

MINUTES OF THE SPECIAL MEETING OF THE FAIRFAX COUNTY
REDEVELOPMENT AND HOUSING AUTHORITY

December 7, 2022

On December 7, 2022, the Commissioners of the Fairfax County Redevelopment and Housing Authority (FCRHA) met in the HCD Conference Room, First Floor of the Fairfax County Department of Housing and Community Development, 3700 Pender Drive, Fairfax, Virginia.

CALL TO ORDER

FCRHA Chairman Melissa McKenna called the Special Meeting of the FCRHA to order at 5:36 p.m. Attendance for all, or part of the meeting, was as follows:

PRESENT

C. Melissa McKenna, Chairman
Broderick Dunn
Kenneth Feng
Richard Kennedy
Elisabeth Lardner
Roderick Maribojoc
Nicholas McCoy
Kristen Robinson

ABSENT

Lenore Stanton, Vice Chair
Staci Alexander
Rod Solomon

Also present at the meeting were the following staff of the Department of Housing and Community Development (HCD): Thomas Fleetwood, Director; Amy Ginger, Deputy Director of Operations; Anna Shapiro, Deputy Director, Real Estate, Finance & Development; Vincent Rogers, Director, Policy & Compliance (P&C); Brandy Thompson, Management Analyst, P&C; Avis C. Wiley, Client Engagement Manager, P&C; Mike Trent, Network Analyst, Financial Management and Information Systems and Services; Mark Buenavista, Director, Design, Development and Construction; Debashish Chakravarty, Associate Director, Real Estate Finance and Grant Management; Peggy Gregory, Director, Rental Assistance; Margaret Johnson, Rental Housing; Grace Highman, Affordable and Workforce Housing Program Administrator, Affordable Housing Development.

Office of the County Attorney staff in attendance: Cynthia Bailey, Deputy County Attorney; Alan Weiss, and Ryan Wolf, Assistant County Attorneys.

ACTION ITEM:

1. Authorization of Issuance of Tax-Exempt Multifamily Housing Revenue Bonds in an Aggregate Amount Not to Exceed \$2,750,000 for the

Arrowbrook Apartments Project; Authorization and Approval of the Execution and Delivery of Various Documents in Connection with the Issuance and Sale of the Bonds; Provision for the Sale of the Bonds and Certain Other Matters in Connection Therewith (Dranesville District)

After a presentation and brief discussion, the Commissioners entered into Closed Session.

CLOSED SESSION:

Commissioner Maribojoc moved that the Fairfax County Redevelopment and Housing Authority go into Closed Session, for the following Authority go into Closed Session, for the following:

1. Pursuant to Virginia Code Section 2.2-3711(A)(8) for the consultation with legal counsel regarding the provision of legal advice by such counsel in connection with the following:
 - Issuance of supplemental bonds relative to the project known as Arrowbrook (Dranesville District).

Commissioner Kennedy seconded the motion. The FCRHA went into Closed Session at 5:40 p.m.

OPEN SESSION

Commissioner Maribojoc moved that the members of the Fairfax County Redevelopment and Housing Authority certify that to the best of their knowledge only public business matters lawfully exempted from the open meeting requirements prescribed by the Virginia Freedom of Information Act and only matters identified in the motion to convene Closed Session was heard, discussed, or considered by the Fairfax County Redevelopment and Housing Authority. Commissioner Kennedy seconded the motion.

The FCRHA took the following roll call vote:

AYE

C. Melissa McKenna, Chairman
Kenneth Feng
Richard Kennedy
Elisabeth Lardner
Roderick Maribojoc
Nicholas McCoy
Kristen Robinson

NAY

ABSTAIN

The motion carried and the Open Meeting resumed at 5:53 p.m.

ACTION ITEM

1.

RESOLUTION NUMBER 40-22

Authorization of Issuance of Tax-Exempt Multifamily Housing Revenue Bonds in an Aggregate Amount Not to Exceed \$2,750,000 for the Arrowbrook Apartments Project; Authorization and Approval of the Execution and Delivery of Various Documents in Connection with the Issuance and Sale of the Bonds; Provision for the Sale of the Bonds and Certain Other Matters in Connection Therewith (Dranesville District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (the "Authority") is a political subdivision of the Commonwealth of Virginia, established pursuant to the Housing Authority Law, Title 36, Chapter 1, Code of Virginia of 1950, as amended (the "Act"), and is authorized thereby to issue its notes and bonds from time to time to fulfill its public purposes within the meaning of the Act; and

WHEREAS, the Authority previously in December 2020 issued its \$22,500,000 Multifamily Housing Revenue Bonds (Arrowbrook Apartments Project) Series 2022 (the "Prior Bonds") to provide the original financing for the multifamily project described below; and

WHEREAS, pursuant to and in accordance with the Act, in order to provide supplemental financing for such project, the Authority now desires to issue and sell its Multifamily Housing Revenue Bonds (Arrowbrook Apartments Project) Series 2022 (the "Bonds") in an aggregate principal amount not to exceed \$2,750,000 on a tax-exempt basis; and

WHEREAS, the proceeds of the Bonds will be loaned to Arrowbrook Apartments II, LLC, a Virginia limited liability company (the "Borrower") to be used, together with other sources, to: (1) finance, refinance or reimburse a portion of the cost of the construction and equipping of a 148-unit affordable multifamily rental housing project to be known as Arrowbrook Apartments (the "Project"), located at 13325 Fairfield Ridge Avenue, Herndon, VA in the Dranesville District, (2) fund capitalized interest and other related reserves, if any, and (3) pay costs of issuance of the Bonds; and

WHEREAS, Thomas E. Fleetwood as Assistant Secretary on behalf of the Authority executed a Declaration of Intent on September 1, 2022, evidencing the Authority's intent to issue and sell the Bonds in an aggregate principal amount not to exceed \$2,750,000; and

WHEREAS, pursuant to the Tax Equity and Fiscal Responsibility Act of 1982 (“TEFRA”), the Authority is required to hold a public hearing (“TEFRA Hearing”) in connection with issuance of the Bonds on a tax-exempt basis; and

WHEREAS, the Authority held a TEFRA Hearing on May 19, 2022; and

WHEREAS, the Authority on September 15, 2022 authorized the submission of the proposed Bond financing of the Project to the Fairfax County Board of Supervisors (the “Board”) for approval; and

WHEREAS, for purposes of compliance with Section 147(f) of the Internal Revenue Code of 1986, as amended, the proposed financing and issuance of the Bonds was approved by the Board at its meeting held on October 11, 2022; and

WHEREAS, in connection with the sale of the Bonds, the Authority desires to enter into a Bond Purchase Agreement (the “Bond Purchase Agreement”) with Stifel, Nicolaus and Company, Incorporated (the “Underwriter”) and the Borrower; and

WHEREAS, there have been prepared proposed forms of:

(i) the Trust Indenture (the “Indenture”) by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), pursuant to which the Bonds will be issued;

(ii) the Loan Agreement (the “Loan Agreement”) by and between the Authority and the Borrower;

(iii) the First Amendment to the Land Use Restriction Agreement (as amended, the “LURA Amendment”) by and among the Authority, the Trustee and the Borrower;

(iv) the Bond Purchase Agreement by and among the Authority, the Borrower and the Underwriter; and

(v) the preliminary Official Statement (the “Official Statement”) to be used by the Underwriter in connection with the preliminary offering of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY:

Section 1. ***Incorporation of Recitals.*** The Recitals contained in this Resolution are true and correct and are incorporated in this Resolution by this reference.

Section 2. ***Issuance of the Bonds.*** The Commissioners of the Authority (the “Commissioners”) hereby authorize the issuance of the Bonds by the Authority in an aggregate principal amount not to exceed \$2,750,000, for the purpose of providing a loan of the proceeds of the Bonds to the Borrower to be used, together with other sources, to:

(a) finance, refinance or reimburse a portion of the cost of the construction and equipping of the Project, (b) fund capitalized interest and other related reserves, if any, and (c) pay costs of issuance of the Bonds. The Bonds shall be issued in authorized denominations as set forth in the Indenture, numbered as the Trustee shall determine, and shall be fully registered without coupons.

The Bonds shall be dated as set forth in the Indenture and approved by the Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority. The Bonds shall mature not more than four (4) years from their date of issuance and be sold at a price not less than 100 percent of the principal amount thereof. The Bonds shall bear interest initially at a term rate not to exceed six percent (6%) per annum to be established at the time of pricing and sale of the Bonds, and thereafter in accordance with the remarketing provisions of the Indenture.

The Bonds shall be executed on behalf of the Authority by, and bear the manual or facsimile signature of, the Chair or the Vice Chair of the Authority, duly attested by the manual or facsimile signature of the Secretary or an Assistant Secretary of the Authority or any other person authorized to do the same ("Authorized Representative"), and the seal of the Authority shall be thereunto affixed (or imprinted or engraved if in facsimile).

The Bonds shall be in the form set forth in the final form of the Indenture.

Section 3. **Sale of Bonds.** The Authority hereby authorizes the sale of the Bonds to the Underwriter pursuant to the Bond Purchase Agreement.

Section 4. **Limited Obligation.** The Bonds and the interest thereon shall be limited obligations of the Authority, secured by and payable solely from the trust estate pledged under the Indenture.

NEITHER THE COMMISSIONERS OF THE AUTHORITY NOR ANY PERSON EXECUTING THE BONDS SHALL BE LIABLE PERSONALLY THEREON BY REASON OF THE ISSUANCE THEREOF. THE BONDS AND THE INTEREST THEREON SHALL NOT BE A DEBT OF THE COUNTY OF FAIRFAX, VIRGINIA, THE COMMONWEALTH OF VIRGINIA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY) AND NEITHER THE COUNTY OF FAIRFAX, VIRGINIA NOR THE COMMONWEALTH OF VIRGINIA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY) SHALL BE LIABLE THEREON NOR IN ANY EVENT SHALL THE BONDS BE PAYABLE OUT OF ANY FUNDS OR PROPERTIES OTHER THAN THOSE OF THE AUTHORITY AS PLEDGED THERETO UNDER THE INDENTURE. THE BONDS SHALL NOT CONSTITUTE AN INDEBTEDNESS WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY DEBT LIMITATION OR RESTRICTION. THE AUTHORITY HAS NO TAXING POWER.

Section 5. **Indenture.** The Indenture is hereby approved in the form made available at this meeting. The Chair or the Vice Chair of the Authority is hereby authorized and directed to execute and deliver the Indenture in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chair or the Vice Chair, the execution of the Indenture being conclusive evidence of such approval and of the approval of the Authority; and the Secretary or an Assistant Secretary of the Authority, or any Authorized Representative, is hereby authorized and directed to attest the signature of the Chair or the Vice Chair to the Indenture and affix the seal of the Authority to the Indenture.

Section 6. **Trustee.** The Bank of New York Mellon Trust Company, N.A. is hereby appointed the Trustee under the Indenture. The Indenture may provide that the Trustee thereunder, or another corporate entity, shall act as bond registrar, paying agent and authenticating agent.

Section 7. **Delivery of Bonds.** After execution on behalf of the Authority, the Bonds shall be delivered to the Trustee, which is hereby authorized and requested to authenticate and deliver the Bonds to the Underwriter for the benefit of the registered owners thereof.

Section 8. **Bond Counsel.** Ballard Spahr LLP is hereby appointed Bond Counsel in connection with the issuance and sale of the Bonds.

Section 9. **Underwriter.** Stifel, Nicolaus and Company, Incorporated, is hereby appointed Underwriter in connection with the issuance and sale of the Bonds.

Section 10. **Remarketing Agent.** Stifel, Nicolaus and Company, Incorporated, is hereby appointed as Remarketing Agent in connection with the remarketing of the Bonds in accordance with the Indenture.

Section 11. **Bond Purchase Agreement.** The Bond Purchase Agreement is hereby approved in the form made available at this meeting. The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chair, the Vice Chair, the Secretary, or an Assistant Secretary, the execution of the Bond Purchase Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 12. **LURA Amendment.** The LURA Amendment is hereby approved in the form made available at this meeting. The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the LURA Amendment in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority, the execution of the LURA

Amendment being conclusive evidence of such approval and of the approval of the Authority.

Section 13. **Tax Certificate.** The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver on behalf of the Authority (i) the Tax Certificate (the "Tax Certificate") prepared by Bond Counsel, the execution of such Tax Certificate being conclusive evidence of the approval of the Authority and (ii) an Internal Revenue Service Form 8038 relating to the Bonds prepared by Bond Counsel.

Section 14. **Loan Agreement.** The Loan Agreement is hereby approved in the form made available at this meeting. The Chair or Vice Chair of the Authority is hereby authorized and directed to execute and deliver the Loan Agreement and the Secretary or an Assistant Secretary of the Authority, or any Authorized Representative, is hereby authorized and directed to attest the signature of the Chair or the Vice Chair to the Loan Agreement and to affix the seal of the Authority to the Loan Agreement in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chair or the Vice Chair, the execution of the Loan Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 15. **Official Statement.** Use by the Underwriter of the Official Statement in substantially the preliminary form made available at this meeting in connection with the preliminary offering of the Bonds by the Underwriter is hereby authorized and approved, with such additions, deletions and modifications to the preliminary Official Statement as may be approved by counsel for the Authority. The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the final Official Statement, the execution of which being conclusive evidence of the approval by the Authority for the use by the Underwriter of the final Official Statement in connection with the offering and sale of the Bonds by the Underwriter.

Section 16. **Registration under "Blue Sky" Laws.** The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority or, in their absence, any Authorized Representative is hereby authorized in the name and on behalf of the Authority to take any and all action, if any, which the Underwriter shall reasonably request and which the Chair, Vice Chair, Secretary or an Assistant Secretary may deem necessary, or advisable, with the advice of counsel for the Authority, in order to effect the registration or qualification (or exemption therefrom) of the Bonds for issue, offer, sale or trade under the "Blue Sky" or securities laws of any of the states of the United States of America and in connection therewith, to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process and other papers and instruments which may be required under such laws, and to take any and all further action

which such officer may deem necessary or advisable in order to maintain any such registration or qualification for as long as the Chair, Vice Chair, Secretary or an Assistant Secretary deems necessary or as required by law or by the Underwriter; provided, however, the Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority shall not consent to service of process in any jurisdiction in which the Authority is not now subject to service of process.

Section 17. **Other Action.** The Chair, Vice Chair, Secretary or an Assistant Secretary of the Authority or any Authorized Representative is hereby authorized and directed to execute and deliver any and all additional documents, certificates and instruments necessary or proper to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution and with respect to the securing, issuance and sale of the Bonds.

Section 18. **No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Loan Agreement, the Bond Purchase Agreement, the LURA Amendment, the Tax Certificate, the Bonds or in any other agreement, certificate or document executed on behalf of the Authority shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of the Authority in his or her individual capacity, and no such Commissioner, officer, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 19. **Action Approved and Confirmed.** All acts and doings of the Commissioners, officers, agents or employees of the Authority which are in conformity with the purposes and intent of this Resolution and in the furtherance of the issuance of the Bonds and the execution, delivery and performance of the documents and agreements authorized hereby are in all respects approved and confirmed.

Section 20. **Severability.** If any provision of this Resolution shall be held or deemed to be illegal, inoperative or unenforceable, the same shall not affect any other provision or cause any other provisions to be invalid, inoperative or unenforceable to any extent whatsoever.

Section 21. **Repealer; Effective Date.** Any resolutions or orders or parts thereof in conflict with this Resolution are to the extent of such conflict hereby repealed. This Resolution shall take effect immediately upon its adoption.

Commissioner Lardner moved to adopt Resolution Number 40-22, which Commissioner Feng seconded. The motion passed with Commissioner McCoy opposing.

BOARD MATTERS

None.

ADJOURNMENT

The Chairman adjourned the meeting at 5:55 p.m.

C. Melissa McKenna, Chairman

(Seal)

Thomas Fleetwood, Assistant Secretary