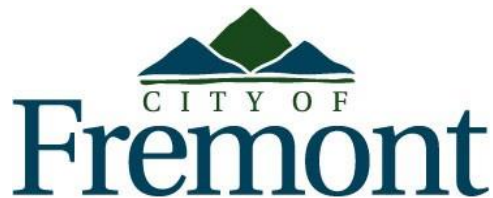


**CITY OF FREMONT  
AFFORDABLE HOUSING FUNDS  
FOR  
RENTAL HOUSING DEVELOPMENT**

**NOTICE OF FUNDING AVAILABILITY (NOFA) AND  
REQUEST FOR PROPOSALS (RFP)**

**Proposal Due:  
Friday, April 26, 2019 by 2 p.m.**



**Contacts for Questions:**

**Clifford Nguyen, [enguyen@fremont.gov](mailto:enguyen@fremont.gov); (510) 284-4017**

All inquiries and/or questions shall be submitted no later than Wednesday, April 10, 2019.

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**CITY OF FREMONT  
NOTICE OF FUNDING AVAILABILITY (NOFA)  
REQUEST FOR PROPOSALS (RFP)**

**Proposal Deadline: Friday, 2:00 p.m., April 26, 2019**

**I. INTRODUCTION**

The City of Fremont (City) is announcing a Notice of Funding Availability (NOFA) for the creation of affordable rental housing in Fremont. Up to a maximum of \$25 million in funding is available to support predevelopment, acquisition and construction or rehabilitation of affordable rental housing. The funding is intended to fill the financing gap between a project's total development cost and other available financing sources. The funding available through this NOFA is for capital costs only; no financing is available to fund operating subsidies or supportive services. If additional funds are available and the City Council approves, the amount awarded through this NOFA may also increase. The City may choose to recommend projects selected through this NOFA for future funding from Alameda County Measure A1 funds.

Qualified affordable housing developers/project sponsors ("Applicants") that can meet the NOFA requirements and demonstrate their ability to finance, design, build/rehabilitate and manage affordable rental housing are encouraged to submit proposals. All proposals must be received by 2 p.m. on Friday, April 26, 2019. Applications submitted after the deadline will not be accepted. Funding will be awarded by the City on a competitive basis to the project or projects that provide the best opportunity to address the City's affordable housing needs. The City reserves the right to request that Applicants submit additional information as may be requested by staff to clarify submitted information. Also, the City reserves the right to suspend, amend or modify the provisions of this NOFA, to reject all proposals, to negotiate modifications of proposals, or to award less than the \$25 million of funding made available.

**Funding Sources**

Funding for this NOFA will be provided from one or more of the following sources:

- Low and Moderate Income Housing Fund program income collected by the City as the Housing Successor Agency to the former Fremont Redevelopment Agency;
- Fees paid to the City by developers to comply with the City's Affordable Housing Ordinance; and
- General Fund monies appropriated for affordable housing purposes by the City Council.

The funds described above may be supplemented with federal HOME Program funds that the City receives through its participation in the Alameda County HOME Consortium and/or with federal Community Development Block Grant (CDBG) allocations. These funds may also be supplemented with other grant funds that the City is successful in securing to support affordable housing.

## **Eligible Applicants**

Eligible Applicants include nonprofit and for-profit housing developers. Applicants must have demonstrated experience and capacity in the development and management of affordable rental housing. Applicants should have experience completing affordable rental housing projects of similar size and complexity as the proposed project, and preference will be given to those with demonstrated knowledge and experience in the nine-county San Francisco Bay Area affordable rental housing market.

## **Eligible Projects**

Each Applicant is permitted to submit only one project application for this NOFA. Eligible projects must be new construction rental developments or substantial rehabilitation of existing market rate developments for the purpose of creating new affordable rental housing for extremely low, very low and low income households of no more than 60% area median income (AMI). Projects intending to access funding from Alameda County Measure A-1 must meet all criteria established by the Alameda County Housing and Community Development Department (HCD) to qualify for [Alameda County Measure A1](#) funding, including providing no less than 20% of all units developed within the project serving households of no more than 20% of AMI. Mixed-use projects (containing both residential and nonresidential space) are eligible. Projects where City funds would be used to provide deeper and/or broader levels of affordability in new rental housing than would be required under the City's Affordable Housing Ordinance are also eligible. Generally, for mixed-use projects, the residential space should be a minimum of two-thirds of the gross square footage of the development. The non-residential component of the project must be self-supporting.

## **Sites Available for the Development of Affordable Housing**

The City's General Plan, adopted by the City Council in December 2011, designates numerous areas in the City, predominantly in locations within one-half mile of a transit station or a designated priority development area (PDA), where residential development at a density of 30 dwelling units per acre (du/acre) or higher can be allowed. Fremont recognizes that higher density residential, planned districts and mixed-use districts provide the potential for lower construction costs because of the economies of scale created and are therefore typically most suitable for development of housing affordable to extremely low and low income households. Also, the City's mixed-use ordinance allows development of housing at higher densities (30 units per acre or higher) by right in the Town Center and Mixed-Use districts or with the approval of a conditional use permit in most commercially zoned districts.

The City's adopted [2015-2023 Housing Element](#) is a valuable resource for identifying possible affordable housing sites. Table 5.2 of the Housing Element Appendix lists residential parcels zoned for development at a density of 30 units per acre or higher. In addition to listing the sites, the Housing Element tables also provide the City's preliminary analysis of characteristics for each site, including current site use, infrastructure and environmental constraints, and realistic development potential. Table 5.3 of the Housing Element Appendix lists vacant and

underutilized commercial parcels where the City believes redevelopment is likely for new housing, as allowed by the General Plan and zoning.

Sites listed in the Housing Element are provided for information only. Project proposals are not limited to the sites listed in the Housing Element, and there is no prioritization of geographic locations or specific zoning districts. Zoning and general plan designations are subject to change at any time at the discretion of the City Council.

### **Project Threshold Criteria**

- Applicants must have site control as defined in Section IV, G, Site Control below;
- Housing units must remain affordable for at least 55 years;
- Projects must have reasonable acquisition and construction costs; the ability to compete well in securing other/competitive funding sources, including, but not limited to: county (Measure A1 bond funds), state and federal sources, Low-Income Housing Tax Credits (LIHTC), and private equity; and be soundly underwritten;
- Projects must leverage other financing sources;
- Projects must incorporate high quality design and amenities (for a general overview of what the City considers high quality design, see the [Community Character Place Types Manual](#) of the General Plan; also see various [City Design Guidelines](#)).
- Projects must incorporate “green” building practices and materials in building design and construction (refer to Section II, Evaluation and Selection criteria below);
- Projects must be designed to be compatible and properly integrate with neighborhood scale, massing and setting;
- Projects must incorporate appropriate community spaces, amenities and services for the target population;
- Applicant must have demonstrated experience with successful affordable housing projects, the ability to timely secure funding sources that minimizes the City’s contribution of local funds, and the capacity to work cooperatively with the community in the design and development of the Project;
- Projects shall be consistent with the goals and objectives of the Housing Element [Housing Priorities](#);
- Projects should target extremely low income households of 30% or less of AMI, very low income households of 50% or less of AMI, and low income households not exceeding 60% of AMI;

- Projects intending to access funding from Alameda County Measure A-1 must meet all criteria established by HCD to qualify for [Alameda County Measure A1](#) funding, including providing no less than 20% of all units developed within the project serving households of no more than 20% of AMI;
- Projects should consider a range of households, including transition-age youth, veterans, large families, seniors and homeless households or those at risk of homelessness; and
- Projects should include supportive services appropriate for the expected tenant population as an integral component of the Project.

The ability to satisfy these criteria is in no manner whatsoever a guarantee of project funding, and the City reserves the right in its sole and absolute discretion to modify or waive any of these threshold requirements without further notice to proposers or potential proposers.

### **Review of Proposals & Project Selection Process**

City staff and technical consultants will review all proposals submitted that meet the NOFA requirements. Proposals will be evaluated based on the Applicant and Project Selection Criteria under Section II below. Proposals that receive favorable staff review will be presented to the City Council, with staff's funding recommendation, for further consideration and for a final funding decision. Once the City Council has made a final decision, staff will begin negotiation of loan documents with the selected Applicant(s).

### **City Financial Participation**

Depending upon the financial need of the Project, the City will generally provide a capital contribution in the form of a 55-year loan (City Loan) with an interest rate of 3% simple-interest, payable from residual receipts. The City Loan will include an amount up to \$750,000 (Predevelopment Component) for predevelopment costs (see definition below). The selected Applicant must provide adequate security for the predevelopment component of the City Loan, including but not limited to assignment of the purchase agreement and plans and specifications. The City Loan will be secured by a promissory note and recorded trust deed (Deed of Trust) and will be conditioned upon additional security in the form of a recorded rent regulatory agreement and a notice of affordability restrictions. The City Loan may not be used to fund operating subsidies or supportive services.

The Deed of Trust for the City Loan will initially be recorded in second lien position junior to any private lender acquisition/construction trust deed, and further may be subordinated to other state or federal public agency financing if required by law. The selected developer will be required to start construction within three years from the date the Loan Agreement is executed or risk losing the City's funding commitment.

Predevelopment Loan: As security for a Predevelopment Loan, selected Applicants are required to assign to the City its rights and obligations with respect to certain agreements (including purchase agreement), plans and specifications and approvals. If the project is proceeding and

subsequent financing is approved, the Predevelopment Loan is rolled into the subsequent loan. If the project proves infeasible, the predevelopment loan may be forgiven in certain circumstances pursuant to the terms of the Predevelopment Loan Agreement.

*Predevelopment costs: Predevelopment costs are upfront project costs necessary to determine project feasibility and include costs of an initial feasibility study: consulting fees, legal fees, architectural and engineering fees, soil and environmental review services, and other upfront expenses incurred during the preconstruction phase. Predevelopment costs do not include option deposits to acquire site control.*

### **Partnership/Asset Management Fees**

For tax credit projects, the annual Partnership Management Fee and Asset Management Fee may not exceed \$15,000 and \$10,000, respectively, and may increase at up to 3% per year.

### **Compliance Monitoring Fee**

The City charges an upfront Compliance Monitoring Fee to cover the cost of monitoring the developer's compliance with the City Loan Agreement for the term (55 years) of the City Loan. The fee is \$5,000 per year, for 55 years, discounted to the net present value using the City's current investment rate as the discount rate.

### **Legal Fees**

Charges incurred by the City's outside counsel during the negotiation and execution of loan documents, including both the predevelopment loan and the construction loan will be paid directly by the developer.

### **Environmental Review and Assessment**

Projects must comply with the requirements of the California Environmental Quality Act. If federal funding is involved, the Project will also be assessed in accordance with the National Environmental Policy Act.

### **Insurance Requirements**

The selected Applicant will be required to comply with the City's insurance requirements, summarized as follows:

- a. Workers' Compensation insurance to the extent required by law, including Employer's Liability coverage, with limits not less than \$1 million each accident.
- b. Commercial General Liability insurance with limits not less than \$2 million each occurrence.
- c. Comprehensive Automobile Liability insurance with limits not less than \$1 million for each occurrence.

- d. Property insurance, including during the course of construction builder's risk insurance, covering the development, covering all risks of loss, excluding earthquake, for one hundred percent (100%) of the replacement value.
- e. Commercial Crime Insurance covering all officers and employees, for loss of City Loan proceeds caused by dishonesty, in an amount not less than the amount of the City Loan naming the City as a Loss Payee, as its interests may appear.
- f. The general contractor, subcontractor, or agent working on the development must maintain insurance of the types and in at least the minimum amounts described in items a, b, and c above, except that the limit of liability for commercial general liability insurance for sub-contractors is \$1 million.
- g. All policies, both during construction and after completion, must name the City as an additional insured.

The above summary covers general requirements and does not include comprehensive detail about the City's insurance requirements. For specific questions and exact insurance requirements, the Applicant should contact the City's Risk Management Office at email: [riskmanagement@fremont.gov](mailto:riskmanagement@fremont.gov) or phone: (510) 284-4050.

## **II. EVALUATION AND SELECTION**

### **Applicant and Project Selection Criteria**

Applicants who submit proposals that meet the requirements of this NOFA will be evaluated according to the criteria below.

#### **1. Applicant Qualifications, Experience and Management of Affordable Rental Housing:**

- a. Qualifications of the Applicant and development team;
- b. Experience completing affordable rental housing projects of similar size and complexity as the proposed project, and preference will be given to those with demonstrated knowledge and experience in the nine-county San Francisco Bay Area;
- c. Applicant's track record of successfully developing similar projects on time and within budget;
- d. Positive track record for collaborative negotiations with public agencies (as demonstrated by references);
- e. Track record of positive cash flow and compliance with regulatory agreements, property reserves and property management standards for existing projects; and
- f. Quality and track record of on-site management of rental properties, including ongoing upkeep and maintenance of the property, availability of conflict resolution programs, and highly trained on-site managers that maintain a crime-free, healthy and safe environment.

#### **2. Applicant Financial Capability and Economic Feasibility of Project:**

- a. Applicant financial strength and track record in securing the proposed financing;
- b. Source and amount of equity contributions and other sources of funding;
- c. Degree of leveraging of Affordable Housing funds;
- d. Track record in securing 9% LIHTC, 4% LIHTC, project-based housing vouchers, or other major funding; and



- e. Per unit subsidy of Affordable Housing funding request (lower the better).

### **3. Public Benefit and Response to City's Housing Priorities:**

- a. Project has housing units affordable to extremely low (highly desirable), very-low and low income households;
- b. Project has housing units that address households with special needs (e.g., homeless, large families, transition-age youth, seniors);
- c. Project has supportive services and has identified funding to provide for such services;
- d. Applicant has proven success at gaining community support for affordable housing projects and remaining sensitive to community and neighborhood concerns throughout operations; and
- e. Quality of the proposed structures. Attention to detail with a focus on enhancing the quality of life for the future occupants and design compatibility with surrounding neighborhood;
- f. Project results in units that can be counted towards the production totals of the City, pursuant to definitions in California law and adopted by the Association of Bay Area Governments (ABAG) (highly desirable);
- g. Project incorporates Universal Design principles into some or all affordable units.

### **4. Site Appropriateness:**

- a. Project site is within ½ mile of a transit station or a transit corridor, or located within one of the four PDAs.
- b. Project site has easy access to relevant local services and amenities, such as parks, medical services, fresh foods, schools, etc.
- c. Proposed project is consistent with the proposed site's General Plan land use designation and zoning. In cases where the land use designation and/or zoning would require an amendment, applicant can demonstrate that the proposed project warrants an amendment to land use and zoning designations and is compatible with surrounding land uses.

The site's appropriateness should be described in detail in a prepared narrative (see subsection E of Section IV, Submittal Requirements). It should be noted that projects are not required to meet every criterion listed.

### **5. Green Building Features:**

Fremont is a national leader in the promotion of environmental sustainability, particularly in the research, manufacturing, and accelerated application of solar technologies. The City recently adopted the [Mandatory Solar Requirement](#), an energy requirement that goes beyond the minimum provision of solar readiness to require the mandatory installation of solar photovoltaic (PV) systems in new residential developments.

Sustainability seeks to reduce or completely eliminate negative impacts on the environment through principles and practices that reduce consumption of non-renewable energy, and minimize waste and negative impact to the environment. The City strongly encourages green building, that projects be designed to be environmentally responsible throughout the lifetime of the structure. Projects should incorporate features beyond the California Green Building

Code that conserve (or produce) energy, reduce greenhouse gases (e.g., an “all-electric” building), improve indoor air quality, reduce waste, and/or conserve water. Water conservation both within the building and as part of the project landscape is a high priority.

Pacific Gas & Electric’s California Multifamily New Homes (CMFNH) Program, administered by TRC Energy Services, offers design assistance and incentives for projects that incorporate energy efficiency design features beyond those required by the California Building Code (Title 24). In particular, the CMFNH program will provide a \$1,500 incentive to projects that participate in a design charrette and an additional \$3,500 for incorporating any program-approved efficiency measures suggested during the charrette into their project. Projects selected to receive funding must, at minimum, enroll in the CMFNH program and participate in the design charrette process.

## **6. Completeness, Accuracy, and Quality of Proposal**

This includes an overall evaluation of the proposal itself, as evidence of the Applicant’s understanding of the project’s purpose and objectives, knowledge of the field, and ability to prepare concise reports. It also includes the completeness, accuracy and quality of an applicant’s response to questions regarding the proposal.

## **7. Quality and Completeness of Proposed Budget**

The accuracy of the budget reflects both the Applicant’s understanding of the budget needed to deliver the proposed project and its ability to prepare accurate fiscal reports.

# **III. PROPOSAL PROCESS**

## **Proposal Submission Format and Submittal**

Applicants must submit material in the following format. See Section IV below, Submittal Requirements, for specific material to be included in proposal application:

- Hard Copies: One (1) original and seven (7) copies of complete proposal
- CD: All proposal material must also be submitted on a CD. The sources and uses proforma, operating proforma and any other budget spread sheet must be submitted in Excel format.
- **Proposals must be received by 2:00 p.m., Friday, April 26, 2019.**

### **Deliver to:**

City of Fremont  
Purchasing  
3300 Capitol Ave, Building B, Fremont, CA 94537

### Proposals Become Public Records

Under the California Public Records Act (PRA), ***ALL DOCUMENTS SUBMITTED IN RESPONSE TO THE NOFA ARE CONSIDERED PUBLIC RECORDS AND WILL BE MADE AVAILABLE TO THE PUBLIC UPON REQUEST***, unless withheld from disclosure for the City’s sole and exclusive benefit pursuant to an exception to disclosure under the PRA or other applicable law. Please do not include confidential information or information that may violate the privacy or intellectual property rights of a third party.

### Pre-Proposal Meeting

Applicants are encouraged to attend a Pre-proposal Information Meeting on this NOFA:

Pre-Proposal Information Meeting:

Date – Tuesday, February 26, 2019

Time – 9:30 a.m. -11:30 a.m.

City of Fremont

Development Services Center

Niles Conference Room

39550 Liberty Street, 1<sup>st</sup> floor, Fremont, CA 94538

### Proposal Process Timeline

The tentative timeline for evaluating and selecting proposals is presented below:

NOFA SCHEDULE	
EVENT	DATE
NOFA released	Early 2019
Pre-Proposal information meeting	Tuesday, 2/26/2019
<b>Proposals due</b>	<b>By 2 p.m., Friday, 4/26/2019</b>
Initial review of proposals completed	Monday, 6/10/2019
Applicant interviews ( <b>Specific date TBD</b> )	Mid-Late June 2019
City awards funding	Early July 2019
Loan, Regulatory Agreements Negotiation	July-Aug 2019
City approve Loan and Regulatory Agreements	Aug-Sept 2019

## **Right to Reject Proposals**

The City reserves the right to reject any and all proposals for any reason, and at its sole discretion. The City reserves the right to alter the guidelines in the NOFA at any time, at its discretion. Interested Applicants are therefore encouraged to submit all inquiries or questions to Clifford Nguyen at [cnguyen@fremont.gov](mailto:cnguyen@fremont.gov) before preparing a proposal in response to this NOFA. All inquiries and/or questions shall be submitted no later than Wednesday, April 10, 2019.

## **IV. SUBMITTAL REQUIREMENTS**

### **A. Cover Letter**

Provide a brief summary of the proposed Project and discuss your firm's qualifications, why you are uniquely qualified to merit the City's investment, and why your proposal should be selected for funding.

### **B. Development Entity**

- Identify the entity with the legal authority to contract directly with the City, including all joint ventures/limited partners and their percentage ownership interest (if applicable).
- Include resumes of key individuals and their roles.
- Identify person who has the legal authority to enter into a contractual agreement with the City on behalf of the Applicant.

### **C. Financial Statements**

In order to assess the financial soundness of the Applicant's proposed development entity, the submittal shall include a copy of the most recent and prior years audited financial statements of the Applicant and each proposed development entity/joint venture partner, if applicable.

### **D. Experience**

- Provide evidence of past project experience, particularly with developing affordable housing rental projects. For three (3) projects include: a brief narrative description of the project, the Applicant's role, the cost of the project, amounts and sources of funds used to finance the project, the date the project was completed, audited financial statements for the three most recent years of each projects operations, and indicate if the project was completed on time and within budget.
- For each of the projects identified above for past project experience, provide a reference with the applicable city or redevelopment agency/redevelopment successor agency including name, email address and phone number.

## **E. Description of Proposed Project Concept**

- Provide a written description of the proposed Project, scale of development (stories, type of construction, size, use of proposed tenants of commercial component (if applicable), occupancy restrictions, number and size of units, number of parking spaces, and type of amenities).
- Provide basic site information such as property address, APN square footage, existing uses, current General Plan land use designation and zoning; indicate if the proposed Project is consistent with the existing zoning, or if rezoning is required.
- Describe the property location, neighborhood, transportations options, local services and amenities (full-service grocery store, neighborhood park, pharmacy, medical facility, schools, etc.) within close proximity to the site (include distance, e.g., ¼ mile, ½ mile).
- Provide a graphic depiction of the proposed Project consisting of a preliminary site plan and elevation. Overly detailed architectural renderings or glossy material are discouraged in response to this NOFA.
- Describe how the Project will be managed. Also, provide a list of rental projects that are currently under the company's management. Include each property's location, number of units and number of affordable units.

## **F. Financing Plan and Proforma**

Provide a narrative description of the proposed method of financing the proposed Project including all sources of debt and equity. In the case of a proposed tax credit project, identify the assumed tax credit pricing/cents on the dollar projected in the proposed project's Sources and Uses. Given the competitive nature of many of the available county, state and federal funding programs, the narrative should describe the Applicant's approach to alternative financing scenarios as a contingency to the preferred plan.

The proposal should also include a complete preliminary financing proforma of the proposed Project including:

- Total development cost budget, itemized for each component of the Project, identifying predevelopment costs, estimates of land acquisition and site preparation costs (if applicable), direct construction costs (for each component) and all indirect and financing costs, including the developer fee, construction escalation, design contingency, and construction contingency of no less than 10%.
- For mixed-use projects, a development budget with the costs attributable to the commercial/retails component clearly delineated from those for the residential component.
- A complete sources and uses of funds table for both construction and permanent financing for each component of the Project. The table should clearly indicate the amount of requested Affordable Housing financial assistance and the proposed repayment terms of such assistance.

- An estimate of Project income and Project operating expenses, including rents for each unit type, vacancy rate, operating expenses, debt service, and all distributions of remaining cash flow. The table should clearly detail assumptions on rents for all unit types including utility allowance factors and other sources of income. Also, include a 15-year operating projection with assumptions for out-year escalations.

### **G. Evidence of Site Control**

At the time of proposal submission, the Applicant must have site control of the property for the proposed Project for which funding is requested. The Applicant must show that if the proposal is selected, site control can be maintained until the property can be acquired. As evidence of site control, one of the following documents must be submitted with the application:

- Purchase agreement, including evidence that the agreement is for a term that is sufficient to hold the property until the anticipated date of purchase;
- Option to purchase or lease, binding on seller or landlord, including evidence that options are renewable until the anticipated date of purchase;
- A long-term lease agreement with a term of not less than 75 years;
- Executed land sales contract or other enforceable agreement for acquisition; or
- Other evidence that Applicant has site control acceptable by the City.

### **H. Appraisal**

An appraisal is required that has been completed within six months of the application deadline. The appraisal must conform to the requirements of the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute, which includes the Uniform Standards of Professional Appraisal Practice. All appraisers must be California State licensed/certified.

### **I. Preliminary Title Report**

A preliminary title report dated within 30 days of the application deadline.

### **J. Phase I Environmental Assessment**

Applicants must provide a copy of the completed Phase I Environment Assessment prepared by a qualified environmental firm.

### **K. Relocation Plan**

If the Project involves temporary or permanent relocation of residential or commercial tenants, please provide a narrative Relocation Plan and Relocation Budget. The Relocation Plan should include:

- A description of the applicable relocation requirements and relocation benefits to be provided;
- A cost estimate of relocation expenses;

- Identification of the number of households or businesses to be displaced;
- The current rent roll; and
- A description of the proposed advisory services that will be provided to the displaced households/businesses.

All relocation plans must comply with applicable federal and state regulations.

#### **L. Community Outreach Plan**

Provide a plan for conducting community outreach to neighbors of the proposed Project and community groups. The outreach plan should describe how the Applicant intends to build support for the Project and address community concerns. The outreach plan should also discuss any anticipated community concerns and how they would be handled.

#### **M. Residential Services Plan**

If applicable, provide a residential services plan that describes services to be provided to tenants (child care, computer training, etc.) and demonstrates how supportive services for the tenant population will be provided and funded. The plan should also show funding commitments for services.

#### **N. Project Schedule**

Provide a preliminary Project schedule identifying the estimated date of achieving key milestones including: securing of all financing commitments, acquisition of the site, start of construction, completion of construction, and lease-up and stabilization of residential and commercial operations (if applicable). Project schedule should start within 30 days of date the Applicant's project is selected.