

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

Date: August 24, 2023

To: Board of Commissioners

From: Benjamin M. Bentley, Secretary

Subject: **AGENDA**
Board Meeting of the Board of Commissioners
Thursday, August 31, 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 meeting held on June 29, 2023 (no July meeting held). [\(Item 4 Attachment\)](#)

NEW BUSINESS

REDEVELOPMENT (Jim Hatfield)

5. Approval is requested to sell 1534 Texas Avenue (081 PE003) to Michael Haynes Construction, Inc. in the amount of \$3,000 for the construction of a single family home that will be rented to a low-income household upon completion. [\(Item 5 Attachment\)](#)
6. Approval is requested to transfer 107 S Chestnut Street (082NA00.01) to TIB, LLC via Special Warranty Deed in the amount of \$0 for a community garden and ancillary structures. [\(Item 6 Attachment\)](#)
7. Resolution approving the amendment to the Liberty Place Knoxville Corporation charter. [\(Item 7 Attachment\)](#)
8. Resolution authorizing the negotiation and execution of loan documents, guaranties, and subordinate financing in an amount NTE \$650,000, all related to the development of ten (10) single family homes in the Five Points neighborhood. [\(Item 8 Attachment\)](#)

9. Approval is requested to negotiate and execute a contract and related documents with East Tennessee Turf and Landscaping (TTL) to complete the infrastructure and site work for the first phase of CNI development at Western Heights. [\(Item 9 Attachment\)](#)

EXECUTIVE (Ben Bentley)

10. Resolution approving an amendment to the public input policy. [\(Item 10 Attachment\)](#)

Unfinished Business

Public Forum

Adjournment

Next month's agenda review meeting will be held

Thursday, September 21, 2023 @ 5 p.m.

Next month's board meeting will be held

Thursday, September 28, 2023 @ 5 p.m.

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD MEETING MINUTES

The Board of Commissioners of the Knoxville's Community Development Corporation met on **June 29, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared present at 5:01 p.m.

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

Absent: Commissioner Robyn McAdoo

Approval to execute the minutes for the *annual* meeting held on May 25, 2023. Commissioner Broyles moved to approve. Commissioner Whetsel seconded the motion. All other Commissioners present voted "Aye."

Approval to execute the minutes for the *regular* meeting held on May 25, 2023. Commissioner Harris moved to approve. Commissioner Broyles seconded the motion. All other Commissioners present voted "Aye."

REDEVELOPMENT (Jim Hatfield)

Approval to grant a Certificate of Completion and Release for 123 S Chestnut Avenue (082NB023) to QB Realty Team, LLC. Commissioner Whetsel moved to approve. Commissioner Winemiller seconded the motion. All other Commissioners present voted "Aye."

Approval to grant a Certificate of Completion and Release for 2517 Louise Avenue (082NA007) to Paige Hoffman. Commissioner Whetsel moved to approve. Commissioner Winemiller seconded the motion. All other Commissioners present voted "Aye."

Approval to transfer ownership via quitclaim deed of three parcels located at 2401, 2405 and 2411 Martin Luther King Jr Avenue to SEED. Commissioner Broyles moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye."

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. Commissioner Broyles moved to approve.

Commissioner Harris seconded the motion. All other Commissioners present voted "Aye."
Resolution No. 2023-15 is attached.

Resolution authorizing the execution of various documentation, including quitclaim deeds, a development agreement and seller financing agreements, associated with the sale of two parcels located at 2547 and 2563 Martin Luther King Jr Avenue to Shora Foundation.
Commissioner Harris moved to approve. Commissioner Broyles seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-16 is attached.

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. Commissioner Broyles moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-17 is attached.

FINANCE (Nancy White)

Resolution approving Central Office Cost Center and The Manor operating budget revision No. 1 for FY 2023 (July 1, 2022-June 30, 2023). Commissioner Broyles moved to approve.
Commissioner Harris seconded the motion. All other Commissioners present voted "Aye."
Resolution No. 2023-18 is attached.

HOUSING (Sabrina Draplin)

Resolution approving submission of the 2023 Public Housing Agency (PHA) Annual Plan.
Commissioner Broyles moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye." Resolution No. 2023-19 is attached.

POLICIES AND STRATEGIC PARTNERSHIPS (Marisa Moazen)

Approval to adopt eight activities within the Moving To Work Landlord Incentives Cohort #4.
Commissioner Broyles moved to approve. Commissioner Harris seconded the motion. All other Commissioners present voted "Aye."

PUBLIC FORUM

Delicia-Agelika Sabeso

UNFINISHED BUSINESS

None

ADJOURNMENT

With no further business to come before the Board, the meeting adjourned by consent at 5:36 p.m.

Kimberly K Henry, Chair

Approved:

ATTEST:

Benjamin M. Bentley, Secretary

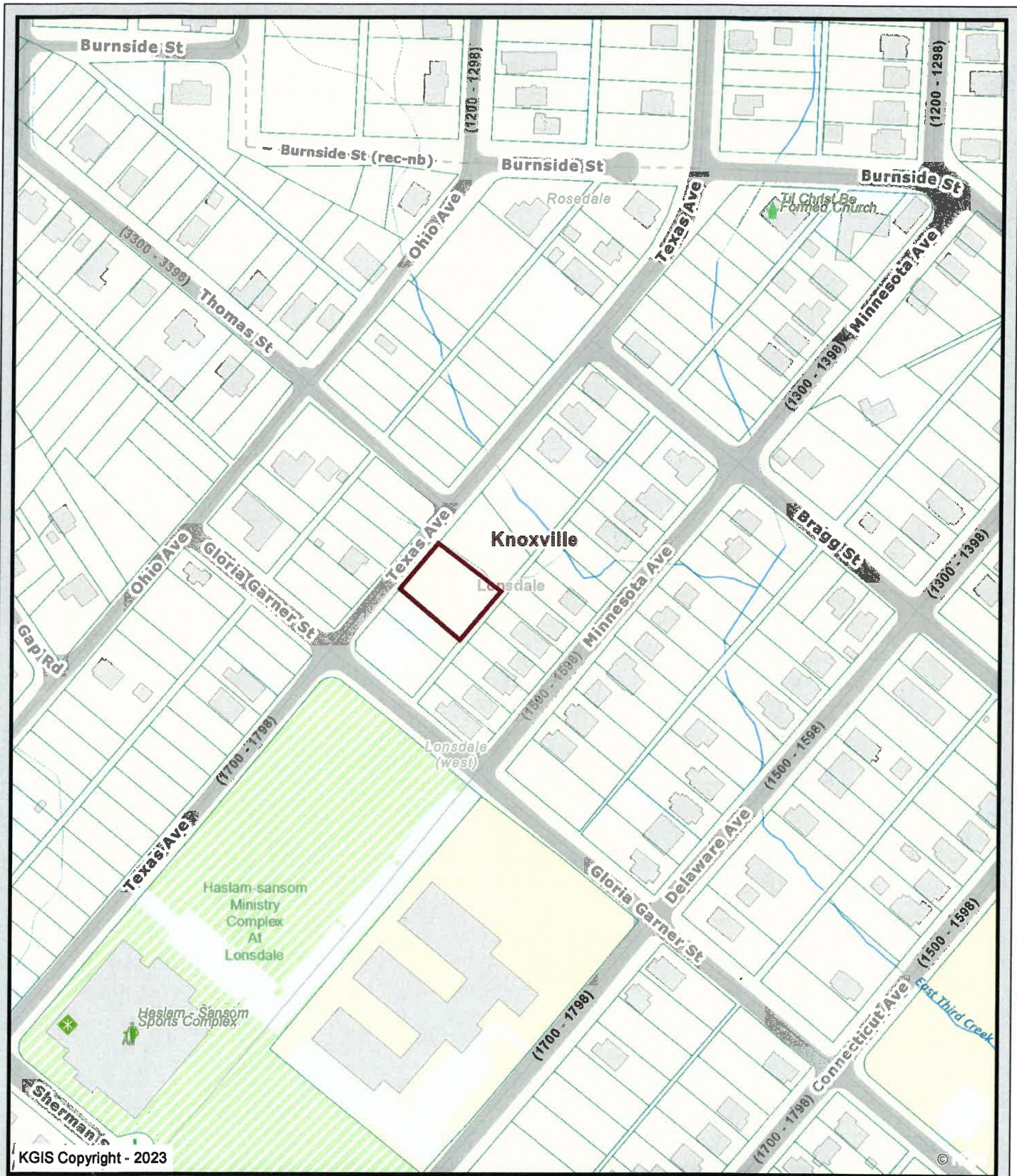
Approved:

DRAFT

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 5

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Approval is requested to sell 1534 (FKA 0) Texas Avenue (081PE003) for \$3,000 to Michael Haynes Construction, Inc. for the construction of a single family home that will be rented to a low-income household when completed.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ <u>N/A</u> Expenditure: \$ _____ Source of Funds: _____
APPROVAL / REVIEWS	<input type="checkbox"/> Department Head /VP <input type="checkbox"/> Budget/Finance <input type="checkbox"/> Executive Director/CEO <input type="checkbox"/> Legal Counsel: _____ Other – Name/Title: _____
<u>BACKGROUND</u>	
<p>1. What is the objective of this action? Property is being conveyed through the City's Homemaker Program. Owner is to construct a one-story, 4-bedroom, 2-bathroom single family home containing 1,382 SF. The home will be leased to a low/mod income household.</p> <p>2. Why is the action needed now? Sale of the property is needed now so the new owner can obtain building permits and begin fulfilling the requirements under the Homemakers program.</p> <p>3. Who are the parties involved and what are their roles (if appropriate)? KCDC as seller, City of Knoxville as administrator of the Homemaker Program, Michael Haynes Construction as the new property owner and developer under the Homemaker Program.</p> <p>4. What are the long-term and short-term exposures? none</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	KCDC has owned this site since 2017. Early this year, this site was re-platted and part of the site was transferred back to the City due to development restrictions.
ATTACHMENTS	Map, Homemakers Agreement



0 TEXAS AVENUE

Tax ID 081PE003

Knoxville - Knox County - KUB Geographic Information System



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GEORGE C. SHIELDS II
Attorney
City of Knoxville

Document No. C-23-0242

**HOMEMAKERS PROGRAM
CONDITIONAL SALES AGREEMENT**

THIS CONDITIONAL SALES AGREEMENT ("CSA") is made by and between the **Department of Housing and Neighborhood Development** (formerly known as the Department of Community Development), a department of the City of Knoxville, a municipal corporation organized and existing under the laws of the State of Tennessee, 400 Main Street, Suite 532, Knoxville, TN 37902 ("**Department**"), and **Michael Haynes Construction, Inc.**, 8207 Weaver Hollow Way, Powell, TN 37849 ("**Homemaker**").

WITNESSETH:

WHEREAS, by Ordinance No. O-207-95, the City of Knoxville ("City") established a process called the Homemakers Program to dispose of properties acquired through the Blighted Property Ordinance (codified as amended at Knoxville City Code § 6-150) and other properties acquired by or under control of the Department in order to meet the City's housing and community development objectives; and

WHEREAS, by agreement with the City, Knoxville's Community Development Corporation ("KCDC") conveys property acquired through the Lonsdale Redevelopment Plan through the Homemakers Program; and

WHEREAS, KCDC owns certain property located at 0 Texas Avenue, Parcel ID No. 081-PE-003 ("Property"), which is more specifically depicted on the Survey Map recorded as Instrument No. 202210060021761 in the Knox County Register's Office, showing re-subdivision of property formerly owned by KCDC acquired as shown in the Warranty Deeds of record as Instrument Nos. 201704280065710 and 201907310007754 in the aforesaid Register's Office, to which Instruments specific reference is made for a more particular description of the Property, and said Property is specifically described as follows:

SITUATED in Civil District No. Five of Knox County, Tennessee, and lying in the 19th Ward of the City of Knoxville, Tennessee, Block 12, City Block 19421, being known and designated as Lot No. 18R, as shown on map of record as Instrument No. 202210060021761, in the Register's Office for Knox County, Tennessee; said lot being more particularly described as follows: reference.

BEGINNING at an iron rod in the Southeast line of Texas Avenue, said point being North 43 deg. 13 min. 37 sec. East 167.20 feet from City of Knoxville Control Monument No. 506; thence with said Southeast line of Texas Avenue North 39 deg. 28 min. 39 sec. East 80 feet to an iron rod; thence North 39 deg. 18 min. 18 sec. East 10.41 feet to an iron rod, corner common to Lot 21R; thence leaving said Southeast line and with the common line of Lot 21R South 52 deg. 48 min. 51 sec. East 119.85 feet to an iron rod in the Northwest line of an unnamed alley; thence with the Northwest line of said alley South 39 deg. 27 min. 17 sec. West 15.94 feet; thence

South 39 deg. 27 min. 24 sec. West 80 feet to an iron rod, corner common with lot 17; thence leaving said Northwest line of alley and with the common line of Lot 17 North 50 deg. 09 min. 57 sec. West 119.76 feet to an iron rod in the Southeast line of Texas Avenue POINT OF BEGINNING.

BEING all or a portion of the following:

1. All of Lot 18 and Lot 19, conveyed to Knoxville's Community Development Corporation by deed from Fuad Hamdan (aka Fuad Hamden), dated 28 April 2017, of record as Instrument No. 201704280065710, in the Knox County Register's Office; and
2. A portion of Lot 20, conveyed to Knoxville's Community Development Corporation by deed from Daniel Rose, dated 30 July 2019, of record as Instrument No. 201907310007754, in the Knox County Register's Office; and

WHEREAS, the Homemaker has been selected by the Homemakers Program Committee to purchase the Property, and the Homemaker has agreed to purchase the Property, under the conditions set forth in this CSA; and

WHEREAS, said contemplated conveyance shall be made only under the prescribed conditions of this CSA.

NOW, THEREFORE, the Department and the Homemaker, for the mutual considerations stated herein, agree as follows:

1. This CSA does not transfer title to the Property. Final authorization for the transfer of title is subject to the approval of the Board of KCDC. By executing this CSA, the Department agrees to recommend to KCDC that it execute a Deed conveying the Property to the Homemaker in consideration of \$3,000.00 and compliance with all provisions of this CSA.
2. The total purchase price for the fee simple title to the Property is \$3,000.00. The Homemaker will deposit \$3,000.00 as earnest money. The City will hold said deposit in escrow until transfer of title. The Homemaker is responsible for any financing arrangements that must be made to pay any balance due.
3. The Homemaker agrees to assume full responsibility for payment of all taxes on the Property as of the date of delivery of the Deed, paying all property taxes when due and never allowing them to become delinquent.
4. The Homemaker agrees to assume full responsibility for obtaining and maintaining adequate hazard and/or builders' risk insurance as of the date of delivery of the Deed and will provide certificates, endorsements, and policies evidencing such insurance upon the City's request.
5. The Homemaker agrees to accept title upon delivery of the Deed by KCDC.

6. The Homemaker agrees to use the Property as proposed in the Homemakers Program application submitted to and approved by the Department and amended and restated below:

New construction of a one-story, four-bedroom, two-bathroom, single-family home containing approximately 1,382 square feet. The home shall be ADA VISIBLE, comply with all requirements of the Knoxville-Knox County Planning Design Review Board, and, upon completion, be rented to a household with income at or below 80 percent of the Area Median Income.

When used in this CSA: the term "ADA Accessible" means designed and constructed in such manner that the Property or part of the Property is readily accessible to and usable by individuals with disabilities in compliance with the provisions of the Americans with Disabilities Act of 1990, as amended, 42 U.S.C. § 12101 *et seq.* ("ADA"); the term "ADA VISIBLE" means construction compliant with the provisions of the ADA that includes interior doorways that provide a minimum 32-inch-wide unobstructed opening, an accessible means of egress, and a full or half bathroom on the ground floor; the terms "Area Median Income" and "Fair Market Rent" mean the median family income and the fair market rent, respectively, for the Knoxville, Tennessee, metropolitan area as published annually by the United States Department of Housing and Urban Development; and the term "energy efficient" means compliant with minimum design requirements that promote efficient utilization of energy in buildings as set forth in the Residential Building Code of the City of Knoxville.

7. The Homemaker agrees to complete the rehabilitation and/or construction on the Property within one (1) year of the date of delivery of the Deed. The Homemaker will begin the work necessary to rehabilitate the structure and/or construct a structure on the Property within 180 days of the transfer of the Property to the Homemaker. All work shall comply with infill housing design guidelines and all applicable City codes, inspection and permitting rules, rehabilitation standards, and approved plans and specifications.

8. The Homemaker agrees to submit all necessary plans within 90 days of the date of this CSA for the rehabilitation and/or construction of a structure on the Property. This CSA is subject to cancellation by the Department if the Homemaker fails to complete this obligation within 90 days of the date of this CSA.

9. The Homemaker agrees to obtain a written commitment from any and all funding sources for all necessary financing for the purchase, rehabilitation and/or construction required by this CSA within 120 days of the date of this CSA. The Homemaker will provide, or cause to be provided, to the City supportive documents from the funding source(s) fully disclosing the financing terms. This CSA is subject to cancellation by the Department if the Homemaker fails to complete this obligation within 120 days of the date of this CSA.

10. During the period beginning upon delivery of the Deed and continuing to the date KCDC issues a notice of completion of the rehabilitation and/or construction, the Homemaker agrees to secure and maintain the Property.

11. The Homemaker agrees that if the Property is a contributing property within a potential Historic District, a National Register District, a Redevelopment Area, or an H-1 Historical Zoning Overlay, then all rehabilitation work, new construction, or other alterations shall conform to the specific area requirements.

12. Time is of the essence with respect to all matters to be performed pursuant to this CSA.

13. The Homemaker will permit inspections at reasonable times by the Department's staff and designated agents to determine compliance with the terms of this CSA.

14. The Homemaker agrees to provide to the City the following information about the family or individual that initially occupies the structure located on the property: income, family size, race, sex of head of household, and elderly and handicap status. The Homemaker will submit the information on the form provided to the Homemaker for such purpose by the Department.

15. The Homemaker agrees to comply with all applicable federal requirements related to the construction, sale, rental, and financing of the housing units constructed and/or rehabilitated on the Property, including, but not limited to, lead-based paint hazard elimination regulations, the Civil Rights Act of 1964, and the Fair Housing Act, and related regulations.

16. The Homemaker agrees to maintain the Property in accordance with all applicable City codes, ordinances, rules, and regulations related to the maintenance of property standards and shall not allow the Property to fall into disrepair or blight.

17. Notices shall be given between the parties in writing, and shall be delivered to the addresses of the parties as set forth herein. All notices shall be either personally delivered or mailed through the U.S. Postal Service, postage prepaid, in a sealed envelope, certified mail, return receipt requested. Notices shall be deemed given when personally delivered or the day following deposit in the U.S. Postal Service as aforesaid.

18. Transfer of title shall take place within 150 days of the date of this CSA. This CSA is subject to cancellation by the Department if transfer of title does not take place within 150 days of the date of this CSA.

19. If the circumstances surrounding or the facts underlying the decision of the Department to enter into this CSA have materially changed between the date of this CSA and closing, and said changes are outside the control of the parties and could not have been avoided by the exercise of due care, then the Department, in its sole discretion, reserves the right to cancel this CSA and return the earnest money deposit to the Homemaker.

20. If it becomes necessary to enforce this CSA through an attorney, or by institution of litigation or other proceedings, the prevailing party, in addition to all other damages or remedies that may be awarded, shall be entitled to receive all costs, out-of-pocket expenditures, and reasonable attorneys' fees.

21. It is expressly understood and agreed that this CSA contains the entire agreement between the Department and the Homemaker and that there are no oral or collateral conditions, agreements, or representations, all such having been incorporated and resolved into this CSA. All conditions of this CSA shall be satisfied at or before closing.

IN WITNESS WHEREOF, this CSA has been duly executed and is effective on the latest of the dates set forth below.

**MICHAEL HAYNES CONSTRUCTION,
INC.**

July 12, 2023
Date

BY: 

TITLE: Michael Haynes, Owner

**DEPARTMENT OF HOUSING AND
NEIGHBORHOOD DEVELOPMENT**

July 12, 2023
Date

BY: 
**KEVIN DUBOSE
DIRECTOR**

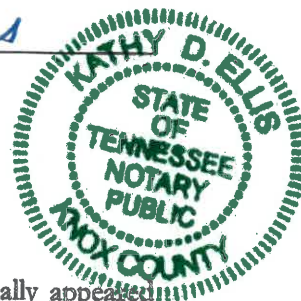
STATE OF TENNESSEE)
COUNTY OF KNOX)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared Michael Haynes, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that as the Owner of Michael Haynes Construction, Inc., is authorized to do so, executed the foregoing instrument for the purposes contained therein.

WITNESS my hand and seal at office in Knox County, Tennessee, this 12th day of July, 2023.

My Commission Expires: June 1, 2025


Notary Public – Kathy D. Ellis



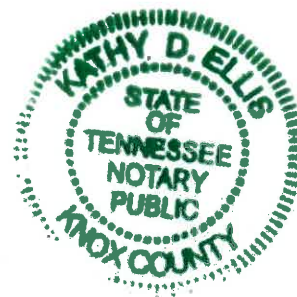
STATE OF TENNESSEE)
COUNTY OF KNOX)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared Kevin DuBose, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Director of Housing and Neighborhood Development of the City of Knoxville, a municipal corporation, and, being so authorized, executed the foregoing instrument for the purposes contained therein.

WITNESS my hand and seal at office in Knox County, Tennessee, this 12th day of July, 2023.

My Commission Expires: June 1, 2025


Notary Public – Kathy D. Ellis

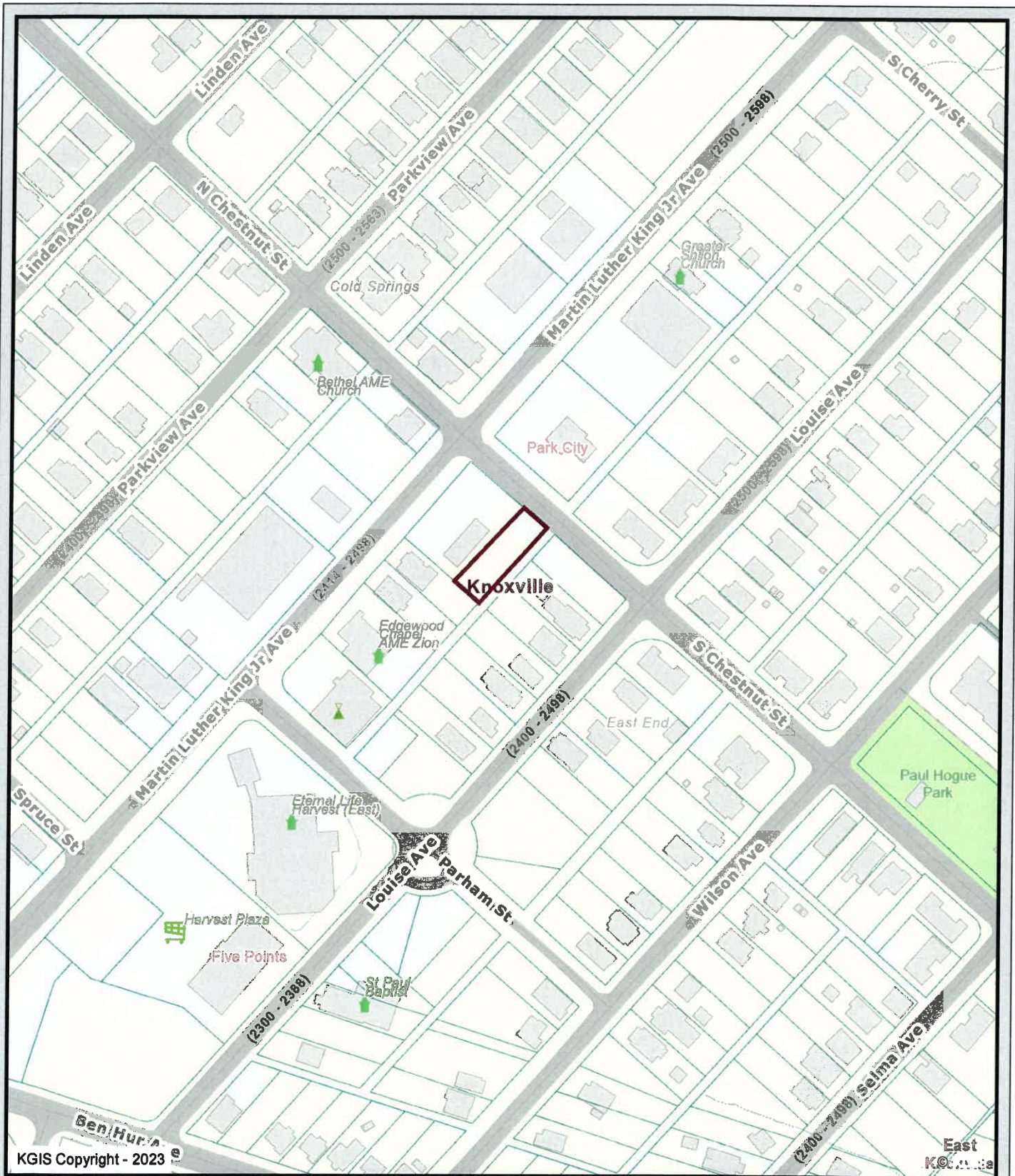


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KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 6

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Approval is requested to sell or transfer 107 S. Chestnut Street (082NA00601) to TIB, LLC for \$0.00 for a community garden and ancillary structures.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ 0.00 Expenditure: \$ _____ Source of Funds: _____
APPROVAL / REVIEWS	<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: _____
<u>BACKGROUND</u>	
<p>1. What is the objective of this action? A raised bed community garden will be placed on the property to provide fresh fruits & vegetables in the heart of the the community . The project includes construction of a 12' x 12' building with electricity & water, new fence, and appropriate parking off the alley. The property will be leased to Battlefield Farms at a low rent to benefit their mission of teach people to grow their own food and community.</p> <p>2. Why is the action needed now? Building permits are needed.</p> <p>3. Who are the parties involved and what are their roles (if appropriate)? KCDC as seller, City of Knoxville to facilitate sale, Battlefield Farms as ultimate lessee of property, and TIB, LLC property purchaser. TIB, LLC is a private entity where Chris Battle is the president.</p> <p>4. What are the long-term and short-term exposures? none</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	None
ATTACHMENTS	Map



107 S CHESTNUT

Tax ID 082NA00601

Knoxville - Knox County - KUB Geographic Information System



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KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION BOARD ACTION FORM - ITEM 7

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Resolution approving an amendment to the Liberty Place Knoxville Corporation charter.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ ⁰ Expenditure: \$ ⁰ Source of Funds:
APPROVAL / REVIEWS	<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:
<u>BACKGROUND</u>	
<p>1. What is the objective of this action? The tax credit investor on the Liberty Place transaction required a modification to the Corporation's charter as part of the transaction. The investor allowed the modification to be done post-closing.</p>	
<p>2. Why is the action needed now? The investor requested this modification to be made as soon as possible or at the next KCDC board meeting.</p>	
<p>3. Who are the parties involved and what are their roles (if appropriate)? KCDC as sole owner of the Corporation, First Horizon as the tax credit investor and Liberty Place Knoxville Corporation as the general partner of the project.</p>	
<p>4. What are the long-term and short-term exposures? None</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	The financing for Liberty Place closed on 8/16/23.
ATTACHMENTS	Resolution

RESOLUTION NO. 2023-___

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF
KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION
APPROVING AN AMENDMENT TO THE CHARTER OF
LIBERTY PLACE KNOXVILLE CORPORATION**

WHEREAS, Knoxville's Community Development Corporation ("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, pursuant to Tenn. Code Ann. § 13-20-104(b), housing and redevelopment authorities in Tennessee are authorized to cause the formation of corporations; and

WHEREAS, KCDC previously authorized the formation of Liberty Place Knoxville Corporation (the "Corporation") through the filing of a Charter with the Secretary of State on June 3, 2022 (the "Charter"), for the purpose of facilitating financing and development of a housing development for veterans on Division Street in the City; and

WHEREAS, the Board desires to approve an amendment to the Charter of the Corporation (the "Amendment"), the form of which has been presented to the Board.

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

RESOLVED, that the Amendment is hereby approved by KCDC; and, further

RESOLVED, that the Amendment shall be in substantially the form submitted, which is hereby approved, with such completions, omissions, insertions and changes as may be approved by the officers of the Corporation executing it.

Adopted this 31st day of August, 2023.

**KNOXVILLE'S COMMUNITY
DEVELOPMENT CORPORATION**

By: _____
Secretary

**ARTICLES OF AMENDMENT
TO THE CHARTER
OF
LIBERTY PLACE KNOXVILLE CORPORATION**

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is: Liberty Place Knoxville Corporation
2. The text of the amendment adopted is:

Paragraph (b) of Article XII of the Charter is hereby deleted in its entirety and replaced with the following:

(b) All of the assets of the corporation shall be held in trust for the purposes herein mentioned, including payment of the corporation's liabilities. Upon dissolution of the corporation, title to or other interest in any real or personal property and any other assets owned by the corporation at such time, after the payment of all its liabilities, shall vest in and be transferred to KCDC, or, in the event that KCDC shall cease to exist or fail to be a political subdivision of the State of Tennessee, to the State of Tennessee or a political subdivision thereof for a public purpose.

3. The amendment was duly adopted by the Board of Directors of the corporation on August 31, 2023.

4. The Charter of the corporation requires that an amendment to the charter or bylaws be approved by Knoxville's Community Development Corporation. The amendment was duly approved by the Board of Commissioners of Knoxville's Community Development Corporation on August 31, 2023.

5. These Articles of Amendment will be effective when filed with the Secretary of State.

Date: August 31, 2023

LIBERTY PLACE KNOXVILLE CORPORATION

By: _____

Name: Benjamin M. Bentley

Title: President

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 8

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Resolution authorizing the negotiation and execution of loan documents, guaranties, and subordinate financing in an amount NTE \$650,000, all related to the development of ten (10) single family homes in the Five Points neighborhood of Knoxville.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ 650,000 Expenditure: \$ 650,000 Source of Funds: KCDC Redevelopment funds
APPROVAL / REVIEWS	<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:
<u>BACKGROUND</u>	
<p>1. What is the objective of this action? In order to close on the financing for the Five Points infill project, numerous documents need to be negotiated and executed including typical loan documents, guaranties and subordinate financing documents. As is typical on most development deals, KCDC is needed to provide certain guaranties to the lender and on certain occasions, lend or contribute funds to the project to close any financial gaps.</p> <p>2. Why is the action needed now? KCDC intends to close on the financing for this transaction by the end of September to allow construction on the 10 homes to begin shortly thereafter.</p> <p>3. Who are the parties involved and what are their roles (if appropriate)? KCDC as guarantor and subordinate lender. KHDC as project owner. Home Federal as the project Lender.</p> <p>4. What are the long-term and short-term exposures? None</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	In 2022, KCDC received supplemental NHTF funding from THDA for this project.
ATTACHMENTS	Resolution, Home Federal Term Sheet

RESOLUTION NO. _____

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF
KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION
AUTHORIZING THE NEGOTIATION AND EXECUTION OF LOAN
DOCUMENTS**

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

WHEREAS, Knoxville's Community Development Corporation ("KCDC") is the housing 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, by Sections 13-20-101 et seq., Tennessee Code Annotated, housing authorities in Tennessee are authorized through their respective governing bodies to finance and/or refinance housing projects; and

WHEREAS, KCDC has formed Knoxville's Housing Development Corporation pursuant to Sections 13-20-101 et seq., Tennessee Code Annotated, as an instrumentality of KCDC; and

WHEREAS, to facilitate the development of a 10-unit housing project (the "Project") on approximately ten (10) parcels of property owned by KCDC and located on Ben Hur Avenue, Selma Avenue and/or Chesnut Street in Knoxville, Tennessee (the "Property"), KCDC desires to convey the Property to KHDC, and KHDC intends to obtain a loan from Home Federal Bank of Tennessee (the "Bank") in an amount not exceeding \$2,300,000 (the "Bank Loan") on terms and conditions substantially similar to those set forth in that certain term sheet from the Lender dated August __, 2023; and

WHEREAS, the Bank would not make the Bank Loan without the guaranty of KCDC and the execution by KCDC of a Guaranty, Environmental Indemnity Agreement and certain other documents and agreements to which KCDC is to be a party (collectively, the "KCDC Bank Loan Documents"); and

WHEREAS, to provide additional financing for the Project, KCDC has determined to make a loan to KHDC in an amount not to exceed \$650,000 (the "KHDC Loan").

NOW, THEREFORE, BE, AND IT IS HEREBY, RESOLVED, that the Chairman, Vice Chairman, Treasurer or Secretary of KCDC (individually and collectively, the

"Authorized Officers") is (are) hereby authorized and directed to execute (to the extent that KCDC is a party thereto), 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 instruments, documents and agreements deemed necessary or desirable by an Authorized Officer to effect the transfer of the Property to KHDC, including but not limited to any deed(s) of transfer; and, further,

RESOLVED, that (i) the Authorized Officers, individually or collectively, is (are) hereby authorized and directed to execute (to the extent that KCDC is a party thereto), 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 KCDC Bank Loan Documents and any documents necessary to evidence and secure the KHDC Loan, together with 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 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 this 31st day of August, 2023.

KNOXVILLE'S COMMUNITY
DEVELOPMENT CORPORATION

By: _____
Secretary

36185652.1

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 9

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Approval is requested to negotiate and execute a contract and related documents with East Tennessee Turf and Landscaping (ETTL) to complete the infrastructure and site work for the first phase of CNI development at Western Heights.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input type="checkbox"/> Resolution <input checked="" type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ 2,875,000 Expenditure: \$ 2,875,000 Source of Funds: COK Infrastructure Capital
APPROVAL / REVIEWS	<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: _____
<u>BACKGROUND</u>	
<p>1. What is the objective of this action? Approval to negotiate and execute a construction contract with ETTL to complete the infrastructure at the site of the first phase of the Western Heights CNI redevelopment project. Contract scope includes mass grading, storm water system installation, and installation of site retaining walls.</p> <p>2. Why is the action needed now? Infrastructure work needs to begin in early September so that it can be completed in time to allow the vertical construction to begin late this year or early next year.</p> <p>3. Who are the parties involved and what are their roles (if appropriate)? KCDC, as owner, will contract with the contractor, ETTL, to complete the scope of work. COK, through an existing agreement, will reimburse for costs associated with this contract.</p> <p>4. What are the long-term and short-term exposures? None</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	In July 2023, KCDC ran a public, competitive process to bid this scope of work. ETTL was low, qualified bid. In 2020 and 2021, ETTL also successfully completed the infrastructure at the former Austin Homes.
ATTACHMENTS	Bid Tabulation Memo



Benjamin M. Bentley, Executive Director/CEO

901 N. Broadway • Knoxville, TN 37917
865.403.1100 • Fax 865.403.1117
800.848.0298 (Tennessee Relay Center)
www.kcdc.org

TO: The KCDC Board

FROM: Benjamin M. Bentley, Secretary

DATE: August 2, 2023

SUBJECT: Approval of the award of a contract for Infrastructure Work for Western Heights Phase 1 C23008 with East Tennessee Turf & Landscape.

KCDC's Procurement Policy requires written formal solicitations (publicly advertised and opened) in all cases where the aggregate cost of the item(s) or service(s) requested is \$50,000 or more. Staff requests Board approval of the following recommendation.

Scope of Work	Conduct infrastructure work at Western Heights to prepare the site for vertical construction (Phase 1).
Funding Source	City of Knoxville funds
Total Award Amount	\$2,475,000.00
Review Committee	Jim Hatfield, Vice President of Redevelopment Terry McKee, Procurement Director
Solicitation Type	Invitation for Bids

Company	Amount	Recommended for Approval
East Tennessee Turf & Landscape	\$2,475,000.00	Yes (low bid)
The Franklin Group, LLC	\$2,910,000.00	No
Morgan Contracting, Inc.	\$5,975,000.00	No

This solicitation was distributed to:	
KCDC's Web Page	KCDC's Registered Vendors
KCDC property offices for publication on their bulletin boards	
Associated Construction Women*	Associated General Contractors of Tennessee
Atlanta Chapter <i>National Association of Black Women in Construction</i> *+	Black Contractors Association+
Centro Hispano de East Tennessee+	Construction Market Data

Dodge Data & Analytics	Knox County's Supplier Diversity Office*+
Knoxville Area Urban League+	Knoxville Builder's Exchange
Knoxville Chamber Partnership	Knoxville's DBAC Office*+
Knoxville Equity Partners+	SCORE
SERC	Small Business Administration
Tennessee Small Business Development Center	Tennessee Minority Supplier Development Council+
WJBE Radio+	
U.S. Department of Commerce Minority Business Development Agency+	

* Denotes an organization promoting/assisting Woman Owned Businesses

+ Denotes an organization promoting/assisting Minority Owned Businesses

KNOXVILLE'S COMMUNITY DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 10

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Resolution authorizing the amendment to KCDC's public input policy.
SUBMITTED BY	Name, Title / Department: Ben Bentley, Secretary
MEETING TYPE	<input checked="" type="checkbox"/> Regular <input type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ <u>n/a</u> Expenditure: \$ <u>n/a</u> Source of Funds:
APPROVAL / REVIEWS	<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:
<u>BACKGROUND</u>	
<p>1. What is the objective of this action?</p> <p>Earlier this year, new state laws pertaining to TN's open meeting act went into effect. The new law changes were specific to the publishing of meeting agendas as well as public comment and input procedures. As such, to remain in compliance with TN law, KCDC needs to amend its existing public input policy.</p>	
<p>2. Why is the action needed now?</p> <p>Earlier this year, new state laws pertaining to TN's open meeting act went into effect. The new law changes were specific to the publishing of meeting agendas as well as public comment and input procedures. As such, to remain in compliance with TN law, KCDC needs to amend its existing public input policy.</p>	
<p>3. Who are the parties involved and what are their roles (if appropriate)?</p> <p>KCDC, as a public housing authority, is subject to TN's open meetings laws.</p>	
<p>4. What are the long-term and short-term exposures?</p> <p>None</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	The Board Commissioners adopted the Public Input Policy in March 2018.
ATTACHMENTS	Resolution Amended Public Input Policy

RESOLUTION NO. 2023-__

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF KNOXVILLE'S
COMMUNITY DEVELOPMENT CORPORATION APPROVING AN
AMENDMENT TO THE PUBLIC INPUT POLICY**

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, the Board conducts its meetings in compliance with the Tennessee open meetings law and values the ideas and insights of the public; and

WHEREAS, to facilitate orderly public comment at the meetings of the Board, the Board previously adopted a Public Input Policy; and

WHEREAS, the Board now desires to amend the existing Public Input Policy and to adopt the revised Public Input Policy attached hereto as Exhibit A (the "Public Input Policy").

NOW, THEREFORE, BE, AND IT IS HEREBY, RESOLVED, by the Board of Knoxville's Community Development Corporation as follows:

RESOLVED, that the Public Input Policy, as revised, is hereby approved and adopted by the Board; and further

RESOLVED, that the Public Input Policy shall be applicable to all future meetings of the Board and of the boards of any Instrumentalities of the Board, and shall be made available to the public on the Board's website; and further

RESOLVED, that any and all other actions heretofore taken on behalf of the Board consistent with the purpose and intent of this resolution are hereby approved, ratified and confirmed in all respects; and further

RESOLVED, that the officers of the Board are hereby authorized to take all appropriate action to implement the Public Input Policy at all future meetings of the Board.

Approved at a meeting of the Board of Commissioners held this 31st day of August, 2023.

**KNOXVILLE'S COMMUNITY
DEVELOPMENT CORPORATION**

By: _____
Secretary

**Knoxville's Community Development Corporation
Board of Commissioner's Meeting
Public Input Policy**

The Board of Commissioners (the "Board") of Knoxville's Community Development Corporation conducts all meetings in compliance with the Tennessee open meetings law. Tennessee law requires that meetings be open for public observation, and that the Board reserve a period of time at each meeting for public comment related to matters that are germane to the agenda items to be considered at such meeting.

It is the policy of the Board to allow members of the public to speak once on any agenda item for up to five (5) minutes. If a member of the public wishes to speak to this Board, he or she must sign up to speak before the meeting by registering on the sign-up sheet that will be available at the meeting, whether with regard to a specific agenda item or as part of the general public forum described below. An agenda will be made available for review by members of the public with the sign-up sheet. Only persons who have registered to speak prior to the convening of the meeting will be allowed to speak.

A person speaking on an agenda item will be granted time by the presiding officer of the Board to speak when his or her topic of interest is addressed on the agenda. When a number of persons desires to speak to an issue, each side shall be limited to three (3) speakers. The Board may extend the number of speakers or the time allowed for speakers by a vote of majority of the Commissioners present.

At the conclusion of the Board's regularly scheduled business, a general public forum will be opened to the public. This forum will allow for persons to speak to items that were not on the agenda. The public forum will be limited to thirty (30) minutes. The order of speakers will be determined according to the order of names on the sign-up sheet, with the exception that Knox County residents will speak before non-residents. The presiding officer of the Board will then call on those persons one at a time to stand and address the Board for no more than five (5) minutes per speaker.

All speakers, members of the audience, and Commissioners shall remember that the meeting is a Board meeting. All persons are to show proper respect to each other and shall maintain the proper decorum in the meeting at all times. Persons who fail to observe the rules as to proper decorum shall not be permitted to speak and may be removed from the meeting.

Time allocated for public forum provides an opportunity for community members to share their ideas, insights, and concerns with the Commissioners; it is not, however, intended to be a time for discussion between the Commissioners and the speaker or a time for obtaining either answers to questions raised or responses to requests made for information or action. As appropriate, response to questions raised and/or requests made by the speaker may be made at a later time after Commissioners and/or staff have had sufficient opportunity to consider and deliberate on them.

All members of the public are always encouraged to submit written information prior to a board meeting by either of the following methods:

Mail: P.O. Box 3550
Knoxville, TN 37927-3550
Attention: Executive Director

Email: info@kcdc.org

This policy also applies to all board meetings held by instrumentalities of Knoxville's Community Development Corporation subject to Tennessee open meetings law.

Adopted March 2018
Amended August 2023

**Knoxville's Community Development Corporation
Meeting of Board of Commissioners
Public Input Sign-Up Sheet**

Meeting Date: _____

1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				
1. Name:	2. Agenda Item?	Y	N (circle)	3. If yes, which agenda item number?
4. Address:				

KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION

Date: August 24, 2023

To: Board of Directors

From: Nancy White, Secretary/Treasurer

Subject: **AGENDA**
Special Meeting of the Board of Directors
Thursday, August 31, 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 *special* meeting held on May 25, 2022.

REDEVELOPMENT (Jim Hatfield)

3. Resolution authorizing the negotiation and execution of loan documents from Home Federal Bank in amount NTE \$2,300,000 for the purpose of developing ten (10) single family homes in the Five Points neighborhood of Knoxville.
4. Adjourn

KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION

SPECIAL MEETING MINUTES

The Board of Commissioners of the Knoxville's Housing Development Corporation met on **June 29, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared at 5:37 p.m. Those Directors present and absent were:

Present: Director Kimberly Henry
Director Scott Broyles
Director Felix Harris
Director Robert Whetsel
Director John Winemiller
Director Kathy Hill

Absent: Director Robyn McAdoo

Approval to execute the minutes for the *special* meeting held on May 25, 2023. Director Broyles made the motion to approve the minutes. Director Harris seconded the motion and all Directors present voted "Aye."

DRAFT

EXECUTIVE (Ben Bentley)

Resolution regarding the election of the office of Secretary and Treasurer. Director Winemiller made a motion to approve. Director McAdoo seconded the motion. Director McAdoo recused herself and all Directors present voted "Aye." Resolution No. 2023-01 is attached.

REDEVELOPMENT (Jim Hatfield)

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. Director Broyles made a motion to approve. Director Winemiller seconded the motion. Director McAdoo recused herself and all Directors present voted "Aye." Resolution No. 2023-04 is attached.

FINANCE (Nancy White)

Resolution approving the operating budget Revision Number 1 for FY 2023 (July 1, 2022-June 30, 2023). Director Broyles made a motion to approve. Director Winemiller seconded the motion. Director McAdoo recused herself and all Directors present voted "Aye." Resolution No. 2023-05 is attached.

With no further business to come before the Board, the meeting adjourned by consent at 5:32 p.m.

ITEM 2 ATTACHMENT

Kimberly K Henry, Chair

Approved:

ATTEST:

Nancy White, Secretary

Approved.

DRAFT

KNOXVILLE'S HOUSING DEVELOPMENT CORPORATION

BOARD ACTION FORM - ITEM 3

MEETING DATE	August 31, 2023
AGENDA ITEM DESCRIPTION	Resolution authorizing the negotiation and execution of loan documents from Home Federal Bank in amount NTE \$2,300,000 for the purpose of developing ten (10) single family homes in the Five Points neighborhood of Knoxville.
SUBMITTED BY	Name, Title / Department: Jim Hatfield, Vice President, Redevelopment
MEETING TYPE	<input type="checkbox"/> Regular <input checked="" type="checkbox"/> Special <input type="checkbox"/> Annual
CLASSIFICATION	<input checked="" type="checkbox"/> Resolution <input type="checkbox"/> Approval
BUDGET / FINANCIAL IMPACT	Budgeted: \$ 2,300,000 Expenditure: \$ 2,300,000 Source of Funds: KCDC Redevelopment funds
APPROVAL / REVIEWS	<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:
<u>BACKGROUND</u>	
<p>1. What is the objective of this action?</p> <p>In order to close on the financing for the Five Points infill project, numerous loan documents need to be negotiated and executed including typical loan documents, collateral assignments and other agreements between the lender and related parties. Board approval to negotiate and execute such documents is needed.</p>	
<p>2. Why is the action needed now?</p> <p>KHDC intends to close on the financing for this transaction by the end of September to allow construction on the 10 homes to begin shortly thereafter.</p>	
<p>3. Who are the parties involved and what are their roles (if appropriate)?</p> <p>KHDC as project owner. KCDC as guarantor and subordinate lender. Home Federal as the project Lender.</p>	
<p>4. What are the long-term and short-term exposures?</p> <p>None</p>	
HISTORICAL / TRANSACTIONAL INFORMATION (who, when, where)	In 2022, KCDC received supplemental NHTF funding from THDA for this project.
ATTACHMENTS	Resolution, Home Federal term sheet

RESOLUTION NO. _____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
KNOXVILLE'S HOUSING DEVELOPMENT CORPORATON
AUTHORIZING THE NEGOTIATION AND EXECUTION OF LOAN
DOCUMENTS AND RELATED TRANSACTION DOCUMENTS
WITH RESPECT TO THE FIVE POINTS INFILL TRANSACTION**

WHEREAS, the Board of Directors of Knoxville's Housing Development 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, Knoxville's Community Development Corporation ("KCDC") is the housing 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, by Sections 13-20-101 et seq., Tennessee Code Annotated, housing authorities in Tennessee are authorized through their respective governing bodies to finance and/or refinance housing projects; and

WHEREAS, the Corporation desires to construct a 10-unit housing project (the "Project") on approximately ten (10) parcels of property owned by KCDC and located on Ben Hur Avenue, Selma Avenue and/or Chesnut Street in Knoxville, Tennessee (collectively, the "Property"); and

WHEREAS, to facilitate the development and financing of the Project, KCDC proposes to convey the Property to the Corporation; and

WHEREAS, to finance the construction of the Project, the Board of Directors (the "Board") of the Corporation has determined it to be in the best interest of the Corporation to borrow an amount not to exceed \$2,300,000 (the "Bank Loan") from Home Federal Bank (the "Lender"); and

WHEREAS, the Bank Loan will be on terms and conditions substantially similar to those generally set forth in that certain term sheet from the Lender dated August __,

2023 (the "Term Sheet"), a copy of which term sheet has been submitted to the Corporation and shall be filed with the records of the Corporation; and

WHEREAS, the Bank Loan will be evidenced by a Construction and Term Loan Agreement, together with such other documents, agreements, and security instruments as the Corporation may be required to execute in connection therewith (collectively, the "Bank Loan Documents"), a copy of which shall be submitted to the Corporation and shall be filed with the records of the Corporation; and

WHEREAS, to provide additional financing for the construction of the Project, the Board has determined that that it is in the best interest of the Corporation to provide funding to the Project in the form of an equity contribution in an amount not to exceed \$650,000 (the "Equity Contribution"), which equity contribution may be made directly to the Project or to KCDC, for the purpose of allowing KCDC to make a loan to finance the Project; and

WHEREAS, the Board of Directors of the Corporation desires to authorize the officers of the Corporation, for and on behalf of the Corporation, to execute the such documents as they, individually or collectively, determine is necessary, desirable or appropriate in order to complete the construction of the improvements on the Property (including, without limitation, a construction contract with the general contractor for the Project, the Bank Loan Documents, any documents required in connection with the Equity Contribution and any documents required in connection with any other financing for the Project, including but not limited to a loan or grant from the City of Knoxville and any grant documents or loan documents in connection with any National Housing Trust Fund Grant awarded in connection with the Project) and to undertake the transactions described herein and above (collectively, the "Project Documents").

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

RESOLVED, that the President or the Chairman of the Corporation (individually and collectively the "Authorized Officers"), and/or any other officer of the Corporation, acting alone or in combination with one another, is (are) hereby authorized and empowered to execute, and where requested, the Secretary of the Corporation is authorized to attest, (i) the Bank Loan Documents in such form as may be approved by the officer(s) executing the same, the execution of same by such Authorized Officers to constitute conclusive evidence of the approval of the same; and (ii) any and all other

instruments, documents, certificates and agreements deemed necessary or desirable by the Lender in order to evidence and secure the Bank Loan properly in accordance with the requirements of the Lender, including without limitation, certificates, affidavits, and any other instruments of any kind or nature whatsoever, all in the form required by the Lender 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, further;

RESOLVED, that the Authorized Officers are hereby authorized to 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 Bank Loan properly in accordance with the requirements of the Lender; and, further

RESOLVED, that it is in the best interest of the Corporation to use the proceeds of the Bank Loan for the purpose of constructing improvements to the Property and other eligible uses; and, further

RESOLVED, that (i) the Authorized Officers, acting alone or in combination with one another, for and on behalf of the Corporation, is (are) hereby authorized and directed to execute, and, where requested, the Secretary is authorized to attest, and any such officer of the Corporation is authorized to deliver to the other parties thereto (to the extent that the Corporation is a party thereto) the Project Documents and 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 the Corporation, 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 the Corporation pursuant to the authorization contained herein; and, further

RESOLVED, that any and all other actions heretofore taken on behalf of the Corporation 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; and, further

RESOLVED, that the foregoing resolutions shall remain effect until revoked.

Approved this 31st day of August, 2023.

Knoxville's Housing Development
Corporation

By: _____
Secretary

25406725.2

LIBERTY PLACE KNOXVILLE CORPORATION

Date: August 24, 2023

To: Board of Directors

From: Nancy White, Secretary/Treasurer

Subject: **SPECIAL AGENDA**
Special Meeting of the Board of Directors
Thursday, August 31, 2023, 5 p.m.
901 N. Broadway
Knoxville, Tennessee 37917

1. Call to Order.
2. Approval is requested to execute the minutes for the *special* meeting held on June 29, 2023. ([Item 2 Attachment](#))

REDEVELOPMENT (Jim Hatfield)

3. Resolution approving an amendment to the Charter. ([Item 3 Attachment](#))
4. Adjourn

THIS MEETING AND ALL COMMUNICATIONS BETWEEN MEMBERS IS SUBJECT TO THE PROVISIONS OF THE TENNESSEE OPEN MEETINGS ACT, TENN. CODE ANN. §8-44-101, *et seq.*

ITEM 2 ATTACHMENT

LIBERTY PLACE KNOXVILLE CORPORATION

SPECIAL MEETING MINUTES

The Board of Directors of the Liberty Place Knoxville Corporation met on **June 29, 2023** at 901 N. Broadway, Knoxville, Tennessee.

The meeting was called to order and a quorum declared at 5:43 p.m. Those Directors present and absent were:

Present:	Director Kimberly Henry	Absent:
	Director Scott Broyles	
	Director Felix Harris	

Approval to execute the minutes for the *annual* meeting held on May 25, 2023. **Director Broyles made a motion to approve. Director Harris seconded the motion. All Directors present voted "Aye."**

REDEVELOPMENT (Jim Hatfield)

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-unit permanent supportive housing project for low-income veterans. **Director Broyles made the motion to approve. Director Harris seconded the motion and all Directors present voted "Aye." Resolution No. 2023-01 is attached.**

With no further business to come before the Board, the meeting adjourned at 5:46 p.m.

Benjamin M Bentley, President

Approved: _____

ATTEST:

Nancy White, Secretary

Approved: _____

RESOLUTION NO. 2023-__

**RESOLUTION OF THE BOARD OF DIRECTORS OF
LIBERTY PLACE KNOXVILLE CORPORATION APPROVING
AMENDMENT TO CHARTER**

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, the Board of Directors of the Corporation has determined to approve an amendment to the Charter of the Corporation (the "Amendment"), the form of which has been presented to the Board and which will be filed with the Tennessee Secretary of State and recorded in the Office of the Register of Deeds of Knox County, Tennessee.

NOW, THEREFORE, BE, AND IT IS HEREBY, RESOLVED, that the President, Vice-President, Secretary, and/or any other officer of the Corporation, acting alone or in combination with one another (individually and collectively, the "Authorized Officers"), is/are authorized and empowered to execute the Amendment and cause the same to be filed with the Secretary of State and recorded in the Office of the Register of Deeds for Knox County, Tennessee; and, further

RESOLVED, that the Amendment shall be in substantially the form submitted, which is hereby approved, with such completions, omissions, insertions and changes as may be approved by the officers executing it, their execution to constitute conclusive evidence of their approval of any such completions, omissions, insertions and changes; and, further

RESOLVED, that that the Authorized Officers, acting alone or in combination with one another, is/are authorized and empowered to execute and cause to be filed or recorded, as applicable, any and all other instruments, documents and agreements deemed necessary or desirable by the Authorized Officers in order to effectuate the transactions described herein, and, further

RESOLVED, that any and all other actions heretofore taken on behalf of the Corporation 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 at a meeting of the Board of Directors held this 31st day of August, 2023.

**LIBERTY PLACE KNOXVILLE
CORPORATION**

By _____
President

**ARTICLES OF AMENDMENT
TO THE CHARTER
OF
LIBERTY PLACE KNOXVILLE CORPORATION**

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is: Liberty Place Knoxville Corporation
2. The text of the amendment adopted is:

Paragraph (b) of Article XII of the Charter is hereby deleted in its entirety and replaced with the following:

(b) All of the assets of the corporation shall be held in trust for the purposes herein mentioned, including payment of the corporation's liabilities. Upon dissolution of the corporation, title to or other interest in any real or personal property and any other assets owned by the corporation at such time, after the payment of all its liabilities, shall vest in and be transferred to KCDC, or, in the event that KCDC shall cease to exist or fail to be a political subdivision of the State of Tennessee, to the State of Tennessee or a political subdivision thereof for a public purpose.

3. The amendment was duly adopted by the Board of Directors of the corporation on August 31, 2023.

4. The Charter of the corporation requires that an amendment to the charter or bylaws be approved by Knoxville's Community Development Corporation. The amendment was duly approved by the Board of Commissioners of Knoxville's Community Development Corporation on August 31, 2023.

5. These Articles of Amendment will be effective when filed with the Secretary of State.

Date:

LIBERTY PLACE KNOXVILLE CORPORATION

By: _____

Name: Benjamin M. Bentley

Title: President