

HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY

10400 Detrick Avenue
Kensington, Maryland 20895
(240) 627-9425

Minutes

February 7, 2018

18-02

The monthly meeting of the Housing Opportunities Commission of Montgomery County was conducted on Wednesday, February 7, 2018 at 10400 Detrick Avenue, Kensington, Maryland beginning at 4:05 p.m. Those in attendance were:

Present

Jackie Simon, Chair
Richard Y. Nelson, Chair Pro Tem
Pamela Byrd
Edgar Rodriguez

Absent

Margaret McFarland
Linda Croom

Also Attending

Stacy L. Spann, Executive Director
Marcus Ervin
Arthur Tirsky
Zachary Marks
Ethan Cohen
Melody Stanford
Fred Swan
Ugonna Ibebuchi
Jim Atwell
Ali Khademian
Victoria Dixon
Natalie Craver

Nowelle Ghahhari, General Counsel
Patrick Mattingly
Sherraine Rawlins
Shauna Sorrells
Kayrine Brown
Ellen Goff
Pedro Martin
Lauren Jackson
Garrett Jackson
Nicole Davis
Francisco Vega
Ian Williams

Resident Advisory Board

Yvonne Caughman, Vice President

IT Support

Irma Rodriguez
Gabriel Taube

Guest

Marta Melgar

Guest Cont'd

David Rotenstein
Lynn Pekkanen
Kevin Berenoc, No Fear Institute
Marsha Adebayo, Macedonia Baptist Church

Commission Support

Patrice Birdsong

Chair Jackie Simon made a slight adjustment to the meeting Agenda allowing Community Forum to begin at 4:05 p.m. Allowing guest who wanted to address the Board and opportunity to do so prior to the regular business meeting.

I. INFORMATION EXCHANGE

A. Community Forum

- Marta Meger addressed the Board with her continue issue of harassment from her neighbors. Bonnie Hodge, Assistant Director of Housing Resources was asked to assist.
- Individual members with the Macedonia Baptist Church group were given an opportunity to address the Board. They were as follows: David Rotenstein, Lynn Pekkanen, Kevin Berenoc, No Fear Institute, Marsha Adebayo, Macedonia Baptist Church

Election of Officers

Mr. Spann opened the floor at 4:30 p.m. for the election of the 2018 officers.

A motion to nominate Commissioner Jackie Simon to continue serving as Chair was made by Richard Y. Nelson, Jr., Commissioner Jackie Simon nominated Richard Y. Nelson, Jr., as Vice Chair, and Edgar Rodriguez as Chair Pro Tem. The nominations were unanimous. There were no other nominations, the officers were unanimously elected – Jackie Simon, Chair; Richard Y. Nelson, Jr., Vice Chair; and Edgar Rodriguez, Chair Pro Tem. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioners McFarland and Croom were necessarily absent and did not participate in the vote.

B. Executive Director Report

- Executive Director Spann reported that there was nothing additional to add to his written report.

At 4:35 p.m. the Board recessed Business meeting due to interruption/outburst from the Macedonia Baptist Church group during the Election of Officers and the Executive Director's report.

Meeting reconvened at 4:40 p.m.

C. Commissioner Exchange

- No reports

D. Resident Advisory Board

- Ms. Caughman reported Resident Advisory Board activities. The Mortgage Finance/Real Estate Division would be presenting the RAB during the February 26, 2018 meeting. She announced that the IT Department has been working with them to update the webpage.

The Consent Calendar was adopted upon a motion by Commissioner Byrd and seconded by Vice Chair Nelson. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioner McFarland and Croom were necessarily absent and did not participate in the vote.

II. CONSENT ITEMS

- A. Approval of Minutes of January 10, 2018 regular meeting** - The minutes were approved as submitted.
- B. Approval of Minutes of January 10, 2018 Administrative Session** – The minutes were approved as submitted.
- C. Approval of Minutes of January 31, 2018 Administrative Session** – The minutes were approved as submitted.
- D. Approval of Minutes of February 6, 2018 Administrative Session** – The minutes were approved as submitted.

III. ADMINISTRATIVE AND SPECIAL SESSION RATIFICATIONS

- A. Ratification of Action Taken in Administrative Session on January 10, 2018:
Authorization to Form a New Entity for The Acquisition of an Existing Multifamily Development**

The following resolution was adopted upon a motion by Vice Chair Nelson and seconded by Commissioner Byrd. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioners McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION No.: 18-07R

**RE: Approval to Form a New Entity for the
Acquisition of an Existing Multifamily
Development**

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing

Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Session duly called and held on January 10, 2018, with a quorum present, the Commission duly adopted Resolution 18-07AS authorizing the formation of a new entity for the acquisition of an existing multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-07AS and any action taken since January 10, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-07R and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

**B. Ratification of Action Taken in Administrative Session on January 10, 2018:
Approval to Add Ten (10) Additional Rental Assistance Demonstration (“RAD”)
Vouchers to a New Multifamily Development; and Approval for Conditional
Investment in a New Multifamily Development**

The following resolutions were adopted upon a motion by Commissioner Byrd and seconded by Vice Chair Nelson. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioners McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION NO.: 18-08R

**RE: Approval to Add Ten Additional
Rental Assistance Demonstration
Vouchers to a New Multifamily
Development**

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Session duly called and held on January 10, 2018, with a quorum present, the Commission duly adopted Resolution 18-08AS authorizing the placement of ten additional Rental Assistance Demonstration (“RAD”) Vouchers at a new multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-08AS and any action taken since January 10, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-08R and subsequent actions taken in relation thereto, are hereby ratified and affirmed.

RESOLUTION NO.: 18-09R

RE: Approval for Conditional Investment in a New Multifamily Development

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Session duly called and held on January 10, 2018, with a quorum present, the Commission duly adopted Resolution 18-09AS authorizing conditional investment in a new multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-09AS and any action taken since January 10, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-09R and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

**C. Ratification of Action Taken in Administrative Session on January 31, 2018:
Approval to Temporarily Increase the PNC Lines of Credit to Fund the Acquisition of an Existing Multifamily Development**

The following resolution was adopted upon a motion by Commissioner Byrd and seconded by Chair Pro Tem Rodriguez. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioners McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION NO.: 18-10R

RE: Approval to Temporarily Increase the PNC

Lines of Credit to Fund the Acquisition of an Existing Multifamily Development

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Special Session duly called and held on January 31, 2018, with a quorum present, the Commission duly adopted Resolution 18-10AS authorizing the temporary increase of the PNC Lines of Credit in order to fund the acquisition of a multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-10AS and any action taken since January 31, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-10AS Resolution and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

D. Ratification of Action Taken in Administrative Session on January 31, 2018: Approval to - a) Complete the Acquisition of an Existing Multifamily Development; b) to Fund the Acquisition, and c) to Select a Management Company for the Development; and Approval to Draw on the PNC Lines of Credit to Fund the Acquisition of an Existing Multifamily Development

The following resolutions were adopted upon a motion by Vice Chair Nelson and seconded by Commissioner Byrd. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioner McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION NO.: 18-11R

RE: Approval to a) Complete the Acquisition of an Existing Multifamily Development, b) to Fund the Acquisition, and c) to Select a Management Company for the Development

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing

Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Special Session duly called and held on January 31, 2018, with a quorum present, the Commission duly adopted Resolution 18-11AS authorizing the completion of the acquisition of a multifamily development, funding the acquisition, and selecting a management company for the development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-11AS and any action taken since January 31, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-11R and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

RESOLUTION No.: 18-12R

**RE: Approval to draw on the PNC Lines of Credit
to fund the acquisition of an existing
multifamily development**

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Special Session duly called and held on January 31, 2018, with a quorum present, the Commission duly adopted Resolution 18-12AS authorizing draws on the PNC Lines of Credit in order to fund the acquisition of a multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-12AS and any action taken since January 31, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-12R and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

**E. Ratification of Action Taken in Administrative Session on February 6, 2018:
Approval to Advance Funds from Various Commission Sources on an Interim Basis,
Prior to the Availability of Increased Funding on the PNC Bank, N.A. Lines of Credit,
to Enable the Acquisition of an Existing Multifamily Development**

The following resolutions were adopted upon a motion by Vice Chair Nelson and seconded by Commissioner Byrd. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioner McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION NO.: 18-14R

**RE: Approval to Advance Funds from Various
Commission Sources on an Interim Basis, Prior
to the Availability of Increased Funding on the
LPNC Bank, N.A. Lines of Credit, to Enable the
Acquisition of an Existing Multifamily
Development**

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, is authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of rental housing properties which provide a public purpose; and

WHEREAS, at a closed Administrative Special Session duly called and held on February 6, 2018, with a quorum present, the Commission duly adopted Resolution 18-14AS authorizing the advance of funds from various Commission sources on an interim bases prior to the availability of increased funding on the PNC Lines of Credit to enable the acquisition of a multifamily development; and

WHEREAS, the Commission wishes to ratify and affirm, in an open meeting, the action undertaken by the Commissioners in adopting Resolution 18-14AS and any action taken since February 6, 2018 to effectuate the transaction contemplated therein.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that Resolution 18-14R and any subsequent actions taken in relation thereto, are hereby ratified and affirmed.

IV. COMMITTEE REPORTS and RECOMMENDATIONS FOR ACTION

A. Development and Finance Committee – *Com. Simon, Chair*

1. Approval of Public Purpose, Feasibility, and Issuance of a Bond Authorizing Resolution for the Hillside Senior Living Transaction

Vivian Benjamin, Assistant Director of Mortgage Finance, Ugonna Ibebuchi, Financial Analyst, and Victoria Dixon, Senior Multifamily Underwriter, were presenters.

The following resolution was adopted upon a motion by Vice Chair Nelson and seconded by Chair Pro Tem Rodriguez. Affirmative votes were cast by Commissioners Simon, Nelson, Rodriguez, and Byrd. Commissioners McFarland and Croom were necessarily absent and did not participate in the vote.

RESOLUTION: 2018 -13

Re: Approval of the Financing Plan for, and Determination of the Feasibility and Public Purpose of, Hillside Senior Living Apartments; Adoption of an Authorizing Resolution for the Issuance of Multifamily Housing Revenue Bonds for the Financing of the Acquisition and Rehabilitation of Hillside Senior Living Apartments

A RESOLUTION OF THE HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY APPROVING THE FINANCING PLAN FOR AND DETERMINING THE FEASIBILITY AND PUBLIC PURPOSE OF HILLSIDE SENIOR LIVING APARTMENTS (THE "DEVELOPMENT"); AUTHORIZING THE ISSUANCE AND SALE OF THE COMMISSION'S MULTIFAMILY HOUSING REVENUE BONDS (HILLSIDE SENIOR LIVING APARTMENTS) SERIES 2018 (THE "BONDS") IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$26,270,000 FOR THE PURPOSE OF FUNDING OF A MORTGAGE LOAN TO FINANCE THE ACQUISITION, REHABILITATION AND EQUIPPING OF THE DEVELOPMENT, A MULTIFAMILY RESIDENTIAL RENTAL PROJECT FOR OCCUPANCY BY PERSONS OF ELIGIBLE INCOME TO BE OWNED BY HH VENTURE LP; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, CERTAIN TAX-RELATED DOCUMENTS, A DISCLOSURE AGREEMENT AND ANY AND ALL REAL ESTATE DOCUMENTS; AUTHORIZING THE CHAIRMAN, VICE CHAIRMAN OR CHAIRMAN PRO TEM AND EXECUTIVE DIRECTOR OR OTHER AUTHORIZED OFFICER TO PROCEED WITH THE SALE OF THE BONDS TO FMS BONDS, INC., A S INITIAL BOND PURCHASER, OR TO SUCH OTHER INITIAL PURCHASER APPROVED AS DESCRIBED HEREIN, AND TO EXECUTE AND DELIVER A CONTRACT OF PURCHASE IN CONNECTION WITH SUCH SALE; AUTHORIZING THE EXECUTION OF ANY OTHER DOCUMENTS NECESSARY FOR THE ISSUANCE OF THE BONDS AND THE ACCOMPLISHMENT OF THE FINANCING PLAN DESCRIBED HEREIN; APPOINTING THE TRUSTEE, THE FINANCIAL ADVISOR AND BOND COUNSEL FOR THE BONDS; AUTHORIZING THE EXECUTIVE DIRECTOR OR OTHER AUTHORIZED OFFICER TO ESTABLISH THE TERMS RELATING TO THE BONDS AND TO MAKE ONGOING DETERMINATIONS RELATING THERETO; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Housing Opportunities Commission of Montgomery County (the "Commission") is a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended,

known as the Housing Authorities Law (the "Act"), and authorized thereby to issue its notes and bonds from time to time to fulfill its corporate purposes; and

WHEREAS, the Act declares that there exists within Montgomery County (the County") a critical shortage of decent, safe and sanitary dwelling accommodations available to rent which "persons of eligible income" (within the meaning of the Act) can afford; and

WHEREAS, the Act empowers the Commission to make mortgage loans to qualified sponsors to provide for the construction, rehabilitation, long-term and short-term financing of multifamily residential housing units in the County for occupancy by persons of eligible income and to perform any other duties that the Commission considers necessary in carrying out the purposes of the Act; and

WHEREAS, the Commission, in furtherance of the purposes of the Act, has established a program (the "Program") to provide for the financing of mortgage loans through the issuance of its multifamily housing bonds; and

WHEREAS, at the request of HH Venture LP (the "Borrower") and to provide a source of funds to fulfill its purposes authorized by and pursuant to the Act, the Commission has determined to issue its Multifamily Housing Revenue Bonds (Hillside Senior Living Apartments), Series 2018 pursuant to an Indenture of Trust dated as of February 1, 2018 (the "Indenture"), by and between the Commission and Wilmington Trust, National Association, as trustee (the "Trustee") to fund a mortgage loan (the "Mortgage Loan") to the Borrower to finance the acquisition, rehabilitation and equipping of a 140 unit development known as Hillside Senior Living Apartments (the "Development"), to be owned and operated by the Borrower; and

WHEREAS, upon rehabilitation, the Development will reserve 140 units (100%) for households with incomes that are at or below 60% of the Washington, DC-MD-VA Area Median Income (AMI); and

WHEREAS, after reviewing options for debt financing, the transaction, as proposed, will be financed using a number of sources including, among others, low-income housing tax credit equity and the Bonds (collectively, the "Financing Plan"); and

WHEREAS, the Development will require an allocation of a portion of the Commission's private activity bond volume cap in an amount not to exceed \$26,270,000; and

WHEREAS, a review of the transaction has been completed and it has been determined that given the financial commitments to the Development and its operating projections, this transaction is believed to be feasible, and that by providing 140 units (100%) at or below 60% of the AMI, the Development will provide significant public purpose supporting an allocation of private activity bond volume cap; and

WHEREAS, the Development and Finance Committee at its January 26, 2018 meeting considered and recommended approval of the Financing Plan, Feasibility and Public Purpose for the Development; and

WHEREAS, in connection with the issuance of the Bonds and the accomplishment of the Financing Plan, the Commission anticipates entering into various documents, including, but not limited to the Trust Indenture and, as hereinafter defined, the Contract of Purchase, the Tax-Related Documents, the Disclosure Agreement, the Real Estate Documents and certain other documents relating to the Mortgage Loan, the sale of the Bonds, and the financing of the Development;

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County:

1. Financing Plan, Feasibility and Public Purpose; Volume Cap. The Commission hereby approves the Financing Plan for the Development pursuant to the terms and conditions of the documents approved hereby. The Commission hereby determines that the Financing Plan for the Development, as recommended by the Development and Finance Committee, is feasible and accomplishes a valid public purpose of the Commission under the Act. The Commission hereby ratifies any and all actions of Commission staff in connection with the review and processing of the financing application and other documentation related to the issuance of the Bonds, the making of the Mortgage Loan and the financing of the acquisition and rehabilitation of the Development. The Commission hereby approves allocation of private activity bond volume cap to the Bonds in amount not to exceed \$26,270,000.

2. Bonds. The Bonds are hereby authorized to be issued in an aggregate principal amount not to exceed \$26,270,000 to carry out the purposes under the Program as described above. The Bonds are to be issued pursuant to the terms of the Trust Indenture. The Bonds shall be limited obligations of the Commission, secured by and payable solely from the trust estate pledged therefore under the Indenture.

3. Trust Indenture. The Chairman, the Vice Chairman, or the Chairman Pro Tem, and the Executive Director of the Commission or any authorized designee of the Executive Director are hereby authorized and directed to execute and deliver the Trust Indenture in such form as shall be approved by such officers, the execution of such Trust Indenture being conclusive evidence of such approval and of the approval of the Commission, and the Secretary-Treasurer of the Commission, or any other authorized officer of the Commission (an "Authorized Officer"), is hereby authorized and directed to affix the seal of the Commission to the Trust Indenture and to attest the same.

4. Tax-Related Documents. The Chairman, the Vice Chairman, the Chairman Pro Tem and the Executive Director of the Commission are hereby authorized and directed to execute and deliver a Tax Regulatory Agreement and No Arbitrage Certificate and other documents (collectively, the "Tax-Related Documents") restricting the application of the proceeds of the Bonds and the use and occupancy of the Development in such forms as shall be prepared by Bond Counsel and approved by the Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director,

the execution of the Tax-Related Documents being conclusive evidence of such approval and of the approval of the Commission.

5. Disclosure Agreement. The Commission hereby authorizes and approves the execution and delivery of a continuing disclosure agreement (the "Disclosure Agreement") related to the Bonds, in such form as may be approved by the Chairman, the Vice Chairman or the Chairman Pro Tem and the Executive Director of the Commission, their execution and delivery of the Disclosure Agreement constituting conclusive evidence of such officer's approval of the Disclosure Agreement and the approval of the Commission.

6. Mortgage Loan; Real Estate Documents. The Commission hereby authorizes and approves the financing of the Mortgage Loan with the proceeds of a portion of the Bonds and hereby further authorizes and approves the preparation, execution and delivery of any and all real estate documents (the "Real Estate Documents") relating to the acquisition and rehabilitation of the Development.

7. Sale of Bonds. The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is authorized to proceed with the sale of the Bonds to FMS Bonds, Inc., or to any other initial purchaser as shall be in the best interest of the Commission as determined by the Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission.

8. Contract of Purchase. The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is authorized to execute a contract of purchase and/or any other form of purchase agreement (the "Contract of Purchase") in connection with the issuance, purchase and sale of the Bonds.

9. Terms; Ongoing Determinations. The Executive Director or other Authorized Officer of the Commission, as the case may be, is hereby authorized, without further action of or authority from the Board of Commissioners to establish the final original aggregate principal amount, dates, maturities, interest payment dates, denominations, terms of redemption, registration privileges, security and other terms, and to approve the interest rates on the Bonds, to be specified, as applicable, in the Trust Indenture and the related Bond Documents (as defined in the Trust Indenture). The Executive Director or other Authorized Officer of the Commission, as the case may be, is hereby authorized, without further action of or authority from the Board of Commissioners, to perform any act, to execute any documents, and is hereby authorized, from time to time during the period the Bonds are outstanding, to make ongoing determinations, as may be required by the terms of the Trust Indenture and the related Bond Documents and any other financing documents relating to the Bonds, the Development, and the Mortgage Loan, including, but not limited to, the giving and withholding of consents, the selection of certain providers, the determination to permit the prepayment of the Mortgage Loan and the refunding and redemption of the Bonds and/or other applicable obligations of the Commission, and the Executive Director or other Authorized Officer of the Commission, as the case may be, is further authorized to execute any and all documents evidencing such determinations as may be deemed necessary and proper.

10. Other Action. The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is hereby authorized and directed to execute and deliver any and all additional documents and instruments necessary or proper to be executed and delivered and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution relating to the Bonds and the accomplishment of the Financing Plan.

11. Appointment of Trustee, Financial Advisor and Bond Counsel. Wilmington Trust, National Association, is hereby appointed as trustee for the Bonds. Caine Mitter & Associates Incorporated is hereby appointed as Financial Advisor, and Kutak Rock LLP, Washington, D.C., is hereby appointed as Bond Counsel in connection with the issuance of the Bonds.

12. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Bonds, the Trust Indenture, the Contract of Purchase, the Tax-Related Documents, the Real Estate Documents, the Disclosure Agreement, and the related Bond Documents, the Mortgage Loan, or in any other agreement or document executed on behalf of the Commission in its capacity as issuer of the Bonds, shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of the Commission 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.

13. Action Approved and Confirmed. All acts and doings of the officers of the Commission which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance of the Bonds and the accomplishment of the Financing Plan are hereby approved, and the execution, delivery and performance of the documents and agreements authorized hereby are in all respects approved and confirmed.

14. Severability. If any provision of this Resolution shall be held or deemed to be illegal, in operative or unenforceable, the same shall not affect any other provision hereof or cause any other provision hereof to be invalid, in operative or unenforceable to any extent whatsoever.

15. Effective Date. This Resolution shall take effect immediately.

V. **ITEMS REQUIRING DELIBERATION and/or ACTION**
None

VI. **FUTURE ACTION ITEMS**
None

VII. **NEW BUSINESS**
None

Based upon this report and there being no further business to come before this session of the Commission, a motion was made, seconded and unanimously adopted to adjourn.

The open session adjourned at 4:50 p.m.

Respectfully submitted,

Stacy L. Spann
Secretary-Treasurer

/pmb

Approved: March 7, 2018