

FINAL

COMMUNITY BENEFITS PROGRAMS

Sixth Quarterly Report – December 2006

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COMMUNITY BENEFITS PROGRAMS QUARTERLY REPORT
(December 20, 2006)

Lennar/BVHP is required to submit to the Agency and the CAC, on a quarterly basis, a written status report. This Quarterly Report provides a status update on all of the community benefits programs, set forth in the Community Benefits Agreement dated April 4, 2005. The Community Benefit Agreement was entered into by and between the Redevelopment Agency of the City and County of San Francisco (the "Agency") and Lennar/BVHP, LLC, a California limited liability company doing business as Lennar/BVHP Partners ("Lennar/BVHP").

CONSTRUCTION ASSISTANCE PROGRAM
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Introduction

As set forth by the Disposition and Development Agreement for the Hunters Point Shipyard, Lennar/BVHP must ensure that BVHP Area Contractors are given the opportunity to obtain needed insurance, technical and financial assistance. In addition, BVHP Area Contractors are not required to provide payment or performance bonds in order to fully participate in the demolition and renovation of existing buildings, and construction of infrastructure and new residential, cultural, commercial and community facilities at the Shipyard.

Construction Assistance Program Contact

John Scott, of Business Development, Inc. (BDI) serves as the Lennar/BVHP Contractor Liaison and Financial Assistance Program Liaison. Please contact Mr. Scott with any questions regarding all components of the Construction Assistance Program, with the exception of the Mentorship Program. John Scott can be reached at his office at 415-671-0829 or by email at: eunlimited@comcast.net

Additional Information

Pursuant to the terms of the Community Benefits Agreement, Lennar/BVHP is required to provide general liability insurance through the Lennar/BVHP OCIP to all Lennar Contractors (defined below) who are not Excluded Parties (defined below).

"Lennar Contractors" means all contractors and subcontractors who contract with Lennar/BVHP, any of its Affiliates, developers in which Lennar/BVHP or any of its Affiliates own an ownership interest and the contractors or subcontractors of any of the foregoing who work at the Shipyard during Phase 1.

"Excluded Parties" means architects, surveyors, engineers, hazardous waste removal and/or transport companies, vendors, consultants, suppliers, fabricators, materials dealers, truckers, haulers, drivers and others who merely transport, pick up, deliver or carry materials, personnel, parts, equipment or other items to and from the Shipyard and any

other trade or profession designated by Lennar/BVHP in accordance with the terms of the Community Benefits Agreement.

Pursuant to the Community Benefits Agreement, Lennar/BVHP is required to inform Lennar Contractors about significant provisions of the OCIP in bid packages, workshops and contracts for construction work on the Shipyard.

- Each bid package currently contains clear instructions regarding required completion and submission of the OCIP Enrollment Application.
- Lennar/BVHP is including the OCIP addendum and the OCIP Enrollment Application in each deconstruction and demolition, and construction bid package issued for work on the Shipyard.
- The administrator of the OCIP is forwarding certificates of insurance to each enrolled Lennar Contractor to confirm the Lennar Contractor as a named insured for the Shipyard progress. This is an ongoing process.
- Lennar explains and emphasizes the OCIP program in workshops and presentations. The Owner's Consolidated Insurance Program coverage is explained in general terms at the contractor outreach workshops and Lennar/BVHP explains that the OCIP coverage will apply to every contractor with a Lennar contract. A more detailed insurance explanation is given to every successful contractor and their insurance carriers, upon execution of their contract with Lennar.

Technical Assistance Program

As part of the Technical Assistance Program, Lennar/BVHP is required to establish, fund, and maintain a Contractor Liaison position. The Contractor Liaison Office is located at the Shipyard Project Office. Additionally, workshops are being hosted by the Contractor Liaison throughout the year covering a range of contractor related opportunities on the Shipyard.

Technical Assistance Resources List

The Contractor Liaison prepared a list of financial assistance and technical assistance resources that are available at the Lennar/BVHP trailers and on the Lennar/BVHP website. (See Contractor Liaison's Attachment #1)

Contractor Liaison:

The Contractor Liaison's main responsibility is to assist contractors with navigating through the construction process. The Contractor Liaison Office is located at Lennar Project Trailers, 690 Hudson Avenue, San Francisco, CA 94124. Hours of business are 8 a.m. until 5 p.m. Monday through Friday except holidays. The Contractor Liaison's

phone number is (415) 671-0829 and the fax is (415) 822-4725. Lennar also has an emergency construction hotline number that is available 24 hours a day at 1-866-5-LENNAR. The Contractor Liaison entered into its contract with Lennar/BVHP on February 1, 2005:

Updates:

- Local contractor Oliver Transbay and RSI have received their retentions.
- Local contractors Oliver Transbay, Spencer Masonry, RSI, McCoy Security, and West Coast Maintenance are in contract with Gordon N. Ball Yerba Buena (GNB/YBE) Joint Venture.
- Oliver Transbay and RSI continue to provide water trucks and RSI will perform hydro seeding.
- West Coast Maintenance's contract with GNB/YBE Joint Venture has been reduced because GNB/YBE decided not to use their services as frequently as before.
- McCoy Security Services contract has been reduced by GNB/YBE.
- Spencer Masonry is near completion with the retaining walls.
- West Coast Maintenance's contract with Lennar/BVHP was increased to include specialized clean-up of Parcel A.

Grading and Retaining Wall Contractor Award

The joint venture of GNB/YBE has made significant progress; however, they have experienced work stoppages due to dust control issues. In addition, there have recently been two rain delays.

Six firms were pre-qualified including one joint venture with business addresses in 94124, 94134, or 94107.

GNB/YBE Joint venture has a total of seven sub-contractors and six of which are local businesses located in the BVHP Impact area (94124, 94134, 94107).

These local companies have sub-contracted with GNB/YBE Joint Venture to provide the following:

- Spencer Masonry is building the retaining walls
- McCoy Security is providing security services
- West Coast Maintenance is providing janitorial services
- Oliver Transbay, Bayview Rock, and RSI are performing dust control/water trucks

Next Steps

- Continue dialogue with local contractors and assist in their preparation to bid on Lennar/BVHP contracts

- Continue providing progress reports and other documentation as required by the CBA

Workshops

- All Horizontal Phase workshop requirements mandated by the CBA are complete. No other workshops are scheduled for the Horizontal Phase.

Trucking Program

Recently, the number of trucks per day has increased to as many as 11 in a single day. The reason trucking has increased is due to articulated trucks no longer being allowed to use Crisp Road. As a result, the Lennar/BVHP Truckers' are now transferring soil from the Hilltop to the Hillside.

- Lennar/BVHP Truckers (to date) have made a financial gain of approximately \$476,000 divided among seven (7) trucking firms and thirty-nine (39) different drivers.
- A total of forty-four (48) truck drivers have received ABM training and are qualified to haul material on-site for Lennar/BVHP.
- Brown & Son Trucking owner continues in his attempts to disrupt the Lennar/BVHP Trucking Program, which recently included a letter which was responded to by the Lennar/BVHP Project Manager.
- All Lennar/BVHP trucking firms appeared at the full CAC meeting in June 2006 and spoke positively of their experience in the trucking program with the exception of one trucker.
- We began a bimonthly truckers' meeting to inform the trucking companies of progress and construction concerns and to ascertain their views and comments. The first meeting was held on June 24, 2006. The last bi-monthly meeting was held on Wednesday, October, 25, 2006 and included a presentation by the Teamsters Union Local 853 business representative Stu Helfer regarding union benefits for owner operators. All meetings have subsided for this year. However, the next meeting is scheduled late January 2007.
- All other meetings are scheduled on the last Wednesday of every other month.
- Lennar/BVHP trucking firm "Network Trucking" has been absent from all meetings, they have not answered calls for dispatch nor have they communicated with the trucking administrator or his assistant with any updates, concerns or otherwise.
- Four additional truck drivers have been ABM trained and they are now qualified to haul on site.
- One trucking firm, JJ Allen Trucking is no longer a part of the trucking program due to performance issues.
- The program has added two new local trucking firms. The firms that have been added are Camese Transport and CamKal. These firms are currently in the trucking rotation.

Challenges

- There have been several incidents of mechanical problems with the truckers.
- Four trucks had to be switched out for four other trucks due to various failures.
- On three separate occasions, the trucking assistant had to remind drivers about safety and dust control measures.
- The trucking program has had one incident of a driver being a “no show” without calling, two incidents of drivers arriving on the job late and one incident of a company accepting a dispatch and then canceling the dispatch.
- Trucks on occasion have been on-site and sat idle due to the contractor’s (GNB/YBE) crew not being prepared to begin work
- On several occasions, the contractor has asked for a same day dispatch.
- One company confirmed a dispatch a week in advance during a critical phase and called thirty minutes prior to the time he was scheduled to start and canceled. (That trucker is no longer with the program.)
- GNB/YBE Joint Venture requested that two trucking firms not be used. After evaluating the contractor’s concerns, the Trucking Administrator was able to resolve their issues and continue to use the two local trucking firms.

Next Steps

- Provide ongoing communication with the Lennar/BVHP trucking firms to ensure punctuality, dependability, and reliability in order to get them to deliver the best possible service to the contractor
- Ongoing monitoring of trucking operations by the trucking assistant and ongoing communication with the drivers so they are kept in the loop and aware of the Lennar/BVHP project requirements
- Provide communication of daily activities or incidents reported by the driver to the contractor’s dispatcher to ensure complete communication
- Act as an intermediary and provide trucking information to all parties involved including and not limited to trucking firms, drivers, and the contractor’s dispatcher

FINANCIAL ASSISTANCE PROGRAM

Introduction

A requirement of the Financial Assistance Program is that Lennar/BVHP initiate outreach to financial institutions with which it currently has relationships to introduce them to the Shipyard development, explain the general financial needs of the BVHP Area Contractors, and assist BVHP Area Contractors in accessing necessary financing, such as lines of credit, loans or other financial assistance based on conventional underwriting practices.

Lennar/BVHP is also required to host informational events for and provide BVHP Area Contractors with technical and financial assistance resources. The foregoing is required to occur within no less than sixty (60) days prior to the advertisement of the first contract for each of the Deconstruction and Demolition, Infrastructure Improvements, and Vertical Development phases and at least one (1) more time during each phase.

Financial Assistance Program Contact

John Scott, of Business Development, Inc. (BDI) serves as the Lennar/BVHP Contractor Liaison and Financial Assistance Program Liaison. Please contact Mr. Scott with any questions regarding all components of the Construction Assistance Program, with the exception of the Mentorship Program. John Scott can be reached at his office at 415-671-0829 or by email at: eunlimited@comcast.net

Update

- Met with Union Bank to establish a Memorandum of Understanding between Lennar and Union Bank to target local businesses; as of November a Memorandum of Understanding is in place.
- Met with Ana Wyatt and Monica Betancourt of Bank of America's Mortgage Division to discuss their possible involvement in financing local businesses.
- John Scott and Clem Clarke met with Ximena Delgado and several other Bank of America representatives to decide whether Bank of America would be able to further discuss Bank of America's involvement with financing local contractors. As result of that discussion, a two prong approach was developed:
 - Bank of America will continue to establish a relationship with a niche lender that is currently serving this market.
 - John Scott will identify five to six local contractors to submit applications for business funding and Bank of America will use these applications as a representative baseline to substantiate the lending needs for this market. In addition, a date will be set for the baseline application process to begin in January of 2007.

Workshops

- All workshops under the Horizontal Phase of construction are complete.

Challenges

- There is a need to encourage more financial institutions to tailor their product-line to meet the needs of the BVHP area contractors and businesses, and to encourage more businesses to seek the assistance they need from financial institutions.

Next Steps

- Continue to outreach to financial institutions and seek their involvement
- Continue to meet the requirements of the CBA
- Better outreach would require evaluation from the outreach consultant
- Continue to make necessary presentation and updates to SFRA and CAC

<p>MBE/WBE MENTORSHIP PROGRAM</p>
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Introduction

The MBE/WBE Mentorship Program is designed to support emerging MBE/WBE Protégés (defined below). The two main goals of the Mentorship Program are (i) to increase the volume of work that Protégés are capable of winning in open competition and (ii) to broaden the base of activity of, increase the long-term stability of and expand the construction-industry service provided by the Protégés. The program is also designed to improve the Protégés' ability to successfully perform under contracts and/or subcontracts, to foster the establishment of long-term business relationships between Lennar/BVHP Contractors and Protégés and to increase subcontracting opportunities with Lennar/BVHP Contractors.

The contact for the Mentorship Program is Alton Byrd of Project Complete. Alton is the Mentorship Program Sponsor and he is responsible for organizing, coordinating and administering the Mentorship Program. The public can contact Mr. Byrd with any questions or comments about the MBE/WBE Mentorship Program Monday through Friday between the hours of 9am to 5pm, or by calling 1-888-381-7731 ext. 1 and Anne Ferguson, Mr. Byrd's assistant may be reached at ext. 4. Mr. Byrd can also be reached on his cell phone at 1-916-600-9968. The Project Complete offices are now located at 3801 3rd. St., Suite 616, San Francisco, CA 94124.

Definitions

(a) "MBE/WBE" has the same definition as used in the Development and Disposition Agreement, or the successor definition used in any successor program to the Agency's Equal Opportunity Program that the Agency may adopt.

(b) "Mentor," as used in the Mentorship Program, means a large business concern that demonstrates the commitment and capability to assist in the development of a Protégé. The concern must have at least 7 years experience within the construction industry.

(c) "Professional Services Provider," as used in the Mentorship Program, means a reputable and successful organization or individual that will use its knowledge of construction business issues to educate Protégés and provide them with professional services, including, without limitation, financial administration, insurance and bonding, business management and other services that Protégés and Mentors may identify as beneficial to Protégés.

(c) "Protégé," as used in the Mentor-Protégé Program, means a construction-related small business enterprise that is independently owned and operated, not dominant in its

field and is doing business in and with a primary business address in the BVHP Area, or with an owner who provides satisfactory evidence to Lennar/BVHP that such owner lives in the BVHP Area.

Mentorship Program Sponsor

The Community Benefits Agreement requires that the Mentorship Program Sponsor be under contract with Lennar/BVHP before the commencement of the deconstruction and demolition work. The Mentorship Program Sponsor entered into its contract with Lennar/BVHP on March 1, 2005.

Mentorship Program Updates

1. Monthly GROW Newsletter outlining benefits for becoming involved with local businesses. The newsletter debuted in November 2005 and is being sent regularly to 200 businesses and leaders in San Francisco.
2. Project Complete is working closely with the Bayview Resource Center to design and sponsor estimating classes. These classes will afford the opportunity for protégés to improve their skills at estimating jobs for bidding purposes – and greatly improve their opportunities for winning bids and profitable completion of the work.

Program Status

Advisory Board

The Advisory Board is composed of seven members representing a broad spectrum of expertise. The Advisory Board's last meeting was held October 16, 2006. Its next meeting date is not yet scheduled, but will be held in February 2007.

Advisory Board members are:

Al Dixon, Director, [San Francisco Small Business Development Center](#),

John Dooling, Esq., [Lynch, Gilardi & Grummer](#).

Manny Flores, Field Representative/Organizer, Carpenters Union Local #22

Monika Hudson, Director, [Bayview Business Resource Center](#)

Laura Luster, Principal, LLuster Associates

Ingrid Merriwether, Principal, [Merriwether & Williams Insurance Services](#)

Rick Moore, VP & Director Community Affairs, [Swinerton Incorporated](#)

Fred B. Williamson, VP & Commercial Lending Officer, [Wells Fargo Bank](#)

John Dooling, Esq., a small business attorney, joined the Advisory Board, effective July 15, 2006, and has proved to be a valuable addition.

Status of Current Mentor/Protégé Participants

Team 1) Ranger Pipelines //Oliver Transbay Construction

Mentor:

Ranger Pipelines, Inc.
Veronica Campbell, Project Engineer
1296 Armstrong Ave., SF, CA 94124
415-822-3700 (preferred); 415-559-7447 (cell)
veronica@rangerpipelines.com

Ranger Pipelines is a corporation specializing in underground utilities; concrete construction; site development and heavy engineering construction. Ranger employees are affiliated with Operating Engineers and Laborers Unions and various other locals, as appropriate. More information may be found at www.rangerpipelines.com.

Protégé:

Frank Oliver (Owner)
Oliver Transbay Construction, Inc. (MBE)
1485 Bayshore Blvd., Ste. 324-#77
San Francisco, CA 94124" "415-330-0904;
415-606-6458(cell); 415-330-0934 (fax)
flotbc@msn.com

Oliver Transbay Construction has been in business for 10 years.

Comments: This team may need to be reconfigured given that Frank Oliver is focused on concrete, framing, and forming of concrete structures. Veronica Campbell (Ranger Pipelines) will stay in the program as a mentor, and has agreed to mentor a company with more interest in pipework and plumbing. Frank Oliver is also looking to increase his line of credit with Union Bank, and we will be attempting to set up a meeting with our established contacts at Union Bank to explore his opportunity to increase his access to capital.

Team 2): Sterling Environmental//Remediation Services, Inc.

Mentor:

Aaron Ramirez, Project Manager
Sterling Environmental
10203 E. Street
Oakland, CA 94603
510-638-2800; 510.224.8503 (cell)
aramirez@sterlingenv.com

Sterling Environmental specializes in asbestos, lead and mold abatement and interior soft demolition. Employees are affiliated with the local Laborers Union. More information may be found at www.sterlingenv.com.

Protégé:

Mr. Allen Edson (Owner)
Remediation Services, Inc.
1485 Bayshore Blvd., #352
San Francisco, CA 94124
510-812-2183(cell); remediation1@sbcglobal.net
415-468-7645 *3

Remediation Services has been in business for 3 years. It is a licensed general engineering contractor specializing in hazardous material handling & removal; asbestos certification R5. Its focus is on providing environmental contracting field services, including site work, contaminated soil removal, groundwater sampling, monitoring well installation, B&M of sites and treatment systems.

Comments: RSI has grown significantly over the past year, but is not good at written reporting. They have worked with Sterling closely during the course of the year, and Sterling has indeed been helpful in mentoring RSI on getting qualified on asbestos training and removal. Allen Edson is committed to this program, but sees no reason to send in reports and finds them onerous and unnecessary. Allen has recently won an award for Best Business performance in 2006 given by the Renaissance Center, and continues to be one of the biggest benefactors of the Shipyard project and the Mentorship Protégé program

Team 3): Peak Engineering, Inc./SpaceSaver Designs, Inc.

Mentor:
Mahendra J. Shah
477 Roland Way
Oakland, CA 94621 AND
2332 Mariposa Street
San Francisco, CA 94110
510-553-1533 x238
mahandra@peakengineeringinc.com

Peak Engineering, Inc. is a corporation specializing in heavy construction; demolition excavation; grading; paving; utilities. It has been in business for 15 years. Employees are affiliated with the Operating Engineers & Laborers Unions. More information may be found at www.peakengineeringinc.com.

Protégé:
Linda Hunter
SpaceSaver Designs, Inc. (MBE, WBE)
88 Perry St., #203
San Francisco, CA 94107
415-357-1236; 415-424-1179 (cell)
spacesaverdesign@yahoo.com

Space Saver Designs, Inc. has been in business for 3 years. Space Saver provides general construction services and design consultation focusing on modern-day functionality demands.

Comments: Linda Hunter is a prime example of what hard work will do for entrepreneurs. Linda applies herself to every suggestion given, goes to all types of classes recommended by the program, and works extremely hard to build her company. She works with Peak Engineering to build a partnership that works for her company, and has seen the benefits of structure with the increase in her revenue and profitability. Linda is now receiving enquiries from the City of SF for bids, and is a registered City vendor. Linda has really embraced the program and is really a poster child for the Mentorship Protégé program. Linda has recently been slowed down by an illness and some family emergencies.

Team 4): Coverall Engineering// Applied Remedial Technologies

Mentor:

Abdel-Kader Khelifa, President
Coverall Engineering
3450 Third St., #3E
San Francisco, CA 94124
415-550-9800 x 11; 415-756-7808 (cell);
abdel@coverallworld.com

Coverall Engineering specializes in construction inspection; materials testing; geotechnical and environmental engineering. Coverall has been in business for 10 years and has 20 employees. Coverall is unionized. More information may be found at www.coverallworld.com.

Protégé:

Apri S. Ghuman
Applied Remedial Technologies
1485 Bayshore Blvd., Ste. 1
San Francisco, CA 94124
415-467-5409; 415-816-2134 (cell)
asghuman@aremtech.com

Applied Remedial has been in business for 4 years. Its expertise is in the areas of environmental consulting; general engineering; general building, concrete; electrical; plumbing; HVAC contractor; painting; demolition.

Comments: This partnership has not reported and seems to be committed, but not disciplined. We are going to give them 30 days to submit a report regarding their last 60 days. If that report is not submitted, then we will dissolve this partnership.

Team 5): A.S.F. Electric, Inc.//SE Electrical Contractors

Mentor:

Cathy Lagomarsino, President
A.S.F. Electric, Inc.
76 Hill Street
Daly City, CA 94014"

650-755-9032 x314
cathy@asfelectric.net

ASF Electric has been an electrical contractor for 34 years. It has 53 employees.

Protégé:

James Richards
Southeast Electrical Contractors (MBE)
1767 Oakdale
San Francisco, CA 94124-2326
(415) 290-9064; 415-724-5002 (cell)
seelectric84@hotmail.com

Comments: Cathy Lagomarsino has reported back to us that she, too, has encountered significant family and business pressures, and is not able to take on another protégé.

James Richards has been given notice that due to his ongoing lack of participation and responsiveness, he is no longer in the Program

Team 6): Cahill Construction//Let's Get Busy Contractors

Mentor:

Miguel Guzman, Project Manager
Cahill Construction, Inc.
425 California Street, 22nd Floor
San Francisco, CA 94104
415-986-0600
415-317-4325 (cell)
mguzman@cahill-sf.com

Cahill Construction, Inc. is a long-time, well-known San Francisco-based construction company.

Protégé:

Darryl Bishop
Let's Get Busy Contractors (MBE)
PO Box 24028
San Francisco, CA 94124

415-641-8156
415-370-5942 (cell)
letsgetbusycontractors@yahoo.com

Let's Get Busy Contractors has been in business for 14 years.

Comments: Darryl Bishop has been actively reporting and using the resources available to him. Darryl has encountered some legal challenges that pre-date the start of the Mentorship Protégé Program. John Dooling, Esq. of the Board is working with Darryl on resolving these problems. Generally, Darryl is diligent and attempts to utilize the resources available to him. Cahill has been a willing participant in the Mentor program, and has worked to guide and counsel Darryl Bishop on business problems.

Team 7): Rubecon General Contracting//R&M Building a/k/a H&H Building

Mentor:
Ruben Santana, President
Rubecon General Contracting Inc.
415.206.7740
ruben@rubecon.com

Rubecon General Contracting has been in business for 13 years with 29 employees.

Protégé
Rhonda F. Harris
R&M Building, H&H Building
1221 Newhall Avenue
San Francisco, CA 94124
510-233-9313 (cell); 510-593-6006 (office)
rred7@msn.com

R&M Building Development a/k/a H&H Building is a general contractor specializing in new construction of single-family homes, paving, grading, concrete, and remodeling. It has been in business for 1 year.

Comments: Rhonda Harris has not been compliant with reporting, but is willing to work with us to improve her reporting. Ruben Santana is focused on helping and will be able to do so as long as Rhonda is diligent in building a relationship with the sponsor on reporting. Rhonda was due to complete a business plan with SF City College Business Development Unit (UJ Cozart), but has not finished that project yet.

Rhonda has committed to registering as a City of SF vendor through the SFRA.

Team 8): Jerry Thompson & Sons Painting//B&C Painting and Decorating

Mentor:
Dennis Thompson

Jerry Thompson & Sons Painting
3 Simms St
San Rafael, CA 94901
(415) 454-1500

Protégé:
Barbara Banks
B & C Painting and Decorating
License #493881
4026 3rd Street, #301
San Francisco, CA 94124

Comments: Barbara Banks and Dennis Thompson have just submitted their Joint Development Agreement. They met with Alton Byrd on December 19, 2006 for an orientation into the Program.

Team 9): Gordon Ball Construction//Stanley Masonry

Mentor:
Deborah Peterson, Contract Administration
Gordon N. Ball, Inc.
1485 Bayshore Blvd.
San Francisco, CA 94124
415-822-4821
dpetersen@ballconco.com
www.ballconco.com

Protégé:
Michael Spencer
Spencer Masonry
1463 Van Dyke, Suite B
San Francisco, CA 94124
(415) 467-1656

Comments: Gordon Ball and Spencer Masonry have submitted their initial paperwork and met with Alton Byrd. There is an existing business relationship.

Unassigned Protégés:
1)
NES Systems, Inc.
Bernard Norman, DBE
NES Systems, Inc.
3801 Third Street, Suite 616
San Francisco, CA 94124
415-676-1993
bnorman@nessystems.com

www.nessystems.com

Comments: Mr. Norman is an electrician. He was referred to the Program by the Bayview Resource Center, having gone through their program. Mr. Norman's assigned mentor, RGW Construction, has withdrawn from the Program. We need to find another electrician mentor for Mr. Norman. (This is a very recent development.)

2)

Juliana Choy, Owner, WBE, MBE, LBE
Priority Architectural Graphics
1596 Hudson Avenue
San Francisco, CA 94124
Juliana@prioritygraphics.com
www.prioritygraphics.com

Comments: Juliana needs to meet with Ulysses Cozart of the San Francisco Small Business Development Center to complete her business and marketing plan.

Unassigned Mentor:

Lennar/BVHP
49 Stevenson, Ste. 600
San Francisco, CA 94105

Comments: Sponsor has met with a strong candidate for being mentored by Lennar. We are awaiting word on an appointment for the prospective protégé to meet with Lennar management.

Challenges

Thus far, the Horizontal phase yields the least amount of interest due to the limited contract work. The expectation is that as soon as the upcoming Infrastructure phase, there will be a significant uptake on program response and inclusion.

Incentives: Lennar/BVHP has approved the placement of Board member, Monika Hudson, on the Bid Review Committee. This placement will enhance the Program's input during the bid process.

Next Steps

- Continue mentor and protégé recruitment process, as well as monitor existing mentor/protégé relationships. Conduct 30-minute bi-monthly conference calls with each Mentor-Protégé Partnership
- Continue hosting Mentorship Advisory Board meetings, as well as developing the GROW E-Newsletter
- Continue to advise mentors and protégés of other opportunities, both educational and work-related, as they come to our attention.

- Continue providing progress reports and other documentation, as required by the CBA.

SUMMARY OF PROGRAM ACCOMPLISHMENTS:

- Cemented a relationship with Union Bank of California. To that end, Lennar and Union Bank of California have reached a Memorandum of Understanding as to developing programs in the SE sector of the City for construction-related businesses. The MOU is not exclusive and to that end, Alton and Lennar representatives have also met with Bank of America and CoAmerica.
- Made progress toward finding a qualified protégé for Lennar.
- Added a team that is currently under contract to Lennar BVHP: Gordon Ball/Spencer Masonry.
- Gained greater input as to the selection of participating Program teams by the appointment of Monika Hudson, Board member, to the Bid Review Committee.

<h2>COMMUNITY BUILDER PROGRAM</h2>

Introduction

The Community Builder Program is a requirement under the Hunters Point Shipyard Phase I Community Benefits Agreement (the “CBA”) and the Hunters Point Shipyard Phase I Disposition and Development Agreement (the “DDA”). Under the CBA and the DDA, with respect to Parcel A’, Lennar-BVHP, LLC (“Developer”) agreed that thirty percent (30%) of the Phase I lots designated for private housing development would be developed either (1) by a joint venture arrangement between Developer (or affiliate(s) thereof) and a “BVHP Area Builder” selected by Developer from the Joint Venture Community Builders Pool or (2) in the event a Developer (or affiliate(s) thereof) and a Joint Venture Community Builder did not timely enter into a joint venture or other arrangement consistent with the DDA for the vertical development of a particular Community Builder Lot, potentially by a “BVHP Area Builder” included in the Independent Community Builders Pool by the Selection Panel (comprised of representatives of Developer and The Redevelopment Agency of the City and County of San Francisco (the “Agency”).

Community Builder Program Contact

The Community Builder Program Liaison for Lennar are Deni Adaniya (Development Manager) and Victor Ogu. They can be contacted on the number below between Monday – Friday, 9:00 a.m. – 5:00 p.m.

Lennar Communities

49 Stevenson, Suite #600
San Francisco, CA 94105
415.995.1770 (P)
415.995-1778 (F)
deni.adaniya@lennar.com
victor.ogu@lennar.com

Update

- Developer is actively working with the first three Community Builders (on Blocks 1, 53 and 54, the first Community Builder blocks scheduled for development) to determine the most financially viable strategy for each of their respective blocks. Specifically, developer has held strategy sessions and has maintained follow up communications with the Tabernacle, Rev. Boyd of BAMEC, and McCoy Development since receiving the project's entitlement amendments.
- In addition, Lennar has kept Dr. Davis, Michael Baines and Al Norman apprised of our status via meetings and telephone conferences.
- Once a sound strategy is determined, Lennar will present final negotiated agreements between Developer and the Community Builders in order of development for Agency approval.

Challenges

- The primary challenge remains the same: all Community Builders have expressed concern about the financial viability of their development. Given the slim margins the Developer is confronting, they are concerned about the great financial risk that the project exposes them to.
- Clearly this is a concern that is shared by Lennar. We are addressing this by keeping the Community Builders involved in our strategic planning and sharing resources.

INTERIM INTERNATIONAL AFRICAN MARKETPLACE

Introduction

Lennar/BVHP must establish an Interim International African Marketplace (IAM) to serve as an African-themed temporary festive, outdoor setting for the display and sale of arts, crafts, sculptures, fabrics, clothing, books and fresh and healthy foods as commonly found in a farmer's market. Additionally, the Interim International African Marketplace will serve as a venue for the presentation of musical performances such as gospel, jazz and blues and world music. The Interim International African Marketplace will establish

the Shipyard as a music entertainment, cultural and tourist destination, as well as provide economic opportunities for local artists.

Interim International African Marketplace Contacts

James Burks, Director of the Los Angeles African Marketplace, Inc. (LAAM) serves as the operator of the Interim African Marketplace. Please contact Mr. Burks with any questions regarding the vision and business plan for the IAM at his office at (213) 847-1540 or e-mail at jvburks@earthlink.net.

The Bayview Opera House serves as the local, community-based arts and cultural development organization (Local Arts and Cultural Development Organization “LACDO”). The LACDO is responsible for outreach to the arts and cultural communities for participation in the development of the Interim International African Marketplace (IAM) business plan and overall implementation. Additionally, the LACDO is to assist the Operator with the planning efforts for the Interim International African Marketplace. Please contact Shelley Bradford Bell with any questions or comments regarding the outreach for the IAM at her office at 415-824-0386, fax 415-824-7124 or e-mail at sbb@bayviewoperahouse.org

Alton Byrd of Project Complete is the Developer’s newly appointed San Francisco Coordinator for the Interim International African Marketplace (IAM). James Burks, the Operator, is working closely with Alton Byrd by providing valuable insight, recommendations, ideas and the necessary guidance needed to make the IAM a success. Mr. Byrd can be reached on his cell phone at 1-916-600-9968 or by e-mail at jaltonbyrd@sbcglobal.net. The Project Complete offices are located at 41 Dorman Street, San Francisco, CA 94124.

Updates

- We were successful in achieving what the community and internal Lennar observers thought would not happen.
- There were no safety issues and no weather delays.
- The venue presented us with challenges throughout the entire eight week run. Those challenges had to do with internal staff issues within Opera House, exterior presentation of the Opera House(odor, gardening, cleanliness, Joseph Lee building site, etc.), and one complaint by a parent about one of the youth workers. All of these challenges were overcome successfully, but going forward we really need to ensure that the venue, should it continue to be the Opera House, understand that the presentation must be improved overall.
- Security was average (Adams Security). There were issues of security spending time with their friends on 3rd Street, and general lack of discipline. Overall though, the service provided the element of safety that we were looking for.

Police presence did happen weekly, and was appreciated by the vendors and consumers alike. Adams Security was a local company from Bay View Hunters Point.

- Marketing was our weakness. We did have PR presence for the first 2-3 weeks, the issue of change orders and payment to Davis and Associates inhibited the full spectrum of service that would have guaranteed more vendors and more consumers.
- Abbey Rentals did a great job with the marketplace. While the exercise was expensive, Abbey delivered on time and were great to work with.
- JK Sound was also very reliable and were indeed there each week to ensure that our entertainers were indeed well heard. Expensive, but again good to work with.
- IAM branded t-shirts were manufactured and bought from local companies.
- Bay View Resource Center conducted surveys and generally helped coach and create learning opportunities for vendors. We will receive their final report shortly; the preliminary report is attached.
- Signage was completed and well done by Priority Graphics (local company) in Bay View Hunters Point.
- The Farmers Market partnership was a success for the Farmers Market in terms of produce sold, but did not really yield any more consumers for the IAM. This was a goodwill gesture on behalf of Lennar, but we can certainly review this in the budget as dollars that could be spent on more marketing to consumers.

Challenges

- The IAM team of consultants did not have sufficient enough time to fully execute the plan as they would have liked
- Due to limited resources, the IAM consultants were not able to provide adequate public relations/marketing for 2006 festivities

Next steps

- IAM consultants will submit a three year business plan to Lennar. Once Lennar's leadership review the plan, the business plan will be submitted to SFRA and the CAC for their review, and feedback

CULTURAL/HISTORICAL RECOGNITION PROGRAM

Introduction

Pursuant to Section 5.1 of DDA Attachment 24B, Lennar/BVHP shall develop a design program that (a) through the urban design process identifies opportunities for recognizing and enhancing the cultural and historical context of the Shipyard and its surrounding community in both the development and design of the Shipyard; (b) integrates cultural features and facilities throughout the Shipyard, starting with Phase 1 through the Interim African Marketplace; and (c) provides opportunities for local artists (both at the Shipyard and from the surrounding community) to participate in creating public art for the Shipyard, working with the community to identify appropriate locations and art forms for the public art program.

The Cultural Historical Recognition Program -Components

The Cultural Historical Recognition Program is comprised of two parts; art and history. While, the Exploratory Committee considered including performing arts to the arts component, in the end, we felt that the International African Market would be a better avenue for performing arts and therefore, the performing arts were not included in this plan.

Arts Component

The visual arts component will include the opportunity for an artist to work with the design team to implement ideas that were brought forth by the artist community at the Artist Input Opportunity Workshop. The selected artist or team would be responsible for leading the effort to act as a liaison between the artist community and the project. This role may include, as funds become available, assisting with identification and selection of additional opportunities and of other area artists participation opportunities. In addition an Art Walk, banners recognizing local area churches and the tiles developed by youth participants of the Bayview Opera House will be included as part of the Open Space design. The tiles are created and are currently housed at the San Francisco Redevelopment Agency Site Office.

Churches that have been identified in the conceptual design developed by Myles Stevens will be memorialized via hanging banners. A local area artist will design these banners. The location of the banners has not yet been determined, but identifying that location will be part of the scope of work of the artist selected to work with the design team. The following are the identified opportunities for artist participation:

- To provide banner designs
- Develop an Art Walk where exhibits can rotate to display works from various artists
- To create a signature look for CHRP, and to
- To develop sculptures for the open space areas

- To ensure installation of mandatory tile project
- To implement ideas presented at the Artist Input Opportunity Workshop

Implementation Challenges

Challenges to this component are primarily financial; to enter into the RFP process, funds must be available to fund the artist's work. To date, \$5,000.00 is available from the San Francisco Foundation; the matching \$10,000.00 has been promised from Lennar/BHVP. Also, this component will require close interaction with the landscape design team (Conger Moss and Guillard). Because of the disconnection between CHRP and the design team, the challenge will be to find ways to integrate the programs.

Implementation Steps

Task: Artist Selection to work with the Design Team

The artist selected to work with the design team would have several duties within his/her scope of work. The scope of work should consider all of the tasks needed and determine the best fit for the needs of the project. The artist should have the task of assisting with the process of locating space and means to having a signature sculpture or public art work for display at Hill Point Park. This person should be the liaison between the artist community and the project. This role would include working with the team (Design & Exploratory) to implement the ideas generated at the Artist Opportunity Workshop.

1. Determine scope of work, selection criteria, eligibility & deadlines, amount of funds (available); develop a Request For Proposals (RFP) or Notice of Funds Available (NOFA). These processes should be reviewed and/or developed by the Exploratory Committee with input from Lennar, the design team and an arts funding organization.
2. Issue NOFA or RFP
3. Hold bidders conference
4. Evaluate responses to the Request For Proposals
5. Select Artist to work with design team
6. (Monitoring & Evaluation) Ensure that ideas developed during Artist Input Opportunities are incorporated into the open space design
7. Reporting

Task: **Church Banners**

1. Determine criteria for banners (size, placement)

2. Select an artist (see aforementioned RFP/NOFA Process)
3. Review the church list, make sure it is complete, add to the list if needed, make sure churches consent, may need a consent form
4. Review possible designs (should be a community input process)
5. Select design
6. Plan and hold an Banner Installation ceremony (churches should be included in the program)
7. Have banners installed

Task: Art Walk

The Art Walk is envisioned to be an opportunity for multiple local area artists to display their works. The Art Walk would have periodically rotating exhibits. The Exploratory Committee will select these exhibits. The location of the Art Walk has not been finalized but is envisioned to be at Hill Point Park on the outside of the green space.

1. Determine location of Art Walk
2. Develop Artist Selection Criteria & frequency of exhibit rotation
3. Determine type of permanent structures needed for long-term outdoor display and cost
4. Determine maintenance requirements
5. Find grantor for this particular project

Task: Signature Look for CHRP

The signature look or branding/logo for CHRP can be approached in several ways. One, a graphic artist can be hired to develop a logo. A second approach may be to link CHRP to the International African Marketplace. A third approach may be to hold a competition for student artist to develop the look, the artist could receive a stipend. A fourth approach could be to utilize the RFP/NOFA approach.

CHRP should have a consistent presence within the Arts and impact area communities. This presence can be achieved in various ways. The media should be used to assist CHRP in meeting this goal. The person or entity to which the program transitions should write articles, attend events and conduct interviews, including media tours to keep the project in the minds of the aforementioned communities.

Public Relations/Media/Outreach

- Newsletters
- Press Releases
- Articles in area publications
- Presentations on the progress of the project

Historical Component

The historical component of the program is comprised of four primary projects:

Project One: Capture of Living Legends/Local Area Heroes

The local heroes conversations provide an opportunity for area residents and contributors to discuss the history of the area, weigh-in on current affairs and discuss the future of the area. These conversations will be filmed. The completed films will be incorporated into the overall oral history project. Moreover, these conversations are a way to generate income for CHRP.

Capture through film of CHRP development and implementation process. This process has started. A local filmmaker has filmed the Hunters Point Shipyard as it was prior to the redevelopment. He has also filmed the Artist Input Opportunity Workshop.

Conversations with living legends (fee for entrance and will serve as a fundraising vehicle)

Implementation

Conversations:

1. Exploratory Committee would need to identify and select area residents, celebrities and people of interest
2. Develop a calendar (one conversation a month)
3. Arrange Schedule with local filmmaker for filming
4. Reserve Bayview Opera House and/or other venues (preferably with some historical relevancy) venues within District 10
5. Identify and obtain commitment from a local personality to conduct the conversation (interview)

6. Conduct background research on subject of conversation (student volunteers)
7. Provide research and list of possible topics/questions to the interviewer
8. Promote the event
9. Have the event (may need refreshments)
10. Need to find a grantor for this component
11. Event should be filmed by local film maker or his designee

Project Two -Oral History Project, Filmed by local film maker

The oral history project is a particularly interesting aspect of CHRP. A smaller oral history project was developed by a supporter of the Bayview Opera House, several years ago. The project envisioned by CHRP will have a different focus and be filmed by a local filmmaker. This oral history project component of the project has been funded by the San Francisco Foundation. Tabernacle Community Development Corporation is the fiscal agent for these funds. Lennar/BVHP Partners and/or the Redevelopment Agency will need to fund the matching \$10,000.00 in order to receive these funds and begin implementation. Convent of the Sacred Heart has been approach to host the premier of the documentary. This premier will be a fundraiser for CHRP. To implement this component of the plan, the following will be needed:

Oral History Implementation Steps:

- Obtain the additional funding from Lennar/BVHP or the San Francisco Redevelopment Agency. To do this, a letter should be written to Lennar's leadership. The terms of the funding obtained from the San Francisco Foundation should be included, perhaps even a copy of the letter, as well as the relevant information on the fiscal agent (Tabernacle Community Development Corporation)
- Develop project scope, timeline and outcomes
- Meet with local filmmaker to discuss his needs for the project-availability, materials, etc.
- Develop criteria for those to be identified and selected for interviews for the project
- Develop initial list of subjects
- Meet with stakeholders to obtain information (names of people that should be interviewed). The stakeholders are Exploratory Committee, Citizens Advisory

Committee, BVHP Project Area Committee, Local Residents, Business owners, Rotary Club, etc.) Some people have contacted the CHRP consultant about the project and a list of those can be given to the implementer of this project. This step will take a while, because ideally a series of talks or outreach efforts will occur to really get the level of involvement needed.

- The Naval Historical Department should also be contacted. They have a collection of materials from the Hunters Point Shipyard.
- Engage the Center for Living History or other oral history project organization to assist with the project development and interview questions/techniques
- Obtain an AmeriCorps or other student from San Francisco State or City College to assist with project.
- To obtain a student worker, a job description must be developed along with how the experience can be used as school credit. If the decision is made to use AmeriCorps volunteers, then the Community Service AmeriCorps Program should be contacted (SFSU) AmeriCorps volunteers come in pairs.
- All of the subjects will need to be contacted to determine if they are interested in being interviewed; then a date and time should be made, pre-interview conducted to ensure relevant questions are asked; then interviews conducted.
- The best way to do the interviews will probably be to have an interviewer separate from the filmmaker.
- The filmmaker, along with the interviewer and the designated committee should review the tapes and make appropriate edits.
- Meanwhile, someone should be looking for additional funding for the project and should be creating a buzz for the project, perhaps finding places to run the clips, etc.

Project Three-History Walk

History of the Shipyard from Ohlone inhabitants to present. The history walk would begin at Hill Point Park and continue down the Galvez Steps to Parcel E, where the International African Market Place will be located.

To Implement this project the following steps will be needed:

- Work with open space design team to map out the actual history walk
- Convene local historians from area colleges, universities as well as local residents, perhaps the San Francisco Historical Society, Naval historians and

Exploratory Committee Members to identify relevant historical information to be included in the history walk

- Locate & obtain appropriate funding
- Develop Timeline
- Implement Project

Project Four- Youth Opportunities

The final aspect of CHRP has three participation opportunities for youth.

1. Youth artist input opportunity workshop: Allows ideas developed by youth to be incorporated into the Hill Point Design (parallels the adult artist input opportunity workshop) youth should be solicited for the planning of this event.
2. Curriculum development: Focuses on the history of the impact area. This component will impact area teachers, the SFUSD and students. The curriculum development for area schools is to instruct area students on the history of the Hunters Point Shipyard and surrounding neighborhoods.
3. The Tiles that were designed by area children at the Bayview Opera House. These tiles are to be incorporated into the landscape as part of the Galvez Steps.

Implementation process includes the following:

Curriculum

1. Outreach to the San Francisco Unified School District's Curriculum Office. This outreach will include a presentation to the San Francisco Unified School District's Board of Education's sub committee on curriculum which usually meets one Thursday a month.
2. Determine what, if any, area historical curriculum exists
3. Determine process for instituting new curriculum
4. Determine appropriate school age for introducing curriculum
5. Identify who, in addition to Exploratory Committee members, SFUSD staff and San Francisco State professors should be involved on the team to develop the curriculum
6. Develop guidelines, process, timeline and objectives for curriculum development process.

7. Convene area historians and educators and those identified in previous step #5. At minimum the group should include the following people and/or institutions:
 - San Francisco State Univ.
 - San Francisco Historical Society, SFUSD personnel
 - Area Principal (s) or representative of school (s)
 - Member of Exploratory Committee should be included
 - Should have a facilitator present
 - SFUSD
8. Develop curriculum and introduce into classes as a pilot project
9. Provide continuous updates to the Exploratory Committee
10. Include press as interest story
11. Continue to work with SFUSD to ensure integration of curriculum into selected schools
12. Develop pre and post assessments for children using the curriculum
13. Integrate completed oral history project into the curriculum-could be during an assembly
14. Hire intern to do research (SFSU)-

Current Status

The Cultural/Historical Recognition Program is at a critical juncture. Having met significant milestones and having developed a partnership with the San Francisco Unified School District, CHRP is now poised to move into implementation phase. The funding award from the San Francisco Foundation is important in that it can be used to encourage other area foundations to fund the program. Moreover, this funding allows the opportunity to release a Request For Proposals process to area artist. Though the grant award specifically included some funding for the local filmmaker, the remaining amount can go to another artist to work with the design team.

The funding commitment from the San Francisco Unified School District is attached to a timeline and therefore, time is of the essence.

Fundraising Matrix

Prospective Grantor	Status	Amount	Funding Purpose
San Francisco Foundation	Awarded	\$5,000.00	Documentary & Artist with design team
James Irvine Foundation	LOI to be submitted January 2007	\$50,000 over two years	Historical Walk
Walter & Elise Haas Cultural Commons	No Deadlines	\$40,000	Art and/or history walk
Lennar	Pending	\$10,000	Documentary & Artist with design team
Creative Works Fund	Nov 3, 2006	10k to 30K	To sponsor an artist to develop a public art project for Hill Point Park
SFUSD	Committed	TBD	Curriculum development

As indicated in the above matrix, the CHRP Program has raised \$5,000.00 from the San Francisco Foundation. CHRP Program has identified six funding sources. CHRP Program has received one letter of rejection and are either awaiting responses from the other grantors or waiting for actual application due dates. In addition to the above, consultant has approached federal funding sources.

Challenges

This program was laden with challenges. Generally a grant writer is hired to seek funding for an organization that has either an existing program or a fully conceived program. For CHRP, this was not the case. Instead, the challenges have included the following:

- No program developed
- No objectives
- No structure (Board of Directors, oversight committee, reporting structure)
- No seed money
- No home (fiscal agent or existing organization)-what will happen when Lennar is done? Although the Exploratory Committee would like to continue with the project, how do they do that, who will house the program, etc.
- Expectations (CAC & STAR artists)

- Lack of communication, unless initiated by consultant, between Open Space and CHRP

BUSINESS INCUBATOR SPACE PROGRAM

Introduction

In an effort to facilitate the growth and development of a variety of businesses at the Shipyard, Lennar/BVHP must set aside space for a small business incubator program.

The Business Incubator Space Program will be implemented in connection with the vertical development phase. Lennar/BVHP must include in all of its purchase agreements for lots zoned to permit retail space, provisions that require the applicable Vertical Developers to (i) cooperate with Lennar/BVHP in drafting and revising, as required by the Agency, the Business Incubator Space Plan and submit such plan to the Agency for approval prior to awarding any vertical commercial contracts on an Affiliate Lot; and (ii) provide the lease for the Business Incubator Program Space to the Agency for prior approval. Additionally, prior to the awarding of the first vertical commercial construction contract, Lennar/BVHP must submit to the Agency for the Agency's review and approval, a proposed plan delineating the outline and square footage of the premises proposed for the Business Incubator Space Plan and a budget of the development costs (including developer's overhead and cost of funds, but excluding profit) and resulting rent required to recover such costs (the "Business Incubator Space Plan"). Based on the current construction schedule, Lennar/BVHP expects to submit the Business Incubator Space Plan to the Agency in 2007.

HOMEBUYERS ASSISTANCE PROGRAM

Introduction

Lennar/BVHP must develop a program to provide assistance to qualified Shipyard homebuyers of affordable as well as market rate homes. The Homebuyers' Program will include down payment assistance, first time buyer financing programs and homeownership counseling services. Lennar/BVHP is required to (i) offer a zero-down payment option through its affiliate mortgage company, Universal American Mortgage Company (UAMC), to qualified buyers of market rate homes; (ii) provide buyers of affordable homes with a list of programs that could be a source of gift funds for 2% of the required 5% down payment required by the Agency's affordable housing program; (iii) provide qualified home buyers with a choice of financial lenders that provide 30 year fixed mortgage loans for low and moderate income home buyers; (iv) notify community-based homeownership counseling services, such as the Consumer Credit Counseling of San Francisco, of the opportunity for homeownership at the Shipyard in advance of marketing the homes for sale; (v) provide an orientation to the counseling services' staff; (vi) provide loan application information to prospective homeowners; and (vii) conduct certain outreach efforts.

Homebuyers Assistance Program Contact Person

Lynn Bell, of Lennar/BVHP, serves as the Home Buyers' Assistance Program Liaison. Please direct any questions or comments regarding the Home Buyers' Assistance Program to Lynn Bell. Lynn Bell can be reached at her office at 415-995-1770, fax at 415-995-1778 or by email at lynn.bell@lennar.com.

Updates

At the end of December 2006, Lennar and team will have completed the 18th Homebuyer workshop. On December 14th, Lennar conducted its quarterly review to analyze results from the previous quarter. In response to suggestions from our participants, Lennar has made the "Road to Homeownership" more user friendly by allowing our participants to more speedily begin their initial assessment. UAMC is now providing a PRE-QUALIFICATION FORM at the time of the workshop. Participants are encouraged to complete the form and UAMC will initiate the Pre-Qualification process.

Lennar has made good progress in the past 18 workshops. Overall, Lennar has had consistent attendance considering the sales initiative is currently projected to begin at the end of 2007. To launch the New Year, Lennar has decided to change the colors of our outreach POSTCARD to a very vibrant pink and yellow. Please see the new attached version. Lennar will also be attempting to do a little outreach to certificate holders; according to the Redevelopment Agency many certificate holders have not notified the Agency of their most current address changes. We hope by specifically addressing certificate holder on the front of our mailer we will be able to attract attention and initiate communication with the many certificate holders who are no longer in the system.

We will continue to hold our monthly workshops on the week days. We have scheduled all of our workshops for the coming year of 2007 and will post to the website. In the course of the last 18 workshops we have had many of our attendees move forward with additional homeownership workshops and one-on-one training. We have just recently provided SFHDC a comprehensive spreadsheet which allows them to better track the status of attendees and additionally provides us with the information to follow –up. I am attaching the most current spreadsheet which is not yet complete with all the updated SFHDC information but indicates how we will be tracking our homeowners as we move forward in the process.

We reviewed the presentation in our review session last week and have again made some alterations which we believe will encourage more participation from our attendees. During our session on Market Rate we will be spending the time working with the audience to encourage completion of the pre-qualification form included in their packet. We hope this will initiate more attendees to complete and submit to UAMC for the initial financial evaluation.

We will also be updating the presentation to include the most recent information regarding the community and as we continue to make progress will update on an on-going basis. We have decided to include some more photos of the surrounding neighborhood to give our audience an idea of the many wonderful locations in the expanded community. We hope to have the presentation more completely updated by the following workshop.

Since we have had some delays in construction and are well in advance of producing any substantial material which would facilitate local mortgage brokers from obtaining project approvals we have continued to delay a formal mortgage broker presentation. This has not prevented conversation with brokers servicing the community and we will continue to encourage broker attendance of our workshops both for financial and real estate. We are currently working on making the process a little more streamlined for the attendees. We feel that they may perceive the process to be a little cumbersome and enthusiasm may wane. As a result, we are attempting to move toward a “point-of-sale” format. In an effort to initiate more immediate initiatives we will be providing Pre-Qualification Forms to all attendees which can be completed and reviewed by our affiliated lender, UAMC. UAMC can then begin assisting in the process of pre-qualification either directly or in conjunction with SFHDC or another credit counseling service of their choosing.

We felt the workshops over the past few months which were held in the trailer located on the Shipyard were quite rewarding. The size of the trailer definitely created a more intimate environment but it also stimulates more open and enthusiastic conversation. We will plan to continue the presentation on-site during the coming summer months. The inclusion of the Pre-Qualification form at the time of the workshop has definitely increased a sense of urgency and it more immediately captures our audience. Previously our attendees had to sign up for a follow-up workshop with the SFHDC which then led to the one-on-one counseling. The current system allows more direct access to the one-on-one counseling and with UAMC’s assistance the attendee can get a free credit pull.

Challenges

Getting our attendees “home ready” and inspiring them to take the steps necessary to realize their dream of homeownership. Both Mrs. Kennedy and Mrs. Vincent do a wonderful job of encouraging our attendees to prepare. We hope the additional steps we have taken to make the process easier will be a call to action. Since we now have a better method to track our attendees we will have the opportunity to touch base and see how progress is coming along and it will also give us an opportunity to see how we can be of further assistance.

We continue to explore opportunity for sources available and allowable by the SFRA for the required 2% portion of the down payment for the Limited Equity Program. We have also become aware FNMA and FHLMC will be changing their guidelines and moving away from the 3/2 program. This would potentially allow homeowners the opportunity to seek 100% financing, if they qualify. We would like to further explore this option and

discuss with the SFRA. It would require a change to their existing program, however, definitely warrants further discussion. Market Rate Buyers have a variety of options, which provide for 100% financing.

Next Steps

Since we have developed a better tracking system we will begin more direct follow up with previous attendees which have shown interest in pursuing homeownership. This would allow us to have an on-going dialogue and continue to encourage the “call to action”. Please see attached the most recent updated spreadsheets on our previous 12 workshops.

JOB TRAINING AND EMPLOYEE ASSISTANCE PROGRAM

Introduction

Lennar/BVHP is awarding \$225,000 in 2005 and 2006 for a total of \$450,000 to fund job training and employee assistance programs serving Bayview Hunters Point Area (BVHP Area) residents; that is residents of zip codes 94124, 94134 and 94107 within the boundaries of the City and County of San Francisco Supervisory District 10. The awards for 2005 and 2006 represent the first round of job training and employee assistance funding that Lennar/BVHP will make available during Phase 1 of the Hunters Point Shipyard development project. Based on a survey conducted by Lennar/BVHP, Lennar/BVHP determined that the types of training programs most in need of funding for BVHP Area residents are for occupational skills, youth development, construction skilled trades and professional services.

Job Training and Employee Assistance Program Contact Person

Laura Luster, of L. Luster & Associates (a sub consultant to Luster National, Inc.), serves as the Job Training and Employee Assistance Program Liaison. Please contact Dr. Luster with all questions and comments regarding the Job Training and Employee Assistance Program. Laura Luster can be reached at her office at 510-282-7769 or by e-mail at llusterassociates@comcast.net.

Updates

Job Training Grant Recipients:

- **Construction**
 - Grant recipient - Chinese for Affirmative Action @ 17 Walter Lum Place San Francisco, CA - Amount: \$25,000 for 2005 and \$25,000 for 2006; **Total Award=\$50,000**
 - **Project Description:** Chinese for Affirmative Action is providing 140 BVHP area (zip codes 94124, 94134, and 94107) residents in two

yearly cycles of 70 residents each, access to employment and career advancement opportunities in the skilled trades. Services will include outreach, recruitment, assessment, referral to skilled trades training programs, union entry assistance, soft skills training, and placement and retention support services as positions become available on the BVHP Shipyard and other projects. CAA will also assist 16 residents of target zip codes with union apprenticeship entry or job placement, in two yearly cycles of 8 residents each.

- CAA assisted residents to enter apprenticeship training with the Operating Engineers and Roofers Unions. Other residents were placed in jobs with P.G & E (Electrical Linesmen) and a local construction company (Apprentice Carpenter).
 - Additionally, during the funding period, CAA is working with Lennar/BVHP and collaborative partners, City College of San Francisco (CCSF) and Young Community Developers (YCD), in developing and implementing a pre-apprentice training program in the Plumbing and Electrical trades. CAA conducts recruitment, assessment, case management, job coaching support, and placement and retention support for 15 of the proposed 30 participants in the Plumbing and Electrical Pre-Apprentice Training Program.
 - The Electrical & Plumbing Pre-Apprenticeship Pilot Program got underway in July 2006 and participants will complete their first 11 weeks of training in January 2007. Classroom training will then continue through March 2007. CAA and YCD will work cooperatively with San Francisco's CityBuild program to place program graduates in apprenticeship positions in electrical and plumbing related trades as well as in entry-level career positions with local utility companies, water districts and departments of public works.
- Grant recipient – City College of San Francisco @ 1400 Evans Avenue San Francisco, CA – Amount: \$25,000 for 2005 and \$25,000 for 2006; **Total Award=\$50,000**
Project Description: City College of San Francisco's Construction Skills Department at the Evans Campus will design a contextualized hands-on curriculum to teach students the academic and discipline related skills needed to meet the entry-level requirements of the plumbing and electrical union apprenticeship programs. The pilot program will enroll between 25-30 participants, all from the BVHP Area (defined as Supervisorial District 10 that includes portions of zip codes 94124, 94134, and 94107) in a 24-month Plumbing & Electrical Pre-Apprenticeship Pilot Program at

the CCSF Evans Campus. As part of the Pilot Program CCSF is entering into a partnership with Chinese for Affirmative Action and Young Community Developers, who will provide wrap around services including recruitment, assessment, case management, placement, and retention services to program participants. CCSF is serving as the Program Coordinator and Fiscal Agent for the pilot program.

Lennar's Job Training and Employee Assistance Program Liaison, Dr. Laura Luster worked with CCSF and its partners, CAA & YCD, to raise an additional \$150,000 in program funding for the Pre-Apprenticeship Pilot Program. These funds are being utilized to cover the costs for recruitment, assessment, case management, job placement, and job retention services as well as for classroom supplies and participant stipends and supportive services. The Electrical & Plumbing Pre-Apprenticeship Pilot Program got underway in July 2006 and participants will complete their first 11 weeks of training in January 2007. The 28 program participants are receiving instruction in basic construction, introduction to electricity, and math. In addition, CCSF is providing weekly math tutoring. Classroom training will then continue through March 2007. CAA and YCD will work cooperatively with San Francisco's CityBuild program to place program graduates in apprenticeship positions in electrical and plumbing related trades as well as in entry-level career positions with local utility companies, water districts and departments of public works.

- **Professional Services**

- Grant recipient – Goodwill Industries (1500 Mission St. San Francisco, CA)
Amount: \$25,000 for 2005 and \$25,000 for 2006; **Total Award=\$50,000**
During contract negotiations with Lennar, Goodwill Industries completed a strategic planning process. A change in program emphasis emerged from that process, and Goodwill informed Lennar that it would not be able to proceed with the contract to provide construction industry-based professional services training.

At this time, Lennar is exploring other options for offering these training services.

- **Occupational Skills**

- Grant recipient – BAYCAT (Bayview Hunters Point Center for Arts & Technology) @ 2415 Third Street, Ste. #230 San Francisco, CA – Amount: \$75,000 for 2005 and \$75,000 for 2006; **Total Award=\$150,000**
 - **Project Description:** BAYCAT will create and execute an outreach strategy, develop a digital media arts curriculum and provide job training and internship opportunities for Bayview Hunters Point adults. BAYCAT will expand their current youth-focused education program to target the young adult population.
 - BAYCAT recruited young adults for its digital and medial arts programs. These participants have completed three courses: Design,

Motion Graphics and Film Making. BAYCAT is currently analyzing the results of their initial pilot activities and planning new strategies to enhance their recruitment efforts.

- **Youth Development**

- Grant recipient – City College of San Francisco Hekima Youth Program @ 1800 Oakdale Ave. Room 200 San Francisco, CA – Amount: \$37,500 for 2005 and \$37,500 for 2006; **Total Award=\$75,000**
 - **Project Description:** The Hekima Youth program will provide youth ages 15-17 in BVHP with the exposure, education, and training that will allow them to enter one of many career pathways in the rapidly expanding field of health.
 - The Hekima Youth program got under way in spring 2006. Nine students completed the Health Science Careers Class held at CCSF's Southeast Center. During the summer each participant completed an internship at San Francisco General Hospital. The Hekima Youth Program is currently analyzing the results of their initial activities and putting in place new strategies to enhance their enrollment and participant internship opportunities.
- Grant recipient – San Francisco Renaissance Parents for Success @ 1485 Bayshore Blvd. Ste. #348 San Francisco, CA – Amount: \$37,500 for 2005 and \$37,500 for 2006; **Total Award=\$75,000**
 - **Project Description:** Renaissance Parents of Success will serve (70) foster youth from the BVHP Area, ages 14 to 18 in 4, 6-month cycles of 17-18 youth each. The program will provide classroom-based and individualized job readiness training, job placement and job retention services for these youth. In addition to job placements, the program will also develop internship opportunities for youth to obtain exposure to careers and work experience.
 - The Renaissance Parents of Success program, Foster Youth Movement, got underway in February 2006. Since then the program has met all its enrollment targets. Participants have completed the job readiness classes and have prepared resumes. The program has been able to place more than 25 youth in jobs with such employers are Safeway, the League of Young Voters, Kentucky Fried Chicken, Scrubbie Janitorial, the Veterans Administration Hospital, ATT Park, Century theaters, Starbuck's, Marshall's, and Jamba Juice.
 - Additionally, some participants have been placed in internships with local community organizations including Infusion One or Booker T. Washington Community Center.

Milestones:

Each of the job training entities, with the exception of the construction industry professional services program, executed contracts with Lennar, commenced operations in 2006, and has successfully served BVHP Area residents.

Next Steps:

Year End Program Assessment. All of the programs will have completed their first year of operation by the end of the first quarter of 2007. At that time there will more data available to assess the effectiveness of the job training effort overall and the programs individually. Two of the programs, BAYCAT's Digital Design and Medial Arts Career Training Program and the CCSF/CAA/YCD Electrical & Plumbing Pre-Apprenticeship Program, are pilots, offering training that has not been previously available to BVHP Area residents. Assessing the activities and outcomes of these two programs will be particularly important as they have both targeted their training in local economic growth sectors in which there is an under-representation of entrants from ethnic minority and/or of disadvantaged economic backgrounds. If these programs are successful, they will have made a valuable contribution to the BVHP Area as well as to San Francisco's overall workforce development efforts.

LOCAL COMMUNITY PRIORITY LEASING PROGRAM

Introduction

Lennar/BVHP and all Vertical Developers shall implement a local priority-leasing program for businesses that have a primary business address in the BVHP Area with an established, fixed office in a non-portable building where regular business is transacted and that is appropriately equipped for the business of the enterprise. Such businesses must be listed in the Permits and License Tax Paid File with the City and County of San Francisco with a business address in the BVHP Area, possess a current Business Tax Registration Certificate issued by the City and County of San Francisco and show a primary business address in the BVHP Area. If the primary business address is not in the BVHP Area, then the business must include one or more owners of the business with at least a fifty-one percent (51%) ownership interest in the business and must provide Lennar/BVHP or the applicable Vertical Developer with satisfactory evidence that such owner(s) lives in the BVHP Area. The goals of the Priority Leasing Program are (i) to generate interest from BVHP Area Businesses so that a significant portion of the total prospective tenants who make inquiries, request brochures, attend tours and make offers on available lease space are BVHP Area Businesses; and (ii) to give priority consideration to displaced BVHP Area Businesses.

Local Community Priority Leasing Program Contact Person

Cliff Miller is the Local Community Priority Leasing Program Liaison. Please direct all questions and comments regarding this program to Cliff Miller at his office at 415-995-1770, fax at 415-995-1778 or e-mail at cmiller@lnrmail.lnrproperty.com

Leasing Plan

Lennar/BVHP shall include in all Purchase Agreements for the Lots requirement that (i) within 90 days following the commencement of the Vertical Development on the particular Lot, the Vertical Developer shall provide to the Agency for the Agency's approval a leasing plan; (ii) all vertical construction shall cease if the leasing plan is not delivered to and approved by the Agency within such 90 day period; and that among other things, the BVHP Area businesses must be equitably distributed throughout the retail areas.

The Priority Leasing Program aspect of the project will not be implemented until the Vertical Development phase of the commercial building parcels is developed. In the case of Parcel A, that is the development of Block 1, with 10,000 square feet of commercial space on the lot at Donahue Street and Innes Avenue.

SMALL BUSINESS ASSISTANCE PROGRAM
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Introduction

Lennar/BVHP must establish a Small Business Assistance Program that identifies opportunities to assist small businesses in the BVHP Area to obtain contracts for and participate in other business opportunities at the Shipyard. Lennar/BVHP shall require all of its contractors and consultants (other than legal and auditing) in connection with the Shipyard Project to use their best efforts to purchase no less than 20% of the dollar value of all of their Shipyard Project-related purchases from BVHP Area Small Businesses.

Small Business Assistance Program Contact Person

Clem Clarke of Lennar serves as the Small Business Assistance Program Liaison. Please contact Ms. Clarke with any questions or comments regarding the Small Business Assistance Program. Clem can be reached at her office at 415-995-1770, fax at 415-995-1778 or e-mail at clem.clarke@lennar.com.

Contractor and Consultant Participation

Lennar/BVHP has included in all contractors' and consultants' contracts (other than legal and auditing) the requirement to use their best efforts to purchase no less than twenty percent (20%) of the dollar value of all their Shipyard Project related purchases from BVHP Area Small Businesses.

Small Business Assistance Program Directory

Within 60 days after the Close of Escrow, Lennar/BVHP was required to develop a directory of BVHP Area Small Businesses (the "Directory"), post it on the Shipyard website and make it available at the Project Office and other outreach venues described in the Outreach Program. Lennar/BVHP has generated and maintains a small business database of BVHP Area Small Businesses including business contact information, a description of the business and how that business can provide products and services needed by Shipyard contractors, consultants and other parties doing business at the Shipyard or associated with the Shipyard project.

Lennar/BVHP is required to update the Directory no less than biannually. Lennar/BVHP has most recently updated the directory on November 30, 2006 and will continue to do so on a monthly basis, or as needed.

Lennar/BVHP shall supply each contractor and consultant with a current copy of the Directory prior to executing its contracts with them. The Directory was sent to all current consultants and it will be included with all future contracts.

Monthly Reports

Lennar/BVHP shall require each contractor and consultant to provide monthly progress reports on the dollars they spend with BVHP Area Small Businesses, (A) compared with the dollars they spend on their total Shipyard Project-related purchases; and (B) compared with the dollars they spend on their Shipyard Project-related purchases with non-BVHP Area businesses with less than 50 employees. All monthly reports were requested in an e-mail message that was sent to all Lennar consultants and contractors.

Networking Workshops

At least once a quarter during Phase 1, or less if such lesser number is determined by the Agency and Lennar/BVHP to be warranted, Lennar/BVHP shall host a small business networking workshop for BVHP Area Small Businesses. The purpose of the workshops are two-fold: (i.) to inform BVHP Area Small Businesses of the upcoming needs of contractors, consultants and Shipyard businesses; and (ii) to provide BVHP Area Small Businesses with an opportunity to market their goods and services to Lennar/BVHP and its contractors and consultants.

Lennar held its final SBA mixer for 2006 on November 16, 2006 from 6:00-7:30pm at Dago Mary's. The SBA mixer was attended by (25) BVHP Area small businesses. Additionally, a representative from the Mayor's Office of Community Development (MOCD) attended the mixer and provided the guests with an overview of the types of services MOCD were providing to BVHP Area small businesses. The MOCD rep gave out his contact information and stayed around until the end of the mixer to network with each attendee. Overall, the final mixer for 2006 was very successful. Several small businesses in attendance were able to network with each other and they were able to collaborate on new business opportunities.

The agenda for the mixer consisted of:

1. Small Business Assistance Program Goals
2. Components of the SBA Program and directory of BVHP Area Small Businesses
3. Purchasing goals for Lennar shipyard contractors and consultants
4. A list of purchasing needs of the shipyard's contractors, consultants and tenants

The Outreach was done by Singer & Associates and the following outreach took place:

Thursday, November 16, 2006 - Small Business Networking Mixer - Dago Mary's			
Email Blast	Sign-in sheets	October 26 2006	
Fax Blast	Community Benefits Exhibit L	November 2006	
Website		November 2006	Flyer and event date were posted on HPS website

Updates

- Lennar created a new SBA monthly tracking doc and submitted the doc to the City for their review
- Following up each month (on 15th) to all Hunters Point Shipyard consultants, subs and contractor in regards to their 20% required BVHP small business purchases

Challenges

The major challenges with this program are:

- A continuation of getting consultants and contractors to adhere to the monthly submission requirement
- A continuation of verifying whether the information submitted by consultants and contractors are accurate
- A continuation of emphasizing the importance of the 20% purchase requirement to BVHP area small businesses

Next Step:

- Continue to work towards tracking purchases made by Lennar consultants and contractors
- Seek suggestions on methods to report purchases
- Continue to provide the community with the latest information on this program

LENNAR/BVHP OUTREACH PROGRAM REPORT

2006 Final Quarter Report

As the Phase 1 Hunters Point Shipyard redevelopment continues into 2007, Lennar is proud of the success of their community outreach program. Lennar has conducted a variety of community outreach programs in the Bayview-Hunters Point community, as well as created background materials for the public, City and County of San Francisco legislative bodies and staff at the Agency. Subsequent to Lennar's dedication to the Bayview community, interest and support of the Community Benefits Programs of the Phase 1 Redevelopment of the Hunters Point Shipyard has significantly increased.

Since Lennar received Parcel A from the San Francisco Redevelopment Agency in April 2005, the goal of Lennar has been to create as much knowledge, understanding and support of the redevelopment plan and the Community Benefits Programs. A variety of methods are used to generate community awareness in the Bayview-Hunters Point community. Some of the key methods of communication used in the third quarter of 2006 to notify community members include:

- Ad placements in major, neighborhood and ethnic newspapers;
- Fax blasts to community organizations listed in Exhibit L of the Community Benefits Agreement;
- E-mail blasts to current and past workshop attendees and current CBA program participants;
- Postcard invitation mailers to impact zip codes for workshops;
- Flyer distribution in impact zip codes for workshops;
- Distribute surveys at General Construction, Infrastructure, Grading and Retaining Wall, as well as Homebuyers Assistance workshops to receive community input on workshop format and communications;
- Collaborating with other Lennar/BVHP outreach consultants that provide resources for mail and phone bank outreach.

Lennar provides outreach to a diverse set of community workshops to promote the variety of goals of the Community Benefits Programs. Please find below an analysis matrix overview of outreach performed in the final quarter of 2006.

Homebuyers Assistance – 4 community workshops

<i>Attendance for Final Quarterly Report</i> (September 2006 to December 2006):	115
<i>Attendance Year To Date (YTD):</i>	367
<i>Average workshop attendance (YTD):</i>	31

Construction Related Workshops

Financial Assistance workshop

Attendance for Final Quarterly Report
(September 2006 to December 2006): **33**

Attendance (YTD):
(Includes General Construction,
Financial Assistance, Grading and
Retaining and Infrastructure workshops): **137**

Average workshop attendance: **20**

Small Business Assistance Mixer (Mixer held on November 16, 2006)

Attendance for Final Quarterly Report
(September 2006 to December 2006): **25**

Attendance (YTD): **45**

Average workshop attendance: **23**

TOTAL COMMUNITY PARTICIPATION ATTENDANCE FOR THE FINAL QUARTER REPORT:	163
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2nd Annual Holiday Celebration

3,000 flyers were distributed within the impact zip codes, advertisements were placed in two of the neighborhood newspapers, and approximately 1,000 toys and prizes were given to families and children living in the Bayview.

Attendance for Final Quarterly Report
(September 2006 to December 2006): **roughly 500 people**

Attendance (YTD): **500**

Average workshop attendance: **500**

Conclusion

In analyzing outreach methods, Lennar has found that there isn't one standard technique that works well alone; instead, it is the combination of several forms of outreach that bring the highest numbers of attendance to Lennar community workshops. In the final quarter of 2006, workshop attendance has stayed at a consistent average of more than 20 attendees per workshop in all of the Community Benefits programs.

More importantly, we are mindful that building attendance in BVHP community meetings continues to be a challenge considering our workshops must compete with the various activities and time commitments, including work and family life.

We welcome the opportunity to explore additional outreach methods and techniques by meeting with the Agency in the future, to make sure there is a collective understanding on the expectation of outreach.

(Exhibit #1)

Technical Assistance Resources List
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The following are lists of technical and financial resources in San Francisco and within the area of San Francisco located within the portions of the 94124, 94134, and 94107 zip code areas (or any successor zip codes) that are located in Supervisorial District 10, as shown on that certain map of the City and County of San Francisco showing Precincts and Legislative Districts prepared by the Department of Elections and dated January 2004 (the “BVHP Area”), with business products and services targeting businesses in the BVHP Area.

There are a several institutions, which provide both technical and financial assistance and are on either list. Further, some of these resources provide multi lingual support. While most financial institutions will invest in businesses that will meet a certain profile, for purposes of this list we have identified those financial institutions with an outreach to, and/or an office in/or near the BVHP Area.

The various entities on the Technical Assistance List do provide an extensive range of services, which, at a minimum includes the following: **Research & Planning, Marketing & Sales, Finance, Loan Packaging, Business Software & Technology, Contracting Support, Negotiations, Certifications, Customer Services, Time & Operations Management, Land Use, Permits, Tax, Credit Management, Employee Relations, and various Legal Services.**

The list of financial assistance resources have multiple loan packages and in some cases local autonomy, the packages include but are not limited to: **Small Business Loan Program, Micro-Enterprise Loans, Section 108 Loans, Minority and/or Woman Owned Business Financing, SBA Loans, Cal CAP Loans, CEDLI Financing, Letter of Credit, Equipment Leasing, Lines of Credit, Payroll Services, Automated Tax Deposits, and Insurance Services.**

We understand that these services as well as the institutions providing these services may change and for that reason, we will actively monitor this list and update as appropriate. You may reach the Technical Assistance/Contractor Liaison at the Lennar/BVHP Shipyard trailers or by calling (415) 671-0829 to reach John Scott.

