

AUSTIN AFFORDABLE HOUSING CORPORATION



BOARD OF DIRECTORS Regular Meeting

**Thursday, June 15, 2023
1:00 PM**

**HACA Central Office, 1124 S. Interstate Highway 35
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 Office, 1124 S. Interstate Highway 35
Austin, TX
(512.477.4488)**

Thursday, June 15, 2023

1:00 PM

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

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

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 the Board Minutes Summary for the Board Meeting held on April 20, 2023

ACTION ITEMS

2. Presentation, Discussion and Possible Action on Resolution No. 00231 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: (i) facilitate the development of The Rhett (the "Development"), which consists of affordable housing units and associated amenities to be built upon land to be ground-leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly-owned, subsidiary limited liability company, AAHC Rhett GP, LLC (the "General Partner") to execute an amended and restated agreement of limited partnership of The Rhett, LP (the "Partnership") and other related documents, including any development and purchase option and right of first refusal agreements; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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. 00232 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: (i) facilitate the acquisition of the Bridge at Tech Crossing 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 ("HACA"); (ii) cause

AAHC's subsidiary limited partnership (the "Owner") to own the Development; (iii) cause the Owner to enter into acquisition and development financing for the Development; and (iv) 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

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 will receive program updates from the President/CEO and other senior 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 HOUSING CORPORATION

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: June 15, 2023

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 April 20, 2023

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 April 20, 2023.

ATTACHMENTS:

- ▣ **20230420 AAHC Minutes Summary**

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

APRIL 20, 2023

SUMMARY OF MINUTES

THE AUSTIN AFFORDABLE HOUSING CORPORATION (AAHC) BOARD OF DIRECTORS ANNUAL MEETING NOTICE WAS POSTED FOR 12:00 PM ON THURSDAY, APRIL 20, 2023, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX AND VIRTUALLY

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Annual Board Meeting of the Austin Affordable Housing Corporation, of April 20, 2023, was called to order by Chuck Bailey, HACA Vice-Chairperson, at 12:18 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:

Edwina Carrington, Chairperson
Charles Bailey, Vice-Chairperson
Mary Apostolou, 2nd Vice-Chairperson
Dr. Tyra Duncan-Hall, Director

MEMBER(S) ABSENT:

Carl S. Richie, Jr., Director

ALSO IN ATTENDANCE:

Bill Walter, Coats Rose Law Firm
Lauren Aldredge, Cokinis Law Firm

STAFF PRESENT:

Barbara Chen, Jorge Sanchez, Keith Swenson, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

PUBLIC COMMUNICATION – (3 minute time limit)

NONE

Public communication was opened up during each item on the agenda. No one provided any communication during any of the items.

CONSENT ITEMS

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 February 16, 2023

Director Duncan-Hall moved to Approve the Board Minutes Summary for the Board Meeting held on February 16, 2023. **2nd Vice-Chair Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00224: Approval to ratify all actions taken by the Board of Directors during FYE 2023, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolution

Upon past advisement of legal counsel, Resolution No. 00224 was drafted to ensure all actions taken by the Board during FYE 2023 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Directors. This is an action that is presented for board action on an annual basis.

Director Duncan-Hall moved to Approve Resolution No. 00224: Approval to ratify all actions taken by the Board of Directors during FYE 2023, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolution. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ACTION ITEMS

ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00225: Election of new Officers for the Austin Affordable Housing Corporation

With the current officer terms expiring at the end of April 2023, and new terms beginning May 1, 2023, it is necessary for the

April 20, 2023

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Board to elect new officers for the Austin Affordable Housing Corporation Board of Directors. Resolution No. 00225 approves the following board officers: Chairperson-Edwina Carrington; Vice-Chairperson-Chuck Bailey; 2nd Vice-Chairperson-Mary Apostolou.

Chairperson Carrington moved to Approve Resolution No. 00225: Election of new Officers for the Austin Affordable Housing Corporation. The new officers for AAHC are Chairperson-Edwina Carrington; Vice-Chairperson-Chuck Bailey; 2nd Vice-Chairperson-Mary Apostolou. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 4: Presentation, Discussion and Possible Action on Resolution No. 00226 By the Board of Directors of Austin Affordable Housing Corporation authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: 1. Facilitate the redevelopment of the Pathways at Rosewood Courts East, which consists of affordable housing units and associated amenities built upon land to be ground-leased from the Housing Authority of the City of Austin; 2. Cause AAHC's wholly owned, subsidiary limited liability company, Pathways at Rosewood Courts East GP, LLC (the "General Partner") to execute an amended and restated agreement of limited partnership of Pathways at Rosewood Courts East, LP (the "Partnership") and other related documents, including any development and purchase option and right of first refusal agreements; 3. Cause the Partnership to enter into 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

The Board was asked to approve Resolution No. 00226 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the redevelopment of the Pathways at Rosewood Courts East.

In April 2021, the Board adopted an initial inducement resolution for \$30,000,000 for the redevelopment of Rosewood Courts. A second inducement resolution for \$5,000,000 was adopted in September 2022 to allow for a supplemental issuance of bonds for Rosewood.

Additional bonds will provide a cushion to ensure that the transaction meets the "50% Test". The IRS Code provides that if 50% or more of the aggregate basis of any building and the land on which the building is located is financed by tax-exempt volume cap bonds, then no allocation is needed from the state agency. If the project fails to meet the 50% test, only the portion of the eligible basis financed by the tax-exempt bonds will qualify for 4% tax credits.

2nd Vice-Chairperson Apostolou moved to Approve Resolution No. 00224: Approval to ratify all actions taken by the Board of Directors during FYE 2023, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolution. **Vice-Chairperson Bailey** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 5: Presentation, Discussion and Possible Action on Resolution No. 00227 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: (i) facilitate the development of the Estates at Norwood (the "Project"), which will consist of affordable housing units and associated amenities to be developed upon property ground leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly owned, subsidiary limited liability company, LDG Estates at Norwood GP, LLC (the "General Partner") to execute an amendment to the amended and restated agreement of limited partnership of LDG Estates at Norwood, LP (the "Partnership") and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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

The Board was asked to approve Resolution No. 00227 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the development of the Estates at Norwood.

Austin Affordable PFC, Inc. issued bonds for the Estates at Norwood (located at 916 Norwood Park, Austin 78753) in December 2019 and construction started soon thereafter. The property includes 228 units affordable to families earning 60% AMI and below with family friendly amenities.

The project is financed using the 4% tax credit/tax-exempt bond structure. Unit breakdown: 36 one bedroom/one bath, 108 two bedroom/ two bath and 84 three bedroom/two bath units. All units will be marketed to HACA's Housing Choice Voucher Program residents.

The year after Estates at Norwood closed, Congress passed legislation that raised the floor of the 4% tax credits to a true 4%. Up until 2020, the rate floated and was as low as 3.2%. The tax credits received on this development were based on a tax credit rate of less than 4%.

With TDHCA's approval, AAHC is able to request a supplemental issuance of tax credits to bring it up to the current 4% floor. Under this program, the tax credits go hand and hand with the tax-exempt bonds. In order to obtain the supplemental credits, we are required to obtain additional tax-exempt bonds.

Austin Affordable PFC, Inc. requested and was granted an inducement for a supplemental issuance of tax exempt bonds by the Board in December 2022. Soon thereafter, the bond issuance was awarded.

Staff is asking for approval of final resolutions to close the supplemental issuance in the amount of \$5,000,000. This will also come with an additional tax credit award in the amount of \$4,832,630.

Vice-Chairperson Bailey moved to Approve Resolution No. 00227 by the Board of Directors of Austin Affordable Housing Corporation authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the development of the Estates at Norwood (the "Project"), which will consist of affordable housing units and associated amenities to be developed upon property ground leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly owned, subsidiary limited liability company, LDG Estates at Norwood GP, LLC (the "General Partner") to execute an amendment to the amended and restated agreement of limited partnership of LDG Estates at Norwood, LP (the "Partnership") and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 6: Presentation, Discussion and Possible Action on Resolution No. 00228 by the Board of Directors of Austin Affordable Housing Corporation authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the development of Bridge at Loyola Lofts (the "Project"), which will consist of affordable housing units, market rate units and associated amenities built upon land ground leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly owned, subsidiary limited liability company, Bridge at Loyola Lofts GP, LLC (the "General Partner") to execute, deliver and perform all obligations of the General Partner under that certain amendment to the amended and restated limited partnership agreement of Bridge at Loyola Lofts, LP (the "Partnership") and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) cause AAHC and/or the General Partner and/or the Partnership to execute, deliver and perform each of their respective obligations under any such further documentation as necessary or desirable to allow the consummation of the transactions described herein

The Board was asked to approve Resolution No. 00228 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the development of Bridge at Loyola Lofts.

Austin Affordable PFC, Inc. issued bonds for the Bridge at Loyola Lofts (located at 6400 Loyola Lane, Austin 78724) in December 2019 and construction started soon thereafter. The property includes 204 units affordable to families earning 60% AMI and below with family friendly amenities.

The project is financed using the 4% tax credit/tax-exempt bond structure. Unit breakdown: 19 one bedroom/one bath, 79 two bedroom/ two bath, 90 three bedroom/two bath and 16 four bedroom/two bath units. All units will be marketed to HACA's Housing Choice Voucher Program residents.

The year after Bridge at Loyola Lofts closed, Congress passed legislation which raised the floor of the 4% tax credits to a true 4%. Up until 2020, the rate floated and was as low as 3.2%. The tax credits received on this development were based on a tax credit rate of less than 4%.

With TDHCA's approval, AAHC is able to request a supplemental issuance of tax credits to bring it up to the current 4% floor. Under this program, the tax credits go hand and hand with the tax-exempt bonds. In order to obtain the supplemental credits, we are required to obtain additional tax-exempt bonds. Austin Affordable PFC, Inc. applied for and was granted a supplemental issuance of tax-exempt bonds.

Staff asked for approval of final resolutions to close the supplemental issuance in the amount of \$3,000,000. This will also come with an additional tax credit award in the amount of \$3,750,000.

Vice-Chairperson Bailey moved to Approve Resolution No. 00228 by the Board of Directors of Austin Affordable Housing Corporation authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the development of Bridge at Loyola Lofts (the "Project"), which will consist of affordable housing units, market rate units and associated amenities built upon land ground leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly owned, subsidiary limited liability company, Bridge at Loyola Lofts GP, LLC (the "General Partner") to execute, deliver and perform all obligations of the General Partner under that certain amendment to the amended and restated limited partnership agreement of Bridge at Loyola Lofts, LP (the "Partnership") and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) cause AAHC and/or the General Partner and/or the

Partnership to execute, deliver and perform each of their respective obligations under any such further documentation as necessary or desirable to allow the consummation of the transactions described herein. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 7: Presentation, Discussion and Possible Action on Resolution No. 00229 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: (i) facilitate the development of the Bridge at Canyon View (the “Project”), which consists of affordable housing units and associated amenities developed upon property to be ground leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly owned, subsidiary limited liability company, Bridges at Canyon View GP, LLC (the “General Partner”) to execute an amendment to the amended and restated agreement of limited partnership of Bridges at Canyon View, LP (the “Partnership”) and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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

The Board was asked to approve Resolution No. 00229 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the development of the Bridge at Canyon View.

Austin Affordable PFC, Inc. issued bonds for the Bridge at Canyon View (located at 4506 E. William Cannon, Austin 78744) in December 2019 and construction started soon thereafter. The property includes 215 units affordable to families earning 60% AMI and below with family friendly amenities.

The project is financed using the 4% tax credit/tax-exempt bond structure. Unit breakdown: 71 one bedroom/one bath, 54 two bedroom/ two bath and 90 three bedroom/two bath units. All units will be marketed to HACA’s Housing Choice Voucher Program residents.

The year after Bridge at Canyon View closed, Congress passed legislation which raised the floor of the 4% tax credits to a true 4%. Up until 2020, the rate floated and was as low as 3.2%. The tax credits received on this development were based on a tax credit rate of less than 4%.

With TDHCA’s approval, AAHC is able to request a supplemental issuance of tax credits to bring it up to the current 4% floor. Under this program, the tax credits go hand and hand with the tax-exempt bonds. In order to obtain the supplemental credits, we are required to obtain additional tax-exempt bonds.

In December 2022, Austin Affordable PFC, Inc. requested and was granted an inducement by the Board for a supplemental issuance of tax-exempt bonds. We were awarded the issuance soon thereafter. Staff asked for approval of final resolutions to close the supplemental issuance in the amount of \$4,000,000. This will be accompanied by an additional tax credit award in the amount of \$4,331,780.

Vice-Chairperson Bailey moved to Approve Resolution No. 00229 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: (i) facilitate the development of the Bridge at Canyon View (the “Project”), which consists of affordable housing units and associated amenities developed upon property to be ground leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly owned, subsidiary limited liability company, Bridges at Canyon View GP, LLC (the “General Partner”) to execute an amendment to the amended and restated agreement of limited partnership of Bridges at Canyon View, LP (the “Partnership”) and other related documents; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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. **2nd Vice-Chair Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 8: Presentation, Discussion and Possible Action on Resolution No. 00230 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: (i) facilitate the acquisition of the Vargas Apartments Phase I (“Phase I”) and the Vargas Apartments Phase II (“Phase II”, and together with Phase I, the “Developments”), each of Phase I and Phase II consisting of multifamily housing units and associated amenities to be built upon land in Austin, Texas to be ground-leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Vargas MM, LLC (the “Managing Member”) to execute the company agreement of Riverside – Vargas QOZB Condo 1, LLC (the “Phase I Company”) and other related documents; (iii) cause the Managing Member to execute the company agreement of Riverside – Vargas QOZB Condo 2, LLC (the “Phase II Company”) and other related documents; and (iv) cause AAHC, the Managing Member, the Phase I Company, and/or the Phase II Company to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein

The Board was asked to approve Resolution No. 00230 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to facilitate the acquisition of the Vargas Apartments Phase I and the Vargas Apartments Phase II.

Austin Affordable Housing Corporation was presented with an opportunity to partner with River City Capital Partners (RCCP) on a 6.33 acre tract of land located at 6610 E. Riverside Drive, Austin, TX 78741. This project (Vargas Apartments) will consist of two phases with a total of 700 units. Fifty percent of the units will be affordable to tenants earning less than 80% median family income (10% of those will be designated for 60% median family income).

Battery Global Advisors (BGA) will be our equity partner. They are based out of Boston, MA and use a wide variety of private funds to invest in projects located in Opportunity Zones. A larger number of their investors are family investors.

The Board was asked to approve the purchase of land, the transfer of the land into HACA's name, and entry into a joint venture partnership with RCCP and BGA, and ground leasing of the land to the joint venture partnerships. We will bring this property back to the board in two phases once we obtain building permits and construction financing.

BGA will infuse the funds to purchase the land with equity; no debt. Due to the fact that this is a two phase project, the parcel will be condominiumized into two units. HACA will then lease one unit to the Phase I joint venture partnership and lease the other unit to the Phase II joint venture partnership. This will be done to separate the two phases in every aspect including debt and equity. Phase I of the development will have an estimated 370 units consisting of 314 – one bedrooms, 37 – two bedrooms, and 19 – 3 bedrooms. Phase II of the development will be an estimated 330 units consisting of 280 – one bedrooms, 33 – two bedrooms, and 17 – three bedrooms.

The affordable units at 80% AMI and 60% AMI will be equally distributed in all bedroom sizes. A breakdown of these units will be provided when the two phases are brought back to the Board for approval of construction financing and closing. All units when complete will be marketed to HACA's Housing Choice Voucher Program residents.

Vice-Chairperson Bailey moved to Approve Resolution No. 00230 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: (i) facilitate the acquisition of the Vargas Apartments Phase I ("Phase I") and the Vargas Apartments Phase II ("Phase II", and together with Phase I, the "Developments"), each of Phase I and Phase II consisting of multifamily housing units and associated amenities to be built upon land in Austin, Texas to be ground-leased from the Housing Authority of the City of Austin ("HACA"); (ii) cause AAHC's wholly owned, subsidiary limited liability company, AAHC Vargas MM, LLC (the "Managing Member") to execute the company agreement of Riverside – Vargas QOZB Condo 1, LLC (the "Phase I Company") and other related documents; (iii) cause the Managing Member to execute the company agreement of Riverside – Vargas QOZB Condo 2, LLC (the "Phase II Company") and other related documents; and (iv) cause AAHC, the Managing Member, the Phase I Company, and/or the Phase II Company to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein. **2nd Vice-Chair Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board did not recess into Executive Session.

Vice-Chairperson Bailey moved to adjourn the meeting. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

The meeting adjourned at 2:00 pm.

Michael G. Gerber, Secretary

Chairperson

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00231

ITEM NO. 2.

MEETING DATE: June 15, 2023

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00231 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: (i) facilitate the development of The Rhett (the “Development”), which consists of affordable housing units and associated amenities to be built upon land to be ground-leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly-owned, subsidiary limited liability company, AAHC Rhett GP, LLC (the “General Partner”) to execute an amended and restated agreement of limited partnership of The Rhett, LP (the “Partnership”) and other related documents, including any development and purchase option and right of first refusal agreements; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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. 00231: Resolution authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the development of The Rhett (the “Development”), which consists of affordable housing units and associated amenities to be built upon land to be ground-leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly-owned, subsidiary limited liability company, AAHC Rhett GP, LLC (the “General Partner”) to execute an amended and restated agreement of limited partnership of The Rhett, LP (the “Partnership”) and other related documents, including any development and purchase option and right of first refusal agreements; (iii) cause the Partnership to enter into development financing for the Project; and (iv) 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 is being presented with an opportunity to partner with Saigebrook Development (“Saigebrook”) and O-SDA Industries (“O-SDA”) on a certain 5-acre tract of land located at

1000 East Yager Lane, Austin, Texas 78753. The Board was originally presented this property in February 2023 for approval to submit a tax credit application. The Rhett received a Bond reservation through TDHCA (as issuer) and Zydeco Development Corporation (“Zydeco”) as the developer. Zydeco does not have experience in Tax Credit/Bond financed development, so they are selling the property to Saigebrook and O-SDA to develop in partnership with AAHC/HACA. Several developers bid on the property, but none could make the financial model work due to the deep affordability requirements associated with participating in the Affordability Unlocked program.

This property is located in the Tech Ridge area which is primarily single-family homes with a mix of retail, restaurants, high-density residential and office/tech manufacturing. Dell’s headquarters are north of the site located between Parmer Lane and Tech Ridge Blvd. The site is surrounded on three sides by single-family homes and a shopping center on the fourth side.

Process:

The project (“The Rhett”) will consist of 215 family apartment units serving tenants at or below 30%, 50%, 60% and 80% of median family income. The lender will be Community Bank of Texas/Stellar Bank and will finance both the tax-exempt bond piece of \$30,750,000 and a taxable tail in the amount of \$12,000,000. Austin Housing Finance Corporation will finance a loan of \$6,400,000 through its Rental Housing Development Assistance Program (RHDA). TDHCA will finance a loan of \$2,375,000 through its HOME American Rescue Plan (ARP) program. The Federal Home Loan Bank (FHLB) will finance a loan in the amount of \$850,000 under its Affordable Housing Program (AHP). Hudson Housing will be the investor buying the tax credits for \$.87.

The Rhett will serve Copperfield Elementary, Westview Middle School and Connally High School in the Pflugerville ISD. Part of the operations of the apartment will be an after-school learning center that offers a minimum of 15 hours of weekly organized, on-site educational services provided to elementary, middle and high school children.

The Rhett will benefit HACA and AAHC with deep affordability (units down to 30% AMI), after-school care for elementary, middle school and high school students, and close proximity to the Parmer Lane corridor and Tech Ridge area with abundant and increasing job opportunities.

Unit breakdown:

30% AMI (17 units):	
	6 – one bedroom/one bath
	9 – two bedroom/two bath
	2 – three bedroom/two bath
50% AMI (56 units):	
	22 – one bedroom/one bath
	23 – two bedroom/two bath
	11 – three bedroom/two bath
60% AMI (103 units):	
	26 – one bedroom/one bath
	45 – two bedroom/two bath
	32 – three bedroom/two bath
80% AMI (39 units):	
	13 – one bedroom/one bath
	16 – two bedroom/two bath
	10 – three bedroom/two bath

All units will be marketed to qualifying tenants of HACA's Housing Choice Voucher residents. This approval will allow us to complete the financing and closing of the property.

Staff Recommendation:

Staff recommends approval of Resolution No. 00231.

RESOLUTION NO. 00231

Authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the development of The Rhett (the “Development”), which consists of affordable housing units and associated amenities to be built upon land to be ground-leased from the Housing Authority of the City of Austin (“HACA”); (ii) cause AAHC’s wholly-owned, subsidiary limited liability company, AAHC Rhett GP, LLC (the “General Partner”) to execute an amended and restated agreement of limited partnership of The Rhett, LP (the “Partnership”) and other related documents, including any development and purchase option and right of first refusal agreements; (iii) cause the Partnership to enter into development financing for the Development; and (iv) 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 is the sole general partner of the Partnership;

WHEREAS, the Partnership was formed for the purpose of owning, constructing, developing, managing, and otherwise dealing with the Development, a 215-unit apartment project to be constructed 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 Development, the Partnership desires to obtain site control of the Land from HACA, by entering into a ground lease (“**Ground Lease**”) with HACA for the Development;

WHEREAS, AAHC, the General Partner and Partnership desire to enter into certain equity documents for the purpose of admitting one or more affiliates of Hudson Housing Capital, LLC, as investor limited partner(s), to the Partnership (the “**Limited Partner**”), including an Amended and Restated Agreement of Limited Partnership for the Partnership, a development agreement, a right of first refusal agreement, if any, a guaranty and other related documents contemplated thereby (collectively, the “**Equity Documents**”);

WHEREAS, in connection with the proceedings relating to the issuance and delivery by the Texas Department of Housing and Community Affairs (the “**Issuer**”) of its Multifamily Housing Mortgage Revenue Bonds (The Rhett Project) Series 2023 (the “**Bonds**”), pursuant to and in accordance with the terms of a Trust Indenture (the “**Indenture**”) by and between the Issuer and the trustee named therein, the proceeds of the Bonds will be loaned to the Partnership (the “**Bond Loan**”) pursuant to a Financing Agreement between the Issuer and Borrower (the “**Loan Agreement**”);

WHEREAS, in connection with the Loan Agreement, the Bonds and the Indenture, the Partnership desires to enter into a Regulatory and Land Use Restriction Agreement and other related certifications and documents, all upon such terms and conditions as the Partnership deems reasonable (collectively, the “**Bond Documents**”);

WHEREAS, the Partnership desires to obtain a taxable loan from Stellar Bank (or an affiliate thereof) as lender (“**Stellar**”), whereby the Partnership will borrow a sum not to exceed \$12,000,000 (“**Stellar Loan**”), in order to finance the acquisition of the Land and construction of the Development;

WHEREAS, each of the Bond Loan and the Stellar Loan will be made pursuant to a promissory note to be secured, *inter alia*, by a deed of trust, UCC financing statements, certificates, affidavits, directions, amendments, indemnifications, notices, requests, demands, waivers, and any other assurances, instruments, or other communications executed in the name of and on behalf of the Partnership as may be deemed to be necessary or advisable in order to carry into effect or to comply with the requirements of the instruments approved or authorized by these resolutions in connection with the Stellar Loan and the Bond Loan (collectively, the “**Stellar Loan Documents**”);

WHEREAS, the Partnership desires to obtain a loan from the Texas Department of Housing and Community Affairs (or an affiliate thereof) as lender, whereby the Partnership will borrow a sum not to exceed \$2,375,000.00 (“**HOME ARP Loan**”), in order to finance the acquisition of the Land and construction of the Development;

WHEREAS, the HOME ARP Loan will be made pursuant to a promissory note to be secured, *inter alia*, by a deed of trust, UCC financing statements, certificates, affidavits, directions, amendments, indemnifications, notices, requests, demands, waivers, and any other assurances, instruments, or other communications executed in the name of and on behalf of the Partnership as may be deemed to be necessary or advisable in order to carry into effect or to comply with the requirements of the instruments approved or authorized by these resolutions in connection with the HOME ARP Loan (collectively, the “**HOME ARP Loan Documents**”);

WHEREAS, the Partnership desires to obtain a loan from the Austin Housing Finance Corporation as lender (“**AHFC**”), whereby the Partnership will borrow a sum not to exceed \$6,400,000.00 (“**AHFC Loan**”), in order to finance the acquisition of the Land and construction of the Development;

WHEREAS, the AHFC Loan will be made pursuant to restrictive covenants, a promissory note to be secured, *inter alia*, by a deed of trust, UCC financing statements, certificates, affidavits, directions, amendments, indemnifications, notices, requests, demands, waivers, and any other assurances, instruments, or other communications executed in the name of and on behalf of the Partnership as may be deemed to be necessary or advisable in order to carry into

effect or to comply with the requirements of the instruments approved or authorized by these resolutions in connection with the AHFC Loan (collectively, the “**AHFC Loan Documents**”);

WHEREAS, in connection with the AHFC Loan, the City of Austin will require the Partnership to enter into an Amended and Restated Affordability Unlocked Land Use and Restrictions Agreement (the “**AU Agreement**”);

WHEREAS, the Partnership desires to obtain funding from the Federal Home Loan Bank of Dallas or a member bank (“**FHLB**”) thereof through the Affordable Housing Program (the “**AHP Funding**”);

WHEREAS, the AHP Funding will be made as a grant from the FHLB to AAHC in an amount not to exceed \$850,000.00 (the “**AHP Grant**”), and AAHC will then in turn loan the proceeds of the AHP Grant to the Partnership (the “**AHP Loan**”) in order to finance the acquisition of the Land and construction of the Development;

WHEREAS, the AHP Loan and the AHP Grant will be made pursuant to a promissory note to be secured, *inter alia*, by a deed of trust, UCC financing statements, certificates, affidavits, directions, amendments, indemnifications, notices, requests, demands, waivers, deed restriction and/or restrictive covenants, collateral assignments, and any other assurances, instruments, or other communications executed in the name of and on behalf of the Partnership and/or the General Partner and/or AAHC as may be deemed to be necessary or advisable in order to carry into effect or to comply with the requirements of the instruments approved or authorized by these resolutions in connection with the AHP Loan and the AHP Grant (collectively, the “**AHP Documents**”, and together with the Equity Documents, the Ground Lease, the Bond Documents, the Stellar Loan Documents, the HOME ARP Loan Documents, the AHFC Loan Documents, and the AU Agreement, the “**Financing Documents**”);

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC, the General Partner and/or the Partnership (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, and (ii) 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, the General Partner and/or the Partnership (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, the General Partner and/or the Partnership, as applicable, 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, as applicable, 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, the General Partner and/or the Partnership, as applicable, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the development of the Development, 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, the General Partner and/or the Partnership, as applicable, 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, the General Partner and/or the Partnership, as applicable, 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 of 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 15th day of June, 2023.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

SECRETARY

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00232

ITEM NO. 3.

MEETING DATE: June 15, 2023

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

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00232 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: (i) facilitate the acquisition of the Bridge at Tech Crossing 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 (“HACA”); (ii) cause AAHC’s subsidiary limited partnership (the “Owner”) to own the Development; (iii) cause the Owner to enter into acquisition and development financing for the Development; and (iv) 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

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00232: Resolution authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the acquisition of the Bridge at Tech Crossing 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 (“HACA”); (ii) cause AAHC’s subsidiary limited partnership (the “Owner”) to own the Development; (iii) cause the Owner to enter into acquisition and development financing for the Development; and (iv) 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.

SUMMARY

Background:

Austin Affordable Housing Corporation (AAHC) has been presented an opportunity to partner with Belveron Partners to purchase a 288 unit multi-family rental property called Tech Junction Apartments. The development is located at 13624 Dessau Road, Austin, Texas 78753. This would be the seventeenth (17th) asset AAHC and Belveron Corporation have purchased together. This asset is located in the rapidly growing

tech HUB of Austin.

AAHC's proposed partner, Belveron Corporation prides itself on long term preservation of workforce housing. Located out of San Francisco, Belveron is a privately held investment firm with a current portfolio of more than 30,000 units across the United States. Founded in 2006, Belveron has invested in more than 220 properties in 32 states. AAHC works with the Managing Partner, Paul Odland, and Senior Portfolio Manager, Josh Plattner.

The Tech Junction Apartments were built in 2022 and sits on 8.98 acres. Some of the property amenities include a resort-style swimming pool with lounge seating and cabanas, elegant clubhouse with gathering spaces and full conference room, full kitchen, a billiards lounge and coffee bar, and business center. Residents also enjoy the expansive fitness center, a large pet park with washing station and additional covered parking. The property feeds into the Pflugerville Independent School District and Dessau and Delco Elementary School, Dessau Middle School and John B. Connally High School.

This is an important transaction to HACA and AAHC as we have seen this part of Austin continue to displace the affordable community. This partnership will preserve this asset and add deeper affordability for our current voucher holders and the residents that reside in this area. Being so close to many major employers in and around this location, AAHC and Belveron can provide some stable and affordable housing to those stakeholders that are threatened with rising rent costs. This property is home to many individuals and families who work in and around the area with no current affordability in place.

Below is a breakdown of the many variations of unit sizes. The property is currently 96% occupied and rents currently range from \$1,370 for a one bedroom to \$2,221 for a three bedroom.

162 one bedroom/one bath	545 square feet to 773 square feet
102 two bedroom/two bath	1,007 square feet to 1,100 square feet
24 three bedroom/two bath	1,293 square feet

Process:

The purchase price for the Tech Junction Apartments is \$73,500,000. Belveron will be investing approximately \$20,000,000 as a down payment. In addition, \$1,200,000.00 for future capital needs will also be set aside. Bellwether will be providing a Freddie Mac or Fannie Mae permanent loan with a not to exceed loan amount of \$58,800,000 at a rate of approximately 5.50% with a 35-year amortization. A current lease audit is underway to determine the initial number of units already qualified under 80% AMI. The property is currently 96% occupied. AAHC and Belveron are committed to providing 10% of the affordable units at 60% AMI and marketing units to all voucher holders. The property will be managed by Apartment Management Professionals. The new name for the property will be Bridge at Tech Crossing Apartments.

Staff Recommendation:

Staff recommends approval of Resolution No. 00232.

RESOLUTION NO. 00232

Authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the acquisition of the Bridge at Tech Crossing (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; (ii) cause AAHC’s subsidiary limited partnership (the “Owner”) to own the Development; (iii) cause the Owner to enter into acquisition and development financing for the Development; and (iv) 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

WHEREAS, AAHC is contemplating the acquisition of the Development;

WHEREAS, TJ Borrower, LP, a Delaware limited partnership (the “**Owner**”), will act as the owner of the Development;

WHEREAS, AAHC desires to form AAHC TJ MM, LLC, a Texas limited liability company (the “**Managing Member**”), which entity will serve as managing member of TJ Apartments, LLC, a Delaware limited liability company (the “**Borrower Principal**”), which Borrower Principal will be the sole owner of TJ Apartments SPTE, LLC, a Delaware limited liability company (the “**SPTE Principal**”), and the SPTE Principal will own the general partner of the Owner (the “**General Partner**”);

WHEREAS, as sole member of the Managing Member, AAHC will cause the Managing Member to enter into an operating agreement of the Borrower Principal (the “**Operating Agreement**”);

WHEREAS, AAHC will cause the General Partner to enter into an agreement of limited partnership of the Owner (the “**Partnership Agreement**”);

WHEREAS, in connection with the acquisition and operation of the Development, the Owner desires to obtain ownership of the improvements comprising the Development pursuant to a bill of sale and to obtain site control of the land comprising the site of the Development (the “**Land**”) from the Housing Authority of the City of Austin (“**HACA**”), by entering into a ground lease (“**Ground Lease**”) with HACA for the Land;

WHEREAS, the Owner desires to enter into a bridge loan and/or permanent loan with Bellwether Enterprise Mortgage Investments, LLC (or an affiliate thereof) as lender, whereby the Owner will borrow a sum not to exceed \$58,800,000 (“**Loan**”), in order to finance the acquisition and renovation of the Development;

WHEREAS, the Loan will be made pursuant to a promissory note to be secured, *inter alia*, by a deed of trust, UCC financing statements, certificates, affidavits, directions, amendments, indemnifications, notices, requests, demands, waivers, and any other assurances, instruments, or other communications executed in the name of and on behalf of the Owner as may be deemed to be necessary or advisable in order to carry into effect or to comply with the requirements of the instruments approved or authorized by these resolutions in connection with the Loan (collectively, the “**Loan Documents**”);

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner (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 Ground Lease and Loan Documents, (ii) the Operating Agreement, (iii) the Partnership Agreement, and (iv) 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, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner (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, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner to enter into the Transaction Documents and that execution and delivery in the name and on behalf of AAHC and/or Managing Member and/or the Borrower Principal and/or the SPTE Principal and/or the Owner, 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, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the development of the Development, 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), 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, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner, 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, the Borrower Principal, the SPTE Principal, the General Partner and/or the Owner, 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 Owner 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 Owner is authorized to act in pursuance of these resolutions.

[End of Resolution]

PASSED, APPROVED AND ADOPTED this 15th day of June, 2023.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

SECRETARY