



CHANDLER HOUSING AND COMMUNITY SERVICES CORPORATION
Chandler City Hall, 5th Floor Large Conference Room
175 South Arizona Ave., Chandler, Arizona
Monday, January 29, 2024 at 4:00 p.m.

A G E N D A

1. CALL TO ORDER / ROLL CALL

2. ACTION AGENDA

a. Resolution No. HC-01 ratifying articles of incorporation; adopting Bylaws; electing officers; authorizing corporate seal; authorizing the opening of bank accounts; authorizing applying for a tax identification number and 501(c)(3) status; authorizing the adoption of a fiscal year; authorizing organizational activities; authorizing reimbursement for expenses incurred; authorizing applying for and accepting grants and/or donations; and ratifying actions taken in the formation of the Corporation or commencement of business.

d. Resolution No. HC-02 to engage in certain actions and transactions in connection with the implementation of the Rental Assistance Demonstration Program and redevelopment of the Villas on McQueen, including ratifying articles of organization of Villas on McQueen CHCS, LLC.

3. ADJOURNMENT

CHANDLER HOUSING AND COMMUNITY SERVICES CORPORATION

RESOLUTION NO. HC-01

A Resolution of the Chandler Housing and Community Services Corporation ratifying Articles of Incorporation; adopting Bylaws; electing officers; authorizing corporate seal; authorizing the opening of bank accounts; authorizing applying for a tax identification number and 501(c)(3) status; authorizing the adoption of a fiscal year; authorizing organizational activities; authorizing reimbursement for expenses incurred; authorizing applying for and accepting grants and/or donations; and ratifying actions taken in the formation of the Corporation or commencement of business.

WHEREAS, on July 14, 2022, the City Council for the City of Chandler, Arizona, passed Resolution No. 5604 and authorized the City Manager or his designee to proceed with all actions necessary and appropriate to implement the redevelopment of the Chandler Public Housing Portfolio through the Rental Assistance Demonstration Program, including to form a new city-controlled non-profit corporation; and

WHEREAS, the City Manager or his designee did cause for Articles of Incorporation of the Chandler Housing and Community Services Corporation, an Arizona nonprofit corporation, to be filed with the Arizona Corporation Commission on April 21, 2023 (the “Articles of Incorporation”); and

WHEREAS, the organization meeting of the Board of Directors of the Chandler Housing and Community Services Corporation, an Arizona nonprofit corporation (the “Corporation”), was held on January 29, 2024 at 4:00 p.m. at the offices of the Corporation at 175 South Arizona Avenue, Chandler, Arizona, 85225, and Tadd Wille acted as Chairman of the meeting and Leah Powell acted as Secretary of the meeting, and all of the directors named in the Articles of Incorporation were present at the meeting; and

WHEREAS, the Board of Directors have reviewed and discussed the Articles of Incorporation and the Bylaws of the Corporation, which were prepared by legal counsel, copies of which are attached to this Resolution.

NOW, THEREFORE, BE IT RESOLVED by unanimous vote of the Board of Directors of the Corporation as follows:

Section 1. Articles of Incorporation

The copy of the Articles of Incorporation filed and accepted by the Arizona Corporation Commission, attached hereto, is ratified and is to be included in the corporate records of the Corporation by the Secretary of the Corporation.

Section 2. Bylaws

The attached Bylaws are adopted as the bylaws of the Corporation.

Section 3. Election of Officers

Each of the following persons is elected to the office or offices set forth after such person's name, to hold office until the first meeting of the Board of Directors held after the first annual meeting of the Corporation and until such person's successor is elected (unless such person resigns, dies, or is removed from office prior thereto) and qualifies:

<u>Name</u>	<u>Office(s)</u>
Tadd Wille	Chairman of the Board, President
Andy Bass	Vice President
Dawn Lang	Treasurer
Leah Powell	Secretary

Section 4. Corporate Seal

The Board of Directors may authorize one or more seals, bearing the name of the Corporation, which shall be in the charge of the Secretary, and any other officer designated by the Board, and if the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "(seal)" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

Section 5. Bank Accounts

Each of the President, any Vice President, or the Treasurer of the Corporation is authorized to establish such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements, documents, and instruments or to delegate to others the power to execute such agreements, documents, and instruments as may be necessary or desirable. Further, if any bank or other depository requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, said resolution or resolutions shall be deemed to have been adopted at this meeting; and upon the insertion thereof by the Secretary of the Corporation in the minute book of the Corporation, the Secretary may certify such resolution or resolutions as having been adopted by the Board at this meeting.

Section 6. Employer Identification Number

On behalf of the Corporation, the President is hereby authorized and directed to execute and file with the Internal Revenue Service an Application for Employer Identification Number on Internal Revenue Service Form SS-4.

Section 7. Nonprofit/501(c)(3) Status

The President is hereby authorized and directed to apply for Internal Revenue Service recognition of exempt status under section 501(c)(3) of the Internal Revenue Code.

Section 8. Fiscal Year

The fiscal year of the Corporation shall be the twelve months ending June 30 in each year.

Section 9. Committees

Each of the following persons is elected to serve on the Executive Committee of the Corporation: Amy Jacobson

Section 10. General

The Corporation is hereby authorized and directed to reimburse the City of Chandler or other entities for expenses paid or incurred on behalf of the Corporation, as funds are or become available; and

The President, or a designee, is hereby authorized to execute and file any other documents, instruments, approvals, or certifications necessary to effect the organization and formation of the Corporation; and

The President, or a designee, is hereby authorized to apply for and accept grants and/or donations on behalf of the Corporation; and

The Corporation hereby ratifies and approves all other actions heretofore taken by the officers, directors, or incorporators of the Corporation and their designees to effectuate the formation and organization of the Corporation or the commencement of its business; and

The proper officers of the Corporation are authorized and empowered to take such further action as may be necessary or in their opinion desirable to effect the intent and purpose of the foregoing resolutions.

[Signatures on Following Page]

PASSED AND ADOPTED by the undersigned Board of Directors of the Chandler Housing and Community Services Corporation this _____ day of January, 2024.

Tadd Wille, Director

Andy Bass, Director

Dawn Lang, Director

SECRETARY'S CERTIFICATE

I, Leah Powell, Secretary of Chandler Housing and Community Services Corporation, an Arizona nonprofit corporation (the "Corporation"), do hereby certify that the above and foregoing is a true and accurate copy of Resolution No. 1 as adopted by the Board of Directors of the Corporation at a duly called meeting on January 29, 2024.

I further certify that said Resolution has not been rescinded, amended, or modified and is in full force and effect as of the date hereof.

In witness whereof, I have executed this Certificate this ____ day of January, 2024.

Leah Powell, Secretary
Chandler Housing and Community Services Corporation

CHANDLER HOUSING AND COMMUNITY SERVICES CORPORATION

RESOLUTION NO. HC-02

A Resolution of the Chandler Housing and Community Services Corporation to engage in certain actions and transactions in connection with the implementation of the Rental Assistance Demonstration Program and redevelopment of the Villas on McQueen, including ratifying Articles of Organization of Villas on McQueen CHCS, LLC; authorizing the opening of bank accounts; authorizing applying for a tax identification number; authorizing the adoption of a fiscal year; authorizing further organizational activities; authorizing reimbursement for expenses incurred; authorizing applying for and accepting grants and/or donations; and ratifying actions taken in the formation of the Company or commencement of business.

WHEREAS, on July 14, 2022, the City Council for the City of Chandler, Arizona, passed Resolution No. 5604 and authorized the City Manager or his designee to proceed with all actions necessary and appropriate to implement the redevelopment of the Chandler Public Housing Portfolio through the Rental Assistance Demonstration Program, including to form a new city-controlled non-profit corporation, which was subsequently formed as the Chandler Housing and Community Services Corporation (the “**Corporation**”); and

WHEREAS, Resolution No. 5604 also authorized the City Manager or his designee to form a new corporate entity or entities, of which the Corporation will be a member; and

WHEREAS, the City Manager or his designee did cause for Articles of Organization of the Villas on McQueen CHCS, LLC (the “**Company**”), to be filed with the Arizona Corporation Commission on July 9, 2023 (the “**Articles of Organization**”) a copy of which is attached hereto as Exhibit A; and

WHEREAS, the Board of Directors of the Corporation has reviewed and discussed the Company’s Articles of Organization, which was prepared by legal counsel, a copy of which is attached to this Resolution.

NOW, THEREFORE, BE IT RESOLVED by unanimous vote of the Board of Directors of the Corporation as follows:

Section 1. The Corporation hereby approves and ratifies the formation of the Company., and approves taking all actions as necessary or determined appropriate to acquire, construct, rehabilitate and act as the owner, manager, co-manager, or lessee of the Villas on McQueen apartments located at McQueen Road and Trails End Place in Chandler, Arizona (the “**Project**”), and to engage in any and all lawful business for which limited liability companies may be formed under the laws of the State of Arizona .

Section 2. The Corporation hereby approves and authorizes the President or a designee appointed by the President, on behalf of the Corporation as sole member of the Company, to take

any and all actions necessary or appropriate to organize the Company, including the adoption of twelve months ending June 30 in each year as its fiscal year, the application for appropriate tax identification numbers, the establishment of one or more bank accounts, and any other action necessary or appropriate to the organization of the Company and the commencement of its business.

Section 3. The Corporation hereby approves and authorizes the President or a designee appointed by the President, to engage in procurement activities and award contracts to contractors, service providers and consultants for the Project.

Section 4. The Project will be undertaken with a co-developer. The Corporation authorizes the Company to become a member of Villas on McQueen MM, LLC, an Arizona limited liability company. GEC Villas on McQueen, LLC is currently the sole member of Villas on McQueen MM, LLC. Villas on McQueen MM, LLC will be the managing member of Villas on McQueen, LLC, an Arizona limited liability company. Villas on McQueen, LLC will serve as the ownership entity for the Project. An investor entity will join Villas on McQueen, LLC as the non-managing member. Hereafter, Villas on McQueen MM, LLC may be referred to as “**Managing Member**” and Villas on McQueen, LLC may be referred to as “**Ownership Entity**.” All actions authorized by this Resolution, and any other resolution adopted by the Corporation unless expressly stated otherwise, may be undertaken on behalf of the Company in its own individual right, directly or on behalf of the Corporation as sole member of the Company, or in its right as a member of, on behalf of, or in the name of the Managing Member, the Ownership Entity, or any other corporate entities formed to complete the Project.

Section 5. The Corporation hereby approves and authorizes the President or a designee appointed by the President, to acquire legal title to the Project if necessary or appropriate, and to effectuate the redevelopment of the Project, either directly or by causing the Company to act, by entering into a Purchase and Sale of Real Property Agreement or similar agreement conveying title to the Project, or entering into a long-term lease of the property on which the Project is built.

Section 6. The Corporation hereby approves and authorizes the President or a designee appointed by the President, to sell legal title to the Project if acquired by the Corporation and if necessary or appropriate to effectuate the redevelopment of the Project, to the Company, by entering into a Purchase and Sale of Real Property Agreement or similar agreement conveying title to the Project or entering into a long-term lease of the property on which the Project is built.

Section 7. The Corporation hereby approves and authorizes the President or a designee appointed by the President, directly or on behalf of the Corporation as sole member of the Company, to take all actions and engage in all transactions necessary or appropriate to cause the Company to undertake the redevelopment of the Project, including but not be limited to, the acquisition, ownership or lease of the Project, constructing, financing, rehabilitation, management, sale, lease, operation and maintenance of affordable housing residential dwelling units in the Project.

Section 8. The Corporation hereby authorizes and directs the President or a designee appointed by the President, on behalf of the Corporation as sole member of the Company, to cause the Company to undertake the redevelopment of the Project and, in connection therewith, to:

(a) if determine appropriate by the President or a designee appointed by the President, acquire the Project from the City of Chandler by entering into a Purchase and Sale of Real Property Agreement or similar agreement conveying to the Ownership Entity title to the Project, subject to a right of first refusal in favor of the City of Chandler, the Corporation or the Company, or entering into a long-term lease of the property on which the Project is built;

(b) engage in financing transactions and execute contracts and instruments in connection therewith for the acquisition, construction and/or rehabilitation of the Project, including one or more conventional mortgage loans, purchase money financing, HUD grants or loans, Low Income Housing Tax Credits (“LIHTCs”), solar tax credits, multifamily housing revenue bonds, and other grants or loans that may be available on terms and conditions deemed appropriate in the reasonable discretion of the President on behalf of the Corporation as the sole member of the Company;

(c) enter into agreements and execute such documents as may be necessary or appropriate in connection with the acceptance of HUD funding including long-term Section 8 Housing Assistance Payment contract(s);

(d) enter into such Reimbursement Agreements with the City of Chandler, or other entities as the Company shall determine, that have advanced funds or paid expenses on behalf of the Company, in order to reimburse such entity for any and all expenses advanced by it on behalf of the Company;

(e) repurchase the LIHTC investor’s capital contributions if the Company, Managing Member, or Ownership Entity engages in a LIHTC equity financing transaction;

(f) enter into an Operating Agreement(s) with the Managing Member or Ownership Entity as may be necessary or advisable in connection with the operation of the entities or the acquisition, ownership, financing, rehabilitation, management, sale, lease, operation, and maintenance of the Project;

(g) enter into any and all other agreements as may be necessary or advisable in connection with the acquisition, ownership, financing, rehabilitation, management, sale, lease, operation, and maintenance of the Project with the City of Chandler, Villas on McQueen CHCS, LLC, the Project’s co-developer(s), Chandler Housing and Community Services Corporation, Arizona Department of Housing, the U.S. Department of Housing and Urban Development, lenders, tax credit investors and third parties yet to be identified (collectively the “**Other Project Parties**”); and

(h) rename the property “**Villas on McQueen**” or other substantially similar name and take any and all action necessary to establish and utilize the new name.

Section 9. The President or a designee appointed by the President, is hereby authorized and directed to execute and deliver any and all agreements, writings, and documents (and all amendments, changes, modifications and additions thereto) in connection with the Project that may, in the reasonable discretion of the President be necessary, advisable or appropriate to carry out and perform the obligations in the name of or on behalf of the Company, the Managing Member, or the Ownership Entity in connection with the acquisition, ownership, financing, construction, rehabilitation, management, sale, lease, operation, and maintenance of the Project, including without limitation, any and all other documents, instruments, certificates, consents, affidavits, and papers to effectuate the Project and to consummate the transactions contemplated thereby.

Section 10. The President, or a designee appointed by the President, is hereby authorized and directed to take all further actions that may, in the reasonable discretion of the President, be necessary, advisable or appropriate in connection with the transactions and matters contemplated by the foregoing transactions.

Section 11. All of the actions of the Corporation or its officers and authorized representatives taken on behalf of the Company in connection with the transactions and matters contemplated herein are hereby ratified and approved.

Section 12. This Resolution is intended to be as broad as legally permissible so that no further resolutions will be necessary to carry out the transactions and matters contemplated herein.

PASSED AND ADOPTED by the undersigned Board of Directors of the Chandler Housing and Community Services Corporation this _____ day of January, 2024.

Tadd Wille, Director

Andy Bass, Director

Dawn Lang, Director

SECRETARY'S CERTIFICATE

I, Leah Powell, Secretary of Chandler Housing and Community Services Corporation, an Arizona nonprofit corporation (the "Corporation"), do hereby certify that the above and foregoing is a true and accurate copy of Resolution No. 2 as adopted by the Board of Directors of the Corporation at a duly called meeting on January 29, 2024.

I further certify that said Resolution has not been rescinded, amended, or modified and is in full force and effect as of the date hereof.

In witness whereof, I have executed this Certificate this ____ day of January, 2024.

Leah Powell, Secretary
Chandler Housing and Community Services Corporation