

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

July 18, 2019, Annual Meeting

On July 18, 2019, the Commissioners of the Fairfax County Redevelopment and Housing Authority (FCRHA) met in the FCRHA Board Room, One University Plaza, 4500 University Drive, Fairfax, Virginia.

CALL TO ORDER

FCRHA Chair Robert Schwaninger called the Meeting of the FCRHA to order at 7:00 p.m. Attendance for all, or part of the meeting, was as follows:

PRESENT

Robert Schwaninger, Chairman
C. Melissa Jonas, Vice Chair
Matthew Bell
Christopher Craig
Lenore Kelly
Richard Kennedy
Albert J. McAloon
Ezra Rosser
Rod Solomon
Sharisse Yerby

ABSENT

Kenneth Feng

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, Operations; Hossein Malayeri, Deputy Director, Real Estate, Finance and Development; Seema Ajrawat, Director, Financial Management and Information Systems and Services (FM-ISS); Jason Chia, Information Technology Manager, FM-ISS; Stuart Stallman, Financial Specialist, FM-ISS; Aseem Nigam, Director, Real Estate Finance and Grants Management (REFGM); Jyotsna Sharma, Associate Director, REFGM; Debashish Chakravarty, Senior Real Estate Finance Officer, REFGM; Michael Pearman, Portfolio Manager, REFGM; Vincent Rogers, Director, Policy and Compliance (P&C); Steve Knippler, Senior Program Manager, P&C; Ash Bhatia, Acting Director, Asset Management; Marta Cruz, Director of Administration; Mike Trent, Network Analyst, FM-ISS. Also in attendance was FCRHA Counsel: Cynthia A. Bailey, Deputy County Attorney; Alan Weiss, Ryan Wolf and Susan Timoner, Assistant County Attorneys.

ELECTION OF OFFICERS

Nominations were opened for Chairman of the FCRHA. A nomination was made by Commissioner Jonas to nominate Commissioner Schwaninger as Chairman of the FCRHA. Commissioner Bell seconded the nomination. With no other nominations

presented, a vote was taken and passed unanimously to elect Commissioner Schwaninger as Chairman of the FCRHA.

FCRHA Chairman Schwaninger handed the gavel to Vice Chair Melissa Jonas, who then opened the floor to nominations for Vice Chair. A nomination was made by Chairman Schwaninger to nominate Commissioner Jonas as Vice Chair of the FCRHA. Commissioner Solomon seconded the nomination. With no other nominations presented, a vote was taken and passed unanimously to elect Commissioner Jonas as Vice Chair of the FCRHA.

Vice Chair Jonas handed the gavel to Chairman Schwaninger.

CITIZEN TIME

The FCRHA Chair opened citizen time at 7:02 p.m. No one signed up in advance and no one in the audience wanted to speak. The Chair closed citizen time at 7:02 p.m.

APPROVAL OF MINUTES

June 13, 2019

Commissioner McAloon moved to approve the Minutes of the June 13, 2019, FCRHA Meeting, which Commissioner Kennedy seconded. The motion passed with Commissioner Solomon abstaining.

ADMINISTRATIVE ITEM

1.

RESOLUTION NUMBER 33-19

Commending Hossein Malayeri for His Years of Service to the Fairfax County Redevelopment and Housing Authority

WHEREAS, Hossein Malayeri has served Fairfax County and the Fairfax County Redevelopment and Housing Authority (FCRHA) in various positions with the County since 1987, including serving as Deputy Director, Real Estate, Finance and Development for the Department of Housing and Community Development (HCD) since 2014; and

WHEREAS, as the Deputy Director, Real Estate, Finance, and Development, he has led the planning and implementation of numerous design, development and construction projects for the FCRHA; and

WHEREAS, he was instrumental in HCD using the Public-Private Education and Infrastructure Act (PPEA) process to create innovative public/private partnerships that leveraged FCRHA or County-owned land to develop new affordable housing; and

WHEREAS, his vision, hard work, expertise, and dedication were essential to moving many projects from concept to reality including The Residences at the Government Center, a PPEA project creating 270 affordable apartments, and Lewinsville Affordable Senior Housing, adding 82 units of new affordable senior housing; and

WHEREAS, he led extensive preparation and planning of these projects including the coordinating of the Request for Proposals process and selecting developers; and

WHEREAS, he met with various Fairfax County Board of Supervisors members, informing them of projects and enlisting their support; and

WHEREAS, he partnered with representatives of numerous Fairfax County agencies including the Department of Public Works and Environmental Services, the Office of Community Revitalization, Fairfax County Park Authority, Department of Planning and Zoning, Office of the County Attorney and the Office of the County Executive; **and**

WHEREAS, he educated residents and community advocates about projects during community meetings, including those for The Residences at North Hill Park, a PPEA project where 175 for-sale market rate townhomes, 216 multifamily affordable and workforce units, 63 affordable independent senior housing units, and a 12-acre park are planned; and

WHEREAS, he was honored with the County's 2019 A. Heath Onthank Award, for accomplishment of outstanding worth in advancing and improving public service, and the FCRHA's Conrad Egan Award for Leadership in 2016; and

WHEREAS, on September 2, 2019, Hossein Malayeri will complete his distinguished service with the County after thirty-two years of service;

NOW THEREFORE BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority expresses its gratitude to Hossein Malayeri for his years of dedicated service to the community and to the FCRHA, and wishes him a healthy, happy and prosperous retirement.

Robert Schwaninger, Chairman

July 18, 2019

Commissioner McAloon moved to adopt Resolution Number 33-19, which Commissioner Bell seconded. The motion passed unanimously.

ACTION ITEMS

1.

RESOLUTION NUMBER 28-19

Issuance of Fairfax County Redevelopment and Housing Authority Revenue Refunding Bonds (Wedgewood Affordable Housing Acquisition) in a Principal Amount not to Exceed \$75 Million to Refund Certain Bonds Issued as Permanent Financing for Wedgewood Apartments (Mason District)

Resolution Authorizing the Issuance and Sale of Fairfax County Redevelopment and Housing Authority Revenue Refunding Bonds (Wedgewood Affordable Housing Acquisition) Series 2019 in an Aggregate Principal Amount of not to Exceed \$75,000,000 in one or more Series; Authorizing the Execution and Delivery of a Payment Agreement and a Lease Agreement with Fairfax County and an Assignment Agreement; Approving the Form and the Distribution of a Preliminary Official Statement and Approving and Authorizing the Execution and Delivery of a Final Official Statement Relating to the Bonds; Approving the Execution of a Bond Purchase Agreement Relating to the Negotiated Purchase of Such Bonds, and Other Documents or Instruments Related to the Issuance and Sale of the Bonds; Directing the Authentication and Delivery of Such Bonds; and Delegating to Proper Officers Authority to Determine Certain Details of Such Bonds.

WHEREAS, the Fairfax County Redevelopment and Housing Authority (“FCRHA”) is a political subdivision of the Commonwealth of Virginia, established pursuant to the Housing Authorities Law, Title 36, Chapter 1, Code of Virginia, 1950, as amended (the “Act”), and is authorized thereby to issue its notes and bonds from time to time to further its goal of preserving affordable housing in Fairfax County; and

WHEREAS, the Board of Supervisors of Fairfax County, Virginia (the “County”), entered into Agreements of Purchase and Sale (the “Purchase Contracts”) for the purchase by the County of a multi-family rental housing complex comprised of the 424-unit Wedgewood West Apartments, including its site of approximately 21.9 acres, the 123-unit Wedgewood East Apartments, including its site of approximately 6.9 acres, and the 125-unit Wedgewood Manor Apartments, including its site of approximately 6.0 acres, all located in Annandale, Virginia (collectively, the “Apartment Complex”); and

WHEREAS, FCRHA on November 1, 2007, authorized the issuance of its bonds to provide long-term permanent financing for the Apartment Complex; and

WHEREAS, the County, upon entering into the Purchase Contracts, requested that FCRHA provide interim financing for a portion of the purchase price of the Apartment Complex and related costs and offered to enter into a payment agreement pursuant to which the County agreed to make payments, subject to appropriation, to or for the account of FCRHA, in amounts sufficient, with the proceeds of any permanent

financing and renewal notes financing (as herein provided) and any other sources of funds available for the purpose, for FCRHA to pay timely the interest on and the principal of notes to be issued to provide for such interim financing; and

WHEREAS, FCRHA, pursuant to the County's request, issued on November 28, 2007, bond anticipation notes (the "Original Notes"), the proceeds of which were used to pay a portion of the purchase price of the Apartment Complex; and

WHEREAS, FCRHA, pursuant to the County's request, issued on October 6, 2008, bond anticipation notes (the "2008 Notes"), to pay the principal of the Original Notes; and

WHEREAS, FCRHA, pursuant to the County's request, issued on August 20, 2009, revenue bonds as a source of long-term permanent financing to pay the principal of the 2008 Notes (the "2009 Bonds"); and

WHEREAS, the County has requested FCRHA to refund, subject to favorable financial market conditions, all or a portion of the outstanding 2009 Bonds (the "Bonds to be Refunded") to achieve debt service savings; and

WHEREAS, pursuant to and in accordance with the Act, FCRHA desires to issue, sell, and deliver its Revenue Refunding Bonds (Wedgewood Affordable Housing Acquisition) Series 2019 (the "Bonds") in an aggregate principal amount not to exceed \$75,000,000 which will be sufficient to refund all or a portion of the outstanding 2009 Bonds and pay certain costs of issuance of the Bonds; and

WHEREAS, FCRHA and the County may have the opportunity in the future to sell or otherwise dispose of all or a portion of the Apartment Complex to third parties for purposes of effectuating low income housing tax credit financings, and FCRHA desires to include in the terms of the Bonds and the related documents necessary provisions to allow for such possible sales or other dispositions, including provisions relating to the extraordinary mandatory redemption of such Bonds; and

WHEREAS, there has been prepared the proposed form of a Payment Agreement between FCRHA and the County (the "Payment Agreement"), pursuant to which the County will agree to make payments, to or for the account of FCRHA, in amounts sufficient for FCRHA to pay timely the interest on and the principal of the Bonds (the "County Payments"); and

WHEREAS, the County has approved the form of and authorized the execution of the Payment Agreement to support such financing; and

WHEREAS, there has been presented to FCRHA the proposed form of a Bond Purchase Agreement (the “Bond Purchase Agreement”) between FCRHA and the underwriters for the Bonds chosen or to be chosen pursuant to County guidelines and regulations (the “Underwriters”), and approved by the County for the purchase of the Bonds; and

WHEREAS, the County has approved the form of and authorized the execution of the approval of the Bond Purchase Agreement; and

WHEREAS, there has been presented to FCRHA the form of a Preliminary Official Statement describing the Bonds, the sources of payment and security therefor, FCRHA, the County and the Apartment Complex to be distributed for purposes of selling the Bonds (the “Preliminary Official Statement”); and

WHEREAS, the County has advised FCRHA that the County will undertake primary responsibility for any annual and other reports, notices or disclosures that may be required under Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time, and make a continuing disclosure undertaking (the “Continuing Disclosure Agreement”); and

WHEREAS, FCRHA will assign pursuant to an Assignment Agreement (the “Assignment Agreement”), to the bond registrar and paying agent for the Bonds all of FCRHA’s rights under the Payment Agreement, including FCRHA’s rights to County Payments under, and to enforce the terms and provisions of, the Payment Agreement; and

WHEREAS, there has been presented to FCRHA the proposed form of an escrow deposit agreement (the “Escrow Deposit Agreement”) between FCRHA and an escrow agent providing for the redemption of the Bonds to be Refunded; and

WHEREAS, there has been presented to FCRHA the proposed form of a lease agreement between FCRHA and the County (the “Lease”) by the terms of which the County will lease the Apartment Complex to FCRHA; and

WHEREAS, there has been prepared the proposed form of the Bonds; and

WHEREAS, the Commissioners of FCRHA (the “Commissioners”) have determined that it is necessary to delegate to the Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA and the County Executive or Chief Financial Officer of the County broad powers to approve the issuance and sale of the Bonds including and the details of these transactions, subject to the guidelines and standards

established hereby; now, therefore

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

Section 1. ***Issuance of the Bonds***. The Commissioners hereby authorize the issuance of the Bonds by FCRHA for the purpose of providing funds to refund all or a portion of the outstanding 2009 Bonds and pay costs and expenses associated with the issuance of the Bonds and the refunding of the Bonds to be Refunded. The aggregate principal amount of the Bonds issued shall not exceed \$75,000,000. The Bonds shall have terms and provisions and be in substantially the form of the Bonds made available at this meeting.

The Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA with the approval of the Chairman or Vice Chairman of the Board of Supervisors of Fairfax County, Virginia, or the County Executive or Chief Financial Officer of the County are hereby authorized to determine the following relating to the Bonds as long as such determinations conform with the provisions of this Resolution and Bond Purchase Agreement:

- (a) The Bonds to be Refunded;
- (b) The aggregate principal amount of the Bonds, not to exceed the sum of the amount required to provide, with other funds made available for such purpose, the amount necessary to refund the Bonds to be Refunded plus all or any portion of costs of issuance;
- (c) The respective maturity dates and any redemption dates of the Bonds, and the respective principal amounts of the Bonds to mature or be redeemed on such dates, provided that the first maturity date shall occur no later than December 31, 2020 and the final maturity date shall not be later than December 31, 2040;
- (d) The dated date of the Bonds;
- (e) The semi-annual interest payment dates, or such other interest payment dates deemed applicable, for the Bonds and the record date for the Bonds provided that the first interest payment date shall be not more than ten (10) months after the dated date of the Bonds;
- (f) The series name and designation of the Bonds;
- (g) Whether to sell the Bonds on a tax-exempt or taxable basis;
- (h) The status of any of the several maturities of the Bonds as serial bonds or term Bonds or a combination thereof; and

- (i) The defeasance and redemption provisions (including redemption dates and prices) including extraordinary mandatory redemption provisions, extraordinary optional redemption provisions and optional redemption provisions, if any, if deemed necessary including for reasons to maintain flexibility for future refinancing of all or portion of the Bonds.

The Bonds shall be executed on behalf of FCRHA by, and bear the manual or facsimile signature of, the Chairman or the Vice Chairman of FCRHA, and the seal of FCRHA shall be impressed and duly attested by the manual or facsimile signature of the Secretary or an Assistant Secretary of FCRHA or any other person authorized to do same (each an "Authorized Representative").

Section 2. **Sale of the Bonds.**

(i) **Sale.** The Bonds shall be offered in a negotiated sale to the Underwriters on such dates as the Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA with the approval of the Chairman or Vice Chairman of the Board of Supervisors of Fairfax County, Virginia, or the County Executive or Deputy County Executive/Chief Financial Officer of the County shall determine in consultation with the County's Financial Advisor.

(ii) **Sale Delegation.** Each of the Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA with the approval of the Chairman or Vice Chairman of the Board of Supervisors of Fairfax County, Virginia, or the County Executive or Chief Financial Officer of the County, is hereby authorized to approve the sale of the Bonds in a negotiated sale to the Underwriters at a price not less than the par amount thereof on one or more dates not later than June 30, 2020; pursuant to the terms of the Bond Purchase Agreement, subject to the following condition: the aggregate net present value of the debt service savings to be obtained from the refunding of the Bonds to be Refunded is not less than 3.0% of the principal amount of the Bonds to be Refunded.

Section 3. **Bond Purchase Agreement.** The Bond Purchase Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Bond Purchase Agreement, as negotiated with the Underwriters. Any additions, deletions and modifications to the Bond Purchase Agreement, including those that may result from negotiations with the Underwriters, may be approved by the Chairman or Vice Chairman, the execution of the Bond Purchase Agreement being conclusive evidence of FCRHA's approval and of the approval of the County.

Section 4. **Limited Obligations.** The Bonds shall be limited obligations of FCRHA payable solely from the sources referred to or described in the preamble to this Resolution and as provided in the form of the Bonds.

Section 5. **Payment Agreement.** The Payment Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Payment Agreement in

substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Payment Agreement being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Payment Agreement and to attest same.

Section 6. **Lease**. The Lease is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Lease in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Lease being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Lease and to attest same.

Section 7. **Assignment Agreement**. The Assignment Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Assignment Agreement in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Assignment Agreement being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Assignment Agreement and to attest same.

Section 8. **Preliminary Official Statement and Final Official Statement**. The form of the Preliminary Official Statement relating to the Bonds presented at this meeting is hereby approved. The Chairman or Vice Chairman of FCRHA is hereby authorized to approve the terms of and cause publication of a Preliminary Official Statement describing the Bonds in substantially the same form as the Preliminary Official Statement presented to this meeting and deem "final" such Preliminary Official Statement for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The distribution and use by the selected underwriter(s) of a final Official Statement relating to the Bonds (the "Official Statement") is hereby authorized. The Official Statement shall be completed with the pricing and other information in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be approved by authorized representatives of the County and the Chairman or Vice Chairman of FCRHA. The Chairman or the Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Official Statement to the selected underwriter(s) for their use in making public offerings of the Bonds upon the terms set forth in the Official Statement and the Bond Purchase Agreement, as applicable.

Section 9 **Escrow Deposit Agreement**. The Escrow Deposit Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman

of FCRHA is hereby authorized and directed to execute and deliver the Escrow Deposit Agreement in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Escrow Deposit Agreement being conclusive evidence of such approval and of the approval of FCRHA.

Section 10. **Bond Counsel.** Norton Rose Fulbright US LLP is hereby appointed Bond Counsel in connection with the issuance and sale of the Bonds.

Section 11. **Other Action.** The Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA 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 the securing and issuance of the Bonds.

Section 12. **No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Payment Agreement, the Lease, the Assignment Agreement, the Bond Purchase Agreement, the Official Statement, the Escrow Deposit Agreement, the Bonds, or in any other agreement, certificate or document executed on behalf of FCRHA shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of FCRHA 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 13. **Action Approved and Confirmed.** All acts and doings of the Commissioners, officers, agents or employees of FCRHA that 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 14. **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 15. **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.

A COPY TESTE:

Date

Commissioner Craig moved to adopt Resolution Number 28-19, which Commissioner Jonas seconded. The motion passed unanimously.

2.

RESOLUTION NUMBER 29-19

Authorization to: (1) Execute a Service Agreement with Cox Communications for Video, High Speed Internet, Digital Phone Services to Certain Properties Owned or Managed by the Fairfax County Redevelopment and Housing Authority; and (2) Execute a Service Agreement on Behalf of the Fairfax County Board of Supervisors for Video, High Speed Internet, Digital Phone Services to Wedgewood Apartments (Mason District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (“the Authority”) is the Managing General Partner or Owner of ten (10) properties located at 3429 and 3501 Holly Hill Rd. in Alexandria, located at 3077 Patrick Henry Dr. in Falls Church, located at 7837 and 7839 Richmond Highway in Alexandria, located at 875 Grace St. and 910-912 Jorss Pl. in Herndon, located at 7122 Broadway Dr., #102, in Falls Church, located at 4003-4009 Barker Ct. in Fairfax, located at 7010 Schoonmaker Ct. in Alexandria, located at 7800-7820 Belford Dr. in Alexandria, located at 4019-4023 Olley Ln. in Fairfax, located at 3401-3419 Spring Ln. in Falls Church, and located at Wedgewood Apartments, 7615 McWhorter Pl. in Annandale; and

WHEREAS, the Authority has entered into a long-term capital lease agreement with the Fairfax County Board of Supervisors to operate Wedgewood Apartments;

NOW THEREFORE BE IT RESOLVED that the Authority hereby authorizes its Chairman, Vice Chairman, or any Assistant Secretary to execute the service agreements as described in the Action Item presented to the Authority at its meeting on July 18, 2019, as well as any other documents necessary to effectuate the purposes thereof.

After a brief discussion, Commissioner Kennedy moved to adopt Resolution Number 29-19, which Commissioner Jonas seconded. The motion passed unanimously.

3.

RESOLUTION NUMBER 30-19

Authorization, Subject to Approval by the Board of Supervisors, to: 1) Issue Tax-Exempt

and/or Taxable Bonds in an Amount not to Exceed \$46,000,000; and 2) Submit an Application to Virginia Department of Housing and Community Development for Tax-Exempt Bond Allocation for New Lake Anne House Apartments (Hunter Mill District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (FCRHA) (the “Authority”) is a political subdivision of the Commonwealth of Virginia, established pursuant to the Virginia Housing Authority Law, Title 36, Chapter 1, *Code of Virginia*, 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, pursuant to and in accordance with the Act, the Authority desires to issue and sell its tax-exempt and taxable Multifamily Housing Revenue Bonds (New Lake Anne House Project) Series 2019 in the aggregate principal amount not to exceed \$46,000,000 (the “Bonds”); and

WHEREAS, Fellowship Square Foundation, a Virginia nonprofit (the “Seller”) is currently the owner of a 240-unit multifamily housing project for low-income seniors known as Lake Anne Fellowship House Apartments (the “Project”), bound by Baron Cameron Avenue to the northwest, Village Road to the northeast, and North Shore Drive to the south; and

WHEREAS, it is contemplated that the Seller will sell the Project to New Lake Anne House Limited Partnership, a Virginia limited partnership (the “Purchaser”); and

WHEREAS, the proceeds of the Bonds will be used in part to provide financing to the Purchaser for the rehabilitation of Project; and

WHEREAS, the Bonds are and will be limited obligations, payable from the revenues pledged thereto pursuant to the Trust Indenture pursuant to which the Bonds will be issued; and as required by the Act, the Bonds shall not be a debt of Fairfax County, Virginia, the Commonwealth of Virginia or any political subdivision thereof (other than the Authority) and neither Fairfax County, Virginia, nor the Commonwealth of Virginia or any political subdivision thereof (other than the Authority) will be liable thereon, nor in any event shall the Bonds be payable out of any funds other than those received by the Authority pledged therefore pursuant to the Indenture, and the Bonds shall not constitute an indebtedness by the Authority within the meaning of any constitutional or statutory debt limitation or restriction; and

WHEREAS, Thomas E. Fleetwood, as Assistant Secretary on behalf of the Authority, executed a Declaration of Intent on January 17, 2019, evidencing its intent to issue and sell the Bonds in an aggregate principal amount not to exceed

\$46,000,000; and

WHEREAS, for the purposes of compliance with Section 147(f) of the Internal Revenue Code of 1986, as amended, the proposed bond issue must be approved by the Fairfax County Board of Supervisors;

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes all necessary actions be taken in order for the Authority to (i) request the Fairfax County Board of Supervisors to approve the proposed bond issue as described in the Item presented to the Authority at its meeting on July 18, 2019, and (ii) submit an application to the Virginia Department of Housing and Community Development for the tax-exempt bond allocation for the Project.

After a brief presentation and discussion, Commissioner Kennedy moved to adopt Resolution Number 30-19 subject to the following conditions:

That prior to the Tax Equity and Fiscal Responsibility Act (TEFRA) hearing before the FCRHA on September 19, 2019, and as a condition for holding such hearing:

1. The United States Department of Housing and Urban Development (HUD), Office of Public and Indian Housing (PIH), has issued written guidance that the proposed transfer of Project Based Voucher rental assistance may proceed as proposed; and
2. HUD has provided specific additional written guidance that the federal laws collectively known as "Davis Bacon," as referenced in the Action Item presented on July 18, 2019, do not apply in this case; or that the project developer provides documented evidence of commitments of the additional financing necessary to ensure that the project is financially viable in the event Davis Bacon wage rates apply.

Commissioner Rosser seconded the motion. The motion passed unanimously.

RESOLUTION NUMBER 31-19

Authorization to Hold a Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing Prior to Bond Issuance (Hunter Mill District)

WHEREAS, the Community Preservation and Development Corporation (CPDC) proposes to finance the development of New Lake Anne House Apartments, a 240-unit independent, elderly, affordable rental facility according to the financing plan presented to the FCRHA at its meeting on July 18, 2019; and

WHEREAS, one source of funds for the development of New Lake Anne House Apartments is proposed to be \$46,000,000 in tax-exempt bonds; and

WHEREAS, the issuance of bonds require that a federally-mandated Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing be held by the government entity issuing those bonds, in this case the FCRHA, prior to issuance;

NOW THEREFORE BE IT RESOLVED that the FCRHA authorizes a TEFRA Hearing be held as described in the Item presented to the FCRHA at its meeting on July 18, 2019.

Commissioner Kennedy moved to adopt Resolution Number 31-19, as amended, which Commissioner Jonas seconded. The motion passed unanimously.

Cynthia Bailey, Deputy County Attorney, stated that the record should be clear that the TEFRA Hearing was also contingent on the two conditions made in the previous motion.

3.

RESOLUTION NUMBER 32-19

Authorization, Subject to the Approval of the Fairfax County Board of Supervisors, to Make a Housing Blueprint Loan to The Residences at North Hill Bond 94, LLC, in the Amount of up to \$3,000,000, to Finance the Development of The Residences at North Hill in Alexandria, Virginia (Mount Vernon District).

WHEREAS, The Residences at North Hill Bond 94, LLC, a Virginia limited liability company, submitted a request for financing under the Housing Blueprint (Blueprint) as a source of financing for the development of 94 units within The Residences at North Hill Apartments (total of 279 units); and

WHEREAS, the Fairfax County Redevelopment and Housing Authority (FCRHA) wishes to assist The Residences at North Hill Bond 94, LLC to develop the 94 units in The Residences at North Hill Apartments project in order to produce multifamily

rental housing in Fairfax County by providing a loan to The Residences at North Hill Bond 94, LLC in the amount of up to \$3,000,000;

NOW, THEREFORE, BE IT RESOLVED that the FCRHA, subject to approval by the Board of Supervisors, hereby authorizes:

- 1) Making a loan to The Residences at North Hill Bond 94, LLC for The Residences at North Hill Apartments project in the amount of up to \$3,000,000, as described in the Action Item presented to the FCRHA on July 18, 2019; and
- 2) The allocation of Blueprint funds in the amount of up to \$3,000,000 for the purpose of the development of The Residences at North Hill Apartments.

BE IT FURTHER RESOLVED that the FCRHA authorizes Thomas E. Fleetwood, Assistant Secretary, or any Assistant Secretary to negotiate all loan terms on behalf of the FCRHA and authorizes its Chairman, Vice Chairman or any Assistant Secretary to execute all documents, agreements, and instruments necessary or appropriate in connection with the making of the Loan for the development of the 94 units within The Residences at North Hill Bond 94, LLC project.

Commissioner Bell moved to adopt Resolution Number 32-19, which Commissioner Yerby seconded. The motion passed unanimously.

INFORMATION ITEMS

1. Fairfax County Redevelopment and Housing Authority Meeting Summary – June 13, 2019
2. Minutes of the Housing Ownership, Management, and Security Committee Meeting – July 10, 2019
3. Minutes of the Finance Committee Meeting – July 10, 2019
4. Fairfax County Redevelopment and Housing Authority (FCRHA) Conrad Egan Excellence Awards Program Nomination Process
5. Calendar Year 2018 Audited Financial Statements for Fairfax County Redevelopment and Housing Authority-Controlled Partnerships and Unit Owners Associations
6. FY 2019 Carryover Review Summary

7. Fairfax County Redevelopment and Housing Authority Calendar of Meetings –
August and September 2019

CLOSED SESSION

Commissioner Craig moved that the Fairfax County Redevelopment and Housing Authority (“FCRHA”) go into Closed Session, for the following:

Pursuant to Virginia Code Section 2.2-3711(A)(3), for discussion and consideration of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the FCRHA, namely:

- North Hill Project, Mount Vernon District
- One University, Braddock District
- Autumn Willow, Springfield District

Commissioner Kennedy seconded the motion. The FCRHA went into Closed Session at 7:52 p.m.

OPEN SESSION

Commissioner Craig 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 were heard, discussed or considered by the Fairfax County Redevelopment and Housing Authority during Closed Session. Commissioner Jonas seconded the motion.

The FCRHA took the following roll call vote:

AYE

Robert Schwaninger, Chairman
C. Melissa Jonas, Vice Chair
Matthew Bell
Christopher Craig
Lenore Kelly
Richard Kennedy
Albert J. McAloon
Ezra Rosser
Rod Solomon
Sharisse Yerby

NAY

ABSTAIN

The motion carried and the Open Meeting resumed at 7:57 p.m.

BOARD MATTERS – See Attachment

ADJOURNMENT

The Chairman adjourned the meeting, at 8:04 p.m.

(Seal)

Robert Schwaninger, Chairman

Thomas Fleetwood, Assistant Secretary