



REPORT

DATE ISSUED: June 2, 2022

REPORT NO: HCR22-076

ATTENTION: Chair and Members of the San Diego Housing Commission
For the Agenda of June 10, 2022

SUBJECT: Appoint Members to San Diego Housing Commission Board of Commissioners' Committees and to the Boards of Directors of Housing Development Partners (HDP) and HDP Mason Housing Corporation

COUNCIL DISTRICT: Citywide

REQUESTED ACTION

Appoint members to the San Diego Housing Commission (Housing Commission) Board of Commissioners' Committees and to the Boards of Directors of the Housing Commission's nonprofit affiliate, Housing Development Partners (HDP), and HDP Mason Housing Corporation.

STAFF RECOMMENDATION

That the San Diego Housing Commission (Housing Commission) Board of Commissioners take the following actions:

- 1) Confirm the following recommended appointments to Housing Commission Committees, as referenced in this report:
 - A) **Strategic Plan Committee:** Vice Chair Ryan Clumpner, Commissioner Johanna Hester and Commissioner Melinda Vásquez
 - B) **Audit Committee:** Vice Chair Ryan Clumpner, Commissioner Johanna Hester and Commissioner Mitch Mitchell
 - C) **Investment Committee:** Chair Stefanie Benvenuto, Commissioner Melinda Vásquez and Commissioner Kellee Hubbard

- 2) Appoint Housing Commission Chair Stefanie Benvenuto, Commissioner Mitch Mitchell, Gary Gramling and Justine Nielsen as members of the Boards of Directors of the Housing Commission's nonprofit affiliate, Housing Development Partners (HDP), and HDP Mason Housing Corporation.

SUMMARY

HDP is a nonprofit public benefit corporation established by the Housing Commission in 1990. HDP develops and preserves affordable housing for San Diegans with low income through rehabilitation of existing buildings and new construction.

Buildings specially designed for seniors, families, workers and tenants with special needs are among the developments in HDP's real estate portfolio.

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A five-member Board of Directors that includes the Housing Commission's President and Chief Executive Officer (President & CEO) and two members of the Housing Commission Board of Commissioners governs HDP. The HDP Board of Directors also includes two at-large members who are appointed by the Housing Commission Board of Commissioners.

HDP Mason Housing Corporation is a nonprofit public benefit corporation established by HDP in 2011, with the primary mission of facilitating the acquisition and rehabilitation of The Mason in Downtown San Diego. The rehabilitation of The Mason was completed on September 28, 2012. Located at 1345 Fifth Avenue, San Diego, CA 92101, The Mason provides permanent supportive housing for 16 adults who experienced homelessness or were at risk of homelessness and who need mental health services.

HDP Mason Housing Corporation also is governed by a Board of Directors that consists of the Housing Commission President & CEO; two members of the Housing Commission Board of Commissioners; and two at-large members appointed by the Housing Commission Board of Commissioners.

Housing Commission staff recommends that Housing Commission Chair Stefanie Benvenuto, Commissioner Mitch Mitchell, Gary Gramling and Chris Clark be appointed to the HDP Board of Directors and to the HDP Mason Housing Corporation Board of Directors.

Chair Benvenuto was appointed to the Housing Commission Board of Commissioners by Mayor Kevin L. Faulconer and was confirmed by the City Council on April 11, 2017. The Board of Commissioners elected her as Chair of the Board on January 11, 2019. Chair Benvenuto is Director of Public Affairs for the San Diego Regional Chamber of Commerce. She previously served as the Chamber's Public Policy Manager, managing its Infrastructure, Housing & Land Use Committee, where she led efforts on housing affordability and availability. She is also a member of the Advisory Board of Housing You Matters, a broad-based coalition that convenes, advocates, and educates around solutions for increasing housing supply and lowering the cost of building new homes. SDHC is a member of Housing You Matters. Before joining the Chamber, she served as Director of Public Policy and Advocacy for Crittendon Services for Children & Families, a nonprofit organization that specializes in foster youth. She also worked as a District Director, Communications Director, and Field Representative for a former California State Assemblymember.

Commissioner Mitchell was appointed to the San Diego Housing Commission Board of Commissioners by Mayor Kevin L. Faulconer and was confirmed by the City Council on February 4, 2020.

Commissioner Mitchell is the Senior Vice President of Diversity and Community Partnerships for Sempra, the parent company of San Diego Gas & Electric (SDG&E) and additional utility companies. He also serves on the Boards of Directors of the Children's Hospital of Los Angeles Foundation, San Diego Museum of Art, Voice of San Diego, the Sharp Hospital Board of Trustees, the Lucky Duck Foundation and the San Diego Opera. He previously served as the Vice President of State Governmental Affairs and External Affairs for SDG&E and Southern California Gas Company. Before joining SDG&E and Southern California Gas in 2005, he served as Vice President of Public Policy and Communications for the San Diego Regional Chamber of Commerce. In addition, he previously represented American Medical Response as its Director of Governmental Relations, and served as former Mayor Susan Golding's Assistant Director of Government Relations.

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Gary Gramling served on the Housing Commission Board of Commissioners from February 17, 2009, through April 7, 2017, which included seven years as Chairman of the Board. Mr. Gramling, who has more than 30 years' experience in the building industry, earned the prestigious Elizabeth B. Wells Memorial Award from the National Association of Housing and Redevelopment Officials in 2016 for excellence in developing support for housing programs. Mr. Gramling has served on the Boards of Directors of HDP and HDP Mason Housing Corporation since 2010.

Justine Nielsen has served as the Senior Vice President of Development for IQHQ, a life sciences real estate development business, since December 2021. Her experience before joining IQHQ included serving as a land use partner and practice group leader at the law firm Procopio, Cory, Hargreaves & Savitch, where she was a member of the real estate practice. In addition, she is highly active in leadership in the Urban Land Institute (ULI) San Diego-Tijuana District Council. ULI promotes "community-focused development through educational programming and shared expertise." She also serves on the Board for the Downtown San Diego Partnership and recently completed a term on the City of San Diego Redistricting Commission.

FISCAL CONSIDERATIONS

The proposed action has no fiscal impact.

KEY STAKEHOLDERS and PROJECTED IMPACTS

The key stakeholders of this action are the Housing Commission Board of Commissioners, the Board of Directors of HDP, the Board of Directors of HDP Mason Housing Corporation, the ownership partners and residents of HDP affordable housing developments, participants in Housing Commission collaborative programs and developments, and the individuals Housing Commission collaborative developments and programs assist.

ENVIRONMENTAL REVIEW

California Environmental Quality Act (CEQA)

This activity is not a project as defined by the California Environmental Quality Act Section 21065 and State CEQA Guidelines Section 15378(b)(5), as it is an administrative activity of government that will not result in direct or indirect physical changes in the environment.

National Environmental Policy Act (NEPA)

Processing under the National Environmental Policy Act is not required as no federal funds are involved in this action.

CONFLICT DISCLOSURE:

HDP and HDP Mason Housing Corporation are 501(c)(3) nonprofit corporations, created to support the functions of the Housing Commission in developing affordable housing in the City of San Diego. Upon the approval of the recommended appointments, Housing Commission Chair Stefanie Benvenuto, Commissioner Mitch Mitchell, and Housing Commission Interim President & CEO Jeff Davis, will serve as non-compensated Directors of HDP and HDP Mason Housing Corporation. Housing Commission Chair Benvenuto and Commissioner Mitchell are not compensated for their service on the Housing Commission Board of Commissioners. Chair Benvenuto, Commissioner Mitchell and Interim President & CEO Davis are subject to certain federal, state and local conflict of interest regulations that govern decisions and contracts made by public officials.

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The California Political Reform Act (Government Code §87100 et seq.) generally prohibits public officials from making governmental decisions in which they have certain enumerated financial interests. No member of the HDP Board of Directors, the HDP Mason Housing Corporation Board of Directors, or the Housing Commission Board of Commissioners is financially interested in HDP or HDP Mason Housing Corporation as defined in the Political Reform Act, because they are not compensated for their service to these bodies and because HDP and HDP Mason Housing Corporation are not operated for-profit. (Gov. C. §87103(d); §82005.)

California Government Code §1090 generally prohibits a public official from being financially interested in any contracts made in his/her official capacity, or by anybody or board of which he/she is a member. Even though no contract is contemplated by this action, the activities of the Commissioners and President & CEO are not prohibited under Section 1090. The California Legislature has recognized certain situations in which the public official is not deemed interested in a contract. (Gov. C. §1091.5.) When the public official's only interest in a contract is that of a non-compensated member of a nonprofit organization involved in the contract, the public official is deemed not to be interested in the contract, provided that the interest is disclosed in the official records. (Gov. C. §1091.5(a)(7) and (a)(8).) Chair Benvenuto and Commissioner Mitchell will serve HDP and HDP Mason Housing Corporation as members of HDP's and HDP Mason Housing Corporation's governing boards, which interest is considered a "non-interest" for purposes of §1090. Chair Benvenuto and Commissioner Mitchell are not prohibited from making any contract between the Housing Commission and HDP or HDP Mason Housing Corporation in their official capacity as Commissioners. Mr. Davis has the same non-interest in HDP and HDP Mason Housing Corporation pursuant to §1091.5(a)(7) and (a)(8) as a non-compensated director of HDP and HDP Mason Housing Corporation.

No Commissioner has a prohibited financial interest in HDP or HDP Mason Housing Corporation that would legally preclude their participation in a hearing on the matters presented in this Report, under the provisions of federal, state and local conflict of interest law. Furthermore, Chair Benvenuto and Commissioner Mitchell are legally entitled to vote and be counted for quorum purposes at any meeting of the Housing Commission Board of Commissioners discussing HDP or HDP Mason Housing Corporation. Interim President & CEO Davis does not vote on matters before the Housing Commission Board of Commissioners, although he too has no conflict of interest under federal, state or local law.

In addition, the local Ethics Ordinance mirrors the provision of state law, as it affects Commissioners Benvenuto and Walsh and the President & CEO of the Housing Commission. None of them has any conflict of interest in connection with this matter.

It is requested by General Counsel that this disclosure be included within the official minutes of the action by the Board of Commissioners concerning this matter in accordance with the provisions of applicable law.

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Respectfully submitted,

Scott Marshall

Scott Marshall
Vice President
Communications & Government Relations
San Diego Housing Commission

Approved by,

Stefanie Benvenuto

Stefanie Benvenuto
Chair of the Board of Commissioners
San Diego Housing Commission

Docket materials are available in the "Governance & Legislative Affairs" section of the San Diego Housing Commission website at www.sdhc.org.