



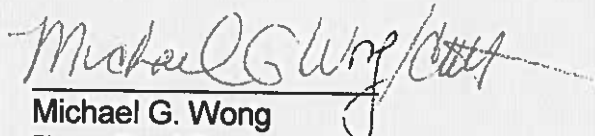
Harrisonburg Redevelopment & Housing Authority

P.O. BOX 1071 + HARRISONBURG, VA 22803

Phone/VTDD 540-434-7386 + Fax 540-432-1113

August 13, 2021

The Regular Meeting of the Harrisonburg Redevelopment and Housing Authority's Board of Commissioners will be held on **Wednesday, August 18, 2021 at 4:00 p.m.**, at the Municipal Building, City Council Chambers located at 409 South Main Street, Harrisonburg, Virginia.


Michael G. Wong
Executive Director

Enclosures

EQUAL HOUSING OPPORTUNITY PROVIDER

HRHA provides reasonable accommodations to persons with disabilities consistent with the Section 504 Final Rule (24 CFR Part 8) and the Fair Housing Amendments Act

AGENDA
Regular Meeting
August 18, 2021

- I. Call to order and determination of quorum
- II. Review and Approval of Minutes
 - July 2021
- III. Review and Approval Financial Statements
 - July 2021
- IV. Reports
 - A. Executive Director
 1. Public Comment
 2. Public Comment and Inducement Resolution-The Concord at Springdale Park
 3. Public Comment and Inducement Resolution-The Horizon at Springdale Park
 4. Initiation of the Public Comment on the 2022 Annual Plan and MTW Submission, Housing Choice Voucher Administrative Plan, Franklin Heights, JR "Polly Lineweaver, Lineweaver Annex and Commerce Village Admissions and Continued Occupancy Policies
 5. Initiation of the Public Comment on HRHA's 2022 MTW Safe Harbor Submission
 6. Governance-Election of Vice Chair
 7. Public Comment on the proposed 2022 Budget
 8. Closed Session 2.2-3711(A)(1): Compensation and Executive Director Performance Review
 - B. Any New Business/ Old Business
 1. Strategic Initiatives Updates
 - Homeownership and Neighborhood Revitalization
 - Addressing Homelessness and Affordable Housing
 - Improving Organizational Efficiency and Effectiveness
 - C. Management Reports
 1. Housing Choice Voucher Management Report
 2. J.R. "Polly" Lineweaver/Lineweaver Annex Program Management Report
 3. Franklin Heights Program Management Report
 4. Commerce Village Management Report
 5. Family Self Sufficiency Management Report
 6. Financial Monthly Report & Quarterly Investment Update
 7. Complaints Monthly Report Update

MINUTES

Regular Meeting
July 21, 2021

The Regular Meeting of the Harrisonburg Redevelopment & Housing Authority Board of Commissioners was held on Wednesday July 21 at 4:00 p.m., at the City of Harrisonburg's Hall Chambers located at 409 South Main Street, Harrisonburg Virginia.

Those present were:

Dany Fleming, Chair
Gil Colman, Commissioner
Scott Gallagher, Commissioner
Luciano Benjamin, Commissioner
Kevin Coffman, Commissioner
Christine Fasching Maphis, Commissioner

Also present were:

Michael G. Wong, Executive Director
Melisa Michelsen, Attorney

The Regular Meeting was called to order and quorum declared present by Dany Fleming Chair. Chairperson Fleming noted that Vice Chair Forney recently tendered her resignation from the board. He expressed his and the board's thanks for her service.

Mr. Wong then presented the June 16th minutes for consideration of approval. After a period of discussion, Commissioner Colman seconded by Commissioner Benjamin made the motion for approval. The motion was unanimously approved.

Mr. Wong then presented the June financials for consideration of approval. After a period of discussion, Commissioner Colman seconded by Commissioner Coffman made the motion for approval. The motion was unanimously approved.

Chairperson Fleming then opened the floor for general public comment. Stephanie Stotts, Lineweaver Apartments related of concern with the pesticide services. She stated of having a camera system within her apartment which did not capture the treatment service. She also related of desire to participate in the Family Self Sufficiency program. She related of being in contact with HUD and of the availability of the program. No other public comment was received.

Mr. Wong responded to the public comment. He related that he would need to follow up with the property manager concerning the pesticide treatment concerns. He stated that Ms. Stotts resides in the JR Polly Lineweaver apartments which is a Section 8 new construction program funded through HUD's multifamily division. HRHA's FSS program is funded through HUD's Public and Indian Housing program with eligibility for Housing Choice Voucher participants and residents residing in Franklin Heights. He related that due to Ms. Stott's residency, she is not eligible to participate.

Mr. Wong then presented the resolution of the Harrisonburg Redevelopment and Housing Authority authorizing the second amendment to Memorandum of Understanding with the City of Harrisonburg. Bond. He related that the City assisted the Authority through issuance of bonds for the renovations of Franklin and Harrison Heights apartments in 2009. The City is interested in refinancing and the MOU reflects the pass through of savings from the refinancing. Commissioner Gallagher and Chairperson Fleming related of some concerns due to being near end of the bond term with the extension creating additional interest carry costs. Melisa Michelsen relate of a willingness to follow up with Bond counsel to see if early payoff of the note is an option. After a period of discussion Commissioner Gallagher seconded by Commissioner Fasching Maphis made the motion of approving the resolution. A roll call was taken and the motion was unanimously approved.

Dany Fleming, Chair	Aye
Costello Forney, Vice Chairman	Seat Vacant
Scott Gallagher, Commissioner	Aye
Christine Fasching Maphis, Commissioner	Aye
Luciano Benjamin, Commissioner	Aye
Kevin Coffman, Commissioner	Aye
Gil Colman, Commissioner	Aye

Mr. Wong then presented audit bids for FY 2021, 2022 and 2023. He related after review of the proposals and references of the recommendation to continue with the current audit firm. He stated of costs being somewhat higher but due to being located in Virginia, travel costs are significantly less which brings costs in align with other proposals. After a period of discussion, Commissioner Colman seconded by Commissioner Fasching Maphis made the motion to accept the proposal from Dooley and Vicars. The motion was unanimously approved.

Mr. Wong then presented a lease agreement with the Arts Council of the Valley (ACV) for Court Square Theater. He provided a historic context of the property and related of the lease being updated with the ACV having a \$10,000 maintenance responsibility and assignment of the lease with Rockingham County. He stated the Authority will receive 120 tickets annually as compensation for the lease terms. After a period of discussion, Commissioner Benjamin seconded by Commissioner Colman made the motion approving the lease. The motion was unanimously approved.

Mr. Wong related of the need to select a vice chair for the Authority. After a period of discussion, the board agreed to table the agenda item until the next board meeting. No action was taken on this agenda item.

Mr. Wong then provided a brief update and overview of the program initiatives and reports. Mr. Wong related during this past month, he received one complaint of trash on Myrtle Street, which was addressed. Commissioner Colman seconded by Commissioner Benjamin then made the motion to approve the management reports and adjourn to a

strategic planning meeting. The motion was unanimously approved.

Michael G. Wong
Executive Director

Dany Fleming
Chair

LOCAL COMMUNITY DEVELOPMENT (LCD)
Statement of Revenues, Expenses, and Changes in Fund Equity
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3410 HMIS COC Homelessness Grant-19	84,072.00	7,006.00	0.00	31,298.59	49,042.00	(17,743.41)
3410 VHSP-VA Hsg Solutions Prgm Grant	59,391.00	4,949.25	0.00	38,461.72	34,644.75	3,816.97
3410 COC Planning Grant Funds	21,161.00	1,763.42	0.00	0.00	12,343.92	(12,343.92)
3410 VHSP-COVID-19 ESO Grant	23,074.00	1,922.83	0.00	23,074.00	13,459.83	9,614.17
3610 Interest Income	0.00	0.00	8.64	64.80	0.00	64.80
3690 Developer's Fees/Other Income	130,000.00	10,833.33	0.00	0.00	75,833.33	(75,833.33)
3690 Admin. Fees	0.00	0.00	0.00	0.00	0.00	0.00
3690 Application Fees	15,000.00	1,250.00	15,000.00	22,500.00	8,750.00	13,750.00
3690 Lease Income	4,800.00	400.00	600.00	3,400.00	2,800.00	600.00
3690 Management Fees-CV	10,000.00	833.33	924.34	6,420.82	5,833.33	587.49
3690 BPort Net Receipts	187,590.00	15,632.50	14,124.74	107,872.60	109,427.50	(1,554.90)
3690 Lineweaver Apts. Net Receipts	378,740.00	31,561.67	33,343.96	222,244.77	220,931.67	1,313.10
Total Receipts	913,828.00	76,152.33	64,001.68	455,337.30	533,066.33	(77,729.03)
Expenses:						
Administration						
4110 Adm Salaries	136,850.00	11,404.17	15,536.83	73,733.86	79,829.17	(6,095.31)
4540 Adm Benefits	41,900.00	3,491.67	3,466.64	15,760.98	24,441.67	(8,680.69)
4130 Legal Expense	5,000.00	416.67	3,214.50	13,701.90	2,916.67	10,785.23
4140 Staff Training	3,000.00	250.00	0.00	1,733.99	1,750.00	(16.01)
4150 Travel	5,000.00	416.67	400.00	5,202.54	2,916.67	2,285.87
4171 Auditing Fees	4,000.00	333.33	0.00	0.00	2,333.33	(2,333.33)
4190 Sundry-Admin. Exp.	22,400.00	1,866.67	1,802.86	13,349.21	13,066.67	282.54
4190 VHSP-COVID-19 ESO Grant	23,074.00	1,922.83	0.00	23,074.00	13,459.83	9,614.17
4190 VHSP-VA Hsg Solutions Prgm Grant	59,391.00	4,949.25	4,224.21	42,685.93	34,644.75	8,041.18
4190 VHDA COC COVID-19 Grant	0.00	0.00	0.00	0.00	0.00	0.00
4190 COC Planning Grant Funds	21,161.00	1,763.42	3,700.70	3,700.70	12,343.92	(8,643.22)
4190 HMIS Match for Grant Funds	10,000.00	833.33	246.54	7,060.77	5,833.33	1,227.44
4190 Community Donations (OpDr/COC,etc)	15,000.00	1,250.00	0.00	10,000.00	8,750.00	1,250.00
4190 HMIS Homeless Assistance-19	84,072.00	7,006.00	6,437.66	37,736.25	49,042.00	(11,305.75)
Total Administration	430,848.00	35,904.00	39,029.94	247,740.13	251,328.00	(3,587.87)
Utilities						
4310 Water-CST	0.00	0.00	33.87	209.52	0.00	209.52
4320 Electric includes CST	3,200.00	266.67	(71.93)	857.06	1,866.67	(1,009.61)
4330 Gas includes CST	1,800.00	150.00	(1.12)	96.43	1,050.00	(953.57)
4390 Sewer-CST	0.00	0.00	18.21	417.70	0.00	417.70
Total Utilities	5,000.00	416.67	(20.97)	1,580.71	2,916.67	(1,335.96)
Maintenance						
4410 Maintenance Salaries	35,575.00	2,964.58	3,939.11	19,018.87	20,752.08	(1,733.21)
4540 Maintenance Benefits	9,600.00	800.00	844.90	4,539.78	5,600.00	(1,060.22)
4420 Materials	4,000.00	333.33	670.34	3,047.77	2,333.33	714.44
4430 Contract Costs	6,000.00	500.00	242.16	5,371.79	3,500.00	1,871.79
Total Maintenance	55,175.00	4,597.92	5,696.51	31,978.21	32,185.42	(207.21)
General						
4510 Insurance	8,600.00	716.67	623.88	5,158.02	5,016.67	141.35
4570 Collection Loss/Bad Debt Expens	0.00	0.00	0.00	0.00	0.00	0.00
4580 Real Estate Taxes (CST)	6,000.00	500.00	0.00	3,471.33	3,500.00	(28.67)
4000 Bport Expenses	34,600.00	2,883.33	2,152.56	20,649.84	20,183.33	466.51
4000 Lineweaver Apartments Expenses	373,590.00	31,132.50	32,824.43	201,637.93	217,927.50	(16,289.57)
Total General	422,790.00	35,232.50	35,600.87	230,917.12	246,627.50	(15,710.38)
TOTAL EXPENSES	913,813.00	76,151.08	80,306.35	512,216.17	533,057.58	(20,841.41)
TOTAL RECEIPTS TO DATE						455,337.30
TOTAL EXPENSES TO DATE						512,216.17
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Income/Loss						(56,878.87)

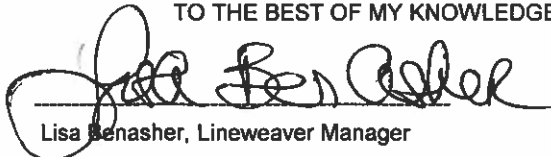
Michael G. Wong, Executive Director

Date

LINEWEAVER ANNEX APARTMENTS
Statement of Revenues, Expenses, and Changes in Fund Equity
Attachment A
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3110 Rental Income	202,000.00	16,833.33	16,875.00	118,382.31	117,833.33	548.98
3410 HAP Funding	168,440.00	14,036.67	13,870.00	97,845.00	98,256.67	(411.67)
3690 Other Income-Laundry	3,800.00	316.67	479.06	2,363.29	2,216.67	146.62
3690 Other Income-Late fees,workordt	4,500.00	375.00	2,119.90	3,654.17	2,625.00	1,029.17
Total Receipts	378,740.00	31,561.67	33,343.96	222,244.77	220,931.67	1,313.10
Expenses:						
Administration:						
4110 Adm Salaries	81,300.00	6,775.00	8,972.21	43,828.69	47,425.00	(3,596.31)
4540 Adm Benefits	23,650.00	1,970.83	2,362.05	12,870.09	13,795.83	(925.74)
4130 Legal Fees	1,000.00	83.33	0.00	3,311.50	583.33	2,728.17
4140 Staff Training	1,000.00	83.33	0.00	120.00	583.33	(463.33)
4150 Travel	1,000.00	83.33	0.00	0.00	583.33	(583.33)
4171 Auditing	1,200.00	100.00	0.00	0.00	700.00	(700.00)
4190 Sundry	15,300.00	1,275.00	716.90	6,701.82	8,925.00	(2,223.18)
Total Administration	124,450.00	10,370.83	12,051.16	66,832.10	72,595.83	(5,763.73)
Tenant Services:						
4240 Tenant Services-Other	1,000.00	83.33	0.00	13.24	583.33	(570.09)
Total Tenant Serv.	1,000.00	83.33	0.00	13.24	583.33	(570.09)
Utilities:						
4310 Water	8,300.00	691.67	693.57	5,745.35	4,841.67	903.68
4320 Electricity	60,000.00	5,000.00	3,988.45	36,393.71	35,000.00	1,393.71
4390 Sewer	23,970.00	1,997.50	1,698.60	13,413.00	13,982.50	(569.50)
Total Utilities	92,270.00	7,689.17	6,380.62	55,552.06	53,824.17	1,727.89
Maintenance:						
4410 Maintenance Salaries	54,350.00	4,529.17	6,679.80	32,909.41	31,704.17	1,205.24
4540 Maintenance Benefits	15,850.00	1,320.83	1,210.34	6,441.11	9,245.83	(2,804.72)
4420 Materials	18,000.00	1,500.00	789.71	6,312.32	10,500.00	(4,187.68)
4430 Contract Costs	50,000.00	4,166.67	4,898.83	28,541.44	29,166.67	(625.23)
Total Maintenance	138,200.00	11,516.67	13,578.68	74,204.28	80,616.67	(6,412.39)
General Expenses:						
4510 Insurance Expenses	7,670.00	639.17	813.97	5,036.25	4,474.17	562.08
4570 Collection Loss	10,000.00	833.33	0.00	0.00	5,833.33	(5,833.33)
Total General Exp.	17,670.00	1,472.50	813.97	5,036.25	10,307.50	(5,271.25)
TOTAL EXPENSES	373,590.00	31,132.50	32,824.43	201,637.93	217,927.50	(16,289.57)
TOTAL RECEIPTS TO DATE						222,244.77
TOTAL EXPENSES TO DATE						201,637.93
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Income/Loss						20,606.84

I CERTIFY THAT THE FOREGOING INFORMATION IS TRUE AND CORRECT
TO THE BEST OF MY KNOWLEDGE AND BELIEF

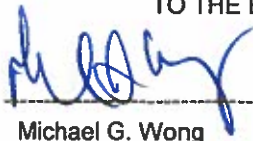

Lisa Benasher, Lineweaver Manager


Date

BRIDGEPORT COMPLEX
Statement of Revenues, Expenses, and Changes in Fund Equity
Attachment B
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3690 Rental Income	187,590.00	15,632.50	14,124.74	107,872.60	109,427.50	(1,554.90)
3690 Other Income	0.00	0.00	0.00	0.00	0.00	0.00
Total Receipts	187,590.00	15,632.50	14,124.74	107,872.60	109,427.50	(1,554.90)
Expenses:						
Operations						
4130 Legal Expenses	1,000.00	83.33	0.00	0.00	583.33	(583.33)
4190-Sundry-Phone	600.00	50.00	42.82	297.79	350.00	(52.21)
Total Op. Expenses	1,600.00	133.33	42.82	297.79	933.33	(635.54)
Utilities:						
4310 Water	1,200.00	100.00	0.00	318.00	700.00	(382.00)
4320 Electricity	0.00	0.00	0.00	0.00	0.00	0.00
4330 Gas	0.00	0.00	0.00	0.00	0.00	0.00
4310 Sewer	0.00	0.00	0.00	0.00	0.00	0.00
Total Utilities	1,200.00	100.00	0.00	318.00	700.00	(382.00)
Maintenance:						
4420 Materials	3,000.00	250.00	0.00	802.50	1,750.00	(947.50)
4430 Contract Costs	12,000.00	1,000.00	714.50	9,248.76	7,000.00	2,248.76
Total Maintenance	15,000.00	1,250.00	714.50	10,051.26	8,750.00	1,301.26
General Expenses:						
4510 Insurance Expenses	0.00	0.00	0.00	0.00	0.00	0.00
4580 Interst Expense	16,800.00	1,400.00	1,395.24	9,982.79	9,800.00	182.79
Total General Exp.	16,800.00	1,400.00	1,395.24	9,982.79	9,800.00	182.79
TOTAL EXPENSES	34,600.00	2,883.33	2,152.56	20,649.84	20,183.33	466.51
TOTAL RECEIPTS TO DATE						107,872.60
TOTAL EXPENSES TO DATE						20,649.84
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Income/Loss						87,222.76

I CERTIFY THAT THE FOREGOING INFORMATION IS TRUE AND CORRECT
TO THE BEST OF MY KNOWLEDGE AND BELIEF



Michael G. Wong
Executive Director



Date

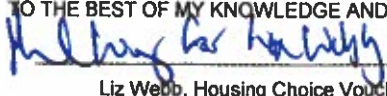
Please note: A principal payment to Bank of the James was made in the amount of \$2,212.90 for a total of \$13,113.58 for this fiscal year.

Housing Choice Voucher Program (HCV)
Statement of Revenues, Expenses, and Changes in Fund Equity
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts						
3300RC Adm-Fraud/Abuse/Set Off Del	7,000.00	583.33	0.00	1,414.27	4,083.33	(2,669.06)
3300RC HAP-Fraud/Abuse/Set Off Del	7,000.00	583.33	0.00	1,414.28	4,083.33	(2,669.05)
3300 FSS Fort.	2,000.00	166.67	1,605.84	6,451.94	1,166.67	5,285.27
3300 Portability Fee Income	0.00	0.00	0.00	0.00	0.00	0.00
3610 Interest-HAP	0.00	0.00	0.00	0.00	0.00	0.00
3610 Interest-Adm	0.00	0.00	0.00	0.00	0.00	0.00
3410 HCV FSS Grant Funds	35,103.00	2,925.25	2,925.25	20,476.75	20,476.75	0.00
3410 HCV HAP Payment-Adm Fees	531,060.00	44,255.00	46,131.00	406,617.93	309,785.00	96,832.93
3410 HCV HAP Payment-HAP Fees	5,933,400.00	494,450.00	477,884.00	3,076,870.00	3,461,150.00	(384,280.00)
Total Receipts	6,515,563.00	542,963.58	528,546.09	3,513,245.17	3,800,745.08	(287,499.91)
Expenses						
Administration						
4110 Adm Salaries	312,023.00	26,001.92	39,817.91	203,430.39	182,013.42	21,416.97
4110 FSS Salaries (grant portion)	35,103.00	2,925.25	2,925.25	20,476.75	20,476.75	0.00
4540 Adm/FSS Benefits	103,200.00	8,600.00	11,980.03	66,554.16	60,200.00	6,354.16
4130 Legal Fees	5,000.00	416.67	0.00	1,285.50	2,916.67	(1,631.17)
4140 Staff Training	5,000.00	416.67	0.00	2,164.99	2,916.67	(751.68)
4150 Travel	5,000.00	416.67	0.00	0.00	2,916.67	(2,916.67)
4171 Auditing Fees	6,940.00	578.33	0.00	0.00	4,048.33	(4,048.33)
4190 Sundry/Rent & Utility Adj	60,000.00	5,000.00	3,505.48	73,206.29	35,000.00	38,206.29
4190.2 Portability Fees	5,000.00	416.67	160.84	1,014.68	2,916.67	(1,901.99)
4190.4 LL Incentives-CARES Act	0.00	0.00	2,500.00	15,000.00	0.00	15,000.00
Total Administration	537,266.00	44,772.17	60,889.51	383,132.76	313,405.17	69,727.59
Utilities						
4310 Water	0.00	0.00	0.00	0.00	0.00	0.00
4320 Electric	4,000.00	333.33	380.08	2,829.19	2,333.33	495.86
4330 Gas	2,000.00	166.67	42.16	1,768.74	1,166.67	602.07
4390 Sewer	0.00	0.00	0.00	0.00	0.00	0.00
Total Utilities	6,000.00	500.00	422.24	4,597.93	3,500.00	1,097.93
Maintenance						
4420 Maintenance Salaries	0.00	0.00	0.00	0.00	0.00	0.00
4540 Maintenance Benefits	0.00	0.00	0.00	0.00	0.00	0.00
4420 Materials	0.00	0.00	0.00	0.00	0.00	0.00
4430 Contract Costs (Unit Inspections)	0.00	0.00	0.00	0.00	0.00	0.00
Total Maintenance	0.00	0.00	0.00	0.00	0.00	0.00
General						
4510 Insurance	7,700.00	856.33	658.58	4,273.56	5,994.31	(1,720.75)
4570 Collection Loss	0.00	0.00	0.00	0.00	0.00	0.00
4715 HAP Portability In	0.00	0.00	0.00	0.00	0.00	0.00
Total	7,700.00	856.33	658.58	4,273.56	5,994.31	(1,720.75)
Total Expenses (excluding HAP)	550,966.00	46,128.50	61,970.33	392,004.25	322,899.48	69,104.77
4715 HAP	5,942,400.00	495,200.00	482,727.00	3,326,888.00	3,466,400.00	(139,512.00)
4715 UAP	0.00	0.00	8,576.00	73,236.00	0.00	73,236.00
4718 FSS Escrow	0.00	0.00	6,877.00	39,941.00	0.00	39,941.00
HAP Total	5,942,400.00	495,200.00	498,180.00	3,440,065.00	3,466,400.00	(26,335.00)
Total Expenses	6,493,366.00	541,328.50	560,150.33	3,832,069.25	3,789,299.48	42,769.77
TOTAL RECEIPTS TO DATE						3,513,245.17
TOTAL EXPENSES TO DATE						3,832,069.25
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Net Income/Loss						(318,824.08)

Adm Funds 36,504.70
HAP Funds (355,328.78)

I CERTIFY THAT THE FOREGOING INFORMATION IS TRUE AND CORRECT
TO THE BEST OF MY KNOWLEDGE AND BELIEF

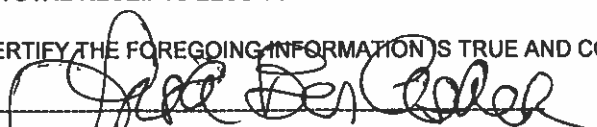

Liz Webb, Housing Choice Voucher Mgr

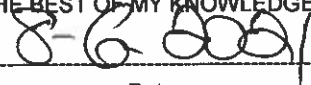

Date

J. R. "POLLY" LINEWEAVER (JRL)
Statement of Revenues, Expenses, and Changes in Fund Equity
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3110 Dwelling Rent	184,248.00	15,354.00	15,572.65	105,358.06	107,478.00	(2,119.94)
3410 HAP Funding	276,372.00	23,031.00	22,800.00	150,389.00	161,217.00	(10,828.00)
3410 Service Coord Grant-2020	67,105.00	5,592.08	0.00	6,211.91	39,144.58	(32,932.67)
3690 Other Income-Laundry	3,800.00	316.67	479.07	2,368.46	2,216.67	151.79
3690 Other Income-Late fees,w/orders	12,000.00	1,000.00	1,286.00	3,555.00	7,000.00	(3,445.00)
Total Receipts	543,525.00	45,293.75	40,137.72	267,882.43	317,056.25	(49,173.82)
Expenses:						
Administration						
4110 Adm Salaries	50,955.00	4,246.25	5,655.48	26,505.52	29,723.75	(3,218.23)
4540 Adm Benefits	17,800.00	1,483.33	1,570.49	8,610.34	10,383.33	(1,772.99)
4130 Legal Fees	0.00	0.00	0.00	895.15	0.00	895.15
4140 Staff Training	0.00	0.00	0.00	0.00	0.00	0.00
4150 Travel	0.00	0.00	0.00	0.00	0.00	0.00
4171 Auditing Fees	1,200.00	100.00	0.00	0.00	700.00	(700.00)
4190 Sundry	7,500.00	625.00	767.94	7,139.78	4,375.00	2,764.78
Total Administration	77,455.00	6,454.58	7,993.91	43,150.79	45,182.08	(2,031.29)
Tenant Services:						
4220-40 Service Coord Grant-2019	67,105.00	5,592.08	5,078.61	28,894.73	39,144.58	(10,249.85)
4230 Tenant Services-Other	1,000.00	83.33	0.00	13.23	583.33	(570.10)
Total Tenant Serv.	68,105.00	5,675.42	5,078.61	28,907.96	39,727.92	(10,819.96)
Utilities:						
4310 Water	8,000.00	666.67	706.41	4,873.47	4,666.67	206.80
4320 Electric	65,000.00	5,416.67	3,475.51	38,342.51	37,916.67	425.84
4390 Sewer	25,000.00	2,083.33	1,755.22	12,286.54	14,583.33	(2,296.79)
Total Utilities	98,000.00	8,166.67	5,937.14	55,502.52	57,166.67	(1,664.15)
Maintenance:						
4410 Maintenance Salaries	40,740.00	3,395.00	5,045.90	24,809.00	23,765.00	1,044.00
4540 Maintenance Benefits	10,020.00	835.00	833.46	4,361.01	5,845.00	(1,483.99)
4420 Materials	12,000.00	1,000.00	1,050.57	8,272.13	7,000.00	1,272.13
4430 Contract	41,000.00	3,416.67	7,721.94	32,652.00	23,916.67	8,735.33
Total Maintenance	103,760.00	8,646.67	14,651.87	70,094.14	60,526.67	9,567.47
General:						
4510 Insurance	8,500.00	708.33	915.56	5,950.63	4,958.33	992.30
4570 Collection Loss	0.00	0.00	0.00	0.00	0.00	0.00
4580 United Bank/VCC Interest	36,575.00	3,047.92	3,061.45	22,374.08	21,335.42	1,038.66
Total General	45,075.00	3,756.25	3,977.01	28,324.71	26,293.75	2,030.96
TOTAL EXPENSES	392,395.00	32,699.58	37,638.54	225,980.12	228,897.08	(2,916.96)
TOTAL RECEIPTS TO DATE						267,882.43
TOTAL EXPENSES TO DATE						225,980.12
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Income/Loss						41,902.31

I CERTIFY THE FOREGOING INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF


 Lisa Benasher, Lineweaver Manager


 Date

Please note: A principal payment to United Bank was made in the amount of \$6,979.40 a total of \$48,288.18 for this fiscal year and a princpal payment to Virginia Community Capital in the amount of \$5,557.88 for a total of \$38,528.85 for this fiscal year.

FRANKLIN HEIGHTS, LLC
Statement of Revenues, Expenses, and Changes in Fund Equity
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3110 Dwelling Rent	335,000.00	27,916.67	31,172.00	199,619.12	195,416.67	4,202.45
3410 HAP Funding	1,137,066.00	94,755.50	101,111.00	691,397.00	663,288.50	28,108.50
3610 Interest Income	900.00	75.00	40.93	303.40	525.00	(221.60)
3690 Other Income-Late fees, etc.	20,000.00	1,666.67	6,689.00	22,134.00	11,666.67	10,467.33
3410 Other Receipts-CDBG Funds	164,000.00	13,666.67	4,000.00	78,000.00	95,666.67	(17,666.67)
Total Receipts	1,656,966.00	138,080.50	143,012.93	991,453.52	966,563.50	24,890.02
Expenses:						
Administration						
4110 Adm Salaries	227,580.00	18,965.00	20,801.97	97,269.68	132,755.00	(35,485.32)
4540 Adm Benefits	69,475.00	5,789.58	5,535.59	29,718.95	40,527.08	(10,808.13)
4130 Legal Fees	1,000.00	83.33	0.00	1,000.00	583.33	416.67
4140 Staff Training	1,000.00	83.33	0.00	428.00	583.33	(155.33)
4150 Travel	1,500.00	125.00	0.00	0.00	875.00	(875.00)
4171 Auditing Fees	1,800.00	150.00	0.00	0.00	1,050.00	(1,050.00)
4190 Sundry	35,000.00	2,916.67	23,105.84	37,212.03	20,416.67	16,795.36
4180 CDBG Down Payment Assistance Program	24,000.00	2,000.00	0.00	8,000.00	14,000.00	(6,000.00)
Total Administration	361,355.00	30,112.92	49,443.40	173,628.66	210,790.42	(37,161.76)
Tenant Services						
4240 Tenant Services-Recreation	1,000.00	83.33	0.00	297.11	583.33	(286.22)
Total Tenant Services	1,000.00	83.33	0.00	297.11	583.33	(286.22)
Utilities						
4310 Water	0.00	0.00	(595.61)	(1,226.19)	0.00	(1,226.19)
4320 Electric	10,000.00	833.33	571.79	4,160.82	5,833.33	(1,672.51)
4330 Gas	2,000.00	166.67	22.16	82.90	1,166.67	(1,083.77)
4390 Sewer	0.00	0.00	137.95	(1,566.75)	0.00	(1,566.75)
Total Utilities	12,000.00	1,000.00	136.29	1,450.78	7,000.00	(5,549.22)
Maintenance						
4410 Maintenance Salaries	113,386.00	9,448.83	14,762.30	68,155.65	66,141.83	2,013.82
4540 Maintenance Benefits	37,410.00	3,117.50	2,890.51	15,303.27	21,822.50	(6,519.23)
4420 Materials	40,000.00	3,333.33	3,094.78	19,687.69	23,333.33	(3,645.64)
4430 Contract	75,000.00	6,250.00	17,003.48	45,346.17	43,750.00	1,596.17
Total Maintenance	265,796.00	22,149.67	37,751.07	148,492.78	155,047.67	(6,554.89)
General						
4510 Insurance	25,000.00	2,083.33	2,242.76	14,139.58	14,583.33	(443.75)
4570 Collection Loss	15,000.00	1,250.00	0.00	0.00	8,750.00	(8,750.00)
4590 Real Estate Taxes	25,000.00	2,083.33	0.00	12,288.20	14,583.33	(2,295.13)
4580 Interest Expense-HHR	84,600.00	7,050.00	42,300.00	84,600.00	49,350.00	35,250.00
4580 Interest Expense-FH	111,625.00	9,302.08	0.00	55,812.50	65,114.58	(9,302.08)
4580 Interest Expense-FORK(BJ)	0.00	0.00	3,221.93	3,221.93	0.00	3,221.93
4580 Interest Expense-FORK(UB)	25,544.00	2,128.67	3,834.74	15,563.90	14,900.67	663.23
4580 Interest Expense-FORK(Seller Fin)	38,991.00	3,249.25	781.91	20,676.50	22,744.75	(2,068.25)
Total General	325,760.00	27,146.67	52,381.34	206,302.61	190,026.67	16,275.94
TOTAL EXPENSES	965,911.00	80,492.58	139,712.10	530,171.94	563,448.08	(33,276.14)
TOTAL RECEIPTS TO DATE						991,453.52
TOTAL EXPENSES TO DATE						530,171.94
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Net Income/Loss						461,281.58

I CERTIFY THE FOREGOING INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF


 Nehemias Velez, FH Manager

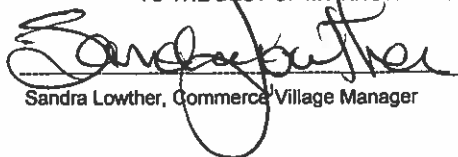
8/6/21
 Date

Please note P/I payments below:	Debt Pymts Due	Debt Pymts YTD	Debt Pymts Outstanding	
HHR 2006/14 Go Bond Payment	219,600	219,600	0	135000
FH 2009/11 Go Bond Payment	446,625	55,813	390,813	335000
Bank of the James	51,740	10,348	41,392	36295
United Bank-Forkovitch Units	47,551	47,551	0	29027
Seller Financed-Forkovitch Family	60,053	<u>60,053</u>	<u>0</u>	31582
Total	825,569	393,364	432,205	

COMMERCE VILLAGE LLC (CVO)
Statement of Revenues, Expenses, and Changes in Fund Equity
For the Month of July 2021

	Annual Budget	Monthly Budget	Total This Month	Actual To Date	Budget To Date	Over/(Under) To Date
Receipts:						
3110 Rental Income	95,000.00	7,916.67	8,137.00	56,498.00	55,416.67	1,081.33
3410 HAP Funding	109,448.00	9,120.67	9,436.00	65,571.00	63,844.67	1,726.33
3610 Interest (Replacement&Operatir	400.00	33.33	2.15	22.33	233.33	(211.00)
3690 Other Income-Laundry&Donatio	2,000.00	166.67	226.76	998.28	1,166.67	(168.39)
3690 Other Inc-Late fees,workorders	3,000.00	250.00	0.00	784.74	1,750.00	(965.26)
Total Receipts	209,848.00	17,487.33	17,801.91	123,874.35	122,411.33	1,463.02
Expenses:						
Administration:						
4110 Adm Salaries	21,600.00	1,800.00	2,373.82	11,516.24	12,600.00	(1,083.76)
4540 Adm Benefits	7,500.00	625.00	632.09	3,461.74	4,375.00	(913.26)
4130 Legal Fees	0.00	0.00	0.00	0.00	0.00	0.00
4140 Staff Training	500.00	41.67	0.00	100.00	291.67	(191.67)
4150 Travel	0.00	0.00	0.00	0.00	0.00	0.00
4171 Auditing	0.00	0.00	0.00	0.00	0.00	0.00
4190 Sundry	4,600.00	383.33	619.18	4,899.55	2,683.33	2,216.22
4190 Sundry-Management fees	10,000.00	833.33	924.34	6,420.82	5,833.33	587.49
4190 Sundry-HCC fees	6,400.00	533.33	0.00	6,566.97	3,733.33	2,833.64
Total Administration	50,600.00	4,216.67	4,549.43	32,965.32	29,516.67	3,448.65
Tenant Services:						
4240-Case Mgt/Peer Counseling	20,000.00	1,666.67	2,500.00	11,250.00	11,666.67	(416.67)
4240 Tenant Services-Client	1,500.00	125.00	0.00	555.00	875.00	(320.00)
Total Tenant Serv.	21,500.00	1,791.67	2,500.00	11,805.00	12,541.67	(736.67)
Utilities:						
4310 Water	4,300.00	358.33	363.07	2,495.53	2,508.33	(12.80)
4320 Electricity	20,000.00	1,666.67	1,291.45	9,786.43	11,666.67	(1,880.24)
4330 Gas	2,100.00	175.00	150.61	1,159.54	1,225.00	(65.46)
4390 Sewer	11,650.00	970.83	849.30	5,945.10	6,795.83	(850.73)
Total Utilities	38,050.00	3,170.83	2,654.43	19,386.60	22,195.83	(2,809.23)
Maintenance:						
4410 Maintenance Salaries	15,450.00	1,287.50	1,552.21	9,003.59	9,012.50	(8.91)
4540 Maintenance Benefits	3,550.00	295.83	263.34	1,511.23	2,070.83	(559.60)
4420 Materials	2,500.00	208.33	283.94	1,834.47	1,458.33	376.14
4430 Contract Costs	15,000.00	1,250.00	2,831.96	13,127.22	8,750.00	4,377.22
Total Maintenance	36,500.00	3,041.67	4,931.45	25,476.51	21,291.67	4,184.84
General Expenses:						
4510 Insurance Expenses	2,800.00	233.33	272.68	1,732.14	1,633.33	98.81
4570 Collection Loss	500.00	41.67	0.00	0.00	291.67	(291.67)
4580 Interest Expense	16,380.00	1,365.00	1,365.00	9,555.00	9,555.00	0.00
4590 Real Estate Taxes	24.00	2.00	1.01	7.07	14.00	(6.93)
1162 Replacement Reserve Acct	9,000.00	750.00	750.00	5,250.00	5,250.00	0.00
Total General Exp.	28,704.00	2,392.00	2,388.69	16,544.21	16,744.00	(199.79)
TOTAL EXPENSES	175,354.00	14,612.83	17,024.00	106,177.64	102,289.83	3,887.81
TOTAL RECEIPTS TO DATE						123,874.35
TOTAL EXPENSES TO DATE						106,177.64
TOTAL RECEIPTS LESS TOTAL EXPENSES TO DATE-Income/Loss						17,696.71

I CERTIFY THAT THE FOREGOING INFORMATION IS TRUE AND CORRECT
TO THE BEST OF MY KNOWLEDGE AND BELIEF


Sandra Lowther, Commerce Village Manager

8/6/21
Date

RESOLUTION NO. _____
INDUCEMENT RESOLUTION
REGARDING THE ISSUANCE OF SENIOR MULTIFAMILY HOUSING
REVENUE BONDS FOR THE ACQUISITION AND CONSTRUCTION OF
THE CONCORD AT SPRINGDALE PARK
LOCATED IN THE COUNTY OF HENRICO, VIRGINIA

WHEREAS, there have been described to the Harrisonburg Redevelopment and Housing Authority (the “Authority”) the plans by HP LIHTC Senior, LLC, a Virginia limited liability company, or an affiliated entity (the “Borrower”) to acquire and construct an approximately 152-unit senior multifamily residential rental housing project to be known as The Concord at Springdale Park consisting of one four-story residential building containing one and two bedroom apartments (the “Project”), all located on land at 4000 Mechanicsville Turnpike, Henrico, VA 23223, in the County of Henrico, Virginia; and

WHEREAS, the Project shall be established and maintained as a “qualified residential rental project” within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Authority is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the “Act”) of the Code of Virginia of 1950, as amended (the “Virginia Code”), to issue its bonds for the purpose, among others, of financing the acquisition, construction, rehabilitation and equipping of multifamily residential rental apartment projects such as the Project; and

WHEREAS, the Borrower has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an amount not to exceed \$20,000,000 (the “Bonds”), the proceeds of which will be used to finance costs to be incurred in acquiring and rehabilitating the Project as permitted under the Act; and

WHEREAS, a public hearing (the “Public Hearing”) has been held on August 18, 2021 with respect to the Project and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code.

NOW, THEREFORE, BE IT RESOLVED BY THE HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.

2. It is hereby found and determined that the acquisition and rehabilitation of the Project by the Borrower will further the public purposes of the Act by assisting in providing housing to “persons of low income” and “persons of moderate income” (as each such term is defined in the Act).

3. It is hereby found and determined that the Project will constitute a “housing project” as that term is defined in the Act.

4. To induce the Borrower to acquire and rehabilitate the Project and maintain the Project as a “qualified residential rental project” within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the acquisition and rehabilitation of the Project, including any necessary reserve funds and costs of issuance of the Bonds, in each case only as permitted by applicable law, by undertaking the issuance of (and hereby declares its official intent to issue) its tax-exempt multifamily housing revenue bonds therefor in the maximum principal amount not to exceed \$20,000,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority.

5. It having been represented to the Authority that it is necessary to proceed with the acquisition and rehabilitation of the Project, the Authority hereby agrees that the Borrower may proceed with the plans for the Project, enter into contracts related to the acquisition, construction, renovation, rehabilitation and equipping and take such other steps as it may deem appropriate in connection therewith, provided that nothing herein shall be deemed to authorize the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Project.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, to serve as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of Bonds or a purchaser for the Bonds, pursuant to terms to be mutually agreed upon.

8. The Borrower has represented to the Authority that interest on the Bonds is intended to be generally excluded from the gross income of the holders thereof for federal and state income tax purposes, and that the Borrower will pay to the Authority an origination fee of one-half of one percent (0.5%) of the first five million dollars (\$5,000,000) of the principal amount of the Bonds and two-tenths of one percent (0.2%) of the principal amount of the Bonds which exceed five million dollars (\$5,000,000) up to ten million dollars (\$10,000,000); no additional fee is levied for Bonds over ten million dollars (\$10,000,000).

9. All costs and expenses in connection with the Bonds, including but not limited to the fees and expenses of the Authority, bond counsel, and counsel for the Authority, shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. In adopting this resolution, the Authority intends to evidence its “official intent” to reimburse the Project expenditures with proceeds from the issuance of the Bonds within the meaning of Treasury Regulations Section 1.150-2, including, without limitation, such expenditures with respect to the Project as are incurred prior to the issuance of the Bonds but not more than sixty (60) days before the date of this Resolution.

11. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City of Harrisonburg (the “City”) (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

12. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority’s failure to issue Bonds for the Project for any reason, including but not limited to, the failure of the City Council of the City (the “City Council”) to approve the issuance of the Bonds.

13. The Authority recommends that the City Council approve the issuance of the Bonds and hereby directs the Chairperson or the Vice Chairperson of the Authority to submit to the City Council a reasonably detailed summary of the comments, if any, expressed at the public hearing, the fiscal impact statement required by Virginia law, and a copy of this Resolution.

14. The Authority hereby authorizes the Chairperson, the Vice Chairperson or the Executive Director of the Authority to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code) in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council and (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder.

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Project or the Borrower.

17. All other acts of the officers of the Issuer, which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance of the Bonds, are hereby approved and confirmed.

18. This resolution shall take effect immediately upon its adoption.

Adopted: August 18, 2021

CERTIFICATE OF VOTES

Record of the roll-call vote by the Harrisonburg Redevelopment and Housing Authority, upon reading on a resolution titled **“INDUCEMENT RESOLUTION REGARDING THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE BONDS FOR THE ACQUISITION AND CONSTRUCTION OF THE CONCORD AT SPRINGDALE PARK LOCATED IN THE COUNTY OF HENRICO, VIRGINIA”** taken at a meeting of the Authority held on August 18, 2021:

	AYE	NAY	ABSTAIN	ABSENT
Dany Fleming, Chair				
Jody Johannessen				
Christine Fasching Maphis				
Kevin Coffman				
Luciano Benjamin				
Gil Colman				

Dated: August 18, 2021

(SEAL)

Michael G. Wong, Executive Director of the
Harrisonburg Redevelopment and Housing
Authority

HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY HARRISONBURG, VIRGINIA

Rules, Procedures and Guidelines Relating to Revenue Bond Financing

ARTICLE I

Purpose and Scope

Section 1.1. Purposes. These Rules shall govern the submission of Applications for revenue bond financing to the Authority, the payment of application and administrative fees, the consideration of matters relating to the authorization, issuance and sale of its revenue bonds, the approval of Financing Documents, the filing of reports with the Authority, and such other matters as are contained herein.

Section 1.2. Scope. These Rules are promulgated pursuant to Section 36-19 of the Act and shall supplement the Bylaws of the Authority and the provisions of the Act. In the event of any conflict between the Act or the Bylaws and these Rules, the provisions of the Act or the Bylaws shall prevail.

ARTICLE II

Definitions

Section 2.1. Definitions. As used in these rules, procedures and guidelines, the following terms shall have the meaning as set forth herein, unless the context clearly requires otherwise:

“Act” shall mean the Virginia Housing Authorities Law, Chapter 1, and Title 36 of the Code of Virginia of 1950, as amended.

“Agreement of Applicant” shall mean the Agreement of Applicant substantially in the form of Exhibit A hereto.

“Applicant” shall mean any individual, person, firm, corporation, partnership or other entity applying for revenue bond financing; or for whose benefit the Authority has issued its Bonds, or who requests the Authority to take any action to provide financing for a Project.

“Application” shall mean the Authority’s Application Statement for Revenue Bond Financing in the form attached as Exhibit B hereto.

“Authority” shall mean the Harrisonburg Redevelopment and Housing Authority, Harrisonburg, Virginia, a political subdivision of the Commonwealth of Virginia.

“Bonds” shall mean any revenue notes, bonds and other obligations authorized to be issued by the Authority pursuant to the Act the interest income on which is exempt from Federal income taxes by virtue of Sections 103 (b)(3)(B), 103 (b)(4) or 103 (b)(6) of the Internal Revenue Code or Section 11(b) of the United States Housing Act of 1937, as amended.

“Code” shall mean the Code of Virginia of 1950, as amended.

“Financing Documents” shall mean any resolutions, instruments, documents, papers, elections, certificates or financing statements required to be adopted or authorized, executed and delivered by the Authority in connection with the authorization, issuance and sale of its Bonds.

“Fiscal Year” shall mean the fiscal year ending December 31 of each calendar year.

“Information for Applicants” shall mean the Information for Applicants substantially in the form attached as Exhibit C hereto.

“Internal Revenue Code” shall mean the Internal Revenue Code of 1954, as amended.

“Project” shall mean the land, improvements, machinery, equipment, facilities or property financed by the issuance and sale of the Bonds.

“Rules” shall mean these Rules, Procedures and Guidelines of the Authority, together with the exhibits attached hereto, as may be in effect from time to time.

ARTICLE III

Policies Relating to the Issuance of Bonds

Section 3.1. General Policy. The purposes of the Authority, as set forth in the Act, are to provide decent, safe and sanitary housing for purposes of low and moderate income and to prevent and eliminate slums and conditions of blight in the manner provided in the Act. Accordingly, the Authority’s decision to adopt an inducement resolution or take other action relating to a Project or the issuance of Bonds will be based largely upon the extent to which a particular Project fulfills the aforementioned statutory objectives.

Section 3.2. Denial of Assistance. The Authority reserves the right to deny assistance to any Applicant although a particular Project might be deemed eligible under the Act.

Section 3.3. Limited Nature of Authority Action. The Authority by adoption of any resolution does not intend for such action to constitute approval of the Applicant, its policies, its

management or the financial feasibility of the Project.

Section 3.4. Adequacy of Security. The Authority will not ordinarily inquire into matters relating to the business judgment or the management of any Applicant, however, the Authority will require a showing that any issue of its Bonds is secured to its satisfaction and may examine the business decisions and other aspects of management of the Applicant should it deem that such matters are relevant to the authorization, issuance, sale or security interest in the Project financed with the proceeds of such Bond. The Authority may require an appraisal of the Project showing that it is valued in an amount sufficient to pay the outstanding principal amount of the Bonds issued to finance such Project.

ARTICLE IV

Application Procedures, Fees and Requirements

Section 4.1. Information to be Provided Applicants. The Authority may provide copies of the Application, the Agreement of Applicant and the Information for Applicants to each prospective Applicant. The Authority may also provide, upon request by an Applicant, a copy of these Rules to such Applicant.

Section 4.2. Applications. Each Applicant shall submit a completed Application, together with the Agreement of Applicant and the Application Fees required by Section 4.3, to the Executive Director of the Authority at least twenty-one (21) days before the Authority's meeting at which the Application is to be considered. Each Application shall include all requested exhibits. In the event all requested exhibits are not available or not part of the public record, a statement of explanation will be attached to the Application. The Authority recommends that each Applicant seek the advice of the Executive Director of the Authority concerning completion of the Application before its submission to the Authority.

Section 4.3. Application Fees. The Authority charges a \$7,500 non-refundable application fee, which must accompany the Application when it is submitted by the Applicant. In addition, the Authority requires reimbursement of its costs and expenses and fees incurred in connection with consideration of an Application, including but not limited to expenses and fees of the Authority's counsel, bond counsel and consultants relating to consideration of the Application and the cost of publication of notices for public hearings with respect to issuance of the Bonds.

Section 4.4. Administrative Fees and Expenses.

(a) For bond issues the Authority also charges an origination fee of one-half of one percent (0.5%) of the first five million dollars (\$5,000,000) of the principal amount of the Bonds and two-tenths of one percent (0.2%) of the principal amount of the Bonds which exceed five

million dollars (\$5,000,000) up to ten million dollars (\$10,000,000); no additional fee is levied for Bonds over ten million dollars (\$10,000,000).

(b) The Authority also requires each Applicant to reimburse the Authority for its costs and expenses incurred in connection with the issuance, sale and/or redemption of its Bonds, its costs and expenses incurred by virtue of its Bonds being outstanding and its costs and expenses incurred in connection with the operation or use of the Project, including but not limited to the Authority's attorney's fees. (See Section 5.2)

Section 4.5. Agenda Description; Distribution of Application. When action is to be taken with reference to a Project or the issuance of Bonds, the agenda for the meeting at which such action is to be taken shall contain a description of the type, nature of the action to be taken by the Authority, and the Secretary shall deliver to each Commissioner with such agenda a copy of the Executive Summary of the related Application.

Section 4.6. Transcripts of Proceedings. Each Applicant receiving Bond financing through the Authority shall furnish to the Authority upon the sale and delivery of the Bonds a complete transcript of the Financing Documents relating to such Bonds

Section 4.7. Bond Validation Proceedings. The Authority may require that before issuance, its Bonds be validated by the Circuit Court of the County of Rockingham, Virginia, pursuant to the requirements of § 15.2-2650 et seq. of the Code. The cost, expenses and fees incurred in connection with any bond validation proceeding required by the Authority, including attorney's fees, shall be paid by the Applicant.

Section 4.8. Additional Information Required of Applicants.

a. The Authority may adopt any resolution conditioned upon the subsequent furnishing of certain information satisfactory to the Authority. All required information shall be promptly furnished to the Authority, and failure of any Applicant to furnish such information shall constitute a ground for rescission of any resolution adopted pursuant to such conditions.

b. The Authority may, at its option, require the furnishing of appraisals, evaluations or reports respecting the Project or any portion thereof. The Authority may retain advisors and consultants, including legal counsel, to advise it regarding any Project or other action, which it is requested to undertake by any Applicant. All costs, fees, and expenses of such appraisals, reports, advisors and consultants incurred by the Authority shall be paid by the Applicant.

c. Since the Authority usually acts based upon information furnished to it solely by the Applicant, the Authority reserves the right to require at any time the furnishing of additional information concerning the Applicant, its financial statements, and any other information deemed relevant by the Authority. In instances where the Applicant has undergone changes in form or management or where the security to be given for payment of the bonds has changed, the Applicant shall report such changes promptly to the Authority.

Section 4.9. Public Hearing Required. The Authority will conduct a public hearing, following publication of notice thereof, concerning the proposed issuance of its Bonds in the

manner and as provided under Sections 15.2-4906 of the Code and Section 147 of the Internal Revenue Code or as consistent with law. Prior to or upon receipt of an Application, the Executive Director shall provide for publication of the notice of the public hearing in a form approved by the Authority's attorney.

Section 4.10. City Council Approval. Following the public hearing, the Authority will submit the resolution to the City Council of the City of Harrisonburg for approval. This approval, if forthcoming, shall be evidenced by a formal resolution of the City Council (1) approving the issuance of the Bonds, (2) disclaiming any endorsement as to the creditworthiness of the project and denying any obligation as to the faith, credit or taxing power of the City and (3) such other approvals as may be necessary under state or federal law.

ARTICLE V

Provisions to be Incorporated Into Resolutions and Financing Documents

Section 5.1. Reserved.

Section 5.2. Payment of Authority Expenses. The Financing Documents approved by the Authority for the benefit of any Applicant shall provide that the Applicant agrees to pay all costs, fees, and expenses incurred by the Authority (including attorney's fees) as provided in Section 4.4 hereof.

Section 5.3. Indemnification of the Authority. Each Applicant shall agree to indemnify and save harmless the Authority and its officers, commissioners, directors, employees and agents (hereinafter the "Indemnities") from and against all liabilities, obligations, claims, damages, penalties, fines, losses, costs and expenses (hereinafter referred to as "Damages"), including but not limited to the following:

a. All amounts paid in settlement of any litigation commenced or threatened against any of the Indemnities, if such settlement is effected with the written consent of the Applicant;

b. All expenses reasonably incurred in the investigation of, preparation for or defense of any litigation, proceeding or investigation of any nature whatsoever, commenced or threatened against the Applicant, the Project or any of the Indemnities;

c. Any judgments, penalties, fines, damages, assessments, indemnities, or contributions; and;

d. The reasonable fee of attorneys, auditors, and consultants; provided that the Damages arise out of:

(i) Failure by the Applicant, or its officers or agents, to comply with the terms of the Financing Documents and any agreements, covenants, obligations, or prohibitions set forth therein;

(ii) Any action, suit claim or demand contesting or affecting the title of the Project;

(iii) Any action, suit, claim, proceeding or investigation of a judicial, legislative, administrative or regulatory nature arising from or in connection with the construction, acquisition, ownership, operation, occupation or use of the Project; or

(iv) Any suit, action, administrative proceeding, enforcement action, or governmental or private action of any kind whatsoever commenced against the Applicant, the Project or the Indemnitees which might adversely affect the validity or enforceability of the Bonds, the Financing Documents, or the performance by the Applicant or any Indemnitee of any of their respective obligations hereunder.

Section 5.4. Bond Counsel Opinion Required. Before issuing and delivering any of its Bonds, the Authority shall receive an approving opinion of bond counsel to the Authority, stating, among other things, that the Bonds have been duly authorized, executed, issued and delivered, that the interest thereon is exempt from Federal income taxation and taxation by the Commonwealth of Virginia, and, if the Bonds are publicly offered, that the issuance, sale and delivery of the Bonds is exempt from registration requirements under applicable Federal and State securities laws.

Section 5.5. Covenants to Preserve Tax Exempt Status of Bonds. All Financing Documents presented for approval by the Authority shall contain appropriate covenants of the Applicant designed to insure compliance with the requirements of Section 103, 103A and all other applicable provisions of the Internal Revenue Code and State and Federal law to preserve the tax exempt status of interest on the Bonds, including without limitation, public hearing and approval requirements, “arbitrage” requirements, capital expenditure limitations and reporting requirements.

Section 5.6. Limitation of Liability. The Financing Documents shall state that neither the Bonds nor any covenant, agreement or obligation contained in the Financing Documents shall be deemed a personal liability or covenant, agreement or obligation of any present or future commissioner, officer, employee or agent of the Authority and no such commissioner, officer, employee or agent shall be subject to any personal liability or accountability by reason of the issuance of the Bonds or the execution of any Financing Documents. In addition, the Bonds and the Financing Documents shall provide that the Bonds are limited obligations of the Authority in the manner provided in Section 36-29 of the Act.

ARTICLE VI

Reports

Section 6.1. Interim Reports by Applicants. Each Applicant shall file with the Authority a written report describing the status of its proposed financing no later than the last day of the second month after the adoption of an inducement resolution for the Applicant and every six months thereafter until the adoption of any Financing Documents by the Authority, unless such information is being otherwise provided through active work on the Project involving the Authority's attorney. Such written report shall include the proposed purchaser of the Bonds, the proposed terms of the Bonds, the status of Financing Documents, and the current status of the Project. Each Applicant shall promptly notify the Authority in writing of any significant or material changes to any information previously furnished by the Applicant to the Authority, including specific descriptions of new or changed plans for the placement of the Bonds and the security to be offered.

Section 6.2. Annual Reports of Applicants. Each Applicant, after the issuance and sale of the Authority's Bonds for the benefit of such Applicant, shall annually report to the Authority no later than the end of the Authority's Fiscal Year the status of the Project, which shall include the outstanding and unpaid balance of Bonds issued under the Financing Documents.

Section 6.3. Other Reports. The Financing Documents shall require the submission of such reports as the Authority shall require to be submitted in connection with the Project.

Section 6.4. Reports by Authority Executive Director. At each regular meeting of the Authority, the Executive Director of the Authority shall report on any action taken on behalf of the Authority with respect to the Project since the last regular meeting, including receipt of information or reports required under this Article VI or Section 4.8.

ARTICLE VII

Enforcement

Section 7.1. Enforcement of Provisions. The Authority may refuse to consider or adopt any inducement resolution, Financing Documents or any other matters presented for its consideration for any reason, including failure of the Applicant to comply with the requirements of these Rules.

Section 7.2. Repeal of Actions Previously Taken. The Authority may rescind or repeal any inducement resolution previously adopted by it or any other action taken by the Authority because of failure of the Applicant to comply with the provisions of these Rules or because of substantial changes in the management, ownership, Project, financial circumstances of the Applicant or plan of financing; provided, however, no inducement resolution or action taken by

the Authority shall be repealed or rescinded unless prior written notice of such proposed action shall have been mailed or emailed to the Applicant at least three weeks before that date upon which such action is proposed to be taken.

ARTICLE VIII

Miscellaneous

Section 8.1. Compliance with Rules. Each Applicant shall comply with these Rules in the submission of its Application to the Authority and in requesting that the Authority take any action with respect thereto, including the adoption of Financing Documents. Failure to comply with these Rules shall constitute sufficient reason for the Authority to refuse to consider any Application, Financing Documents or any other matter to be brought before the Authority by or on behalf of any Applicant.

Section 8.2. Construction, Operation and Effect of Rules. These Rules are intended as guidelines to promote and insure the orderly and consistent consideration of Applicants, Financing Documents and other matters brought before the Authority. For good cause, application of these Rules may be modified and waived upon a case-by-case basis upon the consent of a majority of the Commissioners of the Authority. Any action taken by the Authority not in conformity with these Rules shall, nevertheless, be fully effective as if taken in compliance with these Rules.

Section 8.3. Amendments. These Rules may be changed from time to time by the Authority by the vote of a majority of its Commissioners present at any meeting of the Authority, provided notice of such change shall have been given to each commissioner before such meeting. These Rules may, notwithstanding the foregoing, be amended without prior notice upon the affirmative vote of all Commissioners of the Authority.

Exhibit A-AGREEMENT OF APPLICANT

In consideration of the processing by the Harrisonburg Redevelopment and Housing Authority of the Application Statement for Revenue Bond Financing (the "Application"), the Applicant agrees to pay all fees and costs of the Authority in connection with the Application, including without limitation the non-refundable application fee of the Authority, the costs and expenses of the Authority incurred in connection with the processing and review of the Application, the cost of any independent financial analysis, the cost of the Authority's legal counsel, the cost of publication of notice in connection with any public hearing relating to the Application and all other out-of-pocket fees and expenses of the Authority, regardless of whether the Authority adopts an "inducement resolution," takes any other action in connection with the Application or issues bonds on behalf of the Applicant.

The Applicant further represents (1) that it understands and agrees to the conditions of the Application and the Authority's Rules, Procedures and Guidelines Relating to Revenue Bond Financing, (the "Rules"), which Rules are incorporated by reference into this agreement, (2) that it understands that the Authority does not guarantee approval of the Application or the issuance of any bonds as a result of the Application, (3) that it will abide by the Rules and all requirements of the Authority as to the offer and sale of bonds, (4) that all statements and information furnished by the Applicant with the Application or in supporting papers are true and correct, and (5) that it will pay all administrative fees and expenses as set forth in Section 4.3 and 4.4 of the Rules.

The Applicant hereby requests that the Executive Director of the Authority cause the publication of a notice of a public hearing to consider the Application.

This agreement and the related Application are executed and approved by the following:

Date: 7.19.21 Applicant: HP LIHTC Family, LLC
Agent: By: J.R. [Signature] / Zebby R. Frederick
its: Managing Member (Title)
Mailing Address: 2601 W. Broad St., Suite 201
Richmond, VA 23220

Exhibit B

**HARRISONBURG REDEVELOPMENT AND HOUSING
AUTHORITY, HARRISONBURG, VIRGINIA**

Application Statement for Revenue Bond Financing

EXECUTIVE SUMMARY

Name of Applicant: HP LIHTC Senior, LLC

Legal structure (Corporation, LLC, LLP, etc.): LLC

Principal business address: 2601 W. Broad St., Suite 201, Richmond, VA 23220

Contact representative: Zachery R. Frederick Telephone No. (804) 519-3425

Proposed Project location: 4000 Mechanicsville, Turnpike, Henrico, VA 23222

Present owner of site: Plaza 360 Resources L.P. & GBR Henrico Limited Liability Company

Present location of Applicant: 2601 W. Broad St., Suite 201, Richmond, VA 23220

Type of project: 4% LIHTC

Number of Housing Units to be provided (if applicable): 152

Number of new jobs to be created: 25 Construction / 3 Permanent

Type of building to be constructed or rehabilitated: (Describe construction, square footage, special features, etc.): New Construction, 4-story elevator building targeting seniors with 1 and 2 bedroom apartments. Project to feature ample meeting space with workout facility and dedicated outdoor space.

Maximum amount of bonds anticipated: \$ 20,000,000.00

Proposed purchaser of bonds (if known): _____

Anticipated maturity of bonds: January 2043

APPLICANT:

1. Legal name of Applicant and state of incorporation:

HP LIHTC Senior, LLC - Virginia

2. Address and location of principle office:

2601 W. Broad St., Suite 201, Richmond, VA 23220

3. Telephone number: (804) 519-3425

4. Names and addresses of current officers:

Zachery R. Frederick – 2601 W. Broad St., Suite 201, Richmond, VA 23220

Andrew N. Basham – 1310 Roseneath Rd., Richmond, VA 23230

S. Taylor Williams – 1310 Roseneath Rd., Richmond, VA 23230

5. Applicant Representative (including phone number and email address) to whom correspondence should be directed:

Zachery R. Frederick – (804) 519-3425 – zac@crescent-development.com

6. Name, address, phone number and email address of counsel for Applicant:

Michael W. Graff, Jr. – 1750 Tysons Boulevard, Suite 1800, Tysons, VA 22102

(703) 712-5110 – mgraff@mcguirewoods.com

STATEMENT OF BENEFITS TO THE CITY OF HARRISONBURG AND THE COMMONWEALTH OF VIRGINIA FROM THIS PROJECT PER CODE OF VIRGINIA § 15.2-4907:

- 1. State the maximum amount of financing sought. \$20,000,000.00
- 2. State the estimated taxable value of the facility's real property to be constructed in the locality. \$14,800,000.00
- 3. State the estimated real property tax per year using present tax rates. \$128,760.00
- 4. State the estimated personal property tax per year using present tax rates. \$3,000.00
- 5. State the estimated merchants' capital tax per year using present tax rates. \$0.00
- 6. a. State the estimated dollar value per year of goods that will be purchased from Virginia companies within the locality. \$125,000.00
b. State the estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality. \$0.00
c. State the estimated dollar value per year of services that will be purchased from Virginia companies within the locality. \$110,000.00
d. State the estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality. \$0.00
- 7. State the estimated number of regular employees on year round basis. 3
- 8. State the average annual salary per employee. \$52,000.00

IDENTIFICATION AND DESCRIPTION OF PROPOSED PROJECT:

- 1. Project Name.
The Concord at Springdale Park

2. Location of project.
4000 Mechanicsville Turnpike, Henrico, VA 23223

3. Describe the type of facility for which you are applying for financing.
4-story multifamily housing

4. Describe the proposed arrangement to finance the cost of acquisition, construction or rehabilitation of the project. Briefly detail a projected time schedule.
Tax exempt bond proceeds as well as LIHTC equity will finance the cost of acquisition and construction of the project. Initial closing is scheduled for early December followed by 20 months of construction and converting to permanent loan 12 months thereafter.

5. If the Applicant now owns the project site, indicate:

- a. Date of purchase _____
- b. Purchase price _____
- c. Balance of existing mortgage _____
- e. Site information
 - i) Dimensions: _____ ft. by _____ ft. or _____ acres
 - ii) Tax Map Reference Number: _____
 - iii) Present Zoning Classification: _____
 - iv) Describe the following.
 - a) Are there any buildings on the site? _____
 - b) Is demolition planned? _____
 - c) To your knowledge, does the structure(s) have any historical significance? _____

6. If the Applicant is not the owner of the project site, does the applicant have an option to purchase the site and any buildings on the site? If yes, indicate:

- a. Date option agreement signed with owner April 20, 2020
- b. Purchase price \$4,500,000 *to be allocated amongst multiple projects/phases
- c. Expiration date of option December 31, 2021

7. Has the Applicant entered into a contract to purchase the site? If yes, indicate:

- a. Date signed _____
- b. Purchase price _____
- c. Settlement date _____

8. Present owner of the site of the project and relationship between the present legal owner and the Applicant. Plaza 360 Resources L.P. & GBR Henrico Limited Liability Company –

Unaffiliated third party

9. Development team. Please indicate the name, address and telephone number of the architect, engineer, general contractor, major subcontractors, consultants, management agents, lenders, underwriters and other financing participants.

Architect – Poole & Poole Architecture, LLC – 4240 Park Place Court, Glen Allen, VA 23060 – (804) 225-0215

Engineer – E.D. Lewis & Associates – 2116 Spencer Road, Richmond, VA 23230 – (804) 285-3948

Management – SteelHead Management – 1806 Summit Ave., Suite 300, Richmond, VA 23230 – (804) 564-8575

10. State the proposed uses of bond proceeds:

Land	<u>\$1,775,000.00</u>
Buildings	<u>\$16,586,471.00</u>
Costs of financing and contingencies	<u>\$1,638,529.00</u>
Other (please explain)	<u>\$</u>
Face amount of issue	<u>\$20,000,000.00</u>

11. Have any of the above expenditures already been made by the Applicant? If yes, please describe: Yes, legal for zoning as well as architectural and engineering.

12. Have any of the above expenditures been incurred but not paid by the Applicant? If yes, please describe: Yes, a portion for legal for zoning as well as architectural and engineering.

13. Will any of the funds to be borrowed through the Authority be used to repay or refinance an existing mortgage or outstanding loan? No.

14. Please state the type and amount of the outstanding bonds or other obligations, if any, on the present facilities and the year(s) when such obligations will be paid off.

N/A

FINANCIAL

1. Description of Applicant's (or related entity's) present debt, guaranty, long-term contracts, prior liens and other contingent liabilities.

Will provide financial statements upon request.

2. Commercial banking connections and duration.

Citi – Mahesh Aiyer – 4 years

Chase – Caitlin Gossens – 8 years

Cedar Rapids Bank & Trust – Michael Goerdts – 3 years

3. Has the Applicant, any proposed guarantor or any of their principal partners or shareholders ever declared bankruptcy or been involved in any bankruptcy or insolvency proceeding, whether voluntary or involuntary? If so, please describe.

No.

4. Has any underwriter, broker or investment banker been retained by Applicant in connection with this proposed bond issue? If so, please provide their name and address.

No.

5. Please indicate the person or institution to whom the bonds will be sold or any persons or institutions which have indicated an interest in purchasing the bonds.

Citi, Chase Cedar Rapids Bank & Trust

6. Is the Applicant or any shareholder, partner or affiliate of the Applicant presently involved in any litigation, investigation or proceeding? If so, please describe.

No.

7. Is the Applicant or any shareholder, partner, or affiliate of the Applicant, or any other person working for or with the Applicant in this proposed financing subject to any order, decree or judgment of any court, administrative or other governmental agency or body? If so, please describe.

No.

8. Is the Applicant, or any of its shareholders, partners, or any guarantor, or any other person representing or affiliated with the Applicant in connection with this proposed financing, involved in any investigation, litigation or proceeding relating to the issuance or sale of securities or any applicable banking laws or regulations? Have any of the foregoing persons ever been involved in any such investigation, litigation or proceeding? If so, please describe.

No.

9. Is the Applicant or any of its partners, shareholders or affiliates subject to regulation (other than in the ordinary course of business) by any Federal or State administrative agencies or bodies? If so, please provide details.

No.

**DETAIL CONCERNING
DESCRIPTION OF MULTI-FAMILY
HOUSING PROJECT
(Only complete if applicable.)**

1. Type of Development (check all that apply)
- | | |
|--|--|
| <input checked="" type="checkbox"/> Rental | <input checked="" type="checkbox"/> New Construction |
| <input type="checkbox"/> Co-op | <input checked="" type="checkbox"/> Elderly |
| <input type="checkbox"/> Condominium | <input type="checkbox"/> Family |
| <input type="checkbox"/> Rehabilitation | |
2. What is the total number of buildings planned: 1
3. Number of units proposed: Total 152; Family 0; Elderly 152
4. In the event of Rehabilitation, provide a brief description of the work to be performed:
N/A
-
-

5. List community facilities and project amenities planned for the development (include square footage of each):
Community Room (1,365 SF) with catering kitchen access to village green with pool, dog park, and fitness facility.

6. List any Commercial or Professional Facilities:
N/A

Applicant Information:

7. List previous multi-family experience of Applicant or any principals of Applicant. Include project name, location, and number of units, type of financing and whether subsidized. (If no previous experience, please indicate).
The Oliver (904 & 908 Oliver Hill Way, Richmond, VA) – 164 Units – 4% LIHTC
The Mirage (1125 Commerce Road, Richmond, VA) – 139 Units – 4% LIHTC
The Concord at Northside (1705 Chamberlayne Pkwy., Richmond, VA) – 152 Units – 4% LIHTC

8. Has the Applicant or any shareholder, partner, or affiliate of the Applicant ever had a financial interest in real estate that:

- a. Was foreclosed upon? No.
 - b. Was assigned to the lender (or nominee) or to FHA? No.
 - c. Was the subject of a forbearance or other deferment arrangement with the FHA, or any mortgage? No.
- If so, please describe.
-
-
-

ATTACH THE FOLLOWING AS EXHIBITS TO THIS APPLICATION

- 1. Site Plan
- 2. Photograph(s) of Site
- 3. Copy of applicable Housing Assistance Plan

NOTE: IF THE AUTHORITY HAS ACCEPTED A PARTIALLY COMPLETED APPLICATION, UPON THIRTY DAYS WRITTEN NOTICE THE APPLICANT SHALL COMPLETE THIS APPLICATION IN ITS ENTIRETY, INCLUDING PROVIDING ALL ATTACHMENTS, OR COMPLETE SUCH PORTIONS AS MAY BE REQUESTED BY THE AUTHORITY FROM TIME TO TIME. ANY AND ALL COSTS TO THE AUTHORITY, INCLUDING ITS ATTORNEY'S FEES INCURRED IN SUCH PROCESS WILL BE PAID BY THE APPLICANT.

HP LIHTC Senior, LLC
 Name of Applicant
 By *J.R. Frederick* / *Zachary R. Frederick*
 Its Managing Member
 Dated *7.19.21*

Exhibit C

INFORMATION FOR APPLICANTS

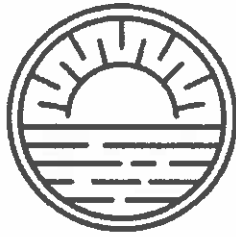
HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY HARRISONBURG, VIRGINIA

The Harrisonburg Redevelopment and Housing Authority is a political subdivision of the Commonwealth of Virginia, which is empowered to issue bonds to finance housing and other facilities qualifying under the Virginia Housing Authorities Law (the "Act"). The main purpose of the Authority is to provide decent, safe and sanitary housing in the City of Harrisonburg and to prevent and eliminate slums and conditions of blight within the City. In order to issue bonds the Authority must make a finding that the facility to be financed will serve either of these purposes.

All bonds issued by the Authority are limited obligations payable solely from the revenues of the facilities financed and do not involved the credit of the Authority, the City of Harrisonburg or any other political subdivision.

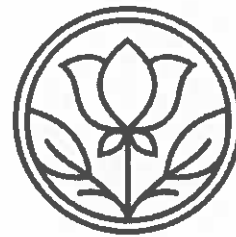
The Authority does not assist in the placement of any bonds. Any public sale of bonds must be by means of a prospectus meeting the disclosure requirements of the Federal securities laws. Any private placement of bonds must be exclusively with institutional investors who provide appropriate assurances to the Authority as to their financial sophistication and intent to hold the bonds. Each applicant must agree to pay legal fees and other out-of-pocket expenses of the Authority and the fees outlined in Article IV of the Authority's Rules, Procedures and Guidelines Relating to Revenue Bond Financing.

Under applicable Federal law, most financings must be considered at a public hearing conducted by the Authority and must be approved by the City Council of the City of Harrisonburg. Notice of such public hearing must be published twice in consecutive weeks, between 28 and 7 days prior to the hearing, in a newspaper of general circulation in the City of Harrisonburg. The public hearing will normally be held at the meeting at which the resolution evidencing the Authority's intent to provide financing (the inducement resolution) is considered.



The Horizon

AT SPRINGDALE PARK



The Concord

AT SPRINGDALE PARK

Introduction

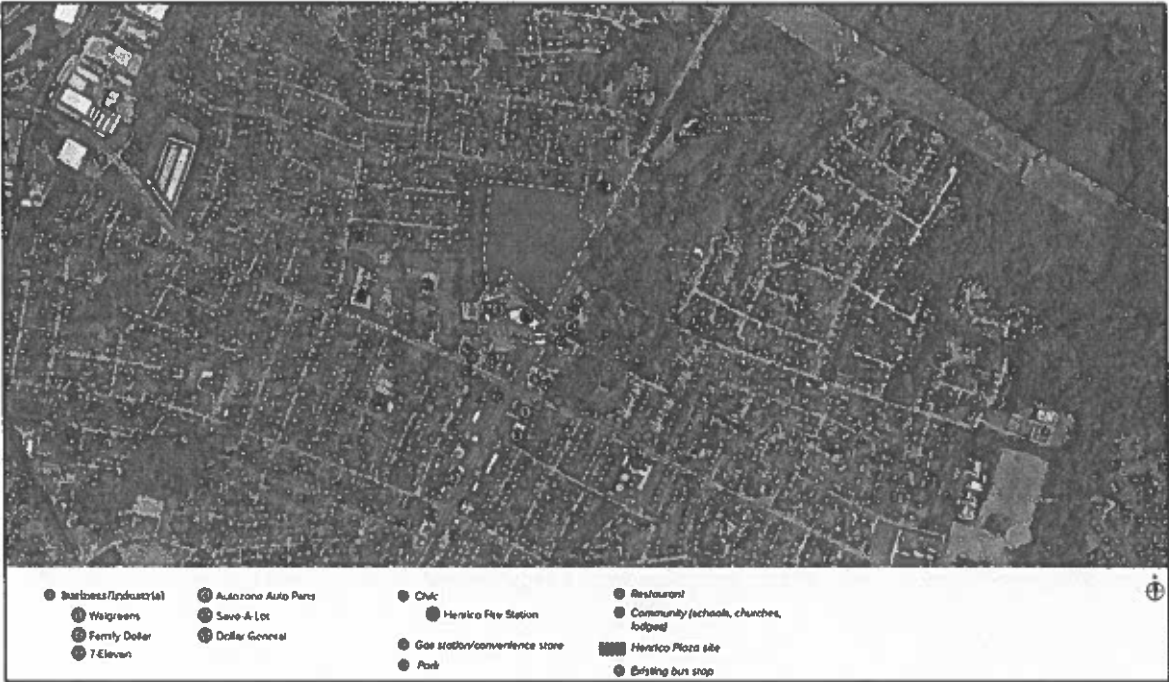
HP LIHTC Family, LLC and HP LIHTC Senior, LLC (“Applicant”) are joint venture limited liability partnerships between Spy Rock Real Estate Group and Crescent Development which was originally established in 2016 to acquire, develop and manage affordable housing assets throughout Virginia.

The Applicant is proposing to invest in and rejuvenate the Henrico Plaza Shopping Center site on Mechanicsville Turnpike just north of its intersection with Laburnum Avenue (the “Site” or “Henrico Plaza”). The Applicant envisions a new community with residential and commercial uses serving as the catalyst for reinvestment in the Route 360 corridor.



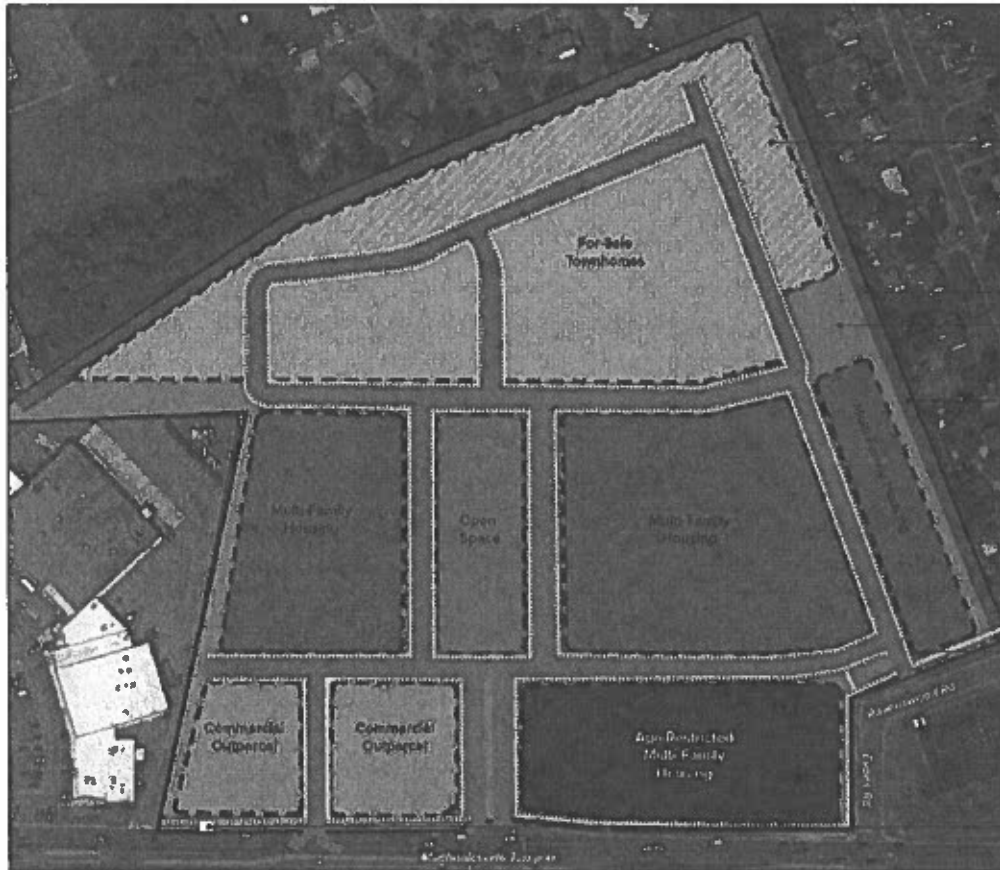
History

Henrico Plaza was first developed in the early 1970s, hosting retailers like Jefferson Ward and Bradlee’s, along with a small-footprint grocery store and smaller retailers like Sherwin Williams, across nearly 200,000 square feet. Henrico Plaza saw its consumer share dwindle and storefronts go dark through the 1990s. By 2008, the vast majority of Henrico Plaza was demolished. Today, the only building on the Site’s 27 acres is a 10,000 square-foot building hosting an Italian restaurant and an auto service center. The current state of the Site is shown in the picture below.



New Vision

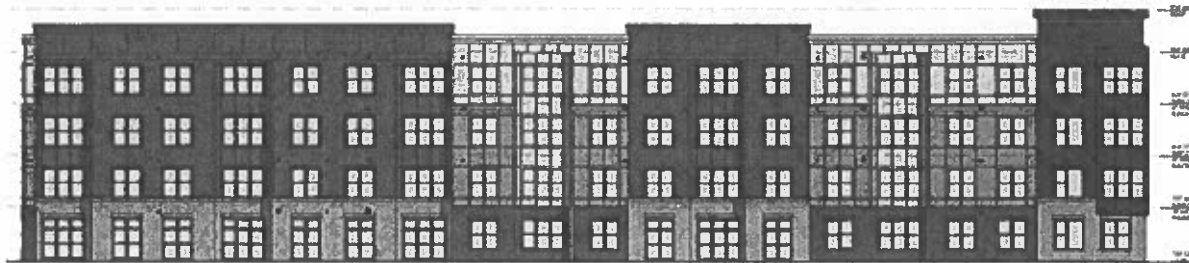
The Applicant seeks to invest in this area by redeveloping Henrico Plaza as a high-quality community with a mixture of residential and commercial uses that meet the modern needs of consumers and residents: a family-friendly, walkable, social and active lifestyle community for all ages. The image below provides a layout for the new community, which will provide pedestrian-friendly streetscapes. Completion of this new community is expected to take up to six years from the start of construction. Commencement of construction is estimated to be the end of 2021.



This new community will include a commercial area fronting on Mechanicsville Turnpike, new multi-family buildings on either side of a shared amenity space with a clubhouse and pool, and new townhomes transitioning to the adjacent homes. Two story townhomes will be located next to the adjacent homes with a 25 foot wide buffer with new landscaping and three story townhomes will be located closer to the new multi-family buildings.

Age-Restricted Multi-Family Area

The age-restricted multi-family area will consist of a four story, fully enclosed, elevator serviced building. Below is an elevation showing the elevation of the building that will face Mechanicsville Turnpike. This building will contain 152 residences.



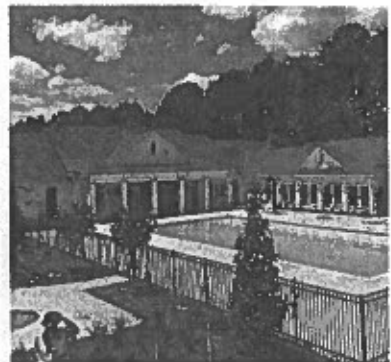
Multi-Family Area

The multifamily area will consist of three story, enclosed, buildings. These are not your traditional, suburban-walkup multi-family buildings. Ground floor units will have direct access to the sidewalk and will have recessed patios along the sidewalk. This design will encourage and provide more pedestrian activity through the neighborhood. The pictures below illustrate this style of building and provide the architectural theme that the Applicant must follow when constructing these buildings. These buildings will contain a maximum of 300 residences. These buildings will be built in two phases during the six-year development timeline.



Clubhouse and Open Space

At the heart of the community will be a clubhouse and pool to be shared by all of the residents in the new community. Other open space will be provided throughout out with a variety of different active and passive programming.



Team

HP LIHTC Family, LLC and HP LIHTC Senior, LLC (“Applicant”) are joint venture limited liability partnerships between Spy Rock Real Estate Group and Crescent Development which was originally established in 2016 to acquire, develop and manage affordable housing assets throughout Virginia.



Since its inception, the Applicant has developed, or is under development of, 644 units with a total development cost of \$104,750,000. To date, the majority of the projects have been developed using the Federal Low Income Housing Tax Credit (“LIHTC”), a public-private partnership using tax-exempt bonds.

The Oliver
908 Oliver Hill Way
Richmond, VA



The Mirage
1125 Commerce Road
Richmond, VA



The Concord at Northside
1705 Chamberlayne Pkwy.
Richmond, VA



Spy Rock, formed in 2008, has created significant value for their extensive investor base by demonstrating expertise in multiple disciplines to include office, retail, hospitality and multi-family. Spy Rock has developed a portfolio is valued at over \$600,000,000, and has successfully raised over \$100,000,000 in equity.

Property	Year Built / Acquired	Location	Units	Commercial SF	Hotel Keys	Total SF	Asset FMV (Sale Price)	Total Project Costs	Total Debt	Total Equity
<i>2001 East Apartments</i>	2010	Richmond, VA	75 Units	3,000 SF		90,752	\$10,000,000	\$9,250,000	\$8,150,000	\$1,100,000
<i>Quarterpath Place Apartments</i>	2010	Williamsburg, VA	54 Units			45,000	4,500,000	4,200,000	3,600,000	600,000
<i>Greentown Village Apartments</i>	2011	Virginia Beach, VA	224 Units			240,000	36,250,000	27,500,000	23,200,000	4,300,000
<i>Indigo 19 Apartments</i>	2011	Virginia Beach, VA	196 Units	2,500 SF		236,000	39,200,000	29,624,000	23,000,000	6,624,000
<i>Element at Ghent Apartments</i>	2012	Norfolk, VA	164 Units			184,000	31,160,000	25,210,000	20,000,000	5,210,000
<i>The Preserve at Scott's Addition Ap</i>	2014	Richmond, VA	194 Units	2,500 SF		199,000	43,650,000	26,400,000	22,150,000	4,250,000
<i>Diamond North Apartments</i>	2015	Virginia Beach, VA	180 Units			204,000	34,200,000	24,750,000	19,500,000	5,250,000
<i>Old Stone Lofts</i>	2015	Richmond, VA	10 Units	3,000 SF		10,000	1,350,000	1,129,000	1,000,000	129,000
<i>Collection Multitown Apartments</i>	2015	Richmond, VA	285 Units			290,000	37,970,000	30,020,408	21,585,034	8,435,374
<i>Gallery Multitown Markets</i>	2015	Richmond, VA	156 Units			150,000	25,100,000	17,979,592	11,814,966	6,164,626
<i>Symbol Apartments</i>	2016	Richmond, VA	202 Units			211,000	45,450,000	24,875,250	19,500,000	5,375,250
<i>Symbol Commercial</i>	2016	Richmond, VA		60,000 SF		60,000	12,000,000	8,291,750	6,500,000	1,791,750
<i>South Bank Apartments</i>	2016	Richmond, VA	150 Units			150,000	23,000,000	15,850,000	11,150,000	4,700,000
<i>Lake Wright Hotels - Choice</i>	2016	Norfolk, VA	234 Keys		234 Keys	112,689	16,000,000	11,200,000	8,400,000	2,800,000
<i>Lake Wright Hotels - TRU</i>	2019	Norfolk, VA	98 Keys		98 Keys	45,000	15,000,000	13,325,000	9,700,000	3,625,000
<i>Dori Foods Industrial Building</i>	2017	Richmond, VA		86,000 SF		86,000	10,000,000	8,000,000	5,600,000	2,400,000
<i>939 Myers Street Apartments</i>	2018	Richmond, VA		25,000 SF		25,000	3,000,000	2,000,000	1,500,000	500,000
<i>947 Myers Street Commercial</i>	2018	Richmond, VA	218 Units	17,000 SF		257,000	49,050,000	37,300,000	33,700,000	3,600,000
<i>The Oliver Apartments</i>	2018	Richmond, VA	164 Units	4,400 SF		164,000	28,550,000	28,550,000	18,400,000	10,150,000
<i>1125 Commerce Road</i>	2019	Richmond, VA	139 Units			115,000	28,400,000	28,400,000	21,750,000	6,650,000
<i>1806 Summit Avenue Commercial</i>	2018	Richmond, VA		35,000 SF		35,000	9,000,000	7,660,000	6,110,000	1,550,000
<i>5901 Patterson Avenue</i>	2018	Richmond, VA		3,000 SF		3,000	1,500,000	1,150,000	900,000	250,000
<i>1808 MacTavish Road Commercial</i>	2019	Richmond, VA		16,500 SF		16,500	2,575,000	2,575,000	1,550,000	1,025,000
<i>3318 West Broad Street</i>	2019	Richmond, VA		9,500 SF		9,500	2,000,000	1,700,000	700,000	1,000,000
<i>Chamberlayne Apartments</i>	2019	Richmond, VA	154 Units			125,000	21,500,000	21,500,000	13,750,000	7,750,000
<i>3900 West Broad Street Mixed-Use</i>	2019	Richmond, VA	250 Units	15,700 SF		310,000	56,250,000	44,775,000	38,375,000	6,400,000
<i>3900 West Broad Street Hotel</i>	2019	Richmond, VA			128 Keys	85,000	22,500,000	19,400,000	14,400,000	5,000,000
			3,147 Units	283,100 SF	460 Keys	3,458,441 SF	\$609,155,000	\$472,615,000	\$365,985,000	\$106,630,000

Italics denotes projects Spy Rock has sold.



Zachery R. Frederick
Crescent Development

In 2015, Zac established Crescent Development, a real estate development and investment firm and has since developed or acquired nearly \$100M of assets totaling 525 multifamily units, and 34,388 square feet of office and retail.

Prior to founding Crescent, Zac served as Vice President with The Linden Group, a boutique low income housing and historic tax credit consulting firm. At Linden, Zac was responsible for executing complex financial and legal structures as well as raising approximately \$65MM in tax credit equity to aid in the development of 648 affordable and historic units within the Commonwealth of Puerto Rico.

Zac possess a unique blend of tax, accounting, finance and legal expertise that positions Crescent to execute niche opportunities throughout Virginia and the Mid-Atlantic.



Andrew Basham
Spy Rock Real Estate
Group

Andrew focuses on acquisition and development and management of project teams on all of Spy Rock's ventures. Andrew relocated to Richmond from Falls Church in 2007 to start the Virginia Multifamily Development office for Colonial Properties Trust.

From 2001-2007, Andrew was Vice President of Development and Acquisitions for The Silverwood Companies, a mixed-use, multifamily and land development firm based in Reston, VA. At Silverwood, he was responsible for the acquisition and development of over 1,000 multifamily units, including for-sale, market rate rental and LIHTC product.

Andrew holds a B.A. from The University of Virginia and is a member of The Homebuilder's Association of Richmond, The National Association of Homebuilders, and Virginia Housing's (VHDA) Rental Advisory Board. Andrew was ULI Virginia's 2016 Member of the year



Taylor Williams
Spy Rock Real Estate
Group

Taylor is a Principal and Co-founder of Spy Rock where he focuses on sourcing new opportunities, arranging debt and equity financing and structuring transactions.

Prior to Spy Rock, Taylor worked with Wachovia Securities (now Wells Fargo) in its Real Estate Investment Banking Group and with Cassidy & Pinkard (now Cushman & Wakefield) in its Investment Sales group focusing on commercial properties.

Taylor holds a B.A and an M.B.A. from the University of Virginia. He is on the Board of Directors for Morris Investment Company and sits on the Investment Committee of Aston Realty Investment Company, both of which are based in Charlotte, NC and own shopping centers in the Southeast. He also serves on the Virginia Advisory Board for South State Bank and the Board of Directors for St. Christopher's School.

RESOLUTION NO. _____
INDUCEMENT RESOLUTION
REGARDING THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE
BONDS FOR THE ACQUISITION AND CONSTRUCTION OF
THE HORIZON AT SPRINGDALE PARK
LOCATED IN THE COUNTY OF HENRICO, VIRGINIA

WHEREAS, there have been described to the Harrisonburg Redevelopment and Housing Authority (the “Authority”) the plans by HP LIHTC Family, LLC, a Virginia limited liability company, or an affiliated entity (the “Borrower”) to acquire and construct an approximately 228-unit multifamily residential rental housing project to be known as The Horizon at Springdale Park consisting of three-story residential buildings containing one, two and three bedroom apartments, a pool, exercise facility and playground (the “Project”), all located on land at 4000 Mechanicsville Turnpike, Henrico, VA 23223, in the County of Henrico, Virginia; and

WHEREAS, the Project shall be established and maintained as a “qualified residential rental project” within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Authority is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 (the “Act”) of the Code of Virginia of 1950, as amended (the “Virginia Code”), to issue its bonds for the purpose, among others, of financing the acquisition, construction, rehabilitation and equipping of multifamily residential rental apartment projects such as the Project; and

WHEREAS, the Borrower has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an amount not to exceed \$42,500,000 (the “Bonds”), the proceeds of which will be used to finance costs to be incurred in acquiring and rehabilitating the Project as permitted under the Act; and

WHEREAS, a public hearing (the “Public Hearing”) has been held on August 18, 2021 with respect to the Project and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906, as applicable to housing authorities, of the Virginia Code.

NOW, THEREFORE, BE IT RESOLVED BY THE HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.
2. It is hereby found and determined that the acquisition and rehabilitation of the Project by the Borrower will further the public purposes of the Act by assisting in providing housing to “persons of low income” and “persons of moderate income” (as each such term is defined in the Act).

3. It is hereby found and determined that the Project will constitute a “housing project” as that term is defined in the Act.

4. To induce the Borrower to acquire and rehabilitate the Project and maintain the Project as a “qualified residential rental project” within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the acquisition and rehabilitation of the Project, including any necessary reserve funds and costs of issuance of the Bonds, in each case only as permitted by applicable law, by undertaking the issuance of (and hereby declares its official intent to issue) its tax-exempt multifamily housing revenue bonds therefor in the maximum principal amount not to exceed \$42,500,000 upon the terms and conditions to be mutually agreed upon between the Authority and the Borrower. The Bonds shall be issued in form and pursuant to terms to be set by the Authority.

5. It having been represented to the Authority that it is necessary to proceed with the acquisition and rehabilitation of the Project, the Authority hereby agrees that the Borrower may proceed with the plans for the Project, enter into contracts related to the acquisition, construction, renovation, rehabilitation and equipping and take such other steps as it may deem appropriate in connection therewith, provided that nothing herein shall be deemed to authorize the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Project.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, to serve as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Bonds.

7. The Authority hereby agrees, if requested, to accept the recommendation of the Borrower with respect to the appointment of a placement agent or underwriter for the sale of Bonds or a purchaser for the Bonds, pursuant to terms to be mutually agreed upon.

8. The Borrower has represented to the Authority that interest on the Bonds is intended to be generally excluded from the gross income of the holders thereof for federal and state income tax purposes, and that the Borrower will pay to the Authority an origination fee of one-half of one percent (0.5%) of the first five million dollars (\$5,000,000) of the principal amount of the Bonds and two-tenths of one percent (0.2%) of the principal amount of the Bonds which exceed five million dollars (\$5,000,000) up to ten million dollars (\$10,000,000); no additional fee is levied for Bonds over ten million dollars (\$10,000,000).

9. All costs and expenses in connection with the Bonds, including but not limited to the fees and expenses of the Authority, bond counsel, and counsel for the Authority, shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or by the Borrower. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

10. In adopting this resolution, the Authority intends to evidence its “official intent” to reimburse the Project expenditures with proceeds from the issuance of the Bonds within the meaning of Treasury Regulations Section 1.150-2, including, without limitation, such expenditures with respect to the Project as are incurred prior to the issuance of the Bonds but not more than sixty (60) days before the date of this Resolution.

11. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City of Harrisonburg (the “City”) (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

12. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority’s failure to issue Bonds for the Project for any reason, including but not limited to, the failure of the City Council of the City (the “City Council”) to approve the issuance of the Bonds.

13. The Authority recommends that the City Council approve the issuance of the Bonds and hereby directs the Chairperson or the Vice Chairperson of the Authority to submit to the City Council a reasonably detailed summary of the comments, if any, expressed at the public hearing, the fiscal impact statement required by Virginia law, and a copy of this Resolution.

14. The Authority hereby authorizes the Chairperson, the Vice Chairperson or the Executive Director of the Authority to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code) in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

15. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council and (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder.

16. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Project or the Borrower.

17. All other acts of the officers of the Issuer, which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance of the Bonds, are hereby approved and confirmed.

18. This resolution shall take effect immediately upon its adoption.

Adopted: August 18, 2021

CERTIFICATE OF VOTES

Record of the roll-call vote by the Harrisonburg Redevelopment and Housing Authority, upon reading on a resolution titled **“INDUCEMENT RESOLUTION REGARDING THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE BONDS FOR THE ACQUISITION AND CONSTRUCTION OF THE HORIZON AT SPRINGDALE PARK LOCATED IN THE COUNTY OF HENRICO, VIRGINIA”** taken at a meeting of the Authority held on August 18, 2021:

	AYE	NAY	ABSTAIN	ABSENT
Dany Fleming, Chair				
Jody Johannessen				
Christine Fasching Maphis				
Kevin Coffman				
Luciano Benjamin				
Gil Colman				

Dated: August 18, 2021

(SEAL)

Michael G. Wong, Executive Director of the
Harrisonburg Redevelopment and Housing
Authority

**HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY
HARRISONBURG, VIRGINIA**

**Rules, Procedures and Guidelines
Relating to Revenue Bond Financing**

ARTICLE I

Purpose and Scope

Section 1.1. Purposes. These Rules shall govern the submission of Applications for revenue bond financing to the Authority, the payment of application and administrative fees, the consideration of matters relating to the authorization, issuance and sale of its revenue bonds, the approval of Financing Documents, the filing of reports with the Authority, and such other matters as are contained herein.

Section 1.2. Scope. These Rules are promulgated pursuant to Section 36-19 of the Act and shall supplement the Bylaws of the Authority and the provisions of the Act. In the event of any conflict between the Act or the Bylaws and these Rules, the provisions of the Act or the Bylaws shall prevail.

ARTICLE II

Definitions

Section 2.1. Definitions. As used in these rules, procedures and guidelines, the following terms shall have the meaning as set forth herein, unless the context clearly requires otherwise:

“Act” shall mean the Virginia Housing Authorities Law, Chapter 1, and Title 36 of the Code of Virginia of 1950, as amended.

“Agreement of Applicant” shall mean the Agreement of Applicant substantially in the form of Exhibit A hereto.

“Applicant” shall mean any individual, person, firm, corporation, partnership or other entity applying for revenue bond financing; or for whose benefit the Authority has issued its Bonds, or who requests the Authority to take any action to provide financing for a Project.

“Application” shall mean the Authority’s Application Statement for Revenue Bond Financing in the form attached as Exhibit B hereto.

“Authority” shall mean the Harrisonburg Redevelopment and Housing Authority, Harrisonburg, Virginia, a political subdivision of the Commonwealth of Virginia.

“Bonds” shall mean any revenue notes, bonds and other obligations authorized to be issued by the Authority pursuant to the Act the interest income on which is exempt from Federal income taxes by virtue of Sections 103 (b)(3)(B), 103 (b)(4) or 103 (b)(6) of the Internal Revenue Code or Section 11(b) of the United States Housing Act of 1937, as amended.

“Code” shall mean the Code of Virginia of 1950, as amended.

“Financing Documents” shall mean any resolutions, instruments, documents, papers, elections, certificates or financing statements required to be adopted or authorized, executed and delivered by the Authority in connection with the authorization, issuance and sale of its Bonds.

“Fiscal Year” shall mean the fiscal year ending December 31 of each calendar year.

“Information for Applicants” shall mean the Information for Applicants substantially in the form attached as Exhibit C hereto.

“Internal Revenue Code” shall mean the Internal Revenue Code of 1954, as amended.

“Project” shall mean the land, improvements, machinery, equipment, facilities or property financed by the issuance and sale of the Bonds.

“Rules” shall mean these Rules, Procedures and Guidelines of the Authority, together with the exhibits attached hereto, as may be in effect from time to time.

ARTICLE III

Policies Relating to the Issuance of Bonds

Section 3.1. General Policy. The purposes of the Authority, as set forth in the Act, are to provide decent, safe and sanitary housing for purposes of low and moderate income and to prevent and eliminate slums and conditions of blight in the manner provided in the Act. Accordingly, the Authority’s decision to adopt an inducement resolution or take other action relating to a Project or the issuance of Bonds will be based largely upon the extent to which a particular Project fulfills the aforementioned statutory objectives.

Section 3.2. Denial of Assistance. The Authority reserves the right to deny assistance to any Applicant although a particular Project might be deemed eligible under the Act.

Section 3.3. Limited Nature of Authority Action. The Authority by adoption of any resolution does not intend for such action to constitute approval of the Applicant, its policies, its

management or the financial feasibility of the Project.

Section 3.4. Adequacy of Security. The Authority will not ordinarily inquire into matters relating to the business judgment or the management of any Applicant, however, the Authority will require a showing that any issue of its Bonds is secured to its satisfaction and may examine the business decisions and other aspects of management of the Applicant should it deem that such matters are relevant to the authorization, issuance, sale or security interest in the Project financed with the proceeds of such Bond. The Authority may require an appraisal of the Project showing that it is valued in an amount sufficient to pay the outstanding principal amount of the Bonds issued to finance such Project.

ARTICLE IV

Application Procedures, Fees and Requirements

Section 4.1. Information to be Provided Applicants. The Authority may provide copies of the Application, the Agreement of Applicant and the Information for Applicants to each prospective Applicant. The Authority may also provide, upon request by an Applicant, a copy of these Rules to such Applicant.

Section 4.2. Applications. Each Applicant shall submit a completed Application, together with the Agreement of Applicant and the Application Fees required by Section 4.3, to the Executive Director of the Authority at least twenty-one (21) days before the Authority's meeting at which the Application is to be considered. Each Application shall include all requested exhibits. In the event all requested exhibits are not available or not part of the public record, a statement of explanation will be attached to the Application. The Authority recommends that each Applicant seek the advice of the Executive Director of the Authority concerning completion of the Application before its submission to the Authority.

Section 4.3. Application Fees. The Authority charges a \$7,500 non-refundable application fee, which must accompany the Application when it is submitted by the Applicant. In addition, the Authority requires reimbursement of its costs and expenses and fees incurred in connection with consideration of an Application, including but not limited to expenses and fees of the Authority's counsel, bond counsel and consultants relating to consideration of the Application and the cost of publication of notices for public hearings with respect to issuance of the Bonds.

Section 4.4. Administrative Fees and Expenses.

(a) For bond issues the Authority also charges an origination fee of one-half of one percent (0.5%) of the first five million dollars (\$5,000,000) of the principal amount of the Bonds and two-tenths of one percent (0.2%) of the principal amount of the Bonds which exceed five

million dollars (\$5,000,000) up to ten million dollars (\$10,000,000); no additional fee is levied for Bonds over ten million dollars (\$10,000,000).

(b) The Authority also requires each Applicant to reimburse the Authority for its costs and expenses incurred in connection with the issuance, sale and/or redemption of its Bonds, its costs and expenses incurred by virtue of its Bonds being outstanding and its costs and expenses incurred in connection with the operation or use of the Project, including but not limited to the Authority's attorney's fees. (See Section 5.2)

Section 4.5. Agenda Description; Distribution of Application. When action is to be taken with reference to a Project or the issuance of Bonds, the agenda for the meeting at which such action is to be taken shall contain a description of the type, nature of the action to be taken by the Authority, and the Secretary shall deliver to each Commissioner with such agenda a copy of the Executive Summary of the related Application.

Section 4.6. Transcripts of Proceedings. Each Applicant receiving Bond financing through the Authority shall furnish to the Authority upon the sale and delivery of the Bonds a complete transcript of the Financing Documents relating to such Bonds

Section 4.7. Bond Validation Proceedings. The Authority may require that before issuance, its Bonds be validated by the Circuit Court of the County of Rockingham, Virginia, pursuant to the requirements of § 15.2-2650 et seq. of the Code. The cost, expenses and fees incurred in connection with any bond validation proceeding required by the Authority, including attorney's fees, shall be paid by the Applicant.

Section 4.8. Additional Information Required of Applicants.

a. The Authority may adopt any resolution conditioned upon the subsequent furnishing of certain information satisfactory to the Authority. All required information shall be promptly furnished to the Authority, and failure of any Applicant to furnish such information shall constitute a ground for rescission of any resolution adopted pursuant to such conditions.

b. The Authority may, at its option, require the furnishing of appraisals, evaluations or reports respecting the Project or any portion thereof. The Authority may retain advisors and consultants, including legal counsel, to advise it regarding any Project or other action, which it is requested to undertake by any Applicant. All costs, fees, and expenses of such appraisals, reports, advisors and consultants incurred by the Authority shall be paid by the Applicant.

c. Since the Authority usually acts based upon information furnished to it solely by the Applicant, the Authority reserves the right to require at any time the furnishing of additional information concerning the Applicant, its financial statements, and any other information deemed relevant by the Authority. In instances where the Applicant has undergone changes in form or management or where the security to be given for payment of the bonds has changed, the Applicant shall report such changes promptly to the Authority.

Section 4.9. Public Hearing Required. The Authority will conduct a public hearing, following publication of notice thereof, concerning the proposed issuance of its Bonds in the

manner and as provided under Sections 15.2-4906 of the Code and Section 147 of the Internal Revenue Code or as consistent with law. Prior to or upon receipt of an Application, the Executive Director shall provide for publication of the notice of the public hearing in a form approved by the Authority's attorney.

Section 4.10. City Council Approval. Following the public hearing, the Authority will submit the resolution to the City Council of the City of Harrisonburg for approval. This approval, if forthcoming, shall be evidenced by a formal resolution of the City Council (1) approving the issuance of the Bonds, (2) disclaiming any endorsement as to the creditworthiness of the project and denying any obligation as to the faith, credit or taxing power of the City and (3) such other approvals as may be necessary under state or federal law.

ARTICLE V

Provisions to be Incorporated Into Resolutions and Financing Documents

Section 5.1. Reserved.

Section 5.2. Payment of Authority Expenses. The Financing Documents approved by the Authority for the benefit of any Applicant shall provide that the Applicant agrees to pay all costs, fees, and expenses incurred by the Authority (including attorney's fees) as provided in Section 4.4 hereof.

Section 5.3. Indemnification of the Authority. Each Applicant shall agree to indemnify and save harmless the Authority and its officers, commissioners, directors, employees and agents (hereinafter the "Indemnities") from and against all liabilities, obligations, claims, damages, penalties, fines, losses, costs and expenses (hereinafter referred to as "Damages"), including but not limited to the following:

a. All amounts paid in settlement of any litigation commenced or threatened against any of the Indemnities, if such settlement is effected with the written consent of the Applicant;

b. All expenses reasonably incurred in the investigation of, preparation for or defense of any litigation, proceeding or investigation of any nature whatsoever, commenced or threatened against the Applicant, the Project or any of the Indemnities;

c. Any judgments, penalties, fines, damages, assessments, indemnities, or contributions; and;

d. The reasonable fee of attorneys, auditors, and consultants; provided that the Damages arise out of:

(i) Failure by the Applicant, or its officers or agents, to comply with the terms of the Financing Documents and any agreements, covenants, obligations, or prohibitions set forth therein;

(ii) Any action, suit claim or demand contesting or affecting the title of the Project;

(iii) Any action, suit, claim, proceeding or investigation of a judicial, legislative, administrative or regulatory nature arising from or in connection with the construction, acquisition, ownership, operation, occupation or use of the Project; or

(iv) Any suit, action, administrative proceeding, enforcement action, or governmental or private action of any kind whatsoever commenced against the Applicant, the Project or the Indemnitees which might adversely affect the validity or enforceability of the Bonds, the Financing Documents, or the performance by the Applicant or any Indemnitee of any of their respective obligations hereunder.

Section 5.4. Bond Counsel Opinion Required. Before issuing and delivering any of its Bonds, the Authority shall receive an approving opinion of bond counsel to the Authority, stating, among other things, that the Bonds have been duly authorized, executed, issued and delivered, that the interest thereon is exempt from Federal income taxation and taxation by the Commonwealth of Virginia, and, if the Bonds are publicly offered, that the issuance, sale and delivery of the Bonds is exempt from registration requirements under applicable Federal and State securities laws.

Section 5.5. Covenants to Preserve Tax Exempt Status of Bonds. All Financing Documents presented for approval by the Authority shall contain appropriate covenants of the Applicant designed to insure compliance with the requirements of Section 103, 103A and all other applicable provisions of the Internal Revenue Code and State and Federal law to preserve the tax exempt status of interest on the Bonds, including without limitation, public hearing and approval requirements, “arbitrage” requirements, capital expenditure limitations and reporting requirements.

Section 5.6. Limitation of Liability. The Financing Documents shall state that neither the Bonds nor any covenant, agreement or obligation contained in the Financing Documents shall be deemed a personal liability or covenant, agreement or obligation of any present or future commissioner, officer, employee or agent of the Authority and no such commissioner, officer, employee or agent shall be subject to any personal liability or accountability by reason of the issuance of the Bonds or the execution of any Financing Documents. In addition, the Bonds and the Financing Documents shall provide that the Bonds are limited obligations of the Authority in the manner provided in Section 36-29 of the Act.

ARTICLE VI

Reports

Section 6.1. Interim Reports by Applicants. Each Applicant shall file with the Authority a written report describing the status of its proposed financing no later than the last day of the second month after the adoption of an inducement resolution for the Applicant and every six months thereafter until the adoption of any Financing Documents by the Authority, unless such information is being otherwise provided through active work on the Project involving the Authority's attorney. Such written report shall include the proposed purchaser of the Bonds, the proposed terms of the Bonds, the status of Financing Documents, and the current status of the Project. Each Applicant shall promptly notify the Authority in writing of any significant or material changes to any information previously furnished by the Applicant to the Authority, including specific descriptions of new or changed plans for the placement of the Bonds and the security to be offered.

Section 6.2. Annual Reports of Applicants. Each Applicant, after the issuance and sale of the Authority's Bonds for the benefit of such Applicant, shall annually report to the Authority no later than the end of the Authority's Fiscal Year the status of the Project, which shall include the outstanding and unpaid balance of Bonds issued under the Financing Documents.

Section 6.3. Other Reports. The Financing Documents shall require the submission of such reports as the Authority shall require to be submitted in connection with the Project.

Section 6.4. Reports by Authority Executive Director. At each regular meeting of the Authority, the Executive Director of the Authority shall report on any action taken on behalf of the Authority with respect to the Project since the last regular meeting, including receipt of information or reports required under this Article VI or Section 4.8.

ARTICLE VII

Enforcement

Section 7.1. Enforcement of Provisions. The Authority may refuse to consider or adopt any inducement resolution, Financing Documents or any other matters presented for its consideration for any reason, including failure of the Applicant to comply with the requirements of these Rules.

Section 7.2. Repeal of Actions Previously Taken. The Authority may rescind or repeal any inducement resolution previously adopted by it or any other action taken by the Authority because of failure of the Applicant to comply with the provisions of these Rules or because of substantial changes in the management, ownership, Project, financial circumstances of the Applicant or plan of financing; provided, however, no inducement resolution or action taken by

the Authority shall be repealed or rescinded unless prior written notice of such proposed action shall have been mailed or emailed to the Applicant at least three weeks before that date upon which such action is proposed to be taken.

ARTICLE VIII

Miscellaneous

Section 8.1. Compliance with Rules. Each Applicant shall comply with these Rules in the submission of its Application to the Authority and in requesting that the Authority take any action with respect thereto, including the adoption of Financing Documents. Failure to comply with these Rules shall constitute sufficient reason for the Authority to refuse to consider any Application, Financing Documents or any other matter to be brought before the Authority by or on behalf of any Applicant.

Section 8.2. Construction, Operation and Effect of Rules. These Rules are intended as guidelines to promote and insure the orderly and consistent consideration of Applicants, Financing Documents and other matters brought before the Authority. For good cause, application of these Rules may be modified and waived upon a case-by-case basis upon the consent of a majority of the Commissioners of the Authority. Any action taken by the Authority not in conformity with these Rules shall, nevertheless, be fully effective as if taken in compliance with these Rules.

Section 8.3. Amendments. These Rules may be changed from time to time by the Authority by the vote of a majority of its Commissioners present at any meeting of the Authority, provided notice of such change shall have been given to each commissioner before such meeting. These Rules may, notwithstanding the foregoing, be amended without prior notice upon the affirmative vote of all Commissioners of the Authority.

Exhibit A-AGREEMENT OF APPLICANT

In consideration of the processing by the Harrisonburg Redevelopment and Housing Authority of the Application Statement for Revenue Bond Financing (the "Application"), the Applicant agrees to pay all fees and costs of the Authority in connection with the Application, including without limitation the non-refundable application fee of the Authority, the costs and expenses of the Authority incurred in connection with the processing and review of the Application, the cost of any independent financial analysis, the cost of the Authority's legal counsel, the cost of publication of notice in connection with any public hearing relating to the Application and all other out-of-pocket fees and expenses of the Authority, regardless of whether the Authority adopts an "inducement resolution," takes any other action in connection with the Application or issues bonds on behalf of the Applicant.

The Applicant further represents (1) that it understands and agrees to the conditions of the Application and the Authority's Rules, Procedures and Guidelines Relating to Revenue Bond Financing, (the "Rules"), which Rules are incorporated by reference into this agreement, (2) that it understands that the Authority does not guarantee approval of the Application or the issuance of any bonds as a result of the Application, (3) that it will abide by the Rules and all requirements of the Authority as to the offer and sale of bonds, (4) that all statements and information furnished by the Applicant with the Application or in supporting papers are true and correct, and (5) that it will pay all administrative fees and expenses as set forth in Section 4.3 and 4.4 of the Rules.

The Applicant hereby requests that the Executive Director of the Authority cause the publication of a notice of a public hearing to consider the Application.

This agreement and the related Application are executed and approved by the following:

Date: 7.19.21 Applicant: HP LIHTC Senior, LLC
Agent: By: *J. R. Friedrich* / *Zachary R. Friedrich*
its: Managing Member (Title)
Mailing Address: 2601 W. Broad St., Suite 201
Richmond, VA 23220

Exhibit B

**HARRISONBURG REDEVELOPMENT AND HOUSING
AUTHORITY, HARRISONBURG, VIRGINIA**

Application Statement for Revenue Bond Financing

EXECUTIVE SUMMARY

Name of Applicant: HP LIHTC Family, LLC

Legal structure (Corporation, LLC, LLP, etc.): LLC

Principal business address: 2601 W. Broad St., Suite 201, Richmond, VA 23220

Contact representative: Zachery R. Frederick Telephone No. (804) 519-3425

Proposed Project location: 4000 Mechanicsville, Turnpike, Henrico, VA 23222

Present owner of site: Plaza 360 Resources L.P. & GBR Henrico Limited Liability Company

Present location of Applicant: 2601 W. Broad St., Suite 201, Richmond, VA 23220

Type of project: 4% LIHTC

Number of Housing Units to be provided (if applicable): 228

Number of new jobs to be created: 75 Construction / 6 Permanent

Type of building to be constructed or rehabilitated: (Describe construction, square footage, special features, etc.): New Construction, 3-story walk up targeting families with 1, 2 & 3 bedroom apartments. Project to feature a village green with pool, workout facility and playground.

Maximum amount of bonds anticipated: \$ 42,500,000.00

Proposed purchaser of bonds (if known): _____

Anticipated maturity of bonds: July 2042

APPLICANT:

1. Legal name of Applicant and state of incorporation:

HP LIHTC Family, LLC - Virginia

2. Address and location of principle office:

2601 W. Broad St., Suite 201, Richmond, VA 23220

3. Telephone number: (804) 519-3425

4. Names and addresses of current officers:

Zachery R. Frederick – 2601 W. Broad St., Suite 201, Richmond, VA 23220

Andrew N. Basham – 1310 Roseneath Rd., Richmond, VA 23230

S. Taylor Williams – 1310 Roseneath Rd., Richmond, VA 23230

5. Applicant Representative (including phone number and email address) to whom correspondence should be directed:

Zachery R. Frederick – (804) 519-3425 – zac@crescent-development.com

6. Name, address, phone number and email address of counsel for Applicant:

Michael W. Graff, Jr. – 1750 Tysons Boulevard, Suite 1800, Tysons, VA 22102

(703) 712-5110 – mgraff@mcguirewoods.com

STATEMENT OF BENEFITS TO THE CITY OF HARRISONBURG AND THE COMMONWEALTH OF VIRGINIA FROM THIS PROJECT PER CODE OF VIRGINIA § 15.2-4907:

- 1. State the maximum amount of financing sought. \$42,500,000.00
- 2. State the estimated taxable value of the facility's real property to be constructed in the locality. \$22,350,000.00
- 3. State the estimated real property tax per year using present tax rates. \$194,445.00
- 4. State the estimated personal property tax per year using present tax rates. \$7,500.00
- 5. State the estimated merchants' capital tax per year using present tax rates. \$0.00
- 6. a. State the estimated dollar value per year of goods that will be purchased from Virginia companies within the locality. \$325,000.00
- b. State the estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality. \$0.00
- c. State the estimated dollar value per year of services that will be purchased from Virginia companies within the locality. \$275,000.00
- d. State the estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality. \$0.00
- 7. State the estimated number of regular employees on year round basis. 6
- 8. State the average annual salary per employee. \$52,000.00

IDENTIFICATION AND DESCRIPTION OF PROPOSED PROJECT:

- 1. Project Name.
The Horizon at Springdale Park

2. Location of project.
4000 Mechanicsville Turnpike, Henrico, VA 23223

3. Describe the type of facility for which you are applying for financing.
3-story multifamily housing

4. Describe the proposed arrangement to finance the cost of acquisition, construction or rehabilitation of the project. Briefly detail a projected time schedule.
Tax exempt bond proceeds as well as LIHTC equity will finance the cost of acquisition and construction of the project. Initial closing is scheduled for early December followed by 20 months of construction and converting to permanent loan 12 months thereafter.

5. If the Applicant now owns the project site, indicate:

- a. Date of purchase _____
- b. Purchase price _____
- c. Balance of existing mortgage _____
- e. Site information
 - i) Dimensions: _____ ft. by _____ ft. or _____ acres
 - ii) Tax Map Reference Number: _____
 - iii) Present Zoning Classification: _____
 - iv) Describe the following.
 - a) Are there any buildings on the site? _____
 - b) Is demolition planned? _____
 - c) To your knowledge, does the structure(s) have any historical significance? _____

6. If the Applicant is not the owner of the project site, does the applicant have an option to purchase the site and any buildings on the site? If yes, indicate:

- a. Date option agreement signed with owner April 20, 2020
- b. Purchase price \$4,500,000 *to be allocated amongst multiple projects/phases
- c. Expiration date of option December 31, 2021

7. Has the Applicant entered into a contract to purchase the site? If yes, indicate:

- a. Date signed _____
- b. Purchase price _____
- c. Settlement date _____

8. Present owner of the site of the project and relationship between the present legal owner and the Applicant. Plaza 360 Resources L.P. & GBR Henrico Limited Liability Company –

Unaffiliated third party

9. Development team. Please indicate the name, address and telephone number of the architect, engineer, general contractor, major subcontractors, consultants, management agents, lenders, underwriters and other financing participants.

Architect – Poole & Poole Architecture, LLC – 4240 Park Place Court, Glen Allen, VA 23060 – (804) 225-0215

Engineer – E.D. Lewis & Associates – 2116 Spencer Road, Richmond, VA 23230 – (804) 285-3948

Management – SteelHead Management – 1806 Summit Ave., Suite 300, Richmond, VA 23230 – (804) 564-8575

10. State the proposed uses of bond proceeds:

Land	<u>\$2,125,000.00</u>
Buildings	<u>\$35,744,649.00</u>
Costs of financing and contingencies	<u>\$4,630,351.00</u>
Other (please explain)	
	\$
Face amount of issue	<u>\$42,500,000.00</u>

11. Have any of the above expenditures already been made by the Applicant? If yes, please describe: Yes, legal for zoning as well as architectural and engineering.

12. Have any of the above expenditures been incurred but not paid by the Applicant? If yes, please describe: Yes, a portion for legal for zoning as well as architectural and engineering.

13. Will any of the funds to be borrowed through the Authority be used to repay or refinance an existing mortgage or outstanding loan? No.

14. Please state the type and amount of the outstanding bonds or other obligations, if any, on the present facilities and the year(s) when such obligations will be paid off.

N/A

FINANCIAL

1. Description of Applicant's (or related entity's) present debt, guaranty, long-term contracts, prior liens and other contingent liabilities.

Will provide financial statements upon request.

2. Commercial banking connections and duration.

Citi – Mahesh Aiyer – 4 years

Chase – Caitlin Gossens – 8 years

Cedar Rapids Bank & Trust – Michael Goerd – 3 years

3. Has the Applicant, any proposed guarantor or any of their principal partners or shareholders ever declared bankruptcy or been involved in any bankruptcy or insolvency proceeding, whether voluntary or involuntary? If so, please describe.

No.

4. Has any underwriter, broker or investment banker been retained by Applicant in connection with this proposed bond issue? If so, please provide their name and address.

No.

5. Please indicate the person or institution to whom the bonds will be sold or any persons or institutions which have indicated an interest in purchasing the bonds.

Citi, Chase Cedar Rapids Bank & Trust

6. Is the Applicant or any shareholder, partner or affiliate of the Applicant presently involved in any litigation, investigation or proceeding? If so, please describe.

No.

7. Is the Applicant or any shareholder, partner, or affiliate of the Applicant, or any other person working for or with the Applicant in this proposed financing subject to any order, decree or judgment of any court, administrative or other governmental agency or body? If so, please describe.

No.

8. Is the Applicant, or any of its shareholders, partners, or any guarantor, or any other person representing or affiliated with the Applicant in connection with this proposed financing, involved in any investigation, litigation or proceeding relating to the issuance or sale of securities or any applicable banking laws or regulations? Have any of the foregoing persons ever been involved in any such investigation, litigation or proceeding? If so, please describe.

No.

9. Is the Applicant or any of its partners, shareholders or affiliates subject to regulation (other than in the ordinary course of business) by any Federal or State administrative agencies or bodies? If so, please provide details.

No.

**DETAIL CONCERNING
DESCRIPTION OF MULTI-FAMILY
HOUSING PROJECT
(Only complete if applicable.)**

1. Type of Development (check all that apply)
- | | |
|--|--|
| <input checked="" type="checkbox"/> Rental | <input checked="" type="checkbox"/> New Construction |
| <input type="checkbox"/> Co-op | <input type="checkbox"/> Elderly |
| <input type="checkbox"/> Condominium | <input checked="" type="checkbox"/> Family |
| <input type="checkbox"/> Rehabilitation | |
2. What is the total number of buildings planned: 6
3. Number of units proposed: Total 228; Family 228; Elderly 0
4. In the event of Rehabilitation, provide a brief description of the work to be performed:
N/A
-
-

5. List community facilities and project amenities planned for the development (include square footage of each):
Clubhouse (4,989 SF), Fitness (1,999 SF), Pool, Playground, Dog Park
-
-

6. List any Commercial or Professional Facilities:
N/A
-
-

Applicant Information:

7. List previous multi-family experience of Applicant or any principals of Applicant. Include project name, location, and number of units, type of financing and whether subsidized. (If no previous experience, please indicate).
- The Oliver (904 & 908 Oliver Hill Way, Richmond, VA) – 164 Units – 4% LIHTC
- The Mirage (1125 Commerce Road, Richmond, VA) – 139 Units – 4% LIHTC
- The Concord at Northside (1705 Chamberlayne Pkwy., Richmond, VA) – 152 Units – 4% LIHTC

8. Has the Applicant or any shareholder, partner, or affiliate of the Applicant ever had a financial interest in real estate that:

- a. Was foreclosed upon? No.
 - b. Was assigned to the lender (or nominee) or to FHA? No.
 - c. Was the subject of a forbearance or other deferment arrangement with the FHA, or any mortgage? No.
- If so, please describe.
-
-
-

ATTACH THE FOLLOWING AS EXHIBITS TO THIS APPLICATION

- 1. Site Plan
- 2. Photograph(s) of Site
- 3. Copy of applicable Housing Assistance Plan

NOTE: IF THE AUTHORITY HAS ACCEPTED A PARTIALLY COMPLETED APPLICATION, UPON THIRTY DAYS WRITTEN NOTICE THE APPLICANT SHALL COMPLETE THIS APPLICATION IN ITS ENTIRETY, INCLUDING PROVIDING ALL ATTACHMENTS, OR COMPLETE SUCH PORTIONS AS MAY BE REQUESTED BY THE AUTHORITY FROM TIME TO TIME. ANY AND ALL COSTS TO THE AUTHORITY, INCLUDING ITS ATTORNEY'S FEES INCURRED IN SUCH PROCESS WILL BE PAID BY THE APPLICANT.

HP LIHTC Family, LLC
 Name of Applicant
 By [Signature] / Zachary R. Frederick
 Its Managing Member
 Dated 7.17.21

Exhibit C

INFORMATION FOR APPLICANTS

HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY HARRISONBURG, VIRGINIA

The Harrisonburg Redevelopment and Housing Authority is a political subdivision of the Commonwealth of Virginia, which is empowered to issue bonds to finance housing and other facilities qualifying under the Virginia Housing Authorities Law (the “Act”). The main purpose of the Authority is to provide decent, safe and sanitary housing in the City of Harrisonburg and to prevent and eliminate slums and conditions of blight within the City. In order to issue bonds the Authority must make a finding that the facility to be financed will serve either of these purposes.

All bonds issued by the Authority are limited obligations payable solely from the revenues of the facilities financed and do not involved the credit of the Authority, the City of Harrisonburg or any other political subdivision.

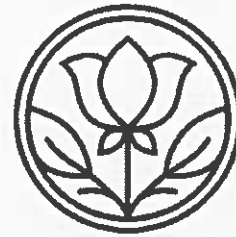
The Authority does not assist in the placement of any bonds. Any public sale of bonds must be by means of a prospectus meeting the disclosure requirements of the Federal securities laws. Any private placement of bonds must be exclusively with institutional investors who provide appropriate assurances to the Authority as to their financial sophistication and intent to hold the bonds. Each applicant must agree to pay legal fees and other out-of-pocket expenses of the Authority and the fees outlined in Article IV of the Authority’s Rules, Procedures and Guidelines Relating to Revenue Bond Financing.

Under applicable Federal law, most financings must be considered at a public hearing conducted by the Authority and must be approved by the City Council of the City of Harrisonburg. Notice of such public hearing must be published twice in consecutive weeks, between 28 and 7 days prior to the hearing, in a newspaper of general circulation in the City of Harrisonburg. The public hearing will normally be held at the meeting at which the resolution evidencing the Authority’s intent to provide financing (the inducement resolution) is considered.



The Horizon

AT SPRINGDALE PARK



The Concord

AT SPRINGDALE PARK

Introduction

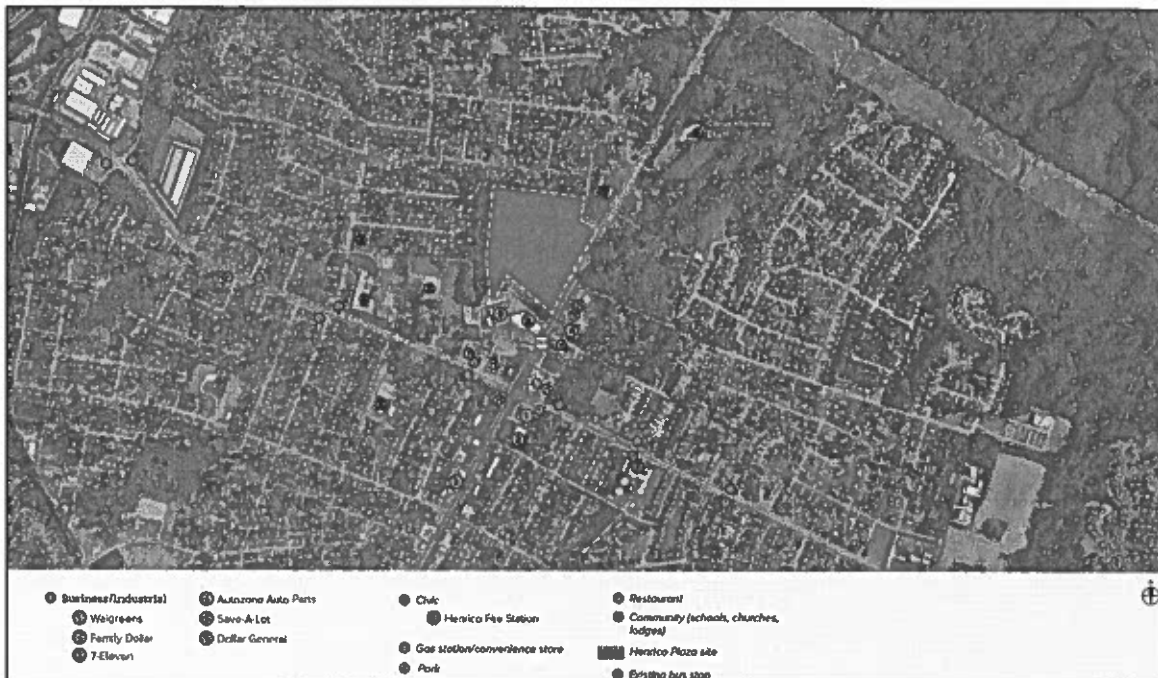
HP LIHTC Family, LLC and HP LIHTC Senior, LLC (“Applicant”) are joint venture limited liability partnerships between Spy Rock Real Estate Group and Crescent Development which was originally established in 2016 to acquire, develop and manage affordable housing assets throughout Virginia.

The Applicant is proposing to invest in and rejuvenate the Henrico Plaza Shopping Center site on Mechanicsville Turnpike just north of its intersection with Laburnum Avenue (the “Site” or “Henrico Plaza”). The Applicant envisions a new community with residential and commercial uses serving as the catalyst for reinvestment in the Route 360 corridor.



History

Henrico Plaza was first developed in the early 1970s, hosting retailers like Jefferson Ward and Bradley's, along with a small-footprint grocery store and smaller retailers like Sherwin Williams, across nearly 200,000 square feet. Henrico Plaza saw its consumer share dwindle and storefronts go dark through the 1990s. By 2008, the vast majority of Henrico Plaza was demolished. Today, the only building on the Site's 27 acres is a 10,000 square-foot building hosting an Italian restaurant and an auto service center. The current state of the Site is shown in the picture below.



New Vision

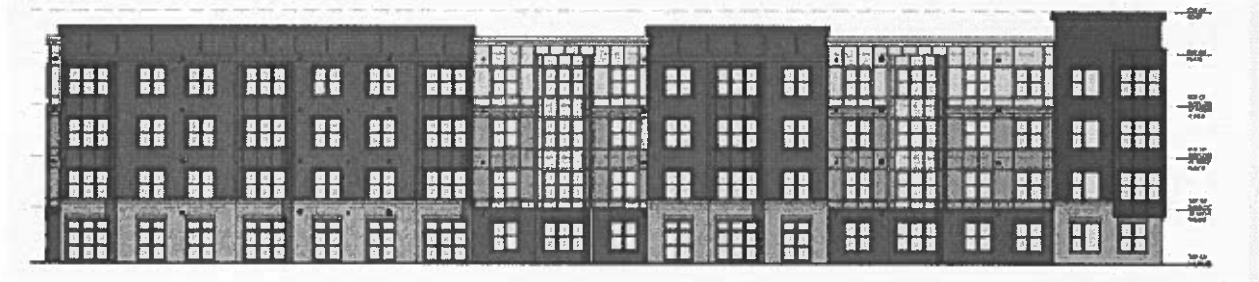
The Applicant seeks to invest in this area by redeveloping Henrico Plaza as a high-quality community with a mixture of residential and commercial uses that meet the modern needs of consumers and residents: a family-friendly, walkable, social and active lifestyle community for all ages. The image below provides a layout for the new community, which will provide pedestrian-friendly streetscapes. Completion of this new community is expected to take up to six years from the start of construction. Commencement of construction is estimated to be the end of 2021.



This new community will include a commercial area fronting on Mechanicsville Turnpike, new multi-family buildings on either side of a shared amenity space with a clubhouse and pool, and new townhomes transitioning to the adjacent homes. Two story townhomes will be located next to the adjacent homes with a 25 foot wide buffer with new landscaping and three story townhomes will be located closer to the new multi-family buildings.

Age-Restricted Multi-Family Area

The age-restricted multi-family area will consist of a four story, fully enclosed, elevator serviced building. Below is an elevation showing the elevation of the building that will face Mechanicsville Turnpike. This building will contain 152 residences.



Multi-Family Area

The multifamily area will consist of three story, enclosed, buildings. These are not your traditional, suburban-walkup multi-family buildings. Ground floor units will have direct access to the sidewalk and will have recessed patios along the sidewalk. This design will encourage and provide more pedestrian activity through the neighborhood. The pictures below illustrate this style of building and provide the architectural theme that the Applicant must follow when constructing these buildings. These buildings will contain a maximum of 300 residences. These buildings will be built in two phases during the six-year development timeline.



Clubhouse and Open Space

At the heart of the community will be a clubhouse and pool to be shared by all of the residents in the new community. Other open space will be provided throughout out with a variety of different active and passive programming.



Team

HP LIHTC Family, LLC and HP LIHTC Senior, LLC (“Applicant”) are joint venture limited liability partnerships between Spy Rock Real Estate Group and Crescent Development which was originally established in 2016 to acquire, develop and manage affordable housing assets throughout Virginia.



Since its inception, the Applicant has developed, or is under development of, 644 units with a total development cost of \$104,750,000. To date, the majority of the projects have been developed using the Federal Low Income Housing Tax Credit (“LIHTC”), a public-private partnership using tax-exempt bonds.

The Oliver
908 Oliver Hill Way
Richmond, VA



The Mirage
1125 Commerce Road
Richmond, VA



The Concord at Northside
1705 Chamberlayne Pkwy.
Richmond, VA



Spy Rock, formed in 2008, has created significant value for their extensive investor base by demonstrating expertise in multiple disciplines to include office, retail, hospitality and multi-family. Spy Rock has developed a portfolio is valued at over \$600,000,000, and has successfully raised over \$100,000,000 in equity.

Property	Year Built / Acquired	Location	Units	Commercial SF	Hotel Keys	Total SF	Asset EMV (Sale Price)	Total Project Costs	Total Debt	Total Equity
2001 East Apartments	2010	Richmond, VA	75 Units	3,000 SF		90,752	\$10,000,000	\$9,250,000	\$8,150,000	\$1,100,000
Quarterpath Place Apartments	2010	Williamsburg, VA	54 Units			45,000	4,500,000	4,200,000	3,600,000	600,000
Greenwich Village Apartments	2011	Virginia Beach, VA	224 Units			240,000	36,250,000	27,500,000	23,200,000	4,300,000
Indigo 19 Apartments	2011	Virginia Beach, VA	196 Units	2,500 SF		236,000	39,200,000	29,624,000	23,000,000	6,624,000
Element at Ghent Apartments	2012	Norfolk, VA	164 Units			184,000	31,160,000	25,210,000	20,000,000	5,210,000
The Preserve at Scott's Addition Ap	2014	Richmond, VA	194 Units	2,500 SF		199,000	43,650,000	26,400,000	22,150,000	4,250,000
Diamond North Apartments	2015	Virginia Beach, VA	180 Units			204,000	34,200,000	24,750,000	19,500,000	5,250,000
Old Store Lofts	2015	Richmond, VA	10 Units	3,000 SF		10,000	1,350,000	1,129,000	1,000,000	129,000
Collection Midtown Apartments	2015	Richmond, VA	285 Units			290,000	37,970,000	30,020,408	21,585,034	8,435,374
Gallery Midtown Markets	2015	Richmond, VA	156 Units			150,000	25,100,000	17,979,592	11,814,966	6,164,626
Symbol Apartments	2016	Richmond, VA	202 Units			211,000	45,450,000	24,875,250	19,500,000	5,375,250
Symbol Commercial	2016	Richmond, VA		60,000 SF		60,000	12,000,000	8,291,750	6,500,000	1,791,750
South Bank Apartments	2016	Richmond, VA	150 Units			150,000	23,000,000	15,850,000	11,150,000	4,700,000
Lake Wright Hotels - Choice	2016	Norfolk, VA	234 Keys		234 Keys	112,689	16,000,000	11,200,000	8,400,000	2,800,000
Lake Wright Hotels - TRU	2019	Norfolk, VA	98 Keys		98 Keys	45,000	15,000,000	13,325,000	9,700,000	3,625,000
Dori Foods Industrial Building	2017	Richmond, VA		86,000 SF		86,000	10,000,000	8,000,000	5,600,000	2,400,000
939 Myers Street Apartments	2018	Richmond, VA		25,000 SF		25,000	3,000,000	2,000,000	1,500,000	500,000
947 Myers Street Commercial	2018	Richmond, VA	218 Units	17,000 SF		257,000	49,050,000	37,300,000	33,700,000	3,600,000
The Oliver Apartments	2018	Richmond, VA	164 Units	4,400 SF		164,000	28,550,000	28,550,000	18,400,000	10,150,000
1125 Commerce Road	2019	Richmond, VA	139 Units			115,000	28,400,000	28,400,000	21,750,000	6,650,000
1806 Summit Avenue Commercial	2018	Richmond, VA		35,000 SF		35,000	9,000,000	7,660,000	6,110,000	1,550,000
5901 Patterson Avenue	2018	Richmond, VA		3,000 SF		3,000	1,500,000	1,150,000	900,000	250,000
1808 MacTavish Road Commercial	2019	Richmond, VA		16,500 SF		16,500	2,575,000	2,575,000	1,550,000	1,025,000
3318 West Broad Street	2019	Richmond, VA		9,500 SF		9,500	2,000,000	1,700,000	700,000	1,000,000
Chamberlayne Apartments	2019	Richmond, VA	154 Units			125,000	21,500,000	21,500,000	13,750,000	7,750,000
3900 West Broad Street Mixed-Use	2019	Richmond, VA	250 Units	15,700 SF		310,000	56,250,000	44,775,000	38,375,000	6,400,000
3900 West Broad Street Hotel	2019	Richmond, VA			128 Keys	85,000	22,500,000	19,400,000	14,400,000	5,000,000
			3,147 Units	283,100 SF	460 Keys	3,458,441 SF	\$609,155,000	\$472,615,000	\$365,985,000	\$106,630,000

*Italics denotes projects Spy Rock has sold.



Zachery R. Frederick
Crescent Development

In 2015, Zac established Crescent Development, a real estate development and investment firm and has since developed or acquired nearly \$100M of assets totaling 525 multifamily units, and 34,388 square feet of office and retail.

Prior to founding Crescent, Zac served as Vice President with The Linden Group, a boutique low income housing and historic tax credit consulting firm. At Linden, Zac was responsible for executing complex financial and legal structures as well as raising approximately \$65MM in tax credit equity to aid in the development of 648 affordable and historic units within the Commonwealth of Puerto Rico.

Zac possess a unique blend of tax, accounting, finance and legal expertise that positions Crescent to execute niche opportunities throughout Virginia and the Mid-Atlantic.



Andrew Basham
Spy Rock Real Estate
Group

Andrew focuses on acquisition and development and management of project teams on all of Spy Rock's ventures. Andrew relocated to Richmond from Falls Church in 2007 to start the Virginia Multifamily Development office for Colonial Properties Trust.

From 2001-2007, Andrew was Vice President of Development and Acquisitions for The Silverwood Companies, a mixed-use, multifamily and land development firm based in Reston, VA. At Silverwood, he was responsible for the acquisition and development of over 1,000 multifamily units, including for-sale, market rate rental and LIHTC product.

Andrew holds a B.A. from The University of Virginia and is a member of The Homebuilder's Association of Richmond, The National Association of Homebuilders, and Virginia Housing's (VHDA) Rental Advisory Board. Andrew was ULI Virginia's 2016 Member of the year



Taylor Williams
Spy Rock Real Estate
Group

Taylor is a Principal and Co-founder of Spy Rock where he focuses on sourcing new opportunities, arranging debt and equity financing and structuring transactions.

Prior to Spy Rock, Taylor worked with Wachovia Securities (now Wells Fargo) in its Real Estate Investment Banking Group and with Cassidy & Pinkard (now Cushman & Wakefield) in its Investment Sales group focusing on commercial properties.

Taylor holds a B.A and an M.B.A. from the University of Virginia. He is on the Board of Directors for Morris Investment Company and sits on the Investment Committee of Aston Realty Investment Company, both of which are based in Charlotte, NC and own shopping centers in the Southeast. He also serves on the Virginia Advisory Board for South State Bank and the Board of Directors for St. Christopher's School.