



# **BOARD OF DIRECTORS**

Agenda Item 4

**Administrative Committee**

**Chairman Malcolm Young**

**April 8, 2015**

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# Louisiana Housing Corporation

April 7, 2015

## ADMINISTRATIVE COMMITTEE MEETING

### AGENDA

Notice is hereby given of a regular meeting of the Administrative Committee to be held on Wednesday, April 8, 2015 at 8:45 A.M., Louisiana Housing Corporation Building, Committee Room 1, located at 2415 Quail Drive, Baton Rouge, Louisiana, by order of the Chairman.

1. Call to Order and Roll Call.
2. Approval of the Minutes of the February 11, 2015 Committee Meeting.
3. Resolution authorizing the LHC to implement Layoff Avoidance Measures in the form of a Retirement Incentive; and providing for other matters in connection therewith. Staff recommends approval.
4. Resolution authorizing the LHC to issue a Request for Proposals ("RFP") to seek proposals from Property Management Firms to manage the three properties owned by the Corporation; and providing for other matters in connection therewith. Staff recommends approval.
5. Resolution recognizing and declaring the month of April 2015 as "Fair Housing Month"; and providing for other matters in connection therewith. Staff recommends approval.
6. Resolution authorizing the LHC to open a Line of Credit with Federal Home Loan Bank of Dallas for an amount not to exceed fifty million dollars (\$50,000,000); and providing for other matters in connection therewith. Staff recommends approval.
7. Other Business.
8. Adjournment.

A handwritten signature in blue ink, appearing to read "Frederick Tombar, III".

Frederick Tombar, III  
Executive Director

If you require special services or accommodations, please contact Board Coordinator and Secretary Barry E. Brooks at (225) 763 8773, or via email [bbrooks@lhc.la.gov](mailto:bbrooks@lhc.la.gov).

Pursuant to the provisions of LSA-R.S. 42:16, upon two-thirds vote of the members present, the Board of Directors of the Louisiana Housing Corporation may choose to enter executive session, and by this notice, the Board reserves its right to go into executive session, as provided by law.

**Administrative Committee Meeting Minutes**  
**Wednesday, February 11, 2015**  
**2415 Quail Drive**  
**Committee Room 2**  
**Baton Rouge, LA 70808**  
**10:00 a.m.**

**Committee Members Present**

Chairman Malcolm Young  
Larry Ferdinand  
Ellen Lee

**Committee Members Absent**

Dr. Daryl Burckel  
Treasurer John Kennedy

**Board Members Present**

Michael Airhart  
Mayson Foster  
Guy Williams, Jr.

**Board Members Absent**

Willie Spears  
Matthew Ritchie

**Staff Present**

Keith Cunningham  
Frederick Tombar, III  
Michelle Thomas  
Rebekah Ward  
Nicole Sweazy  
Sarah Mulhearn  
Todd Folse  
Jessica Guinn  
Brenda Evans  
Janel Young  
Don Hutchinson  
Terry Holden  
Loretta Wallace  
Liza Bergeron  
Calvin Humble

Konchetta Bringier  
Sterling Bertrand  
Ernest Legier  
Nicole Carter  
Nahshon Route  
Terrell Dupard

### **Others Present**

Carliss Knesel  
Kelly Longwell, Coates and Rose  
Dan Rees, OCD  
Gordon King, Government Consultants  
Wayne Neveu, Foley & Judell

### **Minutes**

**Call to Order and Roll Call.** The Administrative Committee Meeting was called to order by Chairman Malcolm Young at 10:02 a.m. The roll was called by Ms. Rebekah Ward, Committee Secretary, and a quorum was established.

**Approval of Minutes.** On a motion by Mr. Michael Airhart, which was seconded by Ms. Ellen Lee, the minutes of the December 10, 2014 meeting were approved without correction.

### **Action Items.**

- ***A resolution approving a policy for the reimbursement of reasonable travel expenses incurred by members of the Board of Directors of the Louisiana Housing Corporation in connection with the discharge of their duties.***

Chairman Young introduced and explained the resolution. There was some discussion between board members to clarify “travel related to LHC business” and it was requested that the policy be revised to reflect that the board chairman must approve all travel unrelated to National Council of State Housing Agencies or any other organization of which the LHC is a member. A motion was made by Mr. Mayson Foster, seconded by Mr. Airhart, to favorably recommend the resolution to the Full Board. The motion passed unanimously.

- ***A resolution authorizing the continuation of the work contemplated under the Cooperative Endeavor Agreement entered into by and between the Louisiana Housing Corporation and Louisiana State University E.J. Ourso College of Business Public Administration Institute.***

Chairman Young introduced and explained the resolution. There was extended discussion concerning issuing an RFP for Housing Needs Assessment for the continuation of this work in a cost efficient manner. A motion was made by Ms. Lee, seconded by Mr. Airhart, to recommend the resolution to the Full Board. The motion failed with two in favor, two opposed and two abstentions.

***Discussion Items.***

➤ ***Discussion regarding the 1<sup>st</sup> Annual LHC Affordable Housing Conference in August 2015.***

Ms. Michelle Thomas, Chief Administrative Officer, gave a brief presentation concerning the 1<sup>st</sup> Annual LHC Affordable Housing Conference with a detailed overview of budget options. Mr. Frederick Tombar, III, Executive Director, provided information about soft commitments for sponsorships as well as keynote speakers from HUD and Rural Development. Board members raised questions about the timing of Board approval to proceed with the event. Mr. Foster requested that a resolution to approve authorization for the 1<sup>st</sup> Annual LHC Affordable Housing Conference be prepared for presentation at Full Board.

***Adjournment.***

There being no other business to discuss, Chairman Young adjourned the meeting at 10:51 a.m.

## LOUISIANA HOUSING CORPORATION

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

### **RESOLUTION**

**A resolution to authorize the Louisiana Housing Corporation (“LHC” or “Corporation”) to implement Layoff Avoidance Measures in the form of a Retirement Incentive; and providing for other matters in connection therewith.**

**WHEREAS**, the Louisiana Housing Corporation (“LHC” or “Corporation”) was created by and pursuant to the Louisiana Housing Corporation Act contained in Chapter 3-G of the Louisiana Revised Statutes of 1950, as amended (R.S. 40:600.86 through R.S. 40:600.111); and

**WHEREAS**, the LHC, as authorized by the State of Louisiana pursuant to R.S. 40:600.91(A), shall have the powers necessary or convenient to carry out and effectuate the purpose and provisions of the LHC Act); and

**WHEREAS**, the LHC is recognized as an instrumentality of the State of Louisiana and has further adopted and participates in the Louisiana State Civil Service System; and

**WHEREAS**, the Executive Director of the LHC has determined that certain budgetary limitations require the implementation of cost saving measures and layoff avoidance measures to ensure the long term viability of the Corporation; and

**WHEREAS**, Civil Service Rule 17.9 provides the ability to provide a retirement incentive to avoid or reduce layoffs.

**NOW THEREFORE BE IT RESOLVED** by the Board of Directors of the Louisiana Housing Corporation, acting as governing authority of the Louisiana Housing Corporation, that:

**SECTION 1.** The Corporation is hereby authorized to implement a layoff avoidance measure in the form of a retirement incentive, pursuant to Civil Service Rule 17.9 (see Attachment A.)

**SECTION 2.** The Chairman, Vice Chairman, Executive Director, and/or Secretary of the Corporation are hereby authorized, empowered, and directed to execute any forms and/or

documents required to be executed on behalf of and in the name of the Corporation, the terms of which are to be consistent with the provisions of this resolution.

This resolution having been submitted to a vote, the vote thereon was as follows:

**YEAS:**

**NAYS:**

**ABSENT:**

And the resolution was declared adopted on this, the 8<sup>th</sup> day of April, 2015.

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Chairman

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Secretary

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation, do hereby certify that the foregoing two (2) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on April 8, 2015, entitled: “A resolution to authorize the Louisiana Housing Corporation (“Corporation”) to implement Layoff Avoidance Measures in the form of a Retirement Incentive; and providing for other matters in connection therewith.”

**IN FAITH WHEREOF**, witness my official signature and the impress of the official seal of the Corporation on this, the 8<sup>th</sup> day of April, 2015.

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Secretary

(SEAL)



# *Louisiana Housing Corporation*

April 8, 2015

Ms. Shannon Templet, Director  
Department of Civil Service  
P.O. Box 94111, Capital Station  
Baton Rouge, LA 70821

Dear Ms. Templet:

In accordance with Civil Service Rule 17.9, the Louisiana Housing Corporation (LHC) is requesting approval to implement a layoff avoidance measure in the form of a retirement incentive. We propose to offer employees who are eligible for regular retirement an incentive to do so in the form of a one-time, lump-sum payment.

This will apply equally to all LHC employees who are eligible to retire in accordance with regular state retirement system regulations. Any employee who is eligible to retire may elect to participate in this retirement incentive program. This measure is being requested due to budgetary constraints for Fiscal Year 2014/2015 and projected constraints for Fiscal Year 2015/2016. We propose to offer eligible employees a payment of 50% of the savings realized by the agency in the twelve (12) month period following the employee's retirement. This offer will be extended to eligible employees as budgetary considerations allow. Upon approval of this request, the effective dates of this plan will be from May 6, 2015 through September 30, 2015.

To implement the retirement incentive plan, we will make offers to affected employees upon Civil Service approval. Interested employees will be required to respond no later than April 30, 2015. All employees who wish to participate in this plan must retire on or before September 30, 2015, to be eligible. Employees shall receive no payment under this plan prior to the employee's separation date.

Your consideration of this request would be greatly appreciated.

Sincerely,

Michelle L. Thomas  
Chief Administrative Officer

## LOUISIANA HOUSING CORPORATION

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

### **RESOLUTION**

**A resolution authorizing the Louisiana Housing Corporation (the “LHC” or “Corporation”) to issue a Request for Proposals for the property management of the LHC-owned properties Willowbrook Apartments, Village de Jardin Apartments, and Mid-City Gardens Apartments; and providing for other matters in connection therewith.**

**WHEREAS**, the Louisiana Housing Corporation (the “Corporation” or “LHC”) owns and operates the Willowbrook and Village de Jardin Apartments located in New Orleans, Louisiana, and the Mid-City Gardens Apartments located in Baton Rouge, Louisiana; and

**WHEREAS**, the current property management contracts for each of these properties are set to expire on June 30, 2015.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Louisiana Housing Corporation (“Board”), acting as the governing authority of said Agency, that:

SECTION 1: The Corporation is hereby authorized to issues a Request for Proposals for Property Management services for the management of Willowbrook Apartments, Village de Jardin Apartments, and Mid-City Gardens Apartments.

SECTION 2: The Corporation’s staff and counsel are authorized and directed to prepare such documents and agreements as may be necessary to implement the approved actions.

SECTION 3: The Chairman, Vice-Chairman, and Executive Director of the Corporation are hereby authorized, empowered and directed to execute any forms and/or documents required to be executed on behalf of and in the name of the Corporation, the terms of which are to be consistent with the provisions of this resolution as approved by the Corporation’s counsel.

This resolution having been submitted to a vote, the vote thereon was as follows:

**YEAS:**

**NAYS:**

**ABSENT:**

And the resolution was declared adopted on this, the 8<sup>th</sup> day of April 2015.

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Chairman

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Secretary

**STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE**

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the “LHC” or “Corporation”), do hereby certify that the foregoing two pages (2) constitute a true and correct copy of a resolution adopted by said Board of Directors on April 8, 2015 entitled: “A resolution authorizing the Louisiana Housing Corporation (the “LHC” or “Corporation”) to issue a Request for Proposals for the property management of the LHC-owned properties Willowbrook Apartments, Village de Jardin Apartments, and Mid-City Gardens Apartments; and providing for other matters in connection therewith.”

**IN FAITH WHEREOF**, witness my official signature and the impress of the official seal of the Corporation on this, the 8<sup>th</sup> day of April 2015.

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Secretary

(SEAL)

## LOUISIANA HOUSING CORPORATION

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_ :

### RESOLUTION

**A resolution recognizing and declaring the month of April, 2015 as “Fair Housing Month”; and providing for other matters in connection therewith.**

**WHEREAS**, April has been designated by the United States Department of Housing and Urban Development (“HUD”) as “Fair Housing Month”, and marks the 47<sup>th</sup> anniversary of the passage of the federal Fair Housing Act (Title VIII of the Civil Rights Act of 1968), as amended by the Fair Housing Amendments Act of 1988); and

**WHEREAS**, in 1991, the State of Louisiana enacted the Louisiana Equal Housing Opportunity Act (Louisiana Revised Statutes 51:2601, et seq.); and

**WHEREAS**, both the Fair Housing Act and the Louisiana Equal Housing Opportunity Act provide that no person shall be subjected to discrimination because of race, color, national origin, religion, sex, disability, or familial status in the rental, sale, financing or advertising of housing; and

**WHEREAS**, the denial of equal housing opportunity is one of the most serious challenges a community or a state can face, a challenge that must be met and surmounted so as not to erode the vital social structure that holds a community together and gives it shape and dimension; and

**WHEREAS**, the Board of Directors of the Louisiana Housing Corporation welcomes the opportunity to solidify and reaffirm its continuous commitment to affirmatively further fair housing for the citizens of the State of Louisiana without regard to race, color, national origin, religion, sex, disability.

**NOW THEREFORE BE IT RESOLVED** by the Board of Directors of the Louisiana Housing Corporation (the “Board”), acting as the governing authority of said Corporation, that in the pursuit of the goal and responsibility of affirmatively furthering fair housing opportunities for all citizens of the State of Louisiana, the Louisiana Housing Corporation does hereby join in the national celebration by proclaiming April 2015 as “Fair Housing Month”, and encourages all

agencies, institutions and individuals, public and private, in Louisiana to abide by the letter and the spirit of the Fair Housing law.

This resolution having been submitted to a vote, the vote thereon was as follows:

And the resolution was declared adopted on this, the 8<sup>th</sup> day of April 2015.

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Chairman

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Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation, do hereby certify that the foregoing two (2) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on April 8, 2015, entitled: "A resolution recognizing and declaring the month of April 2015 as "Fair Housing Month"; and providing for other matters in connection therewith."

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 8<sup>th</sup> day of April, 2015.

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Secretary



## FAIR HOUSING MONTH 2015 CALENDAR OF EVENTS

Date and Time	Event	Location
April 15, 2015 2:00 p.m. – 7:00 p.m.	Fair Housing Accessibility and Design Training	West Monroe Convention Center 901 Ridge Avenue West Monroe, LA 71291
April 16, 2015 1:00 p.m. – 6:30 p.m.	Fair Housing Accessibility and Design Training	North West Louisiana Association of Realtors 2036 East 70 <sup>th</sup> Street Shreveport, LA 71105
April 21, 2015 12:00 p.m. – 1:00 p.m.	Lunch and Learn about Fair Housing	LHC Main Office 2415 Quail Drive Baton Rouge, LA 70808
April 23, 2015 5:00 p.m. – 8:00 p.m.	Fair Housing Accessibility and Design Training	Hammond City Council Chambers 310 East Charles Street Hammond, LA 70401
April 24, 2015 5:30 p.m. – 7:30 p.m.	Fair Housing Workshop for the Hispanic Population	St. Pius X Catholic Church 6380 Hooper Road Baton Rouge, LA 70811
April 30, 2015 4:00 p.m. – 7:30 p.m.	Fair Housing Accessibility and Design Training	Victory Praise and Worship Center Fellowship Center 479 Taylor Road Minden, LA 71055

**LOUISIANA HOUSING CORPORATION**

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

**RESOLUTION**

**Resolution authorizing the LHC to open one or more Lines of Credit with Federal Home Loan Bank of Dallas as Commercial Paper Notes or Permanent Pass-Through Notes; and providing for other matters in connection therewith.**

**BE IT RESOLVED** by the Board of Directors of the Louisiana Housing Corporation, acting as the governing authority of said Corporation, that:

**SECTION 1.** The issuance of (i) not to exceed Fifty Million Dollars (\$50,000,000) Louisiana Housing Corporation Commercial Paper Revenue Notes (Mortgage-Backed Securities Pass-Through Program) (the “**Commercial Paper Notes**”) and (ii) not to exceed Fifty Million Dollars (\$50,000,000) Louisiana Housing Corporation Permanent Pass-Through Notes (Mortgage-Backed Securities Pass-Through Program) (the “**Permanent Pass-Through Notes**”), together with the Commercial Paper Notes, the “**Notes**”) to be issued in one or more series pursuant to Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended (the “**Act**”) and Act 408 of the 2011 Louisiana Legislature (the “**Housing Reorganization Law**”) and/or pursuant to provisions of Chapter 15-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the “**Short-Term Revenue Note Act**”), and/or pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the “**Refunding Act**”) and other constitutional and statutory authority at interest rates not exceeding 12% per annum, and for a maturity not exceeding 35 years is hereby approved. The Notes are being issued for the purpose of (i) financing loans primarily for first time home buyers, (ii) refunding prior Notes and/or single family mortgage revenues bonds of the Corporation or its predecessor in interest, the Louisiana Housing Finance Agency, (iii) funding such reserve accounts as may be

required and (iv) paying the costs of issuance associated with the Notes. The Notes are limited obligations of the Corporation and will be payable solely from income, revenues and receipts derived by the Corporation from mortgage-backed securities secured by mortgage loans originated by the Corporation's statewide network of originating lenders, and the funds and accounts held under and pursuant to the Indenture of Trust dated as of May 1, 1998 (the "**Master Indenture**") as amended and supplemented by one or more supplemental indentures, and pledged therefor. The form of the series supplemental indenture which is on file at the Corporation is hereby approved in substantially the form thereof. The Corporation hereby further approves and authorizes the execution of the standard form documents (the "**Interim Financing Documents**") of the Dallas FHLBB subject to the Dallas FHLBB executing the form of the Letter Agreement which details impediments under Louisiana Law. The Interim Financing Documents authorized to be executed by this resolution include, but are not limited to, the following:

- Amended and Restated Master Transactions Agreement
- Non Member Advance Certification
- Enhanced Customer Direct Access Attachment
- Advances, Collateral Pledge and Security Agreement With Delivery
- Agreement For Standby Letter of Credit Advances/Confirmation, Collateral Pledge and Security Agreement

The Chairman, Vice Chairman, Secretary and/or Executive Director are hereby authorized to execute the Interim Financing Documents and one or more series supplemental indentures and such other documents, certificates and agreements as may be necessary or convenient to accomplish the objectives of this resolution.

The Chairman, Vice-Chairman, Executive Director and/or Secretary are authorized and directed for and on behalf of and in the name of the Corporation to execute, deliver and approve such series supplemental indentures as may be appropriate to deliver such Notes in one or more series, and such other additional instruments, documents and certificates as may be otherwise required or necessary,

convenient or appropriate to the financing described herein. The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with the Act, the Short-Term Revenue Note Act and/or the Refunding Act as may be approved by Bond Counsel.

**SECTION 2.** The Notes shall be sold by the Corporation as fixed rate, draw-down and/or convertible option Notes on such date as may be determined by the Chairman of the Corporation, in accordance with the requirements of the Act, the Short-Term Revenue Note Act and/or the Refunding Act, and pursuant to the provisions of a Notice of Intention to Sell at Private Negotiated Sale.

**SECTION 3.** Application be and the same is hereby made to the State Bond Commission for approval of the form of the supplemental indenture described in Section 1 hereof in substantially the form filed with the minutes of this meeting and for further approval of the authorization, sale and delivery of the Notes in one or more series or subseries by the Corporation pursuant to the provisions of the Act, the Short-Term Revenue Note Act and/or Refunding Act. The not-to-exceed costs of issuance attached hereto for the Notes is hereby approved; provided, however, that the Corporation agrees to provide a report on the costs of issuance of each subsequent series or sub-series to the Directors prior to the delivery thereof or conversion to fixed rates for approval of the State Bond Commission if requested to do so.

By virtue of the Corporation's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval resolved and set forth herein, the Corporation resolves that it understands and agrees that such approvals are expressly conditioned upon, and the Corporation further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Swaps, or other forms or Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to borrowings and other matters subject to approvals, including subsequent application and approval under said Policy of the implementation or use of any swaps or other products or enhancements covered thereby.

**SECTION 4.** The Chairman, Vice-Chairman, Executive Director and/or Secretary of the Corporation be and they are hereby authorized, empowered and directed to take any and all action required in order to implement the terms and provisions of this resolution and the Chairman be and he is hereby further authorized and empowered, in his sole discretion, in order to expedite the sale of the Notes without a further meeting of this Corporation, to make such changes in the sale date and other terms of the Notice of Intention to Sell at Private Sale (i.e., privately placed or negotiated) as will permit the timely sale and delivery of the Notes, all in the best interests of the Corporation and the citizens of the State of Louisiana.

**SECTION 5.** The Chairman of the Board of Directors and/or the Executive Director of the Corporation are authorized and directed to call for a public hearing with respect to the Project and the proposed revenue Notes to finance same in accordance with the requirements of Section 147(f) of the Code, and cause to be published appropriate notice of each public hearing in accordance with the Code.

**SECTION 6.** That it is recognized that a real necessity exists for the employment of bond counsel in connection with the issuance of the Notes and accordingly Foley & Judell, L.L.P., New Orleans, Louisiana, and Jones Walker LLP be and they are hereby employed as Co-Bond Counsel to the Corporation to do and to perform comprehensive, legal and coordinate professional work with respect thereto. The fee to be paid Co-Bond Counsel shall be an amount based on the Attorney General's current Bond Counsel Fee Schedule and other guidelines for comprehensive, legal and coordinate professional work in the issuance of revenue Notes applied to the actual aggregate principal amount issued, sold, delivered and paid for at the time the Notes are delivered, together with reimbursement of out-of-pocket expenses incurred and advanced in connection with the issuance of the Notes, subject to the Attorney General's written approval of said employment and fee.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS:

ABSTAIN:

NAYS:

ABSENT:

And the resolution was declared adopted on this, the 8<sup>th</sup> day of April, 2015.

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Chairman

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Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the "Corporation"), do hereby certify that the foregoing five (5) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on April 8, 2015, " Resolution authorizing the LHC to open one or more Lines of Credit with Federal Home Loan Bank of Dallas as Commercial Paper Notes or Permanent Pass-Through Notes; and providing for other matters in connection therewith.."

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 8<sup>th</sup> day of April, 2015.

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Secretary