

**AUSTIN AFFORDABLE
PFC, INC.**

**BOARD OF DIRECTORS
Regular Meeting**

**Thursday, December 19, 2019
12:00 PM**

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

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
REGULAR BOARD MEETING
OF THE AUSTIN AFFORDABLE PFC, INC.**

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

**Thursday, December 19, 2019
12:00 PM**

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

Citizens Communication (Note: There will be a three-minute time limitation)

CONSENT ITEMS

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on November 21, 2019

ACTION ITEMS

2. Presentation, Discussion, and Possible Action regarding Resolution No. 00062: authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Bridge at Loyola Lofts), Series 2020; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject

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 esta 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 Nidia Hiroms 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 Hiroms at 512.477.4488 x2104.

AUSTIN AFFORDABLE PFC, INC.

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: December 19, 2019

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

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on November 21, 2019

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on November 21, 2019.

ATTACHMENTS:

- ▣ **20191121 AAPFC Minutes Summary**

**AUSTIN AFFORDABLE PFC, INC.
BOARD OF DIRECTORS
REGULAR MEETING**

NOVEMBER 21, 2019

SUMMARY OF MINUTES

THE AUSTIN AFFORDABLE PFC., INC. (AAPFC) BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 12:00 NOON ON THURSDAY, NOVEMBER 21, 2019, AND WAS HELD AT THE BRIDGE AT ASHER APARTMENTS CLUB ROOM, 10505 S. IH 35, AUSTIN, TX

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Regular Board Meeting of the Austin Affordable PFC, Inc., of November 21, 2019, was called to order by Charles Bailey, HACA Vice-Chairperson, at 12:29 p.m. The meeting was held at The Bridge at Asher Apartments Club Room, 10505 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

MEMBER(S) ABSENT:

Carl S. Richie, Jr., Director

STAFF PRESENT:

Andrea Galloway, Ann Gass, Kelly Crawford, Ken Bodden, Leilani Lim-Villegas, Lisa Garcia, Martha Ross, Michael Gerber, Michael Roth, Nidia Hiroms, Nora Morales, Pilar Sanchez, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

ALSO IN ATTENDANCE:

Bill Walter, Coats Rose
Wilson Stoker, Cokinos, Bosien & Young

CITIZENS COMMUNICATION – NONE.

CONSENT AGENDA

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:

ITEM 1: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on October 17, 2019

President Duncan-Hall moved to Approve the Board Minutes Summary for the Board Meeting held on October 17, 2019. **Vice-President Apostolou** seconded the motion. The motion Passed (4-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. 00060: authorizing the issuance, sale and delivery of Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019A and Taxable Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019B; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject

Austin Affordable Housing Corporation was presented with an opportunity to partner with LDG Development LLC on a 26.3 acre tract of land located at 4506 E. William Cannon Drive, Austin, Texas 78744. The project (Bridge at Canyon View) will consist of 215 family apartment units serving residents at or below 60% Area Median Income. The Board has seen this project three times before: December 2016 for the Bond Inducement and 3 year Carry Forward Resolution, March 2017 for the Public Hearing and March 2019 for the Tax Credit Application Resolution. The project was originally envisioned as a senior property, but when HUD changed their minimum qualifying senior age from 55 and above to 62 and above, it was determined that the demand was not as favorable for this project. In further research, market studies showed a higher demand and need for family units in the area. This research and eventual change (including configuration and unit count adjustment) is the reason for the additional time between presentations to the board. The two closest current projects AAHC owns are Urban Oaks and Bridge at South Point to the West.

The development will use a mix of 4% tax credits and bonds to finance the construction with a total project cost of

approximately \$53,000,000. The planned development will consist of 71 one bedroom/one bath units, 54 two bedroom/two bath units and 90 three bedroom/two bath units. As with all AAHC properties, 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 \$25,000,000 and a taxable tail not to exceed \$15,000,000. 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 Median Income, the Bridge at Canyon View meets these targeted affordability goals.

Unit Breakdown:

71 1-bedroom/1-bath 713-718 sq ft

54 2-bedroom/2-bath 949-954 sq ft

90 3-bedroom/2-bath 1,265-1,270 sq ft

Board approval allows authorization of the issuance, sale and delivery of Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019A and Taxable Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019B; authorization of the execution and delivery of documents and instruments necessary to carry out the financing of such Multifamily Residential Rental Development; and containing other provisions relating to the subject.

2nd Vice-President Carrington moved to Approve Resolution No. 00060: authorizing the issuance, sale and delivery of Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019A and Taxable Multifamily Housing Revenue Bonds (The Bridge at Canyon View Apartments), Series 2019B; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject in an amount not to exceed \$25,000,000. **Vice-President Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00061: authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Estates at Norwood), Series 2019; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject

Austin Affordable Housing Corporation was presented with an opportunity to partner with LDG Development LLC on a certain tract of land located at 916 & 918 Norwood Park Blvd, Austin, Texas 78753. The project (Estates at Norwood) will consist of 228 family apartment units serving residents at or below 60% Area Median Income. The board has seen this project three times before: November 2018 for the bond inducement resolution, February 2019 the Tax Credit Application Resolution, and July 2019 to amend the Inducement Resolution. The two closest current projects AAHC owns are Bridge at Granada to the Northeast and HACA RAD PBRA property Pathways at Georgian Manor farther Northeast.

The development will use a mix of 4% tax credits and bonds to finance the construction with a total project cost of approximately \$44,000,000. The planned development will consist of 36 one bedroom/one bath units, 108 two bedroom/two bath units and 84 three bedroom/two bath units. As with all AAHC properties, 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 \$35,000,000. 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 Median Income, the Bridge at Canyon View meets these targeted affordability goals.

Unit Breakdown:

36 1-bedroom/1-bath 806 sq ft

108 2-bedroom/2-bath 1,033 sq ft

84 3-bedroom/2-bath 1,202 sq ft

Board approval authorizes the issuance, sale and delivery of Multifamily Housing Governmental Note (Estates at Norwood), Series 2019; authorize the execution and delivery of documents and instruments necessary to carry out the financing of such Multifamily Residential Rental Development; and containing other provisions relating to the subject.

2nd Vice-President Carrington moved to Approve Resolution No. 00061: authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Estates at Norwood), Series 2019; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject in an amount not to exceed \$35,000,000. **Vice-President Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

THE BOARD DID NOT RECESS INTO EXECUTIVE SESSION.

ADJOURNMENT

Vice-President Apostolou moved to Adjourn the meeting. **2nd Vice-President Carrington** seconded the motion. The motion

November 21, 2019

Page 2 of 3

ITEM NO.1 - Page 3 of 4

Passed (4-Ayes and 0-Nays).

The meeting adjourned at 1:25 p.m.

Michael G. Gerber, Secretary

Dr. Tyra Duncan-Hall, President

AUSTIN AFFORDABLE PFC, INC.

BOARD ACTION REQUEST

RESOLUTION NO. 00062

ITEM NO. 2.

MEETING DATE: December 19, 2019

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00062: authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Bridge at Loyola Lofts), Series 2020; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00062: authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Bridge at Loyola Lofts), Series 2020; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject.

SUMMARY

Background:

Austin Affordable Housing Corporation has been presented an opportunity to partner with NRP a certain tract of land located at 6420 Loyola Lane, Austin, Texas 78724. The project (Bridge at Loyola Lofts) will consist of 204 family apartment units serving residents at 40% to 80% Area Median Income. The development will use income averaging with an average of 60% for the development. The Board has seen this project three times before: March 2019 for the bond inducement resolution, April 2019 the Tax Credit Application Resolution, and November 2019 for the public hearing. The closest current project AAHC owns Reserve at Springdale directly west on the opposite side of Ed Bluestein Blvd.

Process:

The development will use a mix of 4% tax credits and bonds to finance the construction with a total project cost of approximately \$46,000,000. The planned development will consist of 19 one bedroom/one bath units, 79 two bedroom/two bath units, 90 three bedroom/two bath units and 16 four bedroom/two bath units. As with all AAHC properties, 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

\$30,000,000. 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 Median Income, the Bridge at Loyola Lofts meets these targeted affordability goals.

Unit Breakdown:

19 1-bedroom/1-bath 666 sq ft
79 2-bedroom/2-bath 938-1,012 sq ft
90 3-bedroom/2-bath 1,127-1,135 sq ft
16 4-bedroom/2-bath 1,423 sq ft

Staff Recommendation:

Board approval will allow authorization of the issuance, sale and delivery of Multifamily Housing Governmental Note (Bridge at Loyola Lofts), Series 2020; authorization of the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject.

ATTACHMENTS:

- ▣ **Exhibit to Resolution**

RESOLUTION NO. 00062

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL NOTE (BRIDGE AT LOYOLA LOFTS) SERIES 2020; APPROVING THE FORM AND SUBSTANCE OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS NECESSARY TO CARRY OUT THE FINANCING OF SUCH MULTIFAMILY RENTAL RESIDENTIAL DEVELOPMENT; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, Austin Affordable PFC, Inc. (the “Governmental Lender”) has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), for the purpose of assisting the Housing Authority of the City of Austin (the “Sponsor”) in financing, refinancing or providing public facilities; and

WHEREAS, the Act authorizes the Governmental Lender: (a) to make loans to any person to provide financing for rental residential developments located within the corporate limits of the City of Austin, Texas (the “City”), and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Governmental Lender; (b) to borrow funds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with any such borrowing by the Governmental Lender; and (c) to pledge all or any part of the revenues, receipts or resources of the Governmental Lender, including the revenues and receipts to be received by the Governmental Lender from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Governmental Lender in order to secure the repayment of any such borrowing by the Governmental Lender; and

WHEREAS, the Board of Directors of the Governmental Lender (the “Board”) has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Note (Bridge at Loyola Lofts) Series 2020 (the “Governmental Note”) pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of January 1, 2020 (the “Funding Loan Agreement”), between the Governmental Lender, BOKF, NA, as fiscal agent (the “Fiscal Agent”), and Bridge at Loyola Navistone Instrument Purchaser LLC, as initial funding lender (the “Funding Lender”), for the purpose of lending the proceeds thereof to Bridge at Loyola Lofts, LP, a Texas limited partnership (the “Borrower”), to provide financing for the acquisition, construction and equipping of a multifamily rental residential development to be known as the Bridge at Loyola Lofts to be located within the City at approximately 6400 Loyola Lane and 6800 Johnny Morris Road, Austin, Texas 78724, described more fully on Exhibit A attached hereto (the “Project”), all in accordance with the Constitution and laws of the State of Texas; and

WHEREAS, the Board, by resolution adopted on September 20, 2018, declared its intent to provide financing for the Project; and

WHEREAS, in order to assist in carrying out such acquisition, construction and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Project Loan Agreement dated as of January 1, 2020 (the “Project Loan Agreement”), between the Governmental Lender, Fiscal Agent and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Note (the “Mortgage Loan”) to the Borrower to enable the Borrower to finance the cost of acquisition, construction and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Governmental Lender promissory note (the “Multifamily Note”) in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Note, and providing for payment of interest on such principal amount equal to the interest on the Governmental Note and to pay other costs described in the Project Loan Agreement; and

WHEREAS, in order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”), the Governmental Lender will require the Borrower to enter into a Regulatory Agreement and Declaration of Restrictive Covenants dated as of January 1, 2020 (the “Regulatory Agreement”) with respect to the Project; and

WHEREAS, it is anticipated that the Multifamily Note will be secured by a Multifamily Leasehold Deed of Trust (with Security Agreement, Assignment of Rents and Fixture Filing) (the “Mortgage”) from the Borrower for the benefit of the Governmental Lender, and documented by a Construction Phase Financing Agreement, the Construction Continuing Covenant Agreement, the Amended and Restated Project Note and Security Agreement, the Continuing Covenant Agreement, and related transfer, sale and assignment documents (collectively, the “Funding Loan Documents”); and

WHEREAS, the Governmental Lender’s rights (except for certain reserved rights) under the Mortgage Loan, including the Multifamily Note and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Deed of Trust and Loan Documents (the “Assignment”) between the Governmental Lender and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower; and

WHEREAS, the Board desires to ratify certain other actions heretofore taken with respect to the Governmental Note; and

WHEREAS, the Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Note and all other funds received and held under the Funding Loan Agreement; and

WHEREAS, Section 147(f) of the Code requires that the Governmental Note be approved by the “applicable elected representative” (the “AER”) after a public hearing following reasonable public notice; and

WHEREAS, with respect to notes issued by the Governmental Lender, the AER is the Mayor of the City; and

WHEREAS, notice of a public hearing with respect to the Governmental Note and the Project held by the Governmental Lender on September 9, 2019, was published no less than 14 days before such date in a newspaper of general circulation available to residents within the City; and

WHEREAS, the Board held such public hearing on the date and at the time and place set out in such published notice, and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Governmental Note and the Project to be heard; and

WHEREAS, the Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Project Loan Agreement, the Regulatory Agreement, the Multifamily Note, the Mortgage, and the Assignment, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Note, the execution and delivery of such documents and the taking of such other actions as may be necessary or convenient;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF GOVERNMENTAL LENDER THAT:

Section 1.--Public Hearing. The Board hereby finds, determines, recites and declares that a public hearing with respect to the Governmental Note and the Project was held on September 9, 2019; that notice of such public hearing was published no less than 14 days before such date in a newspaper of general circulation available to residents within the City; that such notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the maximum aggregate principal amount of the Governmental Note; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

Section 2.--Issuance, Execution, Sale and Delivery of the Governmental Note. The issuance of the Governmental Note is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President or Secretary of the Governmental Lender each are authorized hereby to execute, attest and affix the Governmental Lender's seal to the Governmental Note (if any) and to deliver the Governmental Note to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Note and deliver the Governmental Note as provided in the Funding Loan Agreement.

Section 3.--Interest Rate, Principal Amount, Maturity and Price. The officers of the Governmental Lender are hereby authorized to fix and determine the interest rate, principal amount, maturity and price of the Governmental Note, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided, however, that: (a) the interest rate on the Governmental Note shall not exceed 7% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Note (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Governmental Note shall not exceed \$30,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than January 1, 2060.

Section 4.--Approval, Execution and Delivery of the Funding Loan Agreement. The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President or the Secretary of the Governmental Lender are each hereby authorized to execute and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

Section 5.--Approval, Execution and Delivery of the Project Loan Agreement. The form and substance of the Project Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Project Loan Agreement and to deliver the Project Loan Agreement to the Borrower.

Section 6.--Approval, Execution and Delivery of the Regulatory Agreement. The form and substance of the Regulatory Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Regulatory Agreement and to deliver the Regulatory Agreement to the Borrower and the Fiscal Agent.

Section 7.--Determination of Moderate Income. The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project, until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income, as established by the Governmental Lender.

Section 8.--Acceptance of the Mortgage and the Multifamily Note. That the Mortgage and the Multifamily Note are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Note to the order of the Fiscal Agent, without recourse.

Section 9.--Execution and Delivery of Other Documents. The officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignment and the Funding Loan Documents, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Section 10.--Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the officers of the Governmental Lender are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Governmental Lender shall be indicated by such officers' execution of the documents.

Section 11.--Incorporation of Preamble. The recitals in the preamble of this Resolution are true, correct and complete and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

Section 12.--Submission to the Attorney General of Texas. The Board hereby authorizes the submission by bond counsel to the Attorney General of Texas, for approval as required under Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes.

Section 13.--Purposes of Resolution. The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Local Government Code and will accomplish a valid public purpose of the Governmental Lender by assisting persons of low and moderate income in the City to obtain decent, safe and sanitary housing at affordable prices.

Section 14.--Limited Obligations. The Governmental Note and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Agreement to secure payment of the Governmental Note and under no circumstances shall the Governmental Note be payable from any other revenues, funds, assets or income of the Governmental Lender.

Section 15.--Ratification of Certain Prior Actions. All other prior actions taken for or on behalf of the Governmental Lender in connection with the Governmental Note are hereby ratified, confirmed and approved.

Section 16.--Approval Conditions. The actions and obligations authorized in this Resolution shall be subject to and conditioned upon receipt by the Governmental Lender on the date of delivery of the Governmental Note of the appropriate opinions of bond counsel with respect to the Governmental Note.

Section 17.--Information Return for Tax Exempt Private Activity Bonds. The Board further directs that an officer of the Governmental Lender submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Governmental Note is issued, a statement containing the information required by Section 149(e) of the Code.

Section 18.--Reserved. Section 19.--Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

PASSED, APPROVED AND ADOPTED this 19th day of December, 2019.

ATTEST:

President

Secretary

[End of Resolution.]

**EXHIBIT A
PROJECT AND BORROWER**

Borrower: Bridge at Loyola Lofts, LP, a Texas limited partnership

Project: 204-unit multifamily residential rental development to be known as the Bridge at Loyola Lofts

The Project will be located at approximately 6400 Loyola Lane and 6800 Johnny Morris Road, Austin, Texas 78724. It will consist of 4 residential apartment buildings with approximately 212,428 net rentable square feet. The unit mix will consist of:

<u>19</u>	one-bedroom/one-bath units
<u>79</u>	two-bedroom/two-bath units
<u>90</u>	three-bedroom/two-bath units
<u>16</u>	four-bedroom/two-bath units
204	Total Units