

HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY

10400 Detrick Avenue
Kensington, Maryland 20895
(240) 627-9425

Minutes

June 14, 2023

The monthly meeting of the Housing Opportunities Commission of Montgomery County was conducted via a hybrid platform (with some participating in-person and some participating online/via teleconference) on Wednesday, June 14, 2023, with moderator functions occurring at 10400 Detrick Avenue, Kensington, Maryland beginning at 4:05 p.m. Those in attendance were:

Present

Roy Priest, Chair
Frances Kelleher, Vice Chair
Jeffrey Merkowitz
Rick Nelson
Jackie Simon
Linda Croom

Absent

Pamela Byrd

Also Attending

Chelsea Andrews, Executive Director
Kayrine Brown, Deputy Executive Director
Paulette Dudley
Sean Asberry
Richard Congo
Monte Stanford
Eugenia Pascual
Deanna Wharwood

Aisha Memon, General Counsel
Paige Gentry, Deputy General Counsel
Zachary Marks
Terri Fowler
Jennifer Hines Washington
Timothy Goetzinger
Jeremiah Battle
Nilou Razeghi

Also attending via Zoom

Sewavi Prince Agbodjan
John Broullire

Matt Husman
Darcel Cox

IT Support

Irma Rodriquez
Aries "AJ" Cruz

Commission Support

Jocelyn Koon, Senior Executive Assistant

Chair Priest opened the meeting with the introduction of the Commission.

I. **Information Exchange**

Community Forum

- Al Carr addressed the Board with his concerns regarding spending transparency and suggested that HOC update its procurement website more frequently. Mr. Carr also offered to collaborate on the topic of utilities.
- Chair Priest thanked Al Carr and mentioned HOC would follow up on both items.

Executive Director's Report

- Chelsea Andrews, Executive Director, provided a presentation of the written report. Ms. Andrews also shared updates regarding HOC activities and spotlights for the month of April May 2023.

Commissioner Exchange

- The Commission expressed gratitude for the successes mentioned in the ED Report and offered congratulations to the staff.
- Commissioner Merkowitz complimented staff on great work.
- Commissioner Kelleher commented on the success of the feedback groups and how encouraging it is to witness.
- Chair Priest wished all fathers a Happy Father's Day.
- Commissioner Simon commented on the Father's Day Initiative at Wheaton Park and expressed gratitude to the eighty agencies that support our residents who gave up their Saturday to distribute information on their programs. It was a phenomenal benefit.
- Chair Priest spoke on Commissioner Simon's final meeting as a Commissioner at the Housing Opportunity Commission and mentioned we will honor Jackie with a celebration.
- The Commission collectively gave thanks to Commissioner Simon for all of her accomplishments during her tenure at HOC.

Approval of Minutes – The minutes were approved as submitted with a motion by Chair Priest and seconded by Commissioner Kelleher. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

- A. **Approval of Minutes of May 3, 223**
- B. **Approval of Minutes of May 3, 2023 Closed Session**

II. **CONSENT**

A. Approval of 2023 Tony S. Davis Scholarship Award Winners

Chair Priest introduced the Consent Item and asked for a motion to approve. The following resolution was adopted upon a motion by Commissioner Kelleher and seconded by Commissioner Simon. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION NO.: 23-32

RE: Approval of 2023 Tony S. Davis Memorial Scholarship Award Winners

WHEREAS, in recognition of the many accomplishments and extensive community volunteer work performed by Tony Davis, a former Housing Opportunities Commission of Montgomery County (“HOC”) employee who was tragically killed in 2000, HOC established the Tony S. Davis Memorial Scholarship Awards Program (the “Scholarship Program”) in his memory; and

WHEREAS, since its inception, the Scholarship Program has annually provided scholarship awards to high school seniors who are residents of or participants in HOC’s affordable housing programs and who also demonstrate excellent academic achievement and school attendance, participate in extracurricular and community activities, and have been accepted by a college or university; and

WHEREAS, the selection group considered academic records, recommendations from school personnel and HOC staff, personal essays written by the applicants, pandemic resilience, school and community activities, and college acceptance information; and

WHEREAS, the selection group recommends three (3) outstanding candidates, Yasin Ibrahim, Siloe-Noah Ngoula Selebangué and Aviance Wall for \$5,000 Tony S. Davis Scholarship Program awards; and

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County affirms the recommendation of the Tony S. Davis Scholarship Awards Selection Panel for Yasin Ibrahim, Siloe-Noah Ngoula Selebangué and Aviance Wall to each receive a \$5,000 scholarship award.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at an open meeting conducted on June 14, 2023.

B. Approval to Appoint Commissioners to the Board of Directors of Various Development Corporations

Chair Priest introduced the Consent Item and asked for a motion to approve. The following resolution was adopted upon a motion by Commissioner Merkowitz and seconded by Commissioner Kelleher. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION No.: 23-33

RE: Approval to Appoint Commissioners to the Board of Directors of Various Development Corporations

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC” or the “Commission”) owns various properties through wholly-controlled corporate instrumentalities, including: Alexander House Development Corporation, Barclay Apartments Development Corporation, Brookside Glen Apartments Development Corporation, Diamond Square Development Corporation, Glenmont Crossing Development Corporation, Glenmont Westerly Development Corporation, Magruder’s Discovery Development Corporation, The Metropolitan Development Corporation, Montgomery Arms Development Corporation, Oaks at Four Corners Development Corporation, Paddington Square Development Corporation, Pooks Hill Development Corporation, Rad 6 Development Corporation, Scattered Site One Development Corporation, Scattered Site Two Development Corporation, Sligo Hills Development Corporation, TPM Development Corporation,

VPC One Corporation, VPC Two Corporation, and Wheaton Metro Development Corporation (together, the “Corporations”);

WHEREAS, the Bylaws of the Corporations provide that the Board of Directors of the Corporations shall be selected annually by HOC;

WHEREAS, the Commission desires to appoint Roy O. Priest, Fran Kelleher, Richard Y. Nelson, Pamela Byrd, Linda Croom, Jackie Simon, and Jeffrey Merkowitz (each an “Appointee”) to the Board of Directors of the Corporations;

WHEREAS, when an Appointee is no longer an HOC Commissioner (through death, resignation, or otherwise), such Appointee shall be automatically removed from the Board of Directors of the Corporations; and

WHEREAS, in the event a successor Commissioner is appointed to HOC, such Commissioner shall automatically be appointed to the Board of Directors of the Corporations.

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County appoints Roy O. Priest, Fran Kelleher, Richard Y. Nelson, Pamela Byrd, Linda Croom, Jackie Simon, and Jeffrey Merkowitz to the Board of Directors of the Corporations.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County that when an Appointee is no longer an HOC Commissioner (through death, resignation, or otherwise), such Appointee shall be automatically removed from the Board of Directors of the Corporations, and in the event a successor Commissioner is appointed to HOC, such Commissioner shall automatically be appointed to the Board of Directors of the Corporations.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County that the Executive Director, or their designee, is authorized to take any and all other actions necessary and proper to carry out the actions contemplated herein, including the execution of any documents related thereto.

I HEREBY CERTIFY that the foregoing resolution was duly adopted by the Housing Opportunities Commission of Montgomery County at a regular open meeting conducted on June 14, 2023

III. **COMMITTEE REPORTS AND RECOMMENDATIONS FOR ACTION**

A. Budget, Finance and Audit Committee- Com. Nelson, Chair

1. Fiscal year 2023 (FY’23 Third Quarter Budget to Actual Statements: Acceptance of Third Quarter FY’23 Budget to Actual Statements)

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Terri Fowler, Budget Officer who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Kelleher. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

Resolution No. 23-34:

**Re: Acceptance of the Third
Quarter FY'23 Budget to Actual
Statements**

WHEREAS, the Budget Policy for the Housing Opportunities Commission of Montgomery County (“HOC” or “Commission”) states that quarterly budget to actual statements will be reviewed by the Commission; and

WHEREAS, the Commission reviewed the Third Quarter FY’23 Budget to Actual Statements during its June 14, 2023 meeting.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that it hereby accepts the Third Quarter FY’23 Budget to Actual Statements.

I HEREBY CERTIFY that the forgoing resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular meeting conducted on June 14, 2023.

2. Uncollectible Tenant Accounts Receivable: Authorization to Write off Uncollectible Tenant Accounts Receivable (January 1, 2023-March 31, 2023)

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Nilou Razeghi, Accounting Manager, who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Merkowitz. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION NO. 23-35

**RE: Authorization to Write-Off Uncollectible
Tenant Accounts Receivable**

WHEREAS, the current policy of the Housing Opportunities Commission of Montgomery County (“HOC”) is (i) to provide for an allowance for tenant accounts receivable balances that are delinquent for more than ninety (90) days; and (ii) to propose the write-off of former tenant balances; and

WHEREAS, staff periodically proposes the write-off of uncollected former tenant balances, which updates the financial records to accurately reflect the receivables and the potential for collection; and

WHEREAS, the proposed write-off of former tenant accounts receivable balances for the period of January 1, 2023 – March 31, 2023 is \$76,237, which is all attributable to former tenants within HOC’s Opportunity Housing properties, Supportive Housing properties, and LIHTC/RAD properties.

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County authorizes and directs the Executive Director, or her designee, without further action on its part, to take any and all actions necessary and proper to write off \$76,237 in uncollectible

accounts receivable related to (i) tenant balances that are delinquent for more than ninety (90) days, and (ii) former tenant balances, including the execution of any and all documents related thereto.

I HEREBY CERTIFY that the forgoing resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular open meeting conducted on June 14, 2023.

3. Calendar Year 2022 Audits. Acceptance of Calendar Year 2022 Low Income Tax Credit Partnership and Limited Liability Company Audits

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Eugenia Pascual, Controller, who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Merkowitz. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION No.: 23-36

**RE: Acceptance of Calendar Year 2022
Low Income Housing Tax Credit
Partnerships and Limited Liability
Company Audits**

WHEREAS, the Housing Opportunities Commission of Montgomery County (“Commission”), or its wholly-owned and controlled affiliate, is the managing general partner in certain Low Income Housing Tax Credit partnerships, including: 900 Thayer Limited Partnership, 4913 Hampden Lane Limited Partnership, Alexander House Limited Partnership, Arcola Towers RAD Limited Partnership, Bauer Park Apartments LP, Forest Oak Towers Limited Partnership, Greenhills Apartments Limited Partnership, Spring Garden One Associates Limited Partnership, Tanglewood and Sligo Limited Partnership, Waverly House RAD Limited Partnership and Wheaton Metro Limited Partnership (together, the “Tax Credit Partnerships”);

WHEREAS, the Commission is the ultimate managing member of CCL Multifamily LLC, HOC at Westside Shady Grove, LLC, HOC at Georgian Court, LLC, HOC at Shady Grove, LLC, HOC at Stewarttown Homes, LLC, HOC at the Upton II, LLC, and HOC at Willow Manor, LLC (together, the Tax Credit LLCs”);

WHEREAS, the calendar year annual audits for the Tax Credit Partnerships and the Tax Credit LLCs have been completed;

WHEREAS, a standard unqualified audit opinion was received from the respective independent certified public accounting firms performing the audits for all of the Tax Credit Partnerships; and

WHEREAS, a standard unqualified audit opinion was received from the respective independent certified public accounting firms performing the audits for the Tax Credit LLCs.

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County accepts the Calendar Year 2022 audits for the Tax Credit Partnerships and the Tax Credit LLCs.

I HEREBY CERTIFY that the forgoing resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular meeting conducted on June 14, 2023.

4. **Calendar Year 2023 (CY'23) Budget Amendment for The Leggett** (Elizabeth House III Limited Partnership): Commission Approval of CY'23 Budget Amendment for The Leggett (Elizabeth House III Limited Partnership)

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Terri Fowler, Budget Officer who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Croom. Affirmative votes were cast by Commissioners Priest, Merkwowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

Resolution No. 23-37

**Re: Approval of CY'23 Budget
Amendment for The Leggett (Elizabeth House III
Limited Partnership)**

WHEREAS, the Housing Opportunities Commission of Montgomery County ("HOC") began construction of The Leggett (the "Property") in FY 2020 using, among other sources, Low Income Housing Tax Credit (LIHTC) equity; and

WHEREAS, the Property is owned by Elizabeth House III Limited Partnership (the "Partnership"), and HOC is the sole member of EH III GP LLC ("Managing Member"), the Partnership's managing member;

WHEREAS, HOC's budget policy requires a budget be prepared and adopted for the Property;
and

WHEREAS, the CY'23 Budget Amendment for the Property will incorporate a budget for the period of January 1, 2023 through December 31, 2023.

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Managing Member, acting on behalf of itself and on behalf of the Partnership, hereby approves the CY'23 Budget Amendment for the Property.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular open meeting conducted on June 14, 2023.

5. **Calendar Year 2023 (CY'23) Budget Amendment for The Laureate (HOC at Westside Shady Grove, LLC)**: Commission Approval of CY'23 Budget Amendment for The Laureate (HOC at Westside Shady Grove, LLC)

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Terri Fowler, Budget Officer who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Kelleher. Affirmative votes were cast by Commissioners Priest, Merkwowitz, Kelleher,

Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

Resolution No. 23-38

**Re: Approval of CY'23 Budget
Amendment for The Laureate (HOC
at Westside Shady Grove, LLC)**

WHEREAS, the Housing Opportunities Commission of Montgomery County ("HOC") began construction of The Laureate (the "Property") in FY 2021; and

WHEREAS, the Property is owned by HOC at Westside Shady Grove, LLC ("Owner"), and HOC is the sole member of HOC MM Westside Shady Grove, LLC ("Managing Member"), the managing member of HOC EYA/BC Westside Shady Grove, LLC ("EYA/BC"), the Owner's sole member;

WHEREAS, HOC's budget policy requires a budget be prepared and adopted for the Property; and

WHEREAS, the CY'23 Budget Amendment for the Property will incorporate a budget for the period of January 1, 2023 through December 31, 2023.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Managing Member, acting on behalf of itself and on behalf of EYA/BC, acting on behalf of itself and on behalf of Owner, hereby approves the CY'23 Budget Amendment for the Property.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular open meeting conducted on June 14, 2023.

- 6. Procurement of Property Management Services:** Approval Additional Extension of Property Management Contracts Expiring June 30, 2023 for: Cider Mill Apartments, Fenton Silver Spring, Forest Oaks Towers, Georgian Court, Greenhill Apartments, Stewartown Homes, and Westwood Tower; and

Approval Additional Extension of Property Management Contracts Expiring September 30, 2023 for: Camp Hill Square, Pooks Hill Court, Residences on the Lane, Shady Grove Apartments, Spring Garden, and The Willows of Gaithersburg

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Ellen Goff, Acting Director of Property Management and Alex Torton, Asset Manager, who provided a detailed presentation.

The following resolution was adopted upon a motion by Commissioner Nelson and seconded by Commissioner Merkowitz. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION NO. 23-39

RE:

**Renewal of Property Management Contracts
for Alexander House LP, Cider Mill Apartments,
Fenton Silver Spring, Forest Oak Towers, Georgian
Court, Greenhills Apartments, MetroPointe LP,
Stewartown Homes, and Westwood Tower,**

Camp Hill Square, Pooks Hill Court, Residences on the Lane, Shady Grove Apartments, Spring Garden, and The Willows of Gaithersburg

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC”) is the sole member of Alexander House GP LLC, the general partner of Alexander House Apartments Limited Partnership (“Alexander House LP”), and Alexander House LP partly owns the development known as Alexander House located in Silver Spring, Maryland (“Alexander House”);

WHEREAS, HOC is the sole member of MVG II, LLC, the sole member of MV Gateway LLC (“MV Gateway”), and MV Gateway owns the development known as Cider Mill Apartments located in Montgomery Village, Maryland (“Cider Mill”);

WHEREAS, HOC is the sole member of 900 Thayer GP LLC, the general partner of 900 Thayer Limited Partnership (“900 Thayer LP”), and 900 Thayer LP owns the development known as Fenton Silver Spring located in Silver Spring, Maryland (“Fenton Silver Spring”);

WHEREAS, HOC is the general partner of Forest Oak Towers Limited Partnership (“Forest Oak LP”), and Forest Oak LP owns the development known as Forest Oak Towers located in Gaithersburg, Maryland (“Forest Oaks”);

WHEREAS, HOC is the sole member of HOC MM Georgian Court, LLC, the managing member of HOC at Georgian Court, LLC (“Georgian Court LLC”), and Georgian Court LLC owns the development known as Georgian Court located in Silver Spring, Maryland (“Georgian Court”);

WHEREAS, HOC is the sole member of Greenhills Apartments GP LLC, the general partner of Greenhills Apartments Limited Partnership (“Greenhills LP”), and Greenhills LP owns the development known as Greenhills Apartments located in Damascus, Maryland (“Greenhills”);

WHEREAS, HOC is the general partner of Wheaton Metro Limited Partnership (“Wheaton Metro LP”), and Wheaton Metro LP partly owns the development known as MetroPointe located in Wheaton, Maryland (“MetroPointe”);

WHEREAS, HOC is the sole member of HOC MM Stewartown Homes, LLC, the managing member of HOC at Stewartown Homes, LLC (“Stewartown Homes LLC”), and Stewartown Homes LLC owns the development known as Stewartown Homes located in Gaithersburg, Maryland (“Stewartown Homes”);

WHEREAS, HOC owns the development known as Westwood Towers located in Bethesda, Maryland (“Westwood Towers”);

WHEREAS, HOC owns the development known as Camp Hill Square in Gaithersburg, Maryland (“Camp Hill Square”);

WHEREAS, HOC owns the development known as Pooks Hill Court in Bethesda, Maryland (“Pooks Hill Court”);

WHEREAS, HOC is the managing member of HOC MM Upton II, LLC, the managing member of HOC at the Upton II, LLC (“HOC at Upton II LLC”), and HOC at Upton II LLC owns the development known as Residences on the Lane located in Rockville, Maryland (“Residences on The Lane”);

WHEREAS, is the sole member of HOC MM Shady Grove, LLC, the managing member of HOC at Shady Grove, LLC (“Shady Grove LLC”), and HOC at Shady Grove LLC owns the development known as Shady Grove Apartments in Derwood, Maryland (“Shady Grove Apartments”); 25 of 224

WHEREAS, HOC is the general partner of Spring Garden One Associates Limited Partnership (“Spring Garden LP”), and Spring Garden LP owns the development known as Spring Garden One Associates Limited Partnership located in Silver Spring, Maryland (“Spring Garden”);

WHEREAS, HOC is the general partner of The Willows of Gaithersburg Associates Limited Partnership (“The Willows LP”), and The Willows LP owns the development known as The Willows (“The Willows”)

WHEREAS, staff desires to extend the current property management contract at Cider Mill until December 31, 2023 with Grady Management;

WHEREAS, staff desires to extend the current property management contracts at Alexander House, Georgian Court, and Stewartown Homes until December 31, 2023 with Edgewood Management Corporation;

WHEREAS, staff desires to extend the current property management contract MetroPointe until December 31, 2023 with Bozzuto Management Company;

WHEREAS, staff desires to extend the current property management contract at Forest Oaks until December 31, 2024 with Habitat America;

WHEREAS, staff desires to extend the current property management contracts at Greenhills and Westwood Tower until December 31, 2024 with CAPREIT;

WHEREAS, staff desires to extend the current property management contract at Fenton Silver Spring until February 28, 2024 with Edgewood Management Corporation; and

WHEREAS, staff desires to extend the current property management contracts at Camp Hill Square, Pooks Hill Court, Residences on the Lane, Shady Grove Apartments, Spring Garden, and The Willows until March 31, 2024 with Edgewood Management Corporation.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and as the sole member of Alexander House GP LLC, acting on behalf of itself and as the general partner of Alexander House LP, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Alexander House with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and as the sole member MVG II, LLC, acting for itself and on behalf of MV Gateway, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Cider Mill with Grady Management.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and as the sole member of 900 Thayer GP LLC, acting on behalf of itself and as the general partner of 900 Thayer LP, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Fenton Silver Spring with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Forest Oak LP, as its general partner, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Forest Oaks with Habitat America.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and as the sole member of HOC MM Georgian Court, LLC, acting on behalf of itself and on behalf of Georgian Court LLC, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Georgian Court with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Greenhills LP, as its general partner, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Greenhills with CAPREIT.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Wheaton Metro LP, as its general partner, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at MetroPointe with Bozzuto Management.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of HOC MM Stewartown Homes, LLC, acting on behalf of itself and on behalf of Stewartown Homes, LLC, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Stewartown Homes with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Westwood Tower with CAPREIT.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Camp Hill Square with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Pooks Hill Court with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of HOC MM Upton II, LLC, acting on behalf of itself and on behalf of HOC at Upton II LLC, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Residences on the Lane with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of HOC MM Shady Grove, LLC, acting on behalf of itself and on behalf of Shady Grove LLC, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Shady Grove Apartments with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of Spring Garden LP, as its general partner, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at Spring Garden with Edgewood Management Corporation.

BE IT FURTHER RESOLVED by the Housing Opportunities Commission of Montgomery County, acting for itself and on behalf of The Willows LP, as its general partner, that the Executive Director of HOC, or their designee, is hereby authorized and directed to execute an extension of the property management contract at The Willows with Edgewood Management Corporation.

I HEREBY CERTIFY that the foregoing resolution was adopted by the Housing Opportunities Commission of Montgomery County at an open meeting conducted on June 14, 2023.

7. Adoption of the Fiscal Year 2024 Budget

Commissioner Nelson gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Tim Goetzinger, Chief Development Funds Officer and Acting Chief Financial Officer, and Terri Fowler, Budget Officer who provided a detailed presentation.

The following resolutions were adopted upon a motion by Commissioner Nelson and seconded by Commissioner Kelleher. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION NO. 23-40^A

RE: Adoption of the FY'24 Budget, Bond Draw
Downs and Transfers

WHEREAS, the Housing Opportunities Commission of Montgomery County (the "Commission" or "Agency") is required to adopt a budget based on the current chart of accounts in use before July 1, 2023; and

WHEREAS, the Commission is required to approve the transfer of equity between Agency funds.

NOW, THEREFORE, BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County that it hereby adopts a total Operating Budget for FY'24 of \$339.3 million by fund as attached.

BE IT FURTHER RESOLVED that the Housing Opportunities Commission of Montgomery County approves the drawdown of bond funds for the Operating Budget as follows:

- \$2,568,761 from the 1996 Multifamily Housing Development Bond ("MHDB") Indenture; and
- \$1,644,894 from the 1979 Single Family Mortgage Revenue Bond ("MRB") Indenture.

BE IT FURTHER RESOLVED that the Housing Opportunities Commission of Montgomery County approves the following transfers between funds in order to balance the Operating Budget:

- Up to \$2,965,343 for FY'24 from the combined cash flow from the Opportunity Housing properties in the Opportunity Housing Fund to the General Fund.

BE IT FURTHER RESOLVED that the Housing Opportunities Commission of Montgomery County hereby adopts a Capital Budget for FY'24 of \$255.2 million as attached.

I **HEREBY CERTIFY** that the foregoing resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular meeting conducted on June 14, 2023.

RESOLUTION NO. 23-40 B

RE: Reimbursement Resolution

A RESOLUTION OF THE HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY (THE "COMMISSION") DECLARING ITS OFFICIAL INTENT TO REIMBURSE ITSELF WITH THE PROCEEDS OF A FUTURE TAX-EXEMPT BORROWING FOR CERTAIN CAPITAL EXPENDITURES TO BE UNDERTAKEN BY THE COMMISSION; IDENTIFYING SAID CAPITAL EXPENDITURES AND THE FUNDS TO BE USED FOR SUCH PAYMENT; AND PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Housing Opportunities Commission of Montgomery County (the "Commission"), a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law, and authorized thereby to effectuate the purpose of providing affordable housing, including providing for the acquisition, construction, rehabilitation and/or permanent financing or refinancing (or a plan of financing) of the multifamily rental housing properties which provide a public purpose; and

WHEREAS, the Commission has determined that it is in the best interest of the Commission to make certain capital expenditures on the projects named in this Resolution; and

WHEREAS, the Commission currently intends and reasonably expects to participate in tax-exempt borrowings to finance such capital expenditures in an amount not to exceed

\$260,000,000, all or a portion of which may reimburse the Commission for the portion of such capital expenditures incurred or to be incurred subsequent to the date which is 60 days prior to the date hereof but before such borrowing, and the proceeds of such tax-exempt borrowing will be allocated to reimburse the Commission's expenditures within 18 months of the later of the date of such capital expenditures or the date that *each of* the Projects (as hereinafter defined) is placed in service (but in no event more than three years after the date of the original expenditure of such moneys); and

WHEREAS, the Commission hereby desires to declare its official intent, pursuant to Treasury Regulation §1.150-2, to reimburse the Commission for such capital expenditures with the proceeds of the Commission's future tax-exempt borrowing for such projects named in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSION THAT:

Section 1. ***Declaration of Official Intent.*** The Commission presently intends and reasonably expects to finance certain Commission facilities and property improvements to the properties as described in the Commission's FY 24 Capital Budget attached, including **Alexander House, Avondale Apartments, The Barclay Apartments, Bauer Park Apartments, Battery Crossing, Brooke Park, Brookside Glen, Camp Hill Square Apartments, CDBG-NSP-NCI, Chelsea Towers, Cider Mill Apartments, Dale Drive, Day Care at Lost Knife Road, Deeply Affordable Unit Renovation, Diamond Square Apartments, Elizabeth House III (newly named The Leggett), Fairfax Court, Georgian Court Apartments, Glenmont Crossing, Glenmont Westerly, Hillandale Gateway – Senior, Hillandale Gateway – Multifamily/Retail, Holiday Park, Jubilee Falling Creek, Jubilee Hermitage, Jubilee Horizon Court, Jubilee Woodedge, King Farm Village Center, Magruder's Discovery, Manchester Manor, McHome, McKendree, MetroPointe, The Metropolitan, Montgomery Arms, MHLP VII, MHLP VIII, MHLP IX-Pond Ridge, MHLP IX-Scattered, MHLP X, MPDU 2007 Phase II, MPDU I, MPDU II (TPM), MPDU III (Sligo), The Oaks at Four Corners, Paddington Square, Paint Branch, Pomander Court, Pooks Hill High-Rise, Pooks Hill Mid-Rise, RAD 6 Properties (Ken Gar, Parkway Wood, Sandy Spring Meadow, Seneca Ridge, Towne Centre Place, and Washington Square), Scattered Site One, Scattered Site Two, Shady Grove Apartments, Southbridge, State Rental Combined, Strathmore Court, Stewartown Homes, Timberlawn Crescent, Upton II (newly named Residences on The Lane), ~~VPC One~~, **VPC One, VPC Two, West Side Shady Grove** (newly named The Laureate), Westwood Tower, Willow Manor Properties Resyndication, and The Willows and capital improvements to the Commission's administrative offices**

and information technology (collectively, the “Projects”) with moneys currently contained in its Operating Reserve Account, Replacement Reserve Account and General Fund Property Reserve Account for these Projects and from its operating cash.

Section 2. **Dates of Capital Expenditures.** All of the capital expenditures covered by this Resolution which may be reimbursed with proceeds of tax-exempt borrowings were made not earlier than 60 days prior to the date of this Resolution except preliminary expenditures related to the Projects as defined in Treasury Regulation Section 1.150-2(f)(2) (e.g. architect’s fees, engineering fees, costs of soil testing and surveying).

Section 3. **Issuance of Bonds or Notes.** The Commission presently intends and reasonably expects to participate in tax-exempt borrowings of which proceeds in an amount not to exceed \$260,000,000 **will be applied** to reimburse the Commission for its expenditures in connection with the Projects.

Section 4. **Confirmation of Prior Acts.** All prior acts and doings of the officials, agents and employees of the Commission which are in conformity with the purpose and intent of this Resolution, and in furtherance of the Projects, shall be and the same hereby are in all respects ratified, approved and confirmed.

Section 5. **Repeal of Inconsistent Resolutions.** All other resolutions (other than prior reimbursement resolutions adopted by the Commission for the same Projects included herein) of the Commission, or parts of resolutions, inconsistent with this Resolution are hereby repealed to the extent of such inconsistency.

Section 6. **Effective Date of Resolution.** This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED at a regular meeting held this 14th day of June.

B. Development & Finance Committee- Com. Simon, Chair

1. **Scattered Sites Financing:** Approval to Accept the Refinancing Plan Authorization of the Issuance of the Commission’s Multiple Purpose Bonds to Refinance Various Scattered Site Developments. And Selection of Jeffries LLC as Senior Manager.

Commissioner Simon gave an introduction and opened the floor to the Executive Director, Chelsea Andrews, who introduced Monte Stanford, Director of Mortgage Finance, and Jeremiah Battle, Senior Multifamily Underwriter, who provided a detailed presentation.

The following resolutions were adopted upon a motion by Commissioner Simon and seconded by Commissioner Merkowitz. Affirmative votes were cast by Commissioners Priest, Merkowitz, Kelleher, Nelson, Croom and Simon. Commissioner Byrd was necessarily absent and did not participate in the vote.

RESOLUTION: 23-41A

Re: Authorization of the Issuance of the
Commission's Multiple Purpose Bonds to
Refinance Various Scattered Site
Developments

A RESOLUTION OF THE HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE TAX-EXEMPT AND/OR TAXABLE SERIES OF MULTIPLE PURPOSE BONDS 2023 SERIES A, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$61,000,000 (THE "BONDS"); AUTHORIZING THE PREPARATION, EXECUTION AND DELIVERY OF A SUPPLEMENTAL INDENTURE, CERTAIN TAX-RELATED DOCUMENTS, A DISCLOSURE AGREEMENT AND ANY AND ALL OTHER RELATED DOCUMENTS; APPROVING THE PREPARATION, EXECUTION AND DISTRIBUTION OF PRELIMINARY AND FINAL OFFERING DOCUMENTS RELATING TO THE BONDS; AUTHORIZING THE EXECUTION OF ANY OTHER DOCUMENTS NECESSARY FOR THE ISSUANCE OF THE BONDS AND THE ACCOMPLISHMENT OF THE FINANCING PLAN DESCRIBED HEREIN; AUTHORIZING THE CHAIRMAN, VICE CHAIRMAN OR CHAIRMAN PRO TEM AND EXECUTIVE DIRECTOR OR OTHER AUTHORIZED REPRESENTATIVE TO PROCEED WITH THE SALE OF THE BONDS TO JEFFERIES LLC, AS SENIOR MANAGING UNDERWRITER, AND/OR TO ANY OTHER UNDERWRITERS OR TO ANY OTHER INITIAL PURCHASERS AND TO EXECUTE AND DELIVER A CONTRACT OF PURCHASE IN CONNECTION WITH SUCH SALE; AUTHORIZING THE EXECUTIVE DIRECTOR OR OTHER AUTHORIZED REPRESENTATIVE TO ESTABLISH THE TERMS OF THE BONDS AND TO MAKE ONGOING DETERMINATIONS RELATING THERETO; APPOINTING THE FINANCIAL ADVISOR AND BOND COUNSEL FOR THE BONDS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Housing Opportunities Commission of Montgomery County (the "Commission") is a public body corporate and politic duly organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland, as amended, known as the Housing Authorities Law (the "Act"), and authorized thereby to issue its notes and bonds from time to time to fulfill its corporate purposes; and

WHEREAS, the Act declares that there exists within Montgomery County (the "County") a critical shortage of decent, safe and sanitary dwelling accommodations available to rent, which "persons of eligible income" (within the meaning of the Act) can afford; and

WHEREAS, the Act empowers the Commission to make mortgage loans to qualified sponsors to provide for the construction, rehabilitation, equipping, and long-term financing of multifamily residential housing units in the County for occupancy by persons of eligible income and to perform any other duties that the Commission considers necessary in carrying out the purposes of the Act; and

WHEREAS, the Commission, in furtherance of the purposes of the Act, has established a program (the "Program") to provide for the financing of mortgage loans through the issuance of its multifamily housing bonds; and

WHEREAS, pursuant to the Act and the Program, the Commission authorized the issuance of its Multiple Purpose Bonds (the "Bonds") pursuant to the Multiple Purpose Indenture of Trust (the "Multiple Purpose Indenture"), dated as of April 1, 2002, by and between the Commission and The Bank of New York Trust Company, N.A. (formerly, SunTrust Bank), as trustee (the "Trustee") and

one or more supplemental indentures (each, a “Supplemental Indenture,” and collectively with the Multiple Purpose Indenture, the “Indenture”); and

WHEREAS, the Commission desires to issue its Multiple Purpose Bonds 2023 Series A (the “Bonds”), in one or more taxable and/or tax-exempt series, for the purpose of (a) financing permanent mortgage loans (each, a “Permanent Mortgage Loan”) to (i) refinance existing indebtedness of (A) VPC One Corporation and VPC Two Corporation (“VPC1&2 Corporations”), owners of the VPC1 & VPC2 development (“VPC1&2”), (B) Scattered Sites Two Development Corporation, owner of the Scattered Sites 2 development (“Scattered Sites 2”), and (C) Montgomery Homes LP (collectively with VPC1&2 Corporations and Scattered Sites Two Development Corporation, the “Borrowers”), owner of MHLP X (together with VPC1&2 and Scattered Sites 2, the “2023 Scattered Site Developments”), (ii) reimburse or finance capital expenditures, as applicable, for the 2023 Scattered Site Developments and (iii) finance related transaction costs and (b) paying certain costs of issuing the Bonds (collectively, the “Financing Plan”); and

WHEREAS, the Commission wholly owns, directly or indirectly, and controls each of the Borrowers; and

WHEREAS, the Commission has determined to pledge as security for the Bonds the full faith and credit of the Commission, payable from any of the Commission’s revenues, assets or moneys, including, without limitation, available revenues, assets or moneys from the 2023 Scattered Site Developments, subject only to agreements made with holders of indebtedness of the Commission for the payment thereof or as may be restricted by applicable federal laws; and

WHEREAS, the Commission has determined that the issuance and sale of the Bonds and the application of the proceeds as described above will facilitate the financing of the 2023 Scattered Site Developments and will accomplish a valid public purpose of the Commission; and

WHEREAS, in connection with the issuance of the Bonds and the accomplishment of the Financing Plan, the Commission anticipates entering into various documents, including, but not limited to, one or more Supplemental Indentures, preliminary and final Offering Documents, a Disclosure Agreement, a Contract of Purchase, the Tax-Related Documents (as defined herein), certain loan and real estate security documents (the “Real Estate Documents”) and certain other documents relating to the Bonds and the Financing Plan (each such capitalized term not heretofore defined shall have the meaning as hereinafter set forth).

NOW, THEREFORE BE IT RESOLVED by the Housing Opportunities Commission of Montgomery County, as follows:

- **Bonds.** The Bonds are hereby authorized to be issued in an aggregate principal amount not to exceed \$61,000,000 to carry out the purposes of the Program as described above. Subject to the following sentence, the Bonds shall be separately designated “2023 Series A.” Notwithstanding the foregoing, the Executive Director is hereby authorized to approve, in consultation with the Financial Advisor and Bond Counsel to the Commission, such greater number of series of Bonds to be issued in connection with the Financing Plan and to determine the designations therefor. The Bonds are to be issued pursuant to the terms of the Indenture. The Bonds shall be general obligations of the Commission for which its full faith and credit are pledged, payable from any of the Commission’s revenues, assets or moneys, including, without limitation, available revenues, assets or moneys from the 2023 Scattered Site Developments, subject only to agreements made with holders of indebtedness of the Commission for the payment thereof or as may be restricted by applicable federal laws. The Bonds shall be issued as obligations the interest on which is excludable from gross income for federal income tax purposes (the “Tax Exempt Bonds”) and/or as obligations the interest on which is includable in gross income for federal income tax purposes, subject to the approval of the Executive Director, in consultation with the Financial Advisor and Bond Counsel to the Commission.

- **Approval of Financing Plan.** The Commission hereby approves the Financing Plan as described above pursuant to the terms and conditions set forth in the Indenture and such other documents approved hereby.

- **Supplemental Indenture.** The Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director of the Commission, or any authorized designee of the Executive Director, is hereby authorized and directed to execute and deliver the Supplemental Indenture in such form as shall be approved by such officer, the execution of such Supplemental Indenture being conclusive evidence of such approval and of the approval of the Commission, and the Secretary-Treasurer of the Commission, or any other authorized officer of the Commission (each, an “Authorized Officer”), is hereby authorized and directed to affix the seal of the Commission to the Supplemental Indenture and to attest the same.

- **Tax-Related Documents.** The Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director of the Commission is hereby authorized and directed to execute and deliver a Tax Regulatory Agreement and No Arbitrage Certificate and other documents relating to the Tax-Exempt Bonds (collectively, the “Tax-Related Documents”) restricting the application of the proceeds of the Tax-Exempt Bonds in such forms as shall be prepared by Bond Counsel and approved by the Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director, their execution of the Tax-Related Documents constituting conclusive evidence of such approval and of the approval of the Commission.

- **Disclosure Agreement.** The Commission hereby authorizes and approves the execution and delivery of a continuing disclosure agreement (the “Disclosure Agreement”) related to the Bonds, in such form as may be approved by the Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director of the Commission, the execution and delivery of the Disclosure Agreement constituting conclusive evidence of such approval of the Disclosure Agreement and of the approval of the Commission.

- (a) **Permanent Mortgage Loan; Real Estate Documents.** The Commission hereby authorizes and approves the financing of each Permanent Mortgage Loan with the proceeds of the Bonds. The Commission hereby further authorizes and approves the preparation, execution and delivery of any and all loan and real estate security documents (the “Real Estate Documents”) relating to the 2023 Scattered Site Developments and each Permanent Mortgage Loan, in its capacity as issuer of the Bonds and in its capacity as the owner, directly or indirectly, of each of the Borrowers.

- (b) **Offering Documents.** The Commission hereby authorizes and approves the preparation and distribution of one or more preliminary offering documents of the Commission and the preparation, execution and distribution of one or more final offering documents (collectively, the “Offering Documents”), each relating to the Bonds, in such forms as may be approved by the Chairman, the Vice Chairman, the Chairman Pro Tem or the Executive Director of the Commission, the execution and delivery of the Offering Documents constituting conclusive evidence of such approval of the Offering Documents and of the approval of the Commission.

- (c) **Sale of Bonds.** The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is authorized to proceed with the sale of the Bonds to Jefferies LLC, as senior managing underwriter, and/or such other underwriters as may be designated by the Commission, or to any other entity as shall be in the best interest of the Commission as determined by the Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission.

- (d) **Contract of Purchase.** The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is authorized to execute a contract

of purchase and/or any other form of purchase agreement (the "Contract of Purchase") in connection with the issuance, purchase and sale of the Bonds.

(e) **Terms; Ongoing Determinations.** The Executive Director or other Authorized Officer of the Commission, as the case may be, is hereby authorized, without further action of or authority from the Board of Commissioners to establish the dates, maturities, interest payment dates, denominations, terms of redemption, registration privileges, security and other terms, and to approve the interest rates on the Bonds, all of the foregoing to be specified in the related Supplemental Indenture. The Executive Director or other Authorized Officer of the Commission, as the case may be, is hereby authorized, without further action of or authority from the Board of Commissioners, to perform any act, to execute any documents, is hereby authorized, from time to time during the period the Bonds are outstanding, to make ongoing determinations, as may be required by the terms of the related Supplemental Indenture and any other financing documents relating to the Bonds, including, but not limited to, the giving and withholding of consents, the selection of certain providers and the refunding and redemption of the Bonds, and the Executive Director or other Authorized Officer of the Commission, as the case may be, is further authorized to execute any and all documents evidencing such determinations as may be deemed necessary and proper.

Other Action. The Chairman, the Vice Chairman, the Chairman Pro Tem, the Executive Director or other Authorized Officer of the Commission is hereby authorized and directed to execute and deliver any and all additional documents and instruments necessary or proper to be executed and delivered and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution relating to the issuance and sale of the Bonds and the accomplishment of the Financing Plan.

(b) **Appointment of Financial Advisor and Bond Counsel.** Caine Mitter & Associates Incorporated is hereby appointed as Financial Advisor to the Commission, and Kutak Rock LLP, Washington, D.C., is hereby appointed as Bond Counsel in connection with the issuance of the Bonds.

(c) **No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Bonds, the Supplemental Indenture, the Contract of Purchase, the Tax-Related Documents, the Offering Documents, the Disclosure Agreement, the Real Estate Documents or in any other agreement or document executed on behalf of the Commission shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of the Commission in his or her individual capacity, and no such Commissioner, officer, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

(d) **Action Approved and Confirmed.** All acts and doings of the officers of the Commission which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance of the Bonds and the accomplishment of the Financing Plan are hereby approved, and the execution, delivery and performance of the documents and agreements authorized hereby are in all respects approved and confirmed.

(e) **Severability.** If any provision of this Resolution shall be held or deemed to be illegal, inoperative or unenforceable, the same shall not affect any other provision hereof or cause any other provision hereof to be invalid, inoperative or unenforceable to any extent whatsoever.

(f) **Effective Date.** This Resolution shall take effect immediately.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at a regular meeting conducted on June 14, 2023.

RESOLUTION No: 23-41B

**RE: Approval to Accept the Refinancing Plan for
Montgomery Homes Limited Partnership X**

WHEREAS, Montgomery Homes Limited Partnership X (“MHLP X”), Scattered Site Two Development Corporation (“SS Two”), VPC One Corporation (“VPC One”), and VPC Two Corporation (“VPC Two,” together with MHLP X, SS Two, and VPC One, the “Corporations”), are wholly controlled corporate instrumentalities of the Housing Opportunities Commission of Montgomery (“HOC” or the “Commission”); and

WHEREAS, MHLP X owns 75 units that were acquired in April 1996, SS Two owns 54 units that were transferred between December 2012 and January 2013, VPC One owns 389 of 669 units that were former Public Housing properties (“669 Sites”) and an additional nine (9) units that were acquired between December 2014 and December 2015, and VPC Two owns 280 of the 669 Sites and one (1) additional unit that was acquired in April 2016; and

WHEREAS, on May 17, 2000, HOC adopted a bond authorizing resolution for the issuance of bonds for the purpose of making loans to several properties, including MHLP X, of which the original principal amount was \$4 million, and on August 16, 2000, HOC approved MHLP X entering into new loans with the Commission and Montgomery County, Maryland in the original principal amounts of \$1,138,644 and \$800,000, respectively; and

WHEREAS, on November 17, 2017, VPC One, VPC Two, and HOC approved the refinancing of the VPC One and VPC Two existing debt with a new loan from PNC Bank, N.A. (the “PNC Facility”); and

WHEREAS, on December 15, 2017, in order to qualify for the tax-exempt structure of the PNC Facility, HOC approved acting as conduit issuer to in turn lend the proceeds to VPC One and VPC Two in an amortizing loan amount of \$52 million, as sized to avoid any reduction in the Commission’s general obligation borrowing capacity; and

WHEREAS, on December 7, 2022, VPC One, VPC Two, and HOC approved extending the maturity on the PNC Facility to August 2023 in order to allow more time to evaluate permanent financing strategies of HOC’s entire scattered site portfolio, totaling 1,796 units; and

WHEREAS, a permanent Refinancing Plan totaling \$66 million for the Corporations has been developed that includes the Commission issuing governmental bonds from its Multiple Purpose Indenture (“2002 Indenture”), backed by a pledge of the Commission’s general obligation, which will 1) fund new permanent loans for the Corporations to refinance existing debt, 2) finance or reimburse capital expenditures, as applicable, for the Corporations, and 3) finance related transaction costs (the “Refinancing Plan”); and

WHEREAS, on June 14, 2023, the Commission approved the Bond Authorizing Resolution No. 23- 41A in connection with the Refinancing Plan for the Corporations.

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County, acting on behalf of itself and as the general partner of MHLP X, approves and accepts the

Refinancing Plan; provided that when combined with SS Two, VPC One, and VPC Two, the total permanent loan shall not exceed \$60 million and the debt will be allocated on a proportional basis between the Corporations so that each Corporation meets a 1.45 debt service coverage ratio operationally at initial underwriting.

BE IT FURTHER RESOLVED that the Housing Opportunities Commission of Montgomery County, acting on behalf of itself and as the general partner of MHLP X, authorizes and directs the Executive Director, without further action on its part, to take any and all other actions necessary and proper to carry out the transactions contemplated herein including, but not limited to, the execution of any and all documents related thereto.

I HEREBY CERTIFY that the foregoing Resolution was adopted by Housing Opportunities Commission of Montgomery County at an open meeting on June 14, 2023.

The meeting went into recess at 6:04 p.m. and reconvened at 6:23 p.m.

Chair Priest read the Written Closing Statement and made a motion to adopt the statement and close the meeting. Commissioner Kelleher seconded the motion, with Commissioners Priest, Merkowitz, Kelleher, Nelson, Simon and Croom voting in approval. Commissioner Byrd was necessarily absent and did not participate in the vote.

Based upon this report and there being no further business to come before this session of the Commission, the Commission adjourned the open session at 6:25 p.m., and reconvened in closed session at 6:39 p.m.

In compliance with Section 3-306(c)(2), General Provisions Article, Maryland Code, the following is a report of the Housing Opportunities Commission of Montgomery County's closed session held on June 14, 2023 at approximately 6:39 p.m. via a hybrid model (with some participating in-person and others participating online/via teleconference) with moderator functions occurring at 10400 Detrick Avenue, Kensington, MD 20895. The meeting was closed under the authority of Section 3-305(b)(9) to discuss the status of current negotiations with the union (MCGEO).

The meeting was closed and the closing statement dated June 14, 2023 was adopted on a motion made by Chair Priest, seconded by Vice Chair Kelleher, with Commissioners Priest, Merkowitz, Kelleher, Nelson, Simon and Croom voting in approval of the motion. Commissioner Byrd was necessarily absent and did not participate in the vote. The following persons were present: Roy Priest, Frances Kelleher, Richard Nelson, Jeffrey Merkowitz, Jackie Simon, Linda Croom, Chelsea Andrews, Kayrine Brown, Aisha Memon, Patrick Mattingly, Elaine Cole and Jocelyn Koon.

In closed session, the Commission discussed the below topic and took the following action:

1. **Topic:** The status of current negotiations with the union (MCGEO) (pursuant to Section 3-305(b)(9)).
 - a. **Action Taken:** The Commission received information about how the negotiations are proceeding. A follow-up was tentatively scheduled for the July Commission meeting.

The closed session was adjourned at 7:44 p.m.

Respectfully submitted,

Chelsea Andrews,
Secretary-Treasurer