

THE ARHA BOARD OF COMMISSIONERS

**RESOLUTION OF THE ALEXANDRIA REDEVELOPMENT AND HOUSING
AUTHORITY**

**AUTHORIZING THE ISSUANCE OF UP TO \$20,000,000 OF ITS REVENUE BONDS
FOR THE ACQUISITION, CONSTRUCTION, REHABILITATION AND EQUIPPING
OF THE LADREY MULTIFAMILY HOUSING FACILITY LOCATED AT 300 WYTHE
STREET IN ALEXANDRIA, VIRGINIA**

RESOLUTION NO. ###-2026

WHEREAS, the Alexandria Redevelopment and Housing Authority, a political subdivision of the Commonwealth of Virginia (the "Authority"), is empowered by the Housing Authorities Law, Chapter 1, Title 36, Code of Virginia of 1950, as amended (the "Act"), to issue its revenue bonds for the purpose of inducing the location in the Commonwealth of Virginia of facilities used primarily for single or multi-family residences in order to promote safe and affordable housing in the Commonwealth of Virginia and to benefit thereby the safety, health, welfare and prosperity of the inhabitants of the Commonwealth of Virginia; and

WHEREAS, the Authority has received the conduit revenue bond application of Ladrey Rehab LLC (the "Borrower"), whose headquarters address is c/o WinnCompanies, 999 North Capitol Street, Northeast, Suite 220, Washington, District of Columbia, requesting the Authority to issue up to \$20,000,000 of its revenue bonds for the financing and/or refinancing of all or a portion of the costs of the acquisition, construction, rehabilitation and equipping of a qualified residential rental facility to consist of land and improvements thereon, including an 11-story building with approximately 159 rehabilitated affordable apartments and a total floor area of approximately 130,900 square feet, to be owned and/or operated by the Borrower and located at 300 Wythe Street in the City of Alexandria, Virginia (the "Project"); and

WHEREAS, such assistance will induce the Borrower to preserve and maintain the Project in Virginia and benefit the inhabitants of the City of Alexandria, Virginia, and the Commonwealth of Virginia through the promotion of their safety, health, welfare, convenience, or prosperity; and

WHEREAS, preliminary plans for the Project have been described to the Authority and a public hearing notice has been published as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"), as applicable to Virginia housing authorities (the "Public Hearing"); and

WHEREAS, the Public Hearing described in the immediately preceding paragraph was held in accordance with applicable Federal, state, and local laws on March 23, 2026, at the regularly scheduled monthly meeting of the ARHA Board of Commissioners; and

WHEREAS, the Borrower has represented that the estimated cost of the acquisition, construction, rehabilitation and equipping of the Project and all expenses of issue will require an issue of revenue bonds by the Authority in the aggregate principal amount not to exceed \$20,000,000 (the "Bonds"); and

WHEREAS, ARHA staff has found that the Borrower has complied with the requirements of the ARHA Conduit Bond program, including submission of an application for the Project and compliance with the affordability requirements per Virginia Code; and

WHEREAS, (a) no member of the Board of Commissioners of the Authority (the "Board") is an officer or employee of the City of Alexandria, Virginia, (b) each member of the Board has, before entering upon his or her duties during his or her present term of office, taken and subscribed to the oath prescribed by Section 49-1 of the Virginia Code, and (c) at the time of their appointments and at all times thereafter, including the date hereof, all of the members of the Board have satisfied the residency requirements of the Act; and

WHEREAS, no member of the Board has any personal interest or business interest in the Borrower, the Bonds, the Project or any of the transactions contemplated herein or has otherwise engaged in conduct prohibited under the State and Local Government Conflict of Interests Act, Chapter 31, Title 2.2 of the Virginia Code in connection with this resolution or any other official action of the Authority in connection therewith.

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

1. It is hereby found and determined that the financing and refinancing of the acquisition, construction, rehabilitation and equipping of the Project will be in the public interest and will promote the commerce, safety, health, welfare, convenience or prosperity of the Commonwealth of Virginia, the City of Alexandria, Virginia, and their citizens.
2. To induce the Borrower to preserve and maintain the Project in the Commonwealth of Virginia, and particularly in the City of Alexandria, Virginia, the Authority hereby agrees to assist the Borrower in financing and refinancing the acquisition, construction, rehabilitation and equipping of the Project, including the financing of reserve funds and costs of issuance of the Bonds and other financeable expenditures as permitted by applicable law, by undertaking the issuance of the Bonds in a principal amount not to exceed \$20,000,000 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 financing and refinancing of the acquisition, construction, 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.

4. The Authority agrees that the Borrower may be reimbursed from the proceeds of the Bonds for all expenditures and costs incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.
5. The Authority approves McGuireWoods LLP as its bond counsel ("Bond Counsel") in connection with the issuance of the Bonds.
6. All costs and expenses in connection with the financing and refinancing of the acquisition, construction, rehabilitation and equipping of the Project, including the fees and expenses of the Authority, Bond Counsel, and counsel to the Authority, shall be paid by the Borrower or, to the extent permitted by applicable law, from the proceeds of the Bonds. If for any reason the Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.
7. 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 or refinance the acquisition, construction, 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.
8. The Authority recommends that the City Council of Alexandria, Virginia approve the issuance of the Bonds.
9. The Chair, the Vice Chair and the Interim Chief Executive Officer of the Authority, any of whom may act alone, are hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of 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 proceedings shall be paid for by the Borrower.
10. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the City Council of Alexandria, Virginia, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder and (c) the Authority has reviewed and approved the financial and other terms of the Bonds (including, but not limited to, the identity of the purchaser or underwriter thereof) pursuant to a final bond resolution of the Board.

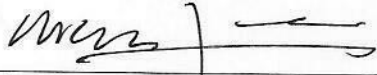
11. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of the Project or the Borrower. The issuance of the Bonds as requested by the Borrower will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia or the City of Alexandria, Virginia and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision of the Commonwealth of Virginia will be pledged to the payment of the Bonds. Neither the City of Alexandria, Virginia nor the Authority shall be obligated to pay the Bonds or the interest thereon or other costs incident thereto except from revenues and money specifically pledged therefor.
12. The Authority shall not be liable and hereby refuses all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue the Bonds for any reason. The Borrower agrees to (i) indemnify and hold the Authority harmless for any damages, direct or consequential, suffered by it as a result of any action or inaction of the Authority with respect to the issuance of the Bonds, (ii) provide for such indemnification in all documents to which the Borrower and the Authority are parties and (iii) provide in such documents that it will forbear to bring any action for such damages as aforesaid. Neither the commissioners, officers, agents, or employees of the Authority, past, present, and future shall be personally liable on the Bonds.
13. The Borrower, by receiving the benefit of this resolution, has agreed that the Borrower will cause the documents executed in connection with the issuance of the Bonds to contain a covenant, in form and substance satisfactory to the Authority and its counsel, substantially to the effect that the Borrower will agree to pay to the Authority its regular application, closing and ongoing administrative fees for the Bonds, and all of the Authority's expenses, including Bond Counsel and Authority counsel fees, directly related to the Project and the Bonds.

This resolution shall take effect immediately upon its adoption.

CERTIFICATE


Each of the undersigned Chair and Interim CEO 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 March 23, 2026, 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 signatures and the seal of the Authority, this 23rd day of March 2026.



Mark Jinks, Chair

3-25-26
Date

DocuSigned by:


Rickie Maddox, Interim CEO

3/25/2026
Date

[SEAL]

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