

**AUSTIN AFFORDABLE HOUSING CORPORATION
REGULAR BOARD MEETING**

**Thursday, May 29, 2025
12:00 PM**

1124 S. IH 35,

Join Zoom Meeting <https://bit.ly/4jvM519> Meeting ID: 832 5960 8455 Passcode:

247709

Austin, TX

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

**TO BE HELD AT
1124 S. IH 35,
Join Zoom Meeting <https://bit.ly/4jvM519> Meeting ID: 832 5960 8455 Passcode: 247709
Austin, TX
(512.477.4488)**

**Thursday, May 29, 2025
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 April 3, 2025

ACTION ITEMS

2. Presentation, Discussion and Possible Action on Resolution No. 00270: 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 Treeline Apartments, which consists of affordable housing units and associated amenities to be developed upon property to be ground-leased from the Housing Authority of the City of Austin; (ii) cause AAHC's wholly owned, subsidiary limited liability company, AAHC Bridge at Treeline GP, LLC (the "General Partner") to execute a first amended and restated agreement of limited partnership of Bridge at Treeline 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

3. Presentation, Discussion and Possible Action on Resolution No. 00271: 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 Mesa Verde (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 liability company (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

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.

OPEN 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 x 2104.



AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

Executive ITEM 1.

MEETING DATE: May 29, 2025
STAFF CONTACT: Nidia Hiroms, Executive Assistant
ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on April 3, 2025
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 3, 2025.

SUMMARY

ATTACHMENTS:

20250403 AAHC Final Minutes Summary

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

APRIL 3, 2025

SUMMARY OF MINUTES

THE AUSTIN AFFORDABLE HOUSING CORPORATION (AAHC) BOARD OF DIRECTORS ANNUAL MEETING NOTICE WAS POSTED FOR 8:00 AM ON THURSDAY, APRIL 3, 2025, 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 3, 2025, was called to order by Carl S. Richie, Jr. HACA Chairperson, at 8:17 am. The meeting was held at the HACA Central Office, 1124 S. IH 35, TX 78704

Roll call certified a quorum was present.

MEMBERS PRESENT:

Edwina Carrington, Chairperson
Mary Apostolou, 2nd Vice-Chairperson
Carl S. Richie, Jr., Director
Dr. Tyra Duncan-Hall, Director

MEMBER(S) ABSENT:

ALSO IN ATTENDANCE:

Lauren Aldredge, Cokinis Law Firm
Bill Walters, Coats Rose

STAFF PRESENT:

Ann Gass, Barbara Chen, Brittley Baker, Crystal James, Daniel Ruiz, Jimi Teasdale, Jorge Vazquez, Katie Richardson, Keith Swenson, Kelly Crawford, Ken Bodden, Laura Bodai, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Nidia Hiroms, Ron Kowal, and Suzanne Schwertner

PUBLIC COMMUNICATION – NONE

Director Richie left the meeting at 9:02 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 Board Meeting held on February 20, 2025

Director Duncan-Hall moved to Approve the Board Minutes Summary for the Board Meeting held on February 20, 2025. 2nd **Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00267: Election of new Officers for the Austin Affordable Housing Corporation

With the current officer terms expiring at the end of April 2025, and new terms beginning May 1, 2025, it is necessary for the Board to elect new officers for the Austin Affordable Housing Corporation Board of Directors. Resolution No. 00267 approves the following board officers: Chairperson-Edwina Carrington; Vice-Chairperson-Mary Apostolou; 2nd Vice-Chairperson-Carl S. Richie, Jr..

Director Duncan-Hall moved to Approve Resolution No. 00267: Election of new Officers for the Austin Affordable Housing Corporation. The Board elected the following: Chairperson-Edwina Carrington; Vice-Chairperson-Mary Apostolou; 2nd Vice-Chairperson-Carl S. Richie, Jr. 2nd **Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ACTION ITEMS

ITEM 3: Presentation, Discussion and Possible Action on Resolution No. 00268 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, development, and operation of Prospect Heights (the “Development”), in Austin, Texas to be ground-leased from the Housing Authority

of the City of Austin (the “Authority”) to AAHC Prospect Heights, LLC, AAHC’s Subsidiary Limited Liability Company (the “Owner”); and (ii) 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

In July of 2023, HACA entered into a Memorandum of Understanding with Austin Habitat for Humanity (AHFH) to develop a portion of the Rosewood site for affordable homeownership. AHFH began work on the twelve duplex-style townhomes, called Prospect Heights, in the fall of 2024.

AAHC Prospect Heights, LLC, an AAHC subsidiary formed in March of 2023, will ground lease the land from HACA and form a condominium regime for the construction, sale and operation of the twelve homeownership units. Construction follows the AHFH model, using volunteers and home buyers to build the homes. These homes will be available to families making less than 80% of the area median income, with priority given to families who are or have been HACA residents.

2nd Vice-Chairperson Apostolou moved to Approve Resolution No. 00268 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, development, and operation of Prospect Heights (the “Development”), in Austin, Texas to be ground-leased from the Housing Authority of the City of Austin (the “Authority”) to AAHC Prospect Heights, LLC, AAHC’s Subsidiary Limited Liability Company (the “Owner”); and (ii) 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. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 4: Presentation, Discussion and Possible Action on Resolution No. 00269 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 Kenzie (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

Austin Affordable Housing Corporation (AAHC) was presented with an opportunity to partner with Belveron Partners to purchase a 279-unit multi-family rental property called The Kenzie at the Domain Apartments. The development is located at 3201 Esperanza Crossing, Austin, Texas 78758. This would be the nineteenth (19th) asset AAHC and Belveron Corporation have purchased together. This asset is located in the heart of the tin’s largest employers including Amazon, Indeed, Meta, Apple, IBM and more. The property is also within walkable distance to the Q2 soccer stadium.

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 Kenzie at the Domain was completed in 2014. The property sits on 2.89 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, a 24-hour fitness center and spin room, a billiards lounge with full kitchen and coffee bar, and a business center. Residents can also enjoy the spacious courtyards with grilling areas and a gathering pavilion, sand volleyball courts, a lighted jogging trail and a gated dog park. The property feeds into the Austin Independent School District Summit Elementary School, Murchison Middle School, and Anderson High School.

This is an important transaction to HACA and AAHC as we have seen this part of Austin having some of the highest rents in the City. Very little if any affordability exists in the Domain and this partnership will preserve this asset and add deeper affordability for our current voucher holders and the residents that reside in this area. Being surrounded by retail, hospitality and many employers, AAHC and Belveron will create new affordable housing to those stakeholders in the area.

The purchase price for Kenzie at the Domain is \$83,515,000. Belveron will be investing approximately \$22,000,000 as a down payment. In addition, \$2,000,000.00 for future capital needs will be set aside. Bellwether will be providing a Fannie Mae permanent loan with a not to exceed loan amount of \$63,000,000 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 97% occupied. AAHC and Belveron are committed to providing 10% of the affordable units at 60% AMI, 40% of the units at 80% AMI and leasing units to all qualified housing choice voucher holders.

Apartment Management Professionals will manage the property. The new name for the property will be Bridge at Kenzie Apartments.

2nd Vice-Chairperson Apostolou moved to Approve Resolution No. 00269 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 Kenzie (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. **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 Duncan-Hall moved to adjourn the meeting. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

The meeting adjourned at 10:15 am.

Michael G. Gerber, Secretary

Chairperson



AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

AAHC ITEM 2.

MEETING DATE: May 29, 2025

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00270: 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 Treeline Apartments, which consists of affordable housing units and associated amenities to be developed upon property to be ground-leased from the Housing Authority of the City of Austin; (ii) cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Bridge at Treeline GP, LLC (the “General Partner”) to execute a first amended and restated agreement of limited partnership of Bridge at Treeline 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

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00270: 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 Treeline Apartments, which consists of affordable housing units and associated amenities to be developed upon property to be ground-leased from the Housing Authority of the City of Austin; (ii) cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Bridge at Treeline GP, LLC (the “General Partner”) to execute a first amended and restated agreement of limited partnership of Bridge at Treeline 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.

SUMMARY

Background:

Austin Affordable Housing Corporation is being presented with an opportunity to partner with JCI Residential on a certain 11.33 acre tract of land located at 12201 Heatherly Drive, Austin, Texas 78747. This would be the eighth (8th) asset AAHC and JCI have partnered on together. Two of the eight are also LIHTC/Bond projects successfully constructed and completed: Bridge at Granada and Bridge at Turtle Creek. The Board saw this property for the first time in September 2024 where an Inducement Resolution was approved.

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 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. JCI Residential will also manage the property.

The project (Bridge at Treeline) will consist of 294 family units. 100% of the units will be affordable to people earning 60% AMI or below. This site sits just a few minutes from South of downtown with quick access to major thoroughfares IH35 and SH 45. 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 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. The nearest property in AAHC's current portfolio is Bridge at Three Hills right next door. This is also a partnership between AAHC and JCI as a workforce housing property.

Process:

The development will use a mixture of 4% tax credits and bonds to finance the development with a total project cost of approximately \$70,700,000. HACA, through its Public Facility Corporation will issue tax-exempt bonds in an amount not to exceed \$40,000,000. Regions Bank will carry the debt under the HUD 221(d)(4) program at a loan amount not to exceed \$51,000,000. Regions Bank will also provide the tax credit equity and bridge loan not to exceed \$16,000,000.

The planned development will consist of 55 studio units, 32 one bedroom and one bath units, 121 two bedroom and one bath units, and 86 two bedroom and two bath units. All units will be marketed to HACA's Housing Choice Voucher residents. This approval will allow us to close on the bonds and construction financing in July 2025.

Unit Breakdown with proposed AMIs:

Area Median Income	Studios 550 sq. ft.	1 Bdrm/1 Bath 625 sq. ft.	2 Bdrm/1 Bath 900 sq. ft.	2 Bdrm/2 Bath 950 sq. ft.	Total
60% AMI	55	32	121	86	294

Staff Recommendation:

Staff recommends approval of Resolution No. 00270.

ATTACHMENTS:

None

RESOLUTION NO. 00270

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 acquisition and development of Bridge at Treeline Apartments (the “Project”), which consists of affordable housing units and associated amenities to be developed upon land ground-leased from the Housing Authority of the City of Austin;
2. Cause AAHC’s wholly owned, subsidiary limited liability company, AAHC Bridge at Treeline GP, LLC (the “General Partner”), to execute an amended and restated agreement of limited partnership of Bridge at Treeline LP (the “Partnership”) and other related documents;
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.

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, developing, constructing, managing, and otherwise dealing with the Project, an approximately 330-unit apartment complex under development on a parcel of land located in Austin, Texas (the “Land”), and intended for rental to persons of low and moderate income;

WHEREAS, in connection with the development of the Project, the Partnership desires to obtain site control of the Land from the Housing Authority of the City of Austin, Texas (“HACA”), by entering into a ground lease (“Ground Lease”) with HACA for the Project;

WHEREAS, AAHC, the General Partner and Partnership desire to enter into certain equity documents for the purpose of admitting an affiliate of Regions Bank as a limited partner to the Partnership, including an Amended and Restated Agreement of Limited Partnership for the Partnership, and all exhibits attached thereto including a development agreement and other related documents contemplated thereby (collectively the “Equity Documents”);

WHEREAS, the Austin Affordable PFC, Inc. (the “Issuer”) will issue and deliver its Multifamily Housing Revenue Bonds (Bridge at Treeline Apartments) Series 2025 (the “Bonds”) in an original principal amount not to exceed \$40,000,000, pursuant to and in accordance with the terms of a Trust Indenture (the “Indenture”) by and between the Issuer and BOKF, NA, as Trustee (the “Trustee”);

WHEREAS, in connection with the issuance of the Bonds, the proceeds will be loaned to the Partnership pursuant to a Loan 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 tax regulatory agreement, a bond purchase agreement, notes and other related certifications, assignments, agreements and documents, all upon such terms and conditions as the Partnership deems reasonable (collectively, the “Bond Loan Documents”);

WHEREAS, the Partnership desires to obtain a construction and permanent loan from Regions Bank (the “HUD Lender”) for the Project (FHA Project Number 115-36068) in an amount not to exceed \$51,000,000 (the “FHA Loan”) to be insured by HUD under Section 221(d)(4) program pursuant to a commitment for insurance of advances issued to HUD Lender, as amended, and in connection therewith enter into, execute and deliver a Note, a first lien Deed of Trust on the Project, a Regulatory Agreement for Multifamily Projects, and any other documents evidencing, securing, or necessary or convenient in connection with the FHA Loan (collectively, the “FHA 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 a bridge loan from Regions Bank (the “Bridge Lender”), to the Partnership in a principal amount not to exceed \$19,000,000, including, but not limited to a note, guaranty, pledge of partnership interests in the Partnership (including a pledge of the General Partner’s partnership interest), a collateral assignment of capital contributions, a developer fee collateral assignment, environmental indemnity, and other security agreements, certificates, directions, approvals, waivers, notices, instruments and other communications as may be required by the parties (the “Bridge 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 Ground Lease, Equity Documents, Bond Loan Documents, FHA Loan Documents, Bridge 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 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 an Executing Officer (as herein defined) of the Transaction Documents, in the form as so executed and delivered is hereby approved, ratified and confirmed; and it is further

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

RESOLVED, that action by an Executing Officer, 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 29th day of May, 2025.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

SECRETARY



AUSTIN AFFORDABLE HOUSING CORPORATION

BOARD ACTION REQUEST

AAHC ITEM 3.

MEETING DATE:	May 29, 2025
STAFF CONTACT:	Suzanne Schwertner, Director of Development
ITEM TITLE:	Presentation, Discussion and Possible Action on Resolution No. 00271: 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 Mesa Verde (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 liability company (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. 00271: 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 Mesa Verde (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 liability company (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 358-unit multi-family rental property called Mesa Verde

Apartments. The development is located at 3201 Duval Road, Austin, Texas 78759. This would be the twentieth asset AAHC and Belveron Corporation have purchased together. This asset is directly across from The Domain with direct access to the 7-mile Northern Walnut Creek Trail.

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 230 properties in 32 states. AAHC works with the Managing Partners, Paul Odland, and Josh Plattner.

The Mesa Verde Apartments were developed in 1994 by North America Properties. The property sits on 20.06 acres. The previous owner has spent over \$6.4 million on capital improvements including replacement of all 358 HVAC units and full exterior paint. Some of the property amenities include two resort-style swimming pools with lounge seating and cabanas, elegant clubhouse with gathering spaces and full conference room with business center and co-working nooks, fitness center, and a full kitchen and coffee bar. Residents can also enjoy the spacious courtyards with grilling areas and a gathering pavilion. The property feeds into the Austin Independent School District Summit Elementary School, Murchison Middle School, and Anderson High School.

This is an important transaction for HACA and AAHC as this part of Austin continues to keep some of the highest rents in the Austin market with virtually no affordable housing. 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 the rail and bus stations adjacent to the property, AAHC and Belveron can provide some stable and affordable housing to those stakeholders in the area.

Below is a breakdown of the many variations of unit sizes. The property is currently 95% occupied and rents currently range from \$1,609 for a 1 bedroom to \$2,427 for a two bedroom.

240 1-bedroom/1-bath	658 square feet to 850 square feet
118 2 bedroom/2-bath	1,070 square feet to 1,222 square feet

Process:

The purchase price for Mesa Verde Apartments is \$77,750,000. Belveron will be investing approximately \$20,000,000 as a down payment. In addition, \$3,000,000.00 for future capital needs will also be set aside. Berkadia will be providing a Fannie Mae permanent loan with a not to exceed loan amount of \$62,200,000 at a rate of approximately 5.75% 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, 40% of the units at 80% AMI and marketing units to all

voucher holders.

Apartment Management Professionals will manage the property. The new name for the property will be Bridge at Mesa Verde Apartments.

Staff Recommendation:

Staff recommends approval of Resolution No. 00271.

ATTACHMENTS:

None

RESOLUTION NO. 00271

Presentation, Discussion And Possible Action on Resolution No. 00271 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 Mesa Verde (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 liability company (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, MV Apartments Borrower, LP, a Delaware limited partnership (the “Owner”), will act as the owner of the Development;

WHEREAS, AAHC desires to form AAHC MV Apartments MM, LLC, a Texas limited liability company (the “Managing Member”), which entity will serve as managing member of MV Apartments, LLC, a Delaware limited liability company (the “Borrower Principal”), and the Borrower Principal will be the sole owner of the general partner of the Owner, MV Apartments Borrower GP, LLC, a Delaware limited liability company (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 located in the full purpose jurisdiction of the City of Austin, Texas with an address of 3201 Duval Rd., Austin, Travis County, Texas 78759 (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 loan with Bellwether Enterprise Mortgage Investments, LLC (or an affiliate thereof), as lender, whereby the Owner will borrow a sum not to exceed \$62,200,000.00 (“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 Managing Member, the Borrower 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 Managing Member, the Borrower 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 Managing Member, the Borrower 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 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 Managing Member, the Borrower 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 Managing Member, the Borrower 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 Managing Member, the Borrower 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 29th day of May, 2025.

EDWINA CARRINGTON, CHAIRPERSON

ATTEST:

SECRETARY