

COMMISSIONERS' REGULAR ELECTRONIC BOARD MEETING
March 15, 2023

Resolution(s) Passed:

- 23-13 Resolution Regarding the Issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 144-Unit Chippenham Place Apartments Multifamily Housing Facility located in the City of Richmond
- 23-14 Resolution Authorizing RRHA's Chief Executive Officer or His Designee, to Execute the Cooperative Agreement with the City of Richmond for the Redevelopment of Creighton Court (3100 Nine Mile Road)
- MOTION:** (Real Estate and Community Development Committee) Move to Adopt Resolutions #1 - #2
- VOTE: Aye:** Blount, Elliott, Hardiman, Jackson, Johnson, Lewis, Parker, Pitchford, Shelton
- ABSTAIN:** None
- ABSENT:** None
- 23-15 Resolution approving revisions to RRHA's Section3 Policy and recommending adoption of the Same
- MOTION:** (Minority Contracting and Section 3 Committee) Move to Adopt Resolution #3
- VOTE: Aye:** Blount, Elliott, Hardiman, Jackson, Johnson, Lewis, Parker, Pitchford, Shelton
- ABSTAIN:** None
- ABSENT:** None
- 23-16 Resolution approving a contract modification for the Grass and Grounds Maintenance Services between Richmond Redevelopment and Housing Authority and Lawn Beautician, Inc. and authorizing the Chief Executive Officer, or his designee, to execute the Contract modification on behalf of Richmond Redevelopment and Housing Authority
- 23-17 Resolution approving a contract for replacement of the chiller at the Hillside Management Office between Richmond Redevelopment and Housing Authority and Mechanical Solutions, LLC and authorizing the Chief Executive Officer, or his designee, to execute the Contract on behalf of Richmond Redevelopment and Housing Authority
- MOTION:** (Administration and Finance Committee) Move to Adopt Resolutions #4 - #5
- VOTE: Aye:** Blount, Elliott, Hardiman, Jackson, Johnson, Lewis, Parker, Pitchford, Shelton
- ABSTAIN:** None
- ABSENT:** None

MINUTES OF REGULAR ELECTRONIC MEETING
OF THE COMMISSIONERS OF
RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY
HELD VIA GOTOMEETING
IN RICHMOND, VIRGINIA
ON WEDNESDAY, MARCH 15, 2023

Board of Commissioners

In Attendance Via GoToMeeting:

Barrett Hardiman, Chair
W. R. "Bill" Johnson, Jr., Vice Chair
Veronica Blount
Kyle Elliott
Eddie Jackson, Jr.
Gregory Lewis
Harold Parker, Jr.
Charlene Pitchford
Patrice Shelton

RRHA Staff

Steven Nesmith, Chief Executive Officer
Tonise Webb, Associate General Counsel

Chair Barrett Hardiman called the meeting to order at 5:30 p.m. with Tonise Webb serving as General Counsel. A quorum was established.

General Counsel Comments

RRHA's General Counsel offered an opening statement about the legal basis for the electronic meeting.

Minutes

The Minutes from the *February 15, 2023 Regular Board of Commissioner's Meeting* were approved.

Motion: (Parker/Blount) Move to adopt the Minutes from the February 15, 2023 Regular Board of Commissioner's Meeting

Motion Carried Unanimously

Absent: None

Citizen Comment Period

Denise Winefree addressed the Board of Commissioners to request that RRHA stop charging residents for emergency maintenance services, and instead of spending money on security cameras, RRHA should use that money for new housing for RRHA residents.

Chair Updates

Chair Hardiman stated that the six-month evaluation for CEO Steven Nesmith is due. He suggested that the Board contract with Fahrenheit Advisors to assist with

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conducting this evaluation. The cost for Fahrenheit to conduct this evaluation will be approximately \$15,000.

Action Items:

1. Vice President of Procurement and Contract Administration Art Walker will forward a copy of Fahrenheit's proposal to the Board of Commissioners for review and prepare a resolution for the Board's approval to allow Fahrenheit Advisors to conduct the six month evaluation.

CEO and Agency Updates

Lease Enforcement Update:

Senior Vice President of Affordable Housing Kenyatta Green provided the following update on RRHA's Lease Enforcement efforts.

- As of March 10th, there were approximately 1,767 families with an aged receivable balance of \$50 or more. This is a decrease of 79 families.
- Staff continues to encourage residents to sign up for repayment agreements.

400 East Grace Street:

Senior Vice President of Real Estate and Community Development Darrell Davis provided the following update on 400 East Grace Street.

- Permanent housing has been located for the 14 families that previously lived at 400 East Grace Street.
- A full assessment of the building will be conducted.

Gilpin RFQ and Community Engagement:

CEO Steven Nesmith provided the following update on the Gilpin RFQ The Request for Qualifications (RFQ) was re-issued on March 3, 2023 to allow for a wider distribution.

- RRHA's website has been updated to provide easy access to the RFQ.
- A bond financing component has been included in the RFQ as well as language that the winning bidder must invest back into the community.

Vice President of Real Estate and Community Development Alicia Garcia provided the following update on community engagement.

- The community engagement process began last year with listening sessions.
- Goals have been drafted.
- Focus group meetings have been conducted to discuss those goals.
- The next step is to submit the draft plan to HUD by May 19, 2023.

Action Item:

1. Staff should send the RFQ to the Metropolitan Business League and the Black Business Contractors.

Richmond 300 Priority Neighborhoods Amendment Presentation:

Maritza Pechin and Aaron Bond with the City of Richmond provided a presentation on the Richmond 300 Plan. The following items were discussed.

- The city-wide master plan was adopted by the planning commission and approved by city council.
- The master plan is a guide that sets a vision for how the city will grow.
- The Richmond 300 Plan will articulate the vision for Richmond in 2037 and outline recommendations to get there.
- City-Wide Vision.
- Plan Structure.
- Future Land Use.
- Future Connections.
- Goals, Objectives and Strategies.
- 6 Big Moves.
- Amendments to the Richmond 300 Plan.
- Priority Neighborhoods.

Committee Updates

The *Real Estate and Community Development Committee* met on March 14, 2023. Commissioner Bill Johnson, Chairman of the Real Estate Committee provided an update on the items that were discussed during the meeting.

- 400 East Grace Street.
- Resolutions.
 - Chippenham Place Bond Deal.
 - Creighton Court Cooperative Agreement with the City of Richmond.

The *Administration and Finance Committee* met on March 14, 2023. Senior Vice President and Chief Financial Officer Fabio Spino provided an update on the items that were discussed during the meeting.

- Engagement of Nan McKay to provide assistance on best practices.
- Emergency Housing Voucher Audit.
- Agency-wide HUD Audit.
- 2022 Audit.
- February 2023 Financial Statements.
- Agency Vacancies.
- Cyber Security Update.

The *Property Management Committee* met on March 8, 2023. Senior Vice President of Affordable Housing Kenyatta Green provided an update on the items that were discussed during the meeting.

- Lease Enforcement.
- Rent Café.

- o Debit Card Payments.
- o Opening of Wait Lists.
- o Homeownership Program.
- o Gilpin Back Door Replacement Project.
- o Employment Vacancies in Public Housing.
- o Unit Vacancies.
- o Capital Improvement Projects.
- o Security Cameras.

The *Minority Contracting and Section 3 Committee* met on March 13, 2023. Vice President of Procurement and Contract Administration Art Walker provided an update on the items that were discussed during the meeting.

- o MBE Inclusion Policy.
- o Resident Employment through Section 3.
- o STEM Activities.
- o Open House for STEM Program.
 - April 3 -10, 2023.

Resolution(s)

Agenda Item No. 1 – Resolution Regarding the Issuance of Multifamily Housing Revenue Bonds for the Acquisition, Construction, Renovation, Rehabilitation and Equipping of the approximately 144-Unit Chippenham Place Apartments Multifamily Housing Facility located in the City of Richmond

(23-13) 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, Chippenham Place 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 \$25,000,000 (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 20 buildings containing approximately 144 units, known as Chippenham Place Apartments (the "Project") on approximately 12.9 acres of land located at 5833 Orcutt Place 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 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 March 13, 2023 (and held open and continued through the date of this meeting) 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 interests 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.

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 "residential buildings" 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 \$25,000,000 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 McGuire Woods 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 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.

8. 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.

9. 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.

10. 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.

11. 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 \$25,000,000 for the purpose of undertaking the Plan of Finance as required by Section 147(f) of the Code.

12. Each of the Chair, Vice Chair, Chief Executive Officer, Secretary and any Assistant 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 provided by the Borrower and (3) a copy of this resolution.

13. Each of the Chair, Vice Chair, Chief Executive Officer, Secretary or any Assistant 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.

14. 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, and (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.

15. 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.

16. 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.

17. The issuance of the Bonds in the aggregate principal amount of up to \$25,000,000 pursuant to the definitive bond documents to be prepared or reviewed by Bond Counsel (the "Bond Documents") is hereby authorized and approved. The Chair, Vice Chair, Secretary-Treasurer, Chief Executive Officer and any other officer of the Authority, any of whom may act alone (the "Authorized Official"), are each hereby authorized and directed to execute the Bonds, which shall bear interest at the rates (which may be variable or fixed), shall mature on such dates and shall be subject to redemption at such times as are set forth in the Bond Documents. The Authorized Official is hereby

authorized to approve the final terms of the Bonds; provided that the interest rates borne by the Bonds shall not exceed 12% per annum, the final maturities of the Bonds shall not be later than forty (40) years after the date of the initial issuance of the Bonds, and the aggregate principal amount of the Bonds shall not exceed \$25,000,000. Such approvals shall be evidenced conclusively by the execution and delivery of the Bonds.

18. The Bond Documents shall be in substantially the same forms as prepared or reviewed by Bond Counsel and submitted to the Authority, which are hereby approved, with such completions, omissions, insertions and changes (including, without limitation, changes of the dates thereof and the captions of the Bonds) as may be approved by the Authorized Official executing them, his or her execution to constitute conclusive evidence of the approval of any such completions, omissions, insertions and changes. The Bond Documents shall contain upon their execution and delivery provisions obligating the Borrower to comply with the Borrower's Special Commitments with respect to the Project. The execution, delivery and performance by the Authority of the Bond Documents are hereby authorized and directed.

19. The Authorized Official is hereby authorized and directed to execute on behalf of the Authority and to deliver the Bonds, the Bond Documents, the related documents to which the Authority is a party and such other agreements, certificates, documents and instruments (collectively, the "Documents"), and to do and perform such things and acts, as are authorized hereby or contemplated by the Documents, and, if required, the Secretary or any other officer of the Authority is authorized and directed to affix the seal of the Authority to the Bonds and the other Documents and to attest such seal. The signatures of the Authorized Official and the seal of the Authority on the Bonds may be by facsimile.

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

Agenda Item No. 2 – Resolution Authorizing RRHA's Chief Executive Officer or His Designee, to Execute the Cooperative Agreement with the City of Richmond for the Redevelopment of Creighton Court (3100 Nine Mile Road)

(23-14) WHEREAS, Richmond Redevelopment and Housing Authority ("RRHA") desires to redevelop the property located at 3100 Nine Mile Road, (the "Property"), known as Creighton Court, in the East End of the City of Richmond; and

WHEREAS, by Resolution 13-10 approved on April 23, 2013, RRHA's Board of Commissioners (the "Board") previously approved the selection of The Community Builders, Inc. ("TCB") to serve as master developer for the Property and by Resolution 15-01 approved on January 21, 2015, the Board approved RRHA's execution of the Master Development Agreement ("MDA") with TCB and all required documents to consummate the transactions in the MDA; and

WHEREAS, RRHA has negotiated, contingent on the approval of RRHA's Board of Commissioners (the "Board"), a cooperative agreement with the City of Richmond (the "City"), a municipal corporation of the Commonwealth of Virginia; and

WHEREAS, the cooperative agreement allows RRHA to receive grant funding from the City's 1st Tranche of American Rescue Plan Act of 2021 ("ARPA") funds to go towards the redevelopment of the Property; and

WHEREAS, pursuant to the Housing Authorities Law, Chapter 1, Title 36 of the Code of Virginia, as amended, and specifically Sections 36-6 and 36-7, the City is authorized to cooperate in the planning, construction, or operation of housing projects located in the City and to make donations to RRHA to enable or assist RRHA in carrying out its purposes; and

WHEREAS, it is necessary for the Board to take appropriate official action to approve the Cooperative Agreement and to authorize the Chief

Executive Officer, or his designee to execute the cooperative agreement on behalf of RRHA;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby authorizes and directs RRHA's Chief Executive Officer, or his designee, to execute and deliver the Cooperative Agreement and all documents reasonably necessary to complete RRHA's obligations under the Cooperative Agreement.

Motion: (Real Estate and Community Development Committee) Move to adopt Resolutions #1 - #2

Motion Carried Unanimously

Agenda Item No. 3 – Resolution approving revisions to RRHA's Section 3 Policy and recommending adoption of the Same

(23-15) WHEREAS, in accordance with law and regulation the Richmond Redevelopment and Housing Authority ("RRHA") has adopted policies which implement Section 3 of the Housing and Development Act of 1968, as amended (Section 3); and

WHEREAS, RRHA, with input from the Minority Contracting and Section 3 Committee of the Board of commissioners, and in accordance with relevant law and regulation, drafted a revised Section 3 Policy as more particularly shown in Exhibit A and attached hereto; therefore

BE IT RESOLVED by the Board of Commissioners believing the proposed changes to the Section 3 Policy are prudent, approves the same and recommends that RRHA, by and through its Chief Executive Officer, adopt the proposed changes to the Section 3 Policy; and

AND BE IT FURTHER RESOLVED that the revised Section 3 Policy, once adopted, shall supersede and render without effect all previous or contradictory policies.

Motion: (Minority Contracting and Section 3 Committee) Move to adopt Resolution #3

Motion Carried Unanimously

Agenda Item No. 4 – Resolution approving a contract modification for the Grass and Grounds Maintenance Services between Richmond Redevelopment and Housing Authority and Lawn Beautician, Inc. and authorizing the Chief Executive Officer, or his designee, to execute the Contract modification on behalf of Richmond Redevelopment and Housing Authority

(23-16) WHEREAS, the Richmond Redevelopment and Housing Authority ("RRHA") entered into a Contract with Lawn Beautification, Inc. to provide Grass and Grounds Maintenance Services; and

WHEREAS, the Contract was entered into in an amount not to exceed \$342,235.26 for a period of one year with the option to renew for four additional terms of one (1) year each; and

WHEREAS, it is necessary for the Board of Commissioners of RRHA to take appropriate official action to approve the contract renewal and to authorize the Chief Executive Officer, or his designee, to execute the Contract renewal on behalf of RRHA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of RRHA that Steven B. Nesmith, in his capacity as Chief Executive Officer, is authorized to exercise the one-year renewal option for Grass and Ground Maintenance Services with Lawn

Beautification, Inc. The renewal will be for a total of \$451,194.61 and the contract will have a new value not to exceed \$793,429.87.

Agenda Item No. 5 – Resolution approving a contract for replacement of the chiller at the Hillside Management Office between Richmond Redevelopment and Housing Authority and Mechanical Solutions, LLC and authorizing the Chief Executive Officer, or his designee, to execute the Contract on behalf of Richmond Redevelopment and Housing Authority

(23-17) WHEREAS, the Richmond Redevelopment and Housing Authority (“RRHA”) issued an Invitation For Bids on December 19, 2022 for replacement of the chiller at the Hillside Management Office (“the Project”); and

WHEREAS, Mechanical Solutions, LLC was the lowest bidder for the Project; and

WHEREAS, RRHA staff has reviewed the bid determined that the bidder is responsive and responsible; and

WHEREAS, it is necessary for the Board of Commissioners of RRHA to take appropriate official action to approve the contract and to authorize the Chief Executive Officer, or his designee, to execute the Contract on behalf of RRHA;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of RRHA that Steven B. Nesmith, in his capacity as Chief Executive Officer, is authorized to execute a Contract between RRHA and Mechanical Solutions, LLC. The total contract amount is \$408,000.00.

Motion: (Administration and Finance Committee) Move to adopt Resolutions #4 - #5

Motion Carried Unanimously

Commissioners' Comments

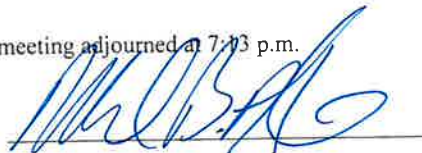
Commissioner Kyle Elliott stated that he had a discussion with CEO Nesmith on expanding primary care opportunities for RRHA’s residents. He is committed to working with all of the Commissioners to determine how to provide better resources for children in public housing. Regarding the cameras, he encouraged staff to work with the RPD to ensure that we receive the most value on our investment for the cameras.

Adjournment

There being no further business, the meeting adjourned at 7:03 p.m.



Chief Executive Officer/Secretary



Chairman