

AUSTIN AFFORDABLE HOUSING CORPORATION



BOARD OF DIRECTORS Regular Meeting

**Thursday, February 15, 2024
12:00 PM**

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

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

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

Thursday, February 15, 2024

12:00 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 December 15, 2023

ACTION ITEMS

2. Presentation, Discussion and Possible Action on Resolution No. 00241 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 completion of construction, development and operation of the Bridge at Three Hills (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 affiliated limited liability company (the “General Partner”) to acquire the general partner interest in the limited partnership that owns the Development (the “Owner”); (iii) cause the Owner to modify its existing construction 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.
3. Presentation, Discussion and Possible Action on Resolution No. 00242 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in (i) the housing tax credit application for Cameron HiLine, (ii) the housing tax credit application for Village at Collinwood, (iii) the housing tax credit application for Heritage Pointe, and (iv) the housing tax credit application for Eagle’s Landing.
4. Presentation, Discussion and Possible Action on Resolution No. 00243 by the Board of

Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (1) facilitate the operation of Crossroad Commons (formerly known as Ventura at Parmer Lane) (the “Project”), which consists of affordable housing units and associated amenities newly constructed upon property ground-leased from the Housing Authority of the City of Austin; (2) cause AAHC’s wholly owned, subsidiary limited liability company, Ventura at Parmer Lane GP, LLC (the “General Partner”) to execute an amendment to the second amended and restated partnership agreement of Austin Leased Housing Associates II, Limited Partnership (the “Partnership”), as amended, and other related documents; (3) cause the Partnership to enter into permanent 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.

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: February 15, 2024

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 December 15, 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 December 15, 2023.

ATTACHMENTS:

- ▣ **20231215 AAHC Minutes Summary**

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

DECEMBER 15, 2023

SUMMARY OF MINUTES

THE AUSTIN AFFORDABLE HOUSING CORPORATION (AAHC) BOARD OF DIRECTORS REGULAR PUBLIC MEETING NOTICE WAS POSTED FOR 8:00 AM ON FRIDAY, DECEMBER 15, 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 Regular Board Meeting of the Austin Affordable Housing Corporation, of December 15, 2023, was called to order by Carl S. Richie, Jr., HACA Chairperson, at 9:13 am. The meeting was held at the HACA Central Office, 1124 S. IH 35, Austin, TX and virtually.

Roll call certified a quorum was present.

MEMBERS PRESENT:

Edwina Carrington, Chairperson
Charles Bailey, Vice-Chairperson (via Zoom)
Dr. Tyra Duncan-Hall, Director
Carl S. Richie, Jr., Director

MEMBER(S) ABSENT:

Mary Apostolou, 2nd Vice-Chairperson

ALSO IN ATTENDANCE:

Bill Walter, Coats Rose

STAFF PRESENT:

Ann Gass, Cassidy Dutton, Hank Moreno, Jorge Vazquez, Keith Swenson, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Michael Roth, 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.

Vice-Chairperson Bailey left the meeting at 10:25 am

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 Regular Board Meeting held on November 16, 2023

Director Duncan-Hall moved to Approve the Board Minutes Summary for the Regular Board Meeting held on August 17, 2023. **Director Richie** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ACTION ITEMS

ITEM 2: Presentation, Discussion and Possible Action on Resolution No. 00239 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Pathways at Santa Rita Courts West

In December 2018, HACA successfully converted Santa Rita Courts to project based rental assistance through HUD’s Rental Assistance Demonstration Program. Minor repairs were completed as part of the conversion, including replacement of some exterior doors and storm doors as well as improvements to the mailboxes and community room. The scope of repairs was minor because the intention was to redevelop Santa Rita within a few years of conversion.

Redevelopment of the site is necessary due to the obsolescence of its antiquated building systems, plumbing, electrical and gas line infrastructure. There is very little accessibility for persons with mobility needs, and there is no central air conditioning.

In March of 2024, AAHC intends to submit an application to the TDHCA under the 2024 9% low income housing tax credit program for Santa Rita Courts West. This will be phase one of a multi-phase redevelopment. If AAHC is successful with this application, a new, larger property with approximately 86 spacious units with modern, energy efficient appliances and amenities

December 15, 2023

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will replace the two-story buildings on the west side of the site. The precise number of existing buildings to be demolished is still to be determined as the site engineering is still underway. This redevelopment will significantly improve the quality of life for the residents of Santa Rita Courts and allow AAHC to provide more affordable housing by increasing density through a phased approach.

HACA and AAHC also recognize the historical significance of the Santa Rita bungalows' listing on the National Register of Historic Places. This eastern portion of the site is not included in this application. It will be part of a later phase of redevelopment with a robust historic preservation component.

Residents of Santa Rita Courts will have the first right to return to the newly rebuilt Pathways at Santa Rita Courts West. During construction, Santa Rita Courts residents will be supported with comprehensive relocation assistance, ensuring each household's needs are offered options that minimize having to leave their immediate neighborhood.

In August 2016, the HACA Board of Commissioners approved the selection of Carleton Companies to serve as the developer partner for the redevelopment of Chalmers Courts with the option to continue with Rosewood and Santa Rita. Carleton served as HACA's partner for all three phases of the Chalmers redevelopment as well as the Rosewood project. These projects included four successful applications for tax credits.

Staff members have been working with Carleton to prepare the application for Santa Rita Courts West, which is due to TDHCA on March 1, 2024.

Director Duncan-Hall moved to Approve Resolution No. 00239 by the Board of Directors of Austin Affordable Housing Corporation ("AAHC") authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Pathways at Santa Rita Courts West. **Director Richie** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 3: Presentation, Discussion and Possible Action on Resolution No. 00240 by the Board of Directors of Austin Affordable Housing Corporation ("AAHC") authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Pathways at Santa Rita Courts East

In December 2018, HACA successfully converted Santa Rita Courts to project based rental assistance through HUD's Rental Assistance Demonstration Program. Minor repairs were completed as part of the conversion, including replacement of some exterior doors and storm doors as well as improvements to the mailboxes and community room. The scope of repairs was minor because the intention was to redevelop Santa Rita within a few years of conversion.

Redevelopment of the site is necessary due to the obsolescence of its antiquated building systems, plumbing, electrical and gas line infrastructure. There is very little accessibility for persons with mobility needs, and there is no central air conditioning.

In March of 2024, AAHC intends to submit an application to the TDHCA under the 2024 9% low income housing tax credit program for Santa Rita Courts East. This will be phase one of a multi-phase redevelopment. If AAHC is successful with this application, a new, larger property with approximately 86 units with modern, energy efficient appliances and amenities will replace the two-story buildings on the central east side of the site. The precise number of existing buildings to be demolished is still to be determined as the site engineering is still underway. This redevelopment will significantly improve the quality of life for the residents of Santa Rita Courts and allow AAHC to provide more affordable housing by increasing density.

HACA and AAHC also recognize the historic significance of the Santa Rita bungalows' listing on the National Register of Historic Places. This far eastern portion of the site is not included in this application. It will be part of a later phase of redevelopment with a robust historic preservation component.

Residents of Santa Rita Courts will have the first right to return to the newly rebuilt Pathways at Santa Rita Courts East. During construction, Santa Rita Courts residents will be supported with comprehensive relocation assistance, ensuring each household's needs are offered options that minimize having to leave their immediate neighborhood.

In August 2016, the HACA Board of Commissioners approved the selection of Carleton Companies to serve as the developer partner for the redevelopment of Chalmers Courts with the option to continue with Rosewood and Santa Rita. Carleton served as HACA's partner for all three phases of the Chalmers redevelopment as well as the Rosewood project. These projects included four successful applications for tax credits. Staff members have been working with Carleton to prepare the application for Santa Rita Courts East, which is due to TDHCA on March 1, 2024.

Director Richie moved to Approve Resolution No. 00240 by the Board of Directors of Austin Affordable Housing Corporation ("AAHC") authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in the housing tax credit application for Pathways at Santa Rita Courts East. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board did not recess into Executive Session.

Director Richie moved to adjourn the meeting. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

The meeting adjourned at 10:49 am.

Michael G. Gerber, Secretary

Chairperson

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00241

ITEM NO. 2.

MEETING DATE: February 15, 2024

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

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00241 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 completion of construction, development and operation of the Bridge at Three Hills (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 affiliated limited liability company (the “General Partner”) to acquire the general partner interest in the limited partnership that owns the Development (the “Owner”); (iii) cause the Owner to modify its existing construction 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. 00241 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (i) facilitate the completion of construction, development and operation of the Bridge at Three Hills (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 affiliated limited liability company (the “General Partner”) to acquire the general partner interest in the limited partnership that owns the Development (the “Owner”); (iii) cause the Owner to modify its existing construction 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 JCI Residential (Journeyman Group) on a 280-unit multi-family rental property called Three Hills Apartments. The development is located at 12001 Heatherly Drive, Austin, Texas 78747. This asset is located in southeast Austin only a few minutes from downtown. This would be the fifth (5th) asset AAHC and JCI have partnered

on together. We have successfully constructed and completed Bridge at Granada and Bridge at Turtle Creek. AAHC has recently stepped into the general partner role for Bridge at Paloma Apartments and Bridge at Delco Flats Apartments. This site sits just a few minutes from South of downtown with quick access to major thoroughfares IH35 and SH 45.

AAHC’s proposed partner, JCI Residential has a proven record of accomplishment with numerous projects completed in and around the Austin area. JCI has an experienced development team in place and has been an excellent partner on our previous two transactions. JCI is a privately held development firm with a current development pipeline of more than 200 projects. AAHC works with the Managing Partner, Sam Kumar, and President, Kurt Goll.

The Three Hills Apartments are currently in lease up and received their final certificates of occupancy (CO’s) in December of 2023. The property sits on 11.94 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, coffee bar, and business center. Residents also enjoy the expansive fitness center with beautiful views of the Hill Country. The property feeds into the Austin Independent School District and Blazier Elementary School, Paredes Middle School and Akins 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 JCI can provide some stable and affordable housing to those stakeholders that are threatened with rising rent costs. This property will provide a 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 unit sizes. The property is currently 31.50% occupied and rents currently range from \$1,295 for a one bedroom to \$2,295 for the largest two bedroom.

201 1 -bedroom/1-bath	590 square feet to 910 square feet
79 2-bedroom/2-bath	1150 square feet to 1235 square feet

Process:

This resolution is asking the Board of Directors of the Austin Affordable Housing Corporation to allow AAHC to enter the existing partnership as the General Partner while the property is still under lease up and construction financing. The ability for us to amend the current partnership documents now and prior to the permanent financing gives us the opportunity to get an early jump on leasing these units to our affordable community without any push back from the current lender. The property is currently 31.50% occupied. AAHC and JCI are committed to providing 10% of the affordable units at 60% AMI with a goal to achieve 20% at 60% AMI and leasing units to all voucher holders. JCI Management will manage the property. Once the property is ready to convert from construction financing to permanent financing, AAHC will bring this property back to the Board for approval of the financing package. The new name for the property will be Bridge at Three Hills Apartments.

Staff Recommendation:

Staff recommends approval of Resolution No. 00241.

ATTACHMENTS:

- **EXHIBIT A TO THE RESOLUTION**

RESOLUTION NO. 00241

Presentation, Discussion and Possible Action on Resolution No. 00241 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 completion of construction, development and operation of the Bridge at Three Hills (the “Development”), which consists of multifamily housing units and associated amenities on land in Austin, Texas to be ground-leased from the Housing Authority of the City of Austin; (ii) cause AAHC’s affiliated limited liability company (the “General Partner”) to acquire the general partner interest in the limited partnership that owns the Development (the “Owner”); (iii) cause the Owner to modify its existing construction 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 participation in the Development;

WHEREAS, Three Hills Apartments, LP, a Texas limited partnership (the “**Owner**”), is the current owner of the Development;

WHEREAS, AAHC desires to form AAHC Three Hills GP, LLC, a Texas limited liability company (the “**General Partner**”), which entity will acquire the general partner interest in the Owner pursuant to an assignment and assumption agreement (the “**Assignment**”) and will serve as general partner of the Owner;

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

WHEREAS, in connection with the completion of construction, stabilization and operation of the Development, the Owner desires to retain ownership of the improvements comprising the Development, transfer the land comprising the site of the Development, which is more particularly described on **Exhibit “A”** attached hereto and incorporated herein by reference (the “**Land**”) to the Housing Authority of the City of Austin (“**HACA**”) and obtain a leasehold interest in the Land from HACA by entering into a ground lease (“**Ground Lease**”) with HACA for the Land;

WHEREAS, the Owner desires to modify its existing \$38,500,000 loan (“**Loan**”) from Regions Bank, an Alabama state banking corporation (together with its permitted successors and assigns, the “**Lender**”) to accommodate the Ground Lease and AAHC’s participation in the ownership of the Owner and the Development;

WHEREAS, the Loan will be modified pursuant to (i) a Modification Agreement, (ii) an Acknowledgement Agreement (Ground Lease), (iii) a Notice of Entire Agreement, Release of Claims and Waivers, (iv) an Amended and Restated Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, and (v) various UCC-1 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 and contemplated modification thereof (collectively, the “**Loan Documents**”);

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC, 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 Assignment and Partnership Agreement, and (iii) any and all such additional documents executed to consummate the transactions contemplated herein (collectively, the “**Transaction Documents**”) shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his execution thereof; and it is further,

RESOLVED, that AAHC, 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 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 General Partner 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 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 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 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 of 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 February, 2024.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

SECRETARY

EXHIBIT "A"

The Land

Lot 2, Block A, THREE HILLS APARTMENTS, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Document No. 202000027, Official Public Records of Travis County, Texas.

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00242

ITEM NO. 3.

MEETING DATE: February 15, 2024

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00242 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in (i) the housing tax credit application for Cameron HiLine, (ii) the housing tax credit application for Village at Collinwood, (iii) the housing tax credit application for Heritage Pointe, and (iv) the housing tax credit application for Eagle’s Landing.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00242 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in (i) the housing tax credit application for Cameron HiLine, (ii) the housing tax credit application for Village at Collinwood, (iii) the housing tax credit application for Heritage Pointe, and (iv) the housing tax credit application for Eagle’s Landing.

SUMMARY

Background:

Cameron HiLine: Austin Affordable Housing Corporation is being presented with an opportunity to partner with Generation Housing Partners on a certain property located at approximately 1124 Clayton Lane, Austin, Texas 78723 in the Austin city limits. The project (Cameron HiLine) will consist of 227 family apartment units serving tenants at 30%, 50%, 60% and 80% of median family income which will be spread across all bedroom sizes. The planned development will consist of 15 efficiency units, 48 one bedroom and one bath units, and 154 two bedroom and two bath units. HACA, through its Public Facility Corporation will issue tax-exempt bonds in an amount not to exceed \$40,000,000. This property will benefit HACA and AAHC with deep affordability, a large number of family units and a location near Harris Elementary, Dell Children’s Medical Center, major retail shopping centers and the Highland Mall Station Activity Center.

Village at Collinwood: Austin Affordable Housing Corporation is being presented with an opportunity to partner with April Housing on a certain property located at 1000 Collinwood West Drive, Austin, Texas 78753 in the Austin city limits. The project (Village at Collinwood) consists of 174 senior apartment units serving tenants at 60% of median family income. The development consists of 90 one bedroom and one bath units

and 84 two bedroom and two bath units. HACA, through its Public Facility Corporation will issue tax-exempt bonds in an amount not to exceed \$24,800,000. This property will benefit HACA and AAHC by preserving deep affordability in an existing property for seniors, as well as lowering utility bills with the many upgrades that are planned.

Heritage Pointe: Austin Affordable Housing Corporation is being presented with an opportunity to partner with April Housing on a certain property located at 1950 Webberville Road, Austin, Texas 78721 in the Austin city limits. The project (Heritage Pointe Seniors Apartments) consists of 240 senior apartment units serving tenants at 30%, 40%, 50% and 60% of median family incomes with 47 units at market rate. The development consists of 200 one bedroom and one bath units and 40 two bedroom and two bath units. HACA, through its Public Facility Corporation will issue tax-exempt bonds in an amount not to exceed \$29,300,000. This property will benefit HACA and AAHC by preserving very deep affordability in an existing property for seniors, as well as lowering utility bills with the many upgrades that are planned.

Eagle's Landing: Austin Affordable Housing Corporation is being presented with an opportunity to partner with April Housing on a certain property located at 8000 Decker Lane, Austin, Texas 78724 in the Austin 2 mile extraterritorial jurisdiction (ETJ). The project (Eagle's Landing Family Apartments) consists of 240 family apartment units serving tenants at 50% of median family income. The development consists of 48 one bedroom and one bath units, 128 two bedroom and two bath units, and 64 three bedroom and two bath units. HACA, through its Public Facility Corporation will issue tax-exempt bonds in an amount not to exceed \$45,000,000. This property will benefit HACA and AAHC by preserving very deep affordability in an existing property for families, as well as lowering utility bills with the many upgrades that are planned.

Process:

At the September 2023 Board meeting, the Board approved Inducement Resolutions on four properties to apply for the bond lottery (one new construction - Cameron HiLine; three rehabilitations - Village at Collinwood, Heritage Pointe, and Eagle's Landing). Two of the four properties have received bond allocations and the other two will follow behind them shortly. Today we are asking the Board to pass a resolution approving the tax credit application for these four properties so that we may proceed with the approval processes. If approved today, the Board will see these four properties at least two more times.

Staff Recommendation:

Staff recommends approval of Resolution No. 00242.

RESOLUTION NO. 00242

A Resolution by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to participate in (i) the housing tax credit application for Cameron HiLine, (ii) the housing tax credit application for the Village at Collinwood, (iii) the housing tax credit application for Heritage Pointe, and (iv) the housing tax credit application for Eagle’s Landing.

WHEREAS, AAHC is the sole member of AAHC Cameron HiLine GP, LLC, a Texas limited liability company (the “**CH General Partner**”);

WHEREAS, the CH General Partner shall be the sole general partner of TX Clayton 2024 Ltd., a Texas limited partnership (the “**CH Partnership**”);

WHEREAS, the CH Partnership was formed for the purpose of owning, developing, managing, and otherwise dealing with Cameron HiLine, a multifamily affordable apartment complex containing approximately 227 units (the “**CH Project**”) to be developed on a parcel of land located at approximately 1124 Clayton Lane in Austin, Travis County, Texas (the “**CH Land**”), and intended as affordable housing for rental to persons of low and moderate income;

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

WHEREAS, the VC General Partner shall be the sole general partner of 1000 Collinwood West Drive (TX) Owner LP, a Texas limited partnership (the “**VC Partnership**”);

WHEREAS, the VC Partnership was formed for the purpose of owning, developing, managing, and otherwise dealing with Village at Collinwood, a multifamily affordable apartment complex containing approximately 174 units (the “**VC Project**”) to be developed on a parcel of land located at approximately 1000 Collinwood West Drive in Austin, Travis County, Texas (the “**VC Land**”), and intended as affordable housing for rental to persons of low and moderate income;

WHEREAS, AAHC is the sole member of AAHC Heritage Pointe GP, LLC, a Texas limited liability company (the “**HP General Partner**”);

WHEREAS, the HP General Partner shall be the sole general partner of 1950 Webberville Road (TX) Owner LP, a Texas limited partnership (the “**HP Partnership**”);

WHEREAS, the HP Partnership was formed for the purpose of owning, developing,

managing, and otherwise dealing with Heritage Pointe, a multifamily affordable apartment complex containing approximately 240 units (the “**HP Project**”) to be developed on a parcel of land located at approximately 1950 Webberville Road in Austin, Travis County, Texas (the “**HP Land**”), and intended as affordable housing for rental to persons of low and moderate income;

WHEREAS, AAHC is the sole member of AAHC Eagle’s Landing GP, LLC, a Texas limited liability company (the “**EL General Partner**”, and together with the CH General Partner, the VC General Partner and the HP General Partner, the “**General Partners**” and each of which is a “**General Partner**”);

WHEREAS, the EL General Partner shall be the sole general partner of 8000 Decker Lane (TX) Owner LP, a Texas limited partnership (the “**EL Partnership**”, and together with the CH Partnership, the VC Partnership and the HP Partnership, the “**Partnerships**” and each of which is a “**Partnership**”);

WHEREAS, the EL Partnership was formed for the purpose of owning, developing, managing, and otherwise dealing with Eagle’s Landing, a multifamily affordable apartment complex containing approximately 240 units (the “**EL Project**”, and together with the CH Project, the VC Project and the HP Project, the “**Projects**” and each of which is a “**Project**”) to be developed on a parcel of land located at approximately 8000 Decker Lane in Austin, Travis County, Texas (the “**EL Land**”), and intended as affordable housing for rental to persons of low and moderate income;

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

WHEREAS, in connection with each Partnership’s preparation and submission of its respective Application, AAHC desires to participate as nonprofit sponsor, developer, and as sole member of each General Partner;

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

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

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

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

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

[End of Resolution]

PASSED, APPROVED AND ADOPTED this February 15, 2024.

Edwina Carrington, Chairperson

Attest:

SECRETARY

AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 00243

ITEM NO. 4.

MEETING DATE: February 15, 2024

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00243 by the Board of Directors of Austin Affordable Housing Corporation (“AAHC”) authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (1) facilitate the operation of Crossroad Commons (formerly known as Ventura at Parmer Lane) (the “Project”), which consists of affordable housing units and associated amenities newly constructed upon property ground-leased from the Housing Authority of the City of Austin; (2) cause AAHC’s wholly owned, subsidiary limited liability company, Ventura at Parmer Lane GP, LLC (the “General Partner”) to execute an amendment to the second amended and restated partnership agreement of Austin Leased Housing Associates II, Limited Partnership (the “Partnership”), as amended, and other related documents; (3) cause the Partnership to enter into permanent 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.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approval Resolution No. 00243 authorizing AAHC to execute any and all documents, or take any other action, that is necessary or desirable to: (1) facilitate the operation of Crossroad Commons (formerly known as Ventura at Parmer Lane) (the “Project”), which consists of affordable housing units and associated amenities newly constructed upon property ground-leased from the Housing Authority of the City of Austin; (2) cause AAHC’s wholly owned, subsidiary limited liability company, Ventura at Parmer Lane GP, LLC (the “General Partner”) to execute an amendment to the second amended and restated partnership agreement of Austin Leased Housing Associates II, Limited Partnership (the “Partnership”), as amended, and other related documents; (3) cause the Partnership to enter into permanent 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.

SUMMARY

Background:

Austin Affordable Housing Corporation partnered with Dominion on a certain tract of land located at 8407

East Parmer Lane, Austin, Texas 78653 located in the Travis County ETJ to build Crossroad Commons (previously known as Ventura at Parmer Lane). The project consists of 216 family apartment units serving tenants with incomes at or below 60% Area Median Family Income (AMFI). The board saw this project two times: May 2019 for the Tax Credit Application Resolution and the Bond Inducement Resolution and January 2020 for final closing Resolutions. The nearest properties in AAHC's current portfolio (all family sites) are: Bridge at Cameron at 9201 Cameron Road, Austin, TX 78754 and Belmont Apartments located at 9100 Brown Lane , Austin, TX 78754 (both to the West).

The benefit to HACA and AAHC is deeply affordable family housing in an area that has little affordable options. Many of our voucher holders live in Manor and can take advantage of this property.

Process:

The development used a mix of 4% tax credits and tax exempt bonds to finance the construction. Construction has been complete and the property consists of 48 one bedroom/one bath units, 84 two bedroom/two bath units and 84 three bedroom/two bath units. All units are being marketed to HACA's Housing Choice Voucher families.

HACA, through its Public Facility Corporation, issued tax-exempt bonds in an amount of \$34,000,000. Construction debt financing was provided by Citibank, N.A. and a bridge loan of \$20,000 from Great Southern Bank. Alliant Capital provided the equity.

Today we are asking the Board to approve this resolution authorizing the conversion from construction financing to permanent debt financing through CitiBank N.A. The primary loan will be for \$34,000,000 with a taxable tail not to exceed \$8,000,000. Due to the timing of construction, even though we are able to pay off the \$20,000,000 equity bridge loan, there were a few cost overruns. The taxable tail will cover these overruns. This project was built during COVID and had delays due to city staff delays with inspections, supply chain delays and labor shortages.

Unit Breakdown:

48	One bedroom/one bath	60% AMI
84	Two bedroom/two bath	60% AMI
84	Three bedroom/two bath	60% AMI
216	Total Units	

Staff Recommendation:

Staff recommends approval of Resolution No. 00243.

RESOLUTION NO. 00243

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

1. **Facilitate the operation of Crossroad Commons (formerly known as Ventura at Parmer Lane) (the “Project”), which consists of affordable housing units and associated amenities newly constructed upon property ground-leased from the Housing Authority of the City of Austin;**
2. **Cause AAHC’s wholly owned, subsidiary limited liability company, Ventura at Parmer Lane GP, LLC (the “General Partner”) to execute an amendment to the second amended and restated partnership agreement of Austin Leased Housing Associates II, Limited Partnership (the “Partnership”), as amended, and other related documents;**
3. **Cause the Partnership to enter into permanent financing for the Project; and**
4. **Cause AAHC and/or the General Partner and/or the Partnership to execute any such further documentation as necessary or desirable to allow the consummation of the transactions described herein.**

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

WHEREAS, the General Partner is the sole general partner of the Partnership;

WHEREAS, the Partnership has developed the Project, a 216-unit apartment complex intended for rental to persons of low and moderate income on a parcel of land ground leased from the Housing Authority of the City of Austin (“HACA”) and located in Austin, Travis County, Texas (the “**Land**”);

WHEREAS, the General Partner previously entered into certain equity documents, including a Second Amended and Restated Agreement of Limited Partnership of the Partnership, as amended (the “**Partnership Agreement**”);

WHEREAS, the General Partner desires to enter into an amendment to the Partnership Agreement (the “**LPA Amendment**”);

WHEREAS, the Partnership desires to enter into certain loan documents evidencing a permanent tax-exempt loan in an amount not to exceed \$34,000,000 and a taxable tail loan in an amount not to exceed \$8,000,000 (collectively, the “**Loans**”) from CitiBank, N.A.

("CitiBank"), including without limitation, a Continuing Covenant Agreement, an Amended and Restated Project Note, a Multifamily Note, a Loan Agreement, a Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, an amended and restated deed of trust, various assignments, pledges, certifications, agreements and other instruments reasonably required to evidence, govern and/or secure the Loans (collectively, the "**Loan Documents**");

WHEREAS, in connection with the transactions contemplated herein, the Partnership, General Partner and AAHC are required to enter into various documents which will evidence the same, including, but not limited to the LPA Amendment, the Loan Documents, and other security agreements, fixture filing statements, indemnity agreements, guaranties, development agreements, certificates, directions, approvals, waivers, notices, instruments and other communications as may be required by the parties (all of such documents collectively, the "**Financing Documents**");

NOW, BE IT RESOLVED, that all of the documents, instruments, or other writing executed by AAHC (both individually and in a representative capacity as identified in these resolutions), in consummation of the transactions herein described (both individually and in a representative capacity as identified in these resolutions), including, but not limited to, (i) the Financing Documents 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/her execution thereof; and it is further,

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

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

RESOLVED, that any officer of AAHC, including without limitation Ron Kowal as Vice President of AAHC and Michael Gerber as Secretary of AAHC (each an "**Executing Officer**"), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of AAHC and/or General Partner and/or the Partnership, to execute and deliver all other documents and other writings of every nature

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

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

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

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

PASSED, APPROVED AND ADOPTED this 15th day of February, 2024.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

Secretary