

HOUSING AUTHORITY OF THE COUNTY OF KING

RESOLUTION NO. 5520

(SPIRITWOOD MANOR)

A RESOLUTION of the Housing Authority of the County of King authorizing the Executive Director to approve, execute and deliver all documents relating to the Spiritwood Manor rental housing project including but not limited to Limited Liability Limited Partnership Documents, Lease Documents, Low Income Housing Tax Credit Documents, Loan Authority Debt Documents and Deferred Development Fee Documents.

ADOPTED November 16, 2015

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(SPIRITWOOD MANOR)

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WHEREAS, the Housing Authority of the County of King (the “Authority”) seeks to encourage the provision of long-term housing for low-income persons residing within King County, Washington; and

WHEREAS, RCW 35.82.070(5) provides that a housing authority may, among other things and if certain conditions are met, “lease or rent any dwellings . . . buildings, structures or facilities embraced in any housing project”; and

WHEREAS, RCW 35.82.020 defines “housing project” to include, among other things, “any work or undertaking . . . to provide decent, safe and sanitary urban or rural dwellings, apartments, mobile home parks or other living accommodations for persons of low income”; and

WHEREAS, RCW 35.82.070(18) provides that a housing authority may, among other things and if certain conditions are met, “make . . . loans for the . . . acquisition, construction . . . rehabilitation, improvement . . . or refinancing of land, buildings, or developments for housing for persons of low income”; (the “Development Costs”); and

WHEREAS, the Authority is the fee owner of certain real property located at 1414 148th Ave. SE, Bellevue, Washington containing 127 units of low income housing which the Authority desires to renovate (the “Project”); and

WHEREAS, the Authority desires to utilize low income housing tax credits (“Tax Credits”) to finance a portion of the costs of the rehabilitation of the Project; and

WHEREAS, the Authority desires to apply to the Washington State Housing Finance Commission (the Commission”) for a reservation of Tax Credits; and

WHEREAS, the utilization of Tax Credits to provide a portion of the financing for the rehabilitation of the Project will require the creation of a limited liability limited partnership to acquire and own (for federal tax purposes) the Project; and

WHEREAS, the Authority desires to form Spiritwood Manor Limited Liability Limited Partnership (the “Partnership”); and

WHEREAS, the Authority will serve as the general partner of the Partnership; and

WHEREAS, the Authority desires to enter into a long term Financing Lease (the “Lease”) of the Project with the Partnership for a term of up to 99 years, pursuant to which the Partnership will acquire for federal tax purposes ownership of the Project; and

WHEREAS, the total lease payment (the “Lease Payments”) under the terms of the Lease will be in a principal amount equal to the fair market value of the property. Interest will accrue on any unpaid portion of Lease Payments at the long term applicable federal rate. Terms of the Lease including the timing and amounts of the Lease payments (“Seller Financing”) shall be determined by the Authority (“Seller Financing”); and

WHEREAS, in addition to the Seller Financing, debt financing of the Project will be provided by the Authority through the issuance of private activity tax exempt bonds or notes in the principal amount of up to \$25,000,000 (the “Bonds”) the proceeds of which will be used to make one or more loans to the Partnership; and

WHEREAS, subordinate financing from the Authority will be made to the Project estimated at \$13,000,000 (the “Authority Loan”) at an interest rate approximately equal to the long term applicable federal rate; and

WHEREAS, the deferred developer fee payable to the Authority shall not exceed 15% of the Development Costs of the Project(the “Deferred Development Fee”); and

WHEREAS, the Authority desires to seek an equity investment from a low income housing tax credit investor (the "Tax Credit Investor") pursuant to which the Tax Credit Investor will acquire a 99.99% limited partnership interest in the Partnership in exchange for a capital contribution in an amount to be determined by the Authority which will provide a significant source of financing for the Project; and

WHEREAS, the Authority wishes to undertake any and all steps as may be necessary to accomplish the foregoing.

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING, THAT:

Section 1. Formation of Limited Liability Limited Partnership. The Authority is authorized and directed to (i) participate in the formation of, and become the general partner of, the Partnership, and (ii) execute such documents as may be required to do so, including but not limited to a certificate of limited liability limited partnership, and such other documents as may be deemed reasonable by the Executive Director with respect to formation of the Limited Liability Limited Partnership.

Section 2. Low Income Housing Tax Credits and Tax Credit Investor. The Authority is authorized and directed to (i) apply to the Commission for a reservation of low income housing tax credits and (ii) seek and select the Tax Credit Investor. The Executive Director of the Authority is authorized and directed to take any other action and to execute such other documents as may be required to be taken or executed by the Authority, on behalf of itself or as general partner of the Partnership in connection with the tax credit application, the selection of the Tax Credit Investor and the admission of the Tax Credit Investor into the Partnership as a limited partner, such documents including but not limited to an Agreement of Limited Partnership (or Amended and Restated Agreement of Limited Liability Limited Partnership), Development Agreement, Property Management Agreement, Investor Services Agreement, Purchase Option and Right of First Refusal and such other documents as may be deemed reasonable by the Executive Director with respect to the foregoing.

Section 3. Lease and Seller Financing. The Authority is authorized and directed to enter into the Lease substantially in accordance with the terms set forth above and the Executive Director of the Authority is authorized and directed to take any other action and to execute such other documents as may be required to be taken or executed by the Authority, on behalf of itself as Lessor or as general partner of the Partnership, as Lessee in connection with the Lease and the execution of such documents as may be required to with respect to the Seller and such other documents as may be deemed reasonable by the Executive Director with respect to the foregoing.

Section 4. Bonds. The Authority is authorized and directed to take such steps as are necessary for the issuance of the Bonds and to loan the proceeds of the sale of the Bonds to the Partnership. The Executive Director is further authorized and directed to take any other action and to execute such other documents as may be required to be taken or executed by the Authority to facilitate the issuance and loaning of the Bond proceeds to the Partnership.

Section 5. Authority Loan. The Authority is authorized and directed to take such steps on behalf of itself as lender and as general partner of the Partnership in connection with the Authority Loan. The Executive Director of the Authority is authorized and directed to execute and deliver as lender or in its capacity as general partner of the Partnership those documents reasonably required to close on the Authority Loan including but not limited to such loan agreements, , notes, leasehold deeds of trust, regulatory agreements and such other documents as may be deemed reasonable by the Executive Director with respect to the Authority Loan.

Section 6. Deferred Development Fee. The Authority is authorized and directed to take such steps on behalf of itself as lender and as general partner of the Partnership in connection with the Deferred Development Fee. The Executive Director of the Authority is authorized and directed to execute and deliver as lender or in its capacity as general partner of the Partnership those documents reasonably required with respect to the Deferred Development Fee including but not limited to such development

agreements, notes and leasehold deeds of trust and such other documents as may be deemed reasonable by the Executive Director with respect to the Deferred Development Fee.

Section 7. Governmental Filings; Other Agreements. The Executive Director is further authorized to take such further actions including but not limited to the execution, delivery and, if applicable, file (or cause to be executed, delivered and, if applicable, filed), on behalf of the Authority and/or the Partnership, any government forms, affidavits, certificates, letters, documents, agreements and instruments that he determines to be necessary or advisable to give effect to this resolution and to consummate the transactions contemplated herein.

Section 8. Expenditures. The Authority is authorized to expend such funds as are necessary to pay for all filing fees, application fees, registration fees, legal fees and other costs relating to the actions authorized by this resolution.

Section 9. Acting Officers Authorized. Any action required by this resolution to be taken by the Chair of the Board or Executive Director of the Authority may be taken in the absence of each person respectively by the duly authorized acting Chair of the Board or a Deputy Executive Director of the Authority.

Section 10. Ratification and Confirmation. Any actions of the Authority or its officers prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

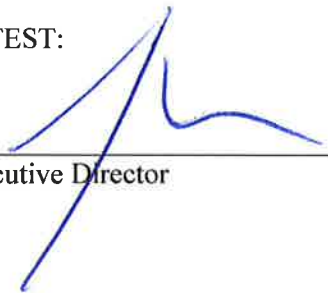
Section 11. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

ADOPTED by the Board of Commissioners of the Housing Authority of the County of King at
an open public meeting this 16th day of November, 2015.

HOUSING AUTHORITY OF THE COUNTY OF
KING

By:  _____
Chair

ATTEST:



Executive Director

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Executive Director of the Housing Authority of the County of King (the "Authority") and keeper of the records of the Authority, CERTIFY:

1. That the attached Resolution No. 5520 (the "Resolution") is a true and correct copy of the resolution of the Board of Commissioners (the "Board") of the Authority, as adopted at a meeting of the Authority held on November 16, 2015, and duly recorded in the minute books of the Authority.

2. That such meeting was duly convened and held in all respects in accordance with law, and, to the extent required by law, due and proper notice of such meeting was given; that a quorum was present throughout the meeting and a majority of the members of the Board of Commissioners of the Authority present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of November 2015.



Executive Director of the Authority

CERTIFICATE