

AGENDA
ANN ARBOR HOUSING DEVELOPMENT CORPORATION
REGULAR MEETING
August 17, 2016

Meeting Time and Location: **approximately 7 pm after AAHC meeting**
727 Miller Ave, Ann Arbor, MI

- I. APPROVAL OF AGENDA
- II. APPROVAL OF MINUTES
 - A. Regular Board Meeting Minutes of May 26, 2016
- III. NEW BUSINESS
 - A. Resolution 16-5 Maple Tower resolution regarding permanent financing Cinnaire
 - B. Resolution 16-6 River Run resolution regarding permanent financing Cinnaire
 - C. Resolution 16-7 West Arbor resolution regarding FHLB financing
 - D. Review of Financials
- IV. ADJOURNMENT

MINUTES
ANN ARBOR HOUSING DEVELOPMENT COMMISSION
ANNUAL BOARD MEETING
May 26, 2016

Meeting Time and Location: **7:30 p.m.**
727 Miller Ave, Ann Arbor, MI

President Woods convened the meeting at 7:33 p.m.

Board Members present: Ronald Woods, Tim Colenback, Daniel Lee, Gwenyth Hayes, Jennifer Hal, Mary Jo Callan; Board Member absent: Audrey Wojtkowiak

I. Approval of Agenda

Hayes moved and *Colenback* seconded

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan- yes, 0 – no)

II. Approval of Minutes Regular Board Meeting Minutes of December 16, 2015

Colenback moved and *Lee* seconded

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan - yes, 0 – no)

III. New Business

A. Annual Meeting

B. Resolution 16-1 Annual Officer Elections of Board

Woods moved and *Callan* seconded the Appointment of Gwenyth Hayes as Board President, Daniel Lee as Vice President and Jennifer Hall as Secretary/Treasurer

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan - yes, 0 – no)

C. YTD Financial Statement

D. Resolution 16-2 Adopt Annual Budget

Callan moved and *Hayes* seconded

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan - yes, 0 – no)

E. Final 990 from FY15 presented

F. Resolution 16-3 Cranbrook Tower Contract Buy-Out

Collenback moved and *Lee* seconded

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan - yes, 0 – no)

G. Resolution 16-4 SOS Voucher Eviction Prevention Partnership Funding

Lee moved and *Collenback* seconded

Motion approved 6 – 0 (Woods, Colenback, Hall, Hayes, Lee, Callan - yes, 0 – no)

IV. Adjournment

Lee moved and *Callan* seconded. Meeting adjourned 8:13 PM

**CERTIFIED COPY OF AUTHORIZING RESOLUTIONS
OF ANN ARBOR HOUSING DEVELOPMENT CORPORATION
SOLE MEMBER OF
MAPLE TOWER ANN ARBOR, LLC
AS GENERAL PARTNER
OF
MAPLE TOWER ANN ARBOR LIMITED DIVIDEND HOUSING ASSOCIATION
LIMITED PARTNERSHIP**

I, Jennifer Hall, as the Secretary/Treasurer of Ann Arbor Housing Development Corporation, a Michigan nonprofit corporation and the sole member of the MAPLE TOWER Ann Arbor, LLC (“AAHDC”), which is a general partner of MAPLE TOWER Ann Arbor Limited Dividend Housing Association Limited Partnership, a Michigan limited partnership (the “Partnership”), CERTIFY that I am the keeper of the records of the AAHDC, that the following is a true and correct copy of a Resolution duly and unanimously adopted by consent a meeting of the directors of the AAHDC on August ___, 2016 during which all of the directors were present, and constituted a quorum for the transaction of business; further, that the meeting was called in compliance with all applicable laws and the by-law requirements of the AAHDC; that the Resolution does not conflict with any by-law or formation document of the AAHDC, nor has the Resolution been in any way altered, amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has been entered upon the regular Minutes Book of the AAHDC as of the date of adoption, and that the directors of the AAHDC have, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt the Resolution and to confer the powers granted in the Resolution to the Officer(s) named in the Resolution, who has full power and lawful authority to exercise those powers:

RECITATIONS

WHEREAS, the AAHDC was formed on October 15, 1979, and restated its articles of incorporation were approved and filed on June 6, 2013 with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services (the “Filing Office”) with the Ann Arbor Housing Commission, a Michigan public body corporate (“AAHC”) as its sole member; and

WHEREAS, the MAPLE TOWER Ann Arbor, LLC, a Michigan limited liability company was formed on July 10, 2013 by filing articles of organization with the Filing Office with the AAHDC as its sole member and manager; and

WHEREAS, it was proposed that the MAPLE TOWER Ann Arbor, LLC act as the general partner (the “General Partner”) to participate in the acquisition and rehabilitation of a 135-unit multifamily scattered site affordable housing development located in Ann Arbor, Michigan, known as MAPLE TOWER (the “Project”), by the AAHC, the owner of the Project; and

WHEREAS, the proposal included the formation of the MAPLE TOWER Ann Arbor Limited Dividend Housing Association Limited Partnership, a Michigan limited partnership, which was

formed on July 11, 2013 in which the General Partner held a .01% interest and Norstar MAPLE TOWER , Inc., a Michigan corporation entered into the Partnership as an Administrative General Partner; and

WHEREAS, the Partnership entered into a Ground Lease with AAHC pursuant to a redevelopment plan proposed by AAHC to be financed under the U.S. Department of Housing and Urban Development ("HUD") RAD program; and

WHEREAS, the Partnership received a forward commitment on September 11, 2014 from the Capital Fund Investment Corporation ("CFIC") in the amount of One Million Six Hundred Thousand and 00/100 Dollars (\$1,600,000.00) as a permanent loan ("CFIC Loan") and as of July 2016, that permanent loan shall be provided by Cinnaire Investment Corporation, which is f/ka CFIC ("Cinnaire Loan"); and;

WHEREAS, as a condition of the Cinnaire Loan, the Partnership shall be required execute and deliver to Cinnaire a Multifamily Note, Multifamily Mortgage, Operating Reserve & Security Agreement, Loan Agreement, Environmental Indemnity Agreement, Assignment of Management Agreement, an Assignment of Housing Assistance Payment ("HAP") Contract, Consent to Assignment of HAP Contract, and a Guaranty of Non-Recourse Obligations, and any other documents, contracts and agreements required by Cinnaire to memorialize the permanent loan (the "Cinnaire Loan Documents"); and

NOW, THEREFORE IT IS RESOLVED, that the "whereas" clauses set forth above are hereby incorporated in these Resolutions.

IT IS FURTHER RESOLVED, that the formation of the AAHDC, the General Partner and Partnership are hereby affirmed and ratified; and

IT IS FURTHER RESOLVED, that the above described transactions are hereby approved by the Board of Directors of the AAHDC, and further that the General Partner is hereby authorized to enter into the transactions described above to the extent required by Cinnaire.

IT IS FURTHER RESOLVED, that the AAHDC, as the sole member of the general partner in Partnership, hereby authorizes MAPLE TOWER Ann Arbor, LLC, the General Partner of the Partnership Interest in the Partnership, on behalf of General Partner and the Partnership at any time after adoption of this Resolution and without further action by or authority or direction from the AAHDC, the General Partner or the Partnership to execute and deliver, in the name of and on behalf of the General Partner or the Partnership, such documents as may be required by Cinnaire to carry out the described transactions, and the execution of any document(s) in furtherance thereof by it on behalf of the Partnership prior to this Resolution is hereby ratified and affirmed by the AAHDC and the General Partner.

IT IS FURTHER RESOLVED, that Jennifer Hall, the Secretary/Treasurer of the AAHDC, the sole member of the General Partner, and as the Manager of the General Partner be and she is authorized and directed on behalf of the General Partner and the Partnership, at any time and from time to time after the adoption of this Resolution and without further action by or authority

or direction from the Board of Directors of the AAHDC, General Partner or the Partnership, to execute and deliver or cause to be executed and delivered, in the name of and on behalf of the General Partner or the Partnership, such documents as may be required by Cinnaire to carry out the described transactions.

IT IS FURTHER RESOLVED, that Cinnaire, be and they are authorized to rely on the continuing force and effect of this Resolution until receipt by them in writing from the AAHDC, or the General Partner of any amendments or alterations to this Resolution.

Dated this ____ day of August 2016.

MAPLE TOWER ANN ARBOR, LLC, a Michigan limited liability company

By: ANN ARBOR HOUSING DEVELOPMENT CORPORATION, a Michigan nonprofit corporation

By: _____
Jennifer Hall
Its: Secretary/Treasurer

**CERTIFIED COPY OF AUTHORIZING RESOLUTIONS
OF ANN ARBOR HOUSING DEVELOPMENT CORPORATION
SOLE MEMBER OF
RIVER RUN ANN ARBOR, LLC
AS GENERAL PARTNER
OF
RIVER RUN ANN ARBOR LIMITED DIVIDEND HOUSING ASSOCIATION
LIMITED PARTNERSHIP**

I, Jennifer Hall, as the Secretary/Treasurer of Ann Arbor Housing Development Corporation, a Michigan nonprofit corporation and the sole member of the River Run Ann Arbor, LLC (“AAHDC”), which is a general partner of River Run Ann Arbor Limited Dividend Housing Association Limited Partnership, a Michigan limited partnership (the “Partnership”), CERTIFY that I am the keeper of the records of the AAHDC, that the following is a true and correct copy of a Resolution duly and unanimously adopted by consent a meeting of the directors of the AAHDC on August ___, 2016 during which all of the directors were present, and constituted a quorum for the transaction of business; further, that the meeting was called in compliance with all applicable laws and the by-law requirements of the AAHDC; that the Resolution does not conflict with any by-law or formation document of the AAHDC, nor has the Resolution been in any way altered, amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has been entered upon the regular Minutes Book of the AAHDC as of the date of adoption, and that the directors of the AAHDC have, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt the Resolution and to confer the powers granted in the Resolution to the Officer(s) named in the Resolution, who has full power and lawful authority to exercise those powers:

RECITATIONS

WHEREAS, the AAHDC was formed on October 15, 1979, and restated its articles of incorporation were approved and filed on June 6, 2013 with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services (the “Filing Office”) with the Ann Arbor Housing Commission, a Michigan public body corporate (“AAHC”) as its sole member; and

WHEREAS, the River Run Ann Arbor, LLC, a Michigan limited liability company was formed on July 10, 2013 by filing articles of organization with the Filing Office with the AAHDC as its sole member and manager; and

WHEREAS, it was proposed that the River Run Ann Arbor, LLC act as the general partner (the “General Partner”) to participate in the acquisition and rehabilitation of a 116-unit multifamily scattered site affordable housing development located in Ann Arbor, Michigan, known as River Run (the “Project”), by the AAHC, the owner of the Project; and

WHEREAS, the proposal included the formation of the River Run Ann Arbor Limited Dividend Housing Association Limited Partnership, a Michigan limited partnership, which was formed on

July 11, 2013 in which the General Partner held a .01% interest and Norstar River Run, Inc., a Michigan corporation entered into the Partnership as an Administrative General Partner; and

WHEREAS, the Partnership entered into a Ground Lease with AAHC pursuant to a redevelopment plan proposed by AAHC to be financed under the U.S. Department of Housing and Urban Development ("HUD") RAD program; and

WHEREAS, the Partnership received a forward commitment on September 11, 2014 from the Capital Fund Investment Corporation ("CFIC") in the amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00) as a permanent loan ("CFIC Loan") and as of July 2016, that permanent loan shall be provided by Cinnaire Investment Corporation, which is f/ka CFIC ("Cinnaire Loan"); and;

WHEREAS, as a condition of the Cinnaire Loan, the Partnership shall be required execute and deliver to Cinnaire a Multifamily Note, Multifamily Mortgage, Operating Reserve & Security Agreement, Loan Agreement, Environmental Indemnity Agreement, Assignment of Management Agreement, an Assignment of Housing Assistance Payment ("HAP") Contract, Consent to Assignment of HAP Contract, and a Guaranty of Non-Recourse Obligations, and any other documents, contracts and agreements required by Cinnaire to memorialize the permanent loan (the "Cinnaire Loan Documents"); and

NOW, THEREFORE IT IS RESOLVED, that the "whereas" clauses set forth above are hereby incorporated in these Resolutions.

IT IS FURTHER RESOLVED, that the formation of the AAHDC, the General Partner and Partnership are hereby affirmed and ratified; and

IT IS FURTHER RESOLVED, that the above described transactions are hereby approved by the Board of Directors of the AAHDC, and further that the General Partner is hereby authorized to enter into the transactions described above to the extent required by Cinnaire.

IT IS FURTHER RESOLVED, that the AAHDC, as the sole member of the general partner in Partnership, hereby authorizes River Run Ann Arbor, LLC, the General Partner of the Partnership Interest in the Partnership, on behalf of General Partner and the Partnership at any time after adoption of this Resolution and without further action by or authority or direction from the AAHDC, the General Partner or the Partnership to execute and deliver, in the name of and on behalf of the General Partner or the Partnership, such documents as may be required by Cinnaire to carry out the described transactions, and the execution of any document(s) in furtherance thereof by it on behalf of the Partnership prior to this Resolution is hereby ratified and affirmed by the AAHDC and the General Partner.

IT IS FURTHER RESOLVED, that Jennifer Hall, the Secretary/Treasurer of the AAHDC, the sole member of the General Partner, and as the Manager of the General Partner be and she is authorized and directed on behalf of the General Partner and the Partnership, at any time and from time to time after the adoption of this Resolution and without further action by or authority or direction from the Board of Directors of the AAHDC, General Partner or the Partnership, to

execute and deliver or cause to be executed and delivered, in the name of and on behalf of the General Partner or the Partnership, such documents as may be required by Cinnaire to carry out the described transactions.

IT IS FURTHER RESOLVED, that Cinnaire, be and they are authorized to rely on the continuing force and effect of this Resolution until receipt by them in writing from the AAHDC, or the General Partner of any amendments or alterations to this Resolution.

Dated this ____ day of August 2016.

RIVER RUN ANN ARBOR, LLC, a Michigan
limited liability company

By: ANN ARBOR HOUSING DEVELOPMENT
CORPORATION, a Michigan nonprofit corporation

By: _____
Jennifer Hall
Its: Secretary/Treasurer

**CERTIFIED COPY OF AUTHORIZING RESOLUTIONS
OF ANN ARBOR HOUSING DEVELOPMENT CORPORATION, AS THE SOLE MEMBER OF
WEST ARBOR GP, LLC
AS GENERAL PARTNER
OF
WEST ARBOR LIMITED DIVIDEND HOUSING ASSOCIATION
LIMITED PARTNERSHIP**

I, Jennifer Hall, as the Secretary/Treasurer of Ann Arbor Housing Development Corporation, a Michigan nonprofit corporation (“AAHDC”) and the sole member of the West Arbor GP, LLC, which is the general partner (“General Partner”) of the West Arbor Limited Dividend Housing Association Limited Partnership, a Michigan limited partnership (the “Partnership” or “Borrower”), CERTIFY that I am the keeper of the records of the AAHDC, that the following is a true and correct copy of Resolutions duly and unanimously adopted by consent at a meeting of the directors of the AAHDC on August 17, 2016, during which the directors necessary to constitute a quorum for the transaction of business were present; further, that the meeting was called in compliance with all applicable laws and the bylaw requirements of the AAHDC; that the Resolutions do not conflict with any bylaw or formation document of the AAHDC, nor have the Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been entered upon the regular Minutes Book of the AAHDC as of the date of adoption, and that the directors of the AAHDC have, and at the time of adoption of the Resolutions, had full power and lawful authority to adopt the Resolutions and to confer the powers granted in the Resolutions to the Officer(s) named in the Resolutions, who have full power and lawful authority to exercise those powers:

RECITATIONS

WHEREAS, the AAHDC was formed on October 15, 1979, and restated its articles of incorporation, which were approved and filed on June 6, 2013 with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services (the “Filing Office”) with the Ann Arbor Housing Commission, a Michigan public body corporate (“Sponsor”) as its sole member; and

WHEREAS, the West Arbor GP, LLC, a Michigan limited liability company was formed on June 17, 2014 by filing articles of organization with the Filing Office with the AAHDC as its sole member; and

WHEREAS, the Partnership was formed on July 15, 2014 by filing a Certificate of Limited Partnership with the Filing Office with the West Arbor GP, LLC as its General Partner and the Sponsor as its Limited Partner. A Restated Certificate was filed on November 14, 2015 for the Sponsor to withdraw and NEF Assignment Corp., as nominee to enter as Limited Partner; and

WHEREAS, it was proposed that the West Arbor GP, LLC act as the general partner of the Partnership to participate in the acquisition and rehabilitation of a 46-unit multifamily scattered site affordable housing development located in Ann Arbor, Michigan, known as West Arbor (the “Project”), with the Partnership as the owner of the Project; and

WHEREAS, the Sponsor received a commitment from the Federal Home Loan Bank of Pittsburgh through its Affordable Housing Program ("FHLB-AHP Program") on December 17, 2015 to provide funding in the amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00) ("FHLB-AHP Program funding") to the Project; and

WHEREAS, the FHLB-AHP Program funding has been awarded through its FHLB of Pittsburgh member bank, Chase Bank N.A., National Association, a Community Development Banking Association (the Bank FHLB-AHP Loan") who shall provide the FHLB-AHP funding directly to the Sponsor; and

WHEREAS, the Sponsor shall in turn provide a Sponsor loan for the same amount to the Partnership, which Sponsor loan shall be memorialized by a Sponsor Mortgage and Note ("Sponsor Loan Documents") for the FHLB-AHP Program funding to be used for the Project; and

WHEREAS, as a condition of the Bank FHLB-AHP Loan, the Sponsor shall be required execute and deliver to the Bank its Note and a Mortgage securing said Note, Allonge to the Note, Pledge and Collateral Assignment of Sponsor Note & Mortgage and the AHP Direct Subsidy Agreement and all other required loan documents of the Bank ("Chase FHLB-AHP Loan Documents"); and

RESOLVED, that the "whereas" clauses set forth above are hereby incorporated in these Resolutions.

RESOLVED, that the formation of the AAHDC, the General Partner and Partnership are hereby affirmed and ratified.

RESOLVED, that the Partnership shall accept the Sponsor Loan under the terms and conditions as outlined in the Sponsor Loan Documents.

RESOLVED, that the above described transactions are hereby approved by the Board of Directors of the AAHDC, and further that the General Partner is hereby authorized to enter into the transactions described above to the extent required by Bank and the FHLB-AHP.

RESOLVED, that the AAHDC, as the sole member of the general partner in Borrower, hereby authorizes West Arbor GP, LLC, the General Partner holding a 0.009% Partnership Interest in the Borrower, on behalf of General Partner, the Partnership, and the Borrower at any time after adoption of this Resolution and without further action by or authority or direction from the AAHDC, the General Partner, or the Borrower to execute and deliver, in the name of and on behalf of the General Partner or the Borrower, such documents as may be required by Bank and FHLB-AHP to carry out the described transactions, and the execution of any document(s) in furtherance thereof by it on behalf of the Borrower as a general partner prior to this Resolution is hereby ratified and affirmed by the AAHDC, the General Partner and the Borrower.

IT IS FURTHER RESOLVED, that the Bank, be and is authorized to rely on the continuing force and effect of this Resolution until receipt by them in writing from the AAHDC, or the General Partner of any amendments or alterations to this Resolution.

Dated this 17th day of August, 2016.

WEST ARBOR GP, LLC, a Michigan limited liability company

By: ANN ARBOR HOUSING DEVELOPMENT CORPORATION, a Michigan nonprofit corporation

By: _____
Jennifer Hall
Its: Secretary/Treasurer

June 2016 FINAL	AAHDC	AAHDC
	As of:	Budget As of:
	06/2016	06/2016
INCOME	0.00	0.00
Investment Income - Unrestricted	19.44	0.00
Miscellaneous Other Income	3,598.53	0.00
Other Income-Earned Discounts	0.00	0.00
Cranbrook Tower Revenue	24,000.00	0.00
Donations	17,360.00	0.00
Developer Fees	209,500.00	0.00
TOTAL INCOME	254,477.97	0.00
EXPENSES		
ADMINISTRATIVE		
General Legal Expense	20.00	0.00
Total Legal Expense	20.00	0.00
Other Admin Expenses		
Staff Training	186.33	0.00
Auditing Fees	760.00	0.00
Office Rent	500.00	0.00
Consultants	4,018.80	0.00
Total Other Admin Expenses	5,465.13	0.00
Miscellaneous Admin Expenses		
Postage	59.83	0.00
Printing Expenses	979.37	0.00
Bank Fees	(50.00)	0.00
Other Misc Admin Expenses	8,396.62	0.00
Total Miscellaneous Admin Expenses	9,385.82	0.00
TOTAL ADMINISTRATIVE EXPENSES	14,870.95	0.00
TENANT SERVICES		
Tenant Services Support	83,216.56	0.00
Tenant Support Services-FSS	3,450.17	0.00
TOTAL TENANT SERVICES EXPENSES	86,666.73	0.00
GENERAL MAINTENANCE EXPENSES		
Vehicle Supplies	4.23	0.00
Total Materials	4.23	0.00
Contract Costs		
Grounds Contract Costs	560.00	0.00
Equipment Rental Contract Costs	26.00	0.00
Tenant Stipends	243.00	0.00
Total Contract Costs	829.00	0.00
TOTAL MAINTENANCE EXPENSES	833.23	0.00
TOTAL EXPENSES	102,370.91	0.00
NET INCOME	152,107.06	0.00