

June 13, 2024

BCC Agenda Date/Item: _____

Housing Authority Board of Commissioners
 Clackamas County

Approval of Resolution designating Authorized Officers to finalize, execute, and deliver all documents and agreements related to the Hillside Park Redevelopment Project Building C. Funding is through federal, state, local, and private funding sources. No County General Funds are involved.

Previous Board Action/Review	October 2019 – Board approval of the Hillside Park Master Plan Design Concept July 2021 – Board approval of Resolution authorizing submittal of Section 18 disposition application January 2022 – Notification to the Board of intent to release Request for Expressions of Interest from developers August 2022 – Related Northwest selected as the developer September 2022 – Approval of an Exclusive Negotiation Agreement with Related Northwest September 2023 – Approval to provide Housing Authority Board endorsement of the concept and preliminary commitment of Regional Affordable Housing Bond funds March 20, 2024 – Policy Session on Hillside Park Redevelopment where the board unanimously approved to bring the Resolution back for formal adoption at a future business meeting. April 4, 2024 – Development Agreement Approval May 11, 2024 – Approval of Bond Inducement Resolution 1985		
Performance Clackamas	This item aligns with the strategic priority to ensure safe, healthy, and secure communities by providing sustainable and affordable housing.		
Counsel Review	Yes	Procurement Review	Yes
Contact Person	Devin Ellin	Contact Phone	971-227-0472

EXECUTIVE SUMMARY: The Housing Authority of Clackamas County (HACC), a component unit of Clackamas County within the Housing and Community Development Division of the Health, Housing and Human Services Department, is requesting Board approval of a resolution designating Authorized Officers authority to finalize and execute all documents and agreements related to the acquisition, development, financing, construction, and leasing of the Hillside Park Building C. The authorized officers include the Chair of the Board, the Housing Authority’s Executive Director, and the Director of Housing Development of the Authority.

Overview of Hillside Park Redevelopment
 Built in 1942, Hillside Park is a public housing complex consisting of 100 single-family units and duplexes situated on a 13.7-acre site in the City of Milwaukie. The vision for this redevelopment

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project is over five years in the making and is based on extensive input from community stakeholders and an approved master plan. As part of its public housing repositioning, the Housing Authority of Clackamas County will be redeveloping the public housing at Hillside Park into up to 500 units of new affordable housing in two phases. HACC will retain ownership of the underlying land through long-term ground leases with the various building owners.

Phase 1 includes the development of 275 new units of amenity-rich affordable housing located in three adjacent buildings referred to as Buildings A, B, and C. Building C includes 100 units and will be the first of the three buildings to break ground with construction expected to commence in July 2024. Building A, consisting of 92 units, and Building B, consisting of 83 units, are scheduled to start construction in September 2024.

Amenities will include on-site management offices, resident service offices, parcel lockers, multi-purpose community rooms, bike rooms, and laundry rooms on every floor. An innovative amenity will be a community room that will serve as a resilience hub during emergencies. Resilience hubs are supplied with basic resources like food, water, and medical supplies, and have backup electrical capacity. They are community-serving facilities designed to support residents and coordinate resource distribution and services before, during, or after an emergency event, such as a natural disaster.

Additional amenities will include raised garden beds, outdoor courtyards with dining and patio spaces, electric vehicle (EV) charging stations, and energy efficient infrastructure to decrease operating costs and increase overall housing affordability. The redevelopment also includes extensive public improvements and infrastructure work, including the introduction of the city grid to the neighborhood. The result will be an accessible, service enriched, energy efficient, and pedestrian-friendly community.

Building C will consist of 100 units affordable to households making 60% of the Area Median Income (AMI) and below. HACC will have a 100% ownership stake in the General Partnership. Related Northwest will develop Building C with the understanding that, once the building is complete, leased and stabilized, and after the project's tax credits partnership receives Form 8609, HACC will replace Related Northwest as General Partner (GP) of the Limited Partnership (LP). Form 8609 is the Internal Revenue Service document that credit allocating agencies give to property owners as evidence that the owner is eligible to claim low-income housing tax credits. In return, Related Northwest will receive the total cash developer fee (up to \$3.0 million). Once Form 8609 is received, HACC will have the option to purchase Related Northwest's GP interest in the LP. The purchase price for the GP interest will be \$1.0 million. Once HACC purchases Related Northwest's GP interest, all deferred developer fee payments, currently estimated at approximately \$5.0 million dollars, will be owed to HACC and disbursed through operational cash flow for up to 15 years.

The total development cost of Building C is approximately \$64.3 million. This includes over \$14 million in infrastructure-related costs that will serve all of Phase 1 and provide new utility stub-ins that will serve Phase 2. The redevelopment of Hillside Park introduces the city grid to the site that will better connections to the surrounding neighborhood, more convenient navigation through the site, and an urban character that prioritizes the pedestrian experience while ensuring that adequate parking is provided.

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As the first building planned for construction, Building C is required to complete all of the infrastructure necessary to provide it with new utilities, manage stormwater on-site, and to provide vehicle and pedestrian access from NE 32nd Avenue. The required permitting views Building C as a standalone project and includes everything needed for Building C to operate, regardless of the timelines of the future buildings. For these reasons, the majority of the Phase 1 infrastructure costs appear in the Building C

Primary sources of funding for Building C include Federal Congressionally Directed Spending (\$4.0 million), County HOME funds (\$4.0 million), Metro TOD (\$250,000), Low Income Housing Tax Credit equity (\$18.7 million), Regional Affordable Housing Bond funds (\$18.2 million), deferred developer fee (\$5 million), and permanent debt (\$14.15 million).

Resolution 1989 authorizes the loans, agreements, and approvals necessary to close the financing of Hillside Park Building C and commence construction of the project. Approval of Resolution 1989 authorizes the following: the lease of Housing Authority property to Hillside Park Building C Housing Partners Limited Partnership; the Housing Authority's participation as a general partner of Hillside Park Building C Housing Partners Limited Partnership; loans and capital contributions to Hillside Park Building C Housing Partners Limited Partnership; the execution and delivery of documents relating to the Hillside Building C development project; and determination of matters necessary to consummate the transactions contemplated in the resolution and/or further the acquisition, development, financing, construction, and leasing of the Project.

The documents and agreements expected to be delivered as part of the Hillside Park Building C transaction are listed in Exhibit A of Resolution 1989. Copies of all documents will be available for Housing Authority Board review at its request.

RECOMMENDATION: Staff respectfully recommends the Board approve Resolution 1989 designating Authorized Officers authority to finalize and execute all documents and agreements related to the acquisition, development, financing, construction, and leasing of the Hillside Park Building C.

Respectfully submitted,



Rodney A. Cook
Director of Health Housing and Human Services

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**BEFORE THE BOARD OF COMMISSIONERS
OF THE HOUSING AUTHORITY OF CLACKAMAS COUNTY**

In the Matter of authorizing the lease of Authority property to Hillside Park Building C Housing Partners Limited Partnership, authorizing the Authority's participation as a general partner of Hillside Park Building C Housing Partners Limited Partnership, authorizing loans and capital contributions to Hillside Park Building C Housing Partners Limited Partnership, approving the execution and delivery of documents relating to the Hillside Building C development project; and determining related matters

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BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF CLACKAMAS COUNTY as follows:

Section 1. Recitals and Findings. The Board of Commissioners (the "Board") of the Housing Authority of Clackamas County (the "Authority") finds and determines:

(a) Statutory Authorization. The Authority is a public body corporate and politic of the State of Oregon and a housing authority authorized by the Housing Authorities Law (ORS 456.005 to 456.235) to, among other things, to: (i) "[p]repare, carry out, acquire, lease and operate housing projects" (ORS 456.125(5)) and [p]rovide for the construction, reconstruction, improvement, alteration or repair of any housing project or any part thereof" (ORS 456.125(6)); (ii) "lease or rent any housing, land, buildings, structures or facilities embraced in any housing project and, subject to the limitations of the Housing Authorities Law, to establish and revise the rents or charges therefor" (ORS 456.120(8)) and "sell, mortgage, lease, rent, transfer, assign, pledge or otherwise dispose of any real property or any interest therein" (ORS 456.120(11)); (iii) "form, finance and have a nonstock interest in, and to manage or operate, partnerships . . . in order to further the purposes of the housing authority" (ORS 456.120(20)) and "enter into a partnership agreement with or loan money to an individual, partnership, corporation or other association to finance, plan, undertake, construct, acquire, manage or operate a housing project" (ORS 456.120(18)); (iv) "finance, develop, own, operate or manage a mixed income housing project" if certain requirements are met (ORS 456.120(19), ORS 456.153); (v) "issue bonds . . . for any of its corporate purposes" (ORS 456.175), which "bonds" include "any bonds, notes, interim certificates, debentures or other obligations" (ORS 446.055(3)), and in connection therewith "pledge all or any part of its . . . revenues to which its right then exists or thereafter comes into existence" (ORS 456.200(1)), "mortgage its real or personal property" (ORS 456.200(2)), and "make any covenants and do any acts and things necessary or convenient to secure its bonds, or, in the absolute discretion of said authority, tending to make the bonds more marketable" (ORS 456.200(22)); (vi) "make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the authority" (ORS 456.120(4)); and (vii) "delegate to one or more of its agents or employees such powers or duties as it deems proper" (ORS 456.135). As used in the Housing Authorities Law, "housing project" includes any work or undertaking "[t]o provide decent, safe and sanitary urban or rural housing for persons or families of lower income" which may include "buildings, land,

equipment, facilities and other real or personal property for necessary, convenient or desirable appurtenances” (ORS 456.065(2)).

(b) The Project. The Authority is undertaking the first phase of the redevelopment of the Authority’s Hillside Park property, including the construction of Hillside Park Building C to contain approximately 100 units of housing and related infrastructure and other improvements (the “Project”). Pursuant to the authority set forth in Resolution No. 1972 adopted by the Board on September 29, 2022, the Authority entered into an Exclusive Negotiation Agreement with the Related Companies of California LLC (“Related”), pursuant to which the Authority and Related agreed to negotiate in good faith an agreement regarding the portions of the Authority’s Hillside Park Project. Pursuant to the authority set forth in Resolution No. 1981 adopted by the Board on April 4, 2024, the Authority entered into a Development Agreement dated as of May 4, 2024 (the “Building C Development Agreement”) pertaining to the Project with Related/Hillside Park Building C Development Co., LLC (the “Administrative General Partner”). In connection with the financing of the Project, the Authority will grant a leasehold interest in the land on which the Project will be located to Hillside Park Building C Housing Partners Limited Partnership (the “Partnership”), the Authority will be provided with an option to acquire the Administrative General Partner’s interests in the Partnership, and the Authority will be provided with an option and right of first refusal to acquire the Partnership’s interest in the Project and/or the limited partners’ interests in the Partnership. The Partnership has applied to the Authority for financial assistance for the purpose of providing part of the funds with which to construct and equip the Project to provide housing for low-income persons within the Authority’s area of operation.

(c) HUD Disposition. In connection with the anticipated redevelopment of the Authority’s Hillside Park property, the Authority received approval to dispose of the Hillside Park property (the “Disposition”) from the United States Department of Housing and Urban Development (“HUD”), subject to certain conditions, including that the transferred property be subject to an ongoing use restriction.

(d) The Partnership. Related has caused the Partnership to be formed in connection with the development of the Project. RSEP Holding, LLC, a Delaware limited liability company, as Limited Partner, and Red Stone Equity Manager, LLC, a Delaware limited liability company, as Special Limited Partner, and their successors and/or assigns (collectively, the “Investors”) are willing to be limited partners in the Partnership and to make capital contributions to the Partnership. In connection with the admission of the Investors as limited partners of the Partnership and the Authority as a general partner of the Partnership, it is necessary to amend and restate the Partnership’s original partnership agreement, and to execute and deliver certain other agreements, certificates, and other documents relating to the Partnership and the Project.

(e) Sources of Financing. The total cost of the Project is anticipated to be approximately \$65,000,000, which will be financed by the Partnership with sources of funds that include a loan of proceeds of a tax-exempt bond to be issued by the Authority in a principal amount not to exceed \$39,000,000 to be purchased by Umpqua Bank (the “Bank”), a loan from Clackamas County (the “County”) under Title II, Section 216 and 217 of the National Affordable Housing Act of 1990, and 24 CFR Part 92 (the “HOME Loan”) in an anticipated principal amount of not to exceed \$4,000,000; a loan from the Authority derived from Metro Housing Bond proceeds made

available to the Authority (the “Metro Loan”) in an anticipated principal amount of not to exceed \$18,190,693; capital contributions from the Investors; capital contributions from the Authority (which may include, without limitation, proceeds of the HUD Grant and/or the Metro TOD Funds) and the Administrative General Partner; deferral of all or a portion of the developer fee; and income from operation of the Project. Sources may also include one or more additional loans from the Authority from sources other than proceeds of tax-exempt obligations.

(f) Additional Potential Funding Sources. The Board has previously authorized the Authority to apply for additional potential funding sources for the Project, including a multifamily incentive package from the Energy Trust of Oregon in an amount up to \$100,000 and a resilience hubs and networks grant from the Oregon Department of Human Services in an amount up to \$1,000,000 (together, the “Approved Additional Sources”).

(g) Additional Findings. The Board finds and determines that the Project likely would not be constructed as housing for individuals and families of low income unless the Partnership was formed and the Investors committed to make capital contributions to the Partnership. The Board further finds that the loans to be made by the Authority to the Partnership are important for the feasibility of the Project. The Authority wishes to undertake those steps as may be necessary, reasonable and/or advisable for it to serve as a general partner of the Partnership and a developer of the Project, to obtain the various funding sources on behalf of the Project described above, and to make such funds available to the Partnership. The Board hereby determines that a substantial number of persons of eligible income in the area served by the Authority cannot obtain housing for 30% of less of their income. Based on the foregoing determination, the Board hereby declares, on behalf of the Authority, the need for additional housing for persons or families of lower income that can be addressed by the Authority participating in the financing and development of the Project.

Section 2. Approval of Admission to Partnership, Service as Developer and Transaction Documents. The Authority is authorized to be admitted as a general partner of the Partnership and to provide development services to the Partnership. The Chair of the Board, the Authority’s Executive Director, the Director of Housing Development of the Authority, and each of their designees (each, an “Authorized Officer” and collectively, the “Authorized Officers”), and each of them acting alone, are authorized and directed to negotiate, execute, deliver and, if applicable, file (or cause to be executed and delivered and, if applicable, filed) on behalf of the Authority (acting on its own behalf and/or as a general partner of the Partnership) (i) those documents listed in Exhibit A (collectively, the “Transaction Documents”) in such forms as any Authorized Officer may approve (with the understanding that an Authorized Officer’s signature on a Transaction Document shall be construed as the Authority’s approval of such Transaction Document); and (ii) any other documents reasonably required to be executed by the Authority or the Partnership to carry out the transactions contemplated by the Transaction Documents. The Authorized Officers (and each of them acting alone) are further authorized and directed to take any other action and to execute such other documents as may be required to be taken or executed by the Authority, on behalf of itself and/or as a general partner of the Partnership under the provisions of or as necessary to carry out the transactions contemplated by the Transaction Documents (including the amendment of any such documents if necessary to further the purposes thereof or resolve ambiguities therein).

The Authorized Officers (or their designees), and each of them acting alone, are authorized and directed, without further Board approval, to take such actions on behalf of the Authority as are required to be taken as a general partner of the Partnership.

Section 3. Authorization to Contribute HUD Community Project Funding. The Authority has previously entered into a FY 2023 Community Project Funding Grant Agreement No. B-23-CP-OR-1247 (the “HUD Grant Agreement”) with the HUD, pursuant to which HUD is expected to make grant funds in the amount of \$4,000,000 (“HUD Grant Funds”) available to the Authority to carry out the Hillside redevelopment project. The Authority is authorized to contribute HUD Grant Funds to the Partnership as a capital contribution. The Authorized Officers, and each of them acting alone, are granted the discretionary authority to determine that all or a portion of the HUD Grant Funds should instead be made available to the Partnership in the form of a loan (the “Community Project Funding Loan”). The Authorized Officers, and each of them acting alone, are authorized to determine the terms of any Community Project Funding Loan and to negotiate, execute, deliver and, if applicable, file loan documents pertaining to any such Community Project Funding Loan. Any Community Project Funding Loan is intended to be in addition to the loan of Authority bond proceeds to the Partnership authorized by a separate resolution of the Board (the “Bond Resolution”), any Metro TOD Funding Loan addressed below, and the Metro Loan and Approved Additional Sources Loans addressed below.

Section 4. Authorization to Contribute Metro TOD Funding. The steering committee of the Transit-Oriented Development Program of Metro, an Oregon municipal corporation and political subdivision of the State (“Metro”) previously approved funding for the Project in the amount of \$250,000 (the “Metro TOD Funds”) expected to be made available to the Authority pursuant to the terms of a Housing Choice Grant Agreement (the “Metro TOD Grant Agreement”) to be entered into by the Authority and Metro. The Authority is authorized to contribute Metro TOD Funds to the Partnership as a capital contribution. The Authorized Officers, and each of them acting alone, are granted the discretionary authority to determine that all or a portion of the Metro TOD Funds should instead be made available to the Partnership in the form of a loan (the “Metro TOD Funding Loan”). The Authorized Officers, and each of them acting alone, are authorized to determine the terms of any Metro TOD Funding Loan and to negotiate, execute, deliver and, if applicable, file loan documents pertaining to any such Metro TOD Funding Loan. Any Metro TOD Funding Loan is intended to be in addition to the loan of Authority bond proceeds to the Partnership authorized by a separate resolution of the Board (the “Bond Resolution”), any Community Project Funding Loan addressed above, and the Metro Loan and Approved Additional Sources Loans addressed below.

Section 5. Authorization to Obtain and Lend Metro Bond Proceeds. The Authority is authorized to obtain an allocation of Metro bond proceeds in the maximum amount of \$19,000,000 (the “Metro Funds”) from Metro, and to use the Metro Funds to make the Metro Loan to the Partnership to finance or refinance a portion of the Partnership’s costs of constructing, equipping, and/or furnishing the Project, all pursuant to the terms of the Transaction Documents listed in Exhibit A under the heading “Metro Loan Documents” (collectively, the “Metro Loan Documents”) The Authorized Officers, and each of them acting alone, are authorized to determine the principal amount and other terms of the Metro Loan (subject to the limitations set forth herein), which terms shall be set forth in the Metro Loan Documents.

Section 6. Authorization for Approved Additional Sources. The Authorized Officers, and each of them acting alone, are authorized and directed to negotiate, execute, deliver and, if applicable, file (or cause to be executed and delivered and, if applicable, filed) on behalf of the Authority (acting on its own behalf and/or as a general partner of the Partnership) documents pertaining to the Approved Additional Sources (collectively, the “Approved Additional Sources Documents”) in such forms as any Authorized Officer may approve (with the understanding that an Authorized Officer’s signature on an Approved Additional Sources Document shall be construed as the Authority’s approval of such Approved Additional Sources Document). The Authorized Officers, and each of them acting alone, are granted the discretionary authority to determine: (i) that all or a portion of the any funds received from the Approved Additional Sources should be contributed as a capital contribution to the Partnership; and/or (ii) that all or a portion of any funds received from the Approved Additional Sources should be made available to the Partnership in the form of one or more loans (the “Approved Additional Sources Loans”). The Authorized Officers, and each of them acting alone, are authorized to determine the terms of any Approved Additional Sources Loans and to negotiate, execute, deliver and, if applicable, file loan documents pertaining to any such Approved Additional Sources Loan. Any Approved Additional Sources Loan is intended to be in addition to the loan of Authority bond proceeds to the Partnership authorized by the Bond Resolution, the Metro Loan, any Community Project Funding Loan, and any Metro TOD Funding Loan.

Section 7. Approval of Housing Authority Capital Contribution; Operating Deficit Loans. The Authority is authorized to make capital contributions or additional operating deficit loans to the Partnership, in any case from available Authority funds, and all pursuant to the Transaction Documents listed in Exhibit A under the heading “Partnership Documents”; provided, however, that subject to Section 13 of this resolution, the cash portion (if any) of any capital contribution of the Authority (other than the contribution of HUD Grant Funds and/or Metro TOD Funds described in Sections 3 and 4 above and any contribution of Approved Additional Sources described in Section 6 above) payable on or before the date of admission of the Investors as limited partners of the Partnership, shall not exceed \$100. The Authorized Officers, and each of them acting alone, are authorized on behalf of the Authority to determine the source (or sources) of funds for such capital contributions and/or loans contemplated under the Transaction Documents.

Section 8. Approval of Ground Lease and Encumbrances. In furtherance of its statutory authority to provide decent, safe, and sanitary living accommodations for persons of low income, the Authority is authorized to (i) lease to the Partnership, for a term not exceeding 100 years, the land on which the Project is to be located; (ii) encumber the Authority’s interest in the Project and the land on which it is to be located (including its fee interest therein) pursuant to the use restrictions and regulatory agreements that are Transaction Documents; (iii) cause the Partnership to encumber the Partnership’s interest in the Project and the land on which the Project is to be located (including its leasehold interest therein), and certain other property of the Partnership, pursuant to the encumbrances that are Transaction Documents; (iv) encumber certain other of the Authority’s property with use restrictions required by HUD in connection with the Disposition; (v) provide a license to the Partnership to access and perform work on certain of the Authority’s other properties; and (vi) enter into certain easements and licenses for access, entry and maintenance of portions of the Hillside Park property.

Section 9. Tax Credit Documents. The Authorized Officers (and each of them acting alone) are authorized on behalf of the Authority (acting on its own behalf and/or as a general partner of the Partnership) to execute, deliver and/or file (or cause to be delivered and/or filed) all documents deemed necessary or appropriate to allow the Partnership to qualify for and obtain federal low-income housing tax credits (“LIHTCs”) in connection with the Project including, without limitation: the filing of one or more applications with the State of Oregon acting by and through its Housing and Community Services Department (“OHCS”); the execution of all necessary and related documents, including without limitation Transaction Documents listed in Exhibit A under the heading “Tax Credit Documents”; the making of determinations required by Section 42(m)(2)(D) of the Internal Revenue Code of 1986, as amended; and the making of certifications with respect to the Project and the Partnership of the type described in Treasury Regulation § 1.42-8(b)(4)(i).

Section 10. Exercise of Option to Purchase Administrative General Partner Interest. The Authority expects to be provided with an option to purchase the Administrative General Partner’s interest in the Partnership, pursuant to a Partner Interests Option and Put Agreement (the “Option/Put Agreement”) as contemplated by the Building C Development Agreement. The Authorized Officers (and each of them acting alone) are authorized on behalf of the Authority (acting on its own behalf and/or as a general partner of the Partnership) to execute, deliver and/or file (or cause to be delivered and/or filed) all documents deemed necessary or appropriate in connection with the execution of the Option/Put Agreement and, at the discretion of any Authorized Officer, the exercise of the Authority’s rights thereunder, including without limitation the execution and delivery of the Transaction Documents listed in Exhibit A under the heading “Option/Put Documents” and the payment of the Option/Put Price contemplated by the Building C Development Agreement.

Section 11. Supplemental Authorization. The Authorized Officers, and each of them acting alone, are authorized on behalf of the Authority (acting on its own behalf and/or as a general partner of the Partnership) 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 Authority and/or the Partnership 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, 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 and/or further the acquisition, development, financing, construction, and leasing of the Project; (iii) cause the Authority and/or the Partnership 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; and (iv) notwithstanding any other Authority 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. Without limiting the scope of such authorization, such documents may include lease-up and marketing agreements, company management services agreements, development agreements, construction guaranty agreements, repayment guarantees, cash pledge agreements, environmental indemnity

agreements, property management agreements, architect agreements, contractor agreements, housing assistance payment contracts, irrevocable consents and appointments of attorneys for service of process. The adoption of this resolution does not constitute a guarantee or commitment that the transactions contemplated by this resolution will be consummated as described herein. The Authorized Officers are granted the discretionary authority to determine whether, when, and (subject to the terms of this resolution) on what terms to proceed with the transactions described herein and shall have the right to determine not to proceed with any portion of the transactions contemplated hereby for any reason including, if, in their judgment, the available terms or the risks associated with such transaction are unacceptable to the Authority.

Section 12. Execution of Duties and Obligations. The Board authorizes and directs the Authority's Executive Director to cause the Authority (whether acting on its own behalf or in its capacity as a general partner of the Partnership) to fulfill the Authority's duties and obligations, and cause the Partnership to fulfill the Partnership's duties and obligations under the Transaction Documents.

Section 13. Increase in Authority Participation. The Authorized Officers, and each of them acting alone, are authorized to decrease the principal amount of any loan or capital contribution authorized by this resolution by any amount, and to increase the principal amount of any loan by or capital contribution from the Authority by an amount up to \$500,000 more than the maximum principal amount for the loan or capital contribution stated in this resolution. The Board directs the Executive Director to report to the Board if the total amount borrowed by or contributed to the Partnership for the Project exceeds the aggregate maximum principal amount stated in this resolution and the Bond Resolution for all loans and capital contributions by the Authority to the Partnership.

Section 14. Acting Officers Authorized. Any action authorized or directed by this resolution to be taken by the Executive Director of the Authority, may in his or her absence be taken by any other employee of the Authority that has been designated by the Executive Director or the Board to act in the Executive Director'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.

Section 15. 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 16. Ratification and Confirmation. Any actions of the Authority or its officers prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

Section 17. 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 provision of this resolution and shall in no way affect the validity of the other provisions of this resolution or the Bond.

Section 18. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

Motion was made by _____ and seconded by _____

Dated this _____ DAY OF _____, 2024.

BOARD OF COMMISSIONERS OF THE
HOUSING AUTHORITY OF CLACKAMAS COUNTY

Chair

Recording Secretary

EXHIBIT A

Partnership Documents

1. Amended and Restated Agreement of Limited Partnership
2. Guaranty Agreement
3. Development Agreement
4. Supervisory Management and Incentive Fee Agreement
5. Purchase Option and Right of First Refusal Agreement
6. Tax representation letter to Investors' counsel
7. Such other documents as required in connection with the closing of the admission of the Investors and the Authority to the Partnership and the investment by the Investors in the Partnership

Tax Credit Documents

1. 4% Low-Income Housing Tax Credit Reservation and Extended Use Agreement
2. 4% Tax Credit Indemnity and Hold Harmless Agreement
3. 4% Low-Income Housing Tax Credit Declaration of Land Use Restrictive Covenants
4. Tripartite Agreement
5. Section 42(m)(2)(D) and TR § 1.42-8(b)(4)(i) Letter
6. Such other documents as required in connection with the LIHTCs

Option/Put Documents

1. Partner Interest Option and Put Agreement
2. Assignment and Assumption of Partnership Interests
3. Such other documents as required in connection with the execution of the Partner Interest Option and Put Agreement and/or the exercise of the Authority's rights thereunder

Real Estate Documents

1. Ground Lease Agreement
2. Memorandum of Ground Lease Agreement
3. Priority and Subordination Agreement
4. Temporary Construction License Agreement
5. Such other real estate documents are required in connection with the transfer of the property to the Partnership and the other transactions contemplated hereby

Bond and Bank Documents

1. Loan Agreement
2. Regulatory Agreement
3. Construction and Term Loan Agreement
4. Leasehold Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing
5. Ground Lessor's Consent to Leasehold Deed of Trust

6. Promissory Note
7. Assignment of Loan Documents
8. Assignment for Security of Tax Credit Collateral
9. Assignment for Security of AHAP Contract, and Consent to Assignment of AHAP Contract and HAP Contract as Security for Financing
10. Assignment of Contracts Agreements and Permits, and consents thereto
11. Hazardous Materials Certificate and Indemnity
12. Access Laws Certificate and Indemnity
13. Reserve and Security Agreement
14. Security Agreement (Pledge of Partnership Interests)
15. Repayment and Completion Guaranty
16. Federal Tax Exemption Certificate and Agreement
17. IRS Form 8038
18. Such other documents as required in connection with the closing of the Bond and Bank financing

Metro TOD Documents

1. Housing Choice Grant Agreement
2. Such other documents as required in connection with the closing of the Metro TOD Funds

HOME Loan Documents

1. Loan Agreement
2. Promissory Note
3. Declaration of Land Use Restrictive Covenants
4. Trust Deed, Assignment of Rents, Security Agreement and Fixture Filing
5. Such other documents as required in connection with the closing of the HOME Loan

Metro Loan Documents

1. Loan Agreement
2. Metro Bond Program Promissory Note
3. Regulatory Agreement
4. Line of Credit Leasehold Deed of Trust, Security Agreement, Fixture Filing and Assignment of Leases and Rents
5. Replacement Cost and Capital Improvement Reserve Agreement
6. Such other documents as required in connection with the closing of the Metro Loan

HUD Disposition Documents

1. One or more Partial Release of Declaration of Trust
2. One or more Use Agreement for the benefit of HUD
3. Such other documents as required in connection with the closing of disposition of Hillside property

Miscellaneous

1. Agreement to Enter into a Housing Assistance Payments Contract New Construction or Rehabilitation
2. Section 8 Project-Based Voucher Program Housing Assistance Payments Contract New Construction or Rehabilitation
3. HUD Grant Agreement