



Application Number: _____

APPLICATION FOR ASSISTANCE / FINANCING

I. APPLICANT PROFILE

Borrower's Name:	San Diego Foundation("SDF") or a new nonprofit subsidiary corporation that will be controlled by and support SDF (and LLCs that are disregarded entities thereof)		
Street Address:	2508 Historic Decatur Rd., Ste. 200		
City / State / Zip Code:	San Diego, CA 92106		
Point of Contact / Project Manager:	Ashley Howell	Title:	Fund Administrator
Contact Phone:	619-468-5509	E-Mail:	ahowell@sdhousingfund.com

Corporate Structure:	<input type="checkbox"/> S Corporation	<input type="checkbox"/> C Corporation	<input type="checkbox"/> Partnership	<input checked="" type="checkbox"/> 501(c)3	<input type="checkbox"/> Other
Date of Incorporation:	May 16, 1975	State of Incorporation:	California		

Guarantor's Name:	San Diego Foundation		
Street Address:	2508 Historic Decatur Rd., Ste. 200		
City / State / Zip Code:	San Diego, CA 92106		
Contact Name:	Mark Stuart	Title:	CEO
Contact Phone:	619-235-2300	E-Mail:	marks@sdfoundation.org

II. TYPE OF ACTIVITY (Check Appropriate Box or Boxes)

<input checked="" type="checkbox"/> Nonprofit / Public Benefit	<input type="checkbox"/> Affordable Housing	<input type="checkbox"/> Manufacturing / Pollution Control
<input type="checkbox"/> Charitable Housing Program	<input type="checkbox"/> Government	<input type="checkbox"/> Other

*For CFD financing through the CMFA BOLD program, refer to the application under the BOLD Program tab on the CMFA website.

III. FINANCING INFORMATION

Maximum Amount of Bonds:	\$120,000,000 (consisting of approximately \$113,000,000 of Senior Bonds and \$7,000,000 of Subordinate Bonds that will be granted to the Developer as consideration for services rendered for the Projects prior to the issue date)	Anticipated Issuance Date:	June of 2026
Scheduled Maturity of Bonds:	June of 2032 for the Senior Bonds and June of 2061 for the Subordinate Bonds	CDLAC Application Date:	N/A
Type of Financing:	<input checked="" type="checkbox"/> New Money <input type="checkbox"/> Refunding	Volume Cap Required:	\$ N/A
Type of Offering:	<input type="checkbox"/> Public <input checked="" type="checkbox"/> Private		
Credit Enhancement:	<input type="checkbox"/> Letter of Credit <input type="checkbox"/> Bond Insurance <input type="checkbox"/> Other <input checked="" type="checkbox"/> None		
Expected Rating on Bonds:	N/A		

Collateral / Security:

Senior Bonds:

Security & Collateral:

Subject to further legal review, security for the Senior Bonds will include all assets of the Borrower including, but not limited to:

1. First priority deed of trust;
2. First priority revenue pledge;
3. First priority equity pledge in Borrower entities;
4. First priority secured interest in and/or assignment of all licenses, contracts, plans, and other items required for the construction and operation of the Projects; and
5. Other items as determined by Bear Creek (the Purchaser) during due diligence.

Guarantees for Senior Bonds:

- Limited Recourse Guaranty: The SDF will provide a limited recourse guaranty of 25% of the Senior Bond Amount.
- Liquidity Support Agreement: SDF to provide cash support to cover shortfalls from operating deficits, debt service payments, or other costs associated with the Projects. Such support shall not exceed between \$10,000,000 and \$15,000,000 (TBD prior to closing) in the aggregate and shall be separate and apart from the limited recourse guaranty.
- Completion Guaranty: Completion Guaranty provided by SDF and applicable general contractor for each project.

Subordinate Bonds: The Subordinate Bonds will have a subordinate interest in the deed of trust; the revenue pledge; equity pledge in Borrower entities; and secured interest in and/or assignment of all licenses, contracts, plans, and other items required for the construction and operation of the Projects. The Subordinate Bonds will be structured as interest-only with a turbo feature, such that principal will be paid from excess Project revenues.

The Projects outlined in this Application (and any Project that is added to or substituted for one of these Projects in the first set of projects to be financed) will be cross-collateralized with one another.

IV. PROJECT SITE LOCATION

Street Address:	3946 Louisiana St		
City:	San Diego	County:	San Diego
State:	CA	Zip Code:	92104
Current No. of Employees at this site:	0	Full-Time Jobs Created / Retained:	

Street Address:	4617 – 4619 Kansas St.		
City:	San Diego	County:	San Diego
State:	CA	Zip Code:	92104
Current No. of Employees at this site:	0	Full-Time Jobs Created / Retained:	

Street Address:	4376-4380 Oregon St.		
City:	San Diego	County:	San Diego
State:	CA	Zip Code:	92104
Current No. of Employees at this site:	0	Full-Time Jobs Created / Retained:	

Street Address:	3974 Kansas St:		
City:	San Diego	County:	San Diego
State:	CA	Zip Code:	92104
Current No. of Employees at this site:	0	Full-Time Jobs Created / Retained:	

V. PROJECT DESCRIPTION

<input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Acquisition / Rehabilitation <input type="checkbox"/> Portfolio (Charitable Housing Program)
Provide Detailed Project Description: <ul style="list-style-type: none"> • Louisiana St: 38 Unit – 5 Story Multifamily Building • Kansas St: 73 Unit – 7 Story Multifamily Building- Consisting of all Studios • Oregon St: 73 Unit – 7 Story Multifamily Building • 3974 Kansas St: 73 Unit – 7 Story Multifamily Building <p>Each of the projects are being constructed and/or developed by Naturally Affordable Housing, an affordable multifamily housing developer focusing on delivering new construction units in the low and middle income range using innovative programs and funding sources.</p>
Activity / Products Manufactured: <ul style="list-style-type: none"> • Louisiana St: New construction improvements for 38 workforce units • Kansas St: New construction improvements for 73 workforce units • Oregon St: New construction improvements for 73 workforce units • 3974 Kansas St: New construction improvements for 73 workforce units.
Provide Detailed Summary of Public Benefits Associated with Project: New construction workforce housing supply to alleviate the demand for affordable housing in San Diego. Providing rent restricted units to the market without government subsidy.
Provide Description of Borrower and/or its Affiliate: San Diego Foundation is a community foundation that connects donors, nonprofits, and civic partners to advance just, equitable, and resilient communities across the San Diego region through strategic philanthropy and long-term investment. San Diego Foundation

may establish a subsidiary or supporting organization focused on affordable housing to act as the sponsoring nonprofit corporation for this transaction.

VI. SUMMARY OF PROJECT COSTS

For Affordable Housing, please use Construction Costs

Source of Funds	Amount
Tax-Exempt Bond Proceeds	\$97,332,138
Taxable Bond Proceeds	\$0
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Other*	
Equity	\$10,942,682
Total Source of Funds	\$108,274,820

Summary of Project Costs	Amount
Land Acquisition	\$7,775,000
Building Acquisition	
Rehabilitation	
New Construction	\$60,841,871
New Machinery / Equipment	
Used Machinery / Equipment	
Architectural & Engineering	\$3,031,456
Legal & Professional	\$17,512,844
Property Taxes During Construction	\$262,913
Other Indirect Costs	\$1,094,027
Capitalized Interest	\$15,374,387
Other*	
Other*	
\$2,492,065	\$2,382,321
\$119,603,296	\$108,274,820

*Identify Other Sources: Equity, Bank Financing, use of Federal, State, or Local Financing Programs, etc.

VII. FINANCING TEAM

Bond Counsel (Required):	Greenberg Traurig, LLP will be bond counsel to the Purchaser (this was pre-approved by Ron Lee at Issuer's Counsel)		
Street Address:	1000 Louisiana St., Suite 6700		
City / State / Zip Code:	Houston, Texas 77002		
Contact Name:	Taylor Klavan	Title:	Shareholder
Contact Phone:	713-374-3502	E-Mail:	Taylor.Klavan@gtlaw.com

Placement Agent:	Raymond James Financial, Inc.		
Street Address:	33971 Selva Road, Suite 100		
City / State / Zip Code:	Dana Point / CA /92629		
Contact Name:	Stephen Field	Title:	Managing Director
Contact Phone:	213.435.8399	E-Mail:	stephen.field@raymondjames.com

Lender / Underwriter:	Bearcreek Fund Advisors LLC		
Street Address:	150 East 52 nd Street, Suite 25001		
City / State / Zip Code:	New York, NY 10022		
Contact Name:	David Kuenzi	Title:	Vice President

Contact Phone:	917-983-3949	E-Mail:	Dkuenzi@bearcreekam.com
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Lender / Underwriters Counsel:	Greenberg Traurig, LLP		
Street Address:	1000 Louisiana St., Suite 6700		
City / State / Zip Code:	Houston, Texas 77002		
Contact Name:	Taylor Klavan	Title:	Shareholder
Contact Phone:	713-374-3502	E-Mail:	Taylor.Klavan@gtlaw.com

Borrowers Counsel:	Orrick		
Street Address:	355 S. Grand Ave., Ste. 2700		
City / State / Zip Code:	Los Angeles, CA 90017		
Contact Name:	Marc Bauer	Title:	Partner
Contact Phone:	213 612 2325	E-Mail:	MBauer@Orrick.com

Non-Profit Partner for Charitable Housing Program :			
Street Address:			
City / State / Zip Code:			
Contact Name:		Title:	
Contact Phone:		E-Mail:	

ADDITIONAL REQUIREMENTS

1. **\$2,500.00** Non-Refundable Application Fee made payable to the **California Municipal Finance Authority**.
2. Bond counsel selection in Section VII is required.
3. Provide description of Developer's experience (including a summary of other multi-family housing development projects completed within the past five years).
4. Financial Statements (or Annual Reports) for most recent three years and most recent quarterly statement.
5. Provide Financial Forecast of the Project (including income statement, balance sheet, summary of cash flows, and forecasted sources and uses of financing).
6. Section VIII required for Housing Applications only.

