

HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY
Board Meeting – June 1, 2022 – 3:00 pm
The Palm Room at the Pinellas County Communications Building
333 Chestnut Street
Clearwater, FL 33756

AGENDA

1. CALL TO ORDER

Pledge of Allegiance
Introductions

2. PUBLIC COMMENTS

3. APPROVAL OF MINUTES

A. May 2022

4. TREASURER'S REPORTS

A. April 2022

1. General Fund
2. Housing Trust Fund
3. Land Assembly Fund

5. COMMUNICATIONS TO THE AUTHORITY

A. Suncoast Housing Connections usage report - \$100,000 loan

6. REPORTS BY STAFF

A. HFA Operations and Multi-Family Update – Kathryn Driver

1. Occupancy Report

B. Single Family Update – Karmen Lemberg

C. Special Projects Update – Lolitha Stone

7. NEW BUSINESS

A. Clear Bay Terrace – Kathryn Driver

1. Memo

2. Credit Underwriting Report

3. Resolution 2022-07

- a. Form of Indenture of Trust Agreement
- b. Form of Loan Agreement
- c. Form of Mortgage, Assignment of Rents, Security Agreement and Fixture Filing
- d. Form of Mortgage Assignment
- e. Form of Land Use Restriction Agreement
- f. Form of Fee Guaranty and Environmental Indemnity Agreement
- g. Form of Guaranty of Completion
- h. Form of Guaranty of Operating Deficits
- i. Form of Compliance Monitoring Agreement
- j. Form of Construction Loan Servicing Agreement
- k. Form of Bond Purchase Agreement

Persons are advised that, if they decide to appeal any decision made at this meeting/hearing, they will need a record of the proceedings, and, for such purposes, they may need to ensure that a verbatim record of the proceedings is made, which includes testimony and evidence upon which the appeal is to be based.

- B. Skyway Lofts – Kathryn Driver/Mike Cronin
 - 1. Memo and Direction Letter
 - 2. Resolution 2022-08
 - a. Purchase and Sale Agreement
 - b. Land Trust Agreement
 - c. Ground Lease with Exhibits
- C. Bear Creek Commons – Kathryn Driver/Mike Cronin
 - 1. Memo and Direction Letter
 - 2. Resolution 2022-09
 - a. Sales Contract and Amendments
 - b. Assignment of PSA
 - c. Land Trust Agreement
 - d. Ground Lease with Exhibits
- D. Second Amendment to Ground Lease (Lealman Habitat Land Trust, Dated April 27, 2021) – Kathryn Driver/Mike Cronin
 - 1. Resolution 2022-10
 - 2. Second Amendment to Ground Lease
- E. Board Records – Kathryn Driver
 - 1. Memo – Cost Model for Board Record Services
 - 2. Memorandum of Understanding

8. BOARD MEMBER COMMENTS

9. ADJOURNMENT

Upcoming...

Next Meeting July 13, 2022
The Palm Room at the Pinellas County Communications Building
333 Chestnut Street
Clearwater, FL 33756

EVENTS

FLALHFA Educational Conference July 6-8, 2022

Meeting materials that are not currently available in ADA compliant electronic format are available upon request. Contact Kathryn Driver 727-223-6418, Karmen Lemberg 727-223-6419, Lolitha Stone 727-300-0819 or newhome@pinellashfa.com

**Housing Finance Authority Board
Pinellas County
June 1, 2022 Meeting Minutes**

The Housing Finance Authority (HFA) Board of Pinellas County (as created by the Code of Ordinances of Pinellas County, Section 2-386) met in regular session at 3:00 PM in the Palm Room at the Pinellas County Communications Building, 333 Chestnut Street, Clearwater, Florida.

Present

Steven Beal, Chairman
Robyn Fiel, Vice-Chairman
Paul Burroughs, Assistant Treasurer/Secretary
Kristina Kovarik, Secretary

Not Present

Kim Wagner, Treasurer

Others Present

Kathryn Driver, Executive Director, HFA
Karmen Lemberg, Director of Homeownership Programs and Operations, HFA
Lolitha Stone, Director of Special Programs, HFA
Michael Cronin, Attorney, Johnson, Pope, Bokor, Ruppel & Burns, LLP
Debbie Berner, RBC Capital Markets
Barbara Clark, Barbara Clark & Co.
David Jones, CSG Advisors
Robert Reid, Bryant Miller Olive, PA
Tim Wranovix, Raymond James
Teresa Ribble, Board Reporter, Deputy Clerk
Other interested individuals

All documents provided to the Clerk's Office have been filed and made a part of the record.

CALL TO ORDER

Chairman Beal called the meeting to order at 3:00 PM and led the Pledge of Allegiance. At his request, those attending in person introduced themselves, and those attending virtually were introduced by Ms. Lemberg.

PUBLIC COMMENTS

No one responded to the Chairman's call for public comment.

APPROVAL OF MINUTES

Ms. Fiel made a motion to approve the minutes of the May 4, 2022 meeting. The motion was seconded by Mr. Burroughs and carried unanimously.

TREASURER'S REPORTS

General Fund – April 2022

Ms. Fiel presented the HFA General Fund financial statements for the month of April 2022; whereupon, she reviewed the April Cash Roll Report and moved to approve the reports as presented. The motion was seconded by Ms. Kovarik and carried unanimously.

Housing Trust Fund – April 2022

Ms. Fiel presented the HFA Housing Trust Fund financial statements for the month of April 2022; whereupon, she reviewed the April Cash Roll Report and moved to approve the reports as presented. The motion was seconded by Mr. Burroughs and carried unanimously.

Land Assembly Fund – April 2022

Ms. Fiel presented the HFA Land Assembly Fund financial statements for the month of April 2022; whereupon, she reviewed the April Cash Roll Report and moved to approve the reports as presented. The motion was seconded by Ms. Kovarik and carried unanimously.

COMMUNICATIONS TO THE AUTHORITY

Suncoast Housing Connections Usage Report - \$100,000 Loan

Ms. Driver indicated that a monthly report detailing usage of the loan with Suncoast Housing Connections is included in the agenda packet.

REPORTS BY STAFF

HFA Operations and Multi-Family Update

Ms. Driver indicated that the multi-family occupancy report is included in the agenda packet and reported on the following matters:

- Clear Bay Terrace is being presented to the Board at today's meeting for final bond approval, and Creekside Manor I and II is expected to be presented for approval in either July or August. Both properties are acquisition/rehabilitation projects and provide housing for senior citizens.
- At its May 24 meeting, the Board of County Commissioners (BCC) approved the Tax Equity Fiscal Responsibility Act (TEFRA) bond issuance for the new construction multi-family project, Oakhurst Trace. It will be presented to the HFA for final bond approval following completion of the credit underwriting process.
- A TEFRA hearing was held for the new construction Seminole Square Apartments' project, and the TEFRA bond issuance will be scheduled to be presented for approval by the BCC.
- Discussions are occurring with several developers regarding potential new construction multifamily transactions.
- A Land Assembly Fund transaction with the City of St. Petersburg, Bear Creek Commons, and a Pinellas County Land Assembly Fund transaction, Skyway Lofts, are being presented to the HFA today for final approval.
- A meeting is scheduled for next week to discuss recommendations for presentation to the BCC regarding changes to the Program Guidelines for the Penny for Pinellas Affordable Housing Program.
- The deadline for submittal of the members' annual financial disclosure report to the Supervisor of Elections is July 1.
- Staff is primarily working from home because of structural concerns at the office location.

Single Family Update

Ms. Lemberg indicated that three loans were purchased in May and anticipates at least one being purchased in June; that interest rates are continuing to be monitored with CSG Advisors; that discussions are being held regarding potential strategies for dealing with

current market volatility related to single family bond issuance; and that she is pleased to report that Caliber Home Loans was just added as a lender. She noted that a brief presentation was made to a remote realtor class with the Pinellas Realtor organization on May 10; and that a Pinellas County School Board presentation was held on May 19.

Special Projects Update

Ms. Stone indicated that she is working with several Land Trust homeowners to help prepare their homes for listing; that she continuously works with homeowners regarding refinancing, as well as referring them to credit education classes; and that she is working on a Ground Lease Question and Answer document, which will be sent to homeowners in June. She noted that on May 10 she attended the first home dedication for a property that is part of the Lealman Habitat Land Trust; and that she is currently verifying income for two additional candidates for Lealman Habitat homes, with expected home dedications in June.

Ms. Stone noted that Regions Bank is continuing to offer its financial workshops online; and that she is working with various companies on obtaining additional workshops to help meet the needs of the youth who are part of the Ready for Life organization, which also continues to function virtually.

NEW BUSINESS

Clear Bay Terrace

RESOLUTION NO. 2022-07 OF THE HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY, FLORIDA AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$15,400,000 MULTIFAMILY MORTGAGE REVENUE BONDS (CLEAR BAY TERRACE), SERIES 2022 (THE "BONDS"); APPOINTING A TRUSTEE, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST WITH U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, AS TRUSTEE, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH THE AUTHORITY AND CLEAR BAY TERRACE VOA AFFORDABLE HOUSING, LP, AS BORROWER, APPROVING THE FORM OF THE SECURITY INSTRUMENT AND APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF THE ASSIGNMENT OF MORTGAGE AND LOAN DOCUMENTS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LAND USE RESTRICTION AGREEMENT; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FEE GUARANTY AND ENVIRONMENTAL INDEMNITY AGREEMENT, GUARANTY OF OPERATION DEFICITS AND GUARANTY OF COMPLETION RELATING TO THE BONDS; APPOINTING A COMPLIANCE AGENT WITH RESPECT TO THE PROJECT AND APPROVING THE FORM OF COMPLIANCE MONITORING AGREEMENT;

APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A CONSTRUCTION LOAN SERVICING AGREEMENT; DETERMINING THE NEED FOR A NEGOTIATED PRIVATE SALE OF THE BONDS AND DELEGATING TO THE CHAIRMAN OR VICE CHAIRMAN THE AUTHORITY TO APPROVE THE TERMS OF SUCH PRIVATE PLACEMENT SUBJECT TO CERTAIN CRITERIA; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS; AUTHORIZING THE PROPER OFFICERS TO DO ALL THINGS NECESSARY OR ADVISABLE; AND PROVIDING AN EFFECTIVE DATE FOR THIS RESOLUTION.

Ms. Driver introduced the item, noting that it is for consideration of financing for Clear Bay Terrace Apartments, an existing 101-unit senior multifamily acquisition/rehabilitation project; whereupon, she indicated that Volunteers of America representative, Rodrigo Galavis, is present to answer questions.

Mr. Galavis indicated that the project is ready to be closed within the next three weeks, with all financing in place; and that a relocation firm has been hired to manage compliance issues and to assist the existing tenants, including the provision of a full-time, onsite individual to support the tenants during the construction process.

Responding to a query by Mr. Burroughs, Mr. Galavis indicated that he feels his company has a good financial cushion for continuing to move the project forward in the event that any additional cost increases occur.

Mr. Reid summarized the resolution and its related customary documents, indicating that it is an authorizing resolution in form; whereupon, Ms. Kovarik made a motion to approve Resolution No. 2022-07. The motion was seconded by Ms. Fiel and carried unanimously.

Skyway Lofts

RESOLUTION NO. 2022-08 OF THE HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY, FLORIDA AUTHORIZING, APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH THE SKYWAY LOFTS PROPERTY TO PROVIDE AFFORDABLE HOUSING IN ACCORDANCE WITH THE DIRECTIVES AND INITIATIVES OF THE *PINELLAS COUNTY COMMUNITY HOUSING PROGRAM-AFFORDABLE HOUSING LAND ASSEMBLY FUND*; AUTHORIZING THE ACQUISITION OF REAL PROPERTY UTILIZING MONIES FROM THE *PINELLAS COUNTY COMMUNITY HOUSING PROGRAM-AFFORDABLE HOUSING LAND ASSEMBLY FUND*; AUTHORIZING THE CREATION AND FORMATION OF THE PINELLAS COUNTY LAND ASSEMBLY TRUST-SKYWAY LOFTS; AUTHORIZING FUTURE CONVEYANCE AND PURCHASE OF THE SUBJECT PROPERTY TO THE PINELLAS COUNTY LAND ASSEMBLY TRUST-SKYWAY LOFTS; AUTHORIZING A GROUND LEASE AND OTHER RELATED FINANCING DOCUMENTS, INCLUDING A LAND USE RESTRICTION AGREEMENT

AND OTHER RELATED AGREEMENTS; DELEGATING AUTHORITY TO IMPLEMENT THESE ACTIONS; AUTHORIZING ADDITIONAL REQUIRED ACTIONS AND PROVIDING AN EFFECTIVE DATE.

Ms. Driver introduced the item and provided background information related to Skyway Lofts, including that it is a fully-constructed 65-unit multifamily development; that it was approved for Pinellas County Land Assembly funds after construction began; and that since the developer is now ready to convert to a permanent loan, the HFA can purchase the property on which the development is located; whereupon, Attorney Cronin indicated that the resolution is in standard form for land assembly fund transactions and summarized what its approval authorizes.

Mr. Burroughs made a motion to approve Resolution No. 2022-08. The motion was seconded by Ms. Fiel and carried unanimously.

Bear Creek Commons

RESOLUTION NO. 2022-09 OF THE HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY, FLORIDA AUTHORIZING, APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH THE BEAR CREEK COMMONS PROPERTY TO PROVIDE AFFORDABLE HOUSING IN ACCORDANCE WITH THE DIRECTIVES AND INITIATIVES OF *THE CITY PENNY LAND PROGRAM*; AUTHORIZING THE ACQUISITION OF REAL PROPERTY UTILIZING MONIES FROM THE *CITY PENNY LAND PROGRAM*; AUTHORIZING THE CREATION AND FORMATION OF THE ST. PETERSBURG LAND ASSEMBLY TRUST-BEAR CREEK COMMONS; AUTHORIZING FUTURE CONVENYANCE AND PURCHASE OF THE SUBJECT PROPERTY TO THE ST. PETERSBURG LAND ASSEMBLY TRUST-BEAR CREEK COMMONS; AUTHORIZING A GROUND LEASE AND OTHER RELATED FINANCING DOCUMENTS, INCLUDING A LAND USE RESTRICTION AGREEMENT AND OTHER RELATED AGREEMENTS; DELEGATING AUTHORITY TO IMPLEMENT THESE ACTIONS; AUTHORIZING ADDITIONAL REQUIRED ACTIONS AND PROVIDING AN EFFECTIVE DATE.

Ms. Driver introduced the item, relaying that it is the HFA's first transaction utilizing City of St. Petersburg land assembly funds; that it is an 85-unit new construction multifamily senior development; and that purchase of the property is occurring prior to bond issuance so that the developer can assume responsibility for property maintenance, including completion of pre-construction demolition work; whereupon, she indicated that Angela Hatcher, Blue Sky Communities, is present to answer questions.

Ms. Hatcher indicated that a meeting regarding the development is being held today with the City of St. Petersburg's Development Review Commission; that she anticipates no delays with permit approvals; that the church which is on the property is moving to a new

location; and that demolition of the structure will occur once her company has control of the property and the demolition permit is issued.

Responding to a query by Chairman Beal, Ms. Hatcher confirmed that the church is currently vacant.

Referencing the direction letter included in the agenda packet and noting again the fact that the land is being acquired prior to bond closing, Ms. Driver related that the City is requiring certain milestones that must be met by the developer in order to keep the transaction moving forward; and that the conditions have been memorialized in the appropriate lease documents.

Attorney Cronin reviewed the resolution and what approval authorizes, indicating that while it is in standard format for the County's land assembly fund transactions, the City requested a modification to exclude the usage of the word "Assembly" for this transaction and is denoted in the resolution as *St. Petersburg Land Trust-Bear Creek*; whereupon, he expressed appreciation to City staff and to its Attorney's Office for providing a great deal of assistance.

Ms. Fiel made a motion to approve Resolution No. 2022-09. The motion was seconded by Ms. Kovarik and carried unanimously.

Second Amendment to Ground Lease (Lealman Habitat Land Trust, Dated April 27, 2021)

RESOLUTION NO. 2022-10 OF THE HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY, FLORIDA AUTHORIZING AND APPROVING CERTAIN ACTIONS IN CONNECTION WITH THE LEALMAN HABITAT LAND TRUST AGREEMENT FOR THE DEVELOPMENT OF AFFORDABLE HOUSING IN ACCORDANCE WITH THE DIRECTIONS AND INITIATIVES OF THE PINELLAS COUNTY *COMMUNITY HOUSING PROGRAM*; AUTHORIZING EXECUTION OF AN AMENDMENT OF THE MASTER GROUND LEASE WITH HABITAT FOR HUMANITY OF PINELLAS COUNTY, INC. TO PROVIDE FOR AN OPTION TO EXTEND THE TERM OF THE MASTER GROUND LEASE; DELEGATING AUTHORITY TO IMPLEMENT THESE ACTIONS; AUTHORIZING ADDITIONAL REQUIRED ACTIONS AND PROVIDING AN EFFECTIVE DATE.

Ms. Driver provided background information related to the Lealman Habitat Land Trust, relating that Habitat for Humanity of Pinellas County, Inc. will enter subleases with each homeowner; that the Trust's master ground lease and sublease provide for initial 99-year terms; and that the sublease provided a renewal option for a second 99-year term, while the master ground lease did not; whereupon, Attorney Cronin indicated that approval of the resolution authorizes the amendment, which adds the option to extend the master

ground lease for one additional 99-year term and adjusts the sublease proportionate cost sharing.

Sean King, Habitat for Humanity of West Pinellas and Pasco Counties, shared that one home has been completed; and that seven homes will be built in June; whereupon, he indicated that he will let the members know when the dedication for the homes is scheduled and invited them to attend.

Ms. Fiel made a motion to approve Resolution No. 2022-10. The motion was seconded by Mr. Burroughs and carried unanimously.

Board Records

Ms. Driver introduced the item by providing a summary of services provided to the HFA by the Board Records Department, which include staff attendance at Board meetings and TEFRA hearings for the purpose of recording, transcribing, and compiling minutes, as well as long-term meeting record retention and responding to official record requests. She referenced a memorandum from the Clerk of the Circuit Court and Comptroller Ken Burke and summarized its contents, including current rate of billing compared to actual cost and a proposed modification to the current billing arrangement. Ms. Driver elaborated on the fact that the amount of work being done is not being covered by the current fee structure and requested approval of the *Memorandum of Understanding for the Provision of Board Record Services to Housing Finance Authority of Pinellas County* included in the agenda package.

Responding to a query by Mr. Burroughs, Ms. Driver explained that the proposed cost model may fluctuate each fiscal year based upon a two-year lookback of actual costs, but there will be a not-to-exceed total of \$7,000 each fiscal year; and that an estimated calculation for each fiscal year will be provided in ample time for HFA budgeting purposes.

A motion was made by Mr. Burroughs to approve the Memorandum of Understanding. The motion was seconded by Ms. Kovarik and carried unanimously.

BOARD MEMBER COMMENTS

Attorney Cronin referenced Ms. Driver's remarks from earlier in the meeting regarding staff safety and the current location, Plymouth Plaza, and a desire to find a new office location. He, with input by Ms. Driver, provided insight into concerns regarding general upkeep and cleanliness, closure of the parking garage due to structural concerns, and the death of a worker making repairs to a stairwell. Summarizing the matter, Attorney Cronin indicated that he is requesting staff be given the authority to begin the process of

locating a different office space and negotiating a new lease agreement; that a new lease agreement will be brought to the Board for final approval; and that he will continue working with the landlord's attorney regarding the remainder of the current lease.

Chairman Beal voiced consensus of the members present regarding agreement for staff to move forward with negotiating a new lease agreement for a different location.

Chairman Beal provided reminders related to next month's Board meeting on July 13 and the Florida Association of Local Housing Finance Authorities' 2022 Conference in Sarasota, July 6 through 8.

ADJOURNMENT

The meeting adjourned at 3:45 PM.