



TACOMA HOUSING AUTHORITY

RESOLUTION 2020-07-22 (1)

Date: July 22, 2019

To: THA Board of Commissioners

From: Michael Mirra
Executive Director

Re: Acquisition of Conifer South Tacoma Apartments, LLC, Pine Tree Harbor Tacoma Apartments, LLC, and Redwood Juniper Tacoma Apartments, LLC

This resolution would authorize THA to acquire the Conifer South, Pine Tree Harbor and Redwood Juniper properties.

Background

The Tacoma Housing Authority (THA) is the Administrative Managing Member in three LLCs – Conifer South Tacoma Apartments, LLC (32 units), Pine Tree Harbor Tacoma Apartments, LLC (60 units), and Redwood Juniper Tacoma Apartments, LLC (215 units). THA exercised its rights of first refusal to purchase the properties on July 7, 2020. This resolution authorizes THA to acquire the property and transfers the responsibilities of the LLCs associated with the federal low income housing tax credits to THA.

Recommendation

Approve Resolution No. 2020-07-22 (1).



TACOMA HOUSING AUTHORITY

RESOLUTION NO. 2020-07-22 (1)

(Acquisition of Conifer South Tacoma Apartments, LLC, Pine Tree Harbor Tacoma Apartments, LLC, and Redwood Juniper Tacoma Apartments, LLC)

A **RESOLUTION** of the Board of Commissioners of the Housing Authority of the City of Tacoma authorizing the Authority to acquire Conifer South Tacoma Apartments, LLC, Pine Tree Harbor Tacoma Apartments, LLC, and Redwood Juniper Tacoma Apartments, LLC; and determining related matters.

Whereas, RCW 35.82.070 authorizes the Housing Authority of the City of Tacoma (the "Authority"), among other things, to acquire and operate housing projects; and

Whereas, RCW 35.82.040 authorizes the Authority to "delegate to one or more of its agents or employees such powers or duties as it may deem proper"; and

Whereas, The Authority is the Administrative Managing Member of Conifer South Tacoma Apartments, LLC (the "Conifer LLC"), pursuant to that certain Second Amended and Restated Operating Agreement dated as of March 16, 2005 (the "Conifer Agreement"), among Conifer South Management, LLC, the Authority, and Key Community Development (the "Investor Member"); and

Whereas, The Conifer LLC owns the Conifer South Apartments (the "Conifer Project") located at 5235 South Warner Street, Tacoma, Washington; and

Whereas, Section 8.7 of the Conifer Agreement grants the Authority the right of first refusal to acquire the Conifer Project; and

Whereas, The Authority is the Administrative Managing Member of Pine Tree Harbor Tacoma Apartments, LLC (the "Pine Tree LLC"), pursuant to that certain Second Amended and Restated Operating Agreement dated as of March 16, 2005 (the "Pine Tree Agreement"), among Pine Tree Harbor Management, LLC, the Authority, and the Investor Member; and

Whereas, The Pine Tree LLC owns the Pine Tree South Apartments (the "Pine Tree Project") located at 2501 South G Street, Tacoma, Washington; and

Whereas, Section 8.7 of the Pine Tree Agreement grants the Authority the right of first refusal to acquire the Pine Tree Project; and

Whereas, The Authority is the Administrative Managing Member of Redwood Juniper Tacoma Apartments, LLC (the "Redwood LLC"), pursuant to that certain Second Amended and Restated Operating Agreement dated as of March 16, 2005 (the "Redwood Agreement"), among Redwood Harbor Management, LLC, the Authority, and the Investor Member; and

Whereas, The Redwood LLC owns the Redwood Juniper Apartments (the "Redwood Project") located at 3015 North Pearl Street, Tacoma, Washington; and

Whereas, Section 8.7 of the Redwood Agreement grants the Authority the right of first refusal to acquire the Redwood Project;

Whereas, At a special meeting held on July 7, 2020, the Authority's Board of Commissioners (the "Board") approved a motion authorizing the Authority to exercise the rights of first refusal to acquire the Conifer Project, the Pine Tree Project and the Redwood Project, and authorized the Authority's Executive Director to do all things necessary or desirable on the Authority's behalf to exercise such rights of first refusal; and

Whereas, Pursuant to such authority, the Executive Director sent letters to each of the Conifer LLC, the Pine Tree LLC and the Redwood LLC exercising said rights of first refusal on the Authority's behalf; and

Whereas, Federal low-income housing tax credits were allocated for each of the Conifer Project, the Pine Tree Project and the Redwood Project (collectively, the "Projects"), and transfers of the Projects are subject to approval of the Washington State Housing Finance Commission (the "Commission"); and

Whereas, The Commission requires that the Board adopt a resolution authorizing the Authority to obtain each of the Projects and to assume the responsibilities of the Conifer LLC, the Pine Tree LLC and the Redwood LLC, respectively, as they pertain to the federal low-income housing tax credits, and also providing signature authority on behalf of the Authority; now, therefore be it

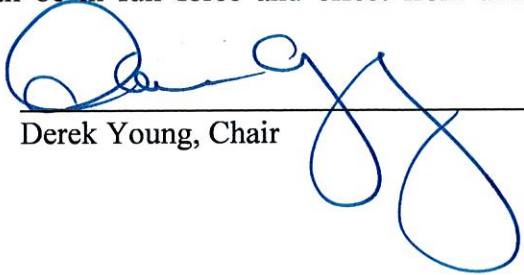
Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, Washington as follows:

1. Transfer Authority. The Authority is authorized to (i) obtain each of the Projects pursuant to the rights of first refusal granted to the Authority, (ii) assume the responsibilities of the Conifer LLC, the Pine Tree LLC and the Redwood LLC, respectively, as they pertain to the Commission's tax credit program and the federal low-income housing tax credits that were available to each of the Projects, and (iii) enter into such agreements as are necessary or desirable (as determined by the Authority's Executive Director) to evidence the same (including one or more transfer agreements with the Commission). The Authority's Executive Director and the Authority's Deputy Executive Director, and each of them acting alone, are authorized to (i) negotiate, execute, deliver and, if applicable, file (or cause to be executed and delivered and, if applicable, filed) on behalf of the Authority 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 (ii) cause the Authority to expend such funds as are necessary to acquire the Projects pursuant to the rights of first refusal and to pay for all filing fees, application fees, registration fees and other costs relating to the actions authorized by this resolution.
2. Acting Officers Authorized. Any action required by this resolution to be taken by the Executive Director or Deputy Executive Director may, in such person's absence, be taken

by any employee of the Authority that has been designated by the Executive Director to act in the absence of the Executive Director or Deputy Executive Director.

3. Ratification and Confirmation. All actions of the Authority and its officers prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed. Nothing herein is intended to diminish the authority granted to the Authority and the Executive Director pursuant to the motion of the Board adopted at its July 7, 2020, special meeting.
4. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

Approved: July 22, 2020



Derek Young, Chair

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Secretary and Executive Director of the Housing Authority of the City of Tacoma (the "Authority") and keeper of the records of the Authority, CERTIFY:

1. That the attached copy of Resolution No. 2020-7-22(1) (the "Resolution") is a full, true and correct copy of the resolution of the Board of Commissioners of the Authority, as adopted at a meeting of the Authority held on July 22, 2020, and duly recorded in the minute books of the Authority; and

2. That such meeting was duly convened and held in all respects in accordance with law; that a quorum was in attendance throughout the meeting and a majority of the members of the Board of Commissioners of the Authority 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 on July 22, 2020.



Michael Mirra, Secretary and Executive Director of
the Authority