

BUTTE COUNTY AFFORDABLE HOUSING  
DEVELOPMENT CORPORATION

**Board of Directors Meeting**

2039 Forest Avenue  
Chico, CA 95928

**SPECIAL MEETING AGENDA**

March 16, 2023

2:00 p.m.

*Due to COVID-19 and California State Assembly Bill 361 that amends the Ralph M. Brown Act to include new authorization for remote meetings, including remote public comment for all local agencies. California State Assembly Bill 361 extends the provision of Governor Newsom's Executive Order N-29-20 and N-35-20 until January 2024. The meeting will be a hybrid meeting both in person at this Housing Authority office and remotely. Members of the Board of Commissioners and HACB staff will be participating either in person or remotely. The Board of Commissioners welcomes and encourages public participation in the Board meetings either in person or remotely from a safe location.*

Members of the public may be heard on any items on the Commissioners' agenda. A person addressing the Commissioners will be limited to 5 minutes unless the Chairperson grants a longer period of time. Comments by members of the public on any item on the agenda will only be allowed during consideration of the item by the Commissioners. Members of the public desiring to be heard on matters under jurisdiction of the Directors, but not on the agenda, may address the Commissioners during agenda item 6.

-----  
**Please join my meeting from your computer, tablet or smartphone.**

<https://meet.goto.com/894630053>

**You can also dial in using your phone.**

**Access Code:** 894-630-053  
**United States (Toll Free):** [1 877 309 2073](tel:18773092073)  
**United States:** [+1 \(571\) 317-3129](tel:+15713173129)

If you have any trouble accessing the meeting agenda, or attachments; or if you are disabled and need special assistance to participate in this meeting, please email [marysolp@butte-housing.com](mailto:marysolp@butte-housing.com) or call 530-895-4474 x.210.

Notification at least 24 hours prior to the meeting will enable the Housing Authority to make a reasonable attempt to assist you.

---

NEXT RESOLUTION NO. 23-3C

ITEMS OF BUSINESS

1. ROLL CALL
2. AGENDA AMENDMENTS

*Butte County Affordable Housing Development Corporation  
Board of Directors*

*Agenda – Special Meeting of March 16, 2023*

3. CONSENT CALENDAR
4. CORRESPONDENCE
5. REPORTS FROM PRESIDENT

5.1 Lincoln Family Apartments, Oroville – Corporate Authorizations.

Recommendation:

Resolution No. 23-3C

6. MEETING OPEN FOR PUBLIC DISCUSSION
7. MATTERS CONTINUED FOR DISCUSSION
8. SPECIAL REPORTS
9. REPORTS FROM DIRECTORS
10. MATTERS INITIATED BY DIRECTORS
11. EXECUTIVE SESSION
12. DIRECTORS' CALENDAR

**Next meeting – May 18, 2023**

13. ADJOURNMENT

BUTTE COUNTY AFFORDABLE HOUSING DEVELOPMENT CORPORATION

RESOLUTION NO. 23-3C

LINCOLN FAMILY APARTMENTS, OROVILLE  
CORPORATE AUTHORIZATIONS

---

**At a duly constituted meeting of the Board of Directors (the “Board”) of Butte County Affordable Housing Development Corporation, a California nonprofit public benefit corporation (“BCAHDC”), held on March 16, 2023, the following resolutions were adopted:**

WHEREAS, BCAHDC and The Richman Group of California Development Company LLC, a California limited liability company (“TRG”) are parties to that certain Memorandum of Agreement executed on or about February 14, 2023 (the “MOA”) with respect to the development of an affordable housing project to be known as “Lincoln Family Apartments”, that will contain 61 apartment units, including one manager’s unit, to be located at on approximately 6.4 7 +/- acre property located West of Lincoln Boulevard and South of Wyandotte Avenue, Oroville, CA (the “Project”); and

WHEREAS, BCAHDC is or will be admitted as the managing general partner of Richman Oroville Apartments, LP, a Delaware limited partnership (the “Partnership”); and

WHEREAS, it has been determined to be in the best interests of BCAHDC for the Partnership to acquire, develop, construct, own and operate the Project; and

WHEREAS, it has been determined to be in the best interests of BCAHDC to assist in the acquisition, construction and development of the Project by the Partnership by: (i) consenting to the withdrawal of the initial limited partner from the Partnership and facilitating the admission of The Richman Group Capital Corporation, a Delaware corporation and/or its affiliate(s), or substitute investors (collectively, “Investor”), as 99.99% limited partner(s) in the Partnership in exchange for capital contributions to the Partnership in an amount not to exceed \$20,000,000, and (ii) amending and restating the agreement of limited partnership of the Partnership pursuant to that certain Amended and Restated Limited Partnership Agreement (the “Partnership Agreement”) to provide for such other matters as may be required by the Investor (collectively, the “Syndication”); and

WHEREAS, it has been determined to be in the best interests of BCAHDC, as sub-developer, to enter into a subdevelopment agreement with the developer of the Project, The Richman Group of California Development Company LLC, or, in the alternative, for BCAHDC, as co-developer, to enter into a development agreement with the Partnership (in either case, the “Development Agreement”); and

WHEREAS, it has been determined to be in the best interests of BCAHDC to provide a permanent loan to the Partnership in the principal amount not to exceed \$300,000 upon terms to be negotiated

*Butte County Affordable Housing Development Corporation  
Resolution No. 23-3C – Lincoln Family Apartments, Oroville*

and determined by an Officer (the “**BCAHDC Loan**”) and to execute and deliver any and all documents or agreements necessary or advisable in connection with the BCAHDC Loan (the “**BCAHDC Loan Documents**”); and

WHEREAS, it has been determined to be in the best interests of BCAHDC for the Partnership to obtain the following financings for the Project, which will be secured by liens on the Project (“**Secured Financings**”):

- (a) A construction loan from Merchants Bank of Commerce in the principal amount not to exceed \$22,000,000, which is anticipated to convert to a permanent loan in the principal amount not to exceed \$6,500,000.
- (b) A loan from the City of Oroville of CDBG or other funds in the principal amount not to exceed \$7,988,820.
- (c) A loan from the City of Oroville of deferred fees or other funds in the principal amount not to exceed \$400,000.
- (d) The BCAHDC Loan.

WHEREAS, as a condition of the Secured Financings and the Syndication, the lenders and the Investor may require that BCAHDC and/or the Partnership assign any fees from the Partnership or pledge other interests in the Project as security for the Secured Financings and the Syndication (the “**Security Assignments**”), and it has been determined to be in the best interests of BCAHDC and the Partnership, to make and enter into Security Assignments; and

WHEREAS, it has been determined to be in the best interests of BCAHDC and the Partnership to execute and deliver any and all documents or agreements necessary or advisable for the acquisition, development, financing, construction, rehabilitation, management, operation and maintenance of the Project, including, but not limited to, all grant deeds, deeds of trust, UCC financing statements, loan agreements, loan documents, regulatory agreements, assignments of rents, leases, income and profits, general assignments, construction contracts, architect agreements, grant agreements, development agreements, sub-development agreements, management agreements, service contracts, housing assistance payments contracts, partnership agreements, and similar or related agreements for housing subsidies, title-related indemnities and affidavits and any other types of agreements (collectively, the “**Project Documents**”).

NOW, THEREFORE, BE IT RESOLVED by the Board that BCAHDC, for itself and in its capacity as the Managing General Partner of the Partnership, does hereby approve and is authorized to enter into the following transactions and documents, as applicable:

1. Partnership Agreement, Security Agreement, Purchase Option Agreement, Closing Certificate, and the Syndication;
2. Development Agreement;
3. BCAHDC Loan Documents;
4. Secured Financings;
5. Security Assignments;

*Butte County Affordable Housing Development Corporation*  
*Resolution No. 23-3C – Lincoln Family Apartments, Oroville*  
*March 16, 2023*

6. Project Documents;
7. Such other documents, agreements and contracts deemed necessary or advisable by an Officer in furtherance of these resolutions and/or to assist in the development of the Project (collectively, the “**Transaction Documents**”), using his or her own independent judgment; and

BE IT FURTHER RESOLVED, that the Board of BCAHDC hereby authorizes each of (a) Edward S. Mayer, President of BCAHDC, (b) Marysol Perez, Secretary of BCAHDC, and (c) Hope Stone, Chief Financial Officer of BCAHDC (each, an “**Officer**”), each acting alone to accept the Transaction Documents subject to any minor conforming, technical or clarifying changes approved by an Officer; and that each Officer is hereby further authorized and directed to take such further actions and execute and record such documents as are necessary to accept the Transaction Documents on behalf of BCAHDC and the Partnership; and

BE IT FURTHER RESOLVED, that all actions previously taken by BCAHDC and the Partnership, and any of their employees, officers and agents, in connection with the Project or the transactions described herein are hereby ratified and approved.

PASSED AND ADOPTED this 16<sup>th</sup> day of March 2023 by the following vote:

AYES: \_\_\_ NOES: \_\_\_ ABSTENTIONS: \_\_\_ ABSENT: \_\_\_

Signature of Attesting Officer:

\_\_\_\_\_  
Edward S. Mayer, President

#### SECRETARY’S CERTIFICATION

I, the Secretary of BCAHDC, hereby certify that the foregoing is a true copy of Resolution No. \_\_\_ adopted by the Board of Directors of Butte County Affordable Housing Development Corporation, a California nonprofit public benefit corporation, and that said Resolution No. \_\_\_ is in full force and effect, and the Board of Directors has, and at the time of the adoption of the Resolution No. \_\_\_ had, full power and authority to adopt such resolutions.

\_\_\_\_\_  
Marysol Perez, Secretary

\_\_\_\_\_  
Date