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CITY SECRETARY  
DALLAS, TEXAS

# Dallas Housing Finance Corporation Board of Directors Meeting

## Meeting Record

May 12, 2020

Via Microsoft Teams

Meeting Link: [Join Microsoft Teams Meeting](#)

**Audio Only:**

Phone Number: 469-217-7604 -- Conference ID: 265 186 437#

The Dallas Housing Finance Corporation Board of Directors meetings are recorded. Agenda materials and audiotapes may be reviewed/copied by contacting the Boards Coordinator at 214-670-1686.

**Meeting Date:** May 12, 2020

**Meeting Start time:** 12:00 Noon

<b>Board Members Present:</b> President Marcy C. Helfand Director Brad Nitschke Secretary Ryan Garcia Director Beatrice Alba Martinez Director Joshua Vernon Director Robin L. O’Neal Director Matthew Marchant Director Benard Miraglia Director Shan Zaidi Director Jesseca E. Lightbourne <b><u>Board Members Absent:</u></b>	<b>Staff Present:</b> Kyle Hines, Assistant General Manager Eric Ochel, Business Development Manager Marichelle Samples, Sr. Assistant City Attorney II Julianne Pak, Sr. Assistant City Attorney II David Noguera, Director, Housing & Neighborhood Revitalization Courtney Pogue, Director, of Economic Development  <b><u>Guest Present:</u></b> Paul Moore, Steele Properties III, LLC Jake Brown, LDG Multifamily, LLC
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**AGENDA:**

1. Dallas Housing Finance Corporation Board of Directors Meeting called to Order by - **President Marcy C. Helfand**
2. Roll Call – **Kyle Hines, Assistant General Manager**
3. Meeting Instructions – **Kyle Hines, Assistant General Manager**
4. Introduction of New Board Members – **Marcy C. Helfand, President**  
Assistant General Manger Kyle Hines introduced Jesseca E Lightbourne
5. **Public Testimony – Public Comments on Item Nos. 7, 8,9, 10 and 11**  
There were no public comments on Item Nos 7-11
6. **Briefing on the approved purchase and installation of fire protection equipment from Mustang Fire Systems at Providence at Mockingbird in an amount not to exceed \$6,325.00**  
Presenter(s): Kyle Hines, Assistant General Manager

**Action Taken/Committee Recommendation(s)** No Action Taken

<b>Motion made by</b>	<b>Motion seconded by</b>
Item passed unanimously: _____	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):** Board asked that staff prepare emergency spending policy.

7. **Approval of February 18, 2020 Dallas Housing Finance Corporation Special Called Board of Directors Meeting Minutes**

Presenter(s): President Marcy C. Helfand

**Action Taken/Boards Recommendation(s):** Motion made to approve the minutes

<b>Motion made by</b> Director Nitschke	<b>Motion second by</b> Director Marchant
Item passed unanimously: <b>X</b>	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):**

8. **Consider and Possible Adoption of a Resolution Declaring Intent to Issue Bonds to Flora Street Lofts, Ltd. to Provide Financing for a Multifamily Residential Rental Development for Persons of Low and Moderate Income (Flora Street Lofts project) in Aggregate Principal Amount Not to Exceed \$15,000,000.00; Authorizing the Filing of an Application for Allocation of Private Activity Bonds with the Texas Bond Review Board; and Containing Other Provisions Relating to the Subject**

Presenter(s): George Rodriguez, Bracewell LLP, Bond Counsel

**Action Taken/Committee Recommendation(s)** Item was deferred

<b>Motion made by</b>	<b>Motion seconded by</b>
Item passed unanimously: _____	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):**

9. **Consider and Possible Adoption of a Resolution Declaring Intent to Issue Bonds to Gateway Oak Cliff, LP to Provide Financing for a Multifamily Residential Rental Development for Persons of Low and Moderate Income (Gateway Oak Cliff project) in Aggregate Principal Amount Not to Exceed \$33,000,000.00; Authorizing the Filing of an Application for Allocation of Private Activity Bonds with the Texas Bond Review Board; and Containing Other Provisions Relating to the Subject**

Presenter (s): Kyle Hines, Assistant General Manager

**Action Taken/Boards Recommendation(s)** Motion made to approve the item

<b>Motion made by</b> Secretary Garcia	<b>Motion seconded by</b> Director Vernon
Item passed unanimously: <b>X</b>	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):**

10. **Resolutions for Ridgecrest Terrace Apartments a Multifamily Residential Acquisition and Redevelopment Located at 526 South Walton Walker Boulevard.:**

Presenter (s): Kyle Hines, Assistant General Manager, George Rodriguez, Bracewell LLP, Bond Counsel, Paul Moore, Steele Properties III, LLC

- a. Consider and Possible Adoption of a Resolution Declaring Intent to Issue Bonds to Ridgecrest Terrace, LP to Provide Financing for a Multifamily Residential Rental Redevelopment for Persons of Low and Moderate Income (Ridgecrest Terrace Apartments) in Aggregate Principal Amount Not to Exceed \$40,000,000.00; Authorizing the Filing of an Application for Allocation of Private Activity Bonds with the Texas Bond Review Board; and Containing Other Provisions Relating to the Subject
- b. Consider and Adopt Resolution Approving an Agreement with Steele Properties III, LLC for the Acquisition and Redevelopment of Ridgecrest Terrace Apartment a Multifamily Residential

Development and Authorizing the Formation of Ridgecrest Terrace GP, LLC to Act as the General Partner of Ridgecrest Terrace, LP, the Partnership Developing, Owning, and Managing the Project

- c. Consider and Adopt Resolution Approving the Actions of the Corporation as Sole Owner of Ridgecrest Terrace GP, LLC, the General Partner of Ridgecrest Terrace, LP, Approving all Actions Necessary for the Admission of the General Partner into Ridgecrest Terrace, LP, and Approving all Other Actions Necessary for the Acquisition, Financing, Development, and Operation of the Ridgecrest Terrace Apartments
- d. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC Ridgecrest Developer LLC and all Actions of Ridgecrest Developer LLC Necessary for the Acquisition, Financing, Development, and Operation of the Ridgecrest Terrace Apartments
- e. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC Ridgecrest Landowner LLC and all Actions of DHFC Ridgecrest Landowner LLC Necessary for the Acquisition of Approximately **16.3** Acres of Land and **250** Existing Multifamily Units Located at 526 South Walton Walker Boulevard and Entering into a Long-Term Ground Lease with Ridgecrest Terrace, LP and Management of the Land
- f. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC Ridgecrest General Contractor LLC and all Actions of DHFC Ridgecrest General Contractor LLC Necessary for the Financing, Construction, and Development of the Ridgecrest Terrace Apartments

**Action Taken/Committee Recommendation(s)** Motion made to approve the item.

Motion made by Director Martinez	Motion seconded by Director Zaidi
Item passed unanimously: <b>X</b>	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):**

**11. Resolutions for the Ridge at Lancaster a Multifamily Residential Development Located at 5995 Crouch Road:**

Presenter (s): Kyle Hines, Assistant General Manager, George Rodriguez, Bracewell LLP, Bond Counsel and Jake Brown, LDG Multifamily, LLP

- a. Consider and Possible Adoption of a Resolution Declaring Intent to Issue Bonds to LDG The Ridge at Lancaster, LP to Provide Financing for a Multifamily Residential Rental Redevelopment for Persons of Low and Moderate Income (the Ridge at Lancaster) in Aggregate Principal Amount Not to Exceed \$50,000,000.00; Authorizing the Filing of an Application for Allocation of Private Activity Bonds with the Texas Bond Review Board; and Containing Other Provisions Relating to the Subject
- b. Consider and Adopt Resolution Approving an Agreement with LDG Multifamily, LLC for the Acquisition and Redevelopment of Ridge at Lancaster a Multifamily Residential Development and Authorizing the Formation of LDG The Ridge at Lancaster GP, LLC to Act as the General Partner of LDG The Ridge at Lancaster, LP, the Partnership Developing, Owning, and Managing the Project
- c. Consider and Adopt Resolution Approving the Actions of the Corporation as Sole Owner of LDG The Ridge at Lancaster GP, LLC, the General Partner of LDG The Ridge at Lancaster, LP, Approving all Actions Necessary for the Admission of the General Partner into LDG The Ridge at Lancaster, LP, and Approving all Other Actions Necessary for the Acquisition, Financing, Development, and Operation of the Ridge at Lancaster

- d. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Ridge at Lancaster Developer LLC and all Actions of DHFC The Ridge at Lancaster Developer LLC Necessary for the Acquisition, Financing, Development, and Operation of the Ridgecrest Terrace Apartments –
- e. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Ridge at Lancaster Landowner LLC and all Actions of DHFC The Ridge at Lancaster Landowner LLC Necessary for the Acquisition of Approximately **20.49** Acres of Land Located at 5995 Crouch Road and Entering into a Long-Term Ground Lease with LDG The Ridge at Lancaster, LP and Management of the Land
- f. Consider and Adopt a Resolution Approving the Creation of a Limited Liability Company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Ridge at Lancaster Contractor LLC and all Actions of DHFC The Ridge at Lancaster Contractor LLC Necessary for the Financing, Construction, and Development of the Ridge at Lancaster

**Action Taken/Committee Recommendation(s)** Motion made to approve the item (Director Vernon and Director Zaidi not present during the vote)

<b>Motion made by:</b> Director Martinez	<b>Motion seconded by:</b> Director Nitschke
Item passed unanimously: <b>X</b>	Item passed on a divided vote: _____
Item failed unanimously: _____	Item failed on a divided vote: _____

**Follow-up (if necessary):**

**12. Briefing on the 2017 and 2018 Internal Audit of DHFC Jubilee Seniors, LLC and Potential Third-Party Valuation and Sale of Property**

Presenter(s): Marcy C. Helfand, President and Kyle Hines, Assistant General Manager

Item deferred.

**13. Meeting of DHFC Providence at Mockingbird, LLC, the General Partner of Hines 68, LP, the Owner of Providence Mockingbird Apartments Located at 1853 West Mockingbird Lane (Property):**

Presenter(s): Camisha L. Simmons, Corporation General Counsel, Marcy C. Helfand, President and Kyle Hines, Assistant General Manager

- a. Briefing and Executive Session Under Sec. 551.071 of the Texas Open Meetings Act to Receive Legal Advice Regarding Legal and Financial Issues Associated With Developer Fee Payment Obligations and Potential Courses of Action
- b. Briefing and Executive Session Under Sec. 551.071 of the Texas Open Meetings Act to Receive Legal Advice Regarding a Wrongful Eviction Lawsuit Styled Sopuruchi Okeke-Ewo v. Hines 68, L.P., et al - Camisha L. Simmons, Corporation General Counsel, Marcy Helfand, President, and Kyle Hines, Assistant General Manager

Item deferred.

**14. Future Agenda Items – Marcy C. Helfand, President**

- a. Memorandum on Documents Approved by the Corporation’s President for Signature by the Corporation’s General Manager and/ or Assistant General Manager – **TBD**
- b. Election of the Vacant Officer’s Positions for the Corporation – **June 2020**
- c. Consider and Adopt a Resolution Approving the Corporation’s 2020 Annual Budget – **June 2020**

- d. Update on the Solicitation of Bids or Proposals for Professional Services for the Corporation including but not limited to Legal and Financial – **June 2020**
- e. Quarterly Operational Budget Reports from Property Managers of Properties the Corporation has an Ownership Interest – **June 2020**
- f. Opportunities for the Corporation to Acquire Housing Tax Credit Properties Ending Their Initial 15-Year Compliance Period – **TBD**

**Action Taken/Committee Recommendation(s)** Motion made to move items 12 and 13 to the June 9, 2020 Board Meeting (Director Vernon and Director Zaidi not present during the vote)

<b>Motion made by:</b> Director Nitschke	<b>Motion seconded by:</b> Director Martinez
Item passed unanimously: <u>X</u>	Item passed on a divided vote: <u>      </u>
Item failed unanimously: <u>      </u>	Item failed on a divided vote: <u>      </u>

**Follow-up (if necessary):**

15. Adjourn – **Marcy Helfand, President**

**Action Taken/Committee Recommendation(s)** Motion made to adjourn the Dallas Housing Finance Corporation Board of Directors Meeting

These minutes were approved by the City of Dallas Housing Finance Corporation Board of Directors on the 12 day of May 2020.

**APPROVE:**

*Marcy Helfand*

Marcy Helfand (Jun 15, 2020 16:55 CDT)

\_\_\_\_\_  
Marcy C. Helfand  
President

**ATTEST:**

*Ryan Garcia*

Ryan Garcia (Jun 15, 2020 15:29 CDT)

\_\_\_\_\_  
Ryan Garcia  
Secretary