

MEETING MINUTES
ROWLETT HOUSING FINANCE CORPORATION
Board of Directors' Meeting
Wednesday, August 30, 2017 – 10:00 a.m.

1. CALL TO ORDER

Rick Sheffield called the meeting to order at 10:00 a.m. Those in attendance were Rick Sheffield, Barbara Holst, Patty Said, Dusty Clem, Tamra Williams, and Marc Kurbansade, Mark Malveaux (Bond Counsel), Tim Nelson (Financial Advisor), Ryan Bowen (Partnership Counsel), Jim Shaw (Executive Director at Capital Area Housing Finance Corporation), David Berman (City Attorney), Marc Kurbansade and Tony Felts (City of Rowlett Developmental Services).

2. Consider approving the Minutes from 8/8/17 meeting.

This item was tabled to the next meeting.

3. Consider approving the Minutes from 8/14/17 meeting.

This item was tabled to the next meeting.

4. Receive Staff update and discussion about the existing zoning case (Chiesa Road & SH66) multifamily development projects on which the Board recently passed an inducement resolution.

Marc Kurbansade introduced Tony Felts as the new contact for the Board going forward. Marc has accepted a position with the City of Allen. Tony briefed the Board on some of the issues with the Savannah at Lakeview Senior Living project. The land is currently zoned C2 Commercial so the development will need to go before P&Z and Council to request a zoning change. They are also working with GISD to negotiate a second ingress/egress point for the property. Tony also suggested the Board could attend the September 5th Council meeting to view two other multifamily workforce housing developments seeking Council approval.

5. Board to receive training from the attending counsels covering the basics of tax-exempt bonds and how a Housing Finance Corporation works.

Counsels passed out workbooks to the Board and led the training session. This went through lunch and was briefly interrupted for item 6, below.

6. Receive Staff update from Kim Wilson, City CFO.

Kim advised the Board that the City has financial accountability for the HFC and therefore has to account for all the finances. The Corporation will need to hire an independent auditor to audit the books, the results of which will be turned over to the City for inclusion into the City's annual audit.

7. Discussion and possible action related to the Memorandum of Understanding ("MOU") for the Savannah at Lakeview Seniors Apartments project.

Ryan Bowen led the discussion, explaining the MOU. He stated that the form was fairly typical and he detailed several fees which the HFC would receive. The understanding is between the HFC and RISE Residential Construction, LP. The Board had a lengthy discussion and wanted to have more time to review fully. Consensus was built that everyone was good with the format to be used as a template.

Barbara Holst motioned to approve the template format, Dusty Clem seconded. The motion passed 4 – 1, with Tamra Williams dissenting. Tim Nelson agreed to set up a meeting with RISE and Rick Sheffield in order to meet the personnel and discuss moving the project forward.

8. Consider an amendment to the Bylaws which would change the reporting year, per the city's request from the Fiscal Year to the Calendar Year.

Motion to change the HFC's Fiscal Year to January 1st – December 31st was made by Dusty Clem and seconded by Tamra Williams. The motion passed unanimously.

9. Discuss mission statement.

This item was table to the next meeting.

10. Discuss training in October.

TALHFA conference is in Ft. Worth, October 25 – 27, 2017. The membership contact for TALHFA is Jeanne Talerico: 512-241-1657; Rick Sheffield to follow up. Seed money is needed from the City before payment for membership and the conference can be made.

11. Receive an update on Bank and opening account.

Rick Sheffield updated the Board. The account could not be opened earlier as we were waiting on the Articles of Incorporation to be filed with the State. There had been some minor changes made to the Articles, so they were delayed. Now that they are filed, Rick Sheffield and Barbara Holst will open the account.

12. Discuss Articles of Incorporation filing status.

The filing status was accepted by the Secretary of State's office on August 11, 2017.

13. Reaffirm inducement resolution after Articles filed.

Motion to reaffirm the Articles of Incorporation was made by Patty Said, seconded by Dusty Clem. The motion passed unanimously.

14. New Business.

Representatives from BOK Financial and Wilmington Trust gave brief presentations to the Board concerning their companies and asked for the Board's consideration in the selection of a Bond Trustee.

The following items were suggested to be on the agenda for the next meeting:

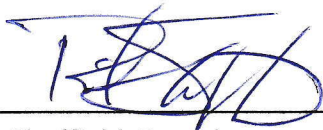
- a) Select Bond Trustee
- b) Select Rebate Auditor
- c) Select Independent Auditor for the HFC and all component LLCs. The firm of Brown, Graham and Company in Austin was mentioned. Sarah Dempsey can give us information on the Garland HFC.
- d) Consider partnership with Savannah at Lakeview
- e) Consider purchasing Directors & Officers liability insurance
- f) Review Articles to determine with the registered agent should be the City Secretary.

15. Set new meeting time.

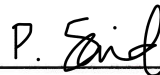
The next meeting time will be determined following the meeting between Rick and RISE Residential.

16. ADJOURNMENT

Rick Sheffield adjourned the meeting at 4:30 p.m.



Rick Sheffield, President



Patty Said, Secretary

Date Approved: October 12, 2017