



COMMUNITY ROOTS
— HOUSING —

PDA Board Meeting

May 2024

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COMMUNITY ROOTS
— HOUSING —

SECTION 1:

Meeting Keys

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May 2024

Community Roots Housing Board Meeting Keys and Agenda

The Meeting will start at 5:30 PM. Please try to arrive a little early so we can start on time.

As always, reading the Keys in advance of the meeting will provide you with a good overview of the topics to be addressed and voted on.

We will enter executive session as needed pursuant to RCW 42.30.110.

Meeting

Welcome and Introductions, Agenda Review: Board, staff and guests of the Board will make brief introductions as time permits. The Chair will review the agenda.

Disclosures and Recusals: Board members will review items on the agenda and make any necessary disclosures and recusals.

Consent Agenda: Drew will present the consent agenda. Any Board member may remove an item from the consent agenda for full Board consideration. The Board will be asked to adopt the consent agenda.

The 10-minute Lesson: Chris and other members of leadership will paint the landscape of affordable housing in our region. Who are the primary actors, funders, developers. How does our system work. We'll describe WSHFC (pronounced "wish-fick"), ARCH and OH and other leading funding partners. Identify leading affordable housing partners and the structure and role Housing Development Consortium.

Public Comment: We will provide up to 10 minutes for public comment as needed, or members of the public can place comments in the chat.

Presentations and Discussion

CRH is facing industry challenges in nearly every aspect of our work. Our goal remains, to end 2024 in robust financial condition. The two most important critical paths to reach this goal are through Jazz House and Heartwood. Staff will provide detailed updates on each of these projects, including current status, key critical paths for each of the projects, and likely outcomes.

Real Estate Development

Resolution 2024-07 – YouthCare Bond Issuance: Provides for the issuance of revenue bonds of Community Roots Housing in the amount of not to exceed \$31 M the proceeds of which will be used to make a loan to YC South Annex LLLP, for the purpose of providing a portion of the funds with which to finance the construction and equipping of our Youth Care housing project, 84-unit affordable housing project. This is a standard financing resolution that was prepared by counsel and is necessary to close. This was approved by the Property Development Committee.

Resolution 2024-08 – YouthCare Omnibus: The omnibus resolution is a standard, counsel generated resolution that authorizes and directs all aspects of the development close including forming

partnerships, entering the partnership in various roles, acquisitions and conveyances of property, formation of condominiums, obtaining LIHTC financing and all city, county and commercial loans and bond financing, provide all necessary guarantees, and other such elements required to close, construct and operate the project.

Resolution 2024-09 – YouthCare Predevelopment Spending Increase: This resolution adds an additional \$100,000 to the existing predevelopment expenditures of \$2,500,000. This funds will be repaid at closing which is anticipated in the second quarter of this year. This resolution was approved by the Property Development Committee.

Resolution 2024-10: Africatown Plaza Supplemental Loan Authorization: Africatown Plaza has experienced a number of schedule and cost impacts to the project including a delay from the concrete strike, switch gear, and elevator. These impacts to the project have resulted in cost overruns necessitating the need to bring in additional funding to complete the project. This resolution authorizes the project to enter into new or modified loan agreements with the Seattle Office of Housing, King County CHIP, as well as increases to the taxable construction and perm loan with Key Bank. This resolution was prepared by legal counsel and approved by the Property Development Committee.

Finance and Asset Management

Financial Summary: Chasten and Leslie will present the regular report and dashboard through February 2024. Financials were reviewed by the FAM committee. Staff will discuss current property disposition concepts with the Board.

Executive Session: Per RCW 42.30.110 Executive sessions. (g).

Upcoming Meetings and Events

Please let Carolina OR Sondra know if you'd like additional information on any event or meeting.

- May 27 Memorial Day
- June 3 Executive Committee
- June 10 PDA Board Meeting

Board Packet Sections

1. Meeting Keys, p. 5-7
2. Meeting Agenda, p. 11
3. May 2024 Finance Report, March Statements and Asset Management Report, p. 15-29
4. Resolution 2024-07 – YouthCare Bond Issuance, p. 33-45
5. Resolution 2024-08 – YouthCare Omnibus, p. 49-61
6. Resolution 2024-09 – YouthCare Predevelopment Spending Increase, p. 65-67
7. Resolution 2024-10: Africatown Plaza Supplemental Loan Authorization, p. 71-77
8. Consent Agenda and Attachments, p. 81-103
 - a. Contracts and Expenditures, p. 81
 - b. April Board Minutes Draft, p. 82-85
 - c. Fundraising & Communications Memo, p. 86-89
 - d. Resident and Property Success Committee, p. 90-91
 - e. Resident Services Report, p. 92-95
 - f. Property Development Committee Report, p. 96-100
 - g. Executive Committee Minutes, p. 101-103

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COMMUNITY ROOTS
— HOUSING —

SECTION 2:

Agenda

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**COMMUNITY ROOTS HOUSING BOARD
REGULAR MEETING**

May 13, 2024

5:30-7:30 PM

Pike Pine Conference Room and RingCentral
1620 12th Ave Seattle, WA 98122

RingCentral Link

<https://v.ringcentral.com/join/766871424?pw=388912b2be95af96cb38d750761b39ed>

AGENDA

5:30 Call to Order (Alvarado)– 25 mins total

- a. Welcome, Introductions, Agenda Review
- b. Disclosures and Recusals
- c. Consent Agenda Sec. 8, Page 79
- d. The 10-minute Lesson
 - i. Lay of the Land of Affordable Housing in Seattle-King County
(Persons, Munchel, et al)

5:55 Public Comment – 10 mins total

6:05 Presentations & Discussion (Munchel, Oommen, Persons) – 30 mins total

- a. Jazz House (Munchel, Persons) – 15 mins
- b. Heartwood (Oommen, Persons) – 15 mins

6:35 Real Estate Activities (Munchel) – 25 mins total

- a. YouthCare Resolutions – 20 mins
 - i. Resolution 2024-07 – YouthCare Bond Issuance (Munchel) Sec. 4, Page 31
 - ii. Resolution 2024-08 – YouthCare Omnibus (Munchel) Sec. 5, Page 47
 - iii. Resolution 2024-09 – YouthCare Predevelopment Spending Increase
(Munchel) Sec. 6, Page 63
- b. Resolution 2024-10 – Africatown Plaza Supplemental Loan Authorization
(Munchel) -- 5 mins Sec. 7, Page 69

7:00 Finance and Asset Management – 10 mins total

- a. March Financials (Fulbright, Woodworth) – 5 mins Sec. 3, Page 13
- b. Property Dispositions (Hagen, Persons) – 5 mins

7:10 Executive Session Per RCW 42.30.110 Executive sessions. (g)

7:30 Adjourn (Alvarado)

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COMMUNITY ROOTS
— HOUSING —

SECTION 3:
May 2024 Finance Report,
March Statements, and
Asset Management Report

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MAY 2024 FINANCE & ASSET MANAGEMENT BOARD REPORT AND MINUTES

March 2024 reporting

Finance & Asset Management Committee Members: Chasten Fulbright, Jill Cronauer, Frank Alvarado, Michelle Purnell-Hepburn, Drew Weber (non-voting)

Staff Liaisons to the Board: **Leslie Woodworth, Lisa Hagen**, Chris Persons, Andrew Oommen, Lariah Thompson, Lucas Simons, **Anthony Tuong**

Date, time and location of meeting: May 7, 2024 – 4:00 PM – RingCentral meeting

Financial Position Summary:

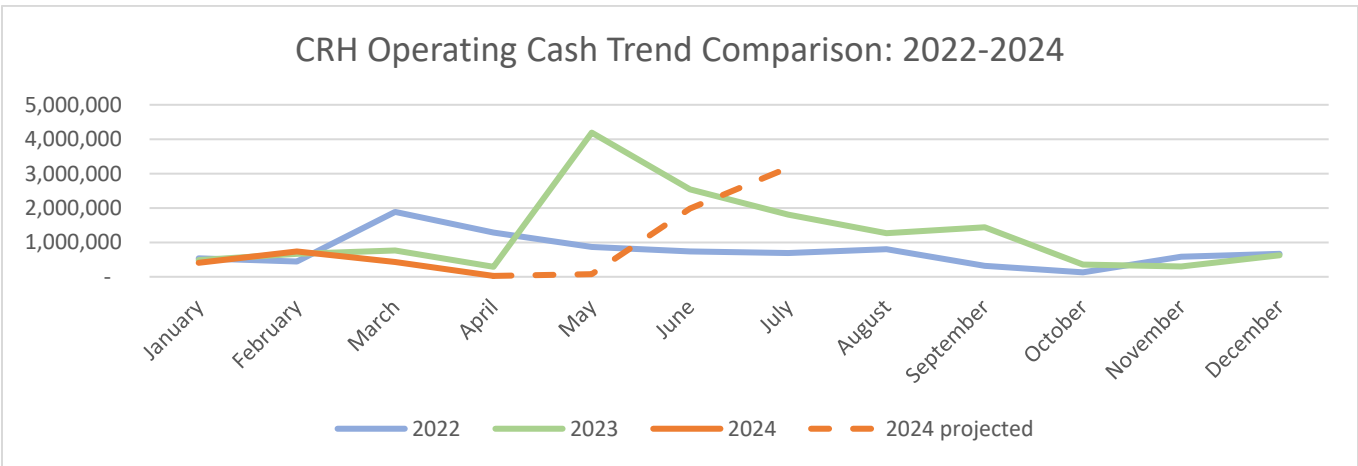
BALANCE SHEET

During March, unrestricted operating cash decreased \$284k.

- Significant inflows included distributions of \$413k from Boylston Howell, \$54k from Twelfth Avenue Arts residential, and \$570k from the Bonanza group (Ponderosa, El Nor, Eighteenth Avenue).
- Significant outflows included \$1.1m for three payrolls, and \$183k toward Heartwood operations.
- Construction activity during the month resulted in a net decrease of \$282k, compared to a net increase of \$384k in the prior month. The timing differences occur from delays between funding draws and vendor disbursements.

Board designated operating fund was authorized for use in November 2023. As of the May 7, 2024 meeting date, no funds were utilized for working capital, and the fund balance remains at \$1m.

Operating cash projections continue to be lower than historical levels, with sufficient liquid reserves available if needed temporarily. Dispositions planned in 2024 will replenish various reserves and provide additional cushion for operating cash balances.

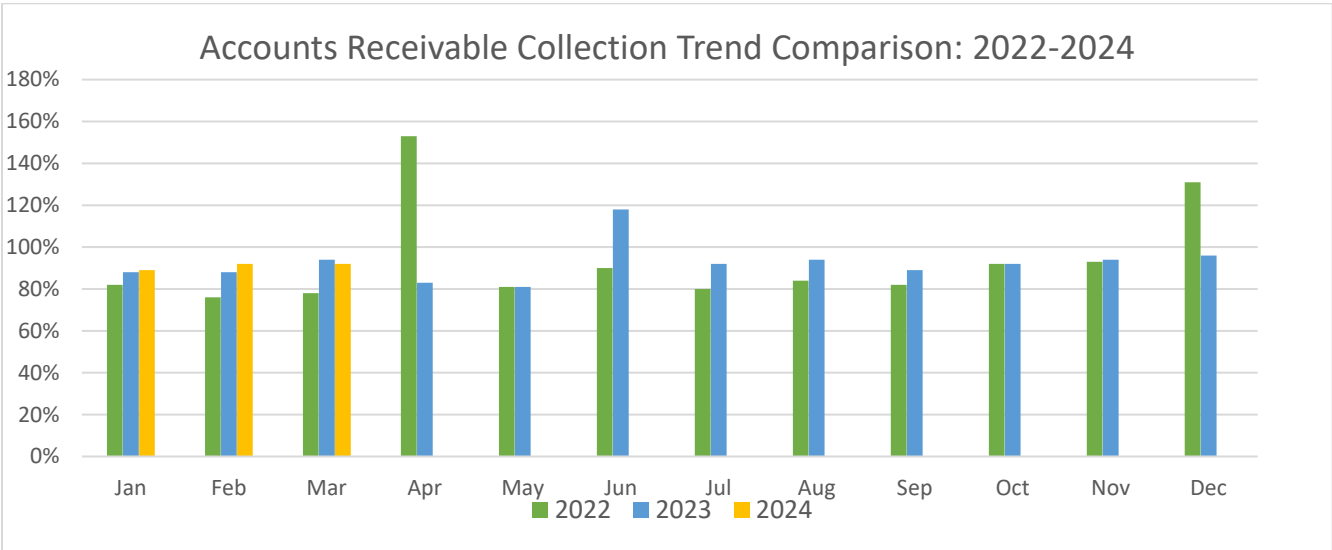


Development activity contributed towards balance sheet changes as follows:

- Cash restricted for development increased \$1.2m due to additional funds added in preparation for White Center HUB closing. Additional activity of (\$103k) from two projects.
- Land and notes payable increased \$3.8m for the acquisition of land for the Rainier & Genesee project.
- Building, improvements, and equipment increased \$346k related to three projects.
- The balance due from affiliates increased \$243k related to 3 projects.
- Accounts payable decreased \$422k, related to 2 projects.

Accounts receivable increased \$133k, compared to a \$108k increase in the prior month. The activity was split between commercial \$72k and residential \$61k.

Portfolio-wide residential collections were approximately 96% in March, with total collections at 92%.



**Rental assistance awards impacted comparability for September 2021, April 2022, December 2022, and June 2023*

**New property management software implementation impacted accuracy of monthly figures in April through September 2023*

OPERATING STATEMENT

The year-to-date operating statement through March 2024, shows an adjusted operating deficit of \$175k, as compared to a budgeted deficit of \$402k, resulting in a positive variance of \$227k.

Developer fee revenue was \$555k lower than budget due the following:

- Timing difference carried forward from prior year \$151k:
 - Pride Place \$151k cash developer fee installment received in January, expected in December 2023
- Current year timing differences, delayed to Q2 (\$760k):
 - White Center HUB (\$200k) expected January, now expected in April
 - White Center Residential (\$400k) expected February, now expected in April
 - Africatown (\$85k) expected February, now expected in April
 - YouthCare (\$75k) expected March, now expected in July
- Received but not budgeted \$54k:
 - Twelfth Avenue Arts cash flow distribution of deferred developer fee \$54k

Overall operating expenses were \$486k lower than budget due. This is due to personnel vacancies not yet filled, various intentional cost saving efforts, offset by greater than expected spending on repairs and maintenance.

BUDGET PRESENTATION COMMENTS FOR 2024

Budgeted transactional inflows (net) primarily consist of \$5.5m of expected net proceeds from two property dispositions. This is offset by a revenue contingency, to reflect likelihood of collecting less than 100% of billed revenue, as well as the intention to increase operating cash reserves.

Financial Review: The committee reviewed the monthly financial reports. Comments and Analysis regarding the Balance Sheet and Operating Statement are included as annotations in the attached statements.

The committee reviewed the Property Management dashboard report

March figures for the portfolio were as follows:

- Monthly physical vacancy 6.1%
- Monthly economic vacancy was 7.3%
- 12-month rolling economic vacancy was 5.3%

Department and Project Updates: Staff provided brief updates on the following:

- Asset Management updates
- Banner mortgage renewal updates for two properties
- Finance department updates
- Cash flow overview

Community Roots Housing Blended Balance Sheet

	3.31.2024 Unaudited	2.29.2024 Unaudited	Change from prior month		12.31.2022 Internal Presentation	12.31.2021 Internal Presentation
ASSETS						
Unrestricted Cash						
CRH Operating Cash	678,246	962,486	(284,240)	1	670,162	852,951
Blended Partnerships Operating Cash	2,554,549	2,559,706	(5,157)		3,251,437	2,891,308
General Building Reserves	366,598	366,598	0		366,598	624,761
Total Unrestricted Cash	3,599,393	3,888,790	(289,397)		4,288,197	4,369,020
Accounts Receivable						
Tenant & Commercial AR	1,709,298	1,576,289	133,009	2	1,373,910	1,461,615
Grants Receivable	0	0	0		884,521	2,521,123
GAAP Rent Receivable	321,358	321,358	0		304,544	336,280
Other Receivable	539,506	1,582,083	(1,042,577)	3	795,482	1,397,700
Allowance	(981,109)	(981,109)	0	3		
Total Accounts Receivable	1,589,053	2,498,621	(909,568)		3,358,457	5,716,718
Board Designated Reserve						
General Board Reserve	1,000,000	1,000,000	0		1,000,000	1,000,000
Opportunity Fund	41,195	36,436	4,759		612,510	285,909
Total Board Designated Reserve	1,041,195	1,036,436	4,759		1,612,510	1,285,909
Restricted Cash						
Portfolio Reserves	7,270,788	7,344,927	(74,139)		8,251,631	7,667,387
Development	2,660,412	1,584,941	1,075,471	4	2,509,106	4,082,662
Rental Assistance	155,269	155,269	0		44,143	526,489
Restricted Misc	453,064	610,857	(157,793)	5	575,195	223,355
Total Restricted Cash	10,539,533	9,695,994	843,539		11,380,075	12,499,893
Fixed Assets						
Land	28,263,681	24,463,681	3,800,000	6	24,834,923	22,906,927
Buildings, Improvements & Equipment	149,240,319	148,903,994	336,325	7	147,847,211	131,120,506
Accumulated Depreciation	(72,395,278)	(72,032,061)	(363,217)	8	(69,614,902)	(57,978,033)
Lease Receivable	529,685	529,685	0		567,455	602,410
Total Fixed Assets	105,638,407	101,865,299	3,773,108		103,634,687	96,651,810
Other Assets						
Intangible Assets	47,922	40,370	7,552		(73,393)	94,180,245.00
Investment in LPs/LLCs	1,399,993	1,592,156	(192,163)	9	1,588,534	5,291,555.00
Due from Affiliates	26,636,042	26,159,247	476,795	10	16,333,561	5,820,644.00
Notes Receivable from Affiliates	20,933,013	21,503,408	(570,395)	11	18,089,995	522,795.00
Prepays & Other Current Assets	104,777	199,139	(94,362)		191,822	273,170
Total Other Assets	49,121,747	49,494,320	(372,573)		36,130,519	106,088,409
Total Assets	171,529,328	168,479,460	3,049,868		160,404,445	226,611,759
LIABILITIES						
Notes Payable	103,508,199	99,366,849	4,141,350	12	100,583,693.00	86,379,496
Accrued Interest Payable	6,353,926	6,359,476	(5,550)		5,894,987.00	4,828,540
Accounts Payable & Accrued Liabilities	10,148,319	11,347,541	(1,199,222)	13	7,781,783.00	8,155,547
Tenant Security Deposit Liability	454,697	460,792	(6,095)		525,066	499,581
Total Liabilities	120,465,141	117,534,658	2,930,483		114,785,529	99,863,164
Net Position	51,064,187	50,944,802	119,385		45,618,916	126,748,595
Total Liabilities and Net Assets	171,529,328	168,479,460	3,049,868		160,404,445	226,611,759

Community Roots Housing Blended Balance Sheet

Significant balance sheet changes from prior month

1) The following significant cash transactions increased cash during the period:

- \$413k distribution from Boylston Howell property
- \$54k distribution from 12th Avenue Arts residential, towards deferred developer fee
- \$570k distribution from Bonanza (Ponderosa, El Nor, Eighteenth Avenue) towards seller note

The following significant cash transactions decreased cash during the period:

- \$1,098k Payroll for 3 pay cycles
- \$183k paid towards Heartwood property operations

Construction activity:

- \$282k net inflow from development transactions, funding disbursements in excess of draws

Additional activity consists of inflows and outflows from regular operations, including rent receipts, regular accounts payable disbursements, office rent,

- 2)** Tenant & Commercial AR: Incr \$133k - Commercial balances increased \$72k and residential increased \$61k.
- 3)** Other Receivable: Decr \$1m - Reduced \$514k GenPride receivable and \$575k internal receivable to replenish White Center funds prior to closing.

Allowance for doubtful accounts separated into new row this month for visibility.
- 4)** Cash Restricted for Development: Incr \$1.1m - White Center HUB cash increased \$1.2m, from receipt of Rise Together grants and replenishment from other sources in preparation for closing. Additional monthly increase (decrease) related to YouthCare (\$59k), and Jazz House (\$44k)
- 5)** Cash Restricted Misc: Decr \$158k - Return of \$148k deposit for Rainier & Genesee land purchase
- 6)** Land: Incr \$3.8m - Acquisition of Rainier & Genesee land for future development
- 7)** Bldg, Impr & Equip: Incr \$336k - Additions to construction in process for projects, including the following: Rainier & Genesee \$117k, White Center \$182k, YouthCare \$47k
- 8)** Accumulated Depreciation: Decr \$363k - monthly depreciation expense
- 9)** Investment in LPs/LLCs: Decr \$192k - Added eliminations for blended component units and recognized share of investment activity for 12/31
- 10)** Other Assets - Due from Affiliates: Incr. \$477k - monthly activity due to an increase (decrease) of development project cost paid by CRH: Jazz House \$52k, YouthCare \$59k, White Center \$132k; Additional activity from covering Heartwood operating costs \$183k (see note 1), and offset by \$54k pay down of 12th Avenue Arts deferred developer fee (see note 1).
- 11)** Notes Receivable from Affiliates: Decr \$570k - pay down of Bonanza debt from cash flow distribution (see note 1)
- 12)** Notes Payable: Incr \$4.1m - New debt of \$3.8m for acquisition of Rainier & Genesee land for development, increase in principal \$413k for Boylston Howell. Offset by regular payments.
- 10)** Accounts Payable & Accrued Liabilities: Decr \$1.2m - Construction costs in accounts payable increased (decreased) for the following: White Center (\$165k), YouthCare (\$257k). Also, routine fluctuation in accrued payable balances based on timing of payroll and accounts payable check run, and fluctuations in intercompany "Due to CRH" balance including (\$575k) reduction of internal White Center receivable (see note 3).

Community Roots Housing
Statement of Revenues and Expenditures - Unaudited
From 1/1/2024 Through 3/31/2024

	Year to Date Actual	Year to Date Budget	Year to Date Budget Variance		Variance Pct	Total Budget	Budget Remaining
Revenue							
Residential Tenant Revenue							
Residential tenant revenue	3,181,030	3,002,780	178,250		5.94%	12,177,775	8,996,745
Parking, Laundry & Other	50,990	38,866	12,124	1	31.19%	155,464	104,474
Residential Vacancy & Concessions	(214,845)	(133,367)	(81,478)	2	61.09%	(569,270)	(354,425)
Total Residential Tenant Revenue	3,017,175	2,908,279	108,896		3.74%	11,763,969	8,746,794
Commercial Tenant Revenue							
Commercial Rent Revenue	376,242	391,002	(14,760)		(3.77%)	1,603,281	1,227,039
Triple net revenue	84,800	98,827	(14,027)	3	(14.19%)	464,069	379,269
Commercial vacancy & concessions	0	(11,461)	11,461	4	(100.00%)	(46,944)	(46,944)
Total Commercial Tenant Revenue	461,042	478,368	(17,326)		-3.62%	2,020,406	1,559,364
Bad Debt & Collection Loss							
Bad debt	(229,781)	(85,130)	(144,651)	5	169.92%	(345,180)	(115,399)
Total Bad Debt & Collection Loss	(229,781)	(85,130)	(144,651)		169.92%	(345,180)	(115,399)
Grants & Donations							
Grants & Donations	0	165,000	(165,000)	6	(100.00%)	660,000	660,000
Rental Assistance Awards	0	0	0			0	0
Total Grants & Donations	0	165,000	(165,000)		(100.00%)	660,000	660,000
Other Operating Revenue							
Accounting & Compliance fees	305,634	333,841	(28,207)		(8.45%)	1,352,740	1,047,106
Developer Fees	392,656	948,000	(555,344)	7	(58.58%)	2,563,000	2,170,344
Cash Distribution from Affiliate	570,395	0	570,395	8		390,000	(180,395)
Partnership Management Fees	0	0	0			52,900	52,900
Property Management Fees	375,543	426,164	(50,621)	9	(11.88%)	1,723,178	1,347,635
Interest Income	13,933	6,000	7,933		132.22%	49,000	35,067
Other Income	18,471	0	18,471			0	(18,471)
Total Other Operating Revenue	1,676,632	1,714,005	(37,373)		(2.18%)	6,130,818	4,454,186
Total Revenue	4,925,068	5,180,522	(255,454)		(4.93%)	20,230,013	15,304,945
Expenses							
Operating Expenses							
Accounting, Audit & Legal	213,516	306,914	93,398	10	30.43%	853,011	639,495
Administration	124,207	173,870	49,663	11	28.56%	593,375	469,168
Technology	82,544	130,673	48,129	12	36.83%	535,771	453,227
Board Expense	320	0	(320)		#DIV/0!	0	(320)
CRH Occupancy Expense	40,258	131,326	91,068	13	69.34%	525,302	485,044
Cash Distribution to CRH	0	0	0			173,000	173,000
Compliance, Taxes & License	39,360	42,962	3,602		8.38%	366,297	326,937
Consulting	31,883	77,535	45,652	14	58.88%	327,035	295,152
Debt Service	574,934	617,798	42,864		6.94%	2,492,956	1,918,022
Insurance	235,467	210,190	(25,277)	15	(12.03%)	883,646	648,179
Leasing/Compliance Expense	98,106	103,688	5,582		5.38%	410,934	312,828
Miscellaneous Financial Expense	0	1,500	1,500		100.00%	8,500	8,500
Other Operating Expense	(5,346)	1,000	6,346		634.60%	2,046	7,392
Partnership Mgmt Fee Expense	0	0	0			48,000	48,000
Payroll, Taxes and Benefits	2,096,483	2,398,045	301,562	16	12.58%	9,886,873	7,790,390
Property Mgmt Fee Expense	249,122	247,562	(1,560)		(0.63%)	1,001,951	752,829
Repair and Maintenance	793,905	569,056	(224,849)	17	(39.51%)	2,209,522	1,415,617
Resident activities	4,036	7,915	3,879		49.01%	27,570	23,534
Utilities	395,304	439,782	44,478	18	10.11%	1,795,404	1,400,100
Total Expenses	4,974,099	5,459,816	485,717		8.90%	22,141,193	17,167,094
Operating Surplus (Deficit) before Reserves	(49,031)	(279,294)	230,263		(82.44%)	(1,911,180)	(1,862,149)

Reserve Contributions							
Replacement Reserve	(108,566)	(108,566)	0	0.00%	(434,399)	(325,833)	
Operating Reserve	(8,337)	(8,337)	0	0.00%	(33,347)	(25,010)	
Other Reserve	(9,023)	(37,423)	28,400	19	(75.89%)	(149,768)	(140,745)
Total Reserve Contributions	(125,926)	(154,326)	28,400		(18.40%)	(617,514)	(491,588)
Operating Surplus (Deficit)	(174,957)	(433,620)	258,663		(59.65%)	(2,528,694)	(2,353,737)
Additional Unrestricted Cash Flows							
Transactional Inflows	0	31,840	(31,840)	20	(100.00%)	3,603,360	3,603,360
Adjusted Operating Surplus (Deficit)	(174,957)	(401,780)	226,823		(56.45%)	1,074,666	1,249,623

Variance Discussion (Greater than \$10K and 10%) all changes are reference to Budget

- 1) Parking, Laundry, & Other: \$12k higher - Better than budget over multiple locations, and \$10k not budgeted for temporary use of South Annex vacant parking lot, to be used toward development.
- 2) Residential vacancy: \$81k higher - Park Hill vacancy recognized \$51k, which was not budgeted. The building is being intentionally vacated for disposition.
- 3) Triple net revenue: \$14k lower - Gilman Court expected \$3.9k year to date, but the new commercial tenant billings have not been set up yet. 12th Avenue Arts Commercial billings are lower than budgeted.
- 4) Commercial vacancy: \$11k lower - 12th Avenue Arts Commercial recognized no vacancy loss, but also recognized lower gross rent. The amounts were netted.
- 5) Bad Debt: \$145k higher - Primarily due to continued efforts to move out delinquent tenants with larger balances, with focused attention early in 2024. Noted \$32k for Freming Apartments, \$63k for Centennial. Much of this balance has already been recognized as accrued bad debt expense in the prior year. Also \$52k from Park Hill, as unpaid balances written off when tenants moved out or relocated in preparation for the building sale.
- 6) Grants & Donations: \$165k lower - first installment of funding from CRH Foundation occurred in April 2024, timing difference
- 7) Developer Fees: \$555k lower - Timing differences in expected installments. Received \$151k for Pride Place in January which was expected in December. \$200k for White Center residential expected in January was delayed. \$400k for White Center Hub and \$85k for Africatown expected in February were both delayed as well. \$75k for YouthCare expected in March is delayed and closing expected later in June. Offset by \$53k deferred developer fee distribution from 12th Avenue Arts.
- 8) Cash Distribution from Affiliate: \$570k from Bonanza, paid down debt and accrued interest
- 9) Property Management Fees: \$51k Lower - due to delays in expected fees from new buildings
- 10) Accounting, Audit & Legal: \$93k lower - due to audit and tax fees billing later than expected (timing difference)
- 11) Administration: \$50k lower - Due to cost savings for new copier lease, and other cost saving efforts; lower training costs
- 12) Technology: 48k lower - intentional cost saving efforts, and limited capacity for new projects in early part of the year. Other costs are able to be billed to building reserves. Most of cost savings in equipment purchase category.
- 13) CRH Occupancy: \$91k lower - Febraury and March billing not recognized yet for office rent
- 14) Consulting: \$46k lower - Due to cost savings from property development department of \$25k, offset by HR consulting costs of \$10k
- 15) Insurance: \$25k higher - short term renewal, some higher costs spread among buildings
- 16) Payroll: \$302k lower - due to several staffing vacancies and lower than expected benefits cost
- 17) Repairs & Maintenance: \$225k higher - Timing of repair and maintenance costs can be difficult to predict, costs picked up in Febraury due to some needed repairs related to frozen pipes. March costs included unit turns.
- 18) Utilities: \$44k lower - Timing of budget is smooth vs. some utilities bill alternating months. This should even out during the year.
- 19) Other Reserves: \$28k lower - commercial reserves (not required) were lower than budget. This will catch up later in the year if there is sufficient operating cash on hand.
- 20) Transactional Inflows: \$32k lower - this is an accumulated buffer to reduce the portion of future transactions that we use towards operating costs. It doesn't represent an expected transaction through March 2024.



Community Roots Housing
Asset Management Dashboard
Year to date as of March 31, 2024

Property	Physical Vacancy (at month end)				Op Rev Per Unit YTD		Op Exp Per Unit YTD		Cash Flow Per Unit ¹ YTD			A/R Resident Portion	Monthly Change	Residential AR/(Billed Rent) ³	Economic Vacancy		
	Occupied	Vacant Units	Vacancy %	Total Units	Actual	Budget Var %	Actual	Budget Var %	Actual	Variance	Budget Var %	March 2024			March 2024	12 MO Rolling	2023 Vacancy
Berneva	12	0	0.0%	12	\$2,608	3%	\$2,510	-14%	(\$200)	(\$230)	-758%	\$12,888	-4%	10.0%	1.7%	1.3%	0.8%
Burke Gilman Gardens	12	3	20.0%	15	\$3,283	-10%	\$3,779	-23%	(\$596)	\$450	43%	\$15,979	+15%	8.0%	25.8%	9.6%	5.3%
Boylston Howell	28	2	6.7%	30	\$3,058	2%	\$2,766	-8%	(\$215)	(\$126)	-141%	\$34,135	+7%	10.0%	9.3%	3.0%	1.8%
Bremer	45	4	8.2%	49	\$2,374	-15%	\$2,087	-9%	(\$341)	(\$593)	-235%	\$68,239	-6%	12.0%	9.6%	6.3%	6.3%
Brewster	34	1	2.9%	35	\$2,382	-3%	\$1,915	8%	\$407	\$82	25%	\$19,676	+15%	6.0%	3.8%	3.5%	3.7%
Broadway																	10.1%
Broadway Crossing	43	1	2.3%	44	\$2,142	-25%	\$2,722	9%	(\$998)	(\$439)	-79%	\$37,935	-3%	9.0%	5.5%	1.4%	0.4%
Byron Wetmore	12	0	0.0%	12	\$2,996	-1%	\$2,362	29%	\$488	\$1,330	158%	\$10,606	-53%	8.0%	0.0%	9.5%	11.9%
Centennial	27	3	10.0%	30	\$1,111	-65%	\$2,979	-34%	(\$2,908)	(\$2,862)	-6162%	\$29,331	-33%	8.0%	13.7%	3.8%	4.5%
Elizabeth James	54	6	10.0%	60	\$2,859	-2%	\$2,194	-2%	(\$7)	(\$69)	-112%	\$44,345	+13%	6.0%	8.5%	4.5%	5.2%
Fleming	31	5	13.9%	36	\$1,458	-43%	\$3,039	-45%	(\$2,244)	(\$2,029)	-941%	\$25,798	-3%	7.0%	17.0%	7.1%	5.1%
Four Twelve Apartments	11	1	8.3%	12	\$6,657	-1%	\$3,525	-5%	\$1,410	(\$207)	-13%	\$43,399	+2%	14.0%	5.6%	6.4%	10.4%
Fremont Solstice	17	1	5.6%	18	\$1,968	-39%	\$3,187	-18%	(\$2,063)	(\$1,721)	-504%	\$10,366	-8%	5.0%	5.1%	0.8%	0.0%
Gilman Court	25	0	0.0%	25	\$2,900	2%	\$3,358	-21%	(\$594)	(\$524)	-752%	\$27,406	+627%	10.0%	0.0%	1.3%	0.9%
Harrison at 15th	18	1	5.3%	19	\$5,207	-3%	\$4,183	-13%	(\$675)	(\$530)	-367%	\$33,035	-18%	13.0%	4.5%	3.9%	3.6%
Hazel Plaza	16	0	0.0%	16	\$8,033	13%	\$1,906	-6%	\$4,131	\$791	24%	\$38,280	+9%	8.0%	0.0%	4.6%	8.2%
Helen V	34	4	10.5%	38	\$4,184	-4%	\$2,313	-15%	\$982	(\$484)	-33%	\$78,055	+13%	12.0%	11.0%	6.3%	5.7%
Holden Vista	15	1	6.3%	16	\$11,581	115%	\$3,936	10%	\$7,536	\$7,619	9136%	\$29,551	+15%	7.0%	0.0%	7.0%	13.2%
John Carney	27	0	0.0%	27	\$3,250	9%	\$2,357	-4%	\$126	\$322	165%	\$32,009	-15%	10.0%	0.0%	1.1%	3.7%
Joe Black Apartments	22	2	8.3%	24	\$3,772	3%	\$2,402	12%	\$950	\$416	78%	\$59,450	+9%	17.0%	9.5%	11.2%	11.5%
Larned	30	3	9.1%	33	\$2,623	-12%	\$3,321	-33%	(\$864)	(\$1,176)	-376%	\$20,531	-26%	9.0%	9.8%	3.3%	3.4%
Lincoln Court	26	3	10.3%	29	\$2,608	1%	\$2,070	-27%	(\$348)	(\$323)	-1305%	\$34,537	+7%	12.0%	0.0%	7.8%	10.7%
Maxwell	4	0	0.0%	4	\$3,058	3%	\$2,427	2%	\$251	\$130	108%	\$80	+112%	0.0%	1.2%	0.8%	0.5%
Melrose	29	1	3.3%	30	\$2,068	-1%	\$3,601	-13%	(\$1,836)	(\$429)	-30%	\$14,126	-16%	6.0%	3.3%	9.8%	12.9%
Miller Park	12	0	0.0%	12	\$3,934	11%	\$3,441	-29%	(\$191)	(\$364)	-210%	\$192	+128%	0.0%	0.0%	5.8%	8.7%
Mary Ruth Manor	18	2	10.0%	20	\$5,986	-11%	\$3,127	-17%	\$454	(\$1,209)	-73%	\$93,986	+7%	19.0%	15.0%	15.7%	22.0%
Oleta	31	3	8.8%	34	\$2,381	-7%	\$2,312	-9%	(\$698)	(\$361)	-107%	\$12,000	+7%	4.0%	13.3%	13.6%	11.9%
Pantages	49	0	0.0%	49	\$2,985	2%	\$2,438	4%	\$82	\$212	163%	\$451	+117%	0.0%	0.6%	3.0%	3.1%
Park Hill																	12.6%
Seneca	29	3	9.4%	32	\$2,937	4%	\$2,896	-23%	(\$494)	(\$432)	-695%	\$35,243	-8%	9.0%	12.1%	4.8%	5.5%
Silvian	30	2	6.3%	32	\$4,304	14%	\$2,134	-9%	\$1,373	\$361	36%	\$21,164	+4%	4.0%	13.2%	8.8%	7.1%
Union James	23	1	4.2%	24	\$4,515	0%	\$2,962	2%	\$393	\$68	21%	\$160,452	-8%	33.0%	5.1%	4.0%	4.7%
Villa	57	5	8.1%	62	\$3,187	-2%	\$2,972	-15%	(\$773)	(\$462)	-149%	\$109,366	+17%	19.0%	10.1%	5.6%	5.2%
Blended Total	821	58	6.6%	879	\$3,260	-3%	\$2,718	-10%	(\$160)	(\$267)	-249%	\$1,152,611	+1%	10.0%	7.7%	6.0%	7.0%
Devonshire																	N/A
Twelfth Avenue Arts Housing	87	1	1.1%	88	\$3,618	8%	\$2,108	-16%	\$401	(\$7)	-2%	\$131,964	+13%	11.0%	1.2%	2.9%	3.7%
Eighteenth Avenue	9	0	0.0%	9	\$3,208	-43%	\$3,199	11%	(\$2,134)	(\$2,018)	-1749%	\$45,246	-20%	25.0%	6.1%	6.1%	7.4%
El Nor	55	0	0.0%	55	\$4,682	7%	\$2,046	13%	\$678	\$664	4877%	\$54,988	+7%	6.0%	0.2%	0.9%	2.2%
Haines	28	2	6.7%	30	\$4,174	-3%	\$2,733	-20%	\$724	(\$584)	-45%	\$6,828	-3%	1.0%	6.8%	4.2%	3.3%
Holiday	27	3	10.0%	30	\$2,297	-24%	\$2,583	-23%	(\$1,537)	(\$1,355)	-744%	\$64,234	+7%	20.0%	12.8%	4.3%	3.6%
Jefferson Housing	38	2	5.0%	40	\$3,517	-5%	\$2,641	-6%	(\$388)	(\$252)	-186%	\$65,407	+6%	12.0%	5.4%	3.2%	2.9%
Liberty Bank Building	104	11	9.6%	115	\$2,328	-26%	\$1,989	-12%	(\$793)	(\$1,024)	-444%	\$291,029		21.0%	15.3%	6.4%	4.1%
Ponderosa	23	0	0.0%	23	\$4,644	1%	\$2,518	14%	\$147	\$515	140%	\$40,827	+5%	10.0%	2.6%	8.7%	10.0%
Station House	102	8	7.3%	110	\$3,015	-15%	\$2,245	-16%	(\$741)	(\$914)	-528%	\$136,053	-9%	9.0%	8.5%	4.9%	3.5%
Unity Village	29	1	3.3%	30	\$2,141	-20%	\$2,571	13%	(\$530)	\$13	2%	\$49,866	+8%	15.0%	3.2%	3.6%	4.9%
Discrete Total	502	28	5.3%	530	\$3,226	-9%	\$2,269	-7%	(\$324)	(\$484)	-303%	\$886,442	+1%	12.0%	6.8%	4.3%	4.0%
Portfolio Total	1323	86	6.1%	1409	\$3,248	-5%	\$2,549	-9%	(\$222)	(\$348)	-275%	\$2,039,053	+1%	11.0%	7.3%	5.3%	5.8%

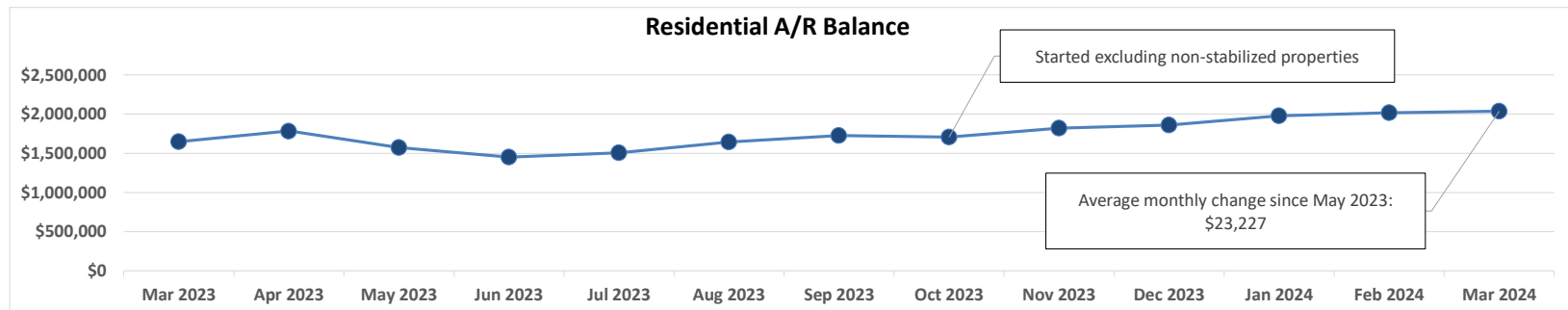
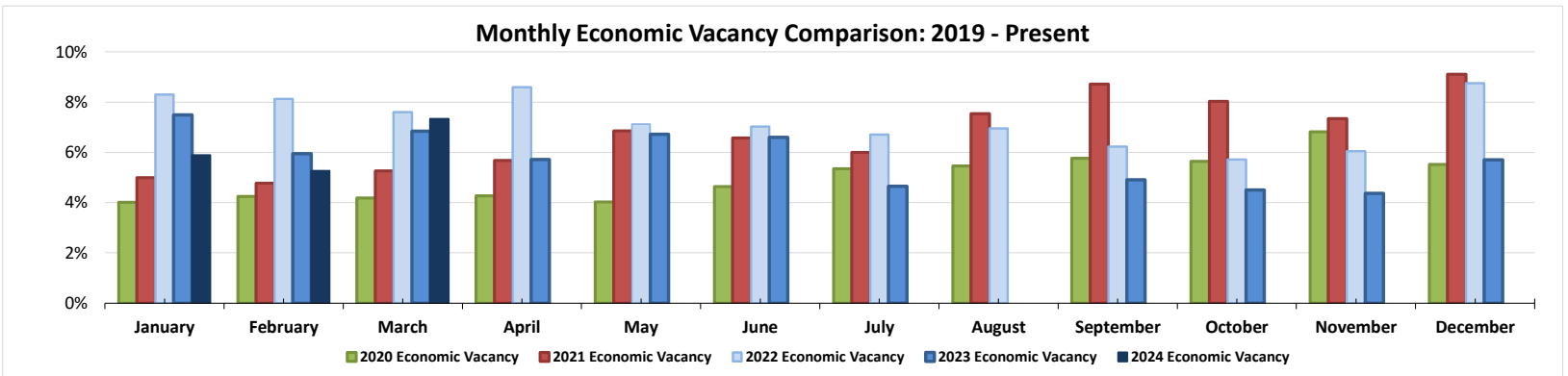
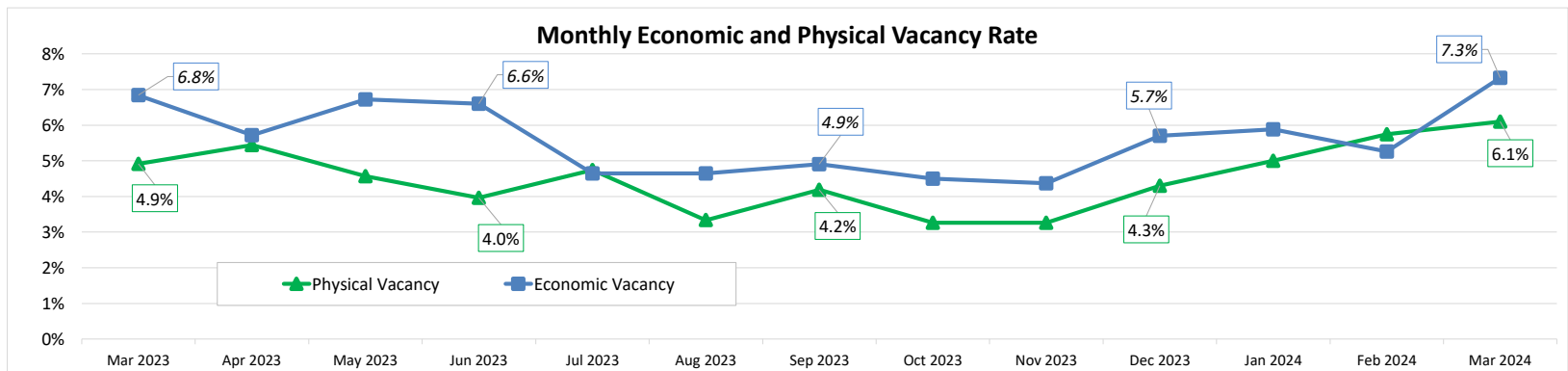
¹ After Debt, Reserve Deposits, and Cash Based Non-Operating Expenses (Deferred Developer Fees, Partnership Management Fees, etc.)

² Cumulative residential and subsidy accounts receivable balances divided by monthly gross potential rental revenue. Negative percentages reflect early subsidy payments.

³ Resident Portion Account Receivable % is calculated as resident A/R balance divided by billed rent, inclusive of subsidy income.

⁴ Reporting on turntune suspended during RealPage transition due to inability to compile accurate data

COLOR CODING	Green	Yellow	Red
AR Monthly Change	<0%	0% - 9.9%	>10%
Residential AR/(Total GPR)	<2.0%	2.0% to 3.0%	>3.0%
Economic Vacancy	<5.0%	5.0% to 8.9%	9.0% or above



**CRH
CASH IN BANK**

FOR THE MONTH ENDING: March 2024

Bank	CRH Blended Component Unit	Type	Balance
KeyBank	CRH - Misc Restricted	Operating - Restricted	428,464
KeyBank	CRH - Rental Assistance	Restricted Grant	155,269
KeyBank	12th AAA - Restricted	Equipment Reserve	24,600
KeyBank	White Center Hub - Comm Constructio	Construction	2,247,908
KeyBank	Capitol Hill Housing - Sound Families	Restricted Savings	3,876
KeyBank	Capitol Hill Housing	Security Deposit	104,751
Key Bank	Bremer - Resynd	Security Deposit	19,198
KeyBank	Hazel Plaza	Security Deposit	4,649
KeyBank	Larned	Security Deposit	17,330
Key Bank	John Carney - R	Security Deposit	11,205
KeyBank	Byron Wetmore	Security Deposit	8,912
Key Bank	412	Security Deposit	1,862
KeyBank	Holden Vista	Security Deposit	3,883
KeyBank	Mary Ruth Manor	Security Deposit	4,637
KeyBank	EJSH	Security Deposit	12,630
Key Bank	Boylston Howell-R	Security Deposit	11,832
KeyBank	Gilman Court LP	Security Deposit	13,196
KeyBank	Fleming Apts LP	Security Deposit	16,154
KeyBank	Villa Apts LP	Security Deposit	37,837
KeyBank	Harrison	Security Deposit	14,747
KeyBank	Oleta	Security Deposit	14,797
KeyBank	Helen V Apts LLC	Security Deposit	7,168
KeyBank	Pantages Apts LLC	Security Deposit	25,829
KeyBank	Silvian	Security Deposit	5,059
KeyBank	Broadway & Pine	Security Deposit	18,597
KeyBank	Woodland Park Ave LLC	Security Deposit	8,226
KeyBank	12th Avenue Arts Associates LLC	Security Deposit	62,971
Key Bank	Union James	Security Deposit	7,770
KeyBank	Hazel Plaza	Reserves	371,567
KeyBank	Byron Wetmore	Reserves	81,813
KeyBank	Holden Vista	Reserves	31,752
KeyBank	Mary Ruth Manor	Reserves	308,999
KeyBank	Gilman Court LP	Reserves	156,593
KeyBank	Villa Apts LP	Reserves	222,264
KeyBank	Helen V Apts LLC	Reserves	798,725
KeyBank	Broadway & Pine	Reserves	358,890
KeyBank	Woodland Park Ave LLC	Reserves	174,158
KeyBank	12th Avenue Arts Associates LLC	Reserves	44,905
Key Bank	Union James	Reserves	291,676

CRH
CASH IN BANK
FOR THE MONTH ENDING: March 2024

		Total KeyBank	6,134,695
Banner	Berneva	Reserves	11,762
Banner	Seneca	Reserves	177,289
Banner	Seneca	Security Deposit	14,408
		Total Banner	203,460
LGIP	Capitol Hill Housing	Reserves	1,317,657
		Total LGIP	1,317,657
Walker Dunlo	EJSH	Escrow	55,748
Walker Dunlo	EJSH	Reserves	299,382
		Total Oppenheimer	355,130
Chase	Larned	Reserves	237,830
Chase	412	Reserves	192,033
Chase	Harrison	Reserves	217,014
Chase	Oleta	Reserves	65,649
		Total Chase	712,525
US Bank	Pantages Apts LLC	Reserves	549,303
US Bank	Silvian	Reserves	251,805
		Total USBank	801,108
KeyBank	Capitol Hill Housing	EQII	-
		Total KeyBank	-
KeyBank	Capitol Hill Housing	Lucky 7	99,063
		Total Lucky 7	99,063
KeyBank	Capitol Hill Housing	HPN	299,386
		Total HPN	299,386
KeyBank	Youth Care Predevelopment	Plymouth	-
		Total Plymouth	-
BofA	Fleming Apts LP	Reserves	87,636
		Total BofA	87,636

CRH
CASH IN BANK
FOR THE MONTH ENDING: March 2024

Heritage	Bremer - Resyndication	Construction	611
Heritage	Bremer	Reserves	239,915
Heritage	John Carney	Construction	9,214
Heritage	John Carney	Reserves	134,638
Heritage	Boylston Howell	Construction	4,232
Heritage	Boylston Howell	Reserves	136,176
Heritage	Union & 24th Commercial	Security Deposit	4,090
		Total Heritage	528,874
	Total Restricted - CHH Blended Components		10,539,533
LGIP	Capitol Hill Housing	Board Designated Res	1,041,195
		Total Designated	1,041,195
Heritage	Union & 24th Commercial	Operating Checking	36,142
		Total Heritage	36,142
KeyBank	Capitol Hill Housing	Gen Building Reserve	366,598
		Total Gen Building Reserve	366,598
KeyBank	Capitol Hill Housing	Operating Checking	678,246
KeyBank	Capitol Hill Dev. Assoc	Operating Checking	2,756
KeyBank	Capitol Hill Housing	Operating Sweep	-
KeyBank	Capitol Hill Real Estate Mgmt Services	Operating Checking	973
KeyBank	Liberty Bank Commercial	Designated for TI	92,400
KeyBank	Bremer	Operating Checking	104,679
KeyBank	Hazel Plaza	Operating Checking	202,561
KeyBank	Larned	Operating Checking	92,728
KeyBank	John Carney	Operating Checking	48,665
KeyBank	Byron Wetmore	Operating Checking	34,507
KeyBank	412	Operating Checking	89,625
KeyBank	Holden Vista	Operating Checking	266,383
KeyBank	Mary Ruth Manor	Operating Checking	34,145
KeyBank	EJSH	Operating Checking	59,108
KeyBank	Boylston Howell	Operating Checking	49,437
KeyBank	Gilman Court LP	Operating Checking	35,087
KeyBank	Fleming Apts LP	Operating Checking	64,697
KeyBank	Villa Apts LP	Operating Checking	87,517

**CRH
CASH IN BANK
FOR THE MONTH ENDING: March 2024**

KeyBank	Harrison	Operating Checking	127,365
KeyBank	Oleta	Operating Checking	57,363
KeyBank	Helen V Apts LLC	Operating Checking	189,835
KeyBank	Pantages Apts LLC	Operating Checking	140,419
KeyBank	Silvian	Operating Checking	80,741
KeyBank	Broadway & Pine	Operating Checking	54,855
KeyBank	Woodland Park Ave LLC	Operating Checking	48,936
KeyBank	12th Avenue Arts Associates LLC	Commercial Operating	442,742
KeyBank	Union James	Operating Checking	31,181
		Total KeyBank	3,116,954
Cash	Various	Petty Cash - CHHIP	100
		Total Petty Cash	100
Banner	Berneva	Operating Checking	7,304
Banner	Seneca	Operating Checking	72,296
		Total Banner	79,600
	Total Unrestricted - CHH Blended Components		3,599,393
	Total All Cash - CHH Blended Components		15,180,121

Bank	Discrete Component Unit	Type	Balance
Chase	Pride Place	Construction	470,921
Chase	AAA	Escrow	22,239
Chase	AAA	Security Deposit	6,178
Chase	AAA	Reserves	300,327
		Total Chase	799,665
KeyBank	Africatown	Project Funds	34,276
KeyBank	Africatown	Construction-Res	5,045
KeyBank	Africatown	Construction	814,640
KeyBank	Africatown Commercial	Construction	1,041,518
KeyBank	Jazz House	Construction	31,945
KeyBank	Devonshire (rehab)	Security Deposit	22,551
KeyBank	El Nor LP	Security Deposit	12,775
KeyBank	18th Ave Apartments	Security Deposit	1,975
KeyBank	Ponderosa	Security Deposit	4,709
KeyBank	Holiday Apts	Security Deposit	16,679
KeyBank	SOPI / Unity Village	Security Deposit	11,944

CRH
CASH IN BANK
FOR THE MONTH ENDING: March 2024

KeyBank	Jefferson & 12th	Security Deposit	26,518
KeyBank	12th Avenue Arts Housing	Security Deposit	56,297
KeyBank	CH TOD Station House	Security Deposit	36,539
KeyBank	Pride Place	Security Deposit	13,226
KeyBank	SOPI / Unity Village	Reserves	276,431
KeyBank	Jefferson & 12th	Reserves	408,130
KeyBank	12th Avenue Arts Housing	Reserves	923,650
KeyBank	CH TOD Station House	Reserves	859,498
KeyBank	CH TOD Station House	Escrow	122,089
		Total KeyBank	4,720,435
UnionBank	Holiday	Reserves	205,020
		Total UnionBank	205,020
Heritage	Union & 24th Residential	Reserves	912,810
Heritage	Devonshire Construction	Construction	996,788
Heritage	Heartwood SPE	Security Deposit	16,154
Heritage	Heartwood SPE	Construction	98,955
		Total Heritage	2,024,706
Wells Fargo	El Nor	Reserves	675,924
Wells Fargo	18th Ave	Reserves	140,787
Wells Fargo	Ponderosa	Reserves	294,928
Wells Fargo	El Nor	Escrow	50,614
Wells Fargo	18th Ave	Escrow	7,757
Wells Fargo	Ponderosa	Escrow	20,466
		Total Wells Fargo	1,190,475
Bellwether	Union & 24th	Escrow	194,506
		Total Bellwether	194,506
	Total Restricted - Discrete Components		9,134,807
Chase	AAA	Operating Checking	729,197
Chase	Pride Place Commercial	Construction	66,453
Chase	Pride Place	Construction	45
		Total Chase	795,695

CRH
CASH IN BANK
FOR THE MONTH ENDING: March 2024

KeyBank	El Nor LP	Operating Checking	116,935
KeyBank	18th Ave Apartments	Operating Checking	26,869
KeyBank	Ponderosa	Operating Checking	61,246
KeyBank	Holiday Apts	Operating Checking	40,082
KeyBank	SOPI / Unity Village	Operating Checking	41,585
KeyBank	Jefferson & 12th	Operating Checking	90,862
KeyBank	Twelfth Avenue Arts Res	Operating Checking	203,642
KeyBank	CH TOD Station House	Operating Checking	601,890
KeyBank	Pride Place	Operating Checking	128,056
KeyBank	Devonshire	Operating Checking	-
		Total KeyBank	1,311,168
Heritage	Union & 24th Residential	Operating Checking	217,485
Heritage	Heartwood	Operating Checking	29,049
		Total Heritage	246,533
Total Unrestricted - Discrete Components			2,353,396
Total All Cash - Discrete Components			11,488,203
Total All Cash - CHH Blended Components			15,180,121
Total All Cash			26,668,324

TOTALS BY BANK

Key Bank	\$ 15,649,850
Chase	\$ 2,307,885
Banner	\$ 283,060
US Bank	\$ 801,108
Union Bank	\$ 205,020
Bank of America	\$ 87,636
Heritage	\$ 2,836,255
Bellwether	\$ 194,506
Wells Fargo	\$ 1,190,475
LGIP	\$ 2,358,852
Other and Petty	\$ 753,679
TOTAL CASH	\$ 26,668,324

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COMMUNITY ROOTS
— HOUSING —

SECTION 4:
Resolution 2024-07 -
Youthcare Bond Issuance

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Community Roots Housing PDA Board Resolution 2024-07-Youthcare Bond Issuance

Overview: Youthcare Bond Issuance

Purpose: A RESOLUTION of the Board of Directors of Community Roots Housing providing for the issuance of revenue bonds of Community Roots Housing in the aggregate principal amount of not to exceed \$31,000,000, the proceeds of which will be used to make a loan to YC South Annex LLLP, a Washington limited liability limited partnership, for the purpose of providing a portion of the funds with which to finance the construction and equipping of an approximately 84-unit affordable housing project initially to be known as the Broadway Center Apartments

Type of Resolution/Motion:

- **Is this a formal resolution?** ☒ Yes ☐ No
- **Are we requesting a motion from the floor?** ☐ Yes ☒ No
- **Has this resolution been presented to a Board Committee?:** ☒ Yes ☐ No
If so, which committee or committees?: Property Development Committee

Charter or Rules and Regulations Modification:

- **Does this Resolution change the Charter or Rules and Regulations?** ☐ Yes ☒ No
If yes, you need to give notice to the Board 15 days prior to the proposed change. Changes to the Charter or Rules and Regulations must use the strike out and underline format so change is clear to reader.

General description and purpose: This is the formal bond issuance resolution for the Youthcare project, which will allow CRH to issue and selling tax exempt bonds. The tax exempt bonds are a key financing mechanism for the Youthcare project, which is planning to break ground in Q2/Q3 of 2024.

Organizational requirements of resolution: Formal resolution

Financial cost of the resolution: The revenue bonds will be issued and sold with minimal financial impact to CRH.

Pros: CRH will be able to advance bond financing for this project.

Cons: No cons identified.

Further Board Action or Reporting:

- **Is further action required from the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee needs to take action, and anticipated dates for action.
- **Is further reporting required to the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee requires reporting, and anticipated dates for reporting.

Author of Resolution Overview: Foster Garvey

COMMUNITY ROOTS HOUSING

RESOLUTION NO. 2024-07

MULTIFAMILY HOUSING REVENUE BONDS
(BROADWAY CENTER FOR YOUTH), SERIES 2024

A RESOLUTION of the Board of Directors of Community Roots Housing providing for the issuance of revenue bonds of Community Roots Housing in the aggregate principal amount of not to exceed \$31,000,000, the proceeds of which will be used to make a loan to YC South Annex LLLP, a Washington limited liability limited partnership, for the purpose of providing a portion of the funds with which to finance the construction and equipping of an approximately 84-unit affordable housing project initially to be known as the Broadway Center Apartments; fixing or setting parameters with respect to certain terms and covenants of the bonds; appointing Community Roots Housing's designated representatives to approve the final terms of the issuance and sale of the bonds; authorizing the execution and delivery of a trust indenture relating to the bonds, a loan agreement providing for repayment of the loan, and other agreements, documents and certificates; appointing a trustee and bond registrar for the bonds; authorizing officers of Community Roots Housing to accept an offer from RBC Capital Markets, LLC to purchase the bonds; and determining related matters.

Adopted May 13, 2024

This document was prepared by:

*FOSTER GARVEY P.C.
1111 Third Avenue, Suite 3000
Seattle, Washington 98101
(206) 447-4400*

COMMUNITY ROOTS HOUSING

RESOLUTION NO. [2024-07]

MULTIFAMILY HOUSING REVENUE BONDS (BROADWAY CENTER FOR YOUTH), SERIES 2024

A RESOLUTION of the Board of Directors of Community Roots Housing providing for the issuance of revenue bonds of Community Roots Housing in the aggregate principal amount of not to exceed \$31,000,000, the proceeds of which will be used to make a loan to YC South Annex LLLP, a Washington limited liability limited partnership, for the purpose of providing a portion of the funds with which to finance the construction and equipping of an approximately 84-unit affordable housing project initially to be known as the Broadway Center Apartments; fixing or setting parameters with respect to certain terms and covenants of the bonds; appointing Community Roots Housing's designated representatives to approve the final terms of the issuance and sale of the bonds; authorizing the execution and delivery of a trust indenture relating to the bonds, a loan agreement providing for repayment of the loan, and other agreements, documents and certificates; appointing a trustee and bond registrar for the bonds; authorizing officers of Community Roots Housing to accept an offer from RBC Capital Markets, LLC to purchase the bonds; and determining related matters.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF COMMUNITY ROOTS HOUSING as follows:

Section 1. Recitals and Findings. The Board of Directors (the "Board") of Community Roots Housing (the "Issuer") hereby makes the following findings and determinations:

(a) Statutory and Charter Authorization. Section 35.21.730 of the Revised Code of Washington ("RCW") provides that a city, town, or county may form a public corporation in order to "improve the general living conditions in the urban areas" of the State of Washington. The City of Seattle (the "City") acting in accordance with RCW 35.21.730 formed the Issuer pursuant to a Charter, most recently restated as of September, 2021 (as it may be further amended or restated from time to time, the "Charter"). RCW 35.21.745 provides that a public corporation may be empowered to "own and sell real and personal property; . . . to contract with individuals, associations, and corporations, and the state and the United States; . . . to loan and borrow funds and issue bonds and other instruments evidencing indebtedness; transfer any funds, real or personal property, property interests, or services" and the Charter provides that the Issuer shall have and exercise all powers necessary or convenient to effect the purposes for which it is organized including, without limitation, the power to contract and enter into partnerships with individuals, associations and corporations, to lend and borrow money, and to issue negotiable bonds and notes.

(b) Issuance of Bonds Necessary and Advisable and in the Best Interests of the Issuer. YC South Annex LLLP, a Washington limited liability limited partnership (the "Borrower"), has applied to the Issuer for financial assistance for the purpose of providing part of the funds with which to construct and equip a multifamily rental housing development, consisting of

approximately 84 units and related personal property and equipment, to be located in the City (the “Project”), and requested that the Issuer issue revenue bonds in an aggregate principal amount not to exceed \$31,000,000, for the purpose of assisting the Borrower in financing the Project. It is necessary and advisable, important for the feasibility of the Project, and in the best interest of the Issuer to issue the Bonds (as hereinafter defined) in an aggregate principal amount not to exceed \$31,000,000, the proceeds of which will be used to make a loan to the Borrower for the purposes described herein.

Section 2. Definitions. As used in this resolution, the following words have the following meanings:

“Act” means RCW 35.21.730-.755, as amended from time to time, or any substitute or replacement legislation.

“Authorized Denomination” means \$5,000 or any integral multiple thereof.

“Authorized Officer” means any of the following officers of the Issuer or their duly appointed successors: Chair, Vice Chair, Treasurer, Secretary, or Chief Executive Officer.

“Board” means the Board of Directors of the Issuer.

“Bond” or “Bonds” means the Community Roots Housing Multifamily Housing Revenue Bonds (Broadway Center for Youth), Series 2024, or any replacement thereof authorized by, and at any time outstanding pursuant to, this resolution and the Indenture.

“Bond Documents” means the Bonds, the Indenture, the Bond Loan Agreement, the Bond Purchase Agreement, the Regulatory Agreement, the Continuing Disclosure Agreement, the Tax Agreement, the Funding Agreement, and any and all documents executed in connection with the Bonds.

“Bond Loan Agreement” means the Loan Agreement between the Issuer and the Borrower, and any and all amendments or supplements thereto, pursuant to which the Loan will be made to the Borrower.

“Bond Registrar” means the entity serving as registrar under the Indenture, initially the Trustee.

“Bond Purchase Agreement” means the Bond Purchase Agreement among the Underwriter, the Issuer, and the Borrower relating to the sale of the Bonds to the Underwriter.

“Borrower” means YC South Annex LLLP, a Washington limited liability limited partnership.

“Chief Executive Officer” means the Executive Director of the Issuer appointed by the Board to serve as the chief executive officer of the Issuer.

“Code” means the Internal Revenue Code of 1986, as amended.

“City” means The City of Seattle, Washington.

“Closing Date” means, with respect to a Bond, the date of initial issuance and delivery of that Bond to, or at the direction of, the Underwriter in exchange for the purchase price of that Bond.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement between the Borrower and U.S. Bank Trust Company, National Association, as dissemination agent, relating to the Bonds, including any supplements or amendments thereto.

“Designated Representative” means the officers of the Issuer appointed in Section 2 of this resolution to serve as the Issuer’s designated representative as contemplated by RCW 39.46.040(2).

“Final Terms” means the terms and conditions for the sale of the Bonds including the amount, date, denomination, interest rate(s), payment dates, redemption rights, mandatory tender provisions, final maturity, price, and other terms or covenants.

“Funding Agreement” means the agreement between the Borrower and the lenders named therein, and acknowledged and agreed to by the Issuer and the Trustee, and any and all amendments or supplements thereto, pursuant to which the Borrower and such lenders agree to certain terms and conditions relating to disbursements of loan proceeds to the Collateral Fund established pursuant to the Indenture.

“Indenture” means the Trust Indenture between the Issuer and the Trustee relating to the Bonds, as originally executed or as it may from time to time be supplemented, modified or amended.

“Interest Payment Dates” shall have the meaning set forth in Section 2(e).

“Issuer” means Community Roots Housing, a public corporation organized and existing under the laws of the State, or any successor to its rights and obligations under the Bond Loan Agreement and the Indenture.

“Letter of Representations” means the Blanket Issuer Letter of Representations from the Issuer to The Depository Trust Company, as it may be amended from time to time.

“Loan” means the loan to be made by the Issuer to the Borrower of the proceeds of the Bonds to finance the Project.

“Note” means the Promissory Note made by the Borrower to the Issuer in connection with the Loan, and assigned by the Issuer to the Trustee, including any supplements or amendments thereto.

“Official Statement” means an offering document, disclosure document, or substantially similar disclosure document provided to purchasers and potential purchasers in connection with the initial offering of a Series of the Bonds in conformance with Rule 15c2-12 or other applicable regulations of the Securities and Exchange Commission.

“Project” means the multifamily rental housing development initially to be known as Broadway Center Apartments, which will consist of approximately 84 apartment units and related facilities to be located in Seattle, Washington.

“Regulatory Agreement” means the Regulatory Agreement by and between the Borrower and the Issuer governing the use of the Project, including any supplements or amendments thereto.

“Remarketing Agreement” means the Remarketing Agreement pertaining to the Bonds between the Borrower and RBC Capital Markets, LLC, as the remarketing agent.

“Rule 15c2-12” means Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

“Series of the Bonds” or “Series” means a series of the Bonds issued pursuant to this resolution and the Indenture.

“State” means the State of Washington.

“Tax Agreement” means the Federal Tax Certificate and Agreement between the Issuer and the Borrower, pertaining to the Bonds, including any supplements or amendments thereto.

“Trustee” means the entity serving as trustee under the Indenture, initially U.S. Bank Trust Company, National Association.

“Underwriter” means RBC Capital Markets, LLC.

All other capitalized terms used but not defined herein shall have the meanings assigned to them in the Indenture.

Section 1. Authorization of Bonds and Application of Proceeds. The Issuer shall issue the Bonds for the purpose of making the Loan to the Borrower to provide a portion of the funds required to finance the Project and, at the option of the Borrower, to pay a portion of the costs of issuing the Bonds. All proceeds of the Bonds shall be lent to the Borrower for those purposes, and shall be deposited with the Trustee, all as provided in the Indenture.

Section 2. Description of the Bonds; Appointment of Designated Representative. The Issuer’s Chief Executive Officer and the Chair of the Board, and each of them acting alone, are appointed as the Issuer’s Designated Representative and are authorized and directed to conduct the sale of the Bonds in the manner and upon the terms deemed most advantageous to the Issuer, and to approve the Final Terms of the Bonds, with such additional terms and covenants as the Designated Representative deems advisable, within the following parameters:

(a) *Principal Amount*. The Bonds may be issued in one or more Series and shall not exceed the aggregate principal amount of \$31,000,000.

(b) *Date or Dates*. Each Series of Bonds shall be dated as of its date of delivery to the Underwriter, which date may not be later than December 31, 2024.

(c) *Denominations, Series Designation, etc.* The Bonds must be issued in Authorized Denominations, shall be numbered separately in the manner and shall bear any name and additional designation as deemed necessary or appropriate by the Designated Representative and set forth in the Indenture.

(d) *Interest Rate(s).* Each Bond shall bear interest at fixed rates per annum (computed on the basis of a 360-day year of twelve 30-day months) from the Interest Payment Date next preceding the date on which it is authenticated, unless authenticated on an Interest Payment Date, in which case it shall bear interest from such Interest Payment Date, or, unless authenticated prior to the first Interest Payment Date, in which case it shall bear interest from the Closing Date; *provided, however*, if at the time of authentication of any Bond, the Issuer is in default with respect to the payment of interest thereon, such Bond shall bear interest from the date to which interest shall have been paid. One or more rates of interest may be fixed for the Bonds, provided that no rate of interest for any Bond may exceed 6.5%, and the true interest cost for a Series of Bonds may not exceed 6.5%.

(e) *Payment Dates.* Interest must be payable at fixed rates semiannually on such dates as are acceptable to the Designated Representative and set forth in the Indenture (the “Interest Payment Dates”), commencing no later than one year following the Closing Date of the applicable Series of Bonds. Principal payments shall commence on a payment date acceptable to the Designated Representative and set forth in the Indenture and must be payable at maturity or in mandatory redemption installments on such dates as are acceptable to the Designated Representative.

(f) *Redemption Rights.* In their discretion, the Designated Representative may approve provisions for the optional and mandatory redemption of Bonds, as follows:

(i) Optional Redemption. Any Bond or Series of Bonds may be designated as being (A) subject to redemption at the option of the Borrower prior to its maturity date on the dates and at the prices as determined by the Designated Representative or (B) not subject to redemption prior to its maturity date.

(ii) Mandatory Redemption. Any Bond may be designated as subject to mandatory redemption prior to its maturity on the dates and in the amounts as determined by the Designated Representative.

(g) *Mandatory Tender.* In their discretion, the Designated Representative may approve provisions for the mandatory tender of Bonds as follows: any Bond or Series of Bonds may be designated as being (A) subject to mandatory tender in whole and not in part on the dates and at the prices as determined by the Designated Representative and set forth in the Indenture, or (B) not subject to mandatory tender prior to its maturity date.

(h) *Final Maturity.* The Bonds shall mature no later than July 1, 2029.

(i) *Price.* The purchase price for any Series of Bonds may not be less than 98% or more than 105% of the stated principal amount of that Series.

(j) *Tax Status.* The Bonds shall be issued as tax-exempt obligations.

The Final Terms of the Bonds shall be set forth in the Indenture and the Bonds and be evidenced by a Certificate of Designated Representative dated the Closing Date of the applicable Series of Bonds, and the Bonds shall have such other provisions consistent with this resolution as are set forth in the Bonds and the Indenture. Notwithstanding anything herein to the contrary, the execution or authentication of a Governmental Lender Note or any Bond Document by an Authorized Officer shall be conclusive evidence of approval of the terms of the Bonds as set forth therein.

Section 3. Security for the Bonds. The Bonds shall be limited obligations of the Issuer payable exclusively from the Trust Estate pledged under the Indenture. The Bonds shall be secured by a pledge of the Trust Estate, which shall include (a) all right, title and interest of the Issuer in and to all Revenues (as defined in the Indenture), derived or to be derived by the Issuer or the Trustee for the account of the Issuer under the terms of the Indenture and the Bond Loan Agreement (other than the unassigned rights of the Issuer), together with all other Revenues received by the Trustee for the account of the Issuer arising out of or on account of the Trust Estate; (b) all right, title and interest of the Issuer in and to the Note (other than the unassigned rights of the Issuer) including all payments and proceeds with respect thereto or replacement thereof; (c) any fund or account created under the Indenture except for the Cost of Issuance Fund, the Expense Fund and the Rebate Fund (each as defined in the Indenture); (d) all right, title and interest of the Issuer in and to, and remedies under, the Bond Loan Agreement (other than the unassigned rights of the Issuer); and (e) all funds, money and securities and any and all other rights and interests in property whether tangible or intangible from time to time by delivery or by writing of any kind, conveyed, mortgaged, pledged, assigned or transferred as and for additional security under the Indenture for the Bonds by the Issuer or by anyone on its behalf or with its written consent to the Trustee.

The Bonds shall not be a debt or other obligation, either general or special, of the Issuer (except to the extent of the Trust Estate) or any officer or director of the Issuer. None of the Issuer, the City, the State, or any political subdivision thereof nor any public agency (except the Issuer, to the limited extent set forth in the Indenture) shall in any event be liable for the payment of the principal of, premium (if any) or interest on the Bonds or for the performance of any pledge, obligation, or agreement of any kind whatsoever with respect thereto except as set forth in the Indenture, neither the bonds nor any of the Issuer's obligations under the Indenture, shall be construed to constitute an indebtedness of or a pledge of the faith and credit of or a loan of the credit of or a moral obligation of any of the foregoing within the meaning of any constitutional or statutory provision whatsoever. The Issuer has no taxing power.

Community Roots Housing is organized pursuant to Seattle Municipal code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: "All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission or authority on account of any debts, obligations, or liabilities of such public corporation, commissions, or authority."

Section 4. Form and Execution of Bonds. The Bonds shall be in a form consistent with the provisions of this resolution, the Indenture and State law, shall bear the manual or facsimile

signatures of the Chair of the Board and Secretary of the Board of the Issuer, and shall be impressed with the seal of the Issuer or shall bear a facsimile thereof.

The Bonds shall be authenticated by the Bond Registrar as set forth in the Indenture. No Bond shall be valid for any purpose until so authenticated. The authorized signing of a Certificate of Authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this resolution.

Section 5. Preservation of Tax Exemption for Interest on Bonds. The Issuer covenants that it will take all actions necessary to preserve the status of interest on the Bonds as excluded from gross income for federal income tax purposes, except for any period during which the Bonds are held by a “substantial user” of the Project or a “related person” within the meaning of Section 147(a) of the Code. The Issuer also covenants that, to the extent the arbitrage rebate requirements of Section 148 of the Code are applicable to the Bonds, it will take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with the Bonds, including the calculation and payment of any penalties that the Issuer has elected to pay as an alternative to calculating rebatable arbitrage, and the payment of any other penalties if required under Section 148 of the Code to prevent interest on the Bonds from being included in gross income for federal income tax purposes.

The Borrower will agree in the Bond Loan Agreement to reimburse the Issuer for all costs to the Issuer of its compliance with the covenants contained in this section, and the Issuer shall not be required to expend any funds, other than such reimbursement or other money received under the terms of the Bond Loan Agreement, in so complying.

Section 6. Official Statement.

(a) Preliminary Official Statement. The Authorized Officers, and each of them acting alone, shall review and, if acceptable, approve the preliminary Official Statement prepared in connection with each sale of a Series of the Bonds to the public. For the sole purpose of the Underwriter’s compliance with paragraph (b)(1) of Rule 15c2-12, if applicable, the Authorized Officers, and each of them acting alone, are authorized to deem the portions of that preliminary Official Statement pertaining to the Issuer final as of the date of the preliminary Official Statement, except for the omission of information permitted to be omitted by Rule 15c2-12. The Issuer approves the distribution to potential purchasers of the Bonds of a preliminary Official Statement that has been approved by an Authorized Officer.

(b) Approval of Final Official Statement. The Issuer approves the preparation of a final Official Statement for each Series of the Bonds in the form of the preliminary Official Statement that has been approved and deemed final in accordance with subsection (a), with such modifications and amendments as any Authorized Officer deems necessary or desirable, and further authorizes the Authorized Officers, and each of them acting alone, to execute and deliver such final Official Statement to the Underwriter if required under Rule 15c2-12. The Issuer authorizes and approves the distribution by the Underwriter of the final Official Statement so executed and delivered to purchasers and potential purchasers of a Series of the Bonds.

Section 7. Authorization of Bond Documents and Execution Thereof. The Board approves the Indenture, the Bond Loan Agreement, the Regulatory Agreement, the Note, the Remarketing Agreement, and the Continuing Disclosure Agreement substantially in the forms on file with the Chief Executive Officer of the Issuer, with such changes as the Authorized Officers, and each of them acting alone, shall deem necessary or appropriate, and appoints U.S. Bank Trust Company, National Association, as Trustee and Bond Registrar for the Bonds. The Issuer authorizes and approves the execution and delivery of, and the performance by the Issuer of its obligations contained in, the Bonds, the Indenture, the Bond Loan Agreement, the Regulatory Agreement, the Tax Agreement, other Bond Documents, and this resolution and the consummation by the Issuer of all other transactions contemplated by this resolution in connection with the issuance of the Bonds and the making of the Loan. The Authorized Officers, and each of them acting alone, are authorized and directed to do everything necessary for the issuance, execution, sale and delivery of the Bonds; and to execute and deliver, on behalf of the Issuer, the Bond Documents to which the Issuer is a party, and any other documents that may be useful or necessary in connection with the issuance and sale of the Bonds or the making of the Loan, and to ensure the proper use and application of the proceeds from the sale of the Bonds. The execution of any instrument by an Authorized Officer shall be conclusive evidence that such instrument has been duly approved by such Authorized Officer.

Section 8. Authorization of Bond Purchase Agreement. It is anticipated that the Underwriter will present the Bond Purchase Agreement to the Issuer and the Borrower offering to purchase the Bonds under the terms and conditions provided herein and therein. The Board finds that entering into the Bond Purchase Agreement is in the best interest of the Issuer, and therefore authorizes the Authorized Officers, and each of them acting alone, to accept such offer on behalf of the Issuer.

The Bonds will be prepared at the Issuer's expense and will be delivered to the purchaser thereof, with the approving legal opinion of Foster Garvey P.C., bond counsel of Seattle, Washington, regarding the Bonds.

The proper Issuer officials are authorized and directed to do everything necessary for the prompt delivery of the Bonds to the purchaser thereof and for the proper application and use of the proceeds of the sale thereof.

Section 9. Ratification and Confirmation. Any actions of the Issuer or its officers or employees prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

Section 10. Changes to Titles or Parties. While the titles of and parties to the various documents described herein may change, no change to such titles or parties shall affect the authority conferred by this resolution to execute, deliver, file (if required), enforce and perform the documents in their final form.

Section 11. Supplemental Authorization. The Authorized Officers, and each of them acting alone, are authorized on behalf of the Issuer to: (i) determine that any document authorized by this resolution is, at the time such document otherwise would be executed, no longer necessary or desirable and, based on such determination, cause the Issuer not to execute or deliver such

document; (ii) execute and deliver and, if applicable, file (or cause to be delivered and/or filed) any government forms, applications, affidavits, certificates, letters, documents, agreements and instruments that such officer determines to be necessary or advisable to give effect to this resolution and to consummate the transactions contemplated herein; (iii) cause the Issuer to expend such funds as are necessary to pay for all filing fees, application fees, registration fees and other costs relating to the actions authorized by this resolution; (iv) execute and deliver the Letter of Representations to The Depository Trust Company; and (v) notwithstanding any other Issuer resolution, rule, policy, or procedure, to create, accept, execute, send, use, and rely upon such tangible medium, manual, facsimile, or electronic documents, records and signatures under any security procedure or platform, as in such Authorized Officer's judgment may be necessary or desirable to give effect to this resolution and to consummate the transactions contemplated herein.

Section 12. Execution of Duties and Obligations. The Board authorizes and directs the Issuer's Chief Executive Officer to cause the Issuer to fulfill the Issuer's duties and obligations under this resolution, the Bonds, and the other Bond Documents to which the Issuer is a party.

Section 13. Acting Officers Authorized. Any action authorized or directed by this resolution to be taken by the Chief Executive Officer of the Issuer, may in the absence of the Chief Executive Officer be taken by a duly authorized acting Chief Executive Officer of the Issuer or any other employee of the Issuer that has been designated by the Chief Executive Officer or the Board to act in the Chief Executive Officer's absence. Any action authorized or directed by this resolution to be taken by the Chair of the Board may, in the absence of such person, be taken by the duly authorized acting Chair of the Board. Any action authorized or directed by this resolution to be taken by the Secretary of the Issuer may, in the absence of such person, be taken by the duly authorized acting Secretary of the Issuer.

Section 14. Severability. If any provision in this resolution is declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provisions of this resolution and shall in no way affect the validity of the other provision of this resolution or the Bonds.

Section 15. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

ADOPTED by the Board of Directors of Community Roots Housing at an open public meeting thereof this 13th day of May, 2024.

COMMUNITY ROOTS HOUSING

By: _____
Chair, Board of Directors

ATTEST:

Secretary

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Secretary of the Board of Directors of Community Roots Housing (“CRH”) and keeper of the records of CRH, CERTIFY:

1. That the attached Resolution No. 2024-07 (the “Resolution”) is a true and correct copy of the resolution of the Board of Directors of CRH (the “Board”) as adopted at a meeting of Board held on May 13, 2024 (the “Meeting”), and duly recorded in the minute books CRH;

2. The public was notified of access options for remote participation in the Meeting via the CRH website;

3. That the Meeting was duly convened, held, and included an opportunity for public comment, in all respects in accordance with law, and to the extent required by law, due and proper notice of the Meeting was given; that a quorum was present throughout the Meeting, and a majority of the members of the Board of Directors of CRH present at the Meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this Certificate; and

4. Members of the Board voting in the affirmative for the adoption of the Resolution represented one-third of the total voting membership of the Board.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of May, 2024.

Michelle Morlan, Secretary

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COMMUNITY ROOTS
— HOUSING —

SECTION 5:

Resolution 2024-08 - Youthcare Omnibus

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Community Roots Housing PDA Board Resolution 2024-08 - Youthcare Omnibus

Overview: Youthcare Omnibus

Purpose: A RESOLUTION of the Board of Directors of Community Roots Housing authorizing closing on the Youthcare project and providing authority to enter into agreements and accept financing loans related to the project.

Type of Resolution/Motion:

- **Is this a formal resolution?** ☒ Yes ☐ No
- **Are we requesting a motion from the floor?** ☐ Yes ☒ No
- **Has this resolution been presented to a Board Committee?:** ☒ Yes ☐ No
If so, which committee or committees?: Property Development Committee

Charter or Rules and Regulations Modification:

- **Does this Resolution change the Charter or Rules and Regulations?** ☐ Yes ☒ No
If yes, you need to give notice to the Board 15 days prior to the proposed change. Changes to the Charter or Rules and Regulations must use the strike out and underline format so change is clear to reader.

General description and purpose: This is the omnibus closing resolution for the Youthcare project.

Organizational requirements of resolution: Formal resolution

Financial cost of the resolution: Detailed in resolution; financial impact includes making guarantee to complete Youthcare project.

Pros: CRH will be able to close and start construction on the Youthcare project, advancing the mission of the organization.

Cons: No cons identified.

Further Board Action or Reporting:

- **Is further action required from the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee needs to take action, and anticipated dates for action.
- **Is further reporting required to the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee requires reporting, and anticipated dates for reporting.

Author of Resolution Overview: Kantor Taylor

**RESOLUTION ADOPTED AT A MEETING OF
THE BOARD OF DIRECTORS
OF
COMMUNITY ROOTS HOUSING,
A WASHINGTON PUBLIC CORPORATION**

(Broadway Center for Youth Project)

RESOLUTION 2024-08

WHEREAS, Community Roots Housing, a Washington public corporation (“**CRH**”), is organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-755, and Seattle Municipal Code Ch. 3.110;

WHEREAS, the purpose of CRH shall be to preserve, develop, own and operate affordable multifamily housing, as well as cultural, social, and economic facilities and to provide programs and services to promote equity and resilience in communities and to perform other functions as the Board of Directors (the “**Board**”) of CRH shall determine;

WHEREAS, CH Development Association, a Washington nonprofit corporation (“**CHDA**”), was organized to support and carry out the purposes of CRH;

WHEREAS, CRH currently owns certain real property located at 1528 Broadway Street, Seattle, Washington, and 907 East Pine Street, Seattle, Washington (collectively, the “**CRH Parcel**”);

WHEREAS, CRH acquired the CRH Parcel using the proceeds of a \$6,000,000 recoverable grant (the “**Commerce Acquisition Grant**”) from the Washington State Department of Commerce (“**Commerce**”) to CRH;

WHEREAS, YC Broadway Pine LLC, a Washington limited liability company (the “**YC Owner**”) of which Youthcare, a Washington nonprofit corporation (“**YC**”) is sole member and manager, currently owns certain real property located at 1534 Broadway Street, Seattle, Washington (the “**YC Parcel**” and together with the CRH Parcel, the “**Property**”);

WHEREAS, the YC Owner acquired the YC Parcel using the proceeds of (i) a \$1,500,000 award made by The City of Seattle (the “**City**”) to YC (the “**YC City HSD Acquisition Award**”) and (ii) a \$2,450,000 grant from Commerce to YC (the “**YC Commerce Acquisition Grant**” and together with the YC City HSD Acquisition Award, the “**YC Acquisition Financing**”) and assigned to the YC Owner;

WHEREAS, the YC Owner will transfer ownership of the YC Parcel, subject to the YC Acquisition Financing, to CRH (the “**YC Parcel Conveyance**”), pursuant to that certain Escrow Agreement by and between YC, the YC Owner, CRH and the CRH Owner (as defined below) (the “**Escrow Agreement**”);

WHEREAS, after acquiring the YC Parcel, CRH intends to subject the Property to an airspace condominium regime (the “**Condominium**”) consisting of two units created pursuant to a condominium declaration (the “**Declaration**”): (i) one unit which will contain 84 units of affordable housing (the “**Housing Unit**”); and (ii) one unit which will contain approximately 24,499 square feet to be owned and operated by the YC Owner as an opportunity center that will provide employment and education services to homeless youth and young adults (the “**YC Unit**”). The improvements to be constructed by the Partnership (as defined below) within the Housing Unit shall be referred to herein as the “**Project**.” The improvements to be constructed by the YC Owner within the YC Unit shall be referred to herein as the “**YC Project**” and together with the Project, the “**Overall Project**”;

WHEREAS, CRH has caused the formation of YC South Annex LLLP, a Washington limited liability limited partnership (the “**Partnership**”) to own the Housing Unit and to own and operate the Project, and CRH currently serves as initial limited partner of the Partnership;

WHEREAS, CRH has caused the formation of YC South Annex GP LLC, a Washington limited liability company (the “**General Partner**”) of which CHDA is the sole member and CRH is the manager to serve as the general partner of the Partnership;

WHEREAS, upon formation of the Condominium, CRH intends to convey the YC Unit to the YC Owner and to convey the Housing Unit to the Partnership pursuant to the Escrow Agreement;

WHEREAS, the Partnership intends to finance the cost to acquire the CRH Unit through the Partnership’s assumption of the Commerce Acquisition Grant;

WHEREAS, either prior to or concurrently with the conveyance of the Housing Unit to the Partnership and the assumption of the Commerce Acquisition Grant by the Partnership, CRH, in its individual corporate capacity, intends to amend or modify the terms of the Commerce Acquisition Grant (the “**Commerce Grant Modifications**”);

WHEREAS, in connection with the development of the Overall Project, CRH, the Partnership, YC and the YC Owner will enter into a Joint Development and Construction Agreement setting forth their roles and responsibilities with respect to the development, ownership and management of the Overall Project (the “**JDA**”);

WHEREAS, the Partnership, as owner of the Housing Unit, will serve as a member of the Broadway Center for Youth Condominium Association, a Washington nonprofit corporation (the “**Condo Association**”);

WHEREAS, the Partnership has applied to the Washington State Housing Finance Commission (the “**Commission**”) to obtain federal low-income housing tax credits (“**LIHTCs**”) for the Project;

WHEREAS, as described in a letter of interest from National Equity Fund, Inc., NEF Assignment Corporation, as nominee or its designee (the “**Investor**”) intends to make an equity investment in the approximate amount of \$21,434,691 (the “**Equity Investment**”), to be admitted to the Partnership as a limited partner; and

WHEREAS, pursuant to a separate resolution (the “**Bond Resolution**”), the Board has approved or will approve the issuance by CRH, in its individual corporate capacity as issuer (in such capacity, the “**Bond Issuer**”), of its Multifamily Housing Revenue Bonds (Broadway Center for Youth), Series 2024 (the “**Bonds**”) in an initial aggregate principal amount not to exceed \$31,000,000 and to use the proceeds thereof to make a loan (the “**Bond Loan**”) to the Partnership to provide part of the funds required to accomplish the construction and equipping of the Project. In connection with the issuance of the Bonds, the Partnership and the Bond Issuer intend to restrict the use of the Housing Unit pursuant to a Regulatory Agreement granted by the Partnership in favor of CRH (the “**Bond Regulatory Agreement**”);

WHEREAS, the Partnership intends to finance a portion of the construction, development and operation of the Project with a loan from JPMorgan Chase Bank, N.A. (“**Chase**”) in the approximate principal amount of \$18,000,000 and not to exceed \$23,000,000 (the “**Chase Loan**”);

WHEREAS, the Partnership has received a commitment from Commerce to make a loan to CRH to be assigned by CRH to the Partnership in the approximate principal amount of \$5,696,000 (the **“Commerce Loan”**);

WHEREAS, the Partnership has received a commitment from King County (the **“County”**) to make one or more loans to CHDA to be assigned by CHDA to the Partnership in the approximate aggregate principal amount of not to exceed \$5,368,925 (the **“County Loan”**);

WHEREAS, the Partnership has received a commitment from The City of Seattle (the **“City”**) to make two loans to the Partnership: (i) one loan in the approximate principal amount of not to exceed \$12,372,545 (the **“City Loan”**); and (ii) one loan in the approximate principal amount of not to exceed \$1,823,848 (the **“City CHIP Loan”** and together with the City Loan, the **“City Loans”**);

WHEREAS, all or a portion of the proceeds of each of the Chase Loan, the County Loan, and the City Loans may be used to make deposits to the Community Roots Housing Multifamily Housing Revenue Bonds (Broadway Center for Youth), Series 2024 – Collateral Fund established and held pursuant to the Trust Indenture pertaining to the Bonds between the Bond Issuer and U.S. Bank Trust Company, National Association, as bond trustee (the **“Trustee”**);

WHEREAS, CRH desires to finance a portion of the construction, development and operation of the Project with deferred developer fee in an amount not to exceed \$2,750,000, pursuant to the terms of the Development Agreement and the Partnership Agreement (as such terms are defined below) (the **“Deferred Fee”** and collectively with the Equity Investment, Bond Loan, Chase Loan, Commerce Loan, County Loan, and the City Loans, the **“Project Financing”**);

WHEREAS, CRH in its individual corporate capacity and/or in its capacity as a manager of the General Partner on behalf of the General Partner and/or the Partnership, desires to execute and deliver all such documents as may be required to close on the Project Financing;

WHEREAS, CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner, as applicable, desires to guarantee certain obligations of the Project, General Partner and/or Partnership, as applicable, as may be reasonably necessary or advisable to advance the Project and close on the Project Financing;

WHEREAS, CRH, in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, desires to reimburse CRH for certain predevelopment costs and expenses for the Project paid or incurred by CRH through that certain Assignment and Assumption of Work Product and Reimbursement Agreement, pursuant to which CRH will assign to the Partnership and the Partnership will assume from CRH the rights to, interest in and/or obligations under predevelopment work completed in connection with the Project and reimburse CRH for predevelopment costs and expenses of the Project paid or incurred by CRH (the **“Assignment of Work Product”**);

WHEREAS, CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, desires to ratify any and all steps taken to form the Partnership and the General Partner and cause CRH to serve as initial limited partner of the Partnership, developer and guarantor of the Project and manager of the General Partner;

WHEREAS, CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, desires to take any and all steps as may be reasonably necessary or advisable to (i) acquire ownership of the YC Parcel, subject to the YC Acquisition Financing, and form the Condominium; (ii) convey the YC Unit to the YC Owner and convey the CRH Unit to the Partnership; (iv) as consideration for the conveyance of the CRH Unit to the

Partnership, cause the Partnership to assume the obligations of CRH under the Commerce Acquisition Grant; (v) complete the Commerce Grant Modifications; (vi) negotiate, execute and perform the obligations of CRH and the Partnership under the JDA; (vii) cause the Partnership to serve as a member of the Condo Association; (viii) cause CRH to guarantee certain obligations of the General Partner and/or the Partnership; (ix) close on the Project Financing; (x) cause the Partnership to reimburse CRH for predevelopment costs and expenses; and (xi) ratify and affirm any prior actions taken in connection with the development and financing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMUNITY ROOTS HOUSING AS FOLLOWS:

RESOLUTIONS

1. **NOW, THEREFORE, BE IT RESOLVED** that the Recitals above are hereby incorporated into the Resolutions herein by reference.
2. **BE IT FURTHER RESOLVED** that all actions of CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, to cause the formation of the General Partner and the Partnership, including, but not limited to, the negotiation, execution and delivery of all documents reasonably required or advisable to effectuate the foregoing, are hereby ratified and affirmed.
3. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is hereby authorized to cause CRH to serve as a manager of the General Partner, initial limited partner of the Partnership, and developer and guarantor of the Project and to cause the General Partner to serve as general partner of the Partnership.
4. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to acquire the YC Parcel from the YC Owner, subject to the YC Acquisition Financing, and subsequent to such conveyance, cause the formation of the Condominium and the conveyance of the YC Unit to the YC Owner and the Housing Unit to the Partnership, and to take all actions necessary or desirable in connection therewith including, but not limited to, the negotiation, execution and delivery of any documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the Declaration, the Escrow Agreement, and the documents listed as **Condominium Documents** and **Conveyance Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect).
5. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to complete the Commerce Grant Modifications and to cause the Partnership to assume the Commerce Acquisition Grant from CRH, and to take all actions necessary or desirable in connection therewith, including, but not limited to, the negotiation, execution and delivery of any documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents listed as **Commerce Grant Modification Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect).
6. **BE IT FURTHER RESOLVED** that CRH, in its capacity as manager of the General Partner on behalf of the Partnership, is authorized, empowered and directed to take any actions as may be

reasonably required or advisable to cause the Partnership to serve as a member of the Condo Association, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing.

7. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership is authorized, empowered and directed to negotiate, execute and deliver the JDA.
8. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to obtain LIHTCs for the Project, including, but not limited to, the negotiation, execution and delivery of all documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as **Tax Credit Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect) and any other affidavits, certifications, agreements or documents necessary to effectuate the foregoing.
9. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to admit the Investor into the Partnership and obtain the Equity Investment, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as **Equity Investment Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect).
10. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity, in its capacity as issuer of the Bonds and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to issue the Bonds and make the Bond Loan available to the Partnership, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as **Bond Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect).
11. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to close on the Chase Loan, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as the **Chase Loan Documents** on Exhibit A attached hereto (whether bearing the names listed or names to similar effect).
12. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to close on the Commerce Loan, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as the

Commerce Loan Documents on **Exhibit A** attached hereto (whether bearing the names listed or names to similar effect).

13. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to close on the County Loan, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as the **County Loan Documents** on **Exhibit A** attached hereto (whether bearing the names listed or names to similar effect).
14. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any actions as may be reasonably required or advisable to close on the City Loans, including, but not limited to, the negotiation, execution and delivery of all such documents as may be reasonably required or advisable to effectuate the foregoing, such documents to include, without limitation, the documents described as the **City Loan Documents** and the **City CHIP Loan Documents** on Exhibit A attached hereto (whether bearing the name listed or names to similar effect).
15. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any such actions as may be reasonably required or advisable to defer a portion of the developer fee payable to CRH from Project operations pursuant to the Partnership Agreement (as defined on Exhibit A attached hereto).
16. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner, is authorized, empowered and directed to take any such actions as may be reasonably required or necessary to guarantee certain obligations of the Project, General Partner and/or Partnership, as applicable, as may be reasonably required or advisable to advance the Project and close on the Project Financing.
17. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner on behalf of the General Partner and/or the Partnership, is authorized, empowered and directed to take any such actions as may be reasonably required or advisable to reimburse CRH for the predevelopment costs and expenses for the Project paid or incurred by CRH through that certain Assignment of Work Product.
18. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity, is authorized, empowered and directed to serve as a developer of the Project and to negotiate, execute and deliver all such documents as may be necessary or advisable to accomplish the foregoing, including, but not limited to, that certain Developer Fee Agreement by and between the Partnership and CRH, in its capacity as developer (the “**Development Agreement**”) and those other documents listed on the attached Exhibit A (whether bearing the names listed or names to similar effect).
19. **BE IT FURTHER RESOLVED** that CRH is authorized, empowered and directed, in its individual corporate capacity and/or in its capacity as the manager of the General Partner acting on behalf of the General Partner and/or the Partnership, to take all steps and negotiate, execute and deliver all such other documents as may be necessary or advisable to complete the Project, including, but not limited to, those documents listed on the attached **Exhibit A** (whether bearing the names listed or names to similar effect).

20. **BE IT FURTHER RESOLVED** that any and all documents authorized to be executed and delivered by CRH, in its individual corporate capacity and/or in its capacity as the manager of the General Partner on behalf of the General Partner and/or Partnership to accomplish the foregoing are hereby authorized to be executed by any one of the following individuals or their duly appointed successors (each, acting alone, an “**Authorized Representative**”):

<u>Name</u>	<u>Title</u>
Christopher Persons	Chief Executive Officer
Frank F. Alvarado III	Chair
Derrick Belgarde	Vice Chair
Chasten Fulbright	Treasurer
Michelle Morlan	Secretary

21. **BE IT FURTHER RESOLVED** that any Authorized Representative is authorized, empowered and directed to take such further action on behalf of CRH, in its individual corporate capacity and/or in its capacity as a manager of the General Partner on behalf of the General Partner and/or the Partnership, as such Authorized Representative may deem necessary to effectuate the transactions described herein and that any previous execution, delivery or furnishing of documents and/or materials by any Authorized Representative done in furtherance of the foregoing is hereby authorized, confirmed and ratified.
22. **BE IT FURTHER RESOLVED** that any Authorized Representative acting alone may, in its sole discretion, elect to increase the amount of any of the sources comprising the Project Financing by up to ten percent (10%).
23. **BE IT FURTHER RESOLVED** that while the titles of, and parties to, the various documents described in this resolution may change, no change to such titles or parties will affect the authority conferred by this resolution to negotiate, execute, deliver and perform under the documents in their final form.
24. **BE IT FURTHER RESOLVED** that this resolution will be in full force and effect from and after its adoption and approval and that this resolution shall supersede any prior resolutions of the CRH with respect to the Project to the extent such prior resolutions are inconsistent with the terms hereof; provided, however, that nothing in this resolution shall supersede the Bond Resolution in any respect.
25. **BE IT FURTHER RESOLVED** that all actions previously undertaken by CRH with respect to the foregoing resolutions are hereby ratified and affirmed in all respects.

[CERTIFICATION ON FOLLOWING PAGE]

OFFICER CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Secretary of the Board of Directors of the Community Roots Housing (“**CRH**”) and keeper of the records of CRH, CERTIFY:

1. That the attached Resolution No. 2024-08 (the “**Resolution**”) is a true and correct copy of the resolution of the Board of Directors of CRH, as adopted at a meeting of the Board of Directors of CRH held on May 13, 2024, and duly recorded in the minute books of CRH;
2. That such meeting was duly convened and held in all respects in accordance with law, and, to the extent required by law, due and proper notice of such meeting was given; that a quorum was present throughout the meeting and a majority of the members of the Board of Directors of CRH present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate; and
3. Members of the Board voting in the affirmative for the adoption of the Resolution represented one-third of the total voting membership of the Board.

Dated: May 13, 2024

By: _____
Michelle Morlan, Secretary

Exhibit A

List of Documents

CONDOMINIUM DOCUMENTS

1. Declaration
2. Map
3. Condo Association Articles of Incorporation
4. Condo Association Bylaws
5. Condo Association Unanimous Written Consent

CONVEYANCE DOCUMENTS

1. Warranty or Bargain and Sale Deed (YC Parcel to CRH)
2. Warranty or Bargain and Sale Deed (Housing Unit to Partnership)
3. Warranty or Bargain and Sale Deed (YC Unit to YC Owner)
4. Real Estate Excise Tax Affidavits with Certifications
5. Escrow Agreement

COMMERCE GRANT MODIFICATION DOCUMENTS

1. Partial Release of Low Income Housing Covenant Agreement
2. Contract Amendment No. 1 or Omnibus Amendment
3. Amendment to Promissory Note or Amended and Restated Promissory Note
4. Amendment to Deed of Trust or Amended and Restated Deed of Trust
5. Amendment to Low Income Housing Covenant Agreement or Amended and Restated Low Income Housing Covenant Agreement
6. Assignment, Assumption, Release and Consent Agreement
7. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the assumption of the Commerce Acquisition Grant by the Partnership and the Commerce Grant Modifications

TAX CREDIT DOCUMENTS

1. Regulatory Agreement (Extended Use Agreement)
2. Low Income Housing Tax Credit Application and attachments
3. Election of Applicable Percentage
4. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with obtaining the LIHTCs

EQUITY INVESTMENT DOCUMENTS

1. Letter of Interest
2. Amended and Restated Limited Partnership Agreement (the “**Partnership Agreement**”)
3. Purchase Option and Right of First Refusal
4. Guaranty
5. Development Agreement
6. Litigation, Default and Solvency Affidavit – General Partner
7. Litigation, Default and Solvency Affidavit – Guarantor (CRH)
8. Tax Certification Letter
9. Post-Closing Delivery Agreement

10. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with admitting the Investor into the Partnership and obtaining the Equity Investment

BOND DOCUMENTS

1. Multifamily Housing Revenue Bonds (Broadway Center for Youth), Series 2024
2. Loan Agreement
3. Bond Purchase Agreement
4. Regulatory Agreement
5. Trust Indenture
6. Issuer 42m Letter
7. Preliminary Official Statement
8. Official Statement
9. Continuing Disclosure Agreement
10. Remarketing Agreement
11. Federal Tax Exemption Certificate and Agreement
12. IRS Form 8038
13. Section 42(m)(2)(D) and Treas. Reg. 1.42-8(b)(4)(i) letter
14. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the issuance of the Bond and the closing of the Bond Loan

CHASE LOAN DOCUMENTS

1. Term Sheet
2. Construction Loan Agreement
3. Promissory Note
4. Construction Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing
5. Environmental Indemnity Agreement
6. Payment Guaranty
7. Completion Guaranty
8. Carve-Out Guaranty
9. Collateral Assignment and Pledge of Developer Fees and Security Agreement
10. Collateral Assignment of Rights to Tax Credits and Partnership Interests
11. Assignment and Security Agreement (Joint Development Agreement)
12. Assignment of Construction and Design Agreements
13. Assignment of Management Agreement and Consent and Subordination of Manager
14. Rate Lock Confirmation and Agreement (as applicable)
15. Rate Lock Guaranty (as applicable)
16. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the Chase Loan

COMMERCE LOAN DOCUMENTS

1. Housing Trust Fund Contract
2. Promissory Note
3. Deed of Trust
4. Low Income Housing Covenant Agreement
5. Assignment and Assumption and Consent Agreement
6. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the Commerce Loan

COUNTY LOAN DOCUMENTS

1. Award Letter
2. Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing
3. Affordable Housing Covenant Agreement
4. Certificate and Indemnity Agreement Regarding Hazardous Substances and Building Laws
5. Assignment, Assumption and Consent Agreement
6. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the County Loan

CITY LOAN DOCUMENTS

1. Award Letter
2. Loan Agreement with Sponsor Agreement
3. Promissory Note
4. Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing
5. Regulatory Agreement (Covenants and Easements for Low Income Housing)
6. Certificate and Indemnity Regarding Hazardous Substances
7. FIRPTA Certification
8. Subordinate Assignment of Architect Agreement
9. Subordinate Assignment of Construction Contract
10. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the City Loan

CITY CHIP LOAN DOCUMENTS

1. CHIP Utility Improvements Loan Agreement
2. Promissory Note(s)
3. Deed of Trust
4. System Development Charges (SDC) Agreement
5. Such other documents as are required or deemed advisable in the opinion of an Authorized Representative in connection with the City CHIP Loan

MISCELLANEOUS DOCUMENTS

1. Assignment of Work Product and Reimbursement Agreement
2. Architect Agreement
3. Construction Contracts
4. Reliance Certificate
5. Incumbency Certificate
6. JDA
7. Property Management Agreement
8. Priority and Subordination Agreements
9. Payment and Performance Bonds
10. Mechanic's Lien Indemnity
11. Non-Imputation Affidavit
12. Settlement Statements
13. Owner Affidavit
14. Condominium Sale Prohibition Covenant

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COMMUNITY ROOTS
— HOUSING —

SECTION 6:
Resolution 2024-09 -
Youthcare Predevelopment
Spending Increase

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Community Roots Housing PDA Board Resolution 2024-09 - Youthcare Predevelopment Spending Increase

Overview: Youthcare Predevelopment Spending Increase

Purpose: A RESOLUTION of the Board of Directors of CH Development Association increasing predevelopment spending authority by \$100,000, to a total authority of \$2,600,000

Type of Resolution/Motion:

- **Is this a formal resolution?** ☒ Yes ☐ No
- **Are we requesting a motion from the floor?** ☐ Yes ☒ No
- **Has this resolution been presented to a Board Committee?:** ☒ Yes ☐ No
If so, which committee or committees?: Property Development Committee

Charter or Rules and Regulations Modification:

- **Does this Resolution change the Charter or Rules and Regulations?** ☐ Yes ☒ No
If yes, you need to give notice to the Board 15 days prior to the proposed change. Changes to the Charter or Rules and Regulations must use the strike out and underline format so change is clear to reader.

General description and purpose: This resolution raises predevelopment spending authority for Youthcare by \$100,000

Organizational requirements of resolution: Formal resolution

Financial cost of the resolution: Up to \$100,000

Pros: Will provide the funding necessary to advance Youthcare to closing.

Cons: No cons identified.

Further Board Action or Reporting:

- **Is further action required from the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee needs to take action, and anticipated dates for action.
- **Is further reporting required to the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee requires reporting, and anticipated dates for reporting.

Author of Resolution Overview: Thomas Geffner



**ADOPTED AT A MEETING OF
THE BOARD OF DIRECTORS OF
COMMUNITY ROOTS HOUSING,
A WASHINGTON PUBLIC CORPORATION**

**Resolution No. 2024 - 09
South Annex: Predevelopment Spending Increase**

Be it known that:

Community Roots Housing, a Washington public corporation (“the Program”), is organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-755, and Seattle Municipal Code Ch. 3.110;

The purpose of the Program shall be to preserve, develop, own and operate affordable multifamily housing, as well as cultural, social, and economic facilities and to provide programs and services to promote equity and resilience in communities and to perform other functions as the Board shall determine. The Program shall function within the current city limits of the City of Seattle;

Community Roots Housing is authorized to exercise all powers necessary or convenient to affect the purposes for which the Program is organized and to perform authorized Program functions, including, without limitation, the power to contract and enter into partnership with individuals, associations and corporations; and

Community Roots Housing has identified the opportunity to develop the South Annex site (the “Site”) formerly owned by Seattle Central College located at 1500 Broadway, 1534 Broadway, and 909 E. Pine Street in Seattle, WA, 98122 into a mixed use commercial and low-income multifamily rental project in partnership with YouthCare; and

The CRH Board of Directors has previously passed Resolution 2018-02 dated February 12, 2018 to authorize CRH to negotiate a Memorandum of Understanding with YouthCare, a not-for-profit organization dedicated to serving the housing and service needs of homeless youth and young adults; and

The CRH Board of Directors has previously passed Resolution 2019-04 dated April 8, 2019 to authorize CRH to accept the Purchase and Sale Agreement to acquire the Site, receive public funds for the Site purchase, expend up to \$500,000 in predevelopment funds, create operating entities, and allow CRH to serve as the development manager; and

The CRH Board of Directors has previously passed Resolution 2019-06 dated November 12, 2019 to authorize CRH to obtain an acquisition loan from the Washington State Department of Commerce (“Commerce”), close on the acquisition of the Site, conduct feasibility studies for the development, and

provide necessary guaranties for the repayment to Commerce; and

The CRH Board of Directors has previously passed Resolution 2020-18 dated September 14, 20120 and directs the Community Roots Housing's Chief Executive Officer is authorized to prepare and submit funding and development proposals over the next three years in response to NOFAs issued by the City of Seattle, King County and the Washington State Housing Trust Fund or other public sources until the project is fully funded; and

The Board of Directions previously passed Resolution 2021-22 authorizing CRH to take all actions reasonably necessary to (i) serve as a developer of the CRH Project; (ii) serve as the manager of the Company; (iii) act as the initial limited partner of the Partnership, and (iv) obtain and close on the City Loan; and

The Board of Directions previously passed Resolution 2022-01 identifying a new predevelopment source and increasing predevelopment spending authority to \$1,000,000, and then the board previously passed resolution 2022-07 which increased predevelopment spending authority a further \$1,500,000 to \$2,500,000.

The Board of Directors previously passed resolution 2023-31 authorizing the inducement of tax-exempt bonds to fund the project.

Staff anticipate final closing on the development in the second quarter of 2024.

NOW, THEREFORE, BE IT RESOLVED that the Board of the Community Roots Housing hereby finds as follows:

1. The Community Roots Housing Board of Directors hearby finds and determines that increasing pre-development spending will facilitate the further development of the Project and meet the mission of the organization.
2. The Community Roots Housing Board of Directors hearby authorizes an increase of spending authority by \$100,000 over the 2022-07 authorized limit of \$2,500,000. These funds will be used to further both the commercial building and the housing.

CERTIFICATION

I, Michelle Morlan, certify that I am the Secretary of Community Roots Housing and that the foregoing Resolutions were duly adopted at a meeting of the Board of Directors of Community Roots Housing held on the 13th day of May 2024, in accordance with the Charter and Rules and Regulations of Community Roots Housing upon proper notice and at which time a quorum was present.

DATED the 13 day of May 2024.

By _____
Michelle Morlan, Secretary

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COMMUNITY ROOTS
— HOUSING —

SECTION 7:
Resolution 2024-10 -
Africatown Plaza
Supplemental Loan
Authorization

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Community Roots Housing PDA Board Enter "Resolution 2016-XX"

Overview: Africatown Plaza Supplemental Loan Authorization

Purpose: Authorize CRH as Manager of the GP to close on the Supplemental City Loan, the Supplemental Taxable Loan, the Increased Permanent Loan and the CHIP Loan necessary to finance increased project costs.

Type of Resolution/Motion:

- **Is this a formal resolution?** ☒ Yes ☐ No
- **Are we requesting a motion from the floor?** ☒ Yes ☐ No
- **Has this resolution been presented to a Board Committee?:** ☒ Yes ☐ No
If so, which committee or committees?: Property Development Committee

Charter or Rules and Regulations Modification:

- **Does this Resolution change the Charter or Rules and Regulations?** ☐ Yes ☒ No
If yes, you need to give notice to the Board 15 days prior to the proposed change. Changes to the Charter or Rules and Regulations must use the strike out and underline format so change is clear to reader.

General description and purpose: Africatown Plaza has experienced a number of schedule and cost impacts to the project including a delay from the concrete strike, switch gear, and elevator. These impacts to the project have resulted in cost overruns necessitating the need to bring in additional funding to complete the project. This resolution authorizes the project to enter into new or modified loan agreements with the Seattle Office of Housing, King County CHIP, as well as increases to the taxable construction and perm loan with Key Bank.

Organizational requirements of resolution: Adopt resolution

Financial cost of the resolution: Resolution increases the projects permanent finance to the project for the construction to permanent loan with Key Bank as well as our public loan amounts with Seattle Office of Housing and King County. Increases to hard debt repayments will be supported by operational income.

Pros: This funding will make up for budget overruns at the Africatown Plaza project.

Cons: Applies pressure on rents and operating expenses

Further Board Action or Reporting:

- **Is further action required from the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: Please include here whether full Board or Committee needs to take action, and anticipated dates for action.
- **Is further reporting required to the Board or a Board Committee?** ☐ Yes ☒ No
If yes, please describe: While not required, project updates will be provided to PDC and the Board through the monthly pipeline report.

Author of Resolution Overview: Thea Munchel

**RESOLUTION ADOPTED AT A MEETING
OF THE BOARD OF DIRECTORS
OF COMMUNITY ROOTS HOUSING,
A WASHINGTON PUBLIC CORPORATION
(Africatown Plaza)**

RESOLUTION 2024-10

WHEREAS Community Roots Housing (“**CRH**”) is a Washington public corporation, organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-755, and Seattle Municipal Code Ch. 3.110;

WHEREAS the purpose of CRH shall be to preserve, develop, own and operate affordable multifamily housing, as well as cultural, social, and economic facilities and to provide programs and services to promote equity and resilience in communities and to perform other functions as the Board of CRH (the “**Board**”) shall determine;

WHEREAS CH Development Association, a Washington nonprofit corporation (“**CHDA**”), was organized to support and carry out the purposes of CRH;

WHEREAS the Boards of Directors of CHDA and CRH previously adopted certain Resolutions (collectively, the “**Previous Resolutions**”) in connection with the development, financing, construction, equipping and leasing of a seven-story building in Seattle, Washington consisting of (i) an affordable housing development condominium unit (the “**Housing Development**”); a (ii) ground-floor commercial condominium unit (the “**Commercial Unit**” and, together with the Housing Development, collectively referred to herein as the “**Project**”);

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Board caused CHDA to form Africatown Plaza GP LLC, a Washington limited liability company (the “**General Partner**”), of which CHDA and Africatown Community Land Trust, a Washington nonprofit corporation (“**ACLT**”), are the sole members and CRH is the manager;

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Board caused CHDA to form Africatown Plaza LLLP, a Washington limited liability limited partnership (the “**Partnership**”), of which the General Partner is the general partner, for the purposes of acquiring and constructing the Project and owning and operating the Housing Development;

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Partnership previously caused the Project property to be subjected to a condominium regime and has caused or will cause the conveyance of the Commercial Unit to Africatown Commercial I, LLC, a Washington limited liability company, an affiliate of ACLT;

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Partnership previously obtained a loan in the original principal amount of \$13,782,314 (the “**City Loan**”);

WHEREAS in connection with increased Project costs, the Partnership has requested and the City has agreed to increase the City Loan amount by an approximate amount of \$3,500,000 (or such higher or lower amount as an Authorized Representative (defined below) deems reasonably necessary or advisable) (the “**Supplemental City Loan**”), and the documents evidencing the City Loan will be amended to reflect such Supplemental City Loan, which amendments may include without limitation a Promissory Note, a Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, an Amendment to Regulatory Agreement, a Modification Agreement, an Amendment to Priority and Subordination Agreement, and such other documents as may be reasonably required with respect to the Supplemental City Loan (the “**Supplemental City Loan Documents**”);

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Partnership previously obtained (i) a tax-exempt loan in the original principal amount of \$30,000,000 (the “**Tax-Exempt Loan**”) from KeyBank National Association, a national banking association (the “**Bank**”), and (ii) a taxable loan in the original principal amount of \$6,423,068 (the “**Taxable Loan**”) from the Bank;

WHEREAS pursuant to the Previous Resolutions, the Boards of Directors had previously approved that the Tax-Exempt Loan would convert to a permanent loan in the approximate principal amount of \$14,215,893 (the “**Permanent Loan**”);

WHEREAS in connection with increased Project costs, the Partnership has requested and the Bank has agreed to increase the maximum principal amount of the Permanent Loan to \$15,627,425 (or such higher or lower amount as an Authorized Representative deems reasonably necessary or advisable) (the “**Increased Permanent Loan**”) and the documents evidencing the Permanent Loan will be amended to reflect such Increased Permanent Loan, which amendments may include without limitation an Omnibus Amendment to Bank Loan Documents and Priority and Subordination Agreement, and such other documents as may be reasonably required with respect to the Increased Permanent Loan (the “**Increased Permanent Loan Documents**”);

WHEREAS in connection with increased Project costs, the Partnership has requested and the Bank has agreed to increase the Taxable Loan amount by an approximate amount of \$8,397,257 (or such higher or lower amount as an Authorized Representative deems reasonably necessary or advisable) (the “**Supplemental Taxable Loan**”), such that the approximate aggregate maximum principal amount of the Taxable Loan and the Supplemental Loan will be \$14,820,325 (or such higher or lower amount as an Authorized Representative deems reasonably necessary or advisable), and the documents evidencing the Taxable Loan will be amended to reflect such Supplemental Taxable Loan, which amendments may include without limitation an Amendment to Promissory Note, an Amendment to Deed of Trust, Assignment of Leases and Rents, Assignment of Contracts, Security Agreement and Fixture Filing, a Modification Agreement, an

Omnibus Amendment to Bank Loan Documents and Priority and Subordination Agreement, and such other documents as may be reasonably required with respect to the Supplemental Taxable Loan (the “***Supplemental Taxable Loan Documents***”);

WHEREAS in furtherance of the Project and pursuant to the Previous Resolutions, the Partnership previously obtained a loan in the original principal amount of \$2,000,000 (the “***County Loan***”) from King County (the “***County***”);

WHEREAS in connection with increased Project costs, the Partnership has requested and the County has agreed to make a loan to the Partnership or to increase the County Loan in the approximate amount of \$1,777,745 using funds from the Connecting Housing to Infrastructure Program (CHIP) (or such higher or lower amount as an Authorized Representative deems reasonably necessary or advisable) (the “***CHIP Loan***”), and the documents evidencing the CHIP Loan may include without limitation amendments to the existing County Loan documents and/or a Capital Agreement, a First Amendment to King County Housing and Community Development Contract, a Promissory Note – CHIP Funds, Amended and Restated Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, and such other documents as may be reasonably required with respect to the CHIP Loan (the “***CHIP Loan Documents***”);

WHEREAS, CRH, in its own capacity and as manager of the General Partner (in its own capacity and on behalf of the Partnership), desires to take any and all such steps as are reasonably necessary or advisable and to execute and deliver all such documents as may be required to close on the Supplemental City Loan, the Supplemental Taxable Loan, the Increased Permanent Loan and the CHIP Loan, and to ratify and affirm its prior actions taken in connection with the predevelopment, development and financing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMUNITY ROOTS HOUSING AS FOLLOWS:

RESOLUTIONS

1. **NOW, THEREFORE, BE IT RESOLVED** that the Recitals above are hereby incorporated into the Resolutions herein by reference.

2. **BE IT FURTHER RESOLVED** that all the actions of CRH, in its individual corporate capacity and as manager of the General Partner (in its own capacity and on behalf of the Partnership), taken in connection with the formation of the General Partner and the Partnership are hereby ratified and affirmed.

3. **BE IT FURTHER RESOLVED** that each of the Previous Resolutions are ratified and affirmed, and that all the actions of CRH, in its individual corporate capacity and as manager of the General Partner (in its own capacity and on behalf of the Partnership), taken in connection with its service as a sponsor and developer of the Project are hereby ratified and affirmed.

4. **BE IT FURTHER RESOLVED** that CRH, in its individual corporate capacity and as manager of the General Partner (in its own capacity and on behalf of the Partnership), is authorized, empowered and directed to take all such reasonably necessary or advisable steps to close on the Supplemental City Loan, the Supplemental Taxable Loan, the Increased Permanent Loan and the CHIP Loan, including the negotiation, execution and delivery of the Supplemental City Loan Documents, the Supplemental Taxable Loan Documents, the Increased Permanent Loan Documents, the CHIP Loan Documents and any other such documents as may be reasonably required or advisable to effectuate the foregoing.

5. **BE IT FURTHER RESOLVED** that any and all documents authorized to be executed and delivered by CRH, in its individual corporate capacity and/or in its capacity as manager of the General Partner (in its own capacity and on behalf of the Partnership) to accomplish the foregoing are hereby authorized to be executed by any one of the following individuals or their duly appointed successors (each, acting alone, an “*Authorized Representative*”).

<u>Name:</u>	<u>Title:</u>
Chris Persons	Executive Director
Frank F. Alvarado III	Chair
Derrick Belgarde	Vice Chair
Chasten Fulbright	Treasurer
Michelle Morlan	Secretary

6. **BE IT FURTHER RESOLVED** that any Authorized Representative is authorized, empowered and directed to take such further action on behalf of CRH, in its individual corporate capacity and in its capacity as manager of the General Partner (in its own capacity and on behalf of the Partnership), as the Authorized Representative may deem necessary to effectuate the transactions described herein; and that any previous execution, delivery or furnishing of documents and/or materials by any Authorized Representative done in furtherance of the foregoing is hereby authorized, confirmed and ratified.

7. **BE IT FURTHER RESOLVED** that while the titles of, and parties to, the various documents described in this resolution may change, no change to such titles or parties will affect the authority conferred by this resolution to negotiate, execute, deliver and perform under the documents in their final form.

8. **BE IT FURTHER RESOLVED** that this resolution will be in full force and effect from and after its adoption and approval and that this resolution shall supersede any prior resolutions of the CRH with respect to the Project to the extent such prior resolutions are inconsistent with the terms hereof.

9. **BE IT FURTHER RESOLVED** that all actions previously undertaken by CRH with respect to the foregoing resolutions are hereby ratified and affirmed in all respects.

ADOPTED by the Board of Directors of Community Roots Housing at an open public meeting thereof this 13th day of May, 2024.

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Secretary of the Board of Directors of the Community Roots Housing (“**CRH**”) and keeper of the records of CRH, CERTIFY:

1. That the attached Resolution No. 2024-10 (the “**Resolution**”) is a true and correct copy of the resolution of the Board of Directors of CRH, as adopted at a meeting of the Board of Directors of CRH held on May 13, 2024, and duly recorded in the minute books of CRH.

2. That such meeting was duly convened and held in all respects in accordance with law, and, to the extent required by law, due and proper notice of such meeting was given; that a quorum was present throughout the meeting and a majority of the members of the Board of Directors of CRH present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of May, 2024.

Michelle Morlan, Secretary

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COMMUNITY ROOTS
— HOUSING —

SECTION 8:

Consent Agenda and Attachments

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COMMUNITY ROOTS HOUSING PDA BOARD

Regular Meeting

May 13, 2024

5:30-7:30 PM

Pike Pine or RingCentral

CONSENT ITEMS

MINUTES AND REPORTS

1. April Board Meeting Minutes
2. Fundraising & Communications Memo
3. Resident and Property Success Committee Report and Minutes
4. Resident Services Report
5. Property Development Committee Report and Minutes
6. Executive Committee Report and Minutes

DONATIONS, TRANSACTIONS OVER \$10,000 OR 1-YEAR, AGREEMENTS WITH PUBLIC ENTITIES

none



REGULAR BOARD MEETING MINUTES
Pike-Pine Conference Room/ RingCentral
April 8, 2024

PDA Board Members present in person: Frank F. Alvarado III, Chasten Fulbright, Shalimar Gonzales, Drew Porter, M. Michelle Purnell-Hepburn, Saunatina Sanchez, Kristin Winkel.

PDA Members present virtually: Derrick Belgarde, Bob Fikso, Shaun Frazier, Ann Melone, Michelle Morlan, George Staggers

PDA Board Members absent: Jill Cronauer, Sara Cubillos, Eric Snow, Drew Weber

Foundation Board members present in person: Andy Post, Jeff Reibman, Josephine Wong, James Hunter.

Foundation Members present virtually: Robin Lien, Cassandra Mitchell, Josephine Wong

Foundation Board Members absent: Sara Bago, Alex Kettering, Max Koziol, Kelly Price, Jon Weil

Staff members and board guests present: Erin Arnold, Toni Ball, Sarah Bramson, Valencia Chambers Manora, Kiley Dhatt, Morgan Ford, Amy Forsaith, Lisa Hagen, Jason McLin, Thea Munchel, Andrew Oommen, Laura Orella, Chris Persons, Amy Phian, Carolina Rocha (taking minutes), Jessica Sherwin, Leslie Woodworth, Matteo Zanatta-Kline

Public: one resident.

The meeting was called to order by Drew Porter at 5:31 p.m.

Disclosures & recusals: Chasten disclosed that he is departing from his partnership with Blanton Turner.

A motion to approve the **Consent Agenda** was made by Frank F. Alvarado III, seconded by Chasten Fulbright, and passed unanimously.

Public Comment: One resident acknowledged the CRH efforts in setting up a Resident Advisory Council, praising the diversity and constructive engagement within the group. They expressed a desire for continued collaboration and emphasized the importance of understanding each other's perspectives.

However, they also raised concerns regarding interactions with their new site manager, citing instances of miscommunication and unfulfilled promises. The speaker highlighted the need for effective communication channels and follow-up on resident concerns, urging the board to address these issues promptly. They expressed hope for improved outcomes and reiterated their commitment to working with the board towards constructive solutions.

Presentation and Discussion

Service Recognition: Chris celebrated and recognized the service of three outstanding Board members. Drew Porter served on the Board for twelve years and chaired it for the past two years. George Stagers, appointed in May of 2019, completed his fifth year and served as the Board Secretary for the past two years. Eric Snow, a mayoral appointee who joined the Board in 2016, contributed to several committees including Property Development, Property Management, and the Joint Board Committee. Each of these members demonstrated strong leadership and dedication throughout their tenure. It's worth noting that Drew will continue in his seat until a replacement is appointed and will subsequently assume the Emeritus Board seat.

Check Presentation: In 2023, the foundation achieved significant milestones, including hosting its event at the Edgewater Hotel for the first time, selling out the room with record attendance, and raising over \$240,000. Major gifts and grants were secured, including an \$850,000 Congressional earmark and a million-dollar state appropriation. The Rise Together campaign raised over \$6.5 million, exceeding the goal. Despite staffing challenges, the foundation exceeded its general operating goals by nearly 20% and achieved 92% of its overall annual grant-making goal. The successful outcomes were attributed to the dedication of the foundation board, staff and supporters.

PDA and Foundation Board Meeting Structure: Kiley did an overview of the proposal to integrate the Foundation board more closely with the PDA board's activities. Chris provided background information on the foundation's inception, highlighting its separate entity and governance structure modeled after the Pike Place Market Foundation. Despite past challenges in integration, the proposal aims to align meeting structures to foster collaboration. The suggested pilot schedule involves joint meetings with distinct segments for individual board business and shared discussions on organizational matters. Suggestions were made to ensure residents' voices remain prioritized during public comment periods and to carve out intentional time for board members to acquaint themselves with each other's work. The proposal received positive feedback and will undergo further evaluation after its pilot implementation, scheduled to begin in July 2024. Additionally, ideas for joint social events and smaller group discussions were discussed to enhance board cohesion.

Jazz House: Jason provide a concise overview of the project's current status and the options being considered. He mentioned the recent negotiations with Amazon and CRH, highlighting the remaining financial gap of \$4.7 million. He presented three potential paths forward and each path had its pros and cons, including financial risks and operational considerations. He emphasized the need for swift decision-making, particularly regarding the repurchase option held by 2 schools, which expires in August. He also discussed the project's capital stack, including bonds, loans, and sponsor equity, as well as potential mitigating strategies to address the financial gap. Jason stressed the importance of securing favorable pricing from contractors and lenders to minimize risks and maximize project viability.

Further discussion revolved around the concerns raised by Two Schools regarding the project's impact on their operations and the potential loss of their vision for a music education center. Participants expressed their concerns about long-term financial implications and the need to explore alternative programmatic elements that could appeal to the schools. The conversation highlighted the complexity of the project and the various factors influencing decision-making, including financial risks, programmatic considerations, and stakeholder interests.

Real Estate Development

White Center HUB: Progress has been made on the White Center project, encompassing both housing and community center components. With 76 housing units and 24,000 square feet of community space, the project is advancing with building permits secured. Efforts are underway to finalize agreements for real estate transactions, and funding for the project has been successfully secured, closing the remaining gap in financing. The aim is to complete the financing process by mid to late April.

Youth Care: The project comprises 84 housing units, accompanied by a 24,000 square foot center across the first three floors. The partnership adopts a condo regime, with both organizations engaged in its structure. Recent developments include finalizing the lender and investor team. Plans are underway to close the project by mid-June, although the cash collateralized bond process may extend the timeline slightly.

Heartwood: Heartwood is undergoing various initiatives to enhance its leasing and operational strategies. Despite challenges posed by a majority of small units without amenities, efforts are underway to attract tenants and optimize occupancy. Discussions with King County regarding a potential master lease for refugees are progressing. A tour is scheduled in a couple of weeks. Continuous communication is maintained with investors and Heritage Bank. While exploring all options. Efforts persist to navigate towards long-term solutions.

Resolution 2024-06 – Supplemental Resolution (New City Loan) – 13th & Fir (Yesler Family Housing): This resolution allows for the Yesler Family Housing Partnership entity to enter into up to a \$2,000,000 supplement project loan, which will help offset additional costs caused by the concrete strike. This loan will require the modification of the original \$6,000,000 City loan documents and will also require the issuance of an additional Promissory Note and Leasehold Deed of Trust. There is a corresponding CHDA resolution accompanying this resolution.

A motion to approve the **Resolution 2024-06 – Supplemental Resolution (New City Loan) – 13th & Fir (Yesler Family Housing)** was made by Chasten Fulbright, second by Michelle Morlan, and passed unanimously.

Other Resolutions

Resolution 2024-05 - Board and Executive Committee Appointments: This resolution serves to formalize the appointments and reappointments for the PDA board and changes on the Executive Committee.

A motion to approve the **Resolution 2024-05 - Board and Executive Committee Appointments** was made by M. Michelle Purnell-Hepburn, second by Shalimar Gonzales, and passed unanimously.

Finance and Asset Management

February Financials: Chasten and Leslie presented the finances from February, which are included in the board packet.

A motion to approve the **February Finance and Asset Management Report** was made by Frank F. Alvarado III, second by Saunatina Sanchez, and passed unanimously.

City Council: Saunatina shared the great news that she will be running for City Council. The Board expressed their happiness for Saunatina and discussed the importance of maintaining openness and clarity on any potential conflicts of interest.

Executive session: Per RCW 42.30.110 (g) to review the performance of a public employee, the Board went into executive session. The session began at 7:20pm and they expected it to last 20 minutes. The Executive Committee exited the executive session at 7:55pm.

The meeting was adjourned by Drew Porter at 7:55 pm.

Attested,

Michelle Morlan, Secretary
May 13, 2024

May 2024 Fundraising and Communications Memorandum

To: Community Roots Housing Board of Directors

CC: Christopher Persons

From: Kiley Dhatt

Events:

Against all odds, we had a rush of last-minute registrations that brought us from very behind on ticket sales to sold out in a matter of a few days. Huge thanks to both boards for jumping in to invite more people from your networks and brainstorm with staff on strategies to fill the room.

At the time of writing this memo, Top of the Town has not yet taken place. As of today, Wednesday, May 8, going into the event we have raised:

Income	Goal	Actuals to Date
Sponsorship	\$155,000	\$136,000
Tickets	\$17,000	\$16,539
Individual Giving*	\$95,000	\$24,315
Corporate Match**	\$5,000	--
INCOME TOTAL	\$274,500	\$176,854

**Please note that the funds raised at this point toward this line item are gifts pledged and/or paid in advance of the event. The bulk of the funds will be committed at the event during the "raise the paddle."*

***This line item won't show actuals for several weeks after the event, as it takes some time for individuals to submit their gift for matching to their corporate employer and for us to receive the funds.*

Lastly, these are up-to-the-minute actuals and are not fully reflected in the Foundation income and expense report at the bottom of this memo, which dated April 30, 2024.

Based on falling over \$20,000 short on sponsorship and over \$10,000 short on pledged gifts in advance of the event, we expect to come in under our ambitious goal of \$274,500. We will report preliminary totals to the board on the May 13 meeting, and final numbers in the June PDA Board memo.

Grants & Awards

In the last month:

Grant proposals won include:

- BECU – Resident Services, \$12,000

Pending grant proposals include:

- Kettering Family Foundation – Annual Fund, \$25,000

Submitted grant & LOI proposals include:

- FY25 congressional earmark via Congressman Smith to support renovation of the Joe Black and Byron Wetmore apartments in the Rainier Valley, \$1,400,000 (preliminarily selected by the Congressman’s office for submission to the House Appropriations Committee)
- JP Morgan Chase—Rise Together, \$500,000

Upcoming grant proposals include:

- Seattle Office of Housing – Annual Fund, \$1,000,000
- Hearst Foundation – Annual Fund, \$100,000
- Norcliffe Foundation—Annual Fund, \$100,000
- PSE Foundation—Housing Stabilization, \$10,000
- HUD Green and Resilient Retrofit – project and amount TBD
- Murdock Charitable Trust – Capacity-building—amount TBD

Rise Together Capital Campaign

To date, the Rise Together partners have raised \$39,732,143 toward a goal of \$45,000,000 (88%). In the last month:

Proposals won:

- \$150,000 from Ballmer Group to support the WC HUB
- \$150,000 from Gates Foundation to support the WC HUB
- \$200,000 from Seattle Foundation to support the WC HUB
- \$200,000 from anonymous foundation to support the WC HUB

Proposals submitted:

- \$500,000 LOI to JPMorgan Chase to support WC HUB, Pride Place and Africatown Plaza
- \$2MM request to Senator Patty Murray’s office for a congressionally directed spending (earmark) award to support the WC HUB

Upcoming proposals:

- Full proposal to JPMorgan Chase, expanding on the LOI above

Communications

In April, communications work included the following highlights:

- Top of the Town program messaging and event marketing
- Earned media efforts regarding the acquisition of the Rainier & Genessee project site

- Project management of vendor Studio99's marketing work on Pride Place and Africatown Plaza lease ups
- Research on additional Pride Place marketing tactics and resources
- Coordination with Sound Transit on Pride Place video content
- Heartwood website work
- Internal communications refinement via All Staff Meeting programming planning
- Preparation and planning for upcoming communications milestones and touchpoints (including YouthCare project groundbreaking, White Center Community HUB groundbreaking, Devonshire resident relocation, etc.)
- Continuing discovery scope with Pyramid and RealPage to explore better integrations between Community Roots' website and our property management software
- Monthly Building Beyond Buildings and resident newsletters

April's media mentions of Community Roots Housing and related projects:

- [Communion Chef Kristi Brown nominated for James Beard Award](#)
- [Le Morte D'Meliora? Struggling restaurant that replaced the Canterbury hit by unpaid rent, taxes](#)
- [The Country Doctor marks more than 50 years on Capitol Hill and in the Central District with new name](#)
- [Building the Seattle We Want with the Growth We'll Have](#)
- [White Center HUB groundbreaking set for May 18](#)

		SFDC Actuals	Goals
Unrestricted	Corporate	\$ 7,023	\$ 75,875
	Sponsorship & Tickets	\$ 184,482	\$ 309,500
	Foundation	\$ 62,000	\$ 109,320
	Government	\$ -	\$ -
	DAF	\$ 19,600	\$ 343,000
	Individual	\$ 46,631	
	Individual Giving Total	\$ 66,231	
Subtotal		\$ 319,736	\$ 837,695

		SFDC Actuals	Goals
Restricted	Corporate	\$ 19,500	\$ 14,950
	Government	\$ -	\$ 100,500
	Foundation	\$ 5,000	\$ 69,550
	DAF	\$ -	\$ 75,000
	Individual	\$ 6,704	
	Individual Giving Total	\$ 6,704	
Subtotal		\$ 31,204	\$ 260,000
Total		\$ 350,940	\$ 1,097,695

Community Roots Housing Foundation
2024 Budget vs. Actual
January through April 2024

	Jan - Apr 24	Budget	% of Budget
▼ Ordinary Income/Expense			
▼ Expense			
▼ 10000 · Operating Expenses			
▶ 5000 · Contract Services	17,000.00	34,800.00	48.9%
▶ 6000 · Office Expenses	16,592.14	39,330.00	42.2%
▶ 7000 · Administrative Expenses ▶	5,783.79 ◀	31,450.00	18.4%
▼ 7500 · Event Expense			
▼ 7540 · Event Expense			
7542 · Top of the Town	12,584.68	62,450.00	20.2%
7544 · Omnivorous	800.00	77,060.00	1%
7570 · Groundbreakings & Grandopen...	0.00	10,000.00	0.0%
7540 · Event Expense - Other	0.00	1,500.00	0.0%
Total 7540 · Event Expense	13,384.68	151,010.00	8.9%
Total 7500 · Event Expense	13,384.68	151,010.00	8.9%
Total 10000 · Operating Expenses	52,760.61	256,590.00	20.6%
8500 · Donated Goods and Services	10,000.00		
▼ 9000 · Granting			
9050 · Grants to CRH - Unrestricted	196,224.00		
9056 · Grants to others - Restricted	67,500.00		
Total 9000 · Granting	263,724.00		
Total Expense	326,484.61	256,590.00	127.2%
Net Ordinary Income	-326,484.61	-256,590.00	127.2%
Net Income	-326,484.61	-256,590.00	127.2%

MAY 2024 RESIDENT AND PROPERTY SUCCESS COMMITTEE BOARD REPORT AND MINUTES

Property Management Committee Members: Shaun Frazier, Chasten Fulbright, **Shalimar Gonzales**, Saunatina Sanchez

Staff Liaisons to the Board: Toni Ball, Sarah Bramson, Lisa Hagen, Michelle House, **Valencia Chambers Manora**, Andrew Oommen, Chris Persons, **Carolina Rocha**, **Lariah Thompson**, Ron Trescone, **Crystal Dumo (taking notes)**.

(**BOLD** indicates those members in attendance)

Date, time, and location of meeting: May 7, 2024 – 3:00-4:00 PM – RingCentral

Date, time, and location of next meeting: June 4, 2024 – 3:00-4:00 PM – RingCentral

The meeting began at 3:05PM

- 1. Big Projects Update:** In February, we introduced highlights for our workplans involving technology, learning and development, policy, and program development. This month, staff provided updates on key projects. Our maintenance team now have their own laptops and access to Real Page to assist with processes. We are continuing to focus on DEI, career paths, training, and curriculum. The Property Management team have recurring Property Management University meetings. Our Occupancy and Compliance team have started bi-weekly training within their department, as well as doing bi-weekly training with site managers and Property Management covering different topics. Our Resident Services team have implemented professional development within their team. We have started utilizing outside sources for training to keep us accountable, including shoppers to evaluate the leasing process.

We are focused on lease ups, changing the marketing, and getting the word out there. There are four lease ups ongoing. Africatown's completion date is pushed back to the end of this month. The Devonshire is expected to be completed in November. We are continuing working on stabilizing Station House and 13th & Fir. Station House is leasing up units with new occupants, and 13th & Fir reached 100% qualified occupancy in April. Shalimar asked if we have an estimated timeline to reach our occupancy percentage goal and Lisa shared that we are racing toward 100% occupancy as fast as possible, and we are working on getting these leased up. Shalimar asked a follow up question if there are any concerns for any delays and Michelle shared that the concern is not processing applications rather receiving more applications to go through and getting more traffic. The team is adjusting to these situations and focused on marketing and getting word out there to receive more movement. We have signed purchase contracts on Park Hill and Holden Vista.

Management for the Heartwood started on March 1st, we have two full time site managers and a maintenance supervisor at the building. There are weekly meetings with Asset Management, Property Management, and investors going on. Shaun asked if we could see benchmarks for the

next meeting to get a gauge of where we are in hitting the team's goal and the team will prepare this information for next meeting. Shaun specified interest on the vacancy rate, the rate of lease ups we are trying to reach, and our percentage conversion goals.

2. **KPIs:** Physical vacancy continues to rise, up to 6.1% in March from 5.7% in February. As of our last weekly vacancy report (5/3), our vacancy rate is 6.39%, or 90 vacant units. As we've reported, this is primarily driven by move-outs at Station House and Liberty Bank Building. Our continued focus on collections and managing accounts receivables will likely keep our vacancy rate elevated, likely higher than the rate we achieved over the summer. However, we still can beat the budget assumption this year, which is 5%.

The meeting ended at 3:28PM

Resident Services Board Report APRIL 2024

Your RS Team Members

Dept. Position	Team Member	Assigned Buildings
RSC	Sasha Ife	Haines & LBB
	Christian	Broadway Crossing & El Nor
	Deborah	Pantages & EJ
RSM	Toni	

Service Request

Total Residents Served	Top 3 Service Category Request	Total Buildings Served	Portfolio Utilization of Services
45	Rental Assistance/Recreation & Leisure/Other/Transportation	24	50%

Onsite Programming Activities

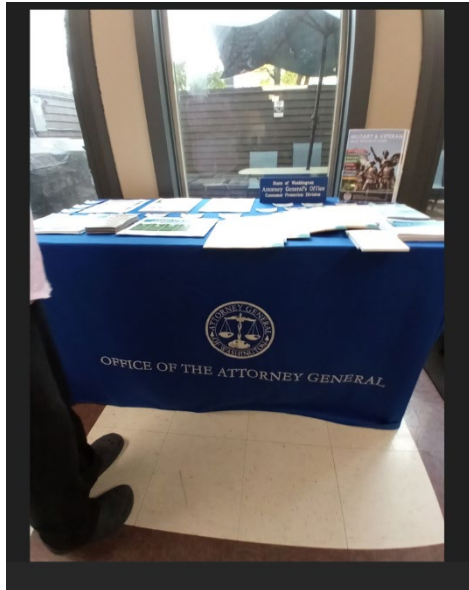
BUILDING	EVENT	SERVICE CATEGORIES	ENGAGEMENT (Total Building %)
LBB	LBB Game Night	Cultural Connection/Youth & Family/Recreation & Leisure	7.3%
Haines	Haines Garden Party	Cultural Connection/Senior Disability Services	21.4%
EJ	WA AGO Consumer Protection	Advocacy/Education/Safety & Security/Senior & Disability Services	5%
Pantages	Free Cell Phones	Digital Inclusion	0%
Broadway Crossing	Karaoke Night	Recreation & Leisure	6.8%
El Nor	Bingo Night	Recreation & Leisure	10.3%

Portfolio Programming: We partnered with Valley Cities Behavioral Health to host a Mental Health First Aid training for our residents. Unfortunately, due to promotional challenges, resulting low interests and we decided to reschedule for June 29th. The additional time will allow us to assess and address our promotional challenges.

Department Activities:

- Team Building Activity: The team worked together to prepare a meal for the EJ residents. The activity was a hit with the EJ residents. We had 15 residents join us for a dinner of baked chicken, mashed potatoes, salad, fruit, vegetable crudité, and a yummy banana cake for dessert. Residents requested dinners as a regular event. Deborah will follow-up and work with the EJ residents to bring this idea consistently to the community.
- The RS team participated in the following training(s): Seattle Fair Housing and Budgeting Conversations.
- Third RAC Planning Committee meeting: "Group Decision Making" - 15 resident attendees.

Narrative: April has been a month of reflection and an opportunity for our team to focus on day-to-day activities. Our team slowed down this month on activities, only participating in the Seattle Fair Housing training, the Budgeting Conversations training, and the CRH All Staff meeting. As we continue through the 2nd quarter, we are going to take some time to study the three months of service data and strategize as a team best method to move forward with achieving our goals. One of the most glaring needs is our need for additional information. The 2nd quarter will be a time for us to assess data collection resources, methods, and our resident engagement.



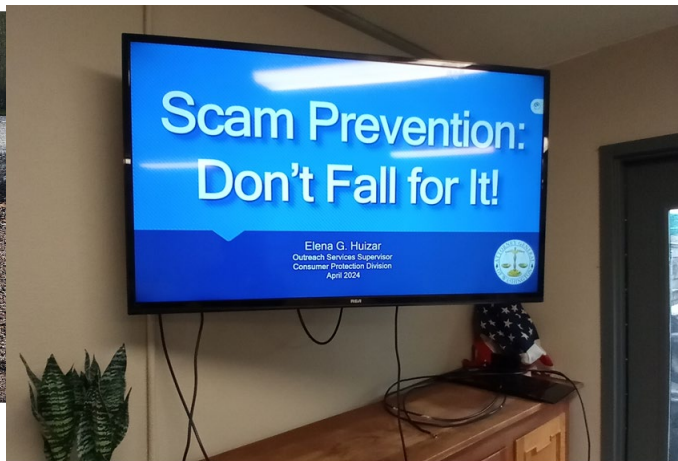
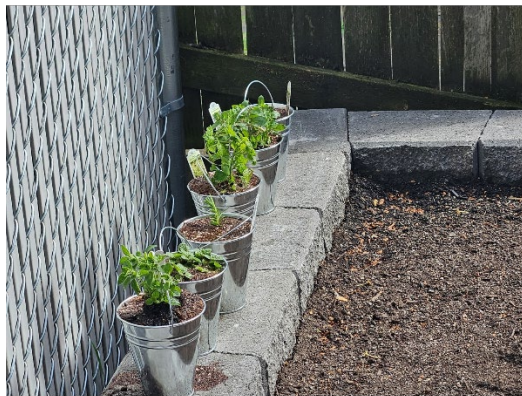
FREE PHONES!

1000 Mins. Talk,
 Unlimited Text,
 4.5 GB Data, + 5 GB
 Data Hotspot!

Saturday, April 27,
 2024, at 11:00 AM
 Pantages
 Community Room

MUST Receive ONE Government Benefit:
 EBT, Medicaid, SSI/SSDI,
 Section 8, Bank Statements, Tax Return,
 Veteran's Pension, Low Income,
 Tribal Pacific Program

Contact: Heather Ross
 206-423-1241





MAY 2024 PROPERTY DEVELOPMENT BOARD REPORT AND MINUTES

Property Development Committee Members: **Bob Fikso**, Derrick Belgarde, **Robin Lien**, **Anne Melone**
(**BOLD** indicates those members in attendance)

Staff Liaisons to the Board: **Chris Persons**, **Thea Munchel**, **Mason Cavell**
(**BOLD** indicates those members in attendance)

Date, time and location of meeting: May 2, 2024, at 3:30 PM – 4:30 PM via Ring Central teleconference

Date, time and location of next meeting: June 27, 2024, at 3:30 PM – 4:30 PM via Ring Central teleconference

1. Project Updates
 - a. White Center – NMTC and LIHTC projects continue to work toward closing expected to occur in the next few days. Groundbreaking scheduled for May 18.
 - b. 13th and Fir – Working to complete supplemental loan with the City of Seattle and toward a May 31 perm conversion.
 - c. Jazz House – Went back out for new construction numbers and the preliminary numbers came in \$5M less than before. Working with Two Schools to identify a path forward on the land.
2. Approvals/Resolutions
 - a. Youth Care South Annex – We have three resolutions for the Youth Care project to bring to the board. PDC authorized bringing all three resolutions to the Board.
 - i. The first will increase the predevelopment spending authority by \$100,000 (from \$2.5M to \$2.6M) to cover expenses related to closing.
 - ii. We are also bringing the Closing Omnibus Resolution which authorizes us to transact the land, declare air rights condo, enter into financial agreements necessary to develop and construct the Youth Care project.
 - iii. Final resolution is related to the Bond Issuance, authorizing CRH to issue the bonds and offer the bond for public sale.
 - b. Africatown Plaza – Africatown Plaza project has experienced construction cost overruns and delays due to the concrete strike, electrical switch gear delivery, and elevator. As a result, the project needs additional sources to complete the development and construction of the project. PDC approves bringing this resolution to the Board.
 - i. Supplemental Funding Resolution authorizes CRH as member to enter into all necessary agreements to increase the taxable construction loan, the permanent loan, the Seattle Office of Housing Loan, and the King County Loan.
3. Pipeline Report
 - a. See attached Pipeline Report

Meeting adjourned at 4:18 PM.

					2024				2025				2026			
List		PM	Assoc	# Units	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
1	Heartwood	Jason	Brenda	126	Conversion											
2	Pride Place	Mason	Brenda	118			Conversion									
3	13th & Fir Family Housing	Thomas	Brenda	156	Conversion											
4	AT Plaza	Thomas	Brenda	126	PIS	Conversion										
5	Jazz House	Jason	Brenda	134		CLOSE	Construction						PIS	Conversion		
6	Devonshire	Jordan		62				PIS	Conversion							
7	Northgate	Thea		235	Construction							PIS	Conversion			
8	WC Residential	Jordan	Brenda	76	CLOSE	Construction					PIS	Conversion				
9	WC HUB	Jordan	Brenda		CLOSE	Construction					Conversion					
10	Othello	Jason		235	TBD											
11	Youthcare	Thomas		84	Bond Cap	CLOSE	Construction							PIS	Conversion	
12	SMC	Jordan	Brenda	283			Prefunded	ROUND	Predevelopment					CLOSE	Construction	
13	Centennial	Thomas		57			Prefunded	ROUND	Predevelopment					CLOSE	Construction	
14	R & G	Thomas		139	Acq and hold											

Project Name	PM	# Units	Funding Application	Construction Closing	Placed in Service	Perm Conversion	Proposed/Actual	Cash Dev Fee	Cash Fee in 2024	Predev Approved	Predev Spent to Date	Acquisition
Middle Income												
Heartwood	Andrew	126	N/A	11/8/2021	11/22/2023	5/22/2024	Actual	\$ 1,731,164			Repaid	
Current Phase: Lease Up		Update: Lease up continues to be slow.										
Next Milestone: perm conversion		CRH has taken over property management and lease up from Blanton Turner.										
		Working to identify next steps for perm conversion.										
Jazz House	Thea/Holly	108	N/A	1Q 2024	4Q 2025	2Q 2026	Proposed	\$ -	\$ 4,300,000	\$ 3,966,555	\$ 2,400,000	
Current Phase: Closing		Update: Working with Amazon to begin closing calls.										
Next Milestone: Construction		New preliminary pricing came in from Ghrum for construction ~\$5M lower than previous pricing										
		Meeting with Two Schools to work through design considerations and right of repurchase option.										
		Expanding the role Schuster Group was playing on the project to include development budget,										
		working together to see how revised construcion pricing impacts sources and uses budget and if we										
		have a path forward to close.										
Othello	Thea	235	N/A	TBD	TBD	TBD	Proposed	\$ -	\$ 600,000	\$ 516,562		
Current Phase: Feasibility		Update: Currently in public comment period of the ppcd process.										
Next Milestone: Approval		Workign with legal to understand our options related to the ppcd, site acquisition, and development										
		program.										
4% Bond												
13th & Fir Family Housing	Josh / Thomas	156	9/15/2019	5/17/2021	5/5/2023	6/1/2024	Actual	\$ 583,947			Repaid	
Current Phase: perm conversion		Update: Conversion package submitted to Freddie Mac, with conversion planned for 6/1/24.										
Next Milestone: Operations		Next steps include investor approval of conversion installment.										
		Achieved 100% occupancy, final items needed to complete conversion include tenant files and april										
		operating financials.										
Pride Place	Mason	118	9/15/2019	10/25/2021	9/5/2023	6/30/2024	Actual	\$ 1,510,957	\$ 151,095.50		Repaid	
Current Phase: Lease up		Update: Lease up continues to be slow, working with marketing team on a new direction, including lowering										
Next Milestone: perm conversion		rents for the 50% studio units, sharpening our targeted social media and online marketing, and										
		reengaging with GenPride on direct outreach and affirmative marketing.										
		Working with lenders and investors to extend construction loan and push out perm conversion.										
		Pride Place Retail, all three retail spaces have either a lease or an LOI. Looking to begin landlord										
		work and advance toward perm conversion of the commercial loan.										
AT Plaza	Muammar/Thomas	126	9/15/2019	12/23/2021	4/15/2024	11/15/2024	Actual	\$ 1,088,597	\$ 108,259.20		Repaid	
Current Phase: Construction		Update: Intial punch completed.										
Next Milestone: Building Transition, Lease up		Beginning the condo recording and declaration process in order to have commercial unit out of the										
		structure by TCO.										
		Additional funding from Key Bank and the City and County is expected.										
		TCO expected 5/10 withoutside date of 5/27										
Devonshire	Jordan	62	9/15/2022	9/19/2023	9/1/2024	5/1/2025	Actual	\$ 1,582,857	\$ 474,857.10		Repaid	\$ -
Current Phase: Construction		Update: 35% Construction Complete. Current Activities are framing and MEP Rough-in. Team continues to										
Next Milestone: Building Transition, Lease up		investe extents of needed repair, funding sources, and timing of side sewer repair as it relates to										
		current construction and projected move-backs. Current schedule for move backs begin 9/18 -										
		predicated on units complete and life-safety elements installed in common areas. Will need to work										
		with PM/AM on a transition plan during move-back and ongoing construction activity.										
Northgate	Jordan	235	9/15/2021	12/21/2023	10/31/2025	12/18/2026	Actual	\$ 2,417,701	\$0	\$ 200,000	\$ 189,841	
Current Phase: Construction		Update: 15% Construction Complete. Concrete foundation, shear walls, slabs, and waterproofing/vapor		Predev reimbursement delayed, expected in March								

Project Name	PM	# Units	Funding Application	Construction Closing	Placed in Service	Perm Conversion	Proposed/Actual	Cash Dev Fee	Cash Fee in 2024	Predev Approved	Predev Spent to Date	Acquisition
Next Milestone: Building Transition, Lease up				barrier continue to be the bulk of construction activity occurring on-site. Project is 99% complete with soil export. Previous estimate for dirty dirt disposal of \$2M is not closer to \$1.2M for projected contingency hit. Project team is working through VE log in hopes to claw back ~\$500k. Continuing to work with Bridge for reimbursement of predevelopment spending. Child Care project received verbal affirmation of construction loan financing from Enterprise. Continuing to work with KT and King County to advance ground lease bifurcation.								
WC Residential	Mason	76	9/15/2022	5/6/2024	7/1/2025	3/1/2026	Proposed	\$ 1,085,955	\$ 358,365.08	\$ 3,600,000	\$ 4,008,404	
Current Phase: Closing				Update: Looking to close week of 5/6 -- following NMTC project closing								
Next Milestone: Construction				*Predev includes both Res and Com projects								
WC Commercial	Mason		N/A	5/3/2024	7/1/2025	n/a	Proposed	\$ 900,000	\$ 450,000			
Current Phase: Closing				Update: Looking to close week of 5/6 -- prior to LIHTC project finance closing								
Next Milestone: Construction												
YouthCare	Thomas	84	9/15/2021	6/1/2024	6/1/2026	2/1/2027	Proposed	\$ 2,353,970	\$ 353,095.50	\$ 2,500,000	\$ 2,540,381	\$ 6,500,000
Current Phase: Funding, Building Permit				Update: Working toward a June construction finance close.								
Next Milestone: Closing				Final funding request made to housing funders.								
				Permits secured.								
				Will be moving into closing and will need to work across the agency regarding tenant population, opex budget and the ability to maintain operations over time.								
				YC has a path to close the funding gap on their side of the project which will be able to accommodate closing schedule.								
SMC	Mason	283	9/15/2023	6/1/2025	6/1/2027	2/1/2028	Proposed	\$ 2,863,346		\$ 500,000	\$ 482,934	\$ 7,750,000
Current Phase: Prefunded				Update: No updates								
Next Milestone: Public Funding												
Centennial	Thomas	57	9/15/2024	12/1/2025	12/1/2027	8/1/2028	Proposed	\$ -			\$ 280,345	
Current Phase: Feasibility				Update: Working with public funders to explore path forward with this project considering current bond scoring priorities.								
Next Milestone: Approval												
R & G	Thomas	139	9/15/2024	12/1/2025	12/1/2027	8/1/2028	Proposed	\$ -		\$ 100,000	\$ 66,114	\$ 5,130,243
Current Phase: Acquisition				Update: Closed on acquisition on March 19, 2024.								
Next Milestone: PreFunded				Exploring possibility of tiny home village on site.								
Potential Projects												
Sound Transit - U Dist.	Thomas	208	1/10/2024							\$ -	\$ -	
Current Phase: RFP				Update: Did not win RFP								
Next Milestone: Development and Disposition Agreement												
Kent	Thea							\$ -				
Current Phase:				Update: Working with Build America to secure a \$100,000 predevelopment grant to pursue predevelopment on this site.								
Next Milestone:												
SFBC	Mason							\$ -				
Current Phase:				Update: No updates								

Project Name	PM	# Units	Funding Application	Construction Closing	Placed in Service	Perm Conversion	Proposed/Actual	Cash Dev Fee	Cash Fee in 2024	Predev Approved	Predev Spent to Date	Acquisition
Tukwila - Abu Bakr	Jordan							\$	-			
Current Phase:												
Next Milestone:												
Update:												
CHP2-5	Thea							\$	-			
Current Phase:												
Next Milestone:												
Update:												



MAY 2024 EXECUTIVE COMMITTEE BOARD REPORT AND MINUTES

Executive Committee Members: Frank F. Alvarado III (Chair), **Derrick Belgarde** (Vice Chair), **Chasten Fulbright** (Treasurer), **Michelle Morlan** (Secretary), **Drew Porter** (Immediate Past Chair),

Absent Committee Members: none.

Staff: Chris Persons, **Carolina Rocha**, **Sondra Cardin** (taking minutes)
(**BOLD** indicates those members in attendance)

Date, time, and location of meeting: Monday, May 6, 2024 – 5-6:30 pm – Belmont Conference Room / RingCentral

Date, time, and location of next meeting: Monday, June 3, 2024 – 5-6:30 pm – Belmont Conference Room / RingCentral

The meeting began at 5:01 p.m.

1. **Welcoming new Executive Committee Members:** Chris welcomed Michelle Morlan (secretary) and Chasten Fulbright (treasurer) as new members of the Executive Committee and Sondra Cardin, the new Executive Assistant and Board Liaison.
2. **Executive Session** Per RCW 42.30.110 Executive sessions. (g) to review (performance of a public employee), the committee went into an executive session. The session began at 5:05pm and they expected it to last 10 minutes. The Executive Committee exited the executive session at 5:15pm.
3. **Critical Path Issues:**
 - **Jazz House Review:** Thea has reworked the proforma and we continue to negotiate a path forward. We are also exploring all contingency plans. We have had good conversations with Two Schools and we work to build a relationship with them.
 - **Heartwood Review:** Leasing of units has increased and are now listed on Zillow which has been moving things more quickly. We submitted two proposals to Amazon and King Country to support this project. Both are aware of tight deadlines so hopefully we will know soon possibility of them partnering. Michelle expressed concerns regarding structure of the equity back after 10 years.
 - **Property Sales:** Chris updated on current dispositions and additional properties that we will proposed in the future to move to disposition. These properties would require no relocation and affordability would remain in place for a long period. A question was raised about the level of occupancy of buildings that are considered for disposition and their contribution to the organization's margin.

4. **Board Development** – Chris shared Board Development List 2024 and discussed priority candidates to focus on outreach. Goal is to increase our diversity, add an attorney, and bring in additional AH finance expertise. Board development tasks remaining include:
 - Filling seats 11 and 12.
 - Filling Vice President Seat 2 – Have not always had two VPs, however, there are benefits with back-up and participation. There is concern that there is a lot of pressure on VP if Chair steps down.
 - CHDA Membership – Chris gathered feedback on candidates of positions. Discussion about terms and responsibilities occurred.
 - Committee Membership – Will begin introducing and discussing at the Monday board meeting.
5. **Round Table with Robin Hughes & Top of the Town:** Took advantage of Robin Hughes in town to hold roundtable with a number of elected officials this Thursday.

We currently have 170 people registered for Top of the Town and hired an auctioneer for the event.
6. **Review Board Agenda and Resolution:** Chris presented and walked through the board meeting agenda with the Committee.
7. **Board Correspondence:** In April, the board received correspondence from one member of the public to report an issue with the roots of a tree. Staff have responded and are seeking an arborist to resolve this issue.
8. **CEO Review and Compensation:** Per RCW 42.30.110 Executive sessions. (g) to review (performance of a public employee), the committee went into an executive session. The session began at 6:23pm and they expected it to last 15 minutes. The Executive Committee exited the executive session at 6:39pm.

The meeting ended at 6:39 p.m.

Board Email Correspondence April 2024

Correspondence Number	1
Date Received	April 22, 2024 (1 email)
From	A member of the public
Topic	Tree root on neighbor's property
Building	EJ House & Neighbor
Status	Staff responded and seeking arborist