

May 28, 2013


City Council
City of Alexandria, Virginia
301 King St., Room 2300
Alexandria, VA 22314

Alexandria Redevelopment and Housing Authority
Proposed Financing for Alexandria Trilogy Properties Limited Partnership

Alexandria Trilogy Properties Limited Partnership (the "Borrower") has requested that the Alexandria Redevelopment and Housing Authority (the "Authority") assist the Borrower in financing and refinancing certain of the costs acquiring, rehabilitating and equipping the following multifamily residential rental housing facilities containing a total of approximately 119 units representing approximately 96,718 net rentable square feet by the issuance of its revenue bonds, in one or more series, at one time or from time to time, in an amount not to exceed \$17,500,000 (the "Bonds"): (a) the facility known as Arbelo Apartments located at 831-833 Bashford Lane in the City of Alexandria, Virginia, (b) the facility known as Lacy Court located at 4, 6 and 8 W. Nelson Street and 1502, 1506, 1512 and 1516 Commonwealth Avenue in the City of Alexandria, Virginia and (c) the facility known as Longview Terrace located at 2900 Seay Street in the City of Alexandria, Virginia (collectively, the "Project").

As set forth in the resolution of the Authority attached hereto (the "Resolution"), the Authority has agreed to issue its Bonds as requested. The Authority has conducted a public hearing on the proposed financing of the Project and has recommended that you approve the issuance of the Bonds as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"), as applicable to housing authorities.

Attached hereto is (1) a certificate evidencing the conduct of the public hearing and the action taken by the Authority, (2) the Fiscal Impact Statement required pursuant to Virginia Code Section 15.2-4907, as applicable to housing authorities, and (3) the form of resolution suggested by counsel to evidence your approval.



Secretary

Alexandria Redevelopment and Housing Authority

FISCAL IMPACT STATEMENT
FOR PROPOSED BOND FINANCING

Date: May 28, 2013

To the Mayor and City Council
of the City of Alexandria, Virginia

Applicant: Alexandria Trilogy Properties Limited Partnership

Facility: Multi-Family Housing Facilities known as Arbelo Apartments, Lacy Court and
Longview Terrace

1.	Maximum amount of financing sought.	\$	17,500,000
2.	Estimated taxable value of the facility's real property to be constructed in the locality.	\$	23,500,000
3.	Estimated real property tax per year using present tax rates.	\$	243,900
4.	Estimated personal property tax per year using present tax rates.	\$	4,000
5.	Estimated merchants' capital tax per year using present tax rates.	\$	0
6.	(a) Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality.	\$	158,000
	(b) Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality.	\$	50,000
	(c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality.	\$	157,000
	(d) Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality.	\$	103,000
7.	Estimated number of regular employees on year round basis.		4
8.	Average annual salary per employee.	\$	41,000



Chairman, Alexandria Redevelopment and Housing
Authority

CERTIFICATE

The undersigned Secretary of the Alexandria Redevelopment and Housing Authority (the "Authority") certifies as follows:

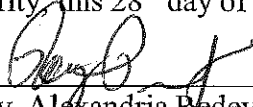
1. A meeting of the Authority was duly called and held on May 28, 2013, at 7:00 o'clock p.m. at the Charles Houston Recreation Center located at 901 Wythe Street in the City of Alexandria, Virginia, pursuant to proper notice given to each Commissioner of the Authority before such meeting. The meeting was open to the public. The time of the meeting and the place at which the meeting was held provided a reasonable opportunity for persons of differing views to appear and be heard.

2. The Chairman announced the commencement of a public hearing on the application of Alexandria Trilogy Properties Limited Partnership and that a notice of the hearing was published once a week for two successive weeks in a newspaper having general circulation in the City of Alexandria, Virginia (the "Notice"), with the second publication appearing not less than seven days nor more than twenty-one days prior to the hearing date. A copy of the Notice has been filed with the minutes of the Authority and is attached as Exhibit A.

3. A summary of the statements made at the public hearing is attached as Exhibit B.

4. Attached as Exhibit C is a true, correct and complete copy of a resolution (the "Resolution") adopted at such meeting of the Authority by a majority of the Commissioners present at such meeting. The Resolution constitutes all formal action taken by the Authority at such meeting relating to matters referred to in the Resolution. The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on this date.

WITNESS my hand and the seal of the Authority, this 28th day of May, 2013.

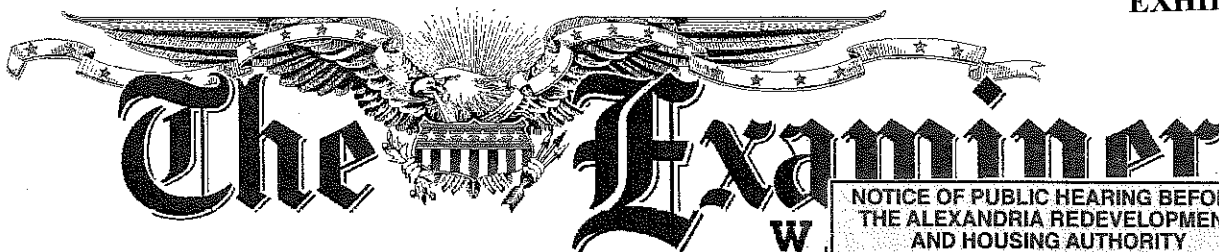


Secretary, Alexandria Redevelopment and Housing
Authority

[SEAL]

Exhibits:

- A - Copy of Certified Notice
- B - Summary of Statements
- C - Inducement Resolution



PROOF OF PUBLICATION

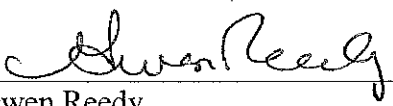
I, Gwen Reedy, of The Washington Examiner, (Virginia Edition of Virginia, published in the English language and located in the entered in a newspaper of record according to the Laws and Reg States of America for 52 successive Weeks or more prior to the certify that the notice of:

BOND FINANCING

For

McGuireWoods, LLP

Attached hereto has been published on May 14, 21, 2013


Gwen Reedy

21th of May 2013

 338707
Hilda G. Cain

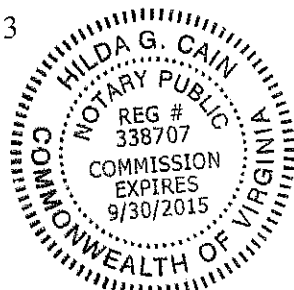
My Commission Expires
The 30th day of September 2015

Advertisement #: 745072
End Date: May 21, 2013
Run Dates: May 14, 21, 2013

BOND FINANCING

For

McGuireWoods, LLP



NOTICE OF PUBLIC HEARING BEFORE THE ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY ON PROPOSED PRIVATE ACTIVITY BOND FINANCING FOR ALEXANDRIA TRILOGY PROPERTIES LIMITED PARTNERSHIP

Notice is hereby given that the Alexandria Redevelopment and Housing Authority (the "Authority") will hold a public hearing on the request of Alexandria Trilogy Properties Limited Partnership, a Virginia limited partnership (the "Applicant"), whose address is 801 North Pitt Street, Alexandria, Virginia 22314, for the issuance by the Authority of up to \$17,500,000 of its revenue bonds to finance or refinance a portion of the cost of acquiring, rehabilitating and equipping the following multifamily residential rental housing facilities containing a total of approximately 119 units representing approximately 96,718 net rentable square feet: (a) the facility known as Arbelo Apartments located at 831-833 Bashford Lane in the City of Alexandria, Virginia, (b) the facility known as Lacy Court located at 4, 6 and 8 W. Nelson Street and 1502, 1506, 1512 and 1516 Commonwealth Avenue in the City of Alexandria, Virginia and (c) the facility known as Longview Terrace located at 2900 Seay Street in the City of Alexandria, Virginia (collectively, the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended. The Project will be owned by the Applicant or an entity affiliated with and controlled by the Applicant. The public hearing, which may be continued or adjourned, will be held at 7:00 p.m. on May 28, 2013 before the Authority at the Charles Houston Recreation Center located at 901 Wythe Street in the City of Alexandria, Virginia.

The proposed private activity bonds will not pledge the credit or the taxing power of the Authority or the City of Alexandria, Virginia but will be payable solely from the revenues derived from the Applicant and pledged therefor.

The public hearing will provide an opportunity for interested persons to be heard and communications and writings to be received and considered. Interested persons wishing to express their views on the issuance of the proposed private activity bonds may also submit written comments prior to the time of the hearing to the attention of the Authority in care of Connie Staudinger, Chief Operating Officer, Virginia Housing Development LLC, 600 North Fairfax Street, Alexandria, Virginia 22314. The hearing shall provide the fullest opportunity for the expression of opinion, for argument on the merits, and for the introduction of documentary evidence pertinent to the issuance of the proposed private activity bonds.

ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY

May 14, 21, 2013 745072

Summary of Statements

Representatives of Alexandria Trilogy Properties Limited Partnership and McGuireWoods LLP, bond counsel, appeared before the Authority to explain the proposed plan of financing. No one appeared in opposition to the proposed bond issue.

**RESOLUTION OF THE ALEXANDRIA REDEVELOPMENT AND HOUSING
AUTHORITY AUTHORIZING THE ISSUANCE OF UP TO \$17,500,000
REVENUE BONDS FOR THE PURPOSE OF FINANCING THE ACQUISITION,
REHABILITATION AND EQUIPPING OF MULTI-FAMILY RESIDENTIAL RENTAL
HOUSING PROJECTS LOCATED IN THE CITY OF ALEXANDRIA, VIRGINIA**

WHEREAS, the Alexandria Redevelopment and Housing Authority, a political subdivision of the Commonwealth of Virginia ("Authority"), is empowered by the Virginia Housing Authorities Law, Chapter 1, Title 36, Code of Virginia of 1950, as amended ("Act"), to exercise all the powers set forth in the Act, which include, among other things, the power, within its area of operation or as otherwise permitted under Section 36-23 of the Act, to make loans for assistance in planning, development, acquisition, rehabilitation, construction and equipping of facilities used primarily for multi-family residences in order to promote decent, safe and sanitary housing in the Commonwealth of Virginia, to issue its revenue bonds from time to time for such purposes and to pledge all or any part of its revenues derived by the Authority in connection with any such loans made by the Authority to secure the payment of such revenue bonds;

WHEREAS, the Authority has received a request from Alexandria Trilogy Properties Limited Partnership, a Virginia limited partnership (the "Borrower"), requesting that the Authority issue its revenue bonds to assist the Borrower or an affiliate thereof in its financing or refinancing of a portion of the costs for the acquisition, rehabilitation and equipping of the following multifamily residential rental housing facilities containing a total of approximately 119 units representing approximately 96,718 net rentable square feet: (a) the facility known as Arbelo Apartments located at 831-833 Bashford Lane in the City of Alexandria, Virginia, (b) the facility known as Lacy Court located at 4, 6 and 8 W. Nelson Street and 1502, 1506, 1512 and 1516 Commonwealth Avenue in the City of Alexandria, Virginia and (c) the facility known as Longview Terrace located at 2900 Seay Street in the City of Alexandria, Virginia (collectively, the "Project"), which Project--when acquired and rehabilitated by the Borrower or an affiliate thereof--will be occupied by individuals and families of low and moderate income;

WHEREAS, preliminary plans for the Project have been described to the Authority and a public hearing has been held as required by Section 147(f) of the Internal Revenue Code of 1986, as amended ("Code"); and

WHEREAS, the Borrower has represented that the estimated cost of the acquisition and rehabilitation of the Project and all expenses of issue will require an issue of revenue bonds in the aggregate principal amount not to exceed \$17,500,000, in one or more series, at one time or from time to time.

NOW, THEREFORE, BE IT RESOLVED BY THE ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY:

1. It is hereby found and determined that the issuance of the subject bonds and the acquisition, rehabilitation and equipping of the Project will be in furtherance of the purposes for which the Authority was organized.

2. In furtherance of the purposes of the Act, the Authority hereby agrees to assist the Borrower in financing the acquisition, rehabilitation and equipping of the Project by undertaking the issuance of its revenue bonds in an amount not to exceed \$17,500,000 upon terms and conditions mutually agreeable to the Authority and the Borrower. The bonds will be issued pursuant to documents satisfactory to the Authority. The bonds may be issued in one or more series at one time or from time to time.

3. It having been represented to the Authority that it is necessary to proceed immediately with the acquisition, rehabilitation and equipping of the Project, the Authority agrees that the Borrower may proceed with plans for the Project, enter into contracts for land, construction, materials and equipment for the Project, and take such other steps as it may deem appropriate in connection with the Project, provided, however, that nothing in this resolution shall be deemed to authorize the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Project. The Authority agrees that the Borrower may be reimbursed from the proceeds of the bonds for all expenditures and costs so incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.

4. The bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, officers, agents or employees of the Authority, past, present and future, nor any person executing the bonds, shall be liable personally on the bonds by reason of the issuance thereof. The bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the City of Alexandria, Virginia (the "City") (and the bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the bonds or the interest thereon or other costs incident thereto. The bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

5. The Authority (including its officers, commissioners, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the bonds or failure of the Authority to issue the bonds for any reason. Any obligation of the Authority to exercise its powers in the City to issue the bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue bonds for the Project for any reason, including but not limited to, the failure of the City Council of the City (the "City Council") to approve the issuance of the bonds.

6. The Authority hereby designates McGuireWoods LLP, Tysons Corner, Virginia, to serve as bond counsel ("Bond Counsel") and hereby appoints such firm to supervise the proceedings and approve the issuance of the bonds. The Authority hereby appoints

McGuireWoods LLP, Tysons Corner, Virginia, to serve as counsel to the Authority in connection with the issuance of the bonds.

7. All costs and expenses in connection with the financing and the acquisition, rehabilitation and equipping of the Project, including the fees and expenses of the Authority, including without limitation its counsel and Bond Counsel fees, shall be paid by the Borrower or, to the extent permitted by applicable law, from the proceeds of the bonds. If for any reason such bonds are not issued, it is understood that all such fees and expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

8. In adopting this resolution the Authority intends to take "official action" toward the issuance of the bonds and to evidence its "official intent" to reimburse from the proceeds of the bonds any expenditures paid by the Borrower to finance the acquisition, rehabilitation and equipping of the Project before the issuance of the bonds, all within the meaning of regulations issued by the Internal Revenue Service pursuant to Sections 103 and 141 through 150 and related sections of the Code.

9. The Authority recommends that the City Council approve the issuance of the bonds.

10. The Chairman or Secretary of the Authority, or the designee of either of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Code of Virginia of 1950, as amended (the "Virginia Code")) in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

11. No bonds may be issued pursuant to this resolution until such time (a) the issuance of the bonds has been approved by the City Council, (b) the bonds have received an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Code of Virginia of 1950, as amended) in accordance with the applicable provisions of the Code of Virginia of 1950, as amended, and any regulations or executive orders issued thereunder, and (c) the final terms and details of the bonds have been approved by subsequent resolution of the Authority.

12. This resolution shall take effect immediately upon its adoption.

CERTIFICATE

The undersigned Secretary of the Alexandria Redevelopment and Housing Authority (the "Authority") certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Commissioners of the Authority present and voting at a meeting duly called and held on May 28, 2013, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on this date.

WITNESS the following signature of the Authority, this 28th day of May, 2013.



Secretary, Alexandria Redevelopment and Housing
Authority

[SEAL]