

AUSTIN AFFORDABLE HOUSING CORPORATION



BOARD OF DIRECTORS Regular Meeting

**Thursday, February 21, 2019
12:00 PM**

**HACA Central Offices
1124 S. IH 35 Austin, TX
Austin, TX**

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
REGULAR BOARD MEETING
OF THE AUSTIN AFFORDABLE HOUSING CORPORATION**

**TO BE HELD AT
HACA Central Offices
1124 S. IH 35 Austin, TX
Austin, TX
(512.477.4488)**

Thursday, February 21, 2019

12:00 PM

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

CONSENT AGENDA

Items on the Consent Agenda may be removed at the request of any Commissioner and considered at another appropriate time on this agenda. Placement on the Consent Agenda does not limit the possibility of any presentation, discussion, or action at this meeting. Under no circumstances does the Consent Agenda alter any requirements under Chapter 551 of the Texas Government Code, Texas Open Meetings Act.

CONSENT ITEMS

1. Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on November 15, 2018

ACTION ITEMS

2. Presentation, Discussion, and Possible Action on Resolution No.0116 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to:
 - a. Participate in the ownership of the Signature at Franklin Park, which consists of mixed-income housing units and associated amenities developed upon property to be leased from the Housing Authority of the City of Austin;
 - b. Cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Franklin Park GP, LLC (the “General Partner”) to acquire the general partner interest in Pleasant Valley Courtyards Housing, L.P., a Texas limited partnership (the “Partnership”), and to execute an amended and restated agreement of limited partnership of the Partnership and other related documents for the admission of the General Partner to the Partnership;
 - c. Cause the Partnership to enter into modifications to the development financing for the Project; and
 - d. Cause AAHC and/or the General Partner and/or the Partnership to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein.
3. Presentation, Discussion and Possible Action on Resolution No. 00117 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to

execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Norwood Estates.

EXECUTIVE SESSION

The Board may go into Executive Session (close its meeting to the public) Pursuant to:

- a. 551.071, Texas Gov't Code, consultations with Attorney regarding legal advice, pending or contemplated litigation; or a settlement offer;
- b. 551.072, Texas Gov't Code, discussion about the purchase, exchange, lease or value of real property;
- c. 551.074, Texas Gov't Code, discuss the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee.
- d. 551.087, Texas Gov't Code, discuss certain economic development negotiations.

OPEN SESSION

If there is an Executive Session, the Board will return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session.

REPORTS

The Board accepts the following reports:

- President's Report
- Other Staff Reports
- Commissioners' Reports/Questions to the Department Staff

ADJOURNMENT

"Pursuant to 30.06, Penal Code, (trespass by holder of license with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to 30.07, Penal Code (trespass by holder of license with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

"En virtud del 30.06, Código Penal, (traspaso titular de licencia con una pistola), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en este reunión con una arma o pistola.

"En virtud de 30.07, Código Penal (prevaricación por titular de la licencia con un arma o pistola abiertamente llevado), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con un arma o pistola que lleva abiertamente.

*The Housing Authority of the City of Austin (HACA) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as needed basis.

The Housing Authority of the City of Austin is committed to compliance with the Americans with Disability Act. Reasonable modifications and equal access to the communications will be provided upon request. Meeting locations are planned with wheelchair access. If requiring Sign Language Interpreters or alternative formats, please give notice at least 2 days (48 hours) before the meeting date. Please call Judy Paciocco or Nidia Hirons at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on HACA, please contact Nidia Hirons at 512.477.4488 x2104.

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: February 21, 2019

STAFF CONTACT: Ron Kowal, Vice President of Housing Development/Asset Mgmt

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on November 15, 2018

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to review and approve the Board Minutes Summary for the Board Meeting held on November 15, 2018.

ATTACHMENTS:

- ▣ **20181115 AAHC Minutes Summary**

**AUSTIN AFFORDABLE HOUSING CORPORATION
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

**NOVEMBER 15, 2018
SUMMARY OF MINUTES**

THE AUSTIN AFFORDABLE HOUSING CORPORATION (AAHC) BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 12:00 NOON ON WEDNESDAY, NOVEMBER 15, 2018, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Regular Board Meeting of the Austin Affordable Housing Corporation, of **November 15, 2018**, was called to order by Carl S. Richie, Jr., HACA Chairperson, at 12:16 pm. The meeting was held at the HACA Central Office, 1124 S. IH 35, Austin, TX

Roll call certified a quorum was present.

MEMBERS PRESENT:

Tyra Duncan-Hall, President
Mary Apostolou, Vice-President
Edwina Carrington, 2nd Vice-President
Charles Bailey, Director
Carl S. Richie, Jr., Director

MEMBER(S) ABSENT

STAFF PRESENT:

Ann Gass, Andrea Galloway, Kelly Crawford, Lisa Garcia, Martha Ross, Michael Cummings, Michael Gerber, Nidia Hiroms, Pilar Sanchez, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

ALSO IN ATTENDANCE:

Jim Ewbank, Cokinos, Bosien & Young
Arthur Troilo, Troilo Law Firm

CITIZENS COMMUNICATION - NONE.

CONSENT AGENDA

ITEM 1: Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on October 17, 2018

Director Bailey moved to Approve the Board Minutes Summary for the Board Meeting held on October 17, 2018. **Vice-President Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

ACTION ITEMS

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 111: by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to:

- a. Facilitate the acquisition of the Terracina Apartments (the “Development”), which consists of multifamily housing units and associated amenities in Austin, Texas to be ground-leased from the Housing Authority of the City of Austin;
- b. Cause AAHC’s subsidiary limited liability company (the “Owner”) to own the Development; Cause the Partnership to enter into development financing for the Project; and
- c. Cause the Owner to enter into acquisition and development financing for the Development; and
- d. Cause AAHC and/or the Owner to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein

On September 20th, 2018, the Board of the Austin Affordable Housing Corporation (AAHC) approved Resolution 111, authorizing AAHC to partner with Enterprise Community Partners and Austin Housing Conservancy (ACT), to purchase the Terracina Apartments. As part of this approval, the resolution authorized a loan amount to purchase not to exceed \$14,500,000. During final loan approval process, the Terracina Apartments appraised for a higher value allowing the partnership to borrow additional proceeds and offset the amount of capital needed to close. This resolution is asking the board to amend and restate Resolution No. 111 to allow loan proceeds not to exceed \$16,000,000.00.

Terracina Apartments is a 170-unit apartment complex built in 1971. Located at 8100 North Mopac Drive, the property is situated in one of the highest opportunity areas of Austin, Texas. Community amenities include two swimming pools with gazebo's and outdoor kitchen, a large two story clubhouse with full kitchen and businesscenter. A 24-hour fitness center, three 24-hour laundry facilities and covered parking. The property is home to many major employers in and around the area and feeds into the desirable NW Austin schools of Doss elementary, Murchison Middle School and Anderson High School. This property will accept Housing Choice Vouchers upon acquisition.

Vice-President Apostolou moved to Approve Resolution No. 111: by the Board of Directors of Austin Affordable Housing Corporation ("AAHC") authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the acquisition of the Terracina Apartments. **2nd Vice President Carrington** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board did not recess into Executive Session.

REPORTS

None presented.

ADJOURNMENT

Director Bailey moved to adjourn the meeting. **Vice-President Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 3:02 pm.

Michael G. Gerber, Secretary

Tyra Duncan-Hall, President

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00116

ITEM NO. 2.

MEETING DATE: February 21, 2019

STAFF CONTACT: Ron Kowal, Vice President of Housing Development/Asset Mgmt

ITEM TITLE: Presentation, Discussion, and Possible Action on Resolution No.0116 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to:

- a. Participate in the ownership of the Signature at Franklin Park, which consists of mixed-income housing units and associated amenities developed upon property to be leased from the Housing Authority of the City of Austin;
- b. Cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Franklin Park GP, LLC (the “General Partner”) to acquire the general partner interest in Pleasant Valley Courtyards Housing, L.P., a Texas limited partnership (the “Partnership”), and to execute an amended and restated agreement of limited partnership of the Partnership and other related documents for the admission of the General Partner to the Partnership;
- c. Cause the Partnership to enter into modifications to the development financing for the Project; and
- d. Cause AAHC and/or the General Partner and/or the Partnership to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to Approve Resolution No.0116 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to:

- a. Participate in the ownership of the Signature at Franklin Park, which consists of mixed-income housing units and associated amenities developed upon property to be leased from the Housing Authority of the City of Austin;
- b. Cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Franklin Park GP, LLC (the “General Partner”) to acquire the general partner interest in Pleasant Valley Courtyards Housing, L.P., a Texas limited partnership (the “Partnership”), and to execute an amended and restated agreement of limited partnership of the Partnership and other related documents for the admission of the General Partner to the

Partnership;

- c. Cause the Partnership to enter into modifications to the development financing for the Project; and
- d. Cause AAHC and/or the General Partner and/or the Partnership to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein.

SUMMARY

Background:

Austin Affordable Housing Corporation (AAHC) has been presented an opportunity to partner with Dominion on Signature at Franklin Park located at 4509 E St. Elmo Road, Austin, TX 78744. The property was built in 2004 and consists of 163 family apartment units. There is a Land Use Restriction Agreement (LURA) on the property restricting units to the following rent/income restrictions: 26 units at 30% Area Median Income (AMI), 52 units at 40% AMI, 52 units at 50% AMI and 33 units at market rate. Attached is a table of the income limits serving various restricted rent levels.

The property currently has many unit amenities including fully equipped kitchens with dishwashers, disposals, built-in microwaves, private patio or balcony, and washer and dryer connections. The property also has many common area amenities including a pool, playground, clubroom, business center, laundry facilities and a supportive services room. The property also has excellent transportation access with a bus stop by the site, and easy access to IH 35 and the airport.

This location is a rapidly changing area with many new developments from multi-family market apartments to retail shopping. The property was built by Southwest Housing as a 9% tax credit development. The property was subsequently sold to the Pinnacle group who is selling most of their affordable assets as they approach year 15.

The property was purchased from the Pinnacle Group by Dominion in November of 2018 and the 15-year tax credit period on this property expired in January of 2019.

Process:

The Dominion Group has asked AAHC to participate in the existing ownership structure, as the new General Partner (GP) of this asset; it is the intention of the partnership to re-syndicate this property using 4% tax credits with bonds to be able to make necessary upgrades and improvements to the development later this year. The property will be managed by the management arm of the Dominion Group.

In the January 30, 2019 Board Work Session, of the HACA, the Board set out affordability goals for future acquisitions and developments for the AAHC. By serving families with incomes ranging from 30% to 60% Area Family Median Income, the Signature at Franklin Park help HACA to meet these targeted affordability goals.

Staff Recommendation:

Austin Affordable Housing Corporation is asking the board for a resolution to participate in the ownership structure, cause AAHC to form a wholly owned subsidiary, AAHC Franklin Park GP, LLC (the “general partner”), to execute an amended and restated agreement of the limited partnership, cause the partnership to enter into modifications for the financing for the project, and execute any such further documentation necessary or desirable to allow the consummation of the transaction.

Below is a breakdown of the unit count at Signature at Franklin Park.

Unit Breakdown: 101 2-bed/1-bath units
49 3-bed/2-bath units

13 4-bed/2-bath units

ATTACHMENTS:

- ▣ **Income Limits by AMFI**

RESOLUTION NO. 00116

A Resolution by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to:

- 1. Participate in the ownership of the Signature at Franklin Park, which consists of mixed-income housing units and associated amenities developed upon property to be leased from the Housing Authority of the City of Austin;**
- 2. Cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Franklin Park GP, LLC (the “General Partner”) to acquire the general partner interest in Pleasant Valley Courtyards Housing, L.P., a Texas limited partnership (the “Partnership”), and to execute an amended and restated agreement of limited partnership of the Partnership and other related documents for the admission of the General Partner to the Partnership;**
- 3. Cause the Partnership to enter into modifications to the development financing for the Project; and**
- 4. Cause AAHC and/or the General Partner and/or the Partnership to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein.**

WHEREAS, AAHC is the sole member of the General Partner;

WHEREAS, the General Partner desires to be the sole general partner of the Partnership;

WHEREAS, the Partnership was formed for the purpose of owning, developing, managing, and otherwise dealing with the Signature at Franklin Park, a 163-unit apartment complex (the “Project”) located on a parcel of land located in Austin, Travis County, Texas (the “Land”), and intended for rental primarily to persons of low and moderate income;

WHEREAS, in connection with the General Partner’s admission to the Partnership, the Partnership desires to convey the Land to the Housing Authority of the City of Austin (“HACA”), and thereafter the Partnership desires to obtain site control of the Land from HACA, by entering into a ground lease (“Ground Lease”) with HACA for the Project;

WHEREAS, AAHC, the General Partner and Partnership desire to enter into certain equity documents for the purpose of admitting the General Partner as a general partner to the Partnership, including an Amended and Restated Agreement of Limited Partnership for the Partnership (the “Partnership Agreement”) and any other documents necessary to evidence the General Partner’s acquisition of an interest in the Partnership, including, without limitation, any certificates or other instruments required by the Texas Department of Housing and

Community Affairs (together with the Partnership Agreement, collectively referred to as the "Interest Transfer Documents");

WHEREAS, the Partnership has received a loan in the approximate principal amount of \$11,879,000 (the "Loan") from Tilden Park Investment Master Fund LP or an affiliate thereof (the "Lender");

WHEREAS, in connection with the General Partner's acquisition of the interest in the Partnership and the Partnership's execution of the Ground Lease, AAHC and/or the General Partner and/or the Partnership desire to enter into certain documents modifying the instruments evidencing the Loan to reflect the admission of the General Partner to the Partnership and the Partnership's acquisition of a leasehold interest in the Land pursuant to the Ground Lease, including, without limitation, certificates, affidavits, directions, amendments, notices, requests, waivers, and any other assurances, instruments, or other communications executed in the name of and on behalf of AAHC, the General Partner and/or the Partnership as may be deemed necessary or advisable in order to carry into effect or to comply with the requirements approved or authorized by these resolutions in connection with the Loan (all of such documents collectively, the "Financing Documents");

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC (both individually and in a representative capacity as identified in these resolutions), in consummation of the transactions herein described (both individually and in a representative capacity as identified in these resolutions), including, but not limited to, (i) the Financing Documents, (ii) the Interest Transfer Documents, and (iii) any and all such additional documents executed to consummate the transactions contemplated herein (collectively, the "Transaction Documents") shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his execution thereof; and it is further,

RESOLVED, that AAHC (both individually and in a representative capacity as identified in these resolutions), review, execute and approve all other documents necessary to effectuate the foregoing transactions, all on such terms and containing such provisions as the Executing Officer shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his/her execution and delivery thereof; and it is further

RESOLVED, that the authorization of AAHC, Partnership and/or General Partner to enter into the Transaction Documents and that execution and delivery in the name and on behalf of AAHC and/or General Partner and/or the Partnership, by any of the officers of AAHC of the Transaction Documents, in the form as so executed and delivered is hereby approved, ratified and confirmed; and it is further

RESOLVED, that any officer of AAHC (each an "Executing Officer"), acting alone without

the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of AAHC and/or General Partner and/or the Partnership, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the development of the Project, including but not limited to, the Transaction Documents, as the Executing Officer deems necessary in order to carry into effect the intent and purposes of these resolutions, and any other instruments approved by the Executing Officer (acting in a representative capacity as identified in these resolutions, acting individually and on behalf of the General Partner), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of AAHC and/or General Partner and/or Partnership, effective as of the date such action was taken; and it is further

RESOLVED, that action by any of the officers of AAHC, and any person or persons designated and authorized so to act by any such officer, to do and perform, or cause to be done and performed, in the name and on behalf of AAHC and/or General Partner and/or the Partnership, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in the name and on behalf of AAHC or otherwise, as they, or any of them, may deem to be necessary or advisable in order to carry into effect the intent of the foregoing resolutions or to comply with the requirements of the instruments approved or authorized by the foregoing resolutions is hereby approved, ratified and confirmed; and it is further

RESOLVED, that the Board of Directors finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit AAHC; and it is further

RESOLVED, that the Partnership be promptly notified in writing by the Secretary or any other officer of AAHC or any change in these resolutions, and until it has actually received such notice in writing, the Partnership is authorized to act in pursuance of these resolutions.

[End of Resolution]

PASSED, APPROVED AND ADOPTED this 21st day of February, 2019.

ATTEST:

PRESIDENT

SECRETARY

INCOME LIMITS**2018 Area Median Income:****\$86,000**

| AMFI % | Number of Household Members | | | | | | | |
|---------------|------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| 20 | \$ 12,040 | \$ 13,760 | \$ 15,480 | \$ 17,200 | \$ 18,580 | \$ 19,960 | \$ 21,340 | \$ 22,720 |
| 30 | \$ 18,060 | \$ 20,640 | \$ 23,220 | \$ 25,800 | \$ 27,870 | \$ 29,940 | \$ 32,010 | \$ 34,080 |
| 40 | \$ 24,080 | \$ 27,520 | \$ 30,960 | \$ 34,400 | \$ 37,160 | \$ 39,920 | \$ 42,680 | \$ 45,440 |
| 50 | \$ 30,100 | \$ 34,400 | \$ 38,700 | \$ 43,000 | \$ 46,450 | \$ 49,900 | \$ 53,350 | \$ 56,800 |
| 60 | \$ 36,120 | \$ 41,280 | \$ 46,440 | \$ 51,600 | \$ 55,740 | \$ 59,880 | \$ 64,020 | \$ 68,160 |
| 70 | \$ 42,140 | \$ 48,160 | \$ 54,180 | \$ 60,200 | \$ 65,030 | \$ 69,860 | \$ 74,690 | \$ 79,520 |
| 80 | \$ 48,160 | \$ 55,040 | \$ 61,920 | \$ 68,800 | \$ 74,320 | \$ 79,840 | \$ 85,360 | \$ 90,880 |
| 120 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00117

ITEM NO. 3.

MEETING DATE: February 21, 2019

STAFF CONTACT: Ron Kowal, Vice President of Housing Development/Asset Mgmt

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00117 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Norwood Estates.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00117 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Norwood Estates.

SUMMARY

Background:

Austin Affordable Housing Corporation has been presented an opportunity to partner with LDG Multifamily, LLC on a certain tract of land located at 916 & 918 Norwood Park Blvd., Austin, Texas. The project (Estates at Norwood Apartments) will consist of 228 family apartment units serving tenants at or below 60% of median family income.

This will be Phase II to LDG’s already-built Paddocks at Norwood property, also consisting of 228 family units. Located in a very strong growth area, the site has a Capital Metro bus stop adjacent to the site, schools are less than .5 mile away, and retail is within walking distance.

Process:

The development will use a mixture of 4% tax credits and bonds to finance the development with a total project cost of approximately \$43,000,000. The planned development will consist of 36 one bedroom and one bath units, 108 two bedroom and two bath units and 84 three bedroom and two bath units. All units will be marketed to HACA’s Housing Choice Voucher families.

HACA, through its Public Facility Corporation, will issue tax-exempt bonds in an amount not to exceed \$28,000,000.

In the January 30, 2019 HACA Board Work Session, the Board set out affordability goals for future acquisitions and developments for AAHC. By serving families with incomes at 60% and below Area Family Median Income, the Estates at Norwood meets these targeted affordability goals.

Unit Breakdown: 36 1-bed/1-bath units 850 sq ft
 108 2-bed/2-bath units 1,072 sq ft
 84 3-bed/2-bath units 1,185 sq ft

Staff Recommendation:

Board approval will allow AAHC to submit a non-competitive 4% tax credit application. Board resolution is a new requirement for non-profit General Partners under the 2019 TDHCA Qualified Allocation Plan (QAP). Staff will be presenting to the Board in future months on the progress and specifically any and all agreements and approvals. Staff will bring this matter back to the Board for final approval to proceed.

RESOLUTION NO. 00117

A resolution by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Norwood Estates

WHEREAS, AAHC is the sole member of LDG Estates at Norwood GP, LLC, a Texas limited liability company (the “**General Partner**”);

WHEREAS, the General Partner is the sole general partner of LDG Estates at Norwood, LP, a Texas limited partnership (the “**Partnership**”);

WHEREAS, the Partnership was formed for the purpose of owning, developing, managing, and otherwise dealing with Norwood Estates, a multifamily affordable apartment complex (the “**Project**”) to be developed on a parcel of land located in Austin, Travis County, Texas (the “**Land**”), and intended for rental to persons of low and moderate income;

WHEREAS, in connection with the development of the Project, the Partnership submitted a 4% housing tax credit application to the Texas Department of Housing and Community Affairs (the “**Application**”);

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC (both individually and in a representative capacity as identified in these resolutions), in consummation of the transactions herein described (both individually and in a representative capacity as identified in these resolutions), including, but not limited to, (i) the Application and (ii) any and all such additional documents executed to consummate the transactions contemplated herein (collectively, the "**Application Documents**") shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his execution thereof; and it is further,

RESOLVED, that the authorization of AAHC, Partnership and/or General Partner to enter into the Application Documents and that execution and delivery in the name and on behalf of FWAI and/or General Partner and/or the Partnership, by any of the officers of AAHC of the Application Documents, in the form as so executed and delivered is hereby approved, ratified and confirmed; and it is further

RESOLVED, that any officer of AAHC (each an "**Executing Officer**"), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of AAHC and/or General Partner and/or the Partnership, to execute and deliver all other documents and other writings of every nature whatsoever in connection

with the development of the Project, including but not limited to, the Application Documents, as the Executing Officer deems necessary in order to carry into effect the intent and purposes of these resolutions, and any other instruments approved by the Executing Officer (acting in a representative capacity as identified in these resolutions, acting individually and on behalf of the General Partner), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of AAHC and/or General Partner and/or Partnership, effective as of the date such action was taken; and it is further

RESOLVED, that the Board of Directors finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit AAHC; and it is

RESOLVED, that the Partnership be promptly notified in writing by the Secretary or any other officer of AAHC or any change in these resolutions, and until it has actually received such notice in writing, the Partnership is authorized to act in pursuance of these resolutions.

PASSED, APPROVED AND ADOPTED this 21st day of February 2019.

ATTEST:

TYRA DUNCAN-HALL, PRESIDENT

MICHAEL GERBER, SECRETARY