

**AGENDA
BOARD OF COMMISSIONERS
OF THE METROPOLITAN DEVELOPMENT AND HOUSING AGENCY**

December 8, 2020

1. Call to Order.
2. Statement from the Board's Legal Counsel regarding the Governor's Executive Order.
3. Approval of Minutes of the November 10th Board and the November 13th Special Board meetings.
4. Introductions.
5. Public Comments.
6. Election of officers:
 - a. Chair.
 - b. Vice Chair for Development.
 - c. Vice Chair for Housing.
 - d. Secretary-Treasurer and Executive Director.
7. Committee Appointments.

REPORT FROM COMMITTEES

8. Report from the Joint Development & Finance Committees.
 - a. Bifurcation of Cayce Housing Assistance Payments Contract – Red Oak Flats.
 - b. Contract Award for Cayce Utility Phase 1A.
9. Updates from the Management Review Committee.

EXECUTIVE REPORT

10. Executive Director's Report.
11. Board Retreat Request Review.

12. Board Information Request.

- DBE Discussion Follow Up.

13. OPS1 Demo for Board.

14. Old Business.

15. New Business.

16. Adjournment.

**SUMMARY REVIEW OF AGENDA ITEMS FOR
THE MDHA BOARD OF COMMISSIONERS**

December 8, 2020

8a. Bifurcation of Cayce Housing Assistance Payments Contract – Red Oak Flats.

As coordinated with HUD, MDHA will need to enter into agreement with HUD to split the Cayce Housing Assistance Payments (HAP) Contract and transfer PBRA assistance from Cayce to Red Oak Flats (45 project-based rental assistance units). The result of such split is two HAP contracts—one for Cayce and one for Red Oak Flats—both which adopt the existing terms of the original Cayce HAP Contract, except for minor amendments to the subsection on Owner's Warranties and Replacement Reserves.

8b. Contract Award for Cayce Utility Phase 1A.

Board approval is requested to allow the Interim Executive Director to execute contract documents with Charles Deweese Construction, Inc. in the amount of \$2,606,884.00 for the construction of the Cayce Utility Phase 1A project. This project will provide the installation of new water, sanitary, and storm infrastructure for the recapitalization projects for the southern half of the Envision Cayce Master Plan. This project is critical to allow construction to continue.

MEETING MINUTES
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, November 10, 2020 at 11:30 a.m. via WebEx in the Collaboration Room of the Gerald F. Nicely Building, 701 South Sixth Street, Nashville, Tennessee.

PRESENT: Bill Purcell, Chair
Emily Thaden, Vice Chair of Finance
Aole Ansari, Vice Chair of Development
Antoinette Batts
Kay Bowers
Marcus Campbell
Paulette Coleman

ALSO PRESENT: James Harbison, Executive Director
James Thiltgen, Deputy Executive Director
Saul Solomon, Legal Counsel
David Dellinger, Chief Development Officer
Michail Huerter, Chief Operating Officer
Will Choppin, General Counsel
Will Biggs, Director of Affordable Housing
Melinda Hatfield, Director of Finance
Joe Cain, Director of Urban Development
Emel Alexander, Director of Community Development
Norman Deep, Director for Rental Assistance
Michael Wegerson, Director of Recapitalization
Jamie Berry, Director of Communications
Kevin Johnson, Construction Project Manager
Pat Thicklin, Assistant Director of Human Resources
Matt Wiltshire, Chief Strategy and Intergovernmental Affairs Officer
LaTonya Ellis, Executive Office Manager
Denise Hagewood, Executive Office Administrative Assistant
Paige Lyle, Klein Solomon, PLLC
Terrolyn Alexander, Secretary, Levy Place Apartments
Ebony Frazier, Property Manager, Levy Place Apartments

Saul Solomon, Legal Counsel called roll and determined there was a quorum. Mr. Solomon announced the MDHA Board meeting was being broadcast electronically via Webex to satisfy Governor Lee's Executive Order, No. 16 amended by Executive Order 65. He also noted the meeting was being recorded for future viewing via Youtube and the general public was given the opportunity and instruction on how to

participate. Saul Solomon also announced that all votes would be taken by roll call during the meeting. Mr. Solomon called for a motion to approve the November 10th meeting being held electronically via Webex. Vice Chair Thaden made the motion and Commissioner Batts seconded it. Upon vote, Chair Purcell, Commissioners Thaden, Batts, Bowers, Campbell and Coleman voted "aye", Commissioner Ansari was not present during the vote, and none voted "no".

Chairman Purcell requested a motion to approve the minutes of the meeting of October 13, 2020. Commissioner Campbell moved adoption of the following resolution:

Resolution No. 39-20

"RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency, that it hereby approves the minutes of the meeting of October 13, 2020."

The motion was seconded by Commissioner Batts. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Batts, Campbell, Coleman and Bowers voted "aye", and none voted "no".

Chair Purcell introduced Terrolyn Alexander, Secretary and Ebony Frazier, Property Manager of Levy Place Apartments. Ms. Alexander informed the Board about recent activities conducted for or by residents of Levy Place, including face mask distribution and a drive-through voter's registration event. She also announced that two residents were scholarship recipients, Ms. Bianca Talley, the 2020 Peaches Manning Scholarship recipient and Makayla Scruggs, a PHADA Freedom and Civil Rights Essay Scholarship recipient. Ms. Frazier thanked the Board and Agency staff for their commitment to the residents and for all they do.

Chair Purcell called for public comments. Jamie Berry, Director of Communications, stated there were none.

Chair Purcell called for the report from the Housing and Community Resources Committee. Committee Chair Thaden gave the report from the November 5th Committee meeting. The Committee discussed the Agency's participation in the Housing Choice Voucher (HCV) Mobility Demonstration Project. The Agency's participation in the program would support low-income families by providing 134 additional housing choice vouchers and \$4.4 million for services. Committee Chair Thaden made the motion to approve the application submission and Commissioner Coleman seconded it. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Batts, Campbell and Coleman voted "aye", Commissioner Bowers abstained, none voted "no", and the Board adopted the following resolution:

Resolution 40-20

"RESOLUTION authorizing the submission of a grant application to the U.S. Department of Housing and Urban Development (HUD) to participate in the Housing Choice Voucher (HCV) Mobility Demonstration Program.

WHEREAS, the goal of the program is to support 1,950 families with at least one child aged 13 and under with the option to move from low-opportunity to high-opportunity areas over the next six years. In the application, MDHA anticipates requesting \$4.4 million to support mobility-related services and 134 new Mobility Demonstration Vouchers to expand its HCV program. Vouchers for the program will be funded through a combination of MDHA's current HCV funding, the new vouchers, and the financial award. The application is due December 14, 2020. Award announcements are anticipated in March 2021.

WHEREAS, research indicates that when children grow up in high-opportunity areas, they have higher academic, health, and economic outcomes. Nashville Davidson County has a significant number of families with children residing in high-poverty areas. MDHA analyzed the Census Bureau's American Community Survey data, and it has identified 12,327 families with children throughout the county residing in high-poverty areas, including one census tract with a 76.3% poverty rate. Such numbers evidence the need for greater housing mobility for such families.

WHEREAS, MDHA anticipates administering the HCV Mobility Demonstration Program and collaborating with several strong local housing service providers such as Catholic Charities, Safe Haven, Salvation Army, and the United Way of Greater Nashville in offering the mobility-related services. MDHA anticipates the services will include pre- and post-move supports, family financial assistance (e.g., security deposits), landlord outreach, and housing search assistance.

WHEREAS, the first of six years will be a dedicated planning year led by HUD technical assistance. As a demonstration program, families that agree to participate will be randomly assigned to a treatment group that receives mobility-related services or a control group that receives HCV program business-as-usual services already offered by MDHA to all HCV applicants and participants.

BE IT RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency that it is aware of MDHA's interest in participating in the U.S. Department of Housing and Urban Development Housing Choice Voucher Mobility Demonstration Program, and its willingness to comply with all applicable requirements, the evaluation, and the reporting requirements of the program.

BE IT FURTHER RESOLVED, That staff is authorized to undertake all steps necessary to execute all documents related to the application and implementation of the Housing Choice Voucher Mobility Demonstration Program."

Chair Purcell then called for the report from the Joint Finance and Development Committee Meeting. Commissioner Thaden made a motion to approve the Substantial Amendment 1 to the 2020 Action Plan of the 2018-2023 Consolidated Plan to allocate the CDBG-DDRF Funds, and the motion was seconded by Commissioner Ansari. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Batts, Campbell and Coleman voted "aye", Commissioner Bowers abstained, none voted "no", and the Board approved the following resolution:

Resolution 41-20

" WHEREAS, the Federal Emergency Management Agency issued two major disaster declarations (DR-4476-TN and DR-4550-TN) on March 5 and July 9, 2020 pursuant to the Stafford Act for the storm and flooding events that took place in multiple communities in Metro Nashville-Davidson County in March and May of 2020; and

WHEREAS, as result of these disaster declarations, on September 22 2020, Mayor John Cooper was notified via a letter from John Gibbs, Acting Secretary for Community Planning and Development for the United States Department of Housing and Urban Development (HUD), that \$3,240,899 in Community Development Block Grant Declared Disaster Recovery Funds (CDBG-DDRF) had been allocated to Metro Nashville-Davidson County to address emergency community development needs resulting from the tornados, wind damage and flooding that resulted from these storms; and

WHEREAS, the Metropolitan Council designated the Metropolitan Development and Housing Agency ("MDHA") as the lead agency for the development and administration of the Consolidated Plan and its' related programs which includes the CDBG-DDRF dollars. Within MDHA, these functions are undertaken by the Community Development Department; and

WHEREAS, in accordance with HUD guidance, MDHA has prepared Substantial Amendment 1 to the 2020-2021 Action Plan to the 2018-2023 Consolidated Plan for Housing and Community Development for Nashville-Davidson County to allocate the DDRF dollars to eligible activities to be used to in storm recovery efforts; and

WHEREAS, this Substantial Amendment has been prepared by MDHA in accordance with HUD regulations regarding citizen participation and in consultation with a variety of public and private agencies and concerned individuals; and

WHEREAS, the public comment period for Substantial Amendment 1 to the 2020-2021 Action Plan to the 2018-2023 Consolidated Plan began on October 9 and concluded on October 16, 2020 and a virtual public hearing was held during the public comment period on October 15, 2020; and

BE IT RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency that it hereby approves Substantial Amendment 1 to the 2020-2021 Annual Action Plan to the 2018-2023 Consolidated Plan authorizes its submission to the Metropolitan Council and the U.S. Department of Housing and Urban Development; and

BE IT FURTHER RESOLVED that no local match is required to receive the CDBG-DDRF dollars."

Committee Chair Thaden then made a motion for the next item on the agenda, the Award of Emergency Solutions Grants – Covid 19 (ESG-CV) Funding. The motion was seconded by Commissioner Coleman. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Batts, Campbell and Coleman voted “aye”, Commissioner Bowers abstained, none voted “no”, and the Board approved the following resolution:

Resolution 42-20

WHEREAS, Mayor John Cooper received notification on June 9, 2020 that the United States Department of Housing and Urban Development (HUD) had allocated \$8,489,679 in Emergency Solutions Grant-COVID-19 (ESG-CV) funds to be used to prevent, prepare for and respond to the COVID-19 pandemic for Metro Nashville-Davidson County's homeless population. This allocation was in addition to \$1,549,066 that was received on April 2, 2020. These ESG-CV funds were authorized under the CARES Act Public Law 116-136; and.

WHEREAS, HUD assigned Nashville-Davidson County a Technical Assistance Provider to facilitate strategic planning for the additional ESG-CV funding. MDHA, the Metro Homeless Impact Division (MHID), the Mayor's office and CoC stakeholders have worked closely with the HUD Technical Assistance Provider to align ESG-CV resources in a manner that will prioritize housing stability (particularly rapid re-housing) to move individuals into permanent housing as quickly as possible to respond to COVID-19 in Nashville-Davidson County;

WHEREAS, MDHA issued an RFA on August 28 2020 to award these ESG-CV funds to agencies for eligible ESG-CV activities (rapid rehousing and street outreach); and

WHEREAS, The RFA was publicized on the MDHA website, in local newspapers, on social media channels. Local agencies and community partners were notified of the funding opportunity via multiple community forums and communications. The deadline for submittal of the RFA responses was on September 18, 2020; and

WHEREAS, MDHA staff reviewed the proposals to determine for threshold requirements. The Evaluation Committee evaluated the proposals in accordance with the criteria set forth in the round 2 RFA and based on the average scores and funds available, the Evaluation Committee recommended that funds be awarded to twelve (12) agencies, one being The Salvation Army for an award in excess of the approval authority of MDHA's Executive Director; and

WHEREAS, the recommended award of \$3,096,682 from the round 2 RFA to The Salvation Army requires approval of the MDHA Board of Commissioners; and

BE IT RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency that it hereby approves an award of ESG-CV funding to The Salvation Army and authorize and authorize the Executive Director to proceed in finalizing the contract for this award."

Committee Chair Thaden made a motion for Board approval on the Housing Trust Fund Grant application which was discussed under new business during the November 10th Joint Finance and Development meeting. The motion was seconded by Commissioner Batts. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Batts, Bowers, Campbell and Coleman voted "aye", none voted "no" and the Board approved the following resolution:

Resolution 43-20

"RESOLUTION authorizing the submission of the Tennessee Housing Development Agency (THDA) Fiscal Year 2021 Winter Round of Competitive Grants proposal under the Tennessee Housing Trust Fund (THTF) for Boscobel IV.

WHEREAS, THDA is now seeking creative and innovative rental housing development proposals for affordable rental housing needs of low and very-low income Tennesseans.

WHEREAS, THDA offers preference for new construction of rental projects that restrict affordable housing units for youth aging out of the State's foster care system, ex-offenders, and homeless veterans. Staff selected the Boscobel IV site as the best opportunity to successfully compete for funding under this opportunity.

WHEREAS, the program description announced the availability of \$3.3 million, MDHA will apply for the maximum award of \$500,000 to supplement financing of four units. Grant funding will be allocated to development cost and administration fees to support the project.

WHEREAS, the design for this site calls for a total of approximately 94 mixed-income units, of which 45 will be for PBRA residents. Of the 45 units, four will be restricted to support this grant request: two for youth aging out of foster care and two for homeless veterans.

BE IT RESOLVED, Applications are due December 10, 2020 and THDA anticipates notifying successful applicants by February 15, 2021. The Winter Round Competitive Grant contracts will begin March 1, 2021 and will end December 31, 2023.

BE IT FURTHER RESOLVED, the MDHA Executive Director is authorized to undertake all steps necessary to execute all documents related to application and implementation of the Tennessee Housing Trust Fund grant opportunity."

Chair Purcell called for the next item on the agenda, the report from the Management Review Committee. Chair Purcell thanked Dr. Cynthia Croom for joining the meeting and for the recommendations report completed by her and her committee. The report was presented to Board members on November 9th. Chair Purcell made a motion to adopt the report and Commissioner Thaden seconded it. Dr. Croom summarized the report, detailing the background on the appointment of the committee by Chair Purcell, their responsibilities and their recommendations. She discussed meetings with stakeholders, funding sources, agency leadership, Commissioner and staff, and content experts. The steering committee recommended the

Board go about the selection process equitably, viewing the process through a diverse lens; they recommended a transition plan be drafted and a transition team be established to assist in the process. The Committee also suggested that any changes to the Executive Director job description be done before the search begins. After Dr. Croom's presentation, Chair Purcell called for discussion. Commissioner Coleman asked if the Union had been included in their discussions, to which Dr. Croom said yes. They requested ongoing communication and opportunity for feedback from the Director. Commissioner Coleman also asked Dr. Croom how long she thought the selection process would take. Dr. Croom guessed six to nine months, but stated ultimately it depended upon the Board. Commissioner Bowers stated communication around the issue is critical. Dr. Croom replied the communications must have multiple strategies. Commissioner Thaden Thanked Dr. Croom, the Board Chair and the stakeholders for the report. She asked if Dr. Croom had any additional best practices to share. Dr. Croom recommended a fair and transparent process that is open to everyone. Chair Purcell announced the Management Review Committee would meet on Friday, November 13 at 8:30 AM and a special Board meeting would be held beginning at 11:30 AM on the same day. Upon vote on accepting the report, Chair Purcell, Commissioners Thaden, Ansari, Batts, Bowers, Campbell, and Coleman voted "aye" and none voted "no".

Chair Purcell called for the next item on the agenda, the Executive Director's Report. James Harbison, MDHA Executive Director, thanked the Board for the opportunity of leading the agency for the past seven years. He gave an overview of the continuity report that was provided to the Board members. He made note that during his tenure the focus has been on providing income-based and federal subsidized housing for approximately 13,000 families. He discussed benchmarks relative to the Agency's goals, specifically covering the last two years. Mr. Harbison stated felt he was leaving MDHA in a good place, and reiterated his last day would be December 4, 2020. The Chair and Commissioners thanked Mr. Harbison for the detailed report, his leadership and his vision over the years.

Chair Purcell called upon Matt Wiltshire to discuss the Board Retreat request review items. Chair Purcell stated he hoped to complete the outstanding items before the 2021 Board Retreat.

Matt Wiltshire also discussed outstanding Board information request, stating he is working on clearing out most items on the list. Chair Purcell stated items 16-25 would be covered in the December meetings and he felt good about the Board and staff's accomplishments over the year.

Chair Purcell stated for the sake of time the OPS1 Demo would be deferred to the December meeting. Executive Director Harbison stated he would send an email to the Commissioners with more information about logging on to the OPS 1 system.

Chair Purcell recognized Commissioner Coleman for the next agenda item, old business. Commissioner Coleman stated she deferred the planning of Mr. Harbison's Farewell Event to staff. She stated they were planning an in-person and virtual event and more details would be provided to the Board.

Seeing no further business before the Board, Chair Purcell asked for a motion to adjourn. The motion was made by Commissioner Thaden, seconded by Commissioner Ansari. The meeting was adjourned by voice vote.

Secretary

APPROVED:

This _____ day of _____, 2020.

Chair

SPECIAL MEETING MINUTES
OF
THE METROPOLITAN DEVELOPMENT AND HOUSING AGENCY
NOVEMBER 13, 2020

The special meeting of the Board of Commissioners of the Metropolitan Development and Housing Agency was held on Friday, November 13, 2020 via Webex in the Collaboration Room of the Gerald F. Nicely Building, 701 South Sixth Street, Nashville, Tennessee.

PRESENT: Bill Purcell, Chair
Emily Thaden, Vice Chair of Finance
Aole Ansari, Vice Chair of Development
Marcus Campbell, Commissioner
Paulette Coleman, Commissioner
Antoinette Batts, Commissioner

ABSENT: Kay Bowers, Commissioner

ALSO PRESENT: James Harbison, Executive Director
James Thiltgen, Deputy Executive Director
Saul Solomon, Legal Counsel
David Dellinger, Chief Development Officer
Michail Huerter, Chief Operating Officer
Will Choppin, General Counsel
Will Biggs, Director of Affordable Housing
Melinda Hatfield, Director of Finance
Joe Cain, Director of Urban Development
Emel Alexander, Director of Community Development
Norman Deep, Director for Rental Assistance
Michael Wegerson, Director of Recapitalization
Jamie Berry, Director of Communications
Kevin Johnson, Construction Project Manager
Pat Thicklin, Assistant Director of Human Resources
Matt Wiltshire, Chief Strategy and Intergovernmental Affairs Officer
LaTonya Ellis, Executive Office Manager
Denise Hagewood, Executive Office Administrative Assistant

Saul Solomon, Legal Counsel called roll and determined there was a quorum. Mr. Solomon announced the MDHA Special Board meeting was being broadcast electronically via Webex to satisfy Governor Lee's Executive Order, No. 16. He also noted the meeting was being recorded for future viewing via Youtube and the general public was given the opportunity and instruction on how to participate. Mr. Solomon announced that all votes would be taken by roll call during the meeting. Mr. Solomon called for a motion to approve the meeting being held electronically

via Webex. Upon vote, Chair Purcell, Commissioner Thaden, Ansari, Campbell and Coleman voted "aye", and none voted "no".

Chair Purcell announced that during this special meeting, the Board would be voting on naming Saul Solomon Interim Executive Director, effective November 30; appointing Dr. Cynthia Croom as the lead of the MDHA Executive Director Search Team; and assigning the Management Review Committee the responsibility of interfacing between the Search team and the MDHA Board throughout the process.

Chair Purcell made a motion and Commissioner Coleman seconded the following resolution:

Resolution 44-20

"RESOLVED by the Board of Commissioners of Metropolitan Development and Housing Agency (MDHA) that it hereby appoints Saul Solomon as Interim Executive Director, effective November 30, 2020 in accordance with the terms set during the special meeting of the Board of Commissioners held on November 13, 2020."

Chair Purcell asked if there was any discussion. Commissioner Coleman asked the expected length of time the process would take. Chair Purcell stated it could take anywhere from six to nine months. Vice Chair Thaden asked who will the Board use as legal counsel. Chair Purcell explained we would continue to utilize the expertise of Mr. Solomon in conjunction with MDHA General Counsel, Will Choppin and the other legal firms the Agency has relationship with. The Chair reviewed the negotiated terms of the Mr. Solomon's contract, including pay and responsibilities. The Chair asked that Mr. Solomon present a report to the Board by January 1st with his priorities as the Director of the Agency. It was clarified that Mr. Solomon would not be a candidate for the Executive Director Elect position and that his interim position would be part-time. Mr. Solomon will still hold his present position with Klein Solomon Law Firm. Chairman Purcell answered additional questions from Commissioner Coleman regarding the Interim Director's salary and if the new role would be a conflict of interest for Mr. Solomon. Chair Purcell stated the Interim Director would be a 1099 employee with a monthly salary but no benefits package. There was no foreseen conflict of interest between the two roles. Upon vote on the resolution, Chairman Purcell, Vice Chair Thaden, Commissioners Ansari, Batts, Coleman and Campbell voted "Aye", Commissioner Bowers was absent and none voted "no".

Chair Purcell presented a motion to appoint Dr. Cynthia Croom as the Lead of the MDHA Executive Director Search Team. Commissioner Ansari seconded the motion. Chair Purcell asked if there was any discussion. Vice Chair Thaden voiced her concern with the wording that the Search team would lead the efforts. She stated the authority should rest with the Board of Commissioners, not the search team. Chair Purcell provided further clarification on the matter, stating the team would go over resumes and coordinate the schedule for interview candidates, but the final decision would indeed rest with the Board. He stated the motion would simply appoint Dr. Croom as the lead; the process itself has not been clearly defined. Chairman Purcell asked Dr. Croom to attend the December Board meeting to discuss the timeframe for the search. Commissioner Ansari stated he would ultimately like to see a plan with a deadline of June 30th. Upon vote, Chair Purcell, Commissioners Thaden, Ansari, Coleman and Campbell voting "aye" Commissioner Batts was not present during this vote, and none voted "no".

Resolution 45-20

"RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency (MDHA) that it hereby appoints Dr. Cynthia Croom as lead of the MDHA Executive Director Search Team in accordance with the terms set during the special meeting of the Board of Commissioners held on November 13, 2020."

Next the Chair presented a motion to assign the Management Review Committee the responsibility of interfacing between the Executive Director Search Team and the MDHA Board throughout the process. Commissioner Ansari seconded the motion. After brief discussion, the question was called and Upon Vote, Chair Purcell, Commissioners Thaden, Ansari, Batts and Coleman voted "aye" and Commissioner Coleman voted "no".

Resolution 46-20

"RESOLVED by the Board of Commissioners of the Metropolitan Development and Housing Agency (MDHA) that it hereby assigns the MDHA Management Review Committee the responsibility of interfacing between the Executive Director Search Team and the MDHA Board of Commissioner in accordance with the terms set during the special meeting of the Board of Commissioners held on November 13, 2020."

Chair Purcell called for the next item on the agenda, old business. Commissioner Coleman asked for a list of the 40 individuals or agencies that Dr. Croom and her team spoke with to formulate the initial report. Chair Purcell asked that Commissioner Coleman contacted Dr. Croom for that information.

Seeing no additional business before the Board, Chair Purcell asked for a motion to adjourn. Commissioner Ansari made a motion to adjourn the November 13th special meeting of the Board of Commissioners; Commissioner Coleman seconded the motion. The meeting was adjourned by voice vote.

METROPOLITAN DEVELOPMENT AND HOUSING AGENCY

INTEROFFICE MEMORANDUM

December 4, 2020

TO: Saul Solomon, Interim Executive Director
FROM: LaTonya Ellis, Administrative Assistant to the Executive Director
SUBJECT: Attendance for Board Meeting – December 8, 2020

Ms. Gloria Oliver, President of Cheatham Place Resident Association and Ms. Ava Christian, Property Manager of Cheatham Place, will be present at the Board meeting per teleconference.


LaTonya Ellis

METROPOLITAN DEVELOPMENT AND HOUSING AGENCY

INTEROFFICE MEMORANDUM

December 8, 2020

TO: MDHA Board of Commissioners, Joint Finance and Development Committee

FROM: Saul Solomon, MDHA Interim Executive Director

SUBJECT: Approval of Bifurcation of Cayce Housing Assistance Payments Contract – Red Oaks Flats

Coordination with HUD on the transfer of PBRA assistance from Cayce Homes to new mixed-income properties within Envision Cayce is ongoing. As part of the HUD-approved transfer of assistance process, this Board previously approved MDHA's entering into agreements with HUD to split the Cayce Housing Assistance Payments (HAP) Contract and transfer PBRA assistance from Cayce to Kirkpatrick Park (36 PBRA units out of a total of 94 townhomes), Boscobel I (50 PBRA units out of a total of 96 apartments), and Boscobel II (45 PBRA units, including 8 townhomes and 37 apartments, out of a total of 101 units, including 13 townhomes and 88 apartments). Approval is now sought for the bifurcation of PBRA assistance into Red Oaks Flats (45 PBRA units out of a total of 102 apartments). The result of such split is two HAP contracts—one for Cayce and one for Red Oaks Flats—each of which adopt the existing terms of the original Cayce HAP Contract, except for an amendment to the subsection on Owner's Warranties as set forth in the attached bifurcation agreements. The Boscobel Heights Replacement Reserve will also be bifurcated as set forth in the Agreement. The new HAP Contracts will also have different effective dates but will run with the original initial 20 year term of the Cayce HAP Contract that commenced July 1, 2018.

It is recommended that the Board of Commissioners approve the form of the attached bifurcation agreements and authorize MDHA and its Executive Director to enter into such Agreements.



Saul Solomon

Attachment

**UNITED STATES DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT**

**OFFICE OF MULTIFAMILY HOUSING PROGRAMS
(OFFICE OF RECAPITALIZATION)**

BIFURCATION OF PROJECT-BASED SECTION 8 HOUSING ASSISTANCE PAYMENTS
CONTRACT ISSUED UNDER THE RENTAL ASSISTANCE DEMONSTRATION FOR THE
MULTIFAMILY HOUSING PROJECT KNOWN AS:

“BOSCOBEL HEIGHTS”
(SECTION 8 PROJECT NUMBER TN43RD00021)

BIFURCATION AGREEMENT

This instrument, “Bifurcation of Project-Based Section 8 Housing Assistance Payments Contract issued under the Rental Assistance Demonstration for the Multifamily Housing Project known as “Boscobel Heights” (Section 8 Project Number TN43RD00021)”, provides as follows:

I. RECITALS

A. The United States of America, acting by and through the Secretary of the Department of Housing and Urban Development (“**HUD**”), and the Metropolitan Development and Housing Agency, a public body and a body corporate and politic organized under the Tennessee Housing Authorities Law, T.C.A. §13-20-101, et seq. (“**MDHA**”), entered into that certain PBRA Housing Assistance Payments Contract and Bifurcation Rider to PBRA Housing Assistance Payments Contract effective as of February 1, 2020 (the “**Existing RAD HAP Contract**”), for low-income housing units converted from public housing units to project-based assistance under Section 8 of the United States Housing Act of 1937, 42 U.S.C. § 1437f, as authorized under the Rental Assistance Demonstration (“**RAD**”). See Consolidated and Further Continuing Appropriations Act, 2012, Pub. L. No. 112-55 (approved Nov. 18, 2011). The Section 8 Project Number of the Existing RAD HAP Contract is TN43RD00021. Section 1.4(b) of the Existing RAD HAP Contract identifies the project name as “**Boscobel Heights**”.

B. Section 1.3(a) of the Existing RAD HAP Contract reflected a term of eighteen (18) years and four (4) months (i.e. expiration date of May 31, 2038). Section 1.4(b) of the Existing RAD HAP Contract reflects a total of seven hundred (655) covered units, including: one hundred ninety-four (194) 1-bedroom units, two hundred sixty-seven (267) 2-bedroom units, one hundred fifty-six (156) 3-bedroom units, thirty-one (31) 4-bedroom units, and seven (7) 5-bedroom units, located on the following site: 701 7th Street, Nashville, Tennessee 37206.

C. On August 9, 2019, an MDHA affiliate, Boscobel III, L.P., a Tennessee limited partnership (the “**New Owner**”), completed the acquisition and financial closing for the development of Boscobel III located at 700 Dew Street, Nashville, Tennessee 37206 (“**Boscobel III**”). In connection with the development of Boscobel III, MDHA, as contemplated by HUD in the RAD Conversion Commitment for Boscobel Heights dated February 2, 2018, requested the bifurcation of the Existing RAD HAP Contract to provide RAD project-based rental assistance to Boscobel III, located off-site of the original Boscobel Heights RAD development.

D. HUD has agreed to a request by MDHA to bifurcate the Existing RAD HAP Contract to result in two (2) projects and two (2) PBRA Housing Assistance Payments Contracts (each, a “**HAP Contract**”). One resulting HAP Contract will cover the remaining six hundred ten (610) units located on the Boscobel Heights site, the owner of which shall continue to be MDHA. Boscobel Heights shall remain known as “Boscobel Heights” and shall retain the Section 8 Project Number of the Existing RAD HAP Contract (i.e., Section 8 Project Number of TN43RD00021).

E. The other resulting HAP Contract will cover forty-five (45) units at the Boscobel III site, the project owner of which shall be the New Owner. Boscobel III shall be known as “Boscobel III”. The Section 8 Project Number for this project is TN43RD0002 _____

F. Both HAP Contracts shall have an effective date of January 1, 2021 and a term of seventeen (17) years and four (4) months (i.e. expiration date of May 31, 2038).

G. For purposes of rent adjustments in accordance with section 2.8 of the two (2) resulting HAP Contracts, the anniversary of the HAP Contracts shall be January 1. The first OCAF rent adjustment for both projects shall be January 1, 2022.

H. HUD, MDHA, and New Owner, agree to abide by the basic underlying arrangement reflected in the Existing RAD HAP Contract by which HUD shall make housing assistance payments on behalf of eligible families occupying decent, safe, and sanitary dwellings.

II. BIFURCATION, REPLACEMENT OF EXISTING RAD HAP CONTRACT WITH TWO RAD HAP CONTRACTS ON FORMS HUD-52620 and HUD-52618 (04/2017), AND AMENDMENT

A. After bifurcation, the Existing RAD HAP Contract shall be replaced by two (2) HAP Contracts, one for BOSCOBEL HEIGHTS, the other for BOSCOBEL III, as detailed above. Both HAP Contracts shall be executed on Forms HUD-52620 and HUD-52618 (04/2017) and shall be governed by all of its terms, except for HUD-52618 section 2.1(b) (“**Condition of the Property**”), which is hereby amended to read as follows:

“The Owner warrants that the rental units to be leased by the Owner under the HAP Contract are in decent, safe, and sanitary condition (as defined and determined in accordance with HUD regulations and procedures). The Owner further warrants that it will remedy any defects or omissions covered by this warranty throughout the initial term and during any renewal term of the HAP Contract.”

B. All other terms of the HAP Contracts shall remain the same.

III. BIFURCATION OF THE REPLACEMENT RESERVE HELD BY MDHA PURSUANT TO SECTION 2.7(c)(v) OF THE EXISTING HAP CONTRACT

A. In accordance with Section 2.7(c)(1)(v) of the Existing HAP Contract and HUD guidelines, MDHA holds a replacement reserve for Boscobel Heights with an approximate balance of \$6,655,395 as of October 5, 2020 (“**Replacement Reserve**”). On or before the January 1, 2021, MDHA shall bifurcate the Replacement Reserve resulting in (i) a replacement reserve for Boscobel III held by the New Owner or a mortgagee (as set forth in Section 2.7(c)(1)(iv) of the HAP Contract) in the approximate amount of \$481,598 and (ii) a replacement reserve for Boscobel Heights held by MDHA in an amount not less than \$6,173,796.

B. The initial annual per unit deposit to the replacement reserve for Boscobel III units assisted under the HAP Contract shall be \$250, which amount shall be subject to annual adjustment in accordance with Section 2.7(c)(1)(i) of the HAP Contract.

C. The annual per unit deposit to the replacement reserve for Boscobel Heights units assisted under the HAP Contract shall be \$510, which amount shall be subject to annual adjustment in accordance with Section 2.7(c)(1)(i) of the HAP Contract.

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SIGNATURE PAGE

Owner of BOSCOBEL HEIGHTS

Metropolitan Development and Housing Agency

By: _____
Signature of authorized representative

Name of Signatory (Print or Type)
Saul Solomon

Official Title (Print or type)
Interim Executive Director

Date (mm/dd/yyyy): _____

Owner of BOSCOBEL III

Boscobel III L.P.

By: _____
Signature of authorized representative

Name of Signatory (Print or Type)
Saul Solmon

Official Title (Print or type)
Secretary-Treasurer of MDHA Boscobel III, Inc., the general partner of Boscobel III, L.P.

Date (mm/dd/yyyy): _____

United States of America

Secretary of Housing and Urban Development

By: _____
Signatory of authorized representative

Name of Signatory (Print or Type)

Official Title (Print or Type)

Date (mm/dd/yyyy): _____

**METROPOLITAN DEVELOPMENT AND HOUSING AGENCY
INTEROFFICE MEMORANDUM**

December 8, 2020

TO: Board of Commissioners

FROM: Michael Wegerson, Director of Recapitalization

SUBJECT: Contract Award for Cayce Utility Phase 1A

Board approval is requested to allow the Interim Executive Director to award to, and execute all contract documents with, Charles Deweese Construction, Inc. in the amount of \$2,606,884.00 for Construction of Cayce Utility Phase 1A. Board approval is also requested for the Interim Executive Director, or designated Contracting Officer, to execute additional contracts as needed for this project not to exceed a total project budget of \$3,780,000.00.

Cayce Utility Phase 1A includes, but is not limited to, the abandonment or removal of, and the installation of new water, sanitary, and storm infrastructure, as well as the replacement of pavement, curb & gutter, sidewalks, and other related work. The Project is primarily located in the S 6th Street Right-of-Way of the Cayce neighborhood of east Nashville, TN including a section from Davidson Street to the Cumberland River.

Bids were solicited by advertising in the Tennessean and by electronically notifying all registered MDHA contract vendors. Plans and specifications were also provided to plan rooms. 594 contractors were contacted through Marketplace. Of those, 37 downloaded the Invitation for Bids including six MBE (16%), four WBE (11%), and three SBE (8%) companies.

Bids were received on November 20, 2020 from three contractors. The project designer, Kimley-Horn has reviewed and verified the bids and the bidders' qualifications.

Proposed funding for this project will come from MDHA Unrestricted Reserves.



Michael Wegerson, Director of Recapitalization

Attachments:
Successful Bidder

SUCCESSFUL BIDDER

FIRM: Charles Deweese Construction, Inc.

PRINCIPAL OWNER (s): Charles Deweese

LOCAL OFFICE: 765 Industrial Bypass N
Franklin, KY 42134

PRIOR WORK WITH AGENCY: Yes

Boscobel I, L.P.
Sub-Contract Value: \$1,770,357
Years: 2018-2019

CP II, L.P.
Sub-Contract Value: \$6,510,177
Years: 2019-2020

Red Oak Townhomes
Sub-Contract Value: \$1,599,475
Years: 2020-2021

Updates from the Management Review Committee

Dr. Cynthia Crooms will discuss the following:

- The Executive Director Job Description.
- Executive Director Search Projected Timeline.

CLASS TITLE: EXECUTIVE DIRECTOR OF THE METROPOLITAN DEVELOPMENT AND HOUSING AGENCY

A. JOB OBJECTIVE

Under general direction, to plan, organize, and administer the activities of the agency in carrying out housing and urban development programs and activities of the Metropolitan Government; to serve as Secretary-Treasurer to the Board; and to do related work as required.

B. DUTIES AND RESPONSIBILITIES

1. Essential Functions

- Advises with the Board on the formulation of policy and interprets and communicates Board policies to agency officials and employees, other government officials and the public;
- develops and administers housing and urban development programs adapted to the needs of the community, utilizing the most effectively available community resources;
- plans, organizes and directs the work of the agency and relates its activities to services performed by other entities in both public and private sectors;
- defines long-range and short-range goals and, within budgetary limitations, directs the execution of programs to meet these goals;
- keeps abreast of trends and developments in the field of urban development and housing and communicates this information to those concerned;
- works closely with both private and public representatives for the achievement of community improvements;
- recommends new or revised legislation to more effectively accomplish objectives and programs;
- recommends patterns of line and staff organization and directs and participates in the selection, assignment, development, motivation, and evaluation of key personnel;
- prepares or directs the preparation of administrative, regular and special reports;
- represents the agency at Board meetings with local, state, and federal governmental officials, business officials, community groups, and others involved in the agency's program.

2. Equipment Used

General office equipment

3. Supervision Exercised

Exercises direct or indirect supervision over all employees of the Metropolitan Development and Housing Agency (approximately 300-350).

C. EMPLOYMENT STANDARDS

1. Education and Experience Required

Master's degree in Business Administration, Public Administration, Planning, Behavioral Sciences, Architecture, or a related field from an accredited college or university plus ten years of progressively responsible experience in urban development, financial development, planning or public housing management involving complex issues and long-range social implications.

2. Knowledge, Skills, and Abilities Required

Ability to integrate and coordinate diverse organizational activities and functions; knowledge of the total programs including the principles and practices of urban development and public housing administration; knowledge of current trends and emerging problems in the field of urban development, housing and the leveraging of economic resources; knowledge of the principles and practices of organization management and ability to apply them; ability to coordinate complex development projects involving financing from various public and private sources; ability to gain and maintain the confidence of an appointive board, government officials, and the public; ability to communicate effectively both orally and in writing; willingness and mental and physical ability to perform the duties involved in this classification. Ability to perform work with or without an accommodation that requires sitting, standing, and walking, dexterity of hands and clarity of vision, speech and hearing and powers of observation; other physical duties as required.

3. License Required

Valid Tennessee driver's license

This position is not union eligible.

FLSA: Exempt



MDHA Executive Director Search

Projected Timeline



Utilize key findings and recommendations from the Transition Research Committee report as part of an overall strategy to determine Board strategic priorities in selection of the new Executive Director.

Review Executive Search Article



Determine Board Priorities



Position Agency and New Director for Success



Draft Proposal

Board working meeting and key decisions

Management Review Committee meeting

Candidate Interviews

Stakeholder Interview of top 3 candidates

Selection of final candidate

New Executive Director Start

Complete by	Actions and Activities
12/2020	<ul style="list-style-type: none"> Draft Proposal of timeline submitted to the Board for review, comment and final approval. Determine if a search firm will be used. Begin Request for proposal process for search firm (if applicable)
1/2021	<ul style="list-style-type: none"> Board and stakeholder working meeting (including key staff) discussion of key information needed to finalize the job description and finalize the recruitment plan. Finalize the recruitment process including determining the characteristics and skill sets needed for the new director. Revise/finalize job description/determine how long position will post Board meeting to approve key items from the Board working meeting.
2-3/2021	<ul style="list-style-type: none"> Board Management and Review committee meet with selected firm Position description posted for 30 to 45 days (Board decides) Board decides interview process and team
4/2021	<ul style="list-style-type: none"> Ranking of candidates and begin Interview process
5/2021	<ul style="list-style-type: none"> Select top three candidates Stakeholder Interviews with top candidates Board selects final candidate
Summer	<ul style="list-style-type: none"> New Executive Director begins

Note: The projected timeline does not preclude the Board from extending the timeline in order to ensure time for procurement, negotiations, securing contracts, and/or other activities related to the selection of its new Executive Director.

**Meeting Of
Directors of MDHA Housing Trust Corporation, and
Shareholders of MDHA Ryman Lofts, Inc.,
MDHA Levy Place, Inc.,
MDHA Boscobel I, Inc.,
MDHA CP II, Inc.,
MDHA Boscobel III, Inc.,
MDHA Victory Hall, Inc., &
MDHA Randee Rogers, Inc.**

December 8, 2020

1. Call to order.
2. Approval of Minutes of 2019 Annual Meeting.
3. Approval of Bifurcation Agreement for Red Oaks Flats.
4. Election of Officers of Corporation.
5. Election of Directors & Officers of MDHA Ryman Lofts, Inc.
6. Election of Directors & Officers of MDHA Levy Place, Inc.
7. Election of Directors & Officers of MDHA Boscobel I, Inc.
8. Election of Directors & Officers of MDHA CP II, Inc.
9. Election of Directors & Officers of Boscobel III, Inc.
10. Election of Directors & Officers of MDHA Victory Hall, Inc.
11. Election of Directors & Officers of MDHA Randee Rogers, Inc.
12. Additional business.
13. Adjourn.

MINUTES
Directors of MDHA Housing Trust Corporation
Shareholders of MDHA Ryman Lofts, Inc.,
MDHA Levy Place, Inc.,
MDHA Boscobel I, Inc.
MDHA CP II, Inc.
MDHA Boscobel III, Inc.
MDHA Victory Hall, Inc.

December 10, 2019

The Chair called the meeting to order.

The chair asked for Approval of Financing Resolutions for Randee Rogers. Commissioner Batts made a motion to approve. Commissioner Ansari seconded the motion, and upon vote all voted "aye". None voted "no".

Discussion was had on election officers, with an explanation given on how elections were done in the past, the committee elected to defer the election of Officers until the January 2020 meeting.

There being no further additional business the Chair adjourned the meeting.

January 14, 2020

The Chair called the meeting to order.

The chair asked for Approval of the Election of Officers of the Corporation. Emily Thaden was elected President, Melinda Hatfield was elected Vice President, and James Harbison was elected Secretary-Treasurer by unanimous vote of the Board.

The chair asked for Approval of Election of Directors for MDHA Ryman Lofts, Inc., MDHA Levy Place, Inc., MDHA Boscobel I, Inc., MDHA CP II, Inc., MDHA Boscobel III, Inc., and MDHA Victory Hall, Inc. The current membership of the Board of Commissioners of MDHA was recommended for the Board of Directors of each entity. Commissioner Ansari asked that the elections be for all entities. The current members of the Board of Commissioners of MDHA were elected by unanimous vote of the Board.

There being no further additional business, the Chair adjourned the meeting.

**RESOLUTION BY THE BOARD OF DIRECTORS OF
MDHA HOUSING TRUST CORPORATION**

Effective Date: December 8, 2020

The undersigned, being a quorum of the members of the Board of Directors of MDHA Housing Trust Corporation, a Tennessee non-profit corporation ("Company"), at a duly called meeting on December 8, 2020, acting in accordance with the applicable provisions of the Tennessee Non-Profit Corporation Act, and its Charter and Bylaws, do hereby adopt the following resolutions to be effective as of the date hereof:

WHEREAS, the Company 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 III, L.P., a Tennessee limited partnership ("Boscobel III, L.P."), was created to construct and own improvements known as Red Oaks Flats, consisting of 45 low-income housing units, 57 market-rate units and workforce-rate units on a site located at 700 Dew Street, in Nashville, Davidson County, Tennessee ("Boscobel III");

WHEREAS, MDHA Boscobel III, Inc. (the "General Partner") is the general partner of Boscobel III, L.P., created for the purposes of implementing the Project;

WHEREAS, at duly called meetings of the Company's Board of Directors held on July 9, 2019, incumbency certificates and resolutions authorizing the Company's participation in the financing and development of the Project and identifying persons authorized to execute transaction documents were approved (the "Boscobel III Resolutions");

WHEREAS, the United States of America, acting by and through the Secretary of the Department of Housing and Urban Development ("HUD"), and the Metropolitan Development and Housing Agency, a public body and a body corporate and politic organized under the Tennessee Housing Authorities Law, T.C.A. §13-20-101, et seq., entered into that certain PBRA Housing Assistance Payments Contract and Bifurcation Rider to PBRA Housing Assistance Payments Contract effective as of February 1, 2020 (the "Existing RAD HAP Contract"), for low-income housing units converted from public housing units to project-based assistance under Section 8 of the United States Housing Act of 1937, 42 U.S.C. § 1437f, as authorized under the Rental Assistance Demonstration ("RAD"). See Consolidated and Further Continuing Appropriations Act, 2012, Pub. L. No. 112-55 (approved Nov. 18, 2011). The Section 8 Project Number of the Existing RAD HAP Contract is TN43RD00021. Section 1.4(b) of the Existing RAD HAP Contract identifies the project name as "Boscobel Heights;"

WHEREAS, in addition to loans and transactions described in the Boscobel III Resolutions, the Company desires to authorize and facilitate the transfer of the Existing RAD HAP Contract to provide RAD project-based assistance to Boscobel III;

WHEREAS, in order to facilitate the transfer of the Existing RAD HAP Contract to provide RAD project-based assistance to Boscobel III, MDHA as owner of Boscobel Heights, Boscobel III, L.P., and HUD will enter in to a Bifurcation Agreement pursuant to which HUD will consent to the bifurcation of the Existing RAD HAP Contract to reflect two projects and two PBRA Housing Assistance Payments Contracts, one covering the remaining 610 units located on the Boscobel Heights site and the other covering the 45 low-income housing units at Kirkpatrick Park, (the "Bifurcation Agreement");

NOW, THEREFORE, BE IT RESOLVED, that Company on behalf of the General Partner, for the benefit of Boscobel III, L.P., is hereby authorized and directed to enter into the Bifurcation Agreement and to execute, deliver and perform any and all other documents, instruments and agreements contemplated under the Bifurcation Agreement or otherwise required for purposes of entering into the Bifurcation Agreement;

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

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CERTIFICATE

I, James Thiltgen, do hereby certify that I am the duly elected President of MDHA Housing Trust Corporation (the "Company") and the keeper of records of the Company. These resolutions were duly adopted at the meeting of the Board of Directors of the Company, held in accordance with the Charter and Bylaws of the Company, at the office of the Company at 701 South 6th Street, Nashville, Tennessee, on the 8th day of December, 2020, and consistent with state law and applicable Executive Orders of the Governor of the State of Tennessee.

By: _____
James Thiltgen,
President

MDHA HOUSING TRUST CORPORATION
INTEROFFICE MEMORANDUM

December 8, 2020

TO: Shareholders
FROM: Will Choppin, MDHA General Counsel
SUBJECT: Election of Directors and Officers

Shareholder Action is recommended to elect the following Directors of the following Corporations, which serve as the MDHA-affiliate general partners of the designated MDHA Low-Income Housing Tax Credit (LIHTC) Properties:

Introduction to the Low-Income Housing Tax Credit Program

As cited in a seminal LIHTC case out of the Court of Appeals of Tennessee, “Little is known about the LIHTC program outside of the circle of affordable housing developers, syndicators, and some investors who have waded through its sometimes oblique rules to take advantage of this rather unique incentive for the creation of affordable rental housing for lower income people.” *Spring Hill, L.P. v. Tenn. State Bd. Of Equalization*. MDHA, in partnership with several investors, developers, donors, THDA, and countless other community and affordable housing stakeholders, has had great success wading through this program and creating affordable housing opportunities.

Each opportunity begins the formation of a limited partnership, an MDHA-affiliate entity set up to partner with a tax-credit investor who will buy the tax credits and provide other financing. To preserve the exemption of housing project property from property tax under state law, each of these entities is managed by an MDHA-affiliated general partner, a corporation governed by a Board of Directors, the membership of which constituted by the MDHA Board of Commissioners.

The MDHA general partner and tax-credit investor enter into a limited partnership agreement. This agreement will include a mechanism by which MDHA may “buy out” the investor partner’s interest at the end of the LIHTC 15-year tax-credit compliance period (a minimum period, before which any sale or disposition of the development leads to recapture of the tax credits). MDHA has already successfully closed out two LIHTC developments: Vine Hill and Preston Taylor, both of which have been returned to full ownership by MDHA.

General Partner Entities (and Related Projects)

- MDHA Ryman Lofts, Inc. (Ryman Lofts)

Awarded a 9% LIHTC, *Ryman Lofts* is the first affordable housing development in Nashville devoted to artists. The development was constructed in the Rolling Mill Hill Redevelopment District and contains 60 units. City Real Estate Advisors (CREA) is the limited partner. The 15-year tax-credit compliance period ends December 31, 2027.

- MDHA Levy Place, Inc. (Levy Place)

Levy Place is a traditional MDHA affordable housing property that entered into a limited partnership arrangement with CREA to utilize a 9% LIHTC. This equity, along with conventional loans from Pinnacle, provide \$9 million in long-term renovation at Levy Place. Levy Place was also the first MDHA traditional property to convert to Rental Assistance Demonstration, in 2016. There are 226 total units at Levy Place, 181 of which are subsidized. The 15-year tax-credit compliance period ends December 31, 2031.

- MDHA Boscobel I, Inc. (Boscobel I)

Mosley on 6th, which is also supported by a 9% LIHTC, commenced construction in 2018 and began leasing in 2019. This development will contain 96 mixed-income units, 50 of which will be subsidized and “bifurcated” from existing Housing Assistance Payments (HAP) Contracts for Cayce. Pinnacle Bank is the limited partner. The 15-year tax-credit compliance period ends December 31, 2035.

- MDHA CP II, Inc. (Boscobel II)

Manning Place, which is also supported by a 9% LIHTC, commenced construction in 2018 and began leasing just this year. This development will contain 101 units, 45 of which will be subsidized and “bifurcated” from existing HAP Contracts for Cayce. Pinnacle Bank is the limited partner. The 15-year tax-credit compliance period ends December 31, 2035.

- MDHA Boscobel III, Inc. (Boscobel III)

Red Oak Flats, which is also supported by a 9% LIHTC, commenced construction in 2019 and will begin leasing in December 2020 or early 2021. This development will feature 102 units, 45 of which will be subsidized and “bifurcated” from existing HAP Contracts for Cayce. Pinnacle Bank is the limited partner. The 15-year tax-credit compliance period ends December 31, 2036.

- MDHA Victory Hall, Inc. (Curb Victory Hall)

Curb Victory Hall is a recently completed 39-unit apartment complex for Veterans experiencing homelessness. Under its competitive Innovative Set-Aside Round, THDA awarded Curb Victory Hall a 9% LIHTC. This development will complete construction and begin leasing this year. Pinnacle Bank is the limited partner. The 15-year tax-credit compliance period ends December 31, 2036.

- MDHA Randee Rogers, Inc. (Randee Rogers)

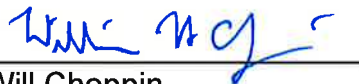
Randee Rogers will be a 100 unit development on approximately 1.76 acres on Rosa L. Parks Boulevard, next to MDHA's Cheatham Place Apartments. Of these apartments, fifty will be subsidized affordable units, twenty-five will be workforce, and twenty-five will be market rate. The project is supported in part by a 4% LIHTC. Boston Capital is the limited partner. The 15-year tax-credit compliance period ends December 31, 2037.

The suggested membership of the Boards of Directors for all of the foregoing entities are:

- Bill Purcell
- Antoinette Batts
- Emily Thaden
- Aole Ansari
- Marcus Campbell
- Kay Bowers
- Paulette Coleman

The proposed officers of the foregoing general partner entities are as follows:

President:	Jim Thiltgen
Vice President:	Melinda Hatfield
Secretary-Treasurer:	Will Biggs



Will Choppin

MDHA HOUSING TRUST CORPORATION
INTEROFFICE MEMORANDUM

December 8, 2020

TO: Board of Directors
FROM: Will Choppin, MDHA General Counsel
SUBJECT: Election of Officers of Corporation

Board Action is recommended to elect the following Officers of the Corporation.

President:	Jim Thiltgen
Vice President:	Melinda Hatfield
Secretary-Treasurer:	Will Biggs

The duties of each respective position are set forth in Article II of the Bylaws of the Corporation.



Will Choppin

**Meeting of Board of Directors
MDHA Boscobel III, Inc.**

1. Call to Order
2. Approval of Bifurcation Agreement
3. Election of Officers
4. Additional Business
5. Adjourn

**RESOLUTION BY THE BOARD OF DIRECTORS OF
MDHA BOSCOBEL III, INC.**

Effective Date: December 8, 2020

The undersigned, being a quorum of the members of the Board of Directors of MDHA Boscobel III, Inc., a Tennessee corporation (“Company”), at a duly called meeting on December 8, 2020, acting in accordance with the applicable provisions of the Tennessee Business Corporations Act, and its Charter and Bylaws, do hereby adopt the following resolutions to be effective as of the date hereof:

WHEREAS, the Company 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 III, L.P., a Tennessee limited partnership (“Boscobel III, L.P.”), was created to construct and own improvements known as Red Oaks Flats, consisting of 45 low-income housing units, 57 market-rate units and workforce-rate units on a site located at 700 Dew Street, in Nashville, Davidson County, Tennessee (“Boscobel III”);

WHEREAS, the Company is the general partner of Boscobel III, L.P., created for the purposes of implementing the Project;

WHEREAS, at duly called meetings of the MDHA Boscobel III, Inc. Board of Directors held on July 9, 2019, incumbency certificates and resolutions authorizing the Company’s participation in the financing and development of the Project and identifying persons authorized to execute transaction documents were approved (the “Boscobel III Resolutions”);

WHEREAS, the United States of America, acting by and through the Secretary of the Department of Housing and Urban Development (“HUD”), and the Metropolitan Development and Housing Agency, a public body and a body corporate and politic organized under the Tennessee Housing Authorities Law, T.C.A. §13-20-101, et seq., entered into that certain PBRA Housing Assistance Payments Contract and Bifurcation Rider to PBRA Housing Assistance Payments Contract effective as of February 1, 2020 (the “Existing RAD HAP Contract”), for low-income housing units converted from public housing units to project-based assistance under Section 8 of the United States Housing Act of 1937, 42 U.S.C. § 1437f, as authorized under the Rental Assistance Demonstration (“RAD”). See Consolidated and Further Continuing Appropriations Act, 2012, Pub. L. No. 112-55 (approved Nov. 18, 2011). The Section 8 Project Number of the Existing RAD HAP Contract is TN43RD00021. Section 1.4(b) of the Existing RAD HAP Contract identifies the project name as “Boscobel Heights;”

WHEREAS, in addition to loans and transactions described in the Boscobel III Resolutions, the Company desires to authorize and facilitate the transfer of the Existing RAD HAP Contract to provide RAD project-based assistance to Boscobel III;

WHEREAS, in order to facilitate the transfer of the Existing RAD HAP Contract to provide RAD project-based assistance to Boscobel III, MDHA as owner of Boscobel Heights, Boscobel III, L.P., and HUD will enter in to a Bifurcation Agreement pursuant to which HUD will consent to the bifurcation of the Existing RAD HAP Contract to reflect two projects and two PBRA Housing Assistance Payments Contracts, one covering the remaining 610 units located on the Boscobel Heights site and the other covering the 45 low-income housing units at Kirkpatrick Park, (the "Bifurcation Agreement");

NOW, THEREFORE, BE IT RESOLVED, that Company on behalf of Boscobel III, L.P., is hereby authorized and directed to enter into the Bifurcation Agreement and to execute, deliver and perform any and all other documents, instruments and agreements contemplated under the Bifurcation Agreement or otherwise required for purposes of entering into the Bifurcation Agreement;

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

[Remainder of Page Intentionally Left Blank]

CERTIFICATE

I, James Thiltgen, do hereby certify that I am the duly elected President of MDHA Boscobel III, Inc. (the "Company") and the keeper of records of the Company. These resolutions were duly adopted at the meeting of the Board of Directors of the Company, held in accordance with the Charter and Bylaws of the Company, at the office of the Company at 701 South 6th Street, Nashville, Tennessee, on the 8th day of December, 2020, and consistent with state law and applicable Executive Orders of the Governor of the State of Tennessee.

By: _____
James Thiltgen,
President