



TACOMA HOUSING AUTHORITY

RESOLUTION 2015-5-27(2)

DATE: May 27, 2015
TO: Board of Commissioners
FROM: Michael Mirra, Executive Director
RE: Redwood/Juniper, Pine Tree Harbor and Conifer South Defeasance

Background

In 2005 THA issued its \$12,175,000 original principal amount Multifamily Housing Revenue Bonds, 2005 (GNMA Collateralized Mortgage Loans – Redwood/Juniper, Pine Tree Harbor and Conifer South Projects) (the “Bonds”). In addition to being the issuer of the Bonds, THA is a member of each of the limited liability companies that own the Redwood/Juniper, Pine Tree Harbor and Conifer South projects. The LLCs wish to refinance the projects to reduce the interest rate on the loans underlying the Bonds. In connection with the loan modification, the Bonds will be defeased (funds set aside in an escrow account sufficient enough to pay off the debt) until the earliest practicable date they can be paid in full.

This defeasance poses no risk to THA, and does not affect the right of first refusal.

As issuer of the Bonds, THA must enter into a defeasance trust agreement to effect the defeasance of the Bonds. THA will also be required to execute certain documents in connection with the modification of the underlying loans, in its capacity as a member of the LLCs.

Recommendation

Approve Resolution 2015-5-27(2) approving the defeasance of the Bonds and authorizing and directing the Executive Director to execute a defeasance trust agreement and take all necessary action in connection with the refinancing of the projects.



TACOMA HOUSING AUTHORITY

RESOLUTION 2015-5-27(2)

Redwood/Juniper, Pine Tree Harbor and Conifer South Defeasance

A RESOLUTION of the Board of Commissioners of the Housing Authority of the City of Tacoma authorizing the execution and delivery of a defeasance trust agreement in connection with the defeasance of the Authority's \$12,175,000 original principal amount Multifamily Housing Revenue Bonds, 2005 (GNMA Collateralized Mortgage Loans – Redwood/Juniper, Pine Tree Harbor and Conifer South Projects); and providing for other matters properly related thereto.

Whereas, the Authority previously issued its \$12,175,000 original principal amount Multifamily Housing Revenue Bonds, 2005 (GNMA Collateralized Mortgage Loans – Redwood/Juniper, Pine Tree Harbor and Conifer South Projects) (the “Bonds”);

Whereas, the Authority is a member of each of Redwood Juniper Tacoma Apartments, LLC, Pine Tree Harbor Tacoma Apartments, LLC, and Conifer South Tacoma Apartments, LLC (collectively, the “LLCs”), the limited liability companies that own the Redwood/Juniper, Pine Tree Harbor and Conifer South projects (collectively, the “Projects”);

Whereas, the LLCs have determined that it is in their best interest to modify the loan underlying the Bonds to reduce the interest rate thereon;

Whereas, in connection with the loan modification, the Bonds will be defeased, and paid in full as soon as possible thereafter, which will be approximately 30 days after notice of the redemption is provided to the owners of the Bonds;

Whereas, a defeasance escrow agreement will be required to effect the defeasance; and,

Whereas, it is in the best interest of the Authority, both in its capacity as a member of the LLCs and as issuer of the Bonds, to take such actions as are necessary to effect the loan modification, defeasance and redemption described herein.

Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, that:

Authorization of Documents and Execution Thereof. The Chair of the Board, the Authority's Executive Director and their respective designees (each, an “Authorized Officer” and, collectively, the “Authorized Officers”), and each of them acting alone, are authorized and directed to execute and deliver a defeasance trust agreement substantially in the form on file with the Executive Director of the Authority, with such changes as the Authorized Officers deem necessary or desirable to further the purposes of this resolution. The Authority authorizes and approves the performance by the Authority of its obligations contained in, the defeasance trust agreement and this resolution and the consummation by the Authority of all other transactions contemplated by this resolution in connection with the defeasance trust agreement. The Authorized Officers, and each of them acting

alone, are authorized and directed to execute and deliver, on behalf of the Authority (on its own behalf or in its capacity as member of the LLCs) any other documents that may be useful or necessary in connection with the defeasance trust agreement or the loan modification, defeasance and redemption described herein including, without limitation, notices of defeasance and redemption of the Bonds, resolutions of the members of the LLCs and amendments of the operating agreements governing the affairs of the LLCs.

1. Acting Officers Authorized. Any action required by this resolution to be taken by the Chair of the Board or Executive Director of the Authority may in the absence of such person be taken by the duly authorized acting Chair of the Board or acting Executive Director of the Authority, respectively.

2. 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.

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

Adopted: May 27, 2015


Stanley Rumbaugh, Chair



TACOMA HOUSING AUTHORITY

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. 2015-5-27() (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 May 27, 2015, 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 present 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 this 27th day of May, 2015.

Michael Mirra

Michael Mirra, Secretary and Executive Director of the Authority