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CITY SECRETARY
DALLAS, TEXAS



City of Dallas

DALLAS HOUSING FINANCE CORPORATION
REGULAR MEETING

Tuesday, November 12, 2024 at 12:00 PM
Dallas City Hall, L1FN Auditorium and Videoconference
Video Conference Link: Click [HERE](#)

Telephone: +1-469-210-7159 United States Toll (Dallas), +1-408-418-9388 United States Toll

Access Code: 2483 681 8180

Meeting Password: QmsDCyY2A43

Public Notice

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POSTED CITY SECRETARY
DALLAS, TX

The City of Dallas will make Reasonable Accommodations/Modifications to programs and/or other related activities to ensure any and all residents have access to services and resources to ensure an equitable and inclusive meeting. Anyone requiring auxiliary aid, service, and/or translation to fully participate in the meeting should notify the Housing & Neighborhood Revitalization Department by calling (214) 670-3677, three (3) business days prior to the scheduled meeting. A video stream of the meeting will be available twenty-four (24) hours after adjournment by visiting <https://dallastx.new.swagit.com/views/113>.

Individuals and interested parties wishing to speak must register with the Housing & Neighborhood Revitalization Department call (214) 670-3677 or email jaclyn.schroeder@dallas.gov, twenty-four (24) hours prior to the meeting date and time.

La Ciudad de Dallas llevará a cabo Adecuaciones/Modificaciones Razonables a los programas y/u otras actividades relacionadas para asegurar que todos y cada uno de los residentes tengan acceso a los servicios y recursos para asegurar una reunión equitativa e inclusiva. Cualquier persona que requiera asistencia adicional, servicio y/o interpretación para poder participar de forma íntegra en la reunión debe notificar a Housing & Neighborhood Revitalization Department llamando al (214) 670-3677, tres (3) días hábiles antes de la reunión programada. Una transmisión en video de la reunión estará disponible dos días hábiles luego de la finalización de la reunión en <https://dallastx.new.swagit.com/views/113>.

Las personas y las partes interesadas que deseen hacer uso de la palabra deben registrarse en Housing & Neighborhood Revitalization Department llamando al (214) 670-3677, veinticuatro (24) horas antes de la fecha y horario de la reunión.

- I. **Call to Order – Marcy Helfand, President**
- II. **Roll Call – Jaclyn Schroeder, Housing Project Manager**
- III. **Public Comments on items IV – XIII**
- IV. **Approval of the minutes for the October 8, 2024 City of Dallas Housing Finance Corporation (“DHFC” or the “Corporation”) Meeting – Marcy Helfand, President**
- V. **Action Item: Resolution for 2929 Wycliff, a multifamily residential development located at 2929 Wycliff Avenue in the City of Dallas, Dallas County, Texas 75219 – Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel,**

Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.

Consider and adopt partnership resolutions approving the form and substance of and authorizing the execution and delivery of documents and instruments necessary to carry out the financing and operation of 2929 Wycliff (the “Development”) and containing other provisions relating to such Development, including resolutions approving the ground lease between Dallas 2929 Properties KI, LLC (the “Borrower”) and DHFC 2929 Wycliff Landowner, LLC, approving the regulatory agreement with respect to the Development, authorizing financing for the Development to include: an equity investment by Dallas 2929 Properties JV KI, LLC to Dallas 2929 Properties Master JV, L.P., the sole member of the Borrower and loan financing from Grandbridge Real Estate Capital LLC to the Borrower, and authorizing and ratifying actions and the execution of documents by the Corporation’s President, other officers, General Manager and Assistant General Manager in connection with the above-referenced transactions.

VI. **Action Item: Resolution for Waterford at Goldmark, a multifamily residential development located at 13695 Goldmark Drive in the City of Dallas, Dallas County, Texas 75240 – Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel, Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.**

- a. Consider and adopt a financing resolution authorizing the issuance, sale and delivery of the City of Dallas Housing Finance Corporation Multifamily Housing Revenue Notes (Waterford at Goldmark) Series 2024, with the proceeds of such governmental note (the “Note Financing”) to be loaned to 13695 Goldmark Drive (TX) Owner LP (the “Borrower”) to finance a portion of the cost of the rehabilitation of “Waterford at Goldmark,” a multifamily residential development located at 13695 Goldmark Drive (the “Development”); and
- b. Consider and adopt partnership resolutions approving the form and substance of and authorizing the execution and delivery of documents and instruments necessary to carry out the financing and rehabilitation of the Development and containing other provisions relating to such Development, including a resolution approving the ground lease between the Borrower and DHFC Waterford at Goldmark Landowner, LLC; and resolutions authorizing the admission of DHFC Waterford at Goldmark GP, LLC (the “General Partner”) to the Borrower and financing for the Development to include: equity financing by PNC Bank, National Association (“PNC”), the Note Financing, a construction loan from PNC, a bridge loan from PNC, and a sponsor loan.

VII. **Action Item: Resolution for The Hartford Living located at 400 North St. Paul Street in the City of Dallas, Dallas County, Texas 75201, and to be converted to a multifamily residential development** – *Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel, Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.*

- a. Consider and adopt a resolution approving a Memorandum of Understanding with Blue Lofts, Inc. or a designated affiliate for the acquisition, financing, development and operation of The Hartford Living, which will be converted to a multifamily residential development;
- b. Consider and adopt a resolution approving the creation of a limited liability company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Hartford Living Managing Member, LLC and approving the form of a limited liability company agreement and the execution thereof;
- c. Consider and adopt a resolution approving the creation of a limited liability company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Hartford Living Contractor, LLC and approving the form and substance of a limited liability company agreement and the execution thereof; and
- d. Consider and adopt a resolution approving the creation of a limited liability company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Hartford Living Landowner, LLC and approving the form and substance of a limited liability company agreement and the execution thereof.

VIII. **Action Item: Resolution for The Ridge at Loop 12 to be located at 1200 North Walton Walker Boulevard in the City of Dallas, Dallas County, Texas 75211** – *Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel, Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.*

- a. Consider and adopt a resolution approving a Memorandum of Understanding with LDG Multifamily, LLC for the acquisition, construction, financing, development and operation of The Ridge at Loop 12, an approximately 300-unit multifamily residential development;
- b. Consider and adopt a resolution approving the transfer and assignment of DHFC The Ridge at Loop 12 GP, LLC, a Texas limited liability company (the “Company”), to the Corporation; authorizing

the designation of the Corporation as the Sole Member of the Company; and approving the form and substance of an amended and restated limited liability company agreement and the execution thereof;

- c. Consider and adopt a resolution approving the creation of a limited liability company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Ridge at Loop 12 Developer, LLC and approving the form and substance of a limited liability company agreement and the execution thereof; and
- d. Consider and adopt a resolution approving the creation of a limited liability company with the Corporation as the Sole Member with the Texas Secretary of State to be named DHFC The Ridge at Loop 12 Landowner, LLC and approving the form and substance of a limited liability company agreement and the execution thereof.

- IX. **Action Item: Resolution to terminate the Memorandum of Understanding between the Corporation and Opportunity Housing Group, Inc. relating to 555 Ross, a multifamily residential development located at 1777 N Record Street, City of Dallas, Dallas County, Texas 75020 - Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel, Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.**
- X. **Action Item: Resolution to terminate the Memorandum of Understanding between the Corporation and Jefferson at the Central, LLC relating to Jefferson Innova, a multifamily residential development located at 2781 N. Carroll Avenue, City of Dallas, Dallas County, Texas 75204 - Aaron Eaquinto, General Manager; George Rodriguez, Bond Counsel, Bracewell LLP; Ryan Bowen, Corporation Counsel, Chapman and Cutler LLP and Tim Nelson, Senior Managing Director, Hilltop Securities Inc.**
- XI. **Discussion on Housing and Homelessness Solutions Committee Special Called Meeting on October 29, 2024 regarding operation and governance of the Corporation – Marcy Helfand, President**
- XII. **Review and discussion of DHFC Treasurer’s report for the eight-month period ending on August 31, 2024 – Aaron Eaquinto, General Manager**
- XIII. **Review and discussion of the Corporation’s pipeline report as of November 4, 2024 – Aaron Eaquinto, General Manager**
- XIV. **Adjourn – Marcy Helfand, President**

Handgun Prohibition Notice for Meetings of Governmental Entities

"Pursuant to Section 30.06, Penal Code (trespass by license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a concealed handgun."

"De acuerdo con la sección 30.06 del código penal (ingreso sin autorización de un titular de una licencia con una pistola oculta), una persona con licencia según el subcapítulo h, capítulo 411, código del gobierno (ley sobre licencias para portar pistolas), no puede ingresar a esta propiedad con una pistola oculta."

"Pursuant to Section 30.07, Penal Code (trespass by license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a handgun that is carried openly."

"De acuerdo con la sección 30.07 del código penal (ingreso sin autorización de un titular de una licencia con una pistola a la vista), una persona con licencia según el subcapítulo h, capítulo 411, código del gobierno (ley sobre licencias para portar pistolas), no puede ingresar a esta propiedad con una pistola a la vista."

"Pursuant to Section 46.03, Penal Code (places weapons prohibited), a person may not carry a firearm or other weapon into any open meeting on this property."

"De conformidad con la Sección 46.03, Código Penal (coloca armas prohibidas), una persona no puede llevar un arma de fuego u otra arma a ninguna reunión abierta en esta propiedad."

EXECUTIVE SESSION NOTICE

A closed executive session may be held if the discussion of any of the above agenda items concerns one of the following:

1. seeking the advice of its attorney about pending or contemplated litigation, settlement offers, or any matter in which the duty of the attorney to the City Council under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act. [Tex. Govt. Code §551.071]
2. deliberating the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.072]
3. deliberating a negotiated contract for a prospective gift or donation to the city if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.073]
4. deliberating the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing. [Tex. Govt. Code §551.074]
5. deliberating the deployment, or specific occasions for implementation, of security personnel or devices. [Tex. Govt. Code §551.076]
6. discussing or deliberating commercial or financial information that the city has received from a business prospect that the city seeks to have locate, stay or expand in or near the city and with which the city is conducting economic development negotiations; or deliberating the offer of a financial or other incentive to a business prospect. [Tex Govt . Code §551.087]
7. deliberating security assessments or deployments relating to information resources technology, network security information, or the deployment or specific occasions for implementations of security personnel, critical infrastructure, or security devices. [Tex Govt. Code §551.089]