

REQUEST FOR CITY OF AUSTIN RESOLUTIONS & OTHER REQUIREMENTS
for
2021 4% Low Income Housing Tax Credits

This is the Application for developers requesting resolutions required by the Texas Department of Housing and Community Affairs (TDHCA) for 4% Low Income Housing Tax Credit applications in 2021. All resolutions being requested are subject to approval by the Austin City Council. This Application can also be used to request TEFRA approvals from the Austin City Council.

- 1. Application Deadlines.** Applications will be accepted quarterly on the following dates. The respective Council dates for setting and conducting the public hearings for the 4% LIHTC resolution are noted. A full application (including the Project Summary Form) must be submitted in order to follow the requested timeline. Please select your desired application due date and timeline.

Applicant Requests (please check):	Application Due Date	Council – Set Hearing	Council – Conduct Hearing
X	January 15, 2021	March 4, 2021	March 25, 2021
	April 9, 2021	May 20, 2021	June 3, 2021
	July 23, 2021	Sept. 2, 2021	Sept. 30, 2021
	Sept. 10, 2021*	Oct. 21, 2021	Nov. 4, 2021

*The September 10, 2021 4% application is limited only to developments that have applied to the Texas Bond Review Board August Collapse, or that have applied/will apply for traditional carryforward.

- 2. Resolutions & TEFRA.** Please indicate each applicable resolution requested from the City of Austin. If a resolution will ultimately be needed from Council approving a TEFRA hearing for another bond issuer, please note so with the last item below.

Resolution of No Objection from the Local Governing Body

Twice the State Average Per Capita (will be provided to all applicants completing this form and providing all attachments)

One-Mile/Three-Year Rule

Limitations on Developments in Certain Census Tracts

Development is located within a census tract that has a poverty rate above 40% for individuals (subject to staff approval)

TEFRA Resolution Requested. The TEFRA hearing is tentatively scheduled for Q4 (month) 2021 (year).

- 3. Application Requirements.** For the Resolution request to be considered, please certify this Application and include the following information in the Application PDF:

- 1) A brief narrative overview of the proposed development, including specifying who the target population is as defined by TDHCA (Supportive Housing, elderly, or general).
 - 2) A complete Project Summary Form (completed in Excel) attached as a tab in the PDF. [The Project Summary Form is available on HPD's website](#). **Please also submit the excel sheet when submitting your application.**
 - 3) S.M.A.R.T. Housing Certification Letter if located within the city's jurisdiction and if the development is new construction. Applications for S.M.A.R.T. Housing certification go through a separate review process. For more information on the [S.M.A.R.T. Housing Program](#), email Alex Radtke, Planner Senior, at Alex.Radtke@austintexas.gov.
 - 4) Provide an aerial map indicating the Development's location and the distance a resident would have to walk on a paved surface to get to the nearest transit stop. Attach the map to the Application behind the appropriate tab.
 - 5) Provide a flood plain map generated by www.ATXFloodPro.com with the property parcel identified and the legend displayed showing the various types of FEMA Flood Plain zones, if any. Attach the map to the Application behind the appropriate tab.
 - 6) Provide information about the Developer's experience and development history. Attach this information to the Application behind the appropriate tab.
 - 7) If located in the ETJ, the application must include the resolution from the applicable county behind the appropriate tab.
 - 8) Provide the inducement resolution from the Issuer of bonds for the proposed development.
- 4) **How to Submit.** Applications should be sent by email to Patrick Russell at patrick.russell@austintexas.gov. **Please include the PDF with all the incorporated attachments and please include the excel version of the Project Summary as well.** If Requestors are unable to submit by email, Applications may be submitted to the Housing and Planning Department, 1000 East 11th Street, 2nd Floor, Austin, TX 78702 to the attention of Patrick Russell. For more information, contact Patrick Russell at 512-974-3141 or by e-mail at patrick.russell@austintexas.gov.

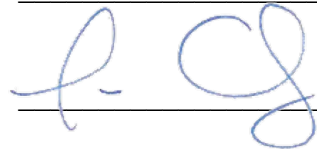
Development Name: El Prado at Estancia

The undersigned hereby certifies that the information provided in this Application, including all attachments and supporting materials, is true and correct under penalty of law, including Chapter 37 of the Texas Penal Code titled Perjury and Other Falsification and is subject to criminal penalties as defined by the State of Texas. The undersigned also affirms understanding of Texas Government Code Chapter 552, Public Information Act, which gives the public the right to access government records through public information requests, and acknowledges that this submitted Application will be treated as a government record.

Applicant (Entity Name) to TDHCA

El Prado at Estancia Ltd.

Authorized Representative Signature



Authorized Representative Printed Name

Jason Arechiga

Authorized Representative Title

SVP Development

Date

1/11/2021

Attachment 1 - Project Narrative

A brief narrative overview of the proposed development. Specify the TDHCA Target Population, whether Supportive Housing, elderly, or general.

El Prado at Estancia

NEC of Estancia Pkwy & Avenida Mercado, Austin, TX

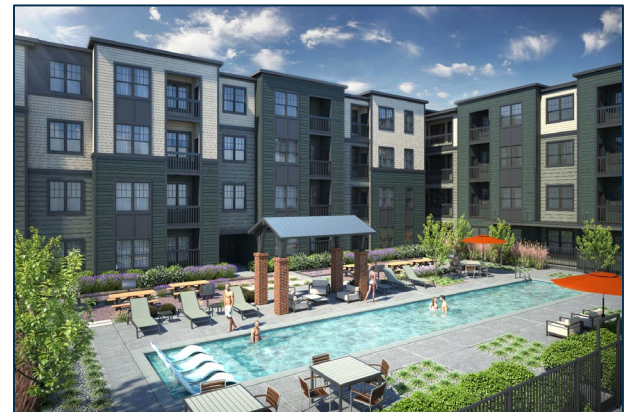
El Prado at Estancia is a proposed 318-unit 4% tax credit and bond development. All units will be reserved for working families, seniors, and individuals earning up to 60% of the Area Median Income.

The proposed development is located in the Estancia Hill County master development, an exciting mixed-use community in southwest Austin. The community includes abundant walking trails and greenspace, with close proximity to I-35 and TX-45. This apartment development will provide much needed affordable housing in this community that already has plentiful luxury market rate and for-sale housing options.

El Prado will offer state of the art community amenities including a resort-style pool, community center, fitness center, business center, playground, and BBQ pits. Units will feature granite countertops, fully-equipped kitchens, LED fixtures, walk-in-closets and more. Wraparound resident services will include after school programming, financial literacy, ESL, and first-time homebuyer program, to name just a few.



Unit Mix		
	Units	SF
1-BR	30	650
2-BR	127	924-931
3-BR	129	1064-1180
4-BR	32	1256



Clockwise from top: Estancia Hill County Master Plan; NRP's "Bridge at Loyola" rendering; unit mix; Estancia Hill County entrance

Attachment 2 – Project Summary

(Insert a PDF of the Excel Project Summary Form)

Project Summary Form

1) Development Name: El Prado at Estancia
 2) Project Type: 100% Affordable
 3) New Construction or Rehabilitation?: New Construction

4) Development Owner (as submitted in TDHCA Application): El Prado at Estancia Ltd.
 5) Developer Company: NRP Group

6) Location Description (address if available; if not, then, e.g., NEQ of intersection of Y and Z Streets in Austin, Texas, ZIP): NEQ of Estancia Parkway & Avenida Mercado Street, Austin, TX 78652
 7) Mobility Bond Corridor:

8) Census Tract: 24.07
 9) Council District: District 5
 10) Elementary School:
 11) Affordability Period: 40 years

12) Type of Structure: Multi-family
 13) Occupied?: No
 14) How will AHFC funds be used?:

15) Bond Issuer (if applicable): Austin Affordable PFC, Inc.
 16) HFC, PFC, or Nonprofit that will control General Partner or Managing Member (if applicable): Austin Affordable Housing Corporation

17) Target Population: General

18) 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						0
Up to 40% MFI						0
Up to 50% MFI						0
Up to 60% MFI		30	127	129	32	318
Up to 70% MFI						0
Up to 80% MFI						0
Up to 120% MFI						0
No Restrictions						0
Total Units	0	30	127	129	32	318

19) 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
Total Units	0	0	0	0	0	0

20) Initiatives and Priorities (of the Affordable Units)

Initiative	# of Units	Initiative	# of Units
Accessible Units for Mobility Impairments	17	Continuum of Care Units	
Accessible Units for Sensory Impairments	8		

[Use the City of Austin GIS Map to Answer the questions below](#)

18) Is the property within 1/2 mile of an Imagine Austin Center or Corridor?

19) Is the property within 1/4 mile of a High-Frequency Transit Stop?

20) Is the property within 3/4 mile of Transit Service?

No

21) The property has Healthy Food Access?

No

22) Estimated Sources and Uses of funds

	<u>Sources</u>
Debt	47,050,000
Third Party Equity	18,196,538
Grant	-
Deferred Developer Fee	1,834,138
Other	250,000
Previous AHFC Funding	-
Expected AHFC Request	-
Total \$	67,330,676

	<u>Uses</u>
Acquisition	6,100,000
Off-Site	30,000
Site Work	4,978,170
Site Amenities	
Building Costs	28,335,127
Contractor Fees	4,441,542
Soft Costs	9,489,649
Financing	7,289,188
Developer Fees	6,667,000
Total \$	67,330,676

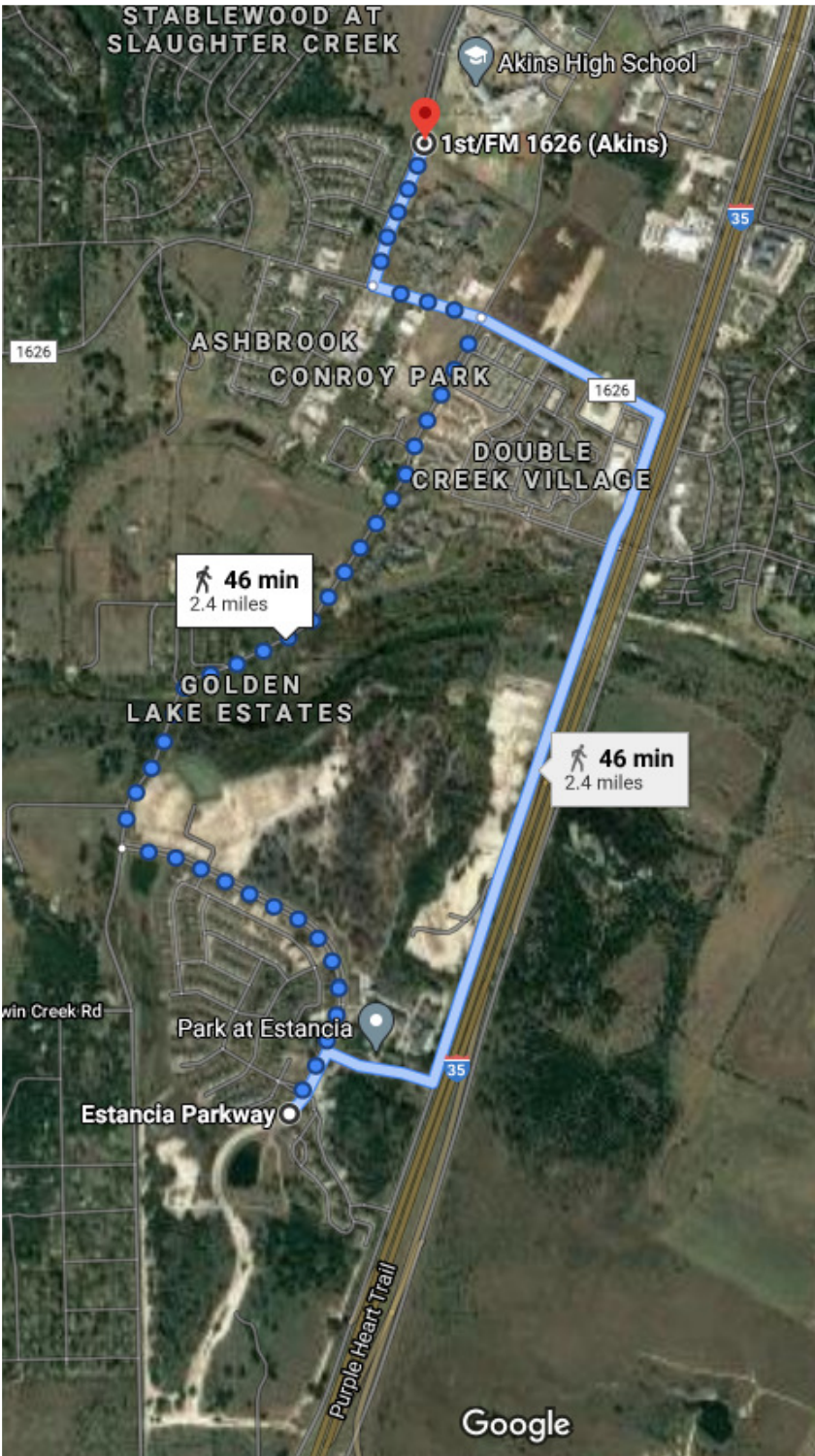
Attachment 3 – S.M.A.R.T. Housing Certification Letter

(S.M.A.R.T. Housing Certification Letter for developments located in the city's jurisdiction and that are new construction. Applications for S.M.A.R.T. Housing certification go through a separate review process. For more information on the [S.M.A.R.T. Housing Program](#), email Alex Radtke, Planner Senior, at Alex.Radtke@austintexas.gov.

El Prado at Estancia is located in Austin Limited-Purpose
Annexation.

Attachment 4 – Map and Nearest Transit Stop

(Insert a map indicating the property location and the distance a resident would have to walk on a paved surface to get to the nearest transit stop)



Attachment 5 - Flood Plain Map

(Insert a map generated by www.ATXFloodPro.com with the property parcel identified and the legend displayed showing the various types of FEMA Flood Plain zones, if any)



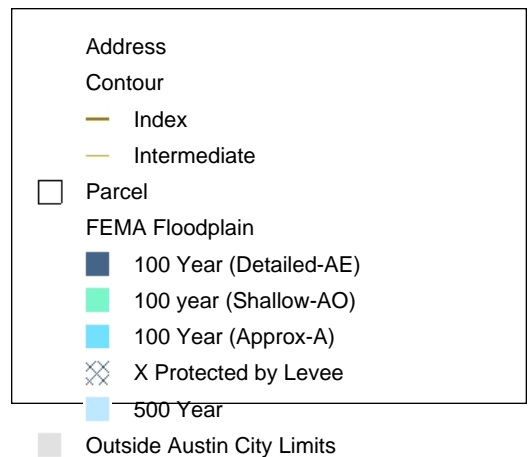
FEMA Floodplains

The City of Austin Watershed Protection Department produced this product for informational purposes. It is not intended for or suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative locations of property boundaries. No warranty is made by the City of Austin regarding specific accuracy or completeness. Final determination of the floodplain status for a property must be based on a topographic survey by a Texas registered professional. For regulatory purposes, 100-Year floodplain elevations must be determined from an engineering model created in accordance with the Drainage Criteria Manual and approved by the City of Austin.

0 200 400 Feet



Prepared: 11/24/2020



Attachment 6 - Developer's Experience and Development Background

(Provide resumes and/or detailed narratives of the Development members' relevant experience, especially as it pertains to LIHTCs and affordable housing, and please provide a development experience summary, including the property names, their locations, number of units developed, populations served, years of placement in service, and the financing structures)

■ DEVELOPMENT

NRP Development handles every aspect of development from concept to completion. Experienced multifamily developer of market rate, affordable and senior housing projects along with significant experience in single-family infill housing.

■ CONSTRUCTION

NRP Contractors is a full-service general contractor, licensed in 15 states, providing professional construction services for multifamily and single family homes. Over 38,000 units have been built since inception.

■ PROPERTY MANAGEMENT

NRP Management is a full-service property manager with over 20,000 of market rate, affordable and senior rental units under management.

■ INVESTMENT SERVICES

NaviStone is a financial company and consultancy, owned by the principals of NRP, tasked with providing financial certainty for tax credit properties as a tax credit purchaser and tax-exempt bond buyer.



The Parkwood at Optimist Park, Charlotte, NC

**DEVELOPMENT | CONSTRUCTION
PROPERTY MANAGEMENT**

25 | the
years | **NRP**
group
FOUNDED IN 1994

38,000+
TOTAL UNITS DEVELOPED

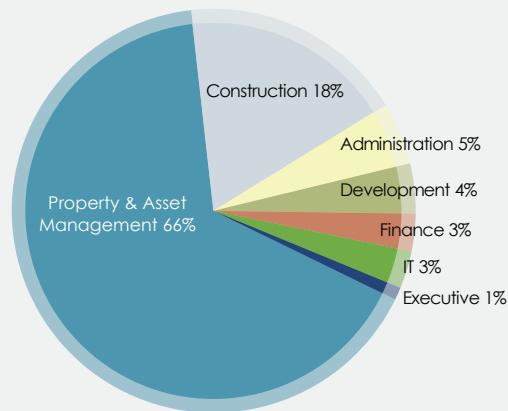
\$6 billion
TOTAL REAL ESTATE CLOSED
((\$5 billion since 2011))

20,000+
UNITS UNDER MANAGEMENT

\$500+ million
CORE OPERATIONS REVENUE

\$1.5 billion
PORTFOLIO VALUATION

NRP EMPLOYEE BREAKDOWN

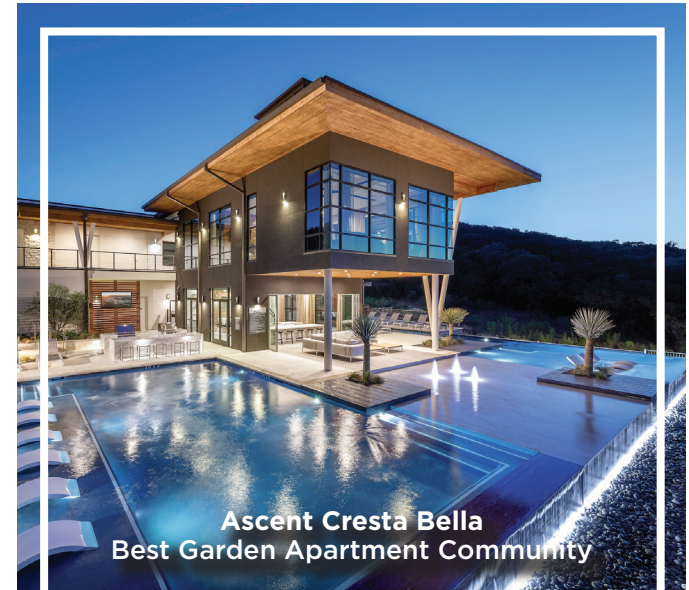


760+
EMPLOYEES

#6 The NRP Group
2018 Top Multifamily Development Firms



MHN
MULTI-HOUSING NEWS

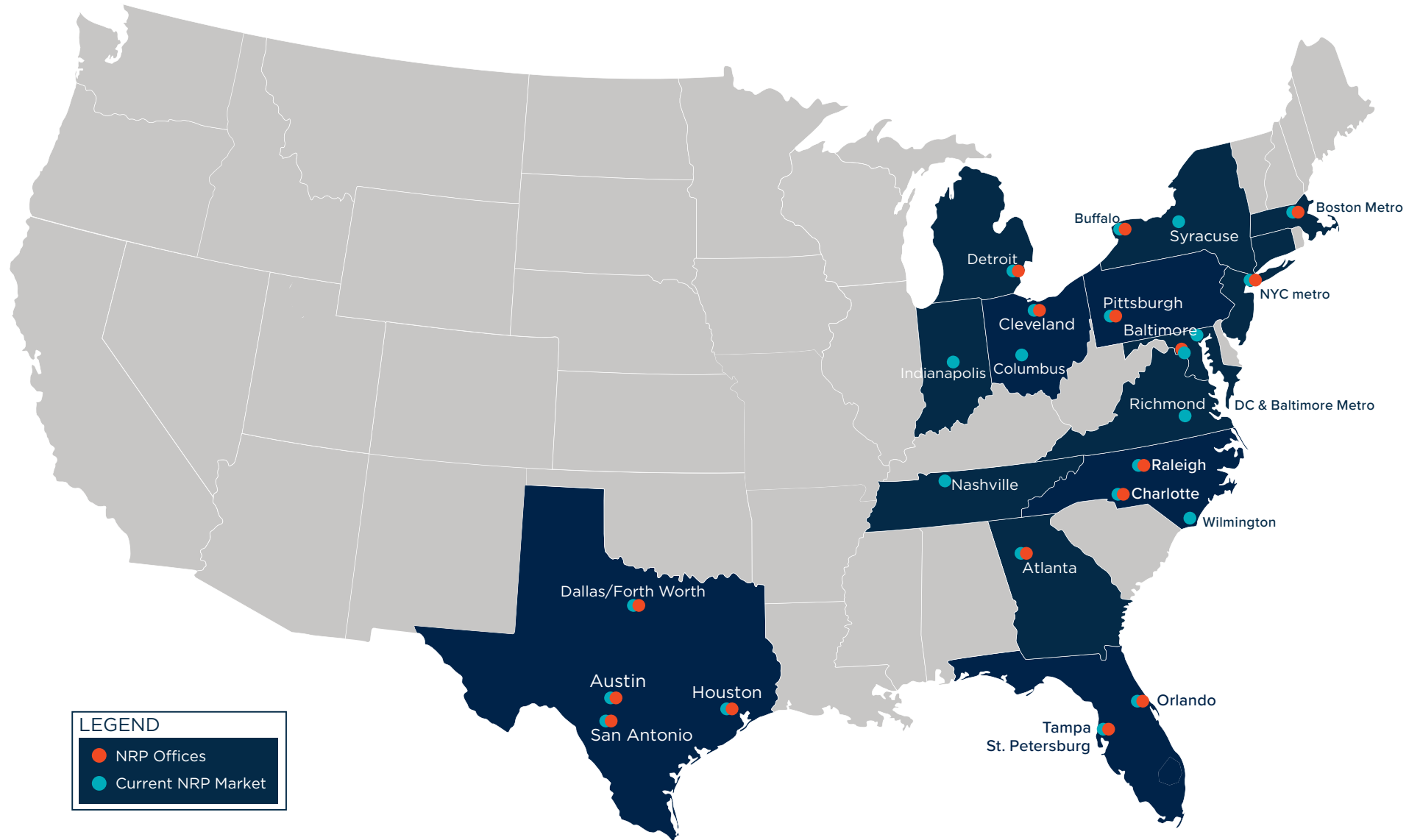


Ascent Cresta Bella
Best Garden Apartment Community



Edge 1909
Best Interior Merchandising of a Model Unit

**2018 NAHB Multifamily Pillars of
the Industry Award Winners**



AFFORDABLE HOUSING



- **Multifamily Housing:** Affordable does not mean cut-rate. NRP places a high priority on workmanship and quality, while focusing on designs that maximize living space and blend harmoniously with the surrounding architectural influences. With strict requirements for federal, state and city-funded developments, many financed through Low-income Housing Tax Credit Program, NRP excels at providing high-quality, cost-efficient housing throughout the country.

- **Single-family Urban Development:** The NRP Group produces homes below the market average, with the option to purchase at the end of the tax-credit holding period. Designed to create home ownership opportunities for families with limited resources, these housing developments attempt to revitalize urban neighborhoods under Low-income Housing Tax Credit Program.

- **Senior Housing:** NRP designs senior properties where individuals 55 and over can thrive. These developments are universally designed to satisfy the physical and social needs of senior residents.



MARKET RATE HOUSING

- Details that appeal to the most discerning residents are standard in NRP's Market Rate communities. In addition to spacious, modern floor plans with high-end fixtures, these properties offer every available convenience to residents. NRP creates luxury, class-A, living and our amenities set us apart. Fully-equipped fitness centers, yoga rooms, playrooms, art galleries, parking garages, game rooms, community rooms, business centers, conference rooms and pools with sun decks enable residents to access nearly everything that they need without leaving home.



MARKET RATE

#9 Developer/ #6 Builder on NMHC Top 50

+36% returns on sale price over cost since 2011

Strong reputation for quality craftsmanship, leading design style, and excellence in amenities presentation

WORKFORCE

Pioneering work in Public Finance Corp deal structure to create tax exempt finance structures to create mixed-income properties with strong market-rate and affordable components

AFFORDABLE

#5 on Affordable Housing Finance Magazine Top Developer list

Expert at 4% deals, 9% deals

Have developed over 200 affordable projects; currently manage 15,000 affordable units

+ SUPPORT SERVICES

Pioneering work in this area: example is a 30%-60% AMI project in Cleveland, OH that includes 78 apartments, 10 townhomes, and 21K square foot of commercial space that will become the new HQ for a community development group

+ HOSPITALS & HOUSING

Pioneering work in this area: example is highly publicized project with AIHC participant Nationwide Children's Hospital with 58 workforce housing units and workforce training center; example MetroHealth 200+ units market rate and affordable with workforce training center + commercial



The Salado Red Berry, San Antonio, TX

National Development Leader: The NRP Group has become the #1 multifamily developer in the U.S. that creates both affordable and market rate communities at scale. Through this process, we have achieved notable expertise in a broad range of development project types.

At NRP Construction, we have a history of delivering projects that are **on-time, on-budget, highly cost-effective**, and that are built with **award-winning quality and style**.

We accomplish these outcome by taking what we have learned from our more than two decades of experience as an owner, general contractor, and manager, and applying our **customized approach** to providing construction services with the best combination of people, process and technology in the business.

Our strong and longstanding relationships with subcontractors, tradespeople, vendors, and suppliers – as well as our scale, which is unrivaled in terms of breadth and depth of talent – give us access to **unparalleled pricing and workmanship**, factors that truly set us apart.

Licensed in 15 states, we have honed a world class core competence in design-assist and design-build processes, and we work with developers and owners to analyze the entire range of options on each individual project.



The Edison at Gordon Square, Cleveland, OH

15

STATES LICENSED IN

130+

CONSTRUCTION STAFF

38,000+

UNITS CONSTRUCTED

For more than two decades, The NRP Group has perfected a best-in-class property management platform known for driving optimal performance while delivering an exceptional lifestyle experience to residents.

Our success is the direct result of having an owner's perspective. As one of the largest multifamily development, construction and management companies in the country, we have delivered more than 39,200 apartment homes, and currently manage more than 20,000 residential units across eight states.

But most importantly, we never forget that people are at the center of everything we do. Our team of more than 450 professionals works diligently to bring our core values to life every day, fostering a distinct sense of community, partnership, and respect among residents and team members alike.



Avanti, St. Petersburg, Florida

12 months
AVERAGE LEASE-UP RATE

450+
MANAGEMENT STAFF

20,000+
UNITS MANAGED NATIONALLY

Unrivaled Experience in Texas

Property Name	Location	Total Units	Low Income Units	MR Units	Total Development Cost
Commons of Grace	Houston, TX	108	86	22	\$11,610,917
Reserve II at Las Brisas	Irving, TX	180	144	36	\$17,203,975
The Villas at Costa Biscaya	San Antonio, TX	250	250	0	\$14,169,403
The Villas at Costa Cadiz	San Antonio, TX	172	172	0	\$14,355,874
Costa Tarragona I	Corpus Christi, TX	250	250	0	\$21,556,059
Reserve I at Las Brisas	Irving, TX	261	0	261	\$22,689,601
Costa Valencia	San Antonio, TX	230	230	0	\$21,037,911
San Juan Square I	San Antonio, TX	143	137	6	\$14,917,747
The Alhambra	San Antonio, TX	140	134	6	\$13,605,088
Costa Verde	Clute, TX	188	188	0	\$19,804,745
Costa Almadena	San Antonio, TX	176	174	2	\$18,527,572
Costa Mirada	San Antonio, TX	212	211	1	\$21,735,075
The Gibraltar	Clute, TX	48	48	0	\$7,104,543
Costa Rialto	Houston, TX	216	216	0	\$24,597,390
Costa Vizcaya	Houston, TX	252	252	0	\$28,173,642
San Juan Square II	San Antonio, TX	144	138	6	\$18,367,636
Costa Ibiza	Houston, TX	216	216	0	\$23,843,556
Woodmont Apartments	Fort Worth, TX	252	252	0	\$29,180,701
Costa Esmeralda	Waco, TX	112	112	0	\$13,114,323
Cevallos Lofts	San Antonio, TX	252	63	189	\$38,009,173
The Mirabella	San Antonio, TX	172	172	0	\$20,618,788

Unrivaled Experience in Texas

Property Name	Location	Total Units	Low Income Units	MR Units	Total Development Cost
Casa Brazoria	Clute, TX	36	36	0	\$7,443,840
Crestshire Village	Dallas, TX	74	74	0	\$11,187,883
Four Seasons at Clear Creek	Fort Worth, TX	96	92	4	\$12,379,244
Costa Mariposa	Galveston County, TX	252	252	0	\$28,327,265
Golden Bamboo Village II	Houston, TX	116	116	0	\$15,242,100
Tierra Pointe	Karnes County, TX	80	80	0	\$9,977,193
Montabella Pointe	San Antonio, TX	144	144	0	\$17,922,859
Encino Pointe	San Marcos, TX	252	252	0	\$29,527,007
Costa Tarragona II	Corpus Christi, TX	96	96	0	\$13,011,915
Race Street Lofts	Fort Worth, TX	36	36	0	\$7,924,257
Golden Bamboo Village III	Houston, TX	130	130	0	\$16,967,475
La Terraza at Lomas del Sur	Laredo, TX	128	128	0	\$17,290,791
Auburn Square	Vidor, TX	80	80	0	\$11,649,785
Terrell Homes I	Fort Worth, TX	54	54	0	\$12,309,976
Terrace at Haven for Hope	San Antonio, TX	140	140	0	\$16,294,819
Azure Pointe	Beaumont, TX	140	140	0	\$19,178,514
Oasis Cove	Canadian, TX	64	56	8	\$8,195,331
Playa del Pueblo	Midland, TX	96	96	0	\$13,395,364
Sienna Pointe	San Marcos, TX	228	228	0	\$29,200,000
Gardens at San Juan	San Antonio, TX	252	252	0	\$31,600,000
Balcones Lofts	Balcones Heights, TX	84	50	34	\$11,600,000

Unrivaled Experience in Texas

Property Name	Location	Total Units	Low Income Units	MR Units	Total Development Cost
Emerald Village	San Antonio, TX	144	114	30	\$22,400,000
Landings at Marine Creek	Fort Worth, TX	302	302	0	\$40,100,000
Sterlingshire Apartments	Dallas, TX	264	264	0	\$35,500,000
Junipers Edge	San Antonio, TX	108	102	6	\$17,900,000
Esperanza Apartments	San Antonio, TX	322	322	0	\$39,800,000
The Veranda	Denton, TX	322	322	0	\$47,500,000
Terrace at Walnut Creek	Austin, TX	324	324	0	\$49,800,000
Mercantile Square	Fort Worth, TX	324	324	0	\$44,200,000
The Starling Apartments	San Antonio, TX	90	82	8	\$16,800,000
Tuscany Park at Arcola	Houston, TX	96	88	8	\$15,200,000
Lucero Apartments	San Antonio, TX	324	324	0	\$40,500,000
Broadmoor at Western Hills	Fort Worth, TX	324	309	15	\$41,000,000
The Stella	San Antonio, TX	324	324	0	\$47,300,000
Rio Lofts	San Antonio, TX	81	67	14	\$15,400,000
Legacy at Alazan	San Antonio, TX	88	74	14	\$18,700,000
Luna Flats	San Antonio, TX	69	69	0	\$18,000,000
The Scott at Medio Creek	San Antonio, TX	324	324	0	\$55,700,000
The Arcadian	San Antonio, TX	324	324	0	\$55,200,000
The Independence	McKinney, TX	205	205	0	\$44,000,000
Elevate at Kitty Hawk	Converse, TX	212	212	0	\$40,500,000

Attachment 7 – Resolution from County

(If the proposed development is located in the ETJ of Austin, please include the executed resolution from the applicable County Commissioners' Court, as required by TDHCA)

El Prado at Estancia is located in Austin Limited-Purpose Annexation. TDHCA Staff has confirmed a Resolution from the County is not required.

Attachment 8 – Inducement Resolution

(Attach the inducement resolution from the issuer of bonds for the proposed development)

RESOLUTION NO. 00080

Resolution declaring intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (El Prado at Estancia); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject

WHEREAS, the Board of Commissioners of the Housing Authority of the City of Austin (the "**Unit**") has, pursuant to the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "**Act**"), approved and created the Austin Affordable PFC, Inc., a nonprofit corporation (the "**Issuer**");

WHEREAS, on November 5, 2012, the Issuer's Certificate of Formation was filed with the Secretary of State of the State of Texas;

WHEREAS, the Issuer, on behalf of the Unit is empowered to issue bonds to finance, refinance, or provide one or more public facilities, as such term is defined in the Act, which projects will be within the Unit's boundaries, including Austin, Texas;

WHEREAS, El Prado at Estancia Ltd., a Texas limited partnership, or such other limited partnership as the sole member of the general partner of the User designates (the "**User**"), has requested that the Issuer finance a low and moderate income multifamily housing project consisting of up to approximately 318 units to be located at approximately the northeast corner of Estancia Parkway and Avenida Mercado Street, Austin, Texas 78748 (the "**Project**"), and further that the Issuer adopt this Resolution with respect to the acquisition and construction of the Project;

WHEREAS, the User has advised the Issuer that a contributing factor which would further induce the User to proceed with providing for the acquisition and construction of the Project would be a commitment and agreement by the Issuer to issue revenue bonds pursuant to the Act (the "**Bonds**") to finance and pay for the Project;

WHEREAS, in view of a shortage of decent, safe and sanitary housing for persons and families of low income at prices or rentals that they can afford, it is considered essential that construction of the Project be completed at the earliest practicable date, but at the same time, the User wishes to begin construction of the Project after satisfactory assurances from the Issuer, subject to the conditions set forth herein, that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the costs of the Project will be made available to finance the Project; and

WHEREAS, the Issuer finds, intends, and declares that this Resolution shall constitute its official action, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount up to \$48,000,000 for tax-exempt obligations and to expend the proceeds thereof to acquire, construct, and install the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds; and

WHEREAS, in order to finance and pay for the Project through the issuance of revenue bonds, the interest on which is excludable from the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "**Code**"), the Issuer must submit an Application for Allocation of Private Activity Bonds or

an Application for Carryforward for Private Activity Bonds (the "**Application**") to the Texas Bond Review Board (the "**TBRB**") for a reservation of state ceiling available to "**private activity bonds**" (as defined in the Code) for a calendar year;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AUSTIN AFFORDABLE PFC, INC. THAT:

Section 1. Subject to the terms hereof, the Issuer agrees that it will:

(a) Issue the Bonds, and if the User and the Issuer agree, other evidences of indebtedness providing temporary financing of the Project, which will be issued after the date hereof and be refunded by the Bonds pursuant to the Act, or any other Texas legislation heretofore or hereafter enacted which may provide a suitable method of financing in addition to or in substitution for the Act.

(b) Cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, the Issuer will take such action and authorize the execution of such documents and will take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary or desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "**Contracts**"), providing among other things for payment of the principal of, interest on, redemption premiums, paying agents' charges, and Trustee's fees, if any, on the Bonds; payment of fees and charges of the Issuer or the Unit; acquisition, construction, and improvement of the Project or reimbursement of Project costs; and use, operation, and maintenance of the Project (and the execution of any appropriate and necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be mutually satisfactory to the Issuer, the Unit, and the User.

(c) If the proceeds from the sale of the Bonds are insufficient, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition and construction of the Project, as requested by the User and within then applicable limitations.

(d) Take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas, the Unit, nor any political issuer, subdivision, or agency of the State of Texas shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State of Texas, the Unit, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The obligation of the Issuer to issue the Bonds is specifically subject to satisfaction of each of the following conditions:

(i) the receipt of a ruling from the Internal Revenue Service or an opinion from nationally recognized bond counsel, substantially to the effect that the interest on the Bonds is excludable from gross income tax purposes under existing law;

(ii) approval of the Bonds by all other governmental agencies required to approve the Bonds including, but not limited to, approval of the Bonds by the Mayor of the City of Austin, Texas, the Attorney General of the State of Texas and any other applicable governmental authority; and

(iii) any other conditions reasonably imposed by the Issuer.

Section 2. The Issuer hereby authorizes the submission of an Application to the TBRB for a reservation of the state ceiling for "private activity bonds" for program year 2020 (or other available bond funds administered by the TBRB) and each subsequent calendar year at the User's request to finance the Project. Any officer of the Issuer is hereby authorized to execute and submit an Application to the TBRB in such form as may be approved by the TBRB for such purpose.

Section 3. It is understood by the Issuer and the Unit, and the User has represented to the Issuer, that in consideration of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that:

(a) Prior to the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself to pay to the Issuer (or to a Trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums, paying agents' fees, and Trustee's fees, if any, on the Bonds, as and when the same become due and payable, with such contract to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User.

(b) The User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times, indemnify and hold harmless the Issuer against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, operation, use, occupancy, maintenance, or ownership of the Project.

(c) The User will provide to the Issuer all information required to be submitted to the TBRB and any other governmental agencies for approval of the Project or the Bonds and will execute all necessary documents in connection therewith.

Section 4. The Issuer finds, determines, recites and declares that the issuance of the Bonds to provide financing for the Project will promote the public purposes set forth in Section 303 of the Act, including, without limitation, assisting persons of low and moderate income to obtain decent, safe and sanitary housing at rentals they can afford.

Section 5. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any of its wholly-owned subsidiaries; (iii) any "related person" as defined in Section 144(a)(3) of the Code; or (iv) any legal successor thereto, respectively, subject to approval of the Issuer's bond counsel and, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. This Resolution is affirmative of official action taken by the Issuer towards the issuance of the Bonds within the meaning of Sections 1.1038(a)(5)(i) and (ii) and 1.150-2, Title 26, Code of Federal

Regulations, as amended, and applicable rulings of the Internal Revenue Service thereunder, to the end that Bonds issued to reimburse Project costs may qualify for the exemption provisions of Section 142(a)(7) of the Code and that the interest on the Bonds will therefore be excludable from the gross incomes of the holders thereof under the provisions of Section 103(a)(1) of the Code.

Section 8. The Issuer hereby authorizes the filing and any resubmission of an Application with the TBRB, and that Coats Rose, P.C. be designated as the authorized representative of the Issuer for purposes of an Application (“**Bond Counsel**”). Any officer of the Issuer is hereby authorized and directed to execute an Application on behalf of the Issuer and to take any and all other actions related to such Application or necessary or desirable to carry out the provisions of this Resolution, including any further revisions to this Resolution.


Section 9. Notwithstanding any other provision of this Resolution, the officers of the Issuer are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Issuer shall be indicated by such officers’ execution of the documents.

PASSED, APPROVED AND ADOPTED this 17th day of December, 2020.



Edwina Carrington, Chairperson

ATTEST:



Secretary