

MINUTES

**HOUSING DEVELOPMENT PARTNERS
MINUTES OF THE BOARD MEETING OF
JULY 12, 2023
SMART CORNER - 4TH FLOOR CONFERENCE ROOM
1122 BROADWAY, SAN DIEGO, CA 92101**

ATTENDANCE:

Board Members Present:

Chair Jeff Davis

Vice Chair Gary Gramling

Board Member Ryan Clumpner

Board Member Eugene “Mitch” Mitchell

Not present:

Board Member Justine Nielsen

Counsel Chuck Christensen

Counsel Irene Kuei

10 CALL TO ORDER

Chair Davis called the Meeting to order at 9:08 a.m.

20 NON-AGENDA PUBLIC COMMENT

There were no public comments.

30 HDP BOARD MEMBER COMMENTS

There were no board member comments.

40 HDP BOARD CHAIR COMMENTS

Board Resignations

New Board Member Ryan Clumpner has taken the seat previously held by Stefanie Benvenuto. She has resigned from the San Diego Housing Commission (Housing Commission) Board of Commissioners (Board) and the HDP and HDP Mason Boards of Directors. In addition, Board Member Justine Nielsen has informed HDP and HDP Mason that she is not able to serve on the Boards at this time. She held one of the “at large” seats appointed by the Housing Commission Board. If the Housing Commission Board approves the HDP and HDP Mason bylaws amendments, then her “at large” seat will be filled by a member of the Housing Authority of the City of San Diego. The Housing Commission Board is scheduled to consider the bylaws amendments at its July 21, 2023, meeting.

Mariner's Village

Staff continues to work through the process for HDP's application for IRS Tax Form 8609 for the Mariner's Village property. The application is in the final stages of review. The ground lease rider and regulatory agreement drafts have been finalized. When the application is executed and submitted, HDP anticipates that the 8609 form will be issued sometime in the third quarter of this calendar year. The 8609 form is submitted to the California Tax Credit Allocation Committee. It is required for the low-income housing tax credits for this rehabilitation project as part of the regulatory period. The form certifies from the state that the buildings have been completed and placed in service and that the tax credits can be issued. This typically leads to the release of any remaining equity installments to the developer, including in most cases, the payment of the final developer fee. Mariner's Village consists of 170 affordable rental apartments for families with low income in the Skyline/Paradise Hills area.

Densification

At the December 2022 meeting, Chair Davis notified the Board that staff was evaluating the potential to increase the housing density at Casa Colina. This is part of the Housing Commission's broader preliminary efforts to explore increasing density throughout its real estate portfolio to produce additional affordable housing. Staff continues to work with the County of San Diego regarding a parcel adjacent to Casa Colina. The goal is to establish terms for an agreement on the process to acquire and allow for the densification of the adjacent parcel. Casa Colina is currently a Housing Commission-owned property with 75 affordable units for seniors with low income.

50 APPROVAL OF THE MINUTES

The minutes of the December 15, 2022, HDP Board of Directors Meeting, were approved on a motion by Board Member Gramling, seconded by Board Member Mitchell and passed by a vote of 3-0. Board Member Clumpner abstained.

Chair Davis adjourned the HDP Board meeting at 9:12 a.m. to convene the HDP Mason Board meeting.

Chair Davis adjourned the HDP Mason Board meeting at 9:13 a.m. to reconvene the HDP Board meeting.

CONSENT AGENDA:

Motion by Board Member Mitchell to approve Items 100, 101, 102 and 103 on Consent. For Item 102, Chair Davis recommended that Board Member Gary Gramling serve as the HDP Board Secretary. Seconded by Board Member Gramling and passed by a vote of 4-0.

100 HDP23-007 Approve the Appointment of a Board Member

That the Housing Development Partners (HDP) Board of Directors (Board) take the following actions:

- 1) Approve the appointment of San Diego Housing Commission (Housing Commission) Vice Chair Ryan Clumpner as a member of the HDP Board of Directors.
- 2) Find that the foregoing action is just and reasonable as to HDP for purposes of California Corporations Code 5234.

101 HDP23-008 Elect Audit Committee Members

That the Housing Development Partners (HDP) Board of Directors (Board) take the following actions:

- 1) Elect Board Members Ryan Clumpner and Gary Gramling to serve on the HDP Board of Directors' Audit Committee.
- 2) Find that the foregoing action is just and reasonable as to HDP for purposes of California Corporations Code 5234.

102 HDP23-009 Elect the HDP Board Secretary

That the Housing Development Partners (HDP) Board of Directors (Board) take the following actions:

- 1) Elect the Secretary of the HDP Board of Directors.
- 2) Find that the foregoing action is just and reasonable as to HDP for purposes of California Corporations Code 5234.

103 HDP23-002 Amendment to the Housing Development Partners of San Diego Bylaws

That the Housing Development Partners (HDP) Board of Directors (Board) take the following actions:

- 1) Approve an amendment to Section 5.02(b)(3) of HDP's bylaws to require that one of the "at large" seats on HDP's Board of Directors be filled by a member of the Housing Authority of the City of San Diego, who will be appointed by the San Diego City Council President and Confirmed by the San Diego City Council. Approval of the amendment to the bylaws is subject to and contingent upon approval by the San Diego Housing Commission (Housing Commission) Board of Commissioners.
- 2) Authorize HDP's Executive Vice President, or designee, to execute all documents and instruments that are necessary and/or appropriate to implement these approvals, in a form approved by HDP's legal counsel, and take such actions as are necessary and/or appropriate to implement these approvals.
- 3) Find that the foregoing actions are just and reasonable as to HDP for purposes of California Corporations Code 5234.

Chair Davis adjourned the HDP Board meeting at 9:15 a.m. to convene the HPD Mason Board meeting.

Chair Davis adjourned the HDP Mason Board meeting at 9:15 a.m. and reconvened the HDP Board meeting.

DISCUSSION AGENDA

104 HDP23-001 Parker Kier Ground Lease Renewal

Emmanuel Arellano, Vice President of Asset Management, Housing Development Partners, presented the request for approval.

Motion by Board Member Mitchell, seconded by Board Member Gramling, and passed by the vote of 4-0.

That the Housing Development Partners (HDP) Board of Directors (Board) take the following actions:

- 1) Authorize HDP's Executive Vice President, or designee, to enter into a 15-year ground lease as Lessee with the San Diego Housing Commission (Housing Commission) as Lessor for the property known as Parker Kier at 2172 Front Street, San Diego, CA 92101 (Property). Ground lease rent to be maintained at the current level of 4.5% of Total Gross Revenue.
- 2) Authorize HDP's Executive Vice President, or designee, to execute all documents and instruments that are necessary and/or appropriate to implement these approvals, in a form approved by HDP's legal counsel, and take such actions as are necessary and/or appropriate to implement these approvals.
- 3) Find that the foregoing actions are just and reasonable as to HDP for purposes of California Corporations Code 5234.

Adjournment

Chair Davis adjourned the HDP Board meeting at 9:26 a.m.

Respectfully submitted,

Scott Marshall

Scott Marshall
Vice President of Communications and
Government Relations
Housing Development Partners

Approved by,

Emily S. Jacobs

Emily S. Jacobs
Executive Vice President
Housing Development Partners