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

December 11, 2003

On December 11, 2003, 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, at 6:40 p.m., for two presentations.

Mary Lou Thompson of the Financial Management Division gave the first presentation on the Section 8 Housing Choice Voucher Program budget. Ms. Thompson reviewed the adopted FY 2005 budget and gave an update on projected revenues for the year. After her presentation, Ms. Thompson responded to questions from the Commissioners and concluded her presentation at 6:58 p.m.

The FCRHA directed that a letter signed by the Chair of the FCRHA be sent to Congressional delegation and U.S. Department of Housing and Urban Development regarding the change in the Housing Choice Voucher/Section 8 administrative fees.

County Executive Anthony H. Griffin made a brief presentation on the status of planning for the FY2005 Budget. He noted that the budget will be presented to the Board of Supervisors at its second meeting in February. Public hearings will be held in late March. After his presentation, the County Executive and HCD Director Paula Sampson responded to questions from the Commissioners.

The following Commissioners were present for a portion or all of the presentations: Conrad Egan, Ronald Christian, Martin Dunn, Willard Jasper, John Kershenstein, Elisabeth Lardner, and Lee Rau.

CALL TO ORDER

FCRHA Chair Conrad Egan called the regular meeting of the FCRHA to order at 7:18 p.m. FCRHA Commissioners present and absent for a portion or all of the meeting were as follows:

PRESENT	ABSENT
Conrad Egan	Kenneth Butler
Ronald Christian	H. Charlen Kyle
Martin Dunn	Joan Sellers
Willard Jasper	
John Kershenstein	
Elisabeth Lardner	
Albert McAloon	
Lee A. Rau	

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; Harry Swanson, Deputy Director, Revitalization and Real Estate; Patricia Schlener, Director of Administration; Kristina Norvell, Director of Public Affairs; James Hall, Chief, Housing Services Branch, Housing Management Division; Curtis Hall, Director, Information and Services Division; Anne Morrison, Asset Manager; Stanley Underwood, Director, Financial Management Division; Joe Maranto, Fiscal Administrator, Financial Management Division; James Speight, Director, Property Improvement and Maintenance Division; John Payne, Director, Design, Development and Construction (DD&C) Division; Gordon Goodlett, Development Officer, DD&C; Tom Armstrong, Development Officer, DD&C; Tom Overocker, Chief Housing Rehabilitation, DD&C; Louise Milder, Senior Real Estate Finance Officer, Real Estate Finance and Grants Management Division (REFGM); James Bray, Senior Real Estate Finance Officer, Audrey Spencer-Horsley, Housing/Community Developer IV, REFGM; Elisa Johnson, Grants Coordinator, REFGM; Michael Pearman, Management Analyst, REFGM; Kay Robertson, Strategic Planner, HCD; Barbara Silberzahn, Chief, Homeownership and Relocation Services (H&RS); Bonnie Conrad, Homeownership Program Manager, H&RS; and Winifred A. Clement, FCRHA Assistant. Other Fairfax County staff in attendance included Anthony H. Griffin, County Executive; David Bobzien, County Attorney; Alan Weiss, Assistant County Attorney and David Stroh, Assistant County Attorney, FCRHA Counsel.

APPROVAL OF MINUTES

A motion was made by Commissioner Christian, seconded by Commissioner Jasper, to adopt the minutes of the October 30, 2003, meeting as written. A vote was taken after discussion, and the motion carried, with Commissioner Kershenstein abstaining.

Chairman Egan recused himself from participation and discussion in Resolution Number 88-03, 89-03 and 90-03 and turned the gavel over the Vice Chairman Christian to avoid a potential conflict of interest.

ACTION ITEMS

1 RESOLUTION NUMBER 88-03

ISSUANCE OF FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY MULTIFAMILY HOUSING REVENUE BONDS (FHA-INSURED MORTGAGE – ISLAND WALK PROJECT) SERIES 2004 (HUNTER MILL DISTRICT)

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $9,700,000 OF FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY MULTIFAMILY HOUSING REVENUE BONDS (FHA-INSURED MORTGAGE – ISLAND WALK PROJECT) SERIES 2004; DESIGNATING THE BONDS AS LIMITED OBLIGATIONS OF THE AUTHORITY;

APPROVING AND AUTHORIZING THE SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF THE TRUST INDENTURE, LOAN AGREEMENT, REGULATORY AGREEMENT, LAND USE RESTRICTION AGREEMENT, BOND PURCHASE AGREEMENT AND OFFICIAL STATEMENT IN SUBSTANTIALLY THE FORM MADE AVAILABLE FOR REVIEW, AND THE NO ARBITRAGE CERTIFICATE AND TAX AGREEMENT, AND OTHER DOCUMENTS RELATED TO THE ISSUANCE AND SALE OF THE BONDS, INCLUDING EXECUTION AND DELIVERY OF THE RISK-SHARING REGULATORY AGREEMENT FOR MULTIFAMILY HOUSING PROJECTS AND ANY OTHER DOCUMENTS NECESSARY FOR THE FHA MORTGAGE INSURANCE UNDER SECTION 542(C) OF THE HOUSING AND COMMUNITY DEVELOPMENT ACT OF 1992, AS AMENDED; REQUESTING AUTHENTICATION OF THE BONDS; APPOINTING THE TRUSTEE, BOND COUNSEL AND UNDERWRITER; AND AUTHORIZING PROPER OFFICERS TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION HEREWITH

WHEREAS, the Fairfax County Redevelopment and Housing Authority (the "Authority") 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 fulfill its public purposes within the meaning of the Act; and

WHEREAS, pursuant to and in accordance with the Act, the Authority desires to issue, sell, and deliver its Multifamily Housing Revenue Bonds (FHA-Insured – Island Walk Project) Series 2004 (the "Bonds") in an aggregate principal amount not to exceed $9,700,000; and

WHEREAS, the proceeds of the Bonds will be used in part to provide financing for the acquisition and rehabilitation of a 102-unit multifamily housing project known as Island Walk (the "Project"), located in Fairfax County, at 1701 Torrey Pines Court, Reston, Virginia; and

WHEREAS, the Project will be owned by a limited partnership with Community Preservation and Development Corporation, or a related entity, as the managing general partner, such partnership to be formed prior to issuance of the Bonds; and

WHEREAS, Authority adopted Inducement Resolution 55-03 on July 31, 2003, evidencing the Authority intent to issue the Bonds in an amount not to exceed $9,700,000; and

WHEREAS, pursuant to the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA"), the Authority is required to hold a public hearing ("TEFRA Hearing") in connection with issuance of the Bonds; and

WHEREAS, the Authority held the TEFRA Hearing on October 30, 2003; and

WHEREAS, for purposes of compliance with Section 147(f) of the Internal Revenue Code of 1986, as amended, the proposed financing was approved by the Fairfax County Board of Supervisors; and

WHEREAS, on December 11, 2003, the Authority approved use of FHA mortgage insurance under the HUD Risk-Sharing Program provisions of Section 542(c) of the Housing and Community Act of 1992; and

WHEREAS, in connection with the sale of the Bonds, the Authority desires to execute and deliver a Bond Purchase Agreement ("the Purchase Agreement") with RBC Dain Rauscher Inc. (the "Underwriter"); and

WHEREAS, there have been prepared proposed forms of:

(i) the Trust Indenture (the "Indenture") between the Authority and Wachovia Bank, National Association as trustee (the "Trustee"), pursuant to which the Bonds will be issued;

(ii) the Loan Agreement by and between the Authority and Island Walk Limited Partnership (the "Owner");

(iii) the Land Use Restriction Agreement by and between the Authority and the Owner;

(iv) the Regulatory Agreement between the Authority and the Owner;

(v) the Purchase Agreement among the Authority, the Owner and the Underwriter; and

(vi) the preliminary Official Statement (the "Official Statement") to be used by the Underwriter in connection with the sale of the Bonds.

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

Section 1. **Incorporation of Recitals.** The Recitals contained in this Resolution are true and correct and are incorporated in this Resolution by this reference.

Section 2. **Issuance of the Bonds**. The Commissioners of the Authority (the "Commissioners") hereby authorize the issuance of the Bonds by the Authority, for the purpose of providing financing for the acquisition and rehabilitation of the Project. The principal amount of the Bonds shall not exceed in the aggregate $9,700,000. The Bonds shall be issued in authorized denominations as set forth in the Indenture, numbered as the Trustee shall determine, and shall be fully registered without coupons. The Bonds shall be dated and shall bear interest at such rate or rates as set forth in the Indenture and approved by the Chairman, Vice Chairman,

Secretary or an Assistant Secretary of the Authority. The Bonds shall mature on such date or dates as provided in the Indenture.

The Bonds may be issued in book-entry form, registered in the name of Cede & Co., as the nominee of the Depository Trust Company, New York, New York ("DTC"), so long as the principal of, and interest on, the Bonds shall be payable in accordance with the procedures of DTC or any successor thereto. In the event that the Bonds are issued in certificate form, the principal of the Bonds shall be payable upon presentation thereof at the principal corporate trust office of the Trustee under the Indenture. The interest on the Bonds shall be paid by check or draft of the Trustee sent to the registered owners of the Bonds; provided, however, if requested in writing by the registered owner of at least $1,000,000 in principal amount of the Bonds and if proper instructions are provided to the Trustee as required under the Indenture, the Trustee is hereby authorized to pay the interest on the Bonds by wire transfer to any such owner.

The Bonds shall be executed on behalf of the Authority by, and bear the manual or facsimile signature of, the Chairman or the Vice Chairman of the Authority, and the seal of the Authority shall be thereunto affixed (or imprinted or engraved if in facsimile) duly attested by the manual or facsimile signature of the Secretary or an Assistant Secretary of the Authority or any other person authorized to do same ("Authorized Representative").

The Bonds shall be in the form set forth in the final form of the Indenture.

Section 3. **Sale of Bonds**. The Authority hereby authorizes the sale of the Bonds to the Underwriter and to any institutional investor that is required to purchase Bonds directly from the Authority, if applicable, pursuant to a Purchase Agreement.

Section 4. **Limited Obligation**. The Bonds shall be a limited obligation of the Authority, secured by and payable solely from the trust estate pledged under the Indenture.

THE BONDS AND THE INTEREST THEREON WILL BE LIMITED OBLIGATIONS OF THE AUTHORITY AND WILL BE PAYABLE SOLELY FROM THE SOURCES DESCRIBED IN THE INDENTURE. NEITHER THE COMMISSIONERS OF THE AUTHORITY NOR ANY PERSON EXECUTING THE BONDS SHALL BE LIABLE PERSONALLY THEREON BY REASON OF THE ISSUANCE THEREOF. THE BONDS AND THE INTEREST THEREON SHALL NOT BE A DEBT OF THE COUNTY OF FAIRFAX, VIRGINIA, THE COMMONWEALTH OF VIRGINIA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY) AND NEITHER THE COUNTY OF FAIRFAX, VIRGINIA NOR THE COMMONWEALTH OF VIRGINIA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY) SHALL BE LIABLE THEREON NOR IN ANY EVENT SHALL THE BONDS BE PAYABLE OUT OF ANY FUNDS OR PROPERTIES OTHER THAN THOSE OF THE AUTHORITY AS PLEDGED THERETO UNDER THE INDENTURE. THE BONDS SHALL NOT CONSTITUTE AN INDEBTEDNESS WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY DEBT LIMITATION OR RESTRICTION. THE AUTHORITY HAS NO TAXING POWER.

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

Section 6. **Trustee**. Wachovia Bank, National Association, Richmond, Virginia is hereby appointed the Trustee under the Indenture. The Indenture may provide that the Trustee thereunder, or another corporate entity, shall act as bond registrar, paying agent and authenticating agent.

Section 7. **Delivery of Bonds**. After execution on behalf of the Authority, the Bonds shall be delivered to the Trustee, which is hereby authorized and requested to authenticate and deliver the Bonds to the Underwriter for the benefit of the registered owners thereof.

Section 8. **Bond Counsel**. Ballard Spahr Andrews & Ingersoll, LLP is hereby appointed Bond Counsel in connection with the issuance and sale of the Bonds.

Section 9. **Underwriter**. RBC Dain Rauscher Inc. is hereby appointed Underwriter in connection with the issuance and sale of the Bonds.

Section 10. **The Purchase Agreement**. The Purchase Agreement is hereby approved in the form made available at this meeting. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the Purchase Agreement in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chairman, the Vice Chairman, the Secretary, or an Assistant Secretary, the execution of the Purchase Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 11. **Land Use Restriction Agreement**. The Land Use Restriction Agreement is hereby approved in the form made available at this meeting. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the Land Use Restriction Agreement in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority, the execution of the Land Use Restriction Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 12. **The Regulatory Agreement**. The Regulatory Agreement (the "Regulatory Agreement") is hereby approved in the form made available at this meeting. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed

to execute and deliver the Regulatory Agreement in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority, the execution of the Regulatory Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 13. **Tax Agreement**. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver on behalf of the Authority (i) the No Arbitrage Certificate and Tax Agreement (the "Tax Agreement") prepared by Bond Counsel, the execution of such Tax Agreement being conclusive evidence of the approval of the Authority and (ii) an Internal Revenue Service Form 8038 relating to the Bonds prepared by Bond Counsel.

Section 14. **The Loan Agreement**. The Loan Agreement is hereby approved in the form made available at this meeting. The Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute and deliver the Loan Agreement and the Secretary or an Assistant Secretary of the Authority, or any Authorized Representative, is hereby authorized and directed to affix the seal of the Authority to the Loan Agreement and to attest the same in substantially the form herein approved with such additions, deletions and modifications thereto as may be approved by the Chairman or the Vice Chairman, the execution of the Loan Agreement being conclusive evidence of such approval and of the approval of the Authority.

Section 15. **Official Statement**. Use by the Underwriter of the Official Statement in substantially the preliminary form made available at this meeting in connection with the sale of the Bonds by the Underwriter is hereby authorized and approved, with such additions, deletions and modifications to the preliminary Official Statement as may be approved by counsel for the Authority. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the final Official Statement, the execution of which being conclusive evidence of the approval of the Authority.

Section 16. **The Risk-Sharing Agreement**. The Risk-Sharing Regulatory Agreement for Multifamily Housing Projects (the "Risk-Sharing Agreement") is hereby approved in such form as may be approved by the Chairman, Vice Chairman, Secretary or an Assistant Secretary and counsel for the Authority. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to execute and deliver the Risk-Sharing Agreement; and the Secretary or an Assistant Secretary of the Authority, or any Authorized Representative, is hereby authorized and directed to affix the seal of the Authority to the Risk-Sharing Agreement and to attest same, the execution of which being conclusive evidence of such approval and of the approval of the Authority.

Section 17. **Blue Sky Survey**. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority or, in their absence, any Authorized Representative is hereby authorized in the name and on behalf of the Authority to take any and all action, if any, which the Underwriter shall reasonable request and which the Chairman, Vice Chairman, Secretary or an Assistant Secretary may deem necessary, or advisable, with the advice of counsel for the

Authority, in order to effect the registration or qualification (or exemption therefrom) of the Bonds for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America and in connection therewith, to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process and other papers and instruments which may be required under such laws, and to take any and all further action which such officer may deem necessary or advisable in order to maintain any such registration or qualification for as long as the Chairman, Vice Chairman, Secretary or an Assistant Secretary deems necessary or as required by law or by the Underwriter, provided, however, the Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority shall not consent to service of process in any jurisdiction in which the Authority is not now subject to service of process.

Section 18. **Other Action**. The Chairman, Vice Chairman, Secretary or an Assistant Secretary of the Authority 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 Bonds.

Section 19. **No Personal Liability**. No stipulation, obligation or agreement herein contained or contained in the Indenture, the Loan Agreement, the Regulatory Agreement, the Purchase Agreement, the Land Use Restriction Agreement, the Tax Agreement, the Bonds, the Risk-Sharing Agreement or in any other agreement, certificate or document executed on behalf of the Authority shall be deemed to be a stipulation, obligation or agreement of any Commissioner, officer, agent or employee of the Authority 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 20. **Action Approved and Confirmed**. All acts and doings of the Commissioners, officers, agents or employees of the Authority which are in conformity with the purposes and intent of this Resolution and in the furtherance of the issuance of the Bonds and the execution, delivery and performance of the documents and agreements authorized hereby are in all respects approved and confirmed.

Section 21. **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 22. **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.

2. RESOLUTION NUMBER 89-03

AUTHORIZATION TO USE FHA MORTGAGE INSURANCE UNDER HUD RISK-SHARING PROVISIONS OF SECTION 542(C) OF THE HOUSING AND COMMUNITY DEVELOPMENT ACT OF 1992, IN CONJUNCTION WITH THE ISSUANCE AND SALE OF MULTIFAMILY HOUSING REVENUE BONDS FOR THE ACQUISITION AND REHABILITATION OF THE ISLAND WALK PROJECT (HUNTER MILL DISTRICT)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (the "Authority") 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 fulfill its public purposes within the meaning of the Act; and

WHEREAS, pursuant to and in accordance with the Act, the Authority desires to issue, sell, and deliver its Multifamily Housing Revenue Bonds (FHA- Insured – Island Walk Project) Series 2004 (the "Bonds") in an aggregate principal amount not to exceed $9,700,000; and

WHEREAS, the proceeds of the Bonds will be used in part to provide financing for the acquisition and rehabilitation of a 102-unit multifamily housing project known as Island Walk (the "Project"), located in Fairfax County, at 1701 Torrey Pines Court, Reston, Virginia; and

WHEREAS, the Project will be owned by a limited partnership with Community Preservation and Development Corporation, or a related entity, as the managing general partner, such partnership (the "Partnership") to be formed prior to issuance of the Bonds; and

WHEREAS, the Partnership has submitted an application to the Authority for FHA mortgage insurance under the HUD Risk-Sharing Program provisions of Section 542(c) of the Housing and Community Development Act of 1992 (the "HUD Risk-Sharing Program").

NOW, THEREFORE, BE IT RESOLVED that the Authority authorizes issuance to the Partnership of a mortgage loan to be insured by FHA mortgage insurance under the HUD Risk-Sharing Program, in conjunction with the issuance and sale of multifamily housing revenue bonds for the acquisition and rehabilitation of the Project.

Jim Bray, Senior Real Estate Finance Officer, HCD, gave a brief presentation on Resolution Number 88-03 and 89-03. After his presentation he responded to questions from the Commissioners.

A motion was made by Commissioner Rau, seconded by Commissioner Dunn, to adopt Resolution Number 88-03 and 89, respectively. A vote was taken and the motion carried with Commissioner Egan abstaining.

3. RESOLUTION NO. 90-03

AUTHORIZATION, SUBJECT TO APPROVAL BY THE BOARD OF SUPERVISORS, TO REALLOCATE AND AUTHORIZE DISBURSEMENT OF UP TO $500,000 IN TIER THREE AFFORDABLE HOUSING PARTNERSHIP FUNDS FROM THE AFFORDABLE HOUSING PARTNERSHIP PROGRAM FUND OF THE HOUSING TRUST FUND AND UP TO $1,000,000 FROM THE HOME INVESTMENT PARTNERSHIPS PROGRAM (HOME) AS LOANS TO THE ISLAND WALK LIMITED PARTNERSHIP (HUNTER MILL DISTRICT)

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) hereby authorizes, subject to the approval of the Board of Supervisors, the reallocation and disbursement of up to $500,000 in Tier Three Affordable Housing Partnership Funds from the Affordable Housing Partnership Program Fund of the Housing Trust Fund and up to $1 million from the Home Investment Partnerships Program (HOME) as loans to the Island Walk Limited Partnership (CPDC Island Walk, Inc. as General Partner) for the acquisition and rehabilitation of up to 102 rental units at Island Walk Cooperative in accordance with the terms and conditions set forth in the item presented to the FCRHA at its meeting on December 11, 2003; and

BE IT FURTHER RESOLVED that, subject to the approval of the Board of Supervisors, the FCRHA hereby authorizes its Chairman, Vice Chairman or any Assistant Secretary to enter into a loan to Island Walk Limited Partnership in the amount of $500,000 from the Affordable Housing Partnership Program Fund (AHPF Loan) of the Housing Trust Fund for the purpose of providing gap financing to Island Walk Limited Partnership to be used toward the acquisition and rehabilitation of Island Walk Cooperative. In addition, the FCRHA authorizes Paula C. Sampson to act as its authorized negotiator, and further authorizes its Chairman, Vice Chairman or any Assistant Secretary to execute all documents and agreements necessary or appropriate in connection with the AHPF Loan; and

BE IT FURTHER RESOLVED that, subject to the approval of the Board of Supervisors, the FCRHA hereby authorizes its Chairman, Vice Chairman or any Assistant Secretary to enter into a loan to Island Walk Limited Partnership in the amount of $1 million from the Home Investment Partnerships Program (HOME Loan) for the purpose of providing gap financing as a loan or a deferred forgivable loan that is compliant with applicable federal regulations to Island Walk Limited Partnership to be used toward the acquisition and rehabilitation of Island Walk Cooperative. In addition, the FCRHA authorizes Paula C. Sampson to act as its authorized negotiator, and further authorizes its Chairman, Vice Chairman or any Assistant Secretary to execute all documents and agreements necessary or appropriate in connection with the HOME Loan.

A motion was made by Commissioner Rau, seconded by Commissioner Dunn, to adopt the Resolution Number 90-03. A vote was taken and the motion carried, with Commissioner Egan

having recused himself from discussion of and participation in any decision- making relating to this item.

4. RESOLUTION NO. 91-03

CONSENT TO THE TRANSFER OF OWNERSHIP OF BURKE SHIRE COMMONS APARTMENTS AND THE RESTRUCTURING OF THE OWNERSHIP OF BURKE SHIRE COMMONS APARTMENTS PARTNERS, L.P., THE OWNER OF BURKE SHIRE COMMONS APARTMENTS, WHICH IS FINANCED WITH THE AUTHORITY'S MULTIFAMILY HOUSING REVENUE REFUNDING BONDS (BURKE SHIRE COMMONS APARTMENTS PROJECT) SERIES 1996 (BRADDOCK DISTRICT)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (hereinafter called the "Authority") issued its $22,330,000 Multifamily Housing Revenue Refunding Bonds (Burke Shire Commons Apartments Project) Series 1996, which were issued to refinance the costs for the development and construction of a multifamily residential rental project located in Fairfax County, Virginia, known as Burke Shire Commons (the "Project"), the proceeds of which were loaned to Fairfax Associates Limited Partnership (the "Initial Owner"); and

WHEREAS, the Initial Owner was indirectly owned by NHP Partners, Inc., an entity owned by NHP Incorporated ("NHP"); and

WHEREAS, on June 3, 1997, Apartment Investment and Management Company (AIMCO) acquired a controlling interest in NHP Partners, Inc. and in December 1997, AIMCO acquired NHP by merger; the result was that AIMCO indirectly owned the general partners of the Initial Owner; and

WHEREAS, during the period from June 1997 to June 2001, AIMCO entities acquired 100% of the ownership interest in the entities that owned the Initial Owner; on June 26, 2001, the Initial Owner transferred the Project to AIMCO Properties, L.P. and on the same date AIMCO Properties, L.P. transferred the Project to Burke Shire Commons L.P., the current owner of the Project ("Owner"); and

WHEREAS, AIMCO is currently working on a joint venture arrangement with General Electric Capital Corporation (GECC) which will use existing AIMCO properties to raise common equity capital; and

WHEREAS, GECC's board has approved an investment of up to $300 million in this venture; and

WHEREAS, the portfolio that will be used in this venture includes the Project and 37 other geographically diverse properties containing approximately 10,800 units; and

WHEREAS, AIMCO has requested the consent of the FCRHA to create a new entity to be known as Burke Shire Commons JV, L.P. (the "New Owner") which would be a joint venture between AIMCO and GECC or their related entities; and

WHEREAS, because this proposed ownership transfer of more than 50% of the ownership interests in the Owner, AIMCO is requesting the consent of FCRHA to the transfer as required by Section 7.21 of the Loan Agreement relating to the Bonds; and

WHEREAS, the Loan Agreement provides that the Owner's obligations (1) to pay FCRHA's annual monitoring fee of $55,825 per year, (2) to pay the fees and expenses of FCRHA, including legal fees, in connection with (a) FCRHA's duties under the bond documents, (b) any litigation pertaining to the Project, the Bonds or the related documents or (c) the pursuit of remedies under the Indenture or the related documents, and (3) to provide indemnification of FCRHA, the Trustee and the Initial Purchasers, are recourse obligations of the Owner; in addition, the Owner is personally liable for "bad boy" acts of the Owner as provided in Section 9.04 of the Loan Agreement; and

WHEREAS, as condition to its consenting to the transfer of ownership interests in the Owner, FCRHA will require that an AIMCO entity acceptable to FCRHA shall provide FCRHA with a guaranty agreement (the "Guaranty"), which Guaranty shall obligate such entity to guarantee the obligations of the Owner under the Loan Agreement for which the Owner has recourse liability; and

WHEREAS, AIMCO has agreed that AIMCO Properties, L.P., the operating partnership for AIMCO, will provide the Guaranty; and

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the proposed transfer of ownership interests in the Owner as described above, such approval being contingent upon delivery by AIMCO on the date of transfer of (1) the Guaranty, (2) payment of the fees and expenses of FCRHA's Bond Counsel in connection with this transfer transaction, (3) an opinion of FCRHA's Bond Counsel that such transfer, in and of itself, will not adversely affect the tax-exempt status of the Bonds, (4) the satisfaction of all requirements of Section 7.21 of the Loan Agreement and (5) payment of a transfer fee in the amount of $36,650 to FCRHA.

A brief presentation on Resolution Number 91-03 was given by Michael Pearman, followed by brief comments by Ms. Leslie Green, a representative of AIMCO, regarding the change of ownership. After the presentation, both Mr. Pearman and Ms. Green responded to questions from the Commissioners.

A motion was made by Commissioner Christian, seconded by Commissioner Kershenstein, to adopt Resolution Number 91-03. After discussion, a vote was taken, and the motion carried unanimously.

5. RESOLUTION NUMBER 92-03

AUTHORIZATION OF THE FOLLOWING ACTIONS RELATED TO FCRHA OWNED PROPERTY LOCATED AT 13525 LELAND ROAD: 1) EXECUTION OF AN AGREEMENT WITH WINCHESTER HOMES, INC. FOR PERMISSION TO GRADE ON THE PROPERTY; 2) EXECUTION OF AN EASEMENT AGREEMENT WITH PULTE HOMES CORPORATION; AND 3) EXPENDITURE OF AN AMOUNT NOT TO EXCEED $7,500 FOR ENGINEERING AND OTHER SERVICES IN ORDER TO STUDY ALTERNATIVES FOR SUBDIVIDING THE PROPERTY (SULLY DISTRICT)

WHEREAS, the Fairfax County Redevelopment and Housing Authority (FCRHA) is the owner of the property at 13525 Leland Road (the Property); and

WHEREAS, the FCRHA has been requested by Winchester Homes Inc. (Winchester Homes) to provide permission to grade a portion of the Property for the installation of a sidewalk near the western property line; and

WHEREAS, the FCRHA has been requested by Pulte Homes Corporation (Pulte Homes) to provide easements for the construction of a sidewalk on the Property; and

WHEREAS, the abandonment of a portion of Bradley Road has increased square footage of the Property so that it appears to be adequate to subdivide the Property;

NOW THEREFORE BE IT RESOLVED THAT the FCRHA hereby authorizes; 1) any Assistant Secretary to negotiate and execute all necessary and appropriate documents and agreements in order for Winchester Homes to have permission to grade on the Property for the proposed sidewalk to be located outside the western boundary of the Property, and to negotiate and execute all necessary and appropriate documents and agreements for Pulte Homes to obtain easements to the Board of Supervisors of Fairfax County for the construction of a sidewalk on the Property, and 2) the expenditure of up to $7,500 for engineering and other services necessary for the study of alternatives for subdivision of the Property.

A motion was made by Commissioner Dunn, seconded by Commissioner Jasper, to adopt Resolution Number 92-03. A vote was taken after discussion, and the motion carried unanimously.

ADMINISTRATIVE ITEMS

1. RESOLUTION NUMBER 93-03

AUTHORIZATION TO OPEN THE REDESIGNED CONSOLIDATED PUBLIC HOUSING / HOUSING CHOICE VOUCHER/MODERATE INCOME RENTAL PROGRAM WAITING LIST

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority authorizes the Department of Housing and Community Development to open the redesigned consolidated Public Housing/Housing Choice Voucher/Moderate Income Rental Program Waiting List beginning on February 17, 2004.

A motion was made by Commissioner Jasper, seconded by Commissioner Rau, to adopt Resolution Number 93-03. A vote was taken after discussion, and the motion carried unanimously.

2. RESOLUTION NUMBER 94-03

APPROVAL TO RELEASE FOR PUBLIC COMMENT THE DRAFT FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY ANNUAL PLAN UPDATE FOR FISCAL YEAR 2005, PREPARED UNDER THE FEDERAL QUALITY HOUSING AND WORK RESPONSIBILITY ACT OF 1998, AND AUTHORIZATION TO ADVERTISE A PUBLIC HEARING ON THE DRAFT PLAN

NOW THEREFORE, BE IT RESOLVED, THAT the Fairfax County Redevelopment and Housing Authority (FCRHA):

1) approves, for the purpose of seeking public comment, the draft Annual Plan Update for Fiscal Year 2005 contained in the item on the December 11, 2003, FCRHA agenda; and

2) authorizes the Department of Housing and Community Development to advertise a public hearing on the draft plan to be held at the FCRHA's January 29, 2004 meeting.

After a brief presentation by Kay Robertson, a motion was made by Commissioner Jasper, seconded by Commissioner Rau, to adopt Resolution Number 94-03. A vote was taken after discussion, and the motion carried unanimously.

A public hearing on the Annual Plan will be held January 29, 2004.

3. RESOLUTION NUMBER 95-03

AUTHORIZATION TO REVISE THE ADMINISTRATIVE PLAN OF THE SECTION 8 HOUSING CHOICE VOUCHER RENTAL PROGRAM, THE ADMISSION AND OCCUPANCY POLICIES OF THE PUBLIC HOUSING PROGRAM AND THE FAIRFAX COUNTY RENTAL PROGRAM TO REFLECT CHANGES AS A RESULT OF THE NEWLY REDESIGNED INTAKE PROCESS

BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority authorizes the Department of Housing and Community Development to revise the Housing Choice Voucher Administrative Plan, the Public Housing and Fairfax County Rental Program Admission and Occupancy Policies to reflect the new intake process as described in the Administrative Item presented to the FCRHA at its December 11, 2003 meeting.

A brief presentation was given on Resolution Number 95-03. A motion was made by Commissioner Jasper, seconded by Commissioner Christian, to adopt Resolution Number 95-03. A vote was taken after discussion, and the motion carried unanimously.

4. RESOLUTION NUMBER 96-03

APPROVAL TO TEMPORARILY CLOSE THE FIRST-TIME HOMEBUYERS PROGRAM INTEREST LIST TO NEW APPLICANTS

NOW, THEREFORE, BE IT RESOLVED that the Fairfax County Redevelopment and Housing Authority (FCRHA) approves temporarily closing the First-Time Homebuyers (FTHB) Program interest list to new applicants for approximately four months beginning in January 2004 while the program is being redesigned.

A motion was made by Commissioner Jasper, seconded by McAloon, to adopt Resolution Number 96-03. After discussion, a vote was taken and the motion carried unanimously.

CONSIDERATION ITEM

1. FCRHA STRATEGIC PLAN ACTION PLAN FOR FY 2005

A brief presentation was made by Kay Robertson, HCD Strategic Planner on the FCRHA Strategic Planner Action Plan for 2005, followed by a discussion. After discussion, a motion was made by Commissioner Christian, seconded by Commissioner Jasper, to adopt the FY 2005 Strategic Plan Action Plan. A vote was taken after discussion, and the motion carried unanimously.

The FCRHA directed that a workshop to begin planning for the FCRHA Strategic Plan for the next five years be scheduled for a Saturday in January or February, 2004.

INFORMATION ITEMS:

1. Fairfax County Redevelopment and Housing Authority Meeting Summary – October 30, 2003

2. Minutes of the Housing Ownership, Management, and Security Committee Meeting – December 2, 2003

3. Minutes of the Revitalization and Redevelopment Committee Meeting – December 2, 2003

4. Minutes of the Finance Committee Meeting – December 3, 2003

5. Minutes of the Planning and Development Committee Meeting – December 3, 2003

6. Summary of the Special Meeting of the Fairfax County Redevelopment and Housing Authority – November 5, 2003 – brief discussion

7. Affordable Dwelling Unit (ADU) Tracking Report - *brief discussion*

8. Pilot Neighborhood Outreach Initiative (Lee District) - *brief discussion*

9. Proposed Work Program for the Five Year Consolidated Plan, the Five Year Plan for Public Housing and Housing Choice, The FCRHA Five Year Strategic Plan, and Associated One Year Action Plans – *brief discussion*

10. Fairfax County Redevelopment and Housing Authority Calendars of Meetings for January and February 2004

BOARD MATTERS – See Attachment
Without objection, staff was directed to write a letter to Chairman Connolly, congratulating him for his election as Chair of the Fairfax County Board of Supervisors and inviting him to attend a future FCRHA meeting.

ADJOURNMENT
A motion was made by Commissioner Jasper, seconded by Commissioner Rau, that the FCRHA adjourn at 8:50 p.m. A vote was taken and the motion carried unanimously.

(Seal)

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Conrad Egan, Chair

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Paula C. Sampson, Assistant Secretary