

**THE MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS
OF DELTA COMMUNITY DEVELOPERS CORP.
HELD MAY 21, 2020**

The Board of Directors of Delta Community Developers Corp. met in a Regular Meeting at 2575 Grand Canal Blvd., Stockton, California, at 4:04 p.m. on May 21, 2020. Directors attended by teleconference as permitted by Govt. Code § 54953 and Executive Order N-29-20.

The Chairperson called the meeting to order, and upon roll call, those present and absent were as follows:

Present:	Patricia Barrett,	Director
	Dale Cose,	Chairperson
	Ryan Gresham,	Second Vice Chairperson
	Martha Moore,	Director
	Lester Patrick,	First Vice Chairperson
	Rudy Willey,	Director
	Jon Mendelson,	Director
Absent:	None	

The Chairperson declared a quorum present.

Also present were Peter W. Ragsdale, Executive Director; Gerald "Chip" Jones, Deputy Director; and Alan R. Coon, General Counsel.

APPROVAL OF THE MINUTES:

Following a discussion, Director Barrett moved, seconded by Director Patrick, that the following Resolution be approved as read:

RESOLUTION NO. 20-7
RESOLUTION APPROVING MINUTES

RESOLVED AND ORDERED by the Board of Directors of Delta Community Developers Corp. meeting in a Special Meeting this 19th day of March, 2020, that the Minutes of the Regular Meeting held February 20, 2020, be, and the same hereby are approved and adopted and the Secretary be, and he hereby is authorized and directed to sign said Minutes for and on behalf of Delta Community Developers Corp.

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey, Cose,
Mendelson
NOES: None
ABSTAIN: None
ABSENT: None

Upon Roll Call, the Chairperson declared the foregoing Resolution passed and adopted.

ACTION ITEMS:

- 1.) Following a discussion, Director Patrick moved, seconded by Director Moore, that the following Resolution be approved as read:

RESOLUTION NO. 20-8
(Misnumbered as Resolution 20-6)
RESOLUTION AUTHORIZING DIGNITY HEALTH LOAN
PURCHASE FINANCING OF REAL PROPERTY
LOCATED AT 601 WIMBLEDON DRIVE, LODI,
AND DESIGNATING SIGNATORIES FOR LOAN DOCUMENTS

WHEREAS, the Housing Authority of the County of San Joaquin (Authority), as sole member of Delta Community Developers Corporation (DCDC) has secured a loan with Dignity Health purchasing that real property commonly known as Creekside South Apartments located at 601 Wimbledon Drive, Lodi California, 95240 ("Property"); and

WHEREAS, the loan for said property is for a term of 3 years; and

WHEREAS, the interest rate is 3.5% per annum; and

WHEREAS, the amount of the loan is up to \$3.85 million; and

WHEREAS, the \$3.85 million allows for acquisition and \$100,000 in an interest reserve; and

WHEREAS, it is in the best interest of the Housing Authority to except the terms and approve execution of the Loan documents with Dignity Health to acquire Creekside South Apartments.

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Commissioners of the Housing Authority of the County of San Joaquin meeting in a Regular Meeting this 21st day of May 2020 as Follows:

1. That the Executive Director to enter into a Loan Agreement with Dignity Health for the acquisition of Creekside South Apartments, up to \$3,850,000; and

2. That the Executive Director to execute any and all documents related to the loan; and

3. That the Executive Director, Deputy Director, and Director of Finance the authority to execute any and all related Dignity Health Loan documents; and

4. That the Executive Director has authorization of any ancillary and additional actions related to the Dignity Health Loan; and

5. That the Executive Director, Deputy Director and Director of Finance to execute any and all applicants and documents related to the CDBG HOME funds and award and, in addition, discretion and authority to negotiate all related documents; and

6. Authorize the Executive Director, Deputy Director and Director of Finance to execute any and all applicants and documents related to the LIHTC application and award and, in addition, discretion and authority to negotiate all related documents.

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey, Cose, Mendelson

NOES: None

ABSTAIN: None

ABSENT: None

Upon Roll Call, the Chairperson declared the foregoing Resolution passed and adopted.

2.) Following a discussion, Director Gresham moved, seconded by Director Patrick, that the following Resolution be approved as read:

RESOLUTION NO. 20-9
RESOLUTION AUTHORIZING AND DIRECTING EXECUTIVE DIRECTOR TO
EXECUTE ASSIGNMENT, ASSUMPTION, AND MODIFICATION
OF OPTION TO LEASE AGREEMENT BY AND BETWEEN HOUSING
AUTHORITY OF THE COUNTY OF
SAN JOAQUIN AND COUNTY OF SAN JOAQUIN

WHEREAS, the Housing Authority of the County of San Joaquin ("Authority") and San Joaquin County ("County") recognize the need for housing and community- based services for veterans in the County; and

WHEREAS, Authority's nonprofit subsidiary, Delta Community Developers Corp. ("DCDC") created DCDC Victory Gardens, LLC, ("LLC") to act as Managing General Partner for also created non-profit developer, Victory Gardens, LP ("Partnership") to construct approximately 50 affordable housing units, exclusively for VASH participants, on approximately 4.5 acres of County-owned land eventually to be ground leased to a non-profit developer as additional local leverage to the proposed project; and

WHEREAS, Authority is also proposing to use U.S. Department of Housing and Urban Development's Veterans Affairs Supportive Housing program (HUD-VASH) vouchers with an estimated 15-year value of \$6,752,880 to provide rental assistance for anticipated homeless veterans and their families; and

WHEREAS, LLC will apply for a Veterans Housing and Homelessness Prevention Program (VHHP) loan through a competitive process; and

WHEREAS, if the VHHP funds are awarded LLC and/or the Partnership will apply for remaining and likely competitive funds to complete the project; and

WHEREAS, the LLC desires to obtain from the County the exclusive right and option to lease the Property which would demonstrate site control required by the VHHP application; and

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Commissioners of the Housing Authority of the County of San Joaquin meeting in a Regular Meeting this 21st day of May, 2020, that the Executive Director, Peter W. Ragsdale, be and he hereby is authorized and directed to execute the Option to Lease Agreement prepared by the County of San Joaquin for the 4.5 acres of land owned by the County of San Joaquin.

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey, Cose, Mendelson

NOES: None

ABSTAIN: None

ABSENT: None

Upon Roll Call, the Chairperson declared the foregoing Resolution passed and adopted.

- 3.) Following a discussion, Director Willey moved, seconded by Director Moore, that the following Resolution be approved as read:

RESOLUTION NO. 20-10
RESOLUTION APPROVING COMMERCIAL LEASE AGREEMENT
BETWEEN HOUSING AUTHORITY
OF THE COUNTY OF SAN JOAQUIN AND MARIANI PLAZA

WHEREAS, the Housing Authority seeks to enter into a Commercial Lease with Mariani Plaza for certain real property known as the lot located at 2 E. Sonora Street, Stockton, California 95203 and 401 South El Dorado Street, Suite 1B, Stockton, California 95203 ("Premises"); and

WHEREAS, the use of the premises will provide overflow parking for visitors, vendors, guests and storage for development of neighboring property; and

WHEREAS, the premises will be leased for an initial one-year term and thereafter on a month-to-month basis; and

WHEREAS, the Landlord may upon the conclusion of the first year, terminate said Lease upon thirty (30) days' prior written notice; and

WHEREAS, it is in the best interest of this Housing Authority to enter into a Lease Agreement for use of said real property.

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Commissioners of the Housing Authority of the County of San Joaquin meeting in a Regular Meeting this 21st day of May, 2020 that certain Lease Agreement between the Housing Authority of the County of San Joaquin and Mariani Plaza be, and the same here is approved.

BE IT FURTHER RESOLVED AND ORDERED that the Executive Director be, and he hereby is authorized and directed to execute said Lease Agreement for and on behalf of this Housing Authority.

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey, Cose,
Mendelson

NOES: None

ABSTAIN: None

ABSENT: None

Upon Roll Call, the Chairperson declared the foregoing Resolution passed and adopted.

- 4.) Following a discussion, Director Patrick moved, seconded by Director Mendelson, that the following Resolution be approved as read:

**AMENDED RESOLUTION NO. 20-5
LIMITED PARTNERSHIP AUTHORIZATION FOR
VICTORY GARDENS, LP
BY ITS GENERAL PARTNER,
DCDC VICTORY GARDENS, LLC
BY RESOLUTION OF THE BOARD OF DIRECTORS OF
DELTA COMMUNITY DEVELOPERS CORP.
AND
DCDC VICTORY GARDENS, LLC
Victory Gardens; Resolution #20-5**

All Directors of Delta Community Developers Corp. as sole member of DCDC Victory Gardens, LLC, a nonprofit corporation (the "Corporation"), hereby consent to, adopt and ratify the following resolutions:

RESOLUTION AUTHORIZING THE CORPORATION TO APPLY FOR AN AWARD FROM THE VETERANS HOUSING AND HOMELESSNESS PREVENTION PROGRAM ON BEHALF OF CORPORATION ITSELF AND ON BEHALF OF LIMITED PARTNERSHIP IN CORPORATIONS ROLE AS GENERAL PARTNER OF LIMITED PARTNERSHIP

WHEREAS, the State of California, Department of Housing and Community Development (the "Department") has issued a Notice of Funding Availability ("NOFA") under its Veterans Housing and Homelessness Prevention ("VHHP") Program dated November 8, 2019, as authorized pursuant to The Veterans Housing and Homeless Prevention Act of 2014 (the "Act") as codified at Military and Veteran's Code section 987.001 et seq., and pursuant to the most recently adopted guidelines (the "Guidelines") promulgated by the Department pursuant to the Act; and

WHEREAS, it is in the best interests of the Corporation and its shareholder for the Corporation to act as the Managing General Partner of Victory Gardens, LP, a California limited partnership (the "Limited Partnership"); and

WHEREAS, the Corporation and Limited Partnership are authorized to do business in the State of California and are empowered to enter into an obligation to receive State funds for the acquisition, construction, rehabilitation, or preservation of affordable multifamily supportive housing, affordable transitional housing, affordable rental housing, or related facilities for veterans and their families; and

WHEREAS, the Corporation represents and warrants that the Limited Partnership has validly designated Corporation as the Managing General Partner of the "Limited Partnership"; and

WHEREAS, the Corporation wishes to obtain an award from the Department for a VHHP loan, on its own behalf and on behalf of the Limited Partnership, for the acquisition, construction, rehabilitation, or preservation of a Veteran's-restricted affordable rental housing development (the Project") located in the County of San Joaquin; and

WHEREAS, the Corporation is eligible to be a Sponsor pursuant to the criteria set forth in the Guidelines and NOFA;

NOW, THEREFORE, IT IS RESOLVED: That the Corporation is hereby authorized to submit an application for an award of VHHP loan funds to be paid to its subsidiary Limited Partnership in a loan amount not to exceed \$7,000,000.00 (the "VHHP Loan") for the Project pursuant to the NOFA.

RESOLVED FURTHER: If the application is approved, the Corporation is hereby authorized on its own behalf, and on behalf of the Limited Partnership to incur an obligation for the VHHP Loan. That in connection with the VHHP Loan, the Corporation is hereby authorized and directed on its own behalf, and on behalf of the Limited Partnership to enter into, execute, and deliver, a State of California Standard Agreement, and any and all other documents required

or deemed necessary or appropriate to carry into effect the full intent and purpose of the above resolution, in order to evidence the VHHP Loan, the Corporation's or Limited Partnership's obligations related thereto, and the Department's security therefore; including, but not limited to, a promissory note, a deed of trust and security agreement, a regulatory agreement, a development agreement and certain other documents required by the Department as security for, evidence of or pertaining to the VHHP Loan, and all amendments thereto (collectively, the "VHHP Loan Documents").

RESOLVED FURTHER: The Corporation is hereby authorized on its own behalf, and on behalf of the Limited Partnership to request amendments, including increases in amounts up to amounts approved by the Department, and to execute any and all documents required by the Department to govern and secure these amendments.

RESOLVED FURTHER: That the Executive Director, any officer and/or Chairman of the Boards of the Housing Authority of the County of San Joaquin acting as the sole member of DCDC, DCDC itself, and DCDC Victory Gardens, LLC, are hereby authorized to execute: an application for the VHHP Loan, the VHHP Loan Documents, and any amendment or modifications thereto, on behalf of the Corporation on its own behalf, and on behalf of the Corporation in its role as General Partner of the Limited Partnership.

RESOLVED FURTHER: That this Resolution shall take effect immediately upon its passage.

Passed and adopted, effective as of January 16, 2020 by the consent of the Board of Directors of the Corporation by the following vote:

AYES: 5 NAYS: 0 ABSTAIN: 0 ABSENT: 2

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey, Cose,
Mendelson
NOES: None
ABSTAIN: None
ABSENT: None

Upon Roll Call, the Chairperson declared the foregoing Resolution passed and adopted. There was a motion to adopt Resolution 20-5(A) and Resolution 20-5(B).

PUBLIC COMMENT:

There were none.

INFORMATION ITEMS:

There were none.

CONSENT ITEMS:

There were none.

ACTION ITEMS:

There were none.

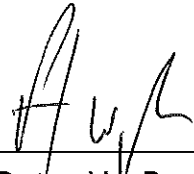
ADJOURNMENT:

There being no further business, upon motion, second and unanimously carried, the Board of Directors' meeting adjourned at 3:06 p.m.

ROLL CALL:

AYES: Directors Barrett, Gresham, Moore, Patrick, Willey,
Cose, Mendelson
NOES: None
ABSTAIN: None
ABSENT:

Following Roll Call, the Chairperson declared the meeting adjourned at 4:31 p.m.

A handwritten signature in black ink, appearing to read 'P. W. Ragsdale', written above a horizontal line.

Peter W. Ragsdale, Secretary