700 ADAMS AVENUE
MEMPHIS, TN 38105

May 23, 2019

MEETING OF THE BOARD OF COMMISSIONERS
MINUTES OF MEETING

I. The meeting of the Memphis Housing Authority Board of Commissioners was held May 23, 2019 at 9:00 a.m. in the Board Room. The meeting was called to order by Commissioner Jenkins at 9:01 a.m.

II. Attendees:

Commissioners:

Justin Bailey
Michael Boyd
Kathy Cowan
Dr. Laura Harris
Lisa Wheeler-Jenkins
Ms. Mary W. Sharp

MHA Staff:

Dexter Washington, Chief Operating Officer
Vickie Aldridge          Amy Jones
Tomecia Brown           Luretha Phillips
Barbara L. Deans        Latonia Young
Cheiktha Dowers         David Walker
Ellen Eubanks

Residents:        None

Media Presentation: None

Visitors/ Special Guest(s): None

III. AGENDA

The agenda was unanimously approved.
IV. MINUTES

April 25, 2019 minutes were approved.

V. RESOLUTION AND BOARD ACTION
RESOLUTION NO. 4571

RESOLUTION AWARDING A CONTRACT FOR CONSTRUCTION SERVICES FOR REPLACEMENT/MODERNIZATION OF ELEVATORS IN TWO HIGHRISE APARTMENT BUILDINGS; BORDA TOWERS, AND JEFFERSON SQUARE MEMPHIS, TN. SOLICITATION No. HM 19-B-00496 – HOUSING OPERATIONS DEPARTMENT

WHEREAS, the Memphis Housing Authority (MHA) receives an annual grant for capital improvement from the U.S. Department of Housing and Urban Development (HUD) under its Capital Fund program; and

WHEREAS, the MHA must administer the grant and the capital improvements accomplished with the grant in accordance with its capital plan, all applicable federal, state and local regulations; and

WHEREAS, the MHA has determined that per an assessment of the elevators in the remaining two High-Rise Apartment Buildings, Borda Towers and Jefferson Square, conducted by previous engineering firms, the systems are in poor and unsafe condition; and

WHEREAS, the MHA included this Replacement/Modernization scope in the five-year plan; and

WHEREAS, the MHA determined the most effective way to address this matter was to seek the services of a professional design firm to provide the necessary documents for construction; and

WHEREAS, the MHA has made a determination that the most effective method of addressing the elevator concerns was to obtain the services of a professional elevator firm or firms; and

WHEREAS, the MHA determined to solicit for bids from qualified elevator firms to provide Replacement/Modernization that has a proposed construction duration of (365) working days from Notice to Proceed; and

WHEREAS, pursuant to those determinations, the MHA prepared procurement documents, assigned the solicitation number (HM 19-B-00496) and advertised the solicitation in the following public outlets on the following dates:

- Daily News Thursday, October 4, 2018
- MHA’s Main Office Room 107 Thursday, October 4, 2018
- MHA Website Monday, October 8, 2018
- City of Memphis Website Monday, October 8, 2018
- Blue Book Network Monday, October 8, 2018
- Construction Connection Friday, October 11, 2018
- BXTN Tuesday, February 6, 2019
WHEREAS, MHA provided plans and specifications for public review at the following locations on the following dates;

- MHA’s Website  Monday, October 8, 2018
- MHA’s Main Office Room 107  Thursday October 4, 2018

WHEREAS, on February 19, 2019 the MHA, in response to those solicitations received two [2] base bids from the firms of Grinder Taber & Grinder of Memphis, TN. and Barnes & Brower Inc., of Memphis, TN:

<table>
<thead>
<tr>
<th>Bid Type</th>
<th>Grinder Taber &amp; Grinder</th>
<th>Barnes &amp; Brower Inc.</th>
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<tbody>
<tr>
<td>Base Bid</td>
<td>$2,693,200.00</td>
<td>$2,879,324.00</td>
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WHEREAS, the Base Bid includes the Replacement/Modernization of Four Elevators in two different apartment buildings; Jefferson Square, and Borda Towers; and

WHEREAS, due to further discussion on the current condition of the elevators at Borda Towers and Jefferson Square, the Board of Commissioners suggested that MHA proceed with modernization services for the elevators at both apartment buildings; and

WHEREAS, the MHA conducted a review of the bids in strict accordance with the procedures prescribed in the procurement documents, and the firm of Grinder Taber & Grinder was determined to be the lowest responsive and responsible bidder for the aforementioned solicitation # HM 19-B-00496; and

WHEREAS, the bid amount of [2,693,200.00] Two Million Six Hundred Ninety-Three Thousand, Two Hundred Dollars and Zero Cents for modernization of Borda Towers and Jefferson Square Elevators submitted by Grinder Taber & Grinder is determined to be appropriate based on the MHA in-house cost estimate and adequate funds; and

WHEREAS, MHA reviewed the bid with the General Contractor per HUD Handbook 7460.8 Rev.1 Procurement Handbook for Public Housing Agencies and Indian Housing Authorities, to confirm the company’s ability to perform at their bid price; and

NOW, THEREFORE, BE IT RESOLVED, the MHA Board of Commissioners approves and authorizes the execution of a contract with Grinder Taber & Grinder, of Memphis, TN to provide all construction work within Three hundred Sixty-five [365] working days from the Notice to Proceed in the amount of [2,693,200.00] Two Million, Six Hundred Ninety-Three Thousand, Two Hundred Dollars and Zero Cents for modernization of Borda Towers and Jefferson Square elevators.
Commissioner Jenkins called for a motion to approve Resolution 4571. A motion was made by Commissioner Sharp and seconded. Commissioner Jenkins called for discussion.

Commissioner Harris asked why there was a gap between when the project went out for bid and the response. Mr. Swindle replied that we extended the time to give an opportunity for more bids because it is a complicated project.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4571 was approved.
RESOLUTION NO. 4572

BOARD APPROVAL FOR ACCEPTANCE OF THE MEMPHIS HOUSING AUTHORITY’S CAPITAL FUND 5-YEAR ACTION PLAN

WHEREAS, the U.S Department of Housing and Urban Development (HUD) provides annual Capital Fund Program grants for eligible activities; and

WHEREAS, the Memphis Housing Authority [MHA] requires the continued capital funding for items identified in the 5-Year Plan (FY 2019 – FY 2023); and

WHEREAS, HUD awarded the Memphis Housing Authority a Federal Fiscal Year 2019 Capital Fund Program Grant Number in the amount of $6,796,656; and

WHEREAS, MHA will no longer physically sign Annual Contribution Contract Amendments; and

WHEREAS, by drawing down FY 2019 Capital Funds in HUD’s Electronic Line of Credit Control System (eLOCCs), MHA is agreeing to comply with regulations and statutory requirements as defined in the 2019 Capital Fund Processing Guidelines on HUD’s website; and

WHEREAS, MHA is required to have on file a copy of a Board Resolution approving MHA’s CFP 5-Year Action Plan prior to obligating FY 2019 Capital Funds toward work items that were not included in the previous 5-Year Action Plan.

NOW, THEREFORE, BE IT RESOLVED, that the MHA Board of Commissioners approves MHA’s FY 2019 through FY 2023, 5-Year Capital Fund Plan.
Commissioner Jenkins called for a motion to approve Resolution 4572. A motion was made by Commissioner Sharp and seconded. Commissioner Jenkins called for discussion.

Commissioner Boyd asked does the modernization include the bathroom. Mr. Swindle responded that yes that was already in the plan; also the fire at Barry has moved the timeline that several units are included in the fire claim. Housing Operations can only approve/complete so may capital improvements in one year and that we are anticipating have significant work done soon to the plumbing system. Since the fire we discovered that the main water line leading into the building has to be replaced and this will affect the residents as the water will have to shut off daily as this work is done.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4572 was approved.
Mr. Walker sought board approval for

RESOLUTION NO. 4573

RESOLUTION AUTHORIZING THE ENGAGEMENT OF BGC ADVANTAGE AS THE CO-DEVELOPMENT PARTNER IN THE RAD CONVERSION PROCESS.

WHEREAS, the Memphis Housing Authority (MHA) is committed to improving the quality and availability of affordable housing for low and moderate-income households in the City of Memphis and Shelby County; and

WHEREAS, in an effort to improve the quality of existing public housing and expand the availability of affordable housing opportunities, MHA will convert its existing public housing stock from the traditional subsidy program to the Rental Assistance Demonstration (RAD) program; and

WHEREAS, to further this effort, MHA issued a Request for Qualifications (RFQ) solicitation on April 03, 2019 for an experienced co-development partner to help facilitate the RAD conversion process; and

WHEREAS, MHA received two (2) proposals in response to the RFQ. The Responding firms were: BGC Advantage and Pennrose, LLC; and

WHEREAS, in accordance with HUD regulations and policies, MHA assembled a three (3) person committee to review the respondents’ proposals and selected BGC Advantage as the most qualified respondent; and

WHEREAS, MHA, in partnership with the selected co-developer, BGC Advantage, will enter into a Master Development Agreement (MDA); and as the co-developer BGC Advantage will assist MHA in project planning/design, construction management, and identifying and leveraging financial resources (which may include: LIHTC, Mortgage Financing, MHA capital funds and other funding sources); and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of the Memphis Housing Authority hereby authorizes the engagement as stated above;

BE IT FURTHER RESOLVED that the MHA Board of Commissioners hereby approves BGC Advantage as the co-development partner for the RAD conversion process.
Commissioner Jenkins called for a motion to approve Resolution 4573. A motion was made by Commissioner Harris and seconded. Commissioner Jenkins called for discussion.

Commissioner Boyd asked who gets the 60%; BGC advantage will get the 60% of the developer fee and MHA will get the remaining 40%.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4573 was approved.
RESOLUTION AUTHORIZING THE SUBMISSION OF THE LOW INCOME HOUSING TAX CREDIT (LIHTC) APPLICATION TO THDA BY JUNE 4, 2019 FOR THE DEVELOPMENT OF THE THIRD PHASE OF THE SOUTH CITY (FOOTE HOMES) REDEVELOPMENT PROJECT UNDER THE CHOICE NEIGHBORHOODS IMPLEMENTATION PROGRAM.

WHEREAS, through an intensive multi-year process and collaboration with countless partners, community stakeholders and residents of the Foote Homes community, the Memphis Housing Authority was awarded a $29,750,000 Choice Neighborhoods Implementation Grant from the U.S. Department of Housing and Urban Development to facilitate implementation of a transformation plan for the redevelopment of the Foote Homes public housing development and surrounding 2 square mile Vance Avenue community; and

WHEREAS, as part of the South City Choice Neighborhoods Implementation (CNI) Grant, the Memphis Housing Authority and lead implementation partners should pursue additional funding sources to leverage the CNI grant funds and fulfill key grant objectives including housing development goals; and

WHEREAS, in partnership with McCormack Baron Salazar, the housing implementation lead, it is essential to develop a LIHTC application to secure necessary funding for South City Phase III in order to develop the required 126 housing units in this phase; and

NOW, THEREFORE, BE IT RESOLVED That the Board of Commissioners of the Memphis Housing Authority hereby authorizes and approves the submission of a Low Income Housing Tax Credit (LIHTC) application to the Tennessee Housing Development Agency (THDA) for South City Phase III by the June 4, 2019 deadline and all necessary attachments and certifications as required by THDA.
Commissioner Jenkins called for a motion to approve Resolution 4574. A motion was made by Commissioner Harris and seconded. Commissioner Jenkins called for discussion.

Commissioner Harris asked is there ever a scenario where we would not want to submit for a tax credit. The short answer is no.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4574 was approved.
Ms. Eubank sought approval for

RESOLUTION NO. 4575

RESOLUTION AUTHORIZING THE SUBMISSION OF A 4% LOW INCOME HOUSING TAX CREDIT (LIHTC) APPLICATION TO THE TENNESSEE HOUSING DEVELOPMENT CORPORATION (THDA) AND A TAX-EXEMPT BOND APPLICATION TO THE HEALTH, EDUCATION AND HOUSING FACILITY BOARD OF THE CITY OF MEMPHIS TO SECURE FINANCING FOR THE REVITALIZATION OF HOUSING DEVELOPMENTS WITHIN PHASE 1 OF THE RAD CONVERSION PROCESS.

WHEREAS, the Authority sought and obtained approval from the United States Department of Housing and Urban Development ("HUD") to convert properties that have Annual Contribution Contracts (ACC) to the Rental Assistance Demonstration ("RAD") Program thereby designating certain units within the agency’s low rent public housing portfolio as RAD units; and

WHEREAS, to facilitate the RAD conversion process, MHA engaged the consultant services of BGC Advantage. Under BGC Advantage’s scope of services, they are responsible for preparing financial applications for submission to the appropriate entities, with the purpose of obtaining funds to support the revitalization of RAD designated properties; and

WHEREAS, in partnership with BGC Advantage, it is essential to develop a Tax-Exempt Bond application and a 4% LIHTC application to secure necessary funding for the revitalization of properties identified in Phase 1 of the RAD conversion process;

NOW, THEREFORE, BE IT RESOLVED That the Board of Commissioners of the Memphis Housing Authority hereby authorizes and approves the submission of a 4% Low Income Housing Tax Credit application to the Tennessee Housing Development Agency and a Tax-Exempt Bond application to the Health, Education and Housing Facility Board of the City of Memphis for the revitalization of RAD Phase 1 properties.
Commissioner Jenkins called for a motion to approve Resolution 4575. A motion was made by Commissioner Bailey and seconded. Commissioner Jenkins called for discussion.

Commissioner Harris asked would this help 4573? Yes, this funding would help the developments receive funding for the conversion.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4575 was approved.
Mr. Washington sought board approval for

RESOLUTION NO. 4576

RESOLUTION AUTHORIZING THE MEMPHIS HOUSING AUTHORITY TO EXECUTE A REAL ESTATE SALES CONTRACT WITH CHRIS BIRD FOR THE SALE OF APPROXIMATELY 1.95 ACRES OF LAND LOCATED AT 0 GROVE AVENUE, 0 GROVE AVENUE, 0 DUDLEY STREET AND 774 EAST STREET

WHEREAS, the Memphis Housing Authority owns vacant parcels of land in various areas throughout the city of Memphis; and

WHEREAS, Memphis Housing Authority will evaluate each vacant property to determine a use that is most beneficial to the growth of the agency, such as: project development, or disposition by sale or lease; and

WHEREAS, Memphis Housing Authority owns vacant parcels of land located at 0 Grove Avenue (Parcel ID: 032014 00011), 0 Grove Avenue (Parcel ID: 032014 00012) 0 Dudley Street (Parcel ID: 032014 00016C), and 774 East Street (Parcel ID: 032014 00032C)

WHEREAS, Chris Bird, owner of Dillard Door Entrance and Control has offered to purchase 0 Grove, 0 Grove, 0 Dudley, and 774 East. The negotiated purchase price would be $68,500; and

WHEREAS, Pre-sale due diligence activities included examining comparable sales for the area and type of housing and have found evidence to support the negotiated purchase price. Additionally, the purchaser and Memphis Housing Authority have agreed to examine additional agency owned parcels to determine feasibility for additional future property purchases in concert with the plans the purchaser has for further county-wide development.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners hereby authorizes the Memphis Housing Authority to execute a sales contract with Chris Bird for the disposition of 0 Grove Avenue, 0 Grove Avenue, 0 Dudley Street, and 774 East Street for the purchase price of $68,500, with all 50% of the closing costs covered by the buyer.
Commissioner Jenkins called for a motion to approve Resolution 4576. A motion was made by Commissioner and seconded. Commissioner Jenkins called for discussion.

Commissioner Bailey asked for clarification of who will pay the closing costs and where would the funding come from. The closing costs are to be split 50/50 and no agency funds will be used; the fees will be paid from the proceeds of the sale.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4576 was approved.
RESOLUTION NO. 4577

AUTHORIZING THE MEMPHIS HOUSING AUTHORITY (MHA) TO SUBMIT AN APPLICATION TO FANNIE MAE BY MAY 30, 2019 FOR THE SUSTAINABLE COMMUNITIES INNOVATION CHALLENGE GRANT IN THE FY 2019 SUMMER COMPETITIVE ROUND FOR THE DEVELOPMENT OF AN INTEGRATED EDUCATION AND HOUSING STRATEGY THAT IMPROVES EDUCATION RELATED OUTCOMES FOR MHA CLIENTS AND FAMILIES FACING HOUSING INSTABILITY; AND ESTABLISHES A REPLICABLE FRAMEWORK FOR THE COORDINATION OF SERVICES BETWEEN HOUSING AGENCIES AND EARLY CHILDHOOD, K-12, AND HIGHER EDUCATION PROVIDERS.

WHEREAS, based upon a 2017 study commissioned by the City of Memphis, the City continues to experience a lack of affordable housing for low and very low-income families; and

WHEREAS, based upon Shelby County Schools 2016-2017 school year data, 51% of Kindergarteners are entering school ready to learn, 21% of third graders are reading on grade level, 14% of seventh graders are on grade level in math, 21% of students are college and career ready, 80% of students are graduating, and 51% of graduating seniors enroll in a post-secondary opportunity; and

WHEREAS, consistent with our mission and commitment to drive community revitalization and income mobility through a seamless system by creating additional affordable housing and supportive services opportunities for low income families and other vulnerable populations, the MHA seeks to participate in a competitive grant funding process to develop an integrated education and housing strategy that will improve education related outcomes for MHA clients; and

WHEREAS, the Fannie Mae administers a national Sustainable Communities Innovation grant created to provide greater access to stable, affordable housing within sustainable communities using housing as a lever to improve education outcomes and economic mobility for low-income households; and

WHEREAS, the Memphis Housing Authority has a partnership with the Urban Strategies to provide case management services for individuals currently receiving housing through a MHA program; and

WHEREAS, Shelby County Schools has identified 3-5 schools to serve as neighborhood hubs for comprehensive services for students, families, and MHA clients residing within the identified communities; and

WHEREAS, Fannie Mae is now accepting applications for the Summer FY 2019 Sustainable Community Innovation grant round with grant awards up to $1,500,000; and as the MHA desires to pursue available resources and secure partnerships to develop critical housing needs and supportive services for MHA clients within the identified communities;

NOW, THEREFORE, BE IT RESOLVED That the Board of Commissioners of the Memphis Housing Authority hereby authorizes the Chief Executive Officer to apply with Seeding Success by May 30, 2019 to Fannie Mae for a Sustainable Community Innovation Grant to develop an integrated education and housing strategy that improves education related outcomes for MHA clients and families.
Commissioner Jenkins called for a motion to approve Resolution 4577. A motion was made by Commissioner Sharp and seconded. Commissioner Jenkins called for discussion.

Commissioner Boyd asked will MHA be given a list of the zip codes that can participate. Based on the information MHA has received thus far, Montgomery Plaza would be included in the potential communities/zip codes. Commissioner Jenkins added a comment the Seeding Success is the way that the philanthropy (model) is being applied going forward and that it is good that we are partnering in this venture.

There being no further discussion, Commissioner Jenkins called for the vote. The motion passed; Resolution 4577 was approved.
VI. SPECIAL PRESENTATION(S): None

VII. CHIEF EXECUTIVE OFFICER REPORT: None

VIII. DISCUSSION ITEMS: Mr. Washington reminded the Commissioners that the site for the board training scheduled for May 31st will be forth coming in the following week.

IX. ANNOUNCEMENT(S):
- Next Board of Commissioners’ meeting is July 25, 2019 at 9:00 a.m.
- Board Committee meetings are July 10, 2019.

X. ADJOURNMENT:
- Commissioner Jenkins adjourned the meeting at 9:41 a.m.

Lisa W. Jenkins, Board Chairperson

Marcia E. Lewis, Chief Executive Officer/Secretary