

THADC

TAMPA HOUSING AUTHORITY DEVELOPMENT CORP.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

November 20, 2019



Meeting Agenda

Tampa Housing Authority Development Corp.

November 20, 2019

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETINGS

- *August 15, 2018*

III. NEW BUSINESS

- *Presentation of Resolution No: 2019-0025-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 1

- *Presentation of Resolution No: 2019-0026-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 2

- *Presentation of Resolution No: 2019-0027-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 3

IV. ADJOURNMENT

**Minutes
of the Regular Meeting
of the Board of Directors
of the Tampa Housing Authority Development Corporation**

August 15, 2018

I. CALL TO ORDER

President Johnson-Velez the meeting of the Tampa Housing Authority Development Corporation Board of Directors to order at 9:49am. Other Board members present were Dr. Hazel Harvey, Rubin Padgett, James Cloar, Billi Johnson-Griffin and legal counsel Ricardo Gilmore. Commissioner Bemetra Simmons was not present for this meeting.

II. APPROVAL OF MINUTES

A motion to approve the Minutes from the July 18, 2018 meeting was made by Director Johnson-Griffin and seconded by Director Cloar:

Director Harvey	Present
Director Padgett	Yes
Director Cloar	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. NEW BUSINESS

A motion to approve the following Resolution as presented by David Iloanya, Director of Real Estate Development, was made by Director Cloar and seconded by Director Johnson-Griffin.

- *Resolution No. 2018-0024-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF RENAISSANCE AT WEST RIVER MIXED-FINANCE AND RAD CLOSING

Director Dr. Harvey	Yes
Director Padgett	Yes
Director Cloar	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, President Johnson-Velez adjourned the meeting at 9:52 am.

Approved this 20th Day of November, 2019.

Susan Johnson-Velez, President

Jerome D. Ryans, Secretary

Resolution

2019-0025-THADC

M E M O R A N D U M

Date: November 13, 2019

To: Board of Directors

Through: Jerome D. Ryans, President/CEO

From: Leroy Moore, Senior Vice-President/COO

Subject: **Resolution 2019-0025 THADC
RESOLUTIONS APPROVING THE BOULEVARD TOWER 1 EQUITY,
CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

This Resolution is necessary to authorize the President of Tampa Housing Authority Development Corporation (THADC) to finalize negotiations and execute any and all documents required for the financial closing of the Boulevard at West River Tower 1.

If you have any questions ahead of the scheduled Board Meeting please don't hesitate to call Leroy Moore, at 813/341-9101 ext. 3690.

TAMPA HOUSING AUTHORITY DEVELOPMENT CORP.

RESOLUTION 2019-0025 THADC

**RESOLUTIONS APPROVING THE BOULEVARD TOWER 1
EQUITY, CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

RESOLVED that the actions of Tampa Housing Authority Development Corp., a Florida not for profit (“THADC”), in forming and serving as the sole member and manager of THA T3A, LLC, a Florida limited liability company (the “General Partner”), which is the sole general partner of WRDG T3A, LP, a Florida limited partnership (the “Partnership”), which is the owner of Boulevard Tower 1 (the “Development”), and entering into the Operating Agreement of the General Partner and the General Partner entering into the Limited Partnership Agreement of the Partnership, are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the equity closing and with respect to the admission to the Partnership of RUDG West River T3A, LLC, a Florida limited liability company, as Class B Limited Partner (the “Class B Limited Partner”); Bank of America, N.A., a national banking association, as Investor Limited Partner (the “Investor Limited Partner”); Banc of America CDC Special Holding Company, Inc., a North Carolina corporation, as Special Limited Partner (the “Special Limited Partner”); and in substantial accordance with the terms of the Amended and Restated Agreement of Limited Partnership, the Development Agreement, the Right of First Refusal Agreement, the Purchase Option Agreement, the Memorandum of Right of First Refusal Agreement and Purchase Option Agreement, the Guaranty Agreement (THA), the Partnership Management Agreement, the General Partner Closing Certificate, and such other documents as contemplated thereby (collectively, the “Equity Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the BANK OF AMERICA, N.A., a national banking association (“BOA”) mortgage construction loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Intercreditor Agreement; the Construction Loan Agreement; the Promissory Note; the Mortgage, Assignment of Rents, Security Agreement and Fixture Filing; the Guaranty Agreement; the Environmental Indemnity Agreement; the Assignment of Management Agreement and Subordination of Management Agreement and Fees; the Investor Equity Assignment and Security Agreement; the Collateral Assignment and Pledge of General Partner Interests and Security Agreement; the Collateral Assignment and Pledge of Developer Fees and Security Agreement; the Assignment of Contracts; the Contractor’s Consent and Agreement; the Architect’s Consent, Agreement and Certificate; the Engineer’s Consent, Agreement and Certificate; the Assignment of Housing Assistance Payments Agreement; the Consent to Assignment of HAP Contract as Security for Financing; the Insurance Anti-Coercion Statement for Real or Personal Property; the Budget Certification; the General Partner’s Affidavit; the Subordination Agreement (THA RAP); the Subordination Agreement (CDBG); and such other documents as contemplated thereby (collectively, the “Construction Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the Housing Authority of the City of Tampa, Florida (“THA”) mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Mortgage Note (THA RAP), the Authority Mortgage, the Assignment of Leases, and such other documents as contemplated thereby (collectively, the “THA Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the City of Tampa, a municipal corporation organized and existing under the laws of the State of Florida (the “City”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the CDBG Funding Agreement; the Promissory Note; the CDBG Funds Mortgage; and such other documents as contemplated thereby (collectively, the “CDBG Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the SunTrust Bank, a Georgia banking corporation (“SunTrust”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Delivery Assurance Note; the Subordinate Delivery Assurance Multifamily Mortgage, and Security Agreement; the Commitment Fee Note; the Guaranty; and such other documents as contemplated thereby (collectively, the “SunTrust Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that, also in connection with the Development, the Contract for Purchase and Sale of Real Property and any amendments thereto, the Assignment, the Easement Agreement, the Contribution and Indemnity Agreement, the Special Warranty Deed, the Property Management Agreement, the Rental Conversion Commitment and any amendments thereto, the Rental Assistance Demonstration Use Agreement, the PBV Housing Assistance Payments Contract, the Partial Release of Property from Declarations of Trust, the Certification and Assurances, the Consolidated Owner Certification, the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 1 / BOA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 1 / THA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 1 / City], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 1 / SunTrust], the Certification of PHA, the Certification of Project Owner, the Certificate of WRDG T3A, LP, the Certificate of WRDG T3A, LLC, the Certificate of Tampa Housing Authority Development Corp., the Certificate of Housing Authority of the City of Tampa, Florida, and any and all other security agreements, guaranties, indemnities, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications in connection with the transactions referenced herein (collectively, the “Other Documents”), are hereby in each and every respect approved, ratified, and confirmed; and it is further

RESOLVED that THADC and the General Partner are hereby authorized to enter into the Equity Documents, the Construction Loan Documents, the THA Loan Documents, the CDBG Loan Documents, the SunTrust Loan Documents, and the Other Documents, as applicable, and that execution and delivery of such documents in their respective names by Jerome D. Ryans, as President and/or Secretary of THADC; Leroy Moore, as Vice-President of THADC; Susi Begazo-McGourty, as Treasurer of THADC; or any such other officer of THADC as may be elected in accordance with the Amended and Restated Bylaws of THADC, as amended from time to time (each an “Officer” and collectively, the “Officers”), are hereby approved, ratified, and confirmed; and it is further

RESOLVED that action by the Officers and any person or persons designated and authorized so to act by any such respective Officer, to do and perform, or cause to be done and performed, in the name and on behalf of THADC, the General Partner or the Partnership, as applicable, 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 THADC, the General Partner or the Partnership, 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 (including any past action) is hereby approved, ratified, and confirmed; and it is further

RESOLVED that the execution and delivery by any authorized Officer of any of the aforesaid agreements, documents, and instruments authorized in the foregoing resolutions and the taking by any Officer of any acts in any way related to the transactions contemplated by the foregoing resolutions, and such other agreements, documents, and instruments shall be conclusive evidence of such Officer’s approval thereof and of such Officer’s authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of THADC, the General Partner or the Partnership, as applicable; and it is further

RESOLVED that the Class B Limited Partner, the Investor Limited Partner, the Special Limited Partner, BOA, THA, the City, and SunTrust, and their respective successors and assigns are hereby authorized to rely upon these resolutions, and upon any certificate of any Officer with respect thereto until receipt of actual written notice of the revocation thereof, and may conclusively presume that the persons designated as Officers in any certificates signed by any Officer continue to hold office until actual receipt of a certificate from the President of THADC to the contrary.

CERTIFICATE OF COMPLIANCE

This is to certify that the THADC's Board of Directors has approved and adopted this Resolution 2019-0025 dated November 20, 2019.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, Secretary

Resolution

2019-0026-THADC

M E M O R A N D U M

Date: November 13, 2019

To: Board of Directors

Through: Jerome D. Ryans, President/CEO

From: Leroy Moore, Senior Vice-President/COO

Subject: **Resolution 2019-0026 THADC
RESOLUTIONS APPROVING THE BOULEVARD TOWER 2 EQUITY,
CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

This Resolution is necessary to authorize the President of Tampa Housing Authority Development Corporation (THADC) to finalize negotiations and execute any and all documents required for the financial closing of the Boulevard at West River Tower 2.

If you have any questions ahead of the scheduled Board Meeting please don't hesitate to call Leroy Moore, at 813/341-9101 ext. 3690.

TAMPA HOUSING AUTHORITY DEVELOPMENT CORP.

RESOLUTION 2019-0026 THADC

**RESOLUTIONS APPROVING THE BOULEVARD TOWER 2
EQUITY, CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

RESOLVED that the actions of Tampa Housing Authority Development Corp., a Florida not for profit (“THADC”), in forming and serving as the sole member and manager of THA T3C, LLC, a Florida limited liability company (the “General Partner”), which is the sole general partner of WRDG T3C, LP, a Florida limited partnership (the “Partnership”), which is the owner of Boulevard Tower 2 (the “Development”), and entering into the Operating Agreement of the General Partner and the General Partner entering into the Limited Partnership Agreement of the Partnership, are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the equity closing and with respect to the admission to the Partnership of RUDG West River T3C, LLC, a Florida limited liability company, as Class B Limited Partner (the “Class B Limited Partner”); Bank of America, N.A., a national banking association, as Investor Limited Partner (the “Investor Limited Partner”); Banc of America CDC Special Holding Company, Inc., a North Carolina corporation, as Special Limited Partner (the “Special Limited Partner”); and in substantial accordance with the terms of the Amended and Restated Agreement of Limited Partnership, the Development Agreement, the Right of First Refusal Agreement, the Purchase Option Agreement, the Memorandum of Right of First Refusal Agreement and Purchase Option Agreement, the Guaranty Agreement (THA), the Partnership Management Agreement, the General Partner Closing Certificate, and such other documents as contemplated thereby (collectively, the “Equity Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the mortgage construction loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Funding Loan Agreement; the Funding Loan Note (Governmental Note); the Construction Disbursement Agreement; the Project Loan Agreement; the Promissory Note; the Mortgage, Assignment of Rents, Security Agreement and Fixture Filing; the Guaranty Agreement; the Assignment of Contracts, Plans and Specification; the Assignment of Management Agreement and Subordination of Management Agreement and Fees; the Collateral Assignment of General Construction Contract, Subcontracts, Plans and Specifications, and Permits; the Collateral assignment of Architect’s Contract, Subcontracts, Plans and Specifications, and Permits; the Security Agreement (Assignment of Membership Interest, Capital Contributions, and Tax Credits Proceeds); the Architect’s Consent and Certificate; the Engineer Consent and Certificate; the Contractor’s Consent and Certificate; the Environmental Indemnification and Release Agreement; the Construction Phase Financing Agreement; the Land Use Restriction Agreement; the Subordination Agreements; and such other documents as contemplated thereby (collectively, the “Project Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the Florida Housing Finance Corporation (“Florida Housing”) State Apartment Incentive Loan Program mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Construction Loan Agreement; the Land Use Restriction Agreement; the Promissory Note; the Mortgage and Security Agreement; the Collateral Assignment of Construction Contract and Permits; the Assignment of Leases, Rents and Contract Rights; the Assignment of Management and Service Contracts; the Assignment of Permits, Agreements, Approvals, Fees and Deposits; the Compliance Monitoring and Servicing Agreement; the Completion and Operating Deficit Guaranty; the Continuing, Absolute and Unconditional Guaranty of Recourse Obligations; the Environmental Indemnity Agreement; the Further Assurance Agreement; the Adverse Change Certificate of Borrower; the Affidavit of No Liens and Possession; the Anti-Coercion Statement; the Assignment of Architect Agreement and Architect Plans and Specifications; the Assignment of Engineer’s Agreement and Engineer Plans and Specifications; the Business Purposes Affidavit; the Consent to Assignment of Construction Contract; the Flood Insurance Information and Insurance Acknowledgment; the Subordination Agreements; and such other documents as contemplated thereby (collectively, the “SAIL Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the Housing Authority of the City of Tampa, Florida (“THA”) mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Mortgage Note (THA RAP), Mortgage Note (THA LAND), Mortgage Note (THA), the Authority Mortgage, the Assignment of Leases, and such other documents as contemplated thereby (collectively, the “THA Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the City of Tampa, a municipal corporation organized and existing under the laws of the State of Florida (the “City”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the HOME Funds Agreement; the Promissory Note; the HOME Funds Mortgage; and such other documents as contemplated thereby (collectively, the “HOME Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the SunTrust Bank, a Georgia banking corporation (“SunTrust”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Delivery Assurance Note; the Subordinate Delivery Assurance Multifamily Mortgage, and Security Agreement; the Commitment Fee Note; the Guaranty; and such other documents as contemplated thereby (collectively, the “SunTrust Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that, also in connection with the Development, the Contract for Purchase and Sale of Real Property and any amendments thereto, the Assignment, the Easement Agreement, the Contribution and Indemnity Agreement, the Special Warranty Deed, the Property Management Agreement, the Rental Conversion Commitment and any amendments thereto, the Rental Assistance Demonstration Use Agreement, the PBV Housing Assistance Payments Contract, the Partial Release of Property from Declarations of Trust, the Certification and Assurances, the Consolidated Owner Certification, the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 2 / BOA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 2 / Florida Housing], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 2 / THA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 2 / City], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 2 / SunTrust], the Certification of PHA, the Certification of Project Owner, the Certificate of WRDG T3C, LP, the Certificate of WRDG T3C, LLC, the Certificate of Tampa Housing Authority Development Corp., the Certificate of Housing Authority of the City of Tampa, Florida, and any and all other security agreements, guaranties, indemnities, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications in connection with the transactions referenced herein (collectively, the “Other Documents”), are hereby in each and every respect approved, ratified, and confirmed; and it is further

RESOLVED that THADC and the General Partner are hereby authorized to enter into the Equity Documents, the Project Loan Documents, the SAIL Loan Documents, the THA Loan Documents, the HOME Loan Documents, the SunTrust Loan Documents, and the Other Documents, as applicable, and that execution and delivery of such documents in their respective names by Jerome D. Ryans, as President and/or Secretary of THADC; Leroy Moore, as Vice-President of THADC; Susi Begazo-McGourty, as Treasurer of THADC; or any such other officer of THADC as may be elected in accordance with the Amended and Restated Bylaws of THADC, as amended from time to time (each an “Officer” and collectively, the “Officers”), are hereby approved, ratified, and confirmed; and it is further

RESOLVED that action by the Officers and any person or persons designated and authorized so to act by any such respective Officer, to do and perform, or cause to be done and performed, in the name and on behalf of THADC, the General Partner or the Partnership, as applicable, 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 THADC, the General Partner or the Partnership, 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 (including any past action) is hereby approved, ratified, and confirmed; and it is further

RESOLVED that the execution and delivery by any authorized Officer of any of the aforesaid agreements, documents, and instruments authorized in the foregoing resolutions and the

taking by any Officer of any acts in any way related to the transactions contemplated by the foregoing resolutions, and such other agreements, documents, and instruments shall be conclusive evidence of such Officer's approval thereof and of such Officer's authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of THADC, the General Partner or the Partnership, as applicable; and it is further

RESOLVED that the Class B Limited Partner, the Investor Limited Partner, the Special Limited Partner, Bank of America, N.A., a national banking association, Florida Housing, THA, the City, and SunTrust, and their respective successors and assigns are hereby authorized to rely upon these resolutions, and upon any certificate of any Officer with respect thereto until receipt of actual written notice of the revocation thereof, and may conclusively presume that the persons designated as Officers in any certificates signed by any Officer continue to hold office until actual receipt of a certificate from the President of THADC to the contrary.

CERTIFICATE OF COMPLIANCE

This is to certify that the THADC's Board of Directors has approved and adopted this Resolution 2019-0026 dated November 20, 2019.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, Secretary

Resolution

2019-0027-THADC

M E M O R A N D U M

Date: November 13, 2019

To: Board of Directors

Through: Jerome D. Ryans, President/CEO

From: Leroy Moore, Senior Vice-President/COO

Subject: **Resolution 2019-0027 THADC
RESOLUTIONS APPROVING THE BOULEVARD TOWER 3 EQUITY,
CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

This Resolution is necessary to authorize the President of Tampa Housing Authority Development Corporation (THADC) to finalize negotiations and execute any and all documents required for the financial closing of the Boulevard at West River Tower 3.

If you have any questions ahead of the scheduled Board Meeting please don't hesitate to call Leroy Moore, at 813/341-9101 ext. 3690.

TAMPA HOUSING AUTHORITY DEVELOPMENT CORP.

RESOLUTION 2019-0027 THADC

**RESOLUTIONS APPROVING THE BOULEVARD TOWER 3
EQUITY, CONSTRUCTION LOANS, AND RENTAL ASSISTANCE
DEMONSTRATION CLOSINGS**

RESOLVED that the actions of Tampa Housing Authority Development Corp., a Florida not for profit (“THADC”), in forming and serving as the sole member and manager of THA T3B, LLC, a Florida limited liability company (the “General Partner”), which is the sole general partner of WRDG T3B, LP, a Florida limited partnership (the “Partnership”), which is the owner of Boulevard Tower 3 (the “Development”), and entering into the Operating Agreement of the General Partner and the General Partner entering into the Limited Partnership Agreement of the Partnership, are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the equity closing and with respect to the admission to the Partnership of RUDG West River T3B, LLC, a Florida limited liability company, as Class B Limited Partner (the “Class B Limited Partner”); Bank of America, N.A., a national banking association, as Investor Limited Partner (the “Investor Limited Partner”); Banc of America CDC Special Holding Company, Inc., a North Carolina corporation, as Special Limited Partner (the “Special Limited Partner”); and in substantial accordance with the terms of the Amended and Restated Agreement of Limited Partnership, the Development Agreement, the Right of First Refusal Agreement, the Purchase Option Agreement, the Memorandum of Right of First Refusal Agreement and Purchase Option Agreement, the Guaranty Agreement (THA), the Partnership Management Agreement, the General Partner Closing Certificate, and such other documents as contemplated thereby (collectively, the “Equity Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the BANK OF AMERICA, N.A., a national banking association (“BOA”) mortgage construction loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Intercreditor Agreement; the Construction Loan Agreement; the Promissory Note; the Mortgage, Assignment of Rents, Security Agreement and Fixture Filing; the Guaranty Agreement; the Environmental Indemnity Agreement; the Assignment of Management Agreement and Subordination of Management Agreement and Fees; the Investor Equity Assignment and Security Agreement; the Collateral Assignment and Pledge of General Partner Interests and Security Agreement; the Collateral Assignment and Pledge of Developer Fees and Security Agreement; the Assignment of Contracts; the Contractor’s Consent and Agreement; the Architect’s Consent, Agreement and Certificate; the Engineer’s Consent, Agreement and Certificate; the Assignment of Housing Assistance Payments Agreement; the Consent to Assignment of HAP Contract as Security for Financing; the Insurance Anti-Coercion Statement for Real or Personal Property; the Budget Certification; the General Partner’s Affidavit; the Subordination Agreement (THA); the Subordination Agreement (HOME); and such other documents as contemplated thereby (collectively, the “Construction Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the Housing Authority of the City of Tampa, Florida (“THA”) mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Mortgage Note (THA RAP), the Authority Mortgage, the Assignment of Leases, and such other documents as contemplated thereby (collectively, the “THA Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the City of Tampa, a municipal corporation organized and existing under the laws of the State of Florida (the “City”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the HOME Funds Agreement; the Promissory Note; the HOME Funds Mortgage; and such other documents as contemplated thereby (collectively, the “HOME Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that the forms, terms, and provisions of the documents in connection with the SunTrust Bank, a Georgia banking corporation (“SunTrust”), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Delivery Assurance Note; the Subordinate Delivery Assurance Multifamily Mortgage, and Security Agreement; the Commitment Fee Note; the Guaranty; and such other documents as contemplated thereby (collectively, the “SunTrust Loan Documents”), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED that, also in connection with the Development, the Contract for Purchase and Sale of Real Property and any amendments thereto, the Assignment, the Easement Agreement, the Contribution and Indemnity Agreement, the Special Warranty Deed, the Property Management Agreement, the Rental Conversion Commitment and any amendments thereto, the Rental Assistance Demonstration Use Agreement, the PBV Housing Assistance Payments Contract, the Partial Release of Property from Declarations of Trust, the Certification and Assurances, the Consolidated Owner Certification, the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 3 / BOA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 3 / THA], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 3 / City], the Agreement to Subordinate to Rental Assistance Demonstration Use Agreement [Boulevard Tower 3 / SunTrust], the Certification of PHA, the Certification of Project Owner, the Certificate of WRDG T3B, LP, the Certificate of WRDG T3B, LLC, the Certificate of Tampa Housing Authority Development Corp., the Certificate of Housing Authority of the City of Tampa, Florida, and any and all other security agreements, guaranties, indemnities, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications in connection with the transactions referenced herein (collectively, the “Other Documents”), are hereby in each and every respect approved, ratified, and confirmed; and it is further

RESOLVED that THADC and the General Partner are hereby authorized to enter into the Equity Documents, the Construction Loan Documents, the THA Loan Documents, the HOME Loan Documents, the SunTrust Loan Documents, and the Other Documents, as applicable, and that execution and delivery of such documents in their respective names by Jerome D. Ryans, as President and/or Secretary of THADC; Leroy Moore, as Vice-President of THADC; Susi Begazo-McGourty, as Treasurer of THADC; or any such other officer of THADC as may be elected in accordance with the Amended and Restated Bylaws of THADC, as amended from time to time (each an “Officer” and collectively, the “Officers”), are hereby approved, ratified, and confirmed; and it is further

RESOLVED that action by the Officers and any person or persons designated and authorized so to act by any such respective Officer, to do and perform, or cause to be done and performed, in the name and on behalf of THADC, the General Partner or the Partnership, as applicable, 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 THADC, the General Partner or the Partnership, 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 (including any past action) is hereby approved, ratified, and confirmed; and it is further

RESOLVED that the execution and delivery by any authorized Officer of any of the aforesaid agreements, documents, and instruments authorized in the foregoing resolutions and the taking by any Officer of any acts in any way related to the transactions contemplated by the foregoing resolutions, and such other agreements, documents, and instruments shall be conclusive evidence of such Officer’s approval thereof and of such Officer’s authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of THADC, the General Partner or the Partnership, as applicable; and it is further

RESOLVED that the Class B Limited Partner, the Investor Limited Partner, the Special Limited Partner, BOA, THA, the City, and SunTrust, and their respective successors and assigns are hereby authorized to rely upon these resolutions, and upon any certificate of any Officer with respect thereto until receipt of actual written notice of the revocation thereof, and may conclusively presume that the persons designated as Officers in any certificates signed by any Officer continue to hold office until actual receipt of a certificate from the President of THADC to the contrary.

CERTIFICATE OF COMPLIANCE

This is to certify that the THADC’s Board of Directors has approved and adopted this Resolution 2019-0027 dated November 20, 2019.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, Secretary