

## KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

Date: June 22, 2023

To: Board of Commissioners

From: Benjamin M. Bentley, Secretary

Subject: **AGENDA**  
Board Meeting of the Board of Commissioners  
**Thursday, June 29, 2023, 5 p.m.**  
901 N. Broadway Street  
Knoxville, TN 37917

1. Call to Order.
2. Motion to add, delete or postpone agenda items.
3. Reports of officers and special presentations.
4. Approval is requested to execute the minutes for the *annual* meeting held on May 25, 2023. [\(Item 4 Attachment\)](#)
5. Approval is requested to execute the minutes for the *regular* meeting held on May 25, 2023. [\(Item 5 Attachment\)](#)

### **NEW BUSINESS**

#### **REDEVELOPMENT** (Jim Hatfield)

6. Approval is requested to grant a Certificate of Completion and Release for 123 S Chestnut Avenue (082NB023) to QB Realty Team, LLC. [\(Item 6 Attachment\)](#)
7. Approval is requested to grant a Certificate of Completion and Release for 2517 Louise Avenue (082NA007) to Paige Hoffman. [\(Item 7 Attachment\)](#)
8. Approval is requested to transfer ownership via quit claim of three parcels located at 2401, 2405 and 2411 Martin Luther King Jr Avenue to SEED. [\(Item 8 Attachment\)](#)
9. Resolution authorizing the negotiation and execution of all documents required to effectuate the closing of Liberty Place Knoxville, a 32-unit permanent supportive housing project for low-income veterans, including the execution of all loan and tax credit partnership guarantees required as well as the ground and PILOT lease. [\(Item 9 Attachment\)](#)

10. Resolution authorizing the execution of various documentation, including quit claim deeds, a development agreement and seller-financing agreements, associated with the sale of two parcels located at 2547 and 2563 Martin Luther King Jr Ave. to Shora Foundation. [\(Item 10 Attachment\)](#)

11. Preliminary Bond Resolution regarding DGA Grosvenor Square LP authorizing execution of a letter of intent enabling KCDC to issue additional revenue bonds in an amount not to exceed \$5,000,000 to finance a new LIHTC construction project in Knoxville. [\(Item 11 Attachment\)](#)

**FINANCE (Nancy White)**

12. Resolution approving Central Office Cost Center and The Manor Operating Budget Revision No. 1 for FY 2023 (July 1, 2022–June 30, 2023). [\(Item 12 Attachment\)](#)

**HOUSING (Sabrina Draplin)**

13. Resolution approving submission of the 2023 Public Housing Agency (PHA) Annual Plan. [\(Item 13 Attachment\)](#)

**POLICIES AND STRATEGIC PARTNERSHIPS (Marisa Moazen)**

14. Approval is requested to adopt eight activities within the Moving To Work Landlord Incentives Cohort #4. [\(Item 14 Attachment\)](#)

Unfinished Business

Public Forum

Adjournment

Next month's agenda review meeting will be held

**Thursday, July 20, 2023 @ 5 p.m.**

Next month's board meeting will be held

**Thursday, July 27, 2023 @ 5 p.m.**

# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## ANNUAL MEETING MINUTES

The Board of Commissioners of the Knoxville's Community Development Corporation met on **May 25, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared present at 5:04 p.m.

**Present:** Chair Kim Henry  
Vice Chair Scott Broyles  
Treasurer Felix Harris  
Commissioner Robert Whetsel  
Commissioner Kathy Hall

**Absent:** Commissioner John Winemiller  
Commissioner Robyn McAdoo

Approval to elect officers. Commissioner Broyles made a motion to elect the slate of officers. Commissioner Harris seconded the motion. All Commissioners present voted "Aye."

The newly-elected officers are:

<b>Chair:</b>	Kim Henry
<b>Vice Chair:</b>	Scott Broyles
<b>Treasurer:</b>	Felix Harris
<b>Secretary:</b>	Benjamin Bentley

With no further business to come before the Board, the meeting adjourned by consent at 5:02 p.m.

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Kimberly K Henry, Chair

Approved:

ATTEST:

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Benjamin M. Bentley, Secretary

Approved:

# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD MEETING MINUTES

The Board of Commissioners of the Knoxville's Community Development Corporation met on **May 25, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared present at 5:03 p.m.

**Present:** Chair Kimberly Henry  
Vice Chair Scott Broyles  
Treasurer Felix Harris  
Commissioner Robert Whetsel  
Commissioner Kathy Hill

**Absent:** Commissioner John Winemiller  
Commissioner Robyn McAdoo

Approval to execute the minutes for the *regular* meeting held on April 30, 2023. **Commissioner Henry moved to approve. Commissioner Broyles seconded the motion. All other Commissioners present voted "Aye."**

### **FINANCE (Nancy White)**

Resolution approving the Operating Budget for the Public Housing Program for the fiscal year 2024 (July 1, 2023 – June 30, 2024). **Commissioner Harris moved to approve. Commissioner Broyles seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-12 is attached.**

Resolution approving the Operating Budget for the Section 8 Programs, Central Office Cost Center, the Redevelopment Program, The Manor and Multi-Family Housing Program for the fiscal year 2024 (July 1, 2023 – June 30, 2024). **Commissioner Whetsel moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-13 is attached.**

### **EXECUTIVE (Ben Bentley)**

Resolution approving and authorizing the execution of a Development Agreement (Stadium Public Infrastructure) with RR Land, LLC or an affiliate of RR Land, LLC. **Commissioner Broyles moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-14 is attached.**

### **PUBLIC FORUM**

None

### **UNFINISHED BUSINESS**

None

### **ADJOURNMENT**

With no further business to come before the Board, the meeting adjourned by consent at 5:30 p.m.

\_\_\_\_\_  
Kimberly K Henry, Chair

Approved:

**ATTEST:**

\_\_\_\_\_  
Benjamin M. Bentley, Secretary

Approved:

DRAFT

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION  
BOARD ACTION FORM  
ATTACHMENT #6**

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Approval is requested to grant a Certificate of Completion and Release for 123 S Chestnut Avenue (Tax ID #082NA007) to QB Realty Team, LLC.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	Budgeted: \$ _____ Expenditure: \$ _____ Source of Funds: _____
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> Property was conveyed to the owner through the City's Homemaker Program. All construction has been completed and the City of Knoxville requests the release be granted. Newly constructed two-story duplex with each unit being approximately 950 square feet and offering a 3BR and 2BR unit. The home will be leased to a low/mod income household.</p> <p><b>2. Why is the action needed now?</b> All the requirements of the Special Warranty Deed have been fulfilled.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC, City of Knoxville, property owner.</p> <p><b>4. What are the long-term and short-term exposures?</b> none</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION</b> (who, when, where)	
<b>ATTACHMENTS</b>	Release, Photos, Certificate of Occupancy, and Map

This instrument prepared by: Knoxville's Community Development Corporation  
901 Broadway, NE  
Knoxville, Tennessee 37917

Tax Identification No:  
082NB023  
123 S Chestnut

**CERTIFICATE OF COMPLETION AND RELEASE**

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION**

This is to certify that all requirements of certain covenants controlling construction of improvements contained in two Special Warranty Deeds dated 7 July 2022, between KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION, Party of the First Part, and QB REALTY TEAM, LLC, a Tennessee limited liability corporation, Party of the Second Part, of record as Instrument Number 202207070001415, in the Office of the Register of Deeds for Knox County, Tennessee, which covenants are designated as the reversionary interest and covenants A through G, have been fully and satisfactorily performed by said Party of the Second Part in accordance with two Homemaker Agreements dated 9 March 2022, and the requirements of said covenants are hereby terminated, and said Party of the Second Part is released from further performance thereunder.

IN WITNESS WHEREOF Knoxville's Community Development Corporation has hereunto executed this Certificate of completion for the purposes therein contained on this the \_\_\_\_\_ day of June, 2023.

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
BENJAMIN M. BENTLEY  
EXECUTIVE DIRECTOR/CEO

STATE OF TENNESSEE  
COUNTY OF KNOX

Before me, a Notary Public in and for the aforesaid State and County, personally appeared Benjamin M. Bentley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Executive Director/CEO of Knoxville's Community Development Corporation, the within named bargainor, a corporation, and that he as such, Executive Director/CEO being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Executive Director/CEO.

WITNESS my hand and seal, at office in Knoxville, Tennessee, this \_\_\_\_\_ day of June, 2023.

\_\_\_\_\_  
Expiration of Commission

\_\_\_\_\_  
Notary Public





# City of Knoxville

Certificate of Occupancy  
Development Services  
Plans Review and Inspections Division

This certifies that the referenced building or portion thereof has been inspected and found to be in compliance with the requirements of the listed code and with the ordinances of the City of Knoxville regulating building construction and use.

Project No.:	IRC-NEW-23-0100	Code Edition at time of Permit Issuance:	2018 International Residential Code
Project Address:	125 S CHESTNUT ST	Construction Type:	NA
Suite:	NA	Occupancy Class:	Residential, IRC
Tenant:	NA	Occupancy Load:	NA
Date CO Issued:	06/05/2023	Zoning Use:	No
		Sprinkler:	No
		Special Conditions:	

Owner: QB REALTY TEAM LLC

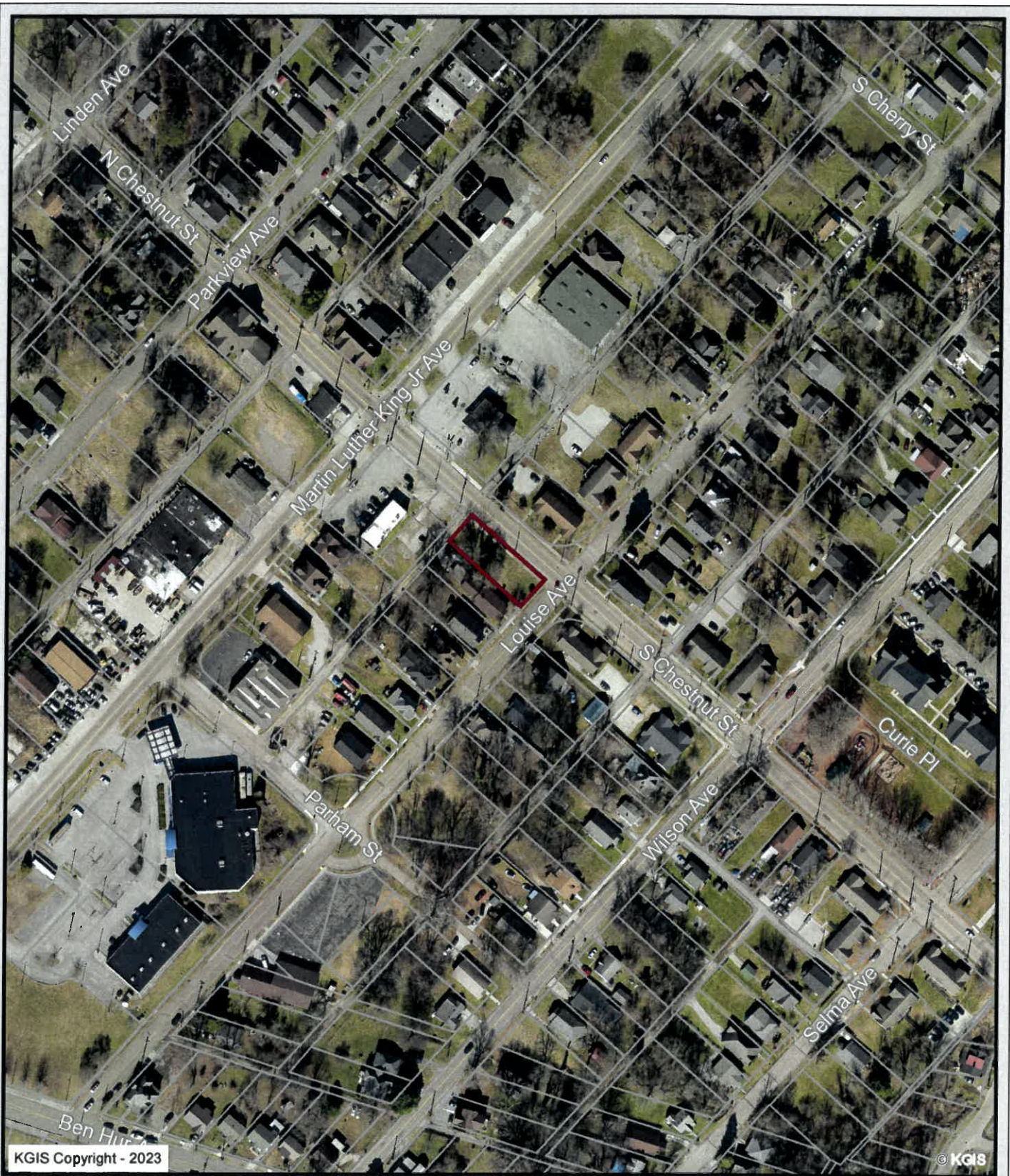
9812 WESTLAND DR KNOXVILLE, TN 37922

Description of Certification: New single-family dwelling unit.

Building Official:



Peter M. Ahrens



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123 S. Chestnut

Knoxville - Knox County - KUB Geographic Information System



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**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION  
BOARD ACTION FORM  
ATTACHMENT #7**

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Approval is requested to grant a Certificate of Completion and Release for 2517 Louise Avenue (Tax ID #082NB023) to Paige Hoffman.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	Budgeted: \$ _____ Expenditure: \$ _____ Source of Funds: _____
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> Property was conveyed to the owner through the City's Homemaker Program. All construction has been completed and the City of Knoxville requests the release be granted. The two houses are 1 story, single-family 3BR/2BA homes measuring approximately 1,100sf of living space.</p> <p><b>2. Why is the action needed now?</b> All the requirements of the Special Warranty Deed have been fulfilled.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC, City of Knoxville, property owner.</p> <p><b>4. What are the long-term and short-term exposures?</b> none</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	
<b>ATTACHMENTS</b>	Release, Photos, Certificate of Occupancy, and Map

This instrument prepared by:     Knoxville's Community Development Corporation  
  901 Broadway, NE  
  Knoxville, Tennessee 37917

Tax Identification No:  
082NA007  
2517 Louise Avenue

**CERTIFICATE OF COMPLETION AND RELEASE**

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION**

This is to certify that all requirements of certain covenants controlling construction of improvements contained in two Special Warranty Deeds dated 6 June 2022, between KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION, Party of the First Part, and PAIGE HOFFMAN, a resident of Knox County, Tennessee, Party of the Second Part, of record as Instrument Number 202206070091945, in the Office of the Register of Deeds for Knox County, Tennessee, which covenants are designated as the reversionary interest and covenants A through G, have been fully and satisfactorily performed by said Party of the Second Part in accordance with two Homemaker Agreements dated 31 March 2022, and the requirements of said covenants are hereby terminated, and said Party of the Second Part is released from further performance thereunder.

IN WITNESS WHEREOF Knoxville's Community Development Corporation has hereunto executed this Certificate of completion for the purposes therein contained on this the \_\_\_\_\_ day of June, 2023.

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
      BENJAMIN M. BENTLEY  
      EXECUTIVE DIRECTOR/CEO

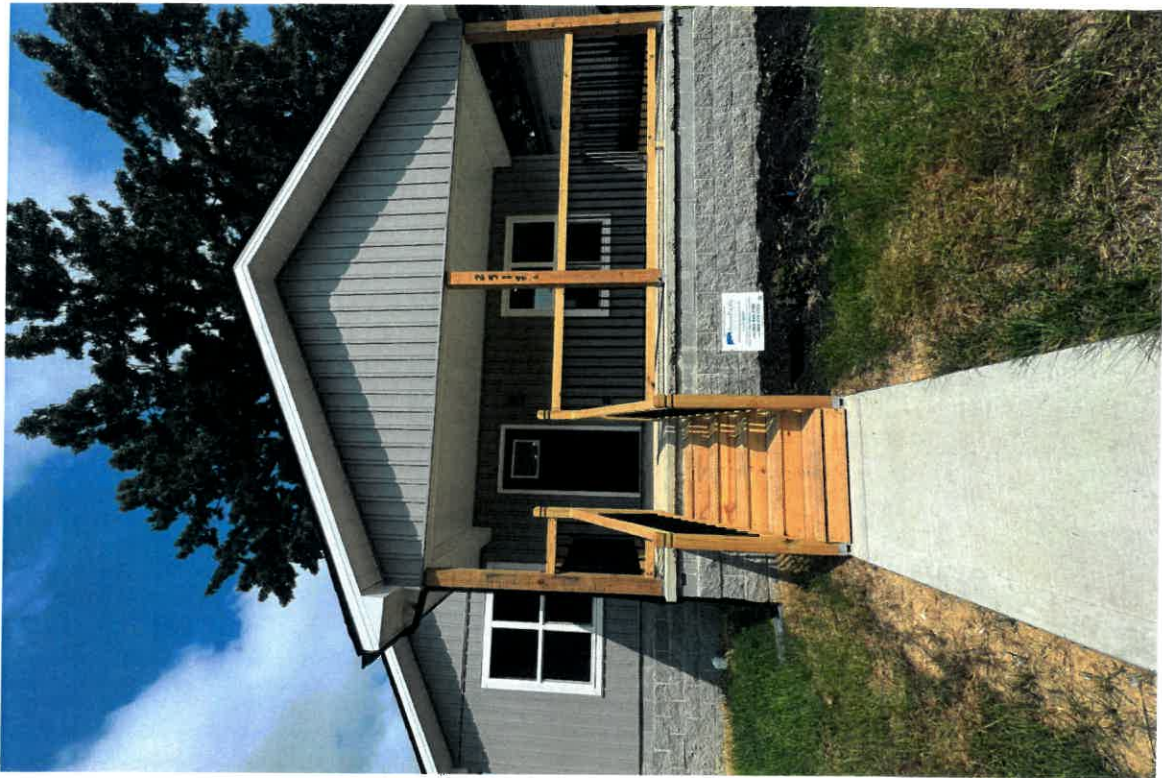
STATE OF TENNESSEE  
COUNTY OF KNOX

Before me, a Notary Public in and for the aforesaid State and County, personally appeared Benjamin M. Bentley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Executive Director/CEO of Knoxville's Community Development Corporation, the within named bargainor, a corporation, and that he as such, Executive Director/CEO being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Executive Director/CEO.

WITNESS my hand and seal, at office in Knoxville, Tennessee, this \_\_\_\_\_ day of June, 2023.

\_\_\_\_\_  
Expiration of Commission

\_\_\_\_\_  
Notary Public



# City of Knoxville

Certificate of Occupancy  
Development Services  
Plans Review and Inspections Division

This certifies that the referenced building or portion thereof has been inspected and found to be in compliance with the requirements of the listed code and with the ordinances of the City of Knoxville regulating building construction and use.

Project No.:	IRC-NEW-22-0031	Code Edition at time of Permit Issuance:	2018 International Residential Code
Project Address:	2517 LOUISE AVE	Construction Type:	NA
Suite:	NA	Occupancy Class:	Residential, IRC
Tenant:	NA	Occupancy Load:	NA
Date CO Issued:	05/22/2023	Zoning Use:	No
		Sprinkler:	No
		Special Conditions:	

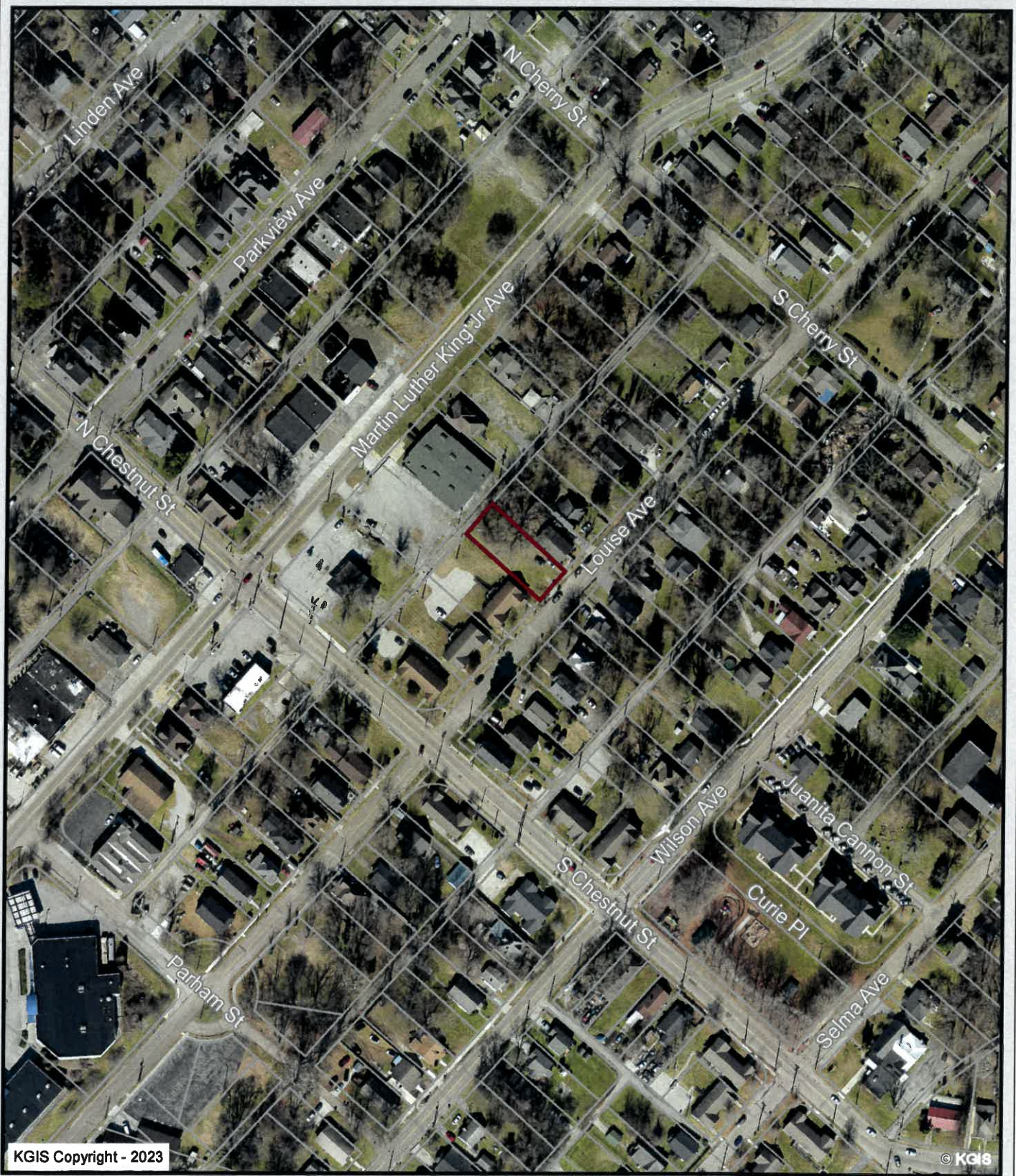
Owner: HOFFMAN PAIGE  
Description of Certification: New single-family dwelling.

11519 KINGSTON PK KNOXVILLE, TN 37934

Peter M. Ahrens

Building Official:





2517 Louise Ave

Knoxville - Knox County - KUB Geographic Information System



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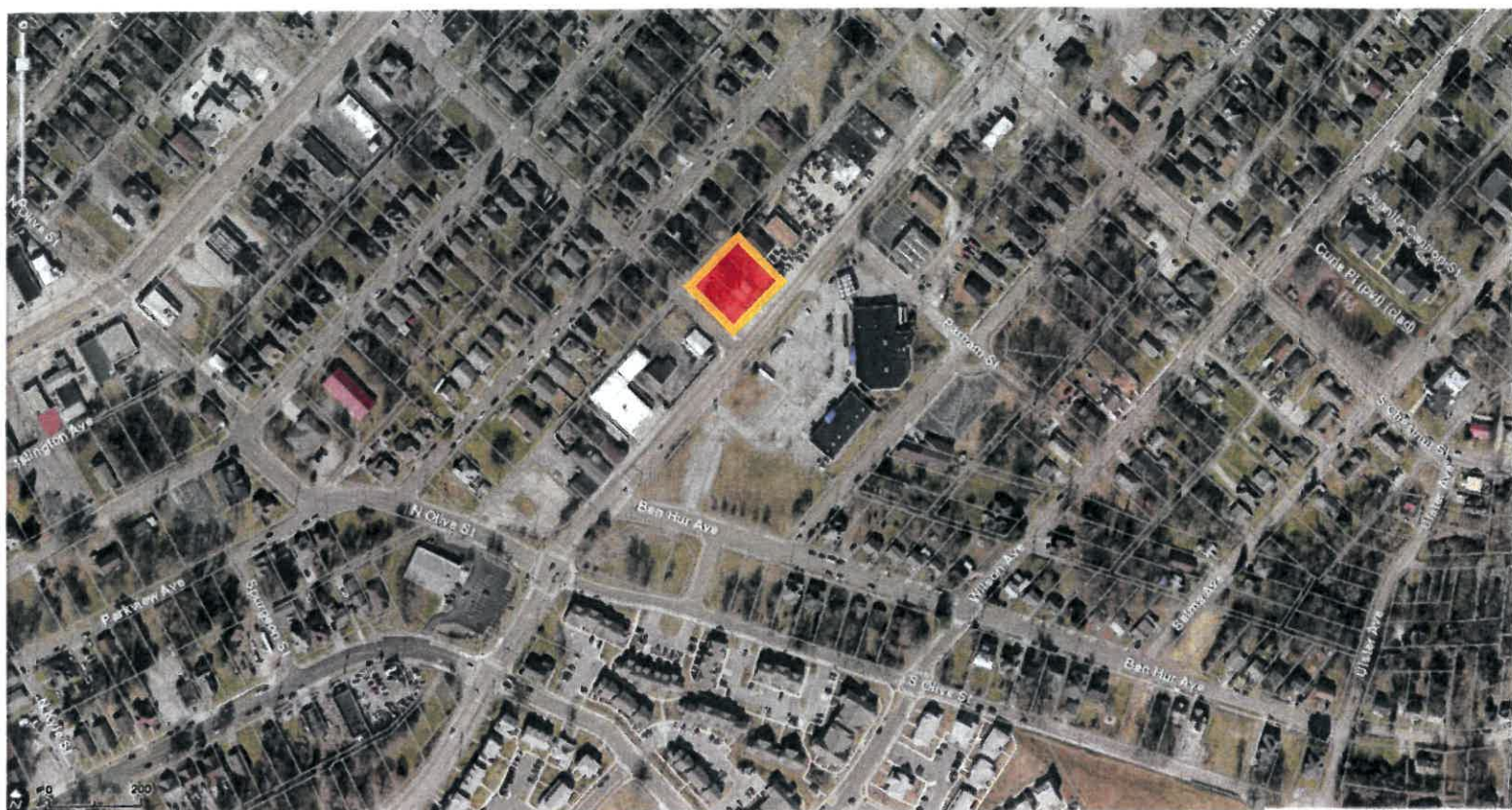
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# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT #8

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Approval is requested to transfer ownership via quit claim of three parcels located at 2401, 2405 and 2411 Martin Luther King Jr Ave. to SEED. The three lots have a collective area of approximately 0.50 acres. Parcel IDs: 082OH026, 082OH025, 082OH024.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ <u>n/a</u> <b>Expenditure:</b> \$ <u>n/a</u> <b>Source of Funds:</b>
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: <u>BBS</u> <b>Other – Name/Title:</b>
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> Approval to execute quit claim deeds of three KCDC parcels to SEED, Socially Equal Energy Efficient Development, a Knoxville-based a 501c3 organization that is focused on providing career training and community engagement. The deed will contain certain covenants that will govern the use of the property to ensure it is used appropriately going forward.</p> <p><b>2. Why is the action needed now?</b> SEED is pursuing the development of parcels to relocate their corporate offices.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC will be transferor of the parcels and SEED as transferee of the parcels.</p> <p><b>4. What are the long-term and short-term exposures?</b> None</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	None.
<b>ATTACHMENTS</b>	Site map



# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT #9

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution authorizing the negotiation and execution of all documents required to effectuate the closing of Liberty Place Knoxville, a 32-units permanent supportive housing project for low-income Veterans, including the execution of all loan and tax credit partnership guarantees required as well the ground and PILOT lease
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ <u>n/a</u> <b>Expenditure:</b> \$ <u>n/a</u> <b>Source of Funds:</b>
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: <u>BBS</u> <b>Other – Name/Title:</b>
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> Approval to enter into various documents related to the financial closing of the Liberty Place Knoxville as well as provide all necessary completion and financial guarantees for the project and the execution of a ground and PILOT lease.</p> <p><b>2. Why is the action needed now?</b> Board approval is needed before closing which is expected to be in late July.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC will provide standard financial and completion guarantees on behalf of the owner entity and as required by the lender, Wells Fargo, and to the equity investor, First Horizon, as well as serve as lessor under the ground and pilot lease. Liberty Place Knoxville Corporation, an instrumentality of KCDC, is the general partner of owner entity, Liberty Place Knoxville LP.</p> <p><b>4. What are the long-term and short-term exposures?</b> The documents and agreements associated with this transaction are very comparable to past tax credit development transactions such as those at Austin Homes. Similar to past deals, KCDC will be providing certain guarantees that the project is completed and performs as underwritten.</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	KCDC was awarded 9% tax credits from THDA for this project in 2022.
<b>ATTACHMENTS</b>	Resolution, site map, site plan, renderings

## RESOLUTION NO. 2023-\_\_\_\_

### RESOLUTION OF THE BOARD OF COMMISSIONERS OF KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION REGARDING THE DEVELOPMENT OF AND THE UTILIZATION OF LOW-INCOME HOUSING TAX CREDITS RELATED TO LIBERTY PLACE AND THE EXECUTION OF DOCUMENTS RELATING THERETO

**WHEREAS**, the Board of Commissioners (the "Board") of Knoxville's Community Development Corporation ("KCDC") has met pursuant to proper notice; and

**WHEREAS**, KCDC is the housing, redevelopment and urban renewal authority of the City of Knoxville, Tennessee (the "City") and is duly incorporated pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated; and

**WHEREAS**, to further the construction of approximately 32 units of low-income housing for veterans (the "Project") on certain property located at 3627 Division Street in Knoxville, Tennessee (the "Property"), KCDC (i) formed Liberty Place Knoxville Corporation (the "Corporation"), a Tennessee nonprofit corporation, pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated, as an instrumentality of KCDC and (ii) formed, with the Corporation, Liberty Place Knoxville LP, a Tennessee limited partnership (the "Partnership"), of which the Corporation is the general partner and KCDC is the limited partner; and

**WHEREAS**, the Property was conveyed to KCDC by Knox County, Tennessee (the "County") pursuant to quitclaim deed dated as of March 3, 2023 (the "Deed"); and

**WHEREAS**, the Partnership proposes to finance the Project in part through a construction loan in an amount not to exceed \$7,500,000 (the "Construction Loan") and a permanent loan in an amount not to exceed \$2,500,000 (the "Permanent Loan" and, together with the Construction Loan, the "Bank Loans") from Wells Fargo Bank, National Association or an affiliate thereof (the "Bank"); and

**WHEREAS**, the Bank would not make the Bank Loans without the guaranty of KCDC and the execution by KCDC of certain guaranty agreements and other agreements, including but not limited to a Repayment Guaranty, a Completion Guaranty, a Guaranty of Non-Recourse Obligations, and a Subordination and Standstill Agreement (collectively, and together with all other documents, agreements and instruments required to be executed by KCDC in connection with the Bank Loans, including, without limitation, any documents necessary to evidence the security interests of the Bank in connection therewith, the "KCDC Bank Loan Documents"); and

**WHEREAS**, KCDC has received or expects to receive certain federal budget funds in the amount of \$2,000,000 (the "Federal Budget Funds"), which funds have been designated to assist with the funding of the Project; and

**WHEREAS**, KCDC desires to loan the Federal Budget Funds to the Partnership, which loan will be evidenced by a promissory note and secured by a deed of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the Federal Budget Funds Loan, the "Federal Budget Funds Loan Documents"); and

**WHEREAS**, KCDC and the Partnership desire to enter into a ground lease (the "Lease"), pursuant to which KCDC will lease the Project to the Partnership; and

**WHEREAS**, the Lease also provides for a payment in lieu of taxes agreement between the Partnership and KCDC; and

**WHEREAS**, in order to move forward with the development of the Project and to utilize low-income housing tax credits available pursuant to Section 42 of the Internal Revenue Code of 1986, as amended, for said development, KCDC desires to:

(i) transfer its limited partnership interest and to otherwise authorize the transactions contemplated pursuant to an Amended and Restated Limited Partnership Agreement for the Partnership (the "Partnership Agreement") among the Corporation, First Horizon Community Investment Group, Inc., as limited partner (the "Limited Partner"), CC Community Development Holdings, Inc., as special limited partner (the "Special Limited Partner"), and KCDC, as withdrawing limited partner;

(ii) authorize, as part of the transactions contemplated by the Partnership Agreement, the execution and delivery of that certain Guaranty Agreement pursuant to which KCDC will guaranty certain obligations of the Corporation to the Partnership and the Limited Partner (the "Partnership Guaranty");

(iii) authorize the execution and delivery of the KCDC Bank Loan Documents; and

(iv) authorize the execution and delivery of a grant agreement with HUD and such other documents and agreements as may be required to obtain the Federal Budget Funds (collectively, the "Grant Documents"); and

(v) authorize the loan of the Federal Budget Funds to the Partnership and the execution and delivery of the Federal Budget Funds Loan Documents; and

(vi) authorize the transactions contemplated pursuant to the Lease and the execution and delivery thereof.

Copies of the Partnership Agreement, the Partnership Guaranty, the Lease, the KCDC Bank Loan Documents, the Federal Budget Funds Loan Documents and the Grant Documents shall be filed with the records of KCDC.

**WHEREAS**, the Board desires to authorize the officers of KCDC to execute such documents as they, individually or collectively, determine are necessary, desirable or appropriate to carry out the transactions contemplated herein, in the Partnership Agreement and agreements related thereto, in the Partnership Guaranty, in the Lease, in the KCDC Bank Loan Documents, in the Federal Budget Funds Loan Documents and in the Grant Documents.

**NOW, THEREFORE, BE, AND IT IS HEREBY, RESOLVED**, that (i) the Chairman, the Vice Chairman and the Secretary of KCDC (each, an "Authorized Officer") is hereby authorized and directed to execute (to the extent that KCDC is a party thereto), and, if requested, the Secretary or Assistant Secretary is authorized to attest, and any such officer of KCDC is authorized to deliver to the other parties thereto the following documents: (a) the Partnership Agreement and the agreements related thereto (including, without limitation, the Partnership Guaranty), (b) the Lease, (c) the KCDC Bank Loan Documents; (d) the Federal Budget Funds Loan Documents; (e) the Grant Documents; and (f) any and all other instruments, documents and agreements deemed necessary or desirable by an Authorized Officer to carry out the transactions described herein; all in the form approved by the Authorized Officer executing same, the execution of same by such Authorized Officer to constitute conclusive evidence of the approval of same, and (ii) such officers, together with all other officers and employees of KCDC, are hereby authorized to take all such further action as they may consider necessary or desirable in connection with the transactions described herein and to take from time to time any actions deemed necessary or desirable by such officers and employees to effectuate and comply with the terms of such agreements as are executed on behalf of KCDC pursuant to the authorization contained herein; and, further

**RESOLVED**, that each of the Authorized Officers is authorized, on behalf of KCDC, to accept the Deed from the County and to record the Deed in the Office of the Register of Deeds for the County; and, further

**RESOLVED**, that it is in the best interest of KCDC to undertake the transactions described herein; and, further

**RESOLVED**, that any and all other actions heretofore taken on behalf of KCDC by the officers of KCDC to execute and deliver any of the agreements, documents or instruments authorized by the foregoing resolutions, or to take any of the other actions authorized by the foregoing resolutions, and all acts of the officers of KCDC that are in conformity with the

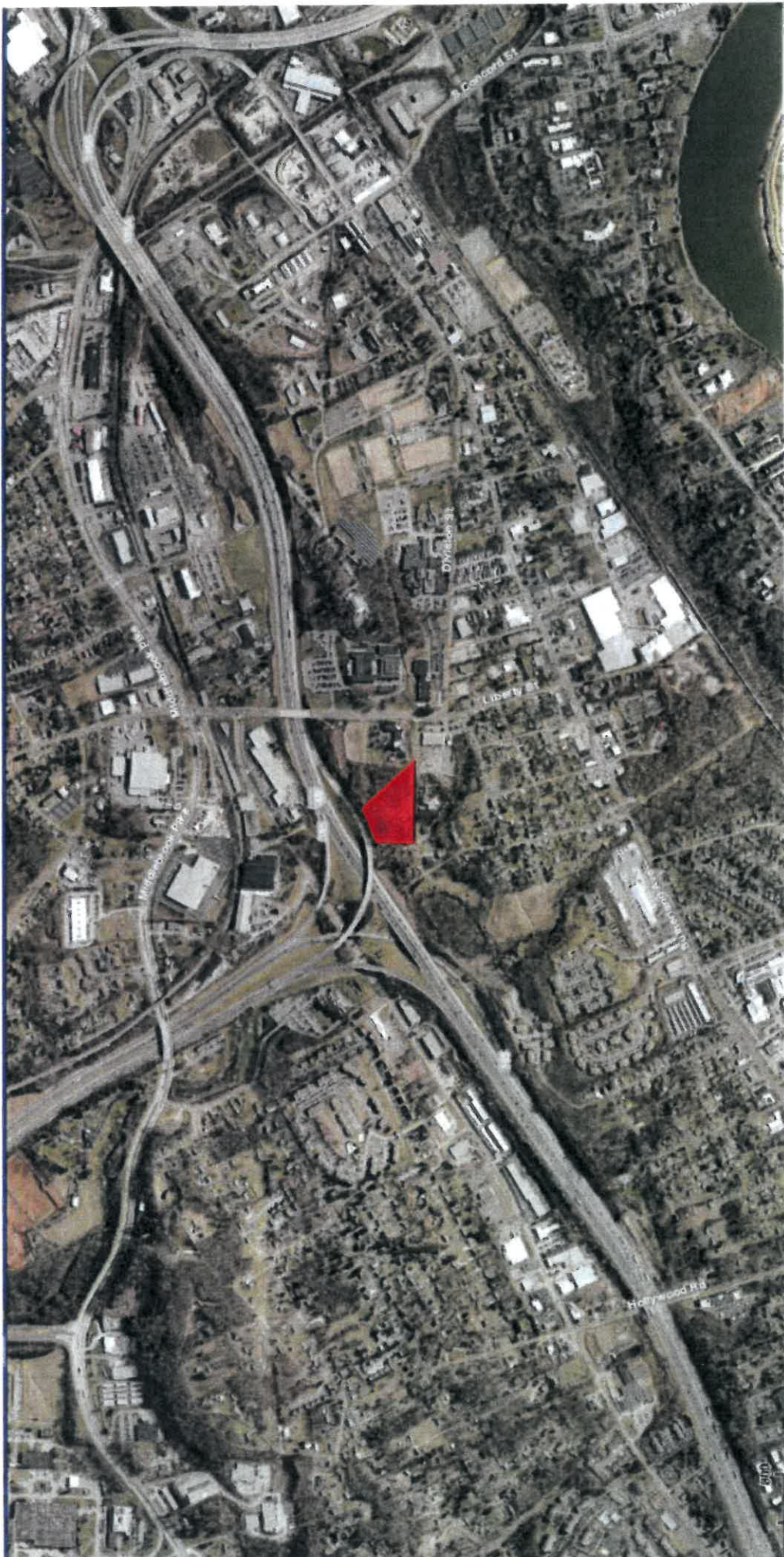
purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

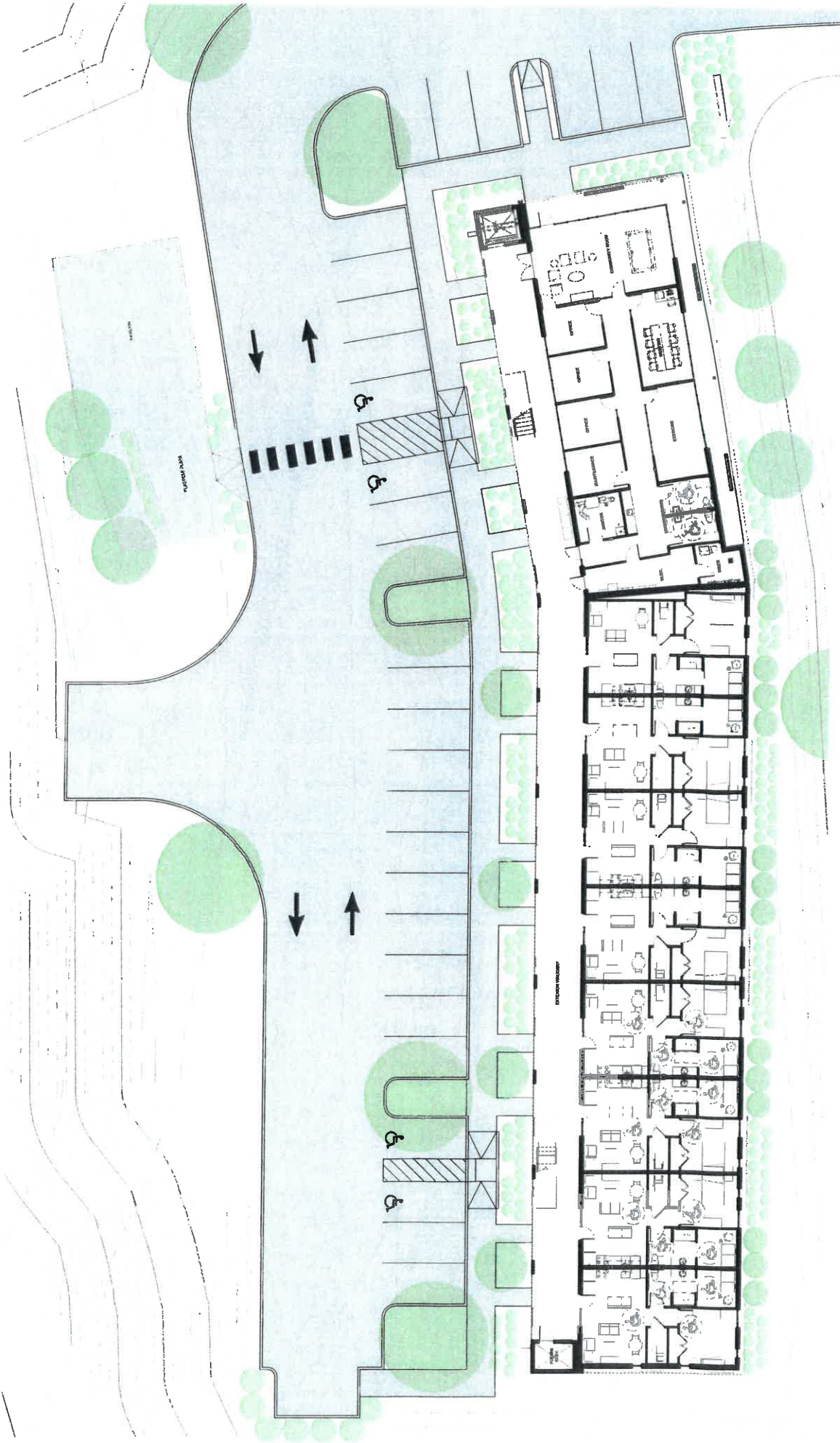
Approved at a meeting of the Board of Commissioners held this 20th day of June, 2023.

**KNOXVILLE'S COMMUNITY  
DEVELOPMENT CORPORATION**

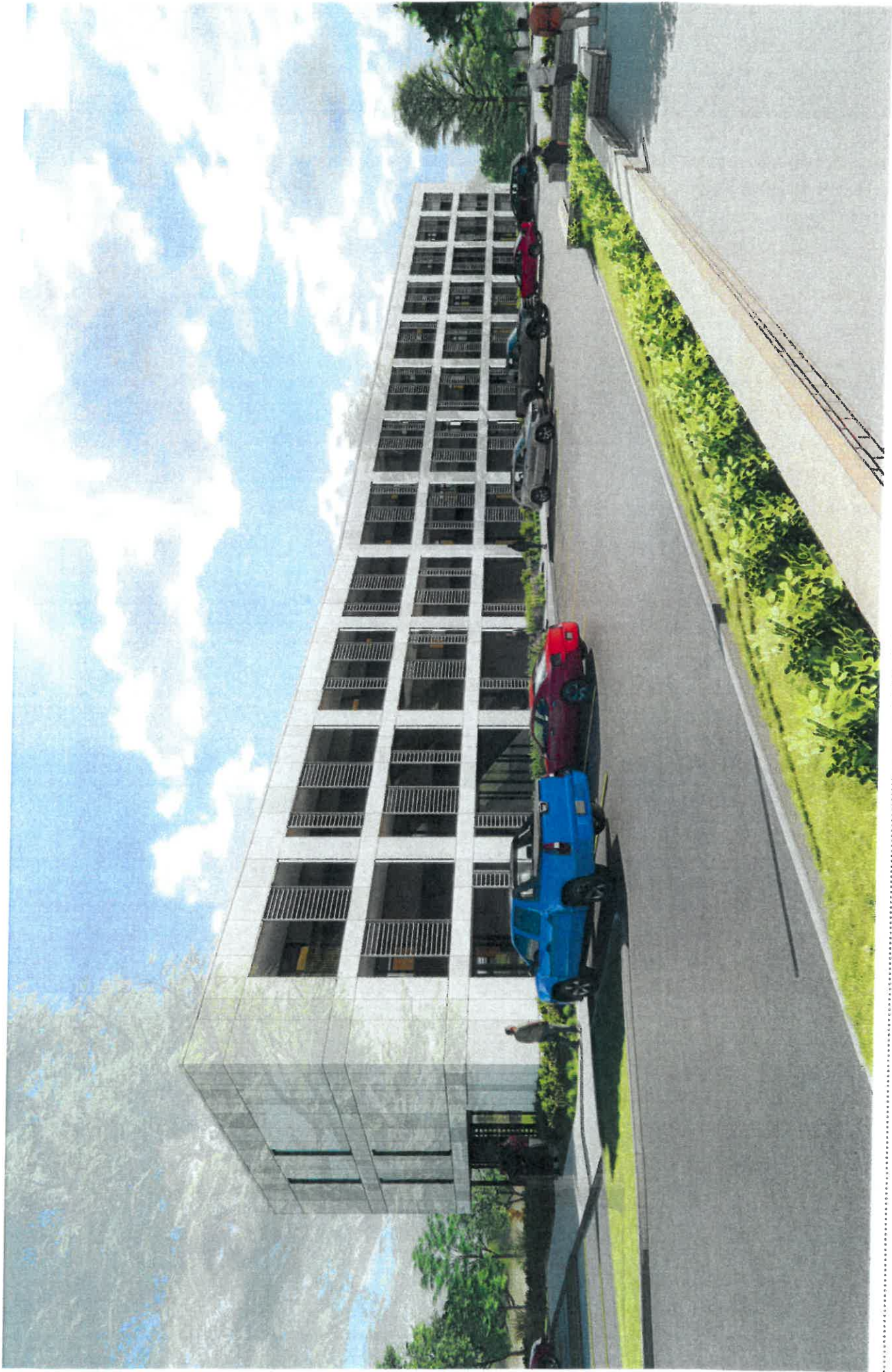
By: \_\_\_\_\_  
Secretary

35659936.2













# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT #10

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution authorizing the execution of various documentation, including quit claim deeds, restrictive covenants and seller-financing agreements associated with the sale of two parcels located at 2547 and 2563 Martin Luther King Jr Ave. to Shora Foundation. The total land area is approximately 0.94 acres.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ <u>n/a</u> <b>Expenditure:</b> \$ <u>n/a</u> <b>Source of Funds:</b>
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: <u>BBS</u> Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b>            Authorization to convey ownership of the two parcels to the Shora Foundation, a Knoxville-based 501c3, focused on youth programming in East Knoxville. In connection with this sale, restrictive covenants may be recorded to govern the development and future of the site, as well as a seller financing note (or similar instrument) that will among other things, provide for 100% seller financing of the purchase price and will allow for the loan to be forgiven over time. The anticipated sale price of the two parcels is \$80,000 which is based on an independent June 2023 appraisal.</p> <p><b>2. Why is the action needed now?</b>            Shora is pursuing a mixed use development on the site.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b>            KCDC will be the seller and lender and party to development agreement. Shora Foundation or one of its affiliates will be the purchaser, borrower and will be party to the development agreement.</p> <p><b>4. What are the long-term and short-term exposures?</b>            None</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	None.
<b>ATTACHMENTS</b>	Resolution, site map, appraisal abstract

## **RESOLUTION NO. 2023-\_\_\_\_\_**

### **A RESOLUTION OF THE BOARD OF COMMISSIONERS OF KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION AUTHORIZING THE CONVEYANCE OF CERTAIN PROPERTY TO SHORA FOUNDATION AND AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS**

**WHEREAS**, Knoxville's Community Development Corporation ("KCDC") is the housing, redevelopment and urban renewal authority of the City of Knoxville, Tennessee (the "Municipality") and is duly incorporated pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated; and

**WHEREAS**, KCDC is the owner of two parcels of vacant land in the Municipality located at 2547 and 2563 Martin Luther King Jr Avenue, comprising collectively approximately 0.94 acres (collectively, the "Property"); and

**WHEREAS**, the Board of Commissioners of KCDC (the "Board") has determined to sell the Property to Shora Foundation, a Knoxville-based nonprofit organization focusing on youth programming (the "Purchaser"), for a purchase price of \$80,000 (the "Purchase Price"); and

**WHEREAS**, in connection with the sale of the Property, KCDC and the Purchaser may execute a development agreement or certain restrictive covenants providing for the development of the Property in a manner approved by KCDC (the "Development Agreement"); and

**WHEREAS**, the Board has also determined to provide seller financing to the Purchaser in an amount up to the Purchase Price, to be evidenced by a promissory note and a deed of trust (together with such other financing documents as may be required by KCDC, the "Seller Financing Documents"), which Seller Financing Documents may provide for the forgiveness of the loan amount in full or in part upon the satisfaction of certain conditions to be agreed by KCDC and the Purchaser; and

**WHEREAS**, the Board desires to authorize the officers of KCDC to execute and deliver a deed of transfer for the Property and to negotiate, execute and deliver the Development Agreement and the Seller Financing Documents, together with such other documents as may be required in connection with the transactions contemplated herein.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION:**

**RESOLVED**, that (i) the Chairman, Vice Chairman, Secretary, Assistant Secretary and/or any other officer of KCDC (each, an "Authorized Officer"), acting alone or in combination with one another, is/are authorized, empowered and directed to negotiate and execute, and, if requested, the Secretary is authorized to attest, and any such officer of KCDC is authorized to deliver to the other parties thereto, the Development Agreement, the Seller Financing Documents, and all other instruments, documents and agreements deemed necessary or desirable by an Authorized Officer to carry out the transactions described herein, all in the form approved by the Authorized Officer executing same, the execution by such Authorized Officer to constitute conclusive evidence of the approval of same, and (ii) such officers, together with all other officers and employees of KCDC, are hereby authorized to take all such further action as they may consider necessary or desirable in connection with the transactions described herein and to take from time to time any actions deemed necessary or desirable by such officers and employees to effectuate and comply with the terms of such agreements as are executed on behalf of KCDC pursuant to the authorization contained herein; and further

**RESOLVED**, that the Authorized Officers are hereby authorized and empowered to execute and deliver, and, if requested, the Secretary is authorized to attest, and any such officer of KCDC is authorized to deliver to the other parties thereto, all deeds, instruments, documents and agreements deemed necessary or desirable to convey the Property to the Purchaser, the execution of same by such Authorized Officers to constitute conclusive evidence of the approval of same, and to take from time to time any other actions deemed necessary or desirable by the Authorized Officers to effect the transactions described above; and, further

**RESOLVED**, that any and all other actions heretofore taken on behalf of KCDC by the Authorized Officers to execute and deliver any of the agreements, documents or instruments authorized by the foregoing resolutions, and all acts of the Authorized Officers that are in conformity with the purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

Adopted this \_\_\_\_ day of June, 2023.

**KNOXVILLE'S COMMUNITY  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Secretary



**Integra Realty Resources**  
**Nashville & East Tennessee**

**Appraisal of Real Property**

**Vacant Land**

±0.94 Acres

2547 & 2563 Martin Luther King Jr Ave.  
Knoxville, Knox County, Tennessee 37914

**Prepared For:**  
KCDC

**Date of the Report:**  
June 13, 2023

**Report Format:**  
Appraisal Report

**IRR - Nashville & East Tennessee**  
File Number: 144-2023-0159



## Subject Photographs



**Vacant Land**  
2547 & 2563 Martin Luther King Jr Ave.  
Knoxville, Tennessee

## Aerial Photograph



**Integra Realty Resources**  
Nashville & East Tennessee  
Knoxville Office

6504 Deane Hill Drive  
Suite C  
Knoxville, TN 37919

T 865.637.0325  
F 865.347.2629  
www.irr.com



**June 13, 2023**

**David Cook**  
**Redevelopment Administrator**  
**KCDC**  
**901 N. Broadway St.**  
**Knoxville, TN 37917**

**SUBJECT:       Market Value Appraisal**  
**Vacant Land**  
**2547 & 2563 Martin Luther King Jr Ave.**  
**Knoxville, Knox County, Tennessee 37914**  
**IRR - Nashville & East Tennessee File No. 144-2023-0159**

**Dear Mr. Cook:**

**Integra Realty Resources – Nashville & East Tennessee is pleased to submit the accompanying appraisal of the referenced property. The purpose of the appraisal is to develop the following opinions of value:**

- **The market value as is of the fee simple interest in the subject property as of the effective date of the appraisal, June 2, 2023.**

**The client for the assignment is KCDC. The intended user of this report is the client. The intended use of the report is for property disposition purposes. No other party or parties may use or rely on the information, opinions, and conclusions contained in this report.**

**The subject is two adjoining parcels of vacant land containing an area of 0.944 acres or 41,121 square feet. The property is zoned C-G-2, General Commercial Zoning District, which permits amusement facility, animal care facility- small animal, art gallery, arts and fitness studio, body modification establishment, broadcasting facility - no antennae, community center, cultural facility, day care center, dwelling - multifamily, townhouse, eating and drinking establishment, educational facility, financial institution, food truck park, gardens, golf course, government office, greenhouse, halfway house, hotel, independent living facility, industrial-craft, industrial design, live performance venue, lodge/meeting hall, medical/dental office/clinic, micro-brewery/distillery/winery, office, parking structure,**

personal service establishment, place of worship, pre-school/kindergarten, public park, public safety facility, public works, reception facility, retail liquor stores, self-storage facility, storage yard, vehicle rental, vehicle rental, vehicle repair, wireless communications. .

The appraisal conforms to the Uniform Standards of Professional Appraisal Practice (USPAP), the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute, and applicable state appraisal regulations. The appraisal is also prepared in accordance with the appraisal regulations issued in connection with the Financial Institutions Reform, Recovery and Enforcement Act (FIRREA).

Standards Rule 2-2 (Content of a Real Property Appraisal Report) contained in the Uniform Standards of Professional Appraisal Practice (USPAP) requires each written real property appraisal report to be prepared as either an Appraisal Report or a Restricted Appraisal Report. This report is prepared as an Appraisal Report as defined by USPAP under Standards Rule 2-2(a), and incorporates practical explanation of the data, reasoning, and analysis that were used to develop the opinion of value.

Based on the valuation analysis in the accompanying report, and subject to the definitions, assumptions, and limiting conditions expressed in the report, the concluded opinions of value are as follows:

<b>Value Conclusion</b>			
Value Type & Appraisal Premise	Interest Appraised	Date of Value	Value Conclusion
Market Value As Is	Fee Simple	June 2, 2023	\$80,000

---

**Extraordinary Assumptions and Hypothetical Conditions**

The value conclusions are subject to the following extraordinary assumptions. An extraordinary assumption is an assignment-specific assumption as of the effective date regarding uncertain information used in an analysis which, if found to be false, could alter the appraiser's opinions or conclusions.

1. None

The value conclusions are based on the following hypothetical conditions. A hypothetical condition is a condition, directly related to a specific assignment, which is contrary to what is known by the appraiser to exist on the effective date of the assignment results, but is used for the purpose of analysis.

1. None

The use of any extraordinary assumption or hypothetical condition may have affected the assignment results.

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The opinions of value expressed in this report are based on estimates and forecasts which are prospective in nature and subject to considerable risk and uncertainty. Events may occur which could cause the performance of the property to differ materially from the estimates contained herein, such as changes in the economy, interest rates, capitalization rates, financial strength of tenants, and behavior of investors, lenders, and consumers. Additionally, the concluded opinions and forecasts are based partly on data obtained from interviews and third-party sources, which are not always completely reliable. Although the findings are considered reasonable based on available evidence, IRR is not responsible for the effects of future, unforeseen occurrences.



David Cook  
KCDC  
June 13, 2023  
Page 3

If you have any questions or comments, please contact the undersigned. Thank you for the opportunity to be of service.

Respectfully submitted,

**Integra Realty Resources - Nashville & East Tennessee**



Wayne P. Underwood, MAI  
Tennessee Certified General #CG-471  
Telephone: 865.637.0325, ext. 6  
Email: wunderwood@irr.com



## Executive Summary

Property Name	Vacant Land
Address	2547 & 2563 Martin Luther King Jr Ave. Knoxville, Knox County, Tennessee 37914
Property Type	Land - Commercial
Owner of Record	Knoxville's Community Development Corp.
Tax ID	082KU017 & 082KU016
Land Area	0.944 acres; 41,121 SF
Zoning Designation	C-G-2, General Commercial Zoning District
Highest and Best Use	Residential-low to medium density
Exposure Time; Marketing Period	12-24 months; 12-24 months
Effective Date of the Appraisal	June 2, 2023
Date of the Report	June 13, 2023
Property Interest Appraised	Fee Simple
Sales Comparison Approach	
Number of Sales	4
Range of Sale Dates	Aug 21 to Jan 23
Range of Prices per SF (Unadjusted)	\$1.47 - \$2.06
Market Value Conclusion	\$80,000 (\$1.95/SF)

The values reported above are subject to the definitions, assumptions, and limiting conditions set forth in the accompanying report of which this summary is a part. No party other than KCDC may use or rely on the information, opinions, and conclusions contained in the report. It is assumed that the users of the report have read the entire report, including all of the definitions, assumptions, and limiting conditions contained therein.

### Extraordinary Assumptions and Hypothetical Conditions

The value conclusions are subject to the following extraordinary assumptions. An extraordinary assumption is an assignment-specific assumption as of the effective date regarding uncertain information used in an analysis which, if found to be false, could alter the appraiser's opinions or conclusions.

1. None

The value conclusions are based on the following hypothetical conditions. A hypothetical condition is a condition, directly related to a specific assignment, which is contrary to what is known by the appraiser to exist on the effective date of the assignment results, but is used for the purpose of analysis.

1. None

The use of any extraordinary assumption or hypothetical condition may have affected the assignment results.

# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT #11

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Preliminary bond resolution authorizing the execution of a letter of intent enabling KCDC to issue additional revenue bonds in an amount not to exceed \$5,000,000 for Grosvenor Square LP for the purposes of financing a new, LIHTC construction project in Knoxville.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, Vice President, Redevelopment
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ n/a <b>Expenditure:</b> \$ n/a <b>Source of Funds:</b>
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: BBS <b>Other – Name/Title:</b>
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> The issuance of additional bonds is required in connection with the 4% LIHTCs which are being utilized on this project. The additional bonds are needed as a result of increased construction costs and soft costs.</p>	
<p><b>2. Why is the action needed now?</b> Board approval is required before a TEFRA hearing can be held and before the bonds can be issued and sold.</p>	
<p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC will serve as the issuer of the bonds. KCDC's instrumentality, Grosvenor Square GP Corporation, will serve as the general partner of the project.</p>	
<p><b>4. What are the long-term and short-term exposures?</b> None</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	KCDC previously approved a \$27M issuance of bonds for this project in May 2022.
<b>ATTACHMENTS</b>	Resolution, Letter of Intent

## **RESOLUTION NO. 2023-\_\_**

### **PRELIMINARY BOND RESOLUTION OF THE BOARD OF COMMISSIONERS OF KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION REGARDING DGA GROSVENOR SQUARE LP**

**WHEREAS**, DGA Grosvenor Square LP, a Tennessee limited partnership (the "Applicant"), is considering the acquisition, construction and equipping of a multifamily housing facility for low and/or moderate-income citizens to be on certain property located southeast of the intersection of Merchant Drive and Wilkerson Road in Knoxville, Tennessee, which property is currently designated as tax parcel numbers 080JB021, 080JB023 and 080JB024 (the "Project"), and wishes to have Knoxville's Community Development Corporation ("KCDC") indicate its willingness to issue revenue bonds to provide financing for such purposes; and

**WHEREAS**, the acquisition, construction and equipping of such facilities will constitute a "project" within the meaning of T.C.A. § 13-20-101; and

**WHEREAS**, KCDC previously issued its \$27,000,000 Collateralized Multifamily Housing Bonds (Grosvenor Square Project) Series 2022, the proceeds of which were loaned to the Applicant to finance a portion of the Project; and

**WHEREAS**, the Applicant has requested KCDC to issue additional revenue bonds in an amount not exceeding \$5,000,000 to provide additional financing for the Project as described in the letter of intent presented to KCDC.

**NOW, THEREFORE, BE IT RESOLVED BY KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION** as follows:

1. KCDC hereby finds that the financing of such above-described project will improve the quality and availability of housing in the City of Knoxville, Tennessee (the "City"), and will contribute to the general welfare of the citizens of the City.

2. The Chairman or the Executive Director of KCDC is hereby authorized to execute a letter of intent with the Applicant in substantially the form thereof as presented at this meeting or with such changes therein as shall be approved by the Chairman or the Executive Director. The officers of KCDC are hereby authorized to take such further action as is necessary to carry out the intent and purposes of the letter of intent as executed.

3. The Chairman or the Executive Director of KCDC is hereby authorized to conduct such public hearings on behalf of KCDC as the Applicant may request with respect to the project.

Approved this \_\_\_\_ day of June, 2023.

**KNOXVILLE'S COMMUNITY  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Secretary

-----, 2023

DGA Grosvenor Square LP  
3834 Sutherland Avenue  
Knoxville, TN 37919

Ladies and Gentlemen:

Knoxville's Community Development Corporation ("KCDC") has been informed that DGA Grosvenor Square LP, a Tennessee limited partnership (the "Applicant"), is considering the acquisition, construction and equipping of a multifamily housing facility for low and/or moderate-income citizens to be on certain property located southeast of the intersection of Merchant Drive and Wilkerson Road in Knoxville, Tennessee, which property is currently designated as tax parcel numbers 080JB021, 080JB023 and 080JB024. The above-described acquisition, construction and equipping with regard to such facility constitutes a "project" within the meaning of T.C.A. § 13-20-101.

After investigation of the nature of the proposed project, KCDC has determined that the financing of the project will improve the quality and availability of housing in the City of Knoxville, Tennessee (the "City"), and will contribute to the general welfare of the citizens of the City. Therefore, it is the belief of KCDC that in assisting the financing of the project, KCDC will be acting in furtherance of the public purposes for which it was created.

Accordingly, in order to assist the Applicant in the financing of the project and in order to carry out the purposes for which KCDC was created, KCDC hereby makes the following proposals:

1. In addition to the bonds previously issued by KCDC connection with the Project, KCDC will issue, and sell to a purchaser to be designated by the Applicant prior to issuance, additional revenue bonds (the "Bonds") in the principal amount not to exceed \$5,000,000 to provide financing for the project. The Bonds shall be limited obligations of KCDC payable solely out of the revenues and receipts derived from the project including loan payments from the Applicant obtained in connection with the financing of the project. In no event shall the Bonds be general obligations of KCDC, its directors, or the City.

2. The terms of the Bonds (maturity schedule, interest rate, denominations, redemption provisions, etc.) will be determined by agreement among KCDC and the Applicant, subject to compliance with all applicable state and federal requirements, and all bylaws and policies of KCDC.

3. Prior to delivery of the Bonds, KCDC and the Applicant will enter into a loan agreement pursuant to which the proceeds from the sale of the Bonds will be used for the purposes hereinabove indicated and the Applicant will be obligated to make payments sufficient to cover all debt service requirements on the Bonds.

4. KCDC will enter into a trust indenture with a trustee to be nominated by the Applicant and subject to the approval of KCDC and/or a purchase contract with the purchaser of the Bonds. Such indenture and/or purchase contract will assign the loan agreement and all collateral therefor and all revenues received thereunder for the benefit of the bondholders. The terms and provisions of such indenture and/or purchase contract shall be agreed upon by KCDC, the Applicant and the purchaser of the Bonds.

5. KCDC hereby authorizes the Applicant to commence the acquisition, construction and equipping of the project as soon as practicable so that the inhabitants of the State of Tennessee might benefit from the project without delay. The Applicant may advance any interim funds required and be reimbursed from the proceeds of the Bonds, to the extent allowed by applicable law.

6. Upon the issuance, sale and delivery of the Bonds, the provisions of this proposal and the agreement resulting from its acceptance by the Applicant shall have no further effect and, in the event of any inconsistencies between the terms of this proposal and the terms of any loan agreement and/or indenture or purchase contract the provisions of such latter documents shall control.

7. KCDC agrees to cooperate with the Applicant in executing, along with the Applicant, a Multi-Family Tax-Exempt Bond Authority Application (the "Application") to be prepared by the Applicant and submitted to the Tennessee Housing Development Agency ("THDA") with respect to the Project. The Applicant acknowledges that all information provided in the Application, other than the name and address of KCDC, is to be provided by the Applicant and not by KCDC and that KCDC has no responsibility as to the accuracy of such information other than as to the name and address of KCDC. The Applicant shall be responsible for any claims, liabilities, costs or expenses of KCDC that may arise as a result of the inaccuracy of any information contained in the Application (other than the name and address of KCDC) or the submission of the Application.

If the foregoing proposal is satisfactory to you, you may indicate by signing the following acceptance and returning a copy to KCDC. This proposal and your acceptance will then constitute an agreement in principal with respect to the matters herein contained.

Yours very truly,

KNOXVILLE'S      COMMUNITY      DEVELOPMENT  
CORPORATION

By: \_\_\_\_\_

Title: \_\_\_\_\_

ACCEPTANCE OF PROPOSAL  
OF  
KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION  
BY  
DGA GROSVENOR SQUARE LP

The terms and conditions contained in the foregoing proposal by Knoxville's Community Development Corporation are hereby accepted by DGA Grosvenor Square LP this \_\_\_\_ day of \_\_\_\_\_, 2023.

DGA GROSVENOR SQUARE LP

By: DGA Grosvenor GP, LLC,  
its general partner

By: \_\_\_\_\_

Title: \_\_\_\_\_

35877203.1

# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT#12

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution approving Central Office Cost Center and The Manor Operating Budget Revision No. 1 for FY 2023 (July 1, 2022-June 30, 2023).
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Nancy White, Chief Financial Officer, Executive Management
<b>MEETING TYPE</b>	<input type="checkbox"/> Regular <input checked="" type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted: \$</b> _____ <b>Expenditure: \$</b> _____ <b>Source of Funds:</b> Program Operating and Reserve Funds (as applicable)
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input checked="" type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b>          The objective is to revise and approve the FYE2023 operating budget for the above-mentioned program(s) within policy.</p>	
<p><b>2. Why is the action needed now?</b>          We are required to bring a budget revision, if needed and based upon total expenses and/or net income(loss), to the Board for approval within the fiscal year.</p>	
<p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b>          The Accounting Division staff analyzes and reviews our financial records near the end of each fiscal year to determine the need for revisions per policy requirements.</p>	
<p><b>4. What are the long-term and short-term exposures?</b>          No exposure due to adequate reserves-need for policy compliance.</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	Budget policy requires the board to approve budget revisions if total expenses exceed the original budget or net income/loss does not meet projections.
<b>ATTACHMENTS</b>	Resolution Executive Summary

**RESOLUTION NO. 2023-\_\_\_**

**RESOLUTION APPROVING OPERATING BUDGETS REVISION  
(NUMBER 1) FOR  
THE CENTRAL OFFICE COST CENTER AND THE MANOR FOR THE  
FISCAL YEAR JULY 1, 2022 THROUGH JUNE 30, 2023**

**WHEREAS** the Operating Budgets for the Central Office Cost Center and The Manor are not subject to annual approval by the Department of Housing and Urban Development; and

**WHEREAS** the annual budget for the above referenced project, programs and departments are directly dependent upon existing contractual relationships or upon contractual relationships that may yet be negotiated during any given fiscal year; and

**WHEREAS** the above referenced budget revisions (number 1) and budgets have been prepared based upon anticipated revenues from existing contractual relationships between Knoxville's Community Development Corporation and other second parties; and

**WHEREAS** in the opinion of the Board of Commissioners, the financial plan for each program is consistent with KCDC's overall operating strategy and is fiscally responsible.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION:**

**THAT** the Operating Budget Revisions for the Central Office Cost Center and The Manor are not subject to annual approval by the Department of Housing and Urban Development are hereby approved and adopted for the fiscal year July 1, 2022 through June 30, 2023.

Approved: June 29, 2023.

**KNOXVILLE'S COMMUNITY  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Secretary



**EXECUTIVE SUMMARY  
FY 2023 BUDGET REVISION #1  
OTHER KCDC OPERATING PROGRAMS**

**CHANGES FROM FY 2023 ORIGINAL BUDGET**

**THE CENTRAL OFFICE COST CENTER:**

**TOTAL REVENUE:** A decrease of approximately 9% from \$2,873,490 to \$2,625,116 is proposed for 2023 under original budget figures primarily due to the projected fee for services as a result of RAD conversions and vacancy projections.

**TOTAL EXPENSES:** An increase of approximately 4% from \$5,076,880 to \$5,269,918 is proposed for 2023 under original budget figures primarily due to software transition and support.

**NET INCOME (LOSS):** (\$2,644,802)

**RESERVES:** FYE 2023: (estimated): (\$1,785,856) – deficit to be covered by transfers from other programs

**THE MANOR:**

**TOTAL REVENUE:** A decrease of 28% from \$281,710 to \$201,866 is proposed for 2023 under original budget figures primarily due to occupancy projections during RAD rehab conversion for the property and reduced fundraising due to staff transitions.

**TOTAL EXPENSES:** A decrease of approximately 5% from \$286,390 to \$273,091 is proposed for 2023 under original budget figures primarily due to the RAD conversion impacting occupancy which is reducing resident service needs and staffing transition creating overlap for retiring staff and new hire.

**NET LOSS:** Proposed at (\$71,225)

**RESERVES:** FYE 2023: (estimated): \$3,824

# KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

## BOARD ACTION FORM

### ATTACHMENT #13

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution approving submission of the 2023 Public Housing Agency (PHA) Annual Plan.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Sabrina Draplin, VP Housing
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	Budgeted: \$ n/a Expenditure: \$ n/a Source of Funds:
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: BBS Other – Name/Title:
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> Approval of 2023 Public Housing Agency Plan, 2023 Actual Capital Fund Program, PH Admissions and Continued Occupancy Policy, Grievance Procedure, PBRA Lease, VAWA Addendum, House Rules, Tenant Selection &amp; Assignment Plan, Section 8 Administrative, FSS &amp; Homeownership Policies.</p> <p><b>2. Why is the action needed now?</b> The Agency Plan is a HUD required document that must be submitted each year at this time. We have completed all required forms and a Public Hearing was held on June 29, 2023.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> KCDC annually updates its Agency Plan and submits the Plan and required attachments to the US Department of Housing and Urban Development.</p> <p><b>4. What are the long-term and short-term exposures?</b> If the plan is not submitted properly and on time, we could jeopardize access to Public Housing Capital Funds as well as the possibility of Audit related findings.</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	KCDC has historically presented the Annual Plan for approval in March of each year to meet the April submission due date.
<b>ATTACHMENTS</b>	2023 Annual Plan and required attachments Resolution

**RESOLUTION NO. 2023-\_\_**

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION (KCDC)  
APPROVING SUBMISSION OF KCDC'S 2022 ANNUAL PLAN WHICH INCLUDES THE  
ESTIMATED 2022 CAPITAL FUND PROGRAM GRANTS, PUBLIC HOUSING ADMISSIONS  
AND CONTINUED OCCUPANCY POLICY, GRIEVANCE PROCEDURE, PBRA LEASE AND  
HOUSE RULES, PBRA VAWA LEASE ADDENDUM, PBRA TENANT SELECTION AND  
ASSIGNMENT PLAN, SECTION 8 ADMINISTRATIVE PLAN, SECTION 8 FAMILY SELF-  
SUFFICIENCY ACTION PLAN, AND THE SECTION 8 HOMEOWNERSHIP PROGRAM**

**WHEREAS**, Knoxville's Community Development Corporation (KCDC) has fulfilled all requirements set forth in 24 CFR Part 903 for developing the Public Housing Agency (PHA) Plan that includes supporting documents for KCDC's fiscal year beginning July 1, 2023 and estimated 2023 Capital Fund Program (CFP); and

**WHEREAS**, KCDC established a resident advisory board representative of residents assisted by KCDC and consulted with the resident advisory board in developing the Plan and considered recommendations of the resident advisory board; and

**WHEREAS**, KCDC presented the Plan with supporting documents, the estimated 2023 Capital Fund Program (CFP) and Replacement Housing Factor (RHF) grants, for public inspection for at least 45 days prior to a public hearing, published a notice of the date, time, and location of the public hearing, and conducted the public hearing on June 29, 2023, to discuss the Plan, estimated 2023 Capital Fund Program (CFP) and invite public comment.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of Knoxville's Community Development Corporation (KCDC) that, effective June 29, 2023, KCDC's 2023 Public Housing Agency Annual Plan, including the Admissions and Continued Occupancy Policy, Grievance Procedure, HUD Project-Based Rental Assistance (PBRA) Lease, HUD VAWA Lease Addendum, PBRA Tenant Selection and Assignment Plan, Rental Assistance Demonstration (RAD) Community House Rules, revised Administrative Plan for the Section 8 Program, revised Administrative Plan for Section 8 Homeownership Program, and revised Family Self-Sufficiency Action Plan, and the estimated 2023 Capital Fund Program (CFP) grant, be adopted effective July 1, 2023.

APPROVED this \_\_\_\_ day of May, 2023.

**KNOXVILLE'S COMMUNITY  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Secretary

**Civil Rights Certification**  
**(Qualified PHAs)**

U.S. Department of Housing and Urban Development  
Office of Public and Indian Housing  
OMB Approval No. 2577-0226  
Expires 02/29/2016

**Civil Rights Certification**

**Annual Certification and Board Resolution**

*Acting on behalf of the Board of Commissioners of the Public Housing Agency (PHA) listed below, as its Chairman or other authorized PHA official, I approve the submission of the 5-Year PHA Plan for the PHA of which this document is a part, and make the following certification and agreements with the Department of Housing and Urban Development (HUD) in connection with the submission of the public housing program of the agency and implementation thereof:*

The PHA certifies that it will carry out the public housing program of the agency in conformity with title VI of the Civil Rights Act of 1964, the Fair Housing Act, section 504 of the Rehabilitation Act of 1973, and title II of the Americans with Disabilities Act of 1990, and will affirmatively further fair housing by examining their programs or proposed programs, identifying any impediments to fair housing choice within those program, addressing those impediments in a reasonable fashion in view of the resources available and working with local jurisdictions to implement any of the jurisdiction's initiatives to affirmatively further fair housing that require the PHA's involvement and by maintaining records reflecting these analyses and actions.

Knoxville's Community Development Corporation  
PHA Name

TN003  
PHA Number/HA Code

I hereby certify that all the information stated herein, as well as any information provided in the accompaniment herewith, is true and accurate. **Warning:** HUD will prosecute false claims and statements. Conviction may result in criminal and/or civil penalties. (18 U.S.C. 1001, 1010, 1012; 31 U.S.C. 3729, 3802)

Name of Authorized Official  
Kimberly K Henry

Title  
Board Chair

Signature

Date June 29, 2023

# **Certifications of Compliance with PHA Plan and Related Regulations (Standard, Troubled, HCV-Only, and High Performer PHAs)**

**U.S. Department of Housing and Urban Development**  
Office of Public and Indian Housing  
**OMB No. 2577-0226**  
**Expires 3/31/2024**

## **PHA Certifications of Compliance with PHA Plan, Civil Rights, and Related Laws and Regulations including PHA Plan Elements that Have Changed**

*Acting on behalf of the Board of Commissioners of the Public Housing Agency (PHA) listed below, as its Chairperson or other authorized PHA official if there is no Board of Commissioners, I approve the submission of the 5-Year and/or ☒ Annual PHA Plan, hereinafter referred to as "the Plan", of which this document is a part, and make the following certification and agreements with the Department of Housing and Urban Development (HUD) for the PHA fiscal year beginning 07/01/2023, in connection with the submission of the Plan and implementation thereof:*

1. The Plan is consistent with the applicable comprehensive housing affordability strategy (or any plan incorporating such strategy) for the jurisdiction in which the PHA is located (24 CFR § 91.2).
2. The Plan contains a certification by the appropriate State or local officials that the Plan is consistent with the applicable Consolidated Plan, which includes a certification that requires the preparation of an Analysis of Impediments (AI) to Fair Housing Choice, or Assessment of Fair Housing (AFH) when applicable, for the PHA's jurisdiction and a description of the manner in which the PHA Plan is consistent with the applicable Consolidated Plan (24 CFR §§ 91.2, 91.225, 91.325, and 91.425).
3. The PHA has established a Resident Advisory Board or Boards, the membership of which represents the residents assisted by the PHA, consulted with this Resident Advisory Board or Boards in developing the Plan, including any changes or revisions to the policies and programs identified in the Plan before they were implemented, and considered the recommendations of the RAB (24 CFR 903.13). The PHA has included in the Plan submission a copy of the recommendations made by the Resident Advisory Board or Boards and a description of the manner in which the Plan addresses these recommendations.
4. The PHA provides assurance as part of this certification that:
  - (i) The Resident Advisory Board had an opportunity to review and comment on the changes to the policies and programs before implementation by the PHA;
  - (ii) The changes were duly approved by the PHA Board of Directors (or similar governing body); and
  - (iii) The revised policies and programs are available for review and inspection, at the principal office of the PHA during normal business hours.
5. The PHA made the proposed Plan and all information relevant to the public hearing available for public inspection at least 45 days before the hearing, published a notice that a hearing would be held and conducted a hearing to discuss the Plan and invited public comment.
6. The PHA certifies that it will carry out the public housing program of the agency in conformity with title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d-2000d-4), the Fair Housing Act (42 U.S.C. 3601-19), Section 504 of the Rehabilitation Act of 1973 (29 U.S.C. 794), title II of the Americans with Disabilities Act (42 U.S.C. 12101 et seq.), and other applicable civil rights requirements and that it will affirmatively further fair housing in the administration of the program. In addition, if it administers a Housing Choice Voucher Program, the PHA certifies that it will administer the program in conformity with the Fair Housing Act, title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, title II of the Americans with Disabilities Act, and other applicable civil rights requirements, and that it will affirmatively further fair housing in the administration of the program.
7. The PHA will affirmatively further fair housing, which means that it will take meaningful actions to further the goals identified in the Assessment of Fair Housing (AFH) conducted in accordance with the requirements of 24 CFR § 5.150 through 5.180, that it will take no action that is materially inconsistent with its obligation to affirmatively further fair housing, and that it will address fair housing issues and contributing factors in its programs, in accordance with 24 CFR § 903.7(o)(3). The PHA will fulfill the requirements at 24 CFR § 903.7(o) and 24 CFR § 903.15(d). Until such time as the PHA is required to submit an AFH, the PHA will fulfill the requirements at 24 CFR § 903.7(o) promulgated prior to August 17, 2015, which means that it examines its programs or proposed programs; identifies any impediments to fair housing choice within those programs; addresses those impediments in a reasonable fashion in view of the resources available; works with local jurisdictions to implement any of the jurisdiction's initiatives to affirmatively further fair housing that require the PHA's involvement; and maintains records reflecting these analyses and actions.
8. For PHA Plans that include a policy for site-based waiting lists:
  - The PHA regularly submits required data to HUD's 50058 PIC/IMS Module in an accurate, complete and timely manner (as specified in PIH Notice 2011-65);

- The system of site-based waiting lists provides for full disclosure to each applicant in the selection of the development in which to reside, including basic information about available sites; and an estimate of the period of time the applicant would likely have to wait to be admitted to units of different sizes and types at each site;
  - Adoption of a site-based waiting list would not violate any court order or settlement agreement or be inconsistent with a pending complaint brought by HUD;
  - The PHA shall take reasonable measures to assure that such a waiting list is consistent with affirmatively furthering fair housing; and
  - The PHA provides for review of its site-based waiting list policy to determine if it is consistent with civil rights laws and certifications, as specified in 24 CFR 903.7(o)(1).
9. The PHA will comply with the prohibitions against discrimination on the basis of age pursuant to the Age Discrimination Act of 1975.
  10. In accordance with 24 CFR § 5.105(a)(2), HUD's Equal Access Rule, the PHA will not make a determination of eligibility for housing based on sexual orientation, gender identify, or marital status and will make no inquiries concerning the gender identification or sexual orientation of an applicant for or occupant of HUD-assisted housing.
  11. The PHA will comply with the Architectural Barriers Act of 1968 and 24 CFR Part 41, Policies and Procedures for the Enforcement of Standards and Requirements for Accessibility by the Physically Handicapped.
  12. The PHA will comply with the requirements of Section 3 of the Housing and Urban Development Act of 1968, Employment Opportunities for Low-or Very-Low Income Persons, and with its implementing regulation at 24 CFR Part 135.
  13. The PHA will comply with acquisition and relocation requirements of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 and implementing regulations at 49 CFR Part 24 as applicable.
  14. The PHA will take appropriate affirmative action to award contracts to minority and women's business enterprises under 24 CFR 5.105(a).
  15. The PHA will provide the responsible entity or HUD any documentation that the responsible entity or HUD needs to carry out its review under the National Environmental Policy Act and other related authorities in accordance with 24 CFR Part 58 or Part 50, respectively.
  16. With respect to public housing the PHA will comply with Davis-Bacon or HUD determined wage rate requirements under Section 12 of the United States Housing Act of 1937 and the Contract Work Hours and Safety Standards Act.
  17. The PHA will keep records in accordance with 2 CFR 200.333 and facilitate an effective audit to determine compliance with program requirements.
  18. The PHA will comply with the Lead-Based Paint Poisoning Prevention Act, the Residential Lead-Based Paint Hazard Reduction Act of 1992, and 24 CFR Part 35.
  19. The PHA will comply with the policies, guidelines, and requirements of 2 CFR Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Financial Assistance, including but not limited to submitting the assurances required under 24 CFR §§ 1.5, 3.115, 8.50, and 107.25 by submitting an SF-424, including the required assurances in SF-424B or D, as applicable.
  20. The PHA will undertake only activities and programs covered by the Plan in a manner consistent with its Plan and will utilize covered grant funds only for activities that are approvable under the regulations and included in its Plan.
  21. All attachments to the Plan have been and will continue to be available at all times and all locations that the PHA Plan is available for public inspection. All required supporting documents have been made available for public inspection along with the Plan and additional requirements at the primary business office of the PHA and at all other times and locations identified by the PHA in its PHA Plan and will continue to be made available at least at the primary business office of the PHA.
  22. The PHA certifies that it is in compliance with applicable Federal statutory and regulatory requirements, including the Declaration of Trust(s).

Knoxville's Community Development Corporation

TN003

PHA Name

PHA Number/HA Code



Annual PHA Plan for Fiscal Year 20 23

5-Year PHA Plan for Fiscal Years 20      - 20     

I hereby certify that all the information stated herein, as well as any information provided in the accompaniment herewith, is true and accurate. **Warning:** HUD will prosecute false claims and statements. Conviction may result in criminal and/or civil penalties. (18 U.S.C. 1001, 1010, 1012; 31 U.S.C. 3729, 3802).

Name of Executive Director

Benjamin M. Bentley

Name Board Chair

Kimberly K Henry

Signature

Date 6/29/23

Signature

Date 6/29/23

**Annual PHA Plan**  
**(Standard PHAs and**  
**Troubled PHAs)**

**U.S. Department of Housing and Urban Development**  
**Office of Public and Indian Housing**

**OMB No. 2577-0226**  
**Expires: 03/31/2024**

**Purpose.** The 5-Year and Annual PHA Plans provide a ready source for interested parties to locate basic PHA policies, rules, and requirements concerning the PHA's operations, programs, and services, including changes to these policies, and informs HUD, families served by the PHA, and members of the public of the PHA's mission, goals and objectives for serving the needs of low- income, very low- income, and extremely low- income families.

**Applicability.** The Form HUD-50075-ST is to be completed annually by **STANDARD PHAs or TROUBLED PHAs**. PHAs that meet the definition of a High Performer PHA, Small PHA, HCV-Only PHA or Qualified PHA do not need to submit this form.

**Definitions.**

- (1) **High-Performer PHA** – A PHA that owns or manages more than 550 combined public housing units and housing choice vouchers, and was designated as a high performer on both the most recent Public Housing Assessment System (PHAS) and Section Eight Management Assessment Program (SEMAP) assessments if administering both programs, or PHAS if only administering public housing.
- (2) **Small PHA** - A PHA that is not designated as PHAS or SEMAP troubled, that owns or manages less than 250 public housing units and any number of vouchers where the total combined units exceed 550.
- (3) **Housing Choice Voucher (HCV) Only PHA** - A PHA that administers more than 550 HCVs, was not designated as troubled in its most recent SEMAP assessment and does not own or manage public housing.
- (4) **Standard PHA** - A PHA that owns or manages 250 or more public housing units and any number of vouchers where the total combined units exceed 550, and that was designated as a standard performer in the most recent PHAS or SEMAP assessments.
- (5) **Troubled PHA** - A PHA that achieves an overall PHAS or SEMAP score of less than 60 percent.
- (6) **Qualified PHA** - A PHA with 550 or fewer public housing dwelling units and/or housing choice vouchers combined and is not PHAS or SEMAP troubled.

A.	PHA Information.																																																		
A.1	<div style="display: flex; justify-content: space-between;"><div>PHA Name: <u>Knoxville's Community Development Corporation (KCDC)</u></div><div>PHA Code: <u>TN003</u></div></div> <div>PHA Type: <input checked="" type="checkbox"/> Standard PHA   <input type="checkbox"/> Troubled PHA</div> <div>PHA Plan for Fiscal Year Beginning: (MM/YYYY): <u>07/01/2023</u></div> <div><b>Total PHA Inventory (Based on Annual Contributions Contract (ACC) units at time of FY beginning, above) = 7,721</b></div> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"><thead><tr><th style="width: 25%;">Program</th><th style="width: 15%;">Count</th><th style="width: 25%;">Program</th><th style="width: 15%;">Count</th></tr></thead><tbody><tr><td>Public Housing</td><td style="text-align: center;">196</td><td>Fostering Youth to Independence Initiative</td><td style="text-align: center;">25</td></tr><tr><td>RAD/PBRA/LIHTC</td><td style="text-align: center;">3,242</td><td>Non-Elderly Disabled</td><td style="text-align: center;">140</td></tr><tr><td>Housing Choice Vouchers</td><td style="text-align: center;">2,797</td><td>Veterans Supportive Housing</td><td style="text-align: center;">145</td></tr><tr><td>Moderate Rehab Vouchers</td><td style="text-align: center;">76</td><td>Project-Based Vouchers (PBV)</td><td style="text-align: center;">465</td></tr><tr><td>Mainstream (Non-Elderly)</td><td style="text-align: center;">175</td><td>AHAP</td><td style="text-align: center;">98</td></tr><tr><td>Mainstream</td><td style="text-align: center;">100</td><td>Emergency Housing</td><td style="text-align: center;">63</td></tr><tr><td>Family Unification Program</td><td style="text-align: center;">18</td><td>MOD Convert Tenant Protection</td><td style="text-align: center;">6</td></tr><tr><td>Tenant Protection</td><td style="text-align: center;">35</td><td>Choice Mobility Vouchers</td><td style="text-align: center;">140</td></tr></tbody></table> <div style="margin-top: 10px;">PHA Plan Submission Type: <input checked="" type="checkbox"/> Annual Submission      <input type="checkbox"/> Revised Annual Submission</div> <div style="margin-top: 10px;"><small><b>Availability of Information.</b> PHAs must have the elements listed below readily available to the public. A PHA must identify the specific location(s) where the proposed PHA Plan, PHA Plan Elements, and all information relevant to the public hearing and proposed PHA Plan are available for inspection by the public. At a minimum, PHAs must post PHA Plans, including updates, at each Asset Management Project (AMP) and main office or central office of the PHA. PHAs are strongly encouraged to post complete PHA Plans on their official website. PHAs are also encouraged to provide each resident council a copy of their PHA Plans.</small></div> <div style="margin-top: 10px;"><input type="checkbox"/> <b>PHA Consortia:</b> (Check box if submitting a Joint PHA Plan and complete table below)</div> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"><thead><tr><th rowspan="2" style="width: 20%;">Participating PHAs</th><th rowspan="2" style="width: 10%;">PHA Code</th><th rowspan="2" style="width: 20%;">Program(s) in the Consortia</th><th rowspan="2" style="width: 20%;">Program(s) not in the Consortia</th><th colspan="2" style="width: 30%;">No. of Units in Each Program</th></tr><tr><th style="width: 15%;">PH</th><th style="width: 15%;">HCV</th></tr></thead><tbody><tr><td style="height: 40px; vertical-align: top;">Lead PHA:</td><td></td><td></td><td></td><td></td><td></td></tr></tbody></table>	Program	Count	Program	Count	Public Housing	196	Fostering Youth to Independence Initiative	25	RAD/PBRA/LIHTC	3,242	Non-Elderly Disabled	140	Housing Choice Vouchers	2,797	Veterans Supportive Housing	145	Moderate Rehab Vouchers	76	Project-Based Vouchers (PBV)	465	Mainstream (Non-Elderly)	175	AHAP	98	Mainstream	100	Emergency Housing	63	Family Unification Program	18	MOD Convert Tenant Protection	6	Tenant Protection	35	Choice Mobility Vouchers	140	Participating PHAs	PHA Code	Program(s) in the Consortia	Program(s) not in the Consortia	No. of Units in Each Program		PH	HCV	Lead PHA:					
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<b>B.1</b>	<p><b>Revision of Existing PHA Plan Elements.</b></p> <p>(a) Have the following PHA Plan elements been revised by the PHA?</p> <table border="0"> <tr> <td>Y</td> <td>N</td> <td></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Statement of Housing Needs and Strategy for Addressing Housing Needs</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Deconcentration and Other Policies that Govern Eligibility, Selection, and Admissions.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Financial Resources.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Rent Determination.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Operation and Management.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Grievance Procedures.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Homeownership Programs.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Community Service and Self-Sufficiency Programs.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Safety and Crime Prevention.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Pet Policy.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Asset Management.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Substantial Deviation.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Significant Amendment/Modification</td> </tr> </table> <p>(b) If the PHA answered yes for any element, describe the revisions for each revised element(s):</p> <p>(c) The PHA must submit its Deconcentration Policy for Field Office review. KCDC's Deconcentration Policy has been provided as an attachment to this Plan.</p> <p>KCDC will affirmatively market its housing to all eligible income groups. Lower income residents will not be steered toward lower income properties and higher income residents will not be steered toward higher income properties. Toward this end, KCDC will:</p> <ul style="list-style-type: none"> <li>• Provide information and referral services that link residents to supportive services, such as child care, job training and placement programs and case management;</li> <li>• Offer rent incentives, if deemed appropriate and financially feasible, for eligible families who will have the sole discretion in determining whether to accept the incentive. KCDC will not take any adverse action toward any eligible family for choosing not to accept an incentive and occupancy of a property.</li> </ul> <p>Prior to the beginning of each fiscal year, KCDC will analyze the income levels of families residing in each of its properties and the income levels of the families on the waiting list. Based on this analysis, KCDC will determine marketing strategies for deconcentration.</p>	Y	N		<input type="checkbox"/>	<input checked="" type="checkbox"/>	Statement of Housing Needs and Strategy for Addressing Housing Needs	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Deconcentration and Other Policies that Govern Eligibility, Selection, and Admissions.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Financial Resources.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Rent Determination.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Operation and Management.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Grievance Procedures.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Homeownership Programs.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Community Service and Self-Sufficiency Programs.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Safety and Crime Prevention.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Pet Policy.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Asset Management.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Substantial Deviation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Significant Amendment/Modification
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<b>B.2</b>	<p><b>New Activities.</b></p> <p>(a) Does the PHA intend to undertake any new activities related to the following in the PHA's current Fiscal Year?</p> <table border="0"> <tr> <td>Y</td> <td>N</td> <td></td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Hope VI or Choice Neighborhoods.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Mixed Finance Modernization or Development.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Demolition and/or Disposition.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Designated Housing for Elderly and/or Disabled Families.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Conversion of Public Housing to Tenant-Based Assistance.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Conversion of Public Housing to Project-Based Rental Assistance or Project-Based Vouchers under RAD.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Occupancy by Over-Income Families.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Occupancy by Police Officers.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Non-Smoking Policies.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td>Project-Based Vouchers.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Units with Approved Vacancies for Modernization.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td>Other Capital Grant Programs (i.e., Capital Fund Community Facilities Grants or Emergency Safety and Security Grants).</td> </tr> </table> <p>(b) If any of these activities are planned for the current Fiscal Year, describe the activities. For new demolition activities, describe any public housing development or portion thereof, owned by the PHA for which the PHA has applied or will apply for demolition and/or disposition approval under section 18 of the 1937 Act under the separate demolition/disposition approval process. If using Project-Based Vouchers (PBVs), provide the projected number of project-based units and general locations, and describe how project basing would be consistent with the PHA Plan.</p> <p><b><u>Hope VI/Choice Neighborhoods</u></b></p> <p><b>Western Heights 3-4/CNI:</b> KCDC received a \$40 million HUD Choice Neighborhood Implementation Grant in 2022 to support the reconstruction of Western Heights Addition (3-4). The grant agreement was executed in the fourth quarter of 2022. KCDC will be going through the Section 18 application process (demolition and/or disposition) of 196 existing units within the 3-4 section (a detailed listing of buildings and units are included as an attachment to this Plan) in CY2023/CY2024 in order to facilitate the start of the CNI implementation plan. Approval to dispose of the real estate and improvements associated with the 3-4 section (e.g. all of the property and improvements at Western Heights not associated with the 3-1 or the Head Start) and/or demolition of the 196 units will be needed in calendar year CY2023 as part of the larger CNI redevelopment plan. As part of the CNI plan, all 196 units that are removed will be rebuilt across the various phases of the CNI plan over the next five years. The first phase of the CN implementation will be approximately 76 total units and will close and begin construction in the fourth quarter of 2023 or first quarter of 2024. That project is expected to be capitalized with 9% tax credit equity, hard debt, soft loans from KCDC, deferred fee, local, state and federal</p>	Y	N		<input checked="" type="checkbox"/>	<input type="checkbox"/>	Hope VI or Choice Neighborhoods.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Mixed Finance Modernization or Development.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Demolition and/or Disposition.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Designated Housing for Elderly and/or Disabled Families.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Conversion of Public Housing to Tenant-Based Assistance.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Conversion of Public Housing to Project-Based Rental Assistance or Project-Based Vouchers under RAD.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Occupancy by Over-Income Families.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Occupancy by Police Officers.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Non-Smoking Policies.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Project-Based Vouchers.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Units with Approved Vacancies for Modernization.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Other Capital Grant Programs (i.e., Capital Fund Community Facilities Grants or Emergency Safety and Security Grants).			
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grants, CNI funds and other sources. The project will be mixed income and will include market rate units, tax-credit only units, and tax credit units with project-based vouchers (replacement units). The project period for the entire CNI plan began in 2022 and will continue through 2028.

**Tenant Protection Vouchers:** In connection with the Section 18 process for the Western Heights CNI, residents residing in the 196 units will receive tenant protection vouchers pursuant to CNI and Section 18 regulations.

#### **Mixed Finance Modernization or Development**

Mixed financial resources for the development of Project-Based Rental Assistance or Project-Based Voucher RAD conversion properties, Veterans Housing, Workforce/Mixed Income housing may include: Federal Housing Administration Loans, Fannie Mae, Freddy Mac, Low Income Housing Tax Credits, taxable/tax-exempt Bonds, conventional debt financing (potentially within the Community Investment Tax Credit Program), equity or soft loans from KCDC or its affiliates/instrumentalities, KHDC, City of Knoxville, Knox County, National Housing Trust Funds, Federal Home Loan Bank, Tennessee Housing Trust Funds, donations/charitable contributions, private lenders in conjunction with Capital Funds, Operating Subsidy, Replacement Housing Funds, Community Development Block Grants, HOME funds, Choice Neighborhood Implementation Grant, hard debt, and other local, regional or federal grants or soft loans.

**Work-Force/Mixed Income Housing:** KCDC currently has plans for the possible development of 20-100 units specifically for Work-Force / Mixed Income Housing. A suitable location has not been located at this time. However, there is potential for ground-up new construction or the rehabilitation of an existing building. Additionally, depending on the chosen site there is the possibility of demolition of existing structures. However, at this time KCDC does not anticipate the demolition of any existing structures within our portfolio for this project. Additional project-based subsidies could include: Low-Income Housing Tax Credit, Project-Based Vouchers, Community Investment Tax Credit, Conventional Debt, grants, soft loans or bonds.

#### **Demolition and/or Disposition**

To support the Western Heights Master Plan, KCDC received demolition approval for three buildings (WH001, WH012 and WH057), which include 12 units (301-0001, 301-0002, 301-0065, 301-0066, 301-0193, 301-0194, 301-0195, 301-0196, 301-0197, 3-0198, 301-0199 and 301-0200). Demolition was completed during the fourth quarter of 2022.

Section 18 demolition of 196 units within Western Heights (3-4) will begin during calendar year 2023 as noted previously in the Hope VI/Choice Neighborhood section of this Plan. The existing Boy's and Girl's Club that is located on the same site as the 3-1 units is not expected to be demolished and will likely be renovated and/or expanded as part of the larger CNI Plan.

#### **Designated Housing for Elderly and/or Disabled Families**

Construction of fifty units included in Austin Phase III is scheduled to begin in the fourth quarter of 2023 will be part of HUD Section 202 Program as mentioned in the "Expand the Supply of Affordable Housing" section below.

#### **Conversion of Public Housing to Project-Based Assistance under RAD**

**Transfer of Assistance:** KCDC does not anticipate Transfer of Assistance will be necessary during this fiscal year.

**Site Selection and Neighborhood Standards Review:** KCDC certifies that its sites comply with the Site Selection requirements set forth at 24CFR 983.57, the Fair Housing Act, Title VI of the Civil Rights Act of 1964 including implementing regulations 24CFR 1.4(b)(3), Section 504 of the Rehabilitation Act of 1973 including implementing regulations at 24CFR 8.4(b)(5), and the Americans with Disabilities Act. All appropriate procedures have been followed.

**Voluntary Compliance Agreement, Consent Decree, Etc.** KCDC is not currently under any Voluntary Compliance Agreement, Consent Decree or Consent Order.

**Required HUD PBRA Documents:** HUD-required PBRA documents have been provided as an attachment to this Plan, and include: Multifamily Model Lease for Subsidized Programs form HUD-90105a, VAWA Lease Addendum form HUD-91067, Tenant Selection and Assignment Plan, House Rules, and Grievance Procedure.

For all PBRA/RAD conversions, KCDC will implement a 5-year phase-in policy as per HUD Notice 2012-32 Revision 2. If a resident's monthly rent increases by the greater of 10% or \$25 purely as a result of conversion, these increases will be phased-in over a 5-year period.

**Choice Mobility Vouchers:** KCDC will offer Choice Mobility vouchers for residents at PBRA/RAD-covered properties the later of 24-months from the date of execution of the HAP contract or 24 months after move-in date. KCDC will provide up to one-third of its turnover vouchers to residents of PBRA/RAD properties requested in any one-year period and limits moves to no more than 15% of assisted units in each PBRA/RAD property.

**Project-Based Vouchers:** KCDC currently has 465 project-based vouchers for leasing. KCDC will continue to monitor the need for project-based vouchers and, if necessary, will request additional vouchers be made available.

**Units with Approved Vacancies for Modernization:** KCDC reserves the right to request HUD modernization approval for vacancies related to Project-Based Rental Assistance conversion activities or in conjunction with Emergency Safety and Security Grants, as applicable.

**Progress Report.** Provide a description of the PHA's progress in meeting its Mission and Goals described in the PHA 5-Year and Annual Plan.

**Expand the Supply of Affordable Housing:**

- **Development Partnerships:** KCDC will continue to explore partnership opportunities with "for" and "not-for-profit" third party development groups to facilitate additional affordable housing in Knoxville.
- **Veteran Housing:** Thirty-two units of new construction is expected to break ground in the summer of 2023 that will focus on homeless veterans or veterans at risk of homelessness. The project will be financed with 9% tax credit equity, hard debt, local, state and federal funds/grants (including but not limited to HOME ARP, City of Knoxville funds, HUD CPF FY2023 grant), deferred fee, KCDC soft loans and other sources. The project will also be subject to a 20-year HUD VASH HAP contract that will cover 32-units to provide project-based subsidy to all residents. KCDC has partnered with the Veteran's Administration to implement this project.
- **Austin Phase II:** 180 units of housing will be complete by late summer 2023. All 180 units are tax credit with 45 also subject to a 20-year HAP contract for project-based subsidy.
- **Austin Phase III:** This project is expected to close and begin construction in the fourth quarter of 2023 on 161 units of tax credit affordable housing.
  - Forty-three units will be replacement units from the previous Austin Homes site and will be RAD PBRA or PBV units.
  - Fifty units will be part of the HUD Section 202 Program (housing for elderly) and are expected to convert through RAD following construction completion. The remaining 68 units will be tax credit only units.
  - The project will be funded with 4% tax credits, MF TEBs, City of Knoxville funds, NHTF, deferred fees, KCDC soft loans, Section 202 Capital advance, hard debt and other sources. KCDC has partnered with an affiliate of Southeastern Housing Foundation who will serve as general partner on this project.
- **Five Points Infill:** KCDC hopes to close and begin construction of 10-12 single-family homes on in-fill lots in the Five Points neighborhood. These are existing vacant lots owned by KCDC. There will be a project-based voucher HAP contract covering all homes in the project. The project will be funded with hard debt, City of Knoxville funds, deferred fee, KCDC soft loans, NHTF and other sources.

**Improve the Quality of Affordable Housing:**

- KCDC has fully implemented software conversion across all departments to Yardi. With the implementation of this new software KCDC will be able to identify the most important renewal and replacement needs for each property within our portfolio.
- As part of the First Creek at Austin Homes Phase III new construction development, KCDC development partner, Southeastern Housing Foundation, will be collaborating with KCDC to deliver resident supportive services as part of the HUD Section 202 PRAC program for 50 elderly households.
- Construction of the Western Heights Head Start facility was completed in 2022. The Head Start building is the first step in the transformation of the Western Heights community.
- Community Resource Fairs are continued to be held annually to bring partner social service agencies to the sites in order for residents to learn about and access available services. Each Fair has 15-25 partners who provide information on health services, food access, work force and job training programs, public safety and social service programs available in the community. KCDC will continue to identify partners and provide information and opportunities to residents as appropriate.
- KCDC has partnered with the Department of Energy's Oak Ridge National Laboratory Building Technologies Division to investigate the development of a net negative carbon multifamily property. KCDC is in the early phase of exploration.
- Western Heights 3-1: Renovation of 232 units of the 3-1 section of Western Heights is currently on going. Financed with 4% LIHTCs, Multifamily tax-exempt bonds, and soft loans. Renovation expected to be complete middle of 2024.

The table below reflects HAP contract effective dates for properties that have successfully converted from LIPH to RAD/PBRA/LIHTC.

Converted Properties from LIPH to PBRA/RAD/LIHTC			
Property	Program	Contract Number	Effective Date
Autumn Landing/Nature's Cove	PBRA	TN37RD00001	4/1/16
Mechanicsville	PBRA	TN37RD00004	2/1/17
Valley Oaks	PBRA	TN37RD00003	2/1/17
Five Points Senior Duplexes	PBRA	TN37RD00005	2/1/17
Residences at Five Points (FP1)	PBRA/LIHTC	TN37RD00002	8/1/17
Residences at Lonsdale	PBRA/LIHTC	TN37RD00008	10/1/17
North Ridge Crossing	PBRA/LIHTC	TN37RD00009	10/1/17
Vista at Summit Hill	PBRA/LIHTC	TN37RD00010	10/1/17
The Verandas	PBRA	TN37RD00011	12/1/17
Five Points Family Multiplexes	PBRA	TN37RD00012	12/1/17
Five Points 2	PBRA/LIHTC	TN37RD00007	4/1/18
Five Points 3	PBRA/LIHTC	TN37RD00014	6/1/18
Montgomery Village	PBRA	TN37RD00021	12/1/18
Passport Homes/Residences	PBRA/LIHTC	TN37RD00016	12/1/18
Five Points 4	PBRA/LIHTC	TN37RD00023	7/1/19
Love Towers	PBRA	TN37RD00024	10/1/19
Isabella Towers	PBRA	TN37RD00025	11/1/19
Residences at Eastport I	PBRA	TN37RD00027	12/1/19
Residences at Eastport II	PBRA/LIHTC	TN37RD00028	12/1/19
Cagle Terrace	PBRA	TN37RD00036	12/1/20
Austin Homes (First Creek Phase I/Bell Street)	Mixed Income: PBRA/RAD/LIHTC, LIHTC, Market Rate	TN37RD00030	9/1/20
Northgate Terrace	PBRA	TN37RD00042	5/1/22
Western Heights (3-1)	PBRA/LIHTC (Income Averaging)	TN37RD00045	12/1/22

**Increase Affordable Housing Choices:**

- New construction of 53 Project-Based Voucher elderly/disabled units at the Cottages at Clifton Road are complete and in full operation.
- The Five Points Master Plan has reached the following milestones:
  - New construction of 90 elderly/disabled units at the Residences at Five Points I is complete and is in full operation.
  - New construction of 84 family units at Five Points II is complete and in full operation.
  - New construction of 80 family units at Five Points III is complete and in full operation.
  - New construction of 82 family units at Five Points IV is complete and in full operation.
  - Additional plans are underway for construction of 10-12 in-fill single-family homes as part of the final phase Five Points MasterPlan.

KCDC was awarded a Multi-Phase Portfolio Project-Based Rental Assistance/LIHTC conversion as part of The Austin Homes Master Plan. This award includes the multi-phase construction of approximately 420 residential units of mixed income housing, a comprehensive redesign of site infrastructure, improvement of site topography, redesign of public roads and sidewalks, installation of new underground utilities, creation of large green space/recreation areas and other non-residential commercial or community facilities.

- Phase I - Site preparation and construction are underway for Phase I of the Austin Homes Master Plan with an estimated completion date of November 2021. This phase includes 105 total units consisting of 43 RAD replacement subsidized, 36 low-income-housing-tax- credit (LIHTC) only units and 26 units of workforce housing. Unit set asides for this phase include 21 units at or below 50% AMI, 58 units at 60% of AMI or below and 26 units between 80% and 100% of AMI. The project was completed in the second quarter of 2022 and is fully leased and stabilized.
- Phase II – Construction is underway for Phase II of the Austin Homes Master Plan with an estimated completion date of September 2023. This phase includes 180 total units with 45 units serving families at or below 30% AMI; 95 units serving families at or below 60% AMI; and 40 units serving families at or below 80% AMI.
- Phase III –Construction is expected to begin in late 2023 or early 2024 for Phase III of the Austin Homes Master Plan. This phase includes 161 total units with 43 units serving families at or below 30% AMI; 50 units serving families at or below 50% AMI, 4 units serving families at or below 60% AMI and 64 units serving families up to 80% AMI.
- Infrastructure Development – Infrastructure development at Austin Homes was complete as of early 2022. To-date, over \$12M of development funds have been invested in new public roads, sidewalks, underground utilities and storm water facilities.

Northgate Terrace: KCDC intends to utilize loan funds to renovate the complex. Major renovations would include new kitchens, new flooring, and major plumbing system needs. Renovations are currently underway and are expected to be completed in the first quarter of 2024.

Western Heights (TN003000001): KCDC intends to utilize 4% tax credits and bonds, combined with loan funds to renovate the complex. With the demolition described above the existing 244 units would be reduced to 232. Major renovations would include new roofs, new porches and doors, landscaping, and improved ADA accessibility.

**Provide improved affordable housing living environments:**

KCDC currently manages nine elderly/disabled designated properties to include: Cagle Terrace, Cottages at Clifton, Residences at Five Points I, Five Points Senior Duplexes, Love Towers, Northgate Terrace, Residences at Eastport I, Residences at Eastport II and The Verandas.

KCDC has partnered with Matter Health to open wellness centers in the lobby of our four high-rise properties: Love Towers, Cagle Terrace, Northgate Terrace and Isabella Towers. These centers provide primary care services to all residents regardless of insurance status.

Additional resident supportive services will be provided as part of the HUD Choice Neighborhood Implementation Grant at Western Heights (3-4).

**Promote self-sufficiency and asset development of assisted households:**

KCDC continues partnerships with supportive services, organizations and groups to assist residents with training, employment and healthcare services. Efforts to increase services in order to support independence for elderly and/or disabled residents will continue.

**B.4 Capital Improvements.** Include a reference here to the most recent HUD-approved 5-Year Action Plan in EPIC and the date that it was approved. KCDC's 5-Year CFP Action Plan effective 7/1/22 is attached as reference. The 5-Year CFP Action Plan "estimated" effective 7/1/23 is attached as well.

**B.5 Most Recent Fiscal Year Audit.**

(a) Were there any findings in the most recent FY Audit?

Y N  
☐ ☒

(b) If yes, please describe:

<b>C.</b>	<b>Other Document and/or Certification Requirements.</b>
<b>C.1</b>	<p><b>Resident Advisory Board (RAB) Comments.</b></p> <p>(a) Did the RAB(s) have comments to the PHA Plan?</p> <p>Y   N  <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>(b) If yes, comments must be submitted by the PHA as an attachment to the PHA Plan. PHAs must also include a narrative describing their analysis of the RAB recommendations and the decisions made on these recommendations.</p>
<b>C.2</b>	<p><b>Certification by State or Local Officials.</b></p> <p><a href="#">Form HUD 50077-SL</a>, <i>Certification by State or Local Officials of PHA Plans Consistency with the Consolidated Plan</i>, must be submitted by the PHA as an electronic attachment to the PHA Plan.</p>
<b>C.3</b>	<p><b>Civil Rights Certification/ Certification Listing Policies and Programs that the PHA has Revised since Submission of its Last Annual Plan.</b></p> <p>Form HUD-50077-ST-HCV-HP, <i>PHA Certifications of Compliance with PHA Plan, Civil Rights, and Related Laws and Regulations Including PHA Plan Elements that Have Changed</i>, must be submitted by the PHA as an electronic attachment to the PHA Plan.</p>
<b>C.4</b>	<p><b>Challenged Elements.</b> If any element of the PHA Plan is challenged, a PHA must include such information as an attachment with a description of any challenges to Plan elements, the source of the challenge, and the PHA's response to the public.</p> <p>(a) Did the public challenge any elements of the Plan?</p> <p>Y   N  <input type="checkbox"/> <input type="checkbox"/></p> <p>If yes, include Challenged Elements.</p>
<b>C.5</b>	<p><b>Troubled PHA.</b></p> <p>(a) Does the PHA have any current Memorandum of Agreement, Performance Improvement Plan, or Recovery Plan in place?</p> <p>Y   N   N/A  <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/></p> <p>(b) If yes, please describe:</p>
<b>D.</b>	<b>Affirmatively Furthering Fair Housing (AFFH).</b>
<b>D.1</b>	<p><b>Affirmatively Furthering Fair Housing (AFFH).</b></p> <p>Provide a statement of the PHA's strategies and actions to achieve fair housing goals outlined in an accepted Assessment of Fair Housing (AFH) consistent with 24 CFR § 5.154(d)(5). Use the chart provided below. (PHAs should add as many goals as necessary to overcome fair housing issues and contributing factors.) Until such time as the PHA is required to submit an AFH, the PHA is not obligated to complete this chart. The PHA will fulfill, nevertheless, the requirements at 24 CFR § 903.7(o) enacted prior to August 17, 2015. See Instructions for further detail on completing this item.</p>

**Fair Housing Goal:**

*Describe fair housing strategies and actions to achieve the goal*

**Fair Housing Goal:**

*Describe fair housing strategies and actions to achieve the goal*

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*Describe fair housing strategies and actions to achieve the goal*

**KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION  
BOARD ACTION FORM  
ATTACHMENT #14**

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Approval is requested to adopt eight activities within the Moving To Work Landlord Incentives Cohort #4.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Marisa Moazen, VP Policies and Strategic Partnerships
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	Budgeted: \$ _____ Expenditure: \$ _____ Source of Funds: _____
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<b>1. What is the objective of this action?</b> To receive board approval for the submission of our eight proposed activities in the Moving to Work Landlord Incentives Cohort #4.	
<b>2. Why is the action needed now?</b> We will be submitting our plan to HUD on June 30, 2023	
<b>3. Who are the parties involved and what are their roles (if appropriate)?</b> Marisa Moazen, VP Strategic Partnerships and Policies	
<b>4. What are the long-term and short-term exposures?</b> These activities will improve our ability to recruit landlords and increase our PBV program.	
<b>HISTORICAL / TRANSACTIONAL INFORMATION</b> (who, when, where)	Resolution 2021-25 approved the submission of the application for the MTW Cohort #4 Landlord Incentives cohort
<b>ATTACHMENTS</b>	Proposed MTW activities

### III. Proposed MTW Activities

We have outlined our four goals for MTW participation and in support of our 8 proposed activities.

1. Reducing time to voucher utilization.
2. Increasing utilization rates from 59% to 70%
3. Increasing resident choice by increasing properties in high opportunity areas.
4. Increasing the number of landlords participating by improving rents as to align with the local market.

#### A. Proposed Activities

KCDC's MTW Plan has focused on implementing initiatives which highlight cost effectiveness, self-sufficiency, and housing choice. KCDC's MTW Plan intends to adopt the following MTW activities:

#### Activity 2024-1: Payment Standards – Small Area Fair Market Rents (SAFMR)

<b>Activity Detail</b>	2.a. Payment Standards – Small Area Fair Market Rents (SAFMR): The PHA may establish payment standards between 80% and 150% of the SAFMR.
<b>Activity Description</b>	These MTW activities allow for more flexibility for both payment standards and exception payment standards. Being able to have a larger range to go beyond FMR or SAFMR, provides us to evaluate which area or zip code we can go beyond the regular 110%. This makes us a more viable partner with private landlords who are ready to become participating landlords within the HCV program. This competition also opens up our ability to add more PBV units, which Knoxville is quite open to doing.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Housing Choice.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity will be revenue and expenditure neutral.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>• Payment standard must be between 80% and 150% of the SAMFR.</li> <li>• The payment standard in effect for each grouped ZIP code must be within the basic range of the SAFMR for each ZIP code area in the group.</li> </ul>
<b>Hardship Policy</b>	This MTW activity requires a hardship policy. The Hardship Policy is included in Appendix A.
<b>Impact Analysis</b>	This MTW activity requires an impact analysis.
<b>Anticipated Impacts</b>	<ul style="list-style-type: none"> <li>• Exact impact is difficult to predict as there are many economic factors that dictate market performance, however, KCDC believes that the impact will be neutral or result in decrease</li> </ul>

	<p>revenue. KCDC has historically sought HUD approval for exception to adopt payment standards above 110% of Fair Market Rent. The application package to these requests has required many hours of staff time as well as costs to hire an external agency to conduct elaborate market analysis.</p> <ul style="list-style-type: none"> <li>• Based on historical data KCDC would adopt payment standards between 110-150% annually. As a result, the change will benefit eligible households with a decrease in monthly rent portion.</li> <li>• The change will have no impact the wait time on any agency waitlists.</li> <li>• The change will have little impact on the termination rate of families form the program. The change would possibly lower the number of families losing assistance due to the rule of termination of assistance after 180 days of zero HAP payment.</li> <li>• Increased payment standards would incentivize landlords to rent new units to voucher participants as they would be able to rent at higher contract rents, so it would increase utilization rate.</li> <li>• This activity would increase housing choice and be cost effective. Less staff time and cost obtaining approval for adequate payment standards would be coupled with larger housing inventory as a result of landlord receiving approval of proposed contract rents.</li> <li>• MTW statutory requirements: <ul style="list-style-type: none"> <li>○ Very Low-Income Requirement: This activity will not impact KCDC's ability to meet this requirement as there is no link to applicant waitlist selection.</li> <li>○ Reasonable Rent Policy: This activity does not affect process for rent calculations. An increased payment standard, however, would decrease the family's share of rent to owner in many cases.</li> <li>○ Substantially the Same Requirement: KCDC does not anticipate an increase in HAP expenditures due to these activities, however, KCDC will continue to ensure adequate HAP dollars are available to continue to assist the same number of families.</li> <li>○ Comparable Mix Requirement: This activity would have no effect on the number of household members in families, nor unit size rented.</li> <li>○ Housing Quality Standards (HQS): Units would continue to have to meet the HQS standards, so this statutory requirement will be met.</li> </ul> </li> <li>• Hardship requests are not anticipated as the participants will receive an increased benefit in increased HAP and reduced tenant portion of rent.</li> <li>• Payment standards for all bedroom sizes would be increased equitably based on market data to avoid a disparate impact to any protected class.</li> </ul>
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## Activity 2024-2: Payment Standards – Fair Market Rents

<b>Activity Detail</b>	2.b. Payment Standards – Fair Market Rents (FMR): The PHA may establish payment standards between 80% and 120% of the FMR.
<b>Activity Description</b>	KCDC will adopt a payment standard that is between 80% to 120% of the Fair Market Rents (FMR). Payment standards will be reviewed on an annual basis when the new FMR is published, and at other times as determined necessary. The ability to set payment standards within this increased range will allow for payment standards to be more reflective of local markets and therefore increase the number of housing units that HCV participants qualify to rent.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Housing Choice.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity will be revenue and expenditure neutral.
<b>Safe Harbor(s)</b>	Payment standard must be between 80% and 120% of the FMR.
<b>Hardship Policy</b>	This MTW activity requires a hardship policy. The Hardship Policy is included in Appendix A.
<b>Impact Analysis</b>	This MTW activity requires an impact analysis.
<b>Anticipated Impacts</b>	<ul style="list-style-type: none"> <li>Exact impact is difficult to predict as there are many economic factors that dictate market performance, however, KCDC believes that the impact will be neutral or result in decrease revenue. KCDC has historically sought HUD approval for exception to adopt payment standards above 110% of Fair Market Rent. The application package to these requests has required many hours of staff time as well as costs to hire an external agency to conduct elaborate market analysis.</li> <li>Based on historical data KCDC would adopt payment standards between 110-120% annually. As a result, the change will benefit eligible households with a decrease in monthly rent portion.</li> <li>The change will have no impact the wait time on any agency waitlists.</li> <li>The change will have little impact on the termination rate of families form the program. The change would possibly lower the number of families losing assistance due to the rule of termination of assistance after 180 days of zero HAP payment.</li> <li>Increased payment standards would incentivize landlords to rent new units to voucher participants as they would be able to rent at higher contract rents, so it would increase utilization rate.</li> <li>This activity would increase housing choice and be cost effective. Less staff time and cost obtaining approval for adequate payment standards would be coupled with larger housing inventory as a result of landlord receiving approval of proposed contract rents.</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>MTW statutory requirements:</b> <ul style="list-style-type: none"> <li>○ <b>Very Low-Income Requirement:</b> This activity will not impact KCDC's ability to meet this requirement as there is no link to applicant waitlist selection.</li> <li>○ <b>Reasonable Rent Policy:</b> This activity does not affect process for rent calculations. An increased payment standard, however, would decrease the family's share of rent to owner in many cases.</li> <li>○ <b>Substantially the Same Requirement:</b> KCDC does not anticipate an increase in HAP expenditures due to these activities, however, KCDC will continue to ensure adequate HAP dollars are available to continue to assist the same number of families.</li> <li>○ <b>Comparable Mix Requirement:</b> This activity would have no effect on the number of household members in families, nor unit size rented.</li> <li>○ <b>Housing Quality Standards (HQS):</b> Units would continue to have to meet the HQS standards, so this statutory requirement will be met.</li> </ul> </li> <li>• Hardship requests are not anticipated as the participants will receive an increased benefit in increased HAP and reduced tenant portion of rent.</li> <li>• Payment standards for all bedroom sizes would be increased equitably based on market data to avoid a disparate impact to any protected class.</li> </ul>
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### Activity 2024-3: Alternative Inspection Schedule

<b>Activity Detail</b>	5.d. Alternative Inspection Schedule: The PHA may implement an alternative schedule for conducting HQS inspections. Typically, HCV units must be inspected each year. Under this MTW activity, units can be inspected less frequently but must be inspected at least once every three years.
<b>Activity Description</b>	The adoption of the alternative HQS inspection schedule also primes our pool of existing landlords to continue engagement, as well as advocating for the incentives the program offers. Knoxville is primed for this level of engagement, as our landlords receive extra incentives for housing persons who hold an Emergency Housing Voucher. The cost savings to us is substantial as well, as KCDC would be able to adopt a 36-month schedule for HQS inspections. The tri-annual inspection schedule is another incentive to bring on new and keep existing landlords to our programs. This also does not mean it is a major change to the program already initiated, so this waiver does not create any unforeseen barriers. It does create a major cost savings for the HQS payment schedule, while concomitantly creating a deeper conversation to the perquisites offered to participating landlords.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Cost Effectiveness.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year

<b>Cost Implications</b>	This MTW activity will result in decreased expenditures.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>• Units must be inspected at least once every three years.</li> <li>• The participant must be able to request an interim inspection.</li> <li>• HQS inspection standards as found at 24 C.F.R. 982.401 must not be altered.</li> <li>• The Department must be able to conduct or direct the agency to perform an inspection at any time for health and safety, as well as accessibility, purposes.</li> </ul>
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

#### **Activity 2024-4: Increase PBV Program Cap**

<b>Activity Detail</b>	9.a. Project Based Voucher Program Flexibilities – Increase PBV Program Cap
<b>Activity Description</b>	There is a large community need for long term affordable housing. HCV units experience annual rent increases which result in increased tenant rental portions. By project-basing additional vouchers, long-term and affordable housing is secured for families. This activity would increase the cap for which the KCDC could award Project-Based Voucher contracts. KCDC has very few project-based units left to authorize and there is an increased need within the housing inventory.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Cost Effectiveness, Self-Sufficiency, and Housing Choice.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity is considered cost neutral.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>• The agency must not project-base more than 50% of the lower of either the total authorized units or annual budget authority.</li> </ul>
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

#### **Activity 2024-5: Increase PBV Project Cap**

<b>Activity Detail</b>	9.b. Project Based Voucher Program Flexibilities – Increase PBV Project Cap
<b>Activity Description</b>	The current PBV cap under which KCDC operates is 25%. KCDC will implement this activity to allow a project cap of up to 100% of the units at a project. This will allow for additional housing choice for all Section 8 eligible households. By increasing the project-based vouchers cap, additional units within new developments in highly desirable zip codes could be constructed and opened for low-income families. Increasing the cap would also allow for the development of specialty complexes

	with supportive services, such as FYI and VASH focused housing.
<b>Statutory Objectives</b>	<ul style="list-style-type: none"> <li>This MTW activity serves the following statutory objectives: Housing Choice.</li> </ul>
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity is considered cost neutral.
<b>Safe Harbor(s)</b>	The agency is subject to Notice PIH 2013-27 where applicable, or successor.
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

### **Activity 2024-6: Elimination of PBV Selection Process for PHA-owned projects without improvement, development, or replacement**

<b>Activity Detail</b>	9.c. Project Based Voucher Program Flexibilities – Elimination of PBV Selection Process for PHA-owned projects without improvement, development, or replacement
<b>Activity Description</b>	KCDC will be allowed to award project-based voucher units to properties owned by KCDC, or a single-asset entity of KCDC without engaging in a competitive selection process. KCDC must currently engage in an administratively burdensome process to project-based units that begins with publishing a Request for Proposals (RFP) to solicit applications for any interested property owner. This activity would provide flexibility to award PBV vouchers to KCDC owned units with a simplified process of having a Subsidy Layering Review (SLR) conducted and ensuring the property is compliant with site selection requirements.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Cost Effectiveness and Housing Choice.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity is expected to result in decreased expenditures.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>A subsidy layering review must be conducted.</li> <li>The agency must complete site selection requirements.</li> <li>HQS inspections must be performed by an independent entity according to 24 C.F.R. 983.59(b) or 24 C.F.R. 983.103(f).</li> <li>The agency is subject to Notice PIH 2013-27 where applicable, or successor.</li> <li>Property must be owned by a single-asset entity of the agency, see Notice 2017-21.</li> </ul>
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

### **Activity 2024-7: Limit Portability for PBV Units**

<b>Activity Detail</b>	9.h. Project Based Voucher Program Flexibilities – Limit Portability for PBV Units
<b>Activity Description</b>	Currently PBV households have the ability to request a tenant-based

	voucher after 12 months. This process is administratively burdensome as well as unrealistic in the current housing market. This activity will provide the flexibility to change the portability request to no more than 24 months.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Cost Effectiveness.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity is expected to result in decreased expenditures.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>• Portability under this activity must not be restricted for more than 24 months.</li> <li>• The agency must have a clear and uniform policy in place to address how move requests are received and how they are approved/denied for PBV households.</li> <li>• Participants must still retain the ability to request a tenant-based voucher for reasonable accommodation according to existing rules.</li> </ul>
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

#### **Activity 2024-8: Local, Non-Traditional Activities**

<b>Activity Detail</b>	17.c. Housing Development Programs – Local, Non-Traditional Activities
<b>Activity Description</b>	There is a high need for affordable housing in the Knoxville market. As such, participating in 17.c. will allow KCDC the flexibility to allocate no more than 10% of its HAP budget to the acquisition, renovation, or building of affordable rental units (non-public housing) for low-income families.
<b>Statutory Objectives</b>	This MTW activity serves the following statutory objectives: Housing Choice.
<b>Anticipated Timeline to Achieve Objectives</b>	Plan to Implement in the Submission Year
<b>Cost Implications</b>	This MTW activity has the following cost implications: neutral, increased revenue, decreased revenue, increased expenditures, or decreased expenditures.
<b>Safe Harbor(s)</b>	<ul style="list-style-type: none"> <li>• The agency must not spend more than 10% of its HAP budget on local, non-traditional activities.</li> <li>• Families receiving housing or services through local, non-traditional activities must meet the HUD definition of low-income.</li> <li>• The agency is subject to Notice PIH 2011-45 or any successor notice and/or guidance.</li> <li>• Agency must comply with section 30 of the 1937 Housing Act.</li> <li>• Any MTW Funding awarded to a third-party provider must be competitively bid.</li> </ul>
<b>Hardship Policy</b>	This MTW activity does not require a hardship policy.
<b>Impact Analysis</b>	This MTW activity does not require an impact analysis.

## KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION

Date: June 22, 2023

To: Board of Directors

From: Nancy White, Secretary

Subject: **SPECIAL AGENDA**  
Special Meeting of the Board of Directors  
**Thursday, June 29, 2023, 5:00 p.m.**  
901 N. Broadway  
Knoxville, Tennessee 37917

1. Call to order.
2. Approval is requested to execute the minutes for the *annual* meeting held on May 25, 2023. [\(Attached\)](#)

### **REDEVELOPMENT** (Jim Hatfield)

3. Resolution authorizing the negotiation and execution of all documents required to effectuate the closing of Liberty Place Knoxville (Project), a 32-unit permanent supportive housing project for low-income veterans, including the execution of loan documents. [\(Attached\)](#)

### **FINANCE** (Nancy White)

4. Resolution approving operating budget Revision Number 1 for fiscal year July 1, 2022 through June 30, 2023. [\(Attached\)](#)

5. Adjourn

# KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION

## ANNUAL MEETING MINUTES

The Board of Commissioners of the Knoxville's Housing Development Corporation met on **May 25, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared at 5:26 p.m. Those Directors present and absent were:

**Present:** Director Robert Whetsel  
Director Kim Henry  
Director Scott Broyles  
Director Felix Harris  
Director Kathy Hill

**Absent:** Director John Winemiller  
Director Robyn McAdoo

Approval to execute the minutes for the *special* meeting held on February 23, 2023. **Director Henry made the motion to approve the minutes. Director Broyles seconded the motion and all Directors present voted "Aye."**

Approval to elect officers. **Commissioner Broyles made a motion to elect the slate of officers. Commissioner Harris seconded the motion. All Commissioners present voted "Aye."**

The newly-elected officers are:

**Chair:** Kim Henry  
**Vice Chair:** Scott Broyles  
**Treasurer:** Felix Harris  
**Secretary:** Ben Bentley

### **FINANCE** (Nancy White)

Resolution approving the Operating Budget for the fiscal year 2024 (July 1, 2023 – June 30, 2024). **Director Broyles made a motion to approve. Director Harris seconded the motion and all Directors present voted "Aye." Resolution No. 2023-03 is attached.**

With no further business to come before the Board, the meeting adjourned by consent at 5:28 p.m.

\_\_\_\_\_  
Kimberly K Henry, Chair

Approved:

ATTEST:

\_\_\_\_\_  
Nancy White, Secretary

Approved:

# KNOXVILLE'S HOUSING DEVELOPMENT CORPORATON BOARD ACTION FORM

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution authorizing the negotiation and execution of all documents required to effectuate the closing of Liberty Place Knoxville (Project), a 32-units permanent supportive housing project for low-income Veterans, including the execution of loan documents
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, Vice President, Redevelopment
<b>MEETING TYPE</b>	<input type="checkbox"/> Regular <input checked="" type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ 3,100,000 <b>Expenditure:</b> \$ 3,100,000 <b>Source of Funds:</b> KHDC non federal funds
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: BBS Other – Name/Title: _____

### BACKGROUND

**1. What is the objective of this action?**  
Approval to negotiate and enter into loan documents for KHDC to provide loans to the Project to fill out the capital stack. The total amount of the loans provided by KHDC are not to exceed \$3,100,000. Approximately \$700K of the \$3.1M will serve as the upfront ground lease payment which be part of the loan from KHDC to owner entity in order for the owner entity to make that payment to KCDC.

**2. Why is the action needed now?**  
Board approval is needed before closing which is expected to be in late July.

**3. Who are the parties involved and what are their roles (if appropriate)?**  
As has been done on past development deals, KHDC will provide loans to the Project owner entity, Liberty Place Knoxville LP in order to fill-out the capital stack. Liberty Place Knoxville LP is the owner entity of the Project who will be the borrower on the loans.

**4. What are the long-term and short-term exposures?**  
The loan will provide for a 40 year repayment period and will only be repaid to the extent there is net cash flow available from the property to repay the loan balance.

<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	KCDC was awarded 9% tax credits from THDA for this project in 2022.
<b>ATTACHMENTS</b>	Resolution

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION  
APPROVING A LOAN TO LIBERTY PLACE KNOXVILLE LP**

**WHEREAS**, the Board of Directors of Knoxville's Housing Development Corporation ("KHDC"), has met pursuant to proper notice; and

**WHEREAS**, KHDC has been organized pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated, as an instrumentality of Knoxville's Community Development Corporation ("KCDC"); and

**WHEREAS**, the KHDC Board desires to approve a loan in an amount not to exceed \$3,100,000 (the "Loan") to Liberty Place Knoxville LP (the "Partnership") to construct a 32-unit residential apartment development for low income veterans (the "Project"); and

**WHEREAS**, the term of the loan will not exceed 40 years and the interest rate on the Loan will be at least the Applicable Federal Rate as of the date of closing; and

**WHEREAS**, the KHDC Board desires to approve that all or a portion of the amount of the Loan may be contributed to Liberty Place Knoxville Corporation, the general partner of the Partnership (the "General Partner") as an equity contribution (the "Equity Contribution").

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of Knoxville's Housing Development Corporation, as follows:

**RESOLVED**, that the Chairman or the Vice Chairman of KHDC is hereby authorized and directed to execute, and, where requested, the Secretary or Assistant Secretary is authorized to attest, and/or any other officer of KHDC, acting alone or in combination with one another (individually and collectively the "Authorized Officers"), is (are) hereby authorized and empowered to (i) execute and deliver any and all instruments, documents and agreements deemed necessary or desirable by the officers of the Corporation to evidence and secure the Loan or the Equity Contribution, as applicable, including without limitation, promissory notes, security agreements, certificates, affidavits, and any other instruments of any kind or nature whatsoever and approved by the Authorized Officers executing same, the execution of same by such Authorized Officers to constitute conclusive evidence of the approval of same, and (ii) take from time to time any other actions deemed necessary or desirable by the Authorized Officers to effect the transactions described above and to evidence the Loan or the Equity Contribution, as applicable, and, further

**RESOLVED**, that it is in the best interest of KHDC to provide the Loan or the Equity Contribution, as applicable, for the purpose of financing the development cost of the Project; and, further

**RESOLVED**, that any and all other actions heretofore taken on behalf of KHDC by the Authorized Officers to execute and deliver any of the agreements, documents or instruments authorized by the foregoing resolutions, or to take any of the other actions authorized by the foregoing resolutions, and all acts of the Authorized Officers that are in conformity with the purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

Approved this 29th day of June, 2023.

KNOXVILLE'S HOUSING  
DEVELOPMENT CORPORATION

By: \_\_\_\_\_  
Secretary

# KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION BOARD ACTION FORM

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution approving Knoxville's Housing Development Corporation Budget Revision No. 1 for FY 2023 (July 1, 2022-June 30, 2023).
<b>SUBMITTED BY</b>	Name, Title / Department:
<b>MEETING TYPE</b>	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	Budgeted: \$ _____ Expenditure: \$ _____ Source of Funds: Program Operating and Reserve Funds (as applicable)
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input checked="" type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b> The objective is to revise and approve the FYE2023 operating budget for the above-mentioned program within policy.</p>	
<p><b>2. Why is the action needed now?</b> We are required to bring a budget revision, if needed and based upon total expenses and/or net income(loss), to the Board for approval within the fiscal year.</p>	
<p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b> The Accounting Division staff analyzes and reviews our financial records near the end of each fiscal year to determine the need for revisions per policy requirements.</p>	
<p><b>4. What are the long-term and short-term exposures?</b> No exposure due to adequate reserves-need for policy compliance.</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	Budget policy requires the board to approve budget revisions if total expenses exceed the original budget or net income/loss does not meet projections.
<b>ATTACHMENTS</b>	Resolution Executive Summary

**RESOLUTION NO. 2023-\_\_\_\_**

**RESOLUTION APPROVING OPERATING BUDGET REVISION  
(NUMBER 1) FOR  
KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION FOR THE  
FISCAL YEAR JULY 1, 2022 THROUGH JUNE 30, 2023**

**WHEREAS** the Operating Budgets for Knoxville's Housing Development Corporation is not subject to annual approval by the Department of Housing and Urban Development; and

**WHEREAS** the annual budget for the above referenced project, programs and departments are directly dependent upon existing contractual relationships or upon contractual relationships that may yet be negotiated during any given fiscal year; and

**WHEREAS** the above referenced budget revision (number 1) and budget have been prepared based upon anticipated revenues from existing contractual relationships between Knoxville's Community Development Corporation and other second parties; and

**WHEREAS** in the opinion of the Board of Directors, the financial plan for each program is consistent with KCDC's overall operating strategy and is fiscally responsible.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION:**

**THAT** the Operating Budget Revision for Knoxville's Housing Development Corporation is not subject to annual approval by the Department of Housing and Urban Development are hereby approved and adopted for the fiscal year July 1, 2022 through June 30, 2023.

Approved: June 29, 2023.

**KNOXVILLE'S HOUSING  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Secretary



**EXECUTIVE SUMMARY  
FY 2023 BUDGET REVISION #1  
SUBSIDIARY CORPORATIONS (KHDC)**

**CHANGES FROM FY 2023 ORIGINAL BUDGET**

**KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION:**

**TOTAL REVENUE:** An increase of approximately 182% from \$1,095,650 to \$3,089,410 is proposed for 2023 under original budget figures primarily due to change in revenue recognition.

**TOTAL EXPENSES:** An increase of approximately 85% from \$1,164,250 to \$2,159,018 is proposed for 2023 under original budget figures primarily due casualty loss related to cyber events.

**NET INCOME/LOSS:** \$930,392

**RESERVES:** FYE 2023: (estimated): \$13,501,746

## LIBERTY PLACE KNOXVILLE CORPORATION

Date: June 22, 2023

To: Board of Directors

From: Nancy White, Secretary/Treasurer

Subject: **SPECIAL AGENDA**  
Meeting of the Board of Directors  
**Thursday, June 29, 2023, 5 p.m.**  
901 N. Broadway  
Knoxville, Tennessee 37917

1. Call to Order.
2. Approval is requested to execute the minutes for the *annual* meeting held on May 25, 2023. [\(Attached\)](#)

### REDEVELOPMENT (Jim Hatfield)

3. Resolution authorizing Liberty Place Knoxville Corporation, on behalf of Liberty Place Knoxville LP, to negotiate and execute all documents required to effectuate the closing of Liberty Place Knoxville (Project), a 32-units permanent supportive housing project for low-income Veterans. [\(Attached\)](#)
4. Adjourn

## LIBERTY PLACE KNOXVILLE CORPORATION

### ANNUAL MEETING MINUTES

The Board of Directors of the Liberty Place Knoxville Corporation met on **May 25, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared at 5:49 p.m. Those Directors present and absent were:

**Present:** Director Kim Henry  
Director Scott Broyles  
Director Felix Harris

**Absent:**

Approval to execute the minutes for the *special* meeting held on September 29, 2022. Director Broyles made a motion to approve. Director Harris seconded the motion. All Directors present voted "Aye."

Approval to elect officers. Director Harris made a motion to elect the following slate of officers. Director Broyles seconded the motion. All Directors present voted "Aye."

<b>President:</b>	Benjamin Bentley
<b>Vice President:</b>	Jim Hatfield
<b>Secretary/Treasurer:</b>	Nancy White

With no further business to come before the Board, the meeting adjourned at 5:50 p.m.

\_\_\_\_\_  
Benjamin M Bentley, President

Approved:

ATTEST:

\_\_\_\_\_  
Nancy White, Secretary

Approved:

# LIBERTY PLACE KNOXVILLE CORPORATION BOARD ACTION FORM

<b>MEETING DATE</b>	June 29, 2023
<b>AGENDA ITEM DESCRIPTION</b>	Resolution authorizing Liberty Place Knoxville Corporation, on behalf of Liberty Place Knoxville LP, to negotiate and execute all documents required to effectuate the closing of Liberty Place Knoxville (Project), a 32-units permanent supportive housing project for low-income Veterans.
<b>SUBMITTED BY</b>	<b>Name, Title / Department:</b> Jim Hatfield, VP Redevelopment
<b>MEETING TYPE</b>	<input type="checkbox"/> Regular <input checked="" type="checkbox"/> Special <input type="checkbox"/> Annual
<b>CLASSIFICATION</b>	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
<b>BUDGET / FINANCIAL IMPACT</b>	<b>Budgeted:</b> \$ _____ <b>Expenditure:</b> \$ _____ <b>Source of Funds:</b>
<b>APPROVAL / REVIEWS</b>	<input checked="" type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Executive Director/CEO <input checked="" type="checkbox"/> Legal Counsel: BBS _____ <b>Other – Name/Title:</b> _____
<b><u>BACKGROUND</u></b>	
<p><b>1. What is the objective of this action?</b>            The Project's owner entity and the Project's general partner will need to enter into various customary agreements that are all required in order for the Project to close. Such documents include but are not limited to an amended partnership agreement, loan documents, management agreement, assignments, AHAP, ground lease and PILOT, construction contract documents, and other related agreements.</p> <p><b>2. Why is the action needed now?</b>            Board approval is needed before closing which is expected to be in late July.</p> <p><b>3. Who are the parties involved and what are their roles (if appropriate)?</b>            Liberty Place Knoxville, LP is the owner entity of the Project. The general partner is Liberty Place Knoxville Corporation. Wells Fargo is providing the debt financing. First Horizon is providing the tax credit equity. Jenkins &amp; Stiles will serve as the general contractor.</p> <p><b>4. What are the long-term and short-term exposures?</b>            There are certain customary requirements associated with the various closing documents and agreements obligating the general partner and KCDC to develop the Project successfully and stabilize the Project post-construction.</p>	
<b>HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)</b>	KCDC was awarded 9% tax credits from THDA for this project in 2022.
<b>ATTACHMENTS</b>	Resolution

## RESOLUTION NO. 2023-\_\_\_\_\_

### RESOLUTION OF LIBERTY PLACE KNOXVILLE LP AND THE BOARD OF DIRECTORS OF LIBERTY PLACE KNOXVILLE CORPORATION REGARDING THE DEVELOPMENT OF AND THE UTILIZATION OF LOW-INCOME HOUSING TAX CREDITS RELATED TO LIBERTY PLACE AND THE EXECUTION OF DOCUMENTS RELATING THERETO

**WHEREAS**, the Board of Directors of Liberty Place Knoxville Corporation (the "Corporation") has met pursuant to proper notice; and

**WHEREAS**, the Corporation has been organized pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated, as an instrumentality of Knoxville's Community Development Corporation (the "KCDC"); and

**WHEREAS**, KCDC is the housing, redevelopment and urban renewal authority of the City of Knoxville, Tennessee (the "City") and is duly incorporated pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated; and

**WHEREAS**, by Sections 13-20-101 et seq., Tennessee Code Annotated, housing and redevelopment authorities in Tennessee are authorized through their respective governing bodies to finance and/or refinance housing and redevelopment projects; and

**WHEREAS**, to further the construction of approximately 32 units of low-income housing for veterans at approximately 3627 Division Street in the City (the "Project"), the Corporation and KCDC formed Liberty Place Knoxville LP, a Tennessee limited partnership (the "Partnership"), of which the Corporation is the sole general partner and will serve as the developer of the Project; and

**WHEREAS**, the Partnership proposes to finance the Project in part through a construction loan in an amount not to exceed \$7,500,000 (the "Construction Loan") and a permanent loan in an amount not to exceed \$2,500,000 (the "Permanent Loan" and, together with the Construction Loan, the "Bank Loans") from Wells Fargo Bank, National Association or an affiliate thereof (the "Bank"); and

**WHEREAS**, the Bank Loans will be evidenced by one or more promissory notes, loan agreements, and deeds of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the Bank Loans, the "Bank Loan Documents"); and

**WHEREAS**, to provide additional funding required for the Project, the Partnership intends to obtain a loan from KCDC in an amount not to exceed \$2,000,000 (the “Federal Budget Funds Loan”), which loan will be evidenced by a promissory note and secured by a deed of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the Federal Budget Funds Loan, the “Federal Budget Funds Loan Documents”); and

**WHEREAS**, to provide additional funding required for the Project, the Partnership intends to obtain a loan of HOME-ARP funds in an amount not to exceed \$1,000,000 (the “HOME-ARP Loan”), which HOME-ARP Loan will be evidenced by a promissory note and secured by a deed of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the HOME-ARP Loan, the “HOME-ARP Loan Documents”); and

**WHEREAS**, to provide additional funding required for the Project, the Partnership intends to obtain a loan from Knoxville’s Housing Development Corporation (“KHDC”) in an amount not to exceed \$3,100,000 (the “KHDC Loan”), which loan will be evidenced by a promissory note and secured by a deed of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the KHDC Loans, the “KHDC Loan Documents”); and

**WHEREAS**, to provide additional funding required for the Project, the Partnership intends to obtain a loan from the City of Knoxville in an amount not to exceed \$500,000 (the “City Loan”), which loan will be evidenced by a promissory note, a program agreement, a compliance agreement, a restrictive covenant and a deed of trust (together with such other documents, agreements and instruments referred to therein and/or required to be executed in connection with the City Loan, the “City Loan Documents”); and

**WHEREAS**, the Partnership intends to develop the Project utilizing solar energy equipment, resulting in the generation of certain energy credits that the Partnership and/or the Corporation may elect to sell or otherwise monetize to provide additional funding for the Project (the “Energy Credits”), and the Board of Directors of the Corporation desires to authorize the execution and delivery of any agreements, instruments, applications or other documents that may be necessary to receive, sell and/or otherwise monetize the Energy Credits (collectively, the “Energy Credit Documents”); and

**WHEREAS**, to proceed with the rehabilitation of the Project and to utilize low-income housing tax credits available pursuant to Section 42 of the Internal Revenue Code of 1986, as amended, for said rehabilitation, the Corporation, on its own behalf and as sole general partner acting on behalf of the Partnership, desires to:

(i) authorize the transactions contemplated by that certain First Amended and Restated Agreement of Limited Partnership Agreement of Liberty Place Knoxville LP (the "Partnership Agreement") among the Corporation, First Horizon Community Investment Group, Inc., as limited partner (the "Limited Partner"), CC Community Development Holdings, Inc., as special limited partner (the "Special Limited Partner"), and KCDC, as withdrawing limited partner;

(ii) authorize the transactions contemplated in the Bank Loan Documents, the Federal Budget Funds Loan Documents, the KHDC Loan Documents, the City Loan Documents, the KCDC Loan Documents, and the HOME-ARP Loan Documents;

(iii) authorize the transactions contemplated by a Ground Lease from KCDC to the Partnership (the "Lease"), including but not limited to the Partnership's lease of the Project from KCDC and its agreement to a payment in lieu of taxes agreement with KCDC; and

(iv) authorize a construction contract between the Partnership and Jenkins & Stiles LLC and the documents related thereto for the construction of the Project (collectively, the "Construction Documents").

Copies of the Partnership Agreement and the agreements related thereto, the Partnership Guaranty, the Bank Loan Documents, the Federal Budget Funds Loan Documents, the KHDC Loan Documents, the HOME-ARP Loan Documents, the City Loan Documents and the KCDC Loan Documents shall be filed with the records of the Corporation; and

**WHEREAS**, the Board of Directors of the Corporation desires to authorize the officers of the Corporation, for and on behalf of the Corporation in its individual capacity and, as the sole general partner, on behalf of the Partnership, to execute such documents as they, individually or collectively, determine is necessary, desirable or appropriate to carry out the transactions contemplated in and to ratify such officers' prior actions related to the Partnership Agreement and the agreements related thereto (including, but not limited to, a Development Agreement and a Right of First Refusal Agreement), the Bank Loan Documents, the Federal Budget Funds Loan Documents, the KHDC Loan Documents, the KCDC Loan Documents, the City Loan Documents, the HOME-ARP Loan Documents, the Energy Credit Documents, the Lease and the Construction Documents.

**NOW, THEREFORE, BE, AND IT IS HEREBY, RESOLVED**, that the Corporation, in its individual capacity and as the sole general partner of the Partnership, be and hereby is authorized to approve and to close the transactions contemplated herein and in the Partnership Agreement and the agreements related thereto, the Bank Loan Documents, the Federal Budget Funds Loan Documents, the KHDC Loan Documents, the City Loan Documents, the KCDC Loan Documents,

the HOME-ARP Loan Documents, the Energy Credit Documents, the Lease, and the Construction Documents; and, further

**RESOLVED**, that each of the President, the Vice President and any other officer of the Corporation (each, an "Authorized Officer"), or any one of them acting alone, be and hereby is authorized and directed, on behalf of the Corporation, acting for itself and as sole general partner of the Partnership, without the necessity of the joinder by any other officer of the Corporation, to (i) execute and deliver (a) the Partnership Agreement and the agreements related to the Partnership Agreement, including, but not limited to, a Development Agreement and a Right of First Refusal Agreement, (b) the Energy Credit Documents, (c) the Lease, (d) the Bank Loan Documents, (e) the Federal Budget Funds Loan Documents; (f) the KHDC Loan Documents; (g) the City Loan Documents; (h) the HOME-ARP Loan Documents, (i) the Construction Documents, and (j) any and all other instruments, documents and agreements deemed necessary or desirable by an Authorized Officer to carry out the transactions described herein and in the foregoing documents; all in the form approved by the Authorized Officer executing same, the execution of same by such Authorized Officer to constitute conclusive evidence of the approval of same; and further (ii) take all such further action as they may consider necessary or desirable in connection with the transactions described herein and to take from time to time any actions deemed necessary or desirable by such officer to effectuate and comply with the terms of such agreements as are executed on behalf of the Corporation (in its individual capacity and/or in its capacity as the sole general partner of the Partnership) pursuant to the authorization contained herein; and, further

**RESOLVED**, that any and all other actions heretofore taken on behalf of the Corporation (in its individual capacity and on behalf of the Partnership, in its capacity as the sole general partner of the Partnership) by the officers of the Corporation to execute and deliver any of the agreements, documents or instruments authorized by the foregoing resolutions, or to execute and deliver any certificates to be relied upon by the parties to the transactions contemplated thereby, or to take any of the other actions authorized by the foregoing resolutions, and all acts of the officers of the Corporation that are in conformity with the purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

Approved at a meeting of the Board of Directors held this 29<sup>th</sup> day of June, 2023.

**LIBERTY PLACE KNOXVILLE  
CORPORATION**

By: \_\_\_\_\_  
President