



# CESAR CHAVEZ FOUNDATION

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January 31, 2019

Department of Neighborhood Housing and Community  
Attn: James May, Community Development Manager  
1000 East 11<sup>th</sup> Street  
Austin, Texas 78702

**RE: Austin's Housing Finance Corporation  
Rental Housing Development Assistance Program**

Dear Mr. May:

The Cesar Chavez Foundation (CCF) is pleased to submit the enclosed proposal in response to the Austin's Housing Finance Corporation - Rental Housing Development Assistance Program for your consideration. CCF is a California 501(c)(3) nonprofit corporation founded in 1966 by activist Cesar E. Chavez to serve local farm workers in areas of social services. In a span of 30+ years, the organization has helped to inspire and transform communities by providing critical social enterprise services that address the needs of working families. CCF's Housing and Economic Development Fund builds, owns and operates high-quality, service-enriched affordable housing for working families, seniors, and those with special needs.

CCF's proposal of Govalle Terrace Partners, LP (Development), is a high quality, new construction, 100% affordable multifamily development at 5225 Jain Lane in the think EAST PUD. The development will offer 97 units that will maximize efficiency and sustainability, provide 10% of the units for persons with mobility disabilities and 2% of the units for persons with sight and hearing disabilities. In addition, the development will restrict 100% of the units for individuals or families at or below 60% the Area Median Income (AMI), of which four units will be reserved as Permanent Supportive Housing units for individuals who earn 30% the AMI.

This Development has been a project in the making since 2015, and CCF appreciates the opportunity to submit this proposal that will allow us to complete this new and beautiful addition to the community. Should you have questions or require additional information, please contact Jacqueline Rodarte at (562) 644 - 4537, or via e-mail at [jrodarte@chavezfoundation.org](mailto:jrodarte@chavezfoundation.org), or you may also contact me at (213) 362-0260 ext. 2229, or via email at [wsmith@chavezfoundation.org](mailto:wsmith@chavezfoundation.org).

Sincerely,

Welton R. Smith  
Director of Real Estate Development

**B. Application Components** The complete application is comprised of five components plus all required attachments.

1. Applicant Information Form
2. Project Summary Form
3. Development Schedule
4. Development Cost Schedule
5. Operating Pro Forma



## HOUSING DEVELOPMENT ASSISTANCE (RHDA/OHDA)

Application for Housing Development Financing

**PLEASE NOTE:** AHFC Reserves the right to fund projects at a lower amount than requested, and the right to deny applications that do not coincide with the [Austin Strategic Housing Blueprint](#) and policy direction from the Austin City Council.

### Applicant Information

(If the developer involves multiple entities, is a partnership or joint venture, please provide the requisite information for each and identify the entity that will serve as the "lead" organization.)

**Developer Name**

Cesar Chavez Foundation

**Owner Name**

Govalle Terrace Partners, LP

**Street Address**

316 W. 2nd Street, Suite 600

**City**

Los Angeles

**State**

CA

**Zip**

90012

**Contact Name**

Jacqueline Rodarte

**Contact Telephone**

562-644-4537

**Contact Email**

jrodarte@chavezfoundation.org

**Federal Tax ID Number**

82-1485212

**D-U-N-S Number** (visit [www.dnb.com](http://www.dnb.com) for free DUNS#.)

The applicant/developer certifies that the data included in this application and the exhibits attached hereto are true and correct. *Unsigned/undated submissions will not be considered.*

**Legal Name of Developer/Entity**

Govalle Terrace Partners, LP

**Title of Authorized Officer**

Secretary

  
Signature of Authorized Officer

2/1/19

Date

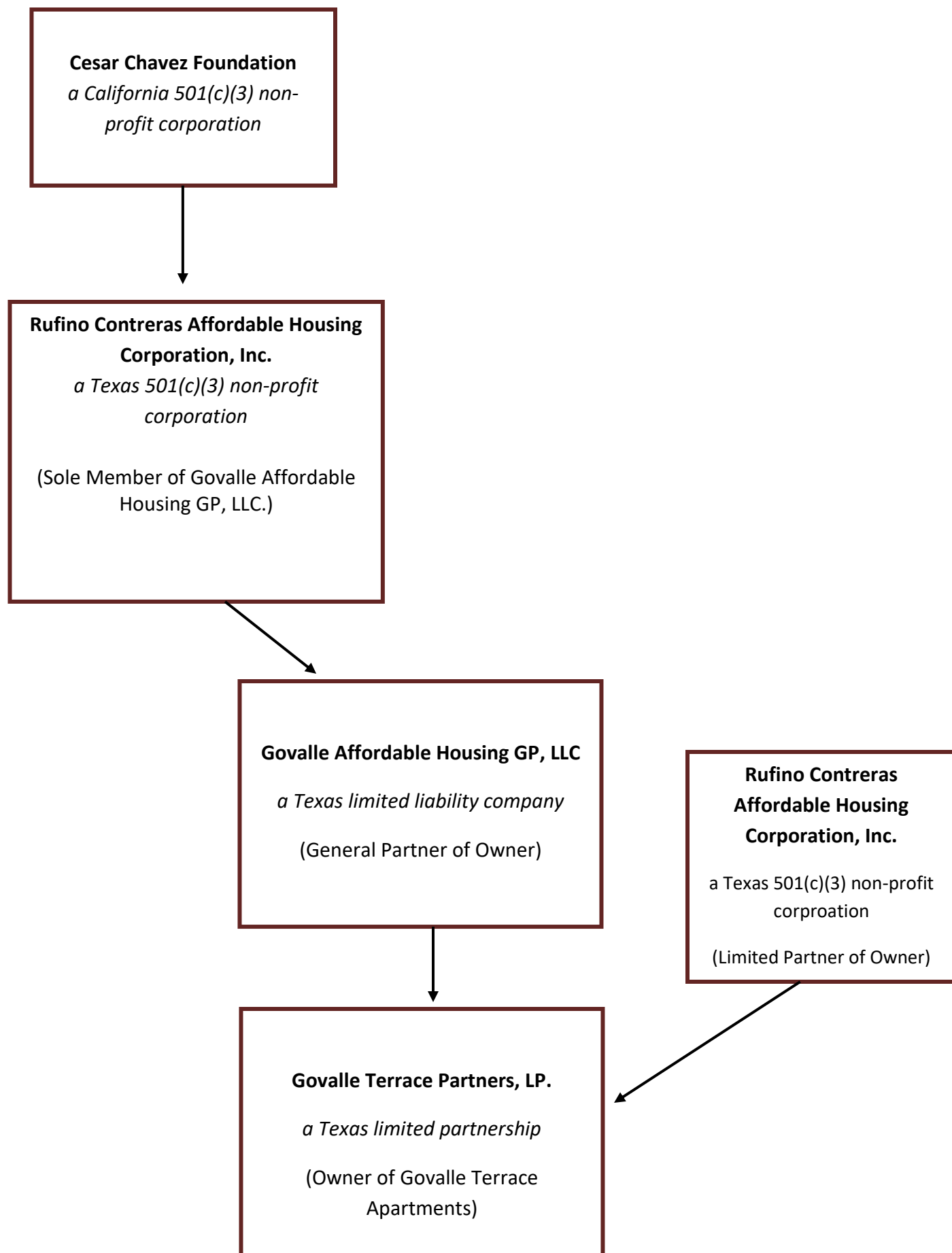
**INSTRUCTIONS:** Applications will be reviewed on a quarterly basis. All applications submitted in the review period that achieve the minimum threshold score will be reviewed by an internal panel of NHCD staff. All awards will be made by the AHFC Board of Directors. To be considered for an award, please complete this application electronically, print, sign, and deliver to:

Department of Neighborhood  
Housing and Community  
1000 East 11th Street  
Austin, Texas 78702  
Attn: James May  
Community Development Manager

City of Austin

FEB 01 2019

NHCD / AHFC





## Project Summary Form

1) <b>Project Name</b> Govalle Terrace	2) <b>Project Type</b> 100% Affordable	3) <b>New Construction or Rehabilitation?</b> New Construction
4) <b>Location Description</b> (Acreage, side of street, distance from intersection) 5225 Jain Lane (3.9 acres, Shady Lane Intersection)		5) <b>Mobility Bond Corridor</b> Airport Blvd
6) <b>Census Tract</b> 21.11	7) <b>Council District</b> District 3	8) <b>Elementary School</b> GOVALLE EL
9) <b>Affordability Period</b> 40 years		
10) <b>Type of Structure</b> Multi-family	11) <b>Occupied?</b> No	12) <b>How will funds be used?</b> Construction Only

### 13) Summary of Rental Units by MFI Level

Income Level	Efficiency	One Bedroom	Two Bedroom	Three Bedroom	Four (+) Bedroom	Total
Up to 20% MFI						0
Up to 30% MFI	4					4
Up to 40% MFI						0
Up to 50% MFI	1	12	14	4		31
Up to 60% MFI	5	22	24	10		61
Up to 80% MFI						0
Up to 120% MFI						0
No Restrictions			1			1
<b>Total Units</b>	<b>10</b>	<b>34</b>	<b>39</b>	<b>14</b>	<b>0</b>	<b>97</b>

### 14) Summary of Units for Sale at MFI Level

Income Level	Efficiency	One	Two	Three	Four (+)	Total
Up to 60% MFI						0
Up to 80% MFI						0
Up to 120% MFI						0
No Restrictions						0
<b>Total Units</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

### 15) Initiatives and Priorities

Initiative	# of Units	Initiative	# of Units
Accessible Units for Mobility Impairments	10	Continuum of Care Units	0
Accessible Units for Sensory Impairments	2		

### Use the City of Austin GIS Map to Answer the questions below

- 16) Is the property within 1/2 mile of an Imagine Austin Center or Corridor?
- 17) Is the property within 1/4 mile of a High-Frequency Transit Stop?
- 18) Is the property within 3/4 mile of Transit Service?
- 19) The property has Healthy Food Access?

### 20) Estimated Sources and Uses of funds

Sources	
Debt	7252000
Third Party Equity	7637288
Grant	100
Deferred Developer Fee	391779
Other	2808000
<b>City of Austin</b>	<b>4200000</b>

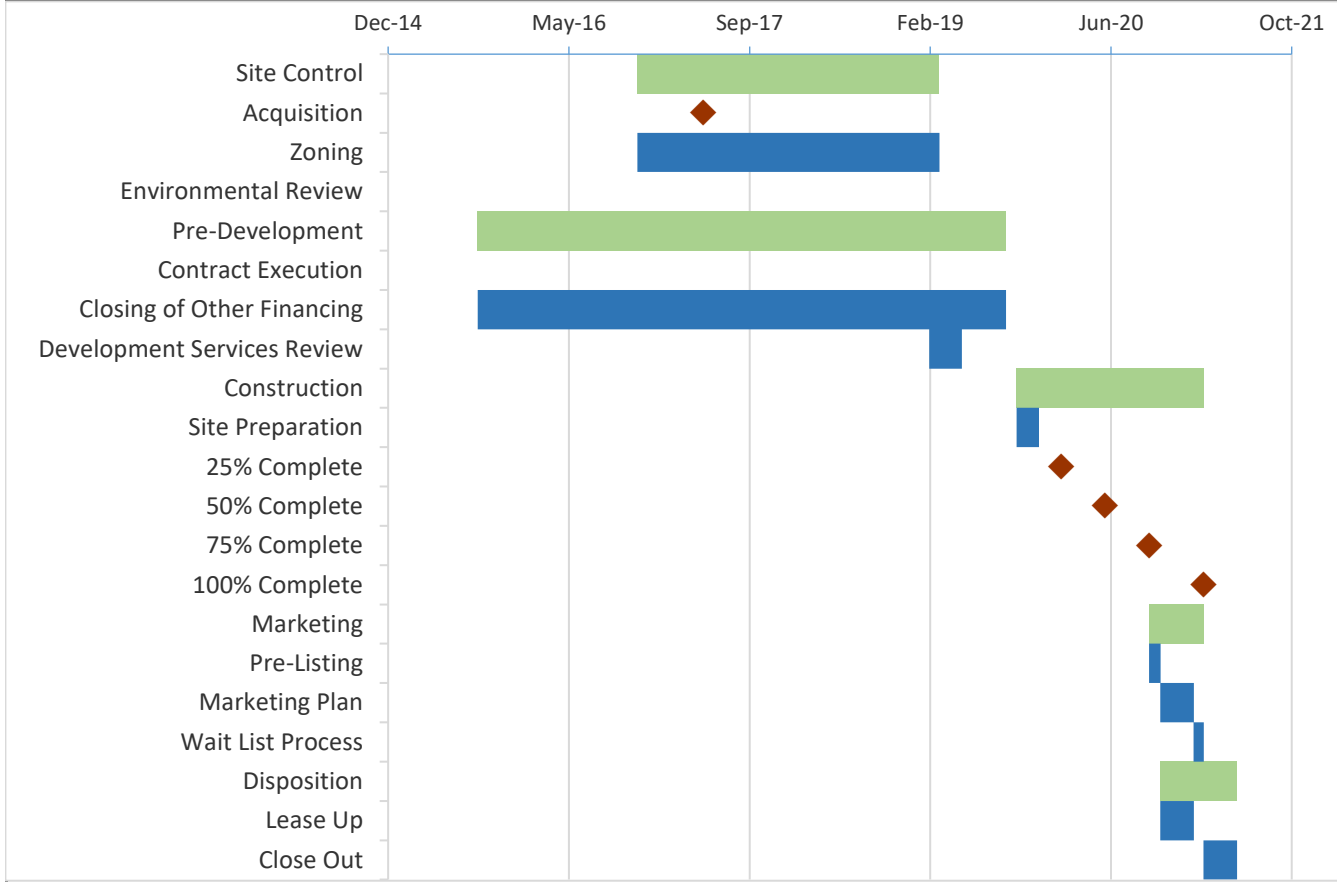
Uses	
Acquisition	1730000
Off-Site	491000
Site Work	2535000
Sit Amenities	540000
Building Costs	8287000
Contractor Fees	1742391
Soft Costs	3029764
Financing	1459012
Developer Fees	2475000

**Total \$ 22,289,167**

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## Development Schedule

	Start Date	End Date
<b>Site Control</b>	Nov-16	Feb-19
Acquisition	May-17	
Zoning	Nov-16	Feb-19
Environmental Review	complete	complete
<b>Pre-Development</b>	Sep-15	Sep-19
Contract Execution	complete	
Closing of Other Financing	Sep-15	Sep-19
Development Services Review	Feb-19	May-19
<b>Construction</b>	Oct-19	Mar-21
Site Preparation	Oct-19	Dec-19
25% Complete	Feb-20	
50% Complete	Jun-20	
75% Complete	Oct-20	
100% Complete	Mar-21	
<b>Marketing</b>	Oct-20	Mar-21
Pre-Listing	Oct-20	Nov-20
Marketing Plan	Nov-20	Feb-21
Wait List Process	Feb-21	Mar-21
<b>Disposition</b>	Nov-20	Jun-21
Lease Up	Nov-20	Feb-21
Close Out	Mar-21	Jun-21



## Development Budget

	Total Project Cost	Requested AHFC Funds	Description
<b>Pre-Development</b>			
Appraisal	21,000		Appraisal and Market Study
Environmental Review	2,700		Soils
Engineering	262,500		ESA and utility consultant and fees
Survey	16,500		ALTA
Architectural	597,350		Design, Reimbursables, HERS, and construction mgmt
<b>Subtotal Pre-Development Cost</b>	\$900,050	\$0	
<b>Acquisition</b>			
Site and/or Land	1,725,000		
Structures			
Other (specify)			
<b>Subtotal Acquisition Cost</b>	\$1,725,000	\$0	
<b>Construction</b>			
Infrastructure	491,000	491000	
Site Work	2,535,000	1327000	
Demolition	0		
Concrete	375,000	375,000	
Masonry	200,000	200,000	Metals
Rough Carpentry	2,185,000	1,807,000	Woods and Plastics
Finish Carpentry	0		
Waterproofing and Insulation	225,000		
Roofing and Sheet Metal	105,000		
Plumbing/Hot Water	915,000		
HVAC/Mechanical	915,000		
Electrical	1,030,000		
Doors/Windows/Glass	302,000		
Lath and Plaster/Drywall and Acoustical	0		
Tiel Work	0		
Soft and Hard Floor	0		
Paint/Decorating/Blinds/Shades	20,000		Furnishings
Specialties/Special Equipment	335,000		Equipment, Special Construction, Elevators
Cabinetry/Appliances	1,680,000		Finishes
Carpet	0		
Other (specify)	2,282,391		GC General Requirements, Overhead and Profit, Site Amenities
Construction Contingency	592,650		
<b>Subtotal Construction Cost</b>	\$14,188,041	\$4,200,000	
<b>Soft &amp; Carrying Costs</b>			
Legal	297,500		Developer, Trustee legal, and Perm Lender legal
Audit/Accounting	15,000		
Title/Recordin	65,127		
Architectural (Inspections)	4,000		
Construction Interest	1,174,885		Bond Issuer, Const Lender, Perm Lender and Investor Fees
Construction Period Insurance	223,000		
Construction Period Taxes	20,904		
Relocation	0		
Marketing	457,236		Marketing, Lease-up, and Capitalized Reserves
Davis-Bacon Monitoring			
Other (specify)	3,218,424		Impact Fees, Bldg Permit Fees, Dev. Fee, Soft Cont., Furniture
<b>Subtotal Soft &amp; Carrying Costs</b>	\$5,476,076	\$0	
<b>TOTAL PROJECT BUDGET</b>	\$22,289,167	\$4,200,000	

## 15 Year Rental Housing Operating Pro Forma (RHDA)

*The pro forma should be based on the operating income and expense information for the base year (first year of stabilized occupancy using today's best estimates of market rents, restricted rents, rental income and expenses), and principal and interest debt service. The Department uses an annual growth rate of 2% for income and 3% for expenses. Written explanation for any deviations from these growth rates or for assumptions other than straight-line growth made during the proforma period should be attached to this exhibit.*

INCOME	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 10	YEAR 15
POTENTIAL GROSS ANNUAL RENTAL INCOME	\$1,106,928	\$1,129,067	\$1,151,648	\$1,174,681	\$1,198,174	\$1,322,881	\$1,460,568
Secondary Income	\$5,238	\$5,343	\$5,450	\$5,559	\$5,670	\$6,260	\$6,911
POTENTIAL GROSS ANNUAL INCOME	\$1,112,166	\$1,134,409	\$1,157,098	\$1,180,239	\$1,203,844	\$1,329,141	\$1,467,479
Provision for Vacancy & Collection Loss	-\$83,412	-\$85,081	-\$86,782	-\$88,518	-\$90,288	-\$99,686	-\$110,061
Rental Concessions	\$0	\$0	\$0	\$0	\$0	\$0	\$0
EFFECTIVE GROSS ANNUAL INCOME	\$1,028,754	\$1,049,329	\$1,070,315	\$1,091,721	\$1,113,556	\$1,229,456	\$1,357,418
EXPENSES							
General & Administrative Expenses	\$51,332.00	\$52,872	\$54,458	\$56,092	\$57,775	\$66,977	\$77,644
Management Fee	\$51,438	\$52,981	\$54,570	\$56,207	\$57,894	\$67,115	\$77,804
Payroll, Payroll Tax & Employee Benefits	\$105,687	\$108,858	\$112,123	\$115,487	\$118,952	\$137,898	\$159,861
Repairs & Maintenance	\$20,100	\$20,703	\$21,324	\$21,964	\$22,623	\$26,226	\$30,403
Electric & Gas Utilities	\$16,000	\$16,480	\$16,974	\$17,484	\$18,008	\$20,876	\$24,201
Water, Sewer & Trash Utilities	\$72,000	\$74,160	\$76,385	\$78,676	\$81,037	\$93,944	\$108,906
Annual Property Insurance Premiums	\$33,950	\$34,969	\$36,018	\$37,098	\$38,211	\$44,297	\$51,352
Property Tax	\$139,000	\$143,170	\$147,465	\$151,889	\$156,446	\$181,363	\$210,250
Reserve for Replacements	\$29,100	\$29,100	\$29,100	\$29,100	\$29,100	\$29,100	\$29,100
Other Expenses	\$5,080	\$5,080	\$5,080	\$5,080	\$5,080	\$5,080	\$5,080
TOTAL ANNUAL EXPENSES	\$523,687	\$538,372	\$553,498	\$569,077	\$585,124	\$672,875	\$774,603
NET OPERATING INCOME	\$505,067	\$510,957	\$516,818	\$522,644	\$528,432	\$556,581	\$582,816
DEBT SERVICE							
First Deed of Trust Annual Loan Payment	\$439,199	\$439,189	\$439,189	\$439,189	\$439,189	\$439,189	\$439,189
Second Deed of Trust Annual Loan Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Third Deed of Trust Annual Loan Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Annual Required Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Annual Required Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
ANNUAL NET CASH FLOW	\$65,868	\$71,768	\$77,629	\$83,455	\$89,243	\$117,392	\$143,627
CUMULATIVE NET CASH FLOW	\$65,868	\$137,636	\$215,264	\$298,719	\$387,962	\$904,548	\$1,557,094
Debt Coverage Ratio	1.15	1.16	1.18	1.19	1.20	1.27	1.33

Project Name	Govalle Terrace	
Project Type	100% Affordable	
Council District	District 3	
Census Tract	21.11	
AHFC Funding Request Amount	\$4,200,000	
Estimated Total Project Cost	\$22,289,167	
High Opportunity	No	
High Displacement Risk	YES	
High Frequency Transit	No	
Imagine Austin	Yes	
Mobility Bond Corridor	Airport Blvd	
<b>SCORING ELEMENTS</b>		Description
<b>UNITS</b>		
< 20% MFI	0	# of rental units at < 20% MFI
< 30% MFI	4	# of rental units at < 30% MFI
District Goal	0.64%	% of annual goal reached with units
High Opportunity	0.00%	% of annual goal reached with units
Displacement Risk	0.80%	% of annual goal reached with units
High Frequency Transit	0.00%	% of annual goal reached with units
Imagine Austin	3.04%	% of annual goal reached with units
Geographic Dispersion	0.00%	% of annual goal reached with units
Mobility Bond Corridor	3.63%	% of annual goal reached with units
<b>SCORE</b>	<b>2</b>	<b>% of Goals * 20</b>
< 40% MFI	0	# of rental units at < 40% MFI
< 50% MFI	31	# of rental units at < 50% MFI
District Goal	4.92%	% of annual goal reached with units
High Opportunity	0.00%	% of annual goal reached with units
Displacement Risk	6.22%	% of annual goal reached with units
High Frequency Transit	0.00%	% of annual goal reached with units
Imagine Austin	23.57%	% of annual goal reached with units
Geographic Dispersion	0.00%	% of annual goal reached with units
Mobility Bond Corridor	28.14%	% of annual goal reached with units
<b>SCORE</b>	<b>9</b>	<b>% of Goals * 15</b>
< 60% MFI	0	# of units for purchase at < 60% MFI
< 80% MFI	0	# of units for purchase at < 80% MFI
District Goal	0.00%	% of annual goal reached with units
High Opportunity	0.00%	% of annual goal reached with units
Displacement Risk	0.00%	% of annual goal reached with units
High Frequency Transit	0.00%	% of annual goal reached with units
Imagine Austin	0.00%	% of annual goal reached with units
Geographic Dispersion	0.00%	% of annual goal reached with units
Mobility Bond Corridor	0.00%	% of annual goal reached with units
<b>SCORE</b>	<b>0</b>	<b>% of Goals * 15</b>
<b>Unit Score</b>	<b>11</b>	<b>MAXIMUM SCORE = 350</b>
<b>INITIATIVES AND PRIORITIES</b>		
Continuum of Care	0	Total # of units provided up to 100 per year
Continuum of Care Score	0	(total CoC Units/100 + HF Units/50)*20
Access to Healthy Food	Yes	Within 1 Mile of Healthy Food (City GIS)
Continuum of Care Weighted Score	0	Mobility, Access to Jobs, Community Institutions, Social Cohesion
2 Bedroom Units	14	Total Affordable 2 Bedroom units
3 Bedroom Units	4	Total Affordable 3 Bedroom units
4 Bedroom Units	0	Total Affordable 4+ Bedroom units
Multi-Generational Housing Score	10	Multi-bedroom Unit/Total Units * 20
TEA Grade	85	Elementary School Rating from TEA
Multi-Generational Housing Weighted Score	3	Educational Attainment, Environment, Community Institutions, Social Cohesion, Ec
Accessible Units	12	mobility and sensory units
Non-PSH, Non-Voucher Under 20% MFI	0	Total units under 20% MFI
Accessibility Score	7	Accessible Unit/Total Units * 20
Metro Access Service	Yes	Within 3/4 mile of fixed route transit
Accessibility Weighted Score	2	Housing Stability, Health, Mobility, Community Institutions
<b>Initiatives and Priorities Score</b>	<b>21</b>	<b>MAXIMUM SCORE = 200</b>
<b>UNDERWRITING</b>		
AHFC Leverage	52%	% of total project cost funded through AHFC request
Leverage Score	12	25 - (% leverage * 25)
AHFC Per Unit Subsidy	\$120,000.00	Amount of assistance per unit
Subsidy per unit score	10	(\$200,000 - per unit subsidy)*25/\$200,000
AHFC Per Bedroom Subsidy	\$73,684.21	Amount of assistance per bedroom
Subsidy per Bedroom Score	16	(\$200,000 - per bedroom subsidy)*25/\$200,000
Debt Coverage Ratio (Year 5)	1.20	Measured at the 5 Year mark
Debt Coverage Ratio Score	20.31991838	Minimum = 1.0; Maximum = 1.5; 1.25 = best score
<b>Underwriting Score</b>	<b>58</b>	<b>MAXIMUM SCORE = 100</b>
<b>APPLICANT</b>		
<b>FINAL QUANTITATIVE SCORE</b>	<b>90</b>	<b>THRESHOLD SCORE = 50</b>
Previous Developments		
Compliance Score		
Proposal		
Supportive Services		
Development Team		
Management Team		
Notes		

## C.1 - APPLICANT ENTITY

**a) Introduction :** Brief description of the applicant entity and any relevant experience

Cesar Chavez Foundation (CCF), a California 501(c)(3) nonprofit corporation, was founded in 1966 by César E. Chávez who envisioned an organization that would provide social services, alongside the work being done by the United Farm Workers, for the farm workers laboring in the fields. Since its inception, the Foundation's emphasis on housing integrated with social services has been crucial to the enrichment of our communities. Providing clean and safe communities for individuals, families and seniors has long been a mission of CCF, and with every new development and each community we serve, we further understand the importance of services for our residents and future generations. CCF works to maximize human potential for improving communities by preserving, promoting and applying the legacy and core values of civil rights leader César E. Chávez. Through innovative community programming, we strive to empower individuals to fully realize their inherent and unlimited potential to make a difference in their own lives, in their communities, and in our world. CCF serves tens of thousands of individuals through affordable housing development, educational programming, and broadcast communications and through our conference center in Keene, CA. The organization has expanded its reach from primarily serving farm workers to addressing quality of life issues for individuals, families and communities throughout the Southwest.

CCF experience includes 30+year track record of success in developing affordable multifamily projects which are financed through various public financing sources including Low Income Housing Tax Credits (LIHTC), HOME Investment Partnership Program (HOME, Community Development Block Grant (CDBG), Housing and Community Development (HCD), Affordable Housing Program (AHP), Mental Health Services Act (MHSA), Affordable Housing and Sustainable Communities Program (AHSC) Greenhouse Gas Reduction Fund, HUD 202 – Supportive Housing for the Elderly Program, bonds and other public financing sources. CCF has developed 37 multifamily projects consisting of more than 4,700 units financed by layered public sources, and has extensive experience identifying, applying for and securing these funds through competitive processes. CCF has financed projects up to \$30 million using a combination of sources mentioned above.

Rufino Contreras Affordable Housing Corporation, Inc., directly and through its parent organization, the Cesar Chavez Foundation, enriches and improves the lives of very low-, low-, and moderate income families by meeting their essential human, cultural and community needs, principally by providing very low-, low- and moderate income housing. Rufino Contreras Affordable Housing Corporation, Inc. operates for the benefit and in furtherance of the charitable purposes, involving activities with regard to providing very low-, low-, and moderate income families with housing, welfare and other social services.

Rufino Contreras Affordable Housing, Inc. is the sole owner of the general partner of several partnerships that own and/or operate affordable housing properties in Texas. These properties include Casa Messina Apartments, Casa Saldana Apartments, Village at Meadowbend Apartments II, and Jardines de la Fuente. It also is a general partner of the Limited Partnership that owns Village at Meadowbend Apartments. In addition, Rufino Contreras Affordable Housing, Inc. is the sole owner of several LLC's that own and/or operate affordable housing properties in Texas, including Zollie Scales Manor and Aguila Oaks Apartments.



The organization has also focused on several new affordable housing projects throughout Texas including the Park at Cliff Creek Apartments and Timbers Apartments.

Park at Cliff Creek Apartments is a 280-unit multifamily community located in South Central Dallas, Texas. The Park at Cliff Creek consists of twelve three-story buildings and one leasing office/clubhouse. The unit mix is 72 one-bedroom units, 120 two-bedroom units, and 88 three-bedroom units. All units are reserved for tenants at or below 60% Area Median Income. Acquisition and rehabilitation activities were financed with bonds, 4% tax credits, and conventional financing. The property was re-syndicated by the new partnership in February 2015 and renovation completed in January 2016.

#### DEVELOPMENT EXPERIENCE

Property	Location	Units	Project Type	Funding Sources	Project Completed	Total Project Development Cost
The Timbers Apartments	Austin, TX	104	Family (Rehab)	4% LIHTC/Bond 221(d)4	2016	\$16,158,000
Park at Cliff Creek	Dallas, TX	280	Family (Rehab)	4% LIHTC/Bond	2016	\$23,800,000
Plaza Dionisio Vasquez	Gilroy, CA	111	Family (Rehab)	4% LIHTC/Bond	2015	\$29,260,000
Paseo Abeytia	Phoenix, AZ	46	Senior (New Construction)	202 PRAC, HOME, AHP	2013	\$8,500,000
Casa Pedro Ruiz	Fillmore, AZ	49	Senior (New Construction)	202 PRAC, Go Bonds, AHP	2013	\$7,950,000
*Alta Vista	East Los Angeles, CA	60	Mixed Use (New Construction)	9% LIHTC/Redev TI Funds, HOME, CDBG, CMD, HCD IIG	2013	\$24,950,000
Casa de Eva	Bakersfield, CA	49	Senior (New Construction)	202 PRAC, 9% LIHTC	2012	\$14,300,000

\*Alta Vista was constructed by National CORE – Alfredo Izmajtovich led the development team.

**Rufino partnered with AHFC on the acquisition/rehab of the Timbers Apartments located at 1034 Clayton Lane.** The transaction used multifamily revenue bonds and 4% LIHTC and closed in March 2016. The units are restricted to 50% and 60% of area median income and were completed on time. AHFC serves as General Partner, CCF as Developer and a subsidiary of CCF serves as the Special Limited Partner. CCF provides all property management and social services for the property. CCF's full resume is included as [Exhibit D](#).

#### **HOUSING & DEVELOPMENT TEAM**

Within CCF is the Housing and Economic Development Fund (HED), which focuses on developing service-enhanced affordable housing, and is led by Executive Vice President, Alfredo Izmajtovich. Mr. Izmajtovich's more than two decades of professional experience in affordable housing includes Manager of the Housing Division for the Los Angeles County Community Development Commission, with an annual budget of more than \$40 million. He was Vice President of Acquisitions for National Community Renaissance (National CORE), leading the transformation of the non-profit affordable housing group to a nationally recognized leader in its field. Mr. Izmajtovich boasts extensive experience managing the underwriting of housing programs, including but not limited to, Low-Income Housing Tax Credits, state and federal housing programs, and various private programs, as well as overseeing every aspect of the housing development process. Under his

direction is a staff with experience in both the private and public sectors, whom have a firm understanding of managing a project in a timely manner from start to finish, while satisfying local, state and federal requirements. Please see [Exhibit B](#) for resumes of CCF staff who will be directly involved in the project management, financing, development, design, construction, property management and social service programs for this Project.

- b) **Certificate of Status** : Issued by the Texas Secretary of State certifying that the applicant has filed for registration and is in existence as an entity in good standing within the State of Texas. See [Exhibit A](#).
- c) **Applicant Capacity** Curriculum Vitae (CV) for all principals of the applicant entity highlighting relevant experience in the development of affordable housing noting the following elements:
  - i. project management, Jacqueline Rodarte's role as project manager includes coordinating pre-development due diligence, running project proformas, applying for and securing financing, selecting equity and lending partners, selecting third party consultants such as architect and engineer, coordinating closings and ensuring construction and financing related compliance. (Included as [Exhibit B](#))
  - ii. market analysis, Cesar Chavez Foundation has contracted with Apartment MarketData to conduct our market analysis study required by TDHCA. They are dedicated to providing the development and financial communities with up to data assessments of the Texas multi-family markets. AMD comprehensively tracks rental and occupancy rates on over 1,700,000 apartment units across the state of Texas. Their specialties are Multi-Family demand and site assessments, Market Feasibility Studies (Market Study), LIHTC demand assessments, Rent and occupancy studies, HUD 221(d)4, HUD MAP Certified. (Included as [Exhibit C](#))
  - iii. site selection and control, Jennifer Bartlett has been in acquisition since 2011 and has over 20 years of experience in the affordable housing industry. Jennifer Bartlett oversaw the closing on behalf of the owner and developer. (Included as [Exhibit B](#))
  - iv. planning and construction, One of CCF's most valuable assets is our in-house construction company, Greenfield Development, LLC ("Greenfield"), a subsidiary of CCF. Greenfield's staff has over 20 years of construction supervision and management experience. The Greenfield team uses that insight to help CCF control its construction costs by value engineering and applying those cost savings to enhance the development. Greenfield also provides expert oversight of the day to day construction to keep projects on schedule, and is responsible for the overall planning, coordination and management of our projects from inception to completion. Formed in 2012, Greenfield has overseen construction at our most recent rehabilitation projects – The Timbers Apartments, Park at Cliff Creek, Casa Velasco Apartments, Villa Robles Apartments, Plaza Mendoza Apartments and Plaza Dionisio Vasquez. All projects have been completed on-time and on-budget. (Included as [Exhibit B](#))
  - v. design, architecture and engineering, JHP Architecture and Big Red Dog have vast experience designing both affordable and mixed-use rental projects. (included as [Exhibit C](#))

- vi. legal and accounting, Paul Park, JD/MBA has been the General Counsel for Cesar Chavez Foundation since 2002. Paul oversees and directs all legal matters pertaining to the Chavez Foundation's operations, including litigation, corporate transactions, and all compliance matters involving tax, labor and employment, and nonprofit laws. Cesar Chavez Foundation is partnering with Shackelford, Bowen, McKinley & Norton, LLP whose firm has over 20 years of experience in the area of affordable housing.

All accounting is performed in-house and lead by our CFO, Cliff Timmermans. As Cesar Chavez Foundation's CFO, his day-to-day responsibilities include overseeing a staff that produces financial reporting, accounts receivable & payable, payroll, reconciliation, budgeting and cash flow management. One of the strengths he brings to his job is knowledge of cost and construction accounting. He was a general contractor from 1976 to 1980 with Timberline Construction Co., handling management and general accounting for the construction of single-family residences; vice president of Timmermans Lumber Co. Inc. between 1976 and 1980; Realtor associate with Associated Realtors Inc. from 1980-1983; and president/director of Guaranty Construction Finance Corp. between 1983 and 1998, responsible for all accounting operations and corporate management.

Tax returns, audits and cost certifications are contracted out to 3rd party accounting firms such as Novogradac and Company, LLC. (Included as Exhibit C)

- vii. federal funding rules, Cesar Chavez Foundation has extensive experience working with HUD funded programs including HUD section 8, HUD 236, HDU 202, HUD 223F, HOME, CDGB, and HUD regulations including Davis Bacon, Section 3, NEPA/CEQA, Affirmative Fair Housing Marketing, etc. (Included as Exhibit D)
- viii. Other funding source rules (e.g. Low Income Housing Tax Credits). Please see Cesar Chavez Foundation's resume for a list of our properties and their funding sources. (Included as Exhibit D)

d) **Statement of Confidence:** N/A

e) **Financial Capacity:** Provide narrative information on recent, similar, and successful experience in affordable housing development. Include experience using multiple fund. sources and previous working history with the Austin Housing Finance Corporation, if any.

i. **If developer is a non-profit** - See Exhibit E.

1. Federal IRS certification granting non-profit tax-exempt status.
2. Certified financial audit for most recent year - Include the auditor's opinion and management letters.
3. Board resolution approving the proposed project and authorizing the request for funding.

## C.2 - DEVELOPMENT TEAM

- a. List of persons or entities anticipated to be involved in the project (i.e. lenders, attorneys, accountants, architects, engineers, general contractor, sub-contractors, consultants);

	Name and Contact Information
Owner	Govalle Terrace Partners, LP, Texas limited partnership subsidiary of Rufino Contreras Affordable Housing Corporation, Inc., a subsidiary of Cesar Chavez Foundation
Developer	Cesar Chavez Foundation (non-profit) 316 W. 2 <sup>nd</sup> Street, Ste. 600 Los Angeles, CA 90012
Architect	JHP Architecture John Schrader 8340 Meadow Road, Suite 150 Dallas, TX 75231 214-363-5687
Engineer	Big Red Dog, division of WGI Amir Namakforoosh 2021 East 5 <sup>th</sup> Street, Suite 200 Austin, Texas 78702 512-860-9224 ext. 2002
Construction Lender	TBD
Other Lenders	TBD
Attorney	Shackelford, Bowen, McKinley & Norton, LLP Michelle Snedden 9201 N. Central Expressway, Fourth Floor Dallas, TX 75231 214-780-1413
Accountant	TBD
General Contractor	Greenfield Construction, LLC Richard Rollins 316 W. 2 <sup>nd</sup> Street, Suite 600 Los Angeles, CA 90012 213-362-0260 x 2105
Consultant (if Applicable)	Apartment MarketData, LLC Darrell Jack 20540 Highway 46 West, Suite 115-PMD 416 Spring Branch, TX 78070
Property Management Provider	Cesar Chavez Foundation (non-profit) Wilfredo Motta 316 W. 2 <sup>nd</sup> Street, Suite 600 Los Angeles, CA 90012 213-360-0260 x 2232r
Consultant (AEGB):	Office for Local Architecture, LLC Megan Slattery 103 East Fifth Street No. 205 Austin, TX 78701 512-553-1711

- b. Include contact information and indicate if any person or entity involved is certified by the City of Austin as a minority or women-owned business enterprise (MBE/WBE), or if any of the entities are also non-profit organizations.

	Name and Contact Information	MBE? (Mark X if Yes)	WBE? (Mark X if Yes)
Owner	Govalle Terrace Partners, LP, Texas limited partnership subsidiary of Rufino Contreras Affordable Housing Corporation, Inc., a subsidiary of Cesar Chavez Foundation		
Developer	Cesar Chavez Foundation (non-profit) 316 W. 2 <sup>nd</sup> Street, Ste. 600 Los Angeles, CA 90012		
Architect	JHP Architecture John Schrader 8340 Meadow Road, Suite 150 Dallas, TX 75231 214-363-5687		
Engineer	Big Red Dog, division of WGI Amir Namakforoosh 2021 East 5 <sup>th</sup> Street, Suite 200 Austin, Texas 78702 512-860-9224 ext. 2002		
Construction Lender	TBD		
Other Lenders	TBD		
Attorney	Shackelford, Bowen, McKinley & Norton, LLP Michelle Snedden 9201 N. Central Expressway, Fourth Floor Dallas, TX 75231 214-780-1413		
Accountant	TBD		
General Contractor	Greenfield Construction, LLC Richard Rollins 316 W. 2 <sup>nd</sup> Street, Suite 600 Los Angeles, CA 90012 213-362-0260 x 2105		
Consultant (if Applicable)	Apartment MarketData, LLC Darrell Jack 20540 Highway 46 West, Suite 115-PMD 416 Spring Branch, TX 78070		
Property Management Provider	Cesar Chavez Foundation (non-profit) Wilfredo Motta 316 W. 2 <sup>nd</sup> Street, Suite 600 Los Angeles, CA 90012 213-360-0260 x 2232r		
Consultant (AEGB):	Office for Local Architecture, LLC Megan Slattery 103 East Fifth Street No. 205 Austin, TX 78701 512-553-1711		X

- c. Curriculum Vitae for all members of the Development Team highlighting relevant experience in the development of affordable housing

Please see Exhibits B, C and F for resumes of the Development Team.



### **C.3 - PROPERTY MANAGEMENT TEAM**

- a. Provide Curriculum Vitae for the Property Management Team highlighting experience in the management of affordable rental housing.

CCF's Property Management Division operates throughout the southwest and manages a portfolio of multi-family and senior apartment communities, as well as 48,000 square feet of commercial space and 45,000 sq. ft. of historically designated sites totaling more than \$220 million in assets under ownership and management.

The Property Management Division ensures that residents of our communities have a respectable place to live that is clean, safe, and well maintained. Additionally, adopting a holistic approach to building healthy communities means each of CCF's affordable housing communities offers their residents unique on-site community programs and services as well as inviting facilities and amenities including swimming pools, playgrounds, and community rooms. Such service opportunities and amenities are often in short supply for the people who need them the most due to cultural, language and transportation hurdles. CCF's Property Management Division is dedicated to serving the needs of low-income working families, seniors and special needs populations and to helping break the cycle of poverty through a positive and safe living environment.

One of our central goals is serving our residents and/or communities with programs that address the specific needs and demographics of each community. As a result, we have developed a model program to be replicated throughout all of our affordable multi-family housing communities and added after school and summer programs for youth and services for seniors residing in our properties. Our management strategies include the most current practices and proven traditions utilized in the industry. CCF's Property Management staff is a team of professionals trained in the latest property management techniques and is expected to uphold standards of excellence focusing on our mission and at the same time upholding the Cesar Chavez legacy. The Property Management staff receives initial and on-going training and support from the Regional Property Supervisors for all compliance reporting, welfare exemption filings, annual rent calculations for recertification and audit reviews.

CCF has extensive experience managing housing in both urban and rural areas. Although CCF has traditionally developed housing in under-served rural communities, it has also developed a large share of its housing in urban continuing to expand its reach with a new mixed-use development in Los Angeles in partnership with Trammell Crow. CCF has also developed and managed retail centers, with tenants that include restaurants, gas stations, Laundromats, markets, and beauty salons. The diversity and experience of CCF's Property Management department allows CCF to succeed when establishing ourselves in markets where we have not yet operated.

To ensure timely compliance with our various funding agreements, CCF has an Asset Management department that help us monitor all compliance-related processes

including managing the various regulatory agreements such as LIHTC's, HUD section 8, HUD 236, HUD 223F, HOME, BOND, CalHFA, MHP, AHP, CDGB, and conventional permanent lenders. This department is in place to ensure compliance with housing program(s) and departmental duties include monitoring policies and procedures, project compliance, unit eligibility, applicant eligibility, program terms, income and rent limits, utility allowance determinations, tenant certifications, deeper-target unit requirements, NAUR, unit transfers, minimum set-aside requirements, verifications, tenant file audits, program eligibility processing forms, monitoring of LURA/Regulatory Agreements, monitoring of multi-subsidized projects, preparation and responses to monitoring reviews, external and internal reporting, continuing education, consultation, and training project staff. (See Exhibit F for Resume).

- b. Provide Compliance Reports issued by the NHCD or its representative, citing no open violations for properties located in the City of Austin and managed by the Property Management team.

N/A

- c. If the CV includes developments outside the territorial boundaries of the City of Austin, please attach a Compliance Letter stating the number of properties managed by the team, number of years of management and citing no violations, issued by the appropriate department of the jurisdictional government.

N/A

## C.4 - PROJECT PROPOSAL

- a) **Project Description:** Applicants shall provide a brief project description to include the following details:
- Describe the proposed tenant population, income levels, and services, if any, to be provided to or made available to residents.

Govalle Terrace would be an affordable new construction multi-family development, located on 3.9 acres at Shady Lane and Jain Lane in the thinkEAST PUD. The development will contain 97 units, 96 of which will be targeted toward households with incomes between 30% - 60% Area Median Income (AMI). Four (4) units will be at 30% AMI, Thirty-One (31) units will be at 50% AMI, Sixty-One (61) will be at 60% AMI and One (1) unit will be reserved for the property manager. The four units at 30% AMI will be reserved for Permanent Supportive Housing (PSH), specifically youth “aging out” of state custody, the foster case or juvenile probation system.

The development plan proposes a four-story building including a leasing office, laundry center, social service staff office and community learning center. The property will have a mix of studio-, one-, two- and three-bedroom units:

Unit Type	# of Units	Square Footage	Total Square Footage
Studio	10	504	5,040
1 bed/1 bath	12	610	7,320
1 bed/1 bath	22	638	14,036
2 bed/2 bath	34	801	27,234
2 bed/2 bath	4	809	3,236
3 bed/ 2 bath	8	1005	8,040
3 bed/ 2 bath	4	1016	4,064
3 bed/ 2 bath	2	1022	2,044
Total Rentable Square Footage			71,815
Total Common Area Square Footage			4,727
<b>Total Square Feet</b>			<b>76,542</b>

Resident Services will be provided through Cesar Chavez Foundation’s Education Institute, which is an educational institution whose mission is to improve the level of academic proficiency among Farm Worker, Latino, and other working families by providing educational opportunities that have never been within their reach. Services will be tailored to the property’s population and formalized once the resident’s needs has been determined. The Education Institute provides social services to our

properties in California, Arizona, New Mexico and Texas, serving over 300 older adults at six community centers, and 350 students at approximately 22 learning centers. Resident services could include an after-school program for students in Kindergarten through fifth grade, technology, computer literacy, leadership development, service learning, health & nutrition, exercise & wellness programs, or financial literacy. The four PSH units will also receive support services by LifeWorks.

- ii. Indicate the number of units reserved for Housing Choice Voucher holders (Section 8).

All units will be available to households with Section 8 Housing Choice Vouchers. Four PSH units are likely to receive Section 8 Housing Choice Vouchers.

- iii. Indicate the number of units that are or will be made accessible and adaptable for persons with mobility, sight or hearing disabilities.

10% of units, or 10 units, will be made accessible for persons with mobility disabilities. 2% of units, or 2 units, will be made accessible for persons with sight and hearing disabilities.

- iv. If applicable, demonstrate the Project's compatibility with current Neighborhood Plan.

The project's location is in the Govalle/Johnston Terrace Neighborhood (GSTN). The Neighborhood Vision of GSTN, as adopted in 2003, is to, "be an affordable, family oriented neighborhood with a strong sense of community and place where people want and are able to live their entire life". The proposed project would contribute directly to this vision by bringing new affordable multi-family housing to the neighborhood that is attractive, energy efficient and fits with the character of the neighborhood. The GSTN plan outlines specific re-uses for the area known as "Tank Farm" where this property is located. This area was, "something that negatively impacted the environment and the community"; thus, the GSTN desires to turn the area into something that will positively impact the neighborhood with future uses being a, "mix of retail, commercial, office, civic, residential, cultural and open space uses". Given the desire to re-develop the Tank Farm, the thinkEAST PUD district was adopted on July 8, 2013. Consequently, the proposed project is compatible with the PUD.

The Project has support from Daniel Llanes, Chair of the Govalle/Johnston Terrace Neighborhood Plan Contact Team. See Exhibit G for letter of support.

- v. Summarize the key financials of the project, clearly indicating the total project cost, the amount and intended use of AHFC/NHCD funds being requested, and the amount(s) and provider(s) of other funding and the status of those funding commitments.

The project is expected to cost approximately \$22,289,167. It has **secured \$13,000,000 in Multifamily Mortgage Revenue tax exempt bonds for construction which will be paid down and converted to a permanent loan in the approximate amount of \$7,252,000. The project has also secured and expended \$1,600,000 in Community Development Block Grant funds for acquisition costs, as well as, secured \$1,208,000 in General Obligation Bond funds for future predevelopment and construction costs.**

The project is an excellent candidate for the Texas Department of Housing and Community Affairs 4% LIHTC program and intends to apply on March 8, 2019. It's projected that the credits will generate approximately \$7,637,288 in equity. **CCF is currently reviewing offers for the selection of finance partners prior to the submission of the tax credit application on March 8<sup>th</sup>. The project is seeking up to \$4,200,000 in 2018 General Obligation Bonds for construction costs versus its previously anticipated \$3.1 M.** Reasons for the gap include 1) holding costs resulting for closing delays, 2) increases in construction costs post Hurricane Harvey, and 3) tax reform which have softened the credit prices.

Finally, CCF will contribute approximately \$391,779 of deferred developer fee to the project. See below table for summary of permanent capital stack:

Sources: Permanent	
Perm - 1st Loan	\$7,252,000
GP Capital	\$100
Federal LIHTC 4%	\$7,637,288
Deferred Developer Fee	\$391,799
AHFC - expended CDBG	\$1,600,000
AHFC - committed Bonds	\$1,208,000
General Obligation Bonds 2018	\$4,200,000
TOTAL	\$22,289,167

- vi. If the property is occupied by residents at the time of application submission, specify that along with the following additional information: Include details on the type of structure (multi-family or single-family), number and size of units in square feet.

The property is currently vacant land.

- vii. Indicate whether the project meets the requirements of the City's Vertical Mixed-Use (VMU) Ordinance, or is in a Planned-Unit Development (PUD) or Transit Oriented Development (TOD) or any other City of Austin density bonus program.

The project is located in under PUD Ordinance No. 20130627-090. The PUD was amended under Ordinance 201621110-061 which allows for a maximum height in Land Use Area 3 of not to exceed 50 feet, or 4 stories. The proposed project meets the requirements of the ordinances. Ordinances may be found as Exhibit H.

**viii. Indicate how the project will meet S.M.A.R.T. Housing requirements.**

The project received a S.M.A.R.T. Housing certification in 2016 and is included as Exhibit K. An updated letter has been requested by Ms. Sandy Hawkins. Several messages have been left and upon contact, CCF intends to seek re-issuance, and feel confident it meets the criteria for issuance.

For purposes of background, note that the site is currently vacant and will be designed from the ground-up as a 97-unit project that maximizes efficiency and sustainability. The Cesar Chavez Foundation strives to build its projects as energy efficiently as possible to minimize the impact on the environment, the impact on operational expenses and the impact on the monthly out of pocket expenses for our residents. In accordance with the thinkEAST PUD district's requirements, the project will meet Austin Green Building's 2-star rating, and provide 10% of units, or 10 units, for persons with mobility disabilities. 2% of units, or 2 units, will be made accessible for persons with sight and hearing disabilities. The project will restrict 100% of the units to individuals or families at or below 60% Area Median Income, and is leveraging over 65% of private financing.

- b. Market Assessment** Applicants should address *pricing* and *absorption* relating to the whole project, and not just the units being funded. Market analysis should also include the following: (Included as Exhibit I is the market study.)
  - i. Evaluate general demographic, economic, and housing conditions** in the community. Including;
    - 1. Identifying the target population(s) of the development, and area demographic makeup
    - 2. Evaluating overall economic conditions and trends
    - 3. General housing conditions and trends in the community
  - ii. Identify the geographic area** from which the majority of a project's tenants or buyers are likely to come. Identify the primary market/geographic area, based on US census tract or neighborhood boundaries.
  - iii. Quantify the pool of eligible tenants** or buyers in terms of household size, age, income, tenure, and other relevant factors.



- iv. **Analyze the competition** by evaluating other housing opportunities with an emphasis on other affordable rental developments or sales opportunities in the market area. Identify comparable units based on location, year of construction, target population, property condition, unit mix, unit amenities, and occupancy and turnover.
  - v. **Assess the market demand** for the planned units and determine if there is sufficient demand to rent/sell the units.
  - vi. **Evaluate the effective demand and the capture rate**, usually expressed as a percentage (the project's units divided by the applicant pool). The capture rate is the percentage of likely eligible and interested households living nearby who will need to rent units in the proposed project in order to fully occupy it. The lower this rate, the more likely a project is to succeed.
  - vii. **Estimate the absorption period**. Plan how many units can be successfully leased or sold each month and how long it will take to achieve initial occupancy/sale of the units and stabilized occupancy for the project as a whole. Absorption should be calculated using comparable units only.
- c. **City of Austin Good Neighbor Policy** In response to Austin City Council Resolution 20110113-040, a Good Neighbor Policy was developed to foster a broad community dialogue that includes stakeholders from neighborhoods to establish successful approaches for integrating low-income housing throughout the City. For more information, please see the **City of Austin Good Neighbor Guidelines**. (See Exhibit J)
- i. **Prior to submission of a RHDA Application, the developer must:** Research the applicable City of Austin Neighborhood Plan for the area in which the project is to be located. If no adopted neighborhood plan exists, then this step is omitted. Using written notice by letter or by flyer, notify: property owners with properties no less than 500 feet from the proposed development site; and registered neighborhood organizations whose boundaries include the proposed development site. Engage with neighborhood organizations whose boundaries include the proposed development site in order to provide current information about the project. Appoint a Single Point of Contact (SPOC) to serve as the liaison for exchanging information.
  - ii. **Submit with the completed RHDA Application:**
    - 1. The developer's communication plan for engaging stakeholders and neighborhood organizations.
    - 2. Documentation of written notice provided to property owners and neighborhood organizations.
    - 3. A signed City of Austin Good Neighbor Checklist

- d. **S.M.A.R.T. Housing** All new construction projects will be required to obtain S.M.A.R.T. Housing certification prior to loan application. S.M.A.R.T. Housing is not applicable to rehabilitation projects. The S.M.A.R.T. housing program certification letter must be submitted along with the application. Program details and contact information are available on NHCD's website. The S.M.A.R.T. Housing letter must be dated no more than six months prior to the application deadline.

Please see Exhibit K. An updated letter has been requested by Ms. Sandy Hawkins. Several messages have been left and upon contact, CCF intends to seek re-issuance, and feel confident the project meets the criteria for issuance.

- e. Memorandum of Understanding with the Ending Community Homelessness Coalition

N/A

- f. **General Services**

- i. A description of the services to be provided to residents and/or clients.

The 4% LIHTC program under TDHCA requires that all funded projects choose well-rounded services that will enhance communities funded by the program. Our Education Team is experienced in providing services that meet the TDHCA requirements and are responsive to the needs of our residents. Because we anticipate having families with children living on the property, our services will likely be geared toward after-school and summer programming for children in kindergarten through 5th grade.

The Cesar Chavez Education Fund (CCEF) provides educational enrichment programs through our afterschool programming known as the Si Se Puede! Learning Centers (SSPLC) located on our affordable housing properties in multiple southwestern states. Each year, we serve approximately 15-20 students in kindergarten through fifth grade at each center. Our program runs in session Monday-Friday after school for approximately two and one-half hours. Students are given a healthy snack with water daily at the beginning of program. The program on Cesar E. Chavez's Ten Core Values and the 11 Principles of Character Building. It consists of homework help, Self-Organized Learning Environment Curriculum (SOLE), i-Ready program, health, fitness and nutrition. Our program focuses on strengthening students' academic experiences and helping them to acquire skills that will help them develop into our future leaders.

the Si Se Puede! Learning Centers – After School Program the goal is to enroll 15 students and retain 80% of these students during the school year, in the grades k-5th. We aim to maintain an average daily attendance of 80% or above and improve youth's problem solving skills and promote positive adult-youth relationships.

Aside from our Afterschool Programs in Texas, we also provide 32 additional social services to the residents. Teachers provided educational classes that range in topics

such as: Health & Nutrition, Citizenship Classes, GED Preparation Courses, and many other beneficial topics that the residents can benefit from. By providing these additional services to our residents we are encouraging them to continue their post-secondary education and seek prosperous job opportunities. Alongside this work, we have established partnerships with outside agencies that have created a safe atmosphere for the community.

### **SOLE (Student Organized Learning Environment) & i-Ready Program**

- We developed a curriculum (SOLE) that is influenced by the principles of Sugata Mitra, the Core Values of Cesar Chavez and the 11 Principles of Character Building. This curriculum is meant to spark students' curiosity towards learning, working in teams, learning how to research and speak publicly and developing overall important life skills.

- i-Ready is a supplemental academic enrichment electronic program that our students access daily. Lessons are tailored to each students' needs and it focuses on both reading and math.

- SOLE Weekly Schedule

- o Monday-Introduction

- ☐ The teacher introduces the topic of the week in a fun and creative way where it leaves the students curious and excited to learn more about a new topic.

- o Tuesday-Research

- ☐ Students work in teams to research the answers to the Question of the month.

- ☐ We provide the students with a variety of hands on activities to learn about the topic of the month.

- o Wednesday-Activity

- ☐ Students apply their research to a hands-on project.

- o Thursdays-Character Building

### **Health, Fitness and Nutrition**

- We have implemented the Healthy LifeStars curriculum with the purpose of teaching students to make healthy lifestyle choices, set personal health goals, take part in physical activity every day and learn about the benefits of eating nutritiously.

### **Homework Help**

- We provide a safe and stress free place for students to complete their homework on a daily basis.

- We understand that parents may sometimes struggle to support their children with homework - from language barriers, parents working long hours to support their families, and students needing extra help and materials, the center is there to help and assist in any way we can.

- Mondays-Thursdays we have 30 -45 minutes designated to homework, where Lead Teachers can help students one-on-one, or have students help each other out. At some locations we also have volunteers come in during their free time and help our students by providing the students with additional support.

### **Special Projects**

- Students plan, organize and implement a special project each semester.
- Each Friday, students have 1 hour to work on their projects, and at the end of each semester the SSPLC will host two evening events where the parents and community are invited to view the projects.

- ii. The number and types of residents/clients expected to be served annually.

Students from kindergarten through 5th grade living on site will be served annually. We expect that number to be between 15-20 students.

- iii. Developer's experience and qualifications in providing the services to be offered, if services are offered by the developer.

CCEF's primary focus is to improve the level of academic proficiency amongst low income families by providing a variety of educational programs. Our Community Services Department provides Afterschool Programs, Community Centers and Senior Centers across California, Arizona, New Mexico and Texas. We have 21 Si Se Puede Learning Centers and 2 community Centers (1 in CA and 1 in TX).

Our yearly goal for the Si Se Puede! Learning Center is to serve 300 students per academic year. For the 2016-17 school year, we served a total of 403 students across all 4 states, this number includes students enrolled and dropped throughout the school year. During the first semester of 2018, CCEF's Centers worked with 276 students.

- iv. Description of the organization(s) providing the services and a memorandum of understanding or some other type of signed agreement that indicates the relationship between the developer and service provider, if the services are provided by an external organization.

In addition to CCEF services, LifeWorks will partner with CCF to provide services to the individuals of the permanent supportive housing units, which will be reserved for youth "aging out" of state custody, the foster care or juvenile probation system. A Letter of Intent between CCF and LifeWorks has been included within Exhibit I herein.

- v. Resumes of key personnel who will be actively involved in the delivery of services including information on certifications, licenses, years of experience, and education.

### **Lead Regional Coordinator, Orlando Ortega**

Born to two hardworking parents in the Rio Grande Valley, Orlando Ortega graduated from the University of Texas Pan American in Edinburg, TX with a B.S. in Psychology and a B.S. in Criminal Justice in 2015. Right away, he started his career as an administrative assistant for the District Attorney's

office in Hidalgo County where he started a program to decrease jail population and prevent increased taxes for residents. Although he felt like he was already giving back to the community, he wanted to do more work at a 'grassroots' level. In June 2016, he acquired a job at La Union del Pueblo Entero (L.U.P.E.) as a community organizer and began helping the underprivileged and neglected residents out in the Colonias. Giving back to the community specifically, the underprivileged and low-income has always been central to him. With over 12 years of experience in teaching, he was humbled when offered the position of Program Coordinator for Region 2 with the Cesar Chavez Foundation in May 2017 and is very passionate about education. Being a first generation Mexican American and the first to graduate from college in his family, he is dedicated and determined to help improve the lives of those who do not have resources available to them. He will strive to educate future generations to continue their education and incorporate the core values our founder Cesar E. Chavez left us with. ¡SI SE PUEDE!

#### **Director of Education-Angelica Cazares**

Cazares has worked in the education field for more than 14 years; helping low-income, underserved, and under-privileged students to improve their academic achievements. Her career began through an academic assistance and enrichment program at the California State University Fresno, as a Teaching Fellow, tutoring and mentoring English-language learners at low-performing schools in the Fresno Unified School District. She went on to gain employment with Fresno Unified as a Reading Coordinator, helping students improve their literacy skills. In 2008, she started her career with the Foundation as an Area Coordinator, which later led to her promotion as the Director of Education within the Education Fund. She is a graduate of California State University, Fresno with a B.A. degree in Liberal Studies. In her current role as Director of Education, she manages the community services and academic services' staff and oversees the daily operations of the education fund.

#### **vi. Financial capacity of the Services provider :**

1. Identify sources and amounts of funds that will be or are expected to be utilized to provide supportive services for 3 years from the date of issuance of the Certificate of Occupancy.

Sources for CCEF services include fundraising funds and in-kind contributions from the CCF organization. Any additional expenses for services provided to the 4 PSH units will be absorbed by LifeWorks. LifeWorks and CCF entered into a Letter of Intent, and upon approval of the funding, it intends to complete a Memorandum of Understanding between LifeWorks and Govalle Terrace Partners, LP (Project).

2. Include a services budget which reflects current and anticipated funding and expenses associated with the provision of services for three (3) years.

See Exhibit L.



## C.5 - PROPERTY

- a. **Map of the property** Attach a map generated by the City of Austin ArcGIS showing the location of the development in reference to the geographic priorities established in the Strategic Housing Blueprint, such as: (See Exhibit M)
- i. High Opportunity Census Tracts
  - ii. Tracts at risk of Displacement or Gentrification
  - iii. Imagine Austin Centers and Corridors with 0.5 mile buffer
  - iv. High-Frequency Transit Stops with 0.25 mile walk
  - v. Transit Stops with 0.75 mile walk
  - vi. Mobility Corridor with 0.5 mile buffer
  - vii. Healthy Food Access with 1 mile buffer
  - viii. 100 year Flood Plain

b. **Real Estate Appraisal**

N/A

- c. **Zoning Verification Letter** Include a letter from the City of Austin's Planning and Zoning Department (PZD) verifying that the current zoning of the site for the proposed project is compatible with the anticipated use, or include documentation verifying that a request to change current zoning has been submitted to PZD. Should the project be approved for funding, the appropriate zoning must be in place prior to execution of loan documents

The project is located in the thinkEAST PUD district which consists of approximately 24.37 acres. The PUD ordinance allows for land uses permitted under LO-MU, MF-6, CS-MU and PUBLIC districts and is regulated by the thinkEAST Austin Urban Creative District Land Use Plan. The zoning and land use plan allows for multifamily development on the Project's Land Use Area 3. Please see Exhibit H for the zoning verification.

d. **Proof of Site Control**

- i. Include evidence of site control such as a warranty deed or a current earnest money contract, and provide a real estate appraisal or current tax documentation that substantiates the value of the property.

The land was acquired by Govalle Terrace Partners, LP (a subsidiary of Rufino and CCF) with the AHFC's allocation of CDBG funds. See Exhibit N for a copy of the warranty deed.

- ii. If there are existing structures, provide documentation from the taxing authority or another third-party source indicating the year the structure was built.

N/A

**e. Phase I Environmental Assessment**

- i. Applicants must provide a Phase I Environmental Site Assessment (ESA) report prepared by qualified environmental professionals.

The Brownfields Redevelopment Office facilitated a Phase I, prepared by Cook-Joyce, Inc. in June 2016, and recently updated by AmaTerra in October 2018. See Exhibit O for a copy of the October 2018 ESA.

- ii. Applicants must provide mitigation strategies for concerns raised in the Phase I ESA report.
- iii. City of Austin's Austin Resource Recovery Department provides free environmental assessments for eligible entities. For more information contact the Brownfields Office: [brownfields@austintexas.gov](mailto:brownfields@austintexas.gov), 512-974-6085.

**f. State Historical Preservation Officer Consultation**

N/A

## EXHIBIT A



## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Application For Certificate Of Authority for Cesar Chavez Foundation (file number 3055907), a CALIFORNIA, USA, Foreign Nonprofit Corporation, was filed in this office on July 08, 1970.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 04, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State



## Franchise Tax Account Status

As of: 10/05/2015 04:06:06 PM

This Page is Not Sufficient for Filings with the Secretary of State

RUFINO CONTRERAS AFFORDABLE HOUSING CORPORATION, I	
Texas Taxpayer Number	32003887273
Mailing Address	908 E 5TH ST STE 201 AUSTIN, TX 78702-3859
Right to Transact Business in Texas	ACTIVE
State of Formation	TX
Effective SOS Registration Date	10/11/2001
Texas SOS File Number	0800018922
Registered Agent Name	JUANITA VALDEZ-COX
Registered Office Street Address	1601 U.S. 83 BUSINESS SAN JUAN, TX 78589

## EXHIBIT B



### Alfredo R. Izmajtovich

Executive Vice President  
Housing & Economic Development Fund

Alfredo is acknowledged locally as key industry expert, policy maker and advocate for affordable housing. With more than two decades of professional experience, Alfredo is a leader, advocate and authority on developing large-scale affordable housing. He served as manager of the Housing Division for the Los Angeles County Community Development Commission and was Vice President of Acquisitions for the National Community Renaissance. Alfredo is a board member of California Housing Consortium and former board member of SCANPH.

Alfredo is a distinguished lecturer and trainer for organizations such as CRA, League of Cities, LISC, SCANPH, HUD, and other quasi government/industry groups. He has vast experience in housing, entitlements, community planning, outreach, policy development, program development and peer review. He boasts extensive experience managing the underwriting of housing programs, including but not limited to low-income housing tax credits, state and federal housing programs and various private programs as well as overseeing every aspect of housing development.

#### BACKGROUND

- Bachelor of Arts, Economics Concentration, University of California Los Angeles
- Master's of Arts in Urban Planning, University of California Los Angeles
- Master's in Business Administration, University of California Los Angeles's Anderson School of Management.



### Welton R. Smith

Director of Real Estate Development

Welton Smith has direct responsibility for the Business Development and Project Management functions within Housing and Economic Development at CCF and brings with him more than 30 years of private and public sector real estate development experience. Mr. Smith spent seven years with the Economic Development group of the Community Development Commission of the County of Los Angeles, at that time the Redevelopment Agency and Housing Authority for the County of Los Angeles, helping to maximize the value of the Commission's real estate assets through public/private development partnerships. Before joining CCF, Mr. Smith was Senior Vice President of Development for both Jamboree Housing Corporation and Palm Communities in Irvine, California, and spent more than 10 years as Senior Vice President of Development for National Community Renaissance, a national nonprofit development company with more than 75 properties and 10,000 units in four states. In that capacity at National CORE, he was also responsible for a development team that included Business Development, Project Management and Construction and was involved in the development or acquisition of almost 6,000 units in California, Texas, Arkansas and Florida.

#### BACKGROUND

- Bachelor's Degree in Economics and English  
Rockhurst University, Kansas City, MO

# Alfredo Izmajtovich

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## Managing Director \* Executive Vice President

Expert in Affordable Housing Development – Senior Staff Mentoring – Organizational Leadership

Consummate senior executive, organizational leader and mentor. Acknowledged locally as key industry expert, policy maker and advocate for affordable housing. Work closely with local officials, other industry leaders and key stakeholders in shaping housing and financial policies to effectuate large scale change and improvement of delivery of limited resources for development. Distinguished lecturer and trainer for organizations such as CRA, League of Cities, LISC, SCANPH, HUD, and other quasi government/industry groups. Vast experience in housing finance (specializing in affordable product), entitlements, community planning, outreach, policy development, program development and peer review.

### Professional Strengths

Housing Finance Expert  
Respected Industry Leader  
Senior Management Experience  
Politically Adept

Professional Mentor  
Competitive Analysis  
Staff Management  
Strategic Partnerships

Policy Development  
Project Management  
Innovative Financial Solutions  
Integrity

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### Education

M.B.A. Anderson School of Management at UCLA

*Emphasis in Real Estate Finance*

M.A. in Urban Planning, Graduate School of Architecture and Urban Planning at UCLA

*Emphasis in Built Environment*

B.A. UCLA

Economics with Math Applied emphasis

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### Experience & Milestones

**Cesar Chavez Foundation, 2011 to present.** Executive Vice President of the Housing and Economic Development Fund, acknowledged leader, advocate and authority on developing affordable housing. Oversees the Chavez Foundation's Affordable Housing Group with 4,300 units of high-quality multi-family housing it has built or renovated in four states. Responsible for Property Management and Development Departments.

**National Community Renaissance, 2001 to 2011. Vice President of Acquisitions.** Lead transformation of local non-profit to regional and national recognized leader in affordable housing. Directly responsible for the new development of over 2,000 units, assisted with another 4,000. Highest income generator for company past 5 years. Instrumental in opening new market areas for expansion, and became public face of company. Responsible for all facets of development process. Managed and trained staff to increase productivity of group.

**Community Development Commission – County of Los Angeles, 1991-2001. Manager of Housing Division.** Managed growth of housing departments from 6 staff to 26. Youngest manager in CDC history. Responsible for housing production and program development in Los Angeles County. Increased housing



production six fold during tenure and created staff infrastructure to support increased production. Created instrumental City of Industry Housing program that became main source of gap financing regionally.

**Affiliations & Volunteerism**

**Board Member** – Southern California Association of Non-profit Housing, East Los Angeles Community Corporation

**Committee Member** – Los Angeles County Affordable Housing Task Force, Ventura County Housing Coalition, Inland Empire Affordable Housing Working Group

**Volunteer** – LISC Enterprise Foundation, CRA, League of Cities, San Gabriel Cities Council of Governments, Gateway Cities Council of Governments

**WELTON R. SMITH**



## **SUMMARY OF QUALIFICATIONS**

A real estate development professional with more than 35 years of experience in the industry. Specific and detailed knowledge of the multi-family affordable housing industry from all perspectives, including commonly used sources of public and private financing. Significant experience in several commercial real estate development fields, including hotel, retail, office and industrial/R&D space development. Levels of experience and expertise range from Project Manager to Senior Executive with ultimate responsibility for all aspects of business development, finance, project management and construction.

## **PROFESSIONAL EXPERIENCE**

### **Director of Real Estate Development**

#### **Cesar Chavez Foundation**

**July 2017 – Current**

- Oversight of a Southwest Regional development team with almost 5,000 units of affordable housing
- Director of Business Development and Project Management functions

### **Senior Vice President - Development**

#### **Jamboree Housing Corporation**

**July 2014 – June 2017**

- Oversight of a Statewide development team that had created more than 7,000 units of affordable housing
- Senior Executive in charge of Business Development, Project Management and Construction Departments

### **Senior Vice President - Development**

#### **Palm Communities**

**February 2012 – July 2014**

- Hired to lead the Company's expansion out of its Riverside County origins into the Los Angeles, San Diego, Orange County and Northern California markets
- Senior Executive in charge of Acquisitions, Project Development and Public Finance departments and functions
- Oversight of regional staff and their respective leadership teams in all three departments indicated above

**Senior Vice President - Development**

**National Community Renaissance Development Corporation, formerly  
Southern California Housing Development Corporation**

**July 2001 – February 2012**

- Oversight of a national development team with approximately 9,600 units of affordable housing in four states
- Responsibility for oversight of the acquisition, development, construction and/or rehabilitation of over 49 projects with approximately 4,400 units in Southern California, Northern California and Texas
- Senior Executive in charge of Business Development, Project Management and Construction Departments

**Senior Engineer, Facilities Planning**

**M&E Finance and Planning**

**American Airlines**

**January 1997 – June 2001**

- Direct responsibility for managing the real estate assets of one of the largest departments of American Airlines
- Responsibilities included acquisition and development, lease negotiation, rehabilitation, and new construction of airport facilities throughout the world
- Direct involvement in the acquisition and integration of the real estate assets of both Reno Air and TWA into the American Airlines portfolio

**Consultant I – Economic Development Group**

**Community Development Commission of the County of Los Angeles**

**March 1991 – January 1997**

- Responsible as a part of the Economic Development Team to help the County of Los Angeles maximize the value of their real estate assets, land in particular

**Senior Consultant – Pannell Kerr Forster (PKF)**

**Senior Associate - Coopers & Lybrand**

**January 1984 – January 1991**

- Responsible to conduct market and financial feasibility studies for hotels, resorts, convention centers, retail centers, office buildings and industrial facilities

**EDUCATION/QUALIFICATIONS/AFFILIATIONS**

Bachelor of Arts – Economics/English

Rockhurst University, Kansas City, MO

Multiple Certifications and Designations, including Housing Development Finance Professional – National Development Council

Urban Land Institute, Housing Partnership Network, SCANPH Board Member, BIA

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# Jennifer Bartlett

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## PROFESSIONAL PROFILE

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A dedicated and accomplished housing professional with a broad history of leadership and service in the affordable housing industry since 1994 with the creation of more than forty affordable housing developments in underserved communities throughout Arkansas and the surrounding states with a focus being in Little Rock, AR the Arkansas/Mississippi River Delta Region, San Antonio, TX and Houston, TX. A proven leader with an advanced understanding of housing finance sources and extensive knowledge of multiple housing program regulations.

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## PROFESSIONAL SKILLS

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- |                                    |                                    |   |
|------------------------------------|------------------------------------|---|
| • Multi-state Development          | • Underwritten 200+ Projects       | • Strong Industry Relationships               |
| • AR Approved Consultant           | • Formal Closings of 150+ Projects | • Complex Problem Solving                     |
| • AR Real Estate Broker            | • PSH Housing Experience           | • Contract Negotiation                        |
| • NDC Housing Finance Professional | • Prepare Funding Applications     | • Site Selection & Entitlements               |
| • HUD Certified HOME Specialist    | • Prepare Proforma & Risk Analysis | • Assisted Living Experience                  |
| • ADFA HOME Program Consultant     | • Passed the AR GC License Exam    | • Created 1 of the 1 <sup>st</sup> CHDOs (AR) |

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## CAREER HISTORY

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- **Vice President of National Acquisitions** 04/2012 to Present  
**National Community Renaissance, Rancho Cucamonga, CA**  
Based in Little Rock, AR with a primary focus in Arkansas and Texas and a general focus in the Midwestern and Southern States. Responsible for new business development including managing all phases of the development cycle. Stabilization of Existing Portfolio in Arkansas and Texas.
- **Acquisitions Officer** 10/2011 to 04/2012  
**Phillips Development Corporation, Little Rock, AR**  
Responsible for acquisitions and new business development. (Three of Four Projects Approved Submitted for funding that were submitted for funding of LIHTC, HOME and CDBG in Feb/2012, were approved have since placed in service. (2 USDA Section 515 w/HOME & 9% Credits and 1 CDBG/Credits/HOME)
- **HOME Program Assistant Director** 08/2007 to 10/2011  
**Arkansas Development Finance Authority, Little Rock, AR**  
Manage a portfolio of rental housing projects utilizing HOME, LIHTC, HUD, AHP, TCAP, 1602 EXCHANGE, Assisted Living Incentive Fund, CDBG and Preservation Revolving Loan Fund beginning with the review of each project application, underwriting, environment review, loan closing, draw request, inspections and post construction project closeout and retainage release.
- **Vice President of Operations** 01/2005 to 08/2007  
**Southern Bancorp's Nonprofit, Southern CDC, Arkadelphia, AR**  
Responsible for new business development and management of the daily operations of a real estate development and property management company specializing In affordable housing development with the L1HTCProgram, USDA Section 515, HOME, HUD and FHLB AHP Program
- **General/Agency Manager** 09/1994 to 01/2005  
**Bunn Real Estate & Property Management, Arkadelphia, AR**  
Manage the daily operations of a full service property management and real estate development company specializing in affordable housing utilizing the L1HTC Program, USDA Section 515, HOME, and HUD Financing as well as market rate units, planning and new development.

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## OTHER CAREER HISTORY

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(Consultant, Developer, & Technical Assistance Provider, 1996-2007)

- **Stamps Housing Plan** – Consultant for ADFA, ADED, and the Governor’s Office to assist 11 homeowners within the City of Stamps, Arkansas with pollution problem. Assisted each household in locating a new residence.
- **Executive Director / Bradley Housing Authority**  
Assisted in the formation of Bradley Housing Authority. From the initial setup of the business to application of the 501C3 nonprofit status, board composition and training and first application for funding. (Project Awarded and Placed in Service)
- **Consultant / Bradley Housing Authority & City of Murfreesboro**  
Prepared the TBRA application annually and provided technical assistance to the board, staff and tenants as needed. (Award received each year of application submittal.)

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## FORMAL EDUCATION

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Henderson State University  
Business Management/Accounting  
Arkadelphia, Arkansas

College of the Ouachitas  
General Studies  
Malvern, Arkansas

Arkadelphia High School  
Arkadelphia, Arkansas

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## LICENSE/CERTIFICATION

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- Arkansas Broker’s License Arkansas Real Estate Commission, 90 Classroom Hours
- Arkansas Associate’s License Arkansas Real Estate Commission, 120 Classroom Hours
- Arkansas Fair Housing Commission, QAP Required Certification
- HOME Certified Specialists HUD/CPD Training Institute , 40 Classroom Hours
- Housing Development Finance Professional, National Development Council, 150 Classroom Hours
- HUD Assisted Housing Manager Cert. Quadrel Consultants
- LIHTC Tax Credit Management Certification, Spectrum
- USDA RD Management Certification, Spectrum
- Environmental Training Certificate Agency: HUD Fort Worth

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## COMMITTEES & MEMBERSHIP

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ACHANGE Public Policy Chair  
Texas Affiliation of Affordable Housing  
Houston Apartment Association  
ED, Arkansas Housing Group

Board Chair, Courage House  
Board of Realtors  
Rotary International  
Affordable Housing Association of Arkansas

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## VOLUNTEER WORK (PERSONAL)

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Extremely passionate about working with At-Risk Youth or any At-Risk Populations to prevent addiction and stress/trauma related illness. I donate classes which are based around self-empowerment exercises, mindfulness, breathwork and movement to the local Youth Home where I lead three group homes of 14 teenage girls each. I am certified through Y12SR (Yoga of the 12 Steps of Recovery) and it’s a fully donation based program. The theme of the program is “The Issues Live in The Tissue” and the goal is to prevent illness from trauma/stress of setting into the system chronically. Although not an addict, I was an At-Risk Youth so my heart is in working with youth. I am a 200 Hour Registered Yoga Teacher, a 100 Baptiste Certified Teacher, Y12SR Leader and a part of “Game Changers” which is a movement to change the social injustices and inequalities in our nation. (This is what I do when I am not working.)

## Jacqueline Rodarte-Valle

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### EXPERIENCE:

#### **Rodarte Consulting – Dallas, TX**

09/2018 - present

##### President

With over 22 years of experience in the affordable housing industry, Rodarte Consulting is dedicated to providing financial advisory services to profit and non-profit developers and government agencies. Jacqueline is a certified Housing Development Finance Professional with experience in financing, development, and asset management of multi-family, senior, special needs and single-family developments utilizing various layers of public and private financing, such as HUD loan products, Low Income Housing Tax Credits, HOME, Bonds, CDBG and Redevelopment Set-Aside Funds.

#### **City of Dallas - Dallas, TX**

##### Assistant Director

08/2017 – 08/2018

Managed the Housing & Neighborhood Revitalization Department composed of seven units (Landbanking, Home Repair, Downpayment Assistance, Development, Inspections, Compliance, and Budget) 40 FTE, and an annual budget of \$21.6 million. During the 2017-18 FY, successfully reinstated the City's Downpayment Assistance and Landbanking Programs. Redesigned the City's Home Repair Program and co-authored the City's first Comprehensive Housing Policy. Corresponded with the Department of Housing and Urban Development, and the Office of Inspector General on several audits performed under the prior administration. Managed day-to-day operations, agendas, contract negotiations, and development of new internal controls to mitigate irregularities.

#### **Community Development Commission – Alhambra, CA**

##### Acting Assistant Manager

05/2016 – 08/2017

I oversaw the loan servicing functions, reserve account withdrawal, delinquency reports, and residual receipts monitoring for the Division's \$600 million loan portfolio which is composed of mixed-income multifamily and homeownership developments. In addition, I was responsible for evaluating proposals for the recapitalization and rehabilitation of the Low Income Housing Tax Credit properties in the County's portfolio, for the purpose of making capital and operational improvements, extending the affordability covenants of these properties and realizing program income for the County. I also managed the compliance monitoring efforts of all coastal developments.

#### **Community Development Commission – Alhambra, CA**

##### Single Family Development Manager

10/2014 - 05/2016

Managed the County's single-family portfolio and oversaw the construction and close-out of multi-family developments sponsored under the annual Notice of Funding Availability. Prepared the annual budget forecasts for all County-funded single-family development programs. Advised the Department of Regional Planning on structuring the County's Density Bonus and Small Lot Ordinances in order to ensure cost efficient affordable housing projects. Participated in establishing policies and procedures for the County's first-time homebuyer program and subordination requirements.

#### **Cesar Chavez Foundation – Los Angeles, CA**

##### Senior Project Manager

01/2013 – 10/2014

Oversaw the construction and rehabilitation of more than 900 units through predevelopment, construction and lease-up, in the states of California, Arizona, New Mexico and Texas. Structured and obtained the financing for nine development projects that utilized a combination of funds, such as federal tax credits, bonds, grants, and local government funds. Prepared feasibility studies for potential project sites, taking into account the entitlements, financing, development costs, market conditions, community support and regulatory requirements. Interfaced with tax credit directors, various funding agencies, consultants, lenders, attorneys, architects and local government officials in order to plan and develop affordable housing developments. Presented affordable housing development proposals to local government Boards and City Councils. Managed and directed junior project managers and other support staff.

**Community Development Commission – Alhambra, CA**

Development Specialist IV

04/2007 - 01/2013

Expended over \$8.0 million in Neighborhood Stabilization Program funds for the acquisition and rehabilitation of multifamily properties. Underwrote and obligated more than \$20 million in HOME and Tax Increment funds for acquisition, predevelopment, construction and/or permanent financing which produced an excess of 700 housing units. Interfaced with developers, consultants, lenders, attorneys, architects and local government staff; Prepared Loan Agreements, Disposition and Development Agreements, Request for Proposals and Staff Reports.

Presented project financing proposals before the Loan Committee. Monitored construction progress and process construction draws for various affordable housing developments. Supervised staff and was responsible for preparing performance evaluations, in addition to mentoring them.

**The Olson Company, Seal Beach, CA**

Development Manager

10/2003 - 10/2006

Performed due diligence of various projects throughout the Orange County area. Managed design teams, maintained budgets and schedules, and oversaw schematic design of predevelopment projects. Interfaced with city staff and local officials, in addition to, outreached to the local community and community groups. Prepared investment books. Negotiated Purchase and Sale extensions. Supervised staff.

**EDUCATION:** **CALIFORNIA STATE UNIVERSITY, Long Beach, CA**  
Bachelor of Science, Business Administration - Finance

**SKILLS:** Microsoft Office, JD Edwards, Fluent in Spanish

**AFFILIATIONS:** Personnel Advisory Board, **City of Covina** (2014-2017)  
Social Services Commission, **City of Norwalk** (2010-2015)

**TRAINING:** Housing Development Finance Professional, National Development Council  
Managing Conflict in the Workplace  
Workplace Harassment  
Ethical Awareness

## GREENFIELD CONSTRUCTION



**Richard K. Rollins**

Vice President

Richard joined the Cesar Chavez Foundation in 2012 and brought with him over twenty-seven years of diverse construction experience. With seven years as a construction manager / owner's representative, nine years as a construction superintendent and eleven years in the trades, Richard brings strong relationships built on respect, integrity and professionalism to every project undertaken by the Foundation. His expert knowledge encompasses technical oversight of architectural design, entitlements/permits, bidding, the contracting process and project estimates. Over the past sixteen years, Richard has been responsible for approximately \$237 million worth of construction that have culminated in many expertly completed projects. Prior to joining the Foundation, Richard managed the construction of 16 new major multifamily housing projects worth \$166 million for National Community Renaissance over a seven-year period.



*Plaza Mendoza, Fresno, California*



*San Emi, Montclair, California*



*Vista del Cielo, Montclair, California*





# Richard K. Rollins

## Overview

Thirty-five years' experience in the construction industry: seven years as a "Director of Construction"; eight years as a construction manager/owner's representative; nine years as a construction superintendent; and eleven years in the trades.

## Professional Experience

5/12 – Present                      Cesar Chavez Foundation      Los Angeles, Ca  
**"Director of Construction"** and Greenfield Construction, Los Angeles, Ca,  
as **"Vice-President"**

5/05 – 4/12                      **National CORE**                      Rancho Cucamonga, CA  
**Construction Manager/Owner's Representative**

- Responsible for design management and construction management of 16 major projects.
- Managing the design of all projects, which includes working closely with investors, architects, engineers, city officials, utility companies, in-house property management team, and contractors
- Act as the Owner's Representative on behalf of all of limited partnership (LP) ownership entities
- Manage 3<sup>rd</sup> party general contractors during the construction process when National CORE elects not to build projects in-house
- Responsible for the development and implementation of many of the current systems, policies, and procedures which have been critical to the success of the department, such as the process used for draw payments and change orders
- Created and implemented contracts between the multiple LPs and National CORE General Contractors, as well as those between the National CORE General Contractors and its subcontractors, and National CORE and its design consultants
- Work directly with investors, city officials, county officials, and in-house accounting department to process construction draw payments
- Managed the creation and implementation of the National CORE's standard design guideline and criteria book, which is now used department wide to control costs from the beginning of all projects
- Work intimately with architects and design professionals to create project particular specification books
- Responsible to negotiate and execute AIA contracts, and negotiate change orders with general contractors and subcontractors
- Supervise onsite construction superintendents and subcontractors when acting as the general contractor on behalf of National CORE
- Create, maintain, and report construction schedules and budgets
- Derive and define scopes of work, solicit bids, and award contracts to qualified contractors

7/02 – 5/05

**Ellias Construction**

Calabasas, CA

**Superintendent**

- Project types included above and below grade parking structure, a split level slab on grade building, and multiple slab on grade type construction
- Job duties included daily supervision, pulling permits, subcontractor bids, working directly with city inspectors and university administration staff
- Parking structure project is located in the City of Los Angeles, where working with plan checkers, pulling permits, and getting inspections can be complex

3/01 – 7/02

**Icon Builders**

Scottsdale, AZ

**Superintendent**

- Supervised the construction of a senior housing project in the city of Riverside which included 23 buildings, commercial pool, and a tennis court
- Responsible for pulling permits, plan checks, subcontractor bids, daily supervision, and working directly with city inspectors

10/95 – 3/01

**Ellias Construction**

Calabasas, CA

**Superintendent**

- Responsible for the construction of 7 major projects.
- Project types included: 2 level underground parking structure with 4 stories on top, 1 level of underground parking structure with 2 stories on top, 4 story slab on grade, 3 story slab on grade, 2 story slab on grade, single story houses, chapel, and a commercial pool
- Job duties included daily supervision, pulling permits, subcontractor bids, working directly with city inspectors

6/84 – 10/95

**Carpenter Leadsman, General Carpenter, Laborer, General drafter**

- Job duties included trade work of all kinds, with emphasis in rough carpentry and structural concrete
- List of companies employed is available upon request

**Skills**

- Communicate effectively
- Lead and work within a team, while understanding the true importance of building relationships
- Create systems, policies, and procedures that help facilitate success through standardization
- Manage multiple construction projects at one time.
- Utilize proficiently Microsoft Word, Excel, Outlook, and Project software
- Read, interpret, and work from construction drawings and blueprints
- Utilize California Building Code books
- Maintain organized electronic and hard copy files
- Operate various construction related instruments, tools, and machines
- Work effectively with cities, utilities, and consultants to obtain permits, plan

checks, and all other necessary approvals

- Apply invaluable years of on-the-job experience

## References

- Available upon request

# WILFREDO MOTTA

## PROPERTY MANAGEMENT PROFESSIONAL

Project Management  
Strategic & Tactical Planning  
Team Leadership  
Process Implementation  
Property Management  
Revenue Growth  
Improved Efficiency

Educated, experienced, innovative Business Leader with over a decade of experience leading teams of management professionals and setting strategic goals and objectives. Demonstrated ability developing and successfully launching new initiatives and services and growing organizations through successful team building and improved efficiency. Proven track record motivating teams in fast-paced, high-pressure environments to achieve beyond organizational expectations, within budgets and on schedule.

### CAREER PROGRESSION & KEY PROJECTS

CESAR CHAVEZ FOUNDATION • Los Angeles, CA  
DIRECTOR OF PROPERTY MANAGEMENT

2018-Present

Under the general direction of the Executive Vice-President, responsible for the management, operation, oversight and leadership of the Cesar Chavez Foundation affordable housing portfolio comprised of 35 communities (4,368 units) across diverse markets on the Southwest (California, Arizona, New Mexico & Texas) and commercial retail portfolio of Properties.

- **Lead and Motivate** a team comprised of 6 Regional Managers in 4 States.
- **Provide Vision** inspiration, direction & clear sense of mission related to real estate management for the organization while managing & leading the property management team.
- **Conduct site visits** to ensure property's compliance with IPG's standards of excellence.
- **Develop and implement** best practice risk management, sustainability & resilience strategies to ensure long-term affordability & resilience of properties and safety of staff and residents.
- **Create and Implement** programs and project objectives, goals, procedures and policies.
- **Ensure** the staff is fulfilling their fiduciary duty of maintaining the Cesar Chavez Foundation highest standards of implementing policies & procedures with integrity and professionalism.
- **Review** monthly arrears; rent collection, vacancy and apartment vacancy/make ready reports for each property to ensure effective management of assets and collection of maximum rental potential.
- **Ensure** the financial and physical health, including compliance with the regulatory, insurance, lender and syndicator requirements, of all of CCF's real estate assets.
- **Analyzed** repair requests and costs associated with CapEx needed to determine best possible solution.
- **Manage** Capital Improvements, **monitor** logistics from construction and renovation through lease-up and operational stabilization of properties across diverse geographical areas.
- **Provide** recommendations for improvements to the communities with appropriate priorities, standards, and policies, related to the communities operations to achieve long-term as well as short term objectives..
- **Manage** staff & consultants as needed to ensure that refinancing needs, capital needs assessments, energy audits, & preventive maintenance programs for all properties are developed & implemented.
- **Lead** weekly Management and Operations Review meetings to review/discuss performance metrics to ensure established goals are being meet.
- **Negotiate** third party management contracts and monitor other ancilliay revenue sources.
- **Create** an environment of enthusiasm and respect for working low & moderate income populations to ensure respectful & efficient tenant relations procedures & actions on part of management staff

INVESTMENT PROPERTY GROUP • Irvine, CA

2015-2018

## VICE PRESIDENT OF PROPERTY MANAGEMENT

Under the general direction of the President, responsible for all residential services and Asset Management aspects of multi-million dollar assets across diverse markets on the West coast (California, Arizona, Washington, Oregon, Idaho, & Utah). Plan, manage and organize the asset management operation aspect of each of the communities common area facilities, park areas, while achieving financial objectives for a portfolio of 73 land lease lifestyle communities—9,668 spaces.

- **Execute** the strategic vision for the regions and develop the implementation plans for initiatives.
- **Provide** leadership and direction to a team of Regional Managers across diverse geographic locations.
- **Motivate** teams through positive recognition and strong leadership giving emphasis on business development, marketing, legal, business affairs and human resources.
- **Implement** company-wide initiatives by marshalling resources within the portfolio to remove obstacles and deliver results, communicating the “why” in order to lead change effectively, and adapting company initiatives.
- **Enforce and develop** business strategies to streamline process and enhance the operating environment that encourages operational excellence.
- **Ensure** that all organizational policies, procedures and practices are in compliance with professional and regulatory standards to further organizational success.
- **Provide** oversight for asset preservation and optimization of revenue to include physical evaluation of the communities under the portfolio.
- **Perform** inspections of communities to ensure proper curb appeal, leasing, and maintenance operations, delivery of our brand promise to residents and professionalism of team members.
- **Review** activity reports, tracking progress towards occupancy, pricing, operating revenue and taking corrective actions as needed.
- **Perform** essential management function duties such as hiring, training, coaching, succession management performance management, salary administration & career development of the team.
- **In collaboration** with other departments, develop and direct the strategic and tactical activities that are in alignment with organizational goals.
- **Represent** IPG’s by appearing before elected and appointed officials.

G&K MANAGEMENT CO., INC. • Culver City, CA

2012-2015

## VICE PRESIDENT OF OPERATIONS

Responsible for all residential services and compliance aspects of multi-million dollar assets across diverse markets and directed and oversaw operations for a portfolio of 72 communities—over 6,538 units.

- **Define** business objects for property management of 170 reports.
- **Improved** efficiency and **reduced** personnel, saving \$225,000/year.
- **Identified** and negotiated with vendors, saving \$1 million annually.
- **Lead** two Senior Property Supervisors, eight Regional Managers, and various on-site personnel.
- **Evaluate** market trends and evaluated leasing strategies to identify opportunities to increase rent and revenue.
- **Analyze** financial reports, budgets, and property file audits, ensuring financial goals, operating objectives, and program compliance requirements are being met.
- **Develop** operating policies, procedures and streamline processes to enhance the operating environment and encourage operational excellence across the overall business.
- **Inspect** apartment communities periodically to ensure physical compliance of the assets.
- **Create** a work environment that fosters respect, teamwork, & professional growth.

### CAREER HIGHLIGHTS:

*Developed and implemented operating policies, procedures, process streamlining resulting in a 33% reduction of annual vacancy and a 40% increase in overall portfolio revenue*

**US RESIDENTIAL GROUP LLC • Irvine, CA**

2011-2012

**REGIONAL MANAGER, COMPLIANCE DIRECTOR**

Responsible for achieving financial objectives for a 1,546-unit portfolio of properties with diverse financial layering and ensuring program compliance (Market, Bond, Tax Credit, HUD & USDA RD).

- **Led** executive team of composed of a Regional Manager, two District Managers, and two Compliance Managers.
- **Analyzed** market conditions and **implemented** marketing plans for all assets in the portfolio.
- **Hired** and **trained** District Managers and Community Managers.
- **Ensured** compliance with regulatory agreements and program financing restrictions.
- **Prepared** annual budgets, **analyzed** monthly financial reports, and **developed** business strategies for all properties.
- **Completed** annual employee evaluations.

**HYDER PROPERTY MANAGEMENT PROFESSIONALS • San Marcos, CA and San Diego, CA** 2009-2011

**ASSISTANT DIRECTOR OF PROPERTY MANAGEMENT**

Oversaw 5,866 luxury, affordable, market and commercial mixed-use units.

- **Hired** and **trained** seven Regional Managers and their Community Managers.
- **Analyzed** market conditions and **implemented** marketing and business plan for all Communities in the Portfolio.
- **Prepared** annual budgets, analyzed monthly financial reports and developed business strategies.
- **Managed** annual budget analysis and monthly financial reports.
- **Trained**, coached, developed employees.

**NATIONAL COMMUNITY RENAISSANCE • Rancho Cucamonga, CA and San Diego, CA**

2000-2009

**REGIONAL MANAGER, PROPERTY MANAGEMENT**

Responsible for 7 communities (over 840 units) in San Diego County—a portfolio including conventional, tax credit, and mixed-use commercial sites.

- **Led** Team in the lease of four new communities and two rehabbed communities.
- **Developed** marketing plans for market unit communities.
- **Vital** member of the acquisition team and due diligence.
- **Prepared** budgets, analyzed monthly financial reports and developed business strategies.
- **Hired, Trained, Coached and Developed** Community Managers.
- **Represented** Property Management Division appearing before elected and appointed officials.
- **Recognized** by South Coast Apartment Association for the Community of the Year Award and Community Manager of the Year Award in 2003.

**E&S RING MANAGEMENT CORP. • Culver City, CA and Costa Mesa, CA**

1997-2000

**ACCOUNT ADMINISTRATOR**

Managed posting of accounts payables and receivables, delinquency management, and auditing of leasing documents.

- **Maintained** delinquency for a 508 community below 1.2%.
- Responsible for posting accounts payables and receivables.
- **Audited** leasing documents, processed move in & out paperwork, ensured payables and rents were posted accurately.

## EDUCATION AND PROFESSIONAL CERTIFICATIONS

UNIVERSITY OF PUERTO RICO | **BACHELOR OF SCIENCE, BUSINESS ADMINISTRATION**, 1996

THE HOUSING CREDIT COLLEGE | **NATIONAL COMPLIANCE PROFESSIONAL-EXECUTIVE**

QUADEL CONSULTING | **LOW INCOME HOUSING TAX CREDIT COMPLIANCE**

QUADEL CONSULTING | **ASSISTED HOUSING MANAGER**

APARTMENT ASSOCIATION OF SOUTHERN CALIFORNIA CITIES | **CERTIFIED PROPERTY MANAGER**

NATIONAL CENTER FOR HOUSING MANAGEMENT | **COMPLIANCE OCCUPANCY SPECIALIST**

## LANGUAGES

ENGLISH | **FLUENT**

SPANISH | **FLUENT**

CELIA GARCIA ALVARADO, Ed.D.

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**EDUCATION**

<b>University of Los Angeles California (UCLA)</b> Ed.D. Educational Leadership	<b>May 2008</b>
<b>Harvard University, Graduate School of Education</b> Ed.M. Education, Concentration in Administration, Planning, and Social Policy	<b>May 2000</b>
<b>Stanford University</b> B.A. Political Science and Chicana/o Studies with Honors	<b>May 1999</b>

**PROFESSIONAL EXPERIENCE**

**Executive Vice President, Education Fund**  
**Cesar Chavez Foundation**

**Sept. 2018-Present**

**Vice President, Corps Member and Alumni Impact**  
**Teach For America**

**Oct. 2015-Sept. 2018**

- Set vision and direction for programmatic continuum: coaching and development for 275 corps members/novice teachers, support for alumni in schools, and talent & school partnerships (approx.. 110 schools)
- Manage strategy executed by 16 member team towards ambitious regional goals focused on student outcomes and corps member, alumni and school partner experience
- Serve as a member of regional leadership team

**Executive Director, Western Region (CA, WA, CO)**  
**Education Pioneers**

**Jul. 2014-Oct. 2015**

- Managed programmatic and development functions across California with a focus in Los Angeles and Bay Area; exceeded program participant and earned revenue goals
- Created and executed a California multi-year development strategy in addition to managing local Advisory Board composed of 6 Los Angeles sector leaders; exceeded fundraising goals (over 3 million dollar over three years)
- Participated as a national Leadership Team Member to shape and drive organizational priorities
- Co-drove organizational initiative on diversity and inclusion with co-Founder and CEO

**Acting Executive Director, Western Region (CA, WA, CO)**  
**Education Pioneers**

**Jan. 2014-Jun. 2014**

- Managed all programmatic and development functions across CA and built a highly collaborative and results oriented team and performance culture
- Created and executed a California development strategy that exceeded regional goals (over \$600,000)
- Created and executed a California partner development strategy that exceeded participant and earned revenue goals
- Planned and managed a successful regional site launch in Denver, CO

**Senior Director, Western Region (CA, WA)**  
**Education Pioneers**

**Apr. 2013-Dec. 2013**



- Managed programmatic team across CA and built a highly collaborative and results-oriented team and performance culture; met and exceeded all programmatic goals
- Built long-term talent partnerships with key education organizations in Western Region
- Oversaw national strategy to recruit, select, and place a diverse group of talented graduate students for all Fellowships
- Oversaw Alumni initiatives throughout the Western Region

**Adjunct Professor, Graduate School of Education  
Loyola Marymount University**

**Aug. 2012-Present**

- Teach Research in Urban Education year-long course; focus on qualitative methodology

**Managing Director, Teacher Leadership Development  
Teach For America**

**Aug. 2009-Mar. 2013**

- Created and executed regional strategy for 12 person team to achieve ambitious student achievement goals and regional priorities for 300 corps members (Pre-K to 12th grade)
- Managed a strong, outcomes focused high performing team of 12 members
- Oversaw relationships with over 80 schools and managed university partnership with Loyola Marymount University
- Served as a member of the leadership team for the Los Angeles region

**Director of Professional Development  
Teach For America**

**July 2008-July 2009**

- Set vision and direction for corps member professional development for the summer and school year (350 teachers; pre-K to 12<sup>th</sup> grade)
- Coached and developed a group of 15 Learning Team leaders who provided professional development at Saturday Professional Learning Communities (PLCs) for the whole corps
- Built relationships with external partners and partnered with them around professional development for the corps

**Program Director, Teach For America**

**Jul. 2007-June 2008**

- Coached and developed 36 1st and 2nd year teachers in Secondary English and Social Studies to achieve ambitious student achievement results
- Built relationships with instructional leaders to support corps members professional development
- Exceeded all student achievement goals

**Los Angeles Unified School District (LAUSD)  
2nd and 5th grade Teacher, 54th Street Elementary  
4<sup>th</sup> and 5<sup>th</sup> grade Teacher, Ritter Elementary**

**Jul. 2000-June 2007**

- Grade Level Chair, Categorical Coordinator
- Achieved highest elementary results in the district, on average 75% of students achieved proficient and advanced levels on CST

**AWARDS & FELLOWSHIPS**

- Pahara Institute, NextGen Fellow
- Teacher of the Year Award for District 7, LAUSD
- Spirit of AEMP (American English Mainstream Program) Teaching Award
- Chicana/a Studies Honors Thesis Award, Stanford University

**LEADERSHIP & SKILLS**

- Board Member, Camino Nuevo Charter Academy
- Founding Board Member, RISE Colorado January
- UTLA Chapter Chair, Ritter Elementary
- Mentor Teacher UCLA, Teacher Education Program (TEP)
- Proficient in Spanish

## EXHIBIT C

# JHP

Affordable Housing



About JHP

Experience

Award  
Winning  
Design

Team

Whole  
Community  
Design

“We create memorable environments for people; rich in diversity, unique to the place, and sustainable over time; bringing people together as a Whole Community.” ~ *JHP*

JHP is an award-winning architecture, planning and urban design firm practicing nationally from its base in Dallas, Texas. Founded in 1979 the firm's primary practice areas include such specialty markets as:

## **Affordable Housing**

High Density Infill Communities  
Master Planning  
Mixed-Use Developments  
Multifamily Housing  
Senior Housing  
Student Housing  
Transit Oriented Development (TOD)

JHP is dedicated to providing high quality design solutions through analysis, thoughtful design and professional representation. We have an appreciation for the economic forces that motivate clients to invest in and develop real estate. We are steadfast in our belief that environmentally intelligent design, planning and building is essential to our world's future. Our obligation is to those who live with—and within—our decisions.

The firm embraces the tenets of **Whole Community Design™**, which seeks to create memorable environments for people that are rich in diversity, unique to the place, and sustainable over time.

Our approach to design is predicated on a strong **master planning and urban design** foundation, influenced by observations and concepts that are often described as Traditional Neighborhood Development (TND), or New Urbanism. Labels aside, the underlying philosophy is one of respect for the public realm, the environment, for context and connectivity, and solutions that are restorative.

At JHP, we believe that “**Sustainability**” is a vital consideration for all of our design decisions. We strive to create communities that enrich the lives of those that reside within them. We look for meaningful ways to reduce the impact of our projects on the environment.

By their very nature, many of JHP's projects are inherently sustainable. Mixed-use, high-density, infill, transit-oriented developments (TOD), and walkable communities; all are essential components of “smart growth” models. By their very nature these projects fit nicely into the mold of such parametrics as the Congress for the New Urbanism and the LEED for Neighborhood Developments.

Likewise, we are diligent about monitoring and addressing ongoing developments related to sustainability within the design and construction industry. As a testimonial to the firm's commitment to sustainable design nearly thirty-three percent (33%) of the firm's architectural staff have achieved LEED Accredited Professional status. Additionally, JHP has achieved certification of its buildings from numerous third-party green rating systems on both the national and local levels. These certifications include but are not limited to LEED, Energy Star, Austin Green Building Program, and Florida Green Community.

Armed with this experience we hold the knowledge to decipher between various green building programs so as to determine which system best suites a particular project based on client goals, project scope, and budgetary constraints.

Ultimately, JHP stands committed to creating places that improve the well being of individuals and our communities.



At **JHP** we are consistently seeking opportunities for incorporating aspects of sustainability into our designs, especially in the areas of affordable and workforce housing. Making housing products which respect the environment and that are energy efficient are beneficial to the residents as well as the community as a whole.



The Bayou District at City Parc  
LEED- Homes Silver  
New Orleans, LA



Columbia Parc Senior Residences  
LEED- Homes Gold (anticipated)  
New Orleans, LA



Mechanicsville I, II, III, IV, V, VI  
LEED- Homes Silver  
Atlanta, GA



Zang Triangle  
Dallas Green Build  
Dallas, TX



Patton Park  
LEED- Homes Silver  
Fort Hood, TX



Cityville Cityplace  
Dallas Green Build  
Dallas, TX



Wainwright  
LEED- Homes Silver  
Fort Hood, TX



Domain Parkside III  
Austin Green Build - 4 STARS  
Austin, TX



Fort Hood Army Base  
Sustainable Project Rating Tool  
(SPIRiT)  
Killeen, TX



Domain Parkside IV  
Austin Green Build - 3 STARS  
Austin, TX



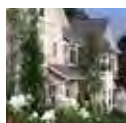
MerryPlace  
FPL Buildsmart®  
Florida Green Building Coalition  
West Palm Beach, FL



Midtown Commons at  
Crestview Station  
Austin Green Build - 3 STARS  
Austin, TX



Redmond Ridge  
Certified to Build Green™  
Redmond, WA



Columbia Residential  
EnergyStar  
Columbia Crest, Atlanta, GA  
Columbia Estates, Atlanta, GA  
Columbia Heritage, Atlanta, GA  
Columbia MLK, Atlanta, GA





## Affordable Housing Experience

Project	State	Completion Date	Total Units	Tax Credit	Family or Senior
Aspen Village	OK	Jan-95	176	T	F
Treymore I	TX	Jan-96	180	T	F
Winnsboro	SC	Jan-96	72	T	F
Carver Pond	NC	Jan-97	160	T	F
Batesburg	SC	Apr-96	60	T	F
Treymore North	TX	Mar-97	70	T	F
Treymore West	TX	Dec-97	170	T	F
Blue Ridge	TN	Aug-98	80	T	F
Pebblebrook	TX	Apr-98	250	T	F
Avondale	AZ	Jun-98	96	T	F
Bradley Place	TN	Aug-98	80	T	F
Coles Crossing	IL	Oct-98	96	T	F
LaPrada	TX	May-00	196	T	F
Dogwood Terrace	TX	Jan-99	100	T	F
Madison Beaumont	TX	Feb-99	152	T	F
Madison Childress	TX	Apr-99	80	T	F
Poplar Place	SC	Jul-00	72	T	F
DHA Selected Properties	TX	Apr-00	136	HUD	F
DHA Phase II	TX	Feb-04	56	HUD	F
Columbia Greens	TX	Dec-99	232	T	F
Legacy Corner	OK	Feb-03	298	HUD	F
Crown Meadows	TX	Aug-04	192	T	F
O'Connor Apartments	TX	Jun-02	150	T	S
Science Park Apartments	TX	Jun-02	120	T	S
Columns of Wertherington	KT	Jul-01	192	HUD	F
The Trellises	KT	Jul-01	301	HUD	F
Verandahs at Cityview	TX	Jun-02	314	HUD	F
Columbia Estates	GA	Nov-02	124	HUD	F
Columbia Peoplestown	GA	Nov-04	99	T	F
The Boulders at Hurst	TX	May-03	264	HUD	F
Columbia Commons	GA	Sep-02	158	T	F
Columbia Heritage Seniors	GA	Nov-03	132	HUD	S
Columbia Park Citi	GA	Nov-04	154	HUD	F
Senior Res. @ Edgewood	GA	Mar-05	136	T	S
Pittsburgh Civic League	GA	Aug-07	220	T	F
Columbia Crest	GA	May-05	152	HUD	F
MLK Senior Residences	GA	Aug-07	123	HUD	S
Hickory Point	TX	May-05	298	HUD	F
Renaissance Courts	TX	Mar-05	150	HUD	F
Constitution Ave. Residences	GA	Aug-07	168	T	F
Columbia Blackshear	GA	Aug-07	78	T	S
Columbia Grove	GA	May-07	139	HUD	F
Delafield	TX	May-06	204	HUD	F
Sphinx at Luxor Villas	TX	Aug-07	100	T	F
Spinx at Reese Court	TX	Aug-07	80	T	F
Merry Place	FL	Jul-05	130	T	F
Englewood Senior Housing	FL	Jan-09	92	T	S
Columbia Mechanicsville Phase I	GA	Feb-08	174	HUD	F
Senior Residences at Mechanicsville	GA	Feb-08	153	HUD	S
Candler Forest	GA	Apr-08	100	T	S
Mechanicsville Phase 3	GA	Jun-09	164	HUD	F
Mechanicsville Phase 4	GA	Feb-09	164	HUD	F
Retreat at Dorsey Manor	GA	Oct-09	72	T	S
St Bernard Redevelopment	LA	Sep-10	466	HUD	F
Baker Village Phase I & II	GA	Sep-09	148	T	F
Banyan Seniors	FL	Jan-10	96	T	S
Columbia Parc Seniors	LA	Apr-13	120	T	S
Baker Village III	GA	May-13	120	T	S
Museum Place Block C	TX	UNDER CONSTR	217	T	F
Encore on Alsbury	TX	May-11	200	HUD	F
Zang Triangle Housing	TX	Aug-11	260	HUD	F
Encore on Memorial	OK	May-12	248	HUD	F
Encore on Marlandwood	TX	UNDER CONSTR	180	HUD	F

Markets: T = Tax Credit properties      F = Family  
 HUD = HUD Financed properties      S = Senior

8340 Meadow Road  
 Suite 150  
 Dallas, Texas 75231-3766

Architecture / Urban Design  
 jhparch.com  
 214 363.5687



## Award Winning Design

### 2014

Multifamily Executive Award  
Project of the Year - Green  
HERITAGE SENIORS AT COLUMBIA PARC  
New Orleans, LA

Pillars of the Industry Award Finalist  
Project of the Year- Best Rental Apartment Community  
THE LANCASTER / WHITE BUFFALO  
Fort Worth, TX

Pillars of the Industry Award Finalist  
Project of the Year- Best Mixed-Use Community Site Plan  
PARK AVENUE LOFTS  
Little Rock, AR

Pillars of the Industry Award Finalist  
Project of the Year- Best Mid-Rise Apartment  
GALLERY AT TURTLE CREEK  
Dallas, TX

Pillars of the Industry Award Finalist  
Project of the Year- Best Mixed-Use Community  
CITYVILLE CITYPLACE  
Dallas, TX

Pillars of the Industry Award Finalist  
Project of the Year- Best Affordable Apartment Community  
HERITAGE SENIORS AT COLUMBIA PARC  
New Orleans, LA

### 2013

Best of 50+ Housing - Silver Achievement Award  
Affordable Rental Community  
HERITAGE SENIORS AT COLUMBIA PARC  
New Orleans, LA

Pillars of the Industry Award Finalist  
Project of the Year- Best Affordable Apartment Community  
HERITAGE SENIORS AT COLUMBIA PARC  
New Orleans, LA

Pillars of the Industry Award Finalist  
Project of the Year- Best Affordable Apartment Community  
SPHINX AT FIJI SENIORS  
Dallas, TX

Residential Architect  
Merit Award - Affordable Housing  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

CLIDE Award, North Central Texas COG  
Redevelopment  
WHITE BUFFALO  
Fort Worth, TX

### 2012

50+ Builder Awards - Silver Achievement Award  
Affordable Community On the Boards  
BAKER VILLAGE PHASE III SENIORS  
Columbus, GA

50+ Builder Awards - Silver Achievement Award  
Affordable Community On the Boards  
HERITAGE SENIORS AT COLUMBIA PARC  
New Orleans, LA

Pillars of the Industry Award Winner  
Project of the Year - Best Mixed Use Community Site Plan  
AUSTIN RANCH PHASE V  
The Colony, TX

Pillars of the Industry Award Finalist  
Project of the Year - Best Mid-Rise Apartment  
ZANG TRIANGLE  
Dallas, TX

Pillars of the Industry Award Finalist  
Project of the Year - Best Mixed Use Community  
AUSTIN RANCH PHASE V  
The Colony, TX

Community Affordable Housing Equity Corporation  
Excellence in Redevelopment Award  
BAKER VILLAGE  
Columbus, GA

Builder's Choice - Grand Award  
Affordable Housing Community  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

50+ Builder Awards - Silver Achievement Award  
Affordable Community  
SPHINX AT FIJI SENIORS  
Dallas, TX

## 2011

Pillars of the Industry Award Winner  
Project of the Year- Overall Winner  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Pillars of the Industry Award Winner  
Project of the Year- Best Affordable Apartment Community  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Pillars of the Industry Award Winner  
Project of the Year- Best Multi-Family Community Site Plan  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Pillars of the Industry Award Finalist  
Project of the Year- Best Garden Apartment Community  
AUSTIN RANCH PHASE V  
The Colony, TX

Affordable Housing Finance Reader's Choice Awards  
Project of the Year  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Affordable Housing Finance Reader's Choice Awards  
Project of the Year: Family  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Multifamily Executive Award- Merit Award  
Project of the Year: Mixed-Income  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

Multifamily Executive Award- Grand Award  
Project of the Year: Best Reuse of Land  
COLUMBIA PARC AT BAYOU DISTRICT  
New Orleans, LA

CLIDE Award, North Central Texas COG  
Redevelopment  
VICKERY MEADOW IMPROVEMENT DISTRICT  
Dallas, TX

CLIDE Award, North Central Texas COG  
Redevelopment  
DESOTO TOWN CENTER  
Desoto, TX

Charles L. Edson Tax Credit Excellence Awards  
Excellence Award: Public Housing Revitalization  
COLUMBIA PARC AT THE BAYOU DISTRICT  
New Orleans, LA

## 2010

Blackson Brick  
Excellence in Architecture  
THE ELAN AT BLUFFVIEW  
Dallas, TX

Atlanta Regional Commission's Development of Excellence  
Exceptional Merit Award for Comprehensive Community  
Revitalization and Design  
MECHANICSVILLE PHASE I-IV  
Atlanta, GA

Multifamily Executive Award  
Project of the Year: Low-Rise  
AUSTIN RANCH PHASE V  
The Colony, TX

Multifamily Executive Award  
Project of the Year: Seniors  
RETREAT AT DORSEY MANOR  
Marietta, GA

50+ Builder Awards  
Best Affordable Senior Living Community  
RETREAT AT DORSEY MANOR  
Marietta, GA

Aurora Awards  
Interior Merchandising: Rental Apartment or Condo  
Aurora Award, Grand Aurora Award, Best in State- GA  
FIVE EAST/PEACHWOOD APARTMENTS  
Atlanta, GA

\*\* Submitted by Beasley & Henley Interior Design

Aurora Awards  
Interior Merchandising: Commercial/Business Use/Common  
Public Areas/Sales Center/Design Center  
Aurora Award  
FIVE EAST/PEACHWOOD APARTMENTS  
Atlanta, GA  
\*\* Submitted by Beasley & Henley Interior Design

Almanac of Architecture and Design  
Firm Award  
JHP ARCHITECTURE/URBAN DESIGN  
Dallas, TX

50+ Builder Housing Awards- Finalist  
Best Affordable Senior Living Community  
DORSEY MANOR  
Marietta, GA

Pillars of the Industry Award- Winner  
Best Garden Apartment Community  
VILLAGE VIEW  
Dallas, TX

Pillars of the Industry Award- Finalist  
Best Affordable Apartment Community  
MECHANICSVILLE PHASE I-IV  
Atlanta, GA

Pillars of the Industry Award- Finalist  
Best Mixed-Use Community Site Plan  
AUSTIN RANCH PHASE V  
The Colony, TX

Envision Central Texas  
Community Stewardship Award  
MIDTOWN COMMONS AT CRESTVIEW STATION  
Austin, TX

BREA Award, Austin Business Journal  
Mixed-Use Project  
MIDTOWN COMMONS AT CRESTVIEW STATION  
Austin, TX

## 2009

CLIDE Award, North Central Texas COG  
Redevelopment  
MUSEUM PLACE  
Fort Worth, TX

CLIDE Award, North Central Texas COG  
Redevelopment  
THE DEPOT  
Fort Worth, TX

CLIDE Award, North Central Texas COG  
Redevelopment  
5th STREET CROSSING  
Garland, TX

Residential Architect  
Merit Award, On the Boards  
THE BAYOU DISTRICT AT CITY PARK  
New Orleans, LA

NAHB Pillars Finalist  
Best Mixed Use Community Site Plan  
CITYVILLE SOUTHWESTERN MEDICAL DISTRICT  
Dallas, TX

## 2008

Multifamily Executive Award  
Project of the Year – Senior Housing  
COLUMBIA RESIDENCES AT MLK VILLAGE  
Atlanta, GA

Multifamily Executive Award  
Merit Award – Mixed-Income  
COLUMBIA MECHANICSVILLE  
Atlanta, GA

Multifamily Executive Award  
Merit Award – Senior Housing  
ERICKSON WINDCREST  
Denver, Colorado

Magnolia Award  
Superior Design  
COLUMBIA RESIDENCES AT MLK VILLAGE  
Atlanta, GA

The Best of 50+ Housing  
Silver Achievement Award  
On the Boards – Income Qualified Rental  
RETREAT AT DORSEY MANOR  
Atlanta, GA



**Ronald E. Harwick, AIA, CSI | Vice President, Founding Partner**

In 1979 Ron joined forces with Partner Bob James to form James, Harwick+Partners (now known as JHP). In 2006, Ron was honored by Multifamily Executive Magazine as One of the 30 National Power Players in the Multifamily Industry. The firm, under Ron's leadership, has been recognized by Residential Architect Magazine through their Business Leadership Award program, AIA Dallas Firm of the Year, and National AIA IDP Firm of the Year. Ron represents JHP on the Mixed-use Council at the Urban Land Institute, is a member Congress of New Urbanism, a Fellow with the Institute of Urban Design, and a Certified Specifier with the Construction Specifications Institute.



**Mike Arbour, AIA | President**

Mike joined JHP in 1988 after practicing in Dallas for four years. In recognition of Mike's many successes he was elevated to the position of President in 2003. In that role he oversees the financial management and day-to-day operations of the firm. Although in a business-leadership role, Mike's first love is Design. He remains intimately involved with the design and execution of a variety of the firm's highest-profile design projects. In support of the firm's stated goal of creating Whole Communities, Mike has devoted considerable time and talents to the betterment of the profession.



**J. Mark Wolf, AIA | Vice President**

Mark joined JHP with ten years of experience in the practice of Architecture after obtaining a Bachelor of Architecture degree from Auburn University. As a Principal he offers clients expertise in re-development related to urban infill, mixed-use and commercial programs. Professionally Mark is an active member to AIA/Dallas, Texas Society of Architect, ULI (TOD Council), and Congress for New Urbanism. He has shared professional experience at UTA School of Architecture in leading a Graduate studio focused on urban redevelopment. He's entertained by one spouse, three kids and one mutt.



**John Schrader, AIA, LEED AP | Vice President**

John is responsible for project programming and the coordination of conceptual and schematic design across the studio. He is integrally involved the firm's sustainable design research and implementation. His leadership in the studio is not limited to design. John is a team builder, seeking consensus while challenging the firm to perform at the highest possible level. John's demand for excellence-in-design is in large part responsible for the firm's success as indicated by the numerous design awards and national recognition for its multifamily and mixed-use developments.



**Carl M. Malcolm, AIA | Vice President**

In 2014, Carl began his third decade with JHP. Carl is most appreciated around the office for his unique ability to multi-task. He manages simultaneously many of the firm's higher density, mixed-use, and senior housing projects. In addition to his project management responsibilities, Carl provides quality control and project scheduling oversight of all projects throughout the office. His varied experience, strong design sensibilities, and creative spirit make him a valuable member of the JHP development team.



**W. Brian Keith**, AIA, AICP, LEED AP | Associate Principal

Brian is the Director of Urban Design and Planning for JHP. He brings to this position a passion for place-making and the visioning of community redevelopments that are rich in diversity and sustainable over time. Brian is an advocate for “good urbanism” endeavors to infuse these planning principles into all that he does. His professional experience having been centered on mixed-use redevelopment urban design and planning, leading to a desire to create livable communities and great urban spaces.



**Sheila Kleinpeter**, AIA | Senior Associate

Sheila joined JHP in 1999 upon graduation from the University of Texas, Arlington with a M. Arch. degree. With a decade of experience in many Housing and Mixed-use building typologies, Sheila is one of the firm’s most qualified and prolific project managers. Sheila is routinely assigned some of the firm’s largest accounts. In recognition of Sheila’s contributions, she was promoted to the position of Senior Associate in 2008. In addition to her Project Management responsibilities, Sheila provides oversight to staff on issues related to Accessibility and Fair Housing requirements.



**Jonathan M. Brown**, AIA, MACM | Senior Associate

With over 15 years of experience, Jonathan has been integral on a myriad of projects in the multi-family and mixed-use urban infill sectors both locally and internationally. As a Senior Associate at JHP, Jonathan is a lead designer and project manager for many of the firm’s projects including grayfield/ brownfield conversion, mixed-Use, urban infill, transit oriented development, urban housing, live-work, flex retail and sustainable community building. Jonathan focuses on developing the firm’s innovative design and manages the integration of digital design techniques into JHP’s workflow.



**Kirby Zengler**, AIA | Senior Associate

Kirby joined JHP part time while completing his MArch degree at the University of Texas at Arlington. Upon graduation he joined the firm in a full-time capacity as an Intern Architect. He is actively involved in many of the firm’s mixed-use and higher density projects; and in addition to his project management assignments leads the Whole Community Design™ initiative on behalf of JHP.



# SERVICE IS NOT A COMMODITY

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BIG RED DOG Engineering | Consulting specializes in site infrastructure design and permitting for commercial, residential, municipal, and industrial development projects throughout the state of Texas. The BIG RED DOG team has decades of combined experience in site selection, due diligence, entitlement support, zoning processes, traffic analysis, traffic signal design, mechanical, electrical, and plumbing design, and site design and permitting. We take personal pride in striving to be the best at what we do.

BIG RED DOG is an employee-owned company built on a shared commitment to excellence and the promise of fulfillment and prosperity for our clients and our community. Through teamwork with the client and a commitment to excellence, we provide outstanding service and fast, cost-effective design solutions.

Our business philosophy is based on the idea that engineering is a commodity, one that any qualified engineer can provide, but the premium is earned when the client feels as if they have added a valuable and trusted resource to their development team. Customer service is the foundation upon which we have built the company.

BIG RED DOG, Inc. (dba BIG RED DOG Engineering | Consulting) is registered with the Texas Secretary of State as an S-Corporation. The firm opened on May 1, 2009.

# MENU OF SERVICES

- SITE SELECTION ANALYSIS
- GIS INVESTIGATION AND EXHIBIT PREPARATION
- DUE DILIGENCE INVESTIGATIONS AND SITE ASSESSMENTS
- SITE OPS CONCEPTUAL PLANNING
- ZONING AND ENTITLEMENT SUPPORT
- FLOODPLAIN STUDIES, HYDRAULIC & HYDROLOGY MODELING
- SUBDIVISION PLATTING
- SITE DEVELOPMENT PERMITTING
- SUBDIVISION AND SITE DEVELOPMENT CONSTRUCTION DOCUMENTS
  - EROSION AND SEDIMENTATION CONTROL DESIGN
  - GRADING (SITE & INFRASTRUCTURE)
  - DRAINAGE DESIGN
  - WATER/WASTEWATER DESIGN
  - ROADWAY DESIGN
  - DETENTION/WATER QUALITY POND DESIGN
  - LIFT STATION DESIGN
  - OSSF DESIGN
- MECHANICAL, ELECTRICAL, & PLUMBING DESIGN
  - MECHANICAL ENGINEERING
  - ELECTRICAL ENGINEERING
  - PLUMBING AND PIPING DESIGN
  - FIRE PROTECTION ENGINEERING
- ENVIRONMENTAL REGULATORY PERMITTING
- TRAFFIC ENGINEERING
  - TRAFFIC IMPACT ANALYSIS
  - TRANSPORTATION ENGINEERING DESIGN
  - TRAFFIC CONTROL PLANS
  - TRAFFIC OPERATIONS ANALYSIS
  - PEDESTRIAN, BICYCLE, AND COMPLETE STREETS PLANNING
  - TRAFFIC STUDIES
- DEVELOPMENT AGREEMENT COORDINATION & PREPARATION
- CONSTRUCTION OBSERVATION AND INSPECTION SERVICES
- VALUE ENGINEERING AND DESIGN/BUILD SERVICES
- LID AND LEED CAPABILITIES





# MORE ABOUT US

## FOUNDED

MAY 1, 2009

## TYPE OF BUSINESS

BIG RED DOG, Inc. is registered with the Secretary of State as an S-Corporation. BIG RED DOG-Austin, LLC, BIG RED DOG- MEP Austin, LLC, BIG RED DOG- Houston, LLC, BIG RED DOG- San Antonio, LLC, BIG RED DOG-Dallas, LLC, and BIG RED DOG-Traffic, LLC are registered with the Texas Secretary of State as a Limited Liability Corporations.

## FIRM LEADERS

William Schnier, P.E.   Chief Executive Officer	Shannon Boyd, CPD LEED AP   Austin, Vice President
Bradley Lingvai, P.E.   Austin, President	Dan Hennessey, P.E.   Austin, Vice President
Ricardo De Camps, P.E.   Austin, Vice President	James Schwerdtfeger, P.E.   Austin, Vice President
David Johnson, P.E.   Austin, Vice President	Douglas Barrilleaux, P.E.   Dallas, President
Robert Brown   Houston, President	Chris Weigand, P.E.   San Antonio, President
Matthew Stewart, P.E.   Houston, Vice President	Russell Yeager, P.E.   San Antonio, Vice President

## LOCATIONS

### AUSTIN OFFICE

2021 East 5th Street  
Suite 110  
Austin, Texas 78702  
512.669.5560

### DALLAS OFFICE

4925 Greenville Avenue  
Suite 1250  
Dallas, Texas 75206  
214.307.4767

### HOUSTON OFFICE

2500 Summer Street,  
Suite 2100,  
Houston, Texas 77007  
832.730.1901

### SAN ANTONIO OFFICE

5710 Hausman Road  
Suite 115  
San Antonio, Texas 78249  
210.860.9224

## CREDENTIALS

TOTAL FIRM	LICENSED PE'S	ENGINEERS IN TRAINING	LEED PROFESSIONALS
85	30	16	5
LAND PLANNERS	CONTROLLER	BUSINESS COORDINATOR	ADMINISTRATORS
2	1	1	4



## **Affordable Housing and Public Finance**

Shackelford offers over 20 years of experience in the area of affordable housing. This is a complex area of real estate law, and few firms can match our depth of knowledge, industry contacts and regulatory insights in successfully guiding clients through the industry's requirements and opportunities. We have represented developers (for profit and non-profit), housing finance corporations and housing authorities across a gamut of issues that include structuring transactions, various financing vehicles, the selling and re-selling of low-income housing tax credits, tax-exempt bonds and document preparation in compliance with tax codes and regulatory rules. We take pride in the fact that our firm is able to work in an industry that offers safe, decent and affordable housing to so many communities and individuals. We have expertise in various areas of the affordable housing industry, including:

Low-income housing tax credits (including elderly and special needs)

- Tax-exempt bonds
- Historic tax credits
- Multi-family and single family homes
- New construction and rehabilitation
- Construction and permanent financing (including HUD/FHA financing)
- HOME and CDBG programs

## **Public Finance/Housing**

Shackelford represents lenders and borrowers in the public financing industry to aid the development of both market rate and affordable housing projects. We have assisted clients in structuring and closing deals insured under the United States Housing Act and the National Housing Act, including new construction, substantial rehabilitation, refinancing and mortgage restructures. We have extensive experience with HUD and FHA rules and regulations and work closely with industry contacts to stay current on any regulatory updates to allow us to advise our client's in the most efficient and effective way possible. Shackelford has experience with various HUD/FHA transactions including loans insured under Section 221(d)(4), 223(a)(7) and 223(f). Shackelford also has extensive experience representing developers that utilize Fannie Mae and Freddie Mac financing and represent municipalities in the preparation and closing of Section 108 loans and HOME loans.

**Michelle Snedden**

**Partner**

**Dallas**

## **Expertise and Experience**

Michelle Snedden focuses her practice on handling transactional matters for a variety of business clients, including auto dealers, real estate owners, and developers (profit and non-profit) of affordable housing projects. She also assists on transactions that often include

low-income housing tax credits, historic tax credits, HOME Funds, tax-exempt bonds and a variety of other financing sources (private and governmental).

Ms. Snedden also has experience representing FHA-approved lenders and has extensive knowledge regarding HUD programs, including new construction, rehabilitation and refinancings.

A licensed attorney in England, she was previously an assistant lawyer at Turner Parkinson Solicitors in Manchester, England, where she assisted in the sale and purchase of businesses, drafting entertainment contracts, and advising clients in a variety of corporate transactions.

### **Practice Areas**

Affordable Housing

Business Negotiations and Transactions

Corporate Law

### **Activities**

Ms. Snedden is a member of the American Bar Association, Dallas Bar Association and Dallas Association of Young Lawyers. She was a senior staff member of the Texas Wesleyan Law Review.

### **Education**

Sheffield Hallam University in Sheffield, England,

Postgraduate Diploma in Legal Practice from the College of Law, Chester, England

### **Law School**

Texas Wesleyan School of Law

### **Bar Admissions**

Texas, 2010

### **Fun Facts**

Michelle moved to the US from England in 2005. She enjoys, running and fishing, and used to play the drums for a rock band! She also loves to cook and entertain.

Direct Dial: (214) 780-1413

Fax: (214) 780-1401

Email: [msnedden@shackelfordlaw.net](mailto:msnedden@shackelfordlaw.net)

**Lauren G. Osterman**

**Associate**

**Dallas**

### **Expertise and Experience**

Lauren Osterman has a broad business transactional practice, primarily in the areas of

finance (representing both financial institutions and borrowers), real estate (development and leasing) and corporate matters.

**Practice Areas**

Business Transactions

Banking

Real Estate

Corporate

**Education**

University of Georgia, B.A.

**Law School**

Florida State University College of Law, J.D.

**Bar Admissions**

Texas, 2007

Georgia, 2006

**Fun Facts**

Away from the office, Lauren enjoys any activity that takes her outdoors. She loves fireworks, festivals, parades and, most of all, spending time with her family.

Tel: (214) 780-1400

Fax: (214) 780-1401

Email: [losterman@shackelfordlaw.net](mailto:losterman@shackelfordlaw.net)

# Clifford Timmermans, CFO



Cesar Chavez Foundation  
P O Box 62  
Keene, CA 93531  
661.823.6122  
FAX 661.823.6171  
clifft@chavezfoundation.org

## Q U A L I F I C A T I O N S

A brief summary of professional experiences includes very successful growth and development in the areas of the following:

Financial Reporting, General Accounting, Construction Management, General Contractor, and Land Development.

## E X P E R I E N C E

### ***Chief Financial Officer, Cesar Chavez Foundation***

***1999-Present***

Responsible for Accounting Operations with various profit and non-profit related entities. Job responsibilities included being:

Management of accounting and financial reporting to include Audited Financial Statements, Tax Returns, General Ledger, Construction Cost Accounting, Accounts Receivable, Accounts Payable, Payroll, Reconciliation, Budgeting and Cash Flow Reporting.

### ***President/Director, Guaranty Construction Finance Corporation*** 1983-1998

Responsible for all accounting operations and corporate management of the company. Job responsibilities included being:

Manager and Controller of business affairs to include General Ledger, Accounts Receivable, Accounts Payable, Job Cost, Reconciliation, Budgeting and Cash flow Analysis.

Director, Officer and General Contractor functions of management included dealing with:

Property acquisitions, Land Development, Construction and Marketing of Single and Multi-family Residences and Condominiums.

Evaluation of property, negotiating purchase, assisting with title transfer, coordinating with regulatory agencies regarding codes, permits, fees, etc...

***Realtor Associate, Associated Realtors, Inc.***

**1980- 1983**

Actively engaged in being a member of Multiple Listing Service and sales of single family residences.

***Vice President, Timmermans Lumber Company, Inc.***

**1976- 1980**

Responsible for general accounting and management of all facets of the business. This included:

General Ledger, Accounts Receivable, Accounts Payable, Payroll, Bank Reconciliation, Budgets Purchasing, Sales Management, preparing pricing, policies, and analyzing market conditions.

***General Contractor, Timberline Construction Company***

**1976-1980**

Management and General Accounting of the Construction of Single Family Residences. Work included:

Job Cost Accounting, Cash Flow analysis, Budgeting, Land Acquisition, Land Development, Sub-Contracting to Specialty Contractors, and Sales through Real Estate Brokers.

**E D U C A T I O N**

- ***University of Washington-Seattle, WA.***  
Bachelor of Arts in Business Administration  
Concentration in Accounting
- 
- ***Yakima Valley College-Yakima, WA.***  
Associate Liberal Arts Degree

**L I C E N S E S & C E R T I F I C A T E S**

- General Building Contractor, Classification B  
California Contractors State Licensed Board
- Certified H.U.D Developer/Builder Representative
- Member of the National Association of Homebuilders

## EXHIBIT D





# HOUSING AND ECONOMIC DEVELOPMENT FUND



[ChavezFoundation.org/Housing](https://ChavezFoundation.org/Housing)





## What We Do

The Cesar Chavez Foundation (CCF) inspires and transforms communities by providing critical social enterprise services that address the needs of working families. CCF's Housing and Economic Development Fund builds, owns and operates high-quality, service-enhanced affordable housing for working families, seniors, and those with special needs.

### Development and Acquisitions

CCF adapts to changing markets and uses various approaches to affordable housing finance including HUD section 202, 4% and 9% Low Income Housing Tax Credits, Tax-Exempt Bonds, HOME Funds, AHP, HUD DPG Grants, NSP, various city loans and grants, and conventional financing sources. Since 1987, CCF has built or renovated more than 300 single-family homes, over 5,000 multi-family units and several commercial properties.

### General Contractors and Construction Management

CCF's subsidiary, Greenfield Construction, LLC, is a general contractor responsible for planning, coordinating and managing the construction of CCF's projects from inception to completion. Formed in 2012, Greenfield Construction, LLC has overseen five substantial rehabilitation projects: Casa Velasco, Villa Robles, Plaza Mendoza, Park at Cliff Creek and Plaza Dionicio Vasquez Apartments.

### Property Management

CCF manages residential communities with extensive amenities including playgrounds, swimming pools, community rooms and computer labs, to be safe, clean, efficient and aesthetically pleasing. CCF manages and operates over 38 of its own properties which house over 9,000 residents, and include multiple commercial and office buildings.

### Asset Management

CCF creates and implements long-term strategic plans for each of its properties and applies those to the day-to-day operations of the portfolio. Asset Management identifies and shares best management practices throughout the portfolio and also identifies problems early to ensure that those issues are corrected. It pursues refinancing opportunities and takes on special projects that benefit the long-term operations of the properties.

### Si Se Puede Learning Centers

CCF's flagship Si Se Puede Learning Centers (SSPLC) utilize an afterschool curriculum that promotes access to more educational resources and current digital technology. CCF operates 21 SSPLC across four states.

### Si Se Puede Senior Centers

CCF's Si Se Puede Senior Centers (SSPSC) enable resident seniors to be active both mentally and physically and empower them to develop joyful, healthful, meaningful lives. CCF operates six SSPSC across two states.





## HED Key Facts\*

### Overview

Office Locations .....	4
Employees .....	162
Community Service Programs .....	27
Managed Properties .....	46

### Development

In Construction/Rehabilitation Units .....	974
Units in the Pipeline .....	1,487

### Social Services

Annual Social Service Hours .....	15,550
Residents Receiving Direct Services .....	805

### Finances

Total Assets .....	\$202,679,796
Total Liabilities .....	\$55,009,655
Net Assets .....	\$147,670,141

316 W 2nd St. Suite 600  
Los Angeles, CA 90012  
Office: (213) 362-0260  
HED@chavezfoundation.org

\*As of November 2018





# Casa De Eva

## Total Units: 49

- 49 One-Bedroom units

## Affordability: 100%

- 30% AMI

## Financing Sources

- Low-Income Housing Tax Credit (LIHTC)
- U.S. Department of Housing and Urban Development - 202 PRAC

## Status

- Grand Opening: February 2013

## Population Served

- Seniors (65+)

## Roles

- Developer
- Property Manager
- Community Services Provider

## Site Amenities

- Gated Entry & Security Cameras
- Community Rooms & Kitchen
- Computer Lab
- Game Room
- Covered Parking
- Weekly Resident Activities
- Laundry Facility
- Indoor Mailboxes
- On-Site Maintenance
- Elevator

## Unit Amenities

- Electric Stove & Oven
- 24 Hr Emergency Pull Cord
- Refrigerator
- Microwave
- Central Air



1655 E. California Ave.  
Bakersfield, CA 93307  
Office: (661) 633-1300  
[cdemail@chavezfoundation.org](mailto:cdemail@chavezfoundation.org)





## Park at Cliff Creek

### Total Units: 280

- 72 One-Bedroom units
- 120 Two-Bedroom units
- 88 Three-Bedroom units

### Affordability: 100%

- 60% AMI

### Financing Sources

- Tax Exempt Bonds
- 4% Tax Credits

### Status

- Acquired: 2014
- Renovated: 2016
- Grand Opening: April 2016

### Population Served

- Families

### Roles

- Developer
- General Contractor
- Property Manager
- Community Services Provider

### Site Amenities

- Business Center, Wifi, & Free Notary
- Monthly Crime Watch Meetings
- Summer School Lunch Program
- Quarterly Health Classes
- After School Program
- 24hr Emergency Staff
- On-Site Management
- On-Site Maintenance
- Grills & Picnic Areas
- Playground & Pool
- Resident Activities
- Library

### Unit Amenities

- Energy Efficient Water Heater
- Washer & Dryer Connections
- Energy Efficient Appliances
- Air Conditioning Unit
- Patio/Balcony
- Refrigerator
- Microwave

7310 Marvin D Love Fwy  
Dallas, TX 75237  
Office: (972) 572-0000  
[paccmail@chavezfoundation.org](mailto:paccmail@chavezfoundation.org)





# Zollie Scales Manor

## Total Units: 158

- 95 One-Bedroom units
- 63 Two-Bedroom units

## Affordability: 100%

- 40 units at 50% AMI
- 118 units at 120% AMI

## Financing Sources

- U.S. Department of Housing and Urban Development - Neighborhood Stabilization Program
- Conventional Financing

## Status

- Acquired: 2012
- Renovated: 2013
- Grand Opening: June 2013

## Population Served

- Families

## Roles

- Developer
- General Contractor
- Property Manager
- Community Services Provider

## Site Amenities

- Quarterly Resident Activities
- 24hr Emergency Staff
- On-Site Management
- On-Site Maintenance
- Laundry Facilities
- Gated Entry
- Free Notary
- Playground

## Unit Amenities

- Energy Efficient Appliances
- Garbage Disposals
- Air Conditioning
- Cable Ready
- Refrigerator

4001 Corder  
Houston, TX 77021  
Office: (713) 741-3500  
zsmmail@chavezfoundation.org







# Casa Pedro Ruiz

## Total Units: 49

- 48 One-Bedroom units
- 1 Two-Bedroom units

## Affordability: 100%

- 30% AMI

## Financing Sources

- U.S. Department of Housing and Urban Development - 202 PRAC
- Affordable Housing Program (AHP)
- State of Arizona - General Obligation Bonds

## Status

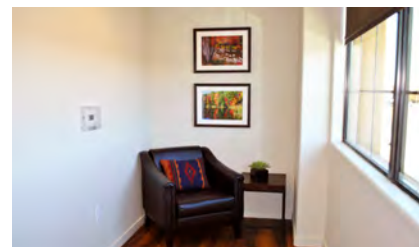
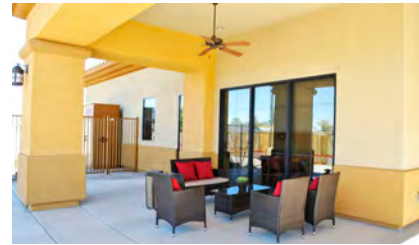
- Grand Opening: 2012

## Population Served

- Seniors (65+)

## Roles

- Developer
- General Contractor
- Property Manager
- Community Services Provider



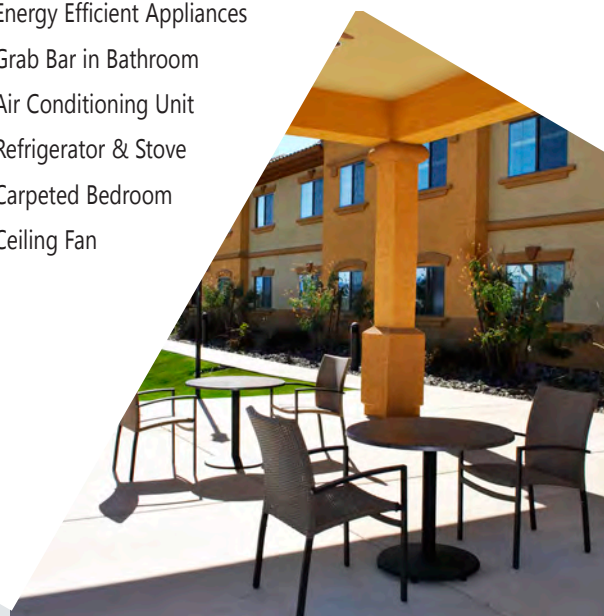
## Site Amenities

- Community Areas with Kitchen
- Free Wifi in common areas
- Weekly Resident Activities
- On-Site Management
- 24hr Emergency Staff
- Laundry Facility
- Computer Lab
- Craft Room
- Grill Area
- Library

## Unit Amenities

- Energy Efficient Appliances
- Grab Bar in Bathroom
- Air Conditioning Unit
- Refrigerator & Stove
- Carpeted Bedroom
- Ceiling Fan

6327 W. Fillmore Ave.  
Phoenix, AZ 85043  
Office: (623) 907-4301  
cprmail@chavezfoundation.org





# LA Plaza Village

## Total Units: 355

- 153 Studio units
- 120 One-Bedroom units
- 76 Two-Bedroom units
- 6 Three-Bedroom units

## Affordability: 20%

- 20 units at 60% AMI
- 51 units at 80% AMI

## Financing Sources

- Wells Fargo Conventional Financing
- Principal Insurance - Equity
- In partnership with Trammell Crow Co.

## Status

- Ground Breaking: December 2016
- Grand Opening: Second Quarter of 2019

## Population Served

- Families

## Roles

- Co-Developer

## Site Amenities

- Bike Maintenance Area
- Underground Parking
- Dog Park and Wash
- Ground Floor Retail
- Access to Transit
- Fitness Center
- Historic Paseo
- Pool and Spa
- Bike Parking
- Club House
- DIY Center
- Deck

## Unit Amenities

- Washer and Dryers in Units
- Energy Efficient Appliances
- Quartz Countertops
- Top Grade Finishes
- City Views

555 N Spring St.  
Los Angeles, CA 90012  
Office: (213) 362-0260  
[hed@chavezfoundation.org](mailto:hed@chavezfoundation.org)





# Coming Soon

## West Adams

3015-3031 SW. View St.  
Los Angeles, CA 90016



**Total Units** 64 • **Affordability** 100% • **Population Served** Veterans & Seniors  
**Amenities** Two Service Centers • **Role** Developer & Owner

## Kings Canyon

5070 E. Kings Canyon Rd.  
Fresno, CA 93727



**Total Units** 135 • **Affordability** 100% • **Population Served** Families  
**Amenities** Community Centers, Computer Lab, Workplace Training, & Art Gallery • **Role** Developer

# DEVELOPMENTS

## ARIZONA

Project Name	Location	Market	Total Units	Affordable Units	Primary Funding
Avondale Haciendas	Avondale	Senior	69	68	HUD 202
Casa Bill Soltero	Glendale	Senior	61	60	202PRAC/HOME
Casa De Amigos	Scottsdale	Home Ownership	36	36	Conventional
Casa Pedro Ruiz	Phoenix	Senior	49	48	HUD 202
Cesar Chavez Professional Center	Phoenix	Office	7	N/A	Conventional
Hacienda Manuel Chavez	Somerton	Family	80	79	9% LIHTC
Neighborhood Stabilization Project	Phoenix	Home Ownership	48	48	City of Phoenix NSP
Paseo Abeytia	Phoenix	Senior	46	45	HUD 202
Plaza Manuel Ortega	El Mirage	Family	80	79	Bond, 4% LIHTC
Sombra Apartment Homes	Phoenix	Family	263	260	Bond

## CALIFORNIA

Project Name	Location	Market	Total Units	Affordable Units	Primary Funding
40 Acres	Delano	Hall	2	N/A	Conventional
Agbayani Village	Delano	SRO	31	0	Conventional
Casa Amelia Cadena	Shafter	Family	81	80	9% LIHTC
Casas Blancas	Fresno	Family	104	0	Conventional
Casa De Eva	Bakersfield	Senior	49	48	HUD 202/ 9% LIHTC
Casa Hernandez	Delano	Senior	80	79	9% LIHTC, HOME
Casas San Miguel	Fresno	Home Ownership	41	41	Conventional
Casa Velasco Apartments	Fresno	Family	150	149	Bond, 4% LIHTC
Fresno Property Management Building	Fresno	Office	5	N/A	Conventional
Plaza Vasquez	Gilroy	Family	111	110	Bond/4%LIHTC, 221D4 HUD
Govea Gardens	Bakersfield	Family	150	149	9% LIHTC, HOME
Kings Canyon (Jan. 2018 Construction)	Fresno	Family & Senior	135	134	Bond/4% LIHTC, HCD/AHSC
KMYX Radio	Bakersfield	Office	3	N/A	Conventional
La Paz Villa Apartments	Parlier	Family	81	0	Conventional
La Plaza (In Construction)*	Los Angeles	Mixed Use	355	71	Conventional
Mariposa Plaza	Parlier	Commercial	7	N/A	Conventional
Mission Plaza	Parlier	Commercial	6	N/A	Conventional
Plaza Mendoza Apartments	Fresno	Family	132	130	Bond, 4% LIHTC
Rene Lopez Estates	Parlier	Home Ownership	86	86	Conventional
Ross Gardens Apartments	Fresno	Family	140	139	9% LIHTC
Salandini Villa Apartments	Parlier	Family	148	146	9% LIHTC



# DEVELOPMENTS

## CALIFORNIA

Project Name	Location	Market	Total Units	Affordable Units	Primary Funding
Vista Del Monte Apartments	San Francisco	Family	104	104	Bond, 4% LIHTC PB Section 8
Villa Luna Apartments	Hollister	Family	116	115	LIPHRA, HUD
Villa Robles Apartments	Porterville	Family	100	99	Bond, 4% LIHTC
West Adams (Jan. 2017 Construction)	Los Angeles	Family & Veterans	64	63	9% LIHTC, IIG Grant

## NEW MEXICO

Project Name	Location	Market	Total Units	Affordable Units	Primary Funding
Deming Manor *	Deming	Family	52	52	Bond, 4% LIHTC
King Arthur's Court *	Lordsburg	Family	28	28	Bond, 4% LIHTC
La Vida Nueva	Albuquerque	Family	316	315	Bond, 4% LIHTC
Plaza David Chavez	Albuquerque	Family	75	74	Bond, 4% LIHTC
Sandia Vista Apartments	Albuquerque	Family	138	137	Bond, 4% LIHTC
Tradewinds Carriage Apartments *	Truth Or Consequences	Family	32	32	Bond, 4% LIHTC

## TEXAS

Project Name	Location	Market	Total Units	Affordable Units	Primary Funding
Villa Rodriguez Apartments	San Antonio	Family	346	260	Bond
Casa Saldana	Mercedes	Family	196	156	9% LIHTC
Casa Messina	Edcouch	Family	76	73	9% LIHTC, HOME
Jardines De La Fuente	Pharr	Family	200	160	9% LIHTC
Park At Cliff Creek	Dallas	Family	280	280	Bond, 4% LIHTC
Timbers Apatments	Austin	Family	104	103	Bond, 4% LIHTC
Village At Meadowbend-I	Temple	Family	138	104	9% LIHTC
Village At Meadowbend-II	Temple	Family	99	80	9% LIHTC
Zollie Scales Manor	Houston	Family	158	157	Bond, 4% LITC, NSP
<b>Total Sites</b>	<b>50</b>		<b>5258</b>	<b>4477</b>	

\* Third Party Management

316 W 2nd St. Suite 600  
Los Angeles, CA 90012  
Office: (213) 362-0260  
HED@chavezfoundation.org



# Our Team



Paul F. Chavez  
President



Manuel H. Bernal  
Chief Operating Officer



Clifford Timmermans  
Chief Financial Officer



Paul S. Park  
General Counsel



Alfredo Izmajtovich  
Executive Vice  
President - HED



Welton Smith  
Director of Real Estate  
Development



Richard K. Rollins  
Director of Construction



Angela Hayward  
Director of Asset  
Management

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## Offices

### LOS ANGELES

P: 213-362-0260  
F: 213-362-0265  
316 W. 2ND STREET, STE 600  
LOS ANGELES, CA 90012

### KEENE

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F: 661-823-6175  
P.O. BOX 62  
KEENE, CA 93531

### FRESNO

P: 559-497-0164  
F: 559-497-8335  
2500 MERCED ST.  
FRESNO, CA 93721

### PHOENIX

P: 602-278-1202  
F: 602-278-1205  
1440 E. WASHINGTON ST.  
PHOENIX, AZ 85034

### SAN ANTONIO

P: 210-657-4086  
F: 210-657-9201  
3270 NACOGDOCHES ROAD  
SAN ANTONIO, TX 78217

## EXHIBIT E



IRS Department of the Treasury  
Internal Revenue Service

P.O. Box 2508, Room 4010  
Cincinnati OH 45201

In reply refer to: 4077552439  
Nov. 08, 2010 LTR 4168C 0  
95-2466747 000000 00  
00025051  
BODC: TE

CESAR CHAVEZ FOUNDATION  
29700 WOODFORD-TEHACHAPI RD  
KEEN CA 93531



052030

Employer Identification Number: 95-2466747  
Person to Contact: Gloria Robinson  
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your July 30, 2010, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in April 1967.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

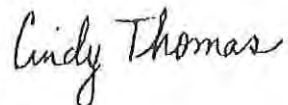
Please refer to our website [www.irs.gov/eo](http://www.irs.gov/eo) for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

4077552439  
Nov. 08, 2010 LTR 4168C 0  
95-2466747 000000 00  
00025052

CESAR CHAVEZ FOUNDATION  
29700 WOODFORD-TEHACHAPI RD  
KEEN CA 93531

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script that reads "Cindy Thomas".

Cindy Thomas  
Manager, EO Determinations

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

MAR 23 2002

RUFINO CONTRERAS AFFORDABLE  
HOUSING CORPORATION INC  
C/O LAW OFFICE OF EMILIO J HUERTA  
108 S ROBINSON ST  
TEHACHAPI, CA 93561

Employer Identification Number:

74-3018462

DLN:

17052044030042

Contact Person:

DAVID A DOEKER

ID# 31168

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Form 990 Required:

Yes

Addendum Applies:

No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, if you are involved in an excess benefit transaction, that transaction might be subject to the excise taxes of section 4958. Additionally, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(3) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware

Letter 947 (DO/CG)

RUFINO CONTRERAS AFFORDABLE

of the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(3) organization.

Donors may deduct contributions to you as provided in section 170 of the Code. Requests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so be sure your return is complete before you file it.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

Letter 947 (DO/CG)



RUFINO CONTRERAS AFFORDABLE

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Steven T. Miller  
Director, Exempt Organizations



Date of this notice: 05-10-2017

Employer Identification Number:  
82-1485212

Form: SS-4

Number of this notice: CP 575 B

GOVALLE TERRACE PARTNERS LP  
% GOVALLE AFFORDABLE HOUSING GP LLC  
PO BOX 62  
KEENE, CA 93531

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 82-1485212. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1065

03/15/2018

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at [www.irs.gov](http://www.irs.gov). If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

### IMPORTANT REMINDERS:

- \* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is GOVA. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

Keep this part for your records.

CP 575 B (Rev. 7-2007)

Return this part with any correspondence  
so we may identify your account. Please  
correct any errors in your name or address.

CP 575 B

999999999999

Your Telephone Number      Best Time to Call  
(       )                      -

DATE OF THIS NOTICE: 05-10-2017  
EMPLOYER IDENTIFICATION NUMBER: 82-1485212  
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

A barcode consisting of vertical bars of varying heights, used for automated mail sorting.

GOVALLE TERRACE PARTNERS LP  
% GOVALLE AFFORDABLE HOUSING GP LLC  
PO BOX 62  
KEENE, CA 93531

OCT-12-01 FRI 04:54 PM

FAX NO.

P. 03

**ARTICLES OF INCORPORATION****OF****RUFINO CONTRERAS AFFORDABLE HOUSING CORPORATION, INC.**  
(a Texas nonprofit corporation)**FILED**  
**In the Office of the**  
**Secretary of State of Texas****OCT 11 2001****Corporations Section****ARTICLE I****CORPORATE NAME**

This Corporation is a nonprofit corporation. The name of this Corporation is Rufino Contreras Affordable Housing Corporation, Inc.

**ARTICLE II****REGISTERED AGENT AND REGISTERED OFFICE**

The name and business address of this Corporation's initial agent for service of process is:

Rebecca Flores  
1502 S. Flores Street  
San Antonio, TX 78204

**ARTICLE III****MANAGEMENT**

Management of the affairs of the corporation is to be vested in its Board of Directors. The Corporation shall have three directors and collectively they shall be known as the Board of Directors. The following persons are appointed as the initial Directors of the Corporation, with full power to take whatever action is needed to perfect the formation of this Corporation and to serve until the first annual meeting of the Corporation or until their successors are duly appointed and qualified:

Rebecca Flores  
1502 S. Flores Street  
San Antonio, TX 78204

Paul F. Chavez  
29700 Woodford-Tehachapi Road  
P.O. Box 62  
Keene, CA 93531

Juanita Valdez Cox  
Cesar Chavez Road & Business 83  
P.O. Box 188  
San Juan, TX 78589

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FAX NO.

P. 04

At all times at least one-third of the Board shall consist of members who are residents of low-income neighborhoods, other low-income communities or elected representatives of low-income neighborhood organizations ("Low-Income Representatives"). At all times thereafter, at least one-third of the Board of Directors shall consist of Low-Income Representatives.

#### **ARTICLE IV**

##### **ORGANIZATIONAL STRUCTURE**

This Corporation will not have any members.

#### **ARTICLE V**

##### **DURATION**

The period of incorporation is perpetual.

#### **ARTICLE VI**

##### **CORPORATE PURPOSE**

The purposes for which the Corporation is organized are as follows:

This corporation is a publicly supported nonprofit corporation and is not organized for the private gain or inurement of any person. It is organized under the Texas Non-Profit Corporation Act (the "Act") for charitable purposes. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law.

Specifically, the Corporation is organized under the authority and as a associated corporation of the National Farm Workers Service Center, Inc., a California non-profit public benefit corporation that is exempt from taxation as an organization described under § 501(c)(3) of the Code and the Corporation shall be operated exclusively for the benefit and in furtherance of the charitable purposes of the National Farm Workers Service Center, Inc. In furtherance thereof, the specific purposes of the Corporation shall include the following:

A. To engage in charitable activities with regard to very low-, low-, and moderate income families by, among other things, providing very low-, low-, and moderate income families with housing, welfare and other social services;

B. To assist in the relief of the poor and distressed, in combating community deterioration, and lessening neighborhood tensions by promoting the preservation of decent housing that is affordable to very low-, low-, and moderate income families in the State of Texas, and by developing, owning, and managing safe, quality permanent affordable housing

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FAX NO.

P. 05

for a growing segment of the population which can no longer afford a home in the State of Texas;

C. To acquire, rehabilitate, and operate real property in the State of Texas consisting of single family and multi family developments and apartment complexes, and to explore, initiate and implement actions that will enhance and preserve such real property as very low-, low-, and moderate income housing and prevent the displacement of existing residents due to expiring federal use restrictions or to lack of other subsidiary programs;

D. To assure the continuation for its remaining useful life of single family and multi family developments and apartment complexes as decent and affordable housing to very low-, low-, and moderate income families in the State of Texas;

E. To establish and provide organizations through which individual families and households residing in such real properties can work for the betterment of their neighborhood and community, and to encourage the mix of economic, racial, and ethnic groups to live together and work in partnership for their larger communities;

F. To enter into, perform, carry out, and assign contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of this Corporation, including, expressly, any contracts with the Secretary ("Secretary") of the United States Department of Housing and Urban Development ("HUD") which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return, and methods of operation;

G. To develop and acquire any real or personal property in fee, under lease, or any rights therein or appurtenant thereto, necessary for the acquisition, rehabilitation, and operation of decent affordable housing;

H. To borrow money, and issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien in furtherance of any or all of the objectives and purposes of the Corporation and to solicit and collect donations, contributions and grants or other funds from private or governmental sources to implement any or all of the objectives and purposes of the Corporation;

I. To establish subsidiary corporations and entities to acquire, own, rehabilitate, and operate decent affordable housing in furtherance of the objectives and purposes of the Corporation; and

J. To transact any or all lawful activities for which non-profit corporations may be incorporated under the Act; provided, however, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes of the National Farm Workers Service Center, Inc.

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P. 06

## **ARTICLE VII**

### **PROHIBITION OF ENGAGEMENT IN CERTAIN POLITICAL ACTIVITIES**

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office or otherwise attempt to influence legislation. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of the purposes of this Corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under the Code or the corresponding provisions of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Code, or the corresponding provisions of any future United States internal revenue law.

## **ARTICLE VIII**

### **IRREVOCABLE DEDICATION OF PROFITS AND ASSETS**

No part of the net income or assets of the Corporation shall inure to the benefit of any founder, contributor, director, officer or member thereof or to the benefit of any private person; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI.

All property, assets, profits, and net income of the Corporation is irrevocably dedicated to charitable and public purposes and no part of the property, assets, profits, and net income of the Corporation shall ever enure to the benefit of any founders, contributors, directors, officers, or any private individual.

Upon the dissolution or winding up of the Corporation, after payment of or adequately providing for all corporate debts, obligations, and liabilities of this corporation, the remaining assets shall be distributed to the National Farm Workers Service Center, Inc., or if such organization is no longer in existence, no longer recognized as exempt from federal taxation as an organization described under § 501(c)(3) of the Code or unqualified to receive such assets, then to any successor organization or other corporation(s) organized and operated exclusively for charitable purposes and which has established its tax exempt status under § 501(c)(3) of the Code, or corresponding provisions under any future federal internal revenue law.

## **ARTICLE IX**

### **FINANCIAL ACCOUNTABILITY**

At all time the corporation shall conform to the financial accountability standards of 24 C.F.R. 84.21, "Standards of Financial Management Systems."

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P. 07

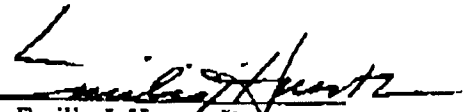
**ARTICLE X****INDEMNIFICATION OF CORPORATE AGENTS**

This Corporation is authorized to provide for indemnification of agents ( as defined by applicable provisions of the Texas Business Corporate Act and or the Act) (an "Agent") to the fullest extent permissible under Texas law. The Corporation is further authorized to provide error and omission insurance for or with respect to any Agent to the fullest extent permissible under Texas law.

**SOLE INCORPORATOR**

Emilio J. Huerta, Esq.  
Law Office of Emilio J. Huerta  
108 South Robinson Street  
Tehachapi, CA 93561  
Tel. (661) 823-9300  
Fax (661) 823-9399

Executed this 9<sup>th</sup> day of October 2001 by the sole incorporator.

By:   
Emilio J. Huerta, Esq.

OCT-12-01 FRI 04:56 PM

FAX NO.

P. 08

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Assistant Secretary of State

## Office of the Secretary of State

October 12, 2001

Lawyers Aid Service  
408 W. 17th  
Austin, TX 78701 USA

RE: Rufino Contreras Affordable Housing Corporation, Inc.  
File Number: 800018922

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555  
Enclosure



Approved  
October 8, 2004

**AMENDED AND RESTATED  
BYLAWS**

**OF**

**RUFINO CONTRERAS AFFORDABLE HOUSING CORPORATION, INC.**  
(a Texas nonprofit corporation)

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located at 2200 East Martin Luther King, Jr., Blvd., Austin, TX 78702.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of Texas, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

## **ARTICLE 2 PURPOSES**

### **SECTION 1. OBJECTIVES AND PURPOSES**

This corporation is a publicly supported nonprofit corporation and is not organized for the private gain or inurement of any private person. It is organized under the Non-Profit Corporation Act (the "Act") for charitable purposes of the State of Texas to engage exclusively in charitable and educational purposes for the benefit of poor and distressed persons within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and such other lawful purposes as set forth in the corporation's Articles of Incorporation.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have five (5) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. At all times one-third of the Board of Directors shall consist of residents of low-income neighborhoods, other low-income communities or elected representatives of low-income neighborhood organizations ("Low-Income Representatives"). Should at any time the number of Low-Income Representatives fall below the required one third number of directors, the existing Board of Directors shall with due diligence correct the one third ratio of membership of the Board of Directors as soon as possible and advisable.

### **SECTION 2. POWERS**

Subject to the provisions of the Act and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERMS OF OFFICE**

Each director shall hold office for a term of three (3) years. Directors' terms may be staggered. Directors shall be appointed by the Board of Directors of the National Farm Workers Service Center, Inc., at the annual meeting for election of the Board of Directors as specified in these Bylaws and the Articles of Incorporation, and until his or her successor is appointed and qualifies.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid reimbursement for actual expenses incurred in attending corporate and directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

#### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than twenty percent (20%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of Texas which has been designated from

time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

The meeting of the Directors shall be held annually.

At such annual meeting, directors shall be appointed in accordance with these Bylaws.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board or by any two directors, and such meetings shall be held at the place, within or without the State of Texas, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail ("email"), facsimile transmission ("fax") or telegraph. If sent by mail, email, fax or telegraph, the notice shall be deemed to be delivered on its deposit in the mails, transmission or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address, email address or fax number as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**



The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of no less than two (2) Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Act, particularly those provisions relating to appointment of committees (Article 2.18), approval of contracts or transactions in which a director has a material financial interest (Article 2.30) and indemnification of directors (Article 2.22A), require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary

of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Article 2.30 of the Act. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

#### **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 2.28 or other Article of the Act.

Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President of the corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by appointment by the National Farm Workers Service Center, Inc. A person appointed to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 18. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Article 2.22A of the Act.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Article 2.22A of the Act) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Article 2.22A of the Act.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be referred to as the "Treasurer." The same individual shall not hold office as the President and Secretary. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or any other appropriate officers. Except as provided for above, any number of offices may be held by the same person.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as officer of this corporation. Officers shall serve at the pleasure of the Board of Directors and be appointed or elected annually by the Board of Directors. Each officer



shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

### **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall:



Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 8. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Article 2.30 of the Act.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

# **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

# **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of Texas:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times



during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 5. ANNUAL REPORT**

The board, at its sole discretion, may cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Article 2.22A of the Act.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January of each and every year and end on the last day of December of each and every year.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

## **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by majority vote of all the current Board of Directors at any regular or special meeting of the Board.

## **ARTICLE 10**

### **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

#### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No founder, contributor, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. On dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and these Bylaws and not otherwise.

## **ARTICLE 11 DISSOLUTION**

#### **SECTION 1. DISSOLUTION**

Upon the dissolution or winding up of the corporation, after payment of or adequately providing for all corporate debts, obligations, and liabilities of this corporation, the remaining assets shall be distributed to the National Farm Workers Service Center, Inc., or if such organization is no longer in existence, no longer recognized as exempt from federal taxation as an organization described under § 501(c)(3) of the Code or unqualified to receive such assets, then to any successor organization or other corporation(s) organized and operated exclusively for charitable purposes and which has established its tax exempt status under § 501(c)(3) of the Code, or corresponding provisions under any future federal internal revenue law.

## **ARTICLE 12 NON-AFFILIATION**

#### **SECTION 1. NON-AFFILIATION**

The Corporation shall not carry on any propaganda or otherwise attempt to influence legislation and shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE 13 CONFLICTS OF INTEREST POLICY**

### **SECTION 1. PURPOSE**

The purpose of the conflicts of interest policy is to protect the corporation's interests and maintenance of its status as a charitable nonprofit organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any residential project ("Project") of the corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### **SECTION 2. DEFINITIONS**

(a) Interested person. Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any Project or the corporation is a part, he or she is an interested person with respect to both any Project and the corporation.

(b) Financial Interest. For the purposes of this Article, a person has a financial interest if the person has, directly or indirectly, through business, investment or family --

- (i) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, or
- (ii) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under, Section 3 (b), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### **SECTION 3. PROCEDURES**



(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- (i) an interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (ii) the chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) after exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (iv) if a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

- (i) if the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) if, after hearing the response of the member and making such further

investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4. RECORDINGS OF PROCEEDING**

The minutes of the board and all committees with board delegated powers shall contain—

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **SECTION 5. COMPENSATION**

(a) A voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

#### **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person —

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **SECTION 7. PERIODIC REVIEWS**

To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.

(b) whether compensation to a board member or committee member for services result in inurement or impermissible private benefit.

(c) whether partnership or joint venture arrangements and arrangements with management organizations conform to Rev. Proc. 97-13, 1997-5 I.R.B. 18, and Rev. Proc. 96-32 1996-1 C.B. 717, all written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes and do not result in inurement or impermissible private benefit.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

(a) In conducting the periodic reviews provided for in Section 7, the corporation may, but need not, use outside advisors or consultants. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE 14 ADVISORY COMMITTEE**

### **SECTION 1. ADVISORY COMMITTEE FORMATION**

(a) Upon acquisition of a Project; the President shall form an advisory committee (the "Committee") whose members shall be selected from the residents of the Project and whose function shall be to advise the Corporation and/or any subsidiary organization holding ownership of the Project as to the management and services of the Project;

### **SECTION 2. ADVISORY COMMITTEE SELECTION**

(a) The President shall select such members of the initial Committee based on their status as a low-income residents of the Project and their willingness and desire to serve;

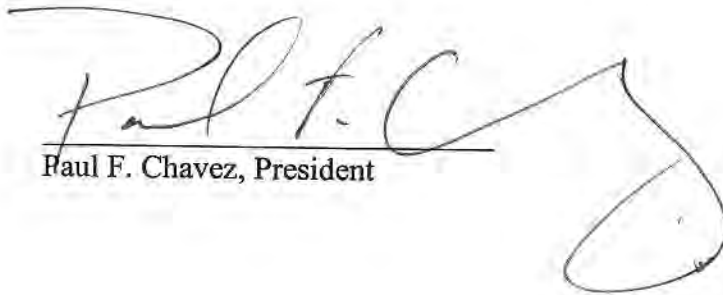
### **SECTION 3. CHARTER**

(a) The President with the advise of the Committee shall draft the Committee's charter and bylaws of operation

## CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: October 8, 2004

A handwritten signature in black ink, appearing to read "Paul F. Chavez", is written over a horizontal line. The signature is stylized with a large, sweeping loop at the end.

Paul F. Chavez, President

# CESAR CHAVEZ FOUNDATION

## CONSOLIDATED FINANCIAL STATEMENTS

and

## SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2017

*MENDEZ PETTY MORENO LLP  
CERTIFIED PUBLIC ACCOUNTANTS*

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# MENDEZ PETTY MORENO LLP

Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Cesar Chavez Foundation  
Keene, California

We have audited the accompanying consolidated statement of financial position of the Cesar Chavez Foundation and consolidated entities (the Organization), which comprise the statement of financial position as of December 31, 2017, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cesar Chavez Foundation and consolidated entities as of December 31, 2017, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Matters**

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

## **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated June 29, 2018, on our consideration of Cesar Chavez Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Cesar Chavez Foundation's internal control over financial reporting and compliance.

*Mendez Petty Moreno LLP*

Bakersfield, California  
June 29, 2018

**Cesar Chavez Foundation**  
**Consolidated Statement of Financial Position**  
**December 31, 2017**

**Assets:**

**Current Assets**

Cash- Note 2, 12	\$ 11,810,224
Accounts Receivable	2,269,586
Receivables from Related Parties - Note 4	1,740,513
Grants Receivable	330,007
Marketable Securities- Note 3	9,557,852
Prepaid Expenses	185,830
Notes & Interest Receivable - Related & Unrelated Parties Note 4 & 5	1,556,340
Miscellaneous	335,762
Total Current Assets	<u>27,786,114</u>

**Property and Equipment**

Land-Note2	12,210,246
Buildings- Note 2	94,380,246
Equipment and Furniture- Note 2	5,333,962
Vehicles- Note 2	391,141
Total Property and Equipment- 2	<u>112,315,595</u>
Less: Accumulated Depreciation- Note 2	<u>32,103,776</u>
Total Property and Equipment, net of Accumulated Depreciation- Note 2	<u>80,211,819</u>

**Other Assets**

Reserves and Impounds - Note 2	9,088,960
Receivables from Related Parties - Non Current - Note 4	2,753,565
Advances to Related Parties - Non Current - Note 4	8,287,541
Investments - Note 3	3,938,405
Notes and Interest Receivables - Related & Unrelated Parties - Note 4	61,645,272
Land and Development Cost - Note 6	6,496,126
Intangible Assets, net of accumulated amortization - Note 2	2,471,994
Total Other Assets	<u>94,681,863</u>

<b>TOTAL ASSETS</b>	<b>\$ <u>202,679,796</u></b>
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See accompanying notes

**Cesar Chavez Foundation**  
**Consolidated Statement of Financial Position**  
**December 31, 2017**

**Liabilities:**

**Current Liabilities**

Accounts Payable	\$ 1,048,270
Real Estate Related Payables	1,623,019
Accrued Interest Payable on Mortgages - Note 8	215,016
Accrued Expenses	708,077
Current Portion of Long Term Debt - Note 8	564,465
Prepaid Rent	39,708
Total Current Liabilities	<u>4,198,555</u>

**Deposits Held**

639,587

**Long Term Debt - Note 8**

Mortgages and Other Long Term Debt Payable, Net of Current Portion	46,794,083
Interest Due After One Year	3,377,430
Total Long Term Debt, net of current portion	<u>50,171,513</u>

**TOTAL LIABILITIES**

55,009,655

**NET ASSETS - Exhibit B**

Unrestricted	122,600,799
Temporarily restricted	<u>25,069,342</u>

**TOTAL NET ASSETS**

147,670,141

**TOTAL LIABILITIES AND NET ASSETS**

\$ 202,679,796

See accompanying notes

**Cesar Chavez Foundation**  
**Consolidated Statement of Activities**  
**Year Ended December 31, 2017**

**Support and Revenue:**

	Unrestricted	Temporarily Restricted	Total
Development Revenue	\$ 7,093,147	\$	\$ 7,093,147
Property Management & Rental Revenue	19,323,501	-	19,323,501
Broadcast Income	5,745,250		5,745,250
Fees and Services	5,987,850		5,987,850
Public Support	4,540,051	38,019	4,578,070
Retail Sales, net of cost of sales	273,872		273,872
Investment Income - Note 3	12,287,933		12,287,933
Total Support and Revenue	<u>55,251,604</u>	<u>38,019</u>	<u>55,289,623</u>
Net Assets Released from Restriction			
Restriction Satisfied by Payments	-		-
<b>Total Support and Revenue Net of Restrictions</b>	<u>55,251,604</u>	<u>38,019</u>	<u>55,289,623</u>

**Program Services Expenses:**

Education	1,394,764		1,394,764
Development	8,607,212		8,607,212
National Chavez Center	1,902,355		1,902,355
Property Management	19,459,719		19,459,719
Broadcasting	6,601,704		6,601,704
Total Program Services Expenses	37,965,754	-	37,965,754

**Supporting Services Expenses:**

General Administration	3,655,611	-	3,655,611
<b>Total Expenses</b>	<u>41,621,365</u>	<u>-</u>	<u>41,621,365</u>

<b>Change in Net Assets</b>	13,630,239	38,019	13,668,258
<b>Distributions</b>	(3,651,531)		(3,651,531)
<b>Prior Period Adjustment</b>	27,656		27,656
<b>Transfer of Assets</b>	-		-
<b>Net Assets at Beginning of Year</b>	<u>112,594,435</u>	<u>25,031,323</u>	<u>137,625,758</u>

<b>Net Assets at End of Year</b>	<u>\$ 122,600,799</u>	<u>\$ 25,069,342</u>	<u>\$ 147,670,141</u>
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See accompanying notes

**Cesar Chavez Foundation**  
**Consolidated Statement of Cash Flows**  
**Year Ended December 31, 2017**

	<u>Total</u>
<b>Cash Flows from Operating Activities</b>	
Increase (Decrease) in Net Assets - Exhibit B	\$ 13,668,258
Adjustments to reconcile Increase (Decrease) in Net Assets to Net Cash provided by Operating Activities:	
Amortization & Depreciation	3,079,140
Noncash support from transfers	(4,256,555)
Gains/ losses on Investees - Equity Basis & Other Non Cash Items	(13,425,030)
(Increase) Decrease in:	
Accounts Receivable	(5,613,512)
Interest Receivable	98,913
Prepaid Expenses & Miscellaneous	(602,267)
(Decrease) Increase in:	
Accounts Payable & Accrued Expenses	1,899,824
Accrued Interest Payable	324,891
Security Deposits	(29,250)
Refundable Advances	116,328
Net Cash Provided by (Used in) Operating Activities	<u>(4,739,260)</u>
<b>Cash Flows From Investing Activities</b>	
Capital Additions & Purchase of Intangibles	(11,005,955)
Deposits to Reserves & Impounds	(924,818)
Proceeds from Investment Sales	47,048
Loan Payments Received	(245,847)
Net Cash Provided by (Used in) Investing Activities	<u>(12,129,572)</u>
<b>Cash Flows From Financing Activities</b>	
New Borrowings	7,421,624
Capital Draw (Distribution)	-
Debt Repayment	(568,835)
Net Cash Provided by (Used in) Financing Activities	<u>6,852,789</u>
<b>Net Increase (Decrease) in Cash</b>	(10,016,043)
<b>Cash at Beginning of Year</b>	<u>21,826,267</u>
<b>Cash at End of Year</b>	<u><u>\$ 11,810,224</u></u>

See accompanying notes



**Cesar Chavez Foundation**  
**Consolidated Statement of Functional Expenses**  
**For the year ended December 31, 2017**

	SUPPORTING SERVICES		PROGRAM SERVICES					
	General & Administration	Development	Property Management	Broadcast	Education	National Chavez Center	Total	
Contribution & Grants	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ -	50,000	
Development Costs	-	5,317,164	-	-	-	-	5,317,164	
Building Facilities	164,025	79,833	1,434,505	915,524	17,936	437,076	3,048,899	
Building Maintenance	59,854	1,825	2,950,505	-	8,554	127,207	3,147,945	
Compensation and Benefits	1,782,857	2,119,105	6,839,064	3,325,434	898,384	650,833	15,615,677	
Travel and Transportation	146,954	105,067	131,833	108,088	68,575	18,634	579,151	
Office Operations	556,587	549,019	870,664	1,144,094	229,830	3,125	3,353,319	
Outside Services	867,935	340,902	582,077	831,162	115,749	86,209	2,824,034	
Bad Debts	-	-	975,118	31,129	-	-	1,006,247	
Property and Equipment						-	-	
Depreciation	772	-	2,491,310	105,694	-	386,424	2,984,200	
Amortization	-	-	1,511	71,376	-	-	72,887	
Interest	13,855	86,256	1,977,225	-	-	88,640	2,165,976	
Taxes	1,555	7,314	318,585	16,829	-	49,387	393,670	
Insurance	61,217	727	887,322	52,374	5,736	54,820	1,062,196	
TOTAL	\$ 3,655,611	\$ 8,607,212	\$ 19,459,719	\$ 6,601,704	\$ 1,394,764	\$ 1,902,355	41,621,365	

See accompanying notes

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

**Note 1 – Nature of Activities**

Notes 1 & 2 present the nature of activities and summary of significant accounting policies of Cesar Chavez Foundation (“CCF”, “Organization” or “Corporation”) (a California non-profit corporation) and its consolidated entities, and are presented to assist in understanding the Organization’s consolidated financial statements. The consolidated financial statements and notes are representations of the Organization’s management, who is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the consolidated financial statements.

Nature of Activities & Sources of Revenue and Support

The Corporation was organized to engage exclusively in charitable and education activities with farm workers and agricultural laborers, including but not limited to providing educational, housing, and radio broadcast services. The Corporation and its consolidated entities engage primarily in (1) the development and management of housing for low and moderate income persons, (2) the development and operation of radio broadcast stations (for profit and not-for-profit), (3) educational and training initiatives, and (4) occupancy services for various farm worker entities. In 2017 approximately 39% of the consolidated entities’ revenue was derived from property management and rents, approximately 14% from development, approximately 12% from broadcasting, and approximately 35% from fees and services.

Revenue and support is derived from tenant rents and rental subsidies, development and construction services, broadcast advertisers, and grants from government and non-government grantors.

National Chavez Center (“NCC”), a consolidated entity discussed in Note 2 below, in conjunction with the National Park Service, operates the Cesar E. Chavez National Monument (“Monument”) located in Keene, California. Educational and historical programs for schools and nonprofit organizations are conducted at the NCC and Monument facilities.

**Note 2 - Summary of Significant Accounting Policies**

See Note 24 for a separate discussion of significant accounting policies for Greenfield Construction, LLC.

Accounting Standards Codification

In June 2009 the Financial Accounting Standards Board (FASB) issued the Accounting Standards Codification (ASC, Codification) which became the authoritative source of Generally Accepted Accounting Principles in the United States of America. The Codification is effective for financial statements issued for interim and annual periods ending after September 15, 2009. Citations in the notes of authoritative support for accounting issues and positions are referenced as “FASB ASC”.

New Accounting Standard

In 2016 the Company adopted new FASB guidance regarding the presentation on the balance sheet of the costs of issuance of debt and related amortization expense in the income statement. The new guidance requires presenting such unamortized costs as a direct deduction from the face amount of the debt (See Note 4, *Permanent Loans, Loans with Related Party*) Amortization is required to be included with interest expense in the income statement.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

**Principles of Consolidation**

The accompanying consolidated financial statements present the consolidated financial position and changes in net assets and cash flows of the Organization. The Organizations have common control since officers of CCF Board of Directors sit on the following entities' Board of Directors and/or influence management, and/or CCF is the sponsoring Organization. There is also an element of economic interest since the Organizations purchase from and/or sell services to the consolidated entities. All material interorganizational transactions have been eliminated in consolidation.

The consolidated financial statements include the accounts of CCF (the "Corporation", "The reporting organization"), and the following nonprofit organizations which are considered to be controlled by CCF as discussed above:

National Chavez Center ("NCC") including the accounts of Keene Store, Inc.; San Benito County Low Income Housing Corporation ("San Benito"); Bernalillo Housing Corporation II ("Bernalillo"); Vista Del Monte Affordable Housing, Inc. ("Vista"), including the account of Casas Blancas Housing, LLC; Gilroy Affordable Housing Corporation ("Gilroy"); Rufino Contreras Affordable Housing Corporation, Inc. ("Rufino") including the accounts of San Antonio Low Income Housing LLC ("Villa Rodriguez"), South Union Housing Development LLC ("South Union") and Riverside Housing Development, LLC ("Riverside"); Glendale Housing Development Corporation ("Glendale"), Avondale Housing Development Corporation ("Avondale"), Casa De Amigos Affordable Housing, Inc. ("Casa"); Fillmore Housing Development Corporation ("Fillmore"), Kern County Housing Development Corporation ("Kern 202"), NFWSC Housing Corporation ("NFWSC Housing"); and Roeser Housing Development Corporation ("Roeser").

The consolidated financial statements also include the accounts of CCF's wholly owned for profit subsidiaries, including Farmworkers Educational Radio Network, Inc. ("FERNI") (including the consolidated accounts of Radio Campesina Bakersfield, Inc. ("RBC") and Phoenix Radio Broadcasting LLC (PRB)), Arizona-Glenbrook Housing, LLC, Ross Gardens Limited Partnership ("Ross Gardens"), Parlier Affordable Housing Limited Partnership ("Parlier"), Somerton Housing Development, LLC ("Somerton"), Casitas-80, L.P., Bernalillo Housing Limited Partnership II, and Greenfield Construction LLC.

The net assets of Glendale, Avondale, Fillmore, Roeser, and certain net assets of Rufino and Vista are subject to restrictions that do not allow for their distribution to the reporting organization without prior external regulatory approval. These net assets, therefore, are not available for use by the reporting organization without such regulatory approval.

As discussed in Note 4 below, CCF, Rufino, Vista, Bernalillo and NFWSC Housing Corporation hold minority ownership interests in low-income housing limited partnerships. These interests are not consolidated.

**Revenue Recognition & Basis of Presentation**

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. As of December 31, 2017 the Organization had no permanently restricted net assets.

All contributions are considered available for the Organization's general programs unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor are reported as temporarily or permanently restricted support and increase the respective class of net assets. Contributions received with temporary restrictions that are met in the same reporting period are reported as unrestricted support and increase unrestricted net assets.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Unrestricted Net Assets:

Rental income, utilities, contributions, sales income, fees and other forms of unrestricted support and revenue, and associated expenses related to the general operations of the organization are recorded as activity within unrestricted net assets.

Temporarily Restricted Net Assets:

Support received that is temporarily restricted as to use by the donor or grantor due to time or use constraints, and associated expenses, are recorded as activity within temporarily restricted net assets.

Method of Accounting

The accrual method of accounting is used which recognizes revenue when earned and expenses as incurred.

Nonmonetary Transactions

All barter transactions are reported at the estimated fair value of the product or services received. See Note 14.

Accounts Receivable – Other Than Housing

Accounts receivable are stated at unpaid balances, less an allowance for doubtful accounts. The Organization provides for losses on accounts receivable using the allowance method. The allowance is based on experience, and other circumstances which may affect the ability of customers to meet their obligations. Receivables are considered impaired if full payments are not received in accordance with the contractual terms. It is the Organization's policy to charge off uncollectible accounts receivable when management determines the receivable will not be collected. Trade and grant receivables at December 31, 2017 are reflected net of an allowance for doubtful accounts of \$136,000.

Accounts Receivable – Housing

Rental income is recognized as rentals become due. Rental payments received in advance are deferred until earned. All leases between the Partnership and its tenants are operating leases. Management considers receivables to be fully collectible; accordingly, no allowance for doubtful accounts has been provided. If amounts become uncollectible, they are charged to operations in the period in which the determination is made. Accounting principles generally accepted in the United State of America require that the allowance method be used to recognize bad debts; however, the effect of using the direct write-off method is not materially different from the results that would have been obtained under the allowance method.

Loans Receivable and Credit Risk

Loans receivable as disclosed in Note 4 below are carried at unpaid principal balances, less an allowance for loan losses, if applicable. These loans represent credit risk. The allowance for loan losses is increased by charges to the change in net assets and decreased by charge-offs (net of recoveries). Management's periodic evaluation of the adequacy of the allowance is based on past loan loss experience, specific impaired loans, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and current economic conditions. Past due status is determined based on contractual terms. Loans are considered impaired if full principal or interest payments are not anticipated in accordance with the contractual terms. The Corporation's practice is to charge off any loan or portion of a loan when the loan is determined by management to be uncollectible due to the borrower's failure to meet repayment terms, the borrower's deteriorating or deteriorated financial condition, the depreciation of the underlying collateral, or for other reasons. As management believes all loans receivable as of December 31, 2017 are collectible, there is no allowance for loan losses.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Loans are placed on nonaccrual when management believes, after considering economic conditions, business conditions, and collection efforts that the loans are impaired or collection of interest is doubtful. Uncollected interest previously accrued is charged off or an allowance is established by a charge to interest income. Interest income on nonaccrual loans is recognized only to the extent cash payments are received. There were no loans on nonaccrual status as of December 31, 2017.

Interest on loans is recognized over the term of the loan and is calculated using the simple-interest method on principal amounts outstanding.

Property

Expenditures for maintenance and repairs are charged to expense as incurred while major renewals and betterments are capitalized. Property and equipment additions in excess of \$1,500 (generally) are recorded at cost. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. The resulting gains or losses are reflected in the statement of activities. The majority of housing projects' real property is pledged as security for mortgage loans.

Depreciation is provided using the straight-line method over the estimated useful lives of the assets as follows:

Description	Life in Years
Residential buildings	30-50
Rehabilitation costs	10
Land improvements	20
Personal property	5-10

Depreciation expense for the year ended December 31, 2017 was \$2,984,200.

Some real property is pledged as collateral for bank loans or subject to transfer restrictions.

CCF and its consolidated entities are subject to the provisions of FASB ASC 360-10-35, *Property, Plant and Equipment, Subsequent Measurement*. This requires impairment losses to be recorded on long-lived assets when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets (excluding interest) are less than the carrying values of the assets. In such cases, the carrying values of assets to be held are adjusted to their estimated fair value and assets held for sale are adjusted to their estimated fair value less selling expenses. No impairment losses were recognized in 2017.

Intangibles

Intangible assets consist of broadcast licenses and covenants not to compete. These costs are amortized over various lives under the straight-line method. Amortization of financing costs are now reflected as a component of interest expense as described in Note 2 above.

Broadcast license costs – FERNI	\$ 4,223,724
Covenant Not to Compete – RCB	200,000
	<hr/> 4,423,724
Less: Accumulated Amortization	(905,569)
Net Intangible Assets	<hr/> <hr/> \$ 3,518,155

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Amortization expense for the year ended December 31, 2017 was \$71,376.

Reserves and Impounds

The Consolidated housing entities have mortgage debts which require amounts to be held by lenders and bond trustees for loan impounds and reserves.

Grants:

Unrestricted grants received for general or non-specific purposes are recorded as support in the period awarded. Amounts restricted to specific purposes remain in the temporarily restricted fund until the specific purposes are performed.

Contributions:

In accordance with FASB ASC 958-605-50-2 & 958-360-50-1, *Not-For-Profit Entities*, contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence or nature of any donor restrictions. If donor restrictions are met in the same period received the support is classified as unrestricted.

Non-Profit Status & Income Taxes

The Organization and its nonprofit entities are exempt from federal income tax under Section 501 (c) (3) of the U.S. Internal Revenue Code and Section 23701e of the State of California Revenue and Taxation Code, except on net income derived from unrelated business activities. The Organization has been classified as other than a private foundation by the Internal Revenue Service. FERNI is a taxable entity and files separate federal and state tax returns. Ross Gardens L.P, Parlier Affordable Housing Limited Partnership, Casitas-80, L.P., Bernalillo Housing Limited Partnership II, and Casas Blancas Housing LLC are taxable entities which file partnership or corporate returns. Income or losses at the partnership level is passed through to the partners. The Organization generates parking revenue which is subject to tax on unrelated business income. The Organization records a small amount of tax each year on this unrelated business activity. The Organization believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. Generally, the Organization's exempt (990, 990-T) and non-exempt returns, and their corresponding state returns, are subject to examination by the Internal Revenue Service and various state taxing agencies for a period of three years. No returns are currently being examined by the Internal Revenue Service or state taxing agencies.

Functional Allocation of Expenses

The costs of providing various program and supporting services have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Concentration of Business Risk

CCF, San Benito, Gilroy, Glendale, Avondale, Ross Gardens, Parlier, Fillmore, Roeser, Casitas, Villa Rodriguez, Casas Blancas, and South Union and minority interest investees identified in Note 4 below, operate or invest in multi-family housing projects which rent to people with qualifying levels of income in various California, Arizona, New Mexico and Texas locations. These entities are subject to business risks associated with the economy and level of employment in these areas, which affect occupancy as well as tenants' ability to make rental payments. These housing



**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

projects are subject to the administrative directives, rules, and regulations of federal, state and local regulatory agencies, which may also include the U.S. Department of Housing and Urban Development (“HUD”). Such administrative directives, rules, and regulations are subject to change by an act of congress or an administrative change mandated by HUD and may occur with little notice or inadequate funding to pay for the related cost, including the additional administrative burden, to comply with the change.

CCF and FERNI operate radio stations in various United States locations. These stations are subject to business risks associated with the radio broadcast industry, including demand for radio advertising. In addition, CCF receives grant revenues from the Corporation for Public Broadcasting. A significant reduction in this grant revenue would have an effect on the broadcast operations of CCF.

Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expense during the reporting period. Actual results could differ from these estimates.

Advertising

The Organization’s rental projects incur advertising expense to attract renters. FERNI also incurs advertising expenses. Advertising costs are expensed as incurred. Advertising expense for the year ended December 31, 2017 was \$169,937. No advertising costs were capitalized for the year ended December 31, 2017.

**Note 3 – Investments**

Investments consist of marketable securities based on quoted market prices and investments in related low income housing partnerships or limited liability companies. The total recorded amount for marketable securities total \$9,557,852 at December 31, 2017. The related partnership investments, as discussed below, are recorded on the equity basis. The ownership generally ranges from .01% to 1.00% of the partnerships. The Corporation has guarantees and commitments as discussed in Note 11 below which supports the use of the equity method. Realization of these investments is dependent on various individual economic conditions, including the operating results of the partnership and future value of the real estate. The total recorded amount for these related entity investments totaled \$3,938,405, net of balances less than zero as discussed below, at December 31, 2017.

At December 31, 2017 investments reflecting balances greater than zero consisted of the following:

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Exchange Traded Funds - Fixed Income	\$ 3,377,908
Mutual Funds - Equities	3,916,515
Stocks, at market value	2,263,429
Vista Del Monte Affordable Housing, L.P.	538,892
Comunidad Housing Development, L.P.	695,507
Somerton Affordable Housing, L.P.	59,842
Housing project interests of Bernalillo Corp.	22,936
Shafter Housing Development, L.P.	888,192
Kern County Housing, L.P.	409,832
La Plaza Partners, LLC	1,300,953
LA New Directions WestAdams, L.P.	25,000
	<u>\$ 13,499,006</u>

Certain limited partnership interests are carried at amounts less than zero when cumulative losses exceed the original investment and additional amounts are owed by the limited partnerships to the consolidated entities or the general partner has guarantees to the partnership.

At December 31, 2017 these investments consisted of the following:

NFW El Mirage Affordable Housing L.P.	\$ (91)
Villa Robles Housing L.P.	(166)
Casa Velasco Housing L.P.	(238)
Housing project interests of Bernalillo Corp.	(22)
Housing project interests of Rufino	(2,232)
	<u>\$ (2,749)</u>

At December 31, 2017:

Investment balances greater than zero	\$ 13,499,006
Investment balances less than zero	(2,749)
Total of all investments	<u>\$ 13,496,257</u>
Marketable securities	\$ 9,557,852
Housing interests	3,938,405
	<u>\$ 13,496,257</u>

The following schedule summarizes the investment return in the statement of activities:

Interest income	\$ 2,751,333
Dividend income	166,503
Net realized and unrealized gains/(losses)	9,372,578
Real estate investment gains/(losses)	(2,481)
	<u>\$ 12,287,933</u>

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Investment expenses paid to Wells Fargo Advisors totaled \$98,963 in 2017. Interest income includes \$2,748,240 in interest income from notes receivable discussed in Note 4 below.

**Note 4 - Related Party Transactions and Balances**

Goods or Services Purchased or Sold, Amounts Due From and To Related Parties

The Corporation, Vista, and Rufino are either the general partner, or the sole member of a limited liability company which acts as the general partner, in several low-income residential housing project partnerships. These partnerships are listed below by state in which the project operates and reflects the percentage of ownership:

California

Villa Robles Housing L.P.	0.01000%
Casa Velasco Housing L.P.	0.01000%
Comunidad Housing Development, L.P.	0.01000%
Kern County Housing, L.P.	0.00100%
La Plaza Partners, LLC	25.00000%
Plaza Mendoza Housing, L.P.	0.01000%
Santa Clara County Housing, L.P.	0.01000%
Vista Del Monte Housing, L.P.	0.01000%
Shafter Housing Development., L.P.	0.01000%
LA New Directions WestAdams, L.P.	0.00510%
Kings Canyon Affordable Housing, L.P.	0.00710%

Arizona

Somerton Affordable Housing, L.P.	0.00900%
Glenbrook Terrace Housing Development, L.P.	0.00079%
NFW El Mirage Affordable Housing Limited Partnership	0.00900%

New Mexico

Deming/ Deming Manor Limited Partnership	0.00500%
Albuquerque/Sandia Vista Limited Partnership	0.00500%
Lordsburg/King Arthur's Court Limited Partnership	0.00500%
Albuquerque/Sunny Acres Limited Partnership	0.00500%
Truth or Consequences/Tradewinds	
Carriage Limited Partnership	0.00500%
La Vida Nueva Housing, L.P.	0.01000%

Texas

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Village at Meadowbend Apartments, L.P.	0.00500%
Village at Meadowbend Apartments II, L.P.	0.00100%
Edcouch Housing Development, L.P.	0.00100%
Casa Korima Housing Development, L.P.	0.00100%
Aguila Village Housing Development. L.P.	0.00100%
Riverside CCF/CB Partners, L.P.	0.01000%
Timbers Clayton 104 Apartments, L.P.	0.01000%

The Corporation generally acts as the property manager for the apartment complexes and may have an option to purchase each complex in a manner described in the partnership agreements.

Amounts are payable to CCF from some of these above referenced project partnerships. These payables represent (1) accounts payable for goods and services, including payroll costs, property management fees, accounting and legal fees, and office, insurance and technology expenses, (2) advances for operating costs not evidenced by notes, (3) advances for development costs or acquisition ("DEV"), (4) deferred developer fees ("DDF"), (5) amounts due on loans provided under the Affordable Housing Program ("AHP") administered by the Federal Home Loan Bank, and (6) Seller financed notes ("SFN") from the sale of property. On AHP Loans CCF acts as a pass through entity, and the same amounts of AHP notes receivable are also reflected in Note 8 below as notes payable. The amounts in (3) and (4) have been converted into notes, some of which bear interest. See below in this note and also Note 11 below for further discussion on the deferred developer fee notes.

The following four schedules reflect the amounts representing services sold by CCF, operating advances by CCF, notes for development costs, deferred developer fees and seller notes, including pass through Affordable Housing Program loans. A summary of the activity and outstanding balances as of December 31, 2017 are as follows:

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Primarily sales for payroll costs, property fees, accounting and legal fees, office and related expenses:	Goods or Services Sold or Provided in 2017	Receivable Balance 12/31/2017
Aguila Village Housing Development LP	\$ 359,773	\$ 114,705
Albuquerque/Sandia Vista Limited Partnership	297,932	668,334
Albuquerque/Sunny Acres Limited Partnership	199,127	512,588
Casa Korima Housing Development, L.P.	326,240	31,956
Casa Velasco Housing, L.P.	336,609	27,357
Comunidad Housing Development, L.P.	359,289	659,327
Deming Manor Limited Partnership	11,013	11,013
Edcouch Housing Development LP	126,097	22,101
Glenbrook Terrace Housing Development LP	405,155	78,887
Kern County Housing, L.P.	123,198	30,435
King Arthur's Court LP	7,307	85,396
La Vida Nueva Housing, L.P.	264,348	53,723
NFW El Mirage Affordable Housing LP	148,213	38,171
Plaza Mendoza Housing, L.P.	235,819	18,278
Riverside CCF/CB Partners, LP	470,067	36,579
Santa Clara County Housing, L.P.	355,664	25,695
Shafter Housing Development, LP	183,002	270,044
Somerton Affordable Housing, LP	150,349	14,620
Timbers Clayton 104 Apartments, L.P.	216,060	11,339
Tradewinds Carriage LP	7,343	78,063
Villa Robles Housing, L.P.	238,775	18,084
Village at Meadowbend I	270,012	73,460
Village at Meadowbend II	150,464	16,896
Vista del Monte Housing, LP	556,992	708,263
Vista del Monte Housing, LP ground lease	1,010,000	888,764
		<u>4,494,078</u>
Amounts anticipated to be collected in 2018		<u>(1,740,513)</u>
Amounts anticipated to be collected after 2018		<u>\$ 2,753,565</u>

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Operating Advances to Related Parties at December 31, 2017

The Corporation has made advances to related limited partnerships, as follows:

	Receivable Balance 12/31/2017
Aguila Village Housing Development LP	\$ 715,772
Casa Korima Housing Development, L.P.	387,479
Edcouch Housing Development LP	525,994
Glenbrook Terrace Housing Development, L.P.	1,417,657
NFW El Mirage Affordable Housing LP	30,000
Timbers Clayton 104 Apartments, L.P.	699,039
Village at Meadowbend I	331,812
Village at Meadowbend II	292,665
LA New Directions WestAdams, L.P.	281,611
Riverside CCF/CB Partners, LP	1,816,170
Kings Canyon, L.P.	1,789,342
	<u>\$ 8,287,541</u>

Notes & Interest Receivable - Balances as of December 31, 2017

	Principal	Accrued Interest
Aguila Village Housing Development, L.P. DDF	\$ 429,699	\$ 110,835
Casa Korima Housing Development, L.P., DDF	1,718,969	1,102,346
Edcouch L.P. DDF	700,000	174,523
Glenbrook Terrace Housing Development, L.P. DDF	1,735,500	2,130,746
Somerton Affordable Housing, L.P., DDF	273,199	48,777
Village at Meadowbend II, L.P., DDF	729,999	316,776
Village at Meadowbend, L.P., DDF	567,931	469,446
Plaza Mendoza Housing, L.P., DDF	480,036	-
Villa Robles Housing, L.P. DDF	512,302	-
Riverside CCF/CB Partners. L.P. DDF	2,302,989	201,359
La Vida Nueva, L.P., DDF	329,684	-
Timbers Clayton 104 Apartments, L.P. DDF	1,566,644	-
Total Developer Fee Notes	<u>11,346,952</u>	<u>4,554,808</u>
Comunidad Housing Development, L.P., DEV	3,350,430	1,872,801
Glenbrook Terrace Housing Development, L.P. - DEV	1,079,444	621,193
Kern County Housing LP, DEV	7,460,100	-
La Vida Nueva, L.P. - DEV	1,000,000	10,833
La Vida Nueva, L.P. - DEV	3,981,574	48,782
Shafter Housing Development, L.P. - DEV	334,792	146,472
Total Notes for Development Costs	<u>17,206,340</u>	<u>2,700,081</u>

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Comunidad Housing Development, L.P., DEV	3,350,430	1,872,801
Glenbrook Terrace Housing Development, L.P. - DEV	1,079,444	621,193
Kern County Housing LP, DEV	7,460,100	-
La Vida Nueva, L.P. - DEV	1,000,000	10,833
La Vida Nueva, L.P. - DEV	3,981,574	48,782
Shafter Housing Development, L.P. - DEV	334,792	146,472
Total Notes for Development Costs	<u>17,206,340</u>	<u>2,700,081</u>

Comunidad Housing Development, L.P., AHP	\$ 1,000,000	\$ 351,896
Deming Manor, L.P., AHP	104,000	67,567
King Arthur's Court, L.P., AHP	56,000	35,583
Somerton Affordable Housing, LP, AHP	880,000	613,839
Tradewinds Carriage, L.P., AHP	64,000	40,667
Total AHP Loans	<u>2,104,000</u>	<u>1,109,552</u>

Total notes receivables from related parties	51,523,779	11,587,262
Amounts anticipated to be collected in 2018	(450,000)	(1,101,359)
Amounts anticipated to be collected after 2018	<u>\$ 51,073,779</u>	<u>\$ 10,485,903</u>

Realization of these loans is dependent on various individual economic conditions, including the operating results of the partnerships and future value of the real estate as is more fully discussed below. The total principal and interest receivable for these loans totaled \$51,523,779 and \$11,587,262, respectively, for a total of \$63,111,041. The anticipated 2018 collections of principal and interest are \$450,000 and \$1,101,359, for a total of \$1,551,359. The anticipated collections of principal and interest subsequent to 2018 are \$51,073,779 and \$10,485,903, respectively, for a total of \$61,559,682. During 2017 CCF earned \$2,782,240 in interest income from the above referenced notes.

Contingency Related to Deferred Developer Fees

As discussed in Note 11 below, CCF has guaranteed to contribute capital in an amount necessary to allow the repayment of the balance of unpaid DDF before the end of the fifteen year tax credit compliance period. In 2017 CCF contributed capital of \$1,584,839 to repay developer fee notes on two projects. The project partnership agreements provide a first right of refusal for CCF to enter into negotiations with the project's investor limited partner to purchase the limited partner's project interest upon the expiration of the fifteen year tax credit compliance period. CCF's management believes that either the purchase of the project interest or the sale of the project will result in fair value equity or cash sufficient to recover its investments in capital and/or any other advances and loans made by CCF in or to the project partnerships.

**Note 5 – Notes Receivables – Unrelated Parties**

CCF has loaned funds to an unrelated party as follows:

	Principal	Accrued Interest
Juventino Abonza - DEV	\$ <u>90,227</u>	\$ <u>344</u>
Total Unrelated Notes for Development Costs	90,227	344
Amounts anticipated to be collected in 2018	<u>(4,637)</u>	<u>(344)</u>
Amounts anticipated to be collected after 2018	<u>\$ 85,590</u>	<u>\$ -</u>



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The total notes and interest receivable from related (see Note 4 above) and unrelated parties at December 31, 2017 was \$63,201,612.

**Note 6 – Land and Development Costs**

The Corporation invests in land for future real estate development. In addition, the Corporation invests in engineering, marketing and other predevelopment costs as projects are planned and submitted to lenders and various government agencies. These costs are recorded as the lower of original cost or estimated recoverable amounts. At December 31, 2017 these costs consisted of the following:

Land, at cost	\$ 5,121,353
Other predevelopment costs, at cost	1,374,773
	<u>\$ 6,496,126</u>

During 2017 a total of \$59,572 in development costs were expensed as nonrecoverable.

**Note 7 – Commitments - Credit Line Payable to Wells Fargo Bank, Contingent Liability-Letter of Credit, Subsequent Event**

The Corporation has a \$4,000,000 revolving line of credit note payable to Wells Fargo Bank, originally dated May 5, 2014. The note bears interest at the rate of 2.75% above either the one month daily LIBOR rate or the LIBOR rate at the beginning of the month. The line of credit is secured by accounts receivable and other rights to payment, general intangibles, inventory and equipment. The line of credit was renewed on May 5, 2016 with an effective date of May 5, 2016 and a maturity date of May 5, 2018. On April 5, 2018 the line of credit's maturity was extended to August 5, 2018. The balance owing on the line of credit was \$0 at December 31, 2017.

**Note 8 - Long Term Debt**

Long term debt consists primarily of mortgage debt on multifamily apartment projects serving low income individuals and families. The debt is reflected below. The first grouping reflects mortgage debts from private lenders, while the second grouping reflects mortgage debts directly or indirectly from government or government related lenders.

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	<u>Principal</u>	<u>Accrued Interest</u>
Mortgages and Real Estate Related Notes Payable:		
Mortgage on Casas Blancas		
3.68% interest rate payable to Berkeley Point Capital	\$ 4,543,374	\$ 14,249
Mortgage on La Paz Villas		
8.75% interest rate payable to Wells Fargo Bank	1,699,991	4,590
Mortgage on Phoenix office building, LIBOR plus 2.75%, plus increasing principal payments payable to WFB	818,076	3,019
Mortgage on San Antonio Low Income Housing project		
4.28% interest rate payable to Berkeley Point Capital	9,196,627	33,215
Mortgage on South Union Housing project		
4.81% payable to Lancaster Pollard Mortgage	2,445,303	10,407
Mortgage on Ross Gardens low income housing project		
5.73% payable to Wells Fargo Bank	4,015,996	19,928
Loan on National Housing Advisors, LLC	185,872	-
Mortgage on Culebra Affordable Housing (Rufino)		
6% loan payable to LISC, secured by deed of trust	1,170,000	-
Mortgage on Govalle Terrace (Rufino)		
0% loan payable to Austin Housing Finance Corporation	1,600,000	-
Total Commercial or Private Mortgages Payable	<u>25,675,239</u>	<u>85,408</u>

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	<u>Principal</u>	<u>Accrued Interest</u>
Development loans payable Fillmore & Roeser HUD projects, 0% interest rate payable to the City of Phoenix	2,640,266	-
AHP loan funded for Somerton Affordable Housing, L.P. Payable to Bank of America, 5.12%	880,000	613,838
AHP loan funded for Comunidad Housing, L.P. Payable to Bank of America, 5%	1,000,000	351,896
AHP loans on three New Mexico projects	224,000	143,817
Mortgage on South Union Housing project, NSP loan 0% payable to City of Houston	8,802,425	-
Mortgage on Parlier Affordable Housing project 9.25% interest rate payable to CHFA	2,942,881	23,223
Mortgage on San Antonio Low Income Housing project Payable to Texas Affordable Housing Corporation, 8.25%	1,735,000	1,227,920
NSP Mortgage on Montebello senior housing project 0% payable to City of Glendale	1,016,138	-
AHP loan on Fillmore Housing & Roeser HUD project 0% payable to Arizona National Bank	930,000	-
Loan on Casitas 80 Project 6.99%, payable to County of Kern	775,000	1,007,627
Loan on Casitas 80 Project 0% payable to City of Delano CRA	218,000	138,717
HOME funds – Glendale Housing Development, 0%	519,599	-
Total Government Funded Mortgages	<u>21,683,309</u>	<u>3,507,038</u>
Total of notes and mortgages payable	47,358,548	3,592,446
Less current maturities	<u>(564,465)</u>	<u>(215,016)</u>
Long term maturities	<u>\$ 46,794,083</u>	<u>\$ 3,377,430</u>

The total principal balance at December 31, 2017 is net of \$379,684 in unamortized loan costs.

The total current principal and interest payable at December 31, 2017 was \$779,481. The total of long term principal and interest payable at December 31, 2017 was \$50,171,513.

Interest paid was \$1,552,747 and interest expense was \$2,165,976 for the year ended December 31, 2017. Interest capitalized in 2017 totaled \$6,591.

Mortgage loans are generally fully amortized over the loan terms. The mortgage loans are generally secured by the project real property. Government funded loans may have a forgiveness provision if certain regulatory conditions are fulfilled. Maturities of long-term debts are as follows:

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Year Ending December 31,	Amount
2017	\$ 564,465
2018	600,349
2019	1,807,220
2020	676,151
2020	716,269
Thereafter	43,418,075
	<u>47,782,529</u>
Less unamortized loan costs	(379,684)
	<u><u>47,402,845</u></u>

Mortgage loans have original terms of fifteen to forty years.

**Note 9 – Lease Commitments**

Operating Leases

As of December 31, 2017, CCF and FERNI had entered into various noncancellable operating lease agreements for the rental of office, broadcast facilities, and equipment. Other facilities are rented on a month to month basis. Minimum rentals subject to lease agreements, on an annual basis, are as follows:

Year Ending December 31,	Amount
2018	\$ 336,650
2019	265,878
2020	105,612
2021	48,000
2022	48,000
	<u>\$ 804,140</u>

Facility rent expense and equipment rent expense for 2017 was \$731,640 and \$163,911, respectively.

**Note 10 - Contributed Services**

The value of donated volunteer services is not reflected in the accompanying Consolidated Financial Statements since there is no objective method available to measure the value of such services.

**Note 11 – Guarantees**

CCF has entered into various guaranty agreements related to housing project development. These guarantees generally involve the guaranty of certain aspects of the development and/or operations of a low income housing project in which CCF has an interest, either as a general partner, a limited liability company member, or as the sponsor of the project. The terms of the guarantees generally coincide with the completion of development and the attainment of certain levels of operations for an established period of time.

The project related guarantees may include the following:

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Development deficit guarantees in which CCF, as developer, commits to fund the project to completion. The terms of these guarantees coincide with the development phase.

Operating deficit guarantees in which CCF commits to fund any operating deficits for a certain period following the project being placed into service.

Replacement reserve guarantees in which CCF guarantees to fund replacement reserves until a certain amount is funded for a certain period.

Tax credit recapture guarantees in which CCF guarantees that the project will not suffer a tax credit recapture due to its negligence.

Developer fee payment guarantee in which CCF, as general partner and developer, guarantees to contribute capital in an amount sufficient to pay the balance of the deferred developer fees and accrued interest by dates set forth in the project partnership agreements. These dates are generally before the expiration of the project's fifteen year tax credit compliance period. These deferred developer fees are presented in Note 4 above.

**Note 12 - Cash, Cash Equivalents & Supplemental Cash Flow Disclosure**

For purposes of the statement of cash flows, highly liquid investments with an initial maturity of three months or less are considered to be cash equivalents. There were no cash equivalents at December 31, 2017.

Cash held by consolidated HUD projects, including Gilroy, San Benito, Aguila Oaks, South Union, Avondale, Glendale, Fillmore, Roeser, and Casas Blancas is generally not available for distribution without HUD approval.

**Supplemental Disclosure of Cash Flow Information:**

Cash paid for interest during the year	\$ 1,552,747
Interest capitalized during the year	6,951
Cash paid for tax on unrelated income	849
Cash paid for tax on income - South Union	1,143

Noncash investing and financing transactions resulted from property closing and earned developer fee accruals, including:

Developer fees earned in 2017 increased related party notes receivable by \$329,684  
Property additions from escrow closings of \$13,025,331  
Property reductions from escrow closings and contributions of \$15,311,002  
Reduction in notes receivables from escrow closings of \$3,251,531  
Increase in debt from escrow closings of \$7,460,800  
Decrease in debt from escrow closings of \$7,638,024  
Increase in funded reserves from escrow closing of \$180,000  
Reduction in bond premium from escrow closing of \$511,128  
Increase in loan financing costs from escrow closing of \$310,587  
Decrease in unamortized loans costs from escrow closing of \$4,605

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**Note 13 – HUD and Lender Restricted Deposits**

Replacement Reserves and Funds in Escrows

Under certain regulatory and loan agreements, certain consolidated housing projects are required to set aside amounts for the replacement of property and other project expenditures approved by the regulatory agencies and/or lenders. These replacement reserves and escrows are paid monthly with the mortgage payment. These replacement reserves and escrows are not generally available for discretionary operating purposes.

Tenant Security Deposits

For HUD and other low income housing projects, tenant security deposits are required to be maintained in separate bank accounts. HUD regulations require these bank balances to equal or exceed the tenant security deposit liability.

Requirements to Hold Cash in Separate Accounts

In addition to the requirements for reserves and deposits, HUD also requires certain grant and loan proceeds for development to be segregated from other Organization funds. These funds are maintained in separate bank accounts.

**Note 14 – Barter Transactions**

In accordance with the provisions of FASB ASC 845-10-30, *Nonmonetary Transactions – Overall*, all barter transactions are reported at the estimated fair value of the product or service received. Barter transactions in FERNI and CCF's broadcast operations for 2017 totaled \$352,186.

**Note 15 – Grants and Refundable Advances**

The Organization recognizes revenue derived from grants over the period to which the grant relates. Grant awards accounted for as exchange transactions are considered refundable advances and are classified as a liability titled "Refundable Advances" until related services are performed, at which time they are recognized as revenue. The activity in the refundable advance account is reported as follows:

Refundable advances, beginning of year	\$ 9,250
Grant Receipts	-
Grant expenditures	(9,250)
Refundable advances, end of year	<u>\$ -</u>

Amounts expended for services performed in excess of grant funds received are presented as a receivable for financial statement presentation. Grant awards accounted for as agency or intermediary transactions are not considered contributions and therefore are not recorded as revenue. Revenue from private grants is recognized as unrestricted support in the reporting period in which all requirements of the grant are met.

**Note 16 – Ground Lease Receivable from Related Party**

On December 21, 2004 Vista Del Monte Affordable Housing, Inc. ("Vista") sold all real property improvements and personal property to Vista Del Monte Housing, L.P. (the "Partnership"). Vista is the general partner in the Partnership. Vista retained ownership to the land underlying the real property improvements.

Vista and the Partnership entered into a "Ground Lease" ("Lease") dated November 1, 2004. The lease provides for Vista to lease the land underlying the improvements to the Partnership for a term of 99 years. The Lease provides for the Partnership to pay to Vista basic rent of \$1,010,000 per year. Rent shall be paid on January 1 of each year,

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commencing on January 1, 2006. Basic rent for any partial year shall be prorated on the basis of 1/360th of the basic annual rent per day. Rent shall only be paid from the Partnership's residual receipts account. If the Partnership is unable to pay any rent when due because the Partnership lacks adequate residual receipts, such failure to pay rent when due shall not constitute a default under the Lease, but the unpaid amount will accrue without interest until paid in full.

Ground lease rent earned for 2017 totaled \$1,010,000 and the ground lease receivable was \$888,764 at December 31, 2017. Payments received under this lease totaled \$2,160,000 during the year ended December 31, 2017.

Future minimum lease payments receivable for each of the five fiscal years following December 31, 2017:

Year Ending December 31,	<u>Amount</u>
2017	\$ 1,010,000
2018	1,010,000
2019	1,010,000
2020	1,010,000
2020	1,010,000

**Note 17 - Temporarily Restricted Net Assets**

Support received that is temporarily restricted as to use by the donor or grantor due to time or use constraints, and associated expenses, are recorded as activity within temporarily restricted net assets. At December 31, 2017 temporarily restricted net assets totaled \$24,971,323, representing the temporarily restricted net assets of Avondale, Glendale, Fillmore and Roeser in the property management program. The Cesar Chavez Foundation and the National Chavez Center received public donations with restrictions that at December 31, 2017 had not been met. The total Temporary Restricted Contributions were \$98,019. As of December 31, 2017 total Temporarily Restricted Net Assets totaled \$25,069,342.

**Note 18 –Government Funded Lending**

HUD NSP Grant

Note 6 above reflect costs which have been incurred related to development costs for housing projects serving low and moderate households. As of December 31, 2017 CCF had received funding for one project which was in the predevelopment stage.

NSP - Pre-Development Grant

The project is located in Glendale, Arizona and is financed with a Neighborhood Stabilization Program ("NSP") loan from HUD. These funds are to be used to pay for certain approved pre-development and development costs such as land, architectural, consulting fees, and permits. Absent a default as described in the grant agreement the funds are generally not repayable and would be forgiven upon the fulfillment of the regulatory period.

The balance advanced under the NSP agreement at December 31, 2017 was \$1,016,138 and was used to fund development costs of \$1,056,838 which is included in the amounts described in Note 6 above.

NSP – Acquisition and Development

The South Union project was financed by an NSP loan in the amount of \$8,802,425 and matures on September 9, 2025. The loan bears no interest and is forgivable if no uncured default occurs.



**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Development and Permanent Loans – City of Phoenix

The Fillmore and Roeser projects discussed above have received funding from the City of Phoenix to finance development activities. These loans bear no interest and are generally forgivable after forty years. The loans payable, as reflected in Note 8 above, totaled \$2,640,266 at December 31, 2017.

HOME Funds

Glendale has received a HUD HOME funded loan for \$519,599. The loan bears no interest and matures May 19, 2026.

Texas State Affordable Housing Corporation (“TSAHC”)

SALIH has received a bond financed mortgage in the amount of \$1,735,000 which bears interest at 8.25%, payable from surplus cash.

California Housing Finance Agency (“CHFA”)

Parlier is financed by a mortgage issued by CHFA which bears interest at 9.25%. Maturity is October 1, 2037.

City of Delano Community Redevelopment Agency (CRA)

Casitas-80 is financed by a noninterest mortgage payable to CRA, maturing May 27, 2028.

County of Kern (“Kern County”)

Casitas-80 is financed by a 6.99% mortgage payable to Kern County, maturing July 29, 2037.

**Note 19 – Fair Value Measurements**

The Organization uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures of investments in debt and equity securities that are classified as available-for-sale.

The Fair Value Measurements Topic of the FASB Accounting Standards Codification defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements for fair value measurements. The disclosures required under this Topic have been included in this note.

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

**Fair Value Hierarchy**

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are calculated at cost.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

There were no changes in the valuations techniques during the current year.

**Determination of Fair Value**

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is the Organization's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future value.

		Fair Value Measurements at Reporting Date Using		
		Quoted Prices		
		In Active		
		Markets for		Significant
		Identical		Unobservable
		Assets		Inputs
		(Level 1)		(Level 3)
		Fair Value		
December 31, 2017				
Mutual funds - equity securities	\$ 3,916,515	\$ 3,916,515	\$	-
Equity securities	2,263,429	2,263,429		-
Exchange Traded Funds - equities	3,377,908	3,377,908		
Housing partnership interests	3,938,405	-		3,938,405
	<u>\$ 13,496,257</u>	<u>\$ 9,557,852</u>	<u>\$</u>	<u>3,938,405</u>

Investment return is summarized as follows:

Interest income	\$ 2,751,333
Dividend income	166,503
Net realized and unrealized gains/(losses)	9,372,578
Real estate investment gains/(losses)	(2,481)
	<u>\$ 12,287,933</u>

Assets measured at fair value on a recurring basis using significant unobservable inputs (level 3):

Housing project partnership interests

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

January 1, 2017	\$ 1,005,309
Investments	2,910,793
Purchases, sales & issuance	24,784
Gains and (losses) included in earnings	<u>(2,481)</u>
December 31, 2017	<u>\$ 3,938,405</u>

Gains and losses included in earnings are included in “Investment Income” on the Consolidated Statement of Activities.

**Cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings**

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value for financial instruments not recorded at fair value (disclosures required by the Fair Value Measurements Topic of the FASB Accounting Standards Codification).

The carrying amounts approximate fair value because of the short maturity of these instruments.

**Investments in debt and equity securities**

Investments in debt and equity securities that are classified as available-for-sale are recorded at fair value on a recurring basis.

**Investments in real estate projects**

Investments in real estate projects are recorded at cost. These investments were not evaluated for impairment because (a) the Organization is exempt from estimating fair value under GAAP and (b) the Organization did not identify any events or changes in circumstances that might have a significant adverse effect on the fair value of those investments.

**Long-term debt**

Long-term debt is carried at amortized cost, which is considered to be the best estimate of fair value.

**Note 20 – Financial Instruments, Significant Concentrations of Credit Risk**

The following methods and assumptions were used by the Organization in estimating the fair value of its financial instruments:

Cash and cash equivalents – The carrying amount reported in the statement of financial position approximates fair value because of the short maturity of those instruments.

Investments – The fair value of investments in marketable equity and debt securities is based on quoted market prices. Nonmarketable partnership investments are carried at cost.

Assets held by bond trustees and loan impounds held by lenders – The carrying amount reported in the statement of financial position approximates fair value because of the short maturity of those instruments.

Contributions receivable – The fair value of contributions receivable is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Notes receivable & accrued interest receivable – The carrying amounts reported in the statement of financial position approximates fair value as management believes the ultimate disposition of the real property will provide sufficient equity or cash to settle the outstanding balances.

Loans payable – The carrying amount reported in the statement of financial position approximates fair value because the Organization can obtain similar loans at the same terms.

The estimated fair values of the Organization’s financial instruments are as follows:

	Cost	Fair Value
Cash and cash equivalents	\$ 11,810,224	\$ 11,810,224
Investments-Marketable Securities	9,557,852	9,557,852
Investments-Housing Interests	3,938,405	3,938,405
Assets held by bond trustees and lenders	9,088,960	9,088,960
Prepaid Expenses	185,830	185,830
Notes and accrued interest receivable	63,201,612	63,201,612
Mortgage payables and accrued interest	51,027,186	51,027,186

Concentration of Credit Risk

Financial instruments that are exposed to concentrations of credit risk consist of cash discussed below, investments discussed in Note 3 above, and related party accounts receivable and loans receivable discussed in Note 4 above. Accounts receivable and notes receivable are carried at estimated net realizable values.

Cash and marketable investments are based on quoted market prices. Cash accounts, including funds held by bond trustees and lenders, are maintained at various financial institutions. These accounts are insured by either the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Association (NCUA). Insurance coverage for covered accounts is limited to \$250,000. CCF and its consolidated entities have exposure to credit risk to the extent that its cash and cash equivalents exceed amounts covered by federal deposit insurance. CCF and its consolidated entities have not experienced any losses in such accounts. The Corporation believes it is not exposed to any significant credit risk on cash and cash equivalents. The amount of uninsured funds, including balances reflected as “Cash” and “Reserves and Impounds”, at December 31, 2017 totaled \$12,851,143.

Concentration of Credit Risk on Related Party Accounts Receivable, Notes and Accrued Interest Receivable

CCF and its consolidated entities operate or invest in multi-family housing projects which rent to people with qualifying levels of income who work in various California, Arizona, New Mexico and Texas locations. These entities are subject to business risks associated with the economy and level of employment in these areas, which affect occupancy as well as tenants’ ability to make rental payments.

The collection of amounts due from the related entities as discussed in Note 4 above are affected by the overall condition of rental markets in the states in which the real estate projects operate. In addition, as discussed in Note 4 above, the ultimate realization of the value represented by housing receivables may be dependent on the future value of the real estate projects.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

**Note 21 – Other Entities**

At December 31, 2017 the accounts of the following entities are reflected in the column entitled “Other Entities” in the consolidating financial statements, Schedules I and II: Kern County Housing Development Corporation (“Kern 202”), Bernalillo Housing Limited Partnership II, NFWSC Housing Corporation (“NFWSC Housing”), Casa De Amigos Affordable Housing, Inc., Gilroy Affordable Housing Corporation (“Gilroy”) and Bernalillo Housing Corporation II.

**Note 22 – Multiemployer Pension Plan**

CCF, FERNI and NCC (the “Participating Entities”) contribute to one multiemployer pension plan, Juan De La Cruz Farmworkers Pension Plan (the “Plan”), which enrolls farmworker movement employees. The Participating Entities are not subject to a collective bargaining agreement. Approximately 49% of the Participating Entities total employees were participants in the multiemployer plan. The Plan generally provides retirement benefits to participants based on their service to contributing employers. The Participating Entities do not administer the Plan. In general, the Plan is managed by a board of trustees with the United Farm Workers appointing certain trustees and other contributing employers of the plan appointing certain members. The Participating Entities generally are not represented on the board of trustees. Contributions of \$63,824 were charged to pension expense for ongoing participation in the Plan. The Participating Entities 2017 contributions were greater than 5% of the total Plan contributions for 2017.

The risks of participating in this multiemployer defined benefit pension plan is different from single-employer plans because: (a) assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers, (b) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be required to be borne by the remaining participating employers, and (c) if the Participating Entities choose to stop participating in the Plan, it may be required to pay a withdrawal liability to the Plan. In connection with ongoing renegotiation of collective bargaining agreements, the Participating Entities may discuss and negotiate for the complete or partial withdrawal from one or more multiemployer pension plan. Depending on the number of employees withdrawn in any future period and the financial condition of the multiemployer plan at the time of withdrawal, the associated withdrawal liabilities could be material to the Organization’s consolidated change in net assets in the period of the withdrawal. The Participating Entities have no plans to withdraw from the Plan.

Furthermore, under current law regarding multiemployer benefit plans, a plan’s termination, the corporation’s voluntary withdrawal, or the mass withdrawal of all contributing employers from any under-funded, multiemployer pension plan would require the corporation to make payments to the plan for its proportionate share of the multi-employer plan’s unfunded vested liabilities. It is possible that there may be a mass withdrawal of employers contributing to these plans or may terminate in the near future. The Participating Entities could have adjustments to its estimates for these matters in the near term that could have a material effect on the corporation’s consolidated financial condition, results of operations or cash flows. The following presents information about the Participating Entities’ multiemployer pension plan as of December 31, 2017.

Name of Pension Fund	EIN	Pension Protection Act Zone Status	FIP/RP Status	Contributions 2017	Surcharge Imposed	Expiration Date Collective Bargaining Agreement
<u>2017</u>						
Juan De La Cruz Farm Workers Pension Plan	95-6454441	Green-12/31/17	N/A	\$ 63,824	No	N/A

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

**Note 23 - Subsequent Events**

On February 1, 2018 the Cesar Chavez Foundation entered into a consent decree with the Federal Communications Commission and agreed to pay a \$115,000 civil penalty, institute a 1 year moratorium on any new under writing and implement a compliance program to settle a underwriting violation complaint brought to the Enforcement Board.

Subsequent events were evaluated through June 29, 2018, which is the date the financial statements were available to be issued.

**Note 24 – Greenfield Construction, LLC**

Nature of Business and Business Activity

Greenfield Construction LLC, (the “Company”) is a California limited liability company whose sole member is the Cesar Chavez Foundation (“CCF”), a California nonprofit Corporation. The Company’s accounts are consolidated in these financial statements.

The Company generally acts as a general contractor in multi-family construction and rehabilitation.

The Company was granted limited liability company status by the state of California on March 28, 2012.

Summary of Significant Accounting Policies Unique to Greenfield Construction, LLC

Revenue and Cost Recognition

Revenues from fixed-price and modified fixed-price construction contracts are recognized on the percentage-of-completion method measured by the percentage of costs incurred to date to estimated total costs for each contract. This method is used because management considers expended costs to be the best available measure of progress on these contracts. Because of the inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change within the near term.

Contract costs include all direct material, direct labor, equipment and subcontract cost and those indirect costs related to contract costs, such as indirect labor, supplies, depreciation and tool cost. General and administrative expenses are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revenues are determined. Changes in estimated job profitability resulting from job performance, job conditions, contract penalty provisions, claims, change orders, and settlements, are accounted for as changes in estimates in the current period.

The asset, “Costs and estimated earnings in excess of billings on uncompleted contracts,” represents revenues recognized in excess of amounts billed. The liability, “Billings in excess of costs and estimated earnings on uncompleted contracts,” represents billings in excess of revenues recognized.

Contract Receivables

Contract receivables are recorded when invoices are issued and are presented in the balance sheet net of allowance for doubtful accounts. Contract receivables are written off when they are determined to be uncollectible. The Company’s contract and retention receivables were \$558,690 and \$332,073 at December 31, 2017, respectively.

**Cesar Chavez Foundation**  
**Notes to Consolidated Financial Statements**  
**December 31, 2017**

Income Taxes

The Company has elected to be taxed as a partnership. Net income or losses, therefore, are taxed to sole member. For federal tax purposes the Company's income and expenses are reported on the form 990 of the Company's sole member, CCF.

The Company is responsible to pay California, Texas and New Mexico state franchise tax which is based on adjusted and gross revenue, respectively. This franchise tax expense for 2017 totaled \$7,314.

The Company's income tax filings are subject to audit by various taxing authorities. The Company's open audit periods are, with some exceptions, 2014, 2015, 2016 and 2017 (2017 returns not yet filed at the time the financial statements were issued). In evaluating the Company's tax provisions and accruals, future taxable income, and the reversal of temporary differences, interpretations and tax planning strategies are considered. The Company believes its estimates are appropriate based on current facts and circumstances.

Uncompleted Contracts

Schedules III, IV, V and VI present information concerning Greenfield's revenues and costs of construction on completed and uncompleted contracts.

Construction Revenues, Costs of Construction, and Financial Statement Presentation

Construction revenues and costs of construction for the year ended December 31, 2017:

Costs, estimated earnings, and billing on uncompleted contracts are summarized as follows:

Costs incurred on uncompleted contracts	\$ 2,281,858
Estimated earnings	<u>(44,319)</u>
	2,237,539
Billings to date	<u>(1,924,258)</u>
	<u>\$ 313,281</u>

Included in the accompanying balance sheet under the following captions:

Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 313,281
Billings in excess of costs and estimated earnings on uncompleted contracts	<u>-</u>
	<u>\$ 313,281</u>

The gross (loss) on construction activity of (\$421,320) is included in Schedule II, "Consolidating Statement of Activities" in the Greenfield Construction column as "Development Revenue".



**Cesar Chavez Foundation**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

Federal Grantor/Pass-through Grantor Program Title	Federal CFDA Number	Pass-Through Entity Identifying Number	Federal Expenditures
U.S. Department of Housing and Urban Development			
Pass-through program from: City of Glendale, Arizona:			
ARRA-Community Development Block Grants Neighborhood Stabilization Program	14.218	C-7246	<u>1,016,138</u>
Total U.S. Department of Housing and Urban Development			<u>1,016,138</u>
Total expenditure of federal awards			\$ <u><u>1,016,138</u></u>

See accompanying notes

CESAR CHAVEZ FOUNDATION  
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS  
YEAR ENDED DECEMBER 31, 2017

NOTE 1 - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (the Schedule) includes the federal grant activity of Cesar Chavez Foundation under programs of the federal government for the year ended December 31, 2017. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Cesar Chavez Foundation, it is not intended to and does not present the financial position, changes in net assets, or cash flows of Cesar Chavez Foundation.

The accompanying schedule of expenditures of federal awards includes the information on federal grant activity of Cesar Chavez Foundation only. Certain consolidated entities included in the consolidated financial statements have federal grant activity which is reported in the separately prepared and issued financial statements for these entities.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Cesar Chavez Foundation has elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

NOTE 3 – U.S DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

Cesar Chavez Foundation has received a U.S Department of Housing and Urban Development Community Development Block Grant. This is classified as a loan balance outstanding at December 31, 2017 and is included in the Schedule. Cesar Chavez Foundation received no additional loans during the year.

# MENDEZ PETTY MORENO LLP

Certified Public Accountants

## **REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

To the Board of Directors  
Cesar Chavez Foundation  
Keene, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Cesar Chavez Foundation (a nonprofit organization) which comprise the statement of financial position as of December 31, 2017, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated June 29, 2018.

### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Cesar Chavez Foundation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Cesar Chavez Foundation's internal control. Accordingly, we do not express an opinion on the effectiveness of Cesar Chavez Foundation's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Cesar Chavez Foundation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*Mendez Petty Moreno LLP*

Bakersfield, California  
June 29, 2018

# MENDEZ PETTY MORENO LLP

Certified Public Accountants

## **INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY OMB CIRCULAR A-133**

To the Board of Directors  
Cesar Chavez Foundation  
Keene, California

### **Report on Compliance for Each Major Federal Program**

We have audited Cesar Chavez Foundation's compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of Cesar Chavez Foundation's major federal programs for the year ended December 31, 2017. Cesar Chavez Foundation's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

#### ***Management's Responsibility***

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

#### ***Auditor's Responsibility***

Our responsibility is to express an opinion on compliance for each of Cesar Chavez Foundation's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Cesar Chavez Foundation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Cesar Chavez Foundation's compliance.

#### ***Opinion on Each Major Federal Program***

In our opinion, Cesar Chavez Foundation complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2017.

## Report on Internal Control Over Compliance

Management of Cesar Chavez Foundation is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Cesar Chavez Foundation's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Cesar Chavez Foundation's internal control over compliance.

*A deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

*Mendez Petty Moreno LLP*

Bakersfield, California  
June 29, 2018

Cesar Chavez Foundation  
Schedule of Findings and Questioned Costs  
Year Ended December 31, 2017

SUMMARY OF AUDITOR'S RESULTS

- 1. The auditor's report expresses an unmodified opinion on whether the financial statements of Cesar Chavez Foundation were prepared in accordance with GAAP.
- 2. No significant deficiencies or material weaknesses are reported.
- 3. No instances of noncompliance material to the financial statements of Cesar Chavez Foundation, which would be required to be reported in accordance with *Government Auditing Standards*, were disclosed during the audit.
- 4. No significant deficiencies or material weaknesses in internal control over major federal award programs were disclosed during the audit.
- 5. The auditor's report on compliance for the major federal award programs for Cesar Chavez Foundation expresses an unmodified opinion on all major federal programs.
- 6. The program tested as a major program was: U.S. Department of Housing and Urban Development Community Development Block Grant Neighborhood Stabilization Program, CFDA No. 14.218
- 7. The threshold used for distinguishing between Type A and B programs was \$187,500.
- 8. Cesar Chavez Foundation was determined to be a low-risk auditee.

FINDINGS—FINANCIAL STATEMENT AUDIT

There were no financial statement findings.

FINDINGS AND QUESTIONED COSTS—MAJOR FEDERAL AWARD PROGRAMS  
AUDIT

There were no federal award findings.



# MENDEZ PETTY MORENO LLP

Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY CONSOLIDATING INFORMATION

To the Board of Directors of the  
Cesar Chavez Foundation  
Keene, California

We have audited the consolidated financial statements of Cesar Chavez Foundation and its consolidated entities as of December 31, 2017 and for the year then ended, and our report thereon dated June 29, 2018, which expressed an unqualified opinion on those financial statements, appears on pages one and two. Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information in Schedule II is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and it is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

*Mendez Petty Moreno LLP*

Bakersfield, California  
June 29, 2018

**Cesar Chavez Foundation**  
**Schedule I - Consolidating Statements of Financial Position**  
**December 31, 2017**

**Schedule I**

**Assets:**

	CCF	FERNI	N.C.C.	SAN BENITO CORP	AVONDALE CORP	CASITAS 80	GREENFIELD CONSTRUCTION	VISTA DEL MONTE CORP	RUFINO CORP.	GLENDAL CORP	ROSS GARDENS	ROESER	PARLIER	FILLMORE	OTHER ENTITIES	ELIMINATING ENTRIES	TOTAL CONSOLIDATING
<b>Current Assets</b>																	
Cash	\$ 9,954,215	(16,283)	190,520	134,798	1,056	7,341	125,784	342,289	268,539	2,151	159,966	132	26,554	1,378	611,784		\$ 11,810,224
Accounts Receivable - net	492,790	661,100	239,759	1,192	162	1,353	890,763	1,503	17,263	404	333	771	4,205		44,180	(86,192)	2,269,586
Receivables from Related Parties	1,010,981		5,056	5,439				888,764			17,777		16,635		250,230	(454,369)	1,740,513
Grant Receivable	330,007																330,007
Marketable Securities	9,557,852																9,557,852
Prepaid Expenses	91,982	800		2,525	2,250	2,200	6,476	17,484	32,530	2,150	2,384	2,000	20,849	2,200			185,830
Notes & Interest Receivable - Related & Unrelated - Current Portion	1,556,340																1,556,340
Miscellaneous			21,617				313,281	327			537						335,762
<b>Total Current Assets</b>	<b>22,994,167</b>	<b>645,617</b>	<b>456,952</b>	<b>143,954</b>	<b>3,468</b>	<b>10,894</b>	<b>1,336,304</b>	<b>1,250,367</b>	<b>318,332</b>	<b>4,705</b>	<b>180,997</b>	<b>2,903</b>	<b>68,243</b>	<b>3,578</b>	<b>906,194</b>	<b>(540,561)</b>	<b>27,786,114</b>
<b>Property and Equipment</b>																	
Land	967,400		926,660	1,085,061	778,387	324,176		2,603,285	1,630,758	571,689	805,000	1,427,765	327,765	762,300			12,210,246
Buildings & Improvements	5,801,124		9,220,040	5,015,547	7,426,637	6,931,528		9,279,496	21,465,012	6,128,702	5,683,773	6,557,127	7,452,235	4,865,117		(1,446,092)	94,380,246
Equipment and Furniture	1,477,088	2,437,350	412,366	551,807	70,371	148,208			60,033	70,447		41,409		64,883			5,333,962
Vehicles	317,129	38,917	12,463			22,632											391,141
<b>Total Property and Equipment</b>	<b>8,562,741</b>	<b>2,476,267</b>	<b>10,571,529</b>	<b>6,652,415</b>	<b>8,275,395</b>	<b>7,426,544</b>	<b>-</b>	<b>11,882,781</b>	<b>23,155,803</b>	<b>6,770,838</b>	<b>6,488,773</b>	<b>8,026,301</b>	<b>7,780,000</b>	<b>5,692,300</b>	<b>-</b>	<b>(1,446,092)</b>	<b>112,315,595</b>
<b>Less: Accumulated Depreciation</b>	<b>5,207,922</b>	<b>2,264,931</b>	<b>5,293,080</b>	<b>4,315,511</b>	<b>2,241,048</b>	<b>887,993</b>		<b>144,155</b>	<b>5,609,517</b>	<b>1,665,976</b>	<b>1,854,633</b>	<b>571,647</b>	<b>1,614,652</b>	<b>544,435</b>		<b>(111,724)</b>	<b>32,103,776</b>
<b>Total Property and Equipment, net of Accumulated Depreciation</b>	<b>3,354,819</b>	<b>211,336</b>	<b>5,278,449</b>	<b>2,336,904</b>	<b>6,034,347</b>	<b>6,538,551</b>	<b>-</b>	<b>11,738,626</b>	<b>17,546,286</b>	<b>5,104,862</b>	<b>4,634,140</b>	<b>7,454,654</b>	<b>6,165,348</b>	<b>5,147,865</b>	<b>-</b>	<b>(1,334,368)</b>	<b>80,211,819</b>
<b>Other Assets</b>																	
Reserves, Impounds, Deposits & Escrows	312,079	1,523,027	13,050	2,295,667	392,151	149,436		1,453,786	1,898,769	139,249	273,364	182,694	311,835	133,853	10,000		9,088,960
Related Non Current Receivables	7,231,405								634,990							(5,112,830)	2,753,565
Related Non Current Advances	9,230,809															(943,268)	8,287,541
Investments - Note 3	26,302,947							1,877,437	(2,232)						(330,665)	(23,909,082)	3,938,405
Notes and Interest Receivables - Notes 4 & 5	56,814,568								3,160,263						7,460,100	(5,789,659)	61,645,272
Land and development costs	2,968,459	23,952	28,840						3,474,875								6,496,126
Intangible Assets, net of accumulated amortization		2,471,994															2,471,994
<b>Total Other Assets</b>	<b>102,860,267</b>	<b>4,018,973</b>	<b>41,890</b>	<b>2,295,667</b>	<b>392,151</b>	<b>149,436</b>	<b>-</b>	<b>3,331,223</b>	<b>9,166,665</b>	<b>139,249</b>	<b>273,364</b>	<b>182,694</b>	<b>311,835</b>	<b>133,853</b>	<b>7,139,435</b>	<b>(35,754,839)</b>	<b>94,681,863</b>
<b>TOTAL ASSETS</b>	<b>\$ 129,209,253</b>	<b>4,875,926</b>	<b>5,777,291</b>	<b>4,776,525</b>	<b>6,429,966</b>	<b>6,698,881</b>	<b>1,336,304</b>	<b>16,320,216</b>	<b>27,031,283</b>	<b>5,248,816</b>	<b>5,088,501</b>	<b>7,640,251</b>	<b>6,545,426</b>	<b>5,285,296</b>	<b>8,045,629</b>	<b>(37,629,768)</b>	<b>\$ 202,679,796</b>

**Cesar Chavez Foundation**  
**Schedule I - Consolidating Statements of Financial Position**  
**December 31, 2017**

Schedule I - Continued

Liabilities:	CCF	FERNI	N.C.C.	SAN BENITO CORP	AVONDALE CORP	CASITAS 80	GREENFIELD CONSTRUCTION	VISTA DEL MONTE CORP	RUFINO CORP.	GLENDALE CORP	ROSS GARDENS	ROESER	PARLIER	FILLMORE	OTHER ENTITIES	ELIMINATING ENTRIES	TOTAL CONSOLIDATING
Current Liabilities																	
Accounts Payable	\$	717,977	26,208	23,563	8,780	12,327	8,298	93,807	10,948	94,310	7,063	3,843	9,111	24,964	7,071		\$ 1,048,270
Accounts Payable - Related Parties		2,197	2,646	2,126	35,808	50,310	384,679	213,026	1,755,642	1,161,273	111,002	16,324	49,208	23,690	6,939	1,885,237	-
Development Cost Payables								1,105,336	517,683								1,623,019
Accrued Interest Payable		7,608					1,316	5,056	14,249	121,201		19,928		50,714		(5,056)	215,016
Accrued Expenses		541,670	19,889	26,423	819		800	737	18,768	96,831	540	800		800			708,077
Current Portion of Long Term Debt		149,759					8,741		68,713	191,899		89,629		55,724			564,465
Line of Credit Payable							250,000									(250,000)	-
Prepaid Revenue					1,301	626		1,149	17,166	238	13,911	80	4,781	456			39,708
Total Current Liabilities		1,419,211	48,743	52,112	45,407	63,938	404,460	1,667,962	2,387,152	1,682,680	118,843	144,435	58,399	160,673	14,466	1,885,237	4,198,555
Deposits Held		68,409		13,827	63,497	17,908	24,000	54,740	98,733	13,851	64,022	9,912	196,107	14,581			639,587
Long Term Debt , less current portion																	-
Long Term Debt		6,343,676				1,402,886		4,543,375	27,072,395	519,599	4,015,996	2,118,266	3,946,609	1,452,000	44,297	(4,100,551)	47,358,548
Interest Due After One Year		1,109,551				1,053,831		1,756,262					563,464		31,895	(1,137,573)	3,377,430
Total Long Term Debt		7,453,227	-	-	-	-	2,456,717	-	4,543,375	28,828,657	519,599	4,015,996	2,118,266	4,510,073	1,452,000	76,192	50,735,978
Less Current Portion		149,759	-	-	-	-	8,741	-	68,713	191,899	-	89,629	-	55,724	-	-	564,465
Total Long Term Debt, net of current portion		7,303,468	-	-	-	-	2,447,976	-	4,474,662	28,636,758	519,599	3,926,367	2,118,266	4,454,349	1,452,000	76,192	50,171,513
Other Long term payables																	-
Non Current Debt						270,000		814,491					108,540			(1,193,031)	-
TOTAL LIABILITIES		8,791,088	48,743	65,939	108,904	81,846	3,146,436	1,667,962	6,916,554	31,232,662	652,293	4,134,824	2,186,577	4,919,669	1,481,047	1,961,429	55,009,655
NET ASSETS																	-
Unrestricted		120,418,165	4,827,183	5,673,333	4,667,621	(2,029,583)	3,552,445	(331,658)	9,403,662	(4,201,379)	(1,595,877)	953,677	(595,546)	1,625,757	(547,751)	6,074,200	122,660,799
Temporarily Restricted				38,019		8,377,703				6,192,400		6,049,220		4,352,000	10,000	(10,000)	25,009,342
Total Net Assets		120,418,165	4,827,183	5,711,352	4,667,621	6,348,120	3,552,445	(331,658)	9,403,662	(4,201,379)	4,596,523	953,677	5,453,674	1,625,757	3,804,249	6,084,200	147,670,141
TOTAL LIABILITIES AND NET ASSETS	\$	129,209,253	4,875,926	5,777,291	4,776,525	6,429,966	6,698,881	1,336,304	16,320,216	27,031,283	5,248,816	5,088,501	7,640,251	6,545,426	5,285,296	8,045,629	202,679,796

**Cesar Chavez Foundation**  
**Schedule II - Consolidating Statements of Activities**  
**Year Ended December 31, 2017**

Schedule I- Continued

	CCF	FERNI	N.C.C.	SAN BENITO CORP	AVONDALE CORP	CASITAS 80	GREENFIELD CONSTRUCTION	VISTA DEL MONTE CORP	RUFINO CORP.	GLENDALE CORP	ROSS GARDENS	ROSER	PARLIER	FILLMORE	OTHER ENTITIES	ELIMINATING ENTRIES	TOTAL CONSOLIDATING
Support and Revenue:																	
Development Revenue	\$ 2,256,999						4,836,148	-									\$ 7,093,147
Property Management & Rental Revenue	9,885,080		1,018,283	973,669	333,669	370,998		720,758	3,737,273	298,995	1,223,886	252,814	1,267,174	278,461	2,064,963	(3,102,522)	19,323,501
Broadcast Income	3,172,976	3,168,449														(596,175)	5,745,250
Fees and Services	7,108,537															(1,120,687)	5,987,850
Legal Services Fees																	-
Public Support	12,869,738		5,599,666					7,171,772								(21,063,106)	4,578,070
Retail Sales net of cost of sales			273,872														273,872
Investment Income	7,220,616		35				144	160,717	137,127						5,408,581	(639,287)	12,287,933
Total Support and Revenue	42,513,946	3,168,449	6,891,856	973,669	333,669	370,998	4,836,292	8,053,247	3,874,400	298,995	1,223,886	252,814	1,267,174	278,461	7,473,544	(26,521,777)	55,289,623
Program Services Expenses:																	
Education	1,394,764																1,394,764
National Chavez Center	-		1,902,355														1,902,355
Development	9,459,550						6,006,225								-	(6,858,563)	8,607,212
Property Management & Rental Activities	8,807,848			1,039,451	568,025	684,535		3,081,759	4,302,781	465,218	1,268,681	409,781	1,696,354	390,735	9,630,338	(12,885,787)	19,459,719
Broadcasting	3,104,316	4,234,696														(737,308)	6,601,704
Total Program Services Expenses	22,766,478	4,234,696	1,902,355	1,039,451	568,025	684,535	6,006,225	3,081,759	4,302,781	465,218	1,268,681	409,781	1,696,354	390,735	9,630,338	(20,481,658)	37,965,754
Supporting Services Expenses																	
General Administration	9,216,725	-	-	-			-	-	-			-	-			(5,561,114)	3,655,611
Total Expenses	31,983,203	4,234,696	1,902,355	1,039,451	568,025	684,535	6,006,225	3,081,759	4,302,781	465,218	1,268,681	409,781	1,696,354	390,735	9,630,338	(26,042,772)	41,621,365
Change in Net Assets from Operations	10,530,743	(1,066,247)	4,989,501	(65,782)	(234,356)	(313,537)	(1,169,933)	4,971,488	(428,381)	(166,223)	(44,795)	(156,967)	(429,180)	(112,274)	(2,156,794)	(479,005)	13,668,258
Distribution of Capital															(3,651,531)		(3,651,531)
Stock Issuance	-	3,970,350	-	-	-	-	-		-	-	-	-	-	-	-	(3,970,350)	-
Change in Net Assets	10,530,743	2,904,103	4,989,501	(65,782)	(234,356)	(313,537)	(1,169,933)	4,971,488	(428,381)	(166,223)	(44,795)	(156,967)	(429,180)	(112,274)	(5,808,325)	(4,449,355)	10,016,727
Change in Temporarily Restricted Net Assets			38,019														38,019
Basis Adjustments on Property Transfers																	-
Prior Period Adjustments						27,656											27,656
Unrestricted Net Assets at Beginning of Year	109,827,422	1,923,080	721,851	4,733,403	(1,795,227)	3,838,326	838,275	4,432,174	(3,772,998)	(1,429,654)	998,472	(438,579)	2,054,937	(435,477)	11,882,525	(20,784,095)	112,594,435
Unrestricted Net Assets at End of Year	120,358,165	4,827,183	5,673,333	4,667,621	(2,029,583)	3,552,445	(331,658)	9,403,662	(4,201,379)	(1,595,877)	953,677	(595,546)	1,625,757	(547,751)	6,074,200	(25,233,450)	122,600,799
Change in Temporarily Restricted Net Assets	-		38,019														38,019
Temporarily Restricted Net Assets at Beginning of Year	60,000		-		8,377,703					6,192,400		6,049,220		4,352,000	10,000	(10,000)	25,031,323
Temporarily Restricted Net Assets at End of Year	60,000	-	38,019	-	8,377,703	-	-	-	-	6,192,400	-	6,049,220	-	4,352,000	10,000	(10,000)	25,069,342
Total Net Assets at End of Year	\$ 120,418,165	4,827,183	5,711,352	4,667,621	6,348,120	3,552,445	(331,658)	9,403,662	(4,201,379)	4,596,523	953,677	5,453,674	1,625,757	3,804,249	6,084,200	(25,243,450)	\$ 147,670,141

**Cesar Chavez Foundation**  
**Note to Supplementary Information**  
**December 31, 2017**

**Note 1**

Of the amount presented as “Investments” in the Cesar Chavez Foundation column of Schedule I – *Consolidating Statement of Financial Position*, \$18,079,512 represents Cesar Chavez Foundation’s investment in FERNI, a wholly owned subsidiary of the Cesar Chavez Foundation. This amount is carried at cost, which is not in accordance with generally accepted accounting principles.

**GREENFIELD CONSTRUCTION, LLC**  
**SCHEDULE 1 - SUMMARY OF EARNINGS FROM CONSTRUCTION**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

	Gross Revenues Earned	Cost of Revenues Earned	Gross Profit
Contracts completed during the year - Schedule 2	\$ 2,598,609	\$ 2,617,779	\$ (19,170)
Contracts in progress at year end - Schedule 3	<u>2,237,539</u>	<u>2,281,858</u>	<u>(44,319)</u>
Subtotal	4,836,148	4,899,637	(63,489)
Indirect construction costs not allocated to jobs - Schedule 4	<u>-</u>	<u>119,718</u>	<u>(119,718)</u>
	<u>\$ 4,836,148</u>	<u>\$ 5,019,355</u>	<u>\$ (183,207)</u>

**GREENFIELD CONSTRUCTION, LLC**  
**SCHEDULE 2 - CONTRACTS COMPLETED**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

Construction Project	CONTRACT TOTALS			BEFORE JANUARY 1, 2017			YEAR ENDED DECEMBER 31, 2017		
	Revenues Earned	Cost of Revenues	Gross Profit (Loss)	Revenues Earned	Cost of Revenues	Gross Profit (Loss)	Revenues Earned	Cost of Revenues	Gross Profit (Loss)
Timbers	155,186	145,321	9,865	-	-	-	155,186	145,321	9,865
Casas Blancas	2,443,423	2,472,458	(29,035)	-	-	-	2,443,423	2,472,458	(29,035)
			-	-	-	-	-	-	-
			-	-	-	-	-	-	-
	\$ 2,598,609	\$ 2,617,779	\$ (19,170)	\$ -	\$ -	\$ -	\$ 2,598,609	\$ 2,617,779	\$ (19,170)



**GREENFIELD CONSTRUCTION, LLC**  
**SCHEDULE 3 - CONTRACTS IN PROGRESS**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

													FOR THE YEAR ENDED				
CONTRACT TOTALS				FROM INCEPTION TO DECEMBER 31, 2017				Before January 1, 2017				December 31, 2017					
Construction Project	Revenues	Estimated Contract Costs	Gross Profit (Loss)	Revenue Earned	Cost of Revenues	Gross Profit (Loss)	Billed to Date	Revenue Earned	Cost of Revenues	Gross Profit (Loss)	Costs and Estimated Earnings in Excess of Billings	Billings in Excess of Costs and Estimated Earnings	Revenues Earned	Cost of Revenues	Gross Profit (Loss)	Pct. Complete	
Kings Canyon	\$ 23,267,964	\$ 21,674,950	\$ 1,593,014	\$ 105,969	\$ 98,714	\$ 7,255	\$ -	\$ -	\$ -	\$ -	\$ 105,969	\$ -	\$ 105,969	\$ 98,714	\$ 7,255	0.46%	
La Vida Nueva	11,941,241	12,271,714	(330,473)	2,055,804	2,112,695	(56,891)	1,924,258	-	-	-	131,546	-	2,055,804	2,112,695	(56,891)	17.22%	
West Adams	17,638,082	16,400,322	1,237,760	75,766	70,449	5,317	-	-	-	-	75,766	-	75,766	70,449	5,317	0.43%	
			-			-					-		-	-	-		
			-			-					-		-	-	-		
			-			-					-		-	-	-		
			-			-					-		-	-	-		
			-			-					-		-	-	-		
	\$ 52,847,287	\$ 50,346,986	\$ 2,500,301	\$ 2,237,539	\$ 2,281,858	\$ (44,319)	\$ 1,924,258	\$ -	\$ -	\$ -	\$ 313,281	\$ -	\$ 2,237,539	\$ 2,281,858	\$ (44,319)		

**GREENFIELD CONSTRUCTION**  
**SCHEDULE 4 - SUMMARY OF INDIRECT CONSTRUCTION**  
**COSTS NOT ALLOCATED TO JOBS**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

Contractor's License Fees	\$ 35,004
Travel Expenses	33,031
Insurance and miscellaneous job costs	<u>51,683</u>
	<u>\$ 119,718</u>



**Rufino Contreras Affordable Housing Corporation,  
Inc.**

Post Office Box 62, Keene, CA 93531 • Telephone (661) 823-6201 • Fax (661) 823-6175

2019-01

February 1, 2019

**BOARD RESOLUTION  
REGARDING  
AUTHORIZATION TO SUBMIT LOAN APPLICATION**

**WHEREAS**, the Rufino Contreras Affordable Housing Corporation, Inc., a Texas non-profit corporation (the "Corporation") was organized for the purpose, among others, of constructing, operating and encouraging the development of low income affordable housing throughout the State of Texas;

**WHEREAS**, the Corporation is the sole member and manager of Govalle Affordable Housing GP, LLC (the "Company")

**WHEREAS**, Company is the General Partner of Govalle Terrace Partners, LP, a Texas limited partnership ("Partnership");

**WHEREAS**, Partnership purchased certain real property located in Austin, Travis County, Texas (the "Property"), for the construction of a multifamily project containing up to 97 units;

**WHEREAS**, Partnership secured a loan in the amount of \$2,808,000 ("First Loan") from Austin Housing Finance Corporation ("Lender"), to finance the land acquisition and predevelopment costs for the Property;

**WHEREAS**, Partnership now desires to obtain an additional loan for up to \$4,200,000 from Lender ("Second Loan"), to finance the construction of the Property;

**WHEREAS**, any and all proposed documents evidencing, creating or governing the Second Loan or to be executed in connection therewith, including, but not limited to, all application materials (collectively, the "Second Loan Documents") will be submitted to, and reviewed by, the Partnership prior to closing on the Second Loan;

**NOW THEREFORE, BE IT RESOLVED**, that the undersigned have determined that it is in their best interest and the best interest of the Corporation and the Company, as General Partner of Partnership, that the Partnership apply to obtain the Second Loan sought for the construction of the Property.

**RESOLVED FURTHER**, that the undersigned have determined that it is in their best interest and the best interest of the Corporation and the Company, as General Partner of Partnership that the Second Loan Documents be reviewed by the Partnership prior to closing on the Second Loan.

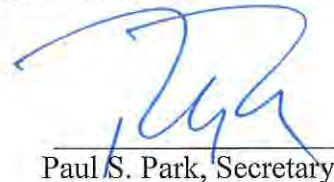
**RESOLVED FURTHER**, that Paul F. Chavez, as President of Company, Paul Park, as Secretary of Company, and Manuel H. Bernal, as Chief Operating Officer each hereby, be authorized, empowered and directed to execute the Lender's loan application and Second Loan Documents, and to perform all acts and do all things which either may deem necessary or desirable to complete the transaction contemplated therein with such other deeds, assignments, certificates and other agreements, instruments or documents as either, in his sole discretion, may deem necessary or desirable and in the best interest of Company, as General Partner of Partnership, his taking of any such action, for and on behalf and in the name of Company, as General Partner of Partnership, and/or his execution and delivery, for and on behalf and in the name of Company, as General Partner of Partnership, of any such agreement, instrument or document to be conclusive evidence that he did so deem the same to be necessary or desirable and in the best interest of Company, as General Partner of Partnership.

**RESOLVED FURTHER**, that Paul F. Chavez, as President of the Company, Paul Park, as Secretary of Company, and Manuel H. Bernal, as Chief Operating Officer, be hereby, authorized, empowered and directed to certify and attest any documents which such officer may deem necessary or appropriate to complete the transaction contemplated therein; but such certification or attestation shall not be required for the validity of the particular document.

**RESOLVED FURTHER**, that any and all transactions by any of the officers, Manager or representatives of Company, for and on behalf and in the name of Company, as General Partner of Partnership, with Lender prior to the adoption of the foregoing resolutions, including, but not limited to, the negotiation and execution of the Second Loan Documents, be hereby, ratified, confirmed and approved in all respects for all purposes.

**RESOLVED FURTHER**, that the foregoing powers and authorizations shall continue in full force and effect until written notice of revocation has been given to Lender and its receipt obtained therefore.

**IN WITNESS WHEREOF**, the undersigned Secretary of Rufino has executed these Resolutions, effective as of the date first written above.

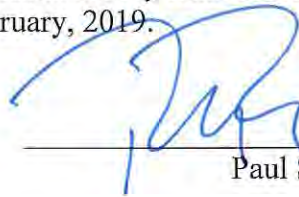


Paul S. Park, Secretary

### SECRETARY'S CERTIFICATE

I, Paul S. Park, hereby certify that I am the duly appointed and acting Secretary and keeper of the records of Rufino Contreras Affordable Housing Corporation, Inc., a Texas non-profit public benefit corporation ("Corporation"); that the Board of Directors of the Corporation approved the attached Board Resolution without a meeting (the "**Consent**"), as authorized by Article III, Section 16 of the Bylaws of the Corporation, to be effective as of the date set forth at the beginning of the Consent; that the Consent does not conflict with the by-laws of the Corporation, nor has the Consent been in any way altered, amended, or repealed; that the Consent remains in full force and effect, unrevoked and unrescinded, as of the date of this certification; that the Consent has been entered into the regular minutes of the books of the Corporation as of the aforementioned date; at the time of adoption of the Consent, the Board of Directors had the full power and lawful authority to adopt the Consent and to confer the powers thereby granted to the officer(s) and staff therein named, who have full power and lawful authority to exercise same; and the contents granted by any officer of the Corporation in accordance with such Resolutions and Recitals shall have the same effect as a vote by a majority of the Board of Directors of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation as of this 15<sup>th</sup> day of February, 2019.



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Paul S. Park

## EXHIBIT F

# WILFREDO MOTTA

## PROPERTY MANAGEMENT PROFESSIONAL

Project Management  
Strategic & Tactical Planning  
Team Leadership  
Process Implementation  
Property Management  
Revenue Growth  
Improved Efficiency

Educated, experienced, innovative Business Leader with over a decade of experience leading teams of management professionals and setting strategic goals and objectives. Demonstrated ability developing and successfully launching new initiatives and services and growing organizations through successful team building and improved efficiency. Proven track record motivating teams in fast-paced, high-pressure environments to achieve beyond organizational expectations, within budgets and on schedule.

### CAREER PROGRESSION & KEY PROJECTS

CESAR CHAVEZ FOUNDATION • Los Angeles, CA  
DIRECTOR OF PROPERTY MANAGEMENT

2018-Present

Under the general direction of the Executive Vice-President, responsible for the management, operation, oversight and leadership of the Cesar Chavez Foundation affordable housing portfolio comprised of 35 communities (4,368 units) across diverse markets on the Southwest (California, Arizona, New Mexico & Texas) and commercial retail portfolio of Properties.

- **Lead and Motivate** a team comprised of 6 Regional Managers in 4 States.
- **Provide Vision** inspiration, direction & clear sense of mission related to real estate management for the organization while managing & leading the property management team.
- **Conduct site visits** to ensure property's compliance with IPG's standards of excellence.
- **Develop and implement** best practice risk management, sustainability & resilience strategies to ensure long-term affordability & resilience of properties and safety of staff and residents.
- **Create and Implement** programs and project objectives, goals, procedures and policies.
- **Ensure** the staff is fulfilling their fiduciary duty of maintaining the Cesar Chavez Foundation highest standards of implementing policies & procedures with integrity and professionalism.
- **Review** monthly arrears; rent collection, vacancy and apartment vacancy/make ready reports for each property to ensure effective management of assets and collection of maximum rental potential.
- **Ensure** the financial and physical health, including compliance with the regulatory, insurance, lender and syndicator requirements, of all of CCF's real estate assets.
- **Analyzed** repair requests and costs associated with CapEx needed to determine best possible solution.
- **Manage** Capital Improvements, **monitor** logistics from construction and renovation through lease-up and operational stabilization of properties across diverse geographical areas.
- **Provide** recommendations for improvements to the communities with appropriate priorities, standards, and policies, related to the communities operations to achieve long-term as well as short term objectives..
- **Manage** staff & consultants as needed to ensure that refinancing needs, capital needs assessments, energy audits, & preventive maintenance programs for all properties are developed & implemented.
- **Lead** weekly Management and Operations Review meetings to review/discuss performance metrics to ensure established goals are being meet.
- **Negotiate** third party management contracts and monitor other ancilliay revenue sources.
- **Create** an environment of enthusiasm and respect for working low & moderate income populations to ensure respectful & efficient tenant relations procedures & actions on part of management staff



INVESTMENT PROPERTY GROUP • Irvine, CA

2015-2018

## VICE PRESIDENT OF PROPERTY MANAGEMENT

Under the general direction of the President, responsible for all residential services and Asset Management aspects of multi-million dollar assets across diverse markets on the West coast (California, Arizona, Washington, Oregon, Idaho, & Utah). Plan, manage and organize the asset management operation aspect of each of the communities common area facilities, park areas, while achieving financial objectives for a portfolio of 73 land lease lifestyle communities—9,668 spaces.

- **Execute** the strategic vision for the regions and develop the implementation plans for initiatives.
- **Provide** leadership and direction to a team of Regional Managers across diverse geographic locations.
- **Motivate** teams through positive recognition and strong leadership giving emphasis on business development, marketing, legal, business affairs and human resources.
- **Implement** company-wide initiatives by marshalling resources within the portfolio to remove obstacles and deliver results, communicating the “why” in order to lead change effectively, and adapting company initiatives.
- **Enforce and develop** business strategies to streamline process and enhance the operating environment that encourages operational excellence.
- **Ensure** that all organizational policies, procedures and practices are in compliance with professional and regulatory standards to further organizational success.
- **Provide** oversight for asset preservation and optimization of revenue to include physical evaluation of the communities under the portfolio.
- **Perform** inspections of communities to ensure proper curb appeal, leasing, and maintenance operations, delivery of our brand promise to residents and professionalism of team members.
- **Review** activity reports, tracking progress towards occupancy, pricing, operating revenue and taking corrective actions as needed.
- **Perform** essential management function duties such as hiring, training, coaching, succession management performance management, salary administration & career development of the team.
- **In collaboration** with other departments, develop and direct the strategic and tactical activities that are in alignment with organizational goals.
- **Represent** IPG's by appearing before elected and appointed officials.

G&K MANAGEMENT CO., INC. • Culver City, CA

2012-2015

## VICE PRESIDENT OF OPERATIONS

Responsible for all residential services and compliance aspects of multi-million dollar assets across diverse markets and directed and oversaw operations for a portfolio of 72 communities—over 6,538 units.

- **Define** business objects for property management of 170 reports.
- **Improved** efficiency and **reduced** personnel, saving \$225,000/year.
- **Identified** and negotiated with vendors, saving \$1 million annually.
- **Lead** two Senior Property Supervisors, eight Regional Managers, and various on-site personnel.
- **Evaluate** market trends and evaluated leasing strategies to identify opportunities to increase rent and revenue.
- **Analyze** financial reports, budgets, and property file audits, ensuring financial goals, operating objectives, and program compliance requirements are being met.
- **Develop** operating policies, procedures and streamline processes to enhance the operating environment and encourage operational excellence across the overall business.
- **Inspect** apartment communities periodically to ensure physical compliance of the assets.
- **Create** a work environment that fosters respect, teamwork, & professional growth.

### CAREER HIGHLIGHTS:

*Developed and implemented operating policies, procedures, process streamlining resulting in a 33% reduction of annual vacancy and a 40% increase in overall portfolio revenue*



**US RESIDENTIAL GROUP LLC • Irvine, CA**

2011-2012

**REGIONAL MANAGER, COMPLIANCE DIRECTOR**

Responsible for achieving financial objectives for a 1,546-unit portfolio of properties with diverse financial layering and ensuring program compliance (Market, Bond, Tax Credit, HUD & USDA RD).

- **Led** executive team of composed of a Regional Manager, two District Managers, and two Compliance Managers.
- **Analyzed** market conditions and **implemented** marketing plans for all assets in the portfolio.
- **Hired** and **trained** District Managers and Community Managers.
- **Ensured** compliance with regulatory agreements and program financing restrictions.
- **Prepared** annual budgets, **analyzed** monthly financial reports, and **developed** business strategies for all properties.
- **Completed** annual employee evaluations.

**HYDER PROPERTY MANAGEMENT PROFESSIONALS • San Marcos, CA and San Diego, CA** 2009-2011

**ASSISTANT DIRECTOR OF PROPERTY MANAGEMENT**

Oversaw 5,866 luxury, affordable, market and commercial mixed-use units.

- **Hired** and **trained** seven Regional Managers and their Community Managers.
- **Analyzed** market conditions and **implemented** marketing and business plan for all Communities in the Portfolio.
- **Prepared** annual budgets, analyzed monthly financial reports and developed business strategies.
- **Managed** annual budget analysis and monthly financial reports.
- **Trained**, coached, developed employees.

**NATIONAL COMMUNITY RENAISSANCE • Rancho Cucamonga, CA and San Diego, CA**

2000-2009

**REGIONAL MANAGER, PROPERTY MANAGEMENT**

Responsible for 7 communities (over 840 units) in San Diego County—a portfolio including conventional, tax credit, and mixed-use commercial sites.

- **Led** Team in the lease of four new communities and two rehabbed communities.
- **Developed** marketing plans for market unit communities.
- **Vital** member of the acquisition team and due diligence.
- **Prepared** budgets, analyzed monthly financial reports and developed business strategies.
- **Hired, Trained, Coached and Developed** Community Managers.
- **Represented** Property Management Division appearing before elected and appointed officials.
- **Recognized** by South Coast Apartment Association for the Community of the Year Award and Community Manager of the Year Award in 2003.

**E&S RING MANAGEMENT CORP. • Culver City, CA and Costa Mesa, CA**

1997-2000

**ACCOUNT ADMINISTRATOR**

Managed posting of accounts payables and receivables, delinquency management, and auditing of leasing documents.

- **Maintained** delinquency for a 508 community below 1.2%.
- Responsible for posting accounts payables and receivables.
- **Audited** leasing documents, processed move in & out paperwork, ensured payables and rents were posted accurately.

## EDUCATION AND PROFESSIONAL CERTIFICATIONS

UNIVERSITY OF PUERTO RICO | **BACHELOR OF SCIENCE, BUSINESS ADMINISTRATION**, 1996

THE HOUSING CREDIT COLLEGE | **NATIONAL COMPLIANCE PROFESSIONAL-EXECUTIVE**

QUADEL CONSULTING | **LOW INCOME HOUSING TAX CREDIT COMPLIANCE**

QUADEL CONSULTING | **ASSISTED HOUSING MANAGER**

APARTMENT ASSOCIATION OF SOUTHERN CALIFORNIA CITIES | **CERTIFIED PROPERTY MANAGER**

NATIONAL CENTER FOR HOUSING MANAGEMENT | **COMPLIANCE OCCUPANCY SPECIALIST**

## LANGUAGES

ENGLISH | **FLUENT**

SPANISH | **FLUENT**

## EXHIBIT G

**Govalle/Johnston Terrace Neighborhood Plan Contact Team  
"Strength Through Unity"**

January 30, 2019

City of Austin  
Neighborhood Housing and Community Development  
P.O. Box 1088  
Austin, TX 78767

RE: Letter of Community Support - Govalle Terrace Apartments  
Cesar Chavez Foundation's Proposed 97 Unit Affordable Housing Development  
Location: ThinkEast Planned Unit Development (Shady Lane & Jain Lane Area)

To Whom It May Concern:

On behalf of the Govalle/Johnston Terrace Neighborhood Plan Contact Team please accept this letter as an expression of Community support of the Cesar Chavez Foundation's proposal to construct a new affordable housing community known as Govalle Terrace Apartments.

The proposed development is to be located within the ThinkEAST Planned Unit Development located at Shady/Jain Lane. It is our understanding that the project will consist of 97 apartments to benefit residents at or below 60% of the Area Median Income and funding will be obtained from the City of Austin Housing and Community Development, TDHCA and other private resources.

The G/JTNP Contact Team worked hand in hand with the developers to create this model PUD, and the Cesar Chavez Foundation's contribution to the project is something that we look forward to seeing come to fruition, both as a contributor to the creation of truly affordable housing and in helping to mitigate the displacement due to the gentrifying effects of market rate development in East Austin.

Please feel free to contact me if you need any additional information.

Sincerely,



Daniel Llanes

Chairman, Govalle-Johnston Terrace Neighborhood Contact Team  
512-431-9665

## EXHIBIT H

**ORDINANCE NO. 201621110-061**

**AN ORDINANCE AMENDING ORDINANCE NO. 20130627-090 TO MODIFY THE LAND USE PLAN FOR THE PROJECT KNOWN AS THE THINKEAST PLANNED UNIT DEVELOPMENT LOCATED AT 1141 SHADY LANE AND 5300 JAIN LANE IN THE JOHNSTON TERRACE NEIGHBORHOOD PLAN AREA AND CHANGING THE ZONING MAP FROM PLANNED UNIT DEVELOPMENT-NEIGHBORHOOD PLAN (PUD-NP) COMBINING DISTRICT TO PLANNED UNIT DEVELOPMENT-NEIGHBORHOOD PLAN (PUD-NP) COMBINING DISTRICT.**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

**PART 1.** The thinkEAST Planned Unit Development (the “thinkEAST PUD”) was approved by City Council on June 27, 2013, under Ordinance No. 20130627-090 (the “Original Ordinance”).

**PART 2.** The thinkEAST PUD is comprised of approximately 24.37 acres of land located at 1141 Shady Lane and 5300 Jain Lane and more particularly described by metes and bounds in **Exhibit A** attached and incorporated into this ordinance.

**PART 3.** The zoning map established by Section 25-2-191 of the City Code is amended to change the base district from planned unit development-neighborhood plan (PUD-NP) combining district to planned unit development-neighborhood plan (PUD-NP) combining district on the property described in Zoning Case No. C814-2012-0128.01.SH, on file at the Planning and Zoning Department, and locally known as 1141 Shady Lane and 5300 Jain Lane, and generally identified by the map in **Exhibit B** attached and incorporated into this ordinance.

**PART 4.** Part 5. of the Original Ordinance (*Use Regulations*), Subsection H is amended to read:

- H. The maximum height, as defined by City Code, of a building or structure in Land Use areas 1, 2, 4 and 5 shall not exceed 40 feet or 3 stories. The maximum height, as defined by City Code, of a building or structure in Land Use area 3 shall not exceed 50 feet or 4 stories.

**PART 5.** Exhibit C: (*Land Use Plan*) to the Original Ordinance is replaced with **Exhibit C** attached and incorporated into this ordinance.

**PART 6.** Except as otherwise specifically provided in this ordinance, in all other respects the terms and conditions of Ordinance No. 20130627-090, as amended, remain in effect.

**PART 7.** This ordinance takes effect on November 21, 2016.


**PASSED AND APPROVED**

November 10, 2016

§  
§  
§

  
\_\_\_\_\_  
Steve Adler  
Mayor

**APPROVED:**

  
\_\_\_\_\_  
Anne L. Morgan  
City Attorney

**ATTEST:**

  
\_\_\_\_\_  
Jannette S. Goodall  
City Clerk

C814-2012-0128 SH

**HOLT CARSON, Inc.**  
**PROFESSIONAL LAND SURVEYORS**

1904 FORTVIEW ROAD  
AUSTIN, TX 78704  
TELEPHONE: (512) 442-0990  
FACSIMILE: (512) 442-1084

FIELD NOTE DESCRIPTION OF 22.37 ACRES OF LAND OUT OF THE JESSE C. TANNEHILL SURVEY ABSTRACT No. 22 IN TRAVIS COUNTY, TEXAS, BEING COMPRISED OF ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO COASTAL STATES MARKETING, INC., NOW KNOWN AS EL PASO MERCHANT ENERGY PETROLEUM COMPANY, BY DEED RECORDED IN VOLUME 4131 PAGE 2307 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY SPECIAL WARRANTY DEED RECORDED IN DOCUMENT No. 2003017135 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY WARRANTY DEED RECORDED IN DOCUMENT No. 2003135554 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY WARRANTY DEED RECORDED IN DOCUMENT No. 2003264332 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND TOGETHER WITH A PORTION OF THAT CERTAIN STRIP OF LAND LOCALLY KNOWN AS "JAIN LANE" AS ESTABLISHED BY INSTRUMENT RECORDED IN BOOK U PAGE 33 OF THE COMMISSIONERS' COURT MINUTES OF TRAVIS COUNTY, TEXAS, SAME BEING ALL OF THAT CERTAIN (22.41 ACRE) TRACT OF LAND AS DESCRIBED IN THAT AFFIDAVIT OF OWNERSHIP IDENTITY AND CONSOLIDATED REAL PROPERTY DESCRIPTION AS RECORDED IN DOCUMENT No. 2004098950 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, LESS THAT CERTAIN (1,585 SQUARE FEET) TRACT OF LAND AS CONVEYED TO THE CITY OF AUSTIN BY QUIT CLAIM DEED RECORDED IN DOCUMENT No. 2012076626 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/4" iron rod found at the intersection of two fences in the South line of that certain (16.05 acre) tract of land as conveyed to Hugo Anderson by deed recorded in Volume 429 Page 248 of the Deed Records of Travis County, Texas, and in the North line of that certain (7.35 acre) tract of land described as "First Tract" and as conveyed to Otto Friedrich by deed recorded in Volume 376 Page 278 of the Deed Records of Travis County, Texas, for the Southeast corner of that certain (3.2 acre) tract of land as conveyed to J.E. Hamby, et ux, by deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for the Southeast corner of that certain (2.024 acre) tract of land as conveyed to Paubia Gutierrez by deed recorded in Volume 13304 Page 3132 of the Real Property Records of Travis County, Texas, and for an angle corner of that certain (11.256 acre) tract of land as conveyed to James H. Crockett by deed recorded in Volume 8775 Page 500 of the Deed Records of Travis County, Texas, and for an angle corner of that certain tract of land as conveyed to Stephen Craig Anderson and Rodney Milton Anderson by Warranty Deed recorded in Volume 13127 Page 2578 of the Real Property Records of Travis County, Texas, and being an angle corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Special Warranty Deed recorded in Document No. 2003017135 of the Official Public Records of Travis County, Texas, and being the PLACE OF BEGINNING of the herein described tract;

end of Page 1

Exhibit A



THENCE entering the interior of said Hugo Anderson (16.05 acre) tract with the East line of said Gutierrez (2.024 acre) tract and with a Westerly line of said Stephen and Rodney Anderson tract, N 29 deg. 45' 31" E 236.82 ft. to a 1/2" iron pipe found at a chain-link fence corner post for the Northeast corner of said Gutierrez (2.024 acre) tract, and for the Southeast corner of a twenty-five foot (25') wide "Roadway" strip of which title was reserved and retained in said deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for an angle corner of said Stephen and Rodney Anderson tract, same being an angle corner of this tract;

THENCE with the South line of said 25 ft. "Roadway" strip and with the common line of said Stephen and Rodney Anderson tract and Gutierrez (2.024 acre) tract, N 58 deg. 50' 36" W 355.68 ft. to a spindle set in the interior of the improved Shady Lane and in the Westerly line of said Hugo Anderson (16.05 acre) tract, and for the Northwest corner of said Gutierrez (2.024 acre) tract and for the Northwest corner of that certain tract of land as conveyed to the City of Austin by Street Deed recorded in Volume 9647 Page 182 of the Real Property Records of Travis County, Texas, same being an angle corner of this tract;

THENCE with the most Westerly line of said Stephen and Rodney Anderson tract and with the West line of said Hugo Anderson (16.05 acre) tract, N 72 deg. 35' 00" E 34.23 ft. to a spindle set in the interior of the improved Shady Lane for the Southwest corner of that certain tract of land as conveyed to Fidel Estrada, Jr. by deed recorded in Volume 3709 Page 1867 of the Deed Records of Travis County, Texas, and being an angle corner of said Stephen and Rodney Anderson tract, same being an angle corner of this tract;

THENCE re-entering the interior of said Hugo Anderson (16.05 acre) tract with the common line of said Stephen and Rodney Anderson tract and said Estrada tract and with the North line of said 25 ft. "Roadway" strip, S 58 deg. 50' 36" E 332.27 ft. to a 1/2" iron pipe found at the base of an old fence corner post for the Southeast corner of said Estrada tract and for an angle corner of said Stephen and Rodney Anderson tract, and being an angle corner of this tract;

THENCE continuing across the interior of said Hugo Anderson (16.05 acre) tract, N 29 deg. 22' 23" E 163.88 ft. to a 1/2" iron pipe found at an old fence corner post for an angle corner of said Stephen and Rodney Anderson tract and for the Northeast corner of said Harnby (3.2 acre) tract and for the Northeast corner of that certain (one acre) tract of land as conveyed to F.F. Gooding by deed recorded in Volume 812 Page 583 of the Deed Records of Travis County, Texas, and for the Northeast corner of that certain tract of land as conveyed to William A. Gouldie by deed recorded in Volume 8450 Page 753 of the Deed Records of Travis County, Texas, and being an angle corner of this tract;

THENCE along an old wire fence, S 60 deg. 30' 37" E 108.21 ft. to a 1/2" iron pipe found in the centerline of a small creek for an angle corner of said Stephen and Rodney Anderson tract and for the Southeast corner of that certain tract of land as conveyed to Steven DePaz by deed recorded in Volume 10938 Page 977 of the Real Property Records of Travis County, Texas, and being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and said DePaz tract, N 30 deg. 09' 08" E at 188.63 ft. passing a PK nail found in asphalt in the South line of Jain Lane, a thirty-foot (30') wide Right-of-Way as established by instrument dated April, 1930, and recorded in Book U Page 33 of the Commissioners' Court Minutes of Travis County, Texas, and continuing with the same course for a total distance of 203.63 ft. to a spindle found in the centerline of Jain Lane an angle corner of this tract;

THENCE with the centerline of "Jain Lane", N 59 deg. 58' 10" W 142.22 ft. to a ½" iron rod found with a plastic cap imprinted with "Carson and Bush Professional Surveyors" at a point of intersection with the Westerly projection of the North line of that certain (3.08 acre) tract of land as conveyed to Coastal States Marketing, Inc., now known as El Paso Merchant Energy Petroleum Company, by deed recorded in Volume 4131 Page 2307 of the Deed Records of Travis County, Texas, and the South line of the Southern Pacific Railroad, and being a Northwesterly angle corner of this tract;

THENCE with the South line of the Southern Pacific Railroad, N 73 deg. 02' 50" E 753.42 ft. to a ¾" iron rod found with a plastic cap imprinted with "Carson and Bush Professional Surveyors" for the Northeast corner of said (3.08 acre) tract and for the Northwest corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Warranty Deed recorded in Document No. 2003135554 of the Official Public Records of Travis County, Texas;

THENCE continuing with the South line of the Southern Pacific Railroad, N 73 deg. 02' 50" E 812.18 ft. to a currently inundated point on a concrete drainage channel for the Northeast corner of said El Paso tract (Document No. 2003135554) and for the North common corner of Lots 10 and 11, Block C, Pecan Grove, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Volume 59 Page 3 of the Plat Records of Travis County, Texas, and for a Northwesterly corner of that certain (49.99 acre) tract of land as conveyed to Joe Stanzel and Victor Stanzel by deed recorded in Volume 3099 Page 196 of the Deed Records of Travis County, Texas, and being the Northeast corner of this tract;

THENCE with the common line of said El Paso tract (Document No. 2003135554) and said Pecan Grove, S 30 deg. 19' 41" W at 322.14 ft. passing a ½" iron rod found for the West common corner of Lot 9 and Lot 10, Block C, Pecan Grove, and at 577.10 ft. passing a ½" iron rod found for the West common corner of Lot 6 and Lot 7, Block C, Pecan Grove, and continuing along the same course for a total distance of 936.44 ft. to a spindle found in asphalt paving for a Southeasterly corner of this tract and being in the curving North right-of-way line of Jain Lane;

THENCE with the North right-of-way line of Jain Lane (as described in the aforementioned Commissioners' Court Book U Page 33), the following three (3) courses;

- 1) along a curve to the left with a radius of 71.79 ft. for an arc length of 13.18 ft. and which chord bears S 49 deg. 43' 19" W 13.18 ft. to a spindle found in asphalt for a point of reverse curvature;
- 2) along a curve to the right with a radius of 46.14 ft. for an arc length of 60.86 ft. and which chord bears S 82 deg. 14' 51" W 56.54 ft. to a spindle found in asphalt for a point of tangency;
- 3) N 59 deg. 58' 10" W 10.19 ft. to a spindle found for an angle corner of this tract;

THENCE crossing the interior of "Jain Lane", S 29 deg. 58' 06" W at 30.00 ft. passing a ½" iron pipe found for the Northeast corner of that certain (0.432 acre) tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Warranty Deed recorded in Document No. 2003264332 of the Official Public Records of Travis County, Texas, and continuing with the same course for a total distance of 216.48 ft. to a PK nail found in concrete at the base of a fence corner post for an angle corner in the West line of Lot 3, Block B, of said Pecan Grove and for an angle corner of the aforementioned El Paso tract (Document No. 200317135) and for the South corner of said El Paso (0.432 acre) tract, and being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and said Pecan Grove, the following two (2) courses;

- 1) S 17 deg. 10' 06" E 83.36 ft. to a 1/2" iron pipe found;
- 2) S 18 deg. 31' 39" W 381.02 ft. to a 1/2" iron rod found in the West line of Lot 10, Pecan Grove, for the Southeast corner of said Stephen and Rodney Anderson tract and for the Northeast corner of that certain tract of land as conveyed to the City of Austin by Warranty Deed recorded in Volume 11297 Page 1112 of the Real Property Records of Travis County, Texas, and being the Southeast corner of this tract, and from which a chiseled "X" found in concrete for the Southeast corner of said City of Austin tract bears S 18 deg. 32' 48" W 132.41 ft.;

THENCE with the North line of said City of Austin tract, S 80 deg. 56' 48" W 37.40 ft. to a point in an Easterly deed line of that certain (23.32 acre) tract of land as conveyed to the City of Austin in September, 1946, by deed recorded in Volume 828 Page 5 of the Deed Records of Travis County, Texas, and being the Southeast corner of that certain (1,585 square feet) tract of land as conveyed to the City of Austin by Quit Claim Deed recorded in Document No. 2012076626 of the Official Public Records of Travis County, Texas, same being an angle corner of this tract, and from which a 1/2" iron rod found for an angle corner of said El Paso Merchant Energy (22.41 acre) tract bears S 80 deg. 56' 48" W 11.32 ft.;

THENCE with the East line of said City of Austin (1,585 square feet) tract, N 03 deg. 16' 30" E 286.50 ft. to a 1/2" iron pipe found at an old fence corner post for a common angle corner of said Stephen and Rodney Anderson tract and said City of Austin (23.32 acre) tract, same being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and City of Austin (23.32 acre) tract and along old wire fence remnants, N 60 deg. 09' 07" W 123.14 ft. to a 1/2" iron pipe found at the end of said old wire fence for a common angle corner of said Stephen and Rodney Anderson tract and said City of Austin (23.32 acre) tract, and being an angle corner of this tract;

THENCE, S 29 deg. 49' 25" W 244.60 ft. to a 1/2" iron pipe found at an old fence corner post for an angle corner of said Stephen and Rodney Anderson tract and for the Northeast corner of the aforementioned Friedrich (7.35 acre) tract, and being an angle corner of this tract; and from which a 1/2" iron rod found at a chain-link fence corner post for an angle corner of said City of Austin (23.32 acre) tract bears S 29 deg. 39' 06" W 325.33 ft.;

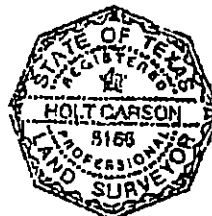
THENCE with a Southerly or Southwesterly line of said Stephen and Rodney Anderson tract, N 58 deg. 52' 07" W 687.85 ft. to the PLACE OF BEGINNING containing 22.37 acres of land.

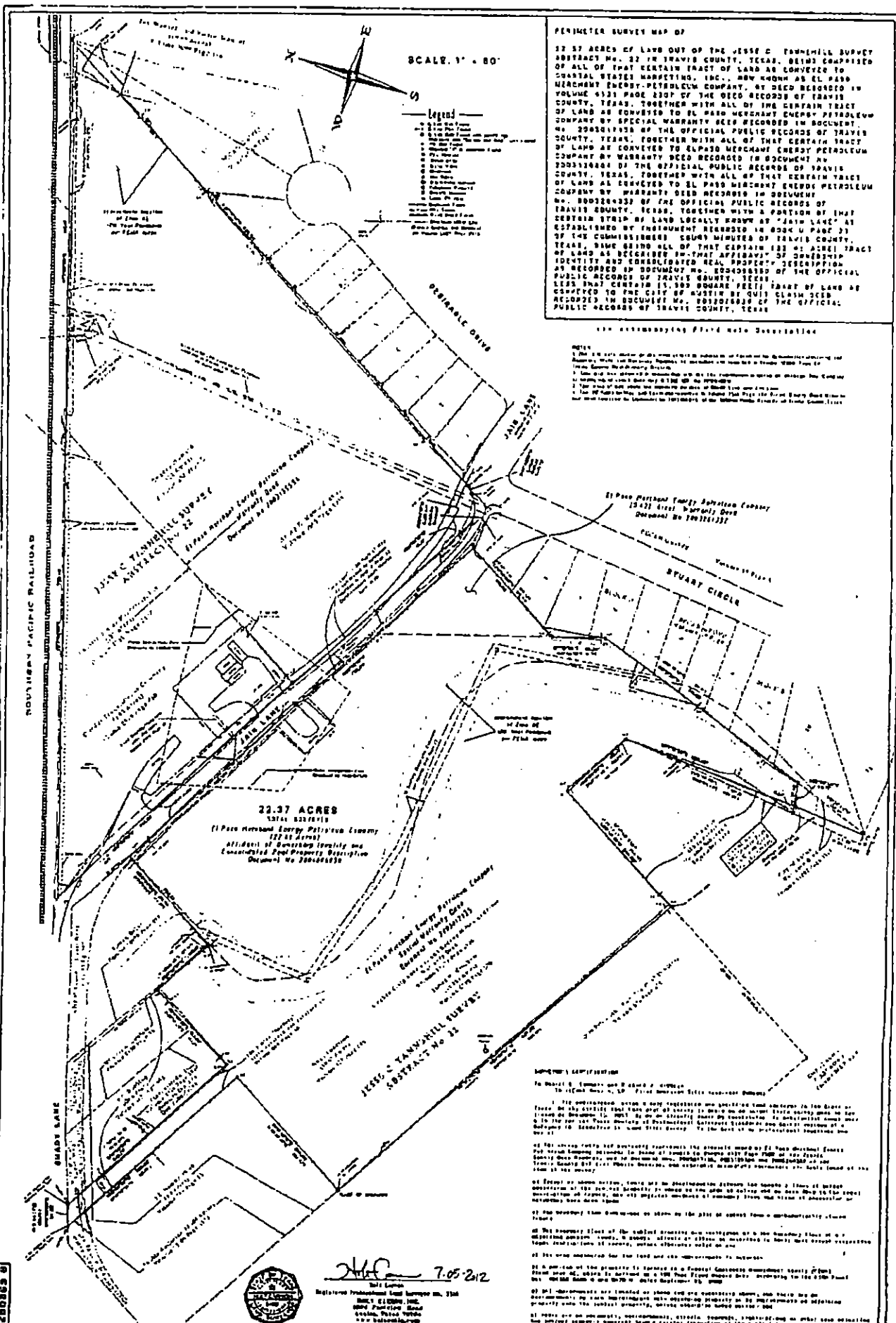
SURVEYED: December 15, 2011



Holt Carson  
Registered Professional Land Surveyor No. 5168

see accompanying map: B 692002





# HOLT CARSON, INC.

PROFESSIONAL LAND SURVEYORS

1904 FORTVIEW ROAD  
AUSTIN, TEXAS 78704  
TELEPHONE: (512) 442-0990  
FACSIMILE: (512) 442-1084  
www.hciaustin.com

FIELD NOTE DESCRIPTION OF 1.926 ACRES OF LAND OUT OF THE JESSE C. TANNEHILL SURVEY ABSTRACT No. 22 IN TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN (1.923 ACRE) TRACT OF LAND AS CONVEYED TO DERALD PHILLIP GUTIERREZ BY WARRANTY DEED RECORDED IN DOCUMENT No. 2011025780 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/4" iron rod found at the intersection of two fences in the South line of that certain (16.05 acre) tract of land as conveyed to Hugo Anderson by deed recorded in Volume 429 Page 248 of the Deed Records of Travis County, Texas, and in the North line of that certain (7.35 acre) tract of land described as "First Tract" and as conveyed to Otto Friedrich by deed recorded in Volume 376 Page 276 of the Deed Records of Travis County, Texas, for the Southeast corner of that certain (3.2 acre) tract of land as conveyed to J.E. Hamby, et ux, by deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for the Southeast corner of that certain (2.024 acre) tract of land as conveyed to Paulba Gutierrez by deed recorded in Volume 13304 Page 3132 of the Real Property Records of Travis County, Texas, and for the Southeast corner of that certain (1.923 acre) tract of land as conveyed to Derald Phillip Gutierrez by Warranty Deed recorded in Document No. 2011025780 of the Official Public Records of Travis County, Texas, and for an angle corner of that certain (11.256 acre) tract of land as conveyed to James H. Crockett by deed recorded in Volume 8775 Page 500 of the Deed Records of Travis County, Texas, and for an angle corner of that certain tract of land as conveyed to Stephen Craig Anderson and Rodney Milton Anderson by Warranty Deed recorded in Volume 13127 Page 2576 of the Real Property Records of Travis County, Texas, and being an angle corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Special Warranty Deed recorded in Document No. 2003017135 of the Official Public Records of Travis County, Texas, and for an angle corner of that certain (22.41 acre) tract of land as described in that Affidavit of Ownership Identity and Consolidated Real Property Description as recorded in Document No. 2004096950 of the Official Public Records of Travis County, Texas, and being the Southeast corner and PLACE OF BEGINNING of the herein described tract, and from which a 1/4" iron pipe found at an old fence corner post for the Northeast corner of said Friedrich (7.35 acre) tract and for an angle corner of said (22.41 acre) tract bears S 58 deg. 52' 07" E 687.85 ft.;

end of Page 1

Page 2 of 2  
1.926 ACRES

THENCE with the common line of said Friedrich (7.35 acre) tract and said Gutierrez (1.923 acre) tract, N 59 deg. 02' 18" W 362.66 ft. to a square-head bolt found in the East right-of-way line of Shady Lane for the Southwest corner of said Gutierrez (1.923 acre) tract and for the Southeast corner of that certain (4,428 square feet) tract of land as conveyed to the City of Austin by Street Deed recorded in Volume 9647 Page 182 of the Real Property Records of Travis County, Texas, and being the Southwest corner of this tract;

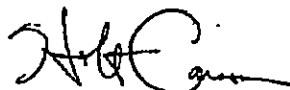
THENCE with the East right-of-way line of Shady Lane and with the West line of said Gutierrez (1.923 acre) tract and with the East line of said City of Austin (4,428 square feet) tract, the following two (2) courses;

- 1) N 29 deg. 43' 22" E 87.47 ft. to a 1/2" iron rod set with a plastic cap imprinted with "Holt Carson, Inc." for a point of curvature;
- 2) along a curve to the right with a radius of 270.00 ft. for an arc length of 158.42 ft. and which chord bears N 46 deg. 34' 26" E 156.16 ft. to a 1/4" iron rod set with a plastic cap imprinted with "Holt Carson, Inc." in the South line of a twenty-five feet (25') wide "Roadway" strip of which title was reserved and retained in said deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, for the Northwest corner of said Gutierrez (1.923 acre) tract and for the Northeast corner of said City of Austin (4,428 square feet) tract, and being the Northwest corner of this tract, and from which a spindle found in the interior of the improved Shady Lane for an angle corner of said (22.41 acre) tract bears N 58 deg. 50' 36" W 38.13 ft.;

THENCE with the common line of said Gutierrez (1.923 acre) tract and said (22.41 acre) tract, S 58 deg. 50' 36" E 317.55 ft. to a 1/2" iron pipe found at a chain-link fence corner post for the Northeast corner of said Gutierrez (1.923 acre) tract and for the Southeast corner of said twenty-five (25') wide "Roadway" strip and for an angle corner of said (22.41 acre) tract and being the Northeast corner of this tract;

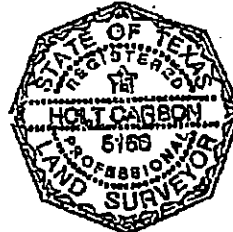
THENCE with the common line of said Gutierrez (1.923 acre) tract and said (22.41 acre) tract, S 29 deg. 45' 31" W 236.82 ft. to the PLACE OF BEGINNING, containing 1.926 acres of land

SURVEYED: May 23, 2012



Holt Carson

Registered Professional Land Surveyor No. 5166



2,820 ACRES OF LAND OUT OF THE JESSE C. BARNETT WILL BARNEY  
BARNETT ACRES, NO. 22 IN TARRANT COUNTY, TEXAS, BEING ALL OF THAT  
CELEBRITY 14,123 ACRES TRACT OF LAND AS CONVEYED TO  
RETAIL PHILIP T. BARNETT BY BARNETT BEID RECEIVED IN  
CONCORDANCE NO. 20102878 OF THE OFFICIAL PUBLIC RECORDS  
OF TARRANT COUNTY, TEXAS.  
LOCATED AT 141 SHAWT LANE.

### Legend

- ① 2/28 1000 1/2 1/2 1/2  
 ② 2/28 1000 1/2 1/2 1/2  
 ③ 2/28 1000 1/2 1/2 1/2  
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SHADY LANE

SHADY LANE

1 892:000

[illegible]

City of Alameda  
Street Dept  
Box 10097

— William A. Gouldie —  
Volume 8450 Page 733

P.P. Gauding  
(One Acre)  
Volume 812 Page 585

Fidel Xaranda, Jr  
- Volume 3709 Page 1867  
Dieulicio Sanchez  
Nov. 1998186745

132020 3071  
1327 391

73° 50' 36" E	32° 00' 1
52° 30' 30" E	31° 30' 1
133° 50' 1	32° 31

— (29) with "Bondage"  
 also removed and returned in  
 Volume 57 Page 1)

1.928 ACRES  
SURVEYED

J. A. Hensby, et al  
 (J. A. Hensby)  
 Volume 569 Page 15

Donald Phillip Grier, aka  
(1983 Acres)  
Warranty Deed  
Document No 1311029780

Rebela Gutierrez (2024 Access)  
Volume 13504 Page 5132

Otto Friedrich "Pine Trees" (7 31 Acres)  
Volume 376 Page 276

JESSE C. TANNERHILL SURVEY  
ABSTRACT No. 22

Hugh Anderson  
(1605 Acres)  
Volume 419 Page 249

James H. Crockett  
(11 256 Area)  
Volume E775 Page 500

Stephen Craig Anderson and Rodney Milton Anderson  
Warranty Deed  
Volume 13127 Page 2536

**El Paso Merchant Energy Petroleum Company**  
**(2.61 Acres)**  
**Affidavit of Ownership Identity and**  
**Consolidated Real Property Description**  
**Document No. 2084096930**

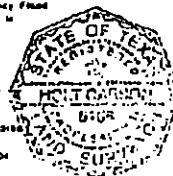
48 Dec. 1963-62-20064  
 TO: Brenda Lynn Carpenter  
 Commission Director  
 North American Title Company

INT 37-172 ON 12/24/54  
 THE CHURCH OF THIRST




The correspondence between Harboring (conf) and I  
 has been on this date on the ground that the  
 presently legally dissolved person and it is possible  
 on the basis of my stated and available are an  
 uncertainty are available correspondence, therefore a  
 full development of correspondence would allow  
 those on record to place it into an accurate basis  
 and read properly. I am a member of the Church  
 and property of which (I) I have determined  
 the status of the 1907-1954 Church records  
 to the former of property Management Agency from  
 the records that are available. 1954 Q410 is  
 dated September 19 1954

The 1954 one of MAY AD 1951

NY *[Signature]*  
 Neil Carson  
 Registered Professional Surgeon No. 2  
 NEIL CARSON M.D.  
 7802 Carleton Road Austin Texas 78704  
 512/342-8860  
 (Enclosed) 19:Z





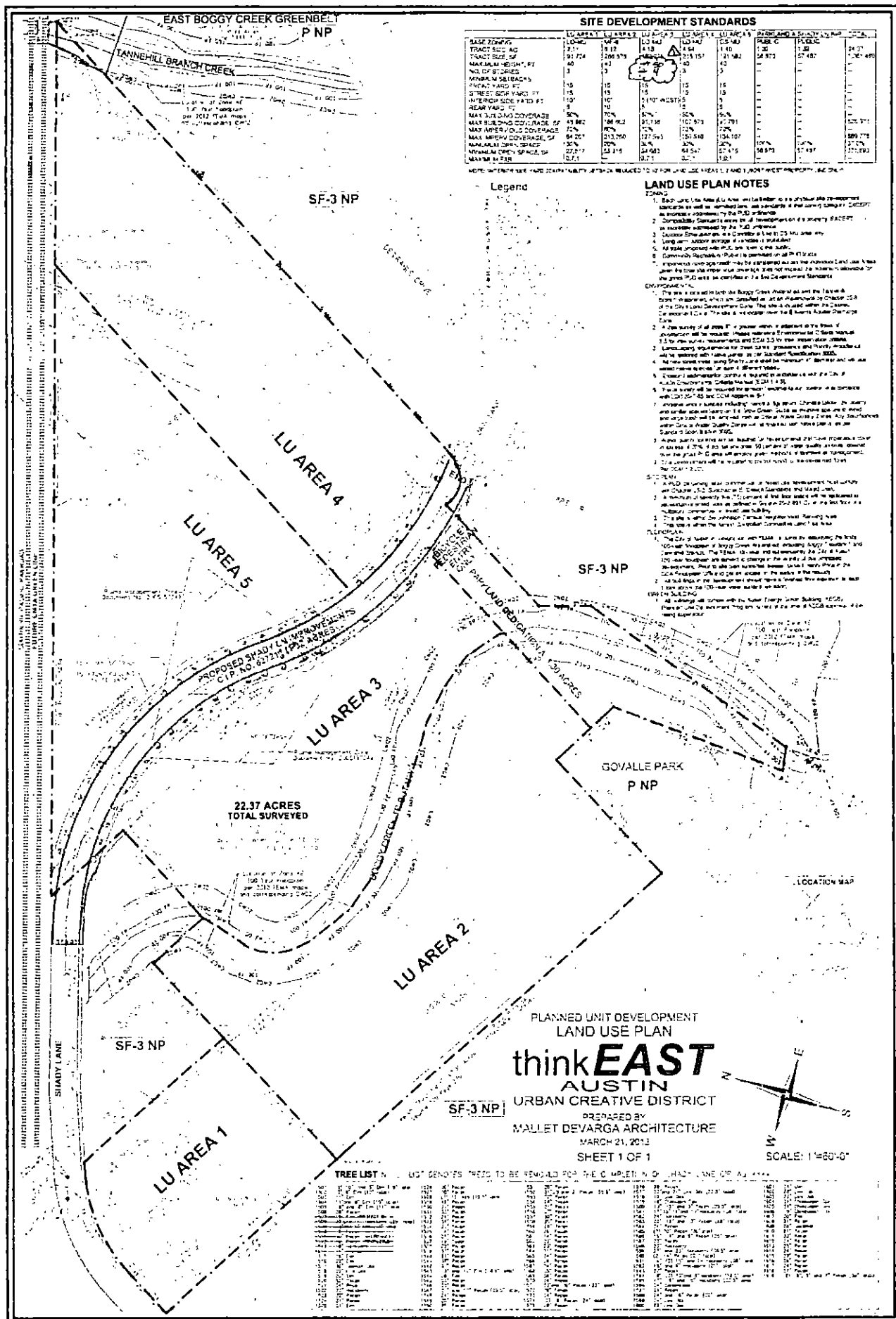
 SUBJECT TRACT  
 PENDING CASE  
 ZONING BOUNDARY

**ZONING CASE#: C814-2012-0128.SH**

This product has been produced by CTM for the sole purpose of geographic reference. No warranty is made by the City of Austin regarding specific accuracy or completeness.







**ORDINANCE NO. 20130627-090**

**AN ORDINANCE REZONING AND CHANGING THE ZONING MAP FOR THE PROPERTY LOCATED AT 1141 SHADY LANE AND 5300 JAIN LANE IN THE JOHNSTON TERRACE NEIGHBORHOOD PLAN AREA FROM FAMILY RESIDENCE-NEIGHBORHOOD PLAN (SF-3-NP) COMBINING DISTRICT AND LIMITED OFFICE-MIXED USE-CONDITIONAL OVERLAY-NEIGHBORHOOD PLAN (LO-MU-CO-NP) COMBINING DISTRICT TO PLANNED UNIT DEVELOPMENT-NEIGHBORHOOD PLAN (PUD-NP) COMBINING DISTRICT.**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

**PART 1.** The zoning map established by Section 25-2-191 of the City Code is amended to change the base district from family residence-neighborhood plan (SF-3-NP) combining district and limited office-mixed use-conditional overlay-neighborhood plan (LO-MU-CO-NP) combining district to planned unit development-neighborhood plan (PUD-NP) combining district on the property described in Zoning Case No. C814-2012-0128.SH, on file at the Planning and Development Review Department, as two parcels of land consisting of approximately 24.37 acres in Travis County, Texas, shown in Exhibit "A" (the "Property"). The Property is locally known as 1141 Shady Lane and 5300 Jain Lane and generally identified in the map attached as Exhibit "B".

**PART 2.** This ordinance and the attached Exhibits A through D are the land use plan (the "Land Use Plan") for the thinkEAST planned unit development district (the "PUD") created by this ordinance. Development of and uses within the PUD shall conform to the limitations and conditions set forth in this ordinance and in the Land Use Plan. If this ordinance and the attached exhibits conflict, this ordinance controls. Except as otherwise provided by this ordinance or by Section 245.004 of the Local Government Code, development within the PUD is subject to the ordinances, regulations, and rules in effect on the effective date of this ordinance.

**PART 3.** The attached exhibits are incorporated into this ordinance in their entirety as though set forth fully in the text of this ordinance. The exhibits are as follows:

- Exhibit A: Legal description of the Property
- Exhibit B: Zoning Map
- Exhibit C: Land Use Plan
- Exhibit D: Grow Green Native and Adapted Landscape Plants

## **PART 4. Definitions.**

### **A. In this ordinance:**

1. **LIVE WORK** means a type of mixed-use land use that is predominantly residential, but may include commercial, office, and/or any other permitted land use. If non-residential uses are included, connecting commercial and residential units is not required.
2. **CREATIVE STUDIO** means type of mixed-use land use that is predominantly commercial, office, and/or any other permitted non-residential land use, but may also include residential uses. If residential uses are included, connecting commercial and residential units is not required.

## **PART 5. Use Regulations**

### **A. Land Use Areas identified on Exhibit C shall conform to the following base districts, except as modified by this ordinance.**

- (1) Land Use Area 1: limited office-mixed use (LO-MU) combining district zoning.
- (2) Land Use Area 2: multifamily residence highest density (MF-6) district zoning.
- (3) Land Use Area 3: limited office-mixed use (LO-MU) combining district zoning.
- (4) Land Use Area 4: limited office -mixed use (LO-MU) combining district zoning.
- (5) Land Use Area 5: general commercial services-mixed use (CS-MU) combining district zoning.
- (6) Parkland: Public (P) district zoning.

### **B. Development of the Property may not exceed 54 multifamily residential units per acre.**

### **C. Development of the Property may not exceed 444 multifamily residential units.**

### **D. Development of the Property may not exceed 37,400 square feet of retail and office development.**

- E. Development of the Property may not exceed 118,800 square feet of live-work land use.
- F. Development of the Property may not exceed 62,400 square feet of creative studio land use.
- G. Development of the Property must include two civic facilities totaling 4,800 square feet.
- H. The maximum height, as defined by City Code, of a building or structure in Land Use areas 1-5 shall not exceed 40 feet or 3 stories.
- I. The following uses are prohibited uses on Land Use Area 5:

Automotive repair services	Bail bond services
Automotive sales	Automotive washing (of any type)
Commercial off-street parking	Drop-off recycling collection facility
Exterminating services	Commercial blood plasma center
Hospital services-general	Residential treatment
Kennels	Monument retail sales
Laundry services	Funeral services
Equipment repair services	Campground
Off-site accessory parking	Outdoor sports and recreation
Pawn shop services	Service station
Construction sales and services	Vehicle storage

- J. Outdoor entertainment is a conditional use in Land Use Area 5.
- K. The following uses are permitted uses in all the PUD Land Use Areas:

Community recreation	Business or trade school
College and university facilities	Private primary educational facilities
Private secondary educational facilities	Public primary educational facilities
Public secondary educational facilities	

## **PART 6. Open Space and Parkland.**

- A. All trails on the Property shall be open and accessible to the public.

- B. The developer's costs of publicly accessible trails constructed on the Property will be credited towards Parkland Dedication fees.
- C. Development of the Property shall provide a minimum of 37 percent of gross site area to open space.
- D. Development of the Property shall include a 1.30 acre Parkland Dedication, as indicated on the Land Use Plan.
- E. The Parkland Dedication credit will be transferable up to ½ mile from the Property and parkland within the 100 year floodplain is credited at 50 percent.

**PART 7. Environmental.**

- A. The developer of the Property shall remove trash and debris, as well as non-native woody species within the riparian corridor of the tributary to Boggy Creek. The applicant will identify the invasive trees for removal on the site development plan.
- B. The developer of the Property will use Green Storm Water Quality Infrastructure (e.g. bio-filtration, vegetative filter strips, rain gardens, etc.) for at least 50 percent of the required water quality controls.
- C. At the time of development, the City of Austin shall provide a Health and Safety Plan for developer and contractor use to address the potential for encountering residual hydrocarbons that may remain in the soils or groundwater from historical releases in the area.
- D. The developer of the Property shall restore all disturbed areas within the Critical Water Quality Zones and priority woodlands with native plantings as per City of Austin Standard Specification 609.S Native Grasslands Seeding and Plantings for Erosion Control.
- E. The developer of the Property will plant a minimum of fifty 4-inch caliper street trees from the list in the Environmental Criteria Manual, Appendix F along Shady Lane/Jain Lane meeting the Core Transit Corridor spacing and species requirements. The trees will count toward mitigation for trees proposed to be removed within the Shady Lane realignment and anywhere else on the Property.

- F. Developer of the Property will, wherever possible, irrigate landscapes with reclaimed water supplied by the City of Austin Reclaimed Water Division.
- G. Development of the Property shall comply with the requirements of the Austin Energy Green Building Program (GBP) multifamily, single family, or commercial rating system for a minimum two-star rating. Certification from the GBP shall be based on the version in effect at the time ratings applications are submitted for individual buildings.
- H. An Integrated Pest Management (IPM) plan shall be submitted to the Watershed Protection Department or successor Department for review and approval. The IPM plan shall comply with the guidelines in Section 1.6.9.2 (D) and (F) of the Environmental Criteria Manual in effect on the effective date of this ordinance.
- I. At the time an application for approval of a site plan is submitted for development of the Property, or any portion of the Property, a landscape plan for the use of native and adapted plant materials according to the City of Austin Preferred Plant List, attached as Exhibit "D", shall be submitted to the Watershed Protection Department or successor Department for review and approval.

#### **PART 8. Affordable Housing Program.**

- A. Subject to and conditioned upon public or private development subsidies, 100% of the residential units in **Land Use Areas 1 and 2** will be for rental occupancy by households whose income is between 30%-60% of the median family income and owned occupancy between 30%-80% of the median family income (MFI) in the Austin metropolitan statistical area as established annually by the director of Austin Neighborhood Housing and Community Development Office.
- B. Without public or private development subsidies, 10% of the residential units in **Land Use Areas 1 and 2** will be for owned or rental housing at 60% of Austin MFI and 10% of the residential units in Land Use Areas 1 and 2 will be for owned or rental housing at 80% of Austin MFI. Affordability requirements under this paragraph shall expire on the 10th anniversary of the issuance of a certificate of occupancy for the unit.
- C. Rents for any affordable unit will be established annually by the director of Austin Neighborhood Housing and Community Development Office.

- D. The owner must accept tenants that are receiving government housing choice vouchers or other similar program that may be developed in the future (so long as such tenants otherwise meet owner's tenant requirements) for a minimum of 10% of any affordable units provided under paragraph A above.
- E. The owner must enter into a Land Use Restriction Agreement with the Neighborhood Housing and Community Development Office to be executed and recorded in the Travis County real property records applicable to the property that contractually commits any owner of the property to comply with the requirements of Part 8, Sections A through D of this ordinance.
- F. The owner may not file a development application with the City of Austin for the Property before recording the executed Land Use Restriction Agreement.

#### **PART 9. Transportation and Bicycle Plan.**

- A. The number of bicycle parking spaces shall equal to at least 5 percent of required motor vehicle parking.
- B. A minimum of 50 percent of all required bicycle parking shall be secure, located within 50 feet of the principal building entrance and shall not be obscured from view. The remainder of all bicycle parking shall be secure, located within 50 feet of other building entryways; and/or at employee only entrances; and/or within a building; and/or in a covered motor vehicle parking facility within 50 feet of a street entrance. The location of the closest bicycle parking facility must be no further than the closest motor vehicle parking space, excluding accessible parking spaces.
- C. A building containing one or more commercial uses that total 5,000 square feet or more shall include shower facilities for bicycle riders. A building containing one or more commercial uses that total 5,000 square feet or larger, but less than 20,000 square feet shall contain one private unisex shower. A building containing more than 20,000 square feet, but less than 100,000 square feet of commercial uses shall provide a minimum of one private shower facility for each gender. A building containing more than 100,000 square feet, but less than 500,000 square feet of commercial uses shall provide two shower facilities each for both sexes. A building containing more than 500,000 square feet of commercial uses shall provide private shower facilities with a minimum of three showers for each of both sexes. All shower requirements shall include an

area for changing clothes and storing personal items. The facilities may be located outside of the building in a common area accessible to all buildings subject to this requirement. The facilities shall be separate from the office toilet facilities.

**PART 10. Code modifications.** In accordance with Chapter 25-2, Subchapter B, Article 2, Division 5 (Planned Unit Development) of the Code, the following site development regulations apply to the PUD instead of otherwise applicable City regulations:

**A. Zoning**

- (1) Section 25-2-1064 (*Front Setback*) is modified to require a 10 foot setback in Land Use areas 1, 2 and 3, on property adjoining residential uses. The maximum building height is permitted at the 10 foot setback.
- (2) Section 25-2, Subchapter B, Division 5, Subpart D, Section 4.3 shall be waived until the Shady Lane/Jain Lane roadway improvements have been completed.

**PART 11.** The Property is subject to Ordinance No. 030327-11b that established the Johnston Terrace neighborhood plan combining district.

**PART 12.** This ordinance takes effect on July 8, 2013.

**PASSED AND APPROVED**

June 27, 2013 §  
Lee Leffingwell  
Mayor

APPROVED: Karen M. Kennard  
City Attorney

ATTEST: Jannette S. Goodall  
City Clerk



**HOLT CARSON, Inc.**  
**PROFESSIONAL LAND SURVEYORS**  
 1904 FORTVIEW ROAD  
 AUSTIN, TX 78704  
 TELEPHONE: (512) 442-0990  
 FACSIMILE: (512) 442-1084

**FIELD NOTE DESCRIPTION OF 22.37 ACRES OF LAND OUT OF THE JESSE C. TANNEHILL SURVEY ABSTRACT No. 22 IN TRAVIS COUNTY, TEXAS, BEING COMPRISED OF ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO COASTAL STATES MARKETING, INC., NOW KNOWN AS EL PASO MERCHANT ENERGY PETROLEUM COMPANY, BY DEED RECORDED IN VOLUME 4131 PAGE 2307 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY SPECIAL WARRANTY DEED RECORDED IN DOCUMENT No. 2003017135 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY WARRANTY DEED RECORDED IN DOCUMENT No. 2003135554 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH ALL OF THAT CERTAIN TRACT OF LAND AS CONVEYED TO EL PASO MERCHANT ENERGY PETROLEUM COMPANY BY WARRANTY DEED RECORDED IN DOCUMENT No. 2003264332 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND TOGETHER WITH A PORTION OF THAT CERTAIN STRIP OF LAND LOCALLY KNOWN AS "JAIN LANE" AS ESTABLISHED BY INSTRUMENT RECORDED IN BOOK U PAGE 33 OF THE COMMISSIONERS' COURT MINUTES OF TRAVIS COUNTY, TEXAS, SAME BEING ALL OF THAT CERTAIN (22.41 ACRE) TRACT OF LAND AS DESCRIBED IN THAT AFFIDAVIT OF OWNERSHIP IDENTITY AND CONSOLIDATED REAL PROPERTY DESCRIPTION AS RECORDED IN DOCUMENT No. 2004096950 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, LESS THAT CERTAIN (1,585 SQUARE FEET) TRACT OF LAND AS CONVEYED TO THE CITY OF AUSTIN BY QUIT CLAIM DEED RECORDED IN DOCUMENT No. 2012076626 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:**

**BEGINNING** at a  $\frac{1}{2}$ " iron rod found at the intersection of two fences in the South line of that certain (16.05 acre) tract of land as conveyed to Hugo Anderson by deed recorded in Volume 429 Page 248 of the Deed Records of Travis County, Texas, and in the North line of that certain (7.35 acre) tract of land described as "First Tract" and as conveyed to Otto Friedrich by deed recorded in Volume 376 Page 276 of the Deed Records of Travis County, Texas, for the Southeast corner of that certain (3.2 acre) tract of land as conveyed to J.E. Hamby, et ux, by deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for the Southeast corner of that certain (2.024 acre) tract of land as conveyed to Paubla Gutierrez by deed recorded in Volume 13304 Page 3132 of the Real Property Records of Travis County, Texas, and for an angle corner of that certain (11.256 acre) tract of land as conveyed to James H. Crockett by deed recorded in Volume 8775 Page 500 of the Deed Records of Travis County, Texas, and for an angle corner of that certain tract of land as conveyed to Stephen Craig Anderson and Rodney Milton Anderson by Warranty Deed recorded in Volume 13127 Page 2576 of the Real Property Records of Travis County, Texas, and being an angle corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Special Warranty Deed recorded in Document No. 2003017135 of the Official Public Records of Travis County, Texas, and being the **PLACE OF BEGINNING** of the herein described tract;

THENCE entering the interior of said Hugo Anderson (16.05 acre) tract with the East line of said Gutierrez (2.024 acre) tract and with a Westerly line of said Stephen and Rodney Anderson tract, N 29 deg. 45' 31" E 236.82 ft. to a ½" iron pipe found at a chain-link fence corner post for the Northeast corner of said Gutierrez (2.024 acre) tract, and for the Southeast corner of a twenty-five foot (25') wide "Roadway" strip of which title was reserved and retained in said deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for an angle corner of said Stephen and Rodney Anderson tract, same being an angle corner of this tract;

THENCE with the South line of said 25 ft. "Roadway" strip and with the common line of said Stephen and Rodney Anderson tract and Gutierrez (2.024 acre) tract, N 58 deg. 50' 36" W 355.68 ft. to a spindle set in the interior of the improved Shady Lane and in the Westerly line of said Hugo Anderson (16.05 acre) tract, and for the Northwest corner of said Gutierrez (2.024 acre) tract and for the Northwest corner of that certain tract of land as conveyed to the City of Austin by Street Deed recorded in Volume 9647 Page 182 of the Real Property Records of Travis County, Texas, same being an angle corner of this tract;

THENCE with the most Westerly line of said Stephen and Rodney Anderson tract and with the West line of said Hugo Anderson (16.05 acre) tract, N 72 deg. 35' 00" E 34.23 ft. to a spindle set in the interior of the improved Shady Lane for the Southwest corner of that certain tract of land as conveyed to Fidel Estrada, Jr. by deed recorded in Volume 3709 Page 1867 of the Deed Records of Travis County, Texas, and being an angle corner of said Stephen and Rodney Anderson tract, same being an angle corner of this tract;

THENCE re-entering the interior of said Hugo Anderson (16.05 acre) tract with the common line of said Stephen and Rodney Anderson tract and said Estrada tract and with the North line of said 25 ft. "Roadway" strip, S 58 deg. 50' 36" E 332.27 ft. to a ½" iron pipe found at the base of an old fence corner post for the Southeast corner of said Estrada tract and for an angle corner of said Stephen and Rodney Anderson tract, and being an angle corner of this tract;

THENCE continuing across the interior of said Hugo Anderson (16.05 acre) tract, N 29 deg. 22' 23" E 163.88 ft. to a ½" iron pipe found at an old fence corner post for an angle corner of said Stephen and Rodney Anderson tract and for the Northeast corner of said Hamby (3.2 acre) tract and for the Northeast corner of that certain (one acre) tract of land as conveyed to F.F. Gooding by deed recorded in Volume 812 Page 583 of the Deed Records of Travis County, Texas, and for the Northeast corner of that certain tract of land as conveyed to William A. Gouldie by deed recorded in Volume 8450 Page 753 of the Deed Records of Travis County, Texas, and being an angle corner of this tract;

THENCE along an old wire fence, S 60 deg. 30' 37" E 108.21 ft. to a ½" iron pipe found in the centerline of a small creek for an angle corner of said Stephen and Rodney Anderson tract and for the Southeast corner of that certain tract of land as conveyed to Steven DePaz by deed recorded in Volume 10936 Page 977 of the Real Property Records of Travis County, Texas, and being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and said DePaz tract, N 30 deg. 09' 08" E at 188.63 ft. passing a PK nail found in asphalt in the South line of Jain Lane, a thirty-foot (30') wide Right-of-Way as established by instrument dated April, 1930, and recorded in Book U Page 33 of the Commissioners' Court Minutes of Travis County, Texas, and continuing with the same course for a total distance of 203.63 ft. to a spindle found in the centerline of Jain Lane an angle corner of this tract;

THENCE with the centerline of "Jain Lane", N 59 deg. 58' 10" W 142.22 ft. to a ½" iron rod found with a plastic cap imprinted with "Carson and Bush Professional Surveyors" at a point of intersection with the Westerly projection of the North line of that certain (3.08 acre) tract of land as conveyed to Coastal States Marketing, Inc., now known as El Paso Merchant Energy Petroleum Company, by deed recorded in Volume 4131 Page 2307 of the Deed Records of Travis County, Texas, and the South line of the Southern Pacific Railroad, and being a Northwesterly angle corner of this tract;

THENCE with the South line of the Southern Pacific Railroad, N 73 deg. 02' 50" E 753.42 ft. to a ½" iron rod found with a plastic cap imprinted with "Carson and Bush Professional Surveyors" for the Northeast corner of said (3.08 acre) tract and for the Northwest corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Warranty Deed recorded in Document No. 2003135554 of the Official Public Records of Travis County, Texas;

THENCE continuing with the South line of the Southern Pacific Railroad, N 73 deg. 02' 50" E 612.18 ft. to a currently inundated point on a concrete drainage channel for the Northeast corner of said El Paso tract (Document No. 2003135554) and for the North common corner of Lots 10 and 11, Block C, Pecan Grove, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Volume 59 Page 3 of the Plat Records of Travis County, Texas, and for a Northwesterly corner of that certain (49.99 acre) tract of land as conveyed to Joe Stanzel and Victor Stanzel by deed recorded in Volume 3099 Page 196 of the Deed Records of Travis County, Texas, and being the Northeast corner of this tract;

THENCE with the common line of said El Paso tract (Document No. 2003135554) and said Pecan Grove, S 30 deg. 19' 41" W at 322.14 ft. passing a ½" iron rod found for the West common corner of Lot 9 and Lot 10, Block C, Pecan Grove, and at 577.10 ft. passing a ½" iron rod found for the West common corner of Lot 6 and Lot 7, Block C, Pecan Grove, and continuing along the same course for a total distance of 936.44 ft. to a spindle found in asphalt paving for a Southeasterly corner of this tract and being in the curving North right-of-way line of Jain Lane;

THENCE with the North right-of-way line of Jain Lane (as described in the aforementioned Commissioners' Court Book U Page 33), the following three (3) courses;

- 1) along a curve to the left with a radius of 71.79 ft. for an arc length of 13.18 ft. and which chord bears S 49 deg. 43' 19" W 13.16 ft. to a spindle found in asphalt for a point of reverse curvature;
- 2) along a curve to the right with a radius of 46.14 ft. for an arc length of 60.86 ft. and which chord bears S 82 deg. 14' 51" W 56.54 ft. to a spindle found in asphalt for a point of tangency;
- 3) N 59 deg. 58' 10" W 10.19 ft. to a spindle found for an angle corner of this tract;

THENCE crossing the interior of "Jain Lane", S 29 deg. 58' 06" W at 30.00 ft. passing a ½" iron pipe found for the Northeast corner of that certain (0.432 acre) tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Warranty Deed recorded in Document No. 2003264332 of the Official Public Records of Travis County, Texas, and continuing with the same course for a total distance of 216.48 ft. to a PK nail found in concrete at the base of a fence corner post for an angle corner in the West line of Lot 3, Block B, of said Pecan Grove and for an angle corner of the aforementioned El Paso tract (Document No. 200317135) and for the South corner of said El Paso (0.432 acre) tract, and being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and said Pecan Grove, the following two (2) courses;

- 1) S 17 deg. 10' 06" E 83.36 ft. to a ½" iron pipe found;
- 2) S 18 deg. 31' 39" W 381.02 ft. to a ½" iron rod found in the West line of Lot 10, Pecan Grove, for the Southeast corner of said Stephen and Rodney Anderson tract and for the Northeast corner of that certain tract of land as conveyed to the City of Austin by Warranty Deed recorded in Volume 11297 Page 1112 of the Real Property Records of Travis County, Texas, and being the Southeast corner of this tract, and from which a chiseled "X" found in concrete for the Southeast corner of said City of Austin tract bears S 18 deg. 32' 48" W 132.41 ft.;

THENCE with the North line of said City of Austin tract, S 80 deg. 56' 48" W 37.40 ft. to a point in an Easterly deed line of that certain (23.32 acre) tract of land as conveyed to the City of Austin in September, 1946, by deed recorded in Volume 828 Page 5 of the Deed Records of Travis County, Texas, and being the Southeast corner of that certain (1,585 square feet) tract of land as conveyed to the City of Austin by Quit Claim Deed recorded in Document No. 2012076626 of the Official Public Records of Travis County, Texas, same being an angle corner of this tract, and from which a ½" iron rod found for an angle corner of said El Paso Merchant Energy (22.41 acre) tract bears S 80 deg. 56' 48" W 11.32 ft.;

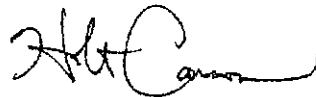
THENCE with the East line of said City of Austin (1,585 square feet) tract, N 03 deg. 16' 30" E 286.50 ft. to a ½" iron pipe found at an old fence corner post for a common angle corner of said Stephen and Rodney Anderson tract and said City of Austin (23.32 acre) tract, same being an angle corner of this tract;

THENCE with the common line of said Stephen and Rodney Anderson tract and City of Austin (23.32 acre) tract and along old wire fence remnants, N 60 deg. 09' 07" W 123.14 ft. to a ½" iron pipe found at the end of said old wire fence for a common angle corner of said Stephen and Rodney Anderson tract and said City of Austin (23.32 acre) tract, and being an angle corner of this tract;

THENCE, S 29 deg. 49' 25" W 244.60 ft. to a ½" iron pipe found at an old fence corner post for an angle corner of said Stephen and Rodney Anderson tract and for the Northeast corner of the aforementioned Friedrich (7.35 acre) tract, and being an angle corner of this tract, and from which a ½" iron rod found at a chain-link fence corner post for an angle corner of said City of Austin (23.32 acre) tract bears S 29 deg. 39' 06" W 325.33 ft.;

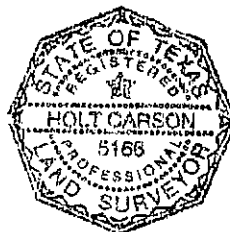
THENCE with a Southerly or Southwesterly line of said Stephen and Rodney Anderson tract, N 58 deg. 52' 07" W 687.85 ft. to the **PLACE OF BEGINNING** containing 22.37 acres of land.

**SURVEYED:** December 15, 2011



Holt Carson  
Registered Professional Land Surveyor No. 5166

see accompanying map: B 692002



SCALE: 1" = 60'

Legend

- 1/4 Section Line
- 1/2 Section Line
- 3/4 Section Line
- 1/8 Section Line
- 1/16 Section Line
- 1/32 Section Line
- 1/64 Section Line
- 1/128 Section Line
- 1/256 Section Line
- 1/512 Section Line
- 1/1024 Section Line
- 1/2048 Section Line
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# HOLT CARSON, INC.

## PROFESSIONAL LAND SURVEYORS

1904 FORTVIEW ROAD  
AUSTIN, TEXAS 78704  
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FACSIMILE: (512) 442-1084  
www.hciaustin.com

**FIELD NOTE DESCRIPTION OF 1.926 ACRES OF LAND OUT OF THE JESSE C. TANNEHILL SURVEY ABSTRACT No. 22 IN TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN (1.923 ACRE) TRACT OF LAND AS CONVEYED TO DERALD PHILLIP GUTIERREZ BY WARRANTY DEED RECORDED IN DOCUMENT No. 2011025780 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:**

**BEGINNING** at a ½" iron rod found at the intersection of two fences in the South line of that certain (16.05 acre) tract of land as conveyed to Hugo Anderson by deed recorded in Volume 429 Page 248 of the Deed Records of Travis County, Texas, and in the North line of that certain (7.35 acre) tract of land described as "First Tract" and as conveyed to Otto Friedrich by deed recorded in Volume 376 Page 276 of the Deed Records of Travis County, Texas, for the Southeast corner of that certain (3.2 acre) tract of land as conveyed to J.E. Hamby, et ux, by deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, and for the Southeast corner of that certain (2.024 acre) tract of land as conveyed to Paubla Gutierrez by deed recorded in Volume 13304 Page 3132 of the Real Property Records of Travis County, Texas, and for the Southeast corner of that certain (1.923 acre) tract of land as conveyed to Derald Phillip Gutierrez by Warranty Deed recorded in Document No. 2011025780 of the Official Public Records of Travis County, Texas, and for an angle corner of that certain (11.256 acre) tract of land as conveyed to James H. Crockett by deed recorded in Volume 8775 Page 500 of the Deed Records of Travis County, Texas, and for an angle corner of that certain tract of land as conveyed to Stephen Craig Anderson and Rodney Milton Anderson by Warranty Deed recorded in Volume 13127 Page 2576 of the Real Property Records of Travis County, Texas, and being an angle corner of that certain tract of land as conveyed to El Paso Merchant Energy Petroleum Company by Special Warranty Deed recorded in Document No. 2003017135 of the Official Public Records of Travis County, Texas, and for an angle corner of that certain (22.41 acre) tract of land as described in that Affidavit of Ownership Identity and Consolidated Real Property Description as recorded in Document No. 2004096950 of the Official Public Records of Travis County, Texas, and being the Southeast corner and **PLACE OF BEGINNING** of the herein described tract, and from which a ½" iron pipe found at an old fence corner post for the Northeast corner of said Friedrich (7.35 acre) tract and for an angle corner of said (22.41 acre) tract bears S 58 deg. 52' 07" E 687.85 ft.;

end of Page 1

Page 2 of 2  
1.926 ACRES

THENCE with the common line of said Friedrich (7.35 acre) tract and said Gutierrez (1.923 acre) tract, N 59 deg. 02' 18" W 362.66 ft. to a square-head bolt found in the East right-of-way line of Shady Lane for the Southwest corner of said Gutierrez (1.923 acre) tract and for the Southeast corner of that certain (4,428 square feet) tract of land as conveyed to the City of Austin by Street Deed recorded in Volume 9647 Page 182 of the Real Property Records of Travis County, Texas, and being the Southwest corner of this tract;

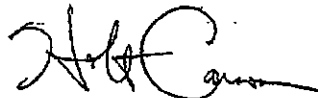
THENCE with the East right-of-way line of Shady Lane and with the West line of said Gutierrez (1.923 acre) tract and with the East line of said City of Austin (4,428 square feet) tract, the following two (2) courses;

- 1) N 29 deg. 43' 22" E 87.47 ft. to a ½" iron rod set with a plastic cap imprinted with "Holt Carson, Inc." for a point of curvature;
- 2) along a curve to the right with a radius of 270.00 ft. for an arc length of 158.42 ft. and which chord bears N 46 deg. 34' 26" E 156.16 ft. to a ½" iron rod set with a plastic cap imprinted with "Holt Carson, Inc." in the South line of a twenty-five feet (25') wide "Roadway" strip of which title was reserved and retained in said deed recorded in Volume 569 Page 15 of the Deed Records of Travis County, Texas, for the Northwest corner of said Gutierrez (1.923 acre) tract and for the Northeast corner of said City of Austin (4,428 square feet) tract, and being the Northwest corner of this tract, and from which a spindle found in the interior of the improved Shady Lane for an angle corner of said (22.41 acre) tract bears N 58 deg. 50' 36" W 38.13 ft.;

THENCE with the common line of said Gutierrez (1.923 acre) tract and said (22.41 acre) tract, S 58 deg. 50' 36" E 317.55 ft. to a ½" iron pipe found at a chain-link fence corner post for the Northeast corner of said Gutierrez (1.923 acre) tract and for the Southeast corner of said twenty-five (25') wide "Roadway" strip and for an angle corner of said (22.41 acre) tract and being the Northeast corner of this tract;

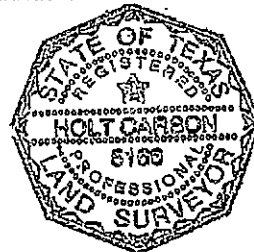
THENCE with the common line of said Gutierrez (1.923 acre) tract and said (22.41 acre) tract, S 29 deg. 45' 31" W 236.82 ft. to the PLACE OF BEGINNING, containing 1.926 acres of land

**SURVEYED:** May 23, 2012



Holt Carson

Registered Professional Land Surveyor No. 5166



# SURVEY MAP OF

1.926 ACRES OF LAND OUT OF THE JESSE C. TANNERHILL SURVEY ABSTRACT No. 22 IN TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN 11.925 ACRE TRACT OF LAND AS CONVEYED TO DERRAL PHILLIP GUTIERREZ BY WARRANTY DEED RECORDED IN DOCUMENT No. 2011025780 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, LOCATED AT 1141 SHADY LANE.

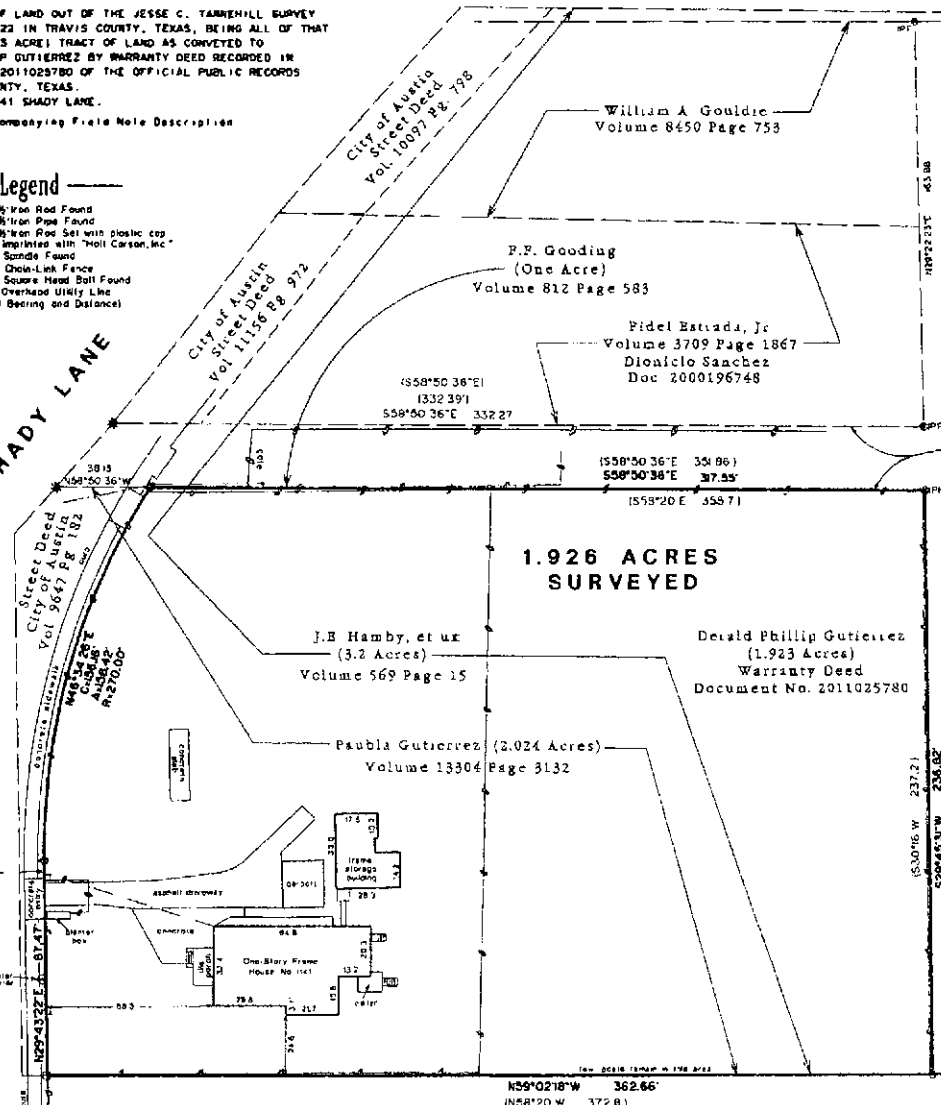
see accompanying Field Note Description

## Legend

- Iron Rod Found
- Iron Pipe Found
- Iron Rod Set with plastic cap imprinted with "Holt Carson, Inc."
- ✱ Sandpile Found
- Chain-Link Fence
- Square Head Bolt Found
- Overhead Utility Line (Record Bearing and Distance)

SHADY LANE

SHADY LANE



Hugo Anderson  
(16.05 Acres)  
Volume 429 Page 248

James H. Crockett  
(11.256 Acres)  
Volume 8775 Page 500

Stephen Craig Anderson and Rodney Milton Anderson  
Warranty Deed  
Volume 13127 Page 2576

El Paso Merchant Energy Petroleum Company  
(22.41 Acres)  
Affidavit of Ownership Identity and  
Consolidated Real Property Description  
Document No. 2004096950

(25' wide "roadway"  
title reserved and retained in  
Volume 569 Page 15

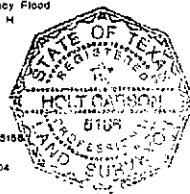
OF No. 14663-12-80064

TO: Brynda Lynn Gutierrez  
Counselors Mortgage  
North American Title Company

THE STATE OF TEXAS  
THE COUNTY OF TRAVIS

The undersigned does hereby certify that a Survey was this day made on the ground of the property legally described hereon and is accurate to the best of my abilities and that there are no boundary line conflicts encroachments, shortages in area overlapping of improvements, visible utility lines or roads in place except as shown hereon and said property abuts a dedicated roadway. This property is within Zone X (areas determined to be outside of the 100 Year Flood Plain) according to the Federal Emergency Management Agency Flood Insurance Rate Map Panel No. 480524 0470 H dated September 26, 2003. THIS the 23rd day of MAY A.D. 2012

BY   
Holt Carson  
Registered Professional Land Surveyor No. 5185  
HOLT CARSON INC  
1904 Fortview Road Austin Texas 78704  
(512) 442-0990  
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Otto Friedrich "First Tract" (7.35 Acres)  
Volume 376 Page 276

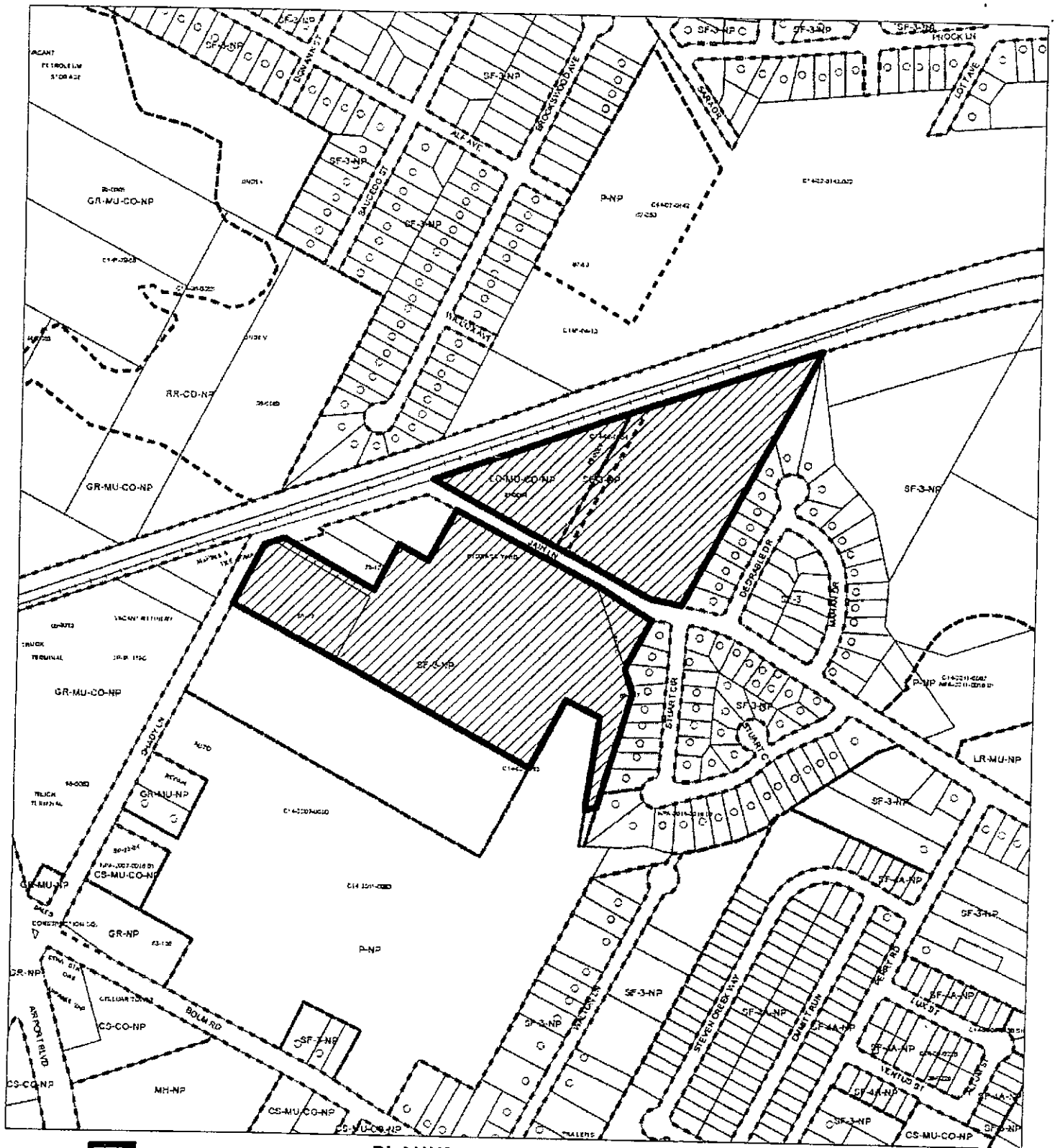
JESSE C. TANNERHILL SURVEY  
ABSTRACT No. 22

## NOTE

This tract of land is apparently subject to a Telecommunications Easement, as awarded to AT&T Corp. by Supplemental Final Order and Judgment as recorded in Document No. 200720586 of the Official Public Records of Travis County Texas.

Ref B 662002  
A 802106





SUBJECT TRACT



PENDING CASE



ZONING BOUNDARY

## PLANNED UNIT DEVELOPMENT

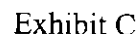
ZONING CASE#: C814-2012-0128.SH

1" = 400'

This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

This product has been produced by CTM for the sole purpose of geographic reference. No warranty is made by the City of Austin regarding specific accuracy or completeness.





## APPENDIX N

### CITY OF AUSTIN PREFERRED PLANT LIST

Other plants may be used if approved by the City of Austin. This list is a guide and is not meant to be exclusive. Any other native or well adapted plant may be used if drawings are sealed by a registered Texas Landscape Architect.

EVERGREEN TREES	HEIGHT	FEATURES (N = Native)
<b>Arizona Cypress</b> <i>Cupressus arizonica</i>	30'-75'	good heat and drought tolerance, aromatic foliage
<b>Cherry Laurel</b> <i>Prunus caroliniana</i>	25'-30'	N, screening plant, wildlife food
<b>Deodar Cedar</b> <i>Cedrus deodara</i>	40'-50'	fine texture, needs drainage
<b>Live Oak</b> <i>Quercus virginiana</i>	50'-60'	N, oak wilt susceptible
<b>Mountain Laurel</b> <i>Sophora secundiflora</i>	15'-25'	N, fragrant purple spring blossoms, small tree, large shrub
<b>Texas Madrone</b> <i>Arbutus texana</i>	25'-30'	N, distinctive, attractive bark, difficult to propagate and transplant
<b>Yaupon Holly</b> <i>Ilex vomitoria</i>	15'-20'	N, red berries in winter, small tree, large shrub
DECIDUOUS TREES	HEIGHT	FEATURES (N = Native)
<b>American Elm</b> <i>Ulmus americana</i>	60'-80'	N, vase-shaped canopy, susceptible to Dutch Elm disease
<b>American Smoketree</b> <i>Cotinus obovatus</i>	15'-25'	N, spring floral "clouds", fall color
<b>Arizona Walnut</b> <i>Juglans major</i>	40'-50'	N, nuts attract wildlife
<b>Bald Cypress</b> <i>Taxodium distichum</i>	60'-70'	N, fine texture, rust fall color
<b>Bigtooth Maple</b> <i>Acer grandidentatum</i>	30'-40'	N, outstanding fall foliage, requires drainage
<b>Blackjack Oak</b> <i>Quercus marilandica</i>	50'-60'	N, short-lived, bell-shaped leaves
<b>Bradford Pear</b>	30'-40'	showy white spring flowers

**Pyrus calleryana 'Bradford'**

<b>Bur Oak</b> <i>Quercus macrocarpa</i>	60'-100'	N, large fringed acorn, majestic, adaptable tree
<b>Cedar Elm</b> <i>Ulmus crassifolia</i>	50'-60'	N, fall color, small leaves
<b>Chinese Pistache</b> <i>Pistacia chinensis</i>	30'-40'	brilliant fall color, very adaptable
<b>Chinquapin Oak</b> <i>Quercus Muhlenbergii</i>	40'-60'	N, tall, slender form, dark glossy lush foliage
<b>Crape Myrtle*</b> <i>Lagerstroemia indica</i>	25'-30'	summer flowers, many varieties
<b>Desert Willow</b> <i>Chilopsis linearis</i>	15'-25'	N, orchid-like blooms, not a true willow
<b>Drake Elm</b> <i>Ulmus parvifolia 'Drake'</i>	20'-30'	nearly evergreen, drought tolerant
<b>Durand Oak</b> <i>Quercus sinuata</i>	50'-70'	N, large oak, prefers moist sites
<b>Eastern Walnut</b> <i>Juglans nigra</i>	70'-80'	N, large tree, valued for nuts
<b>Escarpment Cherry</b> <i>Prunus serotina</i>	20'-30'	N, fall color, fruit for wildlife and jellies
<b>Eve's Necklace</b> <i>Sophora affinis</i>	20'-30'	N, same genus as Mt. Laurel, pink blooms in late spring
<b>Flameleaf Sumac</b> <i>Rhus copallina</i> and <i>R. glabra</i>	15'-20'	N, brilliant fall color, may colonize
<b>Fragrant Ash</b> <i>Fraxinus cuspidata</i>	10'-12'	N, fragrant white flowers in late spring
<b>Golden Rain Tree</b> <i>Koelreuteria bipinnata*</i> and <i>K. paniculata</i>	20'-30'	yellow spring blooms, drought tolerant
<b>Honey Mesquite</b> <i>Prosopis glandulosa</i>	25'-30'	N, drought tolerant, wood valued for smoking meat
<b>Kidneywood</b> <i>Eysenhardtia texana</i>	10'-15'	N, fragrant fall flowers, small tree, large shrub
<b>Lacey Oak</b> <i>Quercus glaucoides</i> and <i>Q. laceyi</i>	20'-40'	N, small tree, peach colored foliage in spring and fall
<b>Little Walnut</b> <i>Juglans microcarpa</i>	20'-30'	N, small tree, strongly scented, good for attracting wildlife
<b>Mexican Buckeye</b>	10'-15'	N, pink spring flowers, small tree,

<b>Ungnadia speciosa</b>		large shrub
<b>Mexican Plum</b> <i>Prunus mexicana</i>	15'-25'	N, white spring blossoms, wildlife food
<b>Orchid Tree</b> <i>Bauhinia spp.</i>	6'-12'	N, showy white blossoms, small understory or patio tree
<b>Pecan</b> <i>Carya illinoensis</i>	60'-80'	N, shade tree, nut producing
<b>Possumhaw</b> <i>Ilex decidua</i>	15'-20'	N, red winter berries, large shrub, small tree
<b>Post Oak</b> <i>Quercus stellata</i>	50'-75'	N, large oak, roots sensitive to disturbance
<b>Red Buckeye</b> <i>Aesculus pavia</i>	10'-20'	N, good understory tree, requires deep well-drained soils
<b>Rusty Blackhaw</b> <i>Viburnum rufidulum</i>	10'-15'	N, good understory tree, glossy leaves, fall color
<b>Shin Oak</b> <i>Quercus sinuata brevifolia</i>	30'-35'	N, small tree, attractive bark, grows in thickets
<b>Shumard Oak</b> <i>Quercus shumardii</i>	50'-75'	N, fast growing, good fall red foliage coloration, tolerant of limestone soils
<b>Texas Ash</b> <i>Fraxinus texensis</i>	40'-50'	N, fast growing, shade tree exceptional fall foliage coloration
<b>Texas Persimmon</b> <i>Diospyros texana</i>	15'-25'	N, wildlife food, multi-trunk
<b>Texas Redbud</b> <i>Cercis canadensis</i> var. 'Texensis'	20'-25'	N, early pink blossoms, drought tolerant
<b>Texas Red Oak</b> <i>Quercus texana</i>	30'-40'	N, white patches on bark, fall color
<b>Vitex, Lilac Tree</b> <i>Vitex Agnus-castus</i>	15'-20'	late spring lavender blooms, small tree
<b>Western Soapberry</b> <i>Sapindus Drummondii</i>	30'-40'	N, showy winter fruit, yellow fall color

\*susceptible to severe freeze

#### EVERGREEN SHRUBS

	SUN	SHADE	FEATURES (N = Native)
<b>Agarita</b> <i>Berberis trifoliolata</i>	o		N, prickly leaves, bright red berries
<b>Barbados Cherry*</b> <i>Malpighia glabra</i>	o	o	N, pale pink flowers, berries attract wildlife

<b>Burford Holly</b> <i>Ilex cornuta</i> 'Burfordii'	o	o	glossy dark green foliage, red fruit
<b>Dwarf Burford Holly</b> <i>Ilex cornuta</i> 'Burfordii nana'	o	o	glossy leaves, berries not prominent
<b>Dwarf Chinese Holly</b> <i>Ilex cornuta</i> 'Rotunda nana'	o	o	spiney foliage, no berries
<b>Dwarf Yaupon Holly</b> <i>Ilex vomitoria</i> 'Nana'	o	o	low mound-like shrub, no berries
<b>Elaeagnus</b> <i>Elaeagnus pungens</i>	o	o	silver foliage, fragrant white fall flowers
<b>Evergreen Sumac</b> <i>Rhus virens</i>	o	o	N, glossy leaves, red fall color when mature
<b>Indian Hawthorn*</b> <i>Raphiolepis indica</i>	o		pink flowers, copper colored new foliage
<b>Mountain Laurel</b> <i>Sophora secundiflora</i>	o	o	N, showy fragrant purple flower, large shrub
<b>Nandina</b> <i>Nandina domestica</i>	o	o	red berries, red fall winter color
<b>Oleander*</b> <i>Nerium oleander</i>	o		summer flowers, large shrub
<b>Pampas Grass*</b> <i>Cortaderia selloana</i>	o		large clumping grass
<b>Red Yucca</b> <i>Hesperaloe parviflora</i>	o		N, coral flower spike, not a true yucca
<b>Rock Cotoneaster</b> <i>Cotoneaster horizontalis</i>	o		red fall fruit, small leaves
<b>Rosemary*</b> <i>Rosmarinus officinalis</i>	o		aromatic leaves, 'Prostratus' cultivar
<b>Sacahuista, Bear Grass</b> <i>Nolina texana</i>	o	o	N, grass-like mounding clumps
<b>Shore Juniper</b> <i>Juniperus conferta</i>	o		spreading, ground cover, blue-green
<b>Silverleaf Cotoneaster</b> <i>Cotoneaster glaucophyllus</i>	o		silver leaves, red fall fruit
<b>Texas Sage</b> <i>Leucophyllum frutescens</i>	o		N, lavender flowers, gray or green foliage
<b>Texas Sotol</b> <i>Dasylirion texanum</i>	o		N, long blade-like leaf with spines
<b>Wax Myrtle</b> <i>Myrica cerifera</i>	o	o	N, very adaptable, aromatic leaves, berries used for Bayberry fragrance

\* susceptible to severe freeze

**SEMI-EVERGREEN SHRUBS\*\***

	SUN	SHADE	FEATURES (N = Native)
<b>Cast Iron Plant*</b> <i>Aspidistra elatior</i>	o		broad strap shaped leaves to 2' height
<b>Glossy Abelia</b> <i>Abelia grandiflora</i>		o	small pink flowers, glossy leaves
<b>Muhly Grass</b> <i>Muhlenbergia lindheimeri</i>	o		N, looks like small pampas grass
<b>Pineapple Guava*</b> <i>Feijoa sellowiana</i>	o		exotic fragrant flowers
<b>Pomegranate*</b> <i>Punica granatum</i>	o	o	orange flowers, yellow fall color
<b>Primrose Jasmine*</b> <i>Jasminum mesnyi</i>	o		yellow flowers, mounding form

\* susceptible to severe freeze

\*\*influenced by severity or duration of winter

**DECIDUOUS SHRUBS**

	SUN	SHADE	FEATURES (N = Native)
<b>Althaea</b> <i>Hibiscus syriacus</i>	o		showy summer flowers
<b>American Beautyberry</b> <i>Callicarpa americana</i>	o	o	N, purple fruit in autumn, wildlife food
<b>Aromatic Sumac</b> <i>Rhus aromatica</i>	o	o	N, red berries in late spring, brilliant fall foliage
<b>Arrowwood</b> <i>Viburnum dentatum</i>	o	o	N, spring flowers, fall color
<b>Black Dalea</b> <i>Dalea frutescens</i>	o		N, purple summer flowers, fine foliage
<b>Butterfly Bush</b> <i>Buddleia Davidii</i>	o		N, lavender/lilac flowers, small fuzzy leaves
<b>Flame Acanthus</b> <i>Anisacanthus Wrightii</i>	o	o	N, orange flowers attracts hummingbirds
<b>Possumhaw Holly</b> <i>Ilex decidua</i>	o	o	N, red winter berries large shrub
<b>Texas Lantana*</b> <i>Lantana horrida</i> and <i>L. camara</i>	o		N, good summer color, many varieties
<b>Trailing Lantana*</b>	o	o	N, lilac colored flowers summer

Lantana montevidensis

through fall

\*susceptible to severe freeze

EVERGREEN VINES & GROUNDCOVERS		SUN	SHADE	FEATURES (N = Native)
<b>Asian Jasmine*</b> <i>Trachelospermum asiaticum</i>	o	o		low vigorous groundcover
<b>Bigleaf Periwinkle</b> <i>Vinca major</i>			o	loose groundcover, blue flowers
<b>Carolina Jessamine</b> <i>Gelsemium sempervirens</i>	o	o		N, fragrant yellow flowers in spring
<b>Coral Honeysuckle</b> <i>Lonicera sempervirens</i>	o	o		N, coral flowers, red fruit, attracts wildlife
<b>Cross Vine</b> <i>Bignonia capreolata</i>	o	o		N, yellow/red flowers, clinging vine
<b>Damianita</b> <i>Chrysactinia mexicana</i>	o			N, yellow flowers, low growing to 12" height
<b>English Ivy</b> <i>Hedera helix</i>			o	clinging, vigorous, self-climbing vine
<b>Fig Vine*</b> <i>Ficus pumila</i>	o	o		clinging vine, fine texture
<b>Lady Banksia Rose</b> <i>Rosa banksiae</i>	o			yellow spring flowers, large cascading form
<b>Liriope</b> <i>Liriope muscari</i>			o	purple spike flowers, clump-like foliage
<b>Littleleaf Periwinkle</b> <i>Vinca minor</i>			o	blue flowers, groundcover
<b>Monkey Grass</b> <i>Ophiopogon japonicus</i>			o	tufted grass-like groundcover
<b>Oregano</b> <i>Origanum vulgare</i>	o	o		perennial, spreading herb
<b>Santolina</b> <i>Santolina chamaecyparissus</i>	o			fine textured, aromatic foliage
<b>Stonecrop</b> <i>Sedum spp.</i>	o	o		low, fast growing groundcover

\*susceptible to severe freeze

DECIDUOUS VINES & GROUNDCOVERS		SUN	SHADE	FEATURES (N = Native)
<b>Boston Ivy</b> <i>Parthenocissus</i>	o	o		N, red fall color, clinging vine



tricuspidata 'Veitchii'

<b>Bush Morning Glory</b> <i>Ipomoea leptophylla</i>	o	o	N, forms 1½' - 3' mounds of foliage, lavender to purple flowers
<b>Coral Vine</b> <i>Antigonon leptopus</i>	o		pink flowers in summer and fall
<b>Cypress Vine</b> <i>Ipomoea quamoclit</i>	o		red tube-like flowers, twining vine, annual
<b>Gregg Dalea*</b> <i>Dalea greggii</i>	o	o	N, purple flowers in fall, groundcover
<b>Mustang Grape</b> <i>Vitis mustangensis</i>	o	o	N, native grape, climbs by tendrils
<b>Old Man's Beard</b> <i>Clematis Drummondii</i>	o	o	twining vine, feathery seeds
<b>Passion Vine*</b> <i>Passiflora incarnata</i>	o	o	N, lavender flowers, edible fruit; Maypop
<b>Sweet Autumn Clematis</b> <i>Clematis paniculata</i>	o		fragrant fall flowers, twining vine
<b>Trumpet Vine</b> <i>Campsis radicans</i>	o	o	N, orange-scarlet flowers, invasive
<b>Virginia Creeper</b> <i>Parthenocissus quinquefolia</i>	o	o	N, red fall color, clinging vine

\*susceptible to severe freeze

**FLOWERING PERNNIALS**                      **SUN**      **SHADE**      **FEATURES (N = Native)**

<b>Artemisia</b> o                      N, aromatic foliage, <i>Artemisia ludoviciana</i> white fuzzy leaves			
<b>Black-eyed Susan</b> o      o                      N, yellow dark-centered <i>Rudbeckia hirta</i> daisy, flowers May to September			
<b>Blackfoot Daisy</b> o                      N, short white daisy, <i>Melampodium leucanthum</i> flowers all summer, short-lived			
<b>Butterfly Weed</b> o      o                      N, orange/yellow <i>Asclepias tuberosa</i> flowers, attracts butterflies			
<b>Canna Lily</b> o                      banana-like foliage			

<b>Canna X generalis</b>			blooms in summer
<b>Cedar Sage</b> Salvia roemeriana	o		N, red flowers, naturalizes
<b>Cherry Sage</b> Salvia greggii	o	o	N, red, pink or white flowers
<b>Cigar Plant</b> Cuphea micropetala	o		orange-yellow fall flowers
<b>Coreopsis</b> Coreopsis lanceolata	o		N, yellow spring and fall flowers, clumping
<b>Daylily</b> Hemerocallis fulva	o		orange/yellow funnel- shaped flower
<b>Fall Aster</b> Aster spp.	o	o	N, blue/purple autumn flowers
<b>Firebush*</b> Hamelia patens	o		red-orange flowers, red fall color
<b>Gayfeather</b> Liatris spp.	o		N, purple flower spikes in autumn
<b>Heartleaf Hibiscus</b> Hibiscus cardiophyllus	o	o	N, red flowers all summer
<b>Hinckley's Columbine</b> Aquilegia Hinckleyana		o	bright yellow flowers in spring
<b>Hymenoxys</b> Hymenoxys scaposa	o		N, small yellow daisy, bitter smelling leaves
<b>Lamb's Ears</b> Stachys byzantina	o		unique foliage, low growing
<b>Maximilian Sunflower</b> Helianthus maximiliana	o		N, yellow flower, late summer to fall
<b>Mealy Blue Sage</b> Salvia farinacea	o		N, blue flower spikes spring and summer
<b>Mexican Bush Sage</b> Salvia leucantha		o	tall purple flower spikes
<b>Mexican Heather*</b> Cuphea hyssopifolia	o		tiny purple, pink or white flowers
<b>Mexican Marigold Mint</b> Tagetes lucida	o	o	yellow fall flowers, anise flavored foliage
<b>Mexican Oregano</b> Polioimntha longiflora	o		lavender/pink flowers, aromatic
<b>Oxeye Daisy</b> Chrysanthemum leucanthemum	o		white early summer flower, yellow center
<b>Peruvian Verbena*</b>	o		pink, purple, red or

<b>Verbena peruviana</b>			white flowers,
<b>Pink Skullcap</b> Scutellaria suffrutescens	o	o	pink flowers in summer, low growing
<b>Plumbago*</b> Plumbago auriculata	o	o	low growing, blue flowers
<b>Purple Coneflower</b> Echinacea purpurea	o	o	N, purple daisy-like flowers
<b>Rose Mallow</b> Pavonia lasiopetala	o	o	N, pink hibiscus-like flowers
<b>Scarlet Sage</b> Salvia coccinea	o	o	N, red, pink or white flowers, spring to fall
<b>Spiderwort</b> Tradescantia x Andersoniana	o		N, purple-blue flowers, informal ground cover
<b>Turk's Cap</b> Malvaviscus arboreus 'Drummondii'	o	o	N, red flowers and fruit, colonizing
<b>Yarrow</b> Achillea millefolium	o	o	off-white flowers, pink variety available
<b>White Mistflower</b> Eupatorium Wrightii	o	o	N, white autumn flowers, attracts butterflies
<b>Wild Petunia</b> Ruellia nudiflora		o	N, purple flowers from March to December
<b>Zexmenia</b> Wedelia hispida	o	o	N, orange/yellow flowers, May to November

\*susceptible to severe freeze

<b>TURF &amp; LOW GRASSES</b>	<b>SUN</b>	<b>SHADE</b>	<b>FEATURES (N = Native)</b>
<b>Bermuda</b> Cynodon dactylon	o		seed or hybrid sod
<b>Blue Grama</b> Bouteloua gracilis	o		N, seed, fine-leaf tufted grass, good meadow grass, not for mowed lawns
<b>Buffalograss</b> Buchloe dactyloides	o		N, many seed varieties, sod available in '609' and Prairie hybrids
<b>Little Bluestem</b> Schizachyrium scoparium	o		N, seed, blue-green, fine texture, not for mowed lawns
<b>Side Oats Gramma</b> Bouteloua curtipendula	o	o	N, seed, not for mowed lawns

**Disclaimer:**

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Municipality. American Legal Publishing Corporation provides these documents for informational purposes only. These documents should not be relied upon as the definitive authority for local legislation. Additionally, the formatting and pagination of the posted documents varies from the formatting and pagination of the official copy. The official printed copy of a Code of Ordinances should be consulted prior to any action being taken.

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1.800.445.5588

## EXHIBIT J

**City of Austin Good Neighbor Checklist**

The Neighborhood Housing and Community Development Office (NHCD) offers a Good Neighbor Policy to standardize process and identify expectations for all projects funded through the City of Austin's Rental Housing Development Assistance (RHDA) and Acquisition and Development (A&D) programs. Applicants of these programs are required to prepare and begin implementing a community engagement plan, including neighborhood notification activities. The community engagement plan is required whether the application is for funding for new construction or renovation of an existing building, regardless of whether there is a change in ownership.

A successful community engagement plan leads to open, ongoing two-way communication between developers and neighbors. This requires good-faith efforts and cooperation by developers, City officials and residents. A positive, open dialogue between housing developers and neighbors can prevent misunderstandings, facilitate prompt resolution of any inadvertent misunderstandings, and provide a fair, thoughtful, dependable means of resolving differences.

The following checklist of items is required of all applicants for funding:

**(1) Preliminary Research**

- ☒ Review the Neighborhood Plan (if applicable) *Govalle / Johnston Terrace Neighborhood Plan adopted 2003.*

**(2) Neighborhood Notification**

- ☒ Notify property owners within at least 500 feet of the site and registered neighborhood organizations with boundaries included in the proposed development site, using a written notice, letter or flyer. *CCF held a community meeting and is evidenced in the attached agenda, and informational handout.*

**(3) Pre-Application Engagement**

- ☒ Contact neighborhood organizations to provide current information about the project, including any neighborhood association whose boundaries are included in the proposed development site and Neighborhood Planning Contact Team (if applicable). *(see full City of Austin Good Neighbor Guidelines for more detailed information on what kind of information may be appropriate to share)* *CCF received support from the neighborhood organizations and is evidenced in the attached letters. There have been no significant changes to the project since those meetings took place.*
- ☐ Appoint a Single-Point-of-Contact (SPOC) to serve as the liaison for exchanging information.  
*Jacqueline Rodarte - (562) 644-4537  
jrodarte@chavezfoundation.org*

**(4) Application requirements**

- ☒ Provide communications plan
- ☒ Provide documentation showing the content of the notice, and proof of delivery
- ☒ Provide signed copy of this checklist.

I have reviewed and completed all of the above checklist items required by the City of Austin's Good Neighbor Guidelines.

Signed

printed name

date



Paul S. Parle

2/1/19





# **NEIGHBORHOOD MEETING**

(Junta de Vecinos)

## **Tuesday, December 15**

**6:30 – 8:00PM**

### AGENDA

1. Introduction - Pete Rivera
2. Treasurer Report - Michael Floyd
3. Govalle Pool Update - Reynaldo Hernandez - Parks and Recreation Department
4. ThinkEast Update - Alfredo Izmajtovich - Cesar Chavez Foundation
- 5.
6. Committee Updates
  - Affordable Housing
  - Neighborhood Litter Watch – AKA Trash Talk
  - Speeding and Traffic Issues
  - Green Spaces and Trails
  - Airport Corridor Improvements

**Zaragoza Recreation Center**  
**2608 Gonzales St**  
**Austin, TX 78702**  
**SpringdaleAirport.org**

For any questions:  
[springdaleairport@gmail.com](mailto:springdaleairport@gmail.com)  
(720) 772-6202

Facebook Group:  
[www.facebook.com/groups/springdaleairport.org](http://www.facebook.com/groups/springdaleairport.org)



## **JUNTA DE VECINOS**

### **Martes, Diciembre 15**

**6:30 – 8:00PM**

#### ORDEN DEL DÍA

1. Introducción -Pete Rivera
2. Tesorero Informe - Michael Floyd
3. Piscina Govalle - Reynaldo Hernández Parques  
Departamento de Recreación
4. ThinkEast - Actualización Alfredo Izmajtovich César Chávez  
Fundación
- 5 . Actualizaciones Comité 6.
  - Vivienda asequible
  - Barrio La basura Watch - Talk conocido como Basura
  - El exceso de velocidad y los problemas de tráfico
  - Espacios Verdes y Senderos
  - Aeropuerto Corredor Mejoras

**Zaragoza Centro de Recracion**  
**2608 Gonzales St**  
**Austin, TX 78702**  
**SpringdaleAirport.org**

Para mas informes:  
[springdaleairport@gmail.com](mailto:springdaleairport@gmail.com)  
(720) 772-6202

Grupo de Facebook:  
[www.facebook.com/groups/springdaleairport.org](http://www.facebook.com/groups/springdaleairport.org)





**Springdale-Airport Neighborhood Association  
Community Meeting  
December 15, 2015**

**Who We Are**

**Cesar Chavez Foundation** - Non-profit Developer/General Contractor/Property Manager

- Founded in 1966 by Cesar E. Chavez and other supporters of the farm worker movement
- CCF operates as a 501(c)(3) non-profit organization with the mission to enrich and improve the lives of working families by meeting their essential human and community needs. CCF has been guided by Cesar Chavez's core values of knowledge, community, respect, service and determination.
- CCF's departments include housing & economic development, non-commercial radio, education, Villa La Paz conference center, and the Cesar E. Chavez National Monument.

**Housing & Economic Development Fund**

- Over 4,800 units owned and managed, a majority of which are for low-income families and seniors, in four southwestern states: Arizona, California, New Mexico and Texas.
- Close to 1,500 units in Houston, Dallas, Temple, San Antonio and the Rio Grande Valley.

**Project Information**

- Site is located in the thinkEAST Planned Unit Development-Neighborhood Plan
- The proposed community will be located where Jain Lane and Shady Lane intersect – northeast of Govalle Park
- The project will contain approximately 140 studio, one-, two- and three-bedroom family units
- This will be a mixed income community affordable to individuals and families of varying incomes. Approximately 80% of the units will be restricted to residents making between 30% - 60% AMI.
- CCF plans to finance the project using 4% Low Income Housing Tax Credits from Texas Department of Housing and Community Affairs and other local funding.
- Construction is projected to begin in the second quarter of 2017.



August 21, 2016

Director Gregory I. Guernsey, AICP  
Planning and Zoning Department, One Texas Center  
505 Barton Springs Road, Suite 500  
Austin, Texas 78704

**RE: Cesar Chavez Foundation thinkEAST PUD Amendment**

Dear Mr. Guernsey,

Our Springdale-Airport Neighborhood Association has been made aware of the need for the extra fourth floor to help with the very much need affordable housing in our community. Our Association and I have no opposition to this request by Cesar Chavez Foundation, and in fact, we very much encourage the City of Austin Planning Department to support it as well. We wish nothing but the best for our community and the Cesar Chavez Foundation's housing project to be located at thinkEAST in Austin Texas.

Si Se Puede,

A handwritten signature in blue ink that reads "Pete Rivera".

Pete Rivera  
President of Springdale-Airport Neighborhood Association  
Executive Committee Member of the Austin Sierra Club  
[512-363-3849](tel:512-363-3849)

[springdaleairport.org](http://springdaleairport.org)  
[springdaleairport@gmail.com](mailto:springdaleairport@gmail.com)  
(720) 772-6202



## Govalle/Johnston Terrace Neighborhood Plan Contact Team

August 25<sup>th</sup>, 2016

To: David Potter  
City of Austin

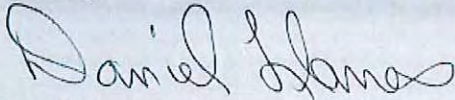
RE: Letter of Community Support  
Cesar Chavez Foundation's Proposed 97 Unit Affordable Housing Development  
Location: ThinkEast Planned Unit Development (Shady Lane & Jain Lane Area)

Dear Mr. Potter:

Please accept this letter as a representation of the community's support of the Cesar Chavez Foundation's proposal to construct a new affordable housing community within the planned ThinkEAST Development located at Shady/Jain Lane. It is our understanding that the project will consist of 97 apartments to benefit residents at or below 80% of the Area Median Income (80% will be 60% AMI or below) and funding will be obtained from the City of Austin Housing and Community Development, TDHCA and other private resources.

Please contact me if you need any additional information.

Sincerely,

A handwritten signature in dark ink, appearing to read "Daniel Llanes", with a stylized, flowing script.

Daniel Llanes, Coordinator

Govalle/Johnston Terrace Neighborhood Contact Team

512-431-9665

***Govalle/Johnston Terrace Neighborhood Plan Contact Team***

August 25, 2016

To: Greg Guernsey

RE: Cesar Chavez Foundation ThinkEast PUD Amendment

Mr. Guernsey,

The ThinkEast PUD project is considered to be a model of a Neighborhood/developer partnership that accommodates density in an appropriate, and historic place, provides affordable work/live spaces for artists, as well as dedicating fully, one third of the development to affordable housing, which mitigates the displacement effects of gentrification.

I am writing on behalf of the Govalle/Johnston Terrace Neighborhood Contact Team to inform you of **our support for the Cesar Chavez Foundation's request for an additional floor for their portion the ThinkEast PUD development.**

In our discussions with CCF/ThinkEast regarding an additional level, we expressed **support** and requested that, in keeping with the spirit of compatibility, that to the most reasonable extent possible, any further height be mitigated by having a design that has its highest on the west and "stairs" downward east towards existing adjacent single story Neighbors.

Our group has worked closely with ThinkEast since its inception, and continues to be involved in the unfolding development of the ThinkEast project. I am hopeful that we can bring the full potential of this project into reality as soon as possible. Please do not hesitate to contact me with any further questions or comments concerning this case.

Thank you,



Daniel Llanes, Coordinator  
Govalle/Johnston Terrace Neighborhood Plan Contact Team  
512-431-9665

## EXHIBIT K

## Jackie Rodarte

---

**From:** Jennifer Bartlett  
**Sent:** Friday, February 1, 2019 12:06 PM  
**To:** Jackie Rodarte  
**Subject:** FW: Updated SMART Letter - ThinkEast PUD / Cesar Chavez Foundation  
**Attachments:** Govalle Terrace Update 1-14-2019.pdf

---

**From:** Jennifer Bartlett  
**Sent:** Tuesday, January 15, 2019 12:10 PM  
**To:** Sandra.Harkins@austintexas.gov  
**Subject:** Updated SMART Letter - ThinkEast PUD / Cesar Chavez Foundation

Hi Sandra,  
Please see the attached update for the Govalle Terrace Project that I just provided to the housing department. I am writing to request an updated SMART Certification Letter. Please let me know if you need additional information or contact me if you have any questions.

Thanks,  
Jennifer



**Jennifer Bartlett**  
*Director of Business Development*  
316 West Second Street Suite 600  
Los Angeles, CA 90012  
T: 501-291-2011 C: 501-658-8238  
[www.chavezfoundation.org](http://www.chavezfoundation.org)



INSPIRING & TRANSFORMING COMMUNITIES

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# City of Austin

*Neighborhood Housing and Community Development*

P.O. Box 1088, Austin, TX 78767

(512) 974-3100 \* Fax (512) 974-3161 \* <http://www.austintexas.gov/department/housing>

August 11, 2016

## **S.M.A.R.T. Housing Certification**

**Cesar Chavez Foundation –thinkEast PUD LU3 – Govalle Terrace – Shady Lane and Jain Lane (ID# 130)**

### **TO WHOM IT MAY CONCERN:**

Cesar Chavez Foundation (development contact: Alexandra Dawson 213-362-0260 x262; [adawson@chavezfoundation.org](mailto:adawson@chavezfoundation.org)) is planning to develop in the thinkEast, 25 acre mixed-use, Planned Unit Development at 1141 Shady Lane. The development will include 97 multi-family units. The SMART Housing certification will apply to the **97** multi-family units being developed within Land Use Area 3. The units will have an affordability period of a minimum of ten years from the date the certificate of occupancy is issued. The affordability period may be longer due to funding obligations.

NHCD certifies that the proposed construction meets the S.M.A.R.T. Housing standards at the pre-submittal stage. Since 4% (4) of the units will serve households earning no more than 30% MFI; 32% (31) of the units will serve households earning no more than 50% MFI; 44% (43) will serve households earning no more than 60% MFI and the remaining 20% (19 units) will be market rate the development will be eligible for a **100%** waiver of the fees listed in Exhibit A of the S.M.A.R.T. Housing Ordinance adopted by the City Council. The expected fee waivers include, but are not limited to, the following fees:

Capital Recovery Fees  
Building Permit  
Concrete Permit  
Electrical Permit  
Mechanical Permit  
Plumbing Permit

Site Plan Review  
Misc. Site Plan Fee  
Construction Inspection  
Subdivision Plan Review  
Misc. Subdivision Fee  
Zoning Verification

Land Status Determination  
Building Plan Review  
Parkland Dedication (*by  
separate ordinance*)

### **Prior to issuance of building permits and starting construction, the developer must:**

- ◆ Obtain a signed Conditional Approval from the Austin Energy Green Building Program stating that the plans and specifications for the proposed development meet the criteria for a Green Building Rating. (Contact Austin Energy Green Building: 512-482-5300 or [greenbuilding@austinenergy.com](mailto:greenbuilding@austinenergy.com)).
- ◆ Submit plans demonstrating compliance with accessibility standards.

### **Before a Certificate of Occupancy will be granted, the development must:**

- Pass a final inspection and obtain a signed Final Approval from the Green Building Program. (Separate from any other inspections required by the City of Austin or Austin Energy).
- Pass a final inspection to certify that accessibility standards have been met.

The applicant must demonstrate compliance with the reasonably-priced standard after the completion of the units, or repay the City of Austin in full the fees waived for this S.M.A.R.T. Housing certification.

Please contact me by phone 512.974.3128 or by email at [Sandra.harkins@austintexas.gov](mailto:Sandra.harkins@austintexas.gov) if you need additional information.

Sandra Harkins

Neighborhood Housing and Community Development

Cc: Laurie Shaw, Capital Metro

Maureen Meredith, PZD

M. Simmons-Smith, DSD

Katherine Murray, Austin Energy

Alice Flora, AWU

Bryan Bomer, AEGB

Gina Copic, NHCD

Marilyn Lamensdorf, PARD

Heidi Kasper, AEGB

Carl Wren, DSD

Alma Molieri, DSD

Susan Kinel, NHCD

Stephen Castleberry, DSD

Cande Coward, DSD

Ellis Morgan, NHCD

*The Neighborhood Housing and Community Development Office's mission is to provide housing, community development, and small business development services to benefit residents so they can have access to livable neighborhoods and increase their opportunities for self-sufficiency.*

## EXHIBIT L





## EDUCATION INSTITUTE

2502 Merced St. Ste. 101 | Fresno, CA 93721 | T: 559.443.0100 | F: 599.443.0101 | [www.chavezfoundation.org](http://www.chavezfoundation.org)

### COMMUNITY SERVICES BUDGET

#### REVENUE

<u>Line Item</u>	<u>CCF</u>	<u>Public Support</u>	<u>Total Amount</u>	<u>Description</u>
Fees & Services	\$25,000	\$0	<b>\$25,000</b>	Property Management
Contributions	0	\$2,900	<b>\$2,900</b>	Donations/General Fund
<b>Total Revenue</b>	<b>\$25,000</b>	<b>\$2,900</b>	<b>\$27,900</b>	

#### EXPENSES

Compensation	\$17,750	\$0	<b>\$17,750</b>	PT Lead Teacher = 180 days of program @ 3.5 hrs each day and 10 days of training & prep @ 8 hrs each day for a total of 710 hours of work for 10 months. LT wage at \$25.00 per hour
Benefits	\$3,905	\$0	<b>\$3,905</b>	22% rate for part-time employment
Classroom Fee	\$0	\$0	<b>\$0</b>	In-kind Donation by property management
Student Materials	\$1,000	\$0	<b>\$1,000</b>	Supplies needed for technology and evaluation tools. Technology includes supplies used by students to conduct presentations such as writing paper, art paper, pencils, pens, crayons, color pencils, etc.

Snacks	\$1,350	\$0	<b>\$1,350</b>	15 students x \$.50 per students for snacks (180 days of program)
Travel Cost	\$0	\$750	<b>\$750</b>	Teacher Training Retreat
Office Operations/Supplies	\$600	\$0	<b>\$600</b>	Supplies needed at learning center and LT office to run daily operations. Includes ink, cleaning supplies, staples, copy paper, pens, etc. Includes office supplies for RC.
Postage/Shipping	\$150	\$0	<b>\$150</b>	Shipping monthly paperwork/reporting to home office
Events/Miscellaneous	\$0	\$650	<b>\$650</b>	Student recognition, event supplies and celebration supplies (birthday, holiday, science fair, etc)
Other Tenant Services	\$0	\$1,500	<b>\$1,500</b>	Additional Services provided to tenants
Indirect Costs	\$245	\$0	<b>\$245</b>	Accounting, Legal, HR, and IT Fees
Total Expenses	\$25,000	\$2,900	<b>\$27,900</b>	
Excess Revenue Over (Under Expenses)	\$0	\$0	<b>\$0</b>	



## HOUSING & ECONOMIC DEVELOPMENT

316 W. 2<sup>nd</sup> Street, Suite 600 | Los Angeles, CA 90012 | T: 213.362.0260 | F: 213.362.0265 | [www.chavezfoundation.org](http://www.chavezfoundation.org)

September 21, 2016

David Potter  
Neighborhood Development Program Manager  
City of Austin/Austin Housing Finance Corporation  
1000 East 11<sup>th</sup> Street, 2<sup>nd</sup> Floor  
Austin, TX 78702

Dear Mr. Potter,

The Cesar Chavez Foundation is applying for Rental Housing Development Assistance (RHDA) Program funds from Austin Housing Finance Corporation (AHFC). This letter has been prepared by Cesar Chavez Foundation to state our intention to partner with LifeWorks to provide four (4) units of Permanent Supportive Housing (PSH) units at our project, Govalle Terrace/thinkEAST ("Project"), to comply with AHFC's programmatic goals. The PSH units at the Project will target youth "aging out" of state custody, the foster care or the juvenile probation system.


The appropriate personnel of Cesar Chavez Foundation and LifeWorks are prepared to establish the necessary agreement in the form of a Memorandum of Understanding, consistent with AHFC funding policies necessary to meet program requirements of the RHDA Program.

Further, the undersigned certify that they are authorized by their respective organizations to enter into this partnership.


This Letter of Intent (LOI) is executed as of the date of this letter and sets forth the mutual intent and limited agreement of the undersigned.

Sincerely,

Cesar Chavez Foundation

By:   
Name: Paul S. Park  
Title: Secretary

LifeWorks

By:   
Name: Susan McDowell  
Title: Executive Director



lifeworks

# Lifeworks Services

LifeWorks is a fearless  
advocate for youth and  
families seeking their  
path to self-sufficiency.





# Agency Overview

LifeWorks serves youth and families who want to change the direction of their lives. We offer an aligned network of services ranging from shelter, education, and counseling to workforce development and affordable housing – all focused on achieving real, sustainable, and measurable results for the clients we serve.

## Counseling

### YOUTH AND ADULT COUNSELING

This program helps clients identify the challenges in their lives and provides guidance to living more fully. The purpose is to assist individuals of all ages to improve and utilize their existing strengths and coping skills. Effective solutions are created for issues ranging from everyday stress to family crisis or trauma.

### SHARED PSYCHIATRIC SERVICES

The clinical care team provides an innovative, family-focused approach with timely psychiatric care for youth and their family members. Families are empowered to take an active role in their care. Services are geared toward building a solid relationship with and providing services to every family member, including adults who may have postponed their own care. The Shared Psychiatric Services program received an award from the American Psychiatric Association in 2014 in recognition of its innovative services.

### RESOLUTION COUNSELING

The Resolution Counseling program helps adults build safe, non-violent, healthy relationships through a strengths-based, collaborative and compassionate approach. LifeWorks believes that clients have the capacity to grow and change. Group participants are offered the opportunity to learn how to take responsibility for their actions and examine how they can learn to build trust, equality and support into their relationships. LifeWorks guides participants towards resolving conflict in respectful ways to create a healthy future for themselves and those close to them.

## Housing + Homelessness

### STREET OUTREACH

The Street Outreach Program is the first step in the LifeWorks continuum of housing services. Street Outreach serves runaway, homeless, street-dependent, and at-risk youth and young adults with an array of services focused on reducing the risks of street life. When youth come to LifeWorks Street Outreach, staff members work with each client to identify and address their basic needs. These requests include food, clothing, shelter, hygiene supplies and often just someone to listen to them.

### EMERGENCY SHELTER

LifeWorks operates a 24-hour walk-in emergency shelter for youth in Travis County. Youth who are victims of abuse, abandonment, violence, or homelessness turn to LifeWorks for shelter and support. Youth stay weeks or months depending on need and are provided comprehensive case management services, with an emphasis on moving toward self-sufficiency. The Emergency Shelter has the capacity to serve 20 youth, is staffed 24/7, and is licensed by the Texas Department of Family and Protective Services.

### TRANSITIONAL LIVING PROGRAM

LifeWorks Transitional Living Program provides shelter and support to homeless youth who need to complete their education, establish savings, find and maintain employment, and learn independent living skills before moving on to self-supporting adulthood. Each youth works with a case manager to establish a plan focusing on education, employment, budgeting, housekeeping,

community resources and other goals. Youth that are successful in this program stay from three months to a year-and-a-half, depending on their service plan or needs.

#### YOUNG PARENTS PROGRAM

The Young Parents Program is an apartment-based transitional housing program for pregnant and parenting youth. Individual case management, full-time supervision, parenting classes, and linkages to needed services are provided.

#### RAPID REHOUSING PROGRAM

The Rapid Rehousing Program provides on-site case management and group services for young adults and their children for up to two years. Clients work individually with a Case Manager on goals that include affordable housing, education, employment, budgeting and debt management.

#### SUPPORTIVE HOUSING PROGRAM

LifeWorks Supportive Housing is an apartment-based transitional living program that provides support and resources to homeless youth and young families. Participants are provided with comprehensive case management, independent living skills, and parenting classes, as well as linkages to resources such as childcare, GED, counseling, and medical services.

#### LIFE SKILLS TRAINING

This 38-hour course is designed to prepare youth aging out of foster care to live independently as adults. Training is provided through experiential group activities, learning materials and packets, discussions, field trips, and guest speakers. Topics addressed are health and safety, housing and transportation, job readiness, financial management, life decisions/responsibilities, and personal/social relationships.

#### AFTER CARE TRANSITIONAL SERVICES

ACTS is a case management program designed to assist youth transitioning out of the foster care system to achieve independence as adults in the community. The program helps individuals establish a home, obtain employment, access health care, manage money, exhibit personal and interpersonal responsibility, and plan for the future.

#### PERMANENT SUPPORTIVE HOUSING

Permanent Supportive Housing provides on-site case management and Independent Living Skills classes to young adults for as long as they are residents of LifeWorks apartments. Clients work one-on-one with a case manager on goals that include maintaining their apartments, independent living skills, education, employment and budgeting.

## Education + Workforce

#### GED & LITERACY TRAINING

Program objectives are to increase students' academic levels, prepare students for a High School Equivalency (HSE) exam (GED or HiSet), and assist students in pursuing further educational and/or employment goals. Classroom education incorporates self-paced instruction, small-group learning exercises, lectures, videos, and other experimental learning activities. Lesson plans are flexible in order to individualize student's academic needs. Classes are provided year-round on an open-entry open-exit basis.

#### WORKFORCE DEVELOPMENT

The Workforce Development program assists young people who are seeking employment in the competitive job market. Employment Specialists work with youth to provide Supported Employment Services and offer guidance to determine the right job for each individual enrolled in the program.

#### REAL TALK

LifeWorks, in collaboration with Planned Parenthood of Greater Texas (PPGT), provides evidence-based comprehensive sexuality education and pregnancy prevention programming to youth, parents, and teachers. Services are provided in select schools in Austin and Manor Independent School Districts. Services Provided:

- The "Get Real" curriculum is implemented in small group sessions across targeted middle schools with 6th-8th grade students.
- The "Families Talking Together" (FTT) curriculum includes small group discussions between trained REAL Talk staff and parents of 10-14 year olds.
- Teacher training to increase comfort and capacity to implement sexuality education services in Austin ISD schools.

#### NEXT STEP

The Next Step program provides school and community-based instruction and activities to strengthen the social and emotional skills of children and youth in order to promote positive youth development. Research has demonstrated that the acquisition of these skills helps to prevent youth involvement in substance abuse and violence.

#### TEEN PARENTING SERVICES

Teen parents are provided case management services to help them access the resources they need to complete their education and develop effective parenting skills. Each youth outlines an individual plan with a case manager that may include such goals as finding stable housing, child care, health care, an alternative education program, or counseling. Case managers provide home and school visits to pregnant and parenting teens.

## LOCATIONS

**1** East Location  
835 North Pleasant Valley Road  
Austin, TX 78702  
Phone: (512) 735-2100  
Fax: (512) 735-2452

**2** South Location  
3700 South 1st Street  
Austin, TX 78704  
Phone: (512) 735-2400

**3** North Location  
8913 Collinfield Drive  
Austin, TX 78758  
Phone: (512) 324-6870

### Hours of Operation

Monday-Thursday: 8:30 am - 8:00 pm  
Friday: 8:30 am - 5:00 pm  
Saturday: 9:00 am - 1:00 pm

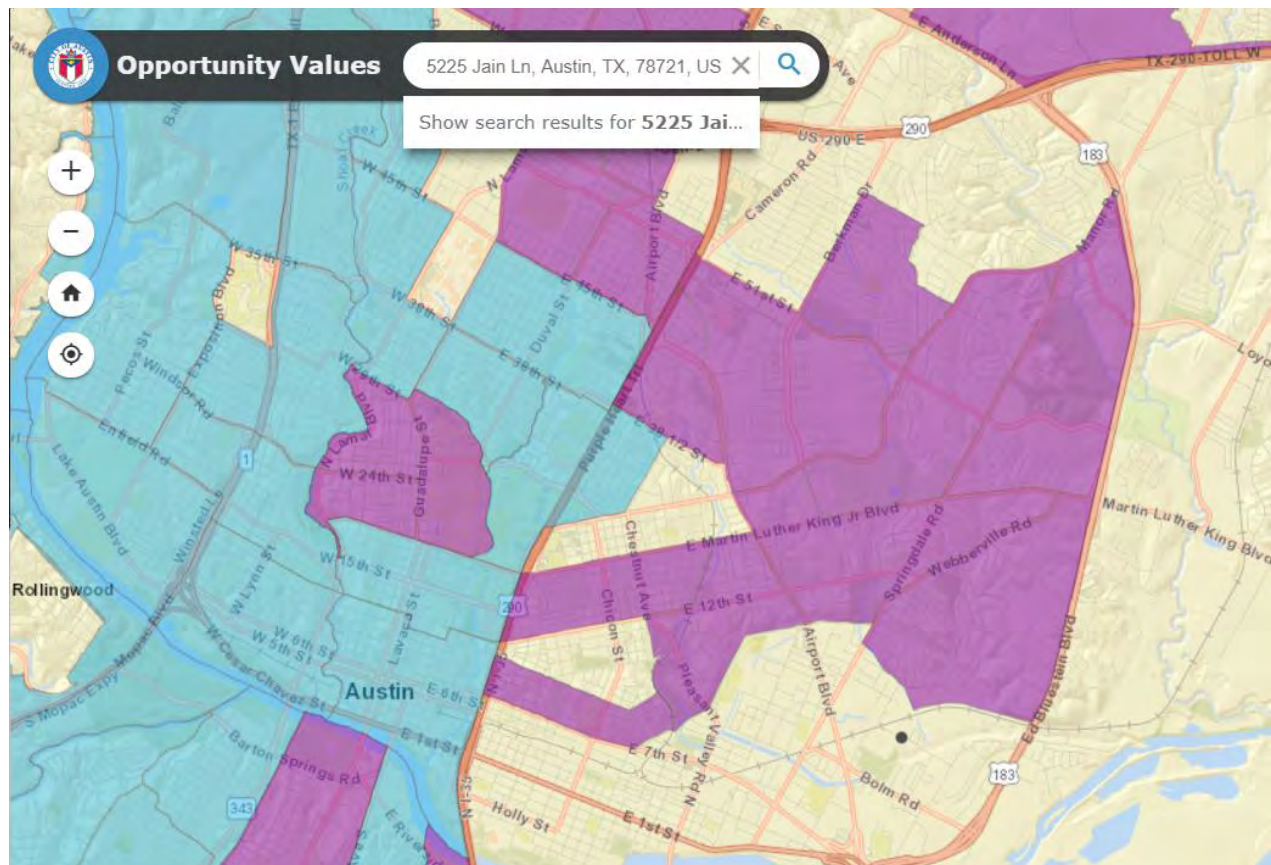


[www.lifeworksaustin.org](http://www.lifeworksaustin.org)

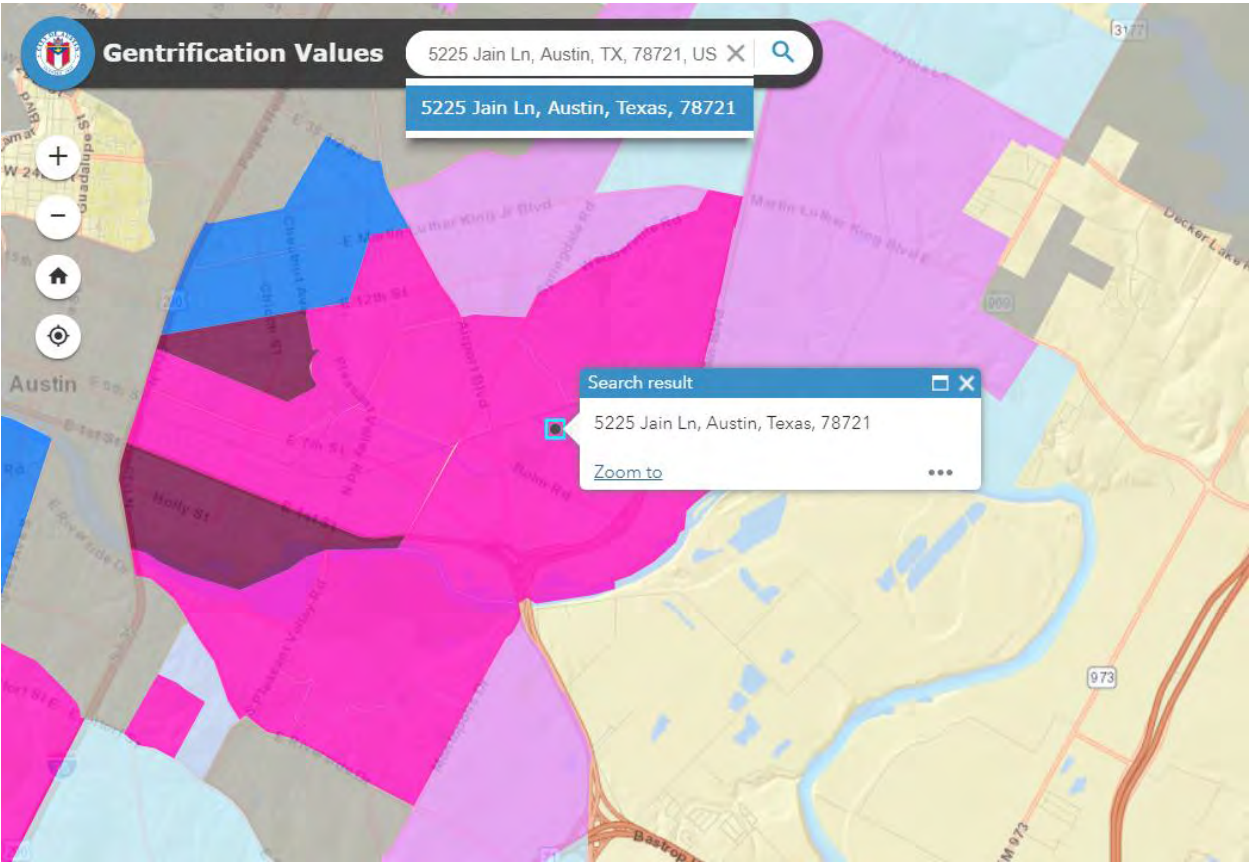


## EXHIBIT M

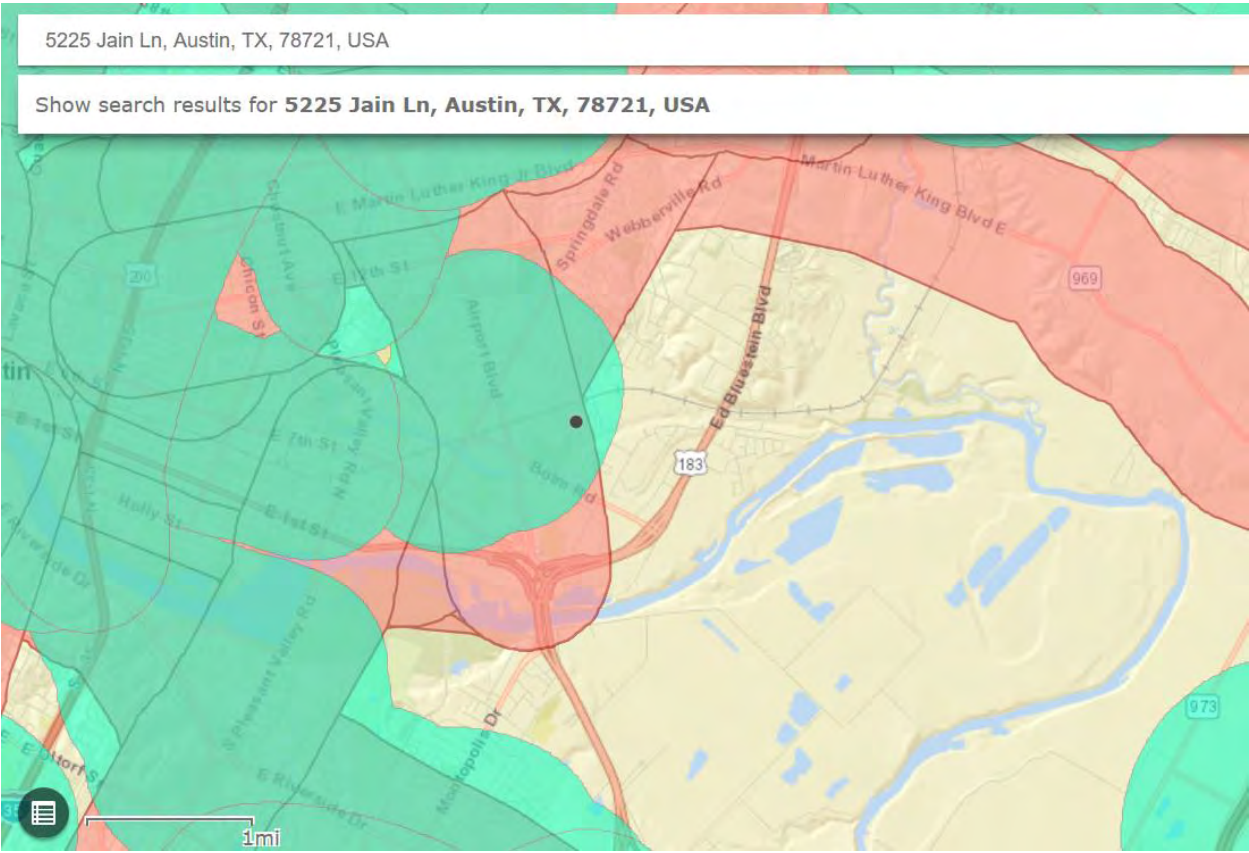
5225 Jain Lane, Austin, TX is located outside a High Opportunity Census Tract.



5225 Jain Lane, Austin, TX is located within a Tract at Risk of Displacement or Gentrification.

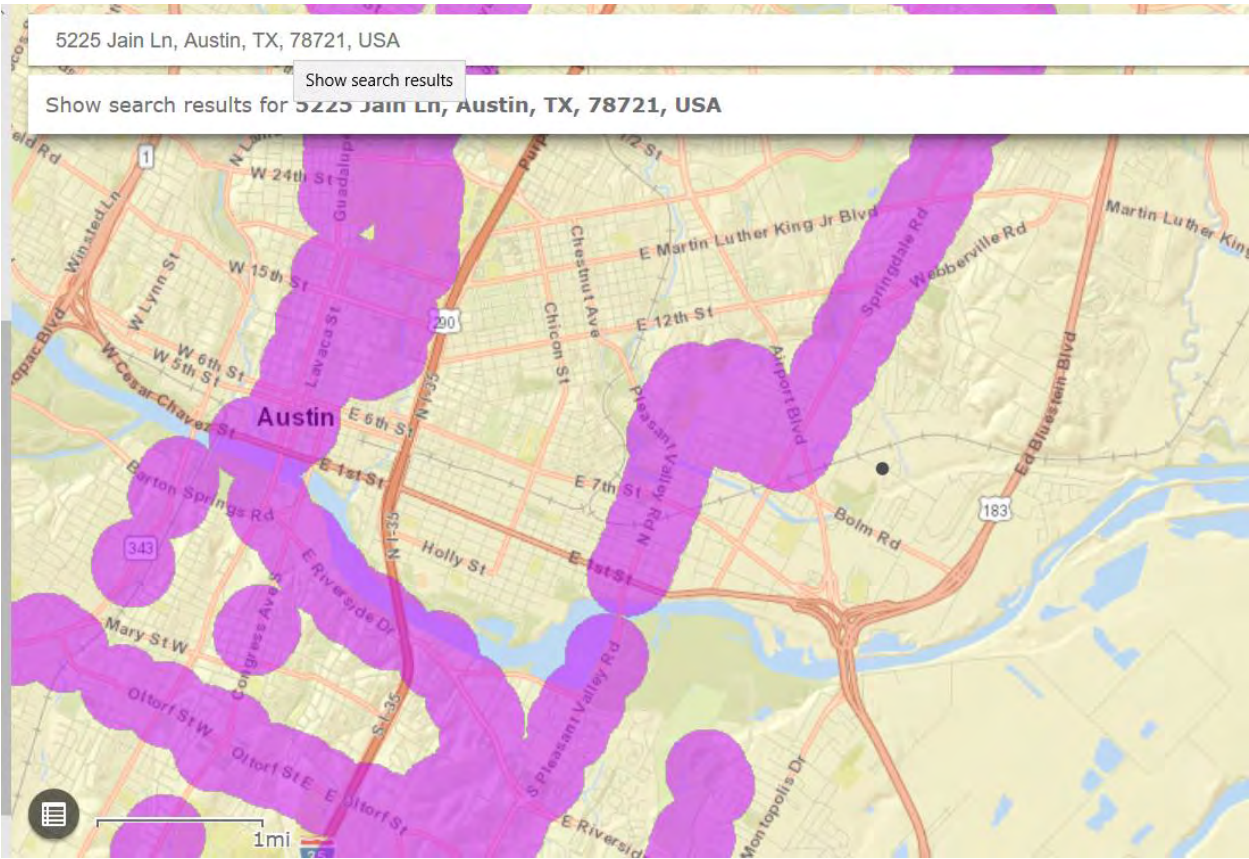


5225 Jain Lane, Austin, TX is located within an Imagine Austin Center and Corridor with 0.5 mile buffer.

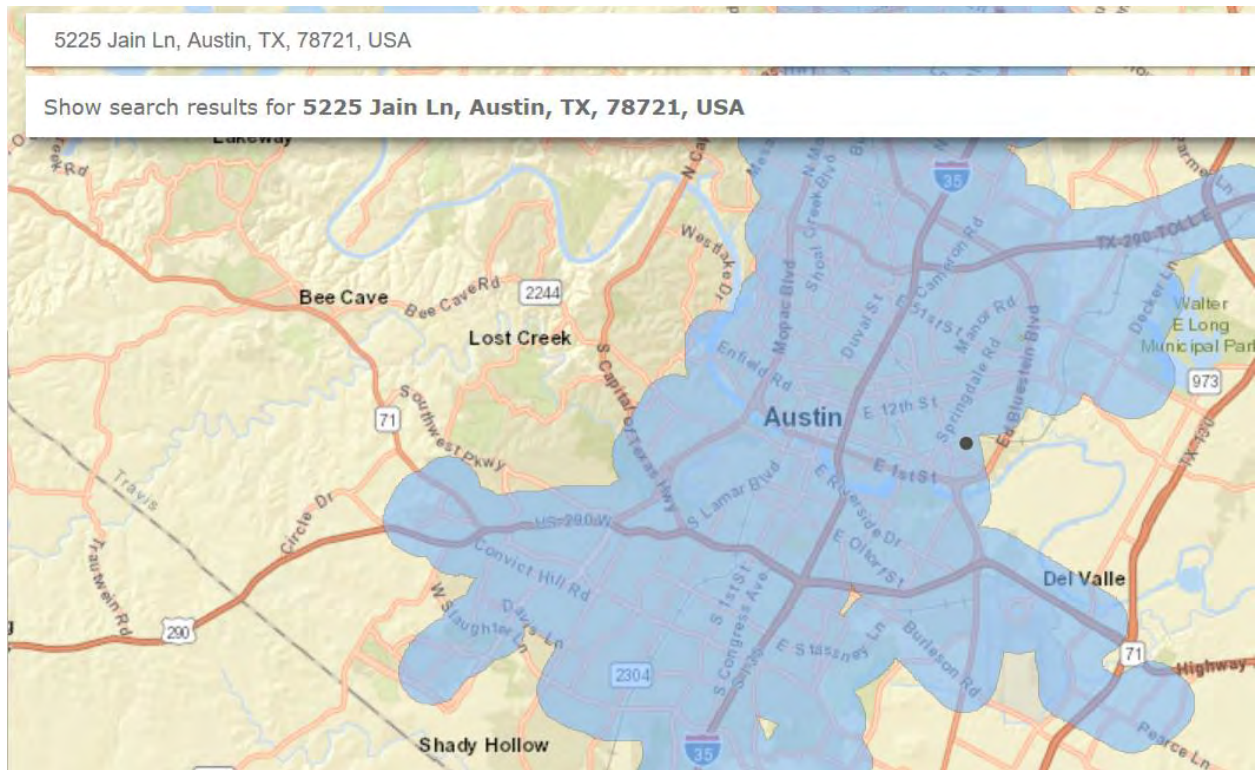




5225 Jain Lane, Austin, TX is located outside a High Frequency Transit Stop with 0.25 mile walk.



5225 Jain Lane, Austin, TX is located within Transit Stops with 0.75 mile walk.

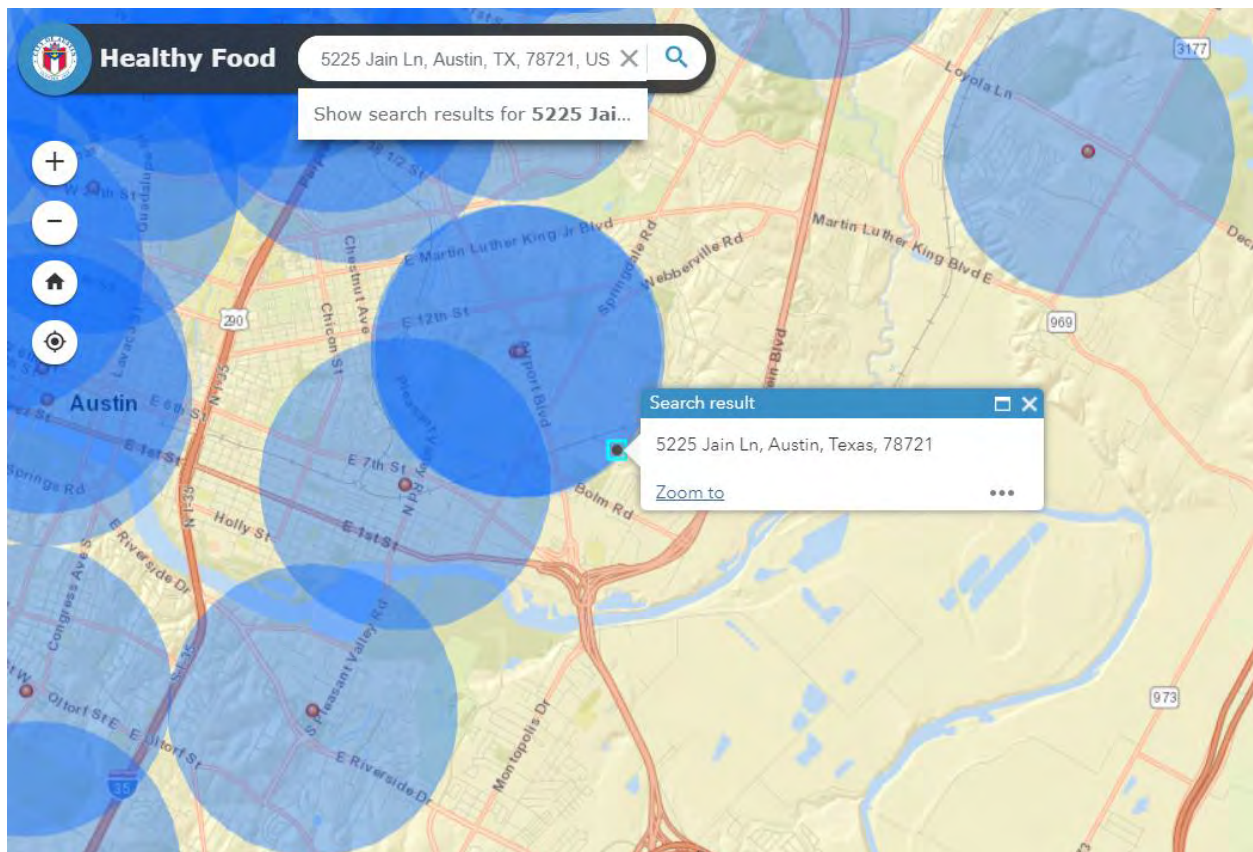


5225 Jain Ln, Austin, TX, 78721, USA

Show search results for **5225 Jain Ln, Austin, TX, 78721, USA**

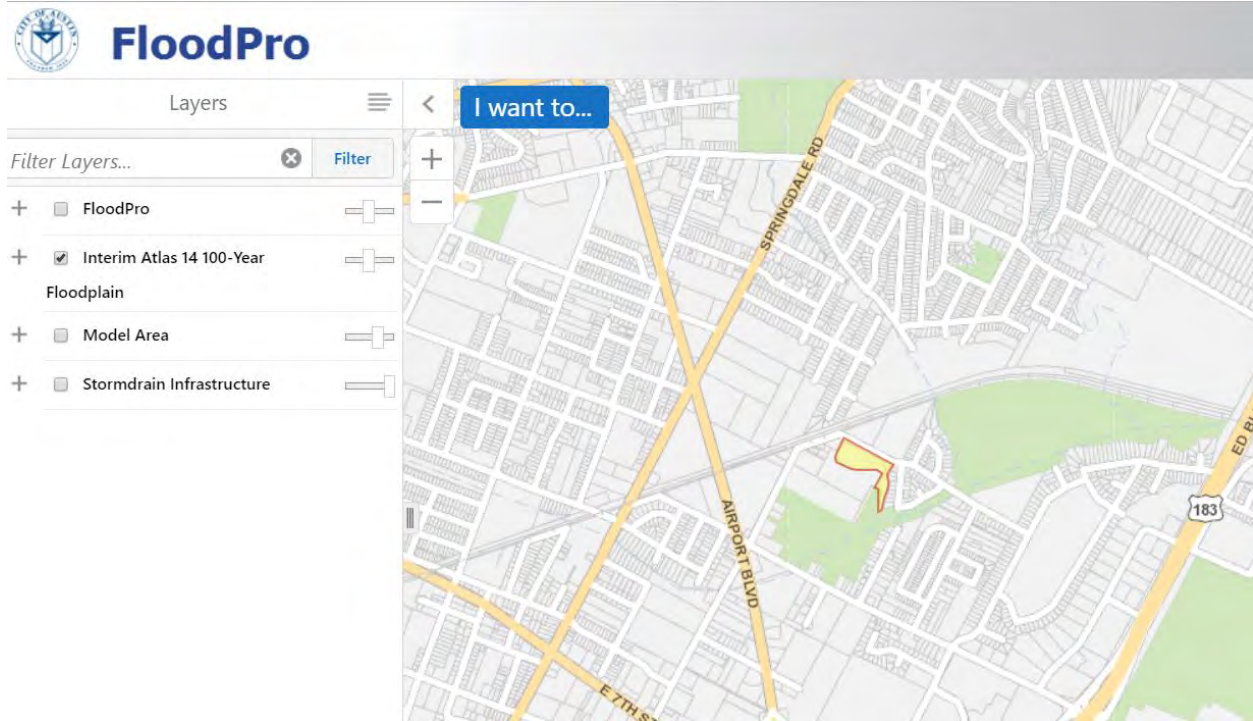
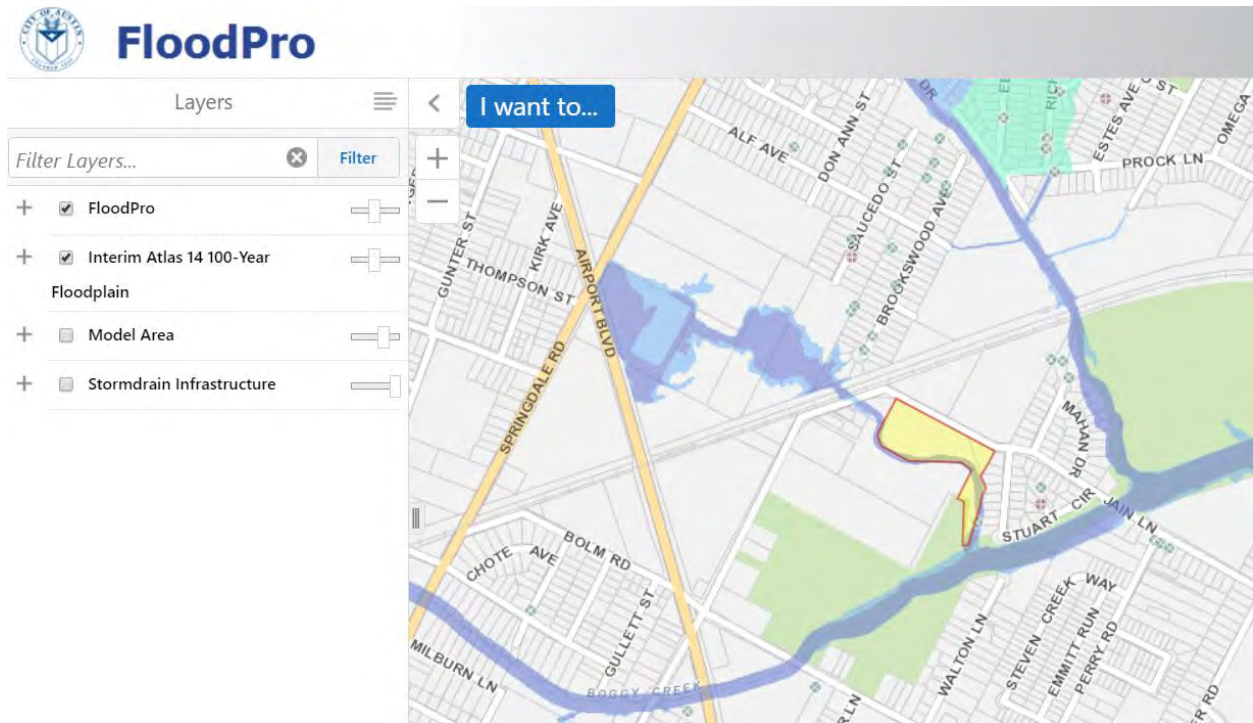


5225 Jain Lane, Austin, TX is located within a Healthy Food Access with 1 mile buffer.





5225 Jain Lane, Austin, TX is located within 100 year Flood Plain.



## EXHIBIT N

## Special Warranty Deed

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

Date: May 19, 2017

Grantor: thinkEAST AUSTIN, LP, a Texas limited partnership

Grantor's Mailing Address: 2401 Woodmont Ave., Austin, Texas 78703

Grantee: GOVALLE TERRACE PARTNERS, LP, a Texas limited partnership

Grantee's Mailing Address: 316 W. 2<sup>nd</sup> Street, Suite 600, Los Angeles, California 90012

Consideration: The sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration

Property: The land described on Exhibit A attached hereto, together with (1) all rights, privileges, and appurtenances pertaining thereto, including all of Seller's right, title and interest in minerals, utilities, adjacent streets, alleys, strips, gores and rights-of-way relating to such land; (2) Seller's interest in leases, rents, and security deposits for all or part of such land, and (3) Seller's interest in all licenses and permits relating to such land.

Reservations from Conveyance: None.

Exceptions to Conveyance and Warranty: The exceptions described on Exhibit B attached hereto.

Grantor, for the Consideration and subject to the Reservations from Conveyance and the Exceptions to Conveyance and Warranty, grants, sells, and conveys to Grantee the Property, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold it to Grantee and Grantee's heirs, successors, and assigns forever. Grantor binds Grantor and Grantor's heirs, successors, and assigns to warrant and forever defend all and singular the Property to Grantee and Grantee's heirs, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof when the claim is by, through, or under Grantor but not otherwise, except as to the Reservations from Conveyance and the Exceptions to Conveyance and Warranty.

GRANTOR AND GRANTEE AGREE THAT GRANTEE IS TAKING THE PROPERTY "AS-IS" WITH ANY AND ALL LATENT AND PATENT DEFECTS AND THAT THERE IS NO WARRANTY BY GRANTOR THAT THE PROPERTY IS FIT FOR A PARTICULAR PURPOSE.

---

GRANTOR:

**thinkEAST Austin, LP**, a Texas limited partnership

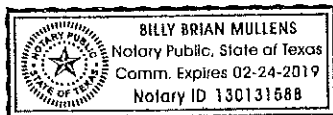
BY: thinkEAST Austin Management, LLC, a Texas limited liability company, its general partner

By: [Signature]  
Robert Summers, Manager

By: [Signature]  
Richard J. deVarga, Manager

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF TRAVIS     §

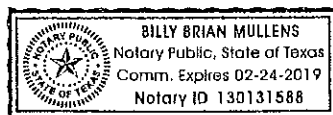
This instrument was acknowledged before me on the 18TH day of May, 2017 by Robert Summers, Manager of thinkEAST Austin Management, LLC, a Texas limited liability company, the general partner of thinkEAST Austin, LP, a Texas limited partnership, on behalf of such partnership.



[Signature]  
Notary Public, State of Texas

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF TRAVIS     §

This instrument was acknowledged before me on the 18TH day of May, 2017 by Richard J. deVarga, Manager of thinkEAST Austin Management, LLC, a Texas limited liability company, the general Partner of thinkEAST Austin, LP, a Texas limited partnership, on behalf of such partnership.



[Signature]  
Notary Public, State of Texas

## EXHIBIT A

### Legal Description

Being 5.228 acres of land situated within the Jesse C. Tunnelhill Survey, Abstract Number 22, City of Austin, Travis County, Texas, being a portion of a called 22.37-acre parcel of land as described in the deed to thinkEAST Austin, LP recorded under Instrument Number 2012110181 of the Official Public Records of Travis County, Texas. Said 5.228 acres of land surveyed on the ground in the month of May, 2016, under the direction and supervision of Robert A. Hansen, Registered Professional Land Surveyor Number 6439 and being more particularly described as follows:

BEGINNING at a PK nail found at the northeast corner of a parcel of land as described in the deed to the City of Austin recorded in Volume 10045, Page 547 of the Deed Records of Travis County, Texas;

THENCE SOUTH 62 degrees 06 minutes 05 seconds EAST, 725.30 feet with the south right of way line of Jain Lane, a 30-foot right of way, as described in the document recorded in Book U, Page 33 of the Travis County Commissioners Court Minutes to a 1/2-inch iron pipe found at a salient corner of Block B as shown on the plat titled "Pecan Grove" recorded in Volume 59, Page 3 of the Plat Records of Travis County, Texas;

THENCE coincident with the west line and to the corners of said Block B the following three (3) calls:

1. SOUTH 27 degrees 51 minutes 16 seconds WEST, 186.64 feet to a PK nail found;
2. SOUTH 19 degrees 07 minutes 22 seconds EAST, 84.08 feet to a 1/2-inch rebar found;
3. SOUTH 16 degrees 24 minutes 13 seconds WEST, 780.32 feet to a 1/2-inch rebar found at the northeast corner of a parcel of land as described in the deed to the City of Austin recorded in Volume 11297, Page 1112 of said Deed Records;

THENCE SOUTH 78 degrees 59 minutes 46 seconds WEST, 36.34 feet to a 1/2-inch capped rebar stamped "JPH LAND SURVEYING" set at the southeast corner of that parcel of land as described in the deed to the City of Austin recorded under Instrument Number 2012076626 of said Official Public Records (hereafter referred to as the COA1 Parcel);

THENCE NORTH 00 degrees 48 minutes 03 seconds EAST, 287.26 feet with the east line of said COA1 Parcel to a 1/2-inch iron pipe found at the northeast corner of that parcel of land as described in the deed to the City of Austin recorded in Volume 828, Page 5 of said Deed Records (hereafter referred to as the COA2 Parcel);

THENCE NORTH 62 degrees 38 minutes 31 seconds WEST, 48.21 feet with the north line of said COA2 parcel to a salient corner of that parcel of land as described in the deed to Austin Affordable Housing Corporation, A Texas Limited Partnership recorded under Instrument Number 2013170606 of said Official Public Records (hereafter referred to as the AAHC Parcel) from which a found 1/2 inch capped rebar stamped "HOLT CARLSON PROFESSIONAL SERVICES, INCORPORATED, AUSTIN TEXAS" bears SOUTH 28 degrees WEST, 0.5 feet, and a found 1/2 inch iron pipe bears NORTH 62 degrees 38 minutes 31 seconds WEST, 73.96 feet;

THENCE coincident with the perimeter and to 1/2-inch capped rebar's stamped "HOLT CARLSON PROFESSIONAL SERVICES, INCORPORATED, AUSTIN TEXAS" found at the corners of said AAHC Parcel the following seven (7) calls:

1. NORTH 27 degrees 53 minutes 17 seconds EAST, 207.55 feet;
2. NORTH 56 degrees 06 minutes 46 seconds WEST, 87.02 feet;
3. NORTH 88 degrees 25 minutes 55 seconds WEST, 270.62 feet;
4. NORTH 86 degrees 03 minutes 17 seconds WEST, 71.46 feet;
5. NORTH 62 degrees 22 minutes 17 seconds WEST, 204.00 feet;
6. NORTH 17 degrees 28 minutes 53 seconds WEST, 72.71 feet;
7. NORTH 26 degrees 32 minutes 23 seconds EAST, 76.34 feet to a 1/2-inch capped rebar-stamped "WLSA 5462" found at the southeast corner of that parcel of land as described in the deed to Colin McIntyre and Angela Polachuck recorded under Instrument Number 2012047270 of said Official Public Records;

THENCE NORTH 26 degrees 51 minutes 51 seconds EAST, 190.23 feet with the east line of said parcel of land as described in the deed to Colin McIntyre and Angela Polachuck and the east line of said parcel of land as described in the deed to the City of Austin recorded in Volume 10045, Page 547 of said Deed Records to the POINT OF BEGINNING, containing 5.228 acres. The Basis of Bearings for this description is Grid North as established by GPS observation utilizing the Texas Coordinate System of 1983, Central Zone.

## **EXHIBIT B**

### **Permitted Exceptions**

1. Taxes for the year 2017, a lien not yet due and payable.
2. Restrictions recorded as Document Number 2012110181, 2013133541, of the Official Public Records of Travis County, Texas.
3. Interest in and to all coal, lignite, oil, gas and other minerals, and all rights incident thereto, as described in instrument recorded in Volume 276, Page 291 of the Deed Public Records of Travis County, Texas.
4. 10' Sanitary Sewer Easement to the City of Austin as recorded in Volume 1875, Page 71, of the Deed Records of Travis County, Texas, as shown on survey dated June 10, 2016 by Robert A. Hansen, R.P.L.S. No. 6439.
5. Subject to the terms, conditions, and stipulations contained in that certain Deed Notice of Restricted Ground Water Use recorded as Document Number 2005157049, of the Official Public Records of Travis County, Texas, as shown on survey dated June 10, 2016 by Robert A. Hansen, R.P.L.S. No. 6439.
6. Affidavit of Non Production recorded in Document Number 2012004206, of the Official Public Records of Travis County, Texas.
7. Terms, Conditions and Stipulations of the easement filed as recorded in Document Number 2015170605, of the Deed Records of Travis County, Texas.
8. Loss, cost, damage or expense arising by virtue of supplemental or additional taxes for the year 2015 and prior years being assessed or imposed due to Cause No. D-1-GN-003492, City of Austin vs. Travis County Appraisal District, et al.
9. Any question or dispute about fence lines, or about ownership of the land lying between the fence and the record boundary, as shown on survey dated June 10, 2016, by Robert A. Hansen, R.P.L.S. No. 6439.
10. Concrete sidewalk meandering across northeasterly property line, as shown on survey dated June 10, 2016, by Robert A. Hansen, R.P.L.S. No. 6439.
11. Easement as set forth and dedicated in Document Number 2015170605, of the Official Public Records of Travis County, Texas.