

ORANGE COUNTY HOUSING FINANCE AUTHORITY
BOARD OF DIRECTORS

M. SIPLIN | M. McCALL | C. CUEVAS | V. ATKINS-BRADLEY | S. RIZZO

OFFICIAL MEETING MINUTES

Meeting: Board of Directors Meeting **Date:** Wednesday, September 6, 2017 **Time:** 8:30am
Location: Orange County Administration Center – Commissioners Chambers – 1st Fl., 201 S. Rosalind Ave., Orlando, FL.

Board Members

PRESENT

Marshall Siplin
Chairman
Mercedes McCall
Vice Chairman
Clemente Cuevas
Board Member
Vernice Atkins-Bradley
Board Member
Sascha Rizzo
Board Member

OCHFA Staff

PRESENT

W.D. Morris
Executive Director
Jim Singh
Deputy Exec. Director/ CFO
Frantz Dutes
Director Single-Family

Olympia Roman
Staff/ Recording
Kelly Cambre
Staff
Rosalind Natal
Staff

OCHFA Professionals

PRESENT

Warren Bloom
General Counsel, Greenberg Traurig
Mike Watkins
General Counsel, Greenberg Traurig
Sylvia Penneys
Bond Counsel, Greenberg Traurig
Debbie Berner
Managing Underwriter, RBC Capital Markets
Tim Wranovix
Co-Managing Underwriter, Raymond James
James Audette
Trustee Services – U.S. Bank Global Corp

BCC Staff

PRESENT

Lila McHenry
Assistant District Attorney
Staff
Business Fiscal Svcs

MEETING OPENED

There being a quorum, Madam Chairman, Marshall Siplin called the meeting to order at 8:30 a.m.

PUBLIC COMMENT(s)

No comment(s).

CONSENT AGENDA

ACTION TAKEN

There being no discussion, the Board approved Consent Agenda items.

MOTION / SECOND: S. Rizzo/ M. McCall AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: ABSTAINED:

A. GENERAL ADMINISTRATION

1. Adoption of the August 2, 2017 Board of Directors Meeting minutes.
2. Ratification of the August 9, 2017 Board of Directors Work-session/Joint Committee Meeting minutes.

B. EXECUTIVE DIRECTOR'S OFFICE

C. FINANCIAL MANAGEMENT

1. **Acknowledgement Summary of OCHFA's Operating Fund Investments.** Acknowledgement of the consolidated balance sheet for the Operating Fund; acknowledgement of combined statement of rev(s)/ exp(s)/ changes in retained earnings; acknowledgement of fiscal year 2017, operating fund comparison of budget vs. actual; acknowledgement of fiscal year 2017, **operating fund comparison of actual revenues & expenses; acknowledgement summary of OCHFA's operating fund investments.**

D. PROGRAM OPERATIONS

1. Acknowledgement of the Current Status of the Single-Family HRB Program.
2. Acknowledgement of the Multi-Family Audit Period July – August 2017.

DISCUSSION AGENDA

A. EXECUTIVE DIRECTOR

ITEM NO. 5 "LONDON POINTE APARTMENTS" WAS MOVED TO BE THE 1ST DISCUSSION ITEM; ALL OTHER DISCUSSION ITEMS FOLLOWED IN SUITE.

CONSIDER APPROVAL OF BOND RESOLUTION AND ASSOCIATED DOCUMENTS, TERMS AND FINANCING OF MULTI-FAMILY, TAX-EXEMPT BONDS, SERIES TBD, LONDON POINTE APARTMENTS, NOT-TO-EXCEED \$20.160MM

W.D. Morris, Executive Director addressed the Board regarding consideration of the proposed Bond Resolution for the Landon Pointe Apartments, in an amount not-to-exceed \$20.160MM. He stated that on September 20, 2016, the Authority received the Landon Pointe Apartments proposal under the 2016 Open Cycle Allocation Process, for the acquisition and rehabilitation of Landon Pointe Apartments and that the Board approved the request at its meeting of October 5, 2016. He then stated that the applicant for Landon Pointe Apartments is Orlando Leased Housing Associates VII, LLLP, a Florida Limited Partnership, an affiliate of Dominion Development LLC, a Minneapolis based company; and that additionally, SunTrust Community Capital, LLL is the Florida Limited Partner. He also stated that the proposal involves acquisition and rehabilitation of 276-units of affordable multi-family housing consisting of 72 (seventy-two) 1-bd/1-ba; 204 (two hundred four) 3-bd/2-ba; and its set-asides would be 100% at 60% Area Median Income (AMI). He then stated that the \$20.160MM in bonds would be paid-down to \$13.660MM, upon conversion to permanent financing; and that the debt service coverage ratio is 1.26.

RESOLUTION NO. 2017-05

RESOLUTION OF THE ORANGE COUNTY HOUSING FINANCE AUTHORITY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE BY THE AUTHORITY OF NOT EXCEEDING \$20,160,000 AGGREGATE PRINCIPAL AMOUNT OF ITS ORANGE COUNTY HOUSING FINANCE AUTHORITY MULTIFAMILY HOUSING REVENUE BONDS, 2017 SERIES [TO BE DESIGNATED] (LONDON POINTE APARTMENTS) (THE "BONDS"); ESTABLISHING PARAMETERS FOR THE AWARD OF THE SALE THEREOF TO DOUGHERTY AND COMPANY LLC AND ESTABLISHING CRITERIA FOR DETERMINING THE TERMS THEREOF, INCLUDING THE DATE, INTEREST RATE, INTEREST PAYMENT DATES AND MATURITY SCHEDULE AND OTHER TERMS OF SUCH BONDS; APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION OF A TRUST INDENTURE; LOAN AGREEMENT; ENDORSEMENT OF THE MULTIFAMILY PROMISSORY NOTE; LAND USE RESTRICTION AGREEMENT; ARBITRAGE REBATE AGREEMENT; AND ALL EXHIBITS THERETO; AUTHORIZING THE NEGOTIATED SALE OF THE BONDS AND APPROVING THE FORM OF THE PURCHASE CONTRACT AND EXECUTION THEREOF RELATING TO THE NEGOTIATED SALE OF THE BONDS TO THE UNDERWRITER; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE BONDS AND AUTHORIZING THE PREPARATION, DISTRIBUTION AND EXECUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE AND DELIVERY OF THE BONDS; AUTHORIZING THE APPOINTMENT OF A TRUSTEE AND REBATE ANALYST; AUTHORIZING THE EXECUTIVE DIRECTOR AND CHAIRMAN OR VICE CHAIRMAN OR ANY AUTHORITY MEMBER TO TAKE ANY OTHER ACTIONS NECESSARY TO ISSUE THE BONDS AND MAKING OTHER PROVISIONS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

ACTION TAKEN

There being no discussion, the Board approved Bond Resolution, Underwriting Report, Terms and financing in an amount not-to-exceed \$20.160MM for the proposed Multi-Family Development Landon Pointe Apartments; and authorization for the Chairman, Board Member and Executive Director to execute all associated documents subject to General Counsel's review.

MOTION / SECOND: C. Cuevas/ M. Mcall AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: ABSTAINED:

CONSIDER APPROVAL OF A PROPOSED REVOLVING LINE OF CREDIT FOR HABITAT FOR HUMANITY, IN THE AMOUNT OF \$2MM

Mr. Morris addressed the Board regarding its consideration of the propose Revolving Line of Credit for Habitat for Humanity (Habitat), in the amount of \$2MM. He stated that at its meeting of May 6, 2015, the Board approved a \$2MM Loan for Habitat for Humanity, to assist with the construction of Butlers Preserve, a 59-single family community in Southwest Orlando; and that as of today, Habitat has repaid \$1.520MM of the \$2MM loan. Catherine Steck McManus, President & Chief Executive Officer – Habitat Greater Orlando, approached the **Board and provided a brief overview of Habitat's request** which would provide construction financing for various developments for low and very low income families. The Line of Credit would have a 3-year term with an interest rate of 1.5%

ACTION TAKEN

There being no discussion, the Board approved of the Habitat for Humanity's request for a \$2MM Non-Revolving Line of Credit with a fixed rate of 1.5% for 3-years, to assist in the financing of Arbor's Bend development, along with various developments and authorization for staff and General Counsel to take necessary steps to complete that transaction and authorization of Chairman, Board Member and Executive Director execution of the documents.

MOTION / SECOND: V. Atkins-Bradley/ C. Cuevas AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: _____ ABSTAINED: _____

CONSIDER APPROVAL OF PROPOSED SERIES 2017-A SINGLE-FAMILY HOMEOWNER REVENUE MORTGAGE BONDS PROGRAM NOT-TO-EXCEED \$20MM

Mr. Morris addressed the Board regarding the proposed SERIES 2017-A, Single-Family Homeowner Revenue Mortgage Bonds, not-to-exceed \$20MM, to assist in financing purchases by individual first-time homebuyers of new or existing owner-occupied single-family residences located within Orange, Seminole, Lake and Osceola Counties and/or to refund indebtedness incurred for such purposes. He provided a brief history of the proposed request.

Mr. Morris stated that **the Authority's Financial Advisors (CSG Advisors), Bond Counsel (Greenberg Traurig) recommends approval of the issuance of the Bonds in order to reimburse previously purchased MBS by the Authority, to provide bond proceeds to participate with 2014-A to satisfy the 2014-A tax plan; as well as to continue offering a very attractive mortgage rate to the Authority's borrowers, and to ensure the creation of additional excess spread that can be used as a tool to hedge against potential future interest rate risk and provide competitive mortgage rates in the future.** He concluded by stating that the remaining documents to be approved are available for review by Board Members at the office of the Authority and that these documents had been reviewed by Staff, Financial Advisor, Bond Counsel and General Counsel **and Disclosure Counsels'**.

RESOLUTION No. 2017-06

A RESOLUTION OF THE ORANGE COUNTY HOUSING FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$20,000,000 ORANGE COUNTY HOUSING FINANCE AUTHORITY HOMEOWNER REVENUE BONDS, SERIES 2017A (NON-AMT), ESTABLISHING PARAMETERS FOR THE AWARD OF THE SALE THEREOF TO RBC CAPITAL MARKETS, LLC AND RAYMOND JAMES & ASSOCIATES, INC. ON A NEGOTIATED BASIS, AND ESTABLISHING CRITERIA FOR DETERMINING THE TERMS THEREOF, INCLUDING THE DATES, INTEREST RATES, INTEREST PAYMENT DATES AND MATURITY SCHEDULE AND OTHER TERMS OF SUCH BONDS; APPROVING FORMS OF AND AUTHORIZING THE EXECUTION OF THE SERIES SUPPLEMENT, BOND PURCHASE CONTRACT AND CONTINUING DISCLOSURE AGREEMENT, EACH WITH RESPECT TO SUCH BONDS; CONFIRMING U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE; APPOINTING U.S. BANK NATIONAL ASSOCIATION AS SERVICER WITH RESPECT TO SUCH BONDS; APPOINTING HOUSING AND DEVELOPMENT SERVICES, INC. D/B/A EHOUSINGPLUS AS PROGRAM ADMINISTRATOR WITH RESPECT TO SUCH BONDS; AUTHORIZING APPOINTMENT OF A REBATE ANALYST WITH RESPECT TO SUCH BONDS; APPROVING A DRAFT FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE APPROVAL AND DELIVERY OF A FINAL OFFICIAL STATEMENT; AUTHORIZING CERTAIN OFFICIALS AND EMPLOYEES OF THE AUTHORITY TO TAKE ALL ACTIONS REQUIRED IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS; PROVIDING AN EFFECTIVE DATE; AND PROVIDING CERTAIN OTHER DETAILS WITH RESPECT THERETO.

ACTION TAKEN

There being no discussion, the Board approved the Bond Resolution and Associated Documents, Terms and Financing for the Issuance of SERIES 2017-A Homeowner Mortgage Revenue Bonds not-to-exceed \$20MM; and authorization to utilize up to \$350K for Cost of Issuance and funding of Capitalized Interest of \$300K; and authorization for Chairman, Board Member and Executive Director to execute all documents associated with the transaction subject to General Counsel's approval to legal sufficiency.

MOTION / SECOND: M. McCall/ V. Atkins-Bradley AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: _____ ABSTAINED: _____

CONSIDER APPROVAL TO ADOPT OCHFA'S PROPOSED OPERATING BUDGET FOR FISCAL YEAR 2018

Mr. Morris addressed the Board regarding it's consideration to adopt the Authority's proposed Operating Budget for Fiscal Year 2017-2018. He stated that the Board met as a Joint Committee (Committee), in a work-session, on August 9, 2017 – Chaired by Ms. Siplin – to review and discuss the Authority's proposed operating budget; and that the Committee recommended adoption of the proposed Operating Budget for FY 17/18. He then stated that the core areas of sources includes interest on loans, interest on investments, single family admin fees, bond financing fees and gains on sales in GNMA's. Chairman Siplin recognized Jim Singh's, Deputy Exec. Director/ CFO, many years of preparation of the Authority's budgeting and financing experience.

ACTION TAKEN

There being no further discussion, the Board Adopted of the Authority's Operating Budget for Fiscal Year 2017 - 2018.

MOTION / SECOND: V. Atkins-Bradley/ C. Cuevas AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: _____ ABSTAINED: _____

CONSIDER APPROVAL OF A REQUEST TO PROVIDE A FIFTEEN THOUSAND DOLLAR (\$15K) CONTRIBUTION FOR THE SADOWSKI EDUCATION EFFORT

Mr. Morris addressed the Board regarding Florida Association of Local Housing Finance Authorities (Florida ALHFA) request for a \$15K Contribution in support of the Sadwoski Education Effort (the SEE). He stated that the request provided a brief history of the SEE's activities. He also stated that this is a continual effort to educate Florida's Legislators regarding the importance of The Sadowski Affordable Housing Trust Funds. He then reminded the Board of its policy regarding these types of issues; "those that are in support of the Authority's mission, goals and objectives." He concluded by stating that staff recommends a \$15,000 contribution.

ACTION TAKEN

There being no discussion, the Board approved a \$15,000 Contribution in support of the Sadowski Education Effort (SEE) to the Florida Association Local Housing Finance Authorities.

MOTION / SECOND: M. McCall/ V. Atkins-Bradley AYE BY VOICE VOTE: All Present NAY BY VOICE VOTE: _____ ABSTAINED: _____

OTHER BUSINESS

ADJOURNMENT

There being no further business, Chairman Marshall Siplin, adjourned the meeting at 9:03 a.m.

ATTEST:

W.D. MORRIS
 EXECUTIVE DIRECTOR

MARSHALL SIPLIN
 CHAIRMAN

 END OF MINUTES PREPARED BY OLYMPIA ROMAN