MINUTES OF MEETING

OF

THE METROPOLITAN DEVELOPMENT AND HOUSING AGENCY

The regular meeting of the Board of Commissioners of the Metropolitan Development and Housing Agency was held on Tuesday, August 14, 2018, at 11:30 a.m. in the Collaboration Room of the Gerald F. Nicely Building, 701 South Sixth Street, Nashville, Tennessee.

PRESENT: Ralph Mosley, Chair

Melvin Black, Vice Chair

Jimmy Granbery, Vice Chair

Miniimah Basheer

Antoinette Batts

Charles Robert Bone

Emily Thaden

ABSENT: None

ALSO PRESENT: James Harbison, Executive Director

Saul Solomon, Legal Counsel

James Thiltgen, Deputy Executive Director

David Dellinger, Chief Operating Officer

Will Choppin, General Counsel

Melinda Hatfield, Director of Finance

Angie Hubbard, Director of Community Development

Joe Cain, Director of Urban Development

Martha Gregory, Director of Administrative Services

Will Biggs, Director of Affordable Housing

Ed Shewmaker, Director of Construction

Norman Deep, Director of Rental Assistance

Mike Wegerson, Director of Recapitalization

Jamie Berry, Director of Communications

Mike Green, Resident Associations Coordinator

Jean Merkle, Administrative Assistant to the Board of Commissioners

Joyce Campbell, President, Hadley Park Towers Resident Association

Hiram Brown, 300 E Webster Street Holding, L.P.

Duane Dominy, Save Our Fairgrounds

Steve Reiter

Chair Mosley called the meeting to order and requested approval of the Minutes of the Meeting of July 10, 2018. Commissioner Basheer moved adoption of the following resolution:

Resolution No. 46-18

“RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency, That it hereby approves the Minutes of the Meeting of July 10, 2018, as submitted.”

The motion was seconded by Commissioner Batts, and upon vote all voted “aye”. None voted “no”.

Chair Mosley introduced, Joyce Campbell, President, Hadley Park Towers Resident Association, who would be called on later in the meeting for comments.

The Chair introduced Steve Reiter for public comments. Mr. Reiter thanked Angie Hubbard, Director of Community Development, for her work at the agency. The Chair introduced Duane Dominy for public comments. Mr. Dominy represented Save Our Fairgrounds and presented his opposition to any possible development on fairgrounds property that would require MDHA funding.

Chair Mosley acknowledged receipt of Mayor David Briley’s letter of July 3, 2018 reappointing Antoinette Batts to the MDHA Board of Commissioners for a five-year term expiring on July 1, 2023. He congratulated Ms. Batts on her reappointment and administered the oath of office.

Mr. Harbison presented the Executive Director’s report providing an update on current projects. He said the New Market Tax Credit financing for the Explore! Community School should close in September. He said site work is well underway for Boscobel I. Mr. Harbison said the dates are set for the agency’s strategic planning sessions with both Commissioners and staff for August 21, 22 and 29. He said employees celebrated MDHA’s 80th anniversary on July 13. The Finance Department was selected Work Team of the Year; the Outstanding Employee was Audrey Abbott; and Jamie Berry as the Rising Star. Mr. Harbison said Jean Merkle was also honored for her 48 years with MDHA and serving with all five of the agency’s Executive Directors. Mr. Harbison announced that two employees would be leaving MDHA. Jeff Hall, Recapitalization Manager, will become the Vice President for Strategic Planning at the Tulsa Oklahoma Housing Authority. He said Jeff has overseen the Envision process for Napier-Sudekum and Edgehill Envision doing a tremendous job at both. Mr. Harbison also announced that Angie Hubbard is joining the Greater Nashville Regional Council to become the Director of Economic and Community Development. He said the agency’s Community Development Department, under Ms. Hubbard’s leadership, is considered one of the best in the country.

Commissioner Granbery reported on the meeting of the joint Finance & Audit and Development Committees prior to the Board meeting. He said the committees reviewed and approved three items on the agenda. The first was the recast of the financing for Boscobel I. Second, he said Angie Hubbard reviewed the recommended award for the HOPWA funds. The third item was a PILOT agreement with 300 E. Webster Street Holding for Hampton Terrace Apartments by Joe Cain.

Mr. Harbison presented the first item requesting Board approval of a market rate bridge loan in the amount of $8,557,622 for the Boscobel I financing in lieu of the CITC larger, original bridge loan anticipated by the Tennessee Housing Development Agency. After discussion, Commissioner Granbery moved adoption of the following resolution:

Resolution No. 47-18

“**RESOLUTION BY THE BOARD OF COMMISSIONERS OF METROPOLITAN DEVELOPMENT AND HOUSING AGENCY**

**Effective Date: August 14, 2018**

The undersigned, being a quorum of the Board of Commissioners of Metropolitan Development and Housing Agency (“MDHA”), at a duly called meeting on August 14, 2018, acting in accordance with the applicable provisions of the T.C.A. § 13-20-101, et. seq., and its Charter and Bylaws, do hereby adopt, the following resolutions to be effective as of the date hereof:

WHEREAS, MDHA, was organized to acquire, construct, develop, lease, manage, operate, sell, and otherwise provide and address matters concerning, decent and affordable housing in the City of Nashville, Tennessee;

WHEREAS, Boscobel I, L.P., a Tennessee limited partnership (“Partnership”) was created to construct improvements known as Boscobel I, consisting of 50 low-income housing units, 22 market-rate units and 24 workforce-rate units on a site located at 806 South 6th Street, in Nashville, Davidson County, Tennessee (“Project”);

WHEREAS, MDHA Boscobel I, Inc. (the “General Partner”) is the General Partner of the Partnership, created for the purposes of implementing the Project;

WHEREAS, at a duly called meeting of the MDHA Board of Commissioners held on June 12, 2018, certain incumbency certificates and resolutions authorizing MDHA’s participation in the financing and development of the Project and identifying persons authorized to execute transaction documents were approved (the “Original Resolutions”);

WHEREAS, since the approval of the Original Resolutions, the financing structure of the Project has changed and the parties desire to amend and restate the Original Resolutions as provided for herein;

WHEREAS, MDHA will execute a special warranty deed to transfer its fee simple interest in the Project to the Partnership (the “Deed”);

WHEREAS, MDHA is the developer of the Project;

WHEREAS, Pinnacle Bank (the “Bank”) is making a construction to permanent loan to MDHA in the approximate principal amount of $7,000,000.00 utilizing the Community Investment Tax Credit (“CITC”) program (the “CITC Construction Loan”), evidenced by a note and all instruments and documents securing the CITC Construction Loan (the “CITC Construction Loan Documents”). The proceeds of the CITC Construction Loan will be loaned by MDHA to the Partnership to finance the Project;

WHEREAS, the Bank is making a bridge loan to MDHA in the approximate principal amount of $1,684,554.00 utilizing the CITC program (the “CITC Bridge Loan”, together with the CITC Construction Loan, the “CITC Loans”), evidenced by a note and all instruments and documents securing the CITC Bridge Loan (the “CITC Bridge Loan Documents”, together with the CITC Construction Loan Documents, the “CITC Loan Documents”). The proceeds of the CITC Bridge Loan will be loaned by MDHA to the Partnership to finance the Project;

WHEREAS, the Bank is also making a market rate bridge loan to MDHA in the approximate principal amount of $8,557,622.00 (the “Market Rate Loan”, together with the “CITC Loans” the “Pinnacle Loans”), evidenced by a note and all instruments and documents securing the Market Rate Loan (the “Market Rate Loan Documents”, together with the CITC Loan Documents, the “Pinnacle Loan Documents”). The proceeds of the Market Rate Loan will be loaned by MDHA to the Partnership to finance the Project;

WHEREAS, The Partnership intends to enter into an Amended and Restated Agreement of Limited Partnership with Pinnacle Community Development, Inc. (the “Investor”), and Pinnacle Community Development SLP, Inc. (the “SLP”) (together, the Investor and SLP are referred to herein as the “Investors”), and the General Partner whereby MDHA shall serve as guarantor and execute and a Guaranty Agreement (the “Equity Guaranty”), Purchase Option Agreement (the “Option”), and a Development Agreement (the “Development Agreement”) (collectively, the Equity Guaranty, Option, and Development Agreement are referred to herein as the “Equity Documents”);

NOW, THEREFORE, BE IT RESOLVED, the Original Resolutions are hereby amended and restated as set forth herein;

FURTHER RESOLVED, that the MDHA, on its own behalf, is hereby authorized and directed to execute and deliver the Deed and all other documents, agreements, instruments and agreements necessary to convey its fee simple ownership of the Project to the Partnership;

FURTHER RESOLVED, that MDHA, on its own behalf, is hereby authorized and directed to negotiate, execute, deliver and perform the Debt Guaranty, as well as any and all other documents, instruments and agreements contemplated thereunder or required for purposes of entering into the Debt Guaranty or for the purposes of entering into any such debt guaranty or funding any reserve agreement as may be required by Lender to consummate the transactions contemplated in this Resolution;

FURTHER RESOLVED, that MDHA, on its own behalf, is hereby authorized and directed to negotiate, execute, deliver and perform the CITC Loan Documents, as well as any and all other documents, instruments and agreements contemplated thereunder or required for purposes of entering into the CITC Loan Documents;

FURTHER RESOLVED, that MDHA is hereby authorized and directed to loan the proceeds of the CITC Loans to the Partnership and to execute, deliver and perform any and all other documents, agreements, instruments and agreements required for purpose of loaning the proceeds of the CITC Loans to the Partnership;

FURTHER RESOLVED, that MDHA, on its own behalf, is hereby authorized and directed to negotiate, execute, deliver and perform the Market Rate Loan Documents, as well as any and all other documents, instruments and agreements contemplated thereunder or required for purposes of entering into the Market Rate Loan Documents;

FURTHER RESOLVED, that MDHA is hereby authorized and directed to loan the proceeds of the Market Rate Loan to the Partnership and to execute, deliver and perform any and all other documents, agreements, instruments and agreements required for purpose of loaning the proceeds of the Market Rate Loan to the Partnership;

FURTHER RESOLVED, that MDHA, on its own behalf, is hereby authorized and directed to negotiate, execute, deliver and perform the Equity Documents, as well as any and all documents, instruments and agreements contemplated thereunder or required for purposes of entering into the Equity Documents or for the purposes of entering into any equity guaranty or funding any reserve agreements as may be required by Lender to consummate the transactions contemplated in this Resolution;

FURTHER RESOLVED, that the form, terms and provisions of the Deed, the Debt Guaranty, the CITC Loan Documents, the Market Rate Loan Documents and the Equity Documents, are hereby in each and every respect approved, ratified and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Debt Guaranty, the CITC Loan Documents, the Market Rate Loan Documents and the Equity Documents and each and every document contemplated therein, are hereby in each and every respect authorized, approved, ratified and confirmed;

FURTHER RESOLVED, that Ralph Mosley, the Chairman, Jimmy Granbery, the Vice Chairman, James E. Harbison, acting as either the Secretary/Treasurer or Executive Director, and James L. Thiltgen, acting as Deputy Executive Director in the absence of the Executive Director, respectively, of MDHA (each, an “Authorized Officer”), be, and they hereby are, or either one of them, acting alone, be, and he hereby is, authorized and empowered, on behalf of MDHA, to execute and deliver the Deed, the Debt Guaranty, the CITC Loan Documents, the Market Rate Loan Documents and the Equity Documents, and all documents contemplated therein, and that any and all documents previously executed and delivered by the Chairman, Vice Chairman, Secretary/Treasurer, Executive Director and/or Deputy Executive Director of MDHA with respect to the Project are hereby ratified and approved; and

FURTHER RESOLVED, that any and all acts heretofore taken by any officer of MDHA in connection with the matters authorized by the foregoing resolutions are hereby ratified, confirmed, adopted and approved by the Board of Commissioners of MDHA.

CERTIFICATE

I, James E. Harbison, do hereby certify that I am the duly elected Secretary/Treasurer of MDHA and the keeper of records of MDHA. These resolutions were duly adopted at the meeting of the Board of Commissioners of MDHA, held in accordance with the Charter and Bylaws of MDHA, at the office of the MDHA at 701 South 6th Street, Nashville, Tennessee, on the 14 day of August, 2018.”

The motion was seconded by Commissioner Bone, and upon vote all voted “aye”. None voted “no”.

Angie Hubbard, Director of Community Development, requested Board approval of Memoranda of Agreement for utilization of Housing Opportunities for Persons With AIDS Program funds; after which Commissioner Black moved adoption of the following resolution:

Resolution No. 48-18

“WHEREAS, The Metropolitan Development and Housing Agency is responsible for administering the U.S. Department of Housing and Urban Development’s Housing Opportunities for Persons with AIDS (HOPWA) program for the Metropolitan Government of Nashville and Davidson County; and

WHEREAS, the 2018 Annual Action Plan of the 2013-2018 Consolidated Plan allocated funding under the HOPWA program to increase housing stability for persons living with HIV/AIDS and their families through the provision of financial assistance and related housing services; and

WHEREAS, MDHA received proposals from qualified agencies for the purpose of operating HOPWA programs during the 2018 program year; and

WHEREAS, the Evaluation Committee reviewed all proposals in accordance with the criteria set forth in the Request for Proposals; and

NOW, THEREFORE, BE IT FURTHER RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency that HOPWA funds be allocated to the agencies listed below in accordance with the funding levels, for a total amount of $1,179,531; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to execute written agreements with each agency to ensure that HOPWA funds are used in accordance with all programs requirements.

Nashville CARES $ 777,122

Urban Housing Solutions $ 356,279

Meharry Medical College 50,130

$1,179,531”

The motion was seconded by Commissioner Batts and upon vote all voted “aye”. None voted “no”.

Mr. Cain requested Board approval of a PILOT agreement between MDHA and 300 E Webster Street Holding, L.P. (a limited partnership with Urban Housing Solutions) to acquire the existing 274 unit Hampton Terrace Apartment Complex located in Madison. The entity has a 4% LIHTC firm notice from the Tennessee Housing Development Agency for the rehabilitation of the existing complex. In addition to using LIHTC, the project will also contain 68 project based vouchers to house those with disabilities, other special needs and extremely low income. After discussion, Commissioner Granbery moved adoption of the following resolution:

Resolution No. 49-18

“RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency, That it hereby approves the PILOT Agreement between MDHA and 300 E Webster Street Holding, L.P., substantially in the form submitted for the rehab of Hampton Terrace Apartments located at 300 E. Webster Street; and

BE IT FURTHER RESOLVED, That the Executive Director is authorized to execute any and all necessary documents for implementing the PILOT, execution of leases, and any legislative requirements including submission to the Metropolitan Council for its approval.”

The motion was seconded by Commissioner Thaden and upon vote all voted “aye”. None voted “no”.

The Chair called on Ms. Joyce Campbell who said attendance at the Resident Association meetings has increased, and she wanted to thank Mike Green for always being at the meetings and Audrey Abbott for answering any questions that may come up.

There being no further business to come before the Board, the Chair declared the meeting adjourned.

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Secretary

APPROVED:

This \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018.

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Chair