



STRATEGIC HOUSING FINANCE CORPORATION

December 22, 2017

Resolution No. SHFC-2017-26, To Approve a Memorandum of Understanding (MOU) between Strategic Housing Finance Corporation and the developer as described in the MOU (or a related or affiliated entity, or such other entity as approved by Strategic Housing Finance Corporation) (Developer) related to participation in the Austin Boyce Lane Apartment Homes project.

WHEREAS, Strategic Housing Finance Corporation of Travis County (SHFC) has been approached by a developer about an opportunity to acquire, finance, construct, and own an approximately 300-unit affordable housing development for families to be known as Austin Boyce Lane Apartment Homes and to be located on approximately 49.801 acres of land between Boyce Lane and Parmer Lane, approximately one mile west of State Highway 130, in Austin, Travis County, Texas (the "Property");

WHEREAS, it is contemplated that SHFC and its affiliates will control the Property and that the Developer and its affiliates will provide development services, guarantees, and other assistance in connection with the acquisition, financing, and construction of the Property;

WHEREAS, it is anticipated that the Property will be owned by a partnership entity formed as agreed to by SHFC and the Developer (the "Partnership") and that the Partnership's sole general partner will be a Texas limited liability company, (the "General Partner") which general partner will be wholly controlled by SHFC;

WHEREAS, the Board of SHFC has reviewed a proposed Memorandum of Understanding (the "MOU") with the Developer, describing the terms of the transaction, a copy of which has been provided to the Board;

WHEREAS, the Board of SHFC desires to give preliminary approval for SHFC, acting through its duly authorized representatives, to pursue the proposed transaction;

RESOLVED, that the MOU is hereby approved and that the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development), acting on behalf of SHFC, is hereby authorized to execute and deliver the MOU;

RESOLVED, that SHFC shall cause the General Partner to be organized or acquired as its wholly-owned subsidiary and that the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development), acting on behalf of SHFC, is hereby authorized to execute such documents and take such actions as may be necessary or appropriate to organize or acquire the General Partner;



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RESOLVED, that SHFC shall cause the Partnership to be organized or acquired and that the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development), acting on behalf of SHFC, acting on behalf of the General Partner, is hereby authorized to execute such documents and take such actions as may be necessary or appropriate to organize or acquire the Partnership;

RESOLVED, that the General Partner shall be owned by SHFC (or a subsidiary thereof), and the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development), acting on behalf of SHFC, shall be an authorized party to sign documents on behalf of the General Partner, both in their individual capacity and in their capacity as general partner of the Partnership, respectively;

RESOLVED, that, other than as described in these resolutions, this Board shall retain the right to approve the final terms of the transaction for financing the development of the Property;

RESOLVED, that the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development) is authorized to (a) sign, certify to, acknowledge, deliver, accept, file, and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of SHFC, the General Partner, or the Landowning Entity, as applicable, as such person shall deem to be necessary, desirable, or appropriate in order to effect the purposes of the foregoing resolutions; and

RESOLVED, that the Executive Vice President of SHFC (or in his absence, any other officer of SHFC, including the Director of Real Estate Development), acting on behalf of SHFC, acting on behalf of the General Partner, acting on its own behalf or on behalf of the Partnership, be and hereby is severally authorized to (a) sign, certify to, acknowledge, deliver, accept, file, and record any and all instruments and documents in connection with obtaining financing for the development of the Property, including but not limited to applications relating to bonds and/or low-income housing tax credits, and (b) take, or cause to be taken, any and all such action, including in the name and on behalf of the General Partner and the Partnership, as shall be deemed necessary, desirable, or appropriate in order to effect the development of the Austin Boyce Lane Apartment Homes project.



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RESOLVED, that any and all action taken by the Executive Vice President of SHFC and other SHFC officers and/or staff prior to the date of approval of these resolutions in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted.

NOW, THEREFORE, BE IT FURTHER RESOLVED that the Board of Directors of SHFC hereby:

1. Approves Resolution SHFC-2017-26,
2. Authorizes the Executive Vice President and Director of Real Estate Development to execute all relevant policies and procedures.

Passed and approved the 22nd day of December 2017.

Attested and approved as to form:

Patrick Howard

Patrick B. Howard, Executive Vice President



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CERTIFICATION

The above resolution, adopted by the Board of Directors of the Strategic Housing Finance Corporation of Travis County at a meeting held on the 22nd day of December, 2017, is hereby certified to be a true and correct copy of an official copy thereof on file among the official records of such Corporation.

WITNESS my hand and seal of office this 22nd day of December, 2017.

By: Patrick Howard
Name: Patrick Howard
Title: Executive Vice President



STRATEGIC HOUSING
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OF TRAVIS COUNTY

**SHFC Action Item 4A & 4B
December 22, 2017**

Resolution No. SHFC-2017-26: To Approve a Memorandum of Understanding (MOU) between Strategic Housing Finance Corporation and Rise Residential Development, LLC, a Texas limited liability company or its designated affiliate ("Developer") for the development of (Boyce Parmer Apartments).

Resolution No. SHFC-2017-27: To A. Authorize the debt financing, equity financing, property acquisition, service related agreements and other matters necessary or convenient for Strategic Housing Finance Corporation of Travis County to participate in the development and operation of Boyce Parmer Apartments transaction; and B. Authorize the execution and delivery of documents and instruments necessary to carry out the contemplated transaction, and to take other actions related to the subject.

Background Information:

On August 9, 2017 the Board approved Resolution No. SHFC-2017-18 which approved the prescription of the form and substance of an Agreement to Issue Bonds. On December 7, 2017 the Board approved Resolution No. SHFC-2017-23 to authorize the issuance, sale, and delivery of one or more series of taxable or tax-exempt multifamily housing revenue bonds for (Boyce Parmer Apartment Project) Series 2017. Staff is now requesting the approval of a MOU and authorization to enter into a partnership arrangement which will allow Strategic Housing Finance Corporation of Travis County to participate in the development of Boyce Parmer Apartments.

Recommended Action:

Consider the appropriate action regarding **Resolution No. SHFC-2017-26:** To Approve a Memorandum of Understanding (MOU) between Strategic Housing Finance Corporation and Rise Residential Development, LLC, a Texas limited liability company or its designated affiliate ("Developer") for the development of (Boyce Parmer Apartments).

Consider the appropriate action regarding **Resolution No. SHFC-2017-27:** To A. Authorize the debt financing, equity financing, property acquisition, service related agreements and other matters necessary or convenient for Strategic Housing Finance Corporation of Travis County to participate in the development and operation of Boyce Parmer Apartments transaction; and B. Authorize the execution and delivery of documents and instruments necessary to carry out the contemplated transaction, and to take other actions related to the subject.

Alternate Option:

The Board of Directors could elect to Not Approve the following resolutions:

- **Resolution No. SHFC-2017-26**
- **Resolution No. SHFC-2017-27**



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of TRAVIS COUNTY

Fiscal Impact:

This transaction will greatly enhance the financial position of SHFC through the collection of Bond issuance fees, Construction Administration fees, Developer's fees, and cash flow of the property upon stabilization.

Attachments:

- Resolution No. SHFC-2017- 26
- Resolution No. SHFC-2017- 27

Prepared by:

Robert Onion, Director of Real Estate Development

Approval:

A handwritten signature in blue ink that reads "Patrick B. Howard".

Patrick B. Howard, *Executive Vice President*