



RESOLUTION NO. 2024-17

RESOLUTION AMENDING THE RESOLUTION AUTHORIZING ISSUANCE AND SALE OF MULTIFAMILY HOUSING REVENUE BONDS (LAUREL WOOD APARTMENTS), SERIES 2024

WHEREAS, on June 28, 2023, the Board of Commissioners of the Housing Authority of the City of Asheville (the “Authority”) adopted a resolution (the “Approval Resolution”) which approved, *inter alia*, (a) the issuance of the Authority’s Multifamily Housing Revenue Bonds (Laurel Wood Apartments), Series 2024 (the “Bonds”) in one or more series in an aggregate principal amount of not to exceed \$15,555,000, to provide financing to Laurel Wood VOA Affordable Housing, LLC, a North Carolina limited liability company (the “Borrower”), for the acquisition and rehabilitation of a 51-unit multifamily residential rental facility for seniors known as Laurel Wood Apartments and located in the City of Asheville, North Carolina, and the construction of 54 additional units on the same site to become part of Laurel Wood Apartments (the “Development”), (b) the forms of the Documents described in such Approval Resolution, and (c) the execution and delivery of the Documents by the designated officers of the Authority; and

WHEREAS, at the time the Approval Resolution was adopted, it was anticipated that all of Bonds would be sold in a limited offering pursuant to a Bond Purchase Agreement, among the Authority, the Borrower, and Piper Sandler & Co., as the underwriter; and

WHEREAS, it has been determined that it is now desirable to (i) sell the Authority’s Multifamily Housing Revenue Bonds (Laurel Wood Apartments), Series 2024A (the “2024A Bonds”) in a limited offering as described in the Approval Resolution and (ii) sell the Authority’s Multifamily Housing Revenue Bonds (Laurel Wood Apartments), Series 2024B (the “2024B Bonds”) in a private placement to Sterling Bank; and

WHEREAS, the 2024B Bonds will be issued pursuant to a Bond Financing Agreement (the “Bond Financing Agreement”) to be entered into among the Authority, the Borrower and Sterling Bank; and

WHEREAS, the proceeds of the 2024B Bonds will be loaned to the Borrower pursuant to the Bond Financing Agreement and the Borrower’s obligation to repay such loan will be evidenced by a Promissory Note from the Borrower to the Authority (the “2024B Promissory Note”), which 2024B Promissory Note will be assigned by the Authority to Sterling Bank; and

WHEREAS, certain of the Documents shall be revised to incorporate the terms and provisions for the issuance and sale of the 2024B Bonds in a private placement as described herein and the Authority proposes to authorize and, where applicable, execute the following additional instruments with respect to the 2024B Bonds (the “2024B Documents”):

- (a) the Bond Financing Agreement, together with the forms of the 2024B Bonds and the 2024B Bonds; and
- (b) the 2024B Promissory Note and assignment thereof;

WHEREAS, capitalized terms used but not defined herein shall have the meanings given to such terms in the Approval Resolution;

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF ASHEVILLE DOES HEREBY RESOLVE, AS FOLLOWS:

1. The Authority hereby determines to provide financing to the Borrower for the acquisition, construction, renovation and equipping of the Development through the issuance of the Bonds pursuant to the North Carolina Housing Authorities Law, Article 1 of Chapter 157 of the General Statutes of North Carolina, as amended, the loan of the proceeds thereof to the Borrower, and the deposit of such proceeds in accordance with the Documents and the 2024B Documents.

2. The Authority hereby authorizes the issuance and sale of the 2024B Bonds pursuant to and in accordance with the terms set forth in the Bond Financing Agreement. The 2024B Bonds will bear interest at the rates and will mature and be redeemed in the years and amounts all as set forth in the Bond Financing Agreement; provided, however, that the aggregate principal amount of the 2024B Bonds and the 2024A Bonds shall not exceed \$12,775,000.

3. Each of the Chairman, Vice Chairman and Chief Executive Officer of the Authority or his or her respective designee is hereby authorized and directed to execute, authenticate and deliver the 2024B Documents in the manner and subject to the conditions provided in the Bond Financing Agreement and to cause the 2024B Bonds so executed and authenticated to be delivered to or for the account of Sterling Bank, or any affiliate thereof, upon payment of the purchase price therefor.

4. The 2024B Documents shall be in substantially the forms previously reviewed by staff and described herein, which are hereby approved, with such completions, omissions, insertions and changes as may be necessary to reflect the final terms of the 2024B Bonds, and as otherwise approved by the officers of the Authority executing them after consultation with counsel to the Authority, their execution to constitute conclusive evidence of their approval of any such completions, omissions, insertions and changes.

5. Any authorization made hereby to the officers of the Authority to execute a document shall include authorization to the Chairman, Vice Chairman or Chief Executive Officer of the Authority or their respective designees, to execute the document, authorization to the Secretary or any Assistant Secretary to affix the seal of the Authority to such document and attest such seal if necessary and, where appropriate, to deliver it to the other parties thereto, all in the manner provided in the 2024B Documents.

6. Such officers are hereby authorized and directed to execute and deliver any and all other documents, agreements, instruments, and certificates in the name and on behalf of the Authority as may be necessary or desirable to the issuance of the Bonds. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the undertaking of the Development and the issuance and sale of the Bonds are hereby ratified, confirmed and approved.

7. All other terms of the Approval Resolution remain in full force and effect.

8. This Resolution shall take effect immediately upon its passage.

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RECORDING OFFICER'S CERTIFICATION

I, Monique L. Pierre, the duly appointed Secretary of the Housing Authority of the City of Asheville, do hereby certify that Resolution No. 2024-17 was properly adopted at a regular meeting held on May 22, 2024.

By: _____
Monique L. Pierre, Secretary