

COMMISSIONERS' REGULAR BOARD MEETING
September 18, 2019

Resolution(s) Passed:

- 19-22 Resolution of the Richmond Redevelopment and Housing Authority to Approve the Authority-wide operating budget of \$78,633,272 for the Fiscal Year Ending September 30, 2020. See Exhibit A.
- MOTIONS:** Abbott/Jones
VOTE: Aye: Adams, Blount, Olds, Young, Coleman, Jones, Kessler, Abbott
ABSTAIN: None
ABSENT: Harrigan
- 19-23 Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 152-Unit Chamberlayne Senior Apartments Multifamily Housing Facility located in the City of Richmond, Virginia
- MOTIONS:** Jones/Young
VOTE: Aye: Adams, Olds, Young, Coleman, Jones, Kessler, Abbott
ABSTAIN: Blount
ABSENT: Harrigan
- 19-24 Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 125-Unit Shockoe Hill I Apartments Multifamily Housing Facility located in the City of Richmond, Virginia
- MOTIONS:** Jones/Young
VOTE: Aye: Adams, Olds, Young, Coleman, Jones, Kessler, Abbott
ABSTAIN: Blount
ABSENT: Harrigan
- 19-25 Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 132-Unit Woodland Crossing Apartments Multifamily Housing Facility located in the City of Richmond, Virginia
- MOTIONS:** Jones/Young
VOTE: Aye: Adams, Olds, Young, Coleman, Jones, Kessler, Abbott
ABSTAIN: Blount
ABSENT: Harrigan
- 19-26 Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 147-Unit Port City II Multifamily Housing Facility located in the City of Richmond, Virginia
- MOTIONS:** Jones/Young
VOTE: Aye: Adams, Olds, Young, Coleman, Jones, Kessler, Abbott
ABSTAIN: Blount
ABSENT: Harrigan

MINUTES OF THE REGULAR MEETING OF THE COMMISSIONERS
OF RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY
HELD IN THE OFFICES OF RRHA
901 CHAMBERLAYNE PARKWAY, RICHMOND, VIRGINIA
ON WEDNESDAY, SEPTEMBER 18, 2019

In Attendance:

Board of Commissioners

Robert J. Adams, Chairman
Veronica G. Blount, Vice Chairman
Marilyn Olds
Samuel S. Young, Jr.
Jonathan Coleman
Robley Jones
Heidi Abbott
Neil Kessler

Absent

Elliott Harrigan

RRHA Staff

Damon E. Duncan, Chief Executive Officer

The Chairman called the meeting to order at 5:38 p.m. with Cory Wolfe serving as Legal Counsel. A quorum was established.

Minutes

The Minutes from the July 17th Regular Board of Commissioners Meeting were approved.

***1 Motion: (Blount/Kessler) Move to adopt the Minutes from the
July 17, 2019 Regular Board of Commissioners Meeting***

Motion Carried

Absent: Harrigan, Coleman

Note: Commissioner Coleman arrived after the minutes from the July 17th board meeting were voted on.

Citizen Information Period

Omari Al-Qadafi addressed the Board of Commissioners to discuss the four bond resolutions.

Presentation on the Personal Care Aide (PCA) Program

Becki Mann with Jewish Family Services (JFS) Richmond gave a brief overview of the Personal Care Aide program. The program was implemented because there was a need to provide in home care to seniors in the east end. JFS realized that the fastest way to help care for these seniors was to train east end residents to become personal care aides. Sixteen individuals participated in the program and fourteen of them completed the program. Thirteen of the fourteen individuals that completed the program are public housing residents.

Presentation on the Navy Hill Project

Leonard Sledge with the City of Richmond's Department of Economic Development and Jennifer Mullen with Roth Jackson gave a presentation on the Navy Hill Project. The following key points were discussed.

Why We Are Redeveloping the City's Center

- City Council approved the Richmond Downton Plan in July 2009. The plan includes:
 - o Reopening East Clay Street and revive Court End.
 - o Integrating the Richmond Coliseum into a walkable urban fabric.
 - o Improving connections between the Convention Center and its environs.
- The gap in vibrant uses between the Arts District and the Government Center Stations is filled as vacant and underutilized parcels around the Convention Center are developed to include uses that enhance the Convention Center visitor experience and also provide for the daily needs of residents and workers in the area.

Why Do We Need The Navy Hill Project

- Because of what the City's Center looks like today.
- Because the City is not getting the highest and best use on city-owned property.
- Because the planning studies approved by the City of Richmond affirms the need for a project that will redevelop the City's Center.

Discussion: Commissioner Veronica Blount inquired about parking and wanted to know how this development would affect the parking issues that currently exist. She wanted to know if parking will be created for the new entities or will they consider more of the municipal parking that exists. Mr. Sledge answered that the parking garages that exist will remain publicly owned parking garages. He noted that some of the structured parking garages are not at full capacity or utilization. Ms. Mullen added that the residential units will utilize the public parking decks so that they remain public, but the private development parcels will have their own parking associated with them. Parking will be addressed from the public/private side to ensure that there is enough parking for individuals coming downtown. In order to maintain that utilization, there is a big push from the city and throughout the country to make sure that we are not over parking and building more parking than is necessary. She agreed to take this feedback regarding the parking issue back to the city.

CEO Duncan stated that he had a number of conversations with Selena Cuffee-Glenn and her staff regarding this and the main point has been to ensure that there is enough lead time to cooperatively plan with the various service providers and discuss the timing

associated with the specific jobs and opportunities so that the human service providers and coaches can prepare the residents and gear them up for those opportunities”.

Chairman’s Comments - Chairman Adams provided the following comments and/or updates:

- He stated that the last time the Board of Commissioners met, concerns were expressed about RRHA’s future efforts to improve and replace public housing units. Since that time, he has had conversations with the advocates. He stated that RRHA will not displace residents, the intention is to make sure that residents have the opportunity to return to their neighborhoods if they are temporarily displaced as a result of new construction or rehabilitation. He added that the Board previously passed a set of Guiding Principles for the agency and asked staff to revise and simplify those principles.

1 Action Item: Within the next couple of months, staff should revise and simplify the Guiding Principles into a one page document and present them to the Board of Commissioners for review.

CEO Comments – CEO Duncan provided the following comments and/or updates:

- He stated that this marks his sixth month with the RRHA family and residents. He said *“I fully embrace the challenges that we face collectively as a redevelopment and housing authority, its residents, grassroots stakeholders, civic and business leaders and community advocates for affordable housing. My background and expertise has led many to believe that our only concern is that of redevelopment. While the redevelopment of RRHA’s aged portfolio is a long overdue, it does not overshadow the primary need to have safe communities”.*
- He introduced Brian Swann as the new Director of Public Safety. He said *“We are excited about the experience, expertise and enthusiasm that Brian brings to RRHA”.*
- He mentioned that Kerry James, RRHA’s Director of Procurement recently accepted a promotion at another Housing Authority. He said *“We have come to appreciate his professionalism, attention to detail and his infectious personality. RRHA will certainly miss him”.*
- On the subject of safety and obsolescence associated with many of our public housing properties, he stated that RRHA remains committed to developing and implementing a Transformation Plan that will enhance the quality of life for its residents with the combination of intensive case management, human services and mixed-finance/mixed-use redevelopment initiatives utilizing

RAD, Section 18, Voluntary Conversion, CNI or other programmatic tools that are determined to be most feasible and attainable by the Authority.

- He concluded his report by saying "*We are committed to this, because the people deserve better*"!

Mr. Al-Qadaffi Omari informed Chairman Adams that the public was being denied entry to the meeting because the room was at capacity. He suggested having the meeting at a different location.

Committee Reports

Controller, Stacey Daniels-Fayson reported that the *Administration and Finance Committee* met on September 18, 2019. The following items were reviewed and discussed:

- 2020 budget.
- Public Private Education Act.
- Agency vacancies.
- Procurement update.
- July 2019 financial statement.

Director of Resident Services, Ralph Stuckey reported that the *Property Management Committee* met on September 17, 2019. The following items were reviewed and discussed:

- PHAS scores are standard.
- REAC scores.
- Curb appeal for the Big 6 communities.
- Extensive training is being held in the property management division.
- HCVP staff is working with social services to apply for 25 vouchers for the foster youth to independence initiative.
- Monthly meetings are being held with residents and management to discuss resident concerns and issues.
- Community walks in the Big 6 communities are being held.
- Gilpin's community day will be held on September 21, 2019.
- Five students that participated in the Tomorrow's Promise program have graduated from college.
- Upcoming community walks will be held in the senior properties.

Acting Chief Real Estate Officer Desi Wynter stated that the *Real Estate Committee* met on September 11, 2019. The following items were reviewed and discussed:

- Ongoing RFPs and RFQs.
- Bond Resolutions.

Resolution(s)

Agenda Item No. 1 – Resolution of the Richmond Redevelopment and Housing Authority to Approve the Authority-wide operating budget of \$78,633,272 for the Fiscal Year Ending September 30, 2020. See Exhibit A.

(19-23) BE IT RESOLVED by the Commissioners of the Richmond Redevelopment and Housing Authority (the “Commissioners”) that the proposed operating budget for the fiscal year ending September 30, 2020 is reasonable and representative of the estimated operating income and expenditures associated with the operation of the Authority; and

BE IT RESOLVED that HUD has defined certain budgetary mandates related to Asset Management implementation including:

- ❖ Operating budgets developed for each Asset Management Project (AMP),
- ❖ AMP operating budgets must be approved by the public housing authority’s Board before commencement of the fiscal year; however, the Board is not required to pass a resolution for each project budget, and
- ❖ The Board resolution must be filed at the local field office. (HUD-FORM 52574)

BE IT RESOLVED that funding sources for Richmond Redevelopment and Housing Authority includes the U. S. Department of Housing and Urban Development, the City of Richmond Virginia and other independent and private sources.

BE IT FURTHER RESOLVED that the FY 2020 operating budget is hereby approved and adopted.

Exhibit A

**Richmond Redevelopment & Housing Authority
2020 Proposed Budget**

Description	Amount
Revenue/Reserves:	
HUD Revenues	
HUD Operating Subsidies	\$ 50,445,609
HUD Capital Grants	8,759,819
State Vouchers	654,900
Tenant Charges	10,250,222
Other Income	3,357,528
Interest Income	63,386
Reserves - LIPH	346,309
Reserves - RECD	572,980
Reserves - HCVP	961,062
Reserves - COCC	22,024
Total Agency Wide Operating Revenues / Reserves	\$ 75,923,838
Expenses:	
Administration	\$ 11,039,382
Other Administrative	2,037,926
Tenant Services	750,142
Protective Services	161,000
Utilities Expenses	12,547,303
Maintenance Costs	9,362,785
General	2,525,347
Housing Assistance	28,284,118

Capital Expenses		8,941,819
Total Agency Wide Operating Expenses	\$	75,649,821
Total Agency Wide Net Operating Income / (Loss)	\$	274,017
Add:		
 Restricted Property Sales	\$	2,709,434
 Total	\$	2,709,434
Total Adjusted Agency Wide Net Income	\$	2,983,451
Summary		
Total Revenues	\$	78,633,272
Total Expenses		75,649,821
Agency Wide Net Income	\$	2,983,451

2 Motion: (Abbott/Jones) Move to adopt Resolution 1

Motion Carried

Absent: Harrigan

Bond Resolutions

Discussion: Prior to discussing and voting on the bond resolutions, Mike Graff, RRHA's Bond Counsel explained that the conduit revenue bond program is a way for housing authorities to assist in the preservation and enhancement of existing affordable apartments and the encouragement of new affordable apartments at no cost to the housing authority or to the city. It allows applicants to achieve federal tax incentives through federally tax exempt bonds and allows them to access the Low Income Housing Tax Credit program (LIHTC). In addition, the authority receives substantial unrestricted fees for acting as a conduit to let developers access these federal funds.

A Public Hearing for the Bond Inducement Resolutions was held at 6:58 p.m.

Omari Al-Qadaffi spoke during the public hearing period. He said: "Last year in September, the housing authority provided a \$16 million bond to Spy Loft. The IRS requires that a small amount be set aside for households that are 50% or less of the area median income. RRHA was proactive and required that the borrower try and make at least 10% of those be accepting of housing choice voucher units. None of these four bonds that are being proposed tonight with a total of \$66.5 million in bonds; there is no such requirement. It only has the IRS requirement that a small amount be set aside or no less than 20% be set aside for households whose households are 50% of the area median income. The area median income in Richmond for a two person household is \$34,000 a year while the RRHA's average income of a household is only \$10,000 a year. I think there is a big gap there and I think that a lot of RRHA current residents would not be able to afford to live in each of these four units that \$66.5 million dollars is being floated through on the credit off of poor black people that live in the city of Richmond. I think that all four of these bonds need to be sent back; there are two people on this board that are

members of the RRHA community and I implore you to use your vote to your greatest ability to advocate on behalf of the residents and vote to have all four of these resolutions sent back so that they can re-work them and put in some requirements like they did with the SPA Lofts. They said they can try to make 10% of them acceptable for housing choice vouchers. The housing instability is way worse in this city than it was last year and we can make the requirements even better. We can make it so that it goes down to 20% or 30% area median income for some of those units or accept 20% - 25% housing choice vouchers. They don't need to incentivize developers any more to come into the city. There are already enough incentives for the developers to start building. They got money, they can do it on their own. They don't need to float any citizen money, any public money over to these developers to do it; they are already rich, they can do it on their own. They don't need the housing authority to do it for them. If they want to get bonds from the housing authority, then they should be able to have housing authority residents to live in those units".

Discussion: Mr. Graff stated that two of the bond resolutions have project based HAP Contracts attached to them. For the other two bonds deals, the resolutions state that the developers will make affirmative action to accept individual vouchers from housing authority residents; they also make affirmative action to reach out for employment and contracting opportunities. Those requirements are included in the bond resolutions and will also be included in the closing documents as well. Chairman Adams added that these are private activity bonds, these are not obligations of the housing authority or of the city. The risk for these bonds are borne by the investors.

Several of the Commissioners expressed concerns about the four bond resolutions. Commissioner Blount said "If we are giving these credits, we need to put something in the resolutions that requires the developers to give more than what is the minimum, especially since we are talking about the needs of the city of Richmond and particularly for seniors who may be on a fixed income". Commissioner Heidi Abbott expressed frustration over the fact that the appropriate language was not included in the resolutions, especially since this is an important issue for the Commissioners. She said "As we move forward, if the board is going to approve these types of resolutions, those commitments should be included in good faith and that we are working toward a resolution because the population that we serve is not at 60% area median income".

Commissioner Kessler stated that the revised language that was added to the resolutions is not as forthcoming as it should be. He added that we need a greater commitment rather than just having the developer to consider doing something. Mr. Graff stated that before he presents the final bond resolutions to the Board in a couple of months, he will work with staff and the commission on adding more detail to those commitments to ensure that they are reflected in the final bond resolutions.

He also added that the LIHTC program does not require any more stringent affordability restrictions than the ones that the developer is going to agree to. He said "It has not been my experience that the housing authority either in Richmond or other places have imposed steeper affordability restrictions on these types of LIHTC projects, particularly when it is not an existing affordable complex but would otherwise be a completely market rate complex without the low LIHTC and tax exempt bond assistance". He stated that it would be appropriate for the housing authority to consider moving these items forward since they are subject to city council approval and a return to RRHA before closing. Commissioner Young asked CEO Duncan to ensure that the resolutions are correct before he signs off on them. CEO Duncan stated that he is in agreement with this and that he understand the nature and timeframe. He added that the language in the resolution is not a huge deal because it is totally fixable.

Mr. Graff stated that for the Shockoe Hill I Apartments and the Woodland Crossing Apartments resolutions, the language in the fourth WHEREAS should read as follows:

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to endeavor to provide certain employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the "Borrower's Special Commitment"); and

For the Chamberlayne Senior Apartments and the Port City II Multifamily Housing Facility resolutions, the language in the fourth WHEREAS should read as follows:

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to (a) consider accepting certain Housing Choice Vouchers at the Project and (b) endeavor to provide certain job training, employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the "Borrower's Special Commitments"); and

After the discussion, Chairman Adams asked General Counsel Wolfe to explain to everyone what the Board is voting on. General Counsel Wolfe stated that the Board is voting on the resolutions as amended and described by Mr. Graff as noted above.

Mr. Graff stated that as a procedural matter, before he brings the final bond resolutions back to the Board of Commissioners, it will go through the real estate committee again after having vetted it with staff and other concerned parties. The real estate committee can review the language and recommend, not recommend, or have it revised further in advance of the final board meeting. Chairman Adams stated that with this understanding, this satisfies the concerns raised by the Commissioners. He then asked for a motion on the four bond resolutions.

Agenda Item No. 2 – Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 152-Unit Chamberlayne Senior Apartments Multifamily Housing Facility located in the City of Richmond, Virginia

(19-24) WHEREAS, the Richmond Redevelopment and Housing Authority (the “Authority”) is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the “Act”) of the Code of Virginia of 1950, as amended (the “Virginia Code”), to issue its bonds for the purpose, among others, of financing the Plan of Finance (as hereinafter defined), located within the territorial boundaries of the City of Richmond, Virginia (the “City”); and

WHEREAS, CRF, LLC (the “Borrower”) has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an aggregate maximum principal amount of \$15,000,000 (the “Bonds”), the proceeds of which will be used to finance or refinance a portion of (a) the cost of acquiring, constructing and equipping a multifamily residential rental housing project consisting of one building containing approximately 152 units representing approximately 90,263 rentable square feet and which may contain a community room, gymnasium and business center to be known as Chamberlayne Senior Apartments (the “Project”) located on approximately 1.56 acres of land at 1705 Chamberlayne Parkway in the City of Richmond, Virginia and expected to be owned and used by the Borrower or a party related to the Borrower, (b) the funding of reserve funds as permitted by applicable law and (c) the costs incurred in connection with the issuance of the Bonds (collectively, the “Plan of Finance”) as permitted under the Act; and

WHEREAS, the Project shall be established and maintained as a “qualified residential rental project” within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to (a) consider accepting certain Housing Choice Vouchers at the Project and (b) endeavor to provide certain job training, employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the “Borrower’s Special Commitments”); and

WHEREAS, preliminary plans for the Plan of Finance have been described to the Authority, and a public hearing (the “Public Hearing”) has been held on September 18, 2019 with respect to the Plan of Finance and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to issue its tax-exempt revenue bonds pursuant to the Act, in such amounts as may be necessary to finance the Plan of Finance, and in connection therewith to obtain tax credits for the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.
2. It is hereby found and determined that the Plan of Finance will further the public purposes of the Act by assisting in providing housing to low and moderate income persons in the City.
3. It is hereby found and determined that the Project will constitute a “residential building” as that term is defined in the Act.

4. To induce the Borrower to undertake the Plan of Finance and maintain the Project as a "qualified residential rental project" within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the Plan of Finance by undertaking the issuance of (and hereby declares its official intent to issue) its multifamily housing revenue bonds therefor in an aggregate maximum principal stated amount of \$15,000,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority. The Bonds may be issued in one or more series at one time or from time to time, and the Bonds of any such series may be either taxable or tax-exempt for purposes of federal income taxation.

5. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds and the undertaking of the Plan of Finance are hereby ratified, approved and confirmed.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, and Harrell & Chambliss LLP, Richmond, Virginia, to serve as co-bond counsel ("Bond Counsel") and hereby appoints such firms to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of the Bonds pursuant to the terms to be mutually agreed upon.

8. The Borrower agrees to indemnify and save harmless the Authority, its officers, commissioners, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

9. All costs and expenses in connection with the financing and the Plan of Finance, including the fees and expenses of the Authority (including, without limitation, any application fee and/or origination fee), Bond Counsel, counsel for the Authority and any placement agent or underwriter for the sale of the Bonds shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting

from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers in the City to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Plan of Finance for any reason, including but not limited to, the failure of the City Council of the City (the "City Council") to approve the issuance of the Bonds.

12. The Authority recommends that the City Council approve the issuance of the Bonds, in one or more series at one time or from time to time, in an aggregate maximum stated principal amount of \$15,000,000 for the purpose of undertaking the Plan of Finance as required by Section 147(f) of the Code.

13. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority is authorized and directed to deliver to the City Council (1) a reasonably detailed summary of the comments, if any, expressed at the Public Hearing, (2) a fiscal impact statement concerning the Plan of Finance and (3) a copy of this resolution.

14. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority, or the designee of any of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder, and (c) the final terms and details of the Bonds have been approved by subsequent resolution of the Authority (including, but not limited to, terms satisfactory to the Authority with respect to the Borrower's Special Commitment).

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Plan of Finance or of the Borrower.

17. This resolution is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Code. Based upon the representations of the Borrower, the Authority reasonably expects that certain costs of the Project may be reimbursed with the proceeds of the Bonds.

18. This resolution shall take effect immediately upon its adoption.

3 Motion: (Jones/Young) Move to adopt Resolution 2

Motion Carried

Absent: Harrigan

Abstain: Blount

Agenda Item No. 3 - Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 125-Unit Shockoe Hill I Apartments Multifamily Housing Facility located in the City of Richmond, Virginia

(19-24) WHEREAS, the Richmond Redevelopment and Housing Authority (the "Authority") is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the "Act") of the Code of Virginia of 1950, as amended (the "Virginia Code"), to issue its bonds for the purpose, among others, of financing the Plan of Finance (as hereinafter defined), located within the territorial boundaries of the City of Richmond, Virginia (the "City"); and

WHEREAS, Shockoe I Apartments VA LP (the "Borrower") has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an aggregate maximum principal amount of \$16,000,000 (the "Bonds"), the proceeds of which will be used to finance or refinance a portion of (a) the cost of acquiring, constructing, renovating, rehabilitating and equipping a multifamily residential rental housing project consisting of two buildings containing approximately 125 units representing approximately 83,598 rentable square feet and one building to be used as a leasing office and community center to be known as Shockoe Hill I Apartments (the "Project") located at 200 and 212 Hospital Street in the City of Richmond, Virginia and expected to be owned and used by the Borrower or a party related to the Borrower, (b) the funding of reserve funds as permitted by applicable law and (c) the costs incurred in connection with the issuance of the Bonds (collectively, the "Plan of Finance") as permitted under the Act; and

WHEREAS, the Project shall be established and maintained as a "qualified residential rental project" within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to endeavor to provide certain employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the "Borrower's Special Commitment"); and; and

WHEREAS, preliminary plans for the Plan of Finance have been described to the Authority, a prior resolution with respect to the Project was adopted by the Authority on June 19, 2019, and a public hearing (the "Public Hearing") has been held on September 18, 2019 with respect to the Plan of Finance and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to issue its tax-exempt revenue bonds pursuant to the Act, in such amounts as may be necessary to finance the Plan of Finance, and in connection therewith to obtain tax credits for the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.
2. It is hereby found and determined that the Plan of Finance will further the public purposes of the Act by assisting in providing housing to low and moderate income persons in the City.
3. It is hereby found and determined that the Project will constitute a "residential building" as that term is defined in the Act.

4. To induce the Borrower to undertake the Plan of Finance and maintain the Project as a "qualified residential rental project" within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the Plan of Finance by undertaking the issuance of (and hereby declares its official intent to issue) its multifamily housing revenue bonds therefor in an aggregate maximum principal stated amount of \$16,000,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority. The Bonds may be issued in one or more series at one time or from time to time, and the Bonds of any such series may be either taxable or tax-exempt for purposes of federal income taxation.

5. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds and the undertaking of the Plan of Finance are hereby ratified, approved and confirmed.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, and Harrell & Chambliss LLP, Richmond, Virginia, to serve as co-bond counsel ("Bond Counsel") and hereby appoints such firms to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of the Bonds pursuant to the terms to be mutually agreed upon.

8. The Borrower agrees to indemnify and save harmless the Authority, its officers, commissioners, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

9. All costs and expenses in connection with the financing and the Plan of Finance, including the fees and expenses of the Authority (including, without limitation, any application fee and/or origination fee), Bond Counsel, counsel for the Authority and any placement agent or underwriter for the sale of the Bonds shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower

and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers in the City to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Plan of Finance for any reason, including but not limited to, the failure of the City Council of the City (the "City Council") to approve the issuance of the Bonds.

12. The Authority recommends that the City Council approve the issuance of the Bonds, in one or more series at one time or from time to time, in an aggregate maximum stated principal amount of \$16,000,000 for the purpose of undertaking the Plan of Finance as required by Section 147(f) of the Code.

13. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority is authorized and directed to deliver to the City Council (1) a reasonably detailed summary of the comments, if any, expressed at the Public Hearing, (2) a fiscal impact statement concerning the Plan of Finance and (3) a copy of this resolution.

14. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority, or the designee of any of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder, and (c) the final terms and details of the Bonds have been approved by subsequent resolution of the Authority (including, but not limited to, terms satisfactory to the Authority with respect to the Borrower's Special Commitment).

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Plan of Finance or of the Borrower.

17. This resolution is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Code. Based upon the representations of the Borrower, the Authority reasonably expects that certain costs of the Project may be reimbursed with the proceeds of the Bonds.

18. This resolution shall take effect immediately upon its adoption.

4 Motion: (Jones/Young) Move to adopt Resolution 3

Motion Carried

Absent: Harrigan

Abstain: Blount

Agenda Item No. 4 - Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 132-Unit Woodland Crossing Apartments Multifamily Housing Facility located in the City of Richmond, Virginia

(19-25) WHEREAS, the Richmond Redevelopment and Housing Authority (the "Authority") is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the "Act") of the Code of Virginia of 1950, as amended (the "Virginia Code"), to issue its bonds for the purpose, among others, of financing the Plan of Finance (as hereinafter defined), located within the territorial boundaries of the City of Richmond, Virginia (the "City"); and

WHEREAS, Woodland Preservation LP (the "Borrower") has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an aggregate maximum principal amount of \$15,500,000 (the "Bonds"), the proceeds of which will be used to finance or refinance a portion of (a) the cost of acquiring, constructing, renovating, rehabilitating and equipping a multifamily residential rental housing project consisting of eleven residential buildings containing approximately 132 units representing approximately 122,940 rentable square feet, two buildings to house a community room and laundry facilities, and a playground and basketball court to be known as Woodland Crossing Apartments (the "Project") and such improvements are situated within an area consisting of approximately 13.6 acres of land at 3457 Walmsley Boulevard and located entirely in the City of Richmond, Virginia and are expected to be owned and operated by the Borrower or a party related to the Borrower, (b) the funding of reserve funds as permitted by applicable law and (c) certain costs incurred in connection with the issuance of the Bonds (collectively, the "Plan of Finance") as permitted under the Act; and

WHEREAS, the Project shall be established and maintained as a "qualified residential rental project" within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to endeavor to provide certain employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the "Borrower's Special Commitment"); and

WHEREAS, preliminary plans for the Plan of Finance have been described to the Authority, a prior resolution with respect to the Project was adopted by the Authority on June 19, 2019, and a public hearing (the "Public Hearing") has been held on September 18, 2019 with respect to the Plan of Finance and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to issue its tax-exempt revenue bonds pursuant to the Act, in such amounts as may be necessary to finance the Plan of Finance, and in connection therewith to obtain tax credits for the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.
2. It is hereby found and determined that the Plan of Finance will further the public purposes of the Act by assisting in providing housing to low and moderate income persons in the City.

3. It is hereby found and determined that the Project will constitute a "residential building" as that term is defined in the Act.

4. To induce the Borrower to undertake the Plan of Finance and maintain the Project as a "qualified residential rental project" within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the Plan of Finance by undertaking the issuance of (and hereby declares its official intent to issue) its multifamily housing revenue bonds therefor in an aggregate maximum principal stated amount of \$15,500,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority. The Bonds may be issued in one or more series at one time or from time to time, and the Bonds of any such series may be either taxable or tax-exempt for purposes of federal income taxation.

5. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds and the undertaking of the Plan of Finance are hereby ratified, approved and confirmed.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, and Harrell & Chambliss LLP, Richmond, Virginia, to serve as co-bond counsel ("Bond Counsel") and hereby appoints such firms to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of the Bonds pursuant to the terms to be mutually agreed upon.

8. The Borrower agrees to indemnify and save harmless the Authority, its officers, commissioners, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

9. All costs and expenses in connection with the financing and the Plan of Finance, including the fees and expenses of the Authority (including, without limitation, any application fee and/or origination fee), Bond Counsel, counsel for the Authority and any placement agent or underwriter for the sale of the Bonds shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers in the City to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Plan of Finance for any reason, including but not limited to, the failure of the City Council of the City (the "City Council") to approve the issuance of the Bonds.

12. The Authority recommends that the City Council approve the issuance of the Bonds, in one or more series at one time or from time to time, in an aggregate maximum stated principal amount of \$15,500,000 for the purpose of undertaking the Plan of Finance as required by Section 147(f) of the Code.

13. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority is authorized and directed to deliver to the City Council (1) a reasonably detailed summary of the comments, if any, expressed at the Public Hearing, (2) a fiscal impact statement concerning the Plan of Finance and (3) a copy of this resolution.

14. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority, or the designee of any of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder, and (c) the final terms and details of the Bonds have been approved by subsequent resolution of the Authority (including, but not limited to, terms satisfactory to the Authority with respect to the Borrower's Special Commitment).

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Plan of Finance or of the Borrower.

17. This resolution is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Code. Based upon the representations of the Borrower, the Authority reasonably expects that certain costs of the Project may be reimbursed with the proceeds of the Bonds.

18. This resolution shall take effect immediately upon its adoption.

5 Motion: (Jones/Young) Move to adopt Resolution 4

Absent: Harrigan

Abstain: Blount

Agenda Item No. 5 - Inducement Resolution regarding the issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 147-Unit Port City II Multifamily Housing Facility located in the City of Richmond, Virginia

(19-26) WHEREAS, the Richmond Redevelopment and Housing Authority (the "Authority") is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the "Act") of the Code of Virginia of 1950, as amended (the "Virginia Code"), to issue its bonds for the purpose, among others, of financing the Plan of Finance (as hereinafter defined), located within the territorial boundaries of the City of Richmond, Virginia (the "City"); and

WHEREAS, AT Artisan, LLC (the "Borrower") has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an aggregate maximum principal amount of \$20,000,000 (the "Bonds"), the proceeds of which will be used to finance or refinance a portion of (a) the cost of acquiring, constructing, renovating, rehabilitating and equipping a multifamily residential rental housing project consisting of two buildings containing approximately 147 units representing approximately 115,257 rentable square feet to be known as Port City II (the "Project") located at 716 Jefferson Davis Highway in the City of Richmond, Virginia and expected to be owned and used by the Borrower or a party related to the Borrower, (b) the funding of reserve funds as permitted by applicable law and (c) the costs incurred in connection with the issuance of the Bonds (collectively, the "Plan of Finance") as permitted under the Act; and

WHEREAS, the Project shall be established and maintained as a "qualified residential rental project" within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has indicated that it will work in good faith with the Authority to (a) consider accepting certain Housing Choice Vouchers at the Project and (b) endeavor to provide certain job training, employment and/or contracting opportunities to the residents and businesses of the neighborhoods surrounding the Project (the "Borrower's Special Commitments"); and

WHEREAS, preliminary plans for the Plan of Finance have been described to the Authority, a prior resolution with respect to the Project was adopted by the Authority on February 21, 2018, and a public hearing (the "Public Hearing") has been held on September 18, 2019 with respect to the Plan of Finance and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to issue its tax-exempt revenue bonds pursuant to the Act, in such amounts as may be necessary to finance the Plan of Finance, and in connection therewith to obtain tax credits for the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.
2. It is hereby found and determined that the Plan of Finance will further the public purposes of the Act by assisting in providing housing to low and moderate income persons in the City.
3. It is hereby found and determined that the Project will constitute a "residential building" as that term is defined in the Act.

4. To induce the Borrower to undertake the Plan of Finance and maintain the Project as a "qualified residential rental project" within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the Plan of Finance by undertaking the issuance of (and hereby declares its official intent to issue) its multifamily housing revenue bonds therefor in an aggregate maximum principal stated amount of \$20,000,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority. The Bonds may be issued in one or more series at one time or from time to time, and the Bonds of any such series may be either taxable or tax-exempt for purposes of federal income taxation.

5. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds and the undertaking of the Plan of Finance are hereby ratified, approved and confirmed.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, and Harrell & Chambliss LLP, Richmond, Virginia, to serve as co-bond counsel ("Bond Counsel") and hereby appoints such firms to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of the Bonds pursuant to the terms to be mutually agreed upon.

8. The Borrower agrees to indemnify and save harmless the Authority, its officers, commissioners, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

9. All costs and expenses in connection with the financing and the Plan of Finance, including the fees and expenses of the Authority (including, without limitation, any application fee and/or origination fee), Bond Counsel, counsel for the Authority and any placement agent or underwriter for the sale of the Bonds shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower

and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers in the City to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Plan of Finance for any reason, including but not limited to, the failure of the City Council of the City (the "City Council") to approve the issuance of the Bonds.

12. The Authority recommends that the City Council approve the issuance of the Bonds, in one or more series at one time or from time to time, in an aggregate maximum stated principal amount of \$20,000,000 for the purpose of undertaking the Plan of Finance as required by Section 147(f) of the Code.

13. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority is authorized and directed to deliver to the City Council (1) a reasonably detailed summary of the comments, if any, expressed at the Public Hearing, (2) a fiscal impact statement concerning the Plan of Finance and (3) a copy of this resolution.

14. Each of the Chair, Vice Chair, Chief Executive Officer or Secretary of the Authority, or the designee of any of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder, and (c) the final terms and details of the Bonds have been approved by subsequent resolution of the Authority (including, but not limited to, terms satisfactory to the Authority with respect to the Borrower's Special Commitments).

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Plan of Finance or of the Borrower.

17. This resolution is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Code. Based upon the representations of the Borrower, the Authority reasonably expects that certain costs of the Project may be reimbursed with the proceeds of the Bonds.

18. This resolution shall take effect immediately upon its adoption.

6 Motion: (Jones/Young) Move to adopt Resolution 5

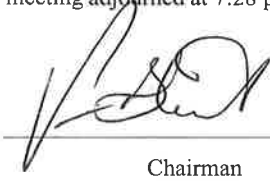
Motion Carried

Absent: Harrigan

Abstain: Blount

Adjournment

There being no further business, the meeting adjourned at 7:28 p.m.



Chairman



Chief Executive Officer/Secretary