

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

June 16, 2022

On June 16, 2022, the Commissioners of the Fairfax County Redevelopment and Housing Authority (FCRHA) met in Conference Room 232 of the Fairfax County Government Center, 12000 Government Center Parkway, Fairfax, Virginia.

CALL TO ORDER

FCRHA Vice Chair Stanton 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

Staci Alexander  
Broderick Dunn  
Kenneth Feng  
Richard Kennedy  
Elisabeth Lardner  
Roderick Maribojoc  
Rod Solomon  
Lenore Stanton, Vice Chair

ABSENT

Nicholas McCoy  
C. Melissa McKenna, Chairman  
Kristen Robinson

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; Vincent Rogers, Director, Policy & Compliance (P&C); Linda Hoffman, Associate Director of Policy, P&C; Avis C. Wiley, Client Engagement Manager, P&C; Bree Fuller, Associate Director, Affordable Housing; Mike Trent, Network Analyst, Financial Management and Information Systems and Services (FM-ISS); Debashish Chakravarty, Associate Director, Real Estate Finance and Grants Management. Also in attendance was FCRHA Counsel: Rodger Nayak, Susan Timoner, Alan Weiss, and Ryan Wolf, Assistant County Attorneys.

CITIZEN TIME

The FCRHA Chairman opened citizen time at 7:00 p.m. No one signed up in advance and no one in the audience wanted to speak. The Chairman closed citizen time at 7:01 p.m.

APPROVAL OF MINUTES

**May 19, 2022**

Commissioner Lardner moved to approve the Minutes of the May 19, 2022, FCRHA Meeting, which Commissioner Kennedy seconded. The motion passed with Commissioners Alexander, Feng, and Maribojoc abstaining.

ACTION ITEM

1.

RESOLUTION NUMBER 22-22

Approval to Submit the Fairfax County Redevelopment and Housing Authority Moving to Work Plan for Fiscal Year 2023 to the U.S. Department of Housing and Urban Development

**BE IT RESOLVED THAT** the Fairfax County Redevelopment and Housing Authority (FCRHA) approves the submission to the U.S. Department of Housing and Urban Development of the Moving to Work Plan for Fiscal Year 2023, as contained in the Action Item presented to the FCRHA on June 16, 2022, and authorizes the FCRHA Chairman to sign the HUD-promulgated Moving to Work Certifications of Compliance for the Plan.

Commissioner Kennedy moved to adopt Resolution Number 22-22, which Commissioner Solomon seconded. The motion passed unanimously.

ACTION ITEM

2.

RESOLUTION NUMBER 23-22

Authorization of Issuance of Tax-Exempt Multifamily Housing Revenue Bonds in an Aggregate Amount Not to Exceed \$270,000 to Provide Supplemental Financing for a 47-Unit Affordable Multifamily Housing Project Comprising One Portion of The Larger Multifamily Development known as The Residences at North Hill; 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 (Mount Vernon District)

**WHEREAS**, the Fairfax County Redevelopment and Housing Authority (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 bonds, notes and other obligations 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, in order to provide supplemental financing for the multifamily project described below, the Authority has been requested to issue and sell its multifamily housing revenue bonds in one or more series in the aggregate principal amount not to exceed \$270,000 (the “Bonds”); and

**WHEREAS**, the proceeds of the Bonds will be used to make a loan to The Residences at North Hill Bond 47, LLC (the “Borrower”) to provide supplemental financing for the costs of construction and equipping of a 47-unit affordable multifamily housing project (the “Project”), which comprises a portion of the larger multifamily housing development to be known as The Residences at North Hill, located in Fairfax County, on Nightingale Hill Lane, in Alexandria, Virginia; and

**WHEREAS**, the Project will be owned by the Borrower (subject to a ground lease from the Authority) and is also expected to be eligible for four percent low income housing tax credits; and

**WHEREAS**, Thomas Fleetwood as Assistant Secretary on behalf of the Authority executed a Declaration of Intent on April 21, 2022, evidencing the Authority’s intent to issue and sell the Bonds in an aggregate principal amount not to exceed \$270,000; and

**WHEREAS**, the Authority on May 19, 2022, authorized the submission of the proposed Bond financing of the Project to the Fairfax County Board of Supervisors for approval; and

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

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

**WHEREAS**, for the 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 at a meeting held on May 24, 2022, by the Fairfax County Board of Supervisors; and

**WHEREAS**, in connection with the proposed direct purchase and sale of the Bonds, the Authority desires to enter into a Bond Purchase Agreement (the “Bond Purchase Agreement”) with two individuals affiliated with the Borrower (namely, Richard K. Barnhart, an individual residing at 40 Evans Lane, Haverford, PA 19041 and Mark H. Dambly, an individual residing at 354 Darlington Road, Media, PA 19063) (together, the “Purchasers”), 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 by and between the Authority and the Borrower:

(iii) the Land Use Restriction Agreement by and among the Authority, the Trustee and the Borrower; and

(iv) the Bond Purchase Agreement.

**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 \$270,000 for the purpose of providing a loan of the proceeds of the Bonds to the Owner to be used, together with other sources, to provide supplemental financing for the costs of construction and equipping of the Project. The Bonds may be issued in one or more series. 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. The Bonds shall mature not more than one (1) year 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 at a fixed rate of 2.75% per annum.

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 Purchasers 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 Purchasers upon satisfaction of the terms and conditions of the Indenture and the Bond Purchase Agreement.

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

Section 9. **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 10. **Land Use Restriction Agreement.** The Land Use Restriction 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 Land Use Restriction Agreement 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 Land Use Restriction Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 11. **Tax Agreement.** 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 No Arbitrage Certificate and Tax Agreement (the "Tax Agreement") prepared by Bond Counsel, the execution of such Tax Agreement 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 12. **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 13. **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 14. **No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Loan Agreement, the Bond Purchase Agreement, the Land Use Restriction Agreement, the Tax Agreement, 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 15. **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 16. **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 17. **Repealer; Effective Date.** Any prior resolutions 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.

***ADOPTED AND APPROVED*** this 16<sup>th</sup> day of June, 2022.

Commissioner Lardner moved to adopt Resolution Number 23-22, which Commissioner Dunn seconded. The motion passed unanimously.

#### RESOLUTION NUMBER 24-22

Authorization of Issuance of Tax-Exempt Multifamily Housing Revenue Bonds in an Aggregate Amount Not to Exceed \$245,000 to Provide Supplemental Financing for a 94-Unit Affordable Multifamily Housing Project Comprising One Portion of The Larger Multifamily Development known as The Residences at North Hill; 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 (Mount Vernon District)

**WHEREAS**, the Fairfax County Redevelopment and Housing Authority (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 bonds, notes and

other obligations 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, in order to provide supplemental financing for the multifamily project described below, the Authority has been requested to issue and sell its multifamily housing revenue bonds in one or more series in the aggregate principal amount not to exceed \$245,000 (the “Bonds”); and

**WHEREAS**, the proceeds of the Bonds will be used to make a loan to The Residences at North Hill Bond 94, LLC (the “Borrower”) to provide supplemental financing for the costs of construction and equipping of a 94-unit affordable multifamily housing project (the “Project”), which comprises a portion of the larger multifamily housing development to be known as The Residences at North Hill, located in Fairfax County, on Nightingale Hill Lane, in Alexandria, Virginia; and

**WHEREAS**, the Project will be owned by the Borrower (subject to a ground lease from the Authority) and is also expected to be eligible for four percent low income housing tax credits; and

**WHEREAS**, Thomas Fleetwood as Assistant Secretary on behalf of the Authority executed a Declaration of Intent on April 21, 2022 evidencing the Authority’s intent to issue and sell the Bonds in an aggregate principal amount not to exceed \$245,000; and

**WHEREAS**, the Authority on May 19, 2022, authorized the submission of the proposed Bond financing of the Project to the Fairfax County Board of Supervisors for approval; and

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

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

**WHEREAS**, for the 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 at a meeting held on May 24, 2022, by the Fairfax County Board of Supervisors; and

**WHEREAS**, in connection with the proposed direct purchase and sale of the Bonds, the Authority desires to enter into a Bond Purchase Agreement (the "Bond Purchase Agreement") with two individuals affiliated with the Borrower (namely, Richard K. Barnhart, an individual residing at 40 Evans Lane, Haverford, PA 19041 and Mark H. Dambly, an individual residing at 354 Darlington Road, Media, PA 19063) (together, the "Purchasers") 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 by and between the Authority and the Borrower:

(iii) the Land Use Restriction Agreement by and among the Authority, the Trustee and the Borrower; and

(iv) the Bond Purchase Agreement

**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 \$245,000 for the purpose of providing a loan of the proceeds of the Bonds to the Owner to be used, together with other sources, to: provide supplemental financing for the costs of construction and equipping of the Project. The Bonds may be issued in one or more series. 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. The Bonds shall mature not more than one (1) year 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 at a fixed rate of 2.75% per annum.

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 Purchasers 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.

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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 Purchasers upon satisfaction of the terms and conditions of the Indenture and the Bond Purchase Agreement.

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

Section 9. **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 10. **Land Use Restriction Agreement.** The Land Use Restriction 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 Land Use Restriction Agreement 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 Land Use Restriction Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 11. **Tax Agreement.** 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 No Arbitrage Certificate and Tax Agreement (the "Tax Agreement") prepared by Bond Counsel, the execution of such Tax Agreement 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 12. **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 13. **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 14. **No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Loan Agreement, the Bond Purchase Agreement, the Land Use Restriction Agreement, the Tax Agreement, 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 15. **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 16. **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 17. **Repealer; Effective Date.** Any prior resolutions 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.

***ADOPTED AND APPROVED*** this 16th day of June 2022.

Commissioner Lardner moved to adopt Resolution Number 24-22, which Commissioner Solomon seconded. The motion passed unanimously.

### **INFORMATION ITEMS**

1. Minutes of the Housing Ownership, Management, and Security Committee Meeting – June 8, 2022

2. Minutes of the Production, Preservation & Partnerships Committee Meeting – June 8, 2022
3. Updated for Sale Workforce Dwelling Unit (WDU) Pricing

CLOSED SESSION

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

1. Pursuant to Virginia Code Section 2.2-3711(A)(7) for consultation with legal counsel regarding probable litigation in connection with the following:
  - a. Noicha Foreman v. Good Shepherd Housing, Inc. and Fairfax County Redevelopment and Housing Authority, HUD File # 03-22-0719-8 (Lee District)

Commissioner Kennedy seconded the motion. The FCRHA went into Closed Session at 7:13 p.m.

OPEN SESSION

Commissioner Lardner 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 Alexander seconded the motion.

The FCRHA took the following roll call vote:

AYE

Lenore Kelly, Vice Chair  
Staci Alexander  
Broderick Dunn  
Kenneth Feng  
Richard Kennedy  
Roderick Maribojoc  
Rod Solomon

NAY

ABSTAIN

The motion carried and the Open Meeting resumed at 8:02 p.m.

CLOSED SESSION ITEM

1.

**RESOLUTION 25-22**

Authorization of Settlement / Conciliation re: Noicha Foreman v. Good Shepherd Housing, Inc. and Fairfax County Redevelopment and Housing Authority, HUD File # 03-22-0719-8; 7971 Audubon Avenue, #203, Alexandria VA 22306 (Lee District)

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) authorizes the settlement and conciliation of the fair housing complaint of *Noicha Foreman v. Good Shepherd Housing, Inc. and Fairfax County Redevelopment and Housing Authority*, HUD file number 03-22-0719-8, on the terms outlined to the FCRHA at its meeting on June 16, 2022, in Closed Session; and

BE IT FURTHER RESOLVED that any Assistant Secretary, or his or her designee, may take such actions and execute and deliver such documents as may be reasonably necessary to effectuate such settlement and conciliation.

Commissioner Lardner moved to adopt Resolution Number 25-22, which Commissioner Dunn seconded. Commissioner Feng opposed. The motion passed.

BOARD MATTERS

See Attachment 1.

ADJOURNMENT

The Chairman adjourned the meeting at 8:07 p.m.

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C. Melissa McKenna, Chairman

(Seal)

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Thomas Fleetwood, Assistant Secretary