

**Park Eden Apartments Development Corp.
Tuesday, May 26, 2020**

The Members of the Park Eden Apartments Development Corp. Board met for the Regular Meeting via video conference and teleconferencing at 10:28 AM, on the 26th day of May 2020

PARK EDEN APARTMENTS DEVELOPMENT CORP. - ROLL CALL

The Chair, Mr. William Myles called the meeting to order. He announced the board meeting was being conducted virtually via webcam video and teleconferencing as approved through Ohio's Novel Coronavirus Response Bill on March 27, 2020. The roll call was taken. The following Commissioners were present:

COMMISSIONER	PRESENT	ABSENT
William Myles, Chair	X	
Mayme L. Mitchell, Vice Chair	X	
Thomas J. Weidman	X	
Teri Spears	X	
Reginald J. Harris		X
Jill R. McGrail		X
Kevin M. Moore		X

The Chair declared the presence of a quorum for the meeting.

The following members of the public attended via webcam videoconference: Mark Pfefferman, Jason Best, Michael Johnson, Joy Gazaway, Reema Ruberg, Janell Duncan, Joe Norton, Lisa Isham, Gary Boeres, Lisa Thomas, Vincent Muliro, Sandra Mueller, Shonda McMillian, Marquita Flowers and Gary Jump

Mr. Gregory Johnson, CMHA Chief Executive Officer, MS, PHM, EDEP attended in his capacity as Secretary of the Board.

REVIEW AND APPROVAL OF BOARD MINUTES

Mr. Myles asked for a motion to approve the minutes from the **Park Eden Apartments Development Corp.** board meeting held on April 28, 2020. It was moved by Mr. Weidman and seconded by Ms. Mitchell to approve the minutes from the April 28, 2020 Regular Board meeting.

Upon roll call vote, the "Ayes" and "Nays" were as follows:

COMMISSIONER	AYE	NAY	ABSTAIN
William Myles, Chair	X		
Mayme L. Mitchell, Vice Chair	X		
Thomas J. Weidman	X		
Teri Spears	X		

The Chair thereupon declared said motion carried

DISCUSSION OF SECRETARY RECOMMENDATIONS

RESOLUTION NO. 002

RESOLUTION AUTHORIZING THE PARK EDEN APARTMENTS DEVELOPMENT CORP. TO EXECUTE ANY AND ALL DOCUMENTS, OR TAKE ANY OTHER ACTION THAT IS NECESSARY OR DESIREABLE TO: (1) FACILITATE THE REDEVELOPMENT OF PARK EDEN; (2) CAUSE PARK EDEN APARTMENTS DEVELOPMENT CORP. TO EXECUTE AN AMENDED AND RESTATED OPERATING AGREEMENT OF PARK EDEN APARTMENTS, LLC; (3) CAUSE PARK EDEN APARTMENTS, LLC TO ENTER INTO DEVELOPMENT FINANCING FOR THE PROJECT; AND (4) CAUSE PARK EDEN APARTMENTS DEVELOPMENT CORP. AND/OR PARK EDEN APARTMENTS, LLC TO EXECUTE ANY SUCH FURTHER DOCUMENTATION.

RESOLUTION NO. 002

WHEREAS, Park Eden Apartments Development Corp. (the “**Corporation**”), was organized for the purpose of operating as the managing member of Park Eden Apartments LLC, an Ohio limited liability company (the “**Owner**”) which was formed to redevelop and own one hundred seventy-six (176) residential units in a development in Cincinnati, Ohio known as Park Eden Apartments (the “**Project**”); and

WHEREAS, the Owner wishes to redevelop and operate the Project as housing for low-income persons under the Rental Assistance Demonstration (“**RAD**”) program; and

WHEREAS, pursuant to the RAD program the Project shall receive Section 8 Project Based Rental Assistance under a RAD PBRA Housing Assistance Payments Contract between the Owner and the U.S. Department of Housing and Urban Development (“**HAP Contract**”); and

WHEREAS, the sole member of the Corporation is the Cincinnati Metropolitan Housing Authority (“**CMHA**”); and

WHEREAS, CMHA shall serve as the developer of the Project pursuant to that certain Development Services Agreement to be executed with the Owner and as compensation for such services CMHA shall be paid a development fee in the approximate amount of \$6,570,000 (the “**Development Fee**”) of which approximately \$1,150,000 will be deferred and paid from cash flow (“**Deferred Fee Loan**”).

WHEREAS, CMHA will make a pledged fee loan to the Owner in the approximate amount of \$4,420,000 (the “**Pledged Fee Loan**”); and

WHEREAS, CMHA will lease the Project and property thereunder to the Owner, pursuant to a ground lease agreement (“**Ground Lease**”) for a total rental amount of approximately \$602,629, and convey the buildings and other improvements to the Owner for a purchase price of approximately \$7,810,000. In connection with the Ground Lease, the Owner will execute a promissory note in the approximate principal amount of \$602,629 (the “**Ground Lease Note**”) and a promissory note in the approximate principal amount of \$7,810,000 (the “**Acquisition Note**”, together with the Ground Lease Note, the “**Seller Financing**”), each to be paid pursuant to the Ground Lease and each to be secured by a Mortgage and Security Agreement by Owner in favor of CMHA. Additionally, the Owner will make a cash payment of approximately \$597,371 to CMHA pursuant to the Ground Lease; and

WHEREAS, to facilitate the RAD conversion of the Project, the Owner will execute a RAD Use Agreement with CMHA and HUD and other ancillary documents as required pursuant to the RAD program (the “**RAD Documents**”); and

WHEREAS, OEF Investment Fund, LLC, an Ohio limited liability company, its successors and/or assigns, or another affiliate of Ohio Capital Corporation for Housing (the “**Investor**”), will serve as the investor member of the Owner;

WHEREAS, the Owner shall receive up to \$19,000,000 principal amount in tax-exempt bond proceeds as a construction loan from the issuance of certain bonds by Ohio Housing Finance Agency (“**OHFA**”) to pay a portion of the costs of acquisition and rehabilitation of the Project (the “**Bond Loan**”);

WHEREAS, the Owner shall borrow approximately \$8,422,000 from ORIX Real Estate Capital, LLC (the “**FHA Lender**”) and designated as FHA Project No. 046-35770 (“**FHA Loan**”), which sum shall collateralize a portion of the Bond Loan during the construction period and shall serve as a first mortgage construction and permanent financing loan, and which FHA Loan is to be endorsed for insurance by the U.S. Department of Housing and Urban Development, Federal Housing Administration (“**HUD**”), under the provisions of Section 221(d)(4) of the National Housing Act, as amended;

WHEREAS, the Owner shall borrow an approximate principal amount of \$1,949,488 from CMHA for the acquisition of the Project, which loan shall be evidenced by a promissory note, a leasehold mortgage and other ancillary documents (the “**RHF Loan**”);

WHEREAS, the Owner shall borrow an approximate principal amount of \$3,250,000 from Ohio Capital Finance Corporation (“**OCFC**”) to bridge the equity for the Project (the “**Equity Bridge Loan**,” together with the Deferred Fee Loan, the Pledged Fee Loan, the Seller Financing, the Bond Loan, the FHA Loan, the RHF Loan, the “**Project Loans**”);

WHEREAS, the Investor, its successors, and/or assigns, has agreed to become an investor member in the Owner and make an equity contribution to Owner of proceeds from the syndication of low-income housing tax credits in the approximate amount of \$11,539,033 (the “**LIHTC Equity**”);

WHEREAS, the Owner will enter into a property management agreement with Touchstone Property Services, Inc. (the “**Property Manager**”) for the management of the Project (the “**Management Agreement**”);

WHEREAS, the Owner will enter into a construction contract with Wallick Construction, LLC (“**Wallick**”), to act as the general contractor for the construction of the Project (the “**Construction Contract**”);

WHEREAS, in connection with the transactions contemplated herein, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation (both individually and in a representative capacity as the managing member of the Owner), to cause the Corporation (both individually and in a representative capacity as the managing member of the Owner) to enter into certain agreements, certificates, guaranties, development agreements, approvals, waivers, notices, instruments and other communications as may be required by the FHA Lender, OHFA, CMHA and OCFC (collectively, the “**Lenders**”), the Investor, the Property Manager and Wallick to effectuate the financing and the completion of the Project (all of such documents collectively, the “**Transaction Documents**”).

NOW, THEREFORE, BE IT RESOLVED, that

1. the Corporation (both individually and in a representative capacity as the managing member of the Owner), is hereby authorized to review, execute and approve all documents necessary to effectuate the foregoing transactions and to perform its and the Owner’s obligations thereunder, all on such terms and containing such provisions as the Executing Officer shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his/her execution and delivery thereof;
2. any officer of the Corporation (each an “**Executing Officer**”), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of the Corporation and/or the Company, to execute and deliver the Transaction Documents and all other documents and other writings of every nature whatsoever in connection with the development of the Project, including but not limited to, following:
 - a. The Ground Lease between CMHA, as lessor, and the Owner, as lessee, in accordance with the terms of the Ground Lease.
 - b. The RAD Documents, and any other documents related to the RAD conversion of the Project required or approved by HUD pursuant to the RAD program, including but not limited to the HAP Contract.
 - c. The Management Agreement between Owner and the Property Manager.
 - d. The Construction Contract between Owner and Wallick.
 - e. Any and all documents necessary to effectuate investment of the LIHTC Equity by the Investor, including but not limited to an amended and restated operating agreement of the Owner.
 - f. The Regulatory Agreement as well as any other instruments, documents, pledges, guaranties, agreements, or certifications of the Corporation that may at any time or from time to time be required by the FHA Lender and/or HUD.

3. that the Executing Officer is hereby authorized and directed for and on behalf, and as the act and deed of the Corporation and/or the Company, to execute and deliver any other instruments approved by the Executing Officer (acting in a representative capacity as identified in these resolutions and acting individually), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of the Corporation and/or the Company, effective as of the date such action was taken;
4. that the Executing Officer is hereby authorized and directed for and on behalf, and as the act and deed of the Corporation and/or the Company to execute acknowledge, seal, and deliver to the Lenders any instruments and agreements, including, without limitation, deeds, to secure debt, mortgages, deeds of trust, pledges, assignments, and security agreements, containing such terms, conditions, covenants, and agreements of the Corporation as may be agreed upon by the Lenders and the Corporation on behalf, and as the act and deed of the Corporation and/or the Company, the execution, sealing, and delivery of any such mortgages, deeds of trust, pledges, assignments, and security agreements by the Executing Officer to be conclusive evidence of such agreement;
5. that action by any of the officers of the Corporation, and any person or persons designated and authorized so to act by any such officer, to do and perform, or cause to be done and performed, in the name and on behalf of the Corporation and/or the Company, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in the name and on behalf of the Corporation or otherwise, as they, or any of them, may deem to be necessary or advisable in order to carry into effect the intent of the foregoing resolutions or to comply with the requirements of the instruments approved or authorized by the foregoing resolutions is hereby approved, ratified and confirmed;

BE IT FURTHER RESOLVED, that the Board of Directors finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit the Corporation.

The foregoing motion was made by Mr. Weidman seconded by Ms. Mitchell and upon roll call vote, the "Ayes" and "Nays" were as follows:

DIRECTOR	AYES	NAYS
William Myles, Chair	X	
Mayme L. Mitchell, Vice Chair	X	
Thomas J. Weidman	X	
Teri Spears	X	

The Chairperson declared said motion carried and said resolution adopted.

MOTION TO ADJOURN

Mr. Myles asked for a motion to adjourn **Park Eden Apartments Development Corp.** board meeting. It was moved by Mr. Weidman and seconded by Ms. Mitchell to adjourn the meeting.

Upon roll call vote, the “Ayes” and “Nays” were as follows:

COMMISSIONER	AYES	NAYS
William Myles, Chair	X	
Mayme L. Mitchell, Vice Chair	X	
Thomas J. Weidman	X	
Teri Spears	X	

The Chair thereupon declared said motion carried.

William Myles, Chair

ATTEST:

Gregory D. Johnson, MS, PHM, EDEP
Chief Executive Officer