



Louisiana Housing Corporation

Board of Directors

Agenda Item #12

Resolution accepting the proposal of Churchill Mortgage Investment LLC or such other purchaser as may be designated by the Taxpayer for the purchase of a not to exceed Nine Million, Five Hundred Thousand Dollars (\$9,500,000) Multifamily Housing Governmental Note for **The Burrow** located at 1510 Corbin Road, **Hammond**, Tangipahoa Parish, Louisiana 70403, in one or more series; fixing the parameter terms of said governmental note and otherwise providing with respect to said governmental note; and providing for other matters in connection with the foregoing.

November 18, 2020

The Burrow Hammond, Louisiana Tangipahoa Parish

Construction Type: New Construction

Developer Contact: Cullen Reeves

Rosemark Real Estate
1739 University Avenue, Suite 116
Oxford, MS 38655

Buildings / Units: 4 / 64

*Total Development Costs: \$15,517,847.00

Total Cost / Sq. Ft: \$261.24

Total Cost /Unit: \$242,466.36

Max TDC /Unit: \$194,621.38

*Excluded from TDC Calculation - Reserves and Community Facilities Costs

TDC Limit Waived for PRIME Applications

Narrative

The Burrow is a proposed 64 unit, new construction, multifamily development located at 1510 Corbin Road in Hammond, Louisiana. The development will consist of 12 1-BR units, 40 2-BR units and 12 3-BR units.

THE BURROW HAMMOND, LOUISIANA

Reason for Requested Approval

Final approval of sale of:

- \$9,500,000 in Multifamily Housing Revenue Bonds

Project History and Previous Board Action

Mortgage Revenue Bonds approved at the July 2020 Board Meeting
Awarded \$7,488,000 in CDBG funds from the 2020 PRIME Funding Round at the June 2020 Board Meeting

Development Team

Developer - Rosemark Real Estate - Cullen Reeves
 Syndicator - Regions Bank
 Accountant - Little and Associates, LLC
 Attorney - Coleman Talley, LLP
 Architect - McCarty Architects, PA
 Management Company - Latter and Blum Property Management, Inc.
 Builder/Contractor - Winters Construction, LLC

Project Specifics

Construction Costs	Amount
Land Acquisition	\$750,000.00
Total Hard Costs	\$11,695,141.00
Construction Contingency	\$507,300.00
Total Developer's Fee	\$1,733,045.00
Soft Costs / Other	\$1,292,321.00
Total Development Cost	\$15,977,807.00
Initial Reserves	(\$209,960.00)
Community Facilities Costs	(\$250,000.00)
Maximum TDC Limit	\$194,621.38
Adjusted TDC/ % of Max TDC Limi	\$15,517,847.00

Unit Mix

0 BR	1 BR	2 BR	3 BR	4 BR
0	12	40	12	0

Development Costs

* Total Development Costs	\$15,517,847
Total Units	64
Total Buildings	4
Total Cost/Unit	\$242,466
Total Square Feet	59,400
Total Cost/Sqft	\$261

Funding Sources

Conventional Permanent Loan	\$2,898,366.00
CDBG-DR Gap Financing Loan	\$7,488,000.00
Deferred Developer Fee	\$370,000.00
Estimated LIHTC Equity Proceeds	\$5,221,441.00
Total Sources of Funds	\$15,977,807.00

2020 Application / 2020 PRIME NOFA Funding Round
 The Burrow

Total Development Cost		\$	15,977,807	
Less:	Acquisition:			
	Building	\$	-	
	Land	\$	(750,000)	
	Developer Fee	\$	(1,733,045)	
	Reserves:	\$	(208,077)	
	Builder Profit/OH IOI	\$	-	
Developer Fee Base		\$	13,286,685	
Developer Fee Rehab	15%	\$	1,993,003	
Developer Fee Acquisition	5%	\$	-	<i>not allowed for land</i>
				\$ -
Total Allowable Developer Fee		\$	1,993,003	

LOUISIANA HOUSING CORPORATION

The following resolution was offered by _____ and seconded by _____:

RESOLUTION

A resolution accepting the proposal of Churchill Mortgage Investment LLC or such other purchaser as may be designated by the Taxpayer for the purchase of a not to exceed Nine Million, Five Hundred Thousand Dollars (\$9,500,000) Multifamily Housing Governmental Note for The Burrow located at 1510 Corbin Road, Hammond, Tangipahoa Parish, Louisiana 70403, in one or more series; fixing the parameter terms of said governmental note and otherwise providing with respect to said governmental note; and providing for other matters in connection with the foregoing.

WHEREAS, the Board of Directors (the “**Board**”) of the Louisiana Housing Corporation (the “**LHC**” or the “**Corporation**”) on July 8, 2020, adopted a resolution approving and authorizing the issuance of not exceeding Nine Million, Five Hundred Thousand Dollars (\$9,500,000) of Louisiana Housing Corporation Multifamily Housing Revenue Bonds (The Burrow Project) in one or more series and authorized the publication of a Notice of Intention to Sell at Private Sale (the “**Notice**”) in connection therewith; and

WHEREAS, said bonds are being issued and designated as a “Louisiana Housing Corporation Multifamily Housing Governmental Note (The Burrow Project)” in the aggregate principal amount not to exceed Nine Million, Five Hundred Thousand Dollars (\$9,500,000) (the “**Governmental Note**”) for the purpose of providing funds to (i) pay the cost for the acquisition, construction, and/or equipping of a multifamily housing facility serving low and moderate income households in Hammond, Tangipahoa Parish (the “**Project**”), (ii) fund such reserve accounts as may be required and (iii) pay the costs of issuance associated with the Governmental Note; and

WHEREAS, as set forth in said resolution, the Notice of Sale was published on October 26, 2020 in “*The Advocate*” and in the “*The Daily Journal of Commerce*” for an amount not to exceed Nine Million, Five Hundred Thousand Dollars (\$9,500,000); and

WHEREAS, in accordance with the aforesaid resolution adopted by the LHC on July 8, 2020, the sale of the Governmental Note was scheduled for November 18, 2020; and

WHEREAS, the LHC did meet on November 18, 2020, at 10:00 a.m., Louisiana time, for the purpose of receiving and considering the proposal of Churchill Mortgage Investment LLC or such other purchaser (the “**Purchaser**”) as may be designated by The Burrow 2020, LP, a Louisiana limited partnership (the “**Taxpayer**”), and taking action with respect to the parameter

sale of a not exceeding Nine Million, Five Hundred Thousand Dollars (\$9,500,000) of the Governmental Note pursuant thereto;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the LHC, acting as the governing authority of said LHC, that:

SECTION 1. The parameter written terms submitted this day by Churchill Mortgage Investment LLC or such other purchaser as may be designated by the Taxpayer, for the purchase of the Governmental Note designated “Louisiana Housing Corporation Multifamily Housing Governmental Note (The Burrow Project)” in on more series in the aggregate principal amount not exceeding Nine Million, Five Hundred Thousand Dollars (\$9,500,000), at an interest rate not exceeding 12% per annum, and for a maturity not exceeding 40 years, authorized under and pursuant to the provisions of a Funding Loan Agreement (the “**Funding Loan Agreement**”), by and between the LHC, the Purchaser, and a fiscal agent to be determined (the “**Fiscal Agent**”), and the LHC be, and the same are hereby awarded to the Purchaser; provided, however, that the sale and delivery of the Governmental Note are conditioned upon approval by the State Bond Commission and compliance with any and all approvals and/or certifications required by the Louisiana Attorney General. The sale of the Governmental Note in accordance with said Funding Loan Agreement is hereby authorized and approved. The Chairman, Executive Director and/or Secretary of the Corporation are hereby authorized and directed for, on behalf of and in the name of the LHC, to execute, deliver and approve such instruments, documents and certificates as may be required or necessary, convenient or appropriate to the financing described herein, including, but not limited to, the following described documents for the Governmental Note on file with the LHC:

- (i) Funding Loan Agreement,
- (ii) Project Loan Agreement, and
- (iii) Tax Regulatory Agreement.

The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended, and with the approval of Counsel to the LHC or Bond Counsel. As provided in the resolution adopted by the LHC on July 8, 2020, the costs of financing the Project will be paid out of the proceeds from the sale of the Governmental Note, in one or more series, which shall be special, limited obligations of the LHC, payable solely out of the revenues derived by the LHC with respect to the Project for which financing is made available, and the Governmental Note and the interest thereon shall never constitute the debt or indebtedness of the LHC, the State of Louisiana (the “**State**”), or any political subdivision thereof within the meaning of any provision or limitation of the Constitution or statutes of the State, nor shall the same give rise to a pecuniary liability of the LHC or the State or any political subdivision thereof or a charge against their general credit or taxing power, and such limitation shall be plainly stated on the face of the Governmental Note.

SECTION 2. A bank is to be designated by the Taxpayer or LHC as Fiscal Agent and Paying Agent with respect to the Governmental Note in accordance with the provisions of the Funding Loan Agreement.

SECTION 3. In order to accomplish the sale of the Governmental Note in accordance with the terms of this resolution, either the Chairman, Executive Director and/or Secretary of the Corporation, are hereby authorized and directed to execute and deliver, for and on behalf of the LHC, the Funding Loan Agreement in substantially the form thereof which is now before this LHC and filed with the Secretary of this Board of Directors with such revisions or changes as may be approved by Bond Counsel.

SECTION 4. The Governmental Note will be dated, will be in the denominations and will have all the terms set forth in the Funding Loan Agreement. The Governmental Note is a limited obligation of the Corporation and will be payable solely out of the income, revenues and receipts derived from the Project and funds and accounts held under and pursuant to the Funding Loan Agreement and pledged therefor.

SECTION 5. The Governmental Note shall be subject to repayment in accordance with the Funding Loan Agreement.

SECTION 6. The Chairman, Executive Director and/or Secretary of the Corporation are hereby approved, authorized and directed to execute and deliver or cause to be executed and delivered all documents required to be executed on behalf of the LHC and delivered to effect delivery of the Governmental Note to the Purchaser or deemed by any of them necessary or advisable to implement this resolution or the Funding Loan Agreement, or to facilitate the sale of the Governmental Note.

By virtue of LHC's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are expressly conditioned upon, and it 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 Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 7. The Chairman, Executive Director and/or Secretary of the Corporation shall cause to be executed for and on behalf of the LHC the aforementioned Governmental Note in accordance with the Funding Loan Agreement, and shall effect the delivery thereof to the Purchaser in accordance with the Funding Loan Agreement. The Chairman, Executive Director and/or Secretary of the Corporation of the LHC shall receive from the Purchaser for the account of the LHC the purchase price of the Governmental Note and shall deposit the same with the Fiscal Agent under the Funding Loan Agreement in accordance with the provisions thereof.

SECTION 8. This resolution shall take effect immediately.

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 18th day of November, 2020.

Chairman

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”), do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by said Board of Directors on November 18, 2020, entitled: “A resolution accepting the proposal of Churchill Mortgage Investment LLC or such other purchaser as may be designated by the Taxpayer for the purchase of a not to exceed Nine Million, Five Hundred Thousand Dollars (\$9,500,000) Multifamily Housing Governmental Note for The Burrow located at 1510 Corbin Road, Hammond, Tangipahoa Parish, Louisiana 70403, in one or more series; fixing the parameter terms of said governmental note and otherwise providing with respect to said governmental note; and providing for other matters in connection with the foregoing.”

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the LHC on this, the 18th day of November, 2020.

Secretary

(SEAL)
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