MINUTES OF THE REGULAR MEETING OF THE FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY

November 1, 2007

On November 1, 2007, the Commissioners of the Fairfax County Redevelopment and Housing Authority (FCRHA) met in the FCRHA Board Room, One University Plaza, 4500 University Drive, Fairfax, Virginia.

CALL TO ORDER

FCRHA Vice Chair Ronald Christian called the Regular Meeting of the FCRHA to order at 7:00 p.m. FCRHA Commissioners present or absent for a portion or all of the meeting were as follows:

PRESENT	ABSENT
Ronald Christian	Conrad Egan
Martin Dunn	John Kershenstein
Charlen Kyle	John Litzenberger
Elisabeth Lardner	Lee A. Rau
Robert Schwaninger	
Will Jasper	
Al McAloon	

Also present at the meeting were the following staff of the Department of Housing and Community Development (HCD): Paula C. Sampson, Director; Mary A. Stevens, Deputy Director; Aseem Nigam, Director, Real Estate Finance and Grants Management Division (REFGM); Tom Fleetwood, Strategic Planner; Steve Solomon, Director, Financial Management Division (FMD); Cynthia Ianni, Director, Design, Development and Construction Division; Charlene Fuhrman-Schulz, Housing and Community Developer IV, DD&C; Rex Peters, Associate Director, DD&C; Tom Devaney, HCD IV, DD&C Division; Barbara Silberzahn, Director, Homeownership and Relocation Division; Nancy Long, Program Manager, H & R Division; Michael Trent, Network Analyst, Information Systems and Services (ISS); Carol Erhard, Director, Rental Services, Office of Housing Management, OHM; Patti Schlener, Director of Administration; Tina Norvell, Director of Public Affairs; Audrey Spencer-Horsley, Associate Director, Grants Management; Louise Milder, Associate Director, Real Estate Finance; Doug Lynott, Housing and Community Developer IV, REFGM; Erin S. Ballard, FCRHA Assistant; and JoAnne A. Ibrahim, Assistant to the Director. Other Fairfax County staff in attendance: David Stroh, Assistant County Attorney and FCRHA Counsel.

PUBLIC HEARINGS

Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing Concerning Issuance of Multifamily Housing Revenue Bonds (Olley Glen Apartments), Series 2008, in an Amount not to Exceed $14,300,000 (Braddock District)

The Acting Chairman opened the hearing at 7:01 p.m. With no one signed up and no one in the audience wishing to speak the Chair closed the hearing at 7:02.

Public Hearing on Proposal to Enter into a Payment Agreement with the Board of Supervisors in Connection with the Financing of the Wedgewood Apartments (Braddock District)

The Chairman opened the public hearing at 7:02 p.m. With no one signed up and no one in the audience wishing to speak, the Chair closed the public hearing at 7:03 p.m.

CITIZEN TIME
The FCRHA Chair opened Citizen Time at 7:03 p.m. With no one signed up and no one in the audience wishing to speak, the Chair closed Citizen Time at 7:03 p.m.

APPROVAL OF MINUTES – **September 20, 2007 Regular Meeting**
A motion was made by Commissioner Jasper, seconded by Commissioner Kyle, that the FCRHA approve the Minutes of the FCRHA Meeting of September 20, 2007. A vote was taken, and the motion carried unanimously.

ACTION ITEMS

1. A series of five Resolutions were adopted by the FCRHA in connection with the purchase of Wedgewood Apartments.

RESOLUTION NUMBER 57-07

Authorization of: 1) Issuance of Fairfax County Redevelopment and Housing Authority Bond Anticipation Notes (Affordable Housing Acquisition) Series 2007B in an Amount not to Exceed $106,100,000 to Provide Interim Financing for the Acquisition of Wedgewood Apartments; 2) the Execution and Delivery of a Payment Agreement with Fairfax County; 3) the Execution and Delivery of a Ground Lease Agreement with Fairfax County; and 4) the Execution and Delivery of an Assignment Agreement (Braddock District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority ("FCRHA") is a political subdivision of the Commonwealth of Virginia, established pursuant to the Virginia Housing Authority Law, Title 36, Chapter 1, Code of Virginia, 1950, as amended (the "Act"), and is authorized thereby to issue its notes and bonds from time to time to further its goal of preserving affordable housing in Fairfax County; and

WHEREAS, the Board of Supervisors of Fairfax County (the "County") entered into Agreements of Purchase and Sale (the "Purchase Contracts") for the purchase of a multi-family rental housing complex comprised of the 424-unit Wedgewood West Apartments, including its site of approximately 9.2 acres, the 123-unit Wedgewood East Apartments, including its site of approximately 6.9 acres, and the 125-unit Wedgewood Manor Apartments, including its site of approximately 18.7 acres, all located in Annandale, Virginia (collectively, the "Property"); and

WHEREAS, FCRHA has heretofore authorized the issuance of its bonds to provide long-term permanent financing for the Property; and

WHEREAS, the terms of the Purchase and Contracts require payment of the purchase price of the Property on or before November 30, 2007; and

WHEREAS, the County has requested FCRHA provide interim financing for a portion of the purchase price of the Property and related costs and will offer to enter into a Payment Agreement (hereinafter defined) to support such interim financing; and

WHEREAS, pursuant to and in accordance with the Act, FCRHA desires to issue, sell, and deliver its Bond Anticipation Notes (Affordable Housing Acquisition) Series 2007B (the "Notes") in a principal amount up to $106,100,000 and sufficient, together with funds made available by the County, to pay the purchase price of the Property and for reimbursement and payment of any expenditures by the County or FCRHA, incurred no more than 60 days prior to the date hereof in connection with the purchase of the Property, the costs of issuing the Notes and to provide a reserve for expenditures by FCRHA associated with the purchase of and repairs and improvements to the Property; and

WHEREAS, there has been prepared the proposed form of a Payment Agreement between FCRHA and the County (the "Payment Agreement"), pursuant to which the County will agree to make payments, to or for the account of FCRHA, in amounts sufficient, with the proceeds of any permanent financing and renewal note financing (as herein provided) and any other sources of funds available for the purpose, for FCRHA to pay timely the interest on and the principal of the Notes; and

WHEREAS, there has been presented to FCRHA the official notice calling for bids for the purchase of the Notes (the "Notice of Sale") that, or a summary thereof (the "Summary Notice of Sale"), will be published for such purpose; and

WHEREAS, there has been presented to FCRHA the Preliminary Official Statement relating to the Notes (the "Preliminary Official Statement"); and

WHEREAS, the County has advised FCRHA that the County will undertake primary responsibility for any annual and other reports, notices or disclosures that may be

required under Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time, and make a continuing disclosure undertaking; and

WHEREAS, FCRHA will assign under an assignment agreement (the "Assignment Agreement") to the holders of the Notes all of FCRHA's rights under the Payment Agreement, including FCRHA's rights to County Payments as defined thereunder, and to enforce the terms and provisions of, the Payment Agreement; and

WHEREAS, there has been prepared the proposed form of a Lease Agreement between FCRHA and the County (the "Ground Lease") by the terms of which the County will lease to FCRHA the Property; and

WHEREAS, there has been prepared the proposed form of the Notes; and,

WHEREAS, the Commissioners of FCRHA (the "Commissioners") have determined that it is necessary to delegate to the Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Commission and the County Executive or Deputy County Executive/ Chief Financial Officer the power to approve the sale of the Notes and the details of these transactions, subject to the guidelines and standards established hereby; now, therefore

BE IT RESOLVED BY THE FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY:

Section 1. ***Issuance of the Notes.*** The Commissioners hereby authorize the issuance of the Notes by FCRHA for the purpose of providing interim financing for the purchase of the Property, providing a reserve for expenditures by FCRHA associated with the purchase of and repairs and improvements to the Property and the costs of issuance of the Notes. The principal amount of the Notes shall not exceed $106,100,000. The Notes shall have terms and provisions and be in substantially the form of the Notes annexed hereto. The Notes shall be dated and shall bear interest at such fixed rate as may be approved by the Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA with the approval of the Chairman or Vice Chairman of the Board of Supervisors of Fairfax County, Virginia or the County Executive or Chief Financial Officer of the County.

The Notes shall be executed on behalf of FCRHA by, and bear the manual or facsimile signature of, the Chairman or the Vice Chairman of FCRHA, and the seal of FCRHA shall be impressed and duly attested by the manual or facsimile signature of the Secretary or an Assistant Secretary of FCRHA or any other person authorized to do same ("Authorized Representative"), at least one of such signatures to be manual.

Section 2. ***Sale of Notes***. The Notes shall be sold by competitive bidding in accordance with the terms of the Notice of Sale, the bids for such Notes to be

received at the offices of the County Executive or Deputy County Executive/Chief Financial Officer of the County. The Notes shall be awarded to the bidder submitting the best bid (determined in accordance with the requirements of the Notice of Sale and the terms set forth below) and, as determined by an Authorized Representative, provided that the Fairfax County Executive or the Fairfax County Deputy County Executive/Chief Financial Officer or their designee shall have first requested FCRHA to award the Notes to such best bidder.

An Authorized Representative is hereby authorized, if the County Executive, the Deputy County Executive/Chief Financial Officer, or the Fairfax County Financial Advisor shall so recommend, to accept an offer of the purchaser of the Notes, to purchase the Notes at a purchase price of not less than one hundred percent (100%) of the aggregate principal amount thereof, plus accrued interest, and resulting in a true interest cost to FCRHA not in excess of 6.5 percent (6.5%), upon the terms and conditions set forth in the Notice of Sale and to approve and fix the details of the Notes that cannot be determined except under the actual market conditions that will obtain when the Notes is offered at competitive bidding, as herein authorized, but subject to such limitations as set forth herein.

Section 3. ***Limited Obligation.*** The Notes shall be limited obligations of FCRHA payable solely from the sources referred to in the preamble to this Resolution and as provided in the form of the Notes.

Section 4. ***Payment Agreement.*** The Payment Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Payment Agreement in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Payment Agreement being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Payment Agreement and to attest same.

Section 5. ***Ground Lease.*** The Ground Lease is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the Ground Lease in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Ground Lease being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Ground Lease and to attest same.

Section 6. ***Assignment Agreement.*** The Assignment Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of FCRHA is hereby authorized and directed to execute and deliver the

Assignment Agreement in substantially the form hereby approved with such additions, deletions and modifications thereto as may be approved by the Chairman or Vice Chairman, the execution of the Assignment Agreement being conclusive evidence of such approval and of the approval of FCRHA; and the Secretary or an Assistant Secretary of FCRHA, or any Authorized Representative, is hereby authorized and directed to affix the seal of FCRHA to the Assignment Agreement and to attest same.

Section 7. ***Preliminary Official Statement***. The form of the Preliminary Official Statement is hereby approved and the Chairman or Vice Chairman of FCRHA is hereby authorized to approve the terms of and publish a Preliminary Official Statement describing the Notes in substantially the same form as the Preliminary Official Statement presented to this meeting and deem "final" such Preliminary Official Statement for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The distribution and use by the winning bidders of a final Official Statement relating to the Notes (the "Official Statement") is hereby authorized. The Official Statement shall be completed with the pricing and other information in substantially the form of the Preliminary Official Statement approved this day by FCRHA with such minor changes, insertions and omissions as may be approved by authorized representatives of the County and the Chairman or Vice Chairman of FCRHA. The Chairman or the Vice Chairman of the FCRHA is hereby authorized and directed to execute and deliver the Official Statement to the winning bidder for its use in making a public offering of the Notes upon the terms set forth in the Official Statement and Notice of Sale.

Section 8. ***Notice of Sale***. The form of the Notice of Sale presented to this meeting is hereby approved to be published in The Bond Buyer, a financial journal published in New York, New York, and devoted primarily to municipal bonds, such publication to be at least five days prior to the date fixed for the receipt of bids. Such notice shall be substantially in the form of the Notice of Sale annexed to this resolution. Alternatively, there may be published a summary of the principal terms of the notice. Bids shall be received electronically via the PARITY Competitive Bidding System or any other comparable system agreed to by an Authorized Representative.

Section 9. ***Continuing Disclosure Agreement.*** The form of the Continuing Disclosure Agreement, presented at this meeting, is hereby approved.

Section 10. ***Renewal Notes.*** In the event that FCRHA is not able to provide permanent financing the net proceeds of which are sufficient to provide, at or prior to the maturity of the Notes, for the payment of the unpaid principal and interest on the Notes, the Commissioners of FCRHA covenant to use their best efforts to obtain further interim financing and issue and sell renewal notes in amounts sufficient to provide, at or prior to the maturity of the Notes, for the payment of the unpaid principal and interest on the Notes.

Section 11. ***Bond Counsel.*** Sidley Austin LLP is hereby appointed Bond Counsel in connection with the issuance and sale of the Notes.

Section 12. ***Other Action.*** The Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA or any Authorized Representative is hereby authorized and directed to execute and deliver any and all additional documents, certificates and instruments necessary or proper to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution and the securing and issuance of the Notes.

Section 13. ***No Personal Liability.*** No stipulation, obligation or agreement herein contained or contained in the Payment Agreement, the Ground Lease, the Assignment Agreement, the Continuing Disclosure Agreement, the Notes, or in any other agreement, certificate or document executed on behalf of FCRHA shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of FCRHA in his or her individual capacity, and no such Commissioner, officer, agent or employee shall be personally liable on the Notes or be subject to personal liability or accountability by reason of the issuance thereof.

Section 14. ***Action Approved and Confirmed.*** All acts and doings of the Commissioners, officers, agents or employees of FCRHA which are in conformity with the purposes and intent of this Resolution and in the furtherance of the issuance of the Notes and the execution, delivery and performance of the documents and agreements authorized hereby are in all respects approved and confirmed.

Section 15. ***Severability.*** If any provision of this Resolution shall be held or deemed to be illegal, inoperative or unenforceable, the same shall not affect any other provision or cause any other provisions to be invalid, inoperative or unenforceable to any extent whatsoever.

Section 16. ***Repealer; Effective Date.*** Any resolutions or orders or parts thereof in conflict with this Resolution are to the extent of such conflict hereby repealed. This Resolution shall take effect immediately upon its adoption.

A presentation on the history, background, and current condition of the Wedgewood property was made by Rex Peters, Associate Director, DD&C and Tom Devaney, HCD IV, DD&C Division. This was followed by a presentation on the interim financing to be used for the purchase of Wedgewood was by Aseem Nigam. A motion was made by Commissioner Dunn, seconded by Commissioner Jasper, to adopt the Resolution 57-07. The motion passed unanimously.

RESOLUTION NUMBER 58-07

Authorization of the Issuance and Sale of Fairfax County Redevelopment and Housing Authority Revenue Bonds in a Principal Amount of up to $110,000,000 for the Purpose of Providing Permanent Financing for the Purchase by Fairfax County of Wedgewood Apartments (Braddock District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority ("FCRHA") is a political subdivision of the Commonwealth of Virginia, established pursuant to the Virginia Housing Authority Law, Title 36, Chapter 1, Code of Virginia, 1950, as amended (the "Act"), and is authorized thereby to issue its notes and bonds from time to time to further FCRHA's goal of preserving existing affordable housing in Fairfax County; and

WHEREAS, the Board of Supervisors of Fairfax County (the "County") entered into Agreements of Purchase and Sale (the "Purchase Contracts") for the purchase of a multi-family rental housing complex comprised of the 424-unit Wedgewood West Apartments, including its site of approximately 9.2 acres, the 123-unit Wedgewood East Apartments, including its site of approximately 6.9 acres, and the 125-unit Wedgewood Manor Apartments, including its site of approximately 18.7 acres, all located in Annandale, Virginia (collectively, the "Property"); and

WHEREAS, the County has requested FCRHA to provide interim financing for a portion of the purchase price of the Property and related costs and has offered to enter into a Payment Agreement (hereinafter defined) to support such interim financing; and

WHEREAS, pursuant to and in accordance with the Act, FCRHA, contingent upon the County entering into the Purchase Contract, desires to issue, sell, and deliver its Revenue Bonds (Affordable Housing Acquisition) Series B, in one or more series, at one time or from time, in a principal amount up to $110,000,000 sufficient to provide for the payment of the unpaid principal and interest on any interim financing obtained by FCRHA to provide a portion of the purchase price of the Property and related costs; now therefore,

BE IT RESOLVED BY THE FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY as follows:

Section 1. ***Authorization of Bonds***. The Commissioners of FCRHA hereby authorize the issuance of its revenue bonds, designated Fairfax County Redevelopment and Housing Authority Revenue Bonds (Affordable Housing Acquisition), Series B, in an aggregate principal amount of up to $110,000,000 (the "Bonds"), for the purpose of providing for the payment at or prior to maturity of any interim financing obtained by FCRHA for the purpose of paying a portion of the purchase price of the Property and the related costs of such interim financing and paying the costs of issuance of the Bonds. The Bonds may be issued in one or more series, at one time or from time, on or before the date of maturity of any interim financing obtained by FCRHA and payable from the proceeds of such Bonds, all as may be provided by subsequent resolution of the Commissioners of FCRHA.

Section 2. ***Security for the Bonds.*** The Bonds shall be limited obligations of FCRHA, and may be made payable from such sources, including, without

limitation, payments by the County pursuant to the terms of the Payment Agreement dated as of November 1, 2007 between FCRHA and the County (the "Payment Agreement") and the income derived by FCRHA from the Property, as shall be provided by subsequent resolution of the Commissioners of FCRHA.

Section 3. ***Sale of the Bonds.*** The Commissioners of FCRHA hereby covenant to use their best efforts to issue and sell Bonds, in one or more series and at one time or from time, at public or private sale, in such amount as shall be required to provide for the payment of the unpaid principal of any interim financing and the interest accrued thereon. The Bonds shall be in such form, executed, authenticated and delivered, all as may be provided by subsequent resolution of the Commissioners of FCRHA.

Section 4. ***Other Action.*** The Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA or any other authorized representative of FCRHA is hereby authorized and directed to execute and deliver any and all additional documents, certificates and instruments necessary or proper to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

Section 5. ***No Personal Liability.*** No stipulation, obligation or agreement herein contained or contained in this Resolution or the Bonds, or in any other agreement, certificate or document executed on behalf of FCRHA, shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of FCRHA in his or her individual capacity, and no such Commissioner, officer, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 6. ***Action Approved and Confirmed.*** All acts and doings of the Commissioners, officers, agents or employees of FCRHA that are in conformity with the purposes and intent of this Resolution are in all respects approved and confirmed.

Section 7. ***Severability.*** If any provision of this Resolution shall be held or deemed to be illegal, inoperative or unenforceable, the same shall not affect any other provision or cause any other provision to be invalid, inoperative or unenforceable to any extent whatsoever.

Section 8. ***Repealer; Effective Date.*** Any resolutions or orders or parts thereof in conflict with this Resolution are to the extent of such conflict hereby repealed. This Resolution shall take effect immediately upon its adoption.

A motion was made by Commissioner McAloon, seconded by Commissioner Kyle, that the FCRHA adopt Resolution Number 58-07. A vote was taken and the motion passed unanimously.

RESOLUTION NUMBER 59-07

Authorization to Reallocate and Authorize Disbursement of up to $5,000,000 from Fund 319, the Penny for Affordable Housing Fund, for the Purpose of Providing Funds for the Acquisition and Other Costs Associated with the Acquisition of Wedgewood Apartments (Braddock District)

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) hereby authorizes the reallocation and disbursement of up to $5,000,000 from Fund 319, the Penny for Affordable Housing Fund (One Penny) for the following purposes related to the acquisition of Wedgewood Apartments:

(a) Costs associated with the acquisition of Wedgewood Apartments

(b) Operating and Capital Reserves

(c) Relocation

A motion was made by Commissioner Schwaninger, seconded by Commissioner Dunn, that the FCRHA adopt Resolution Number 59-07. A vote was taken and the motion passed unanimously.

RESOLUTION NUMBER 60-07

Adoption of Tenant Income Limits Applicable to Wedgewood Apartments (Braddock District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority ("FCRHA") is a political subdivision of the Commonwealth of Virginia, established pursuant to the Virginia Housing Authority Law, Title 36, Chapter 1, Code of Virginia, 1950, as amended (the "Act"), and is authorized thereby to acquire, lease and operate "residential buildings," within the meaning of the Act, to further FCRHA's goal of preserving existing affordable housing in Fairfax County; and

WHEREAS, the Board of Supervisors of Fairfax County (the "County") entered into Agreements of Purchase and Sale (the "Purchase Contracts") for the purchase of multi-family rental housing complex comprised of the 424-unit Wedgewood West Apartments, including its site of approximately 9.2 acres, the 123-unit Wedgewood East Apartments, including its site of approximately 6.9 acres, and the 125-unit Wedgewood Manor Apartments, including its site of approximately 18.7 acres, all located in Annandale, Virginia (collectively, the "Property"); and

WHEREAS, the County has requested FCRHA to manage and operate the Property as a "residential building" after the purchase thereof; and

WHEREAS, the Act defines "residential building" to be a multifamily residential property in which no less than 20% of the units will be occupied by persons of low income and the remainder therein by persons of moderate income, both as determined by FCRHA using the criteria set forth in the definition of "persons and families of low and moderate income" in Section 36-55.26, being part of the Virginia Housing Development Authority Act, Title 36, Chapter 1.2, Code of Virginia, 1950, as amended (the "§36-55.26 criteria"); and

WHEREAS, the Commissioners of FCRHA have consulted and been advised by staff, counsel and other professional advisors with respect to the interpretation and application of the §36-55.26 criteria to the Property and its current tenants and, among other things, the eligibility of the Property for tax-exempt financing to provide financing for the purchase price thereof, the eligibility of the units in the Property for federal low income housing tax credits, and the requirements of the Act, and with respect to federal, commonwealth and local law and County policies applicable to the relocation of tenants who must move involuntarily on account of the application of the income limits established by this Resolution; and

WHEREAS, based on such advice and counsel and using the §36-55.26 criteria of (i) the amount of the total income of such persons and families available for housing needs, (ii) the size of the family, (iii) the cost and condition of housing facilities available, (iv) the ability of such persons and families to compete successfully in the normal private housing market and to pay the amounts at which private enterprise is providing sanitary, decent and safe housing, and (v) to the extent appropriate, standards established for various federal programs determining eligibility based on income of such persons and families, the Commissioners of FCRHA desire to adopt the following income limits and other policies relating to the occupancy of the Property in connection with the operation of the Property by FCRHA; now therefore,

BE IT RESOLVED BY THE FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY as follows:

Section 1. ***Income Limits.*** The Commissioners of FCRHA, using the §36-55.26 criteria, hereby determine that, for purposes of operating the Property, (i) "persons of low income" shall mean persons and families whose adjusted income (together with the adjusted income of all persons who reside with such person in the same residential unit), determined in a manner consistent with determinations of lower income families under Section 8 of the United States Housing Act of 1937, as amended, including adjustments for family size ("Adjusted Income") does not exceed 60% of the median gross income for the Washington-Arlington-Alexandria HUD Fair Market Rent Area as published annually by the United States Department of Housing and Urban Development ("Area Median Income") and (ii) "persons of moderate income" shall include persons and families whose Adjusted Income (together with the Adjusted Income of all persons who reside with such person in the same residential unit) is above 60% of the Area Median Income and up to and including 100% of the Area Median Income. At all times, subsequent to the Phase-In Period described in Section 2 hereof, FCRHA shall cause at least 20% of the units in

the Property to be occupied (or made available for occupancy) by persons of low income, as defined above, and the remainder of the units in the Property to be occupied (or made available for occupancy) by persons of moderate income, as defined above.

Section 2. ***Phase-In Period.*** Subsequent to the date that is one year after the date the Property is purchased and continuing for as long as FCRHA leases or operates the Property as a "residential building" within the meaning of the Act (the initial one year period following the date of purchase of the Property being herein called the "Phase-In Period"), the Chairman, Vice Chairman and all other authorized representatives of FCRHA are hereby authorized and directed to cause the Property to be occupied solely by the requisite mix of tenants whose Adjusted Incomes do not exceed the limits described in Section 1 hereof. A longer transition period shall be permitted for individual tenants to the extent required by other applicable federal, Commonwealth or County law or regulation and may be permitted to the extent permitted by other applicable federal, Commonwealth or County law or regulation.

Section 3. ***Other Action.*** The Chairman, Vice Chairman, Secretary or an Assistant Secretary of FCRHA and the other authorized representatives of FCRHA are hereby authorized and directed (a) to develop expeditiously for consideration by the Commissioners of FCRHA the policies and guidelines required to implement humanely the decisions made in Section 1 and 2 of this Resolution in a manner consistent with the provisions of the Act, other applicable law and County policies and (b) to execute and deliver any and all additional documents, certificates and instruments necessary or proper to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

Section 4. ***No Personal Liability.*** No stipulation, obligation or agreement herein contained or contained in this Resolution or in any other agreement, certificate or document executed on behalf of FCRHA, shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of FCRHA in his or her individual capacity.

Section 5. ***Action Approved and Confirmed.*** All acts and doings of the Commissioners, officers, agents or employees of FCRHA that are in conformity with the purposes and intent of this Resolution are in all respects approved and confirmed.

Section 6 ***Amendment***. It is understood that Sidley Austin LLP will rely upon this Resolution in concluding that the notes to be issued by FCRHA to finance the Property (the "Notes") will be valid obligations of FCRHA under the Act, and, accordingly, the Commissioners of FCRHA covenant not to amend this Resolution or any portion hereof without receiving the written opinion of such firm to the effect that such amendment will not have an adverse effect on the validity of the Notes under the Act.

Section 7. ***Severability.*** If any provision of this Resolution shall be held or deemed to be illegal, inoperative or unenforceable, the same shall not affect any other

provision or cause any other provision to be invalid, inoperative or unenforceable to any extent whatsoever.

Section 8. ***Repealer; Effective Date.*** Any resolutions or orders or parts thereof in conflict with this Resolution are to the extent of such conflict hereby repealed. This Resolution shall take effect immediately upon its adoption.

A motion was made by Commissioner Schwaninger, seconded by Commissioner Kyle, that the FCRHA adopt Resolution Number 60-07. A vote was taken and the motion passed unanimously.

RESOLUTION NUMBER 61-07

Declaration of Intent of the Fairfax County Redevelopment and Housing Authority to Reimburse Itself from the Proceeds of One or More Tax-Exempt Financings in Connection with the Acquisition of Wedgewood Apartments (Braddock District)

WHEREAS, the Fairfax County Redevelopment and Housing Authority ("FCRHA") is a political subdivision of the Commonwealth of Virginia, established pursuant to the Virginia Housing Authority Law, Title 36, Chapter 1, Code of Virginia, 1950, as amended (the "Act"), and is authorized thereby to issue its notes and bonds from time to time to further its goal of preserving affordable housing in Fairfax County; and

WHEREAS, the FCRHA has paid, beginning no earlier than September 4, 2007 and will pay, on and after the date hereof, certain expenditures (the "Expenditures") in connection with the acquisition of a multi-family rental housing complex comprised of the 424-unit Wedgewood West Apartments, including its site of approximately 9.2 acres, the 123-unit Wedgewood East Apartments, including its site of approximately 6.9 acres, and the 125-unit Wedgewood Manor Apartments, including its site of approximately 18.7 acres, all located in Annandale, Virginia (collectively, the "Project"); and

WHEREAS, FCRHA has determined that those moneys previously advanced no more than 60 days prior to the date hereof and to be advanced on and after the date hereof to pay the Expenditures are available only for a temporary period and it is necessary to reimburse FCRHA for the Expenditures from the proceeds of its Bond Anticipation Notes (Affordable Housing Acquisition) Series 2007B (the "Notes");

NOW, THEREFORE, BE IT RESOLVED BY FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY, as follows:

Section 1. FCRHA hereby declares its intent to reimburse itself with the proceeds of the Notes for the Expenditures with respect to the Projects made on and after September 1, 2007, which date is no more than 60 days prior to the date hereof. FCRHA reasonably expects on the date hereof that it will reimburse the Expenditures with the proceeds of the Bonds.

Section 2. Each Expenditure was and will be either (a) of a type properly chargeable to a capital account under general federal income tax principles (determined in each case as of the date of the Expenditure), (b) a cost of issuance with respect to the Notes, (c) a nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a party that is not related to or an agent of FCRHA so long as such grant does not impose any obligation or condition (directly or indirectly) to repay any amount to or for the benefit of FCRHA.

Section 3. The maximum principal amount of the Notes expected to be issued for the Project is $106,100,000.

Section 4. FCRHA will make a reimbursement allocation, which is a written allocation by FCRHA that evidences FCRHA's use of proceeds of the Notes to reimburse an Expenditure, no later than 18 months after the later of the date on which the Expenditure is paid or the respective facilities comprising the Project with respect to which such Expenditure is placed in service or abandoned, but in no event more than three years after the date on which the Expenditure is paid. FCRHA recognizes that exceptions are available for certain "preliminary expenditures," costs of issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of issuance and not the year of expenditure) and expenditures for construction projects of at least five years.

Section 5. This resolution shall take effect immediately upon its passage.

Following a presentation by Tom Armstrong, HCD IV, Design Development and Construction Division, a motion was made by Commissioner Jasper, seconded by Commissioner Kyle, that the FCRHA adopt Resolution Number 61-07. A vote was taken and the motion passed unanimously.

2. **RESOLUTION NUMBER 62-07**

Award of $368,608 in FY 2008 HOME Program Community Housing Development Organization (CHDO) Funds to Two Nonprofit Affordable Housing Developers

WHEREAS, the County of Fairfax ("County") is in need of affordable housing for low and moderate income persons as defined in 24 CFR Part 92 HOME

Investment Partnerships Program ("HOME") Final Rule (“HOME Final Rule”); and

WHEREAS, the County has submitted and the U.S. Department of Housing and Urban Development (HUD) has approved the County's application (Application) for HOME entitlement funds pursuant to the provisions of the Cranston-Gonzalez National Affordable Housing Act (NAHA) of 1990, as amended (Act); and

WHEREAS, the County has received certain funds from HUD under the Act to preserve and develop affordable housing; and

WHEREAS, the County must reserve not less than fifteen percent (15%) of its annual HOME allocation for investment in housing to be developed, sponsored, or owned by a Community Housing Development Organization (CHDO); and

WHEREAS, the Department of Housing and Community Development (HCD) CHDO Selection Advisory Committee has submitted recommendations as to how County set-aside funds should be awarded for FY 2008.

BE IT RESOLVED THAT the FCRHA authorizes an award of up to $368,608 from Fund 145, HOME, Project 01395, CHDO Undesignated, to the following two certified CHDOs, per the recommendations of the HCD Selection Advisory Committee:

- Robert Pierre Johnson (RPJ) Housing Corporation: $224,250
- Reston Interfaith Housing Corporation: $144,358

Following a brief presentation by Doug Lynott, Senior Program Manager, Grants Management, a motion was made by Commissioner Dunn, seconded by Commissioner Jasper, that the FCRHA adopt Resolutions Number 62-07, and the motion passed unanimously.

3. **RESOLUTION NUMBER 63-07**

Authorization to Execute a Contract Amendment with Patton Harris Rust & Associates, PC for Engineering Services for the Magnet Housing Facility at Route 50 and West Ox Road (Sully District).

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA):

1. Authorizes its Chairman, Vice Chairman, or any Assistant Secretary on behalf of the FCRHA to execute a contract amendment in an amount not to exceed $65,000 with Patton Harris Rust & Associates, PC for engineering services relating to the design and development of the Magnet Housing facility at Route 50 and West Ox

Road; and

2. Authorizes its Chairman, Vice Chairman or any Assistant Secretary on behalf of the FCRHA to execute and deliver all necessary or appropriate documents relating to the execution of the contract amendment for engineering services for the design and development of the Magnet Housing facility at Route 50 and West Ox Road with Patton Harris Rust & Associates, PC.

A motion was made by Commissioner McAloon, seconded by Commissioner Dunn, that the FCRHA adopt Resolution Number 63-07. A vote was taken and the motion passed unanimously.

4. **RESOLUTION NUMBER 64-07**

Authorization to Execute a Temporary Construction Easement and a Permanent Easement within the Rosedale Manor Apartments Public Housing Development, to Arlington Virginia Federal Credit Union, Subject to U.S. Department of Housing and Urban Development Approval (Mason District)

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA):

Authorizes its Chairman, Vice Chairman or any Assistant Secretary on behalf of the FCRHA, subject to and in accordance with the approval of the U.S. Department of Housing and Urban Development, to execute and deliver all necessary documents relating to the granting of the temporary construction easement and the permanent footer easement, as presented to the FCRHA at its meeting on November 1, 2007, to the Arlington Virginia Federal Credit Union, on the FCRHA property, known as the Rosedale Manor Apartments, located at 3429 Spring Lane, in Fairfax County, also identified by Fairfax County tax map number 61-2-(1)-85.

Following a brief presentation by Tom Armstrong, HCD IV, Design, Development, and Construction a motion was made by Commissioner Schwaninger, seconded by Commissioner Dunn, to adopt Resolution Number 64-07. A vote was taken and the motion passed unanimously.

5. **RESOLUTION NUMBER 65-07**

Authorization to: (1) Execute a Ground Lease Agreement Between the Owner of the Land, FCRHA Little River Glen II LLC, and FCRHA Olley Glen LP for the Development, Ownership and Operation of the Olley Glen Project; (2) Terminate the Ground Lease Between FCRHA Little River Glen II LLC and FCRHA Little River Glen III LLC; and (3) Submit a Request to the Board of Supervisors for Reimbursement of Real Estate Taxes (Braddock District)

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) hereby authorizes:

(1) its Chairman, Vice Chairman or any Assistant Secretary to execute all documents, agreements, and instruments necessary or appropriate in order to transfer control of the portion of the property held by FCRHA Little River Glen II LLC needed for the development of the Olley Glen project under a ground lease agreement substantially in the form as shown on Attachment 2 to the item presented to the FCRHA at its meeting on November 1, 2007 to Olley Glen LP; and

(2) the termination of the ground lease agreement between FCRHA Little River Glen II LLC and FCRHA Little River Glen III LLC executed on March 1, 2006; and

(3) staff to prepare and submit a request to the Board of Supervisors to authorize the reimbursement of real estate taxes, such reimbursement to be paid to Olley Glen LP.

Following a brief presentation by Louise Milder, Associate Director, Real Estate Finance, a motion was made by Commissioner Dunn, seconded by Commissioner Jasper, to adopt Resolution Number 65-07. A vote was taken and the motion passed unanimously.

ADMINISTRATIVE ITEMS

1. **RESOLUTION NUMBER 66-07**

Authorization to Revise the Admissions and Occupancy Policy for the Working Singles Housing Program

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) hereby authorizes the Fairfax County department of Housing and Community Redevelopment (HCD) to revise the Admissions and Occupancy Policy for the Working Singles Housing Program as described in the Administrative Item presented to the FCRHA at its meeting on November 1, 2007.

Following a brief presentation by Carol Erhard, Director of Rental Services, Office of Housing Management, a motion was made by Commissioner Jasper, seconded by Commissioner Schwaninger, that the FCRHA adopt Resolution Number 66-07. A vote was taken and the motion passed unanimously.

2. **RESOLUTION NUMBER 67-07**

Revision to Fairfax County Rental Program Admissions and Occupancy Policy to Amend Ceiling Income Limits at Certain Properties to be Consistent with the Fairfax County Workforce Housing Program

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority hereby authorizes the Department of Housing and Community Development to revise the Fairfax County Rental Program Admissions and Occupancy Policy to establish a ceiling income limit of 100% of the Area Median Income as a maximum for continued occupancy in FCRHA-owned housing at the following properties, as outlined in the Administrative Item presented to the FCRHA at its November 1, 2007 meeting:

Property	**Number of FCRP Units**	**Magisterial District**
Cedar Lakes	3	Sully
Chatham Town	10	Braddock
Colchester Towne	24	Lee
McLean Hills	25	Providence
Springfield Green	14	Lee
Island Creek	8	Lee
Little River Square	45	Braddock

A motion was made by Commissioner Jasper, seconded by Commissioner Kyle, that the FCRHA adopt Resolution Number 67-07. A vote was taken and the motion passed unanimously.

3. **RESOLUTION NUMBER 68-07**

Establishing the Schedule of Fairfax County Redevelopment and Housing Authority Meeting Dates for 2008

BE IT RESOLVED that the regular meetings and the Annual Meeting of the FCRHA for January through December 2008 will be held at the FCRHA Board Room at One University Plaza, 4500 University Drive, Fairfax, Virginia 22030 at 7:00 p.m., unless the Chairman, or in the Chairman's absence, the Vice Chairman, shall authorize a different time, on the following dates:

January	24	
March	6	
May	1	
June	19	
July	24	ANNUAL MEETING
September	18	
October	30	
December	11	

Following a brief presentation by Mary Stevens, Deputy Director, a motion was made by Commissioner Dunn, seconded by Commissioner Jasper, that the FCRHA adopt Resolution Number 68-07. A vote was taken and the motion passed unanimously.

INFORMATION ITEMS:

1. Fairfax County Redevelopment and Housing Authority Regular Meeting Summary – September 20, 2007
2. Minutes of the Housing Ownership, Management, and Security Committee Meeting – October 24, 2007
3. Minutes of the Planning and Development Committee Meeting – October 24, 2007
4. Minutes of the Finance Committee Meeting – October 24, 2007
5. Affordable Dwelling Unit (ADU) Tracking Report – *Brief discussion*
6. Fairfax County Redevelopment and Housing Authority Calendar of Meetings – November and December 2007

CLOSED SESSION

A motion was made by Commissioner Dunn, seconded by Commissioner Schwaninger, that the Fairfax County Redevelopment and Housing Authority ("FCRHA") go into Closed Session for consultation with legal counsel and briefing by staff members, pursuant to Virginia Code Section 2.2-3711(A)(7), pertaining to actual litigation and specific legal matters requiring the provision of legal advice by such counsel where such consultation or briefing in an open meeting would adversely affect the negotiating or litigation posture of the FCRHA.

The motion carried and the FCRHA went into Closed Session at 7:55 p.m.

OPEN MEETING RESUMED

A motion was made by Commissioner Schwaninger, seconded by Commissioner Jasper, that the Fairfax County Redevelopment and Housing Authority certify that to the best of their knowledge only public business matters lawfully exempted from the open

meeting requirements prescribed by the Virginia Freedom of Information Act and only matters identified in the motion to convene Closed Session were heard, discussed or considered by the Fairfax County Redevelopment and Housing Authority during Closed Session.

A roll call vote was taken as follows:

AYE	NAY	ABSTAIN
Ronald Christian		
Martin Dunn		
Charlen Kyle		
Elisabeth Lardner		
Robert Schwaninger		
Al McAloon		
Will Jasper		

The motion carried unanimously by the commissioners present and open meeting resumed at 8:15 p.m.

MOTION

That the Fairfax County Redevelopment and Housing Authority hereby authorize the Office of the County Attorney in connection with a case involving a Moderate Income Direct Sales (MIDS) unit located in the Providence District, which case is known as Nectar Projects, Inc., Trustee, versus Fairfax County Redevelopment and Housing Authority, Ted W Hussar, Trustee; Dunn Loring Village Homeowners Association; Tuyen Van Huynh and Tuyet Ngoc Chau, filed in the Fairfax County Circuit Court as Case Number 2007-6240, to proceed with legal actions on behalf of the Housing Authority and hereby authorize any assistant secretary to take such related actions as may be needed to acquire and resell the MIDS unit, as outlined in closed session tonight.

The motion was made by Commissioner Schwaninger, seconded by Commissioner Jasper, to approve the motion as presented by the County Attorney. A vote was taken and the motion passed unanimously.

BOARD MATTERS – See Attachment #1

ADJOURNMENT

A motion was made by Commissioner McAloon, seconded by Commissioner Schwaninger, to adjourn the meeting at 8:25 p.m. A vote was taken and the motion carried unanimously.

(Seal)

_____
Conrad Egan, Chair

_____
Paula C. Sampson, Assistant Secretary