

JACKSONVILLE HOUSING FINANCE AUTHORITY



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Board of Directors Meeting

MINUTES

OF

REGULAR MEETING

December 1, 2021

December 1, 2021: JHFA Board Meeting
Noon
Ed Ball Building and Telephonic

BOARD MEETING:

Present at the meeting were:

BOARD MEMBERS

Barney Smith, Chair
Spencer Cummings, Vice-Chair
Dee Bumbarger, Secretary
Nadine Carswell, Member
Jane Scofield, Member

PROFESSIONAL STAFF:

Mark Hendrickson, The Hendrickson Company, Financial Advisor (via teleconference)
Susan Leigh, Community Concepts Group, Financial Advisor
Rhonda Bond-Collins, Bryant Miller Olive, Bond Counsel
Lawsikia Hodges, City of Jacksonville Office of General Counsel
Helen Feinberg, RBC Capital Markets, Investment Banker (via teleconference)
Cameron Hill, RBC Capital Markets, Investment Banker (via teleconference)
Tricia Heintz, Bank of New York Mellon, (via teleconference)

CITY STAFF:

Tom Daly
Adebisi Okewusi
Melody Saftner

PUBLIC

Ryan Hoover, Vestcor
Shannon Nazworth, Ability Housing
Andy Fink, Ability Housing
Debbie Blinderman (via teleconference)
Deandre Taylor, Blue Sky Communities (via teleconference)
Brienne Heffner, Southport (via teleconference)

BOARD MEETING

Chairman Smith called the meeting to order at 12:01 pm.

Establishment of Quorum Via Roll Call

Chairman Smith stated for the record that a quorum of the Board was physically present at the meeting location, with five members physically present.

Minutes

Ms. Carswell moved, with a second by Ms. Scofield, that the **Board approve the minutes of the September 8, 2021, Board meeting.** The motion passed 5-0.

Public Comments

Mr. Hoover updated the Board on the status of various Vestcor developments and invited the Board to the grand opening of the Lofts at Murray Hill.

Staff Report and Financial Report

Mr. Daly updated the Board on the October 31, 2021, JHFA financial statements.

Board Member Conflicts

No Board member reported a conflict. Note: Ms. Susan Leigh of Community Concepts Group (co-Financial Advisor) filed written disclosures of conflicts related to Hartwood and Southport.

Bond Allocation

Ms. Leigh and Ms. Bond-Collins updated the Board on the status of bond allocation.

Single Family Program

Ms. Leigh updated the Board on the status of the single family loan program.

MF Bonds: Pine Grove

Ms. Leigh updated the Board on the request by the Pine Grove developer to change from concrete to wood construction, noting that this had not been a selection criteria and that it would permit the bond issue to proceed. After discussion, Mr. Cummings moved, with a second by Ms. Carswell, that the Board **approve the request to change from concrete to wood construction for Pine Grove Apartments**. The motion passed 5-0.

MF Bonds: Sable Palms

Ms. Leigh and Ms. Bond-Collins presented the background and Resolution for final approval of the Sable Palms bond transaction. After discussion, Ms. Scofield moved, with a second by Mr. Cummings, that the Board **approve the Resolution prepared by bond counsel granting final approvals for the Sable Palms bond transaction**. The motion passed 5-0.

MF Bonds: Oak Hammock and Mandarin Trace

Ms. Leigh and Ms. Bond-Collins presented the background, recommended conditions and Resolution for Inducement of the Oak Hammock and Mandarin Trace bond transactions.

After discussion, Mr. Cummings moved, with a second by Ms. Scofield, that the Board **approve the following conditions related to Oak Hammock**:

- Permit Oak Hammock to proceed through the JHFA financing process.
- Waivers:
 - ✓ Grant waivers for Homeownership Opportunity Program and First-time Homebuyer seminars
 - ✓ Do not grant a waiver for Healthcare Services – due to the availability of Telehealth, and mobile health units, the developer should be able to find a way to provide this service to the residents
- Adopt Inducement Resolution prepared by bond counsel, which includes Preliminary Agreement.
- All items subject to review and approval of credit underwriter and counsel, including but not limited to preconstruction analysis, appraisal, market study, loan terms and amount, guaranties, credit enhancement, loan and bond documents.
- All items subject to condition in the FA Memorandum and each development's individual

memorandum.
The motion passed 5-0.

After discussion, Ms. Scofield moved, with a second by Mr. Cummings, that the Board **approve the following conditions related to Mandarin Trace:**

- Permit Mandarin Trace to proceed through the JHFA financing process.
- Waivers:
 - ✓ Grant waivers for Homeownership Opportunity Program and First-time Homebuyer seminars
 - ✓ Require developer to select at least one elderly oriented resident program
 - ✓ Do not grant a waiver for Healthcare Services – due to the availability of Telehealth, and mobile health units, the developer should be able to find a way to provide this service to the residents
- Adopt Inducement Resolution prepared by bond counsel, which includes Preliminary Agreement.
- All items subject to review and approval of credit underwriter and counsel, including but not limited to preconstruction analysis, appraisal, market study, loan terms and amount, guaranties, credit enhancement, loan and bond documents.
- All items subject to condition in the FA Memorandum and each development's individual memorandum.

The motion passed 5-0.

Ms. Bumbarger moved, with a second by Ms. Scofield, that the Board **adopt the Inducement Resolution prepared by bond counsel for Oak Hammock Apartments.** The motion passed 5-0.

Ms. Carswell moved, with a second by Mr. Cummings, that the Board **adopt the Inducement Resolution prepared by bond counsel for Mandarin Trace Apartments.** The motion passed 5-0.

Gap Financing NOFA and Application

Ms. Leigh stated that one application had been received in response to the Gap Financing NOFA, from Ability Housing for Villages at Lake Forest. She stated that the FA Analysis determined that the developer did not have all of their permanent financing sources identified. After discussion, Ms. Scofield moved, with a second by Ms. Carswell, that the Board **defer action on the Villages at Lake Forest application until the developer had identified all permanent financing sources.** The motion passed 5-0.

Sale of Hartwood Apartments

Ms. Bond-Collins presented a Resolution related to the sale of Hartwood Apartments, subject to various conditions listed in the Resolution. After discussion, Mr. Cummings moved, with a second by Ms. Scofield, that the Board **approve the Resolution prepared by bond counsel approving the sale of Hartwood Apartments subject to the conditions listed in the Resolution.** The motion passed 5-0.

Lofts at Brooklyn- LURA Subordination

Ms. Bond-Collins stated that the conversion to permanent financing for this deal was upcoming, and that the lender requested a subordination of the JHFA LURA. She stated that she had drafted a Resolution permitting the JHFA to enter into an agreement with the lender, subject to conditions listed in the Resolution, including approval by the JHFA Chairman. After discussion, Mr. Cummings moved, with a second by Ms. Scofield, that the Board **approve the Resolution prepared by bond counsel permitting a subordination agreement for the Lofts at Brooklyn LURA, subject to the conditions listed in the**

Resolution. The motion passed 5-0.

2022 JHFA Calendar

Ms. Leigh presented a proposed 2022 meeting calendar, noting that it left open the dates of the August and the combined November-December meetings. After discussion, Ms. Bumbarger moved, with a second by Ms. Carswell that the Board **approve the proposed 2022 JHFA calendar, with meetings the 3rd Wednesday of each month, except that the August meeting would be August 24, the November and December meetings be combined and held on December 7, and that there would be no July meeting .** The motion passed 5-0.

2022 Legislative Update: State and Federal

Ms. Leigh updated the Board on the upcoming state legislative session and the important provisions in the Build Back Better federal legislation.

Jacksonville Housing Authority and Bond Issuance

Ms. Hodges stated that a group had approached the JHA about issuing bonds. Discussion followed.

SAIL Scoring

Ms. Leigh reported that the Lofts at San Marcos East had received initial scoring approval for funding, subject to FHFC Board approval and legal challenges.

Adjournment

Without objection, Chairman Smith adjourned the meeting without objection at 12:51 PM.