNC, we believe opportunity knocks only when you have a door. In San Francisco, TNDC envisions diverse communities where people with low incomes can fulfill their potential and meet their basic needs. Their housing is affordable and near amenities and services enhance the quality of their lives. People feel safe and supported by their community. All are invited to offer their voice in the issues that shape their lives.

In San Francisco, California, TNDC stands as a catalyst for advancing community interests and a force for expanding the choices that enhance livability, including housing, employment, education, food, cultural activities, and open spaces.

As a healthy organization, TNDC is viewed as a trusted and well-organized community ally locally and is a practice leader nationally. We contribute throughout San Francisco by providing affordable housing and other resources partly by partnering effectively with many other organizations and by supporting resident leadership.
NEW TEAM MEMBERS
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORP

Donald S. Falk
Chief Executive Officer
As Chief Executive Officer of Tenderloin Neighborhood Development Corporation (TNDC), Donald S. Falk leads the community-based, nonprofit housing development, management and social services agency in San Francisco with nearly 325 employees and 33 properties containing about 3000 homes housing nearly 3600 people, nearly 25% of whom came to the organization out of homelessness. From 1982-1994, Falk held a variety of positions with Jubilee West, a neighborhood based nonprofit that provides services and housing in West Oakland. He chairs the Community Leadership Council and serves on the Boards of Directors of Enterprise Community Partners and the Corporation for Supportive Housing. He serves on advisory boards of NeighborWorks America, St. Francis Memorial Hospital Foundation, and the Federal Home Loan Bank of San Francisco. He is the past president of the Nonprofit Housing Association of Northern California, on whose board he served for seven years. Falk has a master’s degree in Public Policy from the University of California, Berkeley, and a bachelor’s degree with honors in Economics and Urban Studies from Oberlin College.

Elizabeth Orlin
Chief Operating Officer
Elizabeth Orlin joined TNDC in June of 2006 as Chief Operating Officer. Prior, she served as Associate Director for the Corporation for Supportive Housing in Oakland. She also served as Program Officer and Assistant Program Officer from 1998 through early 2003. Before CSH, Orlin worked for the Trustees of Columbia University’s CSS Program in New York where she was a program director and program supervisor, as well as a senior case manager. Orlin has completed social work internships from the CSS Program and the Sunset Park Mental Health Clinic in Brooklyn and began her career in social work at the Women Against Abuse Legal Center in Philadelphia in 1988. Orlin has a master’s degree in Public Health from Columbia University, a master’s degree of Social Work from New York University, and a bachelor’s degree in Sociology and Anthropology from Haverford College.
NEW TEAM MEMBERS
FLETCHER STUDIO

Fletcher Studio is an innovative and award winning collaborative practice providing comprehensive professional services in Landscape Architecture, Urban Design, and Environmental Planning. The firm is committed to a collaborative and contextual approach to spatial design practice and to the planning of unique and sustainable landscapes, urban spaces, and living infrastructures. Design and planning solutions are proposed based on interaction with diverse stakeholders, and respond to the processes, histories, policies, economies and ecologies that are specific to a place. The firm is based in San Francisco, with projects throughout the Western Region.

Founding Principal of Fletcher Studio, David Fletcher is a Landscape Architect with 20 years of project experience. He has had significant experience in the design and project management of a variety of green infrastructure, public space, open space planning, housing, and streetscape projects. This experience has given David the design ability and technical experience to complete the conceptual, schematic and permanent portions of the project scope.

From their extensive work in projects and master planning in San Francisco, Fletcher Studio has gained experience in collaborating with multiple public agencies to maintain design quality and cost control. In addition, the firm has led community outreach efforts on strategic planning studies requiring the analysis of geographic site feasibility, site specific usage and programming, workshop leadership, and design review. The office is fully staffed, with the most current hardware and software resources to meet project goals. Fletcher Studio is presently working on construction administration for South Park, a beloved 1.1 acre public space in San Francisco. The firm is also working on the Dogpatch Central Waterfront Public Realm Plan and the Dogpatch Stairs, and recently completed their work on Summit Park. The studio was awarded 2015 and 2016 ASLA Honors Awards in the Residential Design category for their work on 300 Ivy and Rivermark.
NEW TEAM MEMBERS
FLETCHER STUDIO

David Fletcher, ASLA RLA
Principal
David Fletcher is an urban designer and landscape architect, professor, and writer. His work addresses process, urbanized watersheds, green infrastructure, and post-industrial urbanism. David was recently an Artist in Residence at the Headlands Center for the Arts, in the category of Architecture and the Environment. He also received an Honor Award from the Boston Society of Landscape Architects for environmental planning work in Beirut, Lebanon. Fletcher Studio’s work was recently featured in “La Ville Fertile”, a survey of contemporary spatial practices at La Cité, Paris. The office’s work has also been exhibited at La Gaîté Lyrique (Paris), the Cooper Union, Acadia 2012, the San Francisco Museum of Craft and Design. The Studio for Urban Projects, the Institute for Contemporary Art (Boston), the University of Toronto, UC Berkeley, MAK Center Vienna, the San Jose Biennial, the Toronto Free Gallery, and at SCI_Arc.
NEW TEAM MEMBERS

Y.A. STUDIO

Y.A. studio is an architectural design studio committed to bringing an innovative and modern approach to design. Our practice is collaborative, supportive, and committed to developing skilled professionals who continue to improve our built environment and elevate our social discourse. We strive to understand the client’s needs and nurture a vision that integrates sustainable practices, well-crafted details, and holistic designs. We engage the community, support the environment, respect budgets and schedules, enjoy challenges, and craft solutions that often exceed client expectations. We embrace a diverse portfolio that includes custom single family homes, affordable housing, large multi-family developments, restaurants, office and retail. We are thoughtful, creative, experienced, engaging, socially responsible and environmental stewards. Y.A. studio is registered as a Certified Minority-Owned, San Francisco Local Business Enterprise (LBE), and Micro Business Enterprise (MBE).

The firm has played an active role in some 200 units of new housing in San Francisco’s Mission District—a flash point for issues surrounding gentrification, the lack of new affordable housing developments, and the demolition of older San Francisco housing stock. In doing so, Y.A. studio has a record of being an effective bridge between the client’s programmatic needs, larger neighborhood concerns and the overall landscape of the city.
NEW TEAM MEMBERS
Y.A. STUDIO

Yakuh Askew, AIA, NOMA, LEED AP
Principal
Since establishing Y.A. studio in 2004, Yakuh Askew, AIA, NOMA, LEED AP, has fostered a collaborative and creative studio that is versatile, efficient and effective. A native of San Francisco, he is passionate about socially responsible growth and has fought to balance the needs of the community, the environment and individual clients. Yakuh is a graduate of Cal Poly, San Luis Obispo, CA and has traveled extensively. Prior to Y.A. studio his portfolio included large corporate offices, restaurant design, and single-family residential work. Yakuh is a member of the Nation Organization of Minority Architects (NOMA), Citizen’s Bond Oversight Committee (CBOC), SPUR, AIA, and an avid ice hockey player.
NEW TEAM MEMBERS
LEVY DESIGN PARTNERS

Founded in 1979, Levy Design Partners is a woman-owned architecture firm based in San Francisco providing complete architectural services from programming and conceptual design to construction administration.

LDP has successfully completed a wide variety of market-rate and affordable multi-family housing projects in San Francisco, the Peninsula and the East Bay.

Our 35-year firm history and portfolio of many long term clients include private developers, large corporations, government agencies, public and private educational facilities, and non-profit organizations. These clients can attest to our ability to maintain design and production quality on complex projects and to our commitment to meeting the functional, financial and schedule constraints critical to a project’s success.
NEW TEAM MEMBERS

LEVY DESIGN PARTNERS

Toby S. Levy, FAIA
Principal & Founder

As founding principal of Levy Design Partners in 1979, Toby S. Levy brings almost forty years of highly-engaged leadership in the design profession and community. She oversees and participates in all aspects of the firm’s work from programming to design, design production, and construction. Her work has been widely recognized, and the American Institute of Architects honored her with the title of Fellow (FAIA) in recognition of her contribution to advancing the standards of architectural practice, education and training. Throughout her years of professional practice, she has regularly taught architecture at institutions including the University of California at Berkeley, Columbia University and the California College of the Arts and Crafts. As a result of her participation on the University of California at Berkeley Design Review Team and the AIA Design Review Committee, she has developed a broad perspective on the successful resolution of design problems. Toby has long been committed to positive community input in the design process. As vice chair of the Western SOMA Citizen Planning Taskforce she helped guide rezoning and as the leader of the South Park Improvement Association she spearheaded the funding and design of the recent revision of South Park in San Francisco.
NEW TEAM MEMBERS
MONICA WILSON/COMMUNITY + REAL ESTATE DEVELOPMENT

With offices in San Francisco’s Bayview district, Monica Wilson/Community + Real Estate Development, is a woman-owned, small and emerging consulting firm (LBE/WBE) specializing in developing, implementing, and monitoring comprehensive Economic and Community Development services including the following:

• SBE Procurement: Professional Services and Construction
• Small and Emerging Contractor Development Services (Professional Services and Construction firms)
• Workforce: Construction
• Internship/Trainee: CIWI (Construction Industry Workforce Initiatives)
• Community Benefits Strategic Planning and Implementation
• Extensive Community Outreach and Engagement
NEW TEAM MEMBERS

MONICA WILSON/COMMUNITY + REAL ESTATE DEVELOPMENT

Monica Wilson
Principal & Founder

Monica Wilson has over 25 years of consulting and real estate development experience in the Bay Area implementing complex, large scale, public/private projects. She has worked extensively in the following Bay Area urban markets: San Francisco (including Bayview, Mission District, and Western Addition), Richmond, Oakland, and Berkeley. Community-based outreach includes engaging with the following core groups: small and emerging community-based businesses and associations, community-based organizations, residents, neighborhood access point systems, faith-based entities.

Over the last several years, Monica has completed numerous LBE/SBE Professional Services procurement assignments all achieving or exceeding LBE and/or SBE percent participation goals. In addition, extensive community-based outreach and engagement, including local professional services/trade organizations, community organizations, local chambers of commerce, and community newspapers, is conducted within the larger LBE/SBE community to maximize project awareness and exposure. In total, she has provided targeted economic and community development services to ensure that over $25 million in SBE/LBE contracting opportunities were awarded to local small and emerging businesses, including MBEs and WBEs.

Monica is also the Program Director (and a founding member) of Construction Industry and Workforce Initiative (CIWI), is a young adult program targeted to students (18-21 +/- years) enrolled in a two- to four year- college program. CIWI goals are to provide direct construction industry work experience, a comprehensive leadership and mentor component, personal, and educational and career development opportunities for young adults with an interest in construction and/or related fields (such as Real Estate Development, Architecture, Urban Design, and Civic Engagement) so that they may gain a greater awareness of the construction industry, which may ultimately lead to pursuing education and career opportunities within the field.

For over five years, Ms. Wilson worked for Sedway Consulting, a San Francisco-based economics consulting firm, on numerous community-based economic and community development assignments such as early stage market feasibility studies/due diligence for Hunters Point Shipyard, the Clinton Administration’s Empowerment Zone/Enterprise Community initiatives, and several HOPE VI/HOPE SF projects.
PART 3
PROJECT PROPOSAL
## NARRATIVE OVERVIEW

### DEVELOPMENT PROGRAM

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<th>% MIX</th>
<th>% MIX</th>
<th>UNITS</th>
<th>AVE NSF</th>
<th>Total NSF</th>
<th>Total GSF</th>
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### City Subsidized Affordable from 33% to 50%

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<th>% Mix</th>
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<td>58.8%</td>
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<tr>
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<td>14.7%</td>
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<td>7</td>
<td>675</td>
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### Market Rate Rentals

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<th>% Mix</th>
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<th>Ave NSF</th>
<th>Total NSF</th>
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### Market Rate For Sale Townhomes

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<td>220,941</td>
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</table>

TOTAL / WEIGHTED AVERAGE | 100.0% | 100.0% | 680 | 940 | 639,100 | 785,066 |
Leveraging the Site’s Natural Context

Reimagining the reservoir: a site once intended for water collection is repurposed and designed to gather San Franciscans. The site connects to the existing neighborhood fabric through an armature of uniquely designed open spaces, which encourage the flow of people, native species and water systems to create a central sense of place for the community at large.

San Francisco’s neighborhoods are defined by their built fabric, topographical constraints, cultural history, public open spaces and connection to adjoining neighborhoods. The Balboa Reservoir site provides opportunity to stitch and connect. Analogous to the flow of watersheds, the proposed master plan includes meandering routes which ebb, flow and eddy through the project. These pathways are located within three primary open spaces and provide safe and walkable connections through the site.

The site will be regraded to create a gently sloping plane which seamlessly connects what was a void with its surrounding topographical context, allowing for easy pedestrian, stroller and bike circulation. The site’s slope provides opportunity for buildings to step in relation to street slopes, similar to buildings throughout San Francisco, to create a more active pedestrian experience.

Establishing a Cohesive Public Realm

The site’s three open spaces combine into one unified network, creating a varied pedestrian experience. Westwood Green and Mt. Davidson Walk are oriented north-south, and Reservoir Square is oriented east-west, connecting all three open spaces with CCSF and San Ramon Way. The open spaces act as an armature, around which buildings are arranged based on strengthening site connectivity, forming the scale of the outdoor room, reinforcing the urban pattern of the surrounding neighborhood and responding to natural systems. The network of pedestrian paths, parks, bikeways
and streets interconnect the spaces and buildings on the site. These interconnections are carefully aligned with important nodes at the perimeter of the site, strengthening and defining access to the site and the neighborhood beyond.

Westwood Green is part of a nearly half mile shared use pedestrian/bicycle path, which extends along the perimeter at the north, west and south. The greenspace provides an area for runners, walkers, dog-walkers and bicyclists to meander through landscape. The second primary open space, Mt. Davidson Walk, runs north/south and is lined with building forms held well back to provide a main view corridor to the eponymous Mt. Davidson to the north. This open space is adjacent to Brighton Avenue, a woonerf, designed as a hybrid vehicular and pedestrian zone.
Connecting Mt. Davidson Walk and Westwood green is the Reservoir Square Axis. At the west this axis acts as a pedestrian continuation of San Ramon Way, which is continuous across the site until it meets with CCSF to the east. While Westwood Green and Mt. Davidson Walk are spaces to meander, Reservoir Square, and its axis, represent an eddy in the pedestrian circulation — a place to rest, meet neighbors and gather. The west side of the site is mostly landscaped. To the east of Mt. Davidson Walk the space broadens and further eddies as it becomes Reservoir Square, which is the main community gathering space surrounded by active uses. Near the square at ground level are programmed activities, Leasing Office, a retail space, and public Community Room. The Reservoir Square visually links CCSF to Westwood Park and beyond. San Bruno Mountain is visible from Lee Avenue and the residences on the east side of the site.

**Sustainability and the Natural Environment**

At the experiential core of Mt. Davidson Walk is a landscape amenity that functions as the site water management system. A series of bioswales capture the site's storm water, and cascade naturally down stepping terraces towards Reservoir Square. Running parallel to the bioswales are pathways and Brighton Avenue, which is designed as a curbless street, to encourage the slowing of vehicles and allow the public space to continue uninterrupted from building to building. Both the street, a woonerf and the stormwater bioswales become a singular environment routed in the site's lore while projecting current and future San Francisco neighborhood values.

**Interconnectivity with the Community at Large**

The open spaces provide for a direct connection to established neighborhood vehicular, pedestrian and bicycle circulation routes. Symbolic connections are made through establishing clear view corridors to Mt. Davidson and San Bruno Mountain as well as through organizing the housing on the site to relate to neighborhood growth patterns. Low, two-story townhomes follow the edge of the Westwood Green and relate to the scale and massing of the adjacent Westwood Park neighborhood. Each townhouse has a stoop with direct access to Westwood Green and creates a place for homeowners to see neighbors walking home. Taller buildings are placed next to the two existing midrise apartments on the southern edge and along Lee Avenue with direct proximity to the Ocean Avenue transit core and CCSF. These buildings are shaped to present narrow facades to the existing Avalon buildings along Ocean Avenue and Westwood Park homes. The façade of the building facing the Westwood Park neighborhood is stepped back, lowering it by a floor, presenting the same height as the Townhomes to the north.
Creating a Diversity of Living Options

The richness and integrity of residential neighborhoods in San Francisco is due, in part, to the variety of buildings. To this end, the development team will leverage a variety of architects to create buildings with unique architectural expression. A unifying design principle for the architecture is an approach to crafting a scale and proportion appropriate for residential buildings. This is achieved in part through changes in parapet and roof height, balconies and breaks in the facades to reduce the overall scale and provide visual interest.

Townhouse units are mainly two stories in height with some three-story units to provide variety of massing and roof line. All the townhouses sit on a parking podium that is concealed on Brighton Avenue by units at street level. The parking structure is covered by the earth berm on its south, east and north edges.

There are four midrise residential buildings along Lee Street, anchoring the more urban eastern edge. These residential buildings, providing flat style apartment living, are four or five stories tall and are "C" shaped in plan, with their open end facing south to allow the sun to penetrate the outdoor spaces. The landscaped courts of these buildings seamlessly flow into the more public landscaped zones and park. These building have stoops facing both Lee and Mt. Davidson Walk to provide easy access to residents.

Like other neighborhoods along the Ocean Avenue, Ingleside Terrace and the Westwood Park, whose urban form recall their histories, the design is also about its place. The clear and simple major north/south and east/west axes strengthen connections to the surrounding neighborhoods and institutions. The pattern of adjacent blocks is continued through the site through both vehicular and pedestrian/bike only axis. New streets are treated as extensions of the existing network. Neighboring residents will be able to access the site on foot or bicycle from the west through the existing connection of San Ramon Way. New site grading allows easy access to the center of the site, through Reservoir Square to CCSF. From Ocean Avenue one can enter the site on foot or by bike through the Plymouth Ave alleyway and at Brighton Avenue. Pedestrian walkways create mid-block passages for pedestrian and bicycle movement. With the additions proposed in the CCSF campus masterplan, a main axial east/west pedestrian connector is described that is aligned with the main circulation pathway through our central open space. The retail space and the community room are both located on the eastern edge of the central open space.
NARRATIVE OVERVIEW

accessible to the CCSF community.

Vehicles enter at Lee Avenue. Visitors to residents arriving in cars access the site via Lee Avenue connecting to Brighton Avenue by two east/west streets. All Parking is in a structure below the townhouses. A modest amount of on street parking is available. There are drop-off zones for the Community Room and the Childcare facility, car share and car pools.

Transportation Approach

“The thoughtful Transportation Principles outlined in the “Balboa Reservoir Development Principles & Parameters” (Balboa Vision) are a bold look at a number of transportation opportunities.

A common thread throughout our commitment to the Balboa Vision will be a custom mobile application available 24/7 to residents and neighbors as well as City College facility and students preliminarily called Commons Connect. One touch on your mobile device will provide you instant information on available Balboa Area transportation options, strengthening the effectiveness of the Balboa Vision goals.

Responding to each Transportation Principle:

**Principle 1 – Parking**

Our goal is to minimize the impact on the parking in the neighborhoods surrounding the site. This can only be accomplished by offering our new residents a broad range of transportation alternatives.

*Unbundled Parking*: All parking in both the rental and for-sale residences will be "unbundled" with only those residents who opt to utilize on-site parking will pay for it.

*Parking Ratios*: As suggested in the Balboa Vision, while the overall site parking ratio will be determined once the development and type and number of units are finalized, our goal is to not exceed the suggested 0.5 parking spaces per unit. The combination of our commitment to unbundling as well as the additional transportation options that follow will make this minimized parking goal a reality.

*TDM Plan*: Our full participation in the Balboa Area TDM Plan is essential if we are to appropriately address the transportation challenges of the neighborhood and our new community. In order that the Plan’s goals and objectives can be continually addressed in a timely manner, we are suggesting that the Manager of the Balboa Area TDM Plan’s office be located in Related’s on site management offices allowing for constant communication with the community managers as well as the surrounding neighborhoods and
City College. The feasibility of shared, daily on-site parking will be thoroughly explored.

**On Street Parking:** Working with the SFMTA, our on site staff will have full enforcement authority over all newly created street parking within the development.

**Principle 2 – Incentivize Transportation Choices**

**AMS Targets:** With our commitment above to staff the TDM Plan, monitoring and positively impacting the automobile mode share to a level below 60% in the development's first phase can be easily facilitated. Communication of the TDM strategies and goals is imperative. Commons Connect will provide TDM Plan performance goal information 24/7 to all those interested.

**Car Share and Ride Share Availability:** Our initial proposal calls for 1.5 times the number of car share spaces required by SF ordinance. Spaces will be located on Lee Avenue and car seat storage lockers adjacent to these car share spaces will be available. We will work with local car and ride sharing organizations to provide the best discounted membership pricing and will provide a 50% credit on the first year of membership to those residents who choose obtain a car or ride share membership. Working with the car and ride share companies, we envision Commons Connect will be able to offer 24/7 direct connections, availability and location information on shared cars and available ride shares.

**Local Shuttle Service:** During the pre-development stages, we will work with the community, the college and our shuttle consultant to review the feasibility and costs of a shuttle service.

**Prioritize Pedestrian Safety and Access:** The proposed site design provides multiple pedestrian and bicycle routes both through the site as well as to the adjoining transit options and neighborhood retail as well as community amenities. New lighting and street amenities will improve the experiences of residents and neighbors alike. All proposed streets, sidewalks and pedestrian facility designs will be consistent with Better Streets Plan and all improvements will be coordinated with SFMTA pedestrian and bicycle improvement beyond the site.

**Encourage Transit Use:** The Commons residents have a wide variety of transportation options available to them including public transit, car and ride sharing, bike sharing and the like. Related and our partners will encourage use of these transportation options, making ticket information and real time transit schedules readily available via Commons Connect as well as on monitors in the Commons Square area.

**Encourage Bicycling:** Class 1 bicycle storage rooms will be available throughout the community with a capacity of 1.5 bicycle spaces per residential unit. Dedicated bike lanes within the new development will connect to bike lanes beyond the community. Full conformance with the San Francisco Bicycle Plan is anticipated. We will work with bike sharing organizations to offer share bicycle opportunities on-site. We will share in the first year annual cost of a bike share membership with each new household in our community. Regular classes and instruction on Safe Bicycling will be provided at the new Community Center as well as 24/7 on Commons Connect.

Electric car charging stations in the garages throughout the community will be plentiful and electric capacity will be upsized to adequately handle the increasing needs for additional stations.
**NARRATIVE OVERVIEW**

**Principle 3 – Site Design**

Street and Circulation Patterns: Acknowledging the lower density neighborhoods to the west of the site and the high school to the north, all vehicular access will be from Phelan Avenue to the east and Lee Ave to Ocean Avenue to the south. No vehicular access is anticipated to the west or north. Numerous pedestrian and bicycle access points are planned around and through the site to connect the new community with the surrounding neighborhoods. With the parking garages planned for the west side of the site, vehicular cueing will take place within the new community. All access points have been designed in coordination with the City College Master Plan.

**Principle 4 – Encourage Sustainable Modes of Transportation**

More than any other of the Transportation Principles, the development of the Commons Connect mobile application will facilitate all that is envisioned in Principle 4 and more. Instant 24/7 transportation options will be available to all residents, neighbors and members of the City College community. Availability of transit, ride sharing, car-pooling, bike and car sharing and much more will be at the fingertips of all residents and neighbors. Coordinated events, community clubs, and contests centered around biking, walking, hiking or traveling will be simple to organize and promote. A sense of community will develop as residents and neighbors alike with mutual interests can convene in the new Commons Community Center.

**Phasing of Project Build-Out**

The project will be built as an integrated development. We envision, however, individual project schedules for the Townhomes, 80/20 Rentals, and BMR Ownership Units that fall within the context of the broader development timeline. The Townhomes will be phased in 2 phases - approximately 50 homes and then 70 homes in accordance with the podium garages below the homes. The phasing allows a more consistent and manageable sales and delivery process, ensuring that standing inventory does not impair the project. It is envisioned that the phases would be built one after the other without any significant delay. The remainder of the project (the 80/20 Rentals and the BMR Ownership Units) will not be phased but will be built as a single integrated development, commencing with Phase 1 of the Townhomes and proceeding through Phase 2. Landscaping and amenity areas will be completed toward the latter half of the project but will be available when the project is delivered along with Final Certificates of Occupancy. The intent of the Sponsor is to delivery all components of the project within the detailed project schedule contained in Part 5B.
CONCEPT DRAWINGS - “THE COMMONS” PUBLIC REALM CONCEPT PLAN

The diagram shows the location of major and minor public spaces and their relationships to the existing urban fabric. The main pedestrian, bicycle, vehicular and public transportation infrastructure network that seamlessly links Balboa Reservoir into the surrounding neighborhood.

Reservoir Square is a centrally located, 1.7 acre park and open space contiguous with Mount Davidson Walk. Active uses such as the Community Room, a Retail Venue, Bicycle Repair, and Child Care are located around and within this central open space. Along Mount Davidson Walk, the rainwater management system of bio-swales is a critical component of the overall landscape concept and will transport, filter, and store all of the rainwater on site.

A number of other smaller scale, more intimate outdoor spaces and patios are to be found within and adjacent to the central open space. Each residential building has its own landscaped courtyard.

Westwood Green is a shared-use pedestrian/bicycle pathway more than a half mile long that is integrated into the overall site circulation system providing opportunities for exercise and recreation as well as an efficient way to move about the site.

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CONCEPT DRAWINGS - “THE COMMONS” PERSPECTIVE

LOOKING NORTH FROM RESERVOIR SQUARE, MOUNT DAVIDSON IN THE DISTANCE
CONCEPT DRAWINGS - “THE COMMONS” PERSPECTIVE

LOOKING WEST TOWARD WESTWOOD PARK NEIGHBORHOOD, CLUB BUILDING IN CENTER OF VIEW
NARRATIVE & DEVELOPMENT PRINCIPLES

We have fully complied with all Parameters set forth in the RFP. Listed below is a reference to specific sections where compliance is demonstrated. In some cases we have added information, as appropriate, to further expand on our project’s intent and compliance. Please note that the project plan represents our first attempt to respond to the intent of the RFP, but as is our practice on all projects, we expect it to be modified and refined as part of a broad community outreach.

Housing

PLEASE REFER TO DEVELOPMENT PROGRAM IN PART 3, SECTION A.

Principle 1 – Building new housing for people at a range of income levels

Principle 2 – Create housing that can serve a diverse group of household types Help to alleviate City’s undersupply of housing.

Our proposal contemplates a 5-tier approach to reach a very wide range of incomes and make available units as both rentals and for-sale townhomes and condominiums. The area surrounding Balboa Reservoir is rich in diversity and our project aims to maintain and add to this character. By providing housing to a broad range of incomes, we hope to encourage an environment of mutual respect, inclusion and sense of neighborhood. To this end, we believe it crucial to build a community where the residents interact, co-mingle and cohabitate, sharing elevators, corridors, amenity areas and eventually conversations and experiences. The rental housing in particular, will be intermixed and interspersed without isolating any particular group of residents. The ownership units will also be interspersed and will be home to people of wide ranging incomes, serving both market rate residents and those earning up to 80%, 120% and 150% of AMI. The specific AMI bands and target residents are as follows:

- **50% AMI Rentals**: The 50% AMI units will address the shortage of affordable housing available to the very low income residents who are critical for the City to function and thrive; bus drivers, non-profit workers, and restaurant and retail employees. This will represent 18% of the units delivered on site or approximately 123 units.

- **120% AMI Rentals**: The 120% AMI rentals will provide relief for moderate income households, those who earn above the median income levels but still can’t afford market rate housing within the City. It is proposed that 25% of these units will also carry a preference for educators; this concept is further explained below. This will represent 15% of the units delivered on site or approximately 102 units.

- **80%, 120%, and 150% AMI Condominiums**: These below market ownership units will target those within the City who provide an essential service to our community but are unable to afford the rising cost of buying a home. These homes would target teachers, policeman, firemen, and others who are currently underserved in the City. The availability of ownership units within these AMI bands provides prospective residents the ability to choose a unit which meets their specific needs, goals and financial capability. This will represent 17% of the total housing units delivered on site, or approximately 116 units. Finally, it is proposed that 25% of these units will carry a preference for educators, a concept further explained below.

- **Market Rate Rentals and Townhomes**: Lastly, the project will comprise 50% market rate housing, both rentals and ownership units. The inclusion of market rate units provides the land value which helps subsidize the affordable units.
NARRATIVE & DEVELOPMENT
PRINCIPLES

Flexibility of Design

The programming outlined within this proposal was carefully considered to ensure the project was financially feasible while providing a solution to an increasing problem in the City; affordable housing. In particular, there was much discussion on the affordability mix of the units that take the project from 33% to 50% of affordable housing. The current proposal provides 116 ownership units at a mix of income levels which we feel represents the needs across the City as well as the Balboa Park neighborhood. One of the key components of this proposal is the ability to be flexible in selecting the desired mix of affordable units; both from a financial perspective as well as a mission oriented one.

We have prepared an analysis which describes the amount of subsidy required per unit within the AMI bands under consideration for this proposal (50% to 150% AMI) [see Page 2 of Financial Pro Forma – “Subsidy Analysis”]. The subsidy is calculated based on a 5.5% yield on cost for the rentals and an 8% profit margin for the BMR ownership units.

Though we have selected a particular scenario within our programming as described in the narrative, the City can conduct its own analysis of the subsidy calculations within the context of the community’s need and make a determination of the desired AMI mix for these 116 units. Based upon that desire, the subsidy required will either increase or decrease depending on the AMI mix chosen. We believe this flexibility provides the City a greater level of input and the ability to inform the programming based on its knowledge of the local community’s needs.

A Preference for our City’s Educators

The development proposes that 25% of the 116 affordable for-sale units (at 80%, 120% and 150% of AMI) and 25% of the moderate income rental units (at 120%) will carry a preference for faculty of City College SF (CCSF) and/or teachers and licensed aides employed by the San Francisco Unified School District (SFUSD). Thus, roughly 8% of the total number of housing units and 16% of the Below Market Rate units would carry this preference. These income ranges closely conform to the range of salaries of these two groups.

<table>
<thead>
<tr>
<th>TEACHER PREFERENCE SUMMARY</th>
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</thead>
<tbody>
<tr>
<td>Percentage to Carry Preference</td>
</tr>
<tr>
<td>AMI</td>
</tr>
<tr>
<td>80% AMI</td>
</tr>
<tr>
<td>120% AMI</td>
</tr>
<tr>
<td>120% AMI</td>
</tr>
<tr>
<td>150% AMI</td>
</tr>
<tr>
<td>Total</td>
</tr>
</tbody>
</table>

Based on past analyses that have been done regarding potential disparate impact claims under fair housing law, it seems likely that the makeup of the eligible employees of these institutions would not result in a disparate impact. Given current housing costs in San Francisco, SFUSD certificated employees and CCSF faculty are unable to rent or buy housing in the City at an affordable rent or purchase price.
NARRATIVE & DEVELOPMENT PRINCIPLES

affected institutions should be able to demonstrate that lack of affordable housing has an adverse impact on their ability to recruit and retain faculty and therefore has a negative effect on their ability to carry out their educational missions. Without access to affordable housing it does not seem likely that the situation can be improved, and these units represent an important potential resource to ameliorate this difficulty because it is a rare, large and developable parcel in proximity to CCSF and a number of SFUSD facilities.

We believe these elements can provide a reasonable basis for a preference program that can comply with fair housing law and principles. The exact nature of the preference and its implementation can be developed in consultation with the community and stakeholders as part of the marketing plan for the developments. In addition, some potential funding programs and sources may affect the way the preference is implemented, and those factors can also be incorporated in the management plan. In formulating this proposal, we consulted with the attorney Dave Kroott of Goldfarb and Lipman, who has vast experience with preference issues and fair housing law, and who is representing the SFUSD in discussions with the City about building housing for teachers.

<table>
<thead>
<tr>
<th>AMI</th>
<th>Type</th>
<th>Subsidy</th>
<th>Units</th>
<th>%</th>
<th>Max Income 2 PER HH</th>
<th>Monthly Rent Limit 1 BDRM</th>
<th>Target Sales Price 1 BDRM</th>
<th>Preference</th>
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</thead>
<tbody>
<tr>
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<td>Internal</td>
<td>123</td>
<td>18.1%</td>
<td>46,125</td>
<td>1,099</td>
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<td>-</td>
</tr>
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<td>120% AMI</td>
<td>Rental</td>
<td>Internal</td>
<td>102</td>
<td>15.0%</td>
<td>110,700</td>
<td>2,713</td>
<td>-</td>
<td>Educators (25%)</td>
</tr>
<tr>
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<td>For Sale</td>
<td>City</td>
<td>34</td>
<td>5.0%</td>
<td>73,800</td>
<td>-</td>
<td>256,564</td>
<td>Educators (25%)</td>
</tr>
<tr>
<td>120% AMI</td>
<td>For Sale</td>
<td>City</td>
<td>34</td>
<td>5.0%</td>
<td>110,700</td>
<td>-</td>
<td>428,241</td>
<td>Educators (25%)</td>
</tr>
<tr>
<td>150% AMI</td>
<td>For Sale</td>
<td>City</td>
<td>48</td>
<td>7.1%</td>
<td>138,375</td>
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<td>Educators (25%)</td>
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<tr>
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<td>17.6%</td>
<td>Unrestricted</td>
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</tbody>
</table>

Altogether, the programming provides inclusivity and diversity to maintain the fabric of the neighborhood and the City. Balboa Reservoir will be developed as a single integrated development with mixed-income rentals, mixed-income ownership units and curated neighborhood retail. Related has a successful track record of developing mixed-income, mixed-use projects and the economies of scale generated by this hybrid model maximizes the Project's intrinsic value.

Transportation

PLEASE REFER TO TRANSPORTATION PART 3, SECTION A

Principle 1 – Manage parking availability for on-site residents while managing parking to meet City College enrollment goals and coordinating with City parking policies for the surrounding neighborhoods

Principle 2 – Create incentives for and improve the experience of utilizing transportation

Choices between the Balboa Reservoir site, transit and adjacent neighborhoods

- The project will provide car share parking spaces, parking for bike share and Scoot, all of which will be
NARRATIVE & DEVELOPMENT PRINCIPLES

located on Lee Street for convenient public access. Electric charging stations will be included in the resident garage.

- Ten lockers will be located within the community room available for public use
- Streets and sidewalks will be designed consistent with all policies referred on RFP page 11 - Development Parameters
- The project will be providing bike lockers on site. There will be an on-site bike repair shop. Space will be made available at no charge to a local bicycle non-profit to manage the use of the bike repair space for public access, community classes for safe bike riding and a bike share pod.
- Project Sponsor will provide one year membership to Bike Share and/or car share for residents and employees.
- Project Sponsor will work with the Community, City College and SFMTA to develop a strategy for capital improvements to reduce traffic impacts on surround neighborhoods.
- Project Sponsor will work with City College to explore the feasibility of a shuttle. As we have done in past projects, our initial step will be to hire a consultant to explore needs and funding feasibility.
- Project Sponsor will engage a Transportation Consultant to assist in the development of a robust TDM program to encourage transit use and minimize impact of traffic and parking on surrounding streets.

Principle 3 – Design site access and circulation to minimize the development’s congestion impacts, especially on adjacent areas, while also maximizing pedestrian and bicyclist safety

PLEASE REFER TO SITE PLAN AND DESIGN NARRATIVE PART 3, SECTION A

- A full traffic and circulation analysis will be undertaken with the community as part of the CEQA analysis, which will inform the final Development Plan
- Carpooling access will be made available on Lee Street, in coordination with SFM
- Street design will incorporate traffic calming measures on all internal streets

City College

Principle 1 – Ensure that development at the Balboa Reservoir site does not negatively impact City College’s educational mission and operational needs

We understand the importance of this development on City College and are sensitive to its concerns regarding both short and long term impacts. We will work closely with CCSF staff to address these concerns to the greatest extent possible. Instead of seeing the two properties somehow in opposition, we see an opportunity to create a dynamic new community that can enhance the life of the Campus. The opportunity to collaborate with City College is a very compelling reason for our interest in the project.

- No development is planned on City College Property
- We are suggesting that if parking for City College is needed, it can be built on City College property with proceeds from the Residual Land payment to the City. Estimated cost is $25,000-$30,000 for above grade spaces or $45,000 to $50,000 for below grade.
- Appropriate Dust monitoring, air quality monitoring and construction management plans will be implemented prior to commencement of construction, under the approval of SFPHD and BAAQMD
NARRATIVE & DEVELOPMENT PRINCIPLES

• A project website will be established to inform stakeholders of project status and schedule. Work Notices will be mailed to interested parties to keep them fully informed. A 24 hour hotline will be established to respond to community questions and concerns.

• Project Sponsor will appoint a City College liaison who will meet monthly or more frequently, if needed, with City College representatives. In addition to the general contractor, Project Sponsor will have full time, on site representatives throughout the construction process. Upon completion of the buildings, Related Management will appoint an management liaison to coordinate communicates with City College and manage the TDM measures.

• We are proposing to provide 56 units for sale on at a mix of AMI levels with preference to be given to City College and SFUSD teachers

• Please refer to the Site Plan for the location of the proposed child care center. We will work with City College to identify opportunities to participate in this center.

• Project Sponsor has incorporated community serving retail, a community room which will be available to residents, City College and neighbors. These uses have been thoughtfully sited in the Reservoir Square open space on axis with Community College entrance at Lee Street so they will become part of the fabric of the neighborhood and become gathering places that foster connection and learning. The opportunity to collaborate with City College is a very compelling reason for our interest in the project.

• The buildings will be constructed sequentially, allowing for staging of parking use for City College. Project sponsor will carefully coordinate this with City College.

Public Realm

PLEASE REFER TO NARRATIVE OVERVIEW – PART 3 AND SITE PLANS

Principle 1 – Develop a cohesive public realm

Principle 2 – Design the public realm as a useful, safe and welcoming part of daily experience for diverse neighbors of all ages, visitors to the site and City College affiliates.

Principle 3 – Incorporate the different needs and hours of activity for diverse users in the area, including members of the City College community

Principle 4 – Private open spaces should meet or exceed City regulations. Any publicly accessible open space associated with an individual building should read as part of an overall coordinated pattern of open space

Principle 5 – Design a variety of open spaces within the public realm network to create a variety of sensory experiences, incorporating the surrounding natural and/or cultural environment into the siting and designing

Principle 6 – Plan and design in coordination with a long-term, sustainable maintenance plan and community-serving programming

• We have intentfully selected Fletcher Landscape as the designer based on our work with them in community outreach on a project in Potrero and their recently completed South Park design and process
NARRATIVE & DEVELOPMENT PRINCIPLES

- The proposed plan includes 5.8 acres of open space most of which is available to the community that contains pedestrian and bike paths and will include a community garden
- Greywater and drought tolerant plants will be used throughout
- Project Sponsor will be responsible for the long term maintenance of the open space. Community programming and opportunities for educational and cultural opportunities will be developed as part of the community engagement process. This will be an active engagement with both the neighborhood and City College.
- Project sponsor will reach out to local community members and schools for open space programming ideas

Urban Design and Neighborhood Character

PLEASE REFER TO NARRATIVE OVERVIEW - PART 3 AND SITE PLANS

Principle 1 – Connect and relate to the surrounding fabric of streets, blocks and open spaces
Principle 2 – Harmonize the relationships between existing buildings, streets, transit Corridors and open spaces
Principle 3 – Design with and complement the site's natural context
Principle 4 – Express neighborhood character, celebrate cultural history and align Neighborhood activities

- Our proposed plan has been carefully developed to respond to the stated goals. The plan proposes 680 units on 17 acres – 40 units to the acre and respect the edges of the adjacent neighborhoods and access to transit by siting lower heights next to the existing single family homes

Sustainability

Principle 1 – Reduce or eliminate greenhouse gas emissions from new buildings to the greatest extent feasible
Principle 2 – Building on the City’s robust water efficiency requirements, maximize non-potable water use in buildings and open space
Principle 3 – Optimize on-site storm water management to improve water quality, minimize potential for urban flooding and help prevent overflows of the City’s combined sewage
Principle 4 – Connect all residents, workers and visitors to nature by habitat supportive trees and landscaping
Principle 5 – Support a healthy environment by reducing indoor and outdoor air quality impacts. Building design and materials should address the neighborhood micro climate and fog
Principle 6 – Achieve the City’s Zero Waste goal and a litter free public realm

RELATED, working with our partners, is a champion of environmentally conscious real estate. Whether our development encompasses an entire neighborhood or a single building, we pursue the design, construction, and operation of our properties to reduce their environmental footprint, while enhancing user experience.
NARRATIVE & DEVELOPMENT PRINCIPLES

We are committed to maximizing to the extent feasible the Six Sustainability Principles outlined in “Balboa Reservoir Development Principles & Parameters”.

Since developing one of the nation’s first green residential high-rises in 2004 (LEED Gold), Related has developed another 20 LEED Silver, Gold and Platinum properties across a diverse array of asset classes including market rate and affordable housing, luxury to big box retail, hotel and mixed use developments. Related has publically committed every project we develop from the ground up will achieve a minimum of LEED Silver certification. Presently Related has over 30 LEED projects in design and construction including three neighborhood developments. In San Francisco alone, Related has 5 LEED communities under construction or in design totaling more than 1,600 units with an estimated cost of over $1.2 billion.

SARES REGIS has completed a number of sustainable communities meeting Green Point Rated, LEED Platinum, Gold and Silver and Energy Star Shell standards. Sares Regis Group property management is committed to implementing and maintaining practices that are socially and environmentally conscious, while operating more efficient, competitive and valuable real estate. A number of the Sares Regis personnel are LEED accredited.

- All our projects include a Sustainability consultant on board at the beginning of the design process. Project Sponsor will seek to meet or exceed the goals in the Principles as we proceed with the design and will examine a district scale energy system, renewable energy opportunities and GHG reduction. Building Life Cycle Impact Reduction will be included in the discussion of opportunities for LEED credits.
- Project Sponsor will achieve a minimum LEED Gold standard.
- The project will include a greywater system. Project Sponsor will work with SFPDH to maximize the use of non-potable water.
- Article 38, LEED EQ 4.1, 4.2 and 4.3 will be applied in building design.
- No idle zones will be establish on Lee Street.
- See previous discussion of electric charging stations.
- SASM backing will be applied to the building exterior to prevent rainwater penetration.
- Project Sponsor will comply with items (a), (b), (c), (f) and (g) of Principle 6. Pneumatic/vacuum waste systems will be examined during building design.

Additional Public Benefits

- A childcare facility and youth friendly elements have been incorporated into the initial design proposal. As noted above, these will be discussed with the community and City College.
- Ground floor uses will emphasize pedestrian activation through the use of neighborhood serving retail, resident amenities, community facility, childcare, bike repair, and stoops.
- A community meeting space for local non-profits and neighborhood parking, and bike repair has been included. The spaces along Lee Street present an opportunity for some “maker” space.
PART 4
PROJECT FEASIBILITY
OMITTED FROM THIS DOCUMENT
PART 5
IMPLEMENTATION
COMMUNITY & STAKEHOLDER ENGAGEMENT

The work done by the Balboa Reservoir CAC that culminated in the Development Principles & Parameters offers an excellent jumping off point for the community engagement process. That document represents over two years of hard work on the part of many members of the surrounding neighborhoods and, to a large extent, we have incorporated these Principles and Parameters into this development program and proposal.

With this as backdrop, we will engage the community in a clear, transparent process with current and long term opportunities for input and involvement. We will kick the process off at an informal open house to introduce our team, describe the community engagement process, and get to know the neighbors, key players and stakeholders. This event will be the first step in establishing an open line of communication as the process moves forward.

The open house will be followed by what will be the heart of the community engagement process; a series of topical, focused workshops where we will establish a reciprocal relationship of learning from and providing information to neighborhood residents and organizations. We believe it is important that neighbors and developers are working from the same base of information and to ensure that is happening, we will present clear, understandable design graphics.

Potential topics include:

- Opportunities and constraints presented by the site
- Potential transportation demand management measures
- Affordable housing (what it is and who qualifies to live in it)
- Circulation and open space
- Building prototypes
- Neighborhood serving amenities
- The entitlement process

During the period that workshops are underway, we will also be meeting regularly with City College to stay informed regarding their Facilities Master Plan and to collaborate on areas of mutual interest and concern. After these workshops are completed, we will present a refined site plan and program to the community and solicit their feedback in a series of meetings. In addition to having a town hall meeting, we will present the plan to local neighborhood associations and any other interested groups, including City College. We will incorporate the feedback received to the greatest extent possible prior to submitting applications to the Planning Department for project approvals. This process will ensure that the plan presented to the City for processing has benefited from thoughtful, informed community contributions.

As Project Director for Rebuild Potrero, Charmaine Curtis implemented this process for the site planning and programming of a 39-acre site on Potrero Hill. A similar process, designed in collaboration with the master plan architect, resulted in widespread community acceptance and ultimately very little opposition to a 1,600-unit project that represents a major transformation of a large portion of the neighborhood.

Once applications are submitted to the City, we will continue to engage the community and City College.
COMMUNITY & STAKEHOLDER ENGAGEMENT

with regular updates on the status of the entitlement process and schedule meetings as needed. Once the Draft Environmental Impact Report is published, we will hold a series of meetings to present the findings of the study and hear any concerns resulting from the study.

We have preliminarily identified the following stakeholders who we will engage with on a regular basis and ensure that they remain informed about the project and all public meetings.

Local Residents and Community Organizations: Westwood Park, Sunnyside, OMI residents, Balboa Reservoir CAC, Balboa Park Station CAC, Ocean Avenue Revitalization Collaborative, Sunnyside Neighborhood Assn, Westwood Park Neighborhood Assn, Tenants of Avalon and Mercy developments

Businesses: Ocean Ave Merchants Assn, Outer Mission Merchants & Residents Association

Educational: CCSF, Riordan, Lick

Citywide advocacy groups: CCHO, SPUR, SFHAC, Communities United for Health & Justice, youth and families.

Elected Officials: Planning Commissioners, Norman Yee and other members of BOS

Specific means of outreach and information sharing will include the following:

- Project website
- Participation in community events (project table)
- Radius mailings (newsletter)
- Articles in local newsletters/newspapers
- Email
- Attendance at CAC and neighborhood group meetings
- Tours of affordable housing development

We will assign a community relations manager and provide their contact information on all project communications so that individual community members have a single point of contact to address specific questions and concerns. One on one communications are essential for establishing a base of trust for what will be a long-term relationship through the design, construction and operation of the development.

Through extensive outreach to and collaboration with neighbors and key stakeholders, engaging in a respectful, open dialog, and listening to and responding to concerns, our community engagement process will create a strong base of support and enthusiasm for the project.

Operations and Maintenance: Related is a long term property owner committed to sustainability and stewardship. As noted in other parts of the RFP, we are one of the largest developer/owners of affordable housing in California. Our firm, including the California group, has never had a project convert from affordable to market rate. We rarely sell anything we develop. As an example, The Paramount, was built in 2000 and continues to be owned and operated by Related.
COMMUNITY & STAKEHOLDER ENGAGEMENT

In keeping with our mission, we manage our own properties including our extensive affordable portfolio. Related’s commitment to exceptional service encompasses every detail that makes a residence a home. We employ the utmost rigor in hiring every staff member and hire only those who demonstrate a true passion for their work. Related has implemented a proprietary training program for the staff that empowers them to exceed the residents’ expectations. Related demands an excellence and consistency in service that is apparent from the moment a resident first imagines themselves in a Related Rentals apartment and continues throughout the entire residential experience. Our same day service guarantee ensures prompt attention to any request that a resident reports.

Related services include move in coordination to make moving as easy and stress-free as possible. Related will order telecommunications, cable and internet services, and can help find the right moving company. Related can also arrange to have someone wait in the apartment for movers, installers, and deliveries.

We employ rigorous standards for maintenance and operations that reflect the pride of ownership that is the core of our approach to both development and operations. Decisions are made with an eye to long term quality rather than short term economic performance.
# SCHEDULE

As detailed in the Development Schedule below, we believe that the total project duration through delivery and lease up and sellout will be (81) months from execution of an Exclusive Negotiation Agreement (ENA).

<table>
<thead>
<tr>
<th>CUM MOS.</th>
<th>CUM YRS.</th>
<th>DATE</th>
<th>MILESTONE</th>
<th>Reference</th>
</tr>
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<tbody>
<tr>
<td>0</td>
<td>0.0</td>
<td>8/1/17</td>
<td>EXECUTE EXCLUSIVE NEGOTIATION AGREEMENT (ENA) WITH SF PUC</td>
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<td>0</td>
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<td>Begin Phase 1 of the Exclusive Negotiation Period</td>
<td>ENA Section 2.1</td>
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<td>0.0</td>
<td>8/16/17</td>
<td>Submit Project Schedule two weeks after executing ENA</td>
<td>ENA Section 2.1</td>
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<tr>
<td>1</td>
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<td>8/31/17</td>
<td>Submit PR &amp; Community Outreach Plan to the SF PUC for approval</td>
<td>ENA Section 7.5</td>
</tr>
<tr>
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<td>8/31/17</td>
<td>File Permit to Enter with SF PUC</td>
<td>ENA Section 7.4</td>
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<tr>
<td>1</td>
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<td>8/31/17</td>
<td>Commence Neighborhood / City College Outreach Meetings</td>
<td>Part 5A of RFP Response</td>
</tr>
<tr>
<td>2</td>
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<td>9/30/17</td>
<td>Begin Environmental and Geotechnical Testing</td>
<td>Planning Department</td>
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<tr>
<td>6</td>
<td>0.5</td>
<td>1/28/18</td>
<td>Preliminary Project Assessment, Environmental Evaluation and Fiscal Feasibility Findings with the City and County of San Francisco</td>
<td>Planning Department</td>
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<tr>
<td>7</td>
<td>0.6</td>
<td>2/27/18</td>
<td>Obtain SF PUC and Board of Supervisors endorsement of Non-Binding Term Sheet (subject to extensions per ENA)</td>
<td>ENA Section 2.1</td>
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<td>7</td>
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<td>Begin Phase 2 of the Exclusive Negotiation Period</td>
<td>ENA Section 2.2</td>
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<td>Submit updated Project Schedule two weeks after commencement of Phase 2</td>
<td>ENA Section 2.2</td>
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<tr>
<td>9</td>
<td>0.8</td>
<td>4/28/18</td>
<td>Preliminary Project Assessment Letter and Fiscal Feasibility Findings Approved</td>
<td>Planning Department</td>
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<tr>
<td>10</td>
<td>0.8</td>
<td>5/28/18</td>
<td>Start Schematic Design</td>
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<tr>
<td>10</td>
<td>0.8</td>
<td>5/28/18</td>
<td>Submit Entitlement Applications to the City and County of San Francisco</td>
<td>Planning Department</td>
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<tr>
<td>13</td>
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<td>8/26/18</td>
<td>Notice of Preparation (NOP) circulated and Scoping Meeting held</td>
<td>Planning Department</td>
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<td>9/25/18</td>
<td>Complete Schematic Design</td>
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<tr>
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<td>2/22/19</td>
<td>City Consultant provides Draft EIR for Review and Public Comment</td>
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<tr>
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<td>Start Construction Documents</td>
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<td>23</td>
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<td>6/22/19</td>
<td>City Consultant issues Final EIR</td>
<td>Planning Department</td>
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<td>25</td>
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<td>8/21/19</td>
<td>Complete Neighborhood / City College Outreach Meetings</td>
<td>Part 5A of RFP Response</td>
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<tr>
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<td>2.1</td>
<td>8/21/19</td>
<td>Planning Commission Certification of Final EIR and Entitlements</td>
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<td>10/20/19</td>
<td>Obtain SF PUC and Board of Supervisors endorsement of Transaction Documents (subject to extensions per ENA)</td>
<td>ENA Section 2.2</td>
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<td>27</td>
<td>2.3</td>
<td>10/20/19</td>
<td>Obtain Board of Supervisors Approval of Entitlements</td>
<td>Planning Department</td>
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<td>28</td>
<td>2.3</td>
<td>11/19/19</td>
<td>Complete Construction Documents</td>
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<td>1/18/20</td>
<td>Construction Financing &amp; Bond Issuance</td>
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<td>2.5</td>
<td>1/18/20</td>
<td>Commence Construction</td>
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<tr>
<td>66</td>
<td>5.5</td>
<td>1/2/23</td>
<td>COMPLETE CONSTRUCTION (FINAL TCO)</td>
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<td>81</td>
<td>6.8</td>
<td>3/27/24</td>
<td>Final Sale of Ownership Homes</td>
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</tbody>
</table>

- **ENA**
- **Entitlement/Community**
- **Design/Construction**
OPERATIONS & MAINTENANCE

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ENA REVISIONS

Proposed Modifications to the ENA

1. Section 2.4, paragraph (a), add the following sentence to the end of the paragraph:
   "In the event the Transactional Documents are challenged under CEDA or other basis, the
   Project Schedule will include a period of time adequate to ensure the matter can be resolved."

2. Section 2.6, paragraph (a), add the following language to the end of the paragraph:
   "provided that the SFPUC shall consult in good faith with Developer
   prior to entering into any such agreements."

3. Section 3, paragraph (b):
   "Developer's designated negotiating principals are Bill Witte and Susan Smartt."

4. Section 4.2(2) – delete and substitute with the following:
   "City will apply the Negotiating Fee to the initial City Cost Deposit and will
   apply the Extension Fees to the purchase price for the Site."

5. Section 8.4(c)(iii) – insert the word "proprietary" after "non-privileged" and before "final".

6. Section 10.1. Delete last sentence and substitute with the following sentence:

7. Section 11.1 – add the following language to the end of the first sentence:
   "excluding any such Losses arising from the active negligence or willful
   misconduct of the City or any of the Indemnified Parties."

8. Section 11.2(a) – add the following sentence to the end of the paragraph: "Developer’s release
   hereunder shall not apply to any claims arising from the willful misconduct of the City Agents."

9. Section 12.2. Developer Notices

GREGORY M. VILKIN
President, Related California Urban Residential
44 Montgomery Street
Suite 1300
San Francisco, Ca 94105
415-677-9000
greg.vilkin@related.com

With a copy to:

JENNIFER MCCOOL, ESQUIRE
Related Companies
60 Columbus Circle
New York, New York 10023
212-801-3478
JMccool@related.com
PART 6

EXECUTION
EXECUTION

The undersigned, Gregory M. Vilkin, hereby executes the Proposal on behalf of the Development team. Attached hereto are letters from the Co Developers, Sares Regis Group of Northern California, Curtis Development and Tenderloin Neighborhood Development Corp authorizing Related to execute on behalf of the entire team.

RELATED CALIFORNIA RESIDENTIAL

By __________________________________________________________

Gregory M. Vilkin, President
44 Montgomery Street, Suite 1300
San Francisco, Ca 94104
415-677-5100
greg.vilkin@related.com

Date: _________________________________________________________

SARES REGIS GROUP OF NORTHERN CALIFORNIA

Andrew Hudacek, CFO
901 Mariners Island Boulevard, Suite 700
San Mateo, California 94404
650-378-2800
AHudacek@srgnc.com

CURTIS DEVELOPMENT

Charmaine Curtis, Principal
3743 23rd Street
San Francisco, CA 94114
415-609-4996
charmaine@curtis-development.com

TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION

Paul E. Sussman, CFO
201 Eddy Street
San Francisco, Ca. 94102
415-776-2151
psussman@TNDC.org
June 2, 2017

RE: Balboa Reservoir RFP

To Who It May Concern:

Greg Vilkin, President of Related California, is hereby authorized to execute the Balboa Reservoir RFP in which Sares Regis Group of Northern California, LLC is a development partner.

Sincerely,

[Signature]

Andrew Hudack
Chief Investment Officer

Sares Regis Group of Northern California, LLC
901 Mariners Island Boulevard, Suite 700, San Mateo, California 94404
T: 650-378-2800  F: 650-570-2233
June 2, 2017

RE: Balboa Reservoir RFP

To Who It My Concern:

Greg Vilkin, President of Related California, is hereby authorized to execute the Balboa Reservoir RFP in which Curtis Development is a development partner.

Sincerely,

[Signature]

Charmaine Curtis
Principal
June 2, 2017

RE: Balboa Reservoir RFP

To Whom It May Concern:

Greg Vilkin, President of Related California, is hereby authorized to execute the Balboa Reservoir RFP in which Tenderloin Neighborhood Development Corporation is a development partner.

Sincerely,

[Signature]

Paul Sussman
Chief Financial Officer
Tenderloin Neighborhood Development Corporation
201 Eddy Street
San Francisco, CA 94102
psussman@tndc.org
415 3058-3945