

COMMUNITY DEVELOPMENT AUTHORITY OF THE CITY OF MADISON, WISCONSIN

Resolution No. 2828

Authorizing the Community Development Authority to authorize necessary actions to develop 49 units of affordable housing at Jenewein Road and Allied Drive, known as Allied Drive Redevelopment, LLC.

Presented October 16, 2008
Referred
Reported Back
Adopted
Placed on File
Moved By
Seconded By
Yeas Nays Absent
Rules Suspended

The members of the Board of Commissioners (the "Board") of the Community Development Authority of the City of Madison, Wisconsin, a public body corporate and politic organized under the laws of the State of Wisconsin (the "Authority"), which is the managing member of Allied Drive Redevelopment, LLC, a Wisconsin limited liability company ("ADR"), hereby adopt the following resolutions in connection with ADR's acquisition and construction of forty-nine (49) housing units, together with the associated appurtenances (collectively, the "Project") as generally described in Exhibit A attached hereto. The Authority has previously approved and acted upon the Cooperation and Development Agreement dated January 30, 2008 (the "Development Agreement").

Execution Authority as Managing Member of Allied Drive Redevelopment, LLC

WHEREAS, the Authority is the managing member of ADR.

NOW, THEREFORE, BE IT RESOLVED, that the Chair of the Authority, Stuart Levitan and Mark A. Olinger, the Secretary (together, the "Authorized Officers") be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute such agreements (including the Amended and Restated Operating Agreement of ADR), certificates, instruments and other documents, to take such actions as may be necessary or advisable, and to perform all of the agreements and obligations of the Authority under the Operating Agreement and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes and additions.

Construction and Bridge

WHEREAS, the construction and bridge financing ("Financing") to be obtained from the Wisconsin Housing and Economic Development Authority ("WHEDA") has increased from the \$4.6 million contemplated by the Development Agreement to \$6 million as a result of an increase in the anticipated tax credit equity contributions.

NOW, THEREFORE, BE IT RESOLVED, that the Financing increase is hereby adopted and approved; and

RESOLVED FURTHER, the Authorized Officers be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute the Financing documents, and to perform all of the agreements and obligations of the Authority under such Financing documents and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, including such notes, mortgages, affidavits or other documents or certificates as may be deemed reasonably necessary or desirable, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes and additions.

Admission of NEF Assignment Corporation or Any Affiliate Thereof

WHEREAS, it has been proposed to the Board to admit NEF Assignment Corporation, as nominee, an Illinois not-for-profit corporation (“NEF”), and/or any affiliate thereof, as a member of ADR.

NOW, THEREFORE, BE IT RESOLVED, that the admission of NEF Assignment Corporation, as nominee, and/or any affiliate of NEF as a member of ADR, be, and it hereby is, adopted and approved; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute such agreements, certificates, instruments and other documents, to take such actions as may be necessary or advisable as the managing member of ADR, to admit NEF and/or any affiliate thereof as a member of ADR, and to perform all of the agreements and obligations of the Authority under the same and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes and additions.

Letter of Intent of ADR

WHEREAS, there has been presented to staff a Letter of Intent dated July 8, 2008, outlining the terms of the agreement between NEF Assignment Corporation, as nominee, and ADR. Staff was authorized to negotiate final terms with NEF Assignment Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the final Letter of Intent and each of the exhibits thereto, be, and it hereby is, adopted and approved; and

RESOLVED FURTHER, that the Authority and ADR are authorized to enter into such agreements as may be necessary or appropriate to carry out the transactions described in the Letter of Intent; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute the Letter of Intent, and to perform and deliver all of the agreements and obligations of the Authority under such Letter of Intent and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes.

Construction Management Agreement

WHEREAS, there has been presented to the Board a form of Standard Form of Agreement between Owner and Contractor, by and between the ADR and McGann Construction, Inc. (the “**Construction Management Agreement**”).

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Construction Management Agreement, be, and it hereby is, adopted and approved; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute the Construction Management Agreement, and to perform all of the agreements and obligations of the Authority under such Construction Management Agreement and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes and additions.

Architect Agreement

WHEREAS, there has been presented to staff a form of Standard Form of Agreement between Owner and Architect, by and between ADR and Dimension IV-Madison, LLC (the “**Architect Agreement**”). Staff was authorized to negotiate final terms with Dimension IV-Madison, LLC.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Architect Agreement, be, and it hereby is, adopted and approved; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized in the name and on behalf of the Authority, to negotiate and execute the Architect Agreement, and to perform all of the agreements and obligations of the Authority under such Architect Agreement and to consummate the transactions contemplated thereby, with such changes thereto as shall be deemed necessary, appropriate and advisable by the Authorized Officers executing the same on behalf of the Authority, the execution thereof by the Authorized Officers to be conclusive evidence of the approval by the Authority of such changes and additions.

General Authorization

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers of the Authority be, and he hereby is authorized to: (a) negotiate, execute and deliver to any person deemed appropriate by any such officer or officers, any and all certificates, agreements, instruments, documents, notes or undertakings of any kind or nature whatsoever to effect the intent and purposes of the foregoing resolutions, such certificates, agreements, instruments, documents, notes, mortgages or undertakings to be in such form and to contain such terms and conditions as may be approved by any such officer or officers executing the same, the authorization and approval of the Authority to be conclusively evidenced by any Authorized Officer's execution thereof, including, but not limited to, the Development Agreement with Dimension Development dated August 18, 2008, and (b) do and perform or cause to be done and performed all acts, deeds and things, in the name and on behalf of the Authority or otherwise as such officer or officers may deem necessary or appropriate to effect the redevelopment and rehabilitation of the Project.

RESOLVED FURTHER, that all actions heretofore taken by the Authorized Officers of the Authority in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

EXHIBIT A

Allied Drive Apartments (49 units)

Lots 1, 2 and 3, Certified Survey Map No. 12506, in the NW ¼, of Section 5, T6N, R9E, City of
Madison, Dane County, Wisconsin