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MEMORANDUM

TO: Chairman Joe Bland and Members of Smyrna Housing Authority and Scott Cochran, General Counsel to Smyrna Housing Authority

FROM: Tom Owens and Gordon Mortin of Raymond James & Associates, Municipal Advisor to Smyrna Hosing Authority for Multifamily Projects.

DATE: August 5, 2020

SUBJECT: (a) Called Meeting of Smyrna Housing Authority, Wednesday August 12, 2020 at Smyrna Fire Station Number 1 Work Room at 6:00 PM, (b) Brief History of Smyrna Housing Authority (the "Authority"), (c) Smyrna Housing Authority Program Guidelines (the "Program Guidelines") and (d) Distribution List Revised August 7, 2020

As all of you know from the E-mail with attached Agenda sent to you by Tom Owens on July 17, 2020, Chairman Joe Bland has called a meeting of the Smyrna Housing Authority for 6:00 pm on Wednesday, August 12, 2020 to be held in Smyrna Fire Station Number 1's Work Room. Smyrna Fire Station Number 1 is located at 2620 Atlanta Road (west side of Atlanta Road at Hill Street).

Since I (Gordon Mortin) have served as Municipal Advisor to the Authority since its creation in 1985 and since there are several new members of the Authority, Chairman Bland asked me to write and E-mail to each Authority member a brief (he emphasized the word "brief") history of the Authority. At eight pages you can see I have completely failed that direction.

History:

Federal Government:

Beginning in the 1930s with then President Franklin D. Roosevelt's New Deal, the federal government began addressing America's housing problems. The Public Works Administration ("PWA") had a Housing Division (1933-1937) that created homes for thousands of families across the nation. President Roosevelt signed the United States Housing Act (the "Wagner-Steagall Act") into law on September 1, 1937. The Act's stated purposes provided in part (paraphrased here) (a) provision of financial assistance to state and local governments for the elimination of unsafe and unsanitary housing conditions, (b) for the eradication of slums, (c) for the provision of decent, safe, and sanitary dwellings for families of low income, and (c) the reduction of unemployment and stimulation of business activity and (e) to create a United States Housing Authority ("USHA"). USHA assumed the PWA's Housing Division responsibilities. Whereas the PWA Housing Division engaged in direct construction and loans to seven limited-dividend corporations, the USHA loaned money to local housing authorities created by state governments.

Originally USHA was part of the U.S. Department of the Interior, but after a federal government reorganization in 1939 it was placed in the then newly created Federal Works Agency and renamed the Federal Public Housing Authority ("PHA"). Public housing has always been controversial in the United States where private supply of housing prevails. Public provision of housing continued after the New Deal and the Second World War but it became overshadowed by urban renewal programs launched by the housing acts of 1949 and 1954. In the 1960s there was a brief revival of public housing under President

Johnson's Great Society. The U.S. department of Housing and Urban Development ("HUD") was created as part of the Great Society. Federal support of public housing continues today, but in a very modest way.

The fact that federal support of public housing is modest, does not mean that federal support for housing for low income families is not fairly robust. The difference is that instead of low income housing being owned by housing authorities, low income housing is owned by the private sector or sometimes jointly owned by private enterprise and a housing authority subsidiary. Instead of providing monies for public housing authority ownership of low income housing, the federal government (and state governments) provide incentives for the private sector to meet low income housing demand with quality housing that low income families can afford. These incentives include, among others, (a) 9% federal income tax credits for privately owned, or jointly owned with a public entity, projects with the projects selected through a competitive application process, (b) tax exempt bond financing for up to 100% of privately owned or jointly with a public entity projects which set aside 20% or more of their units for rental to families whose family income is either at or below 50% of area median income (for a family of four and adjusted up for larger families or downward for smaller families) or 40% or more of the units for families at or below 60% of area median income (again for a family of four adjusted upward for larger families and downward for smaller families). Other than allocation of a portion of the federal government assigned state annual tax exempt bond volume cap for such projects, there is no competitive selection process. Issuance of tax-exempt bonds for private sector projects automatically makes the project available for 4% of the cost of acquisition and construction of each affordable unit (meaning incomes of families renting the "affordable units" being either less than 50% of median area income (adjusted for family size) if at least 20% up to but not including 40% of the units are affordable units or for 40% or above of the units, family incomes at or below 60% of median area income (adjusted for family size.) The 4% tax credits being on an "affordable unit" basis incentivizes developers to make more of their project "affordable," which has resulted in these projects gravitating toward 100% affordable units. As a practical matter in Georgia, the State gets an allocation of 4% federal tax credits each year (which it combines with State income tax credits), and the demand often exceeds the supply so in reality there is an application and somewhat competitive (but not as rigorous as the 9% program) selection process. Between the State controlling tax exempt bond volume cap allocation and allocation of 4% tax credits, projects setting aside 20% or 40% of units for low income families generally do not seek 4% tax credits. As a practical matter, projects seeking tax exempt bonds and 4% tax credits generally are 80% or more affordable unit projects.

In addition to tax credit programs, the Department of Housing and Urban Development ("HUD") has what is referred to as "Section 8 Certificate Programs." "Section 8" refers to Section 8 of the U.S. Housing Act of 1937. The Section 8 Certificate program began in 1974 and was primarily a project based program meaning that Section 8 rental assistance certificates are attached by contract between the project owner and HUD to a specific project. The unit rental rate to the renter is lower because of the monies provided monthly by HUD to the project to subsidize rent for that unit meaning the low income occupant pays less rent. The subsidy applies only to rented units to motivate the project owner to keep the units rented to low income families. There are provisions for the units to be empty for periods of time each year for maintenance, acquisition of new tenants to replace tenants who have moved out and to accommodate new construction initial lease up periods. In the early1980s project based certificates came under criticism for their perceived high cost and for concentrating the poor in high crime areas resulting in congress no longer funding project based certificates beginning in 1983. In the middle 1980s after discontinuing of funding of new project based certificates congress began funding the Housing Choice Voucher ("Portable Voucher") program again utilizing Section 8 of the 1937 U. S. Housing Act as part of the legal basis for of the Portable vouchers. Portable Vouchers are provided to low income families who then use the Portable Voucher as part of their rent for homes or apartments in the private market. Payments on the Portable Vouchers are made directly to the landlord. The idea is to make Portable Voucher tenants financially attractive to private sector landlords. There are several Portable Voucher programs targeting certain population segments created under Section 8.

The Section 8 Portable Voucher program is locally administered by a housing authority. In the case of Cobb County, Marietta Housing Authority ("MHA") administers all Portable Vouchers and continuing or renewed project based Section 8 Certificates countywide. Administration of Section 8 project based or Portable Vouchers requires a staff and MHA is the only staffed housing authority in Cobb County. The demand for Portable Vouchers far out strips the available Portable Vouchers so there generally is a significant waiting time from application to receipt of a Portable Voucher, sometimes years.

President Ronald Ragan's administrations (1980-1988) decided that federal government construction and ownership of low income public housing was not working for low income families. The 1930s through 1960s concept of tearing down dilapidated urban housing areas and constructing new, safe sanitary housing for low income families was a laudable undertaking, however government ownership and management resulted in government approval process for, among other things (a) rent increases, (b) budgets for maintenance and operation, (c) capital improvements etc. were just too cumbersome to keep physical assets in good repair. As with many things at the federal government level (and to a lesser extent state government level) these approvals take weeks or months to be accomplished. The process results in significant deferred maintenance, insufficient and not timely capital expenditure leading to substantial deterioration of the units. All these things affect neighboring areas causing declining property values, significant burden on law enforcement and area schools. Low income families were trapped in crime ridden areas of substandard housing and their children trapped in substandard schools. By the 80s many families were in their second or third generation in public housing.

The Regan administration wanted to discontinue public ownership of housing and disburse low income families among the general population by (a) providing Portable Vouchers to empower low income families to move to areas in which they wanted to live, (b) encouraging rental housing developers to include in their rental housing projects rental units affordable by low income families by enabling developers to finance 100% of their projects at tax-exempt interest rates (which in the 1980s was a serious incentive when interest rates such as the prime rate were as high as 21%). Initially, developers could set aside as few as 20% of their project units for families whose income was 80% or less of median family income for the area. In the beginning there was no income adjustment for family size so a project could have all 20% of the set aside units occupied by single person families. The rental project 20% set aside requirement had to stay in effect for the longer of 15 years or so long as any tax exempt bonds were outstanding. Failure to maintain required records that included proof of family income, make required annual certifications and other requirements could result in the tax exemption on debt issued to finance a project being removed all the way back to the date of issuance of such debt. The loss of tax exemption back to the date of issuance of the debt was thought to be a severe enough penalty that the developer would be very motivated to comply with the rules.

Later, eligible tenant income limits were changed to reflect the current 20% or 40% of median area income adjusted for family size. The whole idea was that providing low income families' access to the general rental housing inventory would, among other advantages, provide safer better quality living conditions and better education opportunities for children.

While tax exemption on debt was a motivator for developers to set aside units in their rental projects for low income families, that incentive was not sufficient to meet demand for low income housing. An enhancement was the 9% and 4% federal (and corresponding state) tax credits. Nine percent tax credits do not allow tax exemption of interest on debt, but the 4% tax credits do. The result has been a dramatic increase in the supply of quality affordable housing and the number of quality developers developing affordable housing. A negative result is the again concentration of low income families into projects, however the fact that these projects are generally privately owned (or where jointly owned by a public entity) are managed by the private sector without the former governmental approval of rents, maintenance budgets and capital expenditures processes etc. While not a perfect situation, the private ownership has proven to be better than public ownership and operation.

All the above programs are applicable to both new rental housing construction and to acquisition and rehabilitation of existing rental housing units.

Since the onset of the great recession of 2008, the general market significant fall in interest rates severely eroded the advantage of tax-exempt borrowing rates vs. conventional taxable interest rates. The plentiful supply of low cost money combined with the extra paperwork (and risk of loss of income tax exemption) associated with tax exempt financing caused developer's whose rental projects were beyond the 15 year minimum compliance period to refinance their projects with taxable interest debt thus eliminating the need to set aside units for low income families.

Gordon Mortin nor Tom Owens have been involved in any purely 20% at 50% or 40% at 60% tax exempt projects in the last decade. Nine percent tax credit projects continued and in the year, maybe two years, we have begun to see a significant pick-up in 100% affordable tax exempt bond 4% tax credit projects.

This memo hardly scratches the surface of the entire subject of provision of low income housing, but hopefully provides background for additional study and discussion.

State of Georgia

Georgia passed its Housing Authorities Law in 1937 creating for each City a housing authority that could be activated by resolution of the elected city government. Marietta activated its housing authority in 1937 as if not the first, then as one of the first cities in Georgia to do so. The Housing Authorities Law was later amended to create a housing authority for each county that could be activated by resolution of the elected county government. Cobb County activated the Housing Authority of Cobb County in April of 1982 and the City of Smyrna the Smyrna Housing Authority in 1985. Acworth activated a housing authority which it staffed and operated until several years ago when the Housing Authority of the City of Acworth contracted its operations to Marietta Housing Authority. Austell and Powder Springs currently do not have housing authorities.

Georgia created in the early 1980s the Georgia Housing Finance Agency ("GHFA") to issue tax-exempt bonds to finance lower cost mortgage loans for first time homebuyers. GHFA continues to issue tax-exempt bonds to this day to fund mortgage loans to first time homebuyers meeting certain income restrictions.

Smyrna Housing Authority

Hopefully the above discussion provides an understandable outline of the flow of progress beginning at the federal government level down to the State of Georgia level. This section hopefully extends that flow to the Smyrna Housing Authority.

As stated above, the Smyrna Housing Authority was activated by resolution of the mayor and council of the City of Smyrna in 1985. It impetus for this activation was developers such as Post Properties and

Johnstown Properties asking the mayor and council to create the Authority to enable them to access tax exempt financing for their projects. Remember the prime rate hit 21% in 1982.

Among the first actions the Smyrna Housing Authority took before approving their first project was to create and adopt Program Guidelines to govern (a) what kinds of projects would be undertaken, (b) the application process for access to tax exempt financing and (c) certain costs and charges for such financings. The Smyrna Housing Authority recognized that every developer has "political connections" and the Authority did not want to ever be put in position of doing something for one developer that it would not do for another developer, hence the Program Guidelines. If a project fell within the Program Guidelines and the developer had a good reputation, the Authority would proceed. If not it would not. That has been true to this day.

The Program Guidelines provide, among other things, that the Smyrna Housing Authority receive an annual fee equal to 1/8th of 1% of the principal amount of bonds outstanding each year issued by the Authority for any rental housing project. All costs of issuance of any such bonds (to include the Municipal Advisor Fee of Raymond James & Associates and legal fees of Smyrna Housing Authority General Counsel Cochran & Edwards) are paid by the developer so that the Authority has no out of pocket expenses in connection with any project financing.

For tax exempt bonds to be marketed to the general public, the Smyrna Housing Authority has always required that such bonds be rated at least "A" by either Moody's Investor's Service, S&P Ratings or Fitch Rating Services. Without some form of credit enhancement, it would be rare for a stand-alone apartment project to be rated "A" by any of the above mentioned municipal bond rating services. Consequently, almost all of the Smyrna Housing Authority's bond issues have been privately placed with sophisticated institutional investors. As far as we know, no individual investor has not been paid all principal and interest on any bonds held by such individual

The Smyrna Housing Authority has financed a number of projects over the last 35 years, most if not all of which have been refinanced and taken out of the low income housing restrictions. Three of the more notable projects were:

Hickory Lakes Apartments

Hickory Lakes Apartment Project ("Hickory Lakes") was a 760 unit 1960s constructed project located on the 50 acre site that is now a subdivision known as "Smyrna Grove." While Hickory Lakes had a Smyrna mailing address, from inception until 2002 or 2003 660 of the apartment units were located in unincorporated Cobb County with the remaining 100 units located in the Smyrna City limits. Brencor Development (no longer in business) approached the Housing Authority of Cobb County (the "Cobb Authority") requesting the Cobb Authority issue bonds together with sale of federal and state tax credits provided through the Georgia Department of Community Affairs to finance acquisition and a "tenant in place" renovation of all 760 Hickory Lakes units. The Cobb Authority told Brencor it would undertake issuance of the requested tax exempt bonds only if Brencor either (a) got the legislature to de-annex the 100 unites from the city or (b) annexed the 660 units into the City with approval of the Mayor and Council. If the 660 units were annexed into the City, then the Smyrna Housing Authority would be the bond issuer. The 660 units were annexed into the City and the Smyrna Housing Authority issued about $35 million of bonds for the acquisition and to pay part of the costs of rehabilitation of the units. Without going into a lot of detail, Brencor defaulted on the bonds in about 2005 and the lender foreclosed. The lender put several million dollars into the project to complete the renovations and subsidize operations while it tried to sell Hickory Lakes. Then the Great recession occurred in 2009/9 and the lender through in the towel and sought bids for Hickory Lakes. By this point between tax credits, the 2002 Bonds and the equity contributions by the lender, the total project costs approached $50 million. The City through the Smyrna Downtown Development Authority bid $9.5 million for the 50 acre Hickory Lakes project. Of the five bids, the City's bid was tied with another bid as the low bid, but the lender accepted the City's bid as there were essentially no conditions and the City would close within 50 days. The City acquired Hickory Lakes, tore it down and subsequently sold the land for what is now Smyrna Grove.

Highlands Apartments

Highlands Apartments was a rundown 100 unit apartment project located on Ward Street and adjacent to the Campbell High School campus that was put out for bid in the early 2000s. The City was worried about a drug problem at the complex and the rundown condition being so close to the school. The City asked the Smyrna Housing Authority to acquire the project. Smyrna Housing Authority formed a non-profit subsidiary corporation, acquired the project and leased it to the City who had it rehabilitated and hired the operator of the across the street Carriage House Apartments to what was renamed to Smyrna Commons.

Ultimately the Cobb County School System asked the City to tear down the project after which the school system purchased the land, which is now part of the fenced area belonging to Smyrna Elementary School.

Moratorium on New Apartment Construction

In the 1990s the City determined that the City housing stock had a too high percentage of rental housing and not a large enough percentage of owner occupied housing. This resulted in a moratorium on new apartment construction that lasted until the apartments were constructed in connection with redevelopment of what was Belmont Hills Shopping Center at Windy Hill and Atlanta Road. Since then there is a new apartment project at what was the old Jonquil Hills Shopping Center at Atlanta and Spring Roads and recent zonings for apartment projects on or near South Cobb Drive. None of these are affordable housing projects.

Obviously the supply of rental apartment housing adjacent to Smyrna has seen substantial unit increases with Truist Park/Braves Stadium and the surrounding development it has generated, however none of this housing is "affordable housing."

Rental Housing Projects Financed through the Authority

Plumb Tree Apartments on Cobb Parkway. This was an acquisition rehab of a very run down project that had so much crime it was referred to by the Smyrna police department as a "precinct station" for the number of police calls. Johnstown Properties did the acquisition rehab. The bonds on this project have been long retired and the project released from any low income set asides.

Hills of Post Village and Gardens of Post Village were two new construction projects for Post Properties. These projects were sold in 2010 and the bonds retired releasing any low income set aside requirements.

Glenn Apartments at 3740 Walton Way (off South Cobb Drive behind Big Lots) is the former Walton Walton Communities project. Walton Communities sold the project in 2010 and it is no longer an affordable project.

Walton Grove is an approximately 200 unit project located off of Cumberland Boulevard. This project was part of a 400 unit apartment project acquired by the City from HUD in 1991. The City took proposals to take down 200 units of the 400 unit project. The City purchased the 400 units from HUD for about $1.56 million. A requirement of HUD was that the City had to turn over to HUD any amount it realized over the $1.56 million purchase price to HUD, so the City sold the apartments for $1.56 million, but in a proposal process selected the developers to whom it sold the apartments by the developer who would come to downtown Smyrna and build the most office retail (to purchase the 200 units to be torn down and the land fronting on Cobb Parkway) plus make the largest cash contribution to construction cost of a new City hall. The remaining 200 apartment units had to be rehabbed by the purchaser and those units and land would be sold to the developer who would build the best housing around the library and make the largest cash contribution to construction of a new City hall. Stan Thomas Enterprises was the winning developer for the teardown units and land by agreeing to construct 38,000 square feet of office retail (which building is across the ellipse from the library) and contributing $1.7 million to the cost of the new City hall. Walton Communities offered to rehab the remaining units, build the housing you now see around City hall and contributed about $875,000 to the new City hall.

The Smyrna Housing Authority issued tax exempt bonds for Walton Communities which, together with other funds Walton Communities purchased and rehabbed into what is now Walton Grove apartments just off Cumberland Boulevard near Cobb Parkway.

Galleria Manor is a 100 unit very low income affordable project located at 2731 Wonderland Terrace just off of Cobb Parkway. The developer initially approached the City about having the Atlanta Housing Authority ("AHA") issue bonds to finance Galleria Manor because the developer was getting project based Section 8 Certificates from the Atlanta Housing Authority as part of the then Tech Homes project teardown and rebuild. The City did not think it a good precedent to allow AHA to operate in the City's territory, so the Smyrna Housing Authority and Cobb County Authority worked together with an operating subsidy to facilitate the developer getting 9% tax credits to fund the project. No bonds were issued in conjunction with this project.

Cooperation with Cobb Authority on a Down Payment Assistance for Single Family Home Purchases Project

The Smyrna Housing Authority is cooperating with the Cobb Authority in the Cobb Authority's Mortgage Loan and Down Payment Assistance project. This project has be up and running for about a year. Smyrna Housing Authority receives all fee income monies that the Cobb Authority is paid related to any mortgage loan originated within the Smyrna City limits. The Cobb Authority is in process of expanding this program to add additional down payment assistance monies for families above 80% of median area income but not more than 120% of median area income. This program also has opportunity for the City to utilize the program to provide enhanced down payment assistance to City employees as a hiring inctitive.

Outlook for Additional Projects:

The Cobb Authority has recently done a joint ownership venture with Walton Communities on acquisition and rehabilitation of an existing 250 unit project that was owned by Walton Communities related entities. The goal was to keep this project as a federal and state tax credit project and consequently an affordable rental housing project. The joint ownership venture has gone very smoothly to date with the rehabilitation moving along ahead of schedule and within cost.

We expect there will be opportunities in the next year or two for the Smyrna Housing Authority to participate in a similar venture.

Other Smyrna Housing Authority Projects

Exterior Home Improvement Loan Program

In about 1996 through 1998 the Smyrna Housing Authority undertook a loan program to make below market interest rate loans to Smyrna homeowners to make exterior improvement to owner occupied homes. The idea was that if one homeowner on a street upgraded the appearance of their home, others would see the improvement and do the same. The Authority hoped that a few loans would generate a multiple of exterior upgraded homes. The source of funds for the loans was local Smyrna banks. The authority would subsidize the interest on the loans and guarantee payment by using monies it was earning from its 1/8th of 1% annual fee on outstanding bond issues. Banks were lined up and brochures inserted on multiple occasions to advertise the loan availability. I think the program generated five inquires and maybe one or two loans.

Joe Bland Projects

Over the entire time Joe Bland has been on the Authority, councilmembers would come to Joe with suggestions of homeowners in their district who were very low income (mostly elderly) and whose homes were in dire need of repair that the homeowner had no monies or family to do. Joe would meet with the homeowner to assess the need, determine if they really were the owner, get volunteers to do some of the work (the boy scouts once) hire contractors and supervise the work. Joe would bring the project to the Authority for approval and authorization of Authority monies to pay costs. This occurred a dozen or more times over his time on the Authority. Joe would check with individual council persons from time to time asking if there were any families or homeowners in their district that needed help. After a few years, there seemed to be none that council members brought forward to Joe.